

# Voya Retirement Advisors, LLC

## Disclosure Statement

One Orange Way  
Windsor, CT 06095

### Form ADV, Part 2A Brochure

#### Updated

March 12, 2025

This brochure provides information about the qualifications and business practices of Voya Retirement Advisors, LLC, an investment advisor registered with the United States Securities and Exchange Commission ("SEC"). If you have any questions about the contents of this brochure, please contact us by calling 877-814-0808. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Any reference to or use of the terms "registered investment adviser" or "registered," does not imply that Voya Retirement Advisors, LLC or any person associated with Voya Retirement Advisors, LLC has achieved a certain level of skill or training.

Additional information about Voya Retirement Advisors, LLC also is available on the Securities and Exchange Commission ("SEC") website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. VRA's CRD number is 3989.

## Item 2

## MATERIAL CHANGES

The following summarizes the material changes made to VRA's Brochure since March 15, 2024 and March 13, 2024:

- 1) Item 4 – Advisory Business – description of the service features offered by VRA through its Investment Advisor Representatives and services powered by Edelman Financial Engines have been clarified.
- 2) Item 4 – Advisory Business – updates Retirement Evaluation service to include frequency of communications and ways to access.
- 3) Item 4 – Advisory Business – adds an explanation of the Total Portfolio Advice feature provided through the Online Advice program.
- 4) Item 4 – Advisory Business – adds explanation of duties required by ERISA and recommendations under OA program.
- 5) Item 4 – Advisory Business – updates Professional Management program to include an explanation of discretionary activity that can occur as a result of enrolling in the program.
- 6) Item 4 – Advisory Business – adds explanation of the methodology used to generate investment recommendations.
- 7) Item 4 – Advisory Business - Assets Under Management – updated to reflect the 12/31/2024 balance.
- 8) Item 5 – Fees and Compensation - clarified fees for assets held in multiple accounts for VRA powered by Morningstar clients.

### **Additional Non-Material Changes**

Further non-material changes to VRA's Brochure include clarifications regarding VRA's business practices, grammatical changes, additional edits to improve clarity, and to remove descriptions of services and programs that VRA no longer offers and/or for which there are no active clients.

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## Item 4

## ADVISORY BUSINESS

### Description of Advisory Firm

Established in 2000, Voya Retirement Advisors, LLC ("VRA," "we," or "us") is a federally registered investment adviser. It is a direct wholly owned subsidiary of Voya Retirement Insurance and Annuity Company, which, in turn, is wholly owned by Voya Holdings Inc., which is owned by Voya Financial, Inc. VRA's primary business is acting as a Registered Investment Advisor and spends less than 5% of its time engaged in related activities.

VRA provides investment advisory services to retirement plan participants. The services VRA provides are elective, additional services adopted by the plan sponsor and made available to plan participants where its affiliates, Voya Institutional Plan Services, LLC and Voya Retirement Insurance and Annuity Company act as administrators and record-keepers to the retirement plan.

VRA cannot and does not guarantee future financial results or the achievement of your financial goals through implementation of any advice or recommendations provided to you. VRA does not monitor the day-to-day performance of your specific investments.

### Services Offered with Edelman Financial Engines

VRA provides education, guidance, and advisory services online, via telephone and in-person through its Investment Advisor Representatives ("Advisor"). Participants in plans which offer VRA's services powered by Edelman Financial Engines, LLC can receive point-in-time, fund-specific advice at no cost online or through an Advisor (herein, "Online Advice"). Participants may also elect the Professional Management service, in which VRA regularly reviews and reallocates participants' accounts on an ongoing basis for a fee. The Professional Management service also includes an optional income focused supplemental component Income Beyond Retirement ("IBR").

Each service listed above relies upon the investment options the plan sponsor selected for the plan and the investment methodology and computer programs (the "Workstation") of Financial Engines Advisors ("FEA"), an unaffiliated registered investment advisor. The investment options are selected by the plan sponsor and made available to plan-participants for self-directed investing or as the underlying investment options upon which the Workstation leverages to generate advice recommendations. The Workstation generates financial analysis, asset allocation and investment recommendations relevant to retirement planning. Additional information on these services follows.

### Retirement Evaluation

You can request a Retirement Evaluation ("RE") electronically or printed, providing an assessment of your current savings and/or investment decisions relative to your retirement plan account. The RE is designed to communicate some or all of the following information:

- a summary of the current value of your plan account;
- a forecast of how much the plan account investments, and other investments that you submit for analysis, might be worth at retirement;
- whether a change is recommended to your current contribution rate, risk and diversification, unrestricted company stock holdings, if applicable, or investment style and allocation;
- investment proposals; and

a projection of how much annual income can be anticipated at retirement, based on how much the plan account plus Social Security and certain other benefit accounts could provide. This projection is based on information provided and/or verified by you to the Advisor during your discussion and is not a guarantee of future results and can and will change over time.

VRA may send you a RE on an annual basis as part of your plan's communication strategy. You can also request an updated RE at any time by contacting an Advisor or accessing the advice service online, through your retirement plan's landing page.

### Online Advice

If you prefer to receive point-in-time investment advice using a self-service and self-implementation approach without the help of an Advisor, you can access the Online Advice program ("OA") directly via the internet or obtain recommendations from an Advisor. OA is an online investment advice service provided by FEA, which is an independent investment advisor. FEA is a wholly owned subsidiary of Financial Engines, Inc. and serves as a sub-advisor to VRA. OA is a computer model and

incorporates financial analysis and asset allocation methods consistent with FEA guidelines and generally accepted financial planning and asset allocation principles. OA is based on a point-in-time analysis and is not an ongoing management service. This program is designed to:

- assist you in setting retirement goals;
- provide goal-appropriate saving and investment recommendations;
- help you monitor your retirement account; and
- permit you to perform “what-if” modeling.

The OA program will provide specific investment allocation recommendations among the funds made available in your employer’s retirement plan. You may also elect to receive fund-specific recommendations on your outside accounts through the Total Portfolio Advice feature. Participants are responsible for the implementation of these recommendations. VRA does not have discretionary authority over outside accounts and does not provide ongoing management of the assets held in those accounts. These recommendations are not an endorsement of any particular investment.

OA will also generate an estimate of the likelihood of you reaching your retirement goals. This estimate is based on information provided and/or verified by you and is not a guarantee of future results and can and will change over time.

For the purposes of this program, VRA shall act as an “investment advisor” as defined under Section 3(21) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). This means that VRA provides fund-specific recommendations based on the information provided and The OA program does not include continued monitoring of the investment advice provided for your account. You must implement the recommendations received and revisit the OA site in order to update your information and receive updated recommendations. You maintain full control of your account and are under no obligation to implement the recommendations received. The OA program does not include continued monitoring of the investment advice provided for your account(s).

## **Professional Management**

In retirement plan accounts of certain plan sponsors, we provide an optional managed account program called Professional Management (“PM”). For purposes of this program, VRA shall act as an “investment manager” as defined under Section 3(38) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). This means that VRA implements its investment recommendations and may make changes designed to keep your savings rate and investment allocation aligned with your goals. To learn if this program is available to you, you may either call us to speak with an Advisor or read your plan’s fact sheet.

VRA recommendations consider your current savings, number of years to your assumed retirement age and a personalized level of risk. PM output is delivered by Advisors who are contacted by calling your plan’s toll-free information line. Alternatively, you have the ability to enroll in the PM service through your employer sponsored plan website. You will also be provided a Welcome kit with an assessment of your current investment risk and forecast of your probability of achieving your retirement goal upon your enrollment in the PM program, whether enrollment occurs online, by phone or paper. The investment transactions are then transmitted to your plan’s record- keeper and implemented on your behalf.

If you enroll in the PM program, you authorize VRA to provide discretionary ongoing management of your retirement plan account(s) which would include a personalized combination of the following actions with the objective of achieving your retirement goals: automatically increasing your contributions, rebalancing and/or re-optimizing and updating your investment allocation and adjusting your allocation overtime based on your changing retirement time horizon. Rebalancing and re-optimization occur periodically, but no less frequently than annually.

## **About our Advice**

VRA relies on FEA’s methodology to generate investment recommendations. The methodology considers your current savings, number of years to your assumed retirement age and your preferred level of risk. Other holdings, certain pensions and other preferences may further customize the recommendations provided to you.

Central to the delivery of PM is the Advisor’s use of the advice workstation. Information about your retirement plan account that is provided from your plan’s record-keeper and the fact finding and goal defining conversation between you and the advisor is input into the workstation. Based upon your responses during the interview and the data and information you provide to an Advisor, the advisor provides a forecast of the probability of achieving your desired retirement income goal(s),

which is based exclusively on the output of the advice workstation. The workstation relies on the proprietary methodology developed and maintained by FEA to create target allocations and forecasts for participants.

The forecasts generated by the advice workstation focus on a personalized analysis and are designed to answer the following questions:

- What is the chance that I might reach my retirement goal(s)?
- How much value might I lose over the next year?
- What is the range of income I might expect in retirement?
- How much might my portfolio be worth at retirement?

The forecasted retirement income is based on income provided by the following sources:

- Your retirement accounts (including individual retirement plan accounts and other accounts designated for retirement);
- your pension;
- Social Security estimates; and
- other sources of retirement-designated income.

The advisor also solicits responses from you regarding your tolerance for risk or loss (in percentage and/or dollar terms) and consequences of financial transactions (for example, withdrawals and outflows). The objective of this process is to provide a personalized asset allocation and personalized retirement savings strategy. The result is a personalized, inflation-adjusted retirement income forecast.

VRA uses the forecasts described above to offer strategies designed to help improve your understanding of, and ability to achieve your retirement goal(s). For example, if the illustrations show a shortfall of retirement income (as compared to your expected needs), one or a combination of the following actions would be discussed:

- increase contributions to the retirement plan account;
- change investment mix;
- retire later or supplement your income during retirement; and
- reduce retirement income expectations.

Making adjustments to your current savings, investments and portfolio risk can have a significant impact on the probability of achieving your retirement goal(s). Your advisor will model assumed changes to savings rates and investment allocations and communicate the results to you during the course of your conversation. This approach is designed to help you understand how actions such as reallocating investments or increasing your savings may improve your chances to achieve your retirement goal(s).

### **Income Beyond Retirement Program and Planning Tool**

Participants age 55 or older and within 7 years of retirement can elect to focus all or a portion of their investment allocation on an income-generating strategy, referred to herein as the “income objective”. Participants are presented with an online planning tool that allows them to evaluate the impact of assigning different portions of their investment allocation to the “income” and standard “growth” objectives on retirement income payouts. Participants may choose to implement the output from the tool on their own at no cost or enroll in PM with the Income Beyond Retirement (“IBR”) feature for a fee and have their strategy implemented and monitored monthly, with the option for VRA to manage recurring payouts.

The Income Beyond Retirement feature of Professional Management provides you with a customized investment allocation that combines both the standard “growth” objective and “income” objective with optional payout capabilities and the ability to generate lifetime income from your retirement account(s). You can work with an Advisor to further customize your plan by including other household investments, retirement benefits, and/or exploring different retirement dates. You maintain full access to the funds in your account subject to restrictions related to your specific investments and/or retirement plan.

You have the option to work with an Advisor to further customize your plan by including other household investments, retirement benefits, and/or exploring different retirement dates. Once in or near retirement, your account transitions to your target investment mix with the option to generate payments from the “income” and/or “growth” components of your account

Optional monthly income payouts:

- Are set on an annual basis and subject to market conditions

- Balances grow with capital preservation
- Can last for life (with optional out-of-plan annuity purchase)
- Can go up with market appreciation
- Are flexible, and can be started or stopped at any time

You maintain full access to the funds within your account subject to restrictions related to your specific investments and/or retirement plan. At every stage of retirement, you have unlimited access to an Advisor to help answer questions and refine your retirement plan.

The following additional terms apply to the IBR feature and form a part of the terms and conditions. Unless otherwise specified, the terms used have the same meaning as in the Fact Sheet, Advisory Services Agreement, and elsewhere in this ADV.

**Investment Strategy for the Income portion of your account:**

With the IBR feature, a portion of your account will be allocated to the “income” objective. In the “income” objective, we design your investment strategy for the managed Plan accounts with a primary goal of seeking to generate income in retirement. In managing your accounts and determining the amount of income you could receive in retirement from the Plan accounts assets (see “Distributions and Payouts”), we also designate a portion of your accounts to increase the likelihood that you are able to make an optional annuity purchase for a lifetime income guarantee. IBR allows Participants additional flexibility to designate all or a portion of their account(s) to the income objective, with the remainder managed to the standard growth-oriented objective. Income Beyond Retirement can facilitate steady payouts, at a Participant’s request.

**Activation and Removal of the IBR feature:**

In order to be eligible for the IBR feature, you must: 1) be a Program member and a participant in a Plan offering this feature; 2) meet then-current eligibility requirements for the Program (as described in the terms and conditions); and 3) meet then-current eligibility requirements for the feature (currently age 55 or older and within 7 years of retirement). We reserve the right to change eligibility requirements for the IBR feature at any time without notice.

If you no longer meet the eligibility requirements, the IBR feature will be removed from your account(s). This would occur for a number of reasons, including but not limited to the following: personal account eligibility status changes; or changes in your Provider’s or Plan’s eligibility for and ability to support the IBR feature (changes to Plan provisions or the fund lineup, for instance). You have the ability to request to remove the IBR feature at any time without penalty by contacting an Advisor during business hours.

**When the IBR feature is removed, you will continue to remain enrolled in the PM program for the applicable managed Plan accounts until you request to cancel.**

If you remove the IBR feature but remain enrolled in the Program, you will receive an updated Retirement Plan if your investment strategy is changed; otherwise, we will continue to manage your account based on the assumptions indicated in the communications we send to you. After the IBR feature is removed, you must contact VRA in order to request distributions from your accounts. If the IBR feature is activated or removed for any of your managed Plan accounts, it will also be activated or removed for all of your other managed Plan accounts.

**Delegation of Authority:**

In addition to the authority delegated to VRA for the Program, if you decide to request any distributions from your accounts through the IBR feature, you delegate to VRA all powers, duties and responsibilities necessary to effectuate any requested distributions, including without limitation the power for VRA to specify the time and amount of distributions, to instruct Provider and other parties as needed to process distribution requests, and to provide such consents as may be required for making distributions.

**Distributions and Payouts:**

Plan distributions (sometimes also referred to as “plan withdrawals” or “plan payments”) are withdrawals from Plan accounts. The IBR feature includes an option for you to request recurring distributions from your managed Plan account through (“Distributions and Payouts”) or non-recurring distributions from those accounts (collectively, “distributions”). All distributions under this program are withdrawn from the assets in your managed Plan account.

**Non-Managed Assets:**

If you are enrolled in IBR and/or you've requested recurring distributions, we do not consider any assets that are not managed by us.

Your Representations. By requesting a distribution, you are representing that you are legally authorized to request such distributions from the specified accounts and that you have obtained any additional consents from third parties as may be required under Plan provisions or other applicable law.

Transition Period: If you activate the IBR feature and start Payouts, we shorten or remove your transition period as appropriate and issue Account Directions to move your Plan account directly towards an allocation target as appropriate for your investment strategy and Payout request. This may mean significant changes to your account allocation during a short period of time, including the sale of Company Stock, and may result in incurring various fees, such as fund redemption fees.

#### Types of Distribution:

Payouts: You can request to start or terminate Payouts from your accounts that are activated with the IBR feature. You may request the form of such distribution (for instance, by check to your primary mailing address on file with the Provider or by direct deposit to an account you have specified to the Provider) Unless you have specified otherwise, the Payout will be sent as a check to your primary mailing address on file.

In order to start Payouts for your account, the IBR feature must be activated and you must also meet then- current Payout eligibility requirements. If eligible, you can request to start Payouts by calling us. We reserve the right to change Payout eligibility requirements at any time without notice.

You understand that by requesting to start Payouts, you are authorizing a recurring distribution from your account at the frequency (typically monthly) and in the manner you've agreed to and for such amounts as VRA may specify. You also understand that if you request to start Payouts through the IBR feature, we may change or cancel any existing recurring distributions (such as installments) from your Plan account. After starting Payouts, you should contact VRA to request any additional distributions. If you process a distribution from your account without contacting VRA, we will discontinue your recurring payouts.

When Payouts start, we provide you with information on the estimated dates and amounts of future planned Payouts. Although we manage your account to seek to provide steady Payouts, future Payout amounts are not guaranteed and have the possibility of declining due to various factors, including but not limited to material changes in market conditions and changes to your Plan account balance such as due to additional distributions. Your future planned Payout amounts assume continued enrollment in the Program, receiving Payouts from accounts activated with the feature, and are based in part on current market conditions and on your manageable current account balance(s), which include unvested dollars and not reflect recent distributions you have taken.

Payouts are not guaranteed to last throughout your retirement or your lifetime.

The timing of the first Payout depends on system cycles and other factors that impact the ability of VRA, the Provider, and any necessary third parties (such as custodians) to process the request. Please allow sufficient time for processing and contact us if you haven't received your first distribution after 8 weeks.

We will terminate payouts from your account for the following reasons, including but not limited to personal account eligibility status changes; you process a distribution without consultation with an Advisor, changes in your Provider's or Plan's eligibility for and ability to support Payouts. You can also request to terminate Payouts, and any cancellable Payouts may be terminated after your request has been processed by us and by the Provider, typically after a business day. Note that some recurring distributions may not be cancellable due to the timing of Payout processing. If you terminate Payouts and then restart them at a later time, we will reassess your new Payout amounts, which may be less than your previous Payout amounts.

After Payouts are terminated, your accounts will remain activated for the IBR feature and enrolled in the Program until you request to remove the IBR feature or cancel from the Program. In addition, after the termination of Payouts, you must contact your Provider directly in order to request distributions. Your Payout status will apply to all of your managed Plan accounts. Therefore, if Payouts are terminated for any of your managed Plan accounts, Payouts will also be terminated for all of your managed Plan accounts.



**Additional Distributions:** You can also request a non-recurring distribution from your accounts that are activated with the IBR feature by calling your plan's information line and speaking with an Advisor. Additional distributions may decrease the amount of Payouts.

Note: If you process an additional distribution without consulting with an Advisor, your scheduled payouts will be discontinued.

After making a distribution request, please allow sufficient time for processing and contact us if you haven't received your distribution after two weeks.

You can request to cancel a distribution request, and any cancellable distributions will terminate after your request has been processed by us and by the Provider, typically after a business day. Note that some distributions may not be cancellable due to the timing of the distribution processing.

**Tax:** Distributions may have tax consequences. You acknowledge that in connection with any distributions, where applicable, you have received and reviewed a copy of the required tax notice about plan distributions and that a copy of such notice may also be requested by contacting your Provider. Actual distributions received will be reduced by any applicable federal and state tax withholdings and other expenses, including Provider fees.

Distributions made before age 59 ½ may be subject to early withdrawal penalties under the Internal Revenue Code. Please consult your tax advisor for more information. Payouts may meet the annual minimum distribution amount required under applicable Internal Revenue Service regulations but are not guaranteed to do so. VRA does not ensure compliance with required minimum distributions. Your Provider may make additional distributions from your account in order to satisfy required minimum distributions.

## **Services Offered with Morningstar Investment Management**

VRA offers two advisory programs with Morningstar Investment Management, collectively referred to as "VRA powered by Morningstar". One advisory program is a point in time investment recommendation advice (Online Advice), the second is a discretionary fee-based ongoing advice service (Professional Management).

Each program relies upon the investment options the plan sponsor selected for the plan and the investment methodology and computer programs (the "Workstation") of Morningstar Investment Management ("Morningstar"), an independent financial expert/sub-adviser and a wholly owned subsidiary of Morningstar, Inc. The investment options are selected by the plan sponsor and made available to plan-participants for self-directed investing or as the underlying investment options upon which the Workstation leverages to generate advice recommendations. The Workstation generates financial analysis, asset allocation and investment recommendations relevant to retirement planning.

VRA provides advisory services online and via through its Investment Advisor Representatives ("Advisor")

VRA offers individualized participant investment advice and account management services (the "Program") called Online Advice ("OA") and Professional Management ("PM") services to certain retirement plan participants. The OA is an investment advisory tool participants can access and use online to receive a point-in-time asset allocation recommendation on their account. PM is a discretionary managed account program where participants can enroll (online, via an enrollment form or via an Advisor) and receive ongoing advice to their account, including updated investment recommendations and allocation changes. For additional information on the "OA" and "PM" programs see below.

## **Online Advice**

If you prefer to receive point-in-time investment advice using a self-service and self-implementation approach without the help of an Advisor, you can access the OA program directly via the internet. OA is an online investment advice service provided by Morningstar. OA is a computer model and incorporates financial analysis and asset allocation methods consistent with Morningstar guidelines and generally accepted financial planning and asset allocation principles. OA is based on a point-in-time analysis and is not an ongoing management service. This program is designed to:

- assist you in setting retirement goals;
- provide goal-appropriate saving and investment recommendations;
- help you monitor your retirement account; and

- permit you to perform “what-if” modeling.

The OA program will provide specific investment allocation recommendations among the funds made available in the participant’s retirement plan by the plan sponsor. These recommendations are not an endorsement of any particular investment.

OA will also generate an estimate of the likelihood of the participant reaching their retirement goals. This estimate is based on information provided and/or verified by the participant and is not a guarantee of future results and can and will change over time.

The OA program does not include continued monitoring of the investment advice provided for the participant’s account. Participants must implement the recommendations received themselves and revisit the OA site in order to update their information and receive updated recommendations. Participants maintain full control of their account and are under no obligation to implement the recommendations received.

## **Professional Management**

In retirement plan accounts of certain plan participants, we provide an optional managed account program called Professional Management (“PM”). For purposes of this program, VRA shall act as an “investment manager” as defined under Section 3(38) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). This means that VRA implements its investment recommendations and may make changes designed to keep your savings rate and investment allocation aligned with your goals. To learn if this program is available to you, you may either call us to speak with an Advisor or read your plan’s fact sheet.

VRA recommendations consider your current savings and number of years to your assumed retirement age along with a number of other inputs. PM output is delivered by Advisors who are contacted by calling your plan’s toll-free information line. Alternatively, you have the ability to enroll in the PM service through your employer sponsored plan website.

Central to the delivery of PM is the Advisor’s use of the advice workstation. The workstation relies on the proprietary methodology developed and maintained by Morningstar to create target allocations and forecasts for participants.

The forecasts generated by the advice workstation focus on a personalized analysis and are designed to answer the following questions:

- What is the chance that I might reach my retirement goal(s)?
- What is the range of income I might expect in retirement?
- How much might my portfolio be worth at retirement?

The forecasted retirement income is based on income provided by the following sources:

- Your retirement accounts (including individual retirement plan accounts and other accounts designated for retirement);
- Your pension;
- Social Security estimates; and
- other sources of retirement-designated income.

The objective of this process is to provide a personalized asset allocation and personalized retirement savings strategy. The result is a personalized, inflation-adjusted retirement income forecast.

VRA uses the forecasts described above to offer strategies designed to help improve your understanding of, and ability to achieve your retirement goal(s). For example, if the illustrations show a shortfall of retirement income (as compared to your expected needs), one or a combination of the following actions would be discussed:

- increase contributions to the retirement plan account;
- change investment mix;
- retire later or supplement your income during retirement; and
- reduce retirement income expectations.

If you elect to enroll in the PM program through an Advisor, the Advisor will model assumed changes to savings rates and investment allocations and communicate the results to you during the course of your conversation. This approach is designed to help you understand how actions such as reallocating investments or increasing your savings may improve your

chances to achieve your retirement goal(s).

If you enroll in the PM program, you authorize VRA to provide discretionary ongoing management of your retirement plan account(s) which would include a personalized combination of the following actions with the objective of achieving your retirement goals: rebalancing, updating your investment allocation and adjusting your allocation overtime based on your changing retirement time horizon. Rebalancing and re-optimization occur quarterly.

### **Income Secure**

Income Secure is a feature offered through both OA and PM, where Participants age 50 and older and within 5 years of their retirement age are presented with an annual spending plan for the duration of their retirement. The spending plan includes a detailed overview of the income sources that comprise their annual income so they know how much to consider withdrawing each year from their accounts. Pre-retirees (within one year of default retirement age of 65 or user-selected retirement age) and retirees also have access to a user interface specifically designed to provide a more tailored and insightful planning experience.

### **Assets Under Management**

As of 12/31/2024, VRA managed \$ 30,885,140,490.00 in total assets on a discretionary basis in the Professional Management program. VRA does not manage assets on a non-discretionary basis.

## **Item 5 FEES AND COMPENSATION**

VRA earns revenue from platform fees (applicable to services offered under the Edelman Financial Engines program only) and PM program asset-based fees. The platform fee is a per participant fixed dollar fee annual charge that is negotiated between plan sponsors and VRA. The fee can range from zero to \$6.00 annually. When assessed, the platform fee is invoiced based on the number of participants in the plan. The platform fee is not conditional on the use of services. The fee is to offset expenses of establishing and maintaining a professionally staffed, computer-based investment advisory offering.

The PM program fee is the asset-based fee for ongoing Professional Management program services. The fee can be a single flat tier or a multi-tier-based model where the incremental fee amount will reduce as the participant account balance reaches plan sponsor negotiated breakpoints. The PM fees vary by plan as do the asset level breakpoints and are considered confidential trade secrets. The PM fee does not exceed 0.60% for the lowest asset level breakpoint annually. VRA provides plan specific platform fee, PM program asset-based fee and asset level break point information in custom service description communications. These service description communications are available to all plan participants as part of the plan's rollout of VRA services. Additionally, service description communications are provided as part of the PM program welcome kit.

Please read your plan's service description communications to learn about the specific fees for your plan. In addition to the delivery methods identified above, you can get a fact sheet by calling your plan's information line and by asking to speak with an Advisor or by accessing the OA or PM web site for your plan.

Funds or plan investments may charge expenses and fees that are in addition to the VRA advisory fee. Please refer to the prospectus, fund fact sheet or other fund description for information regarding fees that apply to the funds.

There is no additional cost or obligation for using the OA services either online or through the plan's toll-free information line and speaking with Advisor.

If you enroll in the PM program, fees will be deducted from your retirement plan account on a monthly or quarterly basis. Fees are paid in arrears and begin as of the first day of the month or quarter you enroll regardless of what day of the period you enroll. Participant fees are customized for each plan separately based upon several plan factors as well as the individual participant account balance. The fee is calculated at each calendar month or quarter end, based on the period ending value, and is assessed within fifteen days after the end of such time period. VRA will deduct the fee from your account automatically.

If a participant enrolls in multiple PM program accounts with the same plan sponsor, the value of the accounts will be combined for the purpose of assessing total advisory fees. Please contact an Advisor for more details specific to your plan.

Within the EFE Service, the IBR feature is available at no additional cost to eligible PM enrolled participants. This feature is

not available through all plans offering the PM program and is not offered through Morningstar. Also, Morningstar does not consolidate assets held in multiple accounts for fee purposes.

In addition to a fixed base salary, Advisors are eligible to receive a monthly bonus tied to Voya's achievement of corporate performance measurements. The Advisors' individual bonus allocation is based on several factors including service quality, customer satisfaction, activity levels and improving participant outcomes aligned to the best interest of our customers. The compensation program for Advisors does not include any product or service enrollment, Assets Under Management, or other sales related targets. Advisor compensation is primarily base salary with an opportunity to earn an annual bonus based on Voya achieving corporate performance measurements. The annual incentive payout is based on both individual performance factors and Voya achieving corporate performance measurements. VRA and Voya affiliates may offer incentive programs through which VRA's IARs are eligible to receive awards.

VRA's services described herein are provided in accordance with the guidance issued under Department of Labor Advisory Opinion 2001-09A.

## **Item 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

VRA does not charge and does not receive performance-based fees.

## **Item 7 TYPES OF CLIENTS**

VRA provides investment advice to individuals with retirement plan accounts where its affiliates, Voya Retirement Insurance and Annuity Company and Voya Institutional Plan Services, LLC act as administrator and record-keeper to the retirement plan.

## **Item 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

All recommendations made to you through VRA regarding specific allocations are based on the output from the advice workstation and are delivered by an Advisor by telephone, through paper reports and/or online via the internet.

The advice workstation is the computer program and investment methodology provided by FEA or Morningstar. The advice workstation program incorporates financial analysis and asset allocation methods consistent with FEA or Morningstar guidelines and generally accepted financial planning and asset allocation principles. These include discounted cash flow and annuity forecasts, mean variance optimization, and style analysis. The advice workstation is used to perform the following:

- information gathering and goal setting;
- financial forecasting; and
- providing investment advice recommendations

The use of the advice workstation requires entry of personal information such as date of birth, income, retirement age and income goals, sources of retirement income such as pensions and Social Security, and specific investments and investment options.

The financial forecasts are a simulation of hypothetical economic scenarios based upon analysis of historic returns, volatility, cross-correlation, and other factors. Of course, for any of these factors, past performance is not an indication of future performance. The software creates thousands of possible future economic scenarios to evaluate how your investment allocation might perform under a variety of circumstances, including changing interest rates, inflation, and market conditions. The forecast is a percentage figure representing the number of hypothetical scenarios in which your annual retirement income would equal or exceed the amount you chose for your goal.

The forecasts are not guarantees of future results. The forecasts derive from forward-looking models of the economy and securities markets that may use such data as historical returns, historical correlation, expected growth rates and calculated risk premiums based on those and other hypothetical assumptions.

The investment advice provided will include specific investment recommendations from among the designated investment options available in your plan. Based upon input from you regarding your short-term loss tolerance (in dollar terms) and risk

of retirement income shortfall, the advice workstation helps determine a level of investment risk within a suitable range. For a given level of risk, the advice workstation determines an optimized asset allocation strategy. The Advice Workstation database incorporates specific past risk/return data series, the result of which is a style analysis of the unique investment characteristics of the investment options, which is included in the customized, risk/return adjusted allocation recommendations. The database is updated periodically for securities prices and economic data. It is also updated as necessary for any material changes that affect retirement planning and investments.

## **Item 9                      DISCIPLINARY INFORMATION**

The following are disciplinary events relating to VRA and/or VRA's management personnel that are material to an evaluation of VRA's investment advisory business:

The Financial Industry Regulatory Authority (FINRA) alleged that VRA and four control affiliates (Directed Services, LLC, Voya America Equities, Inc., Voya Financial Advisers, Inc., and Voya Financial Partners, LLC collectively known as ("Respondent Firms"), were involved in violations of the supervision and email retention requirements of FINRA rules and federal securities laws over an extended period of time. Without admitting or denying FINRA's findings, the Respondent Firms consented to the described sanctions and to the entry of findings by agreeing to a Letter of Acceptance, Waiver and Consent with FINRA. The Respondent Firms were censured and fined in the aggregate amount of \$1.2 million, of which VRA was responsible for \$254,621.85. In the Acceptance, Waiver and Consent, FINRA acknowledged that the Respondent Firms self-reported the email issues described herein and undertook an internal review of their supervisory policies, procedures and systems relating to these issues. FINRA stated that the sanctions reflect the credit that the Respondent Firms have been given for self-reporting these issues, and for the substantial assistance they provided to FINRA during its investigation by, among other things, providing information obtained as a result of their internal investigation. The Respondent Firms further agreed to comply with the following undertakings: the Respondent Firms will each conduct a comprehensive review of their systems and procedures for the capture, retention and review of email to determine that those systems and procedures are reasonably designed to achieve compliance with the recordkeeping and supervisory requirements of FINRA rules and the federal securities laws. This matter was resolved on February 19, 2013.

## **Item 10                      OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

VRA does not engage in any selling activity with regard to investment or financial products. There is no conflict of interest with regard to our investment advisory business and our management persons.

## **Item 11                      CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

VRA has adopted a Code of Ethics ("Code") which provides a standard of honesty, integrity and professionalism in the way we conduct business and affirms VRA's duty as a fiduciary to advance the interests of our clients in a manner in which they are served and protected. The Code requires all investment advisory activities to be carried out in the best interests of the client. Any actual or potential conflict of interest with a client must be avoided or disclosed. Advisors may not take advantage of their positions, must comply with all federal securities law requirements, may not use confidential information for their personal benefit or to the detriment of clients, and may not engage in improper trading and must report any Code violations to VRA's Compliance Department.

Additionally, identified employees must submit quarterly reports and annual holdings reports on their personal securities trading activities. Based upon their position certain employees may be required to submit securities transactions to VRA's Compliance Department for pre-clearance to ensure compliance with the Code.

If you would like a copy of VRA's Code of Ethics, please call your plan's toll-free information line. Your Advisor will also provide a copy upon request.

VRA, its officers and employees may purchase securities for their own accounts which may, in certain circumstances, be the same securities as those recommended to clients, such as shares of the same mutual fund. In the course of providing its advisory services, VRA does not select the investment alternatives available to clients within their plans or publish any recommended list of securities.

Also, from time to time, VRA may provide investment recommendations with respect to mutual funds which hold the equity securities of Voya, VRA's parent company. In providing its services, VRA does not give consideration to whether or not a fund has exposure to Voya's equity securities and any modeling of such funds or equity securities will be in accordance with VRA's, FEA's or Morningstar's standard of modeling securities.

## **Item 12                   BROKERAGE PRACTICES**

### **Research and Other Soft Dollar Benefits**

As a policy and practice, VRA does not have any arrangements to utilize research, research-related products and other services obtained from broker-dealers or third parties on a soft-dollar commission basis. VRA does receive referrals from other broker-dealers.

### **Directed Brokerage**

VRA does not have the authority to select, and does not recommend, broker-dealers to effect trades or determine commissions paid and is not responsible for obtaining or monitoring best execution. In addition, FEA does not enter into directed brokerage arrangements with clients, engage in agency cross transaction or make any principal trades for advisory clients.

## **Item 13                   REVIEW OF ACCOUNTS**

You should call us during our regular business hours for updated information or a periodic review. It is up to you to decide when and if you want a periodic review. Remember, the advice we give is dependent on the information you provide. It is important that you review your retirement plan account at least annually, or more frequently if your situation changes.

It is your responsibility to review and update your account in OA to adjust for changes in your investments. You should also review and update your accounts should significant changes occur in your personal circumstances.

FEA, the VRA sub advisor, generally conducts account reviews monthly at VRA's direction. The account review process begins with an automated analysis of the account, which generates proposed adjustments, if applicable, to the allocation target. FEA's Portfolio Management team compares the proposed allocation target with the current portfolio and previous activity to detect variances in certain factors (such as turnover and concentrations) and determines whether transactions are prudent in the current period. Variances outside of predetermined tolerances prompt additional review and adjustments by the FEA Portfolio Management team. Additional review is also triggered by market events or information provided by VRA related to assets held in outside accounts that may impact the management of the account(s). Certain changes to investment preferences, such as risk level, retirement age, or limitations regarding company stock, can also trigger additional review.

Morningstar, the VRA sub advisor, generally conducts participant account rebalancing quarterly at VRA's direction. Morningstar Investment Management establishes a range of +/- 5% to prevent large fluctuations in investment option allocations. If a more attractive alternative is present, an investment option will be phased out over time rather than in one quarter to minimize large portfolio reallocations on a quarterly basis. This approach also minimizes short-term redemption fees to investors should they exist. Annually this restriction may be released to facilitate hitting a new asset class target. Additionally, funds being dropped from a lineup may also require this restriction to be lifted to be able to hit asset class targets. Fund Additions and Deletions. If a fund option is added, it will be considered for inclusion in portfolios at the next scheduled quarterly rebalance date for the plan in question. It is not imperative that new funds be included immediately as there will already be a diversified portfolio available that meets the target asset allocation. Any optional asset classes will be re-evaluated at the next scheduled rebalance date to see if the new fund qualifies as an optional asset class. This may result in the selection of a different asset class model portfolio targeting the additional optional asset class. See the prior section on optional asset classes for more details. Lastly if a participant further personalizes their retirement account it prompts an immediate review of the portfolio allocation and if any update to the allocation is needed it will be sent over outside of the scheduled quarterly rebalancing process described above.

Participants enrolled in the PM will receive quarterly retirement updates which generally include information concerning

retirement plan account holdings and balances.

## **Item 14                    CLIENT REFERRALS AND OTHER COMPENSATION**

VRA does not receive referrals or other compensation from any third party with respect to the investment advisory activity.

## **Item 15                    CUSTODY**

VRA does not hold or otherwise maintain custody of any retirement plan account assets.

## **Item 16                    INVESTMENT DISCRETION**

For purposes of the PM program, VRA shall act as an investment manager as defined under Section 3(38) of ERISA.

VRA accepts investment discretionary authority to manage retirement plan accounts on behalf of clients who enroll in PM. A participant's acceptance of the PM Investment Advisory Agreement grants VRA discretionary authority over the participant's account. PM participants are encouraged to provide additional information to VRA concerning:

- Investment preferences;
- Risk tolerance;
- Assets held outside the plan; and
- Desired retirement age.

## **Item 17                    VOTING CLIENT SECURITIES**

VRA does not have responsibility for voting proxies relating to securities held in retirement plan accounts. PM members will receive any proxies or other solicitations directly from their provider. VRA does not have the legal authority or any responsibility for initiating, taking, advising on, or responding to any action with respect to potential or existing class action litigation, bankruptcy or other proceeding involving any security held in PM participant accounts.

## **Item 18                    FINANCIAL INFORMATION**

VRA has discretionary authority of client securities held in retirement plan accounts for PM members. Otherwise, VRA does not have discretionary authority of client funds, nor does it require or solicit prepayment of more than \$1,200 in fees from clients six (6) months or more in advance.

VRA does not believe that its financial condition would reasonably be likely to impair its ability to meet its contractual commitments to its clients.

## **Item 19                    CLIENT PRIVACY NOTICE**

See the Voya Financial Privacy Notice below.



# Privacy Notice

## FACTS

### WHAT DOES VOYA FINANCIAL DO WITH YOUR PERSONAL INFORMATION?

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Why?	We recognize the importance of protecting the privacy of your personal information. We have implemented policies and security measures to protect the information you provide us. We understand that you care about how information about you is collected, used and shared, and we appreciate the trust you place with us. This Privacy Policy (this "Policy") describes the ways in which Voya Financial ("Voya," "we," "us" or, "our" in this privacy policy) collects, processes, and discloses personal information about you. Throughout this Policy, "you" refers to the individual or entity that is engaging with Voya. By interacting with our website, you consent to the use of your information as set forth in this Policy. Generally, financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
What?	The types of personal information we collect and share depend on the product or service you have with us. This information can include: <ul style="list-style-type: none"><li>• Contact information, like email address and phone number</li><li>• Social Security number and account balance</li><li>• Driver's license or other government-issued identification number</li><li>• Date of birth, gender, and other health information</li><li>• Income, assets and transaction or loss history</li><li>• Investment experience and employment information</li><li>• Personal, demographic, or financial information of any joint owners or beneficiaries</li></ul>
How?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Voya chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Voya share?	Can you limit this sharing?
<b>For our everyday business purposes</b> – such as to process your transactions, maintain your account(s) and required records, respond to court orders and legal investigations, detect and prevent fraud, or report to credit bureaus	Yes	No
<b>For our marketing purposes</b> – to offer our products and services to you	Yes	No
<b>For joint marketing with other financial companies</b>	No	We don't share
<b>For our affiliates' everyday business purposes</b> – information about your transactions and experiences	Yes	No
<b>For our affiliates' everyday business purposes</b> – information about your creditworthiness	No	We don't share
<b>For our affiliates to market to you</b>	Yes	Yes
<b>For nonaffiliates to market to you</b>	No	We don't share

To limit our sharing	<ul style="list-style-type: none"><li>• Call our toll-free number (855) 685-9519 – our menu will prompt you through your choice.</li></ul> <p><b>Please note:</b></p> <p>If you are a <i>new</i> customer, we can begin sharing your information 30 days from the date we sent this notice. When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</p> <p>However, you can contact us at any time to limit our sharing.</p>
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Questions?	Call the telephone number listed on your statements and other correspondence or go to <a href="http://voya.com/contact-us">http://voya.com/contact-us</a> .
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# Privacy Notice

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Who we are	
Who is providing this notice?	This notice is provided by certain companies owned by Voya Financial, Inc. A list of these companies is provided at the end of this notice.
What do we do	
How does Voya protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with state and federal law. These measures include computer safeguards and secured files and buildings.
How does Voya collect my personal information?	We collect your personal information, for example, when you <ul style="list-style-type: none"><li>• open an account or give us your contact information</li><li>• apply for insurance or seek advice about your investments</li><li>• tell us about your investment or retirement portfolio</li><li>• navigate our website</li></ul> We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only <ul style="list-style-type: none"><li>• sharing for affiliates' everyday business purposes – information about your creditworthiness</li><li>• affiliates from using your information to market to you</li><li>• sharing for nonaffiliates to market to you</li></ul> State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.
What happens when I limit sharing for an account I hold jointly with someone else?	Your choices will apply to everyone on your account.

Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"><li>• Our affiliates include companies with the Voya name; financial companies such as Voya Retirement Insurance and Annuity Company; and nonfinancial companies such as Voya Services Company.</li></ul>
Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"><li>• Voya does not share with nonaffiliates so they can market to you.</li></ul>
Joint marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. <ul style="list-style-type: none"><li>• Voya does not jointly market.</li></ul>

Other important information
See our Supplemental State-Specific Privacy Notice for additional information about the categories of personal information we collect and share, the individual rights granted under certain state laws, and how to exercise those rights. Voya does not sell personal information. If you live in a state where the laws further restrict the sharing of your personal information, we will not share information we collect about you with nonaffiliates, unless the law allows, and we will limit sharing among our affiliates to the extent required by state law. <b>If you are a participant in a retirement plan sponsored by your current or former employer, our contract with your plan sponsor may contain additional restrictions on the use or sharing of your personal information.</b>

Voya affiliates
This notice is provided by: Benefit Strategies, LLC; Pen-Cal Administrators, Inc.; ReliaStar Life Insurance Company; ReliaStar Life Insurance Company of New York; Security Life Assignment Corporation; Voya Benefits Company, LLC; Voya Capital Corporation, LLC; Voya Financial, Inc.; Voya Financial Partners, LLC; Voya funds; Voya Funds Services, LLC; Voya Institutional Plan Services, LLC; Voya Institutional Trust Company; Voya Investments, LLC; Voya Investments Distributor, LLC; Voya Retirement Advisors, LLC; and Voya Retirement Insurance and Annuity Company.