

Item 1: Cover Page

Form ADV Part 2A

Gusto Investment Services, LLC

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This brochure provides information about the qualifications and business practices of Gusto Investment Services, LLC (“Gusto Investment Services”), an investment adviser registered with the United States Securities and Exchange Commission (the “SEC”). Registration does not imply a certain level of skill or training but only indicates that Gusto Investment Services has registered its business with the SEC. The information in this brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Gusto Investment Services and our services is available on the SEC’s website at www.adviserinfo.sec.gov and Gusto Retirement’s website at retirement.gusto.com.

If you have any questions about the contents of this brochure, please contact (888) 228-3491.

Item 2: Material Changes

This brochure shall serve as an other-than-annual update to our previous brochure dated May 29, 2026. The following describes material updates to the brochure since its last annual update on May 29, 2026.

- A revised annual account fee rate for IRA Accounts was updated in Item 5 (Fees and Compensation).
- References to the brochure with respect to a legacy engagement with Accrue 401(k), Inc. were removed.
- References to Gusto Brokerage, LLC have been updated to reflect that it now provides brokerage services to client accounts.

401(k) and individual retirement account (IRA) retirement account clients are encouraged to review this entire Form ADV Part 2.

Item 3: Table of Contents

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Important Information

Throughout this brochure, Gusto Investment Services may also be referred to as “our,” “we,” or “us.” Clients or prospective clients may also be referred to as “401(k) plan sponsors” or “IRA clients” or “clients.”

Item 4: Advisory Business

This brochure is intended to help you learn more about Gusto Investment Services’ 401(k) and IRA services. If you cannot find what you are looking for here, please contact (888) 228-3491, or visit our website at retirement.gusto.com.

A. Firm

Gusto Investment Services is a wholly-owned subsidiary of Gusto Retirement Holdings, LLC, which itself is 100% owned by Gusto, Inc. (a Delaware corporation) (the “Parent”). Guideline, Inc. initially registered as an investment adviser with the SEC in October 2015. As a result of an internal reorganization of Guideline, Inc.’s operations that occurred on November 21, 2024, Guideline Investments, LLC assumed the investment advisory operations of Guideline, Inc. and became the successor investment adviser to Guideline, Inc. on that date. On August 27, 2025, Guideline, Inc. entered into a definitive agreement to be acquired by Gusto, Inc. (the “Gusto Acquisition”). The transaction closed on November 3, 2025. Subsequent to the closing of the transaction, Guideline Investments, LLC updated its name to align with Gusto branding. As such, effective April 30, 2026, Guideline Investments, LLC changed its name to Gusto Investment Services, LLC.

B. Services

401(k) Services

Gusto Investment Services provides investment management services to employer-sponsored retirement (“401(k)”) plans who have elected Gusto Investment Services to serve as its 3(38) investment manager under the Employee Retirement Income Security Act (“ERISA”). Gusto Investment Services only serves as the ERISA 3(38) to 401(k) plans who have engaged its affiliate, Gusto Retirement Services, LLC (the “Recordkeeper”) for 401(k) plan administration and recordkeeping services. Gusto Investment Services’ services include selecting, monitoring, and managing our investment menu, qualified default investments, and portfolios for retirement plans.

Gusto Investment Services also recommends managed portfolios composed of mutual funds to 401(k) plan participants of 401(k) plans who engage the Recordkeeper for its 401(k) plan administration and recordkeeping services via our proprietary algorithm.

Gusto Investment Services' economic, investment, and other financial interests are not taken into consideration when making investment decisions.

IRA Services

Gusto Investment Services provides investment management services to IRA clients, including selecting, monitoring, and managing our investment menu and portfolios for the accounts. Gusto Investment Services only serves as the investment adviser to IRA clients who have engaged the Recordkeeper for services such as: account set up, limited administration, recordkeeping, and maintenance. We also recommend managed portfolios composed of mutual funds to IRA clients via our proprietary algorithm. Gusto Investment Services' economic, investment, and other financial interests are not taken into consideration when making investment decisions.

C. Client-Tailored Services and Client Restrictions

401(k) Plans

Gusto Investment Services offers automated investment advice to 401(k) plan participants via our proprietary algorithm. Pursuant to section 404(c) of the Employee Retirement Income Security Act of 1974, as amended, Gusto Investment Services provides a selection of diversified investments representing a range of risk/return characteristics. 401(k) plan participants can choose to invest in one of our managed portfolios - recommended based on the 401(k) plan participant's reported risk tolerance and estimated time until retirement - or create a custom portfolio from our investment menu. If a 401(k) plan participant does not provide investment instructions, their funds are automatically invested into one of our managed portfolios based on the participant's age and estimated time until retirement.

The account opening process is designed to provide 401(k) plan participants an opportunity to select from a variety of investment options, including selecting a model or creating a custom portfolio. In doing this, 401(k) plan participants have flexibility to choose any combination of the mutual funds offered by Gusto Investment Services, and they can change their chosen portfolio at any point.

IRA Accounts

Our service includes automated investment advice to IRA clients via our proprietary algorithm. Gusto Investment Services provides a selection of diversified investments representing a range of risk/return characteristics. IRA clients can choose to either invest in one of our managed portfolios - recommended by our proprietary algorithm based on the owner's reported risk tolerance and estimated time until retirement - or they can create a custom portfolio from our investment menu.

The account opening process is designed to provide clients an opportunity to select from a variety of investment options, including selecting a model or creating a custom portfolio. In doing this, IRA clients have flexibility to choose any combination of the mutual funds offered by Gusto Investment Services, and they can change their chosen portfolio at any point.

D. Wrap Fee Programs

In a wrap fee investment program, the investor pays one stated fee to cover management fees, transaction costs, fund expenses, and other administrative fees. Gusto Investment Services does not participate in any such wrap fee program.

E. Client Assets

As of August 1, 2026, Gusto Investment Services managed \$9,108,834,416 in assets under management on a discretionary basis, and \$3,589,607,935 in assets under management on a non-discretionary basis.

Item 5: Fees and Compensation

A. Fees

401(k) Plan Sponsors

Gusto Investment Services' Annual Account Fee is charged directly to the 401(k) plan participant, as described in the 401(k) Plan Participant fees section below. However, Gusto Investment Services offers 401(k) plan sponsors the flexibility to pay all, or a portion, of this fee on the 401(k) plan participant's behalf. In the event the 401(k) plan sponsor chooses to pay this fee, Gusto Investment Services will invoice the 401(k) plan sponsor monthly at 1/12th of the annual stated rate based on month end invested assets in the 401(k) plan participant accounts. In the event the 401(k) plan sponsor chooses to pay this fee, if a 401(k) plan participant is no longer employed by the 401(k) plan sponsor, the terminated 401(k) plan participant will incur this fee in the month following the month in which they become terminated in the method described below in the 401(k) Plan Participants fee section. Gusto Investment Services can waive this fee and offer discounts at our discretion.

Gusto Investment Services furnishes a detailed schedule of fees to 401(k) plan sponsors upon entering into a contract for services. Fees are negotiable. Gusto Investment Services reserves the right to change the amount of fees outlined in this brochure or institute new fees related to the services described in the advisory agreement. In the event Gusto Investment Services changes its fees, Gusto Investment Services will generally notify clients no less than thirty (30) days in advance of the effective date of the fee change unless the inability to provide such advance notice is due to events that were unforeseeable or due to circumstances beyond Gusto Investment Services' control. 401(k) plan sponsors are deemed to have approved the fee change unless they notify Gusto Investment Services in advance of the effective date of change.

401(k) Plan Participants

Gusto Investment Services charges 401(k) plan participants as set forth below. Gusto Investment Services can waive any of the below fees and offer discounts at our discretion.

Type of Service

Fees

Annual Account Fee*

0.25%

**The Annual Account Fee is dependent on the pricing plan chosen by the 401(k) plan sponsor. This fee is calculated and deducted from the 401(k) plan participant's account balance monthly at 1/12th of the annual stated rate (0.25%) based on the account balance on the last day of each month. Gusto Investment Services offers 401(k) plan sponsors the ability to pay all, or a portion, of this fee on the 401(k) plan participant's behalf. In the event the 401(k) plan sponsor chooses to pay this fee, if a 401(k) plan participant is no longer employed by the 401(k) plan sponsor, the terminated 401(k) plan participant will incur this fee in the month following the month in which they become terminated in the method described below.*

401(k) plan participant fees are negotiable. Gusto Investment Services furnishes a detailed schedule of fees which may be charged to 401(k) plan participants in a fee disclosure statement upon enrollment and is provided on an annual basis to 401(k) plan participants. Gusto Investment Services reserves the right to change the amount of fees outlined in this brochure or institute new fees related to the services described in the advisory agreement. In the event Gusto Investment Services changes its fees, Gusto Investment Services will generally notify clients no less than thirty (30) days in advance of the effective date of the fee change unless the inability to provide such advance notice is due to events that were unforeseeable or due to circumstances beyond Gusto Investment Services' control. 401(k) plan sponsors are deemed to have approved the fee change unless they notify Gusto Investment Services in advance of the effective date of change.

IRA Accounts

Gusto Investment Services charges fees directly to the IRA clients as set forth below. Gusto Investment Services can waive any of the below fees and offer discounts at our discretion.

<u>Type of Service</u>	<u>Fee</u>
Annual Account Fee*	0.25%

**The Annual Account Fee is calculated and deducted on a monthly basis at 1/12 of the annual stated rate (0.25%) based on the account balance on the last day of each month.*

Gusto Investment Services furnishes a detailed schedule of fees charged to IRA clients upon enrollment for services. Fees are non-negotiable. Gusto Investment Services reserves the right to change the amount of fees outlined in this brochure or institute new fees related to the services described in the advisory agreement. In the event Gusto Investment Services changes its fees, Gusto Investment Services will generally notify clients no less than thirty (30) days in advance of the effective date of the fee change unless the inability to provide such advance notice is due to events that were unforeseeable or due to circumstances beyond Gusto Investment Services' control. IRA clients are deemed to have approved the fee change unless they notify Gusto Investment Services in advance of the effective date of change..

B. Billing and Payment

Gusto Investment Services' fees will be itemized in a monthly invoice and delivered electronically to 401(k) plan sponsors and IRA clients following the end of the month in which services were provided.

Gusto Investment Services' Annual Account Fee is deducted from the 401(k) plan participant's account balance on a monthly basis and from the IRA client's account balance or via ACH from their designated bank account on a monthly basis. In the event that an error is reported after the annual account fee has been debited, resulting in overpayment, Gusto Investment Services may credit such overpayment back to the 401(k) plan participant or IRA client's Gusto Investment Services account balance or refund the excess payment in the form of a credit on the following month's IRA invoice or 401(k) plan participant statement.

401(k) plan sponsor invoice: In the event a the 401(k) plan sponsor chooses to pay all or a portion of the Annual Account Fee on behalf of 401(k) plan participants, the total amount of each invoice will be automatically debited from the 401(k) plan sponsor's Funding Source (as defined in the agreement with the 401(k) plan sponsor and Recordkeeper) approximately five (5) days after the invoice is issued. In the event that an error is reported after fees have been debited, resulting in overpayment, Gusto Investment Services may refund the excess payment in the form of a credit on the following month's invoice

IRA client invoice: The total amount of each invoice will be automatically debited from the IRA client's account typically within five (5) days after the invoice is issued. In the event that an error is reported after fees have been debited, resulting in overpayment, Gusto Investment Services may refund the excess payment in the form of a credit to the IRA client's account or via a credit against the following month's invoice.

C. Third-Party Fees

Gusto Investment Services does not charge our clients third-party fees.

The Recordkeeper separately charges 401(k) plan sponsors, 401(k) plan participants, and IRA clients for its administrative and recordkeeping services. A schedule of these fees are furnished by the Recordkeeper upon account opening with the Recordkeeper.

The Recordkeeper requires its clients to use Benefit Trust Company ("BTC") as their third-party custodian or its affiliated broker-dealer, Gusto Brokerage, LLC ("Gusto Brokerage").

BTC custodian fees are paid by the Recordkeeper; clients do not pay BTC custodial fees. However, should the Recordkeeper fail to pay the custodial fees, the 401(k) plan sponsor agrees to pay Benefit Trust Company for services rendered by it based on the fee schedule in the Custodian Agreement between the client and BTC.

Gusto Brokerage currently does not charge commissions and/or fees to 401(k) plan sponsors, 401(k) plan participants, or IRA clients for its brokerage services. Gusto Brokerage is compensated for its brokerage services via an annual service fee paid by the Recordkeeper as set forth in an intercompany service agreement.

Additional custodial services for IRA products are provided by Forget Trust Co., a third-party service provider; clients do not pay Forge custodial fees. However, should the Recordkeeper

BTC retains 10% of the amount collected for invoicing, collecting, and reporting on sub-transfer agency, shareholder servicing, and service fees received from mutual fund company transfer agents that BTC has entered into contractual agreements, if applicable to the mutual funds available for investment. These revenue sharing expenses are billed monthly at 1/12th of the annual stated rate based on month-end net assets.

401(k) plan participants and IRA clients are responsible for the payment of third-party mutual fund fees, which are charged directly from 401(k) plan participant and IRA client assets by the mutual funds in which the 401(k) plan participant or IRA client invests.

Large 401(k) plans (defined as a plan with 100+ employees) are subject to large plan audits, and 401(k) plan sponsors are responsible for the costs associated with the audit. These costs are not charged by the Recordkeeper, Gusto Investment Services, nor any of its other affiliates, but rather the independent, third-party auditor the 401(k) plan sponsor chooses to engage with.

D. Prepayment of Fees

Gusto Investment Services does not accept prepayment of fees.

E. Compensation for the Sale of Securities to Clients

Neither Gusto Investment Services nor our firm personnel receive compensation for the sale of securities or other investment products.

Item 6: Performance-Based Fees

Neither Gusto Investment Services nor our firm personnel accept performance-based fees on a share of capital gains on, or capital appreciation of, the assets of 401(k) plan participants or IRA clients.

Item 7: Types of Clients

Gusto Investment Services' 401(k) clients are employers who offer employer-sponsored retirement plans to their employees through the Recordkeeper, and have elected Gusto Investment Services as their ERISA 3(38) investment manager.

Gusto Investment Services' IRA clients are individuals who have engaged with the Recordkeeper for administrative and recordkeeping services.

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

A. Methods of Analysis and Investment Strategies

There are four principles that form the basis of Gusto Investment Services' investment philosophy and guide us through our duties and responsibilities as an investment manager:

- Make saving for retirement simple and more accessible
- Minimize investment fees
- Diversify broadly for better risk-adjusted returns
- Create long-term investment strategies for retirement investors

Gusto Investment Services subscribes to the concept that investors can maximize their expected returns for a given level of risk through a portfolio of diversified assets (or minimize their risk subject to a given level of expected return). Gusto Investment Services believes investors should have access to a range of low-fee investments with different risk, covariance, and return characteristics, allowing for the construction of diversified portfolios. Gusto Investment Services believes that minimizing fees, mitigating risk through diversification, and investing for a long-term horizon are the underpinnings to successfully prepare for retirement.

B. Material Risks

Gusto Investment Services' investment strategy assumes that investors are risk averse and will only take on increased risk if compensated with higher expected returns. Investors who want higher returns will need to accept greater risk. Different investors will evaluate the trade-off differently based on their own individual risk profile. When choosing between portfolios, the implication is that rational investors will invest in portfolios with the most favorable risk-to-expected-return profiles and corresponding to their level of comfort with risk.

"Long-term investing" is designed to capture market rates of both return and risk. Investing in the capital markets can expose investors to various types of risk that will typically surface at different intervals. These risks include, but are not limited to, market risk, political and regulatory risk, interest rate risk, credit risk, and inflation (purchasing power) risk.

No Assurance of Investment Return. All investments in securities include a risk of loss of principal (invested amount) and any profits remaining in the account. The performance of any investment is not guaranteed. Gusto Investment Services cannot guarantee performance or that a loss will not be experienced. Investing in securities involves a risk of loss that each client must be prepared to bear.

Risk associated with Investment Companies. Investments in investment companies, which include mutual funds, involve substantially the same risks as investing directly in the instruments held by these entities. However, the investment may involve duplication of certain fees and expenses. By investing in an investment company, the strategy becomes a shareholder of that fund. As a result, investors in a strategy that invests in an investment company are indirectly subject to the fees and expenses of the individual funds. These fees and expenses are in addition to the advisory fees charged by Gusto Investment Services to clients. If the investment company fails to achieve its investment objective, the strategy's investment in the fund may adversely affect its performance.

Use of Algorithms Risk. Algorithms and associated software are used in connection with Gusto Investment Services' advisory services and contribute to operating, information and technology systems risks. For example, algorithms are used as part of the process whereby Gusto Investment Services recommends one of its managed portfolios based on certain data/information provided to Gusto Investment Services, and in connection with trading and rebalancing of client accounts. There is a risk that the algorithms and data input into the algorithms could have errors, omissions, imperfections and malfunctions, including but not limited to coding errors. While Gusto Investment Services has processes governing the testing and monitoring of its algorithms, there is a risk that the algorithms and associated software may not perform as intended for various reasons, including unintended consequences due to modifying the algorithms or underlying software code. Any decisions made in reliance upon incorrect data carries potential risks. Issues in the algorithm are often extremely difficult to detect and could go undetected for long periods of time and never be detected. These risks are mitigated by testing and human oversight of the algorithms and their output. However, there is no assurance that the algorithms will always work as intended.

Common Risks Associated with Investing in Securities Generally. Investments in securities may be subject to a number of risks, including the following:

- *Current Market Conditions.* In recent years, global debt and equity markets have experienced increased volatility and turmoil, which can adversely affect a portfolio.
- *Liquidity in Financial Markets.* The financial markets in the U.S. and elsewhere have experienced a variety of difficulties and changed economic conditions, which could adversely affect the value of a portfolio's assets.
- *Government Intervention and Market Disruptions.* The global financial markets have undergone fundamental disruptions that have led to extensive and unprecedented government intervention that could prove detrimental to the efficient functioning of the markets and adversely affect a portfolio.
- *Inflation.* Inflation and rapid fluctuations in inflation rates have had in the past, and could in the future have, negative effects on the economies and financial markets, which may in turn affect the markets in which a client invests. For example, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. Governmental efforts to curb inflation, such as (for example) raising interest rates, often have negative effects on the level of economic activity. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on a client's investment returns.
- *Force Majeure Events.* There is a risk that a client's investments will be impacted by force majeure events (i.e., events beyond the control of the party claiming that the event has occurred, such as energy blackouts, acts of God, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism, labor strikes and telecommunication failures). Certain force majeure events (such as an outbreak of an infectious disease) could have a broader negative impact on the world economy and international business activity generally, or in any of the countries or jurisdictions in which investments are located. Additionally, a major governmental intervention into industry, including but not limited to the nationalization of an industry or the assertion of control over an investment, could result in a loss to a client. Any of the foregoing would therefore adversely affect the performance of a client's investments.

Reliance on Affiliates with respect to Certain Shared Services and Personnel. Certain affiliates of Gusto Investment Services, including Gusto, Inc. and the Recordkeeper, provide various administrative and operational services and personnel to Gusto Investment Services through a shared services arrangement. This includes certain back office, information technology, human resources, technology services, intellectual property, and other support services utilizing certain shared property, equipment and facilities, and personnel. Gusto Investment Services' clients are

also customers of the Recordkeeper and Gusto Investment Services provides its services through the platform provided by Gusto, Inc. The Recordkeeper also assists Gusto Investment Services with rebalancing trades, allocations of trades to clients and 401(k) plan participants, transmits trade orders to BTC or Gusto Brokerage, as applicable, for execution, allocation of dividends to clients and 401(k) plan participants, advisory services fee withdrawals, among other matters.

Because of the services provided to Gusto Investment Services by its affiliates, Gusto Investment Services' performance of certain administrative and operational duties related to the management of client accounts is dependent on such affiliates and the talents and efforts of individuals employed by such affiliates and provided under the shared services arrangement. If an affiliate ceases to perform such shared services, or to do so effectively, Gusto Investment Services and the administration of its client accounts could be adversely affected.

Cybersecurity. The information and technology systems of Gusto Investment Services, its affiliates, key service providers and clients may be subject to potential damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons or security breaches, usage errors by employees, power outages or catastrophic events such as fires, hurricanes or other similar events. In the unlikely event that these systems are compromised, become inoperable for extended periods of time or cease to function properly there could be significant interruptions in the operations of Gusto Investment Services and its affiliates or its client accounts or a compromise of the security, confidentiality or privacy of sensitive data, including personal information. Gusto Investment Services and its affiliates has in place cybersecurity risk procedures and an enterprise-wide business continuity plan that is designed to address risks associated with these cybersecurity attacks, although there are inherent limitations in any cybersecurity risk management system or business continuity plan, including the possibility that certain risks have not been identified. Accordingly, there is no guarantee that such efforts will succeed especially since Gusto Investment Services does not directly control the cybersecurity systems of issuers or third-party service providers.

C. Risks of Specific Securities

Investors should be aware that there is a material risk of loss using any investment strategy. Our mutual fund investments are not guaranteed or insured by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. Investing in mutual funds carries the risk of capital loss. All mutual funds have costs that lower investment returns. Primary asset classes of the funds represented in Gusto Investment Services portfolios include stocks ("equities"), bonds ("fixed income"), and cash equivalents, which present a lower risk. The following is a summary of certain common risks associated with those investment types.

Common Risks Associated with Equity Investments. Investments in equities may be subject to a number of specific risks, including the following:

- *Equity Securities.* Equity securities (stocks) held in a portfolio may decrease in response to activities of companies or market and economic conditions.
- *Growth Stocks.* Growth stocks may be more sensitive to market movements because their prices tend to more heavily reflect future investor expectations rather than just current profits. They may also underperform value stocks during given periods.
- *Value Stocks.* Value stocks may perform differently from the market as a whole and may be undervalued by the market for a long period of time. They may also underperform growth stocks during given periods.
- *Small-Capitalization Companies.* Small cap stocks may exhibit erratic earnings patterns, competitive conditions, limited earnings history, and a reliance on one or a limited number of products.

- *Initial Public Offerings.* Initial public offerings (IPOs) are subject to high volatility and limited availability.

Common Risks Associated with Fixed Income Investments. Investments in fixed income can expose clients to certain specific risks such as the following:

- *Credit Risk.* Fixed income securities (bonds) are subject to the risk that the bond issuers may not be able to meet interest or principal payments when the bonds come due.
- *Below Investment Grade Rated Securities.* Below investment grade bonds are subject to a higher probability that the issuers may not be able to meet payment of interest or principal on a timely basis or at all. These securities also may be less liquid than investment grade securities and experience higher price volatility. It may not be possible to sell these securities at the desired price and within a given time period.
- *Interest Rates.* Interest rates may adversely affect the value of an investment. An increase in interest rates typically causes the value of bonds and other fixed income securities to fall. Interest rates continue to be at historic lows. Investments with longer maturities, which typically provide higher yields than securities with shorter maturities, may subject a portfolio to increased price changes resulting from market yield fluctuations.
- *Income Risk.* The income received by a portfolio may decrease as a result of a decline in interest rates.
- *Prepayment Risk.* There is a risk of prepayment in mortgage- and asset-backed securities. This risk arises when market interest rates are below the interest rates charged on the loans that comprise the securities. Elevated prepayment activity may result in losses in these securities.

Liquidity Risk. Investments that trade less can be more difficult or more costly to buy, or to sell, than more liquid or active investments. It may not be possible to sell or otherwise dispose of illiquid securities both at the price and within a time period deemed desirable.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

Gusto Investment Services has no criminal or civil actions to report.

B. Administrative Proceedings

Gusto Investment Services has no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

Gusto Investment Services has no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

Gusto Brokerage, a wholly owned subsidiary of Gusto Retirement Holdings, LLC, is registered as a broker-dealer with the SEC. Gusto Brokerage maintains securities accounts for clients of Gusto Investment Services and customers of the Recordkeeper.

Neither Gusto Investment Services nor our firm personnel are registered as, or have pending applications to register as, either a Futures Commission Merchant, Commodity Pool Operator, Commodity Trading Advisor, or an associated person of the foregoing entities.

Relationships or Arrangements Material to Gusto Investment Services' Advisory Business. The Recordkeeper, together with Gusto Investment Services, seeks to offer a full-service retirement solution to clients. The Recordkeeper provides its respective clients with recordkeeping and integration services for 401(k) plans and, as applicable, IRA clients. To the extent requested by a 401(k) plan client, Gusto Investment Services provides investment advice and investment management services as an investment adviser. Gusto Investment Services provides investment advice and investment management services as an investment adviser to all IRA clients.

Gusto Investment Services' services are only currently available to clients of the Recordkeeper. As a result, Gusto Investment Services and the Recordkeeper each have a financial incentive to offer a bundled service offering to such clients and their participants, though clients of Gusto Investment Services might be able to obtain more (or less) favorable fees and/or services if a client were to choose a different service provider.

Notwithstanding the above, Gusto Investment Services, as a fiduciary, will seek to act in the best interests of clients who have engaged Gusto Investment Services to act as an investment adviser. Additionally, Gusto Investment Services is a separate entity from the Recordkeeper and Gusto Brokerage, with its day-to-day operations handled by a manager/executive who works in tandem with Gusto Investment Services' separate investment committee.

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

A. Code of Ethics

Gusto Investment Services has a written Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers of 1940, as amended (the "Advisers Act") that covers areas such as insider trading, personal securities transactions, conflicts of interest, gifts and entertainment, service on a board of directors, recordkeeping, and violations reporting.

We periodically review and amend our Code of Ethics so that the policies and procedures remain current, and we require firm personnel to annually attest to their understanding and adherence to the Code of Ethics provisions. A copy of the firm's Code of Ethics is made available to any client or prospective client upon request at no charge.

B. Recommendations Involving Material Financial Interests

Gusto Investment Services does not recommend that clients buy or sell any security in which a related person to

Gusto Investment Services or Gusto Investment Services has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

Gusto Investment Services' representatives may buy or sell mutual funds for themselves that Gusto Investment Services also recommends to our clients. Though this may provide an opportunity for our representatives to buy or sell the same securities before or after Gusto Investment Services recommends the same securities to 401(k) plan participants or IRA clients, Gusto Investment Services does not believe any such transaction could potentially create a conflict of interest because all advice is generated through our proprietary algorithm and due to the nature of mutual pricing, Gusto Investment Services' representatives will receive the same price as 401(k) plan participants or IRA clients.

D. Trading Securities at or Around the Same Time as Clients' Securities

From time to time, Gusto Investment Services' representatives may buy or sell securities for themselves at or around the same time as clients. Though this may provide an opportunity for our representatives to buy or sell securities before or after Gusto Investment Services recommends securities to 401(k) plan participants or IRA clients, our representatives do not profit off of the recommendations they provide to 401(k) plan participants or IRA clients. Gusto Investment Services does not believe such transactions could potentially create a conflict of interest because all advice is generated through our proprietary algorithm.

Item 12: Brokerage Practices

A. Selection of Custodians and/or Broker-Dealers

The Recordkeeper requires their clients to use Benefit Trust Company as their third-party custodian or its affiliate, Gusto Brokerage, for brokerage services. Gusto Brokerage requires IRA clients to use Forge Trust Co. for additional third-party custodial services. Gusto Brokerage uses Pershing, LLC for trade execution, clearance and settlement.

Gusto Investment Services does not maintain relationships with any third-party broker-dealers. In the event that we do so, Gusto Investment Services is committed to negotiating reasonable fees for our clients, which includes selecting only commission-free, low expense ratio mutual funds that trade at NAV at the end of a given day.

Research and Other Soft Dollar Benefits

Gusto Investment Services conducts our own investment research. Currently, Gusto Investment Services does not have a soft dollar program or any plans to implement one.

Brokerage for Client Referrals

Gusto Investment Services does not receive referrals from a broker-dealer and/or third party in exchange for use of that broker-dealer and/or third party's services.

Directed Brokerage

As noted above, client accounts may be required to execute brokerage transactions through Gusto Brokerage, a broker-dealer affiliated with Gusto Investment Services. By directing the execution of transactions solely to a particular broker-dealer, clients may not necessarily achieve most favorable execution in all circumstances and execution costs may be higher or lower than those offered by other broker-dealers. In addition, the use of Gusto Brokerage for brokerage services represents a potential conflict of interest given that it is affiliated with Gusto Investment Services. As previously explained in Item 10, the Firm and its affiliates seek to offer a full-service retirement solution to clients, and Gusto Investment Services, as a fiduciary, will seek to act in the best interests of clients to the extent that it has been engaged to provide investment advisory services. Please see Item 10 for additional information.

B. Aggregating (Block) Trading for Multiple Client Accounts

Gusto Investment Services maintains the ability to block trade across accounts. While block trading may benefit clients by purchasing or selling larger blocks in groups, we do not feel that clients are at a disadvantage because mutual funds invested in receive the same NAV.

Item 13: Review of Accounts

A. Frequency of Reviews and Who Makes Those Reviews

Gusto Investment Services reviews our managed investment portfolios on a routine basis to ensure portfolio characteristics and investment performance adhere to the defined portfolio goals. Gusto Investment Services reviews the funds in our investment menu on a routine basis, evaluating the funds' performance, fees, and representations of the underlying assets.

B. Factors That Trigger a Non-Periodic Review of Client Accounts

Non-periodic reviews may be triggered by material market, economic, or political events.

C. Content and Frequency of Regular Reports Provided to Clients Regarding their Accounts

The Recordkeeper provides clients with a monthly report detailing their account, including: assets held, asset value, and calculation of fees. Clients may also view their account balance and transactions from their online dashboard with the Recordkeeper, updated daily. Clients may also access account statements and transaction information/trade confirmations from their online portals directly with BTC or Gusto Brokerage, as applicable.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales, Awards, or Other Prizes)

Gusto Investment Services does not receive any economic benefit, directly or indirectly, from any third party for advice rendered to Gusto Investment Services' clients.

B. Compensation to Non-Advisory Personnel for Client Referrals

Not applicable.

Item 15: Custody

Gusto Investment Services has custody of client funds and securities because the Recordkeeper, a related person, is authorized or permitted to withdraw client funds or securities maintained at the custodian (Benefit Trust Company) upon its instruction to the custodian. Clients will receive statements on at least a quarterly basis directly from the qualified custodian(s) that holds and maintains their investment assets. Clients are urged to carefully review all custodial statements and compare them to any reports provided by Gusto Investment Services.

Item 16: Investment Discretion

Gusto Investment Services exercises discretionary trading authority with regard to funds invested in our managed portfolios. This enables Gusto Investment Services to buy, sell, and specify the number of securities in a 401(k) plan participant and IRA client's account without first obtaining the 401(k) plan participant or IRA client's specific consent. This authority is limited to the transfer or exchange of 401(k) plan participant or IRA client funds between asset classes within mutual fund families and/or other securities to achieve results consistent with the goals of the 401(k) plan participant or IRA client's selected investment portfolio. This discretion does not extend to 401(k) plan participants or IRA clients who have created a custom portfolio.

Item 17: Voting Client Securities (Proxy Voting)

Proxy voting is carried out by the mutual fund manager for each security the fund holds. 401(k) plan participants and IRA clients should direct all proxy questions to the mutual fund manager. Should a fund require proxy votes for its own management, Gusto Investment Services will assume voting authority for 401(k) plan participants and IRA clients in accordance with our proxy voting policies. Proxy voting is carried out by the mutual fund manager for each security the fund holds. Should a fund require proxy voting for its own management, Gusto Investment Services will

assume voting authority for its clients and will vote such proxies based on its proxy voting procedures and guidelines. In the event where a potential conflict of interest exists or may exist with respect to a proxy vote, Gusto Investment Services will disclose such conflict to its applicable clients prior to voting. Proxy materials as well as a copy of Gusto Investment Services' Proxy Voting Policy will be made available upon request by contacting support@retirement.gusto.com.

Item 18: Financial Information

Not applicable.