

Fidelity ESG ProSM

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This brochure provides information about the qualifications and business practices of Fidelity Institutional Wealth Adviser LLC (“FIWA”), a Fidelity Investments company, as well as information about Fidelity ESG ProSM.

Throughout this brochure and related materials, FIWA 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 call us at 617-563-7000. 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 FIWA is available on the SEC’s website at www.adviserinfo.sec.gov.

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ADVISORY BUSINESS

Fidelity Institutional Wealth Adviser LLC (“FIWA”) is a registered investment adviser and an indirect, wholly owned subsidiary of FMR LLC (collectively with FIWA and its affiliates, “Fidelity Investments,” “Fidelity,” “us,” or “we”). FIWA was formed in 2016 and has developed a technology-based solution and related consulting services designed to provide financial services firms, including registered investment advisers, broker-dealers, banks, and family offices (“Clients”) with a simple, streamlined technology platform that allows Clients to evaluate and select investments based on environmental, social, and governance (“ESG”) factors (“Fidelity ESG Pro,” “ESG Pro,” or the “Service”) for use with their investors (“Investors” or individually, “Investor”). Beyond ESG Pro, FIWA also sponsors several other programs. Brochures for these other programs can be found on the SEC’s website at adviserinfo.sec.gov.

ESG Pro offers Clients a suite of tools and related services which they can use to assist them in providing ESG investing services to Investors. There are three main components to ESG Pro: Fund Data & Research, Model Construction, and Client Management Tools.

Fund Data & Research

ESG Pro maintains and provides financial and ESG data on over 4,000 equity mutual funds and exchange traded funds (“ETFs” and together with mutual funds, “Funds”) that are managed either by investment managers affiliated with FIWA or unaffiliated investment managers. The data used by ESG Pro is provided by third-party providers and is typically updated monthly. However, in certain circumstances, data may be updated less frequently based on availability from the third-party providers or other factors. The universe of Funds covered by ESG Pro includes a subset of Funds that are classified as ESG funds by FIWA or third-party providers (“ESG Funds”). ESG Pro provides supplemental research on those ESG Funds that receive a “Preferred” or “Meets” rating according to FIWA’s research and due diligence process (as discussed in greater detail in the Methods of Analysis, Investment Strategies and Risk of Loss - ESG Funds: Investment Research and Due Diligence subsection below). Funds sponsored by investment managers that Fidelity has deemed not to be in good standing on Fidelity FundsNetwork, Fidelity’s mutual fund platform, due to insufficient shareholder servicing compensation are not eligible for consideration for a “Preferred” research rating, but are eligible to receive a “Meets Quantitative” or “Meets Qualitative” research rating. ESG Pro will also display data for, but will not provide research on, ESG Funds that do not receive a Preferred or Meets rating as further described herein. In these cases, these ESG Funds either do not meet FIWA’s due diligence criteria, or are not covered by FIWA’s due diligence process. For the ESG Funds that receive a Preferred or Meets Qualitative rating from FIWA, ESG Pro may include a qualitative research note that provides additional information. These research notes are updated at least annually by the FIWA Research Team (defined below). The data, ratings, and research notes in ESG Pro provide additional information that Clients can use in assessing the use of ESG Funds with their Investors.

Model Construction

ESG Pro provides Clients with access to model portfolios comprised of ESG Funds (“ESG Pro Model Portfolios”, also known as “ESG Pro Models”), which are broken down by region (domestic equity vs. international) and by vehicle type (actively managed mutual funds, passively managed mutual funds, ETFs, or blended portfolios). FIWA creates these ESG Pro Model Portfolios using its portfolio construction methodology, along with third-party analytical tools and optimization software.

Clients may access the ESG Pro Model Portfolios in two ways. Clients can either input their own portfolios into ESG Pro (“Client Portfolios”) or they can use a pre-loaded benchmark portfolio (“Benchmark Portfolio”) provided by the Service. Benchmark Portfolios are constructed using passively managed mutual funds or ETFs as proxies for broad market indices. FIWA provides Benchmark Portfolios as initial suggestions of diversified portfolios for Clients to reference as they construct portfolios for Investors. Once a Client Portfolio or Benchmark Portfolio has been selected by the Client, ESG Pro will present an ESG Pro Model Portfolio that attempts to align to the domestic equity/international split and vehicle types used in the reference portfolio. The portfolios that are displayed in ESG Pro are produced by reweighting the pre-built ESG Pro Model Portfolios to the domestic equity/international equity split of the reference portfolio, but are not customized to match any Client Portfolio or Benchmark Portfolio.

Clients can also use ESG Pro to further analyze portfolios as part of the model construction process. ESG Pro enables Clients to view numerous financial and ESG metrics for any portfolio, including the Benchmark Portfolios, Client Portfolios, and ESG Pro Model Portfolios. Clients can also review and compare multiple portfolios side-by-side using both financial and ESG metrics. In certain instances, ESG Pro will also highlight a limited number of material differences between the portfolios being compared. Material differences are those that have the potential to significantly affect the overall investment characteristics or ESG characteristics of the portfolio, as determined by FIWA.

As the final step of the model construction process, Clients can use ESG Pro to create and evaluate their own portfolios by adding, deleting, or reweighting the Funds in any portfolio in the Service. ESG Pro dynamically portrays the resulting changes to the financial and ESG metrics for the portfolio. In all cases, Clients remain responsible for completing their own diligence on any portfolio created in the tool, including assessing whether any such portfolio is appropriate for any Investor.

Client Management Tools

ESG Pro provides several tools to enable Clients to provide customized services to their Investors. ESG Pro includes an interactive Values Discovery Questionnaire (“VDQ”) which Clients can use to introduce the concepts behind ESG investing to their Investors and capture the Investor’s ESG motivations, values, and concerns. The Service can also generate a summary of the Investor’s VDQ responses combined with talking points to help Clients facilitate conversations with Investors. ESG Pro also enables Clients to input Investor portfolios into the Service. Clients can then analyze Investors’ portfolios and compare them to any

portfolios in the Service. In addition, Clients can use ESG Pro to generate personalized reports for Investors that highlight how a given portfolio compares on the specific ESG characteristics most important to Investors, according to their VDQ results.

Limitations

FIWA does not provide investment advisory services to Investors through its offering of ESG Pro. Clients are solely responsible for determining whether to use, or not use, ESG Pro or any of its components (Fund Data & Research, ESG Pro Model Portfolios or Client Management Tools). Clients utilizing ESG Pro are solely responsible for determining the suitability and appropriateness of all investment choices made for their Investors.

ESG Pro includes certain reports that are designed to be used with Investors; the use of reports that are designed for Investors is solely determined by Clients. Materials intended to be shared with Investors will be branded with the Client firm's logo and color palette. In general, other than those portions of ESG Pro that are designed to be used with Investors, the remainder of ESG Pro and its output are designed for Client use only. Clients that share any other materials or screenshots from ESG Pro that have not been designed for Investor use do so at their own risk. FIWA does not have custody of Investor accounts, does not trade Investor accounts, and does not undertake any actions or services typically associated with discretionary management as part of the Service. FIWA does not provide tax, legal, or insurance advice. While ESG Pro is designed for non-retirement investing, any retirement plan Investors should consider Department of Labor ("DOL") guidance for the selection and monitoring of investments for employee benefit plans and plan fiduciaries may wish to consult with ERISA counsel regarding the evaluation and selection of investments or investment courses of action that incorporate non-pecuniary or other ESG factors in accordance with DOL guidance.

ESG Pro currently only provides information regarding equity Funds, or portfolios comprised of equity Funds, as defined by our third-party data providers. ESG Pro does not currently support other asset classes such as fixed income, cash, or alternative investments, nor does it currently support individual equity securities. If a Client inputs a Client Portfolio or Investor portfolio that contains unsupported or unrecognized securities, ESG Pro will generate an error message and only perform the analysis and comparison on the supported securities (i.e., equity Funds) in the portfolio, and will not take into account the unsupported or unrecognized securities, even if those funds or securities contain direct or indirect equity exposure. Likewise, the ratio of domestic equity to international equity displayed in such circumstances will be based on the ratio and weighting of supported securities (e.g., Funds) in the Client Portfolio or Investor portfolio, rather than the Client Portfolio or Investor portfolio as a whole. Clients seeking to create or analyze portfolios with fixed income or other currently unsupported asset classes or individual securities can use ESG Pro for the portion of the portfolio comprised of equity Funds, but should use other tools and resources for unsupported securities.

ESG Pro includes a subset of the universe of ESG characteristics and financial metrics available from our third-party providers. The Service is not designed to evaluate all potential ESG characteristics or provide an assessment of which ESG characteristics are more or less

relevant to the outcomes associated with any portfolio. Clients may decide they need additional metrics, ESG or otherwise, to make decisions for their Investors.

As noted above, ESG Pro relies on data from third-party service providers for its metrics on financial and ESG factors; ESG Pro makes no representations about the accuracy or completeness of such information as presented in the Service. In cases where data is unavailable for certain Funds, or when data or characteristic information about a given Fund or Funds is delayed, ESG Pro will generally use proxy data to provide information about such Fund or Funds, including relying on data from prior periods associated with such Funds. The use of proxy data is designed to allow the Client to estimate the financial and ESG characteristics of such Funds, but there is no assurance that any such proxy data will accurately reflect the financial or ESG metric status of such Fund.

The editing capability in ESG Pro enables Clients to create their own portfolios in consideration of the ESG metrics displayed by the Service. While the Service visually demonstrates the implications of the changes made by Clients while editing, FIWA does not validate the suitability or appropriateness of the resulting portfolios for any investing purpose. Clients are responsible for ensuring that the portfolios they create from the Service are suitable and appropriate for use with their Investors.

ESG Pro is intended to be primarily self-service software. ESG Pro will provide support to Clients to access the Service and provide limited training on how to use the Service effectively. This support may be provided online, via chat or email, or live by phone or video conference.

FEES AND COMPENSATION

Clients pay an annual subscription fee to FIWA for access to ESG Pro that is based upon the number of authorized users of the Client utilizing ESG Pro. FIWA will negotiate bundled subscription fees and consulting fees with Clients. While Funds that pay various forms of revenue to FIWA's affiliates are within the ESG Pro Model Portfolios (including affiliated Funds), ESG Pro does not require the use of any affiliated Funds or any other services provided by FIWA affiliates, such as brokerage, custody, or clearing.

ESG Pro is sold as an annual subscription license per user. FIWA can charge higher prices for additional or advanced features such as the model editing capability and in-depth ESG Fund research described above and lower prices for Clients that elect not to use those features. At its discretion, FIWA can offer discounted pricing for Clients who purchase licenses for multiple users or offer additional discounts based on negotiation.

Pricing Tier	Price Range Per User
First Authorized User for a Client Firm	\$2300-6000
Authorized Users 2-10, same Client Firm	\$1700-4000
Authorized Users 11-50, same Client Firm	\$1100-3000

In general, FIWA creates the ESG Pro Model Portfolios using low-cost share classes and/or share classes that do not pay 12b-1 fees (if such share classes are available) to FIWA's affiliates. The ultimate availability of Fund shares is determined by the Funds offering such shares. FIWA reviews the share classes utilized in the ESG Pro Model Portfolios periodically for general fit for Clients' potential use. However, each Client is solely responsible for determining if the use of the Funds and share classes included in the ESG Pro Model Portfolios in general, as well as the selection of a particular ESG Pro Model Portfolio, is suitable and appropriate for its Investors. Employees and representatives of FIWA engage in sales and relationship activities with Clients, but do not meet with Investors or engage in sales conversations about Funds or investment products with respect to specific Investor accounts. Clients are not required to use affiliates of FIWA for brokerage, custody, or clearing services in connection with their use of ESG Pro; nor are Clients required to use any Fund that is managed or advised by a FIWA affiliate in connection with their use of ESG Pro. However, affiliated Funds that are included in the ESG Pro Model Portfolios generally pay investment management, transfer agency, and other fees to FIWA's affiliates, and as a result, FIWA and its affiliates will generally earn more revenue if such Funds are selected by Clients for Investor accounts. In addition, for Clients that do use affiliates of FIWA for brokerage, custody, or clearing services, these affiliates, National Financial Services LLC ("NFS") and Fidelity Brokerage Services LLC ("FBS"), may receive distribution and shareholder servicing revenue as a result of investments in Funds in Investor accounts which may also be included in the ESG Pro Model Portfolios; this revenue will vary based on the Funds and share classes selected by Clients. To the extent that the revenue earned by FIWA's affiliates varies as a result of the Funds included in the ESG Model portfolios, either because FIWA affiliates provide investment management or other services to the Funds, or because the Funds are made available through the NFS or FBS custody or clearing platforms, FIWA has a potential conflict of interest with respect to the variations in such revenue and has an economic incentive to suggest Funds that pay its affiliates more revenue. In some cases, fees for certain Funds or share classes are higher than others. Affiliates of FIWA earn additional fees when Investor assets are invested in products from which FIWA affiliates receive a share of revenue, as opposed to when Investor assets are invested in investment products that do not share revenue. However, the FIWA Research Team is not compensated based on revenue from Funds they rate.

Other Issues Relating to Fees

Employees and representatives of FIWA or affiliates engage in sales and relationship activities with Clients of ESG Pro, but do not meet with Investors or engage in sales conversations with respect to specific Investor accounts. Employees and representatives of FIWA or affiliates who work on ESG Pro or who are involved in the sales process for ESG Pro to Clients receive a salary, bonus, and non-cash incentives which may be based on the overall success of ESG Pro, including adoption by Clients. FIWA employees and representatives do not receive variable compensation for any particular investment product, Fund or security presented in ESG Pro that is purchased by a Client, Investor, or by a Client on behalf of an Investor. The variable compensation noted above creates a financial incentive for FIWA employees and representatives to suggest use of ESG Pro but does not create an incentive for FIWA's employees and representatives to suggest any particular investment product or security.

PERFORMANCE-BASED FEES

FIWA does not charge any performance-based fees based on a share of capital gains on, or capital appreciation of, the assets of any Client or Investor. Certain of FIWA's affiliates' discretionary accounts may, for unrelated reasons, invest in Funds that are also included in the ESG Pro Model Portfolios from time to time. FIWA's affiliates may have commenced trading before Clients receive or act upon updates to the ESG Pro Model Portfolios. As a result, in certain circumstances, Investors of ESG Pro Clients that are using the ESG Pro Model Portfolios could experience price differentials that may result from FIWA's affiliates placing similar, and possibly larger, orders for their discretionary clients which could result in different prices for the Funds in the ESG Pro Model Portfolios. Further, while FIWA's affiliates generally take reasonable steps to minimize the market impact caused by their discretionary management, FIWA and its affiliates have no such control over the Clients' trading of ESG Pro Model Portfolios.

TYPES OF CLIENTS

FIWA provides ESG Pro to federal and state licensed investment advisers, broker-dealers, banks, and family offices that maintain investment adviser affiliates or are exempt from such registration. These entities can use ESG Pro to serve any type of Investor at its sole discretion.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

ESG Pro provides Clients with two types of investment-related services: investment research and due diligence on ESG Funds and construction of ESG Pro Model Portfolios. These services are linked. The ESG Funds used in the ESG Pro Model Portfolios are selected based on multiple screens, including FIWA's investment research and due diligence process. Clients can also use ESG Pro to access information on ESG Funds and other Funds, independent of the ESG Pro Model Portfolios. Clients can select specific ESG Funds or ESG Pro Model Portfolios using their own selection criteria.

ESG Funds: Investment Research and Due Diligence

In ESG Pro, FIWA provides investment research and due diligence on ESG Funds using three categories of investment research ratings (which may also be referred to as research statuses): "Meets-Quantitative", "Meets-Qualitative", and "Preferred". Clients make their own determinations as to whether to utilize FIWA research and due diligence and are solely responsible for determining if they have sufficient information on any Funds or solutions they recommend to their Investors. FIWA does not recommend any particular investment, Fund, or strategy for Investors. Research ratings may change without notice. Clients are responsible for monitoring changes in research ratings within the Service.

FIWA maintains fundamental and quantitative investment manager research teams ("FIWA Research Team") to perform the investment due diligence for ESG Pro. FIWA's evaluations for

the ESG Funds follow a systematic process. Each time the term “Meets” is used below, it will be applicable to both the Meets-Quantitative and Meets-Qualitative ratings, unless otherwise specified. While FIWA categorizes certain Funds as “Meets”, this designation suggests that the Fund has met the criteria required by the quantitative or qualitative assessments determined by FIWA, and is not an endorsement of the quality or capability of any particular Fund, or a statement of the likelihood of investment success or ESG appropriateness in any future period. The Client is responsible for determining whether any particular Funds are appropriate and suitable for use with a particular Investor.

Approval Process Overview

For actively managed mutual funds, passively managed funds, and ETFs, a quantitative rating process is the form of due diligence and determination of a Meets-Quantitative rating. The quantitative rating process is performed at least quarterly. A concurrent qualitative due diligence process is conducted on a select group of Funds to provide deeper coverage on these Funds and to determine if a Meets-Qualitative or Preferred rating should be applied. The qualitative rating process is performed at least annually. When combined, these processes form the list of Meets and Preferred Funds. Both quantitative and qualitative processes are executed simultaneously and continuously for ongoing evaluation of the characteristics of the various Funds available. Both the quantitative and qualitative processes follow a common structure of assessing four major pillars of historical analysis: Performance, Cost, Style Alignment, and People and Process Consistency.

Meets-Quantitative

The quantitative evaluation consists of two separate processes: one to evaluate actively managed mutual funds and ETFs and one to evaluate passively managed mutual funds and ETFs. While both processes may vary slightly with regards to review and acceptance criteria (i.e., relative performance versus tracking error thresholds), both processes rely on an evaluation of historical fund outcomes and follow the common four pillar review structure noted above.

The mutual funds or ETFs that pass all four pillar criteria are added to the Meets-Quantitative universe. Meets-Quantitative mutual funds and ETFs that do not pass all four pillar criteria set by the FIWA Research Team are removed from the Meets-Quantitative list unless deemed Meets-Qualitative per the process described below. This ranking methodology is updated at least quarterly for all active funds and ETFs, as well as passive mutual funds and ETFs.

Meets-Qualitative

For Meets-Qualitative Funds, FIWA employs a multiphase approach in its evaluation. As part of the due diligence, certain types of information are analyzed, including historical performance, investment philosophy, investment style, historical volatility, investment team, and cost. Also reviewed are the Fund's prospectus and portfolio holdings reports that help demonstrate the Fund's securities selection process. Through this analysis, the FIWA Research Team will make a determination of the Funds that receive the status of Meets-

Qualitative. For Meets-Qualitative Funds, ESG Pro may make available a research note written by the FIWA Research Team.

Preferred

Preferred Funds have FIWA's highest conviction and are comprised of a subset of Meets-Qualitative Funds. For Preferred Funds, the FIWA Research Team completes the due diligence process mentioned above for Meets-Qualitative. In addition, the FIWA Research Team conducts a quarterly touch-point with one or more members of the product's investment team. The FIWA Research Team seeks to understand the drivers of differentiation that allow these investment options to stand out across the four pillars of research. For Preferred Funds, ESG Pro may make available a research note written by the FIWA Research Team.

Pending Attribute

Funds assigned the Meets or Preferred research ratings can be assigned a 'Pending' portfolio attribute if they have experienced a significant event, including, but not limited to, changes in key investment personnel, changes in the investment process used and/or a significant departure from the proprietary ratings methodology, material underperformance, or regulatory concerns. These Funds are subject to ongoing monitoring and review to determine if the FIWA Research Team should remove them from the list of Meets or Preferred Funds.

Additional Information

The investment professionals at the Funds are an important source of information for the due diligence process, providing quantitative and qualitative information. In addition, FIWA and its service providers utilize several publicly available databases from independent sources which are used to verify the information provided by the Funds. FIWA does not independently review the performance calculations of these Funds or performance information from them, and such calculations may not be conducted on a uniform basis.

Treatment of FIWA-Affiliated Products, Exceptions and Conflict of Interests

The FIWA Research Team may make exceptions to allow certain Funds to be assigned a Meets or Preferred rating. For these exceptions, the FIWA Research Team uses qualitative and quantitative tools to make a determination that the Fund otherwise warrants to be added or to maintain a Meets or Preferred rating. For example, a Fund may not have a track record of sufficient length as determined by the FIWA Research Team, but the investment manager's results through other vehicles or strategies may enable that Fund to be assigned a Meets or Preferred rating. The FIWA Research Team approves or disapproves all exceptions and can assign or change a Fund's rating at its sole discretion. Affiliated Funds are evaluated through a standardized investment research and due diligence or exception processes (described above) to determine FIWA Research Team's rating. However, given FIWA's ability to gather more data and achieve greater insight into the Funds provided by FIWA's affiliates, in certain circumstances FIWA will adjust its diligence process when assessing proprietary and affiliated products and/or apply different qualification criteria to such products for "Meets-Qualitative" or

“Preferred” ratings based on the judgement of the FIWA Research Team.

Certain unaffiliated investment managers or their affiliates participate in a marketing, engagement, and analytics program established by FBS and NFS. The Funds provided by these investment managers will be considered for the Preferred or Meets classification, but such Funds are subject to the same investment research and due diligence or exception processes (described above) to determine FIWA Research Team’s rating. Any due diligence completed by FIWA should be used in conjunction with the Client’s existing research and as a supplement to any existing due diligence that a Client or its firm may already have in place.

ESG Pro Model Portfolios: Methods of Analysis and Construction

FIWA uses third-party analytical tools and commercially available optimization software applications to develop its ESG Pro Model Portfolios, which are diversified equity model portfolios comprised of Funds that can be employed by Clients. The Funds used in the ESG Pro Model Portfolios represent only a subset of all affiliated and unaffiliated Funds. FIWA starts with Funds that have been rated Meets or Preferred by the FIWA Research Team. Funds are then selected by FIWA for inclusion in the ESG Pro Model Portfolios based on measures designed to be consistent with the model parameters related to the asset allocation and ESG goals of the model, expenses, asset classes and Client interest. In addition, Funds must have data coverage by FIWA’s third-party data providers for ESG data, financial data, and risk data. Within any given ESG Pro Model Portfolio, the costs to shareholders and benefits to FIWA and its affiliates vary based on the allocations to the various Funds (e.g., US equity versus non-US equity funds), each of which have their own expenses as provided for in their registration statements. Each Client, and not FIWA, is responsible for determining whether an ESG Pro Model Portfolio is suitable and appropriate for an Investor. Affiliates of FIWA may manage mutual funds that are substantially similar to the Funds in the ESG Pro Model Portfolios but have higher or lower fees and expenses. Such mutual funds may be bought on a stand-alone basis by a Client for Investors in certain circumstances. Whether or not to invest in an ESG Fund on behalf of its Investors is in the sole discretion of a Client and/or its Investors.

ESG Pro Model Portfolios are designed to allocate equity exposure across US and non-US equity allocations. The ESG Pro Model Portfolios’ asset allocation options are limited to Funds and do not incorporate direct interests in individual securities. As a result, the investment performance of the ESG Pro Model Portfolios are driven by the performance of the Funds in the ESG Pro Model Portfolio. The ESG Pro Model Portfolios have limitations on their ability to optimize tax, diversification and other factors or otherwise hedge risk.

The ESG Pro Model Portfolios are constructed by FIWA using a systematic approach in conjunction with a quantitative methodology for selecting mutual funds and ETFs from the universe of Funds designated by FIWA, and any other constraints FIWA places on the composition of such models. When constructing the ESG Pro Model Portfolios, FIWA uses an algorithmic approach to combine a set of investment options whose overall risk characteristics, when viewed as a portfolio, are designed to be similar to those of an appropriate benchmark. These benchmarks are selected to represent an appropriately weighted equity asset-class mix

within a particular region (currently US and non-US). In ESG Pro, the allocations to each region are further adjusted to match the mix of a starting point portfolio, which may be a Benchmark Portfolio or a Client Portfolio.

FIWA monitors the performance of the ESG Pro Model Portfolios and adjusts them periodically based on changes in the capital markets as well as changes to the research status of ESG Funds made by the FIWA Research Team. For example, an ESG Fund that receives a Pending attribute may be removed from an ESG Pro Model Portfolio.

Material Investment Risk and Risk of Loss

Investing in securities involves risk of loss, including loss of principal, that each Client should be prepared to bear.

Many factors affect investment performance. Strategies that pursue investments in equities will be subject to stock market volatility, and strategies that pursue fixed income investments (such as bond or money market funds) will see values fluctuate in response to changes in interest rates. 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 may magnify factors that affect performance. In addition, some countries experience low or negative interest rates, from time to time, which may magnify interest rate risk for the markets as a whole and for strategies. The discontinuation and replacement of LIBOR (an indicative measure of the average interest rate at which major global banks could borrow from one another) and other benchmark rates may have a significant impact on the financial markets and may adversely impact strategy performance. All strategies are ultimately affected by impacts to the individual issuers, such as changes in an issuer's credit quality, or changes in tax, regulatory, market, or economic developments. Non-diversified funds 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 on 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, investments or accounts that pursue debt exposure are subject to risks of prepayment or default, and Funds 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, municipal funds' exposure to the municipal bond market, or international or emerging markets funds' exposure to a particular country or region) can be significantly impacted by events affecting those industries or markets. Strategies that lead funds to invest in other funds bear all the risks inherent in the underlying investments in which those funds invest, and strategies that pursue leveraged risk, including investment in derivatives, such as swaps (interest rate, total return, and credit default), and futures contracts and forward-settling securities, magnify market exposure and losses. Additionally, investments are 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.

High-risk strategies have the potential for substantial returns; however, there are correspondingly significant risks involved in the strategies and they are not intended for all types of clients. Clients who choose to follow high-risk strategies should be aware that there is the possibility of significant losses up to and including the possibility of the loss of all assets placed in the strategies. It is strongly recommended that clients diversify their investments and do not place all their investments in high-risk investment strategies.

Concentrated, non-diversified or sector strategies investing more of their assets in a few holdings involve additional risks, including share price fluctuations, because of the increased concentration of investments. The lack of industry diversification subjects the client to increased industry-specific risks. Municipal investment strategies can be affected by adverse tax, legislative, or political changes and the financial condition of the issuers of municipal securities.

Certain ETFs utilize leverage. The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index.

Tactical and dynamic investment strategies involve more frequent trading than the traditional buy-and-hold investment strategies. Such trading can increase transaction costs and create more short-term tax gains than the Investor may be used to seeing in other types of strategies.

The ESG Pro Model Portfolios emphasize Funds that consider ESG factors. While these Funds are vetted by FIWA as described above, these Funds may contain correlated risks that are not included in current risk models used by FIWA or third-party providers. ESG Funds in general may underperform, or FIWA may select specific ESG Funds that underperform. Either of these factors may adversely impact the performance of the ESG Pro Model Portfolios.

There is no assurance that positive investment results will be achieved by use of the ESG Pro Model Portfolios. Past performance of the ESG Pro Model Portfolios or specific ESG Funds is no guarantee of future results.

Please consult the applicable ESG Fund's prospectus for more information about fund-specific risks.

In addition to the risks noted above, for the ESG Funds suggested in the ESG Pro Model Portfolios, the following risks apply:

Liquidity Risk

Investing in certain types of securities that are thinly traded, or investing in bonds, ETFs, or

mutual funds that invest in thinly traded securities, introduces liquidity risk. Liquidity risk is a financial risk that, for a certain period of time, a security or commodity cannot be readily traded in the market or cannot be traded without a significant discount to the market price. All tradable assets assume some level of liquidity risk. For example, alternative mutual funds and ETFs may use techniques such as shorting of securities, leverage, and derivatives, all of which may have liquidity risks if there are no buyers and sellers available or if a counterparty cannot fulfill the order.

Investing in Mutual Funds and ETFs

Clients bear all the risks of the investment strategies employed by mutual funds and ETFs, including the risk that a mutual fund or ETF will not meet its investment objectives. For the specific risks associated with a mutual fund or ETF, please see its prospectus.

ETFs

An ETF is a security that trades on an exchange and may seek to track an index, a commodity, or a basket of assets. ETFs can include exchange-traded funds, exchange-traded notes, unit investment trusts, closed-end funds, master limited partnerships, and certain trusts. ETFs can be actively or passively managed. The performance of a passively managed ETFs may not correlate to the performance of the asset it seeks to track. ETFs trade on secondary markets or exchanges and are exposed to market volatility and the risks of their underlying securities. ETFs that use derivatives, leverage, or complex investment strategies are subject to additional risks. Share trading may be halted or the security may cease to trade on an exchange. Trading volume and liquidity may vary and may affect the ability to buy or sell shares or may cause the market price of shares to experience significant premiums or discounts relative to the value of the assets underlying the shares. Because ETFs trade on exchanges, buyers and sellers experience a spread between the bidding price and the asking price, and the size of these spreads may vary significantly. ETFs may also have unique risks depending on their structure and underlying investments.

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, quantitative investment strategies rely on algorithmic processes, and therefore may be subject to the risks described below under the heading, "Operational Risks."

Stock Investments

Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Stock investments may be subject to risk related to market capitalization as well as company-specific risk.

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 tend to be more expensive relative to their earnings or assets compared with other types of stocks. As a result, growth stocks tend to be sensitive to changes in their earnings and more volatile than other types of stocks. Value stocks tend to be inexpensive relative to their earnings or assets compared with other types of stocks. However, value stocks can continue to be inexpensive for long periods of time and may not ever realize their full value.

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 may be greater in emerging markets. These risks are particularly significant for Funds that focus on a single country or region or emerging markets, or for Investors who elect to increase international stock exposure. Foreign markets may 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 not be available, 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.

Illiquid Investments

Illiquid securities sometimes trade infrequently in the secondary market. As a result, valuing an illiquid security can be more difficult, and buying and selling an illiquid security at an acceptable price can be more difficult or delayed. Difficulty in selling an illiquid security can result in a loss. The relative liquidity of any investment, particularly those that trade on exchanges, can vary, at times significantly.

Derivatives

Certain Funds may contain derivatives. Generally speaking, a derivative is a financial contract whose value is based on the value of a financial asset (such as a stock, bond, or currency), a physical asset (such as gold, oil, or wheat), or a market index (such as the S&P 500® Index). Investments in derivatives may subject these funds to risks different from, and possibly greater than, those of the underlying securities, assets, or market indexes. Some forms of derivatives, such as exchange-traded futures and options on securities, commodities, or indexes, have

been trading on regulated exchanges for decades. These types of derivatives are standardized contracts that can easily be bought and/or sold, and whose market values are determined and published daily. Non-standardized derivatives (such as swap agreements), on the other hand, tend to be more specialized or complex, and may be more difficult to value. Derivatives may involve leverage because they can provide investment exposure in an amount exceeding the initial investment. As a result, the use of derivatives may cause these funds to be more volatile, because leverage tends to exaggerate the effect of any increase or decrease in the value of a fund's portfolio securities.

Legislative and Regulatory Risk

Investments may 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 investment managers' determinations with respect to the expected rate of return, value, tax treatment, or creditworthiness of a particular security. The impact of these changes may not be fully known for some time.

Cybersecurity Risks

With the increased use of technologies to conduct business, FIWA 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. Cyber-attacks 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. Cyber-attacks may 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 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, governmental and other regulatory authorities, exchange and other financial market operators, banks, brokers, dealers, insurance companies and other financial institutions and other parties.

Potential Risks in Non-equity Securities Within ESG Funds

As discussed above, ESG Pro is currently only available for equity Funds and therefore the risks inherent in other Fund types may be less prevalent than if they were available within the Service. However, equity funds may own non-equity securities types as part of their holdings. In addition, other risks such as credit risk and illiquid investment risk may also be prevalent in Funds. As a result, the following risks are potentially relevant to Clients and their Investors:

- *Money Market Securities*

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 the fund's weekly liquid assets fall below 30% of its total assets because of market conditions or other factors.

- *Bond Investments*

In general, the bond market is volatile, and fixed income securities carry interest rate risk. As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities. The ability of an issuer of a bond to repay principal prior to a security's maturity can cause greater price volatility if interest rates change, and, if a bond is prepaid, a bond fund may have to invest the proceeds in securities with lower yields. Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. The interest payments of inflation-protected bonds are variable and usually rise with inflation and fall with deflation. Unlike individual bonds, most bond funds do not have a maturity date, so holding them until maturity to avoid losses caused by price volatility is not possible. In addition, investments in certain bond structures may be less liquid than other investments, and therefore may be more difficult to trade effectively.

- *Credit Risk*

Changes in the financial condition of an issuer or counterparty, and changes in specific economic or political conditions that affect a particular type of security or issuer, can increase the risk of default by an issuer or counterparty, which can affect a security's or instrument's credit quality or value. Lower-quality debt securities and certain types of other securities involve greater risk of default or price changes due to changes in the credit quality of the issuer.

- *Municipal Bonds*

The municipal market can be significantly affected by adverse tax, legislative, or political changes, and by the financial condition of the issuers of municipal securities. Municipal funds normally seek to earn income and pay dividends that are expected to be exempt from federal income tax. If a client is a resident in the state of issuance of the bonds held by a fund, interest dividends may also be exempt from state and local income taxes. Income exempt from regular federal income tax (including distributions from tax-exempt, municipal, and money market funds) may be subject to state, local, or federal alternative

minimum tax. Certain funds normally seek to invest only in municipal securities generating income exempt from both federal income taxes and the federal alternative minimum tax; however, outcomes cannot be guaranteed, and the funds may sometimes generate income subject to these taxes. For federal tax purposes, a fund's distribution of gains attributable to a fund's sale of municipal or other bonds is generally taxable as either ordinary income or long-term capital gains.

Redemptions, including exchanges, may result in a capital gain or loss for federal and/or state income tax purposes. Tax code changes could impact the municipal bond market. Tax laws are subject to change, and the preferential tax treatment of municipal bond interest income may be removed or phased out for investors at certain income levels. Since many municipal bonds are issued to finance similar projects, especially those relating to education, health care, transportation, and utilities, conditions in those sectors can affect the overall municipal market. Budgetary constraints of local, state, and federal governments on which the issuers may be relying for funding may also impact municipal bonds. In addition, changes in the financial condition of an individual municipal insurer can affect the overall municipal market, and market conditions may directly impact the liquidity and valuation of municipal bonds.

- *Alternative Investments*

Alternatives are classified as assets whose investment characteristics and/or performance differ substantially from the primary asset classes and therefore offer opportunities for additional diversification. Certain mutual funds invest significantly in these instruments. Generally, alternatives may be illiquid.

- *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.

- *Commodity-Linked Investments*

Commodity-linked investments may be more volatile and less liquid than the underlying commodity, instruments, or measures, and their value may be affected by the performance of the overall commodities markets, as well as by weather, political, tax, regulatory, and market developments.

Operational Risks

Operational risks can include risks 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 FIWA and its affiliates 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 Clients to potential risks. Issues in the algorithm are often extremely difficult to detect and can go undetected for long periods of time. These risks are mitigated by testing and human oversight of the algorithms and their output. FIWA believes that the oversight, testing, and monitoring performed on algorithms and their output will enable the parties described above to identify and address issues appropriately. However, there is no assurance that the algorithms will always work as intended.

Errors

Although FIWA and its affiliates take reasonable steps to avoid errors, occasionally errors do occur. Incidents arising from operational failures, including those resulting from the mistakes of third-parties, will not be compensable by FIWA. FIWA maintains policies and procedures that address the identification and correction of errors, consistent with applicable standard of care, to ensure that Clients are treated fairly when an error has been detected. FIWA seeks to identify and correct errors as quickly as is reasonably possible. FIWA will evaluate each situation independently. The determination of whether an incident constitutes an error is made by FIWA or its affiliates, in their sole discretion.

DISCIPLINARY INFORMATION

FIWA, as a registered investment adviser, is required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's evaluation of FIWA's business or the integrity of its management. There are no legal or disciplinary events that are material to a Client's or prospective Client's evaluation of FIWA's business or the integrity of its management personnel.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

FIWA is a wholly owned subsidiary of FMR LLC, 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, FIWA or its Clients will have material business relationships with the subsidiaries and affiliates of FMR LLC. In addition, the principal officers of FIWA serve as officers and/or employees of affiliated companies that are engaged in various aspects of the financial services industry.

FIWA is not registered as a broker-dealer, municipal adviser, 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 FIWA are registered representatives, employees, and/or management persons of FBS, NFS, and/or Fidelity Distributors Company LLC ("FDC"), who are FIWA affiliates and registered broker-dealers.

FIWA has or its Clients could have, a material relationship with the following affiliated

companies:

Investment Companies and Investment Advisers

- Fidelity Management & Research Company LLC (“FMR”), a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Investment Advisers Act of 1940 (“Advisers Act”). FMR 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 LLC (“FIAM”), 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.
- FMR Investment Management (UK) Limited (“FMR UK”), an indirect, wholly owned subsidiary of FMR, 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.
- Fidelity Management & Research (Japan) Limited (“FMR Japan”), a wholly owned subsidiary of FMR, 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.
- Fidelity Management & Research (Hong Kong) Limited (“FMR Hong Kong”), a wholly owned subsidiary of FMR, 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.
- Strategic Advisers LLC (“Strategic Advisers”), 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. Strategic Advisers provides discretionary and non-discretionary advisory services, and acts as the investment manager to registered investment companies that invest in affiliated and unaffiliated funds, and as sub-advisor to various retail accounts, including separately managed accounts.

- Fidelity Personal and Workplace Advisors LLC (“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.

Broker-Dealers

- 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.
- 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 also provides securities lending services to certain of FMR’s or FMR’s affiliates’ 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.

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.

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

FIWA 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 FIWA and requires that they place the interests of 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:

- Standards of general business conduct reflecting the investment advisers’ fiduciary obligations;

- Compliance with applicable federal securities laws;
- Employees and their covered persons to move their covered accounts to FBS unless an exception has been granted;
- Reporting and review of personal securities transactions and holdings for persons with access to certain nonpublic information;
- Prohibition of purchasing of securities in initial public offerings unless an exception has been approved;
- Reporting of Code of Ethics violations; and
- 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 FIWA. A copy of the Code of Ethics will be provided upon request.

From time to time, FIWA's related persons purchase or sell securities for themselves that they also recommend to clients. The potential 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 of FIWA may obtain material nonpublic information that is usually not available to other investors or the general public. In compliance with applicable laws, FIWA has adopted a comprehensive set of policies and procedures that prohibit the use of material nonpublic information by investment professionals or any other employees.

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 FIWA's 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

FIWA does not execute transactions in connection with ESG Pro, nor does it recommend or select broker-dealers for purposes of implementing any non-discretionary investment advice provided. Each Client and/or its underlying Investors are responsible for determining whether and how to implement a particular ESG Pro Model Portfolio, including with respect to broker-dealer selection. For Clients that use FBS and NFS for brokerage, custody or clearing services, FBS and NFS receive compensation for executing transactions and providing, among other things, brokerage, clearing, settlement, and custodial services in connection with investments in such Client's Investor accounts, which may also be included in ESG Pro Model Portfolios. FBS and NFS may also receive distribution, shareholder servicing, marketing, analytics, and infrastructure revenue as a result of investments in ESG Pro Model Portfolios or ESG Funds in Investor accounts that use NFS or FBS for brokerage, custody or clearing services. FBS and NFS also receive compensation for services provided to iShares ETFs in connection with reduced or commission-free ETFs, and compensation in connection with a marketing program with respect to iShares funds, including ETFs and iShare funds in ESG Pro Model Portfolios or ESG Funds.

REVIEW OF ACCOUNTS

FIWA does not review portfolios developed by Clients utilizing the ESG Pro services and does not review Investor accounts in connection with ESG Pro.

CLIENT REFERRALS AND OTHER COMPENSATION

Client referrals may occur between FIWA and its affiliated entities pursuant to referral agreements, where applicable. As noted above in the section entitled "Fees and Compensation," certain representatives of FIWA and its affiliates receive economic incentives for their efforts in the sales, distribution, and support of ESG Pro.

CUSTODY

FIWA does not maintain custody for Investors' assets in connection with ESG Pro.

INVESTMENT DISCRETION

FIWA does not exercise investment discretion with respect to the purchase or sale of securities for any Client or Investor account, nor does it act as a fiduciary with respect to Client or Investor accounts as defined under the Employee Retirement Income Security Act of 1974 as amended ("ERISA") and related rules and regulations. The Client is responsible for ensuring

that the recommended portfolios are consistent with the risk profile and are in the best interest of each Investor.

VOTING INVESTOR SECURITIES

FIWA does not perform or delegate proxy voting in connection with ESG Pro. Clients or Investors, as applicable, remain responsible for their own decisions as to whether or how to vote proxies for any Fund held in connection with Client's use of ESG Pro.

FINANCIAL INFORMATION

FIWA does not solicit prepayment of client fees greater than 6 months in advance. FIWA is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.