Understanding mutual fund fees, share classes and certain risk considerations

Highlights

– In retail brokerage accounts, UBS moved to a single share class with a commission-based fee structure similar to equities and ETFs.
– The other most commonly used share classes in retail brokerage accounts—Class A, B and C shares—may only be used for offshore, legacy and money market fund transactions.
– It is important to understand how UBS and your Financial Advisor are compensated when you purchase mutual fund shares.
– Risk considerations for mutual funds are disclosed in each fund's prospectus. This document highlights a number of risks associated with certain mutual fund investments.

This overview broadly describes mutual fund fees and the share classes most commonly offered in retail brokerage accounts, including their effect on the fees you pay and the return your investments earn. Beginning in January 2020, the primary share class offered in retail brokerage accounts is a share class without upfront, ongoing or backend sales charges, referred to as the "single share class."

Because every mutual fund is different, we recommend that you refer to a fund's prospectus for details on that fund's share classes and fees.

Please contact your Financial Advisor with questions. Additional information is available from the Financial Industry Regulatory Authority (FINRA), an independent regulator, at www.finra.org.

Offshore funds. Most of the information in this overview also applies to unregistered (offshore) mutual funds, with these differences:

– Offshore funds have an offering document. This document may be called a prospectus or offering statement.
– Sales charges for offshore funds may be negotiable.
– Offshore funds may offer discounts which differ from discounts commonly available in onshore funds.

Offshore funds may be free from US withholding tax on income earned on investments and excluded from US estate tax calculations.

Types of fees

To understand the differences among share classes, you should first review the types of mutual fund fees:

Commission. A fee you pay based on the notional value of the mutual fund shares being purchased or sold.

Management and administrative fees. Management fees are paid by the fund itself to the investment adviser who manages the fund's portfolio. Administrative fees cover other operating expenses.

Upfront sales charge or front-end sales charge. A fee you pay at the time you purchase mutual fund shares. This fee is deducted from your initial investment amount.

Surrender charge or back-end sales charge. A fee you pay when you redeem your shares, it is also known as a "contingent deferred sales charge," or CDSC.

12b-1 distribution fees. Named after a Securities and Exchange Commission (SEC) rule, this annual fee is paid from the fund's assets to cover marketing and distribution costs.

Some mutual fund families also charge a redemption fee (typically 1.00% to 2.00%) if you redeem shares shortly after purchasing them, to discourage short-term trading. See the mutual fund's prospectus for details.

Why share classes matter

A mutual fund may offer different types, or classes, of shares. Each share class invests in the same group of securities, has the same investment objectives, and follows the same investment policies.

What's different for each class is *how much* you pay in fees and *when* you pay those fees, which can significantly affect long-term return on your investment.

To determine what share classes a mutual fund offers, ask your Financial Advisor, and review the fund's prospectus. The prospectus contains fee tables, details on waivers and discounts, examples, and other useful information. Beginning in January 2020, the single share class is the **only** share class available for purchase in retail brokerage accounts, except for offshore funds, interval funds and money market funds, or to fulfill an existing letter of intent, referred to below as "Legacy Transactions."

Common share classes

Following are brief, general descriptions of common mutual fund share classes. Because the specifics of share classes can vary significantly, it is important to review a fund's prospectus before investing.

Single share class

- Beginning in January 2020, UBS simplified its mutual fund platform by offering a single share class in brokerage accounts.
- The single share class has no front-end loads, back-end loads or 12b-1 fees.
- For mutual fund transactions in the single share class, commissions are charged on buys and sells, except in 529 plans, where commissions are charged on buys only.
- The commissions charged are described at *ubs.com/mutualfundcommissions*.

Class A shares (for Legacy Transactions only)

- Generally have an upfront sales charge, deducted from your initial investment amount.
- May offer discounts if you invest a large amount, hold mutual funds in the same fund family, commit to buying more shares or aggregate your holdings with those of qualifying household or family members.
- Generally have lower 12b-1 and administrative fees than Class B and Class C shares.
- Class A shares purchased in advisory programs are typically offered at Net Asset Value (NAV), free of any sales charges.

Class B shares (for Legacy Transactions only)

- Generally have a surrender charge or back-end sales charge, called a "Contingent Deferred Sales Charge" (CDSC), which you pay when you redeem your shares.
- Typically offer decreasing CDSC each year you hold the shares, until it reaches zero (usually after six years).
- Generally have 12b-1 and administrative fees that are higher than Class A shares and the same as Class C shares.
- Normally convert automatically to Class A shares, with lower annual fees, if you hold them long enough (generally eight years).
- Many fund families have discontinued offering Class B shares.

Class C shares (for Legacy Transactions only)

- Generally do not have an upfront sales charge.
- May have a small surrender charge or back-end sales charge (CDSC) when you sell your shares. The CDSC for these shares typically decreases to zero within 12 to 24 months, except for reinvested dividends or capital gains.
- May impose sales and 12b-1 fees that are usually higher than for Class A and the same as for Class B.
- Generally do not convert to Class A shares, which means higher operating expenses continue for as long as you hold the shares.

Discounts and Breakpoints (for Interval Funds only)

You have several ways to reduce the upfront sales charge on Class A shares. Discounts are generally available if you:

- *Make a large investment*. The more you invest, the lower your sales charge. There are usually several thresholds, called "breakpoints," typically starting at $50,000, with no charge for investments of $1 million or more.
- *Hold mutual funds in the same fund family*. You can generally get a sales charge discount by purchasing various mutual funds from the same fund family, even if they're different share classes, for different account types (IRA, trust, etc.), or held at a firm other than UBS.
- *Sign a letter of intent*. If you commit to buy a specified dollar amount of additional shares within a specific period, usually 13 months through a letter of intent, some mutual funds let you apply the discount retroactively. If you do not make your purchase within the specified time, the fund family will sell shares in your account to make up for the discount you received and restrict you from selling fund shares in that amount.
- *Aggregate your shares with other shares in the fund held by qualifying household or family members*.
  To make sure you receive all applicable breakpoint discounts, ask your Financial Advisor to link, or "household," all your accounts (i.e., individual, IRA, trust, and investment clubs) and related accounts such as those of immediate family members. With these accounts linked, UBS can aggregate your holdings and determine your eligibility for breakpoint discounts
- *Reinvest dividends and capital gains, or earlier redemptions*. Mutual funds may waive sales charges when you reinvest dividends and capital gains

Some fund families offer a "reinstatement privilege," waiving sales charges when you reinvest proceeds from an earlier redemption of a specific share class in the same fund or fund family. They may also offer a "NAV transfer" privilege, in which you can use the redemption proceeds to buy funds in a different mutual fund family. Time limits and other conditions may apply; refer to the prospectus for details.

Working with your Financial Advisor

If you maintain a brokerage account at UBS, your Financial Advisor can help you determine which mutual funds are most appropriate for your specific situation. He or she will consider your investment objectives, risk comfort level, liquidity needs, current holdings, tax situation and other factors.

In particular, your Financial Advisor will discuss the following with you:

– Investment Time Horizon
– Amount you have to invest
– Investment Objectives and Risk Profile

How UBS Financial Services Inc. and your Financial Advisor are compensated when you buy mutual funds

The mutual fund type and share class you buy, as well as the type of account you have, affect how UBS Financial Services Inc. and your Financial Advisor are compensated. Please contact your Financial Advisor if you are interested in obtaining more information. Information is also available in Your Relationship with UBS provided at ubs.com/us/en/wealth-management/about-us/disclosure-documents.html.

Fees you pay

Commissions. For all mutual fund transactions outside of Legacy Transactions, you will pay UBS a commission on both buys and sells, except for transactions in 529 plan accounts, where you will pay a commission on buys only. Financial Advisors receive a portion of the commission paid. Financial advisors have the ability to discount commissions. More information is available at *ubs.com/mutualfundcommissions*.

For example, if you buy $20,000 worth of a mutual fund and the maximum commission is $435.00, plus a $5.25 processing and handling fee (per transaction), the maximum cost for the trade is $20,440.25.

Sales charges (for Legacy Transactions). When you pay an upfront sales charge, or sell shares and pay a contingent deferred sales charge, the mutual fund company typically keeps a small portion of that charge and pays the rest to UBS, which in turn pays your Financial Advisor.

For example, if you buy $10,000 of Class A mutual fund shares with a 5.75% upfront sales charge, you would pay a sales charge of $575. Typically, the mutual fund company would keep a portion. UBS would receive the remainder and pay part of that amount to your Financial Advisor, based on a standard compensation formula. The formula is the same for every mutual fund family we offer.

If you have a fee-based account, you do not pay a sales charge on your mutual fund purchase. Instead, the purchase is added to the total value of your account, on which we charge an account fee. UBS keeps part of this fee and pays the rest to your Financial Advisor.

12b-1 fees. Mutual funds may pay a 12b-1 or annual service and/or distribution fee to UBS, directly from the fund's assets. In turn, we generally pay part of this fee to your Financial Advisor. The amount varies among funds and share classes, but it typically is 0.20% to 1.00% per year of the fund's total assets. The exact amount is disclosed in the fund's prospectus.

Processing and networking fees. For transactions with a principal amount over $500, UBS charges a $5.25 processing and handling fee on the purchase and sale of most mutual fund shares in retail brokerage accounts, to defray transaction processing costs. No part of this fee is paid to Financial Advisors.

Fees paid by the mutual fund, fund distributor and/or adviser

Networking or omnibus fees. UBS Financial Services Inc. receives networking fees or omnibus service fees in consideration for certain services, which are ancillary to the effecting of mutual fund transactions that we provide on behalf of mutual funds. These fees generally are paid from investor assets in mutual funds, but in some cases may be subsidized in part by affiliates or the distributor of the mutual funds and are generally calculated by applying our standard networking rate of $4 – $16 for each mutual fund position that is held at UBS. Some fund companies may choose to calculate this rate expressed in basis points on assets. Exclusions may apply to positions below $500 and retirement accounts in discretionary advisory programs. Omnibus payments, which usually range from $10 to $26 per position, can vary by share class. Some fund companies may choose to calculate this rate expressed in basis points on assets, which may result in payments in excess of $26 per position. The asset managers making these payments may consider the excess of what the mutual fund would otherwise have paid for these services on a per position fee schedule as a form of revenue sharing. Exclusions may apply to positions below an asset level mutually agreed upon by UBS and the fund company, retirement accounts in discretionary advisory programs, and certain funds and/or share classes.
A portion of the payments we receive for Omnibus processing is paid to a sub-account vendor contracted by UBS.

Revenue sharing. In addition to sales loads,12b-1 fees, networking, omnibus and processing fees, UBS Financial Services Inc. receives other compensation from certain distributors or advisors of mutual funds that we make available for purchase. These separate compensation amounts (commonly referred to as revenue sharing) are based on two components:

- The amount of sales by UBS Financial Services Inc. of a particular mutual fund family to our clients (excluding sales through wrap-fee programs), and
- The asset value of a particular mutual fund family's shares held by our clients at UBS Financial Services Inc.

We require that these payments be made directly from the distributor or advisor, and not from the mutual funds or indirectly through mutual fund portfolio trading commissions, because revenue-sharing payments are intended to compensate us for ancillary services related to offering mutual fund shares through our distribution platform. **Except as noted below, none of these amounts are rebated to you or paid to the Financial Advisor or his or her branch office.**

Many mutual funds companies pay revenue sharing to us, including our affiliate, UBS Asset Management. UBS Financial Services Inc. determines the level of access to our branches based on our own review and evaluation of mutual funds and fund families. There are multiple factors involved in determining a particular mutual fund's level of access to our branches. Although revenue sharing may be one factor, others include understanding of business goals, quality of sales personnel and marketing material, range of products, level of service to Financial Advisors and Branch Managers, participation of funds in researched investment models, and branch discretion.

In general, we charge each mutual fund family the following amounts (other than money market and offshore funds):

- 0.15% per year (paid quarterly) on all sales of mutual fund shares (excluding sales through wrap fee programs).
- Up to 0.20% per year (paid quarterly) of the asset value of all fund shares held at UBS Financial Services Inc.

Some mutual fund families may be subject to a minimum annual payment which, in some instances, may result in a fee that exceeds the percentages described above. Except as noted below, this calculation includes shares of affiliated and non-affiliated funds in our wrap-fee programs, but does not include UBS PACE Money Market investments, mutual fund assets held at other financial institutions and ERISA and IRA assets in certain advisory programs.

Further, we may institute caps at certain asset and sales levels, as well as comprehensive caps, and may exclude certain mutual fund shares from the above calculations. And although we seek to apply a level, standard payment schedule for all of the mutual fund companies whose funds we sell, we recognize that mutual fund companies approach revenue sharing in a variety of ways, and that some mutual fund companies may decline to pay revenue sharing exactly at the levels listed above or at all, which may present a financial disincentive for us to promote the sale of those funds that do not pay us at the levels listed above.

Revenue-sharing payments may present a conflict between our interests and those of our customers because the payments give us a financial incentive to recommend that our customers buy and hold shares of those funds that we maintain on our distribution platform and for which we receive revenue-sharing payments. Although mutual funds from more than 300 different mutual fund families are available through our distribution platform, this is only part of the universe of mutual funds that are available to our customers in the marketplace.

The revenue sharing information above is current as of the date of this brochure and can be changed at our discretion. For updates, visit *ubs.com/mutualfundrevenuesharing*.

Affiliate payments. Generally, shareholders pay no front-end sales charges on UBS Asset Management (US) Inc. Class Y shares, nor does that share class pay ongoing 12b-1 distribution or service fees. We have entered into an agreement with our affiliate, UBS Asset Management (US) Inc., pursuant to which UBS Asset Management (US) Inc., as principal underwriter of its funds, may make payments out of its own resources for the sales of Class Y shares to eligible purchasers. The payments consist of a one-time finder's fee consistent with the Fund's Class A share Reallowance to Selected Dealers' schedule as indicated in the relevant funds' prospectus and, beginning in month 13 after purchase, an annual fee in an amount up to 20 basis points for an equity fund, an asset allocation fund or balanced fund; 15 basis points for a fixed-income fund; and 5 basis points for an index fund. UBS Asset Management (US) Inc. does not make these payments on accounts holding Class Y shares for employee or employee-related clients. The one-time finder's fee is calculated on the date of purchase and may be paid in four equal installments over the first 12 months of ownership. UBS Asset Management (US) Inc. reserves the right to suspend these payments at any time in its sole discretion. We pay a portion of these payments to the Financial Advisor originating the sale. These payments may create a financial incentive for our brokers to recommend Class Y shares of UBS proprietary funds over non-proprietary products.

Finder's fees (for Legacy Transactions only). In addition, our Financial Advisors may also receive "Dealer Concessions" or "Finder's Fees" from certain mutual fund companies as described in the fund's Prospectus or Statement of Additional Information from certain mutual fund companies. The Finder's Fee subjects a client to a holding period and, if sold prior to the end of that period, a CDSC will be assessed to the client on the amount of the sale. Such fees may be up to 1% of sales of a particular mutual fund. Generally, these finder's fees offset other fees payable to UBS Financial Services Inc. by the client purchasing the particular mutual fund.

Non-cash compensation. In addition to the payments described above, from time to time, mutual fund distributors and/or advisors will reimburse UBS Financial Services Inc. for expenses we incur in connection with certain training and educational meetings, conferences, or seminars. Also, in the ordinary course of business, our Financial Advisors may receive promotional items, meals, or entertainment, or other similar "non-cash" compensation from representatives of the mutual fund companies with whom we do business.

Risk considerations

As with any other investment, an investment in a mutual fund carries risks which are disclosed in each fund's prospectus. This section is intended to provide an overview of risks commonly found in mutual fund investments. Please note that this overview is not meant to be exhaustive and some of these risks may not apply to all mutual funds. Investors should carefully read the fund's prospectus before making any investment and discuss any questions with their Financial Advisor.

Portfolio Risk. The performance of each fund is highly dependent on the expertise and abilities of the fund's Adviser, portfolio managers and any subadvisers hired directly by the Adviser, as applicable. The death, incapacity or retirement of the Adviser's portfolio management team or a key member of the team could adversely affect its performance. There is no assurance that the investment approach used by the Adviser or any subadvisers retained in the future will be successful, and certain funds may be more or less successful than others.

Equity Risks. Common stocks and other equity securities generally are the riskiest investments in a company and their prices fluctuate more than those of other investments. They reflect changes in the issuing company's financial condition and changes in overall market and economic conditions. It is possible that a fund investing in equity securities may lose a substantial part, or even all, of its investment in a company's stock.

Industry Concentration Risk. A fund may concentrate its investments in a particular industry or business segment. To the extent that a fund assumes a large position in a particular industry or business segment, that fund will be more exposed to the price movements of companies in that industry more than a more broadly diversified investment and that fund may perform poorly during a downturn in that industry.

Credit and Interest Rate Risks. Credit risk is the risk that the issuer of a bond will not make principal or interest payments when they are due. Even if an issuer does not default on a payment, a bond's value may decline if the market anticipates that the issuer has become less able or less willing, to make payments on time. Even high-quality bonds are subject to some credit risk. However, credit risk is higher for lower quality bonds. Bonds that are not investment grade involve high credit risk and are considered speculative

The value of bonds generally can be expected to fall when interest rates rise and to rise when interest rates fall. Interest rate risk is the risk that interest rates will rise, so that the value of a fund's investments in bonds will fall. The impact of changes in the general level of interest rates on lower quality bonds may be greater or less than the impact on higher quality bonds.

Derivatives Risk. Some funds may use derivatives. The use of derivatives, including structured securities, because of their increased volatility and potential leveraging effect, may adversely affect a fund. For example, securities linked to an index and inverse floating rate securities may subject a fund to the risks associated with changes in the particular indices, which may include reduced or eliminated interest payments and losses of invested principal. Such investments, in effect, may also be leveraged, magnifying the risk of loss. Even when derivative instruments are used for hedging purposes, there can be no assurance that the hedging transactions will be successful or will not result in losses, and those losses may exceed the percentage of a fund's assets actually invested in such instruments.

Non-Diversification Risk. Certain funds may be non-diversified, investing in securities of a smaller number of issuers. In that event, the fund's risk is increased because developments affecting an individual issuer may have a greater impact on the fund's performance.

It is also possible that two or more funds' investments may on occasion take substantial positions in the same security or group of securities at the same time. A possible lack of diversification caused by these factors could result in rapid changes in the value of the investment.

Liquidity Risk. Some funds may invest a portion of their net assets in illiquid securities. Illiquid securities face the risk that they may not be readily sold, particularly at times when it is advisable to do so to avoid portfolio losses. In addition, certain funds, such as interval funds, do not allow daily liquidity and instead offer liquidity windows.

Repurchase Agreement Risk. Some funds may invest in securities as part of a repurchase agreement, where the fund buys a security from a counterparty, which agrees to repurchase the security at a mutually agreed upon time and price in a specified currency. If a counterparty to a repurchase agreement defaults, a fund may suffer time delays and incur costs or possible losses in connection with the disposition of the securities underlying the repurchase agreement. In the event of default, instead of the contractual fixed rate of return, the rate of return to a fund will depend on intervening fluctuations of the market values of the underlying securities and the accrued interest on the underlying securities. In that event, a Fund would have rights against the counterparty for breach of contract with respect to any losses resulting from those market fluctuations.

Other Investment Companies. Certain funds, often referred to as "funds of funds" may invest, to the extent consistent with applicable law, in other investment companies including exchange traded funds and affiliated or unaffiliated money market funds. The return on investments in other investment companies will be reduced by the operating expenses, including investment advisory and administration fees, of the investment companies and there will be a layering of certain fees and expenses. Unlike traditional open-end mutual funds, the shares of exchange traded funds are bought and sold based on market values throughout each trading day. For this reason, shares may trade at a premium or a discount to their net asset value. If an exchange traded fund held by a fund trades at a discount to net asset value, the fund could lose money even if the securities held by the exchange traded fund appreciate in value.

Risks Associated with Alternative Mutual Funds (AMF). UBS may offer certain funds commonly known as Alternative Mutual Funds (e.g., Long/Short Equity, Managed Futures, Market Neutral, Multi-alternative, and Bear Market). These funds commonly invest in alternative investments including, but not limited to, commodities, foreign currencies, and derivatives, and may employ a flexible approach to invest widely across asset classes and use complicated and/or aggressive investment strategies such as leveraging and short selling to manage their portfolios.

The level and type of risk associated with alternative mutual funds may vary significantly from one fund to another. It is important to understand the investment strategies and underlying products from which a particular alternative mutual fund derives its value in order to evaluate its risks, fees, and potential benefits. Alternative mutual funds may be subject to a number of risks including increased volatility and greater potential for loss and may not be suitable for all investors.

Risks Associated with High Yield and floating rate mutual funds. High yield and floating rate mutual funds both invest primarily in *below investment grade* securities (sometimes called junk bonds). **High yield securities and unrated securities of similar credit quality are subject to greater levels of credit and liquidity risks. High yield securities are considered primarily speculative with respect to the issuer's continuing ability to make principal and interest payments.** High yield securities often maintain a rating below investment grade by one or more of the nationally recognized statistical rating organizations or may not maintain a rating.

The "Floating rate" feature of "floating rate" mutual funds, indicates that the interest rate tied to the underlying portfolio instruments will rise and fall, or float, with the variable rate changes and market conditions. Interest rate adjustments typically occur every 30 – 90 days. Investors should take interest rate spreads, credit quality, and collateral into account when considering the fund's portfolio.

High yield and floating rate funds are speculative in nature and may be subject to increased price volatility, increased credit risk, illiquidity, and the possibility of default of certain securities. Each of these risks may impact the value of your portfolio. These funds do not maintain a stable net asset value and should not be considered cash alternative funds. You can lose money in these funds. Unlike money market mutual funds, the investment objective is not to maintain a stable net asset value.

For more information about these types of funds and the risks that may be associated with them, please refer to the fund's prospectus.

Questions

If you have questions about mutual funds, please contact your Financial Advisor.

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