INTRODUCTION TO RETIREMENT DATE TRUSTS

APPROACH

T. Rowe Price Retirement Date Trusts are designed to be one-step investment options that are professionally allocated, managed, and automatically rebalanced with specific retirement dates in mind. Each Retirement Date Trust invests in a combination of up to five asset class-specific trusts representing highly diversified portfolios of U.S. stocks, international stocks, real assets, U.S. investment grade bonds, international and high yield bonds, and inflation focused bonds. The actual allocation to the five underlying trusts for each dated trust will shift over time through a gradual reallocation to a more conservative asset mix and will reach its most conservative allocation 30 years after the target date. The Retirement Income Trust’s allocations do not follow the glide path and will maintain a static allocation.
INTRODUCTION TO RETIREMENT DATE TRUSTS

DISTINGUISHING CHARACTERISTICS

- Highly experienced asset allocation/portfolio management teams
- Active, index, and enhanced index strategies are employed to help balance alpha generation and benchmark-related tracking error objectives
- Material equity allocations maintained to help address risk of outliving retirement assets
- Asset allocations continue to shift for 30 years after the target date
- Tactical allocations employed to incorporate market outlook
- Competitive fee structure, plus no asset allocation overlay fee

The T. Rowe Price Retirement Date Trusts (Trusts) are not mutual funds. They are common trust funds established by T. Rowe Price Trust Company under Maryland banking law, and their units are exempt from registration under the Securities Act of 1933. Units of the Trusts are not deposits or obligations of, or guaranteed by, the U.S. government or its agencies or T. Rowe Price Trust Company and are subject to investment risks, including possible loss of principal.

PORTFOLIO MANAGEMENT TEAM

Jerome Clark, CFA
Portfolio Manager
18 years of investment experience
18 years with T. Rowe Price
• M.S., Naval Postgraduate School
• M.B.A., Johns Hopkins University

Wyatt Lee, CFA
Investment Analyst
13 years of investment experience
11 years with T. Rowe Price
• B.A., Vanderbilt University
• M.B.A., Washington University

Kim DeDominicis
Investment Analyst
8 years of investment experience
7 years with T. Rowe Price
• B.S., Bucknell University
• M.B.A., New York University
The investment philosophy underpinning the Retirement Date Trusts is based on four key tenets:

<table>
<thead>
<tr>
<th>We Believe:</th>
<th>Our Differentiation:</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.  The risk of outliving retirement assets should be the key driver of managing retirement portfolios.</td>
<td>Maintain significant equity allocations based on proprietary asset allocation modeling and research.</td>
</tr>
<tr>
<td>2.  Time horizon should drive asset allocation throughout an investor’s life.</td>
<td>Allocations continue to shift for 30 years after the target date.</td>
</tr>
<tr>
<td>4.  A combination of active, enhanced index, and passive strategies can help balance alpha generation and benchmark-related tracking error objectives that many plan sponsors desire.</td>
<td>Investment program design utilizing approximately 50% active management and a 50% combination of passive and enhanced index management.</td>
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</tbody>
</table>
The glide path shifts the asset allocation for each dated trust to a more conservative asset mix over time—out to 30 years past the target date.

The Retirement Income Trust’s allocations do not follow the glide path and will maintain an allocation of approximately 40% stocks and 60% bond-related investments.
Each Retirement Date Trust invests in a combination of asset class-specific common trust funds representing highly diversified portfolios of U.S. stocks, international stocks, real assets, U.S. investment-grade bonds, international and high yield bonds, and inflation focused bonds. This structure provides the benefits of operational efficiencies, cost savings, and streamlined participant communications.

The underlying trusts are composed of T. Rowe Price actively managed strategies, as well as index and enhanced index strategies.

<table>
<thead>
<tr>
<th>Asset-Class</th>
<th>Sector</th>
<th>T. Rowe Price Strategy</th>
<th>Neutral Allocation</th>
</tr>
</thead>
<tbody>
<tr>
<td>U.S. Stocks</td>
<td>Large-Cap Growth</td>
<td>U.S. Large-Cap Growth Strategy</td>
<td>15.25%</td>
</tr>
<tr>
<td></td>
<td>Large-Cap Core</td>
<td>U.S. Equity Index Strategy</td>
<td>31.00%</td>
</tr>
<tr>
<td></td>
<td>Large-Cap Value</td>
<td>U.S. Structured Research Strategy</td>
<td>15.50%</td>
</tr>
<tr>
<td></td>
<td>Small/Mid Core</td>
<td>U.S. Extended Equity Market Index Strategy</td>
<td>11.50%</td>
</tr>
<tr>
<td></td>
<td>Mid-Cap Growth</td>
<td>U.S. Mid-Cap Growth Strategy</td>
<td>3.00</td>
</tr>
<tr>
<td></td>
<td>Mid-Cap Value</td>
<td>U.S. Mid-Cap Value Strategy</td>
<td>3.00</td>
</tr>
<tr>
<td></td>
<td>Small-Cap Growth</td>
<td>U.S. Small-Cap Growth II Strategy</td>
<td>2.75</td>
</tr>
<tr>
<td></td>
<td>Small-Cap Value</td>
<td>U.S. Small-Cap Value IV Strategy</td>
<td>2.75</td>
</tr>
<tr>
<td>International Stocks</td>
<td>Developed Markets</td>
<td>Non-U.S. Equity Growth Strategy</td>
<td>28.25%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Non-U.S. Equity Core Strategy</td>
<td>28.50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Non-U.S. Equity Value Strategy</td>
<td>28.25%</td>
</tr>
<tr>
<td></td>
<td>Emerging Markets</td>
<td>Global Emerging Markets Equity Strategy</td>
<td>15.00</td>
</tr>
<tr>
<td>Real Assets</td>
<td>Real Assets</td>
<td>Real Assets Strategy</td>
<td>100.00%</td>
</tr>
<tr>
<td>U.S. Investment-Grade Bonds</td>
<td>Core</td>
<td>U.S. Enhanced Aggregate Strategy</td>
<td>30.00%</td>
</tr>
<tr>
<td>International and High-Yield Bonds Plus</td>
<td></td>
<td>U.S. High Yield Strategy</td>
<td>10.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Emerging Markets Bond Strategy</td>
<td>10.00</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Non-U.S. Fixed Income Strategy</td>
<td>10.00</td>
</tr>
<tr>
<td>Inflation Focused Bonds</td>
<td>Inflation Focused</td>
<td>Inflation Focused Bond Strategy</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

Asset class weights shown are the proportional breakdown of expected neutral weights.
The Retirement Date Trusts build on the approach T. Rowe Price developed for its Retirement Funds with some unique characteristics that distinguish the two products.

### Key Similarities
- Same Asset Allocation Committee and portfolio management teams
- Identical glide-path strategy based on proprietary asset allocation modeling and research
- Allocations continue to shift for 30 years after the target date
- Use of active management to potentially enhance long-term performance
- Tactical allocations employed to incorporate market outlook

### Key Differences
- Organized as common trust funds (also known as collective investment funds) versus a 40 Act mutual fund structure for the Retirement Funds
- Each Retirement Date Trust invests in a combination of up to five asset class-specific common trust funds versus 18 sector-specific mutual funds underpinning the Retirement Funds
- Trusts invest in an approximate 50/50 blend of active and indexed and enhanced index strategies versus an average index allocation of 20% for the Retirement Funds
- Lower fees for the Trusts given their higher allocation to index and enhanced index strategies
- Lower expected tracking error and alpha targets for the Trusts over a full market cycle in light of their higher allocation to index and enhanced index strategies
FEE SCHEDULE

| When the total Retirement Date Trusts’ assets at conversion are ≤ $750 million | 47 basis points | 57 basis points |
| When the total Retirement Date Trusts’ assets at conversion are > $750 million but ≤ $1 billion | 45 basis points | 55 basis points |
| When the total Retirement Date Trusts’ assets at conversion are > $1 billion | 43 basis points | 53 basis points |

Clients that qualify for one fee level at conversion may be eligible for a lower fee in the event that assets subsequently grow to meet the criteria listed. Conversely, a client who fails to maintain assets at the required level after conversion may be subject to account closure or movement into a fee schedule for which the client then qualifies.

The additional 10 bps would be payable to the plan or its designated third-party service provider (which may include T. Rowe Price Retirement Plan Services, Inc.) to help pay plan administrative expenses.

ELIGIBILITY

The Retirement Date Trusts are designed for large qualified retirement plans that are anticipated to make significant investments in the Trusts. Limiting the Trusts to large plans helps ensure that all investors benefit from the administrative efficiencies associated with such plans in similar fashion, thus helping avoid the potential for large investors to subsidize the costs of smaller investors.

- Plans with assets > $1 billion.
- Plans with assets > $500 million and ≤ $1 billion, where
  a. The plan has decided to map at least $50 million at inception,**
     or
  b. The plan has decided to use the Retirement Date Trusts as the default option.***
- Plans with assets > $250 million and ≤ $500 million, where
  a. The plan has decided to map $50 million at inception,
     or
  b. The plan has decided use the Retirement Date Trusts as the default option in a reenrollment program.****

Enforcement of investment thresholds will be accomplished pursuant to contractual provisions in agreements that would require the plan(s) to withdraw and/or impose additional fees if required thresholds are not met within a predetermined period after inception.

* If multiple affiliated plans are joining, the total size of all of the affiliated plans will be considered. Governmental and church plans that meet certain legal requirements for investment in the trusts also would be considered under these criteria.
** Under a mapping scenario, an existing plan maps all participants from the products being replaced into an appropriate Retirement Date Trust.
*** Default option means that in the event new participants have made no election, contributions will be defaulted to the Retirement Date Trusts.
**** Reenrollment program with default option means that all participants of an incoming plan are required to select investments as part of a reenrollment process, and, in the event participants have made no election, their balance will be defaulted to the Retirement Date Trusts.