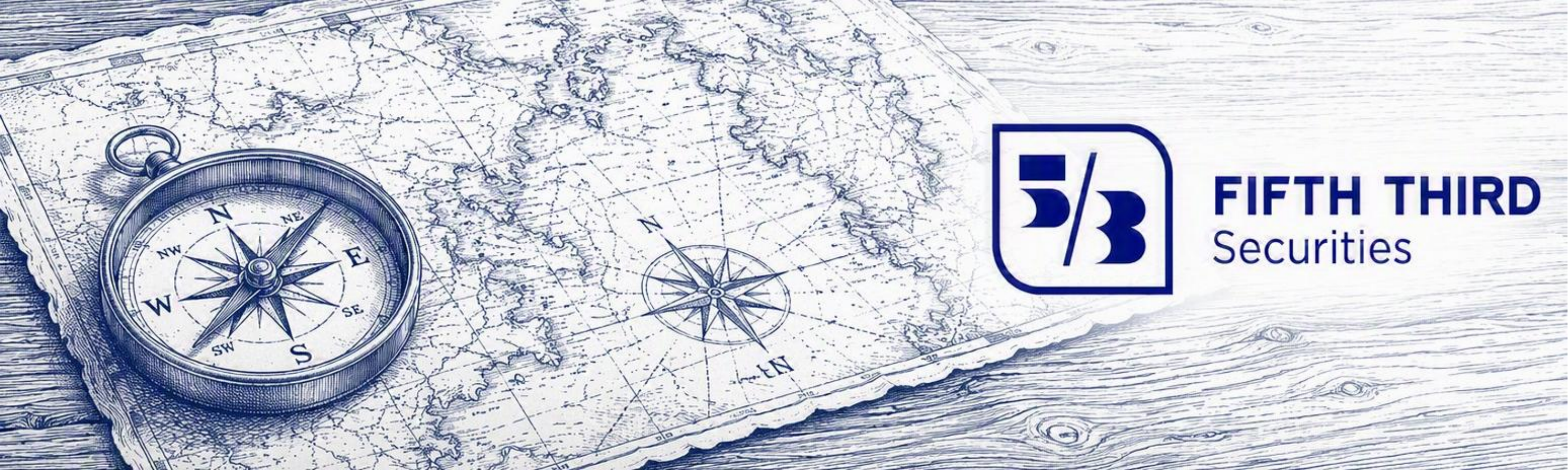

COMPASS MANAGED ACCOUNT FIRM BROCHURE

(Form ADV Part 2A)

38 Fountain Square Plaza
Cincinnati, OH 45263
Phone: (888) 889-1025
www.53.com/invest
SEC File No. 801-63623

Date of Brochure: July 08, 2026

This Compass Managed Account Firm Brochure ("Brochure") provides information about the qualifications and business practices of Fifth Third Securities, Inc. If you have any questions about the contents of this Brochure, please contact us at 888-889-1025. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Fifth Third Securities, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

This Brochure provides information about Fifth Third Securities, Inc. and the Compass Managed Account Program. You should review the information and consider all factors, including but not limited to, investment risks, fees, and conflicts of interest prior to becoming a client of the Compass Managed Account Program.

Fifth Third Securities is the trade name used by Fifth Third Securities, Inc., a member FINRA/SIPC and a registered investment advisor with the U.S. Securities & Exchange Commission. Registration does not imply a certain level of skill or training. Securities and investment advisory services offered through Fifth Third Securities:

Are Not FDIC Insured	**Offer No Bank Guarantee**	**May Lose Value**
Are Not Insured By Any Federal Government Agency		**Are Not A Deposit**

Item 2 – Material Changes

This document represents the initial filing of this Brochure. In the future, this section will be used to describe the material changes to the Fifth Third Securities, Inc. Brochure as updates are made to this July 8, 2026 version.

Item 3 – Table of Contents

Item 4 – Advisory Business

A. About Fifth Third Securities

Fifth Third Securities, Inc. ("FTS", "we", "our", or "us") is a registered broker-dealer member of Financial Industry Regulatory Authority ("FINRA") and SIPC (www.SIPC.org), and a registered investment adviser with the U.S. Securities and Exchange Commission (registration does not imply a certain level of skill or training). FTS was established in 1925, and FTS became a registered investment adviser in November 2004. FTS is a direct wholly-owned subsidiary of Fifth Third Bank, National Association ("FTB"). FTB is a full-service bank (see *Item 10 - Other Financial Industry Activities and Affiliations* for more information).

Brokerage and investment advisory services and fees differ, and it is important for clients to understand the differences between these two types of services.

IMPORTANT – Read before you open a Compass Account – The FTS' Customer Relationship Summary (**Form CRS**) provides important information about both brokerage and investment advisory services, and clients should review Form CRS **prior to** making any decision to engage FTS for either brokerage or investment advisory services. The current version of FTS' Form CRS can be requested from your Investment Advisor Representative ("IAR") or found by going to the website 53.com/ftsdisclosure.

B. Compass Investment Management Program

FTS is the sponsor of the Compass Managed Account Program ("Compass"), a program that provides investment management services to clients (also referred to as "you" or "your") utilizing securities including but not limited to equities (exchange-traded stocks, stocks traded over-the-counter, American Depositary Receipts ("ADRs")), mutual funds (which could include fund of funds), exchange-traded funds ("ETFs") and exchange-traded notes ("ETNs") (also collectively referred to herein as exchange traded products or "ETPs"), fixed income securities (e.g., corporate bonds, municipal bonds, U.S. government bonds, brokerage certificates of deposit, etc.), unit investment trusts ("UITs"), publicly traded real estate investment trusts ("REITs"), or a combination of these investments. Compass can utilize other securities as determined by FTS to be eligible. With respect to mutual funds and ETPs, our IARs can only recommend and purchase products that appear on FTS' approved product list.

Additional services included in Compass are brokerage and custodial services for Compass accounts, performance reporting, and assistance with investment style selection and asset allocation strategies. Compass provides investment management services for various investment styles and objectives. Compass is not intended for investors who want to frequently switch investments from one style or strategy to another in reaction to short-term trends.

You cannot independently buy or sell securities within your Compass account. If you want to execute your own trades using the assets that would fund your Compass account, you should not open a Compass account and evaluate at opening a brokerage account instead.

In Compass, FTS, through our IARs, acts as the Portfolio Manager. An IAR of FTS will meet with a prospective client to discuss and complete an investor profile. During this discussion, the IAR gathers information regarding the client's risk tolerance, investment objectives, and other financial information. With this data, the IAR assists the client in determining whether Compass is appropriate for the client and recommends an investment style and an asset allocation strategy or strategies for the Compass account to the client. Additionally, FTS' IARs conduct an evaluation of the securities which they use in Compass accounts.

A client choosing to open a Compass account will sign an Investment Management Agreement and an Advisory Supplemental Form or the Statement of Investment Selection with FTS, as well as an agreement to open an account with National Financial Services LLC ("NFS"). An advisory relationship exists between the client and FTS once the 1) Investment Management Agreement and 2) Statement of Investment Selection or Advisory Supplemental Form have been reviewed and accepted by FTS' Principal Review Desk. If FTS' Principal Review Desk does not accept the Investment Management Agreement, Advisory Supplemental Form, or the Statement of Investment Selection, there is no advisory relationship between FTS and the client.

Compass is accessed through the Fidelity Managed Account Xchange ("FMAX") platform, of which Fidelity Institutional Wealth Adviser LLC ("FIWA") is the platform manager.

Clients grant FTS discretionary authority to manage Compass account assets. Such discretionary authority allows FTS to make all investment decisions with respect to the client's Compass account(s) when FTS deems it appropriate and without prior consultation with the client, to buy, sell, exchange, convert and otherwise trade in any equity, mutual fund, ETP, fixed income security, UIT, publicly traded REIT, or other security that FTS determines is eligible in Compass.

In addition, this discretionary authority allows FTS to invest a Compass client's accounts/assets in a lower risk tolerance up to one level than the client has selected. Please see below for a list of risk tolerances in the Compass Program, which are listed in order of the riskiest to the least risky. For example, if a client has selected the risk tolerance as Aggressive Growth, then when FTS deems it appropriate, FTS could move the client's account/assets to reflect a Growth risk tolerance. However, in this example FTS would not be able to move the client's account/assets to reflect a Moderate Growth or lower risk tolerance since any risk tolerance of Moderate Growth or lower is more than one level below the client's stated risk tolerance. Furthermore, this limited discretionary authority does not allow FTS to invest in a higher risk tolerance than the client has selected.

Risk Tolerances
Aggressive Growth
Growth
Moderate Growth
Moderate
Conservative Growth
Conservative
Capital Preservation

NFS is FTS' clearing brokerage and custodial services provider, to custody client assets invested by the client in Compass. NFS is a registered broker/dealer and is not an affiliated entity of FTS. Most or all security transactions for Compass accounts are executed through NFS as the clearing broker/dealer. However, FTS sometimes trades with other broker/dealers to achieve best execution, obtain a wider variety of securities, or take advantage of favorable mark-ups or mark-downs available elsewhere. FTS can at any time change the clearing broker and custodian for the client's account. The discretion granted by you to FTS includes the discretion to select broker-dealers for the execution of transactions to achieve best execution. FTS and our IARs have no authority or duty to manage any of the client's assets that are: (1) not within Compass or another investment advisory program offered by FTS (i.e., Compass Managed Account Program and the Passageway Managed Account Program), or (2) designated as Unsupervised Assets (see *Item 4.B.7. – Unsupervised Assets*) within FTS investment advisory accounts. Participating in the Compass program entails risk. For more information about some of these risks please see *Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss*.

1) Fiduciary Duties

Under federal law, a registered investment adviser, such as FTS, is a fiduciary to its investment advisory clients (a/k/a Compass clients). FTS' fiduciary duty includes, but is not limited to, a duty of care and a duty of loyalty. The duty of loyalty requires FTS, and our IARs, not to place our own interest ahead of our Compass clients' interests. FTS is to make appropriate disclosures to our Compass clients, which is done through several documents, such as this Brochure. These disclosures help provide material information relating to the investment advisory relationship and FTS. The duty of care requires, among other things, the duty of FTS to provide advice that is in the best interest of our Compass clients, a duty to monitor the client's managed investments in Compass accounts, and the ongoing suitability of those investments, over the course of the investment advisory relationship. As part of FTS' duty of care, it our responsibility to understand the client's objectives for the investments which we manage under Compass, the client's risk tolerance (e.g., how much risk and losses you are willing to take for the potential of gains in your Compass account), and other financial profile information (e.g., annual income, estimated net worth, liquid assets, federal tax bracket, etc.). This information is needed to have a reasonable belief that the advice we provide is in the best interest of the Compass client.

Critically Important Client Responsibility: You need to **promptly** notify the FTS' IAR that you work with of changes to your risk tolerance, investment objectives, or financial circumstances that differ from the financial profile information that you previously provided to FTS, so that your Summit account can be reevaluated for potential changes.

Additionally, when FTS provides investment advice to clients of Compass regarding their retirement plan account or individual retirement account, FTS is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way FTS makes money creates conflicts with your interests, so FTS operates under a rule that requires us to act in the client's best interest and not put our interest ahead of our clients.

2) Limitation of Products and Types of Products (FTS vs Other Broker-Dealers or Registered Investment Advisors)

FTS offers a wide range of investment products, advisory services, and other services to help meet your financial needs. However, we do not offer the same investment products, or product types that are available through other broker-dealers or registered investment advisors. This limitation is due to various reasons that include, but are not limited to, the product company has not passed our due diligence process, we do not have a contract with the product company, or the product, product type, or the product company is outside of our current business model, or the amount of risk associated with the company or product is too great.

3) Limitation of Products and Types of Products (between FTS programs and services)

In Compass, FTS offers equities, mutual funds, ETPs, fixed income securities, UITs, publicly traded REITs, and other types of securities that FTS determines are eligible. However, through our broker-dealer and other investment advisory programs offered by FTS, a wider selection of approved products and product types are available.

4) Fidelity Institutional Wealth Adviser, LLC ("FIWA")

FIWA oversees the technology platform on which Compass functions for Compass Accounts. FTS has access to tools and related services as well as research and additional information about investment products offered through the FMAX platform, which assists FTS' IARs in building personalized solutions for FTS' clients. For more information about the FMAX platform and the research and risk ratings of investment products on FMAX, as well as other investment tools and related services, please see FIWA's ADV Part 2A Brochure describing FMAX.

5) Best Execution

As a registered investment advisor, FTS and our IARs have a fiduciary duty to seek to obtain the best trade execution in Compass accounts. Clients should understand that we may not always obtain the lowest possible transaction cost, and best execution does not mean the best price will be obtained. In addition, we may execute transactions at different prices or costs, and the execution quality received by one client may differ from the execution quality received by another client depending on the type of security, market conditions, order size, account restrictions, or other relevant factors. Several factors are utilized in analyzing overall best trade execution quality, including but not limited to, execution capability, timeliness of affecting trades, ability to execute orders of significant size, service, costs, system capabilities, system security, financial stability of firm executing the trade, and other relevant considerations. These factors combined are collectively referred to as "best execution." FTS can choose to place a trade at a firm other than NFS if we believe we need to in order to meet their best execution obligation (often referred to as "trading away").

To aid in our best execution obligations, FTS periodically and systematically conducts a sample review of equity securities transactions executed through NFS to help confirm FTS continues to meet our best execution obligations with our clients.

6) Non-Managed Assets and Worthless Securities

FTS generally does not permit securities to be held in a Compass account that are not part of the asset management of the Compass account unless it is an Unsupervised Asset (discussed below) or is a worthless security. However, if a security is deemed to be worthless (has no market value) and you do not have a brokerage account with FTS where this worthless security can be held, then the worthless security can be held in the Compass account with the client's understanding that the worthless security or securities are not being managed by FTS, our IARs, or FIWA.

7) Unsupervised Assets

In some cases, a client may want to transfer a security or investment into a Compass account but not want that security or investment immediately managed as part of the account's investment strategy. Clients can want this approach for a variety of reasons, including a desire to defer the tax consequences associated with liquidating the asset.

A client or an IAR may request that a security or investment be designated as an Unsupervised Asset within a Compass account by completing an *Unsupervised Assets Administration Form*. Clients may obtain the form from their IAR or access it at https://www.53.com/ftsdisclosure, and are to submit the completed form to their IAR for processing.

Upon receipt of a completed Unsupervised Assets Administration Form, the request will be evaluated by both FTS and FIWA. A security or investment will be treated as an Unsupervised Asset only if the request is approved by both FTS and FIWA.

Requests may be denied for a variety of reasons, including, but not limited to, circumstances in which FTS or FIWA reasonably believes that the client does not intend to liquidate the security or investment and have the proceeds managed within the Compass account, or where the client intends to retain the proposed Unsupervised Asset for an extended period of time inconsistent with the purpose of having the proceeds of the Unsupervised Asset managed. If FTS or FIWA do not agree to the request to have a security or investment treated as an Unsupervised Asset, written notice will be provided by FTS to the client.

Important Concepts: **1)** If a client does not intend for a security or investment to ultimately be managed within a Compass account, the client should neither request nor agree to designate that security or investment as an Unsupervised Asset. Only securities or investments that you reasonably expect to be transferred into and managed as part of a Compass account should be considered for a request as an

Unsupervised Asset. **2)** The discretionary authority granted by a client to FTS and our IARs includes the authority on determining when to liquidate an Unsupervised Asset and include the proceeds of the Unsupervised Asset into the management of the Compass account without the prior consent of the client. If a client does not want FTS and our IARs to determine when an Unsupervised Asset should be liquidated and incorporated into the management of a Compass account, the client should have those security(ies) or investment(s) held in a brokerage account instead of having the security(ies) or investment(s) established as an Unsupervised Asset in a Compass account.

Since Unsupervised Assets are not part of the active management of a Compass account, FTS does not charge an Investment Advisory Fee (see *Item 5 – Fees and Compensation* for further details) on an Unsupervised Asset until it is liquidated. As a result, there is financial incentive and a conflict of interest for FTS and our IARs to liquidate an Unsupervised Asset and have the proceeds incorporated into the management of the Compass account as FTS and our IAR(s) on the Compass account will make more in compensation.

8) Holding a Client's Order or Instruction

FTS, at its own discretion and without consultation with the Compass client, may choose not to immediately act upon a Compass client's order to place a transaction or series of transactions (e.g., buy, sell, exchange, transfer, withdrawal) or act upon a client's instruction if FTS believes that the client is the subject of financial abuse or is engaged or potentially engaged in a criminal activity (directly or indirectly). Examples of client instructions that FTS or FTS' IARs may choose not to act upon immediately include, but are not limited to, executing securities transactions, money movement instructions including wire and check movements, termination of advisory services, change in beneficiary or beneficiaries, and trading authorization of a third-party.

In the instances where FTS does not immediately act upon a Compass client's order to place a transaction or act upon a client's instruction, FTS will attempt to promptly conduct a review in order to determine the appropriate course of action, which can include, but is not limited to, contacting the client, State and/or federal authorities, or the Compass client's Trusted Contact. FTS can choose not to act upon a client's instructions or order for up to 15 calendar days, or for a longer period if permitted by applicable State laws/regulations, or as directed by State or federal authorities.

9) Terminating Compass Asset Management Services

Either FTS or the client can terminate participation in Compass at any time by providing thirty (30) days prior written notice to the other party. The client will be charged a pro-rated investment advisory fee for the portion of any billing period during which the account is open (see *Item 5 – Fees and Compensation* for further details) unless the client terminates the Investment Management Agreement within (5) business days from the client signing the Investment Management Agreement. If a client terminates the Investment Management Agreement within five (5) business days from the client signing the Investment Management Agreement, then the client is not charged with an investment advisory fee. FTS reserves the right to distribute the assets of a client's account *in-kind* (a delivery or transfer of securities held in the Compass account instead of in cash), liquidate any and all assets in the Compass account, send to the address of record any security in certificate form, and/or send to the address of record any available cash balance upon termination of the account by either party unless the Compass client provides alternative instructions. FTS will generally evaluate a Compass account for termination if there has been no IAR-initiated transactional activity (e.g., buys or reallocations) for a period greater than 18 months (withdrawals from the Compass account are excluded). If after the completion of the review FTS determines that it is appropriate to terminate the Compass account, FTS will terminate the Investment Management Agreement by providing thirty (30) days prior written notice to the client. Upon notification that an account owner has died, the Investment Management Agreement is immediately terminated, and the client's account is no longer a Compass account. Any subsequent trades placed based upon instructions from the executor, heirs, or beneficiaries are subject to standard fees and commissions of a brokerage account. For the fees associated with brokerage accounts, see the *Standard Commission and Fee Schedule* at 53.com/ftsdisclosure for more information.

10) Class Action and Other Legal Proceedings

On occasion, securities currently or previously held in a client's account are the subject of a class action lawsuit or other legal proceedings. FTS and our IARs have no obligation to monitor or determine if securities currently or previously held by the client are subject to pending or resolved legal actions. In addition, FTS and our IARs have no duty to assess a client's eligibility for participation in any class action settlement or other legal proceeding, nor to file or submit claims on a client's behalf. Furthermore, FTS and our IARs have no obligation or responsibility to initiate litigation or otherwise seek to recover damages on behalf of clients who believe they have been injured by the result of actions, misconduct, or negligence of issuers whose securities the client holds.

C. Availability of Customized Services for Individual Clients

Clients have the opportunity to place reasonable investment restrictions on the types of investments that will be managed on the client's behalf within Compass accounts. The client must provide these investment restriction requests to FTS in writing. If FTS, our IARs, or FIWA deems the restriction request unreasonable, FTS will notify the client of the rejection of the restriction request in writing. Clients can request two types of restrictions on their Compass account: 1) individual security restrictions, and 2) industry restrictions. Clients may not impose restrictions which apply to underlying securities held in any mutual fund, ETP or other pooled investment product.

Individual security restrictions only apply to that specific security that is identified by a symbol or CUSIP, and the restriction will **not** apply to other securities that hold that individual security, such as mutual funds, ETPs or other pooled investment products. For example, if a client has an accepted restriction request for Microsoft stock (symbol 'MSFT'), the client's Compass account will not purchase shares of Microsoft stock. However, a mutual fund held in the client's Compass account can be invested in Microsoft, and therefore, the client has an indirect investment still in Microsoft.

Industry restrictions apply to general sectors of industry. Some examples of industry restrictions include, but are not limited to, Resorts & Casinos, Tobacco, Wineries & Distilleries, and Auto Manufacturers. Clients do not have the ability to determine what securities are included or excluded within an industry restriction, nor can clients determine the criteria that are used to include or exclude a security within an industry restriction. If a client requests an industry restriction in a Compass account, the client accepts the FTS', FTS' IARs, or FIWA's determination of what securities are included and excluded from the industry restriction.

D. Wrap Fee Programs

FTS offers multiple investment advisory services through various programs. One of those programs, the Passageway Managed Account Wrap Fee Program ("Passageway"), is a wrap fee program (e.g., generally does not have securities transaction-related costs in addition to the investment advisory fee). For clarity, Compass is **not** a wrap fee program. The product types and selection of portfolio managers available in Passageway accounts are different than the product types and selection of portfolio managers available in non-wrap fee accounts (Compass and Summit).

For example, Passageway has the availability of other firm third-party asset managers that will act as the Portfolio Manager Additionally, in the Passageway Advisor Directed program, FTS IARs are limited to managing mutual funds and ETPs; whereas Compass has the availability for FTS IARs to invest in equities, mutual funds, ETPs, fixed income products, UITs, publicly traded REITs, and other security types that FTS determines are eligible for Compass. Finally, in the Summit Managed Account Program ("Summit"), FTS IARs have the availability to invest in equities, mutual funds, ETPs, fixed income products, and publicly traded REITs.

However, in each of these advisory programs, the investment advisory account management is driven by the client's best interest as determined through evaluation by FTS' IAR using profile information provided by the client, the client's preferences including reasonable investment restrictions, and investment strategies aligned with the client's risk tolerance. Clients should discuss with the IAR whether a wrap fee program would be appropriate based on factors, including but not limited to the types of investments the client wants to be invested in, the fee and expenses associated with such assets, and the anticipated trading activity in the account. FTS receives a portion of the wrap fee for Passageway.

Clients should review all of the investment advisory services offered by FTS prior to making any decision to engage in Compass. The current versions of the Passageway Managed Account Wrap Fee Program Brochure and Firm Brochures for Compass and Summit (both non-wrap fee programs) can be requested from your IAR or found by going to the website 53.com/ftsdisclosure.

E. Assets Under Management

As of April 30, 2026, FTS had approximately $14,228,900,000 in assets under management that are managed on a discretionary basis.

Item 5 – Fees and Compensation

A. Investment Advisory Fees and Compensation

Compass clients are assessed investment advisory fees on Compass accounts for the ongoing advice, portfolio management, and services provided by FTS and our IARs. Compass clients are also assessed separate account service fees described below and on Investment Advisory Account Fee Schedule that appears at the end of this Brochure.

1) Investment Advisory Fees

Investment advisory fees are negotiable between FTS and the Compass client. As a result, Compass clients that have similar account balances and/or allocations can pay different investment advisory fees. Clients should refer to their Advisory Supplemental Form or the Statement of Investment Selection to see the negotiated advisory fee schedule for your specific Compass account(s). FTS includes cash and cash equivalents positions in the daily weighted average market value of the assets under management when FTS assesses investment advisory fees. As a result, clients should limit the amount of cash or cash equivalents held in their Compass account.

For the initial calendar quarter in which a Compass account is opened, the initial advisory fee will be based upon the number of days the account is open in Compass, and the daily weighted average market value of the assets under management. Likewise, upon the termination of a Compass account, an advisory fee will be based upon the beginning date of the calendar quarter through the date of termination of the Compass account and the daily weighted average market value of the assets under management.

Clients should be aware that the investment management services provided under Compass can be more or less expensive than if the services were purchased separately, provided through another investment advisory program offered by FTS, or purchased at another financial firm. A client could receive services similar to those offered in Compass from other financial services providers. When determining the cost of purchasing services separately or the cost of other investment advisory programs, clients should evaluate the costs of brokerage commissions charged, the volume of trading activity in the account, transaction fees, wire fees, trade-away fees, foreign security transfer fees, retirement account termination fees, custody charges, fees charged for investment management services, fees for performance reporting, and the internal costs of the assets purchased (e.g., mutual fund and ETP internal expenses).

Investment advisory fees (referred to as the “Program Fee” in the Investment Management Agreement) for Compass generally follow the below fee schedule, but investment advisory fees can be lower. Clients should refer to their Advisory Supplemental Form or Statement of Investment Selection to see the negotiated advisory fee schedule for their specific Compass account(s).

Standard Investment Advisory Fee Schedule

Value of Account	Advisory Fee
First $250,000	1.50%
Next $250,000	1.35%
Next $250,000	1.25%
Next $250,000	1.10%
Next $1,000,000	1.00%

Balance Above $2,000,000 0.80%

The maximum investment advisory fee for investment advisory programs offered through FTS is 1.50%.

2) Fixed Income Related Costs

When FTS buys or sells fixed income securities (e.g., municipal bonds, corporate bonds, government bonds or securities) in your Compass account, FTS will act as the agent in the transaction. When acting as agent, FTS sources fixed income securities from other dealers (also known as a counterparty) in the market. The price FTS receives from the dealer will include a markup or markdown which is included in the price you receive in your Compass account. The markup or markdown charged varies based on several factors including, but not limited to, the type of security being bought or sold, maturity date, and size of the transaction. FTS does not act as a principal (i.e., trade from our own inventory) for fixed income securities transactions in a Compass account.

3) Householding & Investment Advisory Fees

Clients who have a tiered investment advisory fee schedule (see the *Standard Investment Advisory Fee Schedule* above) can potentially reduce their investment advisory fees when FTS investment advisory accounts are linked together to aggregate total assets under management (hereafter referred to as "Householding"). FTS investment advisory accounts in the Summit, Compass, and Passageway programs are eligible for Householding.

By Householding FTS investment advisory accounts, the client can potentially reach a subsequent tier on the investment advisory fee schedule that has a lower advisory fee. For example, if a client has two Compass accounts at FTS using the standard tiered investment advisory fee schedule (see above) and each of these accounts has a balance of $150,000, the combined assets of these accounts would be $300,000. Instead of each investment advisory account receiving an investment advisory fee charge of 1.5%, the Householding feature will result in the first $250,000 receiving a 1.5% charge, and the next $50,000 receiving a charge of 1.35%. Householding FTS investment advisory accounts will not always result in a lower investment advisory fee if the combined assets of the Householded accounts do not reach a subsequent tier of the client's investment advisory fee schedule. For example, if the client has two investment advisory accounts Householded each with a balance of $100,000 and the first tier of the investment advisory fee schedule goes from $0 - $250,000, then the client would not receive a reduction in investment advisory fees because the total Householded amount is $200,000, which is below the minimum amount for the next tier ($250,000.01).

If the client has a flat percentage investment advisory fee (e.g., 1.40%) rather than a tiered investment advisory fee schedule, the client will not receive any reduction of investment advisory fees regardless of the value of combined assets when FTS investment advisory accounts are Householded.

a) Householding Advisory Fees Criteria

For investment advisory accounts to qualify for Householding, the FTS investment advisory accounts must meet certain conditions. The current conditions for Householding are:

- Each of the Householded investment advisory accounts through FTS being linked together must have the same IAR or IARs associated. For example, if a client with an FTS investment advisory account that has an IAR (John Doe) and their spouse has a different IAR (Jane Smith) who handles their FTS investment advisory account, the FTS investment advisory accounts will not be Householded because the clients have different IARs.
- Each Householded FTS investment advisory account must be open (i.e., the investment advisory relationship has not been terminated) at the end of the calendar quarter. For example, if a client has two FTS investment advisory accounts that meet all the conditions to receive Householding but terminates one of the FTS investment advisory accounts during the calendar quarter including up to the last day of the calendar quarter, then the FTS investment advisory accounts would **not** be Householded.
- Each Householded FTS investment advisory account must have the <u>same mailing address</u> listed with FTS. If a client or clients have two or more separate mailing addresses, even if the client or clients

are related or part of the same family (e.g., spouse, children, trust, etc.), the FTS investment advisory accounts are **not** eligible for Householding. A client should never provide FTS with a mailing address that is not their own address. If a client provides FTS with another individual's address, that individual at the other address would receive the client's statements and other communications from FTS, FIWA, and NFS rather than the client; and

- If the client has additional non-advisory accounts (e.g., brokerage accounts, annuities, 529 Plans, etc.), these accounts and assets are **<u>not</u>** eligible for Householding.

Provided that the above-listed criteria are met and continue to be met, Householding will be applied to the applicable investment advisory accounts through FTS. Investment advisory accounts through FTS that are linked for Householding are not required to be opened on the same day to be eligible for Householding. Clients are not required to take any steps to apply for Householding.

Important Consideration for Householding – When investment advisory accounts through FTS are Householded together, clients receive only <u>one</u> Quarterly Performance Report that reflects all of the Householded investment advisory accounts through FTS. Clients desiring to receive separate Quarterly Performance Reports for their FTS' investment advisory accounts will need to opt-out of Householding, which can result in paying more in investment advisory fees.

b) How to Opt Out of Householding

Clients can opt-out of Householding by providing a written request to:

Fifth Third Securities, Inc.
Attn: FTS Compliance Department
38 Fountain Square Plaza
MD: 1090XB
Cincinnati, OH 45263

However, if a client chooses to opt-out of Householding, the client or clients will not receive the potential benefit of lower investment advisory fees.

c) Termination of Householding by FTS

FTS can at any time choose to cease offering Householding or change the conditions of when or how investment advisory accounts through FTS are Householded. If FTS ceases offering Householding or changes the conditions for Householding, FTS will mail clients a written notification approximately 30 calendar days in advance of the change(s) taking effect.

d) Ineligible Accounts for Householding Advisory Fees

Householding is not available for any of the following account types:

- Investment advisory accounts offered through affiliated entities, such as FTB (e.g., PCS and IM&T programs), Fifth Third Wealth Advisors, LLC ("FTWA"), and Franklin Street Advisors, Inc.
- FTS brokerage accounts, including those custodied at NFS.
- Variable annuities, variable universal life contracts, 529 Plans, or other mutual fund accounts held directly at the investment company.
- Insurance products, contracts, annuities, or other accounts held through Fifth Third Insurance Agency, Inc.

B. Payment of Fees

Investment advisory fees (referred to as the "Program Fee" in the Investment Management Agreement) are calculated at the beginning of each calendar quarter based upon the daily weighted average market value of the assets under management for the previous quarter. Investment advisory fees are automatically deducted from the client's Compass account and are charged quarterly in arrears in the month following the end of the calendar quarter, generally based on the *Standard Investment Advisory Fee Schedule* (See *Item 5.A. – Investment Advisory Fees and Compensation*).

C. Additional Fees and Expenses

1) Fixed Income Markups & Markdowns

As outlined in *Item 5.A. – Investment Advisory Fees and Compensation,* Compass accounts are subject to transaction-related charges (markups and markdowns) when FTS buys or sells fixed income securities in your Compass account.

2) Other Fees

FTS and the custodian for Compass accounts, NFS, assess additional costs and fees. These costs are not included in the investment advisory fees described above. These costs include but are not limited to the following: wire fee, overnight mailing fee, foreign security movement fee, and stop payment on check fee. Refer to the *Investment Advisory Account Service Fee Schedule* at the end of this Brochure.

a) Mutual Fund and ETP Fees

FTS does not charge a sales commission or load for investments in mutual funds or ETPs. However, a client that already owns certain securities that have contingent deferred sales charge (e.g., class B and C share mutual funds) will be subject to that fund company's charges. Liquidation of these investments reduces the value the client will have to invest in Compass. Clients should carefully review the securities that will be used to fund a Compass account prior to choosing to establish a Compass account.

In addition, each mutual fund and ETP have their own expenses, which are described in each mutual fund and ETP's prospectus. These fees and expenses generally include a management fee, trading costs associated with the underlying securities of the fund, and other expenses, which can also include Rule 12b-1 fees or similar fees for mutual funds. The fees and expenses of a mutual fund and ETP reduce the performance of the account and are embedded in the net return of the mutual fund or ETP. Therefore, the client should review both the total direct and indirect fees and expenses of mutual funds and ETPs. See *5.E. – Additional Compensation and Conflicts of Interest* for additional information on how FTS handles Rule 12b-1 fees in your Compass account.

b) Mutual Fund Share Classes

Some mutual funds have different share classes available, and these share classes have different expenses, including the internal expenses. FTS and our IARs will utilize the cheapest share class of mutual funds that is available to FTS and our IARs at the time of the purchase. However, some mutual funds have different share classes that are not available to FTS and our IARs, and these share classes of mutual funds can be cheaper than those purchased in the client's Compass account.

Compass accounts can be invested in alternative mutual funds which can have higher operating expenses compared to traditional mutual funds, and some alternative mutual funds are considerably more expensive.

D. Prepayment of Fees

FTS charges investment advisory fees to Compass clients quarterly in arrears; such fees are not paid in advance.

E. Additional Compensation and Conflicts of Interest

1) Mutual Fund Rule 12b-1 Fees

Some investment companies (issuers of mutual funds) pay Rule 12b-1 fees to FTS for mutual funds held in a Compass account. When this occurs, FTS will accept these 12b-1 fees and then have these 12b-1 fees reimbursed directly to the client's Compass account the following month the 12b-1 is credited to FTS. For clarity, if part or all of the 12b-1 fee is retained by NFS, the Investment company (mutual fund company), or any other party other than FTS, these 12b-1 fees are not credited back to the client's Compass account since FTS did not receive these 12b-1 fees.

2) Fixed Income Markups & Markdowns

When fixed income products are purchased or sold in a Compass account, there will be a markup or markdown cost made by the dealers involved in those transactions, which can include NFS or an affiliated entity of NFS. These charges are not separately itemized but are embedded in the price of the security.

FTS does not reduce the investment advisory fees that Compass accounts are charged to offset these markups and markdowns. The amounts of the markup/markdown vary based on factors including the type of security, maturity, credit quality, and trading volume, and are not separately disclosed on trade confirmations by FTS or NFS.

3) Conflict of Interest when Recommending Compass over other Investment Advisory Programs

FTS pays fees to FIWA and/or Portfolio Managers (who are not IARs of FTS) in the Passageway Program. These fees range from 0.02% to 0.50% of the daily weighted average market value of the assets under management in Passageway accounts (excluding Advisor Directed Program accounts), of which 0.02% represents the fee that FIWA charges to FTS. When FTS pays these fees to FIWA and/or Portfolio Managers, it reduces the amount of compensation an IAR receives. As a result, an IAR has a conflict of interest in recommending Compass to a client versus other investment advisory programs under Passageway.

> **Critically Important Conflict of Interest:** FTS pays fees to FIWA and/or Portfolio Managers in other investment advisory programs in Passageway, which directly reduces the amount an IAR would receive in compensation. As a result, IARs have a financial incentive to recommend to a client a Summit account that will result in greater compensation to the IAR.

4) NFS Minimum Account Fees

FIWA charges FTS a minimum fee for each investment advisory account. This minimum fee varies by program (e.g., Compass, Passageway One, Passageway Focus). As a result, FTS has a conflict of interest to recommend investment advisory accounts only when it expects the investment advisory account, including Compass accounts, will be funded at a level sufficient to cover this minimum fee.

To help mitigate this conflict of interest, FTS absorbs the cost of the minimum fee rather than passing it on to our IARs. By not allocating this cost to IARs, FTS reduces the financial incentive for IARs to recommend advisory accounts based on the need to cover the minimum fee.

5) Payment of Investment Advisory Fees to IARs

A client's IAR is generally paid a portion of the investment advisory fees (generally a percentage) charged for a Compass account. The specific amount the IAR will receive will depend on several factors, including but not limited to, the role the IAR has with FTS (e.g., Investment Executive), how long the IAR has been associated with FTS, and the total amount of revenue attributable to the IAR in a calendar year. Specifically, IARs who meet certain revenue thresholds or tiers (e.g., dollar amounts such as $300,000) are eligible for a higher payout percentage of the investment advisory fees, commissions, sales loads, trail commissions, and/or fees from the sales and services associated with the IAR. For example, an IAR whose revenue totaled $200,000 earns less as a percentage than an IAR whose revenue has totaled $400,000. These tiers create a conflict of interest as they provide a financial incentive for the IAR to increase the revenue associated with them. To help address this conflict of interest, FTS has created an IAR compensation schedule with multiple tiers in which an IAR can earn a higher payout. By creating multiple tiers with smaller percentage increases, this decreases the financial incentive for an FTS IAR to act inappropriately to obtain a higher payout percentage.

IARs in an "Investment Executive" role for five or more years or in a partnership with another Investment Executive who has been in the role for five or more years, FTS pays a portion of the investment advisory fees from Compass accounts to the Investment Executive as the investment advisory fees are earned.

For all other IARs who can offer investment advisory services through FTS, FTS will advance the first year's estimated investment advisory fees of a new Compass account to an IAR based upon the market value of the assets in the first month the assets are invested within the Compass account. Then, in the approximate thirteenth month since the opening of the Compass account, FTS will pay the IAR in advance for that month's anticipated investment advisory fees based upon the market value of the Compass account.

6) Compensation Conflicts of Interest

As a result of the receipt of compensation, when an IAR makes a recommendation to a client and that client opens a Compass account, the IAR has a conflict of interest because it is anticipated that the IAR will receive a portion of the investment advisory fees associated with that Compass account.

The investment advisory fees earned by an IAR at FTS can be greater than what the IAR would receive at another registered investment advisor firm. The Compass investment advisory fees can be more than what an IAR would receive if a client conducted their transactions in a brokerage account and paid separately for the investment advice, or if the IAR recommended another investment advisory program offered through another FTS. As a result, your IAR has a financial incentive to offer a Compass account over a brokerage account or other investment advisory accounts through another FTS investment advisory program.

7) Bonuses & Performance Based Compensation

Some IARs are eligible for bonuses or other performance-based compensation. This performance-based compensation is based on a number of factors and generally includes the overall revenue associated with the IAR, which will often include FTS, Fifth Third Insurance Agency, Inc. (“FTIA”), and/or FTB activities and revenue.

Certain individuals who are in a role with FTB and oversee an FTB branch office have the potential to receive performance-based compensation based in whole or in part on the branch’s performance metrics. The branch receives credit for FTS-related revenue, including investment advisory fees resulting from your Compass account.

8) Conflicts Related to Active Trading and No Charge Investments

FTS does not charge Compass clients a ticket charge or commission for securities transactions placed in a Compass account. However, FTS is charged by NFS for securities transactions of certain investments in Compass accounts. Therefore, FTS has an incentive to lower or limit the number of securities transactions in investments that NFS charges FTS. To help mitigate this conflict of interest, FTS’ IARs do not directly share in the costs of securities transactions when they are placed in a Compass account, nor does FTS notify IARs of which investments NFS charges FTS.

9) Recruitment Compensation

FTS provides recruitment compensation to IARs who join FTS. There are generally three types of recruitment compensation methods that FTS can use when an IAR joins our firm.

a) Forgivable Draw Compensation

The forgivable draw recruitment compensation will generally be broken into two segments. In the first segment, the IAR will generally receive a bi-weekly forgivable draw for the first 6 calendar months and a higher payout percentage for the first 6 calendar months. In the second segment, the IAR will generally receive either a forgivable or non-forgivable draw and a higher payout percentage for the subsequent 12 calendar months. The determining factor whether the draw is forgivable or non-forgivable in the second segment is dependent upon either the amount of revenue associated with the IAR for that time period or the amount of the total market value of the assets brought to FTS during that time period. Generally, recruitment compensation is limited to a time period of no greater than 24 calendar months to allow the IAR to transition to FTS. However, depending on the individual circumstances of the IAR, FTS could deviate from these stated timeframes by going longer or shorter for either segment, or having an overall longer or shorter time period for the recruitment compensation. FTS has established written policies and procedures, controls, and processes that are reasonably designed to provide a supervisory structure that oversees the Compass Program and FTS’ IARs.

b) Upfront Forgivable Loan or Promissory Note

An upfront forgivable loan (or promissory note) is an upfront payment paid by us to the IAR when the IAR joins our firm. The IAR doesn’t have to repay the loaned amount if the Financial Professional stays with us for the duration of the loan or note and the IAR meets specified revenue targets within defined time periods (e.g., monthly, quarterly).

The specific length of time period of the upfront forgivable loan can vary from IAR to IAR. However, generally speaking, a larger upfront forgivable loan will result in a longer time period the upfront forgivable loan will last.

An example of how the upfront forgivable loan generally works, if an IAR received a three-year upfront forgivable loan and the IAR meets the revenue threshold in March, then 1/36 or approximately 2.78% of the upfront forgivable loan has been forgiven by us and the IAR no longer needs to pay back this amount.

An upfront forgivable loan creates a conflict of interest for the IAR because the IAR has a financial incentive to meet monthly revenue thresholds. However, with respect to Compass accounts, these IARs are subject to a fiduciary duty to act in the best interests of Compass clients when making recommendations. FTS helps address this conflict by having a separate group of securities registered principals that review the sales activities of Compass, and these registered principals do not directly receive compensation from the recommendations made by IARs.

c) Sign-On Bonus

A sign-on bonus is an upfront payment provided to an IAR upon joining FTS. This bonus is structured to incentivize a long-term relationship and is contingent upon the IAR remaining with FTS for a specified period and meeting certain production or performance expectations during that time. The specific terms, including the amount of the sign-on bonus and the applicable time horizon, can vary based on individual circumstances and business considerations. A sign-on bonus creates a conflict of interest by providing a financial incentive tied to an IAR's continued employment and performance. However, with respect to Compass accounts, these IARs are subject to a fiduciary duty to act in the best interests of Compass clients when making recommendations. FTS helps address this conflict by having a separate group of securities registered principals that review the sales activities of Compass, and these registered principals do not directly receive compensation from the recommendations made by IARs.

10) Minimum Guaranteed Payout Percentage

FTS generally pays our IARs a percentage of the commissions, sales loads, trail commissions, and/or fees received from the sales and services associated with the IAR (otherwise known as the "payout percentage").

An IAR in the role of an Investment Executive or a Private Bank Investment Executive, when that IAR is initially registered with FTS, is provided with a minimum guaranteed payout percentage. This guarantees that the Investment Executive or Private Bank Investment Executive's payout percentage will be at a certain percentage for a specified time period. The minimum guaranteed payout percentage is used even if the actual compensation associated with the Investment Executive or Private Bank Investment Executive's activities is lower than normally required.

It is anticipated that the minimum guaranteed payout percentage will be higher than the standard payout percentage when an Investment Executive or Private Bank Investment Executive initially starts with FTS. When we provide an Investment Executive or Private Bank Investment Executive with a minimum guaranteed payout percentage, we do so to help reduce the conflict of interest that can occur when an Investment Executive or Private Bank Investment Executive initially starts with FTS and is making recommendations to clients.

The length of time that the minimum guaranteed payout percentage is in place can vary from IAR to IAR, but when we offer the minimum guaranteed payout percentage, it will generally last 24 months from the date the IAR starts with FTS or enters a new role with FTS. However, depending on the individual circumstances of the IAR, we could deviate from these stated timeframes by going longer or shorter for either segment, or having an overall longer or shorter time period for the recruitment compensation.

11) Back-End Asset-Based Bonus

A back-end asset-based bonus is a payment that is earned by an IAR after joining FTS, contingent upon achieving specified asset levels within a defined period of time. This bonus is typically calculated based on the amount of client assets transitioned to or maintained with FTS and is payable only if the applicable asset thresholds and retention requirements are met. The structure, measurement period, and payout timing of a back-end asset-based bonus are anticipated to vary depending on individual circumstances and business considerations. The Back-End Asset-Based Bonus creates a conflict of interest due to the financial incentive provided to the IAR to encourage the transfer or retention of assets. However, in Compass these IARs have a fiduciary duty to Compass clients for their Compass accounts when making recommendations. We help mitigate this conflict through supervisory and compliance controls, including independent review of applicable transactions by supervisory personnel who do not receive compensation based on the assets gathered or the recommendations made by IARs. Furthermore, we help mitigate this conflict of interest by having the Back-End Asset-Based Bonus not tied to any specific product type or service (e.g., brokerage assets versus investment advisory/Compass).

12) Retention Compensation

Upon occasion, we provide retention compensation to IARs to remain with FTS. A retention bonus is a payment that is provided to an IAR in connection with their continued registration and performing securities-related activities with FTS over a specified period of time. This bonus is typically contingent upon the IAR remaining with FTS through the applicable retention period, and in some cases, meeting certain performance, production, or asset retention expectations during that time. The structure, amount, and duration of a retention bonus are anticipated to vary based on individual circumstances and business considerations. A retention bonus creates a conflict of interest because it provides a financial incentive for the IAR to remain with us and maintain client relationships with FTS. However, in Compass these IARs have a fiduciary duty to Compass clients for their Compass accounts when making recommendations. We help mitigate this conflict through established supervisory and compliance processes, including independent review of Compass accounts by supervisory personnel who do not receive compensation based on retention-related incentives or recommendations.

13) Retirement Compensation

IARs in the role of an Investment Executive have the potential to participate in the receipt of compensation after their retirement from FTS and the securities industry. An Investment Executive’s eligibility in FTS retirement compensation program is dependent upon a number of factors, including but not limited to, the Investment Executive’s tenure with FTS, an Investment Executive’s age, completion of pre-retirement criteria, and/or compliance with various regulatory requirements to receive compensation after their termination from FTS and the securities industry.

An Investment Executive’s retirement compensation (payout percentage) is based on the total revenue earned in the rolling 12-months prior to retiring. The payout percentage based upon last rolling 12-months creates a conflict of interest for the retiring Investment Executive since it creates a financial incentive for the retiring Investment Executive to increase their revenue so they can receive more compensation in their retirement.

We help mitigate this conflict by having a separate group of securities registered principals review the activities of IARs. These registered principals do not directly receive compensation from the recommendations made by IARs and will at times use tools and systems designed to aid their supervisory reviews based upon various risk-based information. Additionally, we have provisions in the IARs’ compensation plans that provide for the recovery, withholding, repayment, or “clawback” of compensation due to violation of policy, procedures, or state and federal laws or regulations.

14) IAR Forfeiture of Compensation

Certain activities or failure to perform certain activities will or can result in the forfeiture of an IAR’s receipt of their portion of the investment advisory fee. This includes the following:

- FTS requires its IARs to conduct an annual review meeting with Compass clients. If an annual review is not conducted in a calendar year starting the year after the Compass account is opened, the IAR will have their portion of investment advisory fees for that Compass account forfeited until a review has been conducted with the applicable Compass client. Once the annual review has been conducted, the IAR will begin to receive the portion of the investment advisory fees for that Compass account again.
- As part of the due diligence of the securities made available in Compass for IARs to manage,

securities will be removed from the available list when the security does not meet certain criteria. Once a security is removed from the available list, the IAR will have a specified time period to have the security or securities removed from the Compass account as a managed asset. If an IAR does not sell, exchange, or work with the client to transfer the removed security or securities from an Compass account within the prescribed time period, then the IAR's portion of the investment advisory fees are forfeited until the security is no longer held in the Compass account as a managed asset. Once the removed security is no longer in the Compass account, the IAR will receive the portion of the investment advisory fees for that Compass account again.

Notwithstanding this process, an IAR can seek an exception from FTS to this process for non-qualified accounts (e.g., Individual, Transfer on Death, Joint accounts) where the IAR would not be required to remove the applicable security for up to one year. If an IAR's exception request is approved by FTS, the client is sent a written notification informing them that the security or securities no longer meets the due diligence requirements but are being retained in the Compass account. In this scenario, the IAR continues to receive the investment advisory fees associated with the Compass account.

- When a Compass account's value is below $25,000, the IAR does not receive any compensation associated with your Compass account. Additionally, when a Compass account's value is between $25,000 and $49,999.99, your IAR does not receive compensation from the Compass account unless the client has total household assets of $50,000 or more with FTS.

In addition to the aforementioned reasons, FTS can, as a part of disciplinary action, cause the forfeiture or withholding of an IAR's portion of investment advisory fees associated with a specific Compass account or accounts when an IAR acts materially different from FTS' expectations or policies and procedures.

15) Conflicts Related to IAR Production Standards

As part of an IAR's continued registration and/or employment with FTS, FTS has established minimum production standards based upon the tenure of the IAR with FTS. Failure by an IAR to meet FTS' minimum production standards results in an evaluation of the overall performance and activity of the IAR, which can lead to the deregistration and/or termination of employment.

To help mitigate this conflict of interest, when an IAR does not meet the production standards, FTS does not automatically deregister or terminate the employment of the IAR, but first FTS conducts and evaluation to help determine the rationale for the IAR's current production. The evaluation can include but is not limited to the workplace behaviors (e.g., showing up to the office, hours being worked), frequency of contact with clients, client follow-ups, personal events (e.g., death of a family member), and other activities related to the IAR's work activities.

16) Conflicts Related to Recommending Compass Account vs. Brokerage Account

Due to the on-going relationship and the advisory fees associated with a Compass account, FTS and FTS' IARs have a financial conflict of interest when recommending a Compass Account over a Brokerage Account as FTS and FTS IARs have the possibility to earn more compensation than they potentially would in a Brokerage Account.

FTS helps address this conflict by having a separate group of securities registered principals that review the solicited Compass Accounts by IARs, and these registered principals do not directly receive compensation from the recommendations made by FTS' IARs. Furthermore, FTS helps address this conflict by requiring FTS' IARs to complete paperwork with clients when recommending the opening of a new Compass Account. This paperwork outlines the types of services the client is seeking (e.g., on-going reviews of accounts and assets). Clients who are not seeking to have FTS or FTS' IARs to provide on-going management of their account, should <u>not</u> open a Compass Account.

17) Conflicts Related to Mutual Fund Revenue Sharing

FTS has fee arrangements with some mutual fund companies (which also includes companies that offer ETPs) that issue mutual funds that are available for purchase in the Compass Program. These payments are often referred to as "revenue sharing." However, each of these revenue sharing arrangements with mutual fund companies (which also includes companies that offer ETPs) are solely related to FTS' Institutional Brokerage business and do not apply to the mutual funds held in Compass accounts. Under these revenue sharing arrangements, the mutual fund company can pay FTS a fee based that is based off:

1. The amount of client sales;
2. Assets invested in the mutual company's mutual funds; and/or
3. A fixed fee.

The actual amounts that FTS receives can vary from one mutual fund company to another and can have a minimum dollar amount prior to FTS being eligible to receive a revenue sharing payment. In all cases, such revenue sharing payments will be paid to FTS from the mutual fund company's own resources and not directly from client funds or assets. Such arrangements will have no impact on the fees being charged to clients by FTS and our IARs. FTS provides marketing support to the mutual fund company and allows the mutual fund company to access FTS' IARs so that the mutual fund company can promote their mutual funds.

This revenue share arrangement creates a conflict of interest by incentivizing FTS to have clients invest in mutual funds that provide revenue share instead of mutual funds that do not make revenue sharing payments to FTS. FTS does not directly share revenue sharing payments with our IARs. Since FTS' IARs receive no direct portion of the revenue share that is received by FTS, FTS does not believe its IARs have a conflict of interest when selecting one mutual fund over another mutual fund as a result of these revenue sharing arrangements. Lastly, in order to mitigate this conflict of interest, currently FTS does not receive revenue share payments on any of the assets in mutual funds that are held in Compass accounts. Please visit the bottom of *https://www.53.com/investments/mutual-funds.html* for the list of the mutual fund companies that FTS has a revenue sharing arrangement with.

18) Conflicts Related to Receipt of Educational, Marketing, & Other Financial Support

FTS and our IARs have a conflict of interest as a result of when Portfolio Managers, service providers, and products companies, such as mutual fund companies, unit investment trust sponsors, annuity companies, life insurance companies, ETP companies, or their affiliates, reimburse or cover the costs for FTS and/or our IARs for the following activities: marketing, business and client development, educational enhancement, and/or due diligence reviews incurred by FTS and/or an IAR related to the promotion or sale of the Portfolio Manager services or product company's products (e.g., mutual fund, ETP). This compensation is also used to subsidize the cost of education programs, such as conferences we offer to our IARs, which include travel and travel-related expenses, meals, overnight lodging, speakers, and entertainment.

Portfolio Managers, products companies, and service providers that participate in these events gain the opportunity to interact with our IARs and their supervisors, and it is anticipated that these interactions will result in additional sales of those products or services associated with those Portfolio Managers and product companies. Accordingly, a conflict of interest exists where we offer opportunities to Portfolio Managers, products companies, and service providers that are willing to cover expenses and/or pay us to cover expenses as compared to Portfolio Managers, products companies, and service providers that do not. IARs do not directly receive a portion of this compensation. However, IARs' attendance and participation in these events can be expected to lead IARs to recommend and direct investments to the Portfolio Managers, products companies, and service providers that provide this compensation as compared to Portfolio Managers, products companies, and service providers that do not.

Item 6 – Performance-Based Fees and Side-By-Side Management

FTS does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client. FTS and our IARs do not engage in side-by-side management.

Item 7 – Types of Clients

Compass is available to individuals, high net worth individuals, trusts, estates, foundations, charitable institutions, corporations, private pension plans, and other business entities or organizations with sufficient liquid assets to participate in Compass. Compass is not intended for government entities (federal, state, or municipal) or for public pension plans.

Compass clients are required to promptly notify FTS in writing of any material changes to their information previously provided to FTS. Some examples include:

- Investment objective
- Risk tolerance
- Net worth
- Annual income
- Investment time horizon
- Address

Failure by the client to provide FTS with current, accurate information could adversely affect FTS and our IARs' ability to effectively manage the client's assets within Compass.

A Compass account requires a certain minimum dollar value of either cash or marketable securities that are acceptable to FTS before FTS approves an account. The Compass account minimum is $100,000.

In addition, FTS and our IARs, or FIWA, at their discretion, can terminate a Compass account if the Compass account falls below the $100,000 account-opening minimum.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

A. Methods of Analysis and Investment Strategies

FTS' IARs utilize various sources of information, which can include but is not limited to, financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, materials provided by FIWA, filings with the U.S. Securities and Exchange Commission, and other publicly available tools and information sources.

An IAR of FTS will meet with a prospective client to interview and complete an investor profile. During this interview the IAR gathers information regarding the client's risk tolerance, investment objectives, and financial information. With this data, the IAR assists the client in determining whether Compass is appropriate for them and recommends an investment style and an asset allocation model for the Compass account to the client. Each Compass account is invested in securities aligned with the client's selected risk tolerance. However, FTS can invest a client's account in a portfolio corresponding to a risk tolerance that is one level more conservative than the client's selected risk tolerance. The client's Statement of Investment Selection or Advisory Supplemental Form reflects the selected asset allocation model.

As noted above, FTS and our IARs are responsible for the selection and monitoring of investments in the Compass account after the client has signed the Statement of Investment Selection or Advisory Supplemental Form and funded the Compass account. Information about the risks associated with those investments can be found in the corresponding investment's prospectus, if applicable. In addition to this Brochure, a copy of the IAR's Investment Advisor Supplemental Brochure (ADV Part 2B) is provided to the client at or prior to the establishment of the Compass account. Clients can request another copy of this Brochure or their IAR's ADV Part 2B at any time by contacting their IAR or contacting FTS at the phone number listed on the cover page of this Brochure.

Diversification and asset allocation can help reduce the risk of a portfolio, but they do not remove all risk or chance of loss of the original amount invested or the gains earned in a Compass account. Periodically, the Compass account is rebalanced to help provide consistency with the client's ongoing investment objectives and the asset allocation.

B. Material, Significant, or Unusual Risks Relating to Investment Strategies

Different types of investments and investment strategies involve varying degrees of risk, and it should not be assumed that the future performance of any specific investment or investment strategy will be profitable. This includes the investments and investment strategies recommended or undertaken by FTS or our IARs. Investments are not obligations of, and are not guaranteed by, FTS, FTB or any of our other affiliates, and are not Federal Deposit Insurance Corporation ("FDIC") or government insured. Investments are subject to risks, including possible loss of the principal amount invested. **Losses can occur with any investment or strategy, including conservative investments or strategies.** The more risk the client is willing to bear, the greater the potential for loss of the principal amount invested by the client or loss of unrealized gains on assets held in the Compass account. Additional information about the risks concerning a particular mutual fund or ETP can be found in the respective mutual fund or ETP's prospectus. Clients of Compass should be prepared to bear the risk of loss associated with having a Compass account.

Portfolio goals and objectives are not guaranteed and may not be achieved. Past performance does not guarantee future results. Compass accounts and the securities in the client's Compass account can be subject to the following risks:

1) Risk of Asset Value Loss

The investment strategy or strategies provided by FTS and our IARs, including the conservative models, involve the risk of loss including the loss of the original investment amount or loss of unrealized gains on assets. Clients should have a willingness to incur such losses in connection with investments in the Compass, especially if the client invests for a shorter period of time. **By investing in Compass, clients can lose money by investing in stocks, bonds, mutual funds, ETPs, or other securities or by the investment strategy or strategies used by the IAR.** Many factors affect each investment's or Compass account's performance. Nearly all investments and Compass accounts are subject to volatility in non-U.S. markets, through either direct investment exposure or indirect effects in U.S. markets from events occurring abroad, including adverse political, social, economic, or market occurrences. Additionally, investments or Compass accounts that pursue debt exposure are subject to risks, including, but not limited to, prepayment risk, default risk, and interest rate risk. In addition, funds, ETPs, and investment strategies that pursue strategies that concentrate in specific sectors or industries or are otherwise subject to particular segments of the market (e.g., healthcare, technology, real estate, financial, or international) can be significantly impacted by events affecting those sectors, industries, or markets. Mutual funds or ETPs that invest in other funds bear all the risks inherent in the underlying investments in which those funds invest. Strategies that pursue leveraged risk, including investment in derivatives — such as options, swaps (interest rate, total return, and credit default) and futures contracts — and forward-settling securities, magnify market exposure and losses. Mutual funds, ETPs, and Compass accounts are also subject to operational risks, which can include risk of loss or losses arising from failures in internal processes or systems, or people, such as routine processing errors or major systems failures, or from external events, such as exchange outages.

2) Interest Rate Risk

The bond market is volatile, and bonds and other fixed income securities carry interest rate risk. Interest rate risk is generally expected to occur when the interest rate changes, but interest rate risk can also occur when market expectations of interest rate changes (or lack thereof) do not occur. Interest rates and bond prices generally have an inverse relationship; meaning that when interest rates increase the values of bonds decrease (and the opposite will generally occur when interest rates decrease). Generally, the longer the duration of a bond, the greater the impact on the valuation of the bond. For example, an interest rate increase will generally have a greater impact (an expected decrease in value) on a 20-year bond versus 5-year bond by the same issuer with same or similar terms. Fixed income securities also carry inflation risk and credit and default risks for both issuers and counterparties. Most bond funds do not have a maturity date, so holding the bond funds until maturity to avoid losses caused by price volatility is not feasible. Additionally, certain types of bonds can be less liquid than more actively traded investments, meaning bonds can be difficult to sell quickly or without accepting a lower price, which can result in a significant loss to you when sold.

3) Credit Risk

Issuers of debt and other counterparties may be unable to make interest or principal payments when due or otherwise honor their debt obligations. Credit rating changes of the issuer can adversely affect the value of the debt instrument or security. Additionally, changes in the financial condition of an issuer or counterparty(ies) and/or changes in specific economic or political conditions that affect a particular type of security or issuer, can increase the risk of default by an issuer or counterparty, which can affect a security or instrument's credit quality or value. Lower-quality debt securities involve greater risk of default or price changes due to changes in the credit quality of the issuer.

4) Cybersecurity Risk

Companies, markets, investment companies, including ETPs and mutual fund companies, and services providers, like FTS, FIWA, and NFS, use significant amounts of technologies in their day-to-day functions. As a result, these entities and those individuals who use these services or have investments in companies are subject to numerous cybersecurity risks. Cybersecurity risks include, but are not limited to, compromised company, employee or client data, disruption of services, corruption or loss of data, inability to perform services (e.g., trading, valuation, issuance of reports, communications), and financial losses.

5) Artificial Intelligence ("AI") Risk

Technology advances in AI and machine learning technologies (e.g., ChatGPT, Gemini, Grok, etc.) create risks for users of these technologies, including FTS, our IARs, FIWA, and NFS. AI is a fast-evolving technology that has several risks associated with it, including but not limited to the following:

- Confidential information Exposure: Accidental or intentional use of confidential or sensitive information into AI or machine learning technologies can result in the dataset being accessible by other AI technologies and/or users which could lead to unauthorized disclosure or misuse of client or firm data.
- Bias and Factual Inaccuracies Risks: AI can be prone to algorithmic biases and present false or misleading information as factually accurate, known as "hallucinations". AI hallucinations can be created by flawed data training, AI's misinterpreting data or patterns, source of data is inaccurate, or the AI model will struggle to accurately understand real-world knowledge or factual information.
- Model Risk: Models (e.g., portfolio management models, predicative models, risk assessment models, etc.) created, managed, or assisted by AI, can behave unpredictably if trained on biased, incomplete, or outdated data. This can lead to model issues such as poor investment decisions or misaligned risk assessments.
- Regulatory Uncertainty: The legal and regulatory landscape governing AI is still developing and may go through rapid changes. Future changes in laws or regulations will impact on how AI can be used by financial institutions, potentially requiring changes to business practices or technology infrastructure, which could negatively impact FTS, our IARs, FIWA, and NFS current and future use of AI.

6) Derivatives Risk

A derivative can be defined as a financial instrument or contract which derives its value from one or more underlying financial instruments such as an asset, index, or interest rate. A mutual fund or ETP's use of derivatives can reduce the returns of your Compass account and/or increase the volatility Compass clients are exposed to. Derivatives are also subject to counterparty risk, which is the risk that the other party in the transaction will not fulfill its contractual obligation. Derivatives may give rise to a form of leverage, and when leverage is used in a mutual fund, ETP, or other security or investment strategy there is greater risk and often higher costs.

C. Risks Associated with Particular Types of Securities

1) Investments in a Compass Account

A Compass account will be invested in various securities, which will depend on the individual strategy(ies) determined by the IAR and the client. These securities will employ various investment strategies, and each investment strategy has a number of risks associated with it. Therefore, Compass accounts and the securities held within the Compass account are subject to these risks and clients can lose a substantial amount of their original investment in Compass. For more information regarding the risks associated with a mutual fund or

ETP, please refer to the corresponding prospectus.

2) ETFs

An ETF is a fund that trades on an exchange throughout the trading day, similar to stocks, and often seeks to track an index (e.g., S&P 500® Index), commodity or commodities (e.g., oil, natural gas, gold, precious metals, etc.), or a basket of assets based upon a theme, territory, or sector (e.g., healthcare, energy, international stock, consumer staples, dividend appreciation, emerging markets China, etc.). As a result, ETFs often do not have the objective to outperform what they are tracking. However, some ETFs are actively managed and do not seek to track a certain index or basket of assets. ETFs can also have unique risks depending on their structure and underlying investments. ETFs can trade at a premium (above) or discount (below) to their net asset value ("NAV"), and ETFs can also be affected by the market fluctuations of their underlying investments. If FTS or a client decides to terminate the Compass account during a down market or when ETFs are experiencing a large volume of redemptions, the value of the ETFs can be significantly below the NAV of the underlying assets held in the ETFs. ETFs can experience further below market valuations if the ETF has invested in illiquid or investments that have experienced less liquidity causing the ETF to take below desired valuations to cover redemptions from shareholders. Additionally, some ETFs have not experienced a down market, and there can be unknown risks associated with ETFs.

3) ETNs

An ETN is an unsecured debt obligation of the issuer (usually an investment bank or another financial institution) that often seeks to track a market or strategy and provide returns linked to the performance of a specified index, minus applicable fees. ETNs trade on an exchange throughout the trading day similar to stocks and ETFs but they do not buy or hold assets to replicate or approximate the performance of the underlying index. In addition, ETNs generally do not seek to outperform what they are tracking. Because ETNs are debt instruments, they carry credit risk, meaning a client's return depends on the financial stability and creditworthiness of the issuer. ETNs can also trade at a premium (above) or discount (below) their indicative value, particularly when market supply and demand fluctuate or if the issuer suspends new issuance. If FTS or a client decides to terminate the Compass account during periods of market stress, reduced liquidity, or concerns about the issuer's financial health, the value of ETNs may be significantly impacted. Additionally, ETNs can include maturity dates as well as call provisions or early redemption features depending on the specific terms of the ETN, and some may have limited trading activity, which can increase volatility and reduce liquidity. As with ETFs, some ETNs track complex or less-tested strategies, and there may be unknown risks associated with ETNs.

4) ESG, SRI, Faith Based, and Similar Investments and Investment Strategies

IARs that engage in Environmental, Social, and Governance ("ESG"), Socially Responsible Investing ("SRI"), Faith Based Investing, or similar investment strategy or strategies will generally choose to avoid investments and/or companies that might otherwise be considered appropriate investment options due to factors that can run contrary to the ESG, SRI, or Faith Based investment strategy. As a result, clients selecting an IAR or having an IAR invest in ESG, SRI, Faith Based, or similar investment strategy can result in lower returns than if the IAR had used a non-ESG, SRI, Faith Based, or similar investment strategy or investments.

Furthermore, an IAR's selection process to include and/or exclude investments can be based upon a number of factors, such as imposing a minimum revenue associated with the activity seeking to be avoided (such as Adult Entertainment). As a result, even if a client selects an ESG, SRI, Faith Based, or similar investment strategy with the IAR, the client could still be invested in investments or companies that the client is seeking to avoid. Additionally, clients selecting an investment strategy or focus on ESG, SRI, Faith Based, or other similar investment strategy with the IAR should refer to the mutual fund or ETN's prospectus for more details on the ESG, SRI, or Faith Based investment strategy. FTS does not guarantee that a client's specific ESG, SRI, or Faith Based goals or client's interpretation of what the ESG, SRI, Faith Based or similar investment strategy will be represented by an IAR or the underlying investments selected. ESG, SRI, Faith Based, or similar investment strategies can be interpreted differently. For example, an IAR that has an investment strategy to invest in "clean energy" might consider companies involved in solar and nuclear energy as clean energy options. Whereas a client may not consider solar and nuclear energy sectors as "clean energy."

5) Foreign Exposure

Foreign securities, like domestic U.S. securities, are subject to market volatility risk, performance of underlying assets, regulatory risks, economic developments, and other factors that can significantly impact the valuation of a fund or security. In addition, foreign securities are subject to foreign interest rate(s), currency exchange rate, regulatory, geopolitical risks, and other risks, all of which can be greater in emerging markets. These risks are particularly significant for funds that focus on a single country, region, or emerging markets. Foreign markets will at times be more volatile than U.S. markets and can perform differently from the U.S. market. Emerging markets can be subject to greater social, economic, regulatory, and political uncertainties and can be extremely volatile. Foreign exchange rates can also be extremely volatile and can lead to significant losses. As an example, a fund's underlying assets could have a positive performance; however, the fund's value could decrease due to current currency exchange rate changes.

6) Legislative and Regulatory Risk

Securities and investment strategies used in the Compass account can be adversely affected by new laws or changes to existing laws or regulations. Changes to laws, regulations, or government policies can impact the securities markets as a whole, specific industries, individual issuers of securities, and individual securities. These changes can affect the value, liquidity, or performance of your investments and could occur without prior notice.

7) Money Market Fund

Clients could lose money by investing in a money market fund. Although a money market fund generally seeks to preserve the value of a client's investment at $1.00 per share, FTS, our IARs, and the fund cannot guarantee it will preserve the value of $1.00. A client's investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. FTS and our IARs, NFS and its affiliates, the money market fund's sponsor, have no legal obligation to provide financial support to money market funds and client is not to expect that the money market fund's sponsor will provide financial support to the fund at any time.

8) Municipal Bonds

The municipal market is affected by adverse tax, legislative, or political changes, and by the financial condition of the issuers of municipal securities. Municipal funds normally seek to earn income and pay dividends that are expected to be exempt from federal income tax. If a fund investor is a resident in the state of issuance of the bonds held by the fund, interest dividends may also be exempt from state and local income taxes. Income that is exempt from regular federal income tax can be subject to state, local, or federal alternative minimum tax. Certain funds normally seek to invest only in municipal securities generating income exempt from both federal income taxes and the federal alternative minimum tax; however, outcomes cannot be guaranteed, and the funds sometimes generate income subject to these taxes. For federal tax purposes, a fund's distribution of gains attributable to a fund's sale of municipal or other bonds are generally taxable as either ordinary income or long-term capital gains. Redemptions, including exchanges, can result in a capital gain or loss for federal and/or state income tax purposes. Tax code changes could affect the municipal bond market. Tax laws are subject to change, and tax law changes or proposed changes can cause the prices of tax-exempt securities to decrease and/or affect the tax-exempt status of securities and securities that hold tax-exempt securities.

9) Stock Markets and Investments

Stock markets are volatile and can decline significantly in a short amount of time in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these developments. Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. In addition, stock investments are subject to risk related to market capitalization as well as company-specific risk. Depending on the number of factors, such as, market events, the client's risk tolerance, and the IAR's investment strategy or strategies, an IAR may not make any changes to the investment strategies, or the investments used in a Compass account even when the stock markets incur significant losses.

FTS and our IARs can invest in alternative mutual funds or ETPs, which can use investment strategies that differ from the buy-and-hold strategy typical in the fund industry. Compared to a traditional mutual fund, an alternative fund typically holds more non-traditional investments and can employ more complex trading strategies. Some examples of assets that can be held in alternative mutual funds include, but are not limited to, managed futures, arbitrage, commodities, leveraged loan, global real estate, master limited partnerships, and option contracts. Clients considering a strategy that utilizes alternative investments in a Compass account should be aware of their unique characteristics and risks. In addition to the risks listed above, some of these risks can include, but are not limited to:

- **Investment Structure**: An alternative mutual fund made up of other mutual funds (often referred to as "fund of funds") can offer greater diversification than a single-strategy or even multi-strategy alternative mutual fund or traditional mutual fund. At the same time, this greater diversification can lead to a flattening of return and potentially less transparency. There can also be an inability to re-allocate or adapt in a way that is beneficial to the overall performance of a particular fund of funds.
- **Leverage Risk**: Using derivatives, such as commodity futures and options to increase the alternative mutual fund's combined long and short exposure creates leverage, which can magnify the alternative mutual fund's potential for gain or loss and, therefore, amplify the effects of market volatility on the alternative mutual fund's share price.
- **Liquidity Risk**: Liquidity risk exists when particular investments of an alternative mutual fund or ETP would be difficult to purchase or sell, possibly preventing the alternative mutual fund or ETP from selling such illiquid securities at an advantageous time or price, or possibly requiring the alternative mutual fund or ETP to dispose of other investments at unfavorable times or prices in order to satisfy the alternative mutual fund or ETP obligations.
- **Strategy Risk**: In addition to the usual market and investment specific risks mutual funds have, alternative mutual funds can carry additional risks from the strategies they use. For example, market-neutral funds tend to have significant portfolio turnover risk that will generally result in higher costs. Similarly, a distressed bond fund is likely to have significant credit risk.

10) Tracking Error

Tracking error risk generally applies to securities (such as an ETP) and investment strategies used by our IARs that attempt to track a market index (such as S&P 500® Index) and the deviation of actual performance the client realizes from the performance of the market index it attempts to track. Tracking error can result from numerous factors including but not limited to trading costs, management fees, cash holdings, market conditions - particularly sudden and extreme market changes, client-imposed restrictions, imperfect weighting between the securities and the market index, and changes to the composition of the market index. It is anticipated that tracking error risk will cause the performance of a client's Compass account or the security or securities within a Compass account to be less or more than the market index.

11) Additional Risks

For more risks specific to the underlying assets and the investment strategy used by an IAR, please refer to the mutual fund or ETP's prospectus. Mutual fund and ETP's prospectuses can be requested from FTS at any time through one of FTS' IARs.

Item 9 – Disciplinary Information

FTS has no material civil or criminal actions or administrative proceedings to report.

Below are regulatory events associated with FTS for the past 10 years, but these regulatory events are not limited to FTS' registered investment advisor. Many of these regulatory events involve FTS' broker-dealer and not the investment advisory business of FTS. Additional regulatory events involving FTS' broker-dealer that date further back than 10 years and additional details regarding the below listed FINRA disciplinary actions are found at https://brokercheck.finra.org/firm/summary/628.

FINRA – 05/08/2018 - Without admitting or denying the findings, FTS consented to the findings that FTS failed to fully comply with an undertaking from a previous Acceptance Waiver and Consent entered into with FINRA in 2009. In addition, FTS made material misstatements and omissions in approximately 77% of a sample set of 250 variable annuity exchanges randomly selected and reviewed by FINRA from among 1,431 variable annuity exchanges. Misstatements and omissions about the cost or benefits of the variable annuity exchange made the exchange appear more beneficial to the customer. FTS also failed to implement a supervisory structure reasonably designed to ensure that its registered representatives obtained and assessed accurate information about the customer's existing and proposed variable annuities prior to affecting the exchanges. These activities did not involve FTS' registered investment advisor, nor did it involve FTS' Compass Program.

SEC – 07/18/2023 - FTS settled allegations of wrongdoing by the SEC, in which the SEC alleged that 79 municipal bond underwriting offerings sold to broker-dealers and/or registered investment advisors failed to comply with municipal bond offering disclosure requirements under Rule 15c2-12 of the Securities Exchange Act of 1934 and found that FTS' policies and procedures weren't reasonably designed to determine if the broker dealers and/or registered investment advisors satisfied the exemption requirements under Rule 15c2-12. FTS agreed to cease-and-desist from future violations of those provisions, be censured, and pay $442,465.59 in disgorgement plus prejudgment interest of $67,506.09 to the SEC and a $200,000 civil money penalty. Additional details regarding this Order are found at https://www.sec.gov/files/litigation/admin/2023/34-97937.pdf. These activities did not involve FTS' registered investment advisor, nor did it involve FTS' Compass.

SEC – 09/29/2023 - FTS settled allegations of wrongdoing by the SEC, where from January 2019 to 2022, FTS employees sent and received Off-Channel Communications that related to the business of the broker-dealer and registered investment advisor. Due to the fact that these communications were not sent or received on FTS systems, FTS failed to surveil, maintain, or preserve these communications. As a result, FTS was required to cease-and-desist from further violation of SEC Rules related to retention of required books and records, pay a civil money penalty in the amount of $8,000,000, and take remedial measures including the hiring of an independent consultant. Additional details regarding this Order are found at https://www.sec.gov/files/litigation/admin/2023/34-98627.pdf.

Item 10 – Other Financial Industry Activities and Affiliations

A. Fifth Third Securities – Broker-Dealer & Municipal Advisor

FTS is registered both as a broker-dealer with FINRA and as a registered investment advisor and municipal advisor with the SEC (registration does not imply a certain level of skill or training). Principal executive officers of the broker-dealer are also officers of the registered investment advisor. IARs of FTS also act as brokerage representatives of FTS, and they solicit other services and products separate from the investment advisory services provided through FTS (e.g., Compass, Passageway, Summit). When an IAR acts in the capacity of a brokerage representative, they receive compensation for these separate activities done under FTS' broker-dealer. Clients are under no obligation to engage FTS and our IARs for these separate brokerage products and services.

B. Fifth Third Bank, National Association (FTB)

FTS is a wholly owned subsidiary of FTB. FTB is a federally chartered institution and is not a registered investment advisor under the U. S. Securities & Exchange Commission. It is anticipated that FTB will benefit from the compensation for services provided through Compass.

In addition, FTS IARs can recommend or refer clients to FTB, where FTB provides investment advisory services. These services are separate from the advisory accounts and services offered by FTS. If a client opens an investment advisory account with FTB based on a recommendation or referral from FTS or an FTS IAR, FTS and our IAR(s) receive ongoing compensation from FTB. The processes, procedures, and documentation required to open and maintain an account with FTB also differ from those of FTS and may be less burdensome than FTS' requirements. These compensation arrangements, along with the differences in processes and requirements, create conflicts of interest for both FTS and our IARs. To help mitigate these conflicts of interest, FTB performs supervisory reviews of recommendations and referrals made by FTS and our IARs to validate that such recommendations are based on the client's individual needs and best interest, rather than on the compensation received by FTS and our IARs.

C. Fifth Third Insurance Agency, Inc. (FTIA)

FTIA is a licensed insurance agency, which is a wholly owned subsidiary of FTB. FTS' IARs act as insurance agents for FTIA. FTS and its IARs offer insurance products and services to advisory clients outside of Compass accounts. Clients are under no obligation to engage FTIA or its insurance agents for these separate services and products for which a customary commission is received. These insurance products are separate from Compass and are not considered managed assets within Compass.

D. Frankin Street Advisors, Inc. (Franklin Street Advisors)

Franklin Street Advisors is a registered investment advisor that is a wholly owned subsidiary of FTB and is an affiliated entity of FTS. Franklin Street Advisors is not a Program Manager currently available in the Compass Program; therefore, FTS does not consider the affiliated entity, Franklin Street Advisors, a conflict of interest to Compass clients or prospective clients. FTS operates independently from Franklin Street Advisors, although the two entities share certain resources, such as technology applications and other support services provided through Fifth Third Bank.

E. Fifth Third Wealth Advisors, LLC (FTWA)

FTWA is a wholly owned, indirect subsidiary of FTB and an adviser registered with the U.S. Securities and Exchange Commission. FTWA is not a Program Manager currently available in the Compass Program; therefore, FTS does not consider the affiliated entity, FTWA, a conflict of interest to Compass clients or prospective clients. FTS operates independently from FTWA, although the two entities share certain resources, such as technology applications and other support services provided through Fifth Third Bank.

F. Comerica Securities, Inc. (Comerica Securities)

Comerica Securities is a wholly owned subsidiary of FTB and is a broker-dealer and member FINRA/SIPC. Comerica Securities is not a Program Manager available in the Compass Program and currently does not provide investment advisory services to retail customers; therefore, FTS does not consider the affiliated entity, Comerica Securities, a conflict of interest to Compass clients or prospective clients. The two entities share certain resources, such as technology applications and other support services provided through Fifth Third Bank.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

A. Code of Ethics

FTS has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. FTS' Code of Ethics is based upon the principle that FTS and its employees owe a fiduciary duty to clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. The Code of Ethics is designed to help maintain the high ethical standards long maintained by FTS continue to be applied. The purpose of the Code of Ethics is to preclude activities which lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. FTS' fiduciary duty means that FTS has an affirmative duty of utmost good faith to act solely in the best interest of its clients. FTS and its employees are subject to the following specific fiduciary obligations when dealing with investment advisory clients:

- The duty to have a reasonable, independent basis for the investment advice provided;
- The duty to help confirm that investment advice is suitable to meeting the client's individual investment objectives, needs and circumstances; and
- A duty to be loyal to clients.

To implement the Code of Ethics, all FTS access persons are required to acknowledge their receipt of the FTS' Code of Ethics. FTS' IARs are subject to specific personal securities transactions and holdings reporting requirements.

FTS' Code of Ethics further includes the FTS policy prohibiting the use of material non-public information. FTS requires that all access persons must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to termination or other disciplinary actions. Advisory clients or prospective advisory clients can receive the full version of FTS' Code of Ethics by making a written request to:

Fifth Third Securities, Inc.
Attn: Compliance Department
38 Fountain Square Plaza
MD: 1090XB
Cincinnati, OH 45263

B. Participation or Interest in Client Transactions

As discussed in *Item 5A – Investment Advisory Fees and Compensation*, fixed income trades can result in a markup or markdown charged in addition to the investment advisory fee you pay for your FTS account, and it varies based on several factors including, but not limited to, the type of security being bought or sold, maturity date, and size of the transaction.

FTS helps address this conflict by having a separate group of securities registered principals that review activities in Compass, and these registered principals do not directly receive compensation from the recommendations made by IARs.

C. Personal Trading

IARs are prohibited from buying or selling securities (or related securities such as warrants, options, or futures) either prior to or subsequent to submitting a trade for a Compass client with the intent to benefit from a price fluctuation generated from the Compass client's trade. Nevertheless, FTS' IARs can invest in the same securities (or related securities such as warrants, options, or futures) that they recommend to Compass clients. Our IARs can also recommend securities to Compass clients at or about the same time as our IARs buy or sell the same securities in their personal accounts. This creates a potential conflict of interest, including the risk that the IAR's personal trading could influence, or appear to influence, investment recommendations, or that the IAR's personal trading could receive more favorable timing or pricing than trades for Compass clients.

To help address these conflicts, IARs are required to adhere to FTS's Code of Ethics that emphasizes the IAR's fiduciary duty to avoid serving their own personal interests ahead of our clients. IARs are also subject to specific personal securities transactions and holdings reporting requirements. IARs are prohibited from purchasing initial public offerings in their own personal accounts under FTS' Code of Ethics, and IARs must receive pre-clearance before investing in private securities offerings (e.g., Regulation D offerings).

D. Conflicts Related to Receipt of Gifts and Business Entertainment

FTS has additional policies and procedures to help address other potential material conflicts of interest that arise from our IARs giving and receiving gifts and gratuities and business entertainment.

IARs can receive business entertainment from product or service providers. Examples of business entertainment include, but are not limited to, an occasional meal or a ticket to an event (e.g., concert, game, local event). This creates a conflict of interest for the IAR where the IAR recommends the product associated with the company who has provided the business entertainment. To help mitigate this conflict, FTS generally limits the amount of business entertainment that can be received by its IAR per product or service company when the business entertainment is not associated with training, an FTS meeting, or a meeting with an FTS client. This limit does not apply to business entertainment of de minimis value as long as the value of the business entertainment received is below $40.

Additionally, IARs can receive gifts from product companies, asset managers, or vendors. This creates a conflict of interest for the IAR where the IAR recommends the product or service associated with the company who has provided the gift. To help mitigate this conflict, FTS and regulatory rules prohibit the receipt of gifts over a certain limit per company and per calendar year. IARs are required to report to FTS when they receive a gift that was provided by a product or service company with the exception of promotional items of small dollar value (e.g., water bottle with the company logo on the bottle, pens, notebooks, t-shirt).

Item 12 – Brokerage Practices

A. Broker-Dealer Selection for Client Transactions

In Compass, clients establish their accounts through NFS, the clearing broker-dealer and custodian for Compass accounts. NFS performs the necessary execution and custodial services on behalf of FTS. Clients do not have the ability to request other clearing broker-dealers for their accounts.

Although FTS has found the services of NFS to be consistent with its obligation to seek best execution and that the fees (including but not limited to commissions and/or transaction fees) charged are reasonable in relation to the value of the brokerage and research services provided, a client may nonetheless pay a fee for services that is higher than another qualified broker-dealer might charge to effect the same transaction. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a clearing broker-dealer's services, including the value of research provided, execution capability, commission rates and the benefit to all clients.

1) Research and Other Soft Dollar Benefits

FTS does not enter into agreements that involve soft dollar benefits. However, as part of our agreements with NFS, FTS does receive benefit in the form of credits and discounts for using NFS as our clearing broker-dealer and custodian. The receipt of these benefits is **not** dependent on the amount or volume of client transactions placed through NFS or commissions earned by NFS for placement of trades for FTS (i.e., soft dollar benefits). Conflicts of interest due to our agreements with NFS are outlined below.

a) NFS Credits & Discounts

NFS provides FTS with credits in the form of receipt of payment to FTS and the offset or reduction of fees and expenses owed by FTS to NFS when FTS meets certain criteria established by NFS. These credits include singular or infrequent credits (e.g., credit as part of contract renewal or update) and recurring credits (e.g., monthly, annual intervals). One of these credits is calculated based on net flows to NFS, defined as incoming cash and securities transfers less outgoing transfers. Accordingly, FTS has conflicts of interest in both promoting transfers of cash and securities to NFS and retaining those assets with NFS. This credit excludes cash and securities associated with the Deconversion Credit referenced below.

FTS' receipt of these NFS credits represents a conflict of interest. To help mitigate the conflict of interest these credits create, FTS and NFS have limited the criteria that have to be met by FTS to receive these credits. For example, the receipt of these credits are **not** dependent on the amount or volume of transactions placed through NFS, the amount of charges/fees assessed by NFS to FTS, commissions earned by NFS for placement of trades, the number of clients or accounts FTS has with NFS (with the exception of the Deconversion Credit), and does not prevent FTS to place a security transaction or transactions through another firm if FTS believes it is in the client's best interest.

In addition, in connection with Fifth Third Bancorp's acquisition of Comerica Incorporated and its subsidiaries, including Comerica Bank, N.A., NFS will provide FTS with: (1) a one-time credit to offset costs associated with the conversion of accounts and assets from Ameriprise Financial Services, LLC ("Ameriprise") to NFS (the "Deconversion Credit"), (2) an increase to an existing annual credit provided by NFS to FTS, and (3) discounted fees from NFS's affiliated entity, Fidelity Institutional Wealth Adviser LLC, for investment advisory accounts which includes Compass accounts.

The Deconversion Credit is contingent on the volume of assets and accounts transferred. If the transferred assets and accounts fall below a specified threshold, NFS will not provide the Deconversion Credit.

Additionally, if a specified percentage or more of the assets and accounts transferred to NFS in connection with this conversion are subsequently moved away from NFS within a defined period after the conversion, FTS is to negotiate with NFS to determine whether FTS will reimburse a portion of the Deconversion Credit.

As a result, FTS has conflicts of interest related both to encouraging the transfer of accounts and assets from Ameriprise to NFS and to retaining those accounts and assets after the transfer. To help mitigate these conflicts, the Deconversion Credit is not tied to the transfer of specific asset types and does not depend on future transactions occurring at NFS.

b) Conflicts Related to Interest on Cash Holdings

NFS shares credit interest compensation with FTS on cash balance holdings held in Compass accounts. To help mitigate this conflict of interest, FTS requires clients to select a core account investment vehicle (a/k/a sweep option) for available cash balances instead of allowing the Compass account to remain in cash. Even when a client selects a core account investment vehicle, there are situations when a Compass account will still end up holding a cash balance. As a result, FTS will receive credit interest from this cash balance holding. Additionally, we do not directly share with IARs the credit interest income received from cash holdings in a Compass account, and lastly, the interest earned on cash holdings in a Compass account that FTS receives from NFS is reimbursed directly to the client's Compass account. These reimbursements for cash holdings occur in the same quarter or the following quarter that FTS receives the interest from NFS.

Furthermore, FTS Clients can select an available core account investment vehicle or change the core account investment vehicle at any time for their Compass Account by contacting their IAR. Additional information regarding the available investment options for your core account investment vehicle can be found at 53.com/ftsdisclosure under "Core Account Investment Vehicle Disclosure Summary".

c) Conflicts Related to Clearing Firm (NFS)

(1) No Cost Transactions

FTS pays NFS clearance and execution fees for trades placed in Compass accounts. These clearance and execution fees are in part based upon the type of security involved in the transaction (e.g., listed equity, over-the-counter equities, municipal bonds, mutual funds, etc.). However, NFS makes transactions in certain mutual funds and ETPs available to FTS at no cost if the mutual fund or ETPs is part of NFS' NTF Mutual Funds Program, NTF Managed Account Program, and iNTF Managed Account Program. The availability of no cost transactions creates a conflict of interest for FTS by providing the availability to have transactions in certain mutual funds and ETPs at no cost while transactions in other mutual funds and ETPs not part of NFS' NTF Mutual Funds Program, NTF Managed Account Program, and iNTF Managed Account Program are assessed a charge or fee. To help mitigate this conflict of interest, FTS does not distribute to IARs the list of mutual funds and ETPs on NFS' NTF Mutual Funds Program, NTF Managed Account Program, and iNTF Managed Account Program. Furthermore, IARs perform initial and ongoing due diligence on the securities that are used by them in Compass accounts.

(2) NFS Credits & Discounts

NFS provides FTS with credits in the form of receipt of payment to FTS and the offset or reduction of fees and expenses owed by FTS to NFS when FTS meets certain criteria established by NFS. These credits include singular or infrequent credits (e.g., credit as part of contract renewal or update) and recurring credits at (e.g., monthly, or annual intervals). One of these credits is calculated based on net flows to NFS, defined as incoming cash and securities transfers less outgoing transfers. Accordingly, FTS has conflicts of interest in both promoting transfers of cash and securities to NFS and retaining those assets with NFS. This credit excludes cash and securities associated with the Deconversion Credit referenced below.

FTS' receipt of these NFS credits represents a conflict of interest. To help mitigate the conflict of interest these credits create, FTS and NFS have limited the criteria that have to be met by FTS to receive these credits. For example, the receipt of these credits are not dependent on the amount of assets FTS has with NFS, the amount or volume of transactions placed through NFS, the amount of charges/fees assessed by NFS to FTS, any commissions earned by NFS for placement of trades, the number of clients or accounts FTS has with NFS (with the exception of the Deconversion Credit), and does not prevent FTS to place a security transaction or transactions through another firm if FTS believes it is in the client's best interest.

In addition, in connection with Fifth Third Bancorp's acquisition of Comerica Incorporated and its subsidiaries, including Comerica Bank, N.A., NFS will provide FTS with: (1) a one-time credit to offset costs associated with the conversion of accounts and assets from Ameriprise Financial Services, LLC ("Ameriprise") to NFS (the "Deconversion Credit"), (2) an increase to an existing annual credit provided by NFS to FTS, and (3) discounted fees from NFS's affiliated entity, Fidelity Institutional Wealth Adviser LLC, for investment advisory accounts.

The Deconversion Credit is contingent on the volume of assets and accounts transferred. If the transferred assets and accounts fall below a specified threshold, NFS will not provide the Deconversion Credit. Additionally, if a specified percentage or more of the assets and accounts transferred to NFS in connection with this conversion are subsequently moved away from NFS within a defined period after the conversion, FTS is to negotiate with NFS to determine whether FTS will reimburse a portion of the Deconversion Credit.

As a result, FTS has conflicts of interest related both to encouraging the transfer of accounts and assets from Ameriprise to NFS and to retaining those accounts and assets after the transfer. To help mitigate these conflicts, the Deconversion Credit is not tied to the transfer of specific asset types and does not depend on future transactions occurring at NFS.

2) Trade Errors

If FTS, our IARs, or FIWA makes an error when submitting a trade order on a client's behalf, it is the policy of FTS that the trade error be corrected as soon as possible and in such a manner the client is not disadvantaged and bears no loss as a result of the error. Upon the identification of a trade error, FTS will work with NFS and/or FIWA to take the appropriate steps necessary to rectify the error. If correcting a trade error results in a loss or a gain within the client's account, FTS or FIWA will retain any gain or absorb any loss.

B. Order Aggregation

IARs can pool securities trades for the same security for multiple client accounts to create large blocks of trades. This is done to help achieve best price execution for the total pool of accounts and/or to help avoid conflicts of interest of favoring one client over another. Once the trades have been executed, the securities or proceeds are allocated back to the pool of client accounts at the average price for the block trade as a whole. IARs must adhere to FTS' allocation policies. For more information on block trading please see FIWA's ADV Part 2A Brochure. A current copy can be requested from your IAR or can be obtained directly from the SEC's website (https://adviserinfo.sec.gov/firm/brochure/301896) and selecting "Fidelity Managed Account Xchange" under Brochure Name.

Item 13 – Review of Accounts

A. Frequency and Nature of Review of Client Accounts or Financial Plans

FTS' IARs periodically review client Compass accounts. Reviews by IARs can include the client's current asset allocation and the managed securities in the Compass account.

In addition, IARs will generally attempt to meet with Compass clients each calendar year and review their financial and investment goals, risk tolerance, and other information relevant to maintaining an appropriate investment strategy for the client, as well as review the investment management of the Compass account. These reviews by IARs sometimes result in rebalancing a Compass account back to or a close approximate of the asset allocation selected by the client. These reviews with Compass clients can be conducted in-person, telephonically, or by a videoconferencing system (e.g., Microsoft Teams). Generally, if FTS is unable to conduct a review with a Compass client for two consecutive calendar years, FTS will commence with termination of the advisory relationship with the Compass client in the third year unless a review with the client is able to occur. However, FTS understands that in certain client situations meeting with an FTS IAR may not be practical and in those circumstances (e.g., military service member deployed overseas), FTS can choose not to terminate the advisory relationship with the Compass client.

B. Factors Prompting Review of Client Accounts Other Than a Periodic Review

FTS and our IARs can perform reviews beyond the periodic reviews mentioned above. These additional reviews can be prompted by a client's request, FTS' internal monitoring and reviews, statutory or regulatory requests or rule changes, market developments, potential issues identified with respect to the Compass account (e.g., suspected fraud or money laundering), among other factors.

C. Content and Frequency of Account Reports to Clients

On a quarterly basis, FIWA sends Compass clients a statement containing a description of the activity that occurred in the client's account(s) during the previous quarter including, but not limited to, the following:

- Securities holdings
- Account value
- Transactions occurred in the account, including contributions and withdrawals
- Investment advisory fees charged for the period

This quarterly statement includes a statement to the effect that a Compass client is to contact FTS if there have been any changes in financial situation or investment objectives, if the Compass client wishes to impose reasonable investment restrictions on the management of the Compass account, or if the Compass client wishes to reasonably modify existing investment restrictions.

FTS does not independently verify the accuracy of the performance information provided by FIWA on client quarterly performance reports.

In addition, clients receive either monthly statements from NFS if securities transactions (e.g., purchases, sales, or transfers) occur in the Compass account or quarterly statements from NFS if no transactions occur in the Compass account. **FTS strongly recommends clients compare the holdings and transactions listed on NFS statements against the quarterly performance reports provided by FIWA.** The client should promptly alert their IAR or FTS if the client identifies any discrepancies between these statements. FIWA performance statements reflect a trade-date basis, and NFS statements reflect a settlement-date basis. This means transactions that occur at the end of a quarter that have not settled will appear on the FIWA statement but will not appear on the NFS statement.

When FTS or a client terminates the Investment Management Agreement and the corresponding Compass account, the client will not receive a quarterly performance report for the quarter in which the Compass account was terminated.

Item 14 – Client Referrals and Other Compensation

FTS and our parent company, FTB, recognize and provide rewards to our Financial Professionals which include Financial Professionals who are IARs.

D. FTS Education Summit

Each year, FTS holds an educational meeting to provide enhanced training for our top Financial Professionals, including our IARs. FTS provides travel, food, entertainment, lodging accommodations, and other expenses for our Financial Professionals who are invited to the FTS Education Compass. FTS generally invites the Financial Professionals who have produced the most revenue based upon the specific role of the Financial Professional. Criteria for qualifying for an invitation to the FTS Education Compass can change from year-to-year, but it is anticipated that the criteria will generally involve the overall performance of the IAR.

E. FTB President's Circle

Each year, FTB holds the President's Circle meeting for top-performing FTB employees based upon role, including our IARs. Invitation to the FTB President's Circle is generally based on the overall revenue to FTB for a period of time. The revenue counted towards being invited to the FTB' President's Circle includes revenue associated with FTS' transactions and accounts. FTS generally has no final determination for the criteria of the FTB's President's Circle, but FTS does have input as to the general structure to help ensure that the criteria complies with FTS' standards and regulatory rules.

IARs who are not invited cannot attend the FTS Education Compass or FTS President's Circle. These factors create a conflict of interest for IARs if they would like to be invited to these events. To help mitigate this conflict, FTS employs a separate group of principals who generally review the recommendations of IARs that result in securities transactions or opening investment advisory accounts. Additionally, criteria for an invitation to these events is not based solely on the revenue of a single product, product or service type, and the time period in which the overall revenue is based will be for a longer period of time (generally between 9-12 months).

F. Area and Regional Meetings

IARs can also receive recognition in area and/or regional meetings. Examples of recognition can include verbal recognition, trophies, plaques, or other physical awards.

G. Compensation to Non-Supervised Persons for Client Referrals

FTS currently does compensate individuals who are securities registered with FTS for qualified client referrals to FTS. To qualify for the referral fee the following conditions must be met: 1) the client is not an existing client of FTS at the time of the referral, 2) the client agrees to and has an appointment with a Registered Representative of FTS, and 3) the client has a minimum of $50,000 in investable assets. If these three conditions are met, individuals who are securities registered with FTS would receive a $25 referral fee. A referral fee is **not** contingent upon the client opening an account (Investment Advisory or Brokerage), purchasing any security or investment, or FTS receiving any type of compensation from the client or their investable assets.

FTS pays on-going compensation to IARs who are made available to some Compass clients to assist with their Compass account when their primary IAR is unavailable. Assistance provided by these IARs will generally be around the administration of the accounts, such as Compass account balance inquiries, specific information requests about the client's Compass account holdings (e.g., current value of a security, date(s) when a specific security was purchased or sold, prospectus request, etc.), and information about the IARs, as applicable. Assistance with Compass clients would not include making investment decisions for the Compass account, recommendations to change to other investment advisory programs of FTS, or asset allocation changes to an existing Compass account without the involvement of the primary IAR. These IARs that receive the nominal fee are registered as IARs with FTS and applicable clients will receive a copy of the IAR's Investment Advisory Supplemental Brochure (Form ADV 2B) in addition to their primary IAR's Investment Advisory Supplemental Brochure.

Item 15 – Custody

NFS is the qualified custodian for FTS. Compass clients receive either monthly statements from NFS if securities transactions (e.g., purchases, sales, or transfers) occur in the Compass account or quarterly statements from NFS if no transactions occur in the Compass account. **Clients are encouraged to compare the holdings and transactions listed on NFS statements against the quarterly performance reports provided by FIWA** (See *13.C. – Content and Frequency of Account Reports to Clients*)**.** The client should promptly alert their IAR or FTS if the client identifies any discrepancies between these statements. FIWA performance statements reflect a trade-date basis, and NFS statements reflect a settlement-date basis. This means transactions that occur at the end of a quarter that have not settled will appear on the FIWA statement but will not appear on the NFS statement.

Item 16 – Investment Discretion

By signing the IMA, Compass clients grant FTS discretionary authority to manage Compass account assets. Such discretionary authority allows FTS to make all investment decisions with respect to the client's Compass account(s) when FTS deems appropriate and without prior consultation with the client, to buy, sell, exchange, convert and otherwise trade in any equity, mutual fund, ETP, fixed income security, UIT, publicly traded REIT or other security approved by FTS or FIWA for use in Compass accounts. In addition, this discretionary authority allows FTS to invest a client's accounts/assets in a lower risk tolerance up to one level than the client has selected (see *Item 4B – Compass Investment Management Program*).

Compass clients have the opportunity to place reasonable investment restrictions on the types of investments that will be managed on the client's behalf within Compass accounts (see *Item 4.C. – Availability of Customized Services for Individual Clients)*.

Item 17 – Voting Client Securities

FTS and our IARs are prohibited from accepting voting authorizations or instructions from Compass clients and exercising or voting on any security-related issues for assets held in Compass accounts. However, IARs can provide Compass clients with general information about proxy voting such as the meaning of the vote, deadlines, and potential implications.

Responsibility for proxy voting is governed by the terms outlined in the IMA. Compass clients receive their proxies or other solicitations directly from NFS. Please contact your IAR directly or contact us at 888-889-1025 with questions about a particular solicitation.

Item 18 – Financial Information

A. Balance Sheet

FTS is not required to provide a balance sheet with this Brochure because we do not solicit prepayment of more than $1,200 in fees per client, six months or more in advance.

B. Financial Conditions Likely to Impair Ability to Meet Contractual Commitments to Clients

FTS is not aware of any financial impairment that will preclude us from meeting our contractual commitments to our advisory clients.

C. Bankruptcy Filings

FTS has not been the subject of a bankruptcy petition in the last ten years.

(Remainder of the Page Intentionally Left Blank)

Investment Advisory Account Service Fee Schedule*,[1]

Effective Date July 8, 2026

Fee Description	Fee	Frequency
Aged Legal Items Fee	$25.00	Per item
American/Global Depositary Receipt Fee[2]	Varies	Per applicable occurrence
Bounced or Return Check Fee[3]	$50.00	Per item
Country/State Taxes[4]	Varies	Per applicable transaction
Debit Interest Charge	NFBLR[5] plus 3%	Accrues daily, charged monthly
Foreign Security Movement Fee	$75.00	Per security
Foreign Tax Fee[6]	Varies	Per applicable occurrence
Options Regulatory Fee[7]	Varies	Per options transaction
Overnight Mailing Fee	$10.00	Per delivery
Physical Reorganization Fee	$25.00	Per item
Precious Metals Fee	Varies[8]	Per security
SEC Section 31 Fee[9]	Varies	Per applicable transaction
Stop Payment on Check Fee[3]	$30.00	Per item
Trade Settlement Extension Fee[3]	$30.00	Per extension
Transfer Agent – Register/Ship Fee[10]	$25.00	Per certificate
Outgoing Wire Transfer Fee	$15.00	Per wire

Important Disclosures

* This Investment Advisory Account Service Fee Schedule discloses only account-level service fees and does not include investment advisory fees. For information on the investment advisory fees, refer to your Statement of Investment Selection or Advisory Supplemental Brochure. To learn more about fees and charges for Fifth Third Securities investment advisory programs (e.g., Compass, Passageway, Summit), review the corresponding Form ADV 2A brochure at 53.com/ftsdisclosure.

1 All Fees are subject to change and can vary by program and arrangement (e.g., Investment Advisory, Standard, Preferred, Private Bank, Online). Certain fees (e.g., regulatory, state and foreign government fees, etc.) are outside of the control of National Financial Services, LLC and Fifth Third Securities and can be changed or added at any time without prior notice.

2 American Depositary Receipts (ADRs) and Global Depositary Receipts (GDRs) may have administrative, or management type, fees associated with them which are passed through to shareholders. Refer to the ADR or GDR's prospectus for information on pass through fees.

3 Fee is comprised of the combined fees assessed and paid to National Financial Services, LLC and Fifth Third Securities.

4 Fee represents charge assessed by some foreign governments on purchases and sells of securities of companies incorporated in their countries. The fee corresponds to the amount of tax, as set forth under applicable foreign tax laws. It is generally a percentage or scheduled amount based on the total purchase or sale amount of the securities subject to tax. The fee is passed on from the foreign government to the client. When applicable, the fee will appear on the trade confirmation.

5 The National Financial Base Lending Rate (NFBLR) is set at the discretion of National Financial Services, LLC after considering commercially recognized interest rates, industry conditions regarding the extension of margin credit and general credit conditions.

6 Fee represents charge assessed by some foreign governments on income generated from securities of companies incorporated in their countries. The fee corresponds to the amount of tax, as set forth under applicable foreign tax laws. It is generally a percentage or scheduled amount based on the income generated from the securities subject to tax. The fee is passed on from the foreign government to the client. When applicable, the fee will appear on the monthly or quarterly account statement.

7 Fee represents charge assessed by the Options Clearing Corporation (OCC) on all options transactions that are passed on to you and will be displayed on the trade confirmation as *Activity Assessment Fee*.

8 Fee varies based on several factors regarding the precious metal including, but not limited to, package weight, value, delivery location, and insurance required to ship.

9 Fee represents charge assessed by the SEC (Section 31 Fee) that is passed on to you and will be displayed on the trade confirmation as *Activity Assessment Fee*. The fee is calculated on the investment amount (principal) of applicable transactions. More information on the Section 31 Fee can be found on the SEC's website.

10 This fee generally appears in your account as DRS Registration.