

**VALIC Financial Advisors, Inc.**

**WRAP FEE PROGRAM BROCHURE**

**Part 2A Appendix 1 of Form ADV**

**Managed Investment Program**

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

**Telephone: (866)-544-4968**

**March 29, 2024**

This wrap fee program brochure provides information about the qualifications and business practices of VALIC Financial Advisors, Inc. ("VFA" or the "Firm"). 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](http://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.corebridgefinancial.com/rs/prospectus-and-reports/vfa-form-adv-materials](http://www.corebridgefinancial.com/rs/prospectus-and-reports/vfa-form-adv-materials).

## **Item 2 — Material Changes**

Since its last annual update on March 31, 2023, the Firm has made the following material updates to this Wrap Fee Program Brochure (“Wrap Brochure”):

- The Firm added new MIP Portfolios:
  - ActivePassive PMC ETF Portfolios.
  - State Street Active Asset Allocation ETF Portfolios.
- Effective on or about November 20, 2023, the PMC ActivePassive Portfolios no longer accept new accounts. More information is provided below in Item 4 of this Brochure.
- For Item 4 the Firm updated:
  - *Account Rebalancing* to include information about optional rebalancing services offered through Envestnet Asset Management, Inc. (“Envestnet”). To implement the rebalancing service, you will work with your IAR to deliver rebalance instructions.
  - Provided additional information about minimum account fees that can be charged by Envestnet.
- For Item 5, clarified what types of clients and account requirements are necessary for MIP.
- For Item 9 the Firm updated:
  - *Other Compensation; Client Referrals* to note in its disclosure that investment advisor representatives may qualify for certain travel incentives or membership in the President’s Circle by achieving certain sales goals and/or plan enrollments.
  - Added additional disclosures about Material Risks.

We will provide you with a summary of any material changes to this and subsequent Wrap Brochures within 120 days of VFA’s fiscal year end, which is December 31st, or sooner if required by law. You may obtain copies of the Wrap Brochure by calling 866-544-4968 or accessing our website at <https://www.corebridgefinancial.com/rs/prospectus-and-reports/vfa-form-adv-materials>.

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## **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. This Wrap Brochure describes the services, fees and other necessary information you should consider prior to enrolling in **MIP**. The Firm also offers **Financial Planning and Consulting Services** available on either a one-time or a subscription basis, and three other wrap fee programs: the **MIP Unified Management Account Program** ("MIP UMA"), the **Guided Portfolio Services Program** ("GPS"), and the **Guided Portfolio Advantage Program** ("GPA"). You can obtain a brochure for the Firm's other advisory programs free of charge at [www.corebridgefinancial.com/rs/prospectus-and-reports/vfa-form-adv-materials](http://www.corebridgefinancial.com/rs/prospectus-and-reports/vfa-form-adv-materials) or by contacting us at 866-544-4968.

The Firm is also 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. All IARs are also engaged in the Firm's brokerage business and are registered with the Firm as registered representatives. 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 (the "Advisers Act").

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 VALIC doing business under the Corebridge Financial brand name, and an indirect subsidiary of Corebridge Financial, Inc. ("Corebridge Financial"). Corebridge Financial is a publicly-traded company and one of the largest providers of retirement solutions and insurance products in the United States. As of the date of this Brochure, American International Group, Inc. ("AIG") continues to hold a controlling ownership of Corebridge Financial. As of December 31, 2023, VFA managed approximately \$25.2 billion on a discretionary basis.

### **The Managed Investment Program**

MIP is a wrap advisory program offered by the Firm, as program sponsor. The Firm has contracted with 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, "Strategists" or for the Selected MIA Portfolios, "Separate Account Managers. The Strategists and the Separate Account Managers, as applicable, 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"); Envestnet PMC, a division of Envestnet Portfolio Solutions, Inc. ("Envestnet PMC"); Russell Investment Management, LLC ("Russell Investments"); SSGA Funds Management, Inc. d/b/a State Street Global Advisors ("SSGA"); 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**

- BlackRock Target Allocation ETF Portfolios
- BlackRock Target Allocation ESG ETF Portfolios
- BlackRock Target Allocation Tax-Aware ETF Portfolios

#### **Envestnet PMC**

- Managed Investor Account Portfolios
- Index Plus Managed Investor Account Portfolios – *(Effective November 22, 2022 these portfolios are no longer offered to new clients or accounts, but existing accounts can continue to accept additional investments)*
- PMC ActivePassive Portfolios *(Effective on or about November 20, 2023 these portfolios are no longer offered to new clients or accounts)*
- ActivePassive PMC ETF Portfolios
- American Funds PMC Active Core Portfolios
- American Funds PMC Active Income Portfolios
- Franklin Templeton PMC ActivePassive Portfolios
- Retirement Income Planning Portfolios *(Effective November 22, 2022 these portfolios are no longer offered to new clients or accounts, but existing accounts can continue to accept additional investments)*
- Integrated Managed Investor Account Portfolios *(Effective May 1, 2021 these portfolios are no longer offered to new clients or accounts, but existing accounts can continue to accept additional investments)*
- Managed Investor Account California Residents Only Portfolios

- PMC Passive Foundation Portfolios
- PMC Sustainable Foundation Portfolios
- Selected Manager Investor Account Portfolios

#### Russell Investments

- Russell Core Portfolios
- Russell Tax-Managed Portfolios

#### State Street Global Advisors

- State Street Active Asset Allocation ETF Portfolios

#### Vanguard

- Vanguard ETF Strategic Model Portfolios

Some of the Portfolios listed above offer tax-advantaged trading and/or investment strategies; tax-advantaged trading strategies are appropriate for taxable, or non-qualified accounts. More information about these, and the other Portfolios offered in MIP, is available below.

The Firm's IARs must meet certain licensing and/or registration requirements to offer certain programs. Your IAR can confirm with you their eligibility regarding the programs s/he can recommend for you.

VFA and Envestnet each have separate responsibilities for the ongoing management of your MIP account, and the Strategists and Separate Account Managers 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. More information is provided in Item 4 – Account Management of this Brochure.

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 other factors. 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. Your IAR will present the proposed allocation to one or more MIP Portfolios for your review and approval. Once you approve the proposal it will be implemented by Envestnet. Both Envestnet, and Separate Account Managers, will manage your account for conformance to the allocation of investment options within your portfolio and based on the manager's discretionary authority, rebalance your account periodically. **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.**

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 in the "Fees and Other Charges" section of this Brochure). For additional information on the Strategist or Separate Account Manager, please refer to their Form ADV Part 2A Brochure.

- (1) **PMC Passive Foundation Portfolios** ("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* in the "Fees and Other Charges" section of this Brochure).
- (2) **PMC Sustainable Foundation Portfolios** ("Sustainable 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 will assess an annual minimum account fee of \$10 (see description of *Minimum MIP Account Fee* in the "Fees and Other Charges" section of this Brochure).
- (3) **American Funds PMC Active Core Portfolios** ("American Funds PMC Active Core Portfolios") – Initial minimum account balance is \$10,000. These portfolios emphasize American Funds and can include mutual funds from other fund families.
- (4) **American Funds PMC Active Income Portfolios** ("American Funds PMC Active Income Portfolios") – Initial minimum account balance is \$10,000. These portfolios emphasize American Funds, and can include mutual funds from other fund families.
- (5) **BlackRock Target Allocation ETF Portfolios** ("BlackRock Target Allocation ETF Portfolios") – Initial minimum account balance is \$10,000. The portfolios consist of exclusively of iShares ETFs, which are managed by a Blackrock affiliate. Envestnet will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the "Fees and Other Charges" section of this Brochure).

- (6) **Vanguard ETF Strategic Model Portfolios** (“Vanguard Portfolios”) – Initial minimum account balance is \$10,000. The Vanguard Portfolio is comprised exclusively of Vanguard ETFs designed to offer broadly diversified, low-cost index exposure. Envestnet will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure).
- (7) **Franklin Templeton PMC ActivePassive Portfolios** (“Franklin Templeton PMC ActivePassive Portfolios”) – Initial minimum account balance is \$10,000. These portfolios emphasize Franklin Templeton Funds and can include mutual funds from other fund families.
- (8) **Russell Core Portfolios** (“Russell Core Portfolios”) – Initial minimum account balance is \$25,000. The portfolios consist exclusively of mutual funds advised by Russell Investments. Envestnet will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure).
- (9) **Russell Tax-Managed Portfolios** (“Russell Tax-Managed Portfolios”) – Initial minimum account balance is \$25,000. The portfolios consist exclusively of mutual funds advised by Russell Investments and the strategy seeks to maximize after-tax return for taxable assets. Envestnet will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure). These portfolios’ tax efficient strategies are appropriate for non-qualified accounts.
- (10) **BlackRock Target Allocation Tax-Aware ETF Portfolios** (“BlackRock Target Allocation Tax-Aware ETF Portfolios”) – Initial minimum account balance is \$25,000. The portfolios consist exclusively of iShares ETFs, which are managed by a BlackRock affiliate, BlackRock Fund Advisers (“BFA”). Investments in these portfolios are focused on improving the tax efficiency of investment gains and losses by seeking lower trading frequency and model portfolio turnover, higher municipal bond exposure, and avoiding short-term capital gains. Envestnet will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure). These portfolios’ tax efficient strategies are appropriate for non-qualified accounts.
- (11) **BlackRock Target Allocation ESG ETF Portfolios** (“BlackRock Target Allocation ESG ETF Portfolios”) – Initial minimum account balance is \$25,000. The portfolios consist of investments exclusively in ESG-focused iShares ETFs which are managed by BFA. 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 will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure).
- (12) **PMC ActivePassive Portfolios** (“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, an affiliate of Envestnet and Envestnet PMC. Effective on or about November 20, 2023 these portfolios are no longer offered to new clients or accounts.
- (13) **ActivePassive PMC ETF Portfolios** (“ActivePassive ETF Portfolios”) – Initial minimum account balance is \$25,000. The portfolios primarily consist of investments in ActivePassive™ ETFs, which are proprietary ETFs managed by Envestnet, and/or ETFs managed by unaffiliated third parties.
- (14) **SSGA State Street Active Asset Allocation ETF Portfolios** (“State Street Active Asset Allocation ETF Portfolios”) – Initial minimum account balance is \$25,000. The portfolios primarily consist of investments in SPDR ETFs, which are managed by a State Street Global Advisors affiliate, SSGA Funds Management, Inc. Envestnet will assess an annual minimum account fee of \$50 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure).
- (15) **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.
- (16) **Managed Investor Account Portfolios - California Residents Only** (“MIA California Residents Portfolios”) – Initial minimum account balance is \$50,000. The Strategist for the California Residents Portfolio is Envestnet PMC. The portfolios consist of mutual funds and are designed for tax-sensitive California residents.
- (17) **Index Plus Managed Investor Account Portfolios** (“Index Plus 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. **Effective November 22, 2022 these portfolios no longer accept new accounts; existing accounts may continue to make additional investments.**



- (18) **Retirement Income Planning Portfolios** (“Retirement Income Planning 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 and are designed for clients in the distribution phase of the retirement life cycle. **Effective November 22, 2022 these portfolios no longer accept new accounts; existing accounts may continue to make additional investments.**
- (19) **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 which 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’s Part 2A Brochure available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Envestnet will assess an annual minimum account fee of \$100 (see description of *Minimum MIP Account Fee* in the “Fees and Other Charges” section of this Brochure).
- (20) **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 MIP 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 other needs you may have. 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 where applicable, and the Account Transfer Application (if you have assets to be transferred from another company).

### Account Management

Envestnet PMC portfolio management team acts as an “overlay manager” to monitor and coordinate the recommendations and trading activities. This team actively manages the portfolios for the designated asset allocation in accordance with the portfolios’ allocation strategy. The overlay manager delivers operating efficiencies and coordinates all trading activity and investment decisions.

Other overlay manager activities include rebalancing and, where applicable and upon request, tax loss harvesting and accommodating portfolio restrictions. Envestnet PMC and the Strategists are responsible for ensuring the tools and analyses are operating properly and consistent with your investment profile. Certain Separate Account Managers coordinate their own trading activities. Diversification, asset allocation and rebalancing strategies do not ensure a profit or guarantee against a loss.

*Account Rebalancing.* In general, the Firm relies on the third-party investment managers to reallocate and rebalance portfolios within clients’ accounts. In addition to manager-directed rebalancing, Envestnet offers optional rebalancing services for clients’ accounts based on clients’ respective instructions and implements investment recommendations and places trades based on those client provided rebalancing instructions. These instructions can include no rebalancing of your account, or to rebalance your account on an annual, semi-annual, or quarterly basis.

To implement the optional rebalancing service, you will work with your IAR to deliver rebalance instructions via an updated SIS which is provided to Envestnet so that the allocation of portfolio assets in your account remains consistent with your instructions. Envestnet will rebalance your account upon the instructions you provide to your IAR and as outlined in the updated SIS.

A rebalance within an account typically generates trades, unless at the time of rebalance review the positions in the account are within the allocation guidelines of the model portfolio. Note that, in between rebalancing dates, the percentage of each asset class in your account, and thus the risk profile of the account, may drift, or increase, over time because of market fluctuation. When working with your IAR to provide rebalance instructions, you should also consider that reallocation of portfolios and rebalancing within a non-qualified Program

Accounts will often result in tax consequences for your account. You should discuss with your IAR whether you want to establish a rebalancing schedule for your account (or instruct that there is no rebalancing).

## Fees and Other Charges

The fees you will pay for your account(s) are based on the Program Fee and are described below. Your Fee Schedule, which is included in the Statement of Investment Selection that you receive at account opening, provides information about the fees you will pay. Additionally, your quarterly performance reports include information about the Program Fee you pay. The Program Fee for your account covers the provision of initial and ongoing investment services and the execution of most 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 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 Fee*. This portion of the Platform Fee is for the management fees that are retained by Envestnet in connection with the MIP platform. This fee includes any management fees paid to the Strategists and 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. Any fees in excess of these variable costs are retained by VFA.
- *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 provided in connection with your MIP account, including NFS' trading costs. Any amounts in excess of these costs will be retained by the Firm. 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"). NFS currently has arranged for the NTF Funds to be free of clearing charges. MIP mutual fund portfolios primarily use NTF Funds, which substantially reduces execution costs paid by VFA; this list of NTF Funds is subject to change by NFS. VFA benefits by saving the transaction fee whenever an NTF Fund is used in a portfolio.

*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 Wrap 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. Minimum accounts fees are expressed in annual amounts, but are determined and, when applicable, assessed based on your account asset value each quarter. For example, if your account has a \$100 minimum annual account Program Fee, it will be assessed a minimum of \$25 every quarter. Accordingly, if your account has large asset inflows or outflows during the year, it is possible for an account to be assessed a minimum fee for the particular quarter when your account balance was below the minimum asset value threshold, even if at the end of the year a look back over the account's average balance for the entire year would have placed it above the minimum asset value threshold. Contact your IAR for more information about applicable minimum MIP account fees for your portfolio(s).

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 IRA, you will pay 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 may 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 ETF Fees and Expenses*. As a shareholder of mutual funds and/or ETFs, you pay the internal fees and expenses of the mutual funds and ETFs held in your MIP account. The prospectuses for the respective mutual funds and/or ETFs include more information about these fees and expenses.



The table below 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 as shown below. 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 as noted in more detail below in the section “**Calculation and Deduction of the Program Fee**”. The Firm may negotiate a lower Advisory Fee and/or Platform Fee. If the Firm negotiates a lower Advisory Fee and/or Platform Fee, your Program Fee will be lower than the fees outlined in the schedules below and VFA will receive less compensation. Separately, VFA offers Advisory Fee discounts to our current employees, current employees of our affiliates, and their household family members who invest in MIP account(s). Your Fee Schedule, which is included in the SIS that you receive, provides information about the fees you will pay. Additionally, your quarterly performance reports include information about the Program Fee you pay.

Standard Program Fee Schedule		
Portfolios	Assets Under Management	Program Fee
MIA Portfolios Index Plus <i>Effective November 22, 2022, these Portfolios no longer accept new accounts; existing accounts may continue to invest.</i> Retirement Income Planning Portfolios <i>Effective November 22, 2022, these Portfolios no longer accept new accounts; existing accounts may continue to invest.</i> MIA California Residents Portfolios	First \$250,000	1.25%
	Next \$250,000	1.03%
	Next \$500,000	0.90%
	Next \$1,000,000	0.77%
	Next \$3,000,000	0.67%
	Over \$5,000,000	0.57%
American Funds PMC Active Core Portfolios American Funds PMC Active Income Portfolios Franklin Templeton PMC ActivePassive Portfolios	First \$250,000	1.25%
	Next \$250,000	1.04%
	Next \$500,000	0.94%
	Next \$1,000,000	0.84%
	Next \$3,000,000	0.74%
	Over \$5,000,000	0.64%
ActivePassive Portfolios <i>Effective on or about November 20, 2023 these portfolios are no longer offered to new clients or accounts.</i> ActivePassive ETF Portfolios	First \$250,000	1.10%
	Next \$250,000	0.89%
	Next \$500,000	0.79%
	Next \$1,000,000	0.69%
	Next \$3,000,000	0.59%
	Over \$5,000,000	0.49%
Passive Foundation Portfolios	First \$250,000	1.18%
	Next \$250,000	0.97%
	Next \$500,000	0.87%
	Next \$1,000,000	0.77%
	Next \$3,000,000	0.67%
	Over \$5,000,000	0.57%

Standard Program Fee Schedule		
Portfolios	Assets Under Management	Program Fee
Sustainable Foundation 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%
	Over \$5,000,000	0.59%
Integrated MIA Portfolios <i>Effective May 1, 2021, these Portfolios no longer accept new accounts; existing accounts may continue to invest.</i>	First \$250,000	1.83%
	Next \$250,000	1.49%
	Next \$500,000	1.27%
	Next \$1,000,000	1.13%
	Next \$3,000,000	0.96%
	Over \$5,000,000	0.82%
Selected MIA Portfolios*	First \$250,000	2.03%
	Next \$250,000	1.69%
	Next \$500,000	1.57%
	Next \$1,000,000	1.46%
	Next \$3,000,000	1.35%
	Next \$5,000,000	1.24%
	Next \$15,000,000	1.22%
	Over \$25,000,000	1.20%
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%
Russell Core Portfolios Russell Tax-Managed 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%
BlackRock Portfolios: BlackRock Target Allocation ETF Portfolios BlackRock Target Allocation ESG ETF Portfolios BlackRock Target Allocation Tax-Aware ETF 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%

Standard Program Fee Schedule		
Portfolios	Assets Under Management	Program Fee
State Street Global Advisors Portfolios: State Street Active Asset Allocation ETF 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%

\* 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. **A management fee of 60 bps is included within the Platform Fee as described in the table above. The management fee currently ranges from 0.08% to 0.60%. The Program Fee shown in your SIS is the total of your Advisory Fee and the Platform Fee.**

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 account fee this will result in a higher Program Fee rate.** The Firm may terminate an account, or transfer an account balance to brokerage, if it does not meet a Portfolio's applicable account balance minimum. More information about minimum account balances is provided above and information about the termination of advisory accounts can be found in Item 4 of this Brochure ("*Termination of the Advisory Relationship*"). 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, the amount of clearing and execution fees charged by NFS (which varies by type of security traded), and the level of brokerage commissions and other fees that would be payable if you obtained the services available under the program individually.

**Calculation and Deduction of the Program Fee.** Calculation of the Program Fee begins once your account is approved on Envestnet's system, which occurs after you complete your enrollment in your MIP account and assets are received in your account (refer to Item 4 in this Brochure on program minimums). 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. 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.

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 new MIP portfolio model you choose, your Program Fee may increase or decrease.

### Is an MIP Account for You?

The MIP account bundles together several service providers - an investment adviser, a technology platform service provider, 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.

**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 MIP 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. You are responsible for contacting your IAR or the Firm

to request your accounts be combined for fee calculation purposes. Discuss with your IAR if you have multiple MIP accounts and whether they are eligible for lowered Program Fees.

For combined accounts 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.

**Your IAR can assist you with identifying MIP accounts eligible for combining accounts for fee calculation purposes. Please contact your IAR or the Firm to request your accounts be combined for fee calculation purposes.** Additionally, the Firm does not combine for fee calculation purposes a client's MIP accounts with other accounts enrolled in the Firm's other three wrap fee programs, the GPS Program, the GPA Program, MIP UMA, 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 current structure 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. The Firm manages this conflict through its Supervision process of reviewing transactions in clients' accounts.**

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 compliance-related reviews and testing, 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 on the NFS platform. If NFS uses funds that charge a 12b-1 fee and such fee is received by NFS and is paid to VFA, any such fees will be rebated to clients. However, for all custom MIP Portfolios managed by Envestnet and solely distributed by VFA, VFA will 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 MIP Portfolios. 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. In such instances VFA is not able to 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: PMC ActivePassive Portfolios (note that these portfolios are not available to new accounts and will close on April 5,



2024), American Funds PMC Active Core and Active Income Portfolios, Franklin Templeton PMC ActivePassive Portfolios, PMC Passive Foundation Portfolios and PMC Sustainable Foundation Portfolios. Accordingly, VFA cannot dictate which share class is used for these Portfolios – that decision is made by Envestnet. This means that the same fund(s) used in the non-custom and custom portfolios can have different fees and expenses. For the Selected Manager Investor Account portfolios, the separately managed account investment managers are responsible for the model allocations to the underlying portfolios' mutual funds. Accordingly, VFA cannot dictate which share class is used for these Portfolios – that decision is controlled by the underlying investment manager. 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 or the underlying investment manager.

**Trading Through Other Broker-Dealers.** The Program Fee covers investment advice, portfolio management services and trade execution services placed through NFS only. Envestnet, Strategists and Separate Account Managers with discretionary authority over your account can execute trades through a broker-dealer other than NFS when they reasonably believe that another broker-dealer may effect trades at a price, including any commissions or dealer markup or markdown, that is more favorable to your account than would be the case if the Firm traded them through NFS. Even if the price is not more favorable, Envestnet, Strategist or Separate Account Manager(s) may “trade away” from NFS based on other relevant factors in selecting a broker-dealer, including execution capabilities, speed, efficiency, confidentiality, familiarity with potential buyers or sellers, and available inventory.

If Envestnet, Strategist or the Separate Account Manager(s) effects trades through another broker-dealer, you typically will pay additional fees, including mark-ups or mark-downs and/or dealer spreads, to compensate that broker-dealer for its services, including a commission, commission equivalent, markup/markdown, order handling fees, or fees imposed by an execution provider, exchange or clearing corporation, or other fees mandated by law. Those fees are in addition to your Program Fee and will increase your overall cost to participate in MIP.

It is expected that many of the equity (stock) trades will be executed by NFS. However, certain fixed income Separate Account Managers have historically directed most, if not all, of their trades to outside broker-dealers. These Separate Account Managers include, but are not limited to, those that offer municipal, corporate and convertible fixed income SMAs. If you transfer securities to fund your MIP account, Envestnet may use an outside broker-dealer to sell those securities that are fixed income, hard to value, illiquid, or thinly traded, or to sell other securities that NFS cannot sell. The fees described above will be charged to you.

Envestnet, Strategist or the Separate Account Manager(s), as applicable, selects broker-dealers and is responsible for meeting its best execution obligations to the client. You should carefully review the Strategist, Separate Account Manager's or Envestnet's brochure to learn whether and when it uses broker-dealers other than NFS to effect any trades. You also should carefully review all trading for your MIP account to understand the frequency of trading through other broker-dealers and any additional trading costs that may be incurred. You should discuss these trades and any associated trading costs with your IAR.

**Other Costs Associated with the Purchase and Sale of Investments in the MIP Portfolios.** The BlackRock Target Allocation ETF Portfolios, Vanguard Portfolios, BlackRock Target Allocation ESG Portfolios, BlackRock Target Allocation Tax Aware Portfolios, Selected MIA Portfolios, State Street Active Asset Allocation ETF Portfolios, ActivePassive ETF Portfolios and the Integrated MIA Portfolios include ETFs as underlying investment options, 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 trading price 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.

Additionally, the MIP portfolios include underlying investment options which are proprietary to, or are affiliated with, the Strategists and/or Separate Account Managers. This presents a conflict of interest in that the Strategists and/or Separate Account Managers for your MIP portfolio(s) may include proprietary and/or affiliated investment options which could result in higher fees or expenses for you, as well as additional revenue for the Strategists and/or Separate Account Managers. Neither the Firm nor your IAR select the underlying investment options for your MIP portfolios and accordingly are not compensated for investment options that have higher fees and/or expenses. More information about the fees and expenses for the underlying investment options in your MIP portfolio(s) is available in the Strategists and Separate Account Managers Part 2A Brochures, available at the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Unique Considerations of Securities with a Focus on ESG Investing.** Certain Portfolios may include or focus on allocations to securities with an ESG or “sustainable” investment orientation (including mutual funds or ETFs); for these Portfolios the Strategist or the Separate Account Manager selects investments or allocations to securities based on their view of the sustainability and ethical impact of an investment in a business or company. Mutual funds or ETFs whose names suggest a focus on ESG or “sustainable” investments and securities must



invest at least 80% of their assets in that investment type which means that any Portfolios with investments in these types of funds will have a significant portion, if not all, of their assets invested accordingly. More information on the criteria they utilize to select or allocate investments within the mutual funds and/or ETFs is provided in the prospectuses for these mutual funds and ETFs. Accordingly, these types of investments screen out, and may forego certain potentially profitable investment opportunities in, specific companies and industries pursuant to the ESG and/or sustainability criteria established by the portfolio manager. **If an underlying mutual fund or ETF in a Portfolio is focused on ESG and/or sustainability investing, it could result in lower performance results for such Portfolio compared to others that do not apply ESG and/or sustainability focused exclusionary screens to eliminate specific companies or industries.** Also, not all investors agree in their views of what constitutes positive or negative ESG and/or sustainability characteristics and, as a result, a Portfolio may have an ESG and/or sustainability-focused investment selected by the portfolio managers for the mutual funds and/or ETFs, or for the Portfolios by the Strategist, which does not reflect the beliefs of any particular investor. The Strategists or the Separate Account Manager are responsible for the due diligence, screening, and monitoring of investments in these Portfolios based on their selected ESG and/or sustainability screening criteria.

### **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 or sell the existing securities in your MIP account and transfer the 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 and carried by NFS as custodian ("VFA Retail Brokerage Account") or to another broker/dealer, or (3) liquidate the securities in your MIP account and transfer the 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, 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 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 services described in this Brochure primarily to U.S.-domiciled individuals. The Firm may, in limited instances, offer these services to entities, such as partnerships and trusts.

You will be required to meet certain minimum requirements for investable assets as described in this Brochure.

To enroll in MIP and utilize the services described in this Brochure, you will enter into an Advisory Agreement, a Brokerage Agreement, and also complete an Account Application and SIS. Some clients (e.g., a trust) may be required to submit additional documentation in order to open an account. The Brokerage Agreement governs the brokerage services provided by NFS in connection with your enrollment.

The Firm reserves the right to terminate an account if the assets in an account fall below the minimums established by the Strategist and/or Separate Account Manager, or if the account cannot be managed according to the SIS. The Firm may, in its discretion, close the MIP account and transfer your assets to a standard brokerage account. Once in a standard brokerage account, such assets will not be managed and will be subject to the fees and charges normally assessed by the Firm and/or NFS on its brokerage accounts. More information about these fees and charges is provided in your Brokerage Agreement and in Item 4 of this Brochure.

Initial asset values less than the minimum account opening amount will not be managed under the selected Portfolio but will be placed in the cash sweep option until the asset value reaches the required minimum account opening amount; it will be subject to the fees and charges normally assessed by the Firm and/or NFS as described in this Brochure. The “cash sweep” option allows clients to have their cash balances awaiting investment (e.g., from cash deposits, securities transactions, dividend and interest payments, and other activities) automatically deposited, or “swept,” into a core account investment vehicle, or “cash sweep,” that NFS makes available. Once the required account opening amount is reached, your assets will then be invested in accordance with your SIS.

You may make additional contributions to your account at any time subject to the above minimums. Contributions can be funded with cash or marketable securities (see above and below for more information on securities-funded contributions). Additional contributions are allocated initially to the cash sweep option and will remain there until your account is rebalanced or the cash allocation in your account reaches certain parameters. If you contribute marketable securities to an account, the Strategist or Separate Account Manager have the right to liquidate those securities in their sole discretion. Accordingly, you should be aware that a reasonable amount of time is necessary to execute such trades. You should consider the cost, if any, of sales charges previously paid on mutual funds transferred in or to be charged upon redemption, which are in addition to the Program Fee you will pay.

**If you own shares of a marketable security outside of the MIP model portfolio and want to transfer such shares into the account, Envestnet will attempt to rebalance your account in accordance with your Portfolio Guidelines, if necessary. This means that if all of the shares of the marketable securities cannot be transferred into the MIP account without causing your account to be out of balance with the selected investment objective for your account as set forth in your Proposal and SIS, those shares that would cause your account to be out of balance will be liquidated by the Strategist or Separate Account Manager at their discretion. The proceeds of the sale will be used to purchase other securities in accordance with your Proposal and SIS guidelines. The Strategist or Separate Account Manager retains the right to liquidate any marketable securities transferred in-kind into your account. Since transferring shares of a marketable security held outside the model may trigger sales of marketable securities in your account, such transfers may result in a taxable event in which capital gains or other taxes apply. You should consult with your tax professional before initiating the transfer.**

***Unsupervised Positions.*** Any assets transferred into your account will generally be sold, unless such assets are used to fulfill an allocation within your account. There are two circumstances in which the assets transferred into your account will be maintained outside of your selected Portfolio (“Unsupervised Positions”). The most common circumstance is when assets transferred into your account are not part of the Portfolio’s model holdings and cannot be liquidated or rebalanced, for some reason, for example, because they are illiquid or cannot otherwise be sold through Envestnet’s normal processes (i.e., as part of an account rebalance). Unsupervised Positions will not be included in the assets used to calculate your account fee or performance, provided that such assets are categorized as Unsupervised Positions before being transferred into your account or that the Unsupervised Positions are identified by Envestnet before an account is incepted. Advisory services will not be provided with respect to Unsupervised Positions. If the Unsupervised Position is accepted into your account after the account has been incepted, then such assets will be included in your fee and performance reporting until categorized as an Unsupervised Position. Any information your IAR or VFA furnishes you is for educational purposes only and not intended as a recommendation.

Neither your IAR nor VFA will monitor your Unsupervised Positions, and Unsupervised Positions will not be taken into consideration by your IAR, VFA, Envestnet, or any Strategist or Separate Account Manager when deciding how to invest the assets in your account or whether your Account is consistent with your risk tolerance. Neither VFA nor your IAR will have the discretion to sell Unsupervised Positions without your instruction. Because VFA and IARs are not compensated on Unsupervised Positions, VFA and its IAR have an incentive to encourage you to liquidate an Unsupervised Position and reinvest the proceeds as quickly as possible in your account.

If you hold Unsupervised Positions in your account, such holdings will be reported along with your Program Assets on your statements from NFS. They will also be listed separately on the Quarterly Performance Review (defined below), but they will not be taken into consideration in calculating the performance of your Portfolio. The only options with respect to Unsupervised Positions are to (1) liquidate the position(s) and have the proceeds invested according to the allocation used in your Portfolio; or (2) transfer the Unsupervised Positions into a separate retail brokerage account which will be governed by its own terms and conditions.

#### **Item 6 - Portfolio Manager Selection and Evaluation**

*General.* The Strategists (BlackRock, Envestnet PMC, Russell Investments, SSGA, and Vanguard) 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, through an investment working group comprised of Firm personnel, 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.

For the underlying securities offered within the model portfolios, VFA does not participate in the selection or review of mutual funds, ETFs or other individual securities that are made available by the Strategists for their respective portfolios. Due diligence reviews of the Strategists

are conducted first by Envestnet PMC, and based on this due diligence, VFA chooses the Strategists from Envestnet PMC's approved list to make available within MIP. VFA's review will include reviews of the Strategists' respective investment performance, operational and related issues, and other matters related to MIP as it deems necessary.

For the Separate Account Managers utilized in the Selected MIA Portfolios, Envestnet PMC conducts due diligence, based on a proprietary due diligence methodology, and maintains a list of "Approved-Qualitative" Separate Account Managers for MIP. The list of available Separate Account Managers is maintained and reviewed periodically by Envestnet PMC. In addition, VFA conducts due diligence on Envestnet PMC to review the proprietary due diligence process and how Envestnet PMC determines research coverage for the available Strategists and Separate Account Managers.

As Envestnet PMC conducts the diligence identified above and can act as a Strategist or Separate Account Manager, there is a conflict of interest in that Envestnet PMC is evaluating the suitability of the available Strategists, Separate Account Managers, and portfolios. In addition, Envestnet portfolios include its proprietary mutual funds and ETFs, which creates an additional conflict of interest because Envestnet is incentivized to use its own funds, which generate additional income for itself. Envestnet PMC and Envestnet are incentivized to maintain this structure and the compensation from these various roles. More information on Envestnet's due diligence process and the arrangements Envestnet has with Strategist and Separate Account Managers is available through its platform and made available to wrap fee program sponsors, such as the Firm, in Envestnet's Part 2A Brochure available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

*Selected MIA Portfolios.* 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**

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.

Envestnet provides the operational and system support for MIP, and the Strategists and Separate Account Managers are responsible for the design and management of the underlying investment options in the MIP portfolios as described above. Envestnet, the Strategists and Separate Account Managers do not have a direct relationship with you.

#### **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, the Strategist or the Separate Account Managers directly because Envestnet, Strategist and Separate Account Managers 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 opening notices at account opening and then on 36-month intervals for certain brokerage customers. The Firm was censured and fined \$1,750,000.

In April 2017, VALIC entered into a consent judgment with the State of Indiana wherein VALIC was fined \$75,000 in connection with a privacy breach that was disclosed in 2013/2014 to regulators and impacted customers.

In November 2017, VALIC entered into a settlement agreement with the Minnesota Department of Commerce wherein VALIC was fined approximately \$177,000 in connection with unclaimed property procedures.

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.

**Material Risks.** Investing in securities involves risk of loss that investors should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities, when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds can be less than the purchasing power of the original investment.

You should carefully read a copy of the Strategist's Brochures (as applicable to your account), current prospectuses, or other disclosure documents, prior to investing. Those disclosure documents contain information regarding any fees, expenses, investment objectives, investment techniques, and risks associated with their respective investments. The investment returns on your account will vary and there is no guarantee of positive results or protection against loss. No warranties or representations are made by the Firm concerning the benefits of participating in the services offered by the Firm as described in this Brochure.

In general, the Firm relies on third-party investment advisers and money managers to perform investment related research and to provide allocation and securities recommendations, including recommendations to reallocate and rebalance portfolios. Please refer to Item 4 of this Brochure for a description of our services and the services provided by third-party investment advisers and money managers. When reviewing third-party investment advisers and money managers, the Firm examines factors such as the experience, expertise, investment philosophies, firm infrastructure and past performance of investment advisers and money managers, initially and on an ongoing basis, in an attempt to determine if that investment adviser or money manager has reasonably demonstrated an ability or the potential to meet their investment objectives over a period of time and in different economic conditions. A risk of investing with a third-party manager that has been successful in the past is that he/she may not be able to replicate that success in the future. Third-party managers may themselves utilize third-party research as the basis for their investment recommendations under these Program. Please refer to the Envestnet Brochure and each Strategist Brochure for more information.

Given the wide range of investments in which your account may be invested, there is similarly a very wide range of risks to which your assets may be exposed. This Brochure does not include every potential risk associated with an investment strategy, or all of the risks applicable to a particular account. Rather, it is a general description of the nature and the risks of the strategies and securities and other



financial instruments in which accounts may invest. **You should refer to the prospectus or other offering materials you receive in conjunction with certain investments made in your account for a complete list of risks associated with that investment.**

Set forth below are certain material risks to which a client might be exposed in connection with MIP; this list is not an exhaustive list of material risks.

*Equity Securities Risk* — Equity securities (common, convertible preferred stocks and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. A fund's principal market segment(s) – such as large cap, mid cap or small cap stocks, or growth or value stocks – can underperform other market segments or the equity markets as a whole. Investments in smaller companies and mid-size companies can involve greater risk and price volatility than investments in larger, more mature companies.

*Fixed-Income Securities Risk* — Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed-income securities generally declines when interest rates rise, and an issuer of fixed income securities could default on its payment obligations. The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions about the creditworthiness and business prospects of individual issuers of individual issuers, including creditworthiness governments and their agencies. Generally, fixed income securities will decrease in value if interest rates rise and vice versa. Fixed income securities involve credit risk if an issuer defaults on making interest payments, inflation risk, and interest rate risk as interest rates can rise faster than the rate on the fixed income security. Declines in dealer market-making capacity as a result of structural or regulatory changes could decrease liquidity and/or increase volatility in the fixed income markets. In the case of foreign securities, price fluctuations will reflect international economic and political events, as well as changes in currency valuations relative to the U.S. dollar. In response to these events, a portfolio's value may fluctuate and its liquidity may be impacted.

*Asset Allocation Risk* — Your account may be a stand-alone asset allocation strategy or part of an overall asset allocation strategy and your IAR may recommend a focused or completion model primarily to complement an existing investment strategy. All strategies implemented by the Firm involve a risk of loss that you should be prepared to bear.

Asset allocation, often referred to as "traditional" or "strategic" asset allocation, is a strategy that seeks to diversify assets across various types of asset classes. Asset classes could include broad asset classes (such as equity or fixed income), or sub-asset classes (such as large cap, small cap, or international). The weights assigned to each asset class are expected to result in an overall portfolio with risk and return characteristics that meet your investment objectives. Asset allocation assumes that the mix of asset classes will remain fairly consistent over a long period of time. Your asset allocation targets typically are not changed unless your circumstances or objectives change. There are risks associated with asset allocation. One such risk is that you may not participate in sharp increases in a particular security, industry or market sector. If you have such an asset allocation you may not achieve your investment objectives and may lose money.

Tactical asset allocation is a strategy that actively adjusts a portfolio's asset allocation based upon short-term trends that could include financial market trends, economic cycles and asset class valuations. Based upon short-term assumptions, the portfolio allocations to certain asset classes are increased, while the portfolio allocations to other asset classes are decreased. There are risks associated with tactical asset allocation. If you have a tactical asset allocation strategy you may not achieve their investment objectives and may lose money. Tactical asset allocation is a market timing strategy, but its risk lies more in asset categories rather than individual securities. At different points in time, the tactical asset allocation and structure of your Portfolio vary significantly. There is no guarantee a tactical asset allocation will correctly predict or track market movements or that it will provide comparable returns or decreased volatility relative to traditional strategic asset allocation Program. Clients in tactical asset allocations are relying significantly on the skills and experience of the manager's ability to correctly judge changes in market behavior and construct a portfolio that predicts market behavior. In addition, even if the portfolio is correctly positioned, there is no guaranty that you will not experience substantial losses. The tactical asset allocation results in a portfolio may experience frequent trading in order to take advantage of anticipated changes in market conditions. A high level of portfolio turnover may negatively impact performance by generating greater tax liabilities and brokerage and other transaction costs.

Focused or completion strategies are portfolios that are concentrated in a certain asset class or deploy a specific strategy. Generally, focused or completion strategies are used to complement other holdings. There are unique risks associated with focused and completion strategies, such as increased volatility since portfolios are often concentrated in a particular asset class.

*Alternative Mutual Funds Risk* — Alternative mutual funds are publicly offered mutual funds that have many of the same protections as other registered investment companies but accomplish investment objectives through non-traditional investments and trading strategies. Alternative mutual funds are speculative and involve significant risks including but not limited to those associated with the use of derivative instruments for hedging or leverage, liquidity and volatility risks associated with distressed investments, liquidity risks associated with restrictions on securities purchased in an initial public offering or from privately held issuers, currency risk due to investments in or exposure to foreign assets or instruments, and risks associated with short selling of securities.



*Convertible and Preferred Securities* — Convertible and preferred securities have many of the same characteristics as stocks, including many of the same risks. In addition, convertible securities may be more sensitive to changes in interest rates than stocks. Convertible securities may also have credit ratings below investment grade, meaning that they carry a higher risk of failure by the issuer to pay principal and/or interest when due.

*Credit Risk* — The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation. An account that deals with counterparties in the investment of its assets may be subject to credit risk, including accounts that invest in private credit (credit not issued by a bank or traded on the public markets).

*Depository Receipts Risk* — Depository receipts, such as ADRs, are certificates evidencing ownership of shares of a foreign issuer that are issued by depository banks and generally trade on an established market. Depository receipts are subject to many of the risks associated with investing directly in foreign securities, including among other things, political, social and economic developments abroad, currency movements, and different legal, regulatory and tax environments.

*Duration Risk* — Longer-term fixed-income securities in which an account may invest tend to be more volatile than short-term securities. Portfolios that have securities with a longer average duration are more sensitive to changes in interest rates and therefore may experience greater volatility than a portfolio that has securities with a shorter average portfolio duration.

**Cybersecurity.** The Firm's business is highly dependent upon information and computer systems, including those of third parties and their service providers. Those computer systems have been, and will likely in the future be, subject to or targets of unauthorized or fraudulent access, including physical or electronic break-ins or unauthorized tampering, as well as attempted cyber and other security threats and other computer-related penetrations. Like other financial services companies, the Firm, its service providers, and business partners are and will continue to be subject to cybersecurity and technology risks, such as malware and computer virus attacks, ransomware, unauthorized access, business e-mail compromise, misuse, denial-of-service attacks, system failures and disruptions. In addition, the Firm routinely transmits, receives and stores personal, confidential, and proprietary information by electronic means. Although the Firm employs various measures designed to keep such information and its computer systems confidential and secure, there is no guarantee that such measures will be fully effective, and the Firm may be unable to effectively protect such information or computer systems so in all events.

Cyber-attacks, other cyber-related risks, and technology outages could adversely impact the Firm's business or the Firm's ability to effectively provide its services, potentially resulting in financial losses to the Firm's clients. Those events could also result in a loss of confidential information, including personal information, give rise to remediation or other expenses, expose the Firm to liability under U.S. federal and/or state laws and regulations, or subject the Firm to litigation, investigations, sanctions and regulatory and law enforcement action, and result in reputational harm and loss of business, which could have a material adverse effect on the Firm's business operations. Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In addition, substantial costs may be incurred by the Firm and those other entities in order to prevent any cybersecurity breaches in the future. The Firm is also subject to a variety of evolving privacy and information security laws and regulations that expose the Firm to heightened regulatory scrutiny and require the Firm to incur significant technical, legal and other expenses in an effort to ensure and maintain compliance. If the Firm is found not to be in compliance with these laws and regulations, the Firm could be subjected to significant civil and criminal liability and exposed to reputational harm.

**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, majority owned subsidiary of AIG. VFA is also a broker-dealer 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.

- Corebridge Capital Services, Inc., formerly AIG Capital Services, ("CCS") is an indirect, majority owned subsidiary of AIG and an affiliate of the Firm. In its capacity as a registered broker-dealer, CCS 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, majority 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.
- VALIC Trust Company Inc. (f/k/a 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, CCS 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 at 866-544-4968.

VFA, as an investment adviser, has a fiduciary duty to act in the best interests 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 non-public 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, as sponsor, is responsible for the operation of MIP. 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. Envestnet and the Strategist are responsible for ensuring the tools and analyses are operating properly and are 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 accommodate 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, in accordance with applicable laws. 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 and/or other incentive trips sponsored by Corebridge Financial, AIG, and/or VALIC, which are based on their achievement of certain sales goals and achieving certain levels of plan enrollments. Certain of the Firm's top-earning IARs are designated as President's Circle members and receive additional compensation and benefits. Qualification for the annual conference and/or incentive trips and membership in the President's Circle is based on total compensation and plan enrollments as described in this Brochure and is not based on any specific product or category of products. However, because eligibility 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, enroll individuals in plan-sponsored programs, and to transfer assets to products and services that generate higher levels of compensation for the IAR.

With respect to each of the Firm's advisory programs, a portion of the advisory or program fees you pay to the Firm is paid to the IAR. Generally, the percentage of fees that the Firm pays to your IAR from the GPS Program, the GPA Program, MIP, and/or MIP UMA increases based on a rolling 12-month period as the IAR's aggregate compensation from both the sale of securities/insurance products and the receipt of advisory fees reaches certain thresholds during that rolling time period. This increase in compensation to the IAR will not increase the fees you pay to the Firm but does trigger the compensation conflict described in this section.

The compensation that your IAR receives from substantially all compensation sources counts 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 third parties, including fund sponsors, product partners, 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 these funds, products, 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. These payments are not a condition of the availability of the products, mutual funds, and/or ETFs in the MIP Portfolios.

The Firm utilizes NFS as its clearing broker based on the high quality of services it provides which the Firm believes are in its clients' best interest. NFS 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 also receives an annual payment from NFS, in the form of a credit, for transferring client accounts and/or clients' cash and securities to the NFS platform, subject to certain terms and conditions. This credit is applicable to rollovers, distributions, and other client contributions; it is exclusive of any increases or decreases in the value of securities or assets after conversion to the NFS platform. The Firm is incentivized to transfer clients' accounts and/or assets to the NFS platform as a result of the credit paid by NFS to the Firm, resulting in a conflict of interest for the Firm.

Certain fees that are paid by the Firm to NFS will decrease as the total assets of the Firm's clients that are held with NFS as Custodian increase. As a result, the Firm has an incentive to recommend advisory programs custodied with NFS and to recommend that you increase your investment in your account, which results in the Firm paying lower fees to NFS. The Firm mitigates this conflict through our ongoing assessment of the services that NFS provides to ensure that retaining NFS continues to be in our clients' best interests, as well as the disclosure provided herein.

The Firm's agreement with Envestnet indicates that Envestnet will reduce certain of its fees if assets under management attributable to the Firm's accounts reach specific thresholds. Accordingly, as the Firm's assets increase on the Envestnet platform and reach such thresholds, the Firm retains a higher portion of the Program Fee. Accordingly, the Firm has an incentive to increase clients' assets on Envestnet's platform. However, your total Program Fee does not increase or decrease as a result of this arrangement.

The Firm does not pay related or non-related persons for referring potential MIP advisory clients.

**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 endorsements which will be disclosed in accordance with regulatory requirements.

**Referrals to Third Parties.** IARs may refer clients to an accountant, attorney, or other specialists, as necessary for non-advisory related services. Although IARs are not compensated for such non-advisory related referrals through the Firm, IARs may refer clients to

businesses providing these services they own or work for outside of their association with the Firm and clients may separately pay for those non-VFA related services. VFA does not endorse or supervise professionals referred to clients in this way.

For certain plan sponsor clients of VALIC, VFA has authorized its representatives to endorse, refer, and market the services of Third-Party registered investment advisers ("Third-Party Advisers") to the plan sponsors' participants in accordance with Rule 206(4)-1 under the Advisers Act, as amended. VFA and VFA's representatives receive referral fees from the Third-Party Advisers based on these endorsements 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 Advisers for the participants' enrollment in the advisory program offered by the Third-Party Advisers. Because VFA is engaged by and paid by these Third-Party Advisers for the referrals, any referral regarding such Third-Party Advisers presents a conflict of interest. VFA provides a written disclosure to the referral clients regarding the role of VFA and its representatives as a referral agent, the conflict of interest, which includes the compensation to VFA, and other terms of the relationship between VFA and the Third-Party Advisers, which discloses this conflict. VFA reserves the right to enter into similar arrangements with other third-party advisors.

***Voting Client Securities.*** Neither VFA nor its IARs will vote, or give any advice about how to vote, proxies for securities in advisory clients' accounts.

For MIP, the Strategist or Separate Account Managers responsible for the management of their respective portfolios are designated to vote proxies on your behalf unless you direct us otherwise in writing. More information about the Strategists' and Separate Account Managers' proxy voting policies and procedures can be found in their respective Part 2A Brochure available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Clients may contact their IAR with questions about our proxy voting policies.

***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.*** 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.