



February, 2020

Re: Changes to the University System of Maryland Supplemental 403(b) Retirement Plan, the University System of Maryland Deferred Compensation Plan and Trust 457(b) Plan, and the State of Maryland Higher Education Institutions Supplemental 401(a) Plan

Dear Plan Participant:

The University System of Maryland is committed to periodically reviewing the University System of Maryland Supplemental 403(b) Retirement Plan, the University System of Maryland Deferred Compensation Plan and Trust 457(b) Plan, and the State of Maryland Higher Education Institutions Supplemental 401(a) Plan (the “Plans”) to make sure it continues to help you meet your retirement and financial goals. Among the things considered is the range of investment options available through the Plans, investment option performance and value, and whether the Plans give you access to services that complement your account.

As a result of a recent review, the University System of Maryland has decided to make the following changes to the Plans’ investment lineup, as well as adding a service within the University System of Maryland Supplemental 403(b) Retirement Plan.

The changes described on the following pages will take place without any action required on your part. However, if you are not satisfied with how your current investment elections will be modified, you will have the opportunity to make changes. Go to the *What Do I Need to Do?* section to learn more.

Sincerely,

Fidelity Investments

CHANGES TO THE PLANS



Your New Investment Options

Beginning in early February, 2020, the following investment options will be added to the investment lineup. Please see the *Investment Option Descriptions* section of this letter for more details.

AQR Global Equity Fund Class R6
Fidelity® Diversified International K6 Fund
Vanguard FTSE Social Index Fund Admiral

You Now Have Access to Fidelity BrokerageLink®

The University System of Maryland Supplemental 403(b) Retirement Plan and the University System of Maryland Deferred Compensation Plan and Trust 457(b) Plan.

The University System of Maryland is pleased to announce the availability of Fidelity BrokerageLink® effective early February, 2020. BrokerageLink® includes investments beyond those in your plan's lineup. You should compare investments and share classes that are available in your plan's lineup with those available through BrokerageLink, and determine the available share class that is appropriate for your situation. The plan fiduciary neither evaluates nor monitors the investments available through BrokerageLink. It is your responsibility to ensure that the investments you select are suitable for your situation, including your goals, time horizon, and risk tolerance. See the fact sheet and commission schedule for applicable fees and risks.

To use this feature, you must first establish a separate brokerage account within the Plan. To set up an account, please log on to Fidelity NetBenefits® netbenefits.com/usm or call 800-343-0860. Once an account has been established, you may access, monitor, or change investments by logging into the account online or contacting Fidelity.

There is no fee associated with opening a BrokerageLink account, nor is there an ongoing/annual maintenance fee associated with a BrokerageLink account.

Please review the BrokerageLink Plan Fact Sheet, which can be found online (NetBenefits > Quick Links > BrokerageLink), for information regarding available investment choices.

Prior to initiating a trade in BrokerageLink account, you should review any fees associated with the transaction. Please refer to the BrokerageLink Commission Schedule at the end of this notice for brokerage fees. Please note that fund minimums are not applied in all situations to BrokerageLink investors.

Please note that upon establishing a BrokerageLink® account, the Automatic Rebalance service will no longer be available. As an alternative, consider the free Rebalance Notification service that alerts you by email when your plan account's investment mix strays from your original specification. If you choose to rebalance, you can take action immediately by clicking a link delivered within the email message.

To learn more about Rebalance Notification:

- Log on to NetBenefits® at www.netbenefits.com/usm.
- Go to your retirement savings account.
- Select *Change Investments*.
- Select *Rebalance*.

You Now Have Access to a Roth Contribution Option

The University System of Maryland Supplemental 403(b) Retirement Plan.

The University System of Maryland is pleased to announce the availability of a Roth contribution option to the University System of Maryland Supplemental 403(b) Retirement Plan. Roth contributions are made on an after-tax basis and are included in current taxable income. With the addition of this new Roth feature, you will have another choice on how to save for your retirement. Roth contributions and withdrawals are taxed differently from your current plan contribution options.

With a Roth feature, you can designate all or a portion of your future deferral contributions as “Roth contributions.” Earnings on Roth contributions are tax free if they are part of a “qualified distribution.” A qualified distribution is one that is taken at least five tax years from the year of your first Roth contribution and after you have attained age 59½ or if you become disabled or deceased.

In contrast, traditional contributions are made on a pretax basis and are not included in current taxable income. The pretax contributions and any earnings will be subject to income taxes when withdrawn. You may contribute to both the pretax and Roth option so long as you do not exceed the total IRS contribution limit for that year.

Change to Plan Administrative Fees and Expenses

The University System of Maryland is committed to periodically reviewing the University System of Maryland Supplemental 403(b) Retirement Plan, the University System of Maryland Deferred Compensation Plan and Trust 457(b) Plan, and the State of Maryland Higher Education Institutions Supplemental 401(a) Plan.

New Fixed Plan Administration Fee

Effective January 1, 2020, participants with an account at Fidelity will be assessed a fixed annual fee of \$45.00, which will be billed \$11.25 quarterly. The amount will be deducted directly from participant accounts and reflected on your account statements. This new approach reflects the University System of Maryland’s commitment to transparency and fairness in disclosing and allocating retirement plan administration costs.

In addition, if you are a participant with an account balance in certain investment options in the Plan at Fidelity, you may receive a Revenue Credit. Revenue Credits are used to help offset the Plan's recordkeeping and administrative expenses. Revenue credits will continue to be allocated on a quarterly basis to the accounts of Plan participants who invest in investment options for which Fidelity receives an offset for administrative costs and will appear on your quarterly statement as “Revenue Credit.”

Although fees and credits may be important factors in choosing investment options, it is important to take into account all relevant considerations, such as time horizon, risk tolerance, and financial situation, when determining your investment approach and choosing your investment mix.

Investment Options Being Removed

In early February, 2020, several investment options offered through the Plans will no longer be available. As a result, all existing balances and future contributions will be transferred to the new investment options. See the following chart for details.

The transfer of balances will appear as an exchange on your account history and quarterly statement.

 Old Investment Options		New Investment Options
Fidelity® Diversified International Fund - Class K Ticker Symbol: FDIKX Gross Expense Ratio: 0.69%	⇒	Fidelity® Diversified International K6 Fund Ticker Symbol: FKIDX Gross Expense Ratio: 0.60%
Franklin Mutual Global Discovery Fund Class R6 Ticker Symbol: FMDRX Gross Expense Ratio: 0.89%	⇒	AQR Global Equity Fund Class R6 Ticker Symbol: AQGRX Gross Expense Ratio: 0.73%
Neuberger Berman Sustainable Equity Fund Investor Class Ticker Symbol: NBSRX Gross Expense Ratio: 0.86%	⇒	Vanguard FTSE Social Index Fund Admiral Ticker Symbol: VFTAX Gross Expense Ratio: 0.14%

Gross Expense ratio as of December 4, 2019.

Additional Information

The dates shown are based on the timing and accuracy of a variety of factors, including the transfer of data, receipt of instructions, and receipt of assets. Changes in any of these factors may result in changes to the dates and timing, including the dates on which, and thus the prices at which, assets in your account are sold and/or reinvested.

For a mutual fund, the gross expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percentage of the fund's total net assets. Gross expense ratios change periodically and are drawn from the fund's prospectus. For more detailed fee information, see the fund prospectus or annual or semiannual reports.

What Do I Need to Do?

If you are satisfied with how your current investment elections will be modified, as shown previously, no action is required on your part. The University System of Maryland has worked carefully to move the existing balances and future contributions to an investment option that it believes has the most similar investment objectives.

However, if you do not want these moves to take place, you must contact Fidelity and complete a change of investments. To make changes to your account, log on to Fidelity NetBenefits® at www.netbenefits.com/usm or call 800-343-0860, Monday through Friday, between 8:00 a.m. and 9:00 p.m. Eastern time.

We Are Here to Help

The University System of Maryland is committed to offering you a range of investment options. While selecting an appropriate mix of investments might seem challenging, you have access to resources that can help make it easier.

Planning & Guidance Center	Visit the Planning & Guidance Center for help creating an investment mix for your goals. By answering just a few questions, you'll be able to compare investment options for your portfolio and learn more about selecting a target asset mix based on your time horizon and risk tolerance. Get investment support within the Planning & Guidance Center at www.netbenefits.fidelity.com/planningcenter .
Need in-person help?	Visit www.fidelity.com/atwork/reservations or call 1-800-642-7131 to schedule a one-on-one consultation where you work.

Go Paperless

Tired of mailbox clutter? You can significantly reduce paper mail by providing us your email address and updating your mail preferences to electronic delivery.

Log on to Fidelity NetBenefits® at www.netbenefits.com/atwork and go to *Your Profile*.

Investment Option Descriptions

AQR Global Equity Fund Class R6

Ticker: AQGRX

Gross Expense Ratio: 0.73%

Objective: The investment seeks long-term capital appreciation.

Strategy: The fund seeks to outperform, after expenses, the MSCI World Index while seeking to control its tracking error relative to this benchmark. It invests significantly (at least 40%) in companies (i) organized or located outside the U.S., (ii) whose primary trading market is located outside the U.S. or (iii) doing a substantial amount of business outside the U.S., which the fund's manager considers as a company that derives at least 50% of its revenue from business outside the U.S. or has at least 50% of its assets outside the U.S.

Risk: Foreign securities are subject to interest-rate, currency-exchange-rate, economic, and political risks, all of which may be magnified in emerging markets. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term Redemption Fee Note: None

Who may want to invest:

- Someone who is seeking an investment that invests in both domestic and international markets.
- Someone who is willing to accept the volatility of the markets and the generally higher degree of risk associated with international investments.

This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.

The MSCI World Index (Gross) is an unmanaged market capitalization-weighted index that is designed to represent the performance of developed stock markets throughout the world.

Fidelity® Diversified International K6 Fund

Ticker: FKIDX

Gross Expense Ratio: 0.60%

Objective: Seeks capital growth.

Strategy: Normally investing primarily in non- U.S. securities. Normally investing primarily in common stocks. Allocating investments across different countries and regions. Using fundamental analysis of factors such as each issuer's financial condition and industry position, as well as market and economic conditions, to select investments.

Risk: Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Foreign securities are subject to interest rate, currency exchange rate, economic, and political risks, all of which are magnified in emerging markets.

Short-term Redemption Fee Note: None

Who may want to invest:

- Someone who is seeking to complement a portfolio of domestic investments with international investments, which can behave differently.
- Someone who is willing to accept the higher degree of risk associated with investing overseas.

This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.

Vanguard FTSE Social Index Fund Admiral

Ticker: VFTAX

Gross Expense Ratio: 0.14%

Objective: The investment seeks to track the performance of a benchmark index that measures the investment return of large- and mid-capitalization stocks.

Strategy: The fund employs an indexing investment approach designed to track the performance of the FTSE4Good US Select Index. The index is composed of the stocks of companies that have been screened for certain social and environmental criteria by the index sponsor, which is independent of Vanguard. The Advisor attempts to replicate the index by investing all, or substantially all, of its assets in the stocks that make up the index.

Risk: Value and growth stocks can perform differently from other types of stocks. Growth stocks can be more volatile. Value stocks can continue to be undervalued by the market for long periods of time. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, economic or other developments. These risks may be magnified in foreign markets. Additional risk information for this product may be found in the prospectus or other product materials, if available.

Short-term Redemption Fee Note: None

Who may want to invest:

- Someone who is seeking the potential for long-term share-price appreciation and, secondarily, dividend income.
- Someone who is seeking both growth- and value-style investments and who is willing to accept the volatility associated with investing in the stock market.

This description is only intended to provide a brief overview of the mutual fund. Read the fund's prospectus for more detailed information about the fund.

The FTSE4Good US Select Index is a socially responsible investment (SRI) index of US stocks that excludes companies with certain business activities such as weapons, tobacco, gambling, alcohol, nuclear power, and adult entertainment. Additionally, in order to be included companies must meet a series of stringent environmental and social criteria in areas including environmental management, labor rights, human rights, health and safety, and diversity.

Additional Risk Information: The Fund's social responsibility criteria will affect the fund's exposure to certain issuers, industries, sectors, regions and countries and could cause the fund to sell or avoid stocks that subsequently perform well. In addition, undervalued stocks that do not meet the social criteria could outperform those that do.

The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 02/07/2019. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 01/14/2003, adjusted to reflect the fees and expenses of this share class (when this share class's fees and expenses are higher.) Please refer to a fund's prospectus for information regarding fees and expenses. These adjusted historical returns are not actual returns. Calculation methodologies utilized by Morningstar may differ from those applied by other entities, including the fund itself.

Before investing in any mutual fund, consider the investment objectives, risks, charges, and expenses. Contact Fidelity for a prospectus or, if available, a summary prospectus containing this information. Read it carefully.

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