



Program Description

July 1st, 2024

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PROGRAM DESCRIPTION – JULY 2024

THE RETIREPATH VIRGINIA PROGRAM

Important Information. This Program Description provides important information about the RetirePath VirginiaSM State-Facilitated Automatic Enrollment Individual Retirement Account (IRA) Savings Program (“the Program”), including a description of the Investment Options (page 14), principal risks, fees, and charges associated with an Account in the Program. “We,” “us,” or “our” refers to the Program. “You” means any person for whom an Account has been established or Beneficiaries who may be entitled to your Account in the event of your death. This Program Description should be read in conjunction with the Custodial Account Agreement, Disclosure Statement and Financial Disclosure for the Roth IRA (unless you choose a Traditional IRA, as defined in this Program Description) established for you in connection with the Program, all of which are available at the website or by phone at the Program Contact Information below (the “Program Documents”). These Program Documents are incorporated by reference into this Program Description. You should read the information in this Program Description and the other Program Documents in their entirety before making any decisions and contributing to your Account, or your employer starts processing any payroll Contributions on your behalf. In the event of a conflict between the Program Documents and applicable law, applicable law will prevail.

To the extent possible, the information in this Program Description is current as of the cover date and subject to change without notice. Any information that conflicts with the information in this current version of the Program Description and any subsequent revisions is unauthorized. We may revise this Program Description from time to time to comply with changes in applicable laws or regulations, or as warranted by the Program. Please keep a copy of this Program Description, as revised, and any Account Statements or communications you receive for your records.

Why You are Receiving this Program Description. The Code of Virginia (“Code”) requires certain employers to facilitate the Program by providing their eligible employees with the opportunity to save for retirement through payroll deductions to an IRA account. The Program was established by the Commonwealth of Virginia (the “Commonwealth”) to provide employees whose employers do not offer a Tax-Qualified Retirement Plan the opportunity to save for their retirement. You will be automatically enrolled in the Program unless you opt out. Your participation in the Program is completely voluntary. You can opt out at any time by contacting the Program online or by phone at the Program Contact Information below. Saving through a Roth IRA may not be appropriate for all individuals. You should consult your financial or tax advisor regarding any questions about whether, and if so how, you should participate in the Program. Your employer does not sponsor the Program and is not a fiduciary. Your employer is not responsible for the administration, investment, or investment performance of the Program and is not allowed to provide tax, investment, financial, or other advice concerning the Program or make their own Contributions to your Account. Employers are not fiduciaries and will not be liable for the decisions you make with respect to the Program.

Roth IRA and Traditional IRA. The Program provides you with an easy way to save through automatic payroll deduction. Unless otherwise directed, the Accounts in the Program are structured by default as Roth IRAs. Among other benefits, Roth IRAs allow for tax-free withdrawals of Contributions, and the added potential for tax-free and penalty-free distributions of earnings if certain IRS criteria are met.

You, not the Program Parties, are responsible for determining your Roth IRA eligibility. Your eligibility to contribute to a Roth IRA may be affected by your income, your marital status, and, if married filing jointly, your joint income. For more details on the Roth contribution rules and the differences between a Roth and Traditional IRA, see the Custodial Account Agreement and Disclosure Statement.

Regardless of your eligibility status for a Roth IRA, you may choose any of the following if you determine that a Traditional IRA is beneficial to you for tax purposes:

- A.) Direct the Program to establish your RetirePath Virginia Account as a Traditional IRA
- B.) If Contributions have already been made to your Roth IRA, direct the Program to establish a Traditional IRA for all subsequent contributions to your RetirePath Virginia Account and complete the necessary form to recharacterize prior Contributions to the Traditional IRA, together with attributable net income, by your tax filing deadline (including any extensions) for the year in which the Contribution to your Roth IRA was made.
- C.) Alternatively, you may opt out of contributing to your RetirePath Virginia Account.

If you are ineligible for participation in a Roth IRA and fail to take timely action on the options above, you will be subject to tax penalties on amounts contributed to your RetirePath Virginia Account.

Your Contributions. Contributions under the Program are made to a Roth IRA set up for you. Unless you request otherwise, your Contributions will be placed into a Roth IRA. If you want to change your Account to a Traditional IRA, you must contact the Program Administrator using the Program Contact Information below. **If you do not opt out, an Account will be established on your behalf and your Employer will withhold and contribute 5% of your Compensation to your Account each pay period which will increase by 1% on January 1 of each year until a maximum of 10% of your Compensation is reached.** Contributions for any year will cease when total Contributions have exceeded the maximum amount of Contributions that may be made to an IRA for that year (without regard to any Roth IRA income limits).

Accessing Your Account Balance. You will retain access to your Account balance at all times, even if you move to a job in another state, start working for an employer that offers a retirement plan, or retire. You can keep your money in your Account, roll it over into another eligible IRA or to an eligible retirement account, or take your money out entirely – it's your money and your decision although some taxes or penalties may apply depending on when or for what purposes you withdraw your money. For information on potential taxes and penalties, see the Custodial Account Agreement, Disclosure Statement and Financial Disclosure.

Program Governance and Administration. The Commonwealth Savers Plan (the "Plan"), formerly known as "Virginia College Savings Plan," is responsible for the establishment, implementation, and maintenance of the Program. The Plan has selected the following entities to deliver services for the Program: Vestwell State Savings, LLC ("Program Administrator") serves as the administrator for the Program that handles the day-to-day operations including employer and investor technology solutions, recordkeeping, and administrative services. The Bank of New York Mellon Investment Servicing Trust Company (the "IRA Custodian") provides fund accounting, transfer agency services, operation, and customer support services, The Bank of New York Mellon is the custodian of the investments in the portfolios and of the municipal securities in the Accounts (the "Bank") and Blackrock is the investment manager of the Underlying Investments ("Investment Manager").

No Guarantees. Your Account is not guaranteed or insured by the Program Parties, the FDIC, or any other government or private entity. No individual or entity guarantees or makes any representations regarding the principal amount invested or the potential future rate of return or any interest rate on any Contributions invested in the Program, including without limitation the Program Parties. Nothing in this Program Description shall be construed as a promise or guarantee that the expenses associated with a Participant's retirement will be covered in full by Contributions to or earnings on any Account, nor that the contributions to or earnings on any Account will be sufficient to fund any particular level of benefit upon retirement. In no event shall the Program Parties be liable for any losses incurred by Program investments or otherwise by any employee or other person as a result of participating in the Program.

No Advice. The Program Documents do not, and are not intended to, constitute legal, financial, investment, or tax advice.

Trademarks. RetirePath Virginia and the Commonwealth Savers Plan logo are trademarks of the Commonwealth Savers Plan and may not be used without permission.

PROGRAM CONTACT INFORMATION

Phone: 833-608-6776 Monday through Friday, 9am-8pm ET Online: RetirePathVA.com Email: clientservices@retirepathva.info	Regular Mail: P.O. Box 534492 Pittsburgh, PA 15253-4492	Overnight Delivery: Attention: 534492 500 Ross Street, 154-0520 Pittsburgh, PA 15262
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KEY DEFINITIONS

Terms not defined throughout this Program Description have the following meanings:

“Account” means an individual retirement account or individual retirement annuity under Sections 408(a), 408(b), or 408A of the Internal Revenue Code (“IRC”) established under the Program. Each Account shall be held in custodial accounts meeting the requirements of Section 408 and 408A of the IRC, or any other applicable federal law requirements.

“Annual Account Fee” or “Account Fee” means the per Account fee payable to the Program Administrator and the Plan for services necessary to administer the Program.

“Account Owner” means the Participant for whose benefit the Account has been established in the Program.

“Act” means Title 2.2 Chapter 27.1, § 2.2-2744 of the Code.

“Beneficiary” means the person or persons entitled to receive all or a portion of the Account in the event of the Account Owner’s death.

“Board” means the governing board of the Commonwealth Savers Plan.

“Business Day” means any day on which the New York Stock Exchange is open.

“Capital Preservation Investment” means a Money Market account selected by the Plan where Payroll Deductions are held during the Opt-Out period.

“Committee” means the Program Advisory Committee established pursuant to Code § 2.2-2746.

“Commonwealth Savers Plan” or the “Plan” means the Commonwealth entity responsible for the establishment, implementation, and maintenance of the Program.

“Compensation” means an employee’s gross taxable wages as is required to be reported under Sections 6041 and 6051 of the IRC, or any subsequent corresponding internal revenue code of the United States, as amended from time to time.

“Contribution” means any monies contributed to an Account.

“Contribution Rate” means the percentage of a Participant’s Compensation or Wages to be withheld and contributed to their Account via payroll deduction under the Program.

“Custodial Account Agreement” means the IRS Model 5305-RA contractual agreement that describes the Roth IRA’s terms and conditions and meets the requirements of section 408A of the IRC.

“Custom Election” means the election you make for your Contribution Rate or Investment Option(s) instead of the Standard Election.

“Custom Investment” means any of the asset classes chosen by the Board besides the Default Investment Option.

“Default Investment Option” means the target date fund chosen by the Plan, which correlates to the Account Owner’s birth year.

“Eligible Employee” or “Employee” means any individual who is (i) 18 years of age or older, (ii) currently employed at least thirty hours a week, and (iii) has Virginia taxable income.

“Eligible Employer” means a nongovernmental business, industry, trade, profession, or other enterprise in the Commonwealth, whether conducted on a for-profit or nonprofit basis, that employed 25 or more Eligible Employees, as reported to the Virginia Employment Commission pursuant to 16 VAC 5-32-20, or any successor regulation, for the quarter ending December 31 and the preceding three quarters of the preceding calendar year and has been operating for at least two years prior to Program implementation. “Eligible Employer” does not include an employer that sponsors, maintains, or contributes to an automatic enrollment payroll deduction IRA or plans qualified under § 401(a), 403(a), 403(b), 408(k), or 408(p) of the IRC. An employer shall become an Eligible Employer at any time if it meets the eligibility requirements under the Act.

“Enrollment Date” means a date established by the Plan on which Eligible Employers are required to complete Onboarding into the Program.

“ERISA” means the Employee Retirement Income Security Act of 1974, as amended from time to time.

“FDIC” means the Federal Deposit Insurance Corporation.

“Financial Disclosure” means the financial disclosure required by federal tax regulations.

“Independent Contractor” means a natural person, business, or corporation that provides services to another entity under the terms specified in a contract. An employer-employee relationship does not exist.

“Individual Retirement Account” or “IRA” means an individual retirement account or individual retirement arrangement under Sections 408(a), 408(b), or 408A of the IRC.

“Internal Revenue Code” or “IRC” means the Federal tax law enacted by Congress in Title 26 of the United States Code (26 U.S.C.), as amended.

“IRA Custodian” means the Trust Company, provided however that at all times while the IRA Custodian is performing trust account services, the Trust Company shall satisfy criteria established by the IRS to act as custodian of each IRA established under the Program.

“Investment Options” means the options for investment of Accounts in the Program approved by the Plan.

“IRC” means the Internal Revenue Code of 1986, as amended, and any regulations, rulings, announcements, or other guidance issued thereunder, as amended.

“IRS” means the Internal Revenue Service.

“Onboarding” means the process by which employers and employees and Participating Individuals furnish information to the Program Administrator in order to participate in the Program.

“Onboarding Information” means the information detailed in the Enrollment section on page 7 and required to be provided by an employer, an employee, or a Participating Individual to the Program Administrator to enable participation in the Program.

“Opt-Out Period” means the 30-day account revocation period following completion of Onboarding with the Program Administrator.

“Participant” means any individual who participates in the Program.

“Participating Employee” means any Eligible Employee who is automatically enrolled in the Program.

“Participating Employer” means an employer that facilitates a payroll deposit retirement savings agreement pursuant to the Act for its Eligible Employees.

“Participating Individual” means any individual who enrolls in the Program independent of an employment relationship with an Eligible Employer, maintains an Account in the Program, and is not a Participating Employee.

“Program” means RetirePath Virginia, the state-facilitated IRA savings program established and administered by the Plan pursuant to the Act.

“Program Administrator” means Vestwell State Savings, LLC.

“Program Parties” means the Program, the Board, the Plan, the Program Administrator, the IRA Custodian, the Bank, the Investment Manager and their respective members, employees, and Independent Contractors.

“Roth IRA” means a Roth individual retirement account, as defined in Section 408A of the IRC, established for an individual under the Program.

“Standard Election” means a default Program election applicable to your Contribution Rate and your Investment Option if you do not choose a Custom Election.

“Tax-Qualified Retirement Plan” means, for purposes of the Program, an employee benefit plan that is qualified under section 401(a), 401(k), 403(a), 403(b), 408(k), 408(p), or 457(b) of the IRC.

“Traditional IRA” means an Individual Retirement Account established by or for an individual under the Program that is not designated as a Roth IRA.

“Underlying Investments” means the underlying investments (e.g., mutual funds) for the Investment Options established by the Plan.

“Unit” means an Account’s interest in the Program valued in accordance with the Unit Value of the applicable Investment Option.

“Unit Value” means the value of one Unit of an Investment Option.

“Wages” means any Compensation, as such term is defined in § 219(f)(1) of the IRC, that is paid to an individual currently employed by their employer during the calendar year.

“Withdrawal” means a distribution from an Account without regard as to how the proceeds of such distribution will be used.

ENROLLMENT

How To Register. Eligible Employers initiate registration with RetirePath Virginia unless a Participating Individual is self-registering as described below. Certain eligibility requirements must be met in order for you to participate in RetirePath Virginia as described below.

Employee Eligibility. If you are an Eligible Employee as defined, and your service or employment is not excluded under the Act, you are eligible to participate in the Program subject to the federal rules governing Roth IRAs. See the Disclosure Statement included in the Custodial Account Agreement, and Financial Disclosure. You are responsible for determining your Roth IRA eligibility. The Program Parties will not determine your eligibility for you. If you determine that you are not eligible for a Roth IRA, you have the option to recharacterize contributions to a Traditional IRA if you meet the eligibility requirements or you can avoid tax penalties by electing a Contribution level of zero and opting out of contributing.

Automatic Enrollment. Pursuant to the Act, if you are an Eligible Employee, you will be automatically enrolled in the Program unless you opt out. If you were hired on or before your Eligible Employer registers for the Program, your employer will enroll you following your date of hire. If you were hired after your Eligible Employer has registered with the Program, your employer will enroll you following your date of hire, provided that the Program Administrator has received all the necessary information from your employer.

Your Employer's Role Your employer plays a limited role in facilitating the Program. Your employer is responsible for:

- Providing the following Onboarding Information about you to the Program Administrator for the establishment of your Account: full legal name; Social Security number or taxpayer ID number; date of birth; permanent U.S. Street address; designated email address; and any other information reasonably required by the Program for purposes of administering the Program.
- Setting up payroll deductions and remitting Contributions on your behalf to the Program Administrator promptly on or after the pay date that Contributions were withheld, as required by law; and
- Reviewing Account Owner opt out and Contribution actions prior to each payroll submission.

Your employer may not:

- Provide any additional benefit or promise of any particular investment return on savings;
- Contribute to the Program or match your Contributions to the Program;
- Provide tax, legal, investment, or other financial advice, including whether or not you should contribute;
- Determine whether you are eligible for a Roth IRA or Traditional IRA;
- Manage your personal information with the Program, including any Beneficiary designations on your IRA; or
- Promote, endorse, or disparage the Program or the IRAs maintained by the Program,
- Exercise any oversight control or responsibility with respect to the Program; or
- Have any liability for the decisions made by the Plan or by you in connection with the Program.

Self-Registration of Participating Individuals Without an Employer

Program Eligibility. If you are 18 years of age or older and have Virginia taxable income and are eligible to contribute to a Roth IRA under the federal rules governing IRAs, then you may be eligible to participate in RetirePath Virginia. For more details regarding IRA requirements and limitations, see the Custodial Account Agreement, Disclosure Statement and Financial Disclosure.

How to Open an Account. You can open an Account online at RetirePathVA.com. You must provide the Program with the following information: full legal name; Social Security number or taxpayer identification number; date of birth; permanent U.S. street address; designated email address; and any other information requested by the Program for purposes of administering the Program. Additionally, you must either make an initial Contribution of \$500.00 from your bank account or establish a recurring Contribution for a minimum of \$5.00.

POST-ENROLLMENT

After you are enrolled, the Program Administrator will notify you to confirm the establishment of your Account. You then will have 30 days (the "Notification Period") from that date to:

1. Establish online access to your Account. Online access allows you to secure your Account, change your Contributions, update Beneficiary information, and manage the Investment Option(s) in which your Account is invested, including making any Custom Elections. For more details on the Custom Elections, see Contributing to Your Account – Contributing through your Employer – Custom Elections. You can establish online access through the website for RetirePath Virginia at RetirePathVA.com or by calling 833-608-6776 for assistance.
2. Do nothing and have your Contributions invested pursuant to the Standard Elections (see Contributing to Your Account – Contributing through your Employer – Standard Elections below).
3. Opt out of the Program by setting your Contribution Rate at 0% to prevent deductions from your paycheck. You can opt out at any time online, by phone, or by mail using the appropriate form. You can always opt in at a later time when you are ready to start saving.

If the Program Administrator receives your opt out within the notification period, no payroll deductions will be made on your behalf and your Account will not be activated. If you choose to opt out after the Notification Period or the Program Administrator receives your opt out after the Notification Period, and payroll deductions have started, we will notify your Employer promptly to terminate payroll deductions.

If you opt out after Contributions have been made into your Account, you may leave your money in the Account to grow your retirement savings, transfer or roll over your Account to another IRA (or to an eligible retirement account), or request a distribution. If you request a distribution, it will be subject to all rules governing IRA distributions, including any applicable income taxes on earnings and early distribution tax penalties. If you do not take action by the end of the Notification Period, your Employer will begin sending payroll Contributions to your Account.

CONTRIBUTING TO YOUR ACCOUNT

You may contribute to your Account through either your Employer that facilitates the Program or through check and bank account transfers. Your Account is structured as a Roth IRA, which is governed by federal guidelines and limits on how much you can contribute each year. You can only contribute up to the maximum dollar limits set by the federal government. Your eligibility to contribute to either type of IRA is affected by your income, your marital status and, if married filing jointly, by your spouse's income. Contributions made in excess of the annual maximum dollar limits may be subject

to an excise tax. For more details, see the Custodial Account Agreement, Disclosure Statement and Financial Disclosure for the Roth IRA at the website for the Program at RetirePathVA.com, or by calling 833-608-6776.

Contributing through your Employer

How are Contributions made? On each payroll date following your Enrollment Date, your Employer will deduct an amount from your Compensation or Wages based on your current Contribution elections (i.e., Standard Election; Custom Election) and transfer that amount to your Account. Amounts deducted by your Employer may not exceed the amount of your Compensation remaining after any other payroll deductions required by law are made by your Employer. Your Employer is required to transmit the amounts deducted to the Program Administrator as soon as administratively practicable and within the time period required by law.

Contribution Date. The Program will credit any funds contributed to your Account on the same Business Day as submitted by your Employer if the Contribution is received in good order prior to the close of the New York Stock Exchange (“NYSE”), normally 4:00 p.m. Eastern Time. If received after the NYSE’s close, Contributions will be credited on the next succeeding Business Day. Your Contribution will be invested based on the Unit Value(s) of the Program for the applicable Investment Option(s) calculated as of the close of the NYSE on the applicable Contribution date.

Standard Elections. If you have not opted out of the Program or have not chosen Custom Elections, you will be enrolled using the following Standard Elections. The Standard Election for Contributions is an initial rate of Contribution to the Program of 5% of your Wages. Your Contribution will be automatically increased, if your account has been open more than 180 days, at the rate of 1% of your Wages in January each year until a maximum of 10% of your Wages is reached. ***Under the Standard Elections, all Contributions to your Account will initially be invested in the Capital Preservation Investment and, unless you elect to have your Contributions invested in one or more different Investment Options described below (a “Custom Election”), such Contributions and the earnings thereon will be transferred 30 days after the date on which your initial Contribution is made (or, if such day is not a Business Day, on the next Business Day) (the “Initial Sweep Date”) to the target retirement date fund with a target date that is closest to your year of retirement (assuming a retirement age of 65). Unless you make a Custom Investment Election, all Contributions to your Account received after the Initial Sweep Date also will be invested in the applicable Target Retirement Date Fund.***

Your Account will be a Roth IRA and Contributions will occur on a post-tax basis. You may change your Standard Elections at any time.

Custom Elections. You may change your Standard Election Contribution Rate at any time from the standard 5% rate **(increased by 1% each January 1 up to a maximum of 10%)**. Changes can be made online or by calling the Program (See Post-Enrollment). The minimum Contribution Rate to participate in the Program is 1% (to opt out of participation, set a Contribution Rate of 0%) and the maximum Contribution Rate is 100% of available Wages up to the federal annual contribution limits for Roth IRAs (determined without regard to any Roth IRA income limits). Contribution elections must be a percentage of Wages that is a whole number and not a fraction (e.g., 3% or 4%, but not 3.5%).

After enrollment, you may change your Contribution Rate by going online or calling the Program. Your employer will change your payroll deduction as soon as administratively practicable. Your employer may limit the processing of Contribution Rate changes to one change per month per employee.

After enrollment, if you wish to select an Investment Option other than that provided by the Standard Investment Election for all or any portion of your existing or future Contributions, requests should be submitted directly to the Program Administrator either online or by phone. You may select one or more Investment Options, including a Target Retirement Date Fund with a target date other than the Target Retirement Date Fund that assumes a retirement age of 65.

Contributing Directly to your Account

Accounts described in Program Description will be funded by recurring payroll deductions and direct deposits by your employer from your Wages. You may choose to supplement or replace such payroll direct deposits with the following Contribution methods.

Contribution Methods. You can make Contributions by check or from a designated bank account which you own (as a one-time or recurring Contribution). We will not accept Contributions made by cash, money order, travelers checks, checks drawn on banks located outside the U.S., checks not in U.S. dollars, checks dated over 180 days, checks post-dated more than seven (7) days in advance, checks with unclear instructions, starter or counter checks, credit card or bank courtesy checks, third-party personal checks, instant loan checks, or any other checks we deem unacceptable. No stocks, securities or other non-cash assets will be accepted as Contributions.

Bank Account. After establishing an Account in the Program, you may contribute from a personal checking or savings account at your financial institution if it is a member of the Automated Clearing House (ACH), subject to certain processing restrictions. Contributions from your bank account may be made as a one-time Contribution or recurring Contribution (see below for details). By establishing Contributions through your bank account, you authorize the Program Administrator to initiate credit/debit entries (and to initiate, if necessary, debit/credit entries and adjustments for credit/debit entries made in error) to your bank account. You must provide certain information about the bank account from which money will be withdrawn. Contributions from a money market mutual fund or cash management account are not permitted. If a Contribution cannot be processed due to insufficient funds or incorrect/incomplete banking instructions, the Program reserves the right to suspend processing of future Contributions by ACH.

Recurring Contributions from Your Bank Account. You may contribute through periodic automatic debits from your bank account on a semi-monthly (twice per month) or monthly basis. The minimum recurring Contribution amount is \$5.00. You may establish or make changes to a recurring Contribution for an existing Account at any time online. Recurring Contribution debits from your bank account will occur on the day you indicate, provided the day is a Business Day. If the day you indicate is not a Business Day, the recurring Contribution debit will occur on the next Business Day. Note that automatic investing does not guarantee a profit or protect against a loss in a declining market. Your recurring Contribution authorization will remain in effect until we have received notification of its termination from you and we have had a reasonable amount of time to act on it. To be effective, a change to, or termination of, a recurring Contribution must be received by us at least five (5) Business Days before the next recurring Contribution debit is scheduled to be deducted from your bank account. You can provide notification to us regarding any changes to a recurring Contribution online, by calling 833-608-6776, or by mailing a completed Opt-Out Form if opting out of the Program.

One-Time Contributions from Your Bank Account. You may contribute through one-time debits from your bank account. We may place a limit on the total dollar amount per day you may contribute as a one-time Contribution from your bank account. Contributions in excess of this limit will be rejected. If you plan to contribute a large dollar amount to your Account as a one-time Contribution, you may wish to contact the Program to inquire about the current limit prior to making your Contribution.

Check. After you have opened your Account, you may make Contributions by check. Initial Contributions to open an Account cannot be made by check. Checks must be made payable to: RetirePath Virginia and mailed to RetirePath Virginia, P.O. Box 534492, Pittsburgh, PA 15253-4492 (regular mail) or RetirePath Virginia, Attention: 534492, 500 Ross Street, 154-0520, Pittsburgh, PA 15262 (overnight mail) and should specify the name of the Account Owner and Account number.

Contribution Date for One-time Contributions and Recurring Contributions. Your Contribution date will be the date you select for the Contribution to be debited from your bank account, except if you select the next Business Day as the debit date. In that case, if your request is received in good order by 4:00 p.m. ET, it will be given a Contribution date of the next Business Day after the date you

request is received. If your request is received in good order after 4:00 p.m. ET, it will be given a Contribution date of the second Business Day after the date your request is received. Your Contribution will be invested based on the Unit Value(s) of the Program for the applicable Investment Option(s) calculated as of the close of the NYSE on the applicable Contribution date.

Year of Contribution. Contributions sent by U.S. mail will be generally treated as having been made in a given year if checks are received by the Program Administrator on December 31 of the applicable year, and are subsequently paid. ACH Contributions will generally be treated as received in the year initiated, provided the funds are successfully deducted from your checking or savings account. To the extent permitted by federal law, Contributions also can be made for the prior calendar year on or prior to the deadline for filing your federal tax return (without extensions) for such prior calendar year, generally on or about April 15. To designate a Contribution as a prior year Contribution, call 833-608-6776.

TAKING DISTRIBUTIONS FROM YOUR ACCOUNT

Accessing Your Money. Your Account is designed specifically to help you save for retirement but you can access your money at any time. Some IRA distributions may be subject to applicable state and federal income tax and incur penalties for early withdrawal. For details on the taxation of distributions, see the Custodial Account Agreement, Disclosure Statement and Financial Disclosure.

Procedures for Distribution. Distributions from your Account may be requested online, by phone, or by mailing a completed distribution form to the Program Administrator. A distribution will be processed upon receipt of a completed distribution form in good order and any additional documentation required by the form. You may request a distribution form by calling 833-608-6776 or by downloading the form from our website at RetirePathVA.com.

Processing Distributions. Distribution requests received in good order before the close of the NYSE (generally 4 p.m. ET) on any Business Day are processed that day based on the Unit Values of the Investment Options underlying your Account calculated as of the close of the NYSE on that day. Requests received in good order after the close of the NYSE are processed the next Business Day using the Unit Values calculated as of the close of the NYSE on that next Business Day.

Receiving Your Distributions. Please allow up to ten (10) Business Days for the proceeds to reach you. Distributions will generally be completed within three (3) Business Days of accepting the request. Distribution requests may take up to five (5) Business Days to be completed during periods of market volatility and at year-end. For security purposes, there will be a hold of fifteen (15) calendar days on distribution requests when there is a change to your address and a hold of ten (10) calendar days on distribution requests following a change to your banking information. Contributed amounts will not be available for withdrawal for seven (7) Business Days. These preceding time periods are subject to change without advance notice.

Methods of Distribution. Distributions are payable by ACH deposit to your bank account or by check. Distributions will be made by ACH unless you opt for a check or do not provide the necessary bank account information for processing ACH deposits. Checks are subject to a fee of \$5.00 per check.

HOW YOUR UNITS ARE VALUED

You are purchasing Units of the Program valued in accordance with the applicable Investment Option, not shares of the Underlying Investments. The Unit Value for Units of each Investment Option is normally calculated as of the close of the NYSE each Business Day. A "Unit" measures an Account's interest in the Program valued in accordance with the Unit Value of the applicable Investment Option. "Unit Value" is the value of one Unit of an Investment Option. For example, if you contribute \$100.00 to the Program to be invested in the Target Retirement 2065 Fund and unit value is \$10.00 you will be allocated 10 Units in that Investment Option.

MAINTAINING YOUR ACCOUNT

Accessing your Account. Access your Account at any time online at RetirePathVA.com or by calling the Program Administrator at 833-608-6776 from Monday through Friday, 9:00 a.m. to 8:00 p.m. ET. You are encouraged to register and secure your Account online for easy access any time. You can perform the following online - update your contact information, check your Account balance, adjust your Contribution elections, designate or change your Beneficiary information, change your investment elections, and request a distribution. Your Account is portable and stays with you throughout your lifetime.

Rollovers. You may be able to roll over money from certain other IRAs or qualifying retirement plans into your Account. For more details, see the Custodial Account Agreement, Disclosure Statement and Financial Disclosure.

Account Statements and Confirmations. You will receive notice electronically of the availability of quarterly statements detailing transactions in your Account for the previous quarter. You will receive a confirmation for each transaction, except for payroll Contributions through your Employer. You can choose to receive year-end annual statements via electronic delivery or, for a fee of \$10.00, in paper format. Your statement is not a tax document and should not be submitted with your tax forms. Your statement(s) may be helpful to determine how much you withdrew or contributed during the previous tax year, however. See "Representations and Responsibilities" in the Custodial Account Agreement within the Custodial Agreement, Disclosure Statement and Financial Disclosure for additional important information regarding statements, confirmations and correspondence.

Account Restrictions. The Program Administrator or the Plan reserves the right to: (1) place a hold on your Account, suspend your Account services, or take other appropriate or legally required action if (a) the Program Administrator receives a notice of dispute regarding your Account assets or Account ownership, including notice of your death or divorce (until appropriate documentation is received and the Program Administrator reasonably determines that it is lawful to transfer Account ownership to the Beneficiary) and (b) the Program Administrator or Plan reasonably determines a fraudulent transaction may occur or has occurred; (2) place a hold on your Account or take other appropriate or legally required, without your permission and/or advance notice, in cases of threatening conduct or suspicious, fraudulent or illegal activity; (3) refuse to establish or close your Account if your identity cannot be verified, or if it is determined that it is in the best interest of the Program, or required by law; (4) close your Account if it is determined that you are restricted by law from participating in the Program; and (5) reject a Contribution for any reason, including Contributions to the Program that the Program Administrator or the Plan believe are not in the best interests of the Participants, the Program or an Investment Option. The risk of market loss, tax implications, penalties, and any other expenses resulting from these Account restrictions will be solely your responsibility.

Designating Beneficiaries. You are encouraged to designate a Beneficiary(ies) for your Account. Setting up Beneficiaries is an important step in managing your Account and is quick and easy. Designating Beneficiaries directs that in the event of your death, your Account will go to the individuals or entities you choose. A Beneficiary can be any person, entity, or estate designated by you to receive the assets in your Account in the event of your death. If you do not designate a Beneficiary, the assets in your Account will be payable to your estate upon your death. For more information on how your Account will be distributed, see the Custodial Account Agreement, Disclosure Statement and Financial Disclosure.

Accuracy of Information. You, not the Program Parties, are responsible for the accuracy of the documentation you submit to the Program. To process any transaction in the Program, all necessary documents must be in good order, which means executed when required and properly, fully, and accurately completed.

FEES AND EXPENSES

Overview. Program fees and expenses include variable annualized asset-based fee, a fixed annual account fee “Account Fee”, and certain fixed additional fees (“Additional Fees”) assessed on a per-event basis (e.g., withdrawals by paper check), all as described below. Except for the fees described in this section, there are currently no other fees or charges imposed by or payable to the Program by you in connection with opening or maintaining your Account. The Plan will from time-to-time review the Program fees. Fees are subject to change at any time without notice.

Account Fee. The annual Account Fee, which covers the costs of administering the Program, is \$27.00 per year. The Account Fee is paid in part to the Program Administrator (\$24.00 per year) and in part to the Plan (\$3.00 per year). The \$27.00 Account Fee payable to the Program Administrator and the Plan is assessed quarterly at the rate of \$6.75 per Account (equivalent to \$2.25 per month). The annual Account Fee is not factored into any Unit Value. Units in your Account will be liquidated by the Program Administrator as required for payment of the Account Fee. If your Account is invested in more than one Investment Option, Units will be liquidated from the Investment Options in which the Account is invested in the following order, as applicable, for payment of the Account Fee: the Capital Preservation Fund, Target Retirement Date Fund, Bond Index Fund, U.S Stock Index Fund, International Stock Index Fund as applicable and in that order. The following table describes the Annualized Asset-Based Fees for each Investment Option. It does not include the impact of the Account Fee on your Account’s investment returns.

FEE STRUCTURE TABLE AS OF FEBRUARY 2023

Investment Option	Annualized Asset-Based Fees		
	Underlying Investment Fee	Program Admin. Fee	Total Annualized Asset – Based Fee
Capital Preservation Fund	0.12%	0.20%	0.32%
Target Retirement Date Fund	0.09%	0.20%	0.29%
Bond Index Fund	0.05%	0.20%	0.25%
U.S. Stock Index Fund	0.02%	0.20%	0.22%
International Stock Index Fund	0.05%	0.20%	0.25%

Annualized Asset-Based Fees. The Annualized Asset-Based Fees reduce the return of your Investment Options. As an Account Owner, you indirectly bear a pro-rata share of the annual costs and expenses associated with each Investment Option in which you are invested. The Annualized Asset-Based Fees consist of the Underlying Investment Fees and the Program Administration Fee described below.

Underlying Investment Fees. These fees include investment advisory fees, administrative fees, and other expenses of each applicable Underlying Investment, which are paid out of the assets of the Underlying Investment and reduce the investment return on such Underlying Investment. An Underlying Investment’s expense ratio measures the total annual operating expenses of the Underlying Investment as a percentage of its average daily net assets. The Underlying Investment Fees may change from time to time based on changes in the total annual operating expenses of the Underlying Investments in the applicable Investment Option. These changes will result in a change in the Annualized Asset-Based Fee. The Underlying Investment Fee was taken from the most recent

publicly available prospectus as of the date of this Program Description. For more information on the fees of each Underlying Investment, see the prospectus applicable to each Underlying Investment.

Program Administration Fee. Each Investment Option is subject to the Program Administration Fee of 0.20% of the Investment Option's daily net assets; 0.15% is payable to the Program Administrator and 0.05% is payable to the Plan. The Program Administration Fee covers a portion of the costs of administering the Program. This fee accrues daily, is paid monthly, and is factored into the applicable Unit Value.

Illustration of Investment Costs. The following table illustrates the approximate cost of the Program Investment Options over various periods of time, using the following assumptions:

- A \$1,000.00 initial Contribution is invested for the time periods shown;
- Funds invested in Investment Options other than the Capital Preservation Fund are invested at a 5% annually compounded rate of return;
- The total funds available in the Account are withdrawn at the end of the period shown;
- The entire annual Account Fee is assessed to the applicable Investment Option; and
- The Annual Asset-Based Fee, the Underlying Investment Fee, and the annual Account Fee remain the same as shown in the Fee Structure Table above.

The costs shown are rounded to the nearest dollar. The following table does not reflect the impact of potential state or federal taxes upon withdrawal. This hypothetical is not intended to predict or project investment performance. Past performance is no guarantee of future results. Your actual cost may be higher or lower. Please read the Program Risks section for more information.

APPROXIMATE COST TABLE

Investment Option	Approximate Cost of \$1,000.00 Investment			
	1 Year	3 Years	5 Years	10 Years
Capital Preservation Fund	\$30	\$91	\$152	\$306
Target Retirement Date Fund	\$30	\$90	\$150	\$303
Bond Index Fund	\$30	\$89	\$148	\$298
U.S. Stock Index Fund	\$29	\$88	\$147	\$296
International Stock Index Fund	\$29	\$89	\$148	\$297

Additional Fees. The Additional Fees shown below apply for: choosing to receive withdrawals by paper check; choosing to receive annual account statements in paper form; and processing a rollover of your Account to an IRA outside the Program or to another eligible retirement account. The \$10.00 Paper Statement fee will be waived if you choose to receive the annual statement via electronic delivery. These fees would be paid by you from your Account assets.

Rollovers	\$50.00 per rollover out
Paper Statements	\$10.00 per annum
Paper Checks	\$5.00 per check

INVESTMENT OPTIONS

If you do not opt out of the Program or take any action to customize your investments, Contributions will be invested in the Capital Preservation Investment until the applicable initial sweep date (generally, a period of 30 days from the applicable initial Contribution date). On the applicable Initial Sweep Date, Units of the Capital Preservation Investment in your Account will be exchanged for Units of equal value in the Target Retirement Date Fund with a target date that is closest to your year of retirement (assuming a retirement age of 65). For example, if you were born in 2002, you will be 65 in 2067, and the Target Retirement Date Fund with a target date that is closest to your year of retirement is the Target Retirement 2065 Fund; if you were born in 2004, you will be 65 in 2069, and the Target Retirement Date Fund with a target date that is closest to your year of retirement is the Target Retirement 2070 Fund. Contributions received on or after the Initial Sweep Date will be invested in the Target Retirement Date Fund based on your age and year of retirement (assuming a retirement age of 65).

RetirePath Virginia provides you with the flexibility to make a Custom Investment Election for both your initial and subsequent Contributions and to reallocate funds from one Investment Option to another. If you wish to make a Custom Investment Election for any period, you can do so by logging into your online Account after it has been established or by calling 833-608-6776. RetirePath Virginia provides you with Investment Options that are designed to permit you to make well-informed investment decisions based on your financial goals, risk tolerance and investment time horizon. For more details on the various Investment Options and Underlying Investments, see Descriptions of Underlying Investments below.

Each Investment Option has its own investment strategy, risk, and performance characteristics. In choosing the appropriate Investment Option(s) for your RetirePath Virginia Account, you should consider your financial status, tax situation, risk tolerance, age, investment goals, savings needs, and other factors you determine to be important to your investment strategy. Some Investment Options carry more risk than others. You should be aware of these risks to ensure you have a better chance of reaching your long-term investment goals. You should strongly consider the level of risk you wish to assume and your investment time horizon prior to selecting an Investment Option. See Descriptions of Underlying Investments and Program Risks below for more information

RetirePath Virginia also provides a Target Retirement Date Portfolio of funds that offer the ease and convenience of a simple investing solution in one easy step. Target Retirement Date funds are constructed to provide broad diversification in one portfolio. Your Contributions in a Target Retirement Date Fund are professionally managed, with an investment mix that gradually shifts from a greater concentration of higher-risk investments to a greater concentration of lower-risk investments as the Target Retirement Date Fund approaches its target date. You should monitor your Account and increase your Contributions to stay on track with your retirement goals. See Descriptions of Underlying Investments and Program Risk below for more information.

Below is a chart of all the Investment Options and each of their corresponding Underlying Investments.

Investment Option	Underlying Fund (Ticker)
Capital Preservation Fund	BlackRock Cash Funds Treasury Fund (Institutional Shares)
Target Retirement Date Fund	LifePath Index Retirement Fund Class K
Target Retirement 2025 Fund	LifePath Index 2025 Fund Class K
Target Retirement 2030 Fund	Lifepath Index 2030 Fund Class K
Target Retirement 2035 Fund	Lifepath Index 2035 Fund Class K
Target Retirement 2040 Fund	Lifepath Index 2040 Fund Class K
Target Retirement 2045 Fund	Lifepath Index 2045 Fund Class K
Target Retirement 2050 Fund	Lifepath Index 2050 Fund Class K
Target Retirement 2055 Fund	Lifepath Index 2055 Fund Class K
Target Retirement 2060 Fund	Lifepath Index 2060 Fund Class K
Target Retirement 2065 Fund	Lifepath Index 2065 Fund Class K
Target Retirement 2070 Fund	Lifepath Index 2065 Fund Class K
Bond Index Fund	iShares U.S. Aggregate Bond Index Fund
U.S Stock Index Fund	iShares Total U.S. Stock Market Index Fund
International Stock Index Fund	iShares MSCI EAFE International Index Fund

*The Target Retirement 2070 Fund invests in the Lifepath Index 2065 Fund Class K which has a target retirement date of 2065.

DESCRIPTIONS OF UNDERLYING INVESTMENTS

The following descriptions highlight the investment objective, strategy, and principal investment risks of each Underlying Fund. The descriptions reference only the principal investment risks of the Underlying Investments; however, the current prospectus and statement of additional information of each Underlying Fund identify additional risks that are not discussed below and contain information not summarized in this Program Description. The information below is qualified in all instances by reference to each Underlying Fund's prospectus and statement of additional information. You may wish to speak to an investment advisor to understand the specific risks associated with each Underlying Fund.

Underlying Fund (Ticker)	Website	Phone
BlackRock (Ticker – See Table Above)	BlackRock.com	800-474-2737
iShares (Ticker - See Table Above)	ishares.com	800-474-2737

BLACKROCK CASH FUNDS TREASURY FUND (INSTITUTIONAL SHARES) (BRIXX)

INVESTMENT OBJECTIVE.

The investment objective for BlackRock Cash Funds: Treasury (the "Fund"), a series of BlackRock Funds III (the "Trust"), is to seek current income as is consistent with liquidity and stability of principal.

PRINCIPAL INVESTMENT STRATEGIES.

BlackRock Cash Funds: Treasury seeks to achieve its investment objective by investing at least 99.5% of its total assets in cash, U.S. Treasury bills, notes and other direct obligations of the U.S. Treasury, and repurchase agreements secured by such obligations or cash. The Fund invests in securities maturing in 397 days or less (with certain exceptions) and the portfolio will have a dollar-weighted average maturity of 60 days or less and a dollar-weighted average life of 120 days or less. In addition, the Fund may invest in variable and floating rate instruments and transact in securities on a when-issued, delayed delivery or forward commitment basis. The Fund will invest, under normal circumstances, at least 80% of its net assets, plus the amount of any borrowings for investment purposes, in U.S. Treasury bills, notes and other obligations of the U.S. Treasury, and repurchase agreements secured by such obligations. This policy is a non-fundamental policy of the Fund and the Fund will not change the policy without providing shareholders with at least 60 days' prior notice of any change in the policy. U.S. Treasury obligations are backed by the full faith and credit of the U.S. Government. The principal and interest of all securities held by the Fund are

payable in U.S. dollars. The securities purchased by the Fund are subject to the quality, diversification, and other requirements of Rule 2a-7 under the Investment Company Act of 1940, as amended (the “1940 Act”), and other rules of the Securities and Exchange Commission. The Fund will only purchase securities that present minimal credit risk as determined by the Fund’s investment adviser, BFA, pursuant to guidelines approved by the Trust’s Board of Trustees. The Fund is a “feeder” fund that invests all of its investable assets in Treasury Master Portfolio of MIP, which has the same investment objective and strategies as the Fund. All investments are made at the Treasury Master Portfolio level. This structure is sometimes called a “master/feeder” structure. The Fund’s investment results will correspond directly to the investment results of Treasury Master Portfolio. For simplicity, the prospectus uses the name of the Fund or the term “Fund” (as applicable) to include Treasury Master Portfolio.

PRINCIPAL INVESTMENT RISKS. Credit Risk, Income Risk, Interest Rate Risk, Market and Selection Risk, Repurchase Agreements Risk, Stable Net Asset Value Risk, Treasury Obligations Risk, U.S. Government Obligations Risk, Variable and Floating Rate Instrument Risk, When-Issued and Delayed Delivery Securities and Forward Commitments Risk. These risks are described in the Prospectus and Statement of Additional Information for the Underlying Investment.

LifePath Index Retirement Fund Class K (LIRKX)

INVESTMENT OBJECTIVE.

The investment objective of BlackRock LifePath® Index Retirement Fund (“LifePath Index Retirement Fund” or the “Fund”), a series of BlackRock Funds III (the “Trust”), is to seek to provide for retirement outcomes based on quantitatively measured risk. In pursuit of this objective, LifePath Index Retirement Fund will be broadly diversified across global asset classes.

PRINCIPAL INVESTMENT STRATEGIES.

LifePath Index Retirement Fund allocates and reallocates its assets among a combination of equity and bond index funds and money market funds (the “Underlying Funds”) in proportions based on its own comprehensive investment strategy. LifePath Index Retirement Fund seeks to provide for retirement outcomes based on quantitatively measured risk. BFA employs a multi-dimensional approach to assess risk for LifePath Index Retirement Fund and to determine LifePath Index Retirement Fund’s allocation across asset classes. As part of this multi-dimensional approach, BFA aims to quantify risk using proprietary risk measurement tools that, among other things, analyze historical and forward-looking securities market data, including risk, asset class correlations, and expected returns. Under normal circumstances, the Fund intends to invest primarily in affiliated open-end index funds and affiliated exchange-traded funds (“ETFs”). LifePath Index Retirement Fund will invest, under normal circumstances, at least 80% of its assets in securities or other financial instruments that are components of or have economic characteristics similar to the securities included in its custom benchmark index, the LifePath Index Retirement Fund Custom Benchmark. LifePath Index Retirement Fund is designed for investors expecting to retire or to begin withdrawing assets now or in the near future. The Fund employs a “passive” management approach, attempting to invest in a portfolio of assets whose performance is expected to match approximately the performance of the Fund’s custom benchmark index. As of March 31, 2022, the Fund held approximately 40% of its assets in Underlying Funds designed to track particular equity indexes, approximately 60% of its assets in Underlying Funds designed to track particular bond indexes and the remainder of its assets in Underlying Funds that invest primarily in money market instruments. Certain Underlying Funds may invest in real estate investment trusts (“REITs”), foreign securities, emerging market securities, below investment-grade bonds and derivative securities or instruments, such as options and futures, the value of which is derived from another security, a currency or an index, when seeking to match the performance of a particular market index. The Fund and certain Underlying Funds may also lend securities with a value up to 33 1/3% of their respective total assets to financial institutions that provide cash or securities issued or guaranteed by the U.S. Government as collateral. Factors such as fund classifications, historical risk and performance, and the relationship to other Underlying Funds in the Fund are considered when selecting Underlying Funds. The specific Underlying Funds selected for the Fund are determined at BFA’s discretion and may change as deemed appropriate to allow the Fund to meet its investment objective. See the “Details About the Funds — Information About the Underlying Funds” section of the prospectus for a list of the Underlying Funds, their classification into equity, fixed income or money market funds and a brief description of their investment objectives and primary investment strategies. The Fund’s selection of Underlying Funds that track equity indexes may be further

diversified by style (including both value and growth), market capitalization (including large cap, mid cap, small cap and emerging growth), region (including domestic and international (including emerging markets)) or other factors. The Fund's selection of Underlying Funds that track fixed-income indexes may be further diversified by sector (including government, corporate, agency, and other sectors), duration (a calculation of the average life of a bond which measures its price risk), credit quality (including non-investment grade debt or junk bonds), geographic location (including U.S. and foreign-issued securities), or other factors. Though BFA seeks to diversify the Fund, certain Underlying Funds may concentrate their investments in specific sectors or geographic regions or countries. The percentage allocation to the various styles of equity and fixed-income Underlying Funds is determined at the discretion of the investment team and can be changed to reflect the current market environment. Because the Fund is in its most conservative phase, its allocation generally does not become more conservative over time, although its allocation may change to maintain the Fund's risk profile.

PRINCIPAL INVESTMENT RISKS. Debt Securities Risk, Interest Rate Risk, Credit Risk, Extension Risk, Prepayment Risk, Equity Securities Risk, Investments in Underlying Funds Risk, Allocation Risk, Retirement Income Risk, Affiliated Fund Risk, Market Risk, and Selection Risk. These risks are described in the prospectus and statement of additional information for this Underlying Investment.

LIFEPATH INDEX 2025-2065 FUND CLASS K (LIBKX, LINKX, LIJKX, LIKKX, LIHKX, LIPKX, LIVKX, LIZKX, LIWKX)

INVESTMENT OBJECTIVE.

The Lifepath Index Funds seek to provide for retirement outcomes by investing in broadly diversified global asset classes with asset allocations becoming more conservative over time. Performance is expected to track the performance of the Fund's custom benchmark.

PRINCIPAL INVESTMENT STRATEGIES.

Each Fund seeks to provide for retirement outcomes based on quantitatively measured risk that investors on average may be willing to accept given a particular investment time horizon. An investor's time horizon marks the point when the investor plans to start making net withdrawals from his or her investments, in other words, the time when they will cease making new contributions to their investments. For many Fund investors, their time horizon is tied to the date that they plan to retire and begin gradually utilizing their investment to support themselves in retirement. For other Fund investors, their time horizon may represent the date when they plan to make substantial withdrawals for another purpose, such as a major purchase. As a general rule, investors with a longer time horizon have a greater tolerance for risk than investors with a shorter time horizon. Long-term investors are more likely to accept a greater risk of loss in exchange for the potential to achieve higher long-term returns. Each Fund has its own time horizon, as described in the applicable "Fund Overview" section in this prospectus, which affects the targeted risk level of that Fund and, in turn, its asset allocation. The allocations for LifePath Index Retirement Fund reflect the expectation that investors in or near retirement, or otherwise seeking current income, are willing to take some risk of loss of their investment in hopes of achieving moderate long-term growth of capital. LifePath Index Retirement Fund is designed to help balance three risk factors that investors face during retirement: market risk (potential declines in market values), longevity risk (living longer than expected) and inflation risk (loss of purchasing power). Specifically, LifePath Index Retirement Fund seeks to enable investors to maintain a steady withdrawal rate (about 3-5% per year) throughout their retirement while minimizing the risk of exhausting their investment. There is no guarantee that the performance of LifePath Index Retirement Fund will be sufficient to enable this withdrawal rate or that any one withdrawal rate is appropriate for all investors. Investors should work with a financial advisor or other expert to determine a sustainable withdrawal rate for their circumstances, and that withdrawal rate should be periodically reassessed throughout retirement as the value of the investor's portfolio changes. The investment objective of each Fund is as follows:

- LifePath Index Retirement Fund seeks to provide for retirement outcomes based on quantitatively measured risk. In pursuit of this objective, LifePath Index Retirement Fund will be broadly diversified across global asset classes.
- Each of LifePath Index 2025 Fund, LifePath Index 2030 Fund, LifePath Index 2035 Fund, LifePath Index 2040 Fund, LifePath Index 2045 Fund, LifePath Index 2050 Fund, LifePath Index 2055 Fund, LifePath Index

2060 Fund and LifePath Index 2065 Fund seeks to provide for retirement outcomes based on quantitatively measured risk.

In pursuit of this objective, each Fund will be broadly diversified across global asset classes, with asset allocations becoming more conservative over time. The investment objective of each Fund is a non-fundamental policy and may be changed upon 30 days' prior notice to shareholders. You should carefully consider the asset allocation and risks of each Fund before deciding whether to invest. The Funds are designed to offer individual investors comprehensive asset allocation strategies tailored to the time when they expect to begin withdrawing assets. Asset allocation is the distribution of investments among broad types of asset classes: equity securities, bonds, and money market instruments. The equity and bond securities will be accessed by investment in the appropriate category of Underlying Funds comprised of investment companies that seek to track the results of various indexes.

Each Fund allocates and reallocates its assets among the Underlying Funds. The Funds with longer time horizons invest a greater portion of their assets in Underlying Funds designed to track particular equity indexes, which provide a greater opportunity for capital appreciation over the long term but have a greater risk of loss. The Funds with shorter time horizons invest a greater portion of their assets in Underlying Funds designed to track particular bond indexes, and in money market instruments, which typically offer reduced risk and price volatility but forego some potential returns. Accordingly, under normal circumstances, Funds with shorter time horizons have lower expected returns than Funds with longer time horizons. In addition to investing in Underlying Funds, each Fund may borrow, lend its portfolio securities to brokers, dealers and financial institutions, and invest the collateral in certain short-term instruments either directly or through one or more joint accounts or money market funds, as described in greater detail in the Funds' combined statement of additional information ("SAI"). As each Fund approaches its designated time horizon, it systematically seeks to reduce the level of risk by allocating assets more conservatively among the Underlying Funds. This systematic shift toward more conservative investments is designed to reduce the risk of significant reductions in the value of an investment in a Fund as it approaches its time horizon. For example, LifePath Index Retirement Fund has entered its "retirement phase" and seeks to maximize returns consistent with the risk that an average investor in retirement may be willing to accept. This does not mean, however, that it invests exclusively, or primarily, in Underlying Funds that are money market funds. Rather, because BlackRock Fund Advisors ("BFA") believes that most investors are still willing to take some risks in pursuing returns even while drawing on their investments, almost all of LifePath Index Retirement Fund's assets will continue to be allocated to Underlying Funds that track both equity and bond indexes. In determining the allocation of assets to the Underlying Funds, BFA uses a proprietary investment model that analyzes securities market data, including risk, asset class correlations, and expected returns, to provide portfolio allocations among the asset classes represented by the Underlying Funds. The allocations are periodically monitored and rebalanced in an effort to maximize expected return for a given level of risk. In managing the Funds, BFA focuses on long-term targets and objectives. The progression over time of a Fund's asset allocation to more conservative asset classes is a relatively steady process resulting in only gradual changes to the asset allocation from quarter to quarter. The Underlying Funds seek to track a mix of equity and bond indexes and may invest in money market instruments. In order to match the performance of the applicable benchmark index, certain Underlying Funds invest in real estate investment trusts ("REITs"), foreign securities, emerging markets, below investment-grade bonds and derivatives, which are subject to additional risks, as described in the "Details About the Funds — A Further Discussion of Risk Factors" section of this prospectus and/or the "Investment Risks and Considerations" section of the SAI. The Funds and certain Underlying Funds may also lend securities with a value up to 33 1/3% of their respective total assets to financial institutions that provide cash or securities issued or guaranteed by the U.S. Government as collateral. The investment model adjusts each Fund's risk level by gradually making it more conservative as the year in the Fund's name approaches, except for LifePath Index Retirement Fund, which is already in its most conservative phase. Under normal circumstances, the Funds intend to invest primarily in affiliated open-end index funds and affiliated exchange-traded funds ("ETFs"). Within the prescribed percentage allocations to equity and fixed-income index funds, BFA seeks to diversify the Fund. The allocation to Underlying Funds that track equity indexes may be further diversified by style (including both value and growth), market capitalization (including large cap, mid cap, small cap, and emerging growth), region (including domestic and international (including emerging markets)) or other factors. The allocation to Underlying Funds that track fixed-income indexes may be further diversified by sector (including government, corporate, agency, and other sectors), duration (a calculation of the average life of a bond which measures

its price risk), credit quality (including noninvestment grade debt or junk bonds), geographic location (including U.S. and foreign-issued securities), or other factors. Though BFA seeks to diversify the Fund, certain Underlying Funds may concentrate their investments in specific sectors or geographic regions or countries. The percentage allocation to the various styles of equity and fixed income Underlying Funds is determined at the discretion of the investment team and can be changed to reflect the current market environment. When a Fund reaches its stated time horizon and enters its most conservative phase, the allocation of its assets is expected to be similar to that of LifePath Index Retirement Fund. Such Fund and LifePath Index Retirement Fund may then continue to operate as separate funds or, subject to approval by the Trust's Board of Trustees (the "Board"), they may be merged into a single fund.

PRINCIPAL INVESTMENT RISKS. Equity Securities Risk, Debt Securities Risk, Interest Rate Risk, Credit Risk, Extension Risk, Prepayment Risk, Investments in Underlying Funds Risk, Allocation Risk, Retirement Income Risk, Affiliated Fund Risk, Market Risk and Selection Risk. These risks are described in the prospectus and statement of additional information for this Underlying Investment.

iSHARES U.S. AGGREGATE BOND INDEX FUND (WFBIX)

INVESTMENT OBJECTIVE.

iShares U.S. Aggregate Bond Index Fund (the "Fund"), a series of BlackRock Funds III (the "Trust"), seeks to provide investment results that correspond to the total return performance of fixed-income securities in the aggregate, as represented by the Bloomberg U.S. Aggregate Bond Index (the "Bloomberg U.S. Aggregate Index" or the "Underlying Index").

PRINCIPAL INVESTMENT STRATEGIES.

The Fund pursues its investment objective by seeking to match the total return performance of the Bloomberg U.S. Aggregate Index, which is composed of approximately 10,000 fixed-income securities. The fixed-income securities that comprise the Bloomberg U.S. Aggregate Index include U.S. Government securities and corporate bonds, as well as mortgage-backed securities, asset-backed securities and commercial mortgage-backed securities. All securities in the Bloomberg U.S. Aggregate Index are investment-grade. The Fund maintains a weighted average maturity consistent with that of the Bloomberg U.S. Aggregate Index, which generally ranges between 5 and 10 years. The Fund invests in a representative sample of these securities. Securities are selected for investment by the Fund in accordance with their relative proportion within the Bloomberg U.S. Aggregate Index as well as based on credit quality, issuer sector, maturity structure, coupon rates and callability, among other factors. BFA, the investment adviser to the Master Portfolio in which the Fund invests, considers investments that provide substantially similar exposure to securities in the Bloomberg U.S. Aggregate Index to be investments comprising the Fund's benchmark index. For example, the Fund may invest in mortgage dollar rolls and participate in to-be-announced ("TBA") transactions on a regular basis to obtain exposure to mortgage-backed securities. The Fund is managed by determining which securities are to be purchased or sold to reflect, to the extent feasible, the investment characteristics of its benchmark index. Under normal circumstances, at least 90% of the value of the Fund's assets, plus the amount of any borrowing for investment purposes, is invested in securities comprising the Bloomberg U.S. Aggregate Index, which, for the Fund, are considered bonds. The Fund is a "feeder" fund that invests all of its assets in the Master Portfolio of MIP, which has the same investment objective and strategies as the Fund. All investments are made at the Master Portfolio level. This structure is sometimes called a "master/feeder" structure. The Fund's investment results will correspond directly to the investment results of the Master Portfolio. For simplicity, the prospectus uses the name of the Fund or the term "Fund" (as applicable) to include the Master Portfolio.

PRINCIPAL INVESTMENT RISKS. Debt Securities Risk, Index-Related Risk, Passive Investment Risk, Tracking Error Risk, Dollar Rolls Risk, High Portfolio Turnover Risk, Market Risk and Selection Risk, Mortgage- and Asset-Backed Securities Risks, U.S. Government Obligations Risk. These risks are described in the prospectus and statement of additional information for this Underlying Investment.

iSHARES TOTAL U.S. STOCK MARKET INDEX FUND (BKTSX)

INVESTMENT OBJECTIVE.

The investment objective of iShares Total U.S. Stock Market Index Fund (the “Fund”), a series of BlackRock FundsSM (the “Trust”), is to seek to track the investment results of a broad-based index composed of U.S. equities.

PRINCIPAL INVESTMENT STRATEGIES.

The Fund seeks to track the investment results of the Russell 3000[®] Index (the “Underlying Index”), which measures the performance of the broad U.S. equity market. As of October 31, 2021, the Underlying Index included issuers representing approximately 98% of the total market capitalization of all publicly-traded U.S.-domiciled equity securities. The Underlying Index is a float-adjusted capitalization-weighted index of the largest public issuers domiciled in the United States and its territories. Total market capitalization reflects all equity shares outstanding, while total market value reflects float-adjusted capitalizations based on equity shares available for general investment. The Underlying Index may include large-, mid- or small-capitalization companies, and components primarily include technology, consumer discretionary and healthcare companies. The components of the Underlying Index, and the degree to which these components represent certain industries, may change over time. BlackRock uses a representative sampling indexing strategy to manage the Fund. “Representative sampling” is an indexing strategy that involves investing in a representative sample of securities that collectively has an investment profile similar to that of the Underlying Index. The securities selected are expected to have, in the aggregate, investment characteristics (based on factors such as market capitalization and industry weightings), fundamental characteristics (such as return variability and yield) and liquidity measures similar to those of the Underlying Index. The Fund may or may not hold all of the securities in the Underlying Index. The Fund generally invests at least 90% of its assets, plus the amount of any borrowing for investment purposes, in securities of the Underlying Index.

PRINCIPAL INVESTMENT RISKS. Asset Class Risk, Concentration Risk, Consumer Discretionary Sector Risk, Equity Securities Risk, Healthcare Sector Risk, Index Fund Risk, Index-Related Risk, Issuer Risk, Management Risk, Market Risk and Selection Risk, Passive Investment Risk, Small and Mid-Capitalization Company Risk, Technology Sector Risk. These risks are described in the prospectus and statement of additional information for this Underlying Investment.

iSHARES MSCI EAFE INTERNATIONAL INDEX FUND (BTMKX)

INVESTMENT OBJECTIVE.

The investment objective of iShares MSCI EAFE International Index Fund (“MSCI EAFE International Index Fund” or the “Fund”), a series of BlackRock Index Funds, Inc. (the “Corporation”), is to match the performance of the MSCI EAFE Index (Europe, Australasia, Far East) (the “MSCI EAFE Index” or the “Underlying Index”) in U.S. dollars with net dividends as closely as possible before the deduction of Fund expenses.

PRINCIPAL INVESTMENT STRATEGIES.

MSCI EAFE International Index Fund employs a “passive” management approach, attempting to invest in a portfolio of assets whose performance is expected to match approximately the performance of the MSCI EAFE Index. The Fund will be substantially invested in securities in the MSCI EAFE Index, and will invest, under normal circumstances, at least 80% of its assets in securities or other financial instruments that are components of or have economic characteristics similar to the securities included in the MSCI EAFE Index. The Fund may change its target index if Fund management believes a different index would better enable the Fund to match the performance of the market segment represented by the current index. MSCI EAFE International Index Fund invests in a statistically selected sample of equity securities included in the MSCI EAFE Index and in derivative instruments linked to the MSCI EAFE Index. Equity securities include common stock, preferred stock and securities or other instruments whose price is linked to the value of common stock. The Fund will, under normal circumstances, invest in all of the countries represented in the MSCI EAFE Index. The Fund may not, however, invest in all of the companies within a country represented in the MSCI EAFE Index, or in the same weightings as in the MSCI EAFE Index.

PRINCIPAL INVESTMENT RISKS. Equity Securities Risk, Foreign Securities Risk, Index-Related Risk, Passive Investment Risk, Tracking Error Risk, Market Risk and Selection Risk. These risks are described in the prospectus and statement of additional information for this Underlying Investment.

PROGRAM RISKS

General. In addition to the risks described above for each Investment Option, you should carefully consider the information in this section, as well as the other information in this Program Description and the other Program Documents before making any decisions about setting up your RetirePath Virginia Account or the occurrence of any payroll contributions from your Compensation. As an Account Owner you will own an interest in the Program, not the Underlying Investments. You should consult an attorney or a qualified financial or tax advisor regarding any legal, financial, or tax questions you may have. The information in this Program Description is not intended to be an investment recommendation or investment advice, nor should the contents of this Program Description be construed as legal, financial, or tax advice. The Program Parties will not indemnify you against losses.

Principal and Returns Not Guaranteed. Neither your Contributions to a RetirePath Virginia Account nor any investment return earned on your Contributions is guaranteed. An investment in RetirePath Virginia is not a bank deposit. Investments in your RetirePath Virginia Account are not insured or guaranteed by the FDIC or any other government agency. Investments are not insured or guaranteed by the Program Parties. You could lose money (including your Contributions) or not make any money by investing in RetirePath Virginia.

Market and other Uncertainties. As with all investments, the overall market value of your RetirePath Virginia Account may exhibit volatility and could be subject to wide fluctuations in response to factors such as regulatory or legislative changes, worldwide political uncertainties, and general economic conditions, including inflation and unemployment rates. All of these factors are beyond the Program Parties' control and may cause the value of your RetirePath Virginia Account to decrease (realized or unrealized losses) regardless of our performance. A plan of regular investment cannot assure a profit or protect against a loss in a declining market. There is no assurance that any Investment Option will achieve its goals. For additional information on the risks that may affect Investment Option performance, see *Investment Options* above.

General Investment Option Risk. An Investment Option's risk and potential return are a function of the Investment Option's relative weightings of stock, bond, and money market investments, among other factors. Certain Investment Options carry more and/or different risks than others. In general, the greater an Investment Option's exposure to stock investments, the higher the risk will be (especially short-term volatility). The more exposure an Investment Option has to bond and money market investments, the lower its risk. There are also subcategories with various risk levels within the stock and bond categories. Developments that result in major disruptions to global economies and financial markets, such as pandemics, large scale acts of terrorism, and war, may magnify factors that affect an Investment Options performance. Such disruptions could adversely affect investments and negatively impact the ability of the Investment Options and Underlying Investments to achieve their investment objectives. This could, in turn, have a significant adverse impact on the value and risk profile of your investment.

Suitability. The Program Parties make no representation regarding the suitability or appropriateness of the Program for your particular circumstances. If you are automatically enrolled in the Program and subject to the Standard Elections, your RetirePath Virginia Account will be invested in the standard Investment Options under the Program, as selected by the Plan. Other types of investments may be more appropriate depending upon your financial status, tax situation, risk tolerance, age, investment goals, savings needs, and other factors you determine to be important. Likewise, the fact that you are permitted, in your discretion, to make Custom Elections does not constitute a representation by the Program Parties regarding the suitability or appropriateness of the Custom Elections for your particular circumstances. Each of the Investment Options has its own associated risks. If you have questions about participation in the Program, you should consult your legal, financial or tax advisor based on your individual situation. There are other retirement savings

vehicles available. These other options may have different features and tax advantages and other fee or expense consequences including, for example, different investment options and account owner control. You may wish to consider these alternatives with your tax or investment advisor prior to setting up your RetirePath Virginia Account.

IRA Eligibility. Contributions under the Program are made to a Roth IRA (unless you choose a Traditional IRA). Your eligibility to contribute to an IRA may be affected by your income and by whether you are married, and, if you are married and file a joint tax return, by your spouse's income. You will have 5% of your Compensation withheld and contributed to a RetirePath Virginia Account established on your behalf. The Contribution Rate will increase by 1% on January 1 of each year until a maximum of 10% of your Wages is reached if you do not opt out or elect a different Contribution percentage. You are responsible for determining your IRA eligibility. You also can opt out of contributing to your RetirePath Virginia Account. If you do nothing and are ineligible for an IRA, you may be subject to income taxes on the earnings and to tax penalties on the balance of your RetirePath Virginia Account in each year that the amount remains in the IRA. Generally, you have until the date your federal income tax return (including extensions) is due to correct an ineligible IRA Contribution. For more details, see the ***Custodial Account Agreement, Disclosure Statement and Financial Disclosure***.

Tax Considerations Generally; Income Tax on Earnings. The federal and state tax consequences associated with taking an IRA distribution can be complex. Therefore, you should consult a tax advisor regarding the application of tax laws to your particular circumstances. For example, federal and state income taxes will be imposed on the earnings portion of IRA nonqualified distributions. Additionally, the early distribution penalties may apply to any portion of a nonqualified distribution that is not a return of Contributions. For more details, see the ***Custodial Account Agreement, Disclosure Statement and Financial Disclosure***.

Cybersecurity Risk. The Program relies significantly upon the computer systems of its service providers. Therefore, the Program could be susceptible to operational and information security risks resulting from cyber threats and cyber-attacks which may adversely affect your Account and cause it to lose value. For example, cyber threats and cyber-attacks may interfere with your ability to access your Account, make Contributions or exchanges, or request and receive distributions; they may also impede trading and/or impact the ability to calculate net asset values. Cybersecurity risks include security or privacy incidents, such as human error, unauthorized release, theft, misuse, corruption, and destruction of Account data maintained online or digitally by the Program. Cybersecurity risks also include denial of service, viruses, malware, hacking, bugs, security vulnerabilities in software, attacks on technology operations, and other disruptions that could impede the Program's ability to maintain routine operations. Although the Program's service providers undertake efforts to protect their computer systems from cyber threats and cyber-attacks, which include internal processes and technological defenses that are preventative in nature, and other controls designed to provide a multi-layered security posture, there are no guarantees that the Program or your Account will avoid losses due to cyber-attacks or cyber threats.

Potential Changes to the Program. You will be given notice in the event that the Plan makes material changes to the Program or the Investment Options. In the event of unforeseen circumstances, notice will be given as soon as reasonably practicable. Such changes could include, without limitation:

- A change in the Program's Fees;
- Addition or removal of an Investment Option;
- Merger or change in the Underlying Investments within the Investment Options;
- The closure of an Investment Option to new investors; or
- A change in the Program Administrator or an Investment Manager

If changes are made to the Underlying Investment in an Investment Option, the assets in the Investment Option may be reinvested in a different Underlying Investment. The policies, objectives, and risks of the Underlying Investments may also change from time to time. Certain Underlying Investments may invest in index funds. Such Underlying Investments reserve the right to substitute a different index for the index that it currently tracks. This could happen if the current index is discontinued, if the index fund's agreement with the sponsor of its current index is terminated, or for any other reason determined in good faith by the index

fund's board of trustees. In any such instance, a substitute index would measure substantially the same market segment (e.g., large-, mid-, or small- capitalization) as the current index.

Termination of the Program. If the Program is terminated, you will receive written notice informing you of your options. Your choices may include: keeping your assets at the IRA Custodian (in which case the Investment Options under the Program may no longer be available and you may need to choose different investments), transferring or rolling over your RetirePath Virginia Account to another eligible IRA with a different financial organization (in which case the Investment Options under the Program may no longer be available and you may need to choose different investments), or taking a distribution from your IRA. If the Program is terminated, we encourage you to consult a qualified tax or financial advisor concerning the appropriateness of each of your options.

Effect of Future Law Changes. It is possible that future changes in federal or state laws or regulations or judicial or interpretive rulings could adversely affect the terms and conditions of the Program or the value of your RetirePath Virginia Account, including retroactive effects. Such potential changes could include without limitation any changes to or revocation of the Code, the IRC, the Act, the Program requirements, procedures, or guidelines.

Securities Laws. Units in the Trust held by the RetirePath Virginia Accounts are considered municipal fund securities. The Units will not be registered as securities with the Securities and Exchange Commission (the "SEC") or any state securities regulator. In addition, neither the Program nor the Investment Options will be registered as investment companies under the Investment Company Act of 1940. Neither the SEC, the Municipal Securities Rulemaking Board, nor any state securities commission has approved or disapproved the Units, or passed upon the adequacy of this Program Description.

INVESTMENT PERFORMANCE

The performance of the Investment Options will differ from the performance of the Underlying Investments in which the assets of the Investment Option are invested due to the assessment of Program fees against the assets in each Investment Option and the reinvestment of dividends and capital gains into the Investment Options. Additionally, each Investment Option will have a higher expense ratio than the weighted expense ratio of its Underlying Investments because of the Program Administration Fee charged to the Investment Option. Moreover, the Account Fee will be deducted from the value of your Account. However, your investment in the Investment Options through your Account may receive certain tax benefits, including tax-free withdrawals of earnings on certain qualified distributions. Investment Option performance may also be affected by cash flows into and out of the Investment Options from the Program; typically, the purchases of Underlying Investment shares are made one Business Day after the date funds are contributed to the Program and allocated to an Investment Option. Depending on market conditions, the collective impact of these differences may cause the performance of an Investment Option to trail the weighted average returns of the Underlying Investments to which the assets are allocated. Investment returns and principal value will fluctuate—your Account may be worth more or less than the original amount of your Contribution. Current performance may be lower or higher than the performance data cited.

The following table shows how the performance of the Investment Options has varied over the periods listed. The performance data includes each Investment Option's total annualized asset-based fee, but does not include the Account Fee or other charges that may be associated with an investment in the Program. See **Fees and Expenses**. For up-to-date price and performance information on the Investment Options, go to RetirePathVA.com/savers/price-performance or call (833)-608-6776.

AVERAGE ANNUAL TOTAL RETURNS
(as of May 31st, 2024)

	1 Year	3 Years	5 Years	Since Inception	Inception Date
Target Retirement Date Fund	9.17%	-	-	8.10%	3/1/23
Target Retirement 2025 Fund	9.84%	-	-	8.87%	3/1/23
Target Retirement 2030 Fund	12.75%	-	-	11.77%	3/1/23
Target Retirement 2035 Fund	15.51%	-	-	14.60%	3/1/23
Target Retirement 2040 Fund	17.86%	-	-	16.89%	3/1/23
Target Retirement 2045 Fund	20.14%	-	-	19.23%	3/1/23
Target Retirement 2050 Fund	21.73%	-	-	20.93%	3/1/23
Target Retirement 2055 Fund	22.43%	-	-	21.51%	3/1/23
Target Retirement 2060 Fund	22.45%	-	-	21.54%	3/1/23
Target Retirement 2065 Fund	22.34%	-	-	21.60%	3/1/23
Target Retirement 2070 Fund	22.30%	-	-	21.30%	3/1/23
Capital Preservation Fund	5.49%	-	-	5.16%	3/1/23
Bond Index Fund	0.51%	-	-	-0.52%	3/1/23
U.S. Stock Index Fund	27.35%	-	-	26.97%	3/1/23
International Stock Index Fund	18.85%	-	-	16.65%	3/1/23

PRIVACY POLICY

Confidentiality of Account Information. Individual Account information, including but not limited to names, addresses, telephone numbers, personal identification information, amounts contributed and earnings on amounts contributed, is confidential and must be maintained as confidential:

- except to the extent necessary to administer the Program in a manner consistent with the Act, the Code, and the IRC; or
- unless the person who provides the information or is the subject of the information expressly agrees in writing that the information may be disclosed.

The Plan may disclose your Account information to persons or entities to the extent authorized by you in a written signed release provided to the Plan. For purposes of this paragraph, "Account information" includes information pertaining to (i) your IRA account, (ii) Beneficiary designations, (iii) distributions, or (iv) similar information. A written authorization to release information is valid until the earlier of (a) the date you provide

the Plan with a signed revocation of such authorization or (b) the end date, if any, specified in the original authorization. As part of Program administration, the Plan may disclose your Account information as required by a valid and applicable subpoena or court or other governmental order.

The Plan may disclose information that it is required to disclose under the Virginia Public Records Act, Virginia Code § 42.1-76 *et seq.*, or other applicable law. The Plan may also disclose anonymized data which does not include information that is identifiable to an individual employee or employer for purposes of research associated with the Program. The Plan may disclose Account information to the Program Administrator, the providers of investments for the Program, regulatory agencies to the extent disclosure is required by law, and to other persons or entities to the extent the Plan determines disclosure is necessary or appropriate to administer the Program.