Income Taxes

Q Do I report any current earnings on my account to the IRS?
A No. Do not report any current earnings from your 457 Plan or 401(a) Plan on either your federal or state income tax forms. Any current earnings on your contributions are tax-deferred until withdrawn. Representatives of GWFS Equities, Inc. are not registered investment advisors and cannot offer financial, legal or tax advice. Please consult with your financial planner, attorney and/or tax advisor as needed.

Q How much will my distribution be taxed?
A When you take a distribution at the occurrence of one of the qualifying events listed on the previous page and such distribution is an eligible rollover distribution, a mandatory 20% of your distribution will be withheld for federal income tax. You may owe more or less than 20% depending on your specific tax situation. Applicable state taxes are also withheld. For both Plans, your distribution is taxed based on your current tax rate at the time of distribution. For the 401(a) Plan, distributions made prior to age 59½ may be subject to an additional 10% federal tax penalty.

Fees

Q What are the fees to participate in SoonerSave?
A For the 457 Plan, the participation fee is $2 per quarter regardless of the number of transactions made, the investment options you choose, or your account balance. The fee pays for administrative, recordkeeping, trustee and communication services. For the 401(a) Plan, there is an additional fee of $1 per quarter for communication services.

Q Are there any fees for the investment options?
A Each investment option has an investment management fee that varies by investment option. These fees are deducted by each investment option’s management company before the daily price or performance is calculated. Fees pay for trading individual securities in the underlying investment options and other management expenses. Funds may impose redemption fees on certain transfers, redemptions or exchanges. Asset allocation funds may be subject to a fund operating expense at the fund level, as well as prorated fund operating expenses of each underlying fund in which they invest. For more information, please refer to the fund prospectus. Funds are subject to the risks of the underlying funds. There may be a recordkeeping or administrative fee for investing in certain investment options. Please contact your Empower Retirement representative for more information about any potential investment option fees.

Q Are there any distribution fees?
A There are no distribution fees for either Plan.

SoonerSave

SoonerSave is one retirement savings program with two components: the Deferred Compensation (457) Plan and the Savings Incentive 401(a) Plan. Your contributions are deferred into the 457 Plan and the $25 employer contribution from the State of Oklahoma is contributed to the 401(a) Plan.

General Questions and Answers About SoonerSave

Q What is the Deferred Compensation Plan?
A The Deferred Compensation Plan was created based on Internal Revenue Code section 457(b). Commonly called a 457 plan, the Deferred Compensation Plan allows eligible employees to supplement any existing retirement/pension benefits by contributing and investing pre-tax dollars through voluntary salary deferrals. Contributions and any earnings grow tax-deferred until money is withdrawn, usually during retirement when the participant is typically receiving less income and, therefore, may be in a lower tax bracket than while working.

Q What is the Savings Incentive Plan?
A The Savings Incentive Plan was created based on Internal Revenue Code section 401(a) and is another type of retirement plan designed to allow employers to supplement employees’ existing retirement/pension benefits by contributing to a plan on the employees’ behalf. As with a 457 plan, contributions and any earnings grow tax-deferred until money is withdrawn, usually during retirement when the participant is typically receiving less income and, therefore, may be in a lower tax bracket than while working.

Q How do I know if I am eligible to participate in SoonerSave?
A Generally, all current employees of the State of Oklahoma are eligible to participate in SoonerSave. Please see your Agency Coordinator if you have questions about your eligibility.

Q Why should I participate in SoonerSave?
A If you are interested in saving and investing additional money for retirement and/or reducing the amount of current state and federal income tax you pay each year, SoonerSave can be an excellent tool. Even better, the State of Oklahoma also provides an employer contribution of $25 per month through the 401(a) Savings Incentive Plan.

Q Is there any reason why I should not participate in SoonerSave?
A Participating may not be advantageous if you are experiencing financial difficulties, have excessive debt, do not have an adequate emergency fund (in an easy-to-access account), or expect to be in a higher tax bracket during your retirement. Please keep in mind that you cannot withdraw your account balances until the occurrence of Plan-designated distribution events. For example, the Deferred Compensation Plan prohibits in-service withdrawal of funds except for “unforeseeable emergencies.” Withdrawals from the 401(a) Plan are only available upon severance of employment.

Q How are SoonerSave’s assets protected?
A All SoonerSave assets are held in trust for the exclusive benefit of SoonerSave participants and their beneficiaries. This means that the Plans’ assets are not subject to the claims of state creditors in the unlikely event of the state’s bankruptcy.

Q Does participation in SoonerSave affect my Social Security benefits or reduce my state pension/retirement benefits?
A No. SoonerSave is a supplementary retirement program and does not replace or reduce your state retirement benefits or Social Security benefits.

Core securities, when offered, are offered through GWFS Equities, Inc. and/or other broker dealers. Brokerage services provided by TD Ameritrade Inc., member FINRA/SIPC. TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. All rights reserved. Used with permission. Additional information can be obtained by calling TD Ameritrade at (866) 766-4015. TD Ameritrade and GWFS Equities, Inc. are separate and unaffiliated.

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The Nuts & Bolts of SoonerSave

Getting Started

Q What is the contribution amount?
A The minimum payroll contribution to the 457 Plan is $25 monthly or $11.54 biweekly. You may contribute up to 100% of your includible compensation per year or the maximum shown below (whichever is less). If you reach age 50 during the calendar year, you can take advantage of the “Age 50+” Catch-Up provision and contribute an additional amount as shown below.

<table>
<thead>
<tr>
<th>Year</th>
<th>Regular Maximum Contribution Limit</th>
<th>Age 50+ Catch-Up</th>
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<tbody>
<tr>
<td>2015</td>
<td>$18,000</td>
<td>$6,000</td>
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The total you can contribute using the Age 50+ Catch-Up provision is $24,000 in 2015. As long as you are actively contributing to SoonerSave through the 457 Plan, the State of Oklahoma will contribute $25 per month to the 401(a) Plan.

Q How do I enroll?
A To enroll in SoonerSave, just complete an Enrollment Form indicating the amount you wish to contribute to the 457 Plan and your investment option selections for both Plans.

Q What are my investment option choices?
A Your choices for both Plans include a wide array of investment options. You may also choose to use the Self-Directed Brokerage (SDB) option, for the 457 Plan only, provided by TD Ameritrade. The SDB account is intended for knowledgeable investors who acknowledge and understand the risks associated with the investments contained in the SDB account.

Managing Your Account

Q How do I keep track of my account?
A You contribute to the Deferred Compensation Plan (457 Plan) and the State of Oklahoma contributes to the Savings Incentive Plan (401(a) Plan) on your behalf. If you wish to check your account balance and move money among investment options at any time, you will receive a separate statement from TD Ameritrade that will detail the investment holdings and activity within your SDB account, including any fees and charges imposed in connection with the SDB.

Q How do I log in to my online account?
A A Username is required to log in to your account at www.soonersave.com. If you do not already have a Username, click on the “Don’t Have a Username? Register Here” link. Your SSN and PIN are required to register for a Username. If you have already registered for a Username but have forgotten it, click on the “Forgot your Username?” link. Your SSN and PIN are required for this feature also.

Q How do I request a PIN?
A To request a new PIN or to obtain a copy of your existing PIN, call KeyTalk at (877) 538-3457 to speak to a representative.

Q How do I make investment option changes?
A Use your PIN and Username to access either Plan account via the website at www.soonersave.com or KeyTalk at (877) 538-3457. You can then:

- Move all or a portion of your existing balance among investment options,
- Change how your contributions are invested.
- Change your investment options.
- Make a wise choice. Join SoonerSave Today.

Transfers/Rollovers

Q May I roll over my account from my former employer’s retirement plan into my SoonerSave account?
A Yes. Approved balances from other governmental 457 plans can be rolled into the SoonerSave 457 Plan. Approved balances from other 401(k), 401(a) or 403(b) plans or an IRA can be rolled into the Savings Incentive 401(a) Plan. Contact the SoonerSave Administrative Office for more information.

Q May I roll over my account if I leave employment with the State of Oklahoma?
A If you leave employment with the state, you can roll your account balance(s) to a 401(a), 401(k), 403(b) or governmental 457(b) plan if your former employer accepts this type of rollover. You can also roll over your account(s) into an IRA.

Q How do I roll over my account(s) into an IRA?
A Please keep in mind that if you roll your 457 Plan balance to a 401(k), 403(b) or 401(a) plan or to an IRA, those funds withdrawn before age 59½ may be subject to a 10% federal tax penalty.

Withdrawals

Q When can I withdraw from my account?
A For both Plans, you may withdraw only when you:

- Retire,
- Reach age 70½ (457 Plan only),
- Sever employment with the state,
- Die (your beneficiary receives your benefits), or
- Suffer an unforeseeable emergency while participating in the 457 Plan.

Q What are my distribution options?
A Upon severance of employment or retirement, you may withdraw your balance in the Plans and continue to have full access to maintain your accounts. Plus, any growth will continue to be tax-deferred. You are not required to take a distribution from SoonerSave until April 1 of the year following the year in which you reach age 70½.

Please consider the investment objectives, risks, fees and expenses carefully before investing. For this and other important information, you may obtain mutual fund prospectuses and disclosure documents from your registered representative. For prospectuses on the Self-Directed Brokerage, contact TD Ameritrade at (866) 766-4015. Read them carefully before investing.

The account owner is responsible for keeping the assigned PIN confidential. Please contact Empower Retirement immediately if you suspect any unauthorized use.

2 Access to KeyTalk and/or any website may be limited or unavailable during periods of peak demand, market volatility, system upgrades/maintenance or other reasons. Transfer requests made via the website or KeyTalk received on business days prior to close of the New York Stock Exchange (3:00 p.m. Central Time or earlier on some holidays or other special circumstances) will be initiated at the close of business the same day the request was received. The actual effective date of your transaction may vary depending on the investment option selected.

3 You are encouraged to discuss rolling money from one account to another with your financial advisor/planner, considering any potential fees and/or limitation of investment options.

4 Withdrawals may be subject to ordinary income tax. Withdrawals made prior to age 59½ may incur a 10% early withdrawal penalty. The 10% early withdrawal penalty does not apply to 457 Plan withdrawals.

When you do decide to take a distribution from SoonerSave, you have great flexibility in how you structure the distribution payments to fit your retirement income needs. To receive distributions over time, you may change the amounts or the method of payments at any time. You may structure distributions as follows:

- Lump-sum or partial payment,
- Periodic payments,
- A rollover into a governmental 457, 401(k), 401(a) or 403(b) plan or an IRA.

What happens to my money when I die?
A If you die before you select a payment distribution method, your designated beneficiary(ies) (as indicated on your Enrollment Form or most recent Beneficiary Designation Form) will receive the full value of your account(s) at the time they elect a distribution.

If you die after you have selected a payment distribution method, your beneficiary(ies) will receive the amount of your remaining account balance (if any) to which they are entitled. Your beneficiary must contact the SoonerSave Administrative Office to apply for a distribution.
The Nuts & Bolts of SoonerSave

Getting Started

Q Who contributes?
A You contribute to the Deferred Compensation Plan (457 Plan), and the State of Oklahoma contributes to the Savings Incentive Plan (401(a) Plan) on your behalf.

Q What is the contribution amount?
A The minimum payroll contribution to the 457 Plan is $25 monthly or $11.54 biweekly. You may contribute up to 100% of your includible compensation per year or the maximum shown below (whichever is less). If you reach age 50 during the calendar year, you can take advantage of the “Age 50+” Catch-Up provision and contribute an additional amount as shown below.

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A Empower Retirement™ will mail a combined quarterly account statement showing your account activity and balance for both Plans. You can check your account balance and move money among investment options at any time. Use your Personal Identification Number (PIN) and Username to access either Plan account via the website at www.soonersave.com or toll free through KeyTalk at (877) 538-3457, 24 hours a day, seven days a week.

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The State of Oklahoma Deferred Compensation Plan and Savings Incentive Plan Work Together As... SoonerSave!

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### Features & Highlights

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