

## **Fidelity Automated Managed Platform**

**Fidelity Institutional Wealth Adviser LLC**  
**245 Summer Street**  
**Boston, MA 02210**  
**(617) 563-7000**

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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 the Fidelity Automated Managed Platform.

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](http://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 FIWA brochure from February 2, 2022, through March 31, 2022. Additional information about FIWA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Capitalized terms are defined herein.

No material changes were made from February 2, 2022, through March 31, 2022.

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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. This brochure covers FIWA’s provision of a digitally automated managed account platform which includes access to certain investment models and implementation services more fully described below as the Fidelity Automated Managed Platform (“AMP”).

FIWA also offers several other products and services. Brochures dedicated to these other FIWA products and services can be found on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

AMP is a digitally automated managed account platform designed to provide financial services firms, including registered investment advisers, broker-dealers, banks, and family offices (“Intermediaries” or, individually, “Intermediary”) with digital advisory services for use with their clients (“Intermediary’s Clients” or “Clients”). AMP offers an integrated user experience for Intermediaries that use Fidelity’s clearing and custody platform and is accessible through a platform offered by eMoney Advisor LLC (“eMoney”), a FIWA affiliate, pursuant to a separate agreement between the Intermediary and eMoney. AMP provides Intermediaries with the ability to formulate, configure and deliver digital advisory services to their Clients, including profiling functionality and access to investment models. The Intermediary has full discretion and sole responsibility to determine that the services, features, and investments offered through AMP are appropriate to meet the needs of its Clients. In addition, each Intermediary will act as the managed account program sponsor and primary point of contact for its Clients. The Intermediary’s Clients should consult their Intermediary’s Form ADV Part 2A or other applicable disclosure documents for a detailed description of that Intermediary’s services.

### **Client Profiling Tool/Process**

AMP provides the Intermediary with functionality to collect risk profile and investment preference information from its Clients to assist the Intermediary in determining the appropriate investment objective and investment model for the Client. The Intermediary is solely responsible for assessing information concerning its Clients’ financial resources, risk tolerance, and investment objectives.

### **Investment Strategies and Funds**

AMP provides Intermediaries access to investment models for use with its Clients (the “Model Portfolios”). The Model Portfolios are portfolios comprised of mutual funds and exchange-traded funds (“ETFs”) sponsored and managed by affiliates of FIWA, including mutual funds and ETFs managed by Fidelity Management & Research Company LLC (“FMR”), as well as ETFs managed by unaffiliated investment advisers (collectively, “Underlying Funds”). FIWA has retained its investment advisory affiliates, FMR and Strategic Advisers LLC (“Strategic Advisers”) to provide the Model Portfolios. FIWA does not directly provide advisory services to the Intermediary’s Clients through its delivery of the Model Portfolios, but rather provides the Model Portfolios to Intermediaries for use with their Clients as determined by those Intermediaries. Please see the FIWA Fidelity Model Portfolio Solutions Form ADV Part 2A brochure for additional information. The implementation manager (defined below) implements the Model Portfolios within the appropriate AMP accounts at the direction of the Intermediary.

In limited circumstances Intermediaries have the ability to create and use custom model portfolios for AMP accounts. Each Intermediary, and not FIWA, is responsible for determining whether the custom model is suitable and appropriate for its Clients. The implementation manager (defined below) implements the custom models within the appropriate AMP accounts.

### **Implementation Manager**

FIWA has retained Vestmark Advisory Solutions, Inc., an unaffiliated third-party registered investment adviser, to provide model implementation and other administrative duties for AMP (referred to as “Implementation Manager”). While FIWA contracts with the Implementation Manager to make its services available to the Intermediary, the Intermediary is solely responsible for appointing and directing the model implementation services provided by the Implementation Manager for AMP accounts.

The Implementation Manager will begin investing AMP accounts into the designated model when the account is determined to be in good order as determined by FIWA or its affiliates. If the Intermediary’s Client funds their AMP account with an amount less than the AMP account minimum, the Client’s money will be held in a cash sweep vehicle until additional funds are provided to meet the account minimum. If the AMP account is funded with an in-kind security that is not a security currently held in the designated model, the Implementation Manager may require the Intermediary to liquidate the in-kind securities to cash or transfer them out of the AMP account before investment occurs. In certain circumstances, the Intermediary’s Clients will have a taxable event when the Implementation Manager or Intermediary liquidates any in-kind securities. Accordingly, the Intermediary’s Clients should consult their Intermediary before transferring securities in-kind to an AMP account. The Implementation Manager will invest cash only.

### **Assets Under Management**

As of March 28, 2022, FIWA managed \$2,843,392,652 of client assets on a discretionary basis in relation to services that are not covered by this brochure. As of March 28, 2022, FIWA did not have any non-discretionary regulatory assets under management.

## **FEES AND COMPENSATION**

In general, FIWA charges the Intermediary for the use of AMP (the “AMP Fee”). The AMP Fee covers the services associated with AMP, including access to the platform and the Model Portfolios, model implementation provided by the Implementation Manager, and brokerage, clearing, and custody services provided by FIWA’s affiliates, Fidelity Brokerage Services LLC (“FBS”) and National Financial Services LLC (“NFS”). The AMP Fee is 0.15 - 0.25% of the market value of assets in each AMP account.

An annual account minimum fee of \$25 (“AMP Minimum Account Fee”), may also be charged to the Intermediary. The AMP Minimum Account Fee is expressed in an annual amount but is determined and assessed based on the Intermediary’s Client’s account asset value at month end or quarter end as determined by the Intermediary. Therefore, if an Intermediary’s Client has large asset inflows or outflows during the year that cross the minimum asset value threshold, it is possible for an account to be assessed a minimum fee for a particular quarter

even if at the end of the year a look back over the account's average balance for the entire year would have placed it above the minimum asset value threshold. The current minimum investment for AMP is \$5,000 per account. Beginning in Q2 2022, the minimum investment for AMP accounts with a mutual fund only model will be \$500 per account. The minimum investment for AMP accounts with a mutual fund and ETF model will remain \$5,000 per account. If the Intermediary's Client funds their AMP account with an amount less than the AMP account minimum, the Intermediary's Client's money will be held in a cash sweep vehicle until additional funds are provided to meet the account minimum. Minimums for initial and subsequent investments may be lowered for certain Intermediaries, or for AMP as a whole.

The Intermediary will generally charge its Clients a separate investment management fee. The Intermediary's fee is not determined by FIWA and is separately agreed to between the Intermediary's Client and the Intermediary. For questions about this separate fee, the Intermediary's Clients should discuss this with the Intermediary and/or consult the Intermediary's Form ADV Part 2A for additional information.

Certain fees may also be assessed by FIWA and its affiliates separately from the AMP Fee as described more fully below in the section entitled "Other Issues Relating to Fees".

### **Fee Billing Calculation**

The AMP Fee charged to the Intermediary is calculated, in arrears, based on the average daily balances of each AMP account and applied as determined by the Intermediary.

The Intermediary uses the AMP fee billing tool functionality on Wealthscape<sup>SM</sup> (a brokerage portal offered by NFS and FBS) to administer its Client fee billing.

### **Other Issues Relating to Fees**

The AMP Fee is subject to change as available investment models and/or services can change. In rare circumstances, FIWA may negotiate the amount of the AMP Fee for certain Intermediaries. FIWA can elect to waive, rebate, or discount the AMP Fee, in whole or in part, at its sole discretion. This may result in certain Intermediaries paying less than the standard AMP Fee.

The AMP Fee does not cover certain charges associated with securities transactions in AMP accounts, including (i) dealer markups, markdowns, or spreads charged on transactions in over-the-counter securities; (ii) costs relating to trading in certain foreign securities; (iii) the internal charges and fees be imposed by any Funds (such as fund operating expenses, management fees, redemption fees, 12b-1 fees, and other fees and expenses; further information regarding charges and fees assessed by Funds can be found in the appropriate prospectus) or other regulatory fees; (iv) brokerage commissions or other charges imposed by broker-dealers or entities other than FBS or NFS if and when trades are executed by another broker-dealer; (v) postage and handling charges, returned check charges, transfer taxes, stock exchange fees, or other fees mandated by law; (vi) ACAT transfer, electronic fund and wire transfer charges; (vii) individual retirement account ("IRA") trustee or custodian fees and tax-qualified retirement plan annual account fees and annual and termination fees for retirement accounts (such as IRAs); (viii) any brokerage commissions or other charges, including

contingent deferred sales charges (“CDSC”), imposed upon the liquidation of “in-kind assets” that are transferred into AMP; and (x) as applicable, per trade clearance and execution charges should annual trading caps be exceeded within an account.

The AMP Fee also does not cover eMoney’s licensing fee for Intermediaries to access the eMoney platform. Intermediaries work with eMoney directly on the licensing fee including payment.

Representatives of FIWA engage in sales and relationship activities with Intermediaries, but do not generally meet with the Intermediaries’ Clients. However, upon request, certain FIWA representatives including a team of investment consultants and portfolio construction specialists, may participate in meetings with the Intermediaries’ Clients to assist Intermediaries in discussing AMP and the Model Portfolios. Representatives of FIWA or its affiliates who market AMP and Model Portfolios to Intermediaries, receive a salary, bonus, and non-cash incentives based on criteria including asset flow volumes. Furthermore, in some cases, certain representatives of FIWA and its affiliates who market AMP and/or products and services that utilize affiliated products receive commissions or compensation for accumulating assets at FIWA’s affiliates. The compensation noted above creates a financial incentive for certain representatives of FIWA and its affiliates to suggest participation in AMP and/or products and services that utilize affiliated products. However, in all cases, Intermediaries retain sole responsibility and discretion for determining whether to recommend AMP and the Model Portfolios to its Clients.

The Model Portfolios are also made available to third-party financial institutions such as banks, broker-dealers and other investment advisers for use with such institutions’ underlying clients directly or through a platform provider. In some cases, such institutions make the Model Portfolios available through their proprietary or unaffiliated third-party platforms, including turn-key asset management platforms.

## **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

FIWA does not charge any performance-based fees based on a share of capital gains on, or capital appreciation of, the assets of an Intermediary’s Clients.

Certain of FIWA’s (in the case of FIWA Discretionary Management services where FIWA’s affiliate, FMR, is sub-adviser) or its affiliates’ discretionary accounts may, for unrelated reasons, invest in funds that are also included in the Model Portfolios available on AMP from time to time. FIWA’s affiliates may have commenced trading before the Implementation Manager acts upon updates to the Model Portfolios. As a result, in certain circumstances, Intermediary’s Clients that are using the Model Portfolios could experience price differentials that may result from FIWA’s affiliates placing similar, and possibly larger, orders for their discretionary accounts which could result in different prices for the funds in the 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 Implementation Manager’s trading of the Model Portfolios.

Under the U.S. Investment Advisers Act of 1940, FIWA owes a fiduciary duty to its Intermediary clients, consisting of a duty of care and a duty of loyalty. Although the application of FIWA's fiduciary duty may be shaped by agreement with Intermediaries, this duty cannot, unless specifically set forth in statute, be waived by contract or practice. Accordingly, investment management agreements with FIWA that include an express limitation of FIWA's liability for acts of gross negligence, negligence, or similar standards are not applicable to FIWA's federal fiduciary duty owed to the Intermediary. Intermediaries will have the right to seek redress against FIWA for such non-waivable fiduciary violations in addition to other rights the Intermediary may have under state and federal law.

## **TYPES OF CLIENTS**

AMP is a digital managed account platform designed to provide Intermediaries with digital advisory services for use with their Clients.

AMP is generally available to individuals. To participate in AMP, an Intermediary's Client must be a U.S. person (including a U.S. resident alien), reside in the U.S., have a valid U.S. permanent mailing address, and have a valid U.S. taxpayer identification number. AMP is not available to foreign investors and persons who are not U.S. residents. FIWA can, in its sole discretion, decline to permit participation in AMP for any reason. Please contact a Fidelity representative for additional information about the limitations of AMP. AMP accounts can be either tax-advantaged accounts (e.g., Traditional, Roth, and Rollover Individual Retirement Accounts, collectively "retirement accounts") or taxable accounts.

## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS**

AMP provides access to Model Portfolios made available by FIWA. Model Portfolios are portfolios designed to implement specified strategies. The Model Portfolios' asset allocation options are limited to the Underlying Funds and do not incorporate direct interests in individual securities. As a result, asset allocations provided by the Model Portfolios are limited to allocations to the Underlying Funds and the investment performance of the Model Portfolios are driven by the performance of the Underlying Funds. The Model Portfolios have limitations on their ability to optimize tax, diversification and other factors or otherwise hedge risk. Please see the FIWA Fidelity Model Portfolio Solutions Form ADV Part 2A brochure for additional information.

### **Material Investment Risk and Risk of Loss**

Investments held in AMP accounts are not a deposit of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other governmental agency.

Past performance is no guarantee of future results. An investment may be risky and may not be suitable for an Intermediary's Client's goals, objectives and risk tolerance. An investment's value may be volatile and any investment involves the risk that you may lose money.



Investment performance of the Model Portfolios depends on the performance of the underlying investment options and on the proportion of the assets invested in each underlying investment option over time. The performance of the underlying investment options depends, in turn, on their investments. The performance of these investments will vary day to day in response to many factors. Asset allocation strategies are subject to the volatility of the financial markets, including that of the underlying investment options' asset class.

Diversification does not ensure a profit or guarantee against a loss.

There is no guarantee that the Model Portfolios, if implemented in whole or in part by an Intermediary for their Clients, will achieve any particular result.

Investment involves risk, including the risk of loss. Generally, among asset classes stocks are more volatile than bonds or short-term instruments and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Although the bond market is also volatile, lower-quality debt securities including leveraged loans generally offer higher yields compared to investment grade securities, but also involve greater risk of default or price changes. Foreign markets can be more volatile than U.S. markets due to increased risks of adverse issuer, political, market or economic developments, all of which are magnified in emerging markets.

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, economic sanctions, 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, SMAs, and 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 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 or 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, 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 or accounts 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 and accounts 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 Intermediary's Clients. Intermediary's 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 Intermediary's 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 Intermediary's Clients 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.

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

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

### **Investing in Mutual Funds and ETFs**

Investors 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 be actively or passively managed. The performance of a passively managed ETF might not correlate with 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.

## **Money Market Funds**

Intermediary's Clients could lose money by investing in a money market fund. Although a money market fund seeks to preserve the value of an Intermediary's Clients' 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 an Intermediary's Clients 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 Intermediary's Clients' 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.

## **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.

## **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 bond funds normally seek to earn income and pay dividends that are expected to be exempt from federal income tax. If an Intermediary's Client is a resident in the state of issuance of the bonds held by a fund, interest dividends could also be exempt from state and local income taxes. Income exempt from regular federal income tax (including distributions from municipal and money market funds) could be subject to state, local, or federal alternative minimum tax. Tax laws are subject to change, and the preferential tax treatment of municipal bond interest income could be removed or phased out for investors at certain income levels.

### **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.

### **Foreign Exposure**

Investing in foreign securities and securities of U.S. entities with substantial foreign operations can involve risks relating to political, economic, or regulatory conditions in foreign countries. These risks include fluctuations in foreign exchange rates, withholding or other taxes, and the less stringent investor protection and disclosure standards of some foreign 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. Clients should be aware that investments in securities of foreign entities can result in additional tax liabilities and filing requirements; the rules regarding the tax treatment of foreign securities and securities of U.S. entities with substantial foreign operations are complex, and

Clients are urged to consult their tax advisor. American Depositary Receipts (“ADRs”) are alternatives to directly purchasing foreign securities, but they 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 for corporate actions. Investing in ADRs could make it more difficult for U.S. persons to benefit from applicable tax 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.

### **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.

### **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.

### **Portfolio Turnover Risk**

Certain strategies engage in active and frequent trading leading to increased portfolio turnover, higher transaction costs, and the possibility of increased capital gains, including short-term capital gains that are generally taxable as ordinary income.

### **Model Overlay Risks**

There are risks associated with model implementation for model-traded accounts. The implementation of a model in an Intermediary’s Client’s account relies on the Implementation Manager’s ability to purchase the investments in the model provider’s portfolio recommendations. This could result in deviation of performance between the model and the Intermediary’s Client’s accounts.

## **Legislative and Regulatory Risk**

Investments could be adversely affected by new (or revised) laws or regulations, including any changes to applicable tax laws and regulations. Changes to laws or regulations could impact the securities markets as a whole, specific industries, or individual issuers of securities, and could impair the ability of an account to achieve its investment objectives. Generally, 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 despite taking reasonable steps to mitigate them. In general, cyber incidents can result from deliberate attacks or unintentional events that can 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; and 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 FIWA, 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, 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.

## **Potential Other Risks in Model Portfolios**

As discussed above, the Model Portfolios are comprised of mutual funds and ETFs and therefore the risks inherent in alternative investment strategies may be less prevalent than if they were available within AMP. However, as the Model Portfolios evolve the following risks may potentially be relevant to Intermediaries and their Clients:

- ***Alternative Investments***

Alternative investments 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, alternative investments 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.

- *Liquid Alternative Mutual Funds*

Risks that may be associated with liquid alternative mutual funds include, (i) *leverage*: leverage may enhance a fund's returns in up markets but exacerbate returns in a bad market. Some investment managers with leverage inherent in their portfolios may experience "margin call" types of actions in the event of liquidity dry-ups or if certain counterparties cannot provide the leverage needed; (ii) *shorting*: certain securities may be difficult to sell short at the price that the investment manager would prefer to execute a trade. A short position may have the possibility of an infinite loss if a security continues to go up in price and the manager does not cover; (iii) *security valuation*: certain securities held in alternative mutual funds, such as derivatives or thinly traded stocks, bonds, or swaps, may not have a market to permit the investment manager to trade it quickly in case of fund redemptions. High bid/ask spreads or the lack of another buyer/seller to take the opposite position of a thinly traded security could cause inaccurate estimates in underlying security valuation by the administrator; and (iv) *nightly reconciliation*: the use of thinly traded securities, shorting and leverage may make it difficult for some alternative funds, based on their investment strategy, to provide accurate nightly Net Asset Values ("NAVs") for the mutual fund.

## **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. For example, computer, communications, data processing, networks, backup, business continuity or other operating, information or technology systems, including those FIWA outsources to other providers, may fail to operate properly or become disabled, overloaded or damaged as a result of a number of factors. These factors could include events that are wholly or partially beyond FIWA's control and may have a negative impact on our ability to conduct business activities. Though losses arising from operating, information or technology systems failures could adversely affect an AMP account's performance, such losses would likely not be reimbursable under FIWA's policies. Algorithms can be used by the Implementation Manager, FIWA or 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, or malfunctions. Any decisions made in reliance on incorrect data expose Intermediary's 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. In general, each Intermediary's Client's account will not be assessed individually, nor will there be a process to override the outcome of the algorithm with respect to any particular account.

## **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 Intermediary's Clients are treated fairly when an error has been detected. FIWA seeks to identify errors and works with its affiliates, the Intermediary, and/or the Implementation Manager to 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**

There are no legal or disciplinary events that are material to an Intermediary's or prospective Intermediary's evaluation of AMP or the integrity of FIWA 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 Intermediaries 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 FMR LLC's businesses. In addition, FIWA or its affiliates provide certain investment management personnel to or use the investment management personnel of certain affiliates under personnel sharing arrangements or other inter-company agreements.

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"), FIWA affiliates and registered broker-dealers.

FIWA has, and Intermediaries 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 (the "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. FMR provides model portfolio construction services to FIWA in connection with Model Portfolios.

- 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. Strategic Advisers provides model portfolio construction services to FIWA in connection with the Model Portfolios.
- 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 nondiscretionary investment management services and serves as the sponsor to investment advisory

programs.

- Fidelity Diversifying Solutions LLC (“FDS”), a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Advisers Act. FDS serves as investment manager to registered investment companies.

### **Participating Affiliates**

- Fidelity Business Services India Private Limited (“FBS India”), with its registered office in Bangalore, is incorporated under the laws of India and is ultimately owned by FMR LLC through certain of its respective direct or indirect subsidiaries. Certain employees of FBS India (FBS India Associated Employees) may from time to time provide certain research services for FIWA, which FIWA provides to its customers. FBS India is not registered as an investment adviser under the Advisers Act, and is deemed to be a “Participating Affiliate” of FIWA (as this term has been used by the U.S. Securities and Exchange Commission’s (“SEC”) Division of Investment Management in various no-action letters granting relief from the Advisers Act’s registration requirement for certain affiliates of registered investment advisers). FIWA deems FBS India and each of the FBS India Associated Employees as “associated persons” of FIWA within the meaning of Section 202(a)(17) of the Advisers Act. FBS India Associated Employees and FBS India, through such employees, may contribute to FIWA’s research process and may have access to information concerning investment research reports and ratings prior to the dissemination of such reports and ratings to FIWA’s customers. As a Participating Affiliate of FIWA, FBS India has agreed to submit itself to the jurisdiction of United States courts for actions arising under United States securities laws in connection with investment advisory activities conducted for FIWA’s customers. FIWA maintains a list of FBS India Associated Employees whom FBS India has deemed “associated persons,” which FIWA will make available to its current U.S. clients upon request.

### **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 may charge 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 and may borrow securities from affiliated and unaffiliated funds. 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. NFS acts as clearing broker and custodian for AMP accounts, and provides administrative, clerical, and back-office services in connection with AMP accounts.

- Luminex Trading & Analytics LLC ("LTA"), a registered broker-dealer and alternative trading system, operates two alternative trading systems ("ATS"), the LTA ATS and the Level ATS, each of which allows orders submitted by subscribers to be crossed against orders submitted by other subscribers. FMR Sakura Holdings, Inc. and Fidelity Global Brokerage Group, Inc., each a wholly owned subsidiary of FMR LLC, are the majority owners of LTA. LTA charges a commission to both sides of each trade executed in the LTA ATS and Level ATS. The LTA ATS and Level ATS are used to execute transactions for Fidelity affiliates' advisory clients. NFS serves as the clearing agent for transactions executed in the LTA ATS and Level 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 Investments Life Insurance Company ("FIL") and Empire Fidelity Investments Life Insurance Company® ("EFIL"), Fidelity affiliates. FBS provides shareholder services to certain of Fidelity's clients. FBS is the introducing broker for certain AMP accounts and places trades for execution with its affiliated clearing broker, NFS.
- Digital Brokerage Services LLC ("DBS"), a wholly owned subsidiary of Fidelity Global Brokerage Group Inc., is a registered broker-dealer under the Exchange Act. DBS operates a primarily digital/mobile application-based brokerage platform, which enables retail investors to open brokerage accounts via the mobile application and purchase and sell equity securities, including shares of investment companies advised by FMR. DBS receives remuneration from FMR for expenses incurred in servicing and marketing FMR products.

### **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 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 CLIENT 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 the following:

- 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. Such restrictions and reporting

obligations include (i) the preclearing of transactions in covered securities, (ii) a prohibition on investments in limited offerings without prior approval, (iii) the reporting of transactions in covered securities on a quarterly basis, (iv) the reporting of accounts and holdings of covered securities on an annual basis, and (v) the 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 and also recommend those securities 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 make it clear to Fidelity personnel that they should 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.

Fidelity has also implemented a Corporate Gifts and Entertainment policy 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.

In addition to FIWA's Code of Ethics, the Implementation Manager's Code of Ethics is relevant to AMP. The Implementation Manager's Code of Ethics operates independently from FIWA's Code of Ethics. Please contact the Implementation Manager to obtain its Code of Ethics.

## **BROKERAGE PRACTICES**

All AMP accounts will be maintained at NFS, an affiliate of FIWA. AMP accounts include a core account which is used for settling transactions and for holding balances awaiting investments ("Core Position"). Affiliates of FIWA, including NFS and FBS, receive mutual fund, distribution and/or shareholder servicing revenue on certain Core Positions made available to AMP accounts, and to the extent that this revenue varies based on the Core Position used, FIWA has a potential conflict of interest with respect to the variations in such revenue. In general, FIWA will not be responsible for directing any trading for any AMP account. As discussed in the Advisory Business section above, the Intermediary and as directed by the Intermediary, the Implementation Manager, maintain investment and trading discretion. In most cases, due to

the wrapped nature of the fees payable in connection with AMP, the Implementation Manager will, at the direction of the Intermediary, place trades for execution with NFS, through FCM, and FCM will settle and clear these trades through NFS.

With respect to trading by the Implementation Manager, at the direction and authorization of the Intermediary, the Implementation Manager will place trades for mutual funds and ETFs with FCM. The Implementation Manager may allocate up to 100% of the Intermediary's Client's order to FCM, subject to the Implementation Manager's obligation to seek best execution. To ensure quality of trade executions, the Implementation Manager monitors the quality of such trade executions effected through FCM.

When FCM is used for trading, FCM transmits the orders to various exchanges or market centers based on a number of factors. These include the following: 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 may execute orders at prices superior to the publicly quoted market prices.

Where the Implementation Manager directs the market center to which an order is routed, NFS, through FCM, will route the order to such market center in accordance with the Implementation Manager's instructions without regard to its general order-routing practices.

Depending on their elections, the Intermediary's Clients will either be sent trade-by-trade confirmations from NFS for any transactions in their account or quarterly trade confirmations; however, with respect to automatic investments, automatic withdrawals, dividend reinvestments, and transactions that involve the core Fidelity money market fund, the Intermediary's Client's account statement serves in lieu of a confirmation. In addition, the Intermediary's Clients will be sent at least quarterly statements from NFS that will detail all holdings and transaction information, including trades, additions, withdrawals, shifts in investment allocations, fees, and estimated gain/loss and tax basis information. Statements and confirmations are also available online at Fidelity.com or Wealthscape<sup>SM</sup> and by enrolling in electronic delivery. Intermediary's Clients should carefully review all statements and other communications in connection with their accounts.

## **REVIEW OF ACCOUNTS**

FIWA does not review AMP accounts. Each Intermediary is responsible for reviewing its AMP accounts on an individual basis, given their Client's specific circumstances.

The Implementation Manager will rebalance accounts in accordance with instructions from the Intermediary including changing the selection of a Model Portfolio for a particular account at any time (whether or not as a result of changes made by the Intermediary's Client to their risk profile and/or investment preferences). In addition, the Implementation Manager will review and rebalance individual AMP accounts on a periodic basis, based on the parameters defined by the Intermediary.

The Intermediary's Clients should promptly update their information through the integrated digital platform in eMoney any time the information they have previously provided has materially changed in order to ensure that their risk profile and investment preference and the Model Portfolio selected by the Intermediary remains appropriate for their individual circumstances.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

The compensation described below is in addition to any fees received by FIWA for AMP accounts as described in the "Fees and Compensation" section, the "Brokerage Practices" section, or elsewhere in this brochure.

Affiliates of FIWA are compensated for providing services, including for investment management, access, purchase or redemption, transfer agency, servicing, and custodial services with respect to certain Fidelity and non-Fidelity mutual funds, ETFs, and investment models used in AMP accounts. These affiliates include Strategic Advisers, FMR, and their affiliates as the investment adviser or sub-advisers for the Fidelity funds; FDC as the underwriter of the Fidelity funds; Fidelity Investments Institutional Operations Company, Inc., as transfer agent for the Fidelity funds, and servicing agent for non-Fidelity funds; FBS as the introducing broker-dealer providing certain brokerage services for certain AMP accounts; and NFS as the clearing broker-dealer providing clearing, settlement, and custody services for AMP accounts.

When an Intermediary chooses to use a fund or investment model advised, managed, or sponsored by FIWA or an affiliate of FIWA, FIWA and its affiliates earn additional compensation as a result of that decision. As such, FIWA has a potential financial conflict of interest when affiliated products or investment models are selected by Intermediaries on AMP. However, FIWA and its representatives do not select or exercise any discretion with respect to funds, ETFs, or investment models for AMP accounts, nor does FIWA advise or make recommendations to the Intermediary's Clients with respect to the selection of any funds, ETFs, or investment models, affiliated or otherwise, that are available to Intermediary's Clients (through their Intermediaries) on AMP.

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, ETFs, and other investments, and NFS provides securities lending agent services to certain affiliated and unaffiliated funds for which it receives compensation. FBS and NFS also contract with certain unaffiliated investment managers in connection with access to, purchase or redemption of, servicing and ongoing maintenance of their investment products held in accounts on Fidelity's brokerage platform. FBS and NFS receive compensation for such services, including asset-based or transaction-based compensation for shareholder servicing, 12b-1 fees, and CUSIP maintenance and add fees. These fees are paid directly from or on behalf of the funds or other investment solutions and are in addition to the investment management fees Intermediary Clients pay to their Intermediary. FBS and NFS receive flat, annual fees from (1) from a limited number of unaffiliated investment managers for maintaining the technology and infrastructure to support their investment products held in accounts on

Fidelity's brokerage platform and (2) approximately 18 unaffiliated investment managers to participate in a marketing, engagement, and analytics program established by FBS and NFS. 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 AMP accounts. FMR 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.

FIWA affiliates and Intermediaries agree to pricing for client accounts held at Fidelity based on the nature and scope of business the Intermediary effectuates with Fidelity and our affiliates, including the current and future expected amount of the Intermediary's client assets in our affiliates' custody and the types of investments managed by the Intermediary. Some Intermediaries agree to pricing schedules that are higher than the pricing schedules agreed to by other Intermediaries, or agree to pricing schedules under which Fidelity earns more for certain types of investments.

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 AMP.

## **CUSTODY**

FIWA does not maintain custody for the Intermediary's Clients' assets in connection with the services it provides to AMP. NFS, a registered broker-dealer and affiliate of FIWA, has custody of the Intermediary's Client's assets on AMP and performs certain services for the benefit of such Clients, including the implementation of trading instructions, as well as custodial and related services. Certain representatives of FIWA and NFS share premises and have common supervision. In addition, the Intermediary's Clients will be sent at least quarterly statements from NFS that will detail all holdings and transaction information, including trades, additions, withdrawals, shifts in investment allocations, fees, and estimated gain/loss and tax basis information. Statements and confirmations are also available online at Fidelity.com or Wealthescape<sup>SM</sup> and by enrolling in electronic delivery. The Intermediary's Clients should carefully review all statements and other communications in connection with their accounts.

## **INVESTMENT DISCRETION**

FIWA does not exercise any investment discretion over any AMP account. The Intermediary will have discretion over the AMP accounts they are associated with.

## **VOTING CLIENT SECURITIES**

Neither FIWA nor the Implementation Manager will be responsible for voting any proxies on behalf of any Intermediary's Client. The Intermediary or its Client will take responsibility for receiving, voting or abstaining from voting on all proxy materials related to the funds,



securities, or any other assets held within the investment models. The Intermediary's Clients should review the proxy voting policies and procedures as described in their Intermediary's Form ADV Part 2A as applicable.

### **FINANCIAL INFORMATION**

FIWA does not solicit prepayment of 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 Intermediaries.