



March 31, 2023

Charles Schwab Investment Advisory, Inc. Schwab Intelligent Portfolios® Disclosure Brochure

Charles Schwab Investment Advisory, Inc.
211 Main Street
San Francisco, CA 94105
Tel: (415) 667-1910

This brochure provides information about the qualifications and business practices of Charles Schwab Investment Advisory, Inc. (CSIA or "Adviser") as an adviser for the above mentioned strategies. If you have any questions about the contents of this brochure, please contact us at the phone number above. 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. CSIA's description of itself in this brochure as a registered investment adviser with the SEC does not imply a certain level of skill or training on the part of CSIA or its representatives.

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

Contents

Advisory Business	1
Fees and Compensation	1
Performance-Based Fees and Side-by-Side Management	2
Types of Clients	2
Methods of Analysis, Investment Strategies, and Risk of Loss	2
Disciplinary Information	6
Other Financial Industry Activities and Affiliations	6
Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	7
Brokerage Practices	7
Review of Accounts	8
Client Referrals and Other Compensation	9
Custody	9
Investment Discretion	9
Voting Client Securities	9
Financial Information	9

Advisory Business

Charles Schwab Investment Advisory, Inc. ("CSIA") is a wholly owned subsidiary of The Charles Schwab Corporation ("CSCorp"), a Delaware corporation that is publicly traded and listed on the New York Stock Exchange. CSIA is an affiliate of Charles Schwab & Co., Inc. ("Schwab"). CSIA has been registered as an investment adviser since November 5, 2009.

This brochure relates to the portfolio management services that CSIA provides for the Schwab Intelligent Portfolios® program ("SIP" or the "SIP Program").

The SIP Program offers clients a diversified portfolio composed of exchange-traded funds ("ETFs"), as well as an FDIC-insured cash allocation (the "Cash Allocation") that is based on the client's stated investment objectives and risk tolerance. The portfolio of ETFs includes up to 20 asset classes across stocks, fixed income, real estate, and commodities. The SIP Program is designed to monitor a client's portfolio daily and will also automatically rebalance as needed to keep a client's portfolio consistent with their selected risk profile unless such rebalancing may not be in the best interest of the client. The SIP Program is sponsored by CSIA's affiliate, Schwab, which sets investment parameters and also provides trade execution, custody, administrative and related services for the SIP Program as described below.

The SIP Program is also used to provide discretionary portfolio management in Schwab Intelligent Portfolios Premium® sponsored by Schwab. The SIP Premium Program combines the SIP Program as described above with additional features of financial planning and guidance from a Schwab financial planner ("Financial Planner") and access to online financial planning tools. In addition, upon clients' request to initiate recurring withdrawals through the Schwab Intelligent Income® ("SII") feature described in the Schwab Intelligent Portfolios Solutions™ disclosure brochure, an algorithm (the "SII Algorithm") is activated to enable withdrawals while the account assets remain invested through the Program. Unless otherwise indicated, descriptions of portfolio management through SIP apply to SIP Premium, as well. This brochure, combined with the Charles Schwab & Co., Inc. Schwab Intelligent Portfolios Solutions ("Schwab Intelligent Portfolios Solutions") disclosure brochure, contains details about the SIP Program and SIP Premium Program, including a description of the automated daily review of client accounts and holdings to identify rebalancing and tax-loss harvesting opportunities as well as initiate buy/sell orders that are identified (collectively, the "Rebalancing Algorithms") of the Program. "Algorithms" refers to the Rebalancing Algorithms and the SII Algorithm unless otherwise indicated.

Schwab has chosen CSIA to provide portfolio management services to the SIP Program accounts on a discretionary basis consistent with investment parameters developed by Schwab and with clients' chosen investment strategy, and to direct appropriate trades in clients' accounts. Schwab acts as the qualified custodian for SIP Program accounts and provides trade routing and/or execution and related services for SIP Program accounts. Some ETFs in the investment strategies are managed by Charles Schwab Investment Management, Inc. ("CSIM"), which is also an affiliate of Schwab and CSIA.

Schwab offers the SIP Program online through an interactive website and mobile application (collectively, the "Website"). Clients use the Website and answer questions from an online questionnaire that help determine whether the SIP Program is appropriate for them. The Website also presents a suggested SIP portfolio based on the client information for client's review and approval. Prior to enrollment, clients are asked to carefully consider whether their participation in the SIP Program and whether their selected SIP

portfolio are appropriate for their investment needs and goals. Once enrolled, SIP Program clients can update their investment profile or monitor their accounts' allocation, activity, and performance through a customized dashboard. Clients should periodically review their existing investment risk profile and update it when their goals, risk tolerance, or other aspects of their financial situation change.

Clients agree to accept electronic delivery of contracts, disclosure documents, prospectuses, statements, and other materials. More information about the SIP Program is available in the Schwab Intelligent Portfolios Solutions disclosure brochure provided to SIP Program clients.

The Website allows prospective clients to review information about the SIP Program, including general information on the types of ETFs included, as well as information about CSIA's approach to allocating client accounts. Clients may also monitor their portfolio's allocation and activity, monitor their account's performance, and use a goal tracking tool to monitor whether their account is on target to reach their savings or income goal. Clients may also initiate deposits and withdrawals from existing SIP Program accounts or open new SIP Program accounts. The investment strategies employed in each SIP Program account are governed by a client's agreement with Schwab.

Like SIP, SIP Premium Program clients may complete an online questionnaire which results in the recommendation of a diversified portfolio based on clients' stated investment profile and risk tolerance. Alternatively, SIP Premium clients may receive a recommended portfolio from the Schwab Financial Planner based on a review of the clients' stated investment profile and risk tolerance for the applicable accounts. More information about the SIP Premium Program is available in the Schwab Intelligent Portfolios Solutions disclosure brochure provided to SIP Premium Program clients.

Clients may impose reasonable restrictions on the management of their account(s), such as requesting that certain ETFs be excluded from their account(s), but not all requests will be honored, including those involving restriction of stocks, mutual funds, or cash. See the "Investment Discretion" section of this document for details on potential investment restrictions.

In addition, upon the request of its affiliate Charles Schwab Trust Company ("CSTC"), CSIA may offer CSTC access to SIP in connection with the management of trust assets.

As of December 31, 2022, CSIA managed \$66,080,242,938 on a discretionary basis for the SIP Program.

Fees and Compensation

Pursuant to an agreement between CSIA and Schwab, Schwab pays all costs and expenses incurred by CSIA in connection with the SIP Program and other services provided by CSIA to Schwab, plus an additional amount based on a fixed percentage of such costs and expenses. Schwab provides CSIA with human resources, legal, compliance, and other administrative and technological support services. The portion of the costs and expenses paid by Schwab for the work done by CSIA may be adjusted by Schwab and CSIA from time to time as more or fewer resources are required. The SIP portfolio management team serves as a portfolio manager in the SIP Program offered by Schwab. CSIA does not enter into agreements directly with SIP Program clients and so does not receive direct compensation from or negotiate fees with them. Although some clients may qualify for discounts, the SIP Premium Program fee and the Schwab Intelligent Advisory® Legacy Program fee, described in the Schwab Intelligent Portfolios Solutions disclosure brochure, are generally not negotiable.

Additional Costs

As further detailed in the Schwab Intelligent Portfolios Solutions™ disclosure brochure, clients are not charged an annual Program Fee; however, the SIP Program is not free of charge. Clients pay the operating expense ratio ("OER") of ETFs used in the portfolios, including Schwab ETFs™ which affects the performance of SIP Program accounts. Account performance is also affected by the Cash Allocation and the Sweep Program (defined below). Schwab and its affiliates earn compensation from certain ETFs used in the portfolios and from the Cash Allocation and Sweep Program described in the Schwab Intelligent Portfolios Solutions disclosure brochure provided to SIP Program clients. Schwab will waive all of its trading commissions on SIP accounts managed by CSIA. There is no additional planning or advisory fee for the activation or use of the SII feature or the tax-loss harvesting feature. Please note that Schwab's waiver does not extend to any other non-Schwab broker fees, commissions, account fees, or expenses. Information relating to CSIA's brokerage practices is included in the "Brokerage Practices" section of this document.

ETFs held in SIP portfolios are subject to operating expenses and fees as set forth in the prospectuses of the funds. These fees and expenses are paid by the funds but ultimately are borne by clients as fund shareholders. CSIA may also provide access to certain ETFs, mutual funds, or classes of funds that a client might normally not be qualified to purchase. If an account leaves, these investments may be liquidated or exchanged for the share class corresponding to the size of the client's individual investment in the ETF or fund.

Compensation Earned by CSIA Affiliates

Schwab and its affiliates receive an investment management fee for managing an affiliated ETF or mutual fund, and receive other forms of compensation in connection with the operation and/or sale of shares of affiliated or unaffiliated ETFs or mutual funds, to the extent permitted by applicable law. The fee arrangements are available in the applicable ETF's or fund's prospectus.

As detailed below in "Methods of Analysis, Investment Strategies, and Risk of Loss," Charles Schwab Bank, SSB ("Schwab Bank") earns income on cash balances participating in the Schwab Intelligent Portfolios® Sweep Program ("Sweep Program"), which presents a conflict of interest. Additional details regarding the Sweep Program can be found in the Schwab Intelligent Portfolios Sweep Program Disclosure Statement and the Schwab Intelligent Portfolios Solutions disclosure brochure. Clients should carefully consider these conflicts of interest prior to enrolling in the SIP Program.

Performance-Based Fees and Side-by-Side Management

CSIA does not receive or charge any performance-based fees.

Types of Clients

Pursuant to the enrollment criteria established by Schwab, clients of the SIP Program primarily include individuals, living trusts, and individual retirement accounts ("IRAs"). Organizations, such as corporations, limited liability companies and limited partnerships, may also participate in the SIP Program as a client. These types of clients may not have the same client experience as individuals or trust clients. Government entities and accounts that are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), are not eligible for the SIP Program.

To be initially invested in an investment strategy, clients must meet all requirements of Schwab to open an account in the SIP Program and fund it with the applicable minimums. SIP clients must establish their account with a minimum of \$5,000 in each account. There is also a minimum balance requirement to employ a tax-loss harvesting strategy, and a minimum balance requirement to maintain a tax-loss harvesting strategy.

Schwab may terminate a client from the SIP Program for failing to fund or maintain their account with the required minimum, for failure to maintain a valid email address, or for any other reason, at Schwab's sole discretion. Upon unenrollment from the SIP Program, the client's enrollment in the Schwab Intelligent Portfolios Sweep Program will terminate and the account will no longer be managed.

Methods of Analysis, Investment Strategies, and Risk of Loss

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

Beginning with those Cash Allocation percentages, CSIA designs each SIP model portfolio to be consistent with a certain combination of investment return objectives and risk targets. Certain investment strategies are intended for taxable accounts and others for tax-deferred accounts. Certain investment strategies focus on higher-yielding (i.e., interest and dividend) asset classes. Only a subset of these strategies are available to clients who are taking recurring withdrawals through the SII feature. Upon request from Schwab, CSIA may add, remove, or change investment strategies used in the SIP Program.

Schwab Bank earns income on the Cash Allocation for each SIP investment strategy. The higher the Cash Allocation and the lower the interest rate paid, the more Schwab Bank earns, thereby creating a conflict of interest for Schwab and for CSIA.

The written Parameters established by Schwab (the "Parameters") place limitations on the universe of ETFs that CSIA may select for the SIP Program.

Schwab has ETF selection parameters designed to support its philosophy of low-cost and index-based investing. In support of providing broadly diversified and risk-adjusted portfolios, eligible ETFs must accurately represent a particular asset class in the portfolio, meet sufficient liquidity standards, and be among the lowest cost (in terms of the OER) in their asset class or category. When it comes to replacing an ETF, CSIA also considers the potential impact to clients such as additional trading costs or other costs. Eligible ETFs include Schwab ETFs, which are managed by CSIM, which is an affiliate of Schwab and CSIA. Schwab ETFs pay fees to CSIM that are described in "Participation or Interest in Client Transactions" below. Schwab has instructed CSIA to select or retain Schwab ETFs in the portfolios as long as CSIA determines that they satisfy the above factors.

CSIA will generally select both a primary and secondary ETF for each asset class in consideration of, among other things, tax-loss harvesting and requested investment restrictions. In limited circumstances, as determined by CSIA, only one ETF may be used in certain asset classes. In such cases, the tax-loss harvesting

feature would not be available for execution in the affected asset class(es). To be eligible for consideration, ETFs designated as the primary ETF in an asset class must have a share price sufficiently low to enable trading in accounts with lower balances; although, certain accounts that are below the \$5,000 minimum may not hold all positions.

CSIA receives a broad range of research from a wide variety of sources that include Schwab-affiliated entities and independent research providers, including issuers. CSIA may use written reports prepared by recognized analysts who are specialists in the industry and uses computer-based models and Algorithms to assist in portfolio management. The SIP portfolio management team has discretion to override the models and Algorithms and decline to trade during unusual market conditions or due to system limitations. CSIA may also use statistical and other information published by third-party data providers, industry, and government; information gathered at meetings of professionals within the industry; and its own research of investment trends.

CSIM provides trade strategy and routing and related services for SIP through Schwab. There may be times when clients in programs or portfolios/strategies managed by CSIM are investing in the same ETF as SIP. See the "Brokerage Practices" section of this document for details on how conflicts of interest and trading execution are addressed, consistent with CSIA's fiduciary duty.

More information about the Selection of ETFs, Cash Allocation, Sweep Program, and Conflicts of Interest and How They Are Addressed can be found in the Schwab Intelligent Portfolios Solutions™ disclosure brochure, as well as the Schwab Intelligent Portfolios® Sweep Program Disclosure Statement provided to SIP Program clients.

General Risks

Risk of Loss

There are inherent risks to investing in Schwab Intelligent Portfolios, including, but not limited to:

Management Risks

CSIA applies its investment techniques and risk analyses in making portfolio management decisions or recommendations for its clients, but there can be no guarantee that they will produce the desired results. In addition, there is no guarantee that a strategy based on historical information will produce the desired results in the future, and if market dynamics change, the effectiveness of the strategy may be limited. Each strategy runs the risk that investment techniques will fail to produce the desired results. There also can be no assurance that all of the key personnel will continue to be associated with the firm for any length of time.

Investment Risks

Investments in securities, including ETFs and mutual funds and the securities that they in turn invest in, involve various risks, including those summarized below. In addition, each ETF and mutual fund has its own investment style, which may involve risks different from those described below. Clients and prospective clients should be aware that investing in securities involves risk of loss that clients should be prepared to bear.

Model Risks

The Schwab Intelligent Portfolios may use quantitative analyses and/or models. Any imperfections, limitations, or inaccuracies in its analyses and/or models could affect its ability to implement strategies. By necessity, these tools make simplifying assumptions that may limit their effectiveness. Models that appear to explain prior market data can fail to predict future market events. Further,

the data used in models may be inaccurate, and/or it may not include the most current information available.

Algorithm Risks

There are limitations inherent in the use of an Algorithm to manage Program accounts; for instance, the Rebalancing Algorithms are designed to manage Program accounts according to the asset allocation selected for that account and is not designed to actively manage asset allocations based on short-term market fluctuations. The SII Algorithm is designed to allow eligible clients to make a series of recurring withdrawals for a given period of time, but the SII Algorithm is not designed to ensure the duration of those recurring withdrawals due to factors beyond Schwab's control, including market changes and ad hoc client-initiated withdrawals. The Rebalancing Algorithms are also not designed to consider certain factors such as short-term asset class volatility or individual tax circumstances such as capital gains taxes; rather, its functions consist of identifying opportunities for tax-loss harvesting and rebalancing and initiating buy/sell orders accordingly. Investment advisory personnel of CSIA oversee the Algorithms but do not personally or directly monitor each individual Program account.

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

Cybersecurity Risk

Information security risks for financial institutions are increasing, in part because of the use of the internet and mobile technologies to conduct financial transactions, and the increased sophistication and activities of organized crime, activists, hackers and other external parties, including foreign state actors. Our systems and those of other financial institutions have been and will continue to be the target of cyber-attacks, malicious code, computer viruses, ransomware, and denial of service attacks that could result in unauthorized access, misuse, loss or destruction of data (including confidential client information), account takeovers, and the unavailability of service or other events. We seek to reduce these risks through controls and procedures believed to be reasonably designed to address these risks. Despite our efforts to ensure the integrity of our systems, we may not be able to anticipate or to implement effective preventive measures against all security breaches of these types, and security breaches could still occur that would halt or impair our ability to provide advisory services. System interruptions, errors or downtime can result from a variety of causes, including changes in client use patterns, technological failure, changes to our systems, linkages with third-party systems and power failures and can have a significant impact on our business and operations. It could take an extended period of time to restore full functionality to our technology or other operating systems in the event of an unforeseen occurrence, which could affect our ability to manage client assets and deliver advisory services. We will respond to breaches with appropriate resources in an effort to contain and remediate the cause of the breach and restore operations.

ETF General Risks

ETFs in which the strategy may invest involve certain inherent risks generally associated with investments in a portfolio of underlying securities, including the risk that the general level of underlying security prices may decline, thereby adversely affecting the value of each unit of the ETF. Moreover, an ETF may not fully replicate the performance of its benchmark index because of the temporary

unavailability of certain securities in the secondary market or discrepancies between the ETF and the benchmark index with respect to the weighting of securities or the number of securities held. Investing in ETFs carries the risk of capital loss. ETFs are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in ETFs.

ETFs in which the strategies invest have their own fees and expenses as set forth in the ETF prospectuses. These fees and expenses lower investment returns. Although ETFs themselves are generally classified as equities, the underlying holdings of ETFs can include a variety of asset classes, including but not limited to equities, bonds, foreign currencies, physical commodities, and derivatives. A full disclosure of the specific risks of ETFs is located in the respective prospectus of each fund.

ETFs may have exposure to derivative instruments, such as futures contracts, forward contracts, options, and swaps. There is a risk that a derivative may not perform as expected. The main risk with derivatives is that some types can amplify a gain or loss, potentially earning or losing substantially more money than the actual cost of the derivative, or that the counterparty may fail to honor its contract terms, causing a loss for the ETF. Use of these instruments may also involve certain costs and risks, such as liquidity risk, interest rate risk, market risk, credit risk, management risk, and the risk that an ETF could not close out a position when it would be most advantageous to do so.

Market/Systemic Risks

Equity and fixed income and other global capital markets rise and fall daily. The performance of client investments is, to varying degrees, tied to these markets. When markets fall, the value of a client's investments will fluctuate, which means a client could lose money.

Asset Allocation/Strategy/Diversification Risks

The asset allocation decisions can result in more portfolio concentration in a certain asset class or classes, which could reduce overall return if the concentrated assets underperform expectations. The more aggressive the investment strategy selected, the more likely the portfolio will contain larger weights in riskier asset classes, such as equities. The asset classes in which an investment strategy in the SIP Program seeks investment exposure can perform differently from each other at any given time (as well as over the long term), so the investment strategy will be affected by its allocation among the various asset classes. As noted in the "Methods of Analysis, Investment Strategies, and Risk of Loss" section, under certain market conditions, the Cash Allocation results in lower overall portfolio performance, for example when other riskier assets outperform cash. Depending on market conditions, there may be times where diversified portfolios perform worse than less diversified portfolios.

Geographic Concentration Risk

Portfolios concentrated in any one geographic region can be more susceptible to that region's political and economic risk. For example, a portfolio that is concentrated in the United States will be more susceptible to the United States' political and economic risk, as compared to a more globally diversified portfolio.

Trading/Liquidity Risks

A particular ETF may be difficult to purchase or sell or may become difficult to sell after being purchased for a client account. CSIA may be unable to sell ETFs on behalf of a client at an advantageous time and/or price due to then-existing trading market conditions.

Large Investment Risks

Clients may collectively account for a large portion of the assets in certain ETFs. A decision by CSIA to buy or sell some or all of a

particular ETF or mutual fund where clients hold a significant portion of such may negatively impact the value of that security.

Investment Limitation Risks

SIP Program clients could be limited in their ability to invest in certain unaffiliated ETFs. SEC rules governing fund of funds arrangements on which Schwab mutual funds and Schwab ETFsTM may rely place limits on investments by those Schwab mutual funds and Schwab ETFs, together with their "advisory group" (which could be deemed to include SIP Program clients), in unaffiliated ETFs. Accordingly, to the extent that one or more Schwab mutual funds or Schwab ETFs invest in the same unaffiliated ETF as clients in the SIP Program in reliance on those SEC rules, the Schwab mutual funds, Schwab ETFs and SIP Program clients, collectively, would be limited to owning no more than 25% of the unaffiliated ETFs outstanding shares.

Counterparty Risks

There may be a risk of an executing broker failing to deliver securities. This may result in a loss to the client. ETFs may have some "product" or "structural" risk associated with underlying derivatives, as they will sometimes provide market exposure through indirect means, like futures, options, and forwards contracts.

Custodian Risks

Schwab is a Securities Investor Protection Corporation ("SIPC") member brokerage firm and maintains SIPC protection. SIPC offers protection of up to \$500,000, including a \$250,000 limit for cash, if a member brokerage firm fails. SIPC covers most securities, such as stocks, bonds, ETFs, and mutual funds, but does not protect against market loss.

Tax Risks

The Program is not designed to address specific tax objectives. There is no guarantee that the tax-loss harvesting strategy in the Program will reduce, defer or eliminate the tax liability generated by a client's investment portfolio in any given tax year. Also, gains and losses associated with some commodities may be taxed differently than standard short-term and long-term capital gains and losses. Clients should consult a professional tax advisor for help with their unique situations.

Underlying Securities Risks

Equity-Related Risks

General Risks

The prices of equity securities, and thus the value of ETFs or mutual funds that invest in them, will rise and fall. These price movements may result from factors affecting individual companies, industries, or the securities market as a whole. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of securities issued by such companies may suffer a decline, in response. In addition, the equity market tends to move in cycles, which may cause stock prices to fall over short or extended periods of time.

Large- and Mid-Cap Risks

Large- and/or mid-cap U.S. stocks, along with mutual funds and ETFs that focus on large- and/or mid-cap segments of the U.S. stock market, bear the risk that they tend to go in and out of favor based on market and economic conditions. However, stocks of mid-cap companies tend to be more volatile than those of large-cap companies because mid-cap companies tend to be more susceptible to adverse business or economic events than larger, more established companies. During a period when large- and/or mid-cap U.S. stocks fall behind other types of investments—bonds or small-cap stocks, for instance—the performance of the portion of the investment strategies invested in large- and/or mid-cap stocks may lag the performance of these other investments.

Small-Cap and International Risks

Historically, small-cap and international stocks have been riskier than large- and mid-cap U.S. stocks (also see the “Foreign Investment–Related Risks” section below for additional information). During a period when small-cap and/or international stocks fall behind other types of investments—U.S. large- and mid-cap stocks, for instance—the performance of the portion of the investment strategies invested in small-cap or international stocks may lag the performance of these other investments.

Fixed Income–Related Risks

General Risks

Bond markets rise and fall daily, and fixed income investments, which generally also include instruments with variable or floating rates (including cash and cash-like investments), are subject to various risks. As with any investment whose performance is tied to bond markets, the value of a fixed income investment, ETF, or mutual fund will fluctuate, which means that the client could lose money.

Interest Rate Risks

When interest rates rise, bond prices usually fall, and with them the value of an ETF or mutual fund holding the bonds. A decline in interest rates generally raises bond prices, and with them potentially the value of a bond fund or ETF share, but could also hurt the performance of an ETF or mutual fund by lowering its yield (which could increase reinvestment risk). The longer the duration of the investments held by an ETF or mutual fund, the more sensitive to interest rate movements its value is likely to be.

Credit Risks

A decline in the credit quality of a fixed income investment, whether real or perceived, could cause the value of a fixed income security, ETF, or mutual fund to fall. The security, ETF, or mutual fund could lose value if the issuer or guarantor of an investment fails to make timely principal or interest payments or otherwise honor its obligations. The emphasis of a fixed income strategy on relatively higher credit quality and preservation of capital also could cause a security, ETF, or mutual fund to underperform certain other types of bond investments, particularly those that take greater maturity and credit risks.

High-Yield Risks

Investments in ETFs or mutual funds that hold high-yield securities and unrated securities of similar credit quality (sometimes called junk bonds) are subject to greater levels of credit and liquidity risks. High-yield securities and the ETFs or mutual funds that invest in them may be considered speculative.

Government Securities Risks

Many U.S. government securities are not backed by the full faith and credit of the United States government, which means they are neither issued nor guaranteed by the U.S. Treasury. Certain issuers of securities, such as the Federal Home Loan Banks (“FHLB”), maintain limited lines of credit with the U.S. Treasury. Securities issued by other issuers, such as the Federal Farm Credit Banks Funding Corporation, are supported solely by the credit of the issuer. There can be no assurance that the U.S. government will provide financial support to securities of its agencies and instrumentalities if it is not obligated to do so under law.

Bank Loans

Investments in ETFs or mutual funds that hold bank loans are typically below investment-grade credit quality and may be subject to more credit risk, including the risk of nonpayment of principal or interest. Most bank loans are floating rate, whose interest rates are tied to a short-term reference rate, so substantial increases in interest rates may make it more difficult for issuers to service their debt and cause an increase in loan defaults. Bank loans are

typically secured by collateral posted by the issuer, or guarantees of its affiliates, the value of which may decline and be insufficient to cover repayment of the loan. Many loans are relatively illiquid or are subject to restrictions on resales, have delayed settlement periods and may be difficult to value, which could have an adverse impact on the ability of the ETF or mutual fund to sell loans at an advantageous time and/or price. Loans are also subject to maturity extension risk and prepayment risk.

State and Regional Risks

To the extent that a security, ETF, or mutual fund invests in securities from a given state or geographic region, its value and performance could be affected by local, state, and regional factors, including erosion of the tax base and changes in the economic climate. National governmental actions, such as the elimination of tax-exempt status, also could affect performance. In addition, an ETF or mutual fund may be more sensitive to adverse economic, business, or political developments if a substantial portion of it is invested in municipal securities that are financing similar projects.

Foreign Risks

Investments in ETFs or mutual funds that hold securities of foreign issuers or securities with credit or liquidity enhancements provided by foreign entities may involve certain risks such as adverse changes in foreign economic, political, regulatory, and other conditions; differing accounting, auditing, financial reporting, and legal standards and practices; differing securities market structures; and higher transaction costs. In addition, sovereign risk, or the risk that a government may become unwilling or unable to meet its loan obligations or guarantees, could increase the credit risk of financial institutions connected to that particular country.

Foreign Investment–Related Risks

General Risks

Investments in securities of foreign issuers or ETFs or mutual funds that hold securities of foreign issuers may involve certain risks that are greater than those associated with investments in securities of U.S. issuers. These include risks of adverse changes in foreign economic, political, regulatory, and other conditions; changes in currency exchange rates or exchange control regulations (including limitations on currency movements and exchanges); differing accounting, auditing, financial reporting, foreign taxes, and legal standards and practices; differing securities market structures; differing trading and settlement practices; ownership restrictions; and higher transaction costs.

Emerging Markets Risks

These and other risks (e.g., nationalization, expropriation, or other confiscation of assets of foreign issuers) are greater for those securities, ETFs, or mutual funds investing in companies tied economically to emerging countries, the economies of which tend to be more volatile than the economies of developed countries.

Frontier Markets Risks

The risks associated with investing in securities, ETFs, or mutual funds that hold foreign or emerging markets generally are magnified in frontier markets, also known as “next emerging” markets. Some frontier markets may operate in politically unstable regions of the world and may be subject to additional geopolitical/disruption-of-markets risks.

Geopolitical/Disruption-of-Markets Risks

Geopolitical events may adversely affect global economies and markets and thereby decrease the value of and/or the ease of trading those securities, ETFs, or mutual funds invested in those affected markets. Those events as well as other changes in foreign and domestic economic and political conditions could adversely affect the value of the strategy’s investments.

Currency Risks

Fluctuations in exchange rates may adversely affect the value of ETFs or mutual funds that hold foreign currency holdings and investments denominated in foreign currencies.

Risks Related to Other Asset Classes

Commodities Risks

Commodities involve unique risks that may be distinct from those that affect stocks and bonds, including, but not limited to, world-wide supply and demand factors, weather conditions, currency movements, and international government policies regarding commodity reserves and choice of currency for commodity pricing. Commodities investments may also involve unique risks inherent to investing in derivatives, which may include basis, roll, liquidity, and regulatory risks. A detailed explanation of the risks is available in the prospectus of the respective commodity fund. Commodity pools may be subject to different regulatory requirements than traditional funds governed by the Investment Company Act of 1940.

Hard Asset Risks

The production and distribution of hard assets, such as precious metals, oil and gas, real estate, and/or agricultural commodities, may be affected by geopolitical and environmental factors and are cyclical in nature. During periods of economic or financial instability, hard asset securities and other instruments may be subject to broad price fluctuations, reflecting volatility of energy and basic materials prices and possible instability of supply of various hard assets. Hard asset securities, hard asset companies, and other instruments may also experience greater price fluctuations than the relevant hard asset. Therefore, the return on hard asset securities can deviate from that of the hard asset itself.

Real Estate Risks

Real estate-related investments (and the ETFs or mutual funds that hold them) may be adversely affected by factors affecting the real estate industry, which may include changes in interest rates and social and economic trends. Real estate investment trusts ("REITs") may also be subject to the risk of fluctuations in income from underlying real estate assets, poor performance by the REITs' managers, prepayments and defaults by borrowers, adverse changes in tax laws, and, with respect to U.S. REITs, their failure to qualify for the special tax treatment granted to REITs under the Internal Revenue Code of 1986 and/or to maintain exempt status under the Investment Company Act of 1940.

Limitations of Disclosure

The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in CSIA's strategies. As CSIA's strategies develop and change over time, clients and investors may be subject to additional and different risk factors. No assurance can be made that profits will be achieved or that substantial losses will not be incurred.

Disciplinary Information

In June 2022, CSIA and its affiliate Charles Schwab & Co., Inc. (collectively, "Schwab," for purposes of this matter description only) reached an agreement with the United States Securities and Exchange Commission ("SEC") to settle a matter related to historical disclosures and marketing of the SIP Program.

As part of the settlement, the SEC found that Schwab, along with its former affiliate, Schwab Wealth Investment Advisory, Inc., violated certain provisions of the Advisers Act, as amended, and the

rules thereunder, from March 2015 through November 2018. The SEC found that Schwab made false and misleading statements in Form ADV Part 2A brochures about the cash allocations in Program accounts, in particular about: (1) Schwab's conflict of interest in setting the cash allocations; (2) the influence of this conflict of interest on the size of the cash allocations; and (3) the negative effect of the cash allocations on performance in Program accounts under market conditions where other assets such as equities outperform cash. The SEC also found that Schwab failed to sufficiently implement compliance policies designed to prevent the publication of misleading statements. Finally, the SEC found that Schwab made similarly misleading statements in advertisements for the Program.

Without admitting or denying these findings, Schwab agreed to pay a total of \$186,536,861 in disgorgement, pre-judgment interest, and civil penalties. Schwab also agreed to engage an independent consultant to: (1) review Schwab's supervisory, compliance, and other policies and procedures designed to ensure that Schwab's SIP-related disclosures, advertising, and marketing communications comply with the requirements of the Investment Advisers Act of 1940, and the rules thereunder, and with other applicable federal securities laws with respect to the Program; and (2) submit a report to both Schwab and the SEC describing the independent consultant's findings and making recommendations. Schwab may identify any recommendations that it considers to be unduly burdensome, impractical, or inappropriate and attempt to reach agreement over such recommendations with the independent consultant, and Schwab must ultimately adopt and implement the independent consultant's final recommendations.

Other Financial Industry Activities and Affiliations

As a wholly owned subsidiary of CSCorp, CSIA leverages the resources of CSCorp, Schwab, and their affiliated companies, such as personnel including, but not limited to, its Chief Executive Officer; Chief Compliance Officer ("CCO"); legal and compliance support; sales, marketing, technology, operations, finance, human resources, and risk management personnel. CSIA, CSIM, and Schwab personnel have reporting relationships to personnel of affiliated entities. CSIM employees provide certain related services to CSIA, including trade strategy and routing services under an intercompany agreement between CSIA and CSIM. CSIM, at the direction of CSIA, directs these trades to Schwab. See the "Directed Brokerage" section of this document for details on this arrangement. These arrangements create the potential for conflicts of interest to arise. These potential conflicts of interest are governed by various policies adopted by CSIA. For example, CSIA has adopted policies and procedures reasonably designed to protect against the misuse of information (and mitigate potential conflicts of interest), whether among Schwab-affiliated entities or entities or individuals outside of Schwab. Other wholly owned subsidiaries of CSCorp are engaged in investment advisory, brokerage, trust, custody, or banking services. CSIA has further implemented training, testing, monitoring, and, by participating in and leveraging the resources of CSCorp, conflicts oversight program for the purposes of managing potential conflicts of interest.

Pursuant to the Parameters provided by Schwab, CSIA chooses the ETFs for each investment strategy in the SIP Program. Eligible ETFs include Schwab ETFs™. Schwab has instructed CSIA to select or retain Schwab ETFs in the portfolios as long as CSIA determines the ETFs satisfy the factors as described in the "Methods of Analysis, Investment Strategies, and Risk of Loss" above. Schwab ETFs are managed by CSIM and CSIM is an affiliate of

Schwab and CSIA. Schwab ETFs™ pay fees to CSIM that are described in “Participation or Interest in Client Transactions” below.

TD Ameritrade Holding Corporation is a wholly owned subsidiary of CSCorp. TD Ameritrade, Inc. and TD Ameritrade Clearing, Inc., members FINRA/SIPC, are separate but affiliated companies and subsidiaries of TD Ameritrade Holding Corporation. TD Ameritrade, Inc. is a registered broker-dealer. TD Ameritrade Clearing, Inc. provides clearing and execution services for securities brokerage business. TD Ameritrade Investment Management, LLC is a registered investment adviser. Charles Schwab Futures and Forex LLC is a CFTC-registered Futures Commission Merchant and NFA Forex Dealer Member and offers futures and forex trading services to qualified clients. TD Ameritrade Singapore Pte. Ltd. enables retail investors in Singapore to trade the U.S. markets. Clients can trade stocks, ETFs, options, futures, and options on futures using the thinkorswim® trading platform.

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

Code of Ethics

CSIA has adopted a written Code of Ethics (the “Code”) pursuant to SEC Rule 204A-1 under the Investment Advisers Act of 1940 (the “Advisers Act”). The Code reflects the fiduciary duty CSIA owes to its clients to avoid activities, interests, and relationships that run contrary to the best interests of CSIA’s clients. All Access Persons (employees and other individuals deemed appropriate by the CCO) are required to place clients’ interests ahead of their own, engage in personal investing that is in compliance with the Code, and avoid taking advantage of CSIA’s position as Adviser. Access Persons are prohibited from using information for personal profit or the profit of others and from disclosing non-public information to anyone except certain designated employees of CSIA and Schwab.

The Code places restrictions on Access Persons making personal investments in securities traded on behalf of clients, in initial public offerings, and in private placements. Access Persons may not engage in deceptive conduct in connection with the purchase or sale of securities for client accounts and are required to: (1) pre-clear certain personal securities transactions; (2) report certain personal securities transactions on a quarterly basis; and (3) provide a detailed summary of certain holdings (initially and annually) that the Access Person has a direct or indirect beneficial interest in. The Code and its requirements are subject to change as necessary to remain current with regulatory requirements and internal business policies and procedures.

A copy of CSIA’s Code is available upon request by calling the number located on the front of this brochure.

Participation or Interest in Client Transactions

The written parameters established by Schwab place limitations on the universe of ETFs that CSIA may select for the SIP Program, as described in “Methods of Analysis, Investment Strategies, and Risk of Loss” above. Because Schwab and CSIA are affiliated companies, Schwab has an incentive to select and keep CSIA to provide portfolio management services for the Program. Similarly, CSIA has a conflict of interest in selecting Schwab ETFs, which pay compensation to CSIM. Schwab has a conflict in that it has instructed CSIA to select or retain Schwab ETFs in the portfolios, which pay compensation to CSIM, but only if Schwab ETFs meet all the criteria noted above in “Methods of Analysis, Investment Strategies,

and Risk of Loss.” CSIA mitigates these conflicts of interest through its policies and procedures which include the evaluation of the selection and investment in affiliated investments consistent with CSIA’s fiduciary duty.

Typically, an ETF pays investment advisory fees as set forth in the ETF prospectus, which is ultimately paid for by its shareholders. Additional ETF expenses, including administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses, are typically paid for by the adviser. Therefore, CSIM (a CSIA affiliate) will earn fees from Schwab ETFs that are held in SIP Program accounts.

Third-party ETF sponsors or their affiliates may make payments to Schwab for ETF-related opportunities such as education and events and reporting. The total amount of the fee paid by each ETF firm will vary depending on the number of opportunities in which the ETF firm participates.

Schwab’s affiliate, Schwab Bank, receives income on cash balances in the Schwab Intelligent Portfolios® Sweep Program, as detailed in the “Methods of Analysis, Investment Strategies, and Risk of Loss” section above.

Other affiliates of CSIA may buy or sell the same securities for client accounts. These are all inherent conflicts of interest within and among CSIA, Schwab and its affiliates. Clients should carefully consider these conflicts of interest prior to enrolling in the SIP Program.

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

Brokerage Practices

Periodically, CSIM, along with CSIA, conducts due diligence to review the execution quality of any transaction services provided by Schwab for brokerage transactions for the Program, primarily to oversee Schwab’s compliance with its best execution practices as the Program’s qualified custodian. More information about Schwab’s Brokerage Practices is available in the Schwab Intelligent Portfolios Solutions™ disclosure brochure.

CSIA has entered into an arrangement in which CSIM will trade at the direction of CSIA, on behalf of SIP Program clients. CSIA retains fiduciary oversight for SIP trades and its compliance program is designed to provide oversight of Schwab’s trading activities on behalf of SIP. CSIA and CSIM have adopted policies and procedures that are designed so that the trading practices do not unfairly or systematically favor one client or group of clients or strategies over another and that, over time, accounts are treated equitably.

Selection of Brokers and Best Execution

For the SIP Program, all brokerage transactions for securities will be routed to Schwab for execution, which may not always obtain as favorable a price as another broker-dealer. Program monitoring and trading are subject to systems and technology constraints and availability and, while unlikely, may not take place daily.

Other investment advisers may not require you to direct all brokerage transactions through a specified broker-dealer or custodian. By directing all brokerage transactions for securities to Schwab, SIP clients' portfolio transactions may not always receive best execution, and this practice may cost clients more money. In reviewing Schwab execution quality, CSIM with CSIA, considers whether a transaction represents the best qualitative and quantitative execution under the circumstances, which may not be solely determined by the lowest brokerage fee available.

Soft Dollars

CSIA does not participate in or actively seek out soft dollar arrangements. Due to its affiliation with Schwab and its affiliated advisers, CSIA may receive certain benefits that it would not otherwise receive, if it did not have an established relationship with these companies. These benefits may include trading, custody, reporting, research, technology, software, and related services that assist the firm in managing and administering client accounts. CSIA is not obligated to direct client transactions to broker-dealers that provide research information.

Trading Process

For the SIP Program, clients direct CSIA, who in turn directs CSIM, to use Schwab to effect securities trades for their account. CSIM has established informational barriers and procedures that seek to prohibit the personnel from communicating or distributing any non-public information related to the trading activities of a product or strategy such personnel support (including information regarding pending orders for clients) to CSIM personnel that should not be privy to such information.

For the SIP program, large share trade orders can occur when there are large daily flows into or out of the Program, when client accounts experience large volumes such as rebalancing or tax-loss harvesting, or when CSIA changes allocation weights for asset classes or replaces an ETF with another ETF across all applicable client accounts.

For these large trade orders, Schwab may solicit bids or offers from other broker-dealers that may act as principal in the transaction, meaning that the other broker-dealer executes the trade in an account in which the broker-dealer has a beneficial ownership interest or may execute a riskless-principal trade where the other broker-dealer buys (sells) a security from (to) a third party (e.g., another customer or broker-dealer).

Directed Brokerage

Clients have agreed with Schwab that SIP Program trade orders will be routed to Schwab for execution. As a result, SIP Program trade orders may not always obtain as favorable a price or execution as might have been available through another broker. Not all broker-dealers or investment advisers require their clients to direct trades to a particular broker-dealer (also known as "directed brokerage").

Trade Aggregation and Allocation

CSIM, on behalf of CSIA, will not aggregate SIP Program trades as all brokerage transactions for securities will be routed to Schwab for execution.

Schwab's trade allocation procedures are reasonably designed to provide that trade allocations are timely, that no set of trade allocations is accomplished to the unfair advantage of one client or group of clients over another, and that over time client accounts are treated fairly and equitably, even though a specific trade may have the effect of benefiting one account or group of accounts over another when viewed in isolation.

Trade orders that can only be partially filled are generally allocated on a pro rata basis or allocated on some other basis consistent with the goal of giving all clients equitable opportunities over time.

Client accounts will receive the average price for those aggregated trades allocated to their account(s) at the end of each day of the trade. More information about Schwab's Brokerage Practices is available in the Schwab Intelligent Portfolios Solutions™ disclosure brochure.

Program Fees

For the SIP Program, in transactions where Schwab uses another broker-dealer acting as principal, the other broker-dealer typically accepts the risk of market price and liquidity fluctuations of executing the transactions. The broker-dealer adds a brokerage fee to compensate for this risk. Schwab does not act as principal for ETF trades in the SIP Program and does not receive the third party's brokerage fee. In transactions where Schwab uses another broker-dealer acting as an agent, the other broker-dealer may charge a brokerage fee. Brokerage fees for any trades where Schwab uses another broker-dealer acting as either principal or agent are not shown separately on a client's trade confirmation or account statements. Schwab does not charge a commission itself or receive the third-party broker-dealer's fee or commission.

Schwab receives remuneration, such as liquidity or order flow rebates, from a market or firm to which some orders are routed, but its trading practices are designed to achieve best execution. Clients will not be compensated or reimbursed for such third-party brokerage fees. Instead, any brokerage fees will reduce the overall return of a client's account.

Trade Rotation

CSIM has a trade rotation process and uses this process among client accounts within a single strategy or across different equity SMA strategies or programs to prevent any client from being systematically disadvantaged. Trades done on the same day or on different days are not guaranteed to receive the same trading price. The CSIM trade rotation process does not include the SIP Program as trade orders are routed to Schwab for execution.

Trade Errors

CSIA and CSIM maintain policies and procedures that address the identification and correction of trade errors. On those occasions when such an error does occur, CSIA and CSIM will use reasonable efforts to identify and resolve errors as promptly as possible. CSIA and CSIM will address and resolve errors on a case-by-case basis, in their discretion, based on the facts and circumstances. CSIA is not obligated to follow any single method of resolving errors but will seek to treat all clients fairly in the resolution of trade errors.

Review of Accounts

CSIA's portfolio managers review, at least quarterly, the performance of the SIP Program investment strategies. Schwab contacts clients participating in the SIP Program at least annually via electronic channels to determine whether there have been any changes in their financial situation or investment objectives and whether

clients wish to impose any reasonable restrictions on the management of their accounts or reasonably modify existing restrictions. Schwab communicates the information obtained from clients to CSIA as necessary for the management of the account. Schwab Financial Planners contact clients participating in the SIP Premium Program generally on an annual basis, but which occur with varying frequency, depending on the client's needs. Clients may update their financial plans online at any time.

Client Referrals and Other Compensation

As explained in "Fees and Compensation," Schwab compensates CSIA for providing portfolio management services in the Program. CSIA does not make payments for referring clients to the Programs. Schwab makes payments to its representatives for referring clients to the SIP Program and SIP Premium Program, as detailed in the Schwab Intelligent Portfolios Solutions™ disclosure brochure.

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

Custody

Clients use Schwab as custodian for their SIP account, and Schwab, on at least a quarterly basis, will send SIP Program clients account statements detailing account positions and activities during the preceding period. Clients should review these statements carefully.

Investment Discretion

When clients choose the SIP Portfolios, they electronically sign the applicable agreements giving CSIA authorization to make trades in their accounts. This investment management discretion is limited to the purchase and sale of securities and investment of cash, and does not include discretion for distributions of cash or securities. Investments will not exceed the client's funds in the account and a margin balance will not be maintained. Clients may impose reasonable restrictions on the management of their account(s), such as requesting that certain ETFs be excluded from their account(s), but not all requests will be honored, including those involving restriction of stocks, mutual funds, or cash.

Subject to meeting minimum balance requirements, a client may also direct Schwab (and CSIA through Schwab) to employ a tax-loss harvesting strategy (according to the Rebalancing Algorithms) in managing the client's taxable account. This means that CSIA will sell ETFs in the client's account at a loss to offset a potential capital gains tax liability (although CSIA does not monitor the type and amount of capital gains). The rebalancing and tax-loss harvesting opportunities may be affected by programming limitations and information clients make available to Schwab.

If a client meets Schwab's then-current requirements, a client may also direct Schwab (and CSIA through Schwab) to make a series of recurring withdrawals (according to the SII Algorithm) in managing the client's account. This means that CSIA may sell ETFs in the client's account in addition to using existing cash in the account to meet the requested withdrawal amounts. Although the SII Algorithm considers the tax status of the account(s) which are activated for SII, SII is not designed to consider each client's individual tax consequences, to meet applicable required minimum distributions ("RMDs"), to avoid all potential tax penalties, or to make SII withdrawals in the most tax-efficient manner.

For more information about tax-loss harvesting and rebalancing strategies and SII, please refer to the Schwab brochure, the Schwab website, and mobile applications. In addition, clients may restrict up to three ETFs (limited to one per asset class or sub-asset class) in each account. ETFs designated for restriction by clients will be replaced with alternatives selected by CSIA, in which case the client will forego the opportunity for tax-loss harvesting from this asset class.

Voting Client Securities

For proxies voted by CSIA on behalf of each client who delegates voting authority to CSIA ("Delegating Clients"), procedures may be changed as necessary to comply with regulatory requirements and internal policies and procedures and are designed to maximize the economic benefit to Delegating Clients. CSIA has retained its affiliate, CSIM, to coordinate proxy voting along with a third-party vendor who manages the voting process. CSIM has adopted a Proxy Voting Policy (the "Policy") to vote proxies. As part of CSIA's oversight of CSIM's management of its proxy voting, CSIM provides information to a CSIA internal committee no less than annually to review changes to the Policy and review proxy voting from the previous year.

To address any potential conflicts of interest, CSIM votes proxies of affiliated mutual funds, ETFs, and Schwab stock in the same proportion as the vote of all other shareholders of the mutual fund, ETF, or stock (i.e., "echo vote"), unless otherwise required by law. When required by law, CSIM also "echo votes" proxies of unaffiliated mutual funds, ETFs, or stock.

Clients can get a copy of the Policy and information about how CSIA has voted their securities in a particular proxy vote by calling CSIA at 855-694-5208. The information will be provided at no charge.

Delegating Clients may not direct voting in a particular solicitation. Clients wishing to retain the ability to vote proxies must submit a separate form to their custodian.

Financial Information

CSIA does not require prepayment of fees and is therefore not required to include a balance sheet for its most recent fiscal year. CSIA has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.





March 31, 2023

Summary of Material Changes to the Charles Schwab Investment Advisory, Inc. Schwab Intelligent Portfolios® Disclosure Brochure (Form ADV Part 2A)

Since March 31, 2022

This brochure, which describes the role of Charles Schwab & Co., Inc.'s affiliate, Charles Schwab Investment Advisory, Inc. ("CSIA"), which provides portfolio management services to the Schwab Intelligent Portfolios program, has undergone the following material changes since March 31, 2022.

- **Disciplinary Information.** As detailed in the disclosure brochure, CSIA has added a disclosure regarding its agreement with the United States Securities and Exchange Commission ("SEC") to settle a matter related to historical disclosures and marketing of the Schwab Intelligent Portfolios advisory program.
- **Other Financial Industry Activities and Affiliations.** CSIA has enhanced its disclosures regarding its current relationships with affiliates.
- **Brokerage Practices.** CSIA has updated disclosure regarding brokerage practices, including related conflicts of interest and CSIA and CSIM's oversight of Schwab's trading activities on behalf of the Schwab Intelligent Portfolios program.
- **Voting Client Securities.** CSIA has updated and modified the description of its proxy voting procedures, including that it has retained CSIM to vote proxies in accordance with CSIM's proxy voting policy, and that CSIA provides oversight of CSIM's management of the proxy voting through an internal CSIA committee.