1. INTRODUCTION

VALIC Financial Advisors, Inc. ("VFA") is registered with the Securities and Exchange Commission as both a broker-dealer and an investment adviser and is a member of FINRA and the Securities Investor Protection Corporation. VFA is a wholly owned subsidiary of The Variable Annuity Life Insurance Company ("VALIC"). VFA and VALIC, together with additional AIG companies, are commonly referred to as and comprise AIG Retirement Services, our brand name.
Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at www.Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

2. WHAT INVESTMENT SERVICES AND ADVICE CAN YOU PROVIDE ME?

We offer both brokerage services and investment advisory services to retail investors, including retirement plan participants. Our VFA financial professionals provide various services, including enrollment, education, plan-related services and customer service, for retirement plans and participants and, where offered, for health reimbursement arrangements ("HRAs"). If you are a participant in a retirement plan, the specific services available to you (including advisory services) are determined by your plan sponsor. Outside of retirement plans, your financial professional may offer you brokerage products, investment advisory services or both. When VFA offers products such as mutual funds, 529 Plan accounts and variable annuity and life products, the firm acts as a broker-dealer. When VFA offers the investment advisory services described below (including within an annuity or a retirement plan), the firm acts as an investment adviser.

Brokerage Services

As a broker-dealer, we offer an array of investment products and services to help meet your investment needs. Our services include the buying and selling of securities (mutual funds, exchange-traded funds, closed-end funds, individual equities, fixed income securities, variable annuity and variable life products). However, there are material limitations on the products we may recommend in retail brokerage accounts. VFA conducts due diligence on, and will only recommend, mutual funds and annuity products. We do not make recommendations regarding stocks, bonds or ETFs, although you may purchase these securities on your own. With respect to variable annuities, we recommend primarily annuity products issued by VALIC and other insurance company affiliates of VALIC and VFA. Finally, if you are a plan participant, the product or investment platform from which you may choose investments will be selected or authorized (and therefore limited by) by your plan sponsor.

When we provide brokerage services, including when we make brokerage recommendations, we do not have discretionary authority to make trades or take any other action on your behalf. You make the ultimate decision regarding the purchase or sale of securities. In addition, we do not undertake to monitor the investments in your brokerage account. Any recommendation is limited to the time of the transaction and we have no obligation to advise you if our opinion of the investment changes in the future. There is no minimum amount required to open or maintain a VFA brokerage account. However, products such as variable annuities, 529 Plans, and mutual funds may establish a minimum investment amount. For information on applicable minimums, please consult the specific product's offering documents.

We also provide financial planning services. When we provide a financial plan, it is based on the information provided by the client at that point in time, and does not involve any on-going monitoring of the client's financial circumstances or the markets. The financial plan will identify whether we are acting as broker-dealer or investment adviser.

More detailed information about the brokerage services we offer is available at www.aigrs.com/vfa_guide_to_brokerage_services.

Investment Advisory Services

As an investment adviser, we provide wrap fee programs to retail investors and asset allocation services to annuity holders and retirement plan participants. When we act as your investment adviser, you will pay us an ongoing fee based on the amount of assets under management. A fee paid in our wrap program (outside retirement plans) covers the cost of investment advice, custody and administrative services, and most investment transactions in your account. Asset allocation fees (retirement plans and annuities) cover only investment advice and, if applicable, account rebalancing services. Certain advisory programs are discretionary, meaning that VFA has the authority to make trades and take certain other actions on your behalf, and monitors your investments within the advisory account on an on-going basis. For retirement plan participants, we also provide a non-discretionary advice program, meaning that we make asset allocation recommendations, but you will make the ultimate decision regarding the purchase or sale of investments. Our retail wrap program and underlying investment options have minimum investment requirements. Please refer to the applicable Advisory Brochure for more details.
In addition to these programs, when we provide a **financial plan**, it is a one-time recommendation, which may be in connection with a recommended advisory program. The financial plan will identify the capacity in which it is provided. We also may act as a solicitor for third-party advisors and receive compensation for that service.

Information regarding your investment and more information about the investment advisory services we offer is available in our Form ADV brochures available at www.aigrs.com/prospectus-and-reports/vfa- form-adv-materials.

Conversation Starters. Ask your financial professional:

- Given my financial situation, should I choose an investment advisory service? Should I choose brokerage services? Should I choose both types of services? Why or why not?
- How will you choose investments to recommend to me?
- What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?

3. WHAT FEES WILL I PAY?

For employer-sponsored retirement plan services, which generally include brokerage services and may include advisory services, VFA earns fees for providing plan administration and recordkeeping services. Plan fees are either (i) paid by the plan sponsor, and/or (ii) assessed to participant accounts by the plan sponsor or a recordkeeper or other service provider selected by the plan sponsor, and generally will be reflected as withdrawals from your plan account. Underlying investment options such as mutual funds and variable annuities are subject to additional fees and expenses, described in more detail below.

Brokerage Fees

Outside of the retirement plan context, when we act as your broker, you will pay us for each individual transaction executed on your behalf. The more you trade, the more you will be charged and VFA therefore has an incentive to encourage you to trade often. Many mutual fund families make a variety of share classes available. Certain share classes (A shares) include a front-end sales charge but usually have lower ongoing 12b-1 fees. Other share classes (C shares) are not subject to a front-end sales charge but include a contingent deferred sales charge when mutual fund shares are redeemed after a short time and are subject to higher ongoing 12b-1 fees. All fees will reduce your investment returns. The purchase of an annuity also triggers front-end sales charges and include a variety of internal expenses, including ongoing distribution fees that are paid to us. Products such as funds and annuities that pay us ongoing distribution fees based on the size of the investment ("trails") create an incentive to recommend the purchase of, and additional investment in, such products because we can make more money over time.

You will not be charged any fees for our non-advisory financial planning services.

More information regarding product specific fees and conflicts of interest is available at www.aigrs.com/brokeragefees and www.aigrs.com/vfa_guide_to_brokerage_services for information regarding your investment.

Investment Advisory Fees

When we act as your investment adviser, you will pay us an ongoing fee based on the assets under management in your investment account(s). Our retail wrap program fee covers the cost of advice as well as the cost of most transaction and custody expenses associated with your account. Our fee for discretionary asset allocation services (in annuities and retirement plans) covers ongoing account allocation and rebalancing services. The more assets there are in your discretionary advisory account(s), the more you will pay in fees, and VFA therefore has an incentive to encourage you to increase the assets in these accounts.

You will not be charged any fees for our non-discretionary advice program.

We will charge a fixed fee for certain advisory financial planning services.

For specific information on the fees associated with the investment advisory services you have selected, please consult the applicable brochure(s) available at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials.

For both brokerage and retail advisory accounts, you will pay additional fees, including but not limited to, custodial and administration fees. You will also pay fees related to the expenses of mutual funds and/or variable annuity products, minimum account balance and maintenance fees, and/or other transactional fees, as applicable. Variable annuity products, including proprietary products offered by VFA's affiliates, charge fees which typically include an administrative expense charge for allocating premiums and administering the contract's accumulation value; separate account charge (e.g. mortality & expense), net portfolio operating expenses, fees and expenses of the underlying mutual funds, and other categories of fees, including an annual contract maintenance fee, premium, tax, transfer, surrender, and optional rider charges. Mutual funds offer a variety of share classes, which hold the same portfolio securities but differ in total cost to you due to the imposition of various fees that support the sale and distribution of such share classes (including 12b-1 fees, sales loads, commissions, and deferred sales loads). A higher cost share class of a particular mutual fund will result in lower investment performance compared to a lower cost share class of the same fund. Mutual funds also charge internal advisory and administrative fees. All fees will reduce your investment returns. Before you invest, be sure to read the fund or annuity's prospectus. The prospectus contains important information regarding the product's investment objectives, strategies, risks, charges, expenses and other matters significant to your investment choice.

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investment over time. Please make sure you understand the fees and costs you are paying. For more detailed information about the fees and costs you will pay, please see the applicable Advisory Brochure available at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials and/or the VFA Guide to Brokerage Services available at www.aigrs.com/vfa_guide_to_brokerage_services.

Conversation Starters. Ask your financial professional:

- Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

4. WHAT ARE YOUR LEGAL OBLIGATIONS TO ME WHEN PROVIDING RECOMMENDATIONS AS MY BROKER-DEALER OR WHEN ACTING AS MY INVESTMENT ADVISER? HOW ELSE DOES YOUR FIRM MAKE MONEY, AND WHAT CONFLICTS OF INTEREST DO YOU HAVE?

When we provide you with a recommendation as your broker-dealer or act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations and investment advice we provide you.

Here are some examples to help you understand what this means:

- Proprietary Products: In both our advisory and brokerage programs, we recommend products managed or sponsored by affiliates of VFA. Because VFA affiliates (and the firm as a whole) make more money from proprietary products, this creates an incentive for us to recommend such products.
- Revenue Sharing and other Third-Party payments: When VFA acts as broker, we receive additional compensation from our clearing broker and the distributors of mutual funds and annuity products we offer. These payments compensate us for distribution, marketing support and/or administrative services we provide and are based on the amounts our clients invest in those mutual funds and/or annuities. Our brokerage platform includes only mutual funds and annuity products that pay revenue sharing. This is a conflict for us because products that do not share revenue with us (directly or through our clearing broker) will not be offered. Moreover, not all funds pay the same amount of revenue sharing, which creates an incentive to sell funds that pay higher levels of revenue sharing.

Conversation Starter. Ask your financial professional:

- How might your conflicts of interest affect me, and how will you address them?

For additional information related to our conflicts of interest, please review our brochures and guide available at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials and www.aigrs.com/vfa_guide_to_brokerage_services.

5. HOW DO YOUR FINANCIAL PROFESSIONALS MAKE MONEY?

VFA compensates its financial professionals for most, but not all, of their activity through the use of a compensation grid. Under this grid, financial professionals whose overall sales activities exceed certain grid thresholds are entitled to receive increasing amounts of compensation. In other words, financial professionals increase their compensation when they generate more revenue for VFA (but not for VFA's affiliates). When acting as either your investment adviser or broker-dealer, financial professionals are compensated based on factors such as the amount of client assets they service; the time and complexity required to meet a client's needs; the products sold; product sales commissions; and revenue the firm earns from the financial professional's advisory services or recommendations. Because loads and certain ongoing fees vary across products, VFA and its financial professionals have an incentive to promote and recommend products that generate more revenue for VFA. Additionally, since not all activity is applied to the grid, this distinction creates an incentive for the financial professional to recommend a transaction that is applied to the grid, effectively disincentivizing transactions in securities that are not applied to the grid.

Brokerage - Compensation

When VFA acts as your broker-dealer, our financial professionals are compensated with a portion of the transaction-based fee charged to you and a portion of ongoing trails. This creates a conflict of interest because our financial professionals can earn more compensation when they recommend more transactions to you. Similarly, financial professionals earn more compensation by recommending some products that charge you higher fees, such as variable annuities, because of the time and complexity required to sell such products. This is a conflict of interest because it creates an incentive for financial professionals to recommend these types of products to you as opposed to other, less expensive products for which they receive less compensation.

Investment Advisory - Compensation

When VFA acts as your investment adviser, our financial professionals are compensated with a portion of the annual fee charged to your account. This creates a conflict of interest because our financial professionals have an incentive to increase the amount of client funds invested in advisory accounts.

Whether financial professionals act in a broker-dealer or investment adviser capacity, they participate in incentive programs that reward cash and/or non-cash compensation, such as bonuses, training symposiums and recognition trips. Incentive programs may be based on attracting new assets and clients, referring business to our affiliates, promoting investment advisory services, participating in advanced training and for improving client service. These programs may be partly subsidized by a third-party - or affiliated - mutual fund companies, insurance carriers or money managers. Our financial professionals have a financial incentive to recommend the programs and services included in these incentive programs over other available products and services that we offer.

6. DO YOU OR YOUR FINANCIAL PROFESSIONALS HAVE LEGAL OR DISCIPLINARY HISTORY?

Yes. Visit www.Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation Starter. Ask your financial professional:

- As a financial professional, do you have any disciplinary history? For what type of conduct?

7. ADDITIONAL INFORMATION

For additional information about VFA or our services, please see our Guide to Brokerage Services or the applicable Advisory Brochure for our advisory programs. If you have additional questions or would like information about obtaining a copy of this Client Relationship Summary, please visit our website at www.aigrs.com/client-relationship-summary or call us at 1-800-448-2542 or 1-800-248-2542 for the hearing impaired.

Conversation Starter. Ask your financial professional:

- Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?

Item 1 - Cover Page

VALIC Financial Advisors, Inc.

GUIDE TO BROKERAGE SERVICES

2929 Allen Parkway L7-20, Houston, TX 77019
Telephone: (866) 544-4968
www.aigrs.com/vfa_guide_to_brokerage_services

Effective July 16, 2021

This guide may be requested by contacting VFA at 866-544-4968 or it is also available free of charge on our website at www.aigrs.com.

Item 2 - Table of Contents

Item 3 - Introduction

The VFA Guide to Brokerage Services ("Guide") provides important information about the products and services offered by VALIC Financial Advisors, Inc. ("VFA," "the Firm," "we," "our") through its financial professionals, so that you can choose the services that work best for you. This guide also provides important information about the standards of conduct, compensation received by the Firm and its financial professionals, conflicts of interests, and other disclosures that you may find important to consider in deciding whether to do business with us.

VFA is registered with the Securities and Exchange Commission ("SEC") as both a broker-dealer and an investment adviser and is a member FINRA and the Securities Investor Protection Corporation ("SIPC"). VFA is a wholly owned subsidiary of The Variable Annuity Life Insurance Company ("VALIC"), which is an indirect wholly owned subsidiary of American International Group, Inc. ("AIG"). VFA and VALIC, together with additional AIG companies, are commonly referred to as and comprise AIG Retirement Services, our brand name.

Item 4 - Services

VFA provides brokerage services to retail customers in a number of ways, depending on their individual circumstances and how they prefer to engage with us. VFA and its financial professionals primarily provide services to participants within employer-sponsored retirement plans, and to retail customers (collectively "clients"). Outside of employer-sponsored plans, client accounts can include individual accounts, joint accounts, trust accounts, IRAs, ROTH accounts, Solo 401(k), SEPP, SIMPLE, 529 plan accounts, UTMA, UGMA and Health Reimbursement Arrangements ("HRAs"). We offer the following services:

- Broker-dealer services, such as recommendations of securities and insurance products, as well as recommendations of investment strategies (including the opening of different types of accounts), and trade execution; and
- Investment advisory services, consisting of one-time advice in the form of a financial or asset allocation plan, or of an advisory program providing ongoing management of your assets ("advisory services").

Please read further for more information about the firm's broker-dealer services and plan services. For more information about the VFA's advisory services, please see the Firm's Form ADV available at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials.

Broker-dealer Services

Broker-dealer services offered by VFA and its financial professionals include buying and selling securities and other products on a non-discretionary basis within an account. "Non-discretionary" means that clients must make the decision to buy or sell any investment, open an account, or take other action, because we will have no discretionary authority to do so. In exchange for our brokerage services, you pay a commission or other charge for each transaction.[1] You will be charged more (and we receive more revenue) when there are more trades in your account, and the firm therefore has an incentive to encourage you to trade often in a brokerage account. Other fees and expenses will apply to your brokerage account. For more information regarding VFA account fees please visit www.aigrs.com/client-relationship-summary/vfa-fee-schedules and your brokerage account agreement.

Brokerage services also include the preparation of financial plans in connection with or in relation to securities transaction recommendations for which VFA and its financial professionals receive transaction-based compensation as described above. A financial plan document will specify whether it is provided as a broker-dealer service or an advisory service.

Account Minimums. There is no minimum amount required to open or maintain a VFA brokerage account. However, product issuers may establish a minimum investment threshold. For example, variable annuities, 529 Plans, and mutual funds may impose minimum investment amounts. For information on applicable minimums, please consult the specific product's offering documents.

Monitoring Transactions. When VFA and its financial professionals make recommendations to you in a broker-dealer capacity, we evaluate your needs based on the information you provide to us and recommend products that are in your best interest. Once an initial recommendation is made, neither VFA nor its financial professionals monitor your investment nor offer monitoring as part of the firm's brokerage services. If you seek ongoing monitoring of your investments, please speak to your financial professional about investment advisory products and services. If your financial professional is not licensed to sell investment advisory products, he or she may refer you to another financial professional who is licensed to sell investment advisory products to you through VFA.

Plan Services

Plan services offered by VFA and its financial professionals include administrative and educational assistance with plan enrollment and contributions, distributions, loans, beneficiary designations, required distributions, and other plan-related activities. For some employers, plan services can include assistance with HRAs. We provide plan services in conjunction with other services provided by our affiliates VALIC, VALIC Retirement Services Company ("VRSCO"), and/or AIG Federal Savings Bank, either on a proprietary plan recordkeeping platform, or on a third-party's product or recordkeeping platform. As part of these plan services, VFA financial professionals may provide educational information to plan participants about their plans, including available investment alternatives, and assist plan participants with plan-related matters such as navigating plan and account procedures, answering general and specific plan account questions, and helping with the completion of administrative forms relating to their plans. Plan participants also can become VFA clients and receive recommendations, inside or outside of the plan.

Item 5 - Standard of Conduct

You should be aware of key differences between broker-dealer and investment adviser standards of conduct. For example, investment advisers are subject to a fiduciary duty and generally obligated to provide ongoing advice and monitoring, while broker-dealers are subject to no such duty under federal securities laws. Instead, broker-dealers must act in your best interest at the time a recommendation is made under the SEC's Regulation Best Interest (Reg BI), and are not required to monitor your account or transactions on an ongoing basis they have agreed to do so.

Capacity: When our financial professionals provide recommendations to you for your brokerage account, they are acting in the capacity as a broker-dealer with regard to the recommendation and are subject to Reg BI. Conversely, when they make recommendations for your advisory account, they are acting in the capacity of an adviser and are not subject to Reg BI.

Additional Standards: When making securities and other recommendations, or providing plan services, VFA and its financial professionals may be subject to fiduciary or other standards imposed by other laws or requirements, such as federal laws applicable to certain retirement plans and IRAs (for example, the Employee Income Retirement Security Act of 1974 (ERISA) and the Internal Revenue Code), and state securities and insurance laws. Whether these standards apply will depend on the particular facts and circumstances. **Please ask your financial professional if you have any questions regarding these standards or the capacity in which your financial professional is acting.**

Item 6 - Brokerage Recommendations

VFA financial professionals may recommend specific brokerage account types (e.g., brokerage, a 529 Plan, or other account types, as well as recommendations to rollover or transfer assets from one account to another), the purchase, sale or retention of securities, and/or recommendations of certain investment strategies. Some securities and other products that we offer, such as mutual funds, HRAs, 529 Plans and variable annuities, and variable life are held in accounts/contracts at the product sponsor rather than in a VFA brokerage account.

VFA financial professionals will use a variety of factors in assessing what products or services are in your best interest such as your age, other investments, financial situation and needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs, and risk tolerance. It is your responsibility to furnish your financial professional with complete and current information regarding your personal and financial situation. Your financial professional will review the features and benefits of available products including performance, costs and risks among other factors to determine that they are recommending a product in your best interest.

Item 7 - Products Available For Brokerage Accounts

This section is intended to provide you with a general description of the various products recommended for brokerage accounts. Before making any investment, you should evaluate whether the product is suitable for your needs and financial situation, and your ability to take on risks.

As a reminder, while we will take appropriate care in developing and making recommendations to you, securities and investment products involve risk, and you may lose money. There is no guarantee that you will meet your investment goals, or that our recommended investment strategy will perform as anticipated. Please consult any offering documents for any security we recommend for a discussion of risks associated with the product.

A. Mutual Funds

A mutual fund is a product that pools assets from many investors and invests the money in stocks, bonds, and other securities or assets in some combination. The holdings of the mutual fund are its "portfolio." Each share of the mutual fund represents an investor's proportionate ownership of the fund's portfolio holdings and the income those holdings may generate.

There is a wide variety of mutual funds, covering a range of strategies and risks, including stock, fixed income, balanced, multi-asset, and index funds. All mutual funds carry risk. Your investment will fluctuate in value. You can lose some or all of your money.

Before you invest, be sure to read the mutual fund's prospectus to learn about the product you're considering. The prospectus contains important information regarding the product's investment objectives, strategies, risks, charges, expenses and other matters significant to your investment choice. By clearly understanding the investment you're considering, you'll be better prepared to make a sound investment decision.

Fees & Costs: You should be aware that all mutual funds have internal costs that lower your investment returns. Many mutual fund families make a variety of share classes available. Different share classes of the same fund represent the same underlying investments, but are subject to different fees, including fees that support the sale and distribution of such share classes (including 12b-1 fees, front-end sales loads, and deferred sales loads). Different share classes are also subject to different eligibility criteria (such as minimum investment amount or account type).

The following is a summary of share classes and fees associated with mutual fund purchases in a VFA brokerage account.

- **Class A Shares – Front-End Sales Charge** Class A Shares generally include a front-end sales charge (or load) that's included in the purchase price of the shares and is determined by the amount you invest. These loads generally range from 0% to 5.75% and are disclosed in the prospectus. The more you invest, the lower your purchase cost as a percentage of your investment. Many mutual fund families offer volume discounts known as "breakpoints," based on the amount of investment. Information regarding a mutual fund's breakpoints may be found in the prospectus. Class A shares usually have lower 12b-1 fees (annual marketing or distribution fees) than Class C shares offered by the fund and therefore may be the less costly method to purchase mutual funds for long-term investors. In addition, certain investors may be entitled to a sales charge or load waiver based, for example the investor's account type.
- **Class C Shares – Contingent Deferred Sales Charge** Contingent deferred sales charges are sales charges that are applied when mutual fund shares are redeemed within a specified number of years (varies by prospectus). These charges generally range up to 1% for C shares. Contingent deferred sales charges can be reduced or eliminated based on how long the shares are held and as described in the prospectus. Class C shares include up to a 1% upfront commission and are subject to higher 12b-1 fees. Certain fund complexes allow for the exchange of C shares into lower cost A shares after a certain number of years, but others do not. Check the prospectus of the relevant fund for this information or ask your financial professional.

It is important to read the prospectus and work with your financial professional to learn how a particular fund establishes eligibility for mutual fund sales charge reductions and waivers. A mutual fund's breakpoint schedule and waiver eligibility rules can be found in the fund's prospectus or Statement of Additional Information (SAI). If you believe you are eligible for a front-end sales charge waiver, please notify your financial professional.

A portion of the up-front commission as well as the ongoing trails (described above) is paid to your financial professional.[2]

Before you invest, be sure to read the fund's prospectus. The prospectus contains important information regarding the product's investment objectives, strategies, risks, charges, expenses and other matters significant to your investment choice. By clearly understanding the investment you're considering, you'll be better prepared to make a sound investment decision. Mutual funds also charge investment management, shareholder servicing, fund accounting, and administration fees, all of which reduce investment performance. More information about these fees and expenses can be found in the fund's prospectus.

Material Limitations: The mutual funds available through VFA are limited and will change from time to time. The VFA mutual fund family list was developed after a qualitative review of mutual funds available and offered on the existing VFA platform. VFA seeks to include mutual funds and investment managers that provide a wide range of core and specialty investment categories to meet investor needs and engages a third-party service to assist in its selection process. The team also considered investment managers familiar to participants invested in the Firm's group retirement plans. The resulting mutual fund family list represents a universe of industry leading investment managers that provide a wide range of investment products — including certain funds that are managed by a VFA affiliate. Financial professionals can use the mutual fund family list to construct diversified portfolios that align with a spectrum of investor objectives and risk tolerance levels.

B. Variable Universal Life ("VUL") Insurance Policies

VFA offers variable life insurance policies that include a range of underlying investment options held by the insurer in subaccounts. The value of a variable life policy at any given time depends on the performance of the options chosen within the subaccounts.

Fees & Costs: The expenses you pay for variable life insurance policies are described in the policy and, if applicable, prospectus. Common charges include state premium taxes, upfront sales loads to cover acquisition costs, surrender charges to recoup amortized expenses, cost of insurance charges, monthly administrative charges for policy maintenance, recordkeeping and accounting, and mortality and expense risk charges to offset unexpected mortality. Additionally, periodic fees such as loan interest charges, underlying fund investment management charges, transfer charges and optional rider charges may apply where applicable. All of these costs will lower your investment return. VFA receives an upfront commission rate of 90% of the first-year premium. A portion of the commission and trails received by VFA is paid to the financial professional (if applicable).[3]

You will also pay for expenses associated with the investment options within the policy. Before you invest, be sure to read the product's offering documents. The offering documents contain important information regarding the product's investment objectives, strategies, risks, charges, expenses and other matters significant to your investment choice. By clearly understanding the investment you're considering, you'll be better prepared to make a sound investment decision.

We primarily recommend insurance products issued by other insurance companies that are not affiliates of VALIC and VFA.

Material Limitations: VFA works through an affiliate to identify the limited VUL products it offers. VFA only offers products that meet its affiliate's criteria. Only VULs from issuers that make on-going payments for distribution to our affiliate, are included in the VULs we offer.

C. Variable Annuities

Variable annuities accumulate funds or distribute income based on the performance of the underlying investment options chosen by the contract owner. Some of the features variable annuities may provide include guaranteed lifetime income, standard or enhanced guaranteed minimum death benefits, and/or tax deferral. A variable annuity offers a range of investment options. The investment options for a variable annuity are typically investment subaccounts of funds that invest in stocks, bonds, money market instruments or some combination of the three. The value of your variable annuity will depend on the performance of the investment options you choose.

Fees & Costs: Variable annuity product fees are collected by the insurance carrier. Common charges, which are deducted on a daily basis, include an administrative expense charge for allocating premiums and administering the contract's accumulation value; net portfolio operating expenses, which are subject to change and can be found in the prospectus, other categories of fees, including an annual maintenance fee, premium, tax charges, transfer charges, surrender charges, and optional rider charges. You will also pay for expenses associated with the investment options within the annuity contract. These fees and the purposes for which they are imposed are described in the prospectus for each product. All of these expenses will reduce your investment return.

VFA receives upfront commissions ranging from 2% to 7%, depending on the contract and contract version; some contracts also pay an ongoing trail. A portion of the commission and trails received by VFA is applied to the compensation grid (see Item 8 – Differences in Compensation Amount or Structure) and paid to the financial professional (if applicable). Before you invest, be sure to read the product's prospectus. The prospectus contains important information regarding the product's investment objectives, strategies, risks, charges, expenses and other matters significant to your investment choice. By clearly understanding the investment you're considering, you'll be better prepared to make a sound investment decision.

Material Limitations: We primarily recommend annuity products issued by VALIC and other insurance company affiliates of VALIC and VFA. However, VFA will recommend third-party products from our product shelf if there are no proprietary products that meet your stated needs and objectives and it is in your best interest. For retirement plans that offer VALIC variable annuities, the plan sponsor and/or fiduciary, and not VFA, selects the investment options made available to participants.

D. Securities Available for Purchase on an Unsolicited Basis

Financial Professionals will not recommend the purchase of common stocks, bonds, and exchange traded products ("ETPs"), though VFA generally will accommodate clients who wish to include these securities in a brokerage account at VFA. However, in order to make other investment choices it is possible that a VFA financial professional will recommend that a client sell common stocks, bonds and exchange traded products. You will pay us a transaction fee for each purchase or sale of these securities. Your financial professional is not compensated for the purchase or sale of individual stocks, bonds and ETPs, although the Firm does receive such compensation. Information about the costs to affect these unsolicited transactions are available at www.aigrs.com/client-relationship-summary/vfa-fee-schedules.

E. Non-Securities Insurance Products

The Firm may also recommend certain non-securities products such as fixed annuities and life insurance. Fees and costs associated with these products are as follows:

- Immediate and deferred fixed annuities, and fixed indexed annuities, with upfront commission rates ranging from 0.5% to 5% depending on specific type; some contracts also pay an on-going trail. A portion of the commission as well as the ongoing trail is paid to the financial professional.
- Term and whole life insurance, and universal life ("UL") insurance, with associated upfront commission rates in an amount ranging from 28% to 105% of 1st year premium depending on specific type[4], as well as commissions on renewals and commissions payable for excess insurance premiums. A portion of the commission and trails received by VFA is paid to the financial professional (if applicable).

For more information regarding non-securities insurance products, please carefully review your policy documentation.

Item 8 - Conflicts of Interest

Generally, conflicts of interest occur when there is a financial incentive that favors one recommendation over another, such as when greater compensation can be received for recommending a particular security or type of security or investment strategy, and recommendations to rollover or transfer assets.

How We Address These Conflicts

We maintain policies and procedures designed to identify conflicts of interest and to ensure that VFA financial professionals make recommendations that are in your best interest in the context of the products and services offered by the Firm and your specific investment needs and objectives. As a part of these procedures, all product sale recommendations, including variable annuities, VUL, and those involving a transfer, rollover, or tax-free transfers between "like-kind" annuity and insurance products, are reviewed by our Supervision department, the members of which do not receive any variable product-based compensation. Additionally, VFA maintains robust programs for the review of these policies and procedures via internal auditing procedures, other compliance related review and surveillance activities, and from time to time engages outside consultants to review, evaluate, and recommend changes to existing policies and procedures.

The following are some specific conflicts that VFA has identified and that are addressed in VFA's ongoing sales, compliance, supervision, and related procedures.

Recommendations of Proprietary Products

A variety of VFA's affiliates offer proprietary products that financial professionals can recommend to you. Although the level of compensation your financial professional receives will depend on the specific products or services you purchase (as discussed in more detail above), your financial professional does not receive greater compensation for the sale of a proprietary as opposed to a third-party product. **AIG as a whole, however, will receive greater compensation when you purchase proprietary products, as VFA affiliates collect a variety of fees from such proprietary products.** These include fees for investment management, shareholder servicing, fund accounting, administration, and distribution. This creates an incentive for VFA as an organization, to encourage our financial professionals to recommend proprietary products. Also, as explained above, VFA generally limits the sale of annuities to proprietary products and has an incentive to do so. Proprietary mutual funds managed by a VFA affiliate are included in the package of investment options offered to plan sponsors for inclusion in their retirement plans.

Examples of proprietary products and services include:

- When providing services to employer-sponsored retirement plans or HRAs, VFA can offer services associated with recordkeeping platforms from VALIC and VRSCO, and annuities and mutual funds sponsored and/or managed by affiliates, which are then selected by the plan sponsor.
- When providing services to retail accounts, VFA recommends proprietary mutual funds and annuities.
- In certain types of products, such as variable annuities, your financial professional may, in addition to recommending the product itself, also recommend the allocation to different investment portfolios within the product. In many variable annuities, VFA affiliates offer or manage at least some of the underlying investment options, which further increases compensation to VFA affiliates.

Wholesaler Support VFA engages wholesalers, employed by VALIC, who help financial professionals understand the products they offer and sell to you. These wholesalers receive separate compensation on the sale of these products. This compensation is not paid by you the client, but rather by the product issuer which are primarily affiliates of VFA. These wholesalers are generally more accessible to our financial professionals than are wholesalers of third-party products, which may result in more frequent recommendations of proprietary products than third-party products.

Differences in compensation amount or structure

VFA compensates its financial professionals for much, but not all, of their activity through the use of a compensation grid. Under this grid, financial professionals whose overall sales activities exceed certain grid thresholds are entitled to receive increasing amounts of compensation. In other words, financial professionals increase their compensation when they generate more revenue for VFA (but not for VFA's affiliates) Additionally, your fees do not increase as a result of any changes in compensation resulting from the different levels of the grid. Since not all activity is applied to the grid, this distinction creates an incentive for the financial professional to make a recommendation and sale that is applied to the grid, effectively disincentivizing transactions in securities that are not applied to the grid.

The amount of compensation your financial professional receives will vary depending on the products or services you receive, and the amount you invest. This creates incentives to recommend some products over others, and generally to recommend that you invest greater amounts of your assets. For example, your financial professional will typically receive a greater commission on the sale of a variable annuity than on the sale of a mutual fund, which creates an incentive for your financial professional to recommend a variable annuity to you over a mutual fund.

Different types of products may also have different commission schedules, resulting in different commission rates payable to your financial professional over time. Depending on whether your financial professional is interested in immediate compensation (a higher initial commission) or a stable long-term compensation (stronger residual compensation), these different payment schedules create a conflict because a financial professional recommending one product over another could receive higher initial commissions in the current year or higher earnings and trailing commissions in futures years.

Examples of specific factors that may affect your financial professional's compensation include:

- Salaries, bonuses, service-related compensation, solicitor compensation, compensation for referrals, types of in-plan compensation;
- Commissions for in-plan or out-of-plan annuities, and out-of-plan mutual funds, including both initial and trail commissions;
- Asset-based compensation for investment advisory programs and/or to support ongoing servicing.
- Differences in compensation chargebacks if the annuity is surrendered early.
- Establishing a new account, including an account for a new client, often results in greater compensation to the financial professional than if the client instead added amounts to an existing account, especially if the financial professional receives little or no compensation from the existing account. Rollovers out of plans and into IRAs, and product replacements, are two common examples of this, as is the establishment of an advisory service or account.

Certain factors may also reduce compensation paid to financial professionals. As described above, many mutual fund families offer volume discounts known as "breakpoints," which reduce the fees you pay to invest. Your financial professional's commission will be lower if you take advantage of such breakpoints, and so your financial professional has an incentive to recommend that you spread your investment across multiple mutual funds, even though spreading your assets in this way will result in your paying greater sales loads, which will lower investment performance. Information on available breakpoints for a mutual fund is available in its prospectus.

Financial professionals generally earn more commissions on investments in new variable annuities or VUL products than they would on additional investments to your existing annuities or VULs. This creates a conflict of interest because you will pay less fees when investing additional money through your current annuities or VULs than you would purchasing a new one.

Financial professionals also have an incentive to recommend that clients surrender legacy annuity products with higher guaranteed minimum interest rates ("GMIR") for new products with lower GMIR. This creates a conflict of interest because a higher guaranteed minimum interest rate increases the minimum interest paid to you on your annuity. However, your financial professional receives greater compensation for selling annuity products with lower guaranteed minimum interest rates.

In addition to being paid a commission when he or she sells products and services to you, your financial professional is eligible, based on sales activity, to receive bonuses, expense reimbursement, and recognition awards and to attend conferences. VFA maintains a program under which certain financial professionals are eligible to attend an annual education conference based on their achievement of certain levels of aggregate compensation from the sale of securities, insurance products, and from advisory fees received from advisory accounts. Certain of the Firm's top earning financial professionals are designated as President's or Platinum President's Cabinet members and receive additional financial and non-financial benefits.

Qualification for the Advisor Leadership Conference or the President's or Platinum President's Cabinet is based on total compensation as described above and is not based on any specific product or category of products. However, because eligibility for the conference and the President's or Platinum President's Cabinet is based on the financial professional's total compensation, financial professionals benefit more when clients purchase products or transfer assets to services or products that earn higher levels of compensation for the financial professional.

These bonuses and recognitions are not tied to the recommendation or sale of specific securities or specific types of securities and some states may prohibit or restrict your financial professional from receiving all or some of these benefits.

To see how we address these conflicts please see **How We Address These Conflicts.**

12b-1 fees, Share class selection, Revenue sharing

Retail Accounts

VFA has an incentive to limit its mutual fund share classes to those that pay VFA and its financial professionals commissions and 12b-1 fees, even though cheaper share classes of the mutual funds may be available. You should understand that a higher cost share class of a mutual fund will result in lower investment performance compared to a lower cost share class of the same fund.

Certain of the fees associated with different share classes, such as sales loads and 12b-1 fees, are paid to VFA and shared with your financial professional. This creates an incentive for your financial professional to recommend to you a share class that results in higher payments to him or her, even if a cheaper share classes is available to you. VFA seeks to address this conflict by capping the compensation paid to the financial professional at the point of sale.

VFA caps the compensation applied and paid to the financial professional's compensation grid and paid for the sale of retail mutual funds in order to help mitigate the incentive to recommend one product over another. In those cases, VFA retains the remainder of any compensation over and above the cap. This creates a Firm conflict of interest. Moreover, different funds pay different amounts of revenue sharing and servicing fees, which provides an incentive for the Firm to recommend to retail clients funds that generate higher payments than other funds on the platform.

Conference Payments

Additionally, in certain cases, VFA and/or one or more of its affiliates will receive payments from fund sponsors, annuity providers including affiliate(s), and service providers that choose to participate in, and that are designed to defray the costs associated with, Firm-sponsored or VALIC-sponsored conferences, seminars, training or other educational events where such funds or other related services are discussed and that are attended by our employees and/or plan sponsors and plan consultants.

In-plan Accounts

Certain mutual funds (and sometimes their investment advisers) pay fees such as 12b-1, revenue sharing and shareholder servicing and sub-accounting fees. For most in-plan platforms, these payments effectively are offset against the cost of the annuity contract (e.g., Portfolio Director) or of the plan fees (mutual fund platform) or are credited to the plan or back to participant accounts. Where applicable, we address these conflicts by retaining all such payments at the Firm level to be distributed and credited as mentioned above and such payments are not shared with the financial professionals who are making the actual recommendations.

To see how we address these conflicts please see **How We Address These Conflicts.**

Loads and Ongoing Fees

Loads and certain ongoing fees (e.g., sub accounting fees) paid to VFA vary from product to product. This differential compensation creates a conflict of interest because VFA has an incentive to promote and recommend products that generate more revenue for the Firm. VFA seeks to address this conflict by capping the compensation paid to the financial professional at the point of sale.

Support Payments

VFA will receive marketing support, meeting support and/or wholesaling support payments ("Support Payments") from affiliated and third-party issuers/sponsors of variable annuity products and mutual funds in consideration of certain services provided by VFA, including, without limitation, access to VFA financial professionals. These payments will be made periodically and are based on the amount of VFA client assets invested with the issuer/sponsor. Additionally, issuers/sponsors will make periodic payments based on new sales of the issuer's products in exchange for VFA providing certain wholesaling support services to VFA's financial professionals. These wholesaling services include, without limitation, product training, case consultation and product illustrations. The Support Payments received by VFA are paid by the issuer/sponsor and are not part of the fees paid by clients who invest in the product. Your financial professional may be more knowledgeable and more likely to recommend to you products whose issuers/sponsors pay VFA Support Payments. While these payments provide an incentive for VFA to recommend certain products over others, we address this conflict by ensuring that financial professionals do not receive any portion of the Support Payments.

Selection of NFS as Clearing and Custody Broker

For your brokerage account with VFA, VFA acts as the introducing broker and National Financial Services LLC ("NFS") acts as the clearing firm and custodian for your account. Although VFA is not affiliated with NFS, the firm receives certain benefits from its relationship with NFS. These benefits include receipt of revenue sharing payments from NFS, and receipt of a portion of fees paid for ancillary services incurred by client actions and all net profits on trade errors.

VFA receives regular revenue sharing payments from NFS that derives from certain types of account transactions, positions, and assets in client accounts held at NFS. The receipt of such compensation from NFS creates a conflict of interest for VFA because VFA has an economic incentive to use NFS as its clearing firm for trade execution and custody over other firms that do not or would not share such revenue with VFA, even if such other firms are otherwise more beneficial to customers.

Licensing

The range of products available to be recommended by a VFA financial professional depends on that individual's licenses. For example, some VFA financial professionals may be unable to recommend insurance products, individual securities or provide investment advisory services. Your financial professional may refer you to (or partner with) another financial professional to make available products that are in your best interest but that he or she is not able to offer.

Item 9 - Sponsorship Activities

The Firm and its affiliates from time to time enter into agreements with, and pay compensation to, various organizations and associations, including trade associations, unions, and other industry groups, that provide various services to plan sponsors and/or plan participants. These organizations may sponsor and invite the Firm and/or its affiliates to participate in, educational conferences and seminars for retirement plan participants. In some instances, these organizations may endorse and/or promote the Firm and/or its affiliates' products and/or services, and otherwise provide the Firm and/or its affiliates with marketing opportunities. Compensation paid by VFA or its affiliates to these organizations for marketing and advertising opportunities provide an incentive for the organizations to promote the Firm's and/or its affiliates' services and products and may result in the sale of additional annuity sales and advisory programs to plan participants.

To see how we address these conflicts please see **How We Address These Conflicts.**

Item 10 - Other Disclosures

Other disclosures that you may find important are included in other documents that we provide, including the following:

- Our Client Relationship Summary ("Form CRS"), which contains certain SEC-required information about us and our services;
- Our Form ADV Brochure, which contains SEC-required information about our investment advisory services;
- Our Broker-Dealer Account Agreement that governs your brokerage relationship with us;
- The Investment Advisory Agreement that governs your investment advisory relationship with us;
- Prospectuses, other offering documents, and related materials provided in connection with purchases of securities and other investments; and
- Trade confirmations you will receive in connection with purchases and sales of securities.

Additionally, free and simple tools are available to research firms and financial professionals at www.Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

Please click on the available links above or call (866) 544-4968 to obtain a copy of the materials available to you.

[1]Additional trail commissions or commissions for subsequent deposits will apply for certain products. Also, see Differences in compensation amount or structure in Item 8 in order to understand how these payments to financial professionals affect the compensation grid.

[2]The portion of any upfront load paid to your financial professional is capped at 4.25%. VFA retains any compensation above the 4.25% cap.

[3]VFA gets paid based on the premium you pay for this product for years 1-10.

[4]Term life compensation is 28% to 105% of 1st year premium with renewals, whole life compensation is 80% to 85% of 1st year premiums (including any excess premium payments) with renewals, UL compensation is 90-75% of 1st year premiums (including any excess premium payments) with renewals.

Item 1 - Cover Page

VALIC Financial Advisors, Inc.

WRAP FEE PROGRAM BROCHURE

Part 2A Appendix 1 of Form ADV

VFA Managed Investment Program

2929 Allen Parkway, L7-20, Houston, TX 77019

Telephone: (866)-544-4968

June 30, 2021

This wrap fee program brochure provides information about the qualifications and business practices of VALIC Financial Advisors, Inc. ("VFA"). If you have any questions about the contents of this brochure, please contact us at telephone number **866-544-4968. 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.**

VFA is a registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training. **Additional information about VFA also is available on the SEC's website at www.adviserinfo.sec.gov.**

Our brochure may be requested by contacting VFA at 866-544-4968 or it is also available free of charge at our website at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials.

Item 2 — Material Changes

The following material changes have been made to VALIC Financial Advisors, Inc.'s ("VFA" or the "Firm") Wrap Fee Program Brochure ("Wrap Brochure"), which describes the Managed Investment Program ("MIP"), since its last annual update on March 31, 2021.

- The Firm updated Item 4 to note that, effective on or about July 12, 2021, the Managed Investor Account AIG Plus Portfolios will no longer be offered and assets in those portfolios will be merged into the Managed Investor Account Portfolios as described in this Wrap Brochure.
- The Firm revised Item 9 to note its proxy voting procedures as described in this Wrap Brochure.

You may obtain copies of this Wrap Brochure and VFA's Firm Brochure by calling 866-544-4968 or accessing our website at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials.

Item 3 - Table of Contents

Item 4 - Services, Fees and Compensation

The Firm

The Firm is registered with the SEC as an investment adviser. As an investment adviser, VFA provides to its clients the investment advisory products and services described in this Wrap Brochure, and certain other advisory programs described in other Firm brochures. The Firm offers its investment advisory services through its investment adviser representatives ("IARs") located throughout the United States. The Firm is also registered with the SEC as a broker-dealer and is a member firm of FINRA. As a broker-dealer, the Firm separately makes available securities such as stocks and bonds, mutual funds, exchange-traded funds ("ETFs"), variable annuity and variable life insurance products, and municipal securities. Broker-dealer services are not covered by this Wrap Brochure, are not part of our advisory relationship with you, and are not subject to regulation under the Investment Advisers Act of 1940. All IARs are also engaged in the Firm's brokerage business and are registered with the Firm as registered representatives.

VFA was incorporated in Texas in 1996 and is headquartered in Houston, Texas with additional branches throughout the United States. VFA is a wholly owned subsidiary of The Variable Annuity Life Insurance Company ("VALIC"), doing business under the AIG Retirement Services, Inc. brand name, an indirect wholly owned subsidiary of American International Group, Inc. ("AIG"). As of March 31, 2021, VFA managed approximately $24,259,700,000 on a discretionary basis.

This Wrap Brochure describes the services, fees and other necessary information you should consider prior to enrolling in the MIP program. The Firm also offers two other wrap fee programs: The Guided Portfolio Services ("GPS") Program and Guided Portfolio Advantage ("GPA") Program. You can obtain a wrap fee program brochure for these other two programs free of charge at www.aigrs.com/prospectus-and-reports/vfa-form-adv-materials or by contacting us at 866-544-4968. For a description of the other services offered by VFA, please refer to the Firm's Form ADV Part 2A Firm Brochure ("Firm Brochure").

MIP

MIP is an asset management program offered by the Firm. The Firm has contracted with Envestnet Asset Management, Inc. ("Envestnet"), a provider of wealth management software and services (and which is not affiliated with the Firm), to provide the operational and system support for MIP.

The Firm has selected third party investment managers, or "Strategists," to provide services in MIP and that are responsible for the design and management of the MIP portfolio models described below. The Strategists include: BlackRock Investment Management ("BlackRock"); CLS Investments, LLC ("CLS Investments"); Envestnet PMC, a division of Envestnet Portfolio Solutions, Inc. ("Envestnet PMC"); Russell Investment Management, LLC ("Russell Investments"), and; The Vanguard Group ("Vanguard"). Envestnet PMC is an indirect, wholly owned subsidiary of Envestnet. The Strategists are responsible for the following MIP portfolio models:

BlackRock

- Managed Investor Account BlackRock Target Allocation ETF Portfolios
- Managed Investor Account BlackRock Target Allocation ESG Portfolios

CLS Investments

- Managed Investor Account CLS Smart ETF Portfolios
- Managed Investor Account CLS Focused Strategies Portfolios

Note: Effective May 1, 2021, the CLS Portfolios are no longer offered and additional investments are no longer permitted.

Envestnet PMC

- Managed Investor Account Portfolios
- Index Plus Managed Investor Account Portfolios
- Managed Investor Account ActivePassive® Portfolios
- Managed Investor Account AIG Plus Portfolios *(Effective July 12, 2021 these portfolios are no longer offered and assets in the portfolios will be merged into the Managed Investor Account Portfolios)*
- Managed Investor Account PMC Active Core Portfolios
- Managed Investor Account PMC Active Income Portfolios
- Managed Investor Account PMC ActivePassive Portfolios
- Managed Investor Account Retirement Income Portfolios
- Integrated Managed Investor Account Portfolios *(Effective May 1, 2021 these portfolios are no longer offered but continue to accept additional investments)*
- Managed Investor Account California Residents Portfolios

- Managed Investor Account PMC Passive Foundation Portfolios
- Managed Investor Account PMC Impact Foundation Portfolios
- Selected Manager Investor Account Portfolios

Russell Investments

- Managed Investor Account Russell Portfolios

Vanguard

- Managed Investor Account Vanguard ETF Strategic Model Portfolios

VFA and Envestnet are jointly responsible for the ongoing management of your MIP account and the Strategists create and maintain their respective MIP portfolios as further described below. In connection with this arrangement, your IAR will provide assistance in determining your asset allocation and the selection of your MIP portfolio option(s) (described below). Your asset allocation will be based upon your responses within an investor profile questionnaire (the "Client Profile Questionnaire"), which includes factors such as risk tolerance, goals, investments objectives and time horizon. Your portfolio will be assigned an asset allocation ranging from Very Conservative to Very Aggressive with several allocations in between.

After completing the Client Profile Questionnaire, your IAR will help you complete an additional questionnaire designed to determine your investment focus, which may include traditional asset allocation, cost sensitivity, and socially and environmentally responsible investing, among others. Note that, if your IAR recommends the Selected Managed Investor Account Portfolio, described below, you will not complete the second questionnaire. Based on your responses in the second questionnaire, your IAR will recommend one or more MIP portfolios that best meet your needs based on the information you have provided. Your IAR will present the proposed allocation to one or more MIP Portfolios, which incorporates your responses to the Client Profile Questionnaire, for your review and approval. Once you approve the proposal it will be implemented. Envestnet will monitor your account for conformance to the allocation and will rebalance your account periodically to maintain the asset allocation. As your needs change or market conditions warrant, you have the flexibility to revisit your investor profile and complete a new Client Profile Questionnaire to determine whether you are appropriately invested.

The MIP program currently offers fifteen (15) different portfolios. Minimum account balances for the model portfolios are noted in the descriptions below; where applicable the annual minimum account balance fee is also noted (see also description of *Minimum MIP Account Fee* elsewhere in this Brochure).

(1) *Managed Investor Account PMC Passive Foundation Portfolios* ("MIA Passive Foundation Portfolios") – Initial minimum account balance is $5,000. The portfolios are focused on low-cost investing using passively-managed index mutual funds. Envestnet will assess an annual minimum account fee of $10 (see description of Minimum MIP Account Fee on elsewhere in this Brochure).

(2) *Managed Investor Account PMC Impact Foundation Portfolios* ("MIA Impact Foundation Portfolios") – Initial minimum account balance is $5,000. The portfolios consist of mutual funds and is designed for investors with environmental, social and governance ("ESG") priorities. Envestnet may assess an annual minimum account fee of $10 (see description of Minimum MIP Account Fee elsewhere in this Brochure).

(3) *Managed Investor Account AIG Plus Portfolios* ("MIA AIG Plus Portfolios") – Initial minimum account balance is $10,000. The portfolios consist of AIG mutual fund(s) ("AIG Funds") managed by SunAmerica Asset Management, LLC ("SAAMCo"), a registered investment adviser for AIG Funds and an affiliate of the Firm, as well as other unaffiliated mutual funds. Effective on or about July 12, 2021, any accounts with assets invested in MIA AIG Plus Portfolios will be merged into the Managed Investor Account Portfolios (see number 12 below). The Strategist (Envestnet PMC) will rebalance your account, diversifying out of all AIG Funds and any third-party funds as needed, to align with the Managed Investor Account Portfolios. This event may cause your account to incur capital gains and/or losses. Effective June 18, 2021 these portfolios no longer accept new accounts; existing account may continue to make additional investments.

(4) *Managed Investor Account PMC Active Core Portfolios* ("MIA American Funds Active Core Portfolios") – Initial minimum account balance is $10,000. These portfolios emphasize American Funds and can include mutual funds from other fund families.

(5) *Managed Investor Account PMC Active Income Portfolios* ("MIA American Funds Active Income Portfolios") – Initial minimum account balance is $10,000. These portfolios emphasize American Funds and can include mutual funds from other fund families.

(6) *Managed Investor Account BlackRock Target Allocation ETF Portfolios* ("MIA BlackRock Target Allocation ETF Portfolios") – Initial minimum account balance is $10,000. The portfolios consist of investments exclusively in iShares ETFs, which are managed by a Blackrock affiliate, BlackRock Fund Advisers ("BFA"). Envestnet may assess an annual minimum account fee of $50 (see description of Minimum MIP Account Fee elsewhere in this Brochure).

(7) *Managed Investor Account Vanguard ETF Strategic Model Portfolios* ("MIA Vanguard Portfolios") – Initial minimum account balance is $10,000. The MIA Vanguard Portfolio is comprised exclusively of Vanguard ETFs designed to offer broadly diversified,

low-cost index exposure. Envestnet may assess an annual minimum account fee of $50 (see description of Minimum MIP Account Fee elsewhere in this Brochure).

(8) *Managed Investor Account PMC ActivePassive Portfolios* ("MIA Franklin Templeton ActivePassive Portfolios") – Initial minimum account balance is $10,000. These portfolios emphasize Franklin Templeton Funds and can include mutual funds from other fund families.

(9) *Managed Investor Account Russell Portfolios* ("MIA Russell Portfolios") – Initial minimum account balance is $25,000. The portfolios consist exclusively of mutual funds advised by Russell Investments. Envestnet may assess an annual minimum account fee of $50 (see description of *Minimum MIP Account Fee* elsewhere in this Brochure).

(10) *Managed Investor Account BlackRock Target Allocation ESG Portfolios* ("MIA BlackRock Target Allocation ESG Portfolios") – Initial minimum account balance is $25,000. The portfolios consist of investments exclusively in ESG-focused iShares ETFs which are managed by BFA. MIA BlackRock Target Allocation ESG Portfolio invests in ESG (or Environmental Social and Governance) focused ETFs, which means investments are based on the sustainability and ethical impact of an investment in a business or company. Accordingly, the portfolios intend to screen out, and may forego potentially profitable investment opportunities in, particular companies and industries pursuant to criteria established by BlackRock. There is no guarantee that this ESG objective will be achieved, and such assessment is at BlackRock's discretion. Envestnet may assess an annual minimum account fee of $50 (see description of *Minimum MIP Account Fee* elsewhere in this Brochure).

(11) *Managed Investor Account ActivePassive® Portfolios* ("MIA ActivePassive Portfolios") – Initial minimum account balance is $25,000. The portfolios consist of actively-managed mutual funds primarily within the PMC Fund family and passively-managed mutual funds managed by unaffiliated third parties. The actively-managed funds are managed by Envestnet Asset Management, Inc., an affiliate of Envestnet and Envestnet PMC.

(12) *Managed Investor Account Portfolios* ("MIA Portfolios") – Initial minimum account balance is $50,000. The MIA Portfolio Strategist is Envestnet PMC. The portfolios consist of actively-managed mutual funds.

(13) *Index Plus Managed Investor Account Portfolios* ("Index Plus MIA Portfolios") – Initial minimum account balance is $50,000. While similar to the MIA Portfolio, these portfolios consist of a combination of actively-managed mutual funds and passively-managed index mutual funds that are substituted for actively-managed funds in certain asset classes.

(14) *Managed Investor Account CLS Smart ETF Portfolios* ("MIA CLS Smart ETF Portfolios") – Initial minimum account balance is $50,000. The portfolios consist primarily of ETFs. The ETFs utilized within these portfolios are limited to certain ETF providers determined by CLS Investments that pay CLS Investments a platform fee in exchange for inclusion in the portfolios; VFA does not receive any part of this fee. There is a potential conflict for CLS Investments because the ETFs utilized by CLS Investments in the portfolios are limited to the providers that pay CLS a platform fee. The fees received by CLS Investments vary based upon the ETFs utilized. Additionally, each ETF provider may expect that a portion of the total assets in the model portfolios be allocated to their ETFs. These payments incentivize CLS Investments to include certain ETFs in its models, and further to allocate assets to those ETFs whose sponsors pay CLS a higher platform fee than paid by other sponsors. To mitigate the conflicts, CLS Investments selects funds from the ETF providers that participate in the program based on their investment objectives and CLS' risk budgeting methodology and not based on any other factor. CLS Investments employs policies and procedures to mitigate the conflicts. More information is provided in CLS Investments' Form ADV Part 2A brochure. The CLS Investments portfolio management team seeks to manage risk in the portfolio by employing a "risk budget" that corresponds to the volatility level associated with the investments held in the Portfolio. CLS Investments adjusts portfolio allocation as market conditions change to maintain a constant risk level. Envestnet may assess an annual minimum account fee of $50 (see description of *Minimum MIP Account Fee* elsewhere in this Brochure). **Effective May 1, 2021, these portfolios are no longer offered <u>and</u> existing accounts can not make additional investments.**

(15) *Managed Investor Account CLS Focused Strategies Portfolios* ("MIA CLS Focused Strategies Portfolios") – Initial minimum account balance is $50,000. The portfolios consist primarily of ETFs. The portfolio management team employs an active allocation approach using ETFs to manage specific investment objects or themes, including but not limited to commodities/natural resource companies, international sectors, macro-investment themes, or market protection strategies. CLS Investments builds portfolios of ETFs that seeks to achieve the investment objective of the MIA CLS Focused Strategies Portfolio. Envestnet may assess an annual minimum account fee of $50 (see description of *Minimum MIP Account Fee* elsewhere in this Brochure). **Effective May 1, 2021, these Portfolios are no longer offered, <u>and</u> existing accounts can not make additional investments.**

(16) *Managed Investor Account Retirement Income Portfolios* ("MIA Retirement Income Portfolios") – Initial minimum account balance is $50,000. The portfolios consist of mutual funds and are designed to address the income needs of investors with portfolios structured for yield in addition to total return, designed for clients in the distribution phase of the retirement life cycle.

(17) *Managed Investor Account California Residents Portfolios* ("MIA California Residents Portfolios") – Initial minimum account balance is $50,000. The portfolios consist of mutual funds and are designed for tax-sensitive California residents.

(18) *Selected Manager Investor Account Portfolios* ("Selected MIA Portfolios") – Initial minimum account balance starts at $100,000; some Envestnet separately managed account manager minimums may be higher than $100,000. The Selected MIA Portfolio offers management by institutional investment managers, called separate account managers, who will manage the MIP account. These portfolios allow advisory clients a higher level of specialization and service through ownership of individual securities. Based on your responses to the Client Profile Questionnaire, your IAR will recommend a separate account manager from a list of managers for which Envestnet PMC has conducted on-boarding due diligence and approved. The list of separate account managers available within the Selected MIA Portfolio is maintained and reviewed periodically by Envestnet PMC. Envestnet PMC uses an "Approved-Qualitative" due diligence process for all managers available within the program; more information on Envestnet PMC's due diligence process is available in Envestnet Asset Management, Inc.'s Part 2A Brochure available at www.adviserinfo.sec.gov. Envestnet may assess an annual minimum account fee of $100 (see description of *Minimum MIP Account Fee* elsewhere in this Brochure).

(19) *Integrated Managed Investor Account Portfolios* ("Integrated MIA Portfolios") – Initial minimum account balance is $250,000. The portfolios consist of a combination of mutual funds, ETFs and separately managed accounts within a single account. Envestnet PMC acts as an overlay manager to efficiently monitor and implement custom investment solutions for the portfolios. Overlay manager activities include managing cash flow activities, rebalancing the portfolios, accommodating portfolio restrictions, tax loss harvesting, managing wash sales, and monitoring short and long-term gains. Effective May 1, 2021 these portfolios no longer accept new accounts; existing accounts may continue to make additional investments.

How Your Program is Designed

If you are interested in establishing an MIP account, an IAR will meet with you to review your current financial situation, risk tolerance, and investment goals. Utilizing the Client Profile Questionnaire, your IAR will collect information about you in order to create an investor profile of your financial and investment situation, taking into account your current investments, assets, net worth, income, investment objectives, tax sensitivity, time horizon, risk tolerance, and various other variables. Should any of your information change, you should contact your IAR. An IAR is available to answer any questions and to help implement any changes you want to make based on changes in personal or financial circumstances, or the financial markets.

You will also need to complete and sign the following forms before your account may be established: the Statement of Investment Selection ("SIS"), New Account Application, Investment Proposal Analysis document, and the Account Transfer Application (if you have assets to be transferred from another company).

Account Management

With the multiple investment vehicles including separate account managers, Envestnet PMC portfolio management team acts as an "overlay manager" to monitor and coordinate the recommendations and trading activities. This team actively manages the portfolio for proper asset allocation. The overlay manager adds value by delivering operating efficiencies and coordinating all trading activity and investment decisions. Other overlay manager activities include: tax loss harvesting, managing wash sales, monitoring short and long-term gains, managing cash flow activities, rebalancing the portfolios, and accommodating portfolio restrictions. The Firm relies on Envestnet PMC and the Strategists to ensure the tools and analyses are operating properly and consistent with your investment profile. Diversification, asset allocation and rebalancing strategies do not ensure a profit or guarantee against a loss.

Fees and Other Charges

The fees you pay for your account(s) are based on a Program Fee as more fully described below. The Program Fee for your account covers the provision of initial and ongoing investment services and the execution of securities transactions. The Program Fee consists of the sum of:

Advisory Fee - This fee is the amount paid to VFA for advisory services; and

Platform Fee - This fee is for the other fixed and variable costs of your MIP portfolio as described further below. It is not negotiable and includes the fees and costs for services provided by, as applicable, VFA, Envestnet, the Strategists, and National Financial Services LLC ("NFS") for your MIP Portfolio.

The Platform Fee includes the following fees and expenses:

- *Management/Administrative Fee.* This portion of the Platform Fee is paid to Envestnet for administrative services provided in connection with the MIP platform and for the management fees that are paid to the Strategists. This fee also includes any management fees paid to the separate account managers.

- *Sponsor/Firm Fee.* This portion of the Platform Fee is paid to the Firm to cover direct costs such as overhead related to the MIP platform, and variable costs such as trading, confirmations and statements. After the payment of such costs, the Firm retains a portion of this fee.
- *Clearing Firm/IRA Custodial and Related Fees*. NFS is the clearing firm for MIP accounts, meaning that all trades are placed through NFS, and it is also the custodian of your MIP account. As explained below, a portion of the Platform Fee is paid to NFS for its services in connection with your MIP account. While the Platform Fee includes custodial services for most accounts, NFS will separately charge an annual IRA custodial fee for services rendered as trustee of your IRA account, as discussed below.

The Firm is responsible for paying NFS for any transaction fees associated with the purchase or sale of mutual funds in your account. However, almost all mutual funds available through NFS are available on the NFS platform as “no transaction fee” mutual funds, which means there is no ticket charge or other fee associated with the purchase and sale of such funds (“NTF Funds”). MIP mutual fund portfolios use almost exclusively NTF Funds, which substantially reduces execution costs paid by VFA. VFA benefits by saving the transaction fee whenever an NTF Fund is used in a portfolio.

Your Program Fee is unaffected by the actual amount of trading costs paid by the Firm.

The Program Fee *does not* include the following costs/fees:

- *IRA Custodial Fees.* If your MIP account is established as an individual retirement account (“IRA”), you will pay, in addition to applicable Program Fees, NFS an annual custodial fee of up to $35. This fee will be reflected separately on your account statement and applies to all MIP portfolios. The Firm can elect to pay the IRA custodial fees to NFS directly, in which case you will not pay this fee.
- *Mark-ups/Markdowns.* If your MIP account purchases or sells fixed-income securities, you will pay for mark-ups or markdowns on transactions. These fees are reflected in the price of the security purchased.
- *Mutual Fund and Exchange Traded Fund Fees and Expenses.* You pay the internal fees and expenses of the mutual funds and ETFs held in your MIP account. This may include short-term redemption fees on mutual fund shares.
- *Minimum MIP Account Fee.* For certain MIP portfolios, Envestnet evaluates quarterly whether it has received a minimum amount of revenue from its management/administration fee charged on your account. If the annualized fee for such services, which is calculated based on your average daily balance for the quarter, is less than the minimum amount listed in the MIP portfolio descriptions contained in this Brochure, Envestnet will assess a fee equal to one quarter of the annual minimum account fee based on the number of days in the quarter during the fee billing process.
- *Mutual Fund Small Balance Fee*. Mutual funds in your MIP account may charge a small balance fee if the value of your investment in the fund falls below a certain dollar amount. A small balance fee is assessed by the fund at the discretion of the fund company. If applicable, the minimum fund balance and the fee amount will be described in the fund’s prospectus.

The table on the next page sets forth the estimated Program Fee schedule for accounts established on or after January 29, 2018. Your actual Program Fee is provided in your SIS, which is provided to you for review and approval at the time of your enrollment in the program.

For account proposals generated prior to January 29, 2018, the Advisory Fee will vary between MIP accounts based on the Program Fee that was negotiated on your account. For account proposals generated on or after January 29, 2018, but before January 1, 2019, the Advisory Fee is a tiered fee beginning at 0.95% for all MIP portfolios. For account proposals generated on or after January 1, 2019, the Advisory Fee is a tiered fee beginning at 0.90% for all MIP portfolios.

The Advisory Fee is assessed quarterly and is based on your average daily balance in your MIP account during the quarter. Your IAR may negotiate a lower Advisory Fee, subject to approval by the Firm, but the Platform Fee may not be negotiated. If your IAR negotiates a lower Advisory Fee, your Program Fee will be lower than the fees outlined in the schedules below and VFA will receive less compensation. VFA offers Advisory Fee discounts to our current employees, current employees of our affiliates, and their household family members that invest in MIP account(s).

Standard Program Fee Schedule

Portfolio	Assets Under Management	Program Fee
MIA Portfolios MIA Portfolio Index Plus MIA Retirement Income Portfolios MIA AIG Plus Portfolios* MIA California Residents Portfolios	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Over $5,000,000	1.25% 1.03% 0.90% 0.77% 0.67% 0.57%
MIA American Funds Active Core Portfolios MIA American Funds Active Income Portfolios MIA Franklin Templeton ActivePassive Portfolios	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Over $5,000,000	1.25% 1.04% 0.94% 0.84% 0.74% 0.64%
MIA ActivePassive® Portfolios	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Over $5,000,000	1.10% 0.89% 0.79% 0.69% 0.59% 0.49%
MIA Passive Foundation Portfolios	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Over $5,000,000	1.18% 0.97% 0.87% 0.77% 0.67% 0.57%
MIA Impact Foundation Portfolios	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Over $5,000,000	1.20% 0.99% 0.89% 0.79% 0.69% 0.59%
Integrated MIA Portfolios *Effective May 1, 2021, these Portfolios no longer accept new accounts; existing accounts may continue to invest.*	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Over $5,000,000	1.83% 1.49% 1.27% 1.13% 0.96% 0.82%
Selected MIA Portfolios**	First $250,000 Next $250,000 Next $500,000 Next $1,000,000 Next $3,000,000 Next $5,000,000 Next $15,000,000 Over $25,000,000	1.93% 1.59% 1.47% 1.36% 1.25% 1.14% 1.12% 1.10%

Portfolio	Assets Under Management	Program Fee
MIA Vanguard Portfolios	First $250,000	1.20%
	Next $250,000	0.99%
	Next $500,000	0.89%
	Next $1,000,000	0.79%
	Next $3,000,000	0.69%
	Next $5,000,000	0.59%
	Next $15,000,000	0.57%
	Over $25,000,000	0.55%
MIA Russell Portfolios	First $250,000	1.20%
	Next $250,000	0.99%
	Next $500,000	0.89%
	Next $1,000,000	0.79%
	Next $3,000,000	0.69%
	Next $5,000,000	0.59%
	Next $15,000,000	0.57%
	Over $25,000,000	0.55%
MIA BlackRock Portfolios	First $250,000	1.20%
	Next $250,000	0.99%
	Next $500,000	0.89%
	Next $1,000,000	0.79%
	Next $3,000,000	0.69%
	Next $5,000,000	0.59%
	Next $15,000,000	0.57%
	Over $25,000,000	0.55%
MIA CLS Smart ETF Portfolios *Effective May 1, 2021, these portfolios are no longer be offered and existing accounts can not make additional investments.*	First $250,000	1.33%
	Next $250,000	0.99%
	Next $500,000	0.89%
	Next $1,000,000	0.79%
	Next $3,000,000	0.69%
	Next $5,000,000	0.59%
	Next $15,000,000	0.57%
	Over $25,000,000	0.55%
MIA CLS Focused Strategies Portfolios *Effective May 1, 2021, these portfolios are no longer be offered and existing accounts can not make additional investments.*	First $250,000	1.54%
	Next $250,000	1.24%
	Next $500,000	1.14%
	Next $1,000,000	1.04%
	Next $3,000,000	0.94%
	Next $5,000,000	0.84%
	Next $15,000,000	0.82%
	Over $25,000,000	0.80%

* Effective on or about July 12, 2021, any accounts with assets invested in MIA AIG Plus Portfolios will be merged into the Managed Investor Account Portfolios. Envestnet PMC will rebalance your account, diversifying out of all AIG Funds and any third-party funds as needed, to align with the MIA Portfolios. This event may cause your account to incur capital gains and/or losses. Additionally, your account will be renamed to the Managed Investor Account Portfolios to reflect this change.

** With respect to the Selected MIA Portfolios, the Program Fee may be more or less than the fee stated above based on the management fees charged by the separate account manager selected for your account. For the example above, a fee of 50 bps is used for the manager fee. The management fee (included within the Platform Fee) is stated in your SIS and currently ranges from 0.08% to 0.60%. This fee is also noted on your Envestnet quarterly performance reports.

The Standard Program Fees in the table above are based on the estimated fees and expenses you would pay based on the Assets Under Management. For accounts subject to a minimum platform fee this will result in a higher Program Fee. Program Fees may be more or less costly to you than paying for the services separately, depending upon the investment advisory fees charged, the type of account, the amount of assets in the account, time and services provided, the number of transactions for the account, and the level of brokerage and other fees that would be payable if you obtained the services available under the program individually.

Calculation and Deduction of the Program Fee. The Firm begins to charge the Program Fee once it approves your account on Envestnet's system, which typically occurs after you complete your enrollment in your MIP account and assets are received in your account. The Program Fee is a tiered fee that is calculated quarterly, in arrears, based on the average daily balance of your MIP account during the quarter and the number of days in the quarter. At the end of a quarter, Envestnet calculates the Program Fee by multiplying the average daily balance by your advisory fee schedule. The average daily balance of your MIP account for fee calculation purposes will include all assets in your MIP account, including uninvested cash. After calculating the Program Fee, Envestnet instructs NFS to deduct the fee from your account. NFS deducts your Program Fee following the end of the quarter. If your MIP account is managed for only a portion of a quarter, the Program Fee will be pro-rated accordingly based on the average daily balance during that portion of the quarter and, in the event of a termination, the fee will be deducted before your account balance is distributed. If you decide to change your investment in your current MIP account by signing a new SIS during a quarter, the amount of the Program Fee will be adjusted to reflect the new MIP account fee schedule, and will be pro-rated based on the average daily balance during that portion of the quarter following the change to the MIP account. Depending on which MIP portfolio model you choose, your Program Fee may increase or decrease. Distribution of your account balance, less applicable fees paid, occurs promptly after notice of termination. If cash or cash equivalent funds in your account are not sufficient to pay any fees charged on your account, investments in your account will be liquidated in order to pay the outstanding fees.

Combining of Account Values for Fee Calculations. If you or your family members have more than one MIP account, you can lower your Program Fees based on the cumulative assets that you maintain in your MIP account(s). "Family member" for purposes of combining account values in the MIP program includes your spouse, domestic partner, and your dependent children. Combined account arrangements established prior to January 1, 2019 that otherwise do not meet these criteria will continue to be honored. Discuss with your IAR whether you have multiple MIP accounts and whether they are eligible for lowered Program Fees.

For combined accounts, each account owner must sign the MIP Account Combination Request Form. One account will be designated as the "Primary Account" and the owner of the Primary Account will receive Envestnet quarterly reports that contain information about each of the combined accounts, including account balances, transactions and holdings. Each MIP account owner in the billing group will continue to receive his/her NFS quarterly account statement.

The Firm is not responsible for identifying MIP accounts eligible for combining accounts for fee calculation purposes. Accounts will be combined only upon receipt by the Firm of a properly completed MIP Account Combination Request Form. Additionally, the Firm does not combine for fee calculation purposes a client's MIP accounts with other accounts enrolled in the Firm's other two wrap fee programs, the GPS Program and GPA Program or other assets held at the Firm.

Compensation and Conflicts of Interest. A portion of the Advisory Fee collected by the Firm is shared with your IAR for introducing and servicing your advisory account. For account proposals generated on or after January 29, 2018, but before January 1, 2019, the Advisory Fee is a tiered fee based on the average daily balance in your MIP account during the quarter and may be up to 0.95% per annum based on the value of assets in the account. For account proposals generated on or after January 1, 2019, the Advisory Fee is a tiered fee beginning at 0.90% for all MIP portfolios. For account proposals generated prior to January 29, 2018, the Advisory Fee will vary among MIP accounts based on the Program Fee on your account. *If you have an existing MIP account that compensates the IAR more than he receives under the agreement for a new account, and you seek to make an additional deposit or open a new* ***MIP account, your IAR has a financial incentive to recommend that you deposit the additional funds into your existing account*** *rather than open a new account.*

As a registered representative of the Firm, your IAR is paid for the sale of products and services, including sales commissions for annuities and mutual funds, and ongoing fees for certain securities and advisory services. For example, your IAR receives a portion of the Advisory Fee you pay on your MIP account, which is an ongoing fee for the services provided under the program. Your IAR's compensation will vary based on the products and services provided to you. Your IAR has a financial incentive for you to transfer your assets to a product or service, such as MIP, that would increase the IAR's compensation over what he/she receives on an existing product or service. We manage the potential for this conflict of interest by maintaining policies and procedures designed to ensure that IARs make recommendations that are in the best interest of the investor in the context of the products and services offered by the Firm. Specifically, all recommendations to transfer assets from one product to another are reviewed by our Supervision department, the members of which do not receive any variable product-based compensation. Additionally, the Firm maintains programs for the review of these policies and procedures via internal auditing procedures, other compliance related review and surveillance activities, and from time-to-time the Firm engages outside consultants to review, evaluate, and recommend changes to existing policies and procedures.

The PD Freedom Advisor annuity (for accounts opened in 2019 and after), when offered in conjunction with the GPA Program, generates higher revenues for VFA and VALIC in the aggregate than does MIP. We mitigate this conflict of interest, which exists at the Firm level, by paying IARs, who are responsible for making recommendations to clients, the same amount irrespective of whether the client is invested through MIP or the GPA Program.

Mutual Fund Share Class Selection. As noted above, your mutual fund investment in an MIP account is subject to certain internal fees and expenses, such as advisory, administrative, custody and other fees and expenses charged by the fund, which shareholders bear on a pro rata basis. Mutual funds offer a variety of share classes, which hold the same portfolio securities but differ in total cost due to the imposition of various fees (such as 12b-1 fees, sub-transfer agency and shareholder services fees). A higher cost share class of a particular mutual fund will result in lower investment performance compared to a lower cost share class of the same fund.

VFA does not typically use share classes that charge 12b-1 fees if there is a non-12b-1 share class available and if a 12b-1 share class is used in the future, any such fees paid to VFA will be rebated to clients. However, for custom MIP Portfolios, VFA can use share classes that include sub-transfer agency and/or shareholder service fees, which compensate NFS for services it provides to such funds (“Eligible Share Classes”). VFA seeks to include in MIP portfolios the least costly Eligible Share Class available to the program. Note that there may be other less costly share classes offered by the fund that are either (i) not available on the NFS platform, (ii) are available on the NFS platform but are subject to a surcharge imposed by NFS to trade such share classes, or (iii) are not available for use in MIP portfolios due to constraints imposed by the fund . VFA will not offer these lower cost share classes in MIP portfolios. VFA monitors on a periodic basis for the launch and availability of lower cost Eligible Share Classes on the NFS platform and will seek to exchange investors into such Eligible Share Classes on a periodic basis following the availability of such lower cost Eligible Share Class(es).

For the following non-custom MIP Portfolios managed by Envestnet, the Firm is one of multiple investment advisers that offer the model portfolios to its clients: MIA ActivePassive Portfolios, MIA American Funds Active Core Portfolios, MIA Franklin Templeton Funds ActivePassive Portfolios, MIA Passive Foundation Portfolios and MIA Impact Foundation Portfolios. Accordingly, VFA cannot dictate which share class is used for these Portfolios – that decision is made by Envestnet. As part of its periodic review process, VFA will work with its service providers, including Envestnet, to facilitate the exchange into a lower cost share class following the availability of such lower cost share class(es), but such decisions and timing are controlled by Envestnet.

Other Costs Associated with the Purchase and Sale of ETFs. The MIA BlackRock Target Allocation ETF Portfolios, MIA Vanguard Portfolios, MIA BlackRock Target Allocation ESG Portfolios, MIA CLS Smart ETF Portfolios, MIA CLS Focused Strategies Portfolios, Selected MIA Portfolios, and Integrated MIA Portfolios include ETFs and you should note that shares of an ETF trade on an exchange, and therefore, the value of such shares may differ from the value of the ETF’s underlying investments. ETFs may trade at a market price which reflects a “premium” or a “discount” to the net asset value (“NAV”) of their shares. If the market price is higher than the NAV, the ETF is said to be trading at a “premium”. If the price is lower, it is trading at a “discount”. Accordingly, ETFs may be purchased at prices that exceed the NAV of their underlying investments and may be sold at prices below such NAV. Under such circumstances the sale of ETF shares sold at a discount may not mirror the NAV of the underlying investments of those ETF shares. Moreover, there are costs associated with purchasing and selling an ETF, called a “bid-ask” spread (the difference between what a buyer is willing to pay (bid) for an ETF and the seller’s offering (ask) price. All of these transaction costs (which do not apply to the purchase and sale of mutual funds) will adversely affect the performance of the MIP portfolios models that invest in ETFs.

Unique Considerations of Securities with a Focus on ESG Investing. Certain Portfolios may include or focus on allocations to securities with an ESG investment orientation (including mutual funds or ETFs); for these Portfolios the portfolio manager (or the separate account manager in case of the Selected MIA Portfolios) selects investments or allocations to securities based on their view of the sustainability and ethical impact of an investment in a business or company. Accordingly, these types of investments screen out, and may forego certain potentially profitable investment opportunities in, specific companies and industries pursuant to the criteria established by the portfolio manager. If an underlying mutual fund or ETF in a Portfolio is focused on ESG investing, it could result in lower performance results for such Portfolio compared to others that do not apply ESG-focused exclusionary screens to screen out specific companies or industries. Also, not all investors agree in their views of what constitutes positive or negative ESG characteristics and, as a result, a Portfolio may have an ESG-focused investment selected by the portfolio manager or Strategist which does not reflect the beliefs of any particular investor.

Is an MIP Account for You?

The MIP account bundles together several service providers - an investment adviser, a broker-dealer, a clearing firm and a custodian - and offers most of these services for a single Program Fee. Some clients prefer having the various services “packaged” together; others prefer to select their own providers for the various services needed to manage their investment portfolios. Similarly, some clients prefer a fee structure that converts trading costs into an asset-based fee calculated on the same basis as advisory fees; others prefer trading costs to be assessed on a per trade basis. Depending on a number of factors, such as the number, size and nature of the securities transaction in an advisory account, the overall fees and charges borne by the client over time could be more or less than what these fees and charges would be if the same services were provided on a separate basis. For specific questions regarding your relative costs, please contact your IAR.

Termination of the Advisory Relationship

When you enroll in a MIP account, you sign an account application, an SIS that incorporates by reference an investment advisory agreement between the Firm and you ("Advisory Agreement"), and certain other forms and documents. At any time thereafter, both you and the Firm may terminate the Advisory Agreement for any reason. You may terminate your MIP account by providing written notice to VFA. Termination by VFA will be effective upon written notice as set forth in the Advisory Agreement, unless a later date is stated in the notice. Upon termination of any advisory relationship, VFA reserves the right to deduct any unpaid pro-rated Program Fee for the period from the end of the last calendar quarter through the date of termination. For more information about the deduction of unpaid fees, refer to "Calculation and Deduction of the Program Fee" in this Brochure.

When your MIP account is terminated, you assume sole responsibility for providing instructions as to the execution of transactions in your program account and you will no longer be charged the Program Fee. Additionally, you will be limited to one or more of the following transactions: (1) redeem the existing securities in your MIP account and transfer the redemption proceeds to the money market fund available in your MIP account, (2) transfer the securities held in your MIP account, in kind, to a non-advisory, retail brokerage account that you have established with VFA as broker/dealer and carried by NFS as custodian ("VFA Retail Brokerage Account") or to another broker/dealer, or (3) redeem the securities in your MIP account and transfer the redemption proceeds out of the account. Although you will no longer pay the Program Fee, certain fees and expenses will apply; the fees and expenses you pay after the termination of your MIP account depends on which option you choose. If you choose option 1, you will pay any fees and expenses charged by that money market fund as set forth in the fund's prospectus. If you choose option 2, transferring assets out of your MIP account, whether cash, mutual funds, or individual securities in kind, to a new brokerage account may require that you complete a new account application, which will detail any fees you may be charged. If you choose to transfer or continue to hold securities in a VFA Retail Brokerage Account, you will pay certain fees to NFS, in addition to any fees and expenses associated with your investment(s). These fees include, for example, custodial fees, termination and/or transfer fees, transaction fees, fund fees and expenses, and other account servicing fees. You may also pay fees to VFA in the form of commissions for securities trading in your VFA Retail Brokerage Account, 12b-1 fees, and/or mutual fund sales charges for any mutual funds you acquire in your VFA Brokerage Account. NFS may also have agreements with the mutual funds offered in your VFA Retail Brokerage Account, including revenue-sharing or similar compensation arrangements, and will pay some, or all, of this compensation to VFA as payment in all or part for recordkeeping or other shareholder-related services. More information about these fees is available in your NFS brokerage agreement, your fund prospectus(es), or by contacting your IAR. If you choose option 3, you will pay account termination fees to NFS. Your IAR does not charge or receive any of these fees for any of these options. There may also be tax implications; please consult your tax advisor prior to termination.

Item 5 - Account Requirements and Types of Clients

The Firm offers the MIP services primarily to individuals, including high net worth individuals. The Firm may in limited instance offer the MIP account to entities, such as corporations, partnerships and trusts.

Your IAR will present you with a proposal for your review and consideration, which includes this Brochure (and brochures for the Strategists or separate account managers, if applicable), an Advisory Agreement, an account application and the SIS, which must be signed prior to establishing your MIP account. Other disclosure documents may be also be included for your review. As part of this process, you will approve the initial MIP portfolio model for your account.

Minimum Initial Account Balances. For information pertaining to minimum initial account balances for each MIP Portfolio, please refer to Item 4 of this Brochure.

The Firm reserves the right to lower the minimum initial account balance on a case-by-case basis, as well the right to terminate an account if the assets in an account fall below the minimums. More information is provided in Item 4.

Item 6 - Portfolio Manager Selection and Evaluation

General. The Strategists (Envestnet PMC, Russell Investments, Vanguard, BlackRock and CLS Investments are responsible for the selection, evaluation, and review of the investment options offered in their respective model portfolios and making changes as they deem appropriate. The Firm periodically provides input regarding investment options recommended by the Strategists. The Firm, through an investment group comprised of Firm personnel, also periodically meets with Envestnet and the Strategists to review the model portfolios' investment performance, individual mutual funds, and/or ETFs added to or removed from the model portfolios by the Strategists, operational and related issues, and other matters related to MIP.

Selected Manager Investor Account. An Envestnet PMC portfolio management team conducts due diligence on separate account managers based on their proprietary due diligence methodology to determine which managers can be made available to serve as a portfolio manager of your Selected Manager Investor Account. Your IAR will recommend one or more separate account managers from this list of managers. Envestnet PMC, in consultation with the Firm, will provide ongoing manager oversight of these separate account managers.

Item 7 - Client Information Provided to Portfolio Managers

Envestnet provides the operational and system support for MIP, and the Strategists are responsible for the design and management of the underlying investment options in the MIP portfolio models as described above. Envestnet and the Strategists do not have a direct relationship with you. It is important to periodically review your Client Profile information with your IAR and make any applicable updates should your retirement objectives or investment circumstances change.

Selected Manager Investor Account. Based on your responses to the Client Profile Questionnaire, your IAR will recommend a separate account manager from a list of managers for which Envestnet PMC has made available for this portfolio. Your IAR will present recommendations for your review and approval. Once you approve the portfolio it will be implemented. The separate account manager will manage your account for conformance to the allocation of investment options within your portfolio and, based on his discretionary authority, rebalance your account periodically. A more frequent review may also be instigated by you based on changes in your personal or financial circumstances or changes in market conditions. The list of separate account managers available within the Selected MIA Portfolio for which you chose your manager is reviewed and/or updated periodically by Envestnet PMC.

Item 8 - Client Contact with Portfolio Managers

If you have questions regarding your account(s), you should contact your IAR. You should not contact Envestnet or the Strategist directly because Envestnet and the Strategist rely on the IAR and the Firm to address direct client inquiries.

Item 9 - Additional Information

Disciplinary Information. We are required to disclose any legal or disciplinary events that are material to our clients or our prospective client's evaluation of our investment advisory business or the integrity of our management. The following are disciplinary events relating to the Firm and/or our management personnel.

On November 28, 2016, without admitting or denying FINRA findings, the Firm submitted a letter of acceptance waiver or consent for the purpose of settling alleged NASD and FINRA rule violations that it failed to: (1) have a reasonable system or process/procedures designed to address, analyze or review the conflicts of interest in its compensation program or to ensure that balanced disclosures was provided to the investors regarding such compensation program, (2) to maintain adequate systems and procedures to supervise the sale of variable annuities to retail brokerage customers, (3) maintain supervisory procedures and training materials that provide registered representatives and principals guidance or suitability considerations for sales of different variable annuity share classes, including L-share variable annuities, (4) enforce supervisory procedures requiring that certain emails flagged by its email surveillance system be reviewed by designated Firm supervisors, (5) establish a reasonable system and procedures to supervise its complaint reporting responsibilities, and (6) failed to issue account notices at account opening and then on 36-month intervals for certain brokerage customers. The Firm was censured and fined $1,750,000.

On June 3, 2019, without admitting or denying any findings of fact or conclusions of law, the Firm settled a matter with the Securities Enforcement Branch ("SEB") of the Hawaii Department of Commerce and Consumer Affairs. As part of the settlement, the Firm entered into a consent order with the SEB (the "Consent Order"), which states that the Firm failed to supervise a registered representative who had submitted a transaction without proper customer authorization. Pursuant to the Consent Order, the Firm paid a fine of $10,000.

On July 28, 2020, the SEC issued an order regarding certain VFA mutual fund and mutual fund share class selection practices. Specifically, the SEC found that the Firm had not appropriately disclosed certain conflicts of interest due to its receipt of revenue sharing, avoidance of transaction fees, and receipt of 12b-1 fees, in violation of Section 206(2) of the Advisers Act. The SEC also found that VFA did not adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and the rules thereunder in connection with its mutual fund share class selection practices, in violation of Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder. VFA neither admitted nor denied the SEC's findings.

Solely for the purpose of settling this proceeding, VFA consented to a cease-and-desist order, a censure, to pay to affected investors disgorgement of $13,232,681 and prejudgment interest of $2,211,072, and to pay a $4.5 million civil monetary penalty. VFA also agreed to review and correct as necessary all relevant disclosure documents concerning mutual fund share class selection, revenue sharing, transaction fees, and 12b-1 fees, and to comply with certain other related undertakings as well.

On July 28, 2020, the SEC issued an order finding that the Firm failed to disclose to certain Florida teachers that the Firm's parent company, VALIC, provided cash and other financial benefits to a for-profit company owned by Florida K-12 teachers' unions in exchange for referring teachers to products and services offered by VALIC and the Firm, in violation of Sections 206(2) and 206(4) of the Advisers Act and Advisers Act Rule 206(4)-3 thereunder. The SEC also found that VFA did not adopt and implement written compliance policies and procedures reasonably designed to prevent violations of the Advisers Act and the rules thereunder, in violation of Section 206(4) of the Advisers Act and Rule 206(4)-7 thereunder. VFA neither admitted nor denied the SEC's findings.

Solely for the purpose of settling the proceeding, VFA consented to a cease-and-desist order, a censure, and to pay a civil monetary penalty of $20 million. VFA also agreed to cap the management fee for the GPS Program at 45 basis points (0.45%) for participants currently enrolled in this program in 403(b) and 457(b) plans offered by Florida K-12 schools, and to also offer this rate to any 403(b) and 457(b) participants offered by Florida K-12 schools who enroll in the GPS Program through the Portfolio Director annuity within the next five years. This capped rate will remain in effect for such participants for the duration of enrollment in the GPS Program. VFA also agreed to comply with certain other related undertakings as well.

On January 8, 2021, the Firm completed an AWC with FINRA for the purpose of settling alleged FINRA rule violations that it failed to (i) establish a reasonably designed system and written supervisory procedures to monitor rates of variable annuity exchanges and implement corrective action in the case of inappropriate exchanges, violating FINRA Rules 2330(d), 3110, and 2010; (ii) reasonably supervise recommendations involving the investment of additional funds in an existing variable annuity, violating FINRA Rules 3110 and 2010, and (iii) timely report statistical and summary information for certain customer complaints during a specified period, violating FINRA rules 4530(d) and 2010. VFA neither admitted nor denied FINRA's findings. Solely for the purpose of settling the proceeding, VFA consented to a censure and a fine of $350,000.

Other Financial Industry Activities and Affiliations. VFA is a wholly owned subsidiary of VALIC, which is a Texas-domiciled insurance company and an SEC-registered investment adviser. VALIC is primarily engaged in the offering and issuance of fixed and variable annuity contracts and combinations thereof and is licensed to issue annuities in 50 states and the District of Columbia. VALIC is an indirect, wholly owned subsidiary of AIG. VFA is also a registered broker-dealer with the SEC and a member of FINRA. VFA is regulated by the Municipal Securities Rulemaking Board, and state securities and insurance regulatory bodies. VFA is also a member of the Securities Investor Protection Corporation established under the Securities Investor Protection Act of 1970. In this capacity, VFA may transact in various types of securities, including, but not limited to, stocks, bonds, variable investment products and mutual funds. VFA, as well as our financial advisors, receive separate compensation for securities transactions effected through the Firm.

- ACS is an indirect, wholly-owned subsidiary of AIG and an affiliate of the Firm. In its capacity as a registered broker-dealer, ACS acts as principal underwriter for the offer, sales and distribution of the variable annuity contracts issued by VALIC and its affiliates and as distributor of registered investment companies advised by VALIC.
- SAAMCo is an indirect, wholly owned subsidiary of AIG and an affiliate of the Firm. SAAMCo serves as an administrator and investment sub-adviser to certain registered investment companies advised by VALIC.
- AIG Federal Savings Bank, an affiliate of the Firm, acts as custodian/trustee for employer-sponsored retirement plans for which the Firm provides enrollment, education and advisory services to individual plan participants.
- VALIC Retirement Services Company ("VRSCO") is a wholly owned subsidiary of VALIC and an SEC-registered transfer agent for registered investment companies advised by VALIC and SAAMCo. VRSCO is also a record keeper and service provider to certain retirement plans for which the Firm provides enrollment, education and advisory services.
- VALIC Company I (the "VALIC Funds") are registered investment companies advised by VALIC and, with respect to certain funds, sub-advised by SAAMCo. The VALIC Funds are offered as underlying investment options within VALIC-issued variable annuity contracts and as mutual funds in employer-sponsored retirement plans for which VFA offers the GPS Program and GPA Programs, as applicable. For these funds, SAAMCo is the administrator and, for certain funds, an investment sub-adviser, ACS is the distributor, and VRSCO is the transfer agent.

Code of Ethics, Participation in Client Transactions and Personal Trading. The Firm has adopted a Code of Ethics ("Code") for which it periodically reviews and updates. VFA will provide a copy of its current Code to clients and prospective clients upon request by contacting us 866-544-4968.

VFA, as an investment adviser, has a fiduciary duty to act solely for the benefit of its advisory clients. The Code requires honest and ethical conduct by all our supervised persons, compliance with applicable laws and governmental rules and regulations, the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code, and accountability for adherence to the Code. The Code is designed to protect the organization and its clients from damage that could arise from a situation involving a real or apparent conflict of interest. While it is not possible to identify all possible situations in which conflicts might arise, this Code is designed to set forth our policy regarding the conduct of our supervised persons in those situations in which conflicts are most likely to develop.

Supervised persons are expected to adhere to the Code and are also expected to follow procedures for the reporting any violations of the Code.

For access persons, VFA requires that certain securities transactions be disclosed and/or reported. Access persons are any of VFA's supervised persons who have access to non-public information regarding any investment advisory client's purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund (as defined in the Code) or any person who is involved in making certain types of securities recommendations to investment advisory clients, or who has access to such recommendations that are non-public.

In our capacity as a broker-dealer, we provide to our clients a variety of products and services for which we are compensated. If an advisory client chooses to utilize our services as a broker-dealer, VFA and registered representatives, who are also IARs, may earn compensation in the form of brokerage commissions in addition to advisory fees. Outside of MIP, our registered representatives may recommend to you the purchase or sale of investment products in which we or a related entity may have some financial interest, including, but not limited to, the receipt of compensation.

Privacy Policy. Protecting customers' personal information is important to the Firm. Therefore, the Firm has instituted policies and procedures to keep customer information confidential and secure. The Firm does not disclose any non-public personal information about its customers or former customers to any non-affiliated third parties except as required by or permitted by law. In the course of servicing a client account, the Firm may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and attorneys. The Firm delivers a copy of its privacy policy to prospective clients prior to establishing a client relationship with VFA and to all VFA clients annually, thereafter.

Review of Accounts. The Firm engages in ongoing monitoring of the program. The Firm, through its investment group, periodically meets with Envestnet to review the MIP portfolio models' investment performance, Strategists and other matters related to MIP.

For all MIP portfolios (except for the Selected MIA Portfolios), Envestnet will monitor your account on an ongoing basis and will rebalance your account periodically. The Firm relies on Envestnet and the Strategist to ensure the tools and analyses are operating properly and consistent with your investment profile.

For the Selected MIA Portfolios, the separate account manager will manage your account on an ongoing basis, rebalance your account periodically and may include reasonable portfolio restrictions. The IAR relies on the separate account manager to manage your portfolio and on Envestnet PMC, in consultation with the Firm, to conduct due diligence on the separate account manager and to ensure the tools and analyses are operating properly. Diversification, asset allocation and rebalancing strategies do not ensure a profit or guarantee against a loss.

Written Reports. Clients receive quarterly written reports from Envestnet that itemizes the activity in your MIP account during the preceding quarter, the current asset allocation, and the market value of the Account. The report will also provide market commentary, a breakdown of investments, and an account summary that includes the beginning balance, end-of-quarter balance, and year-to-date values. Additionally, NFS will provide you trade confirmations and quarterly account statements for your Account. You will also receive all statements and forms required to be provided to you for tax reporting purposes.

Other Compensation. VFA maintains a program under which its representatives are eligible to attend an annual conference (Advisor Leadership Conference) and other conferences sponsored by AIG and/or VALIC which are based on their achievement of certain levels of aggregate compensation from the sale of securities, insurance products, and advisory fees received from advisory accounts. Certain of the Firm's top-earning IARs are designated as President's or Platinum President's Cabinet members and receive additional compensation and benefits. Qualification for the annual conference or the President's or Platinum President's Cabinet is based on total compensation as described above and is not based on any specific product or category of products. However, because eligibility for the Top Advisor Conference and the President's or Platinum President's Cabinet is based on the IAR's total compensation, IARs are incentivized to have clients purchase additional products and services and add assets to existing products and services, and to transfer assets to products and services that generate higher levels of compensation for the IAR.

As noted above, a portion of the MIP fee that you pay to the Firm is paid to your IAR. Generally, the percentage of the fees that the Firm pays to your IAR from your MIP Program increases based on a rolling 12-month period as their aggregate compensation from both the sale of insurance/securities products and receipt of advisory fee reaches certain thresholds during that rolling time period. This increase in compensation to the IAR will not increase the Program Fee you pay to the Firm, but does trigger the same conflict described in the previous paragraph.

The compensation that your IAR receives from substantially all compensation sources, including MIP fees, count towards your IAR's qualification for non-cash awards, trips and other non-cash benefits offered by the Firm. The Firm may implement programs under which IARs may be eligible to win non-cash awards, trips and other non-cash benefits offered by the Firm for certain sales efforts relating to enrollment in employer-sponsored retirement plan accounts, among other factors. Similar to other sales-based programs, such non-cash awards are not based on the sale of any specific product or category of products. These programs will not change the fees that you pay for advisory services.

The Firm and/or one or more of its affiliates will receive payments from fund sponsors and service providers that choose to participate in, and that are designed to defray the costs associated with, Firm-sponsored or VALIC-sponsored conferences, seminars, training or other educational events where such funds or other related services are discussed and that are attended by our employees or employees of our affiliates and/or plan sponsors and plan consultants.

NFS, the Firm's clearing broker, provides the Firm all net profits on trading errors in MIP accounts, which gives the Firm an incentive to use its account at NFS for trade execution.

The Firm does not engage solicitors or pay related or non-related persons for referring potential MIP advisory clients. Retirement plan sponsors that have selected the Firm to make its advisory services available to plan participants may disseminate disclosures about the Firm. Depending on the circumstances, such disclosures may be deemed to include endorsements of the Firm. The Firm does not compensate plan sponsors for endorsements. An affiliate of the Firm may provide administrative services to retirement plans and collect and pay plan fees to plan sponsors; however, such plan fees are not contingent upon or otherwise related to the provision of advisory services by the Firm to plan participants.

Sponsorship Activities of the Firm and its Affiliates. The Firm and its Affiliates from time to time enter into agreements with, and pay compensation to, various organizations and associations, including trade associations, unions, and other industry groups, that provide various services to retirement plan sponsors and/or plan participants. These organizations may sponsor and invite the Firm and/or its Affiliates to participate in educational conferences and seminars for retirement plan participants who, through their retirement plan, have access to the advisory programs offered by the Firm. In some instances, these organizations may endorse and/or promote the Firm and/or its Affiliates' products and/or services, and otherwise provide the Firm and/or its Affiliates with marketing opportunities. Our sponsorship payments to these organizations for marketing and advertising opportunities provide an incentive for the organizations to promote the Firm's and/or the Affiliates' advisory services and products and may result in additional annuity sales to plan participants. Certain of these arrangements may be considered payments for client referrals and endorsements.

Referrals to Third Parties. For certain plan sponsor clients of VALIC, VFA has authorized its representatives to solicit, refer, and market the services of certain third-party registered investment advisors ("Third-Party Advisors") to the plan sponsors' participants in accordance with Rule 206(4)-3 under the Advisers Act. VFA and VFA's representatives receive referral fees from the Third-Party Advisors based on these solicitations and marketing activities. The compensation is paid as an ongoing cash payment calculated as a percentage of the advisory fees charged by the Third-Party Advisor for the participants' enrollment in the advisory program offered by the Third-Party Advisor. Because VFA is engaged by and paid by a Third-Party Advisor for the referral, any recommendation regarding such Third-Party Advisor presents a conflict of interest. VFA is required to provide a disclosure to all referred clients regarding the role of VFA and the representative as a referral agent, the compensation to VFA, and other terms of the relationship between VFA and the Third-Party Advisor, which helps mitigate this conflict.

Voting Client Securities. We will not vote, or give any advice about how to vote, proxies for securities in advisory clients' accounts.

The Strategist or investment managers responsible for the management of their respective portfolios are designated to vote proxies on your behalf unless you direct us otherwise in writing. Clients may contact your IAR with questions about a particular solicitation.

Charitable Donations. VALIC, VFA, its Affiliates and/or its Supervised Persons from time to time make cash or non-cash donations to charitable organizations or societies organized as 501(c)(3) charities, including charitable organizations associated with potential and/or actual clients of VFA and/or VALIC. These charitable donations are provided in support of non-profit causes identified by that organization, and disbursements of such donations are done under the direction of the charitable organization, and not VFA or VALIC. VFA and VALIC have procedures to identify, address and mitigate potential conflicts.

Financial Information. Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about VFA's financial condition. VFA has no financial condition that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy petition.