

Summary Plan Description and Prospectus

for the

NiSource Inc. Retirement Savings Plan

Specifically designated portions of this document constitute part of a prospectus covering securities that have been registered under the Securities Act of 1933. This document covers NiSource Inc. common stock offered through the NiSource Inc. Retirement Savings Plan. These securities have not been approved or disapproved by the Securities Exchange Commission, nor has the Commission passed upon the adequacy of this Summary Plan Description and Prospectus. Any contrary representation is a criminal offense.

This Summary Plan Description Applies to Eligible NIPSCO Union Employees.

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Table of Contents

INTRODUCTION	1
Plan Overview	3
About This Plan Summary	3
Highlights of the Plan	4
PARTICIPATING IN THE PLAN	5
Eligibility and Enrollment	5
When Participation Begins	5
When Participation Ends	6
CONTRIBUTIONS	7
Employee Contributions	7
Rollover Contributions	9
Company Contributions	9
INVESTMENT OF ACCOUNT BALANCES	12
Your Investment Options	12
Additional Information Relating to the Investment Options	13
Limiting Investment Liability	16
Available Stock Information	16
IN-SERVICE WITHDRAWALS	18
Access to Your Account While Employed	18
Loans	18
Hardship Withdrawals	19
Other In-Service Withdrawals	20
RECEIVING YOUR PLAN BENEFIT	22
When Your Benefit is Paid	22
Forms of Benefit Payment	22
DEATH BENEFITS	23
Form and Timing of Death Benefit	23
Designation of Beneficiary	23
IN THE EVENT OF DIVORCE OR DISSOLUTION	25
Beneficiary Designations After Divorce/Dissolution	25
Qualified Domestic Relations Order (QDRO)	25
TAX CONSEQUENCES	26
How and When Your Plan Benefits Are Taxed	26
Contributions	26
Distributions	27
Rollovers	27
SITUATIONS AFFECTING YOUR PLAN	28
Benefits	28

CLAIMS FOR BENEFITS	29
Applying for Your Plan Benefit	29
Claim Denial and Appeal Process	29
Benefits Paid to Other Parties.....	30
ADDITIONAL INFORMATION.....	31
Amendment or Termination of the Plan.....	31
Benefits Are Not Insured.....	31
Collective Bargaining Agreements.....	31
No Guarantee.....	31
Plan Expenses.....	31
Plan Statements	31
ADMINISTRATIVE INFORMATION	33
ERISA RIGHTS.....	35
APPENDIX 1	37

INTRODUCTION

NiSource Inc., Northern Indiana Public Service Company LLC (“NIPSCO”)¹ and any other affiliated companies that have adopted the NiSource Inc. Retirement Savings Plan (the “Plan”) (collectively or individually, as the context requires, referred to as the “Company”), offer the Plan in order to help its Eligible Employees to financially prepare for their retirement years. Accordingly, the Plan is designed to provide you with retirement benefits when you terminate employment with the Company.

Why save through the Plan?

- ♦ *Automatic Payroll Deductions:* Often, the most difficult part about saving is doing it regularly and consistently. With the Plan, you decide how much to contribute. You can contribute from 1% to 50% of your eligible compensation on a pre-tax or Roth basis and up to 25% on an after-tax basis (subject to IRS limitation). That amount is automatically deducted from your paycheck. In addition, you can make “catch-up” contributions commencing in the year you turn age 50. You are always 100% vested in your own contributions to your account.
- ♦ *Company Matching Contributions:* The Company matches a portion of your contributions every payroll period (catch-up contributions are not matched). You are always 100% vested in your Company matching contributions.
- ♦ *Tax Advantages:* The Plan offers the option of saving on a before-tax basis -- meaning your contributions are deducted from your pay before most taxes have been withheld, effectively lowering your taxes today. In addition, the investment earnings of your Plan account are not taxed until you withdraw them from your account. Alternatively, if you choose to make Roth contributions, your contributions are made with after-tax dollars, so there is no immediate tax benefit. However, distributions of Roth contributions and associated earnings from the Plan will generally be tax-free once you reach age 59^{1/2} and five years have passed since the first day of the year in which you made your first Roth 401(k) contribution.
- ♦ *A Variety of Investments:* Regardless of your goals or investment preferences, the funds offered through the Plan fit a wide range of “comfort” levels (i.e., different investment risk levels). You decide how your contributions are invested among a variety of investment options.
- ♦ *Flexibility:* With the Plan, you are never locked into just one way of saving or investing. Recognizing that your needs change over time, the Plan allows you to frequently change your investment elections and contribution amounts.
- ♦ *Access Before Retirement:* Although the goal of the Plan is to help you save for retirement through long-term investment, there may be times before retirement when you need your money. Depending on your circumstances, you may be able to borrow from part of your account for those needs. You may request a withdrawal from your rollover or after-tax contributions at any time, which may be subject to tax consequences.
- ♦ *Benefit Payment Options:* If you leave the Company, you generally can elect the following benefit payment options: defer payment (until no later than your “required beginning date”, as described further in the “Receiving Your Plan Benefit” section below), take a lump sum distribution, receive installment payments, or roll over your account. If you die, your designated beneficiary or beneficiaries will be eligible to receive your Plan account.

¹ Effective as of July 1, 2011, Kokomo Gas and Fuel Company (“Kokomo”) and Northern Indiana Fuel & Light Company (“NIFL”) merged with and into NIPSCO. If you were an employee of Kokomo or NIFL, references to NIPSCO in this Summary will generally apply to you, unless otherwise noted.

- ◆ *Benefit Information Access:* You can call Fidelity Benefits Service Center at **1-800-305-401k** (4015) for your Account information, 24 hours a day, seven days a week. You can also visit NetBenefits at www.401k.com to view your account online.

Plan Overview

The Plan is a “**401(k)**” plan. The term “401(k)” refers to a specific section of the Internal Revenue Code that authorizes this type of plan. This term describes the feature of the Plan that permits you to elect to have the Company contribute a portion of your pay from the Company to the Plan. These payments to your Account are called “**Elective Deferral Contributions**” or, if applicable, “**Catch-Up Contributions.**” The Plan also allows you to make “**After-Tax Contributions**” to your Account. The Company makes “**Matching Contributions**” to encourage employees to participate in the 401(k) savings program. The Plan also permits you to make “**Rollover Contributions**” to the Plan from another qualified retirement plan. (See “Rollover Contributions” section).

As a participant in the Plan, you will have a separate account (an “**Account**”) established which will hold your share of all contributions to the Plan. Under the Plan, you will not receive a fixed dollar amount of retirement benefits. Instead, your actual distribution of funds will depend on the amount of your Account at the time you receive your benefit. At your retirement or termination of your employment, you are entitled to receive a distribution equal to the value of your Account. The balance of your Account will reflect the amount of the contributions that you made to your Account and contributions made by the Company, plus the return on your investments for the period of time you participated in the Plan.

The NiSource Benefits Committee (the “**Committee**”) serves as administrator for the Plan (the “**Plan Administrator**”). The Plan Administrator utilizes Fidelity Investments (“**Fidelity**”) to carry out a number of administrative tasks for the Plan. In addition, the Plan Administrator in its discretion may also delegate other administrative tasks to the Company’s Human Resource Department or other designated individuals. See “Administrative Information” found later in this Summary. A trust fund (“**Trust Fund**”) has been established for the purpose of holding funds contributed to the Plan. The Trust Fund is administered by a trustee (the “**Trustee**”) appointed by the Committee. The Committee oversees all investment options offered under the Plan. You are permitted to direct the investment of the money in your Account.

About This Plan Summary

This handbook serves as a Summary Plan Description (“**SPD**” or “**Summary**”) of the Plan, prepared in accordance with the Employee Retirement Income Security Act of 1974, as amended (“**ERISA**”). It is not intended to be a complete description of the Plan, but merely a brief summary of Plan highlights. This Summary is based on official documents that may include policies, contracts, plans and trust agreements. Note that this Summary is not an invitation to participate in the Plan nor is it an offer to buy or sell securities. Your rights and benefits under the Plan are determined by the actual provisions of the Plan. Although every effort has been made to ensure that this explanation of the Plan is accurate, the official Plan document will always govern if there is any conflict between that document and this Summary. Likewise, any confusion about the Plan that arises from reading this Summary should be resolved by referring to the Plan document (and separate trust agreement, if applicable). This Summary does not interpret, extend or change the Plan in any way.

This Summary describes the Plan as it operates effective as of January 1, 2020. **We strongly urge you to read this Summary in its entirety.** If you have further questions, or if you would like to read the Plan document (and/or trust agreement, if applicable), copies of the documents are available from the Company for a nominal charge.

The following designated sections of this Summary constitute part of a prospectus covering NiSource stock in the Plan: Plan Overview, Amendment or Termination of the Plan, Administrative Information, Your Investment Options, Available Stock Information, Eligibility and Enrollment, Additional Information Relating to Investment Options, Employee Contributions, Company Contributions, Plan Statements, Tax Consequences, Receiving Your Plan Benefit, In-Service Withdrawals, Benefits Paid to Other Parties, Situations Affecting Your Plan Benefits and Appendix 1. Further, with respect to the Available Stock Information section and Appendix 1, these portions of the document are included solely to satisfy certain prospectus disclosure requirements under Securities and Exchange Commission rules and are not considered to be parts of the Plan’s SPD.

While the Committee intends to continue the Plan described in this Summary, the Committee reserves the right to change, modify or discontinue the Plan and any of its terms at its discretion.

Highlights of the Plan

	ELECTIVE DEFERRAL CONTRIBUTIONS	AFTER-TAX CONTRIBUTIONS
VESTING	100% vested in your Elective Deferral Contributions, Catch-Up Contributions & the Company Contributions made to your Account and earnings	100% vested in your After-Tax Contributions and earnings
EMPLOYEE CONTRIBUTION (See “Employee Contribution” Section)	Can choose to contribute from 1% to 50% of your compensation. The maximum Elective Deferral Contribution under IRS limits for 2020 is \$19,500	Can choose to contribute up to 25% of your compensation, subject to annual IRS limits (your combined Elective Deferral (including Catch-Ups) & After-Tax Contributions cannot exceed 75%)
“CATCH-UP” CONTRIBUTIONS AT AND AFTER AGE 50 (See “Catch-Up Contributions” Section)	\$6,500 in 2020 <i>Catch-Up contributions are not eligible for match</i>	N/A
COMPANY CONTRIBUTIONS	See “Company Contributions”	See “Company Contributions”
OVERALL ANNUAL CONTRIBUTION LIMIT	The total amount of Elective Deferral Contributions, After-Tax Contributions and Company Contributions contributed to your Account cannot exceed \$57,000 for 2020. If you are eligible to make Catch-Up contributions, the overall annual contribution limit is \$63,500 for 2020.	
ELIGIBLE COMPENSATION	See “Compensation” as referenced under the “Contributions” section	See “Compensation” as referenced under the “Contributions” section
TAX ADVANTAGES	For pre-tax contributions—Your contributions <i>and</i> earnings are not taxed until distribution For Roth contributions – You pay taxes on your own contributions, but all earnings are tax free, even at distribution, provided certain requirements are met.	You pay taxes on your own contributions, but earnings are not taxed until distribution.
LOANS	Loans are available, subject to IRS rules and Plan restrictions	Loans are available, subject to IRS rules and Plan restrictions
IN-SERVICE WITHDRAWALS	<ul style="list-style-type: none"> • After age 59-½ • Company Contributions, under certain circumstances • Hardships 	<ul style="list-style-type: none"> • Withdrawals of After-Tax Contributions can be made for any reason
DISTRIBUTION OPTIONS	<ul style="list-style-type: none"> • Lump Sum • Installments 	<ul style="list-style-type: none"> • Lump Sum • Installments
SURVIVOR BENEFIT	Yes	Yes

PARTICIPATING IN THE PLAN

Eligibility and Enrollment

You must be an “**Eligible Employee**” to actively participate in the Plan (i.e., to become a “Participant” in the Plan). As a NIPSCO Union Employee, you are eligible to participate in the Plan to the extent provided by the collective bargaining agreement that applies to you. In general, you are eligible to participate in the Plan as of the first pay period after your employment begins (or as soon as administratively practicable thereafter). Leased employees, interns, and independent contractors are not Eligible Employees.

How to Enroll

If you would like enroll in the Plan, or adjust the automatic Pre-Tax Contribution amount (see below), you may do so through the Fidelity Benefits Service Center. As a newly eligible Participant, you will receive an enrollment packet with the enrollment, beneficiary designation and investment option forms. You may enroll in the Plan online at NetBenefits at www.401k.com or contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015). To enroll, you will need to:

- Set up a Personal Identification Number (PIN);
- Elect what percentage of your Compensation you want to contribute to the Plan;
- Elect if your contributions should be deducted from your pay on a pre-tax, Roth (see “Contributions” section) or after-tax basis; and
- Elect the funds in which you want your contributions to be invested.

You will receive a written confirmation of the elections you make when you enroll in the Plan within 7 to 10 business days after enrolling. Alternatively, if you have elected to receive electronic communications regarding the Plan, you will receive a confirmation via email of your elections within 48 hours after enrolling.

Your actual payroll deductions will begin as soon as administratively possible.

Automatic Enrollment and Opting Out

Although participation in the Plan is voluntary, if the Plan’s automatic enrollments provisions apply to you as described below under the “Contributions” section, you will be deemed to defer a percentage of your Compensation (an “**automatic Pre-Tax Contribution**”) unless you direct otherwise. You may elect not to participate in the Plan (and avoid automatic enrollment) by contacting Fidelity Benefits Service Center at **1-800-305-401k** (4015) or online at www.401k.com and completing the necessary forms to “opt out” of automatic enrollment in the Plan. Provided you have returned any required forms or completed the online process, your opt out election will be effective as soon as administratively practicable following your Plan eligibility date or any following monthly date.

When Participation Begins

As an Eligible Employee, you can elect to be automatically enrolled in the Plan as described above. Alternatively, you can enroll in the Plan and become a Participant on the first pay period after you begin employment (or as soon as administratively feasible thereafter). To enroll in the Plan (or change deferral elections if you were automatically enrolled in the Plan), you can log on to NetBenefits at www.401k.com or contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015). Typically, you can expect your deductions to begin one or two pay periods after enrollment. **Please note:** there are no retroactive deductions for pay periods that occurred prior to your enrollment being processed.

When Participation Ends

Your participation in the Plan ends when:

- You are no longer an Eligible Employee;
- The Company terminates its participation in the Plan;
- The Plan ends; or
- You die.

Participation Upon Re-employment

Once you become a Participant in the Plan, you will continue to participate in the Plan as long as you are an Eligible Employee of the Company. If you terminate employment with the Company, your participation in the Plan (*i.e.*, additional contributions going into your Account) stops automatically on your date of termination. If you terminate employment after becoming a Participant and later return to employment, you are eligible to participate in the Plan as soon as administratively practicable following the date on which you are re-employed. You must re-enroll in the Plan to begin participating after your re-employment. Alternatively, if applicable and if you do not re-enroll in the Plan after your re-employment, you may participate in the Plan again pursuant to the automatic enrollment and opt out provisions described above.

CONTRIBUTIONS

Your retirement benefits from the Plan will be funded from contributions you and the Company make to your Account and from your Account's earnings on these contributions. A number of different types of contributions may be made, and different rules and conditions apply to each type of contribution.

Some of the different types of contributions are based on or affected by your "Compensation" from the Company. Except as provided below, your "**Compensation**" means your aggregate basic annual salary or wages and commissions paid by the Company, plus the following additional items: (1) any one-time payments in lieu of salary increases for a given year (*i.e.*, lump-sum merit pay); (2) any pre-tax contributions made to this Plan, a Company cafeteria plan, or a qualified transportation fringe benefit program (*e.g.*, a pre-tax parking program); and (3) any amounts deferred to a nonqualified plan maintained by the Company. The following exceptions to this general definition apply:

- For NIPSCO Union Employees who are FAP Participants² (including former NIFL Union Employees and former Kokomo Union Employees), "Compensation" shall be determined as described above and shall also include the following amounts: (i) annual incentive payments, (ii) overtime, and (iii) shift differentials.
- For NIPSCO Union Employees who are AB I Participants,³ "Compensation" for purposes of calculating participant contributions (*i.e.*, Elective Deferral Contributions, After-Tax Contributions and Catch-Up Contributions) means taxable wages subject to reporting on Form W-2, plus the following additional items: (a) any one-time payments in lieu of salary increases for a given year (*i.e.*, lump-sum merit pay), (b) any pre-tax contributions made to this Plan, a Company cafeteria plan, or a qualified transportation fringe benefit program (*e.g.*, a pre-tax parking program), (c) commissions, (d) performance-based pay, and (e) overtime payments.

The Internal Revenue Service ("**IRS**") limits the amount of your Compensation that can be considered under the Plan. The limit is \$285,000 for 2020.

Employee Contributions

Elective Deferral Contributions and After-Tax Contributions

You may elect to have the Company make Elective Deferral Contributions (explained below) and After-Tax Contributions to your Account by electing to reduce the Compensation otherwise payable to you. As a Participant, you can elect to contribute by payroll deductions from 1 percent to 50 percent of your eligible Compensation on a combined pre-tax or Roth basis ("**Elective Deferral Contributions**") and up to 25 percent on an after-tax basis ("**After-Tax Contributions**"). Your combined Elective Deferral Contributions (including Catch-Up Contributions explained further below) and After-Tax Contributions cannot exceed 75 percent of your Compensation (subject to annual IRS limits).

The maximum amount you may contribute annually to the Plan as an Elective Deferral Contribution for 2020 is \$19,500 (unless you are eligible to make additional Elective Deferral Contributions known as "**Catch-Up Contributions**," explained below). Periodically, this limit will be further adjusted by the IRS to reflect changes in the cost of living.

Under the Plan, there are **two types of Elective Deferral Contributions**:

² "FAP Participants" are NIPSCO Union Eligible Employees who participate in the FAP Benefit under the applicable pension plan sponsored by NiSource Inc.

³ "AB I Participants" are NIPSCO Union Eligible Employees who participate in the "Account Balance Option" (or "AB I" benefit) under the applicable pension plan sponsored by NiSource Inc.

- **Pre-Tax Contributions.** Currently, you may make Elective Deferral Contributions to the Plan by reducing your Compensation on a pre-tax basis in a specified percentage (“**Pre-Tax Contributions**”). All of your Pre-Tax Contributions are generally made before taxes are withheld. This means that you generally pay no federal or state income tax on the amount you defer until it is later withdrawn or paid to you as a retirement benefit.
- **Roth Contributions:** You may also elect to have all or a portion of your Elective Deferral Contributions under the Plan treated as designated Roth contributions (“**Roth Contributions**”). Roth Contributions are still considered Elective Deferral Contributions, but unlike Pre-Tax Contributions, Roth Contributions are included in your gross income and are taxed at the time they are contributed to the Plan. Qualified distributions of Roth Contributions and earnings will be tax free.⁴

Accordingly, you can elect to make Pre-Tax Contributions, Roth Contributions, or both, subject to the limitations stated above (\$19,500 for 2020 or, if less, 50% of your Compensation). As noted above, in addition to these Elective Deferral Contributions, you may also elect to make After-Tax Contributions to your Account. While After-Tax Contributions and Roth Contributions are both contributed on an after-tax basis, these two kinds of contributions are different under the Plan and subject to different rules and restrictions. Please consider them separately when making your Plan contribution decisions.

Automatic Contributions

If you were hired or re-hired on or after June 1, 2009, or March 1, 2009 (for former Kokomo employees), or January 1, 2008 (for former NIFL employees), you will be automatically enrolled in the Plan as of the first pay period that is 30 days from the date you are notified of the automatic enrollment. This means that amounts will be taken from your Compensation and contributed to the Plan by the Company on your behalf. These automatic contributions (also considered “**Elective Deferral Contributions**”) will be made on a pre-tax basis and will be in the amount of 6% of your Compensation each pay period.⁵ You can elect to make more or less than this percentage amount as described below (see “Changing Your Contributions”).

Catch-Up Contributions

If you reach age 50 during the calendar year and you are making the maximum Elective Deferral Contribution allowed by the Plan or the Internal Revenue Code, you may make an additional Elective Deferral Contribution (either as a Pre-Tax or Roth Contribution or a combination of both) in the form of a Catch-Up Contribution each pay period. The maximum annual Catch-Up Contribution for 2020 is \$6,500.

Catch-Up Contributions are a part of your Elective Deferral Contributions in your Account and they are fully vested and non-forfeitable at all times. Please note that these Catch-Up Contributions are not matched by the Company.

Changing Your Contributions

You may change the amount you are contributing at any time during the year, subject to any IRS limits that may apply. To increase or decrease the amount you are contributing or to suspend your contributions, go online to NetBenefits at www.401k.com or contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

Transactions are processed the same business day for transactions made by the time the market closes and the end of the next business day if you make a transaction after such time, or on the weekend or a holiday. You will receive a written confirmation of your transaction from Fidelity within 7 to 10 business days, or, if you have elected to receive

⁴ In order to be a qualified distribution, the distribution must occur after one of the following: (1) your attainment of age 59½, (2) your disability (as defined by the Internal Revenue Code), or (3) your death. In addition, the distribution must occur after the expiration of a 5-year participation period beginning in the year in which you first make a Roth Contribution to the Plan (or to another plan if such amount was rolled over into the Plan) and ending 5 years later. If a distribution is not a qualified distribution, the earnings will be taxable income (though the distribution of associated Roth Contributions will still be tax-free).

⁵ NIPSCO Union Employees hired or rehired between the applicable date indicated above and January 1, 2015 were automatically enrolled, unless a different deferral election was made, to defer three percent (3%) of Compensation.

electronic communications regarding the Plan, you will receive an email confirmation of your transaction within 48 hours. It can take up to two payroll checks for your contribution change to be processed.

Automatic Increase Program

If you would like to contribute a smaller percentage of your Compensation and automatically increase that amount over time, the Plan offers an “Automatic Increase Program” in which you can elect to participate. Under this voluntary program, you can elect to contribute a percentage of your Compensation to the Plan, which will automatically increase in 1% increments up to the limits imposed by the Plan or the IRS. In other words, after you elect to enroll in the Automatic Increase Program, unless you change your Automatic Increase Program election, the automatic increases will continue until you reach an applicable limit. Under the program, you may choose the date and frequency that the increases go into effect. Note that the Automatic Increase Program applies only to Pre-Tax Contributions you elect to make, and does not apply to Roth Contributions. For more information or to enroll, go online to NetBenefits at www.401k.com or contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

Rollover Contributions

You are permitted to roll over into the Plan pre-tax contributions from other qualified plans such as:

- Qualified retirement plans;
- Individual Retirement Account (IRAs);
- 403(b) plans; or
- Governmental 457(b) retirement plans.

By rolling over money into the Plan, you can continue to defer federal and state income tax on the money until you ultimately receive it. Rollovers are deposited into a Rollover Contribution Account within your Plan Account. You will not receive a matching contribution on any rollover you make to the Plan.

You may also be able to roll over Roth contributions from another qualified retirement plan. Note that with respect to Roth Contributions, you must satisfy a 5-year-taxable period before a distribution of Roth Contributions will be afforded the full taxation benefits available. This 5-year-taxable period will be treated as beginning with the earlier of (1) the first taxable year for which you made a Roth Contribution to the Plan, or (2) in the case of a rollover of Roth contributions from another plan, the first taxable year for which you made a Roth contribution to such plan. For more information on the rollover or distribution of Roth Contributions, see the “Contributions” and “Rollovers” portions of the “Tax Consequences” section later in this Summary.

In addition, a former employee who has retired from employment with NiSource after completing at least ten years of service and attaining age 55, and who has an account balance in the Plan, may make a rollover contribution to the Plan from any other qualified plan or individual retirement account (“IRA”).

If you want to arrange a rollover, call Fidelity Benefits Service Center at **1-800-305-401k** (4015) for more information. Note that you must specifically designate how rollover funds will be invested (i.e., rollover funds are not automatically invested in the manner you have chosen for the rest of your Account). Thus, if you arrange for a rollover contribution but fail to designate how those funds will be initially invested, the rollover amount will be invested in a default investment fund or funds established by the Committee.

Company Contributions

In addition to the contributions noted above that you can make to the Plan, you may also receive certain matching contributions made by the Company. Company “**Matching Contributions**” are additional contributions made by the

Company each pay period to your Account based on the amount that you elect to contribute to your Account. The Matching Contribution formulas applicable to NIPSCO Union Employees are as follows:

NIPSCO Union Employees Under the AB I Benefit in the NIPSCO Union Pension Plan. The Company makes a Matching Contribution each pay period to your Account equal to **75¢ for each \$1 you contribute as an Elective Deferral Contribution (Pre-Tax or Roth) and/or After-Tax Contribution (a combined total) up to the first 6% of Compensation.** So, if you contribute 6% of Compensation or more to the Plan each pay period, the Company will contribute an extra amount equal to 4.5% of Compensation to your Account. Note that the Company does not match any Catch-up Contributions. Note that, for purposes of calculating Matching Contributions, “Compensation” does not include overtime.

Here’s a look at how Matching Contributions work with your contributions to help your Account grow. Assume you make \$60,000 a year and contribute 6% of pay each pay period to the Plan. In one year of participation, your Account would accumulate \$6,300, as follows:

Example of Matching Contributions		
Your Contributions:	\$ 3,600	(\$60,000 x 6%)
Matching Contribution:	+2,700	(\$3,600 x 75%)
Total Annual Contribution:	\$ 6,300	

NIPSCO Union Participants Under the FAP Benefit (including former Kokomo Union Employees).⁶ The Company makes a Matching Contribution each pay period to your Account equal to **10¢ for each 90¢** that you contribute as an Elective Deferral Contribution (Pre-Tax or Roth). In other words, the Company makes a Matching Contribution equal to 11.1% of your Elective Deferral Contributions each pay period. Note that the Company does not match any Catch-up Contributions or After-Tax Contributions.

Here’s a look at how Matching Contributions work with your contributions to help your Account grow. Assume you make \$60,000 a year and contribute 10% of pay each pay period to the Plan. In one year of participation, your Account would accumulate \$6,666, as follows:

Example of Matching Contributions		
Your Contributions:	\$ 6,000	(\$60,000 x 10%)
Matching Contribution:	+ 666	(\$6,000 x 11.1%)
Total Annual Contribution:	\$ 6,666	

NIPSCO Union Participants Under the FAP Benefit who are former NIFL Union Employees.⁷ The Company makes a Matching Contribution each pay period to your Account equal to **50¢ for each \$1 you contribute as an Elective Deferral Contribution (Pre-Tax or Roth) up to the first 6% of Compensation.** So, if you contribute 6% of Compensation or more to the Plan each pay period, the Company will contribute an extra amount equal to 3% of Compensation to your Account. Note that the Company does not match any Catch-up Contributions or your After-Tax Contributions.

Here’s a look at how Matching Contributions work with your contributions to help your Account grow. Assume you make \$60,000 a year and contribute 6% of pay each pay period to the Plan. In one year of participation, your Account would accumulate \$5,400, as follows:

⁶ This Matching Contribution formula applies to NIPSCO Union Eligible Employees (including former Kokomo employees) who participate in the FAP Benefit under the applicable pension plan sponsored by NiSource Inc. but who were NOT previously employed by NIFL immediately prior to the merger of NIFL into NIPSCO on July 1, 2011.

⁷ This Matching Contribution formula applies to NIPSCO Union Eligible Employees who participate in the FAP Benefit under the applicable pension plan sponsored by NiSource Inc. and who were employees of NIFL immediately prior to its merger into NIPSCO on July 1, 2011.

Example of Matching Contributions

Your Contributions:	\$ 3,600	(\$60,000 x 6%)
Matching Contribution:	+1,800	(\$3,600 x 50%)
Total Annual Contribution:	\$ 5,400	

INVESTMENT OF ACCOUNT BALANCES

All contributions are deposited in the Plan's Trust Fund. The Plan generally permits you to direct the investment of your Account balance as described below. Your investment elections and the various investment options under the Plan are managed by the Plan's Trustee who is appointed by the Committee. The Committee may also employ professional investment advisors to assist in carrying out investment responsibilities. The Committee reserves the right to change investment procedures. In addition, the Committee may change the type and number of investment options which are available to you from time to time.

Note that the Trustee may invest Plan assets in short-term, interest-bearing investments or maintain in cash certain portions of the available funds during periods prior to distribution or investment, or when money is being transferred from one investment option to another. The Trustee selects the short-term investment vehicles to be used for this purpose.

Your Investment Options

The Plan offers a variety of investment options, each with a different objective. At the time of your enrollment, you must make your investment choices in whole 1% increments. For more complete information on the Plan's investment options, including historical fund performance, fees and expenses visit Fidelity NetBenefits at www.401k.com, log in and click on the plan name (NiSource Inc. RSP) and click on Investment Performance and Research, or visit the interactive tools on NetBenefits at www.401k.com. Additional help is available by calling the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

For a brief description of the investment options available under the Plan, please refer to the Appendix at the end of this document. Periodically, you will receive information about changes in the investment options available to you. Please refer to this information and the information on Fidelity's website (see above) for the most up-to-date information on your investment options.

Investment Options for Automatic Pre-Tax Contributions

If you are automatically enrolled in the Plan (under the automatic enrollment process explained above), your automatic Pre-Tax Contributions will initially be invested in a default investment fund or funds established by the Committee in compliance with applicable rules and regulations established by the Department of Labor. Currently, the Committee has designated the FIAM Target Date Funds as the default investment option for automatic contributions (see attached Appendix for further information). Unless you elect otherwise, your automatic contributions will be invested in the appropriate FIAM Target Date Fund based on your age and anticipated date of retirement. You may subsequently change this default investment by following the procedures explained in the "Changing Your Investment Election" section.

Investment Options for Company Contributions

Matching Contributions made to your Account prior to April 15, 2020 will be initially invested in the NiSource Stock Fund. Matching Contributions made to your account on or after April 15, 2020 will be initially invested in accordance with the investment elections that you select for your Account generally (or in the absence of investment elections, in the applicable default fund). Once the Matching Contributions are in your Account, you may diversify them among any of the investment options available under the Plan.

To the extent a portion of your Account is invested in the NiSource Stock Fund, you can elect whether to reinvest any dividends from the NiSource Stock Fund or receive it in cash. However, if the dividend is less than \$10, it will automatically be reinvested. If you do not make an election, your dividend will automatically be reinvested.

If you elect to receive your dividend in cash, it will be subject to income taxes in the year you receive it. However, it is not subject to the 10% penalty tax that applies to premature distributions from your Plan. No taxes will be withheld

from your dividend check. You will be responsible for making all tax payments when you file your income tax return. Applicable tax forms will be provided to you by Fidelity.

To make an election, contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

Changing Your Investment Election

You may make investment transfers (reallocations) at any time. You can move in percentages, dollar amounts, or number of shares among investment options. To make transfers in your Account, log on to NetBenefits at www.401k.com, or contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

There is generally no limit to the number of times you may change your investment elections per year, but you can make only one change per day. There may, however, be short-term trading and excessive trading restrictions as outlined in the prospectus for each investment option. Transactions are processed the same business day for transactions made by the time the market closes and the end of the next business day if you make a transaction after such time, or on the weekend or a holiday. You will receive a written confirmation of your transaction from Fidelity within 7 to 10 business days.

Additional Information Relating to the Investment Options

Investment Funds

The value of Plan accounts invested in a fund other than the NiSource Stock Fund will be net of any investment manager fees that may be charged with respect to that particular fund. The prospectus for each fund describes the fees and expenses associated with investing in that fund. You will not be charged any fees or expenses with respect to investments in the NiSource Stock Fund.

Equity securities in the funds, except for the NiSource Stock Fund, will be voted by the Trustee. If any portion of your Account is invested in the NiSource Stock Fund, you are entitled to exercise any voting, tender or similar rights attributable to the shares of such stock that are allocated to your Account. The Company will furnish the Trustee with notices and information statements when voting, tender and similar rights are to be exercised. The Trustee will notify you of each occasion for the exercise of voting, tender and similar rights and will forward copies of any proxy material within a reasonable time after it is secured from the Company or the issuer of the stock. You may elect to exercise your right by filing written voting or tender instructions with the Trustee at the time and in the form specified by the Trustee. Any instructions that you submit to the Trustee will be held in the strictest confidence and will not be divulged or released to any person including officers, directors or employees of the issuer of the stock. The Plan Administrator will establish procedures designed to safeguard the confidentiality of information as to your purchase, holding and sale of interests in the NiSource Stock Fund, and your exercise of voting, tender and similar rights with respect to common stock held therein (except to the extent necessary to comply with federal laws or with state laws that are not preempted by ERISA). The Trustee will not tender shares of stock allocated to your Account if it does not receive your instructions by the specified deadline. With respect to voting of shares, if you do not provide instructions by a deadline specified for a voting matter, the Trustee shall vote shares of the applicable stock allocated to your Account in the same proportion as it votes shares for which the Trustee did receive instructions.

If you exercise your tender rights, the proceeds obtained when your shares of such stock are sold will be invested in the available investment funds, other than the NiSource Stock Fund (if applicable), in the same proportions as are included in your investment election on file with the Plan.

Compliance with Securities Laws

The Company intends to only sell or issue shares of NiSource common stock under the Plan to the extent that such sale or issuance does not constitute a violation of applicable federal or state securities law or regulation or a violation of any other law or regulation of any governmental authority or any national securities exchange on which the NiSource common stock is then trading. As a condition to any sale or issuance of shares of NiSource common stock, the Company may place legends on shares, issue stop transfer orders, and require such agreements or undertakings as the Company may deem necessary or advisable to assure compliance with any such law or regulation, including, if

the Company or its counsel deems it appropriate, representations from the participant that he or she is acquiring the shares solely for investment and not with a view to distribution and that no distribution of the shares will be made unless registered pursuant to applicable federal and state securities laws, or in the opinion of counsel of the Company, such registration is unnecessary.

Accounting Methods Used for Record Keeping

The Plan uses units rather than shares to account for contributions to the NiSource Stock Fund. This means that your investment in these funds is maintained in units, not actual shares. Each unit has a value that is calculated by dividing the total market value of the fund by the total number of units held in the fund. The number of units you hold in the fund increases or decreases as you make contributions, withdrawals, or transfers into or out of the fund. The value of your Account in the fund at any time is equal to the unit value multiplied by the number of units you hold. To find out the approximate number of actual shares of stock represented in the NiSource Stock Fund, divide the fund value by the current share price of the applicable stock.

The other investment funds are subject to share accounting, which means that your investment in these funds is maintained in actual shares of the fund. Thus, shares are bought and sold to cover your contributions, withdrawals or transfers into or out of the fund.

Purchase and Sale of Stock Fund Holdings

NiSource stock is listed on the New York Stock Exchange. The Plan generally purchases or sells NiSource stock as soon as administratively possible after it receives any election by a participant to transfer amounts invested in this option. Each such purchase or sale will be made at the market price for the applicable stock on the New York Stock Exchange at the time of the purchase or sale.

Insider Trading Restrictions.

All transactions involving shares of NiSource common stock by any participant in the Plan, including any reallocation or transfers of account balances under the Plan that result in the acquisition or disposition of shares of NiSource common stock, are subject to the insider trading provisions of Rule 10b-5 promulgated under the Securities Exchange Act of 1934, as amended, and the Company's Securities Transaction Compliance Policy (as in effect at the time of such transaction, "**Insider Trading Policy**"). Accordingly, unless the protections of Exchange Act Rule 10b5-1 are available to the participant, a participant may not acquire or dispose of shares of NiSource common stock under the Plan at any time when a participant is in possession of material, non-public information about the Company or, with respect to participants subject to the trading window set forth in the Insider Trading Policy, during such time when the trading window is closed.

Section 16 of the Securities Exchange Act of 1934

If you are subject to the short-swing profit provisions of Section 16 of the Securities Exchange Act of 1934 (an "insider"), you may be limited in your ability to purchase and sell NiSource stock under the Plan, including in the context of loans and hardship distributions. Further information covering the operation of Section 16 to insiders will be provided by the Company.

Resale Restrictions

Although the Company has registered the sale of NiSource stock pursuant to the Plan, special restrictions may apply to the resale of the shares distributed to you from the Plan if you are an "affiliate" of the Company at the time of the resale, as such term is used in Rules 144 and 405 of the Securities Act of 1933. An affiliate of the Company may not reoffer or resell NiSource shares without further registration under the Securities Act of 1933 unless the reoffer or resale is pursuant to an applicable exemption, such as Rule 144. Generally, only the Company's executive officers would be considered affiliates of the Company. Any person who may be an affiliate may wish to consult with legal counsel before transferring any NiSource stock.

Risks Associated with Investment in NiSource Common Stock

Investment options with the potential for long-term growth generally entail higher risk of loss. That's especially true with single-stock investments, such as the NiSource Stock Fund, because the value of the stock stands on its own with no additional investments to potentially offset any losses. We strongly encourage you to carefully review your Account's investments and the amount you have invested in the NiSource Stock Fund in light of the potentially higher degree of risk related to investing in a single stock versus a mutual fund investment option, as well as diversifying risk across different types of investment options. To demonstrate the risk of volatility when investing in Common Stock, consider these examples:

Assume that your Account is worth \$100,000, 80% of that amount is invested in the NiSource Stock Fund, and the value of NiSource common stock on the New York Stock Exchange is \$27.84 per share.⁸ If the Common Stock's value on the New York Stock Exchange drops to \$20.00 while the remaining 20% of your Account maintains its value, the value of your Account would decrease by approximately 22.53% (i.e., \$22,529).

Now imagine the same facts as above, but assume the value of the NiSource common stock on the New York Stock Exchange drops more significantly – such as by 50% (the value of stock hypothetically drops to \$13.92). Your Common Stock Fund value would be worth \$40,000. If we assume no change in value for the remaining 20% of your Account, your Account would be worth \$60,000, representing an overall decline in value of 40%.

Independent Fiduciary

Effective November 25, 2019, Newport Trust Company (“**Newport Trust**”) was appointed as independent fiduciary and investment manager of the NiSource Inc. Company Stock Fund (the “NiSource Stock Fund”). Newport Trust shall at all times have the exclusive fiduciary authority under the Plan and ERISA, in its sole discretion, to determine whether continuing the NiSource Stock Fund as an investment option in accordance with the terms of the Plan is prudent under ERISA. In exercising its authority, Newport Trust is responsible for determining whether to (i) suspend or prohibit investment of future contributions in the NiSource Stock Fund; (ii) suspend or prohibit transfers of participant account balances into the NiSource Stock Fund; (iii) liquidate some or all of the shares of Common Stock held in the NiSource Stock Fund; (iv) suspend or prohibit transfer of participant account balances out of the NiSource Stock Fund during any period in which Newport Trust is directing the liquidation of some or all of the shares of Common Stock held in the NiSource Stock Fund; and (v) direct the reinvestment of the proceeds from any liquidation of shares of Common Stock held in the NiSource Stock Fund. Newport Trust has no responsibility for any investment funds under the Plan other than the NiSource Stock Fund.

The appointment of Newport Trust as independent fiduciary for the NiSource Stock Fund has no impact on the Plan participants' ability to direct the investment of their account balances in the Plan. As described in the Your Investment Options section above, Participants have the ability to direct the investment of their future contributions and/or account balances among the Plan's investment options by making an investment election in accordance with the Plan's terms, subject to Newport Trust's right to limit investment in the NiSource Stock Fund as described above.

Participants who have questions regarding the appointment of Newport Trust as a fiduciary or the NiSource Stock Fund may contact Newport Trust at nisourceplan@newportgroup.com.

For More Information About Plan Investments

Additional information about the investment options offered by the Plan is available upon request. You may request information regarding each investment option (e.g., annual operating expenses, prospectus documents, financial statements, reports and other materials) by contacting the Fidelity Benefits Service Center at **1-800-305-401k** (4015) or visit the interactive tools on NetBenefits at www.401k.com.

⁸ This reflects the price of one share of NiSource Inc. common stock (NI) as of the close of trading on Tuesday, December 31, 2019.

Results of Recent Performance of the Investment Options

The Appendix found at the end of this document includes certain information about the relative historical performance of each of the currently available investment funds. Participants are advised that past performance is not necessarily indicative of the future performance of these funds. As previously stated, periodically, you will receive materials that update the information found in the attached Appendix. Contact the Fidelity Benefits Service Center if you have questions about the investment options.

Limiting Investment Liability

The Plan is intended to meet the provisions of Section 404(c) under ERISA. This means that Plan fiduciaries (those responsible for administering the Plan) may be relieved of liability for losses resulting from your investment instructions.

As a Plan participant, you may request (and the Plan fiduciary must provide):

- A description of the annual operating expenses of each investment option (e.g., investment management fees, administrative fees and transaction costs) which reduce the rate of return to participants, and the total amount of such expenses expressed as a percentage of the investment option's average net assets.
- Copies of any annual reports, financial statements and reports, and any other materials relating to the investment options available under the Plan, to the extent such information is provided to the Plan.
- A list of the assets in the portfolio of each investment option; the value of each asset (or the proportion of the investment option which it comprises); and the fixed-rate investment contracts, the name of the bank, savings and loan association, or insurance company issuing the contract, the term of the contract and the rate of return of the contract.
- Information concerning the value of shares or units in the available investment options, as well as the past and current investment performance determined, net of expenses, on a reasonable and consistent basis.
- Information concerning the value of shares or units in the investment options held in your Account.

Available Stock Information

The Company is offering a maximum of 12,892,416 shares and an indeterminate number of participation interests in connection with the NiSource Stock Fund of the Plan. The Company most recently registered 900,000 of such shares on the Company's Form S-8 filed on November 1, 2018 (File No. 333-228102) (the "**Registration Statement**").

The Company and the Plan are required to file documents with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities and Exchange Act of 1934. All such documents filed by NiSource or the Plan after the effective date of this SPD will be considered incorporated by reference in the Registration Statement and this SPD and Prospectus until the Company or the Plan files a post-effective amendment that states that all NiSource stock offered by the Registration Statement has been sold, or deregisters all NiSource stock that remains unsold. Incorporated by reference into this Prospectus are the following documents and information filed with the SEC:

- NiSource Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2019 (filed February 28, 2020) (File No. 001-16189);
- The Plan's Annual Report on Form 11-K for the year ended December 31, 2018 (filed June 26, 2019) (File No. 001-16189);

- All other reports NiSource Inc. has filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since December 31, 2019 (File No. 001-16189); and
- The description of NiSource Inc. Common Stock set forth under the caption “Description of Capital Stock” contained in NiSource’s Amendment No. 1 to Registration Statement on Form S-4, filed on April 24, 2000 (File No. 333-33896-01), together with any amendment or report filed with the Commission for purposes of updating such description.

The Company will provide, without charge to each Plan participant, upon his or her written or oral request: (i) a copy of any of the documents incorporated by reference in the Registration Statement other than exhibits to such documents which are not specifically incorporated by reference into the information that this document incorporates, and (ii) a copy of its Annual Report to Shareholders for its most recent fiscal year. Requests for copies of these documents should be directed to the Plan Administrator as follows:

NiSource Inc.
Attention: NiSource Benefits Committee
801 East 86th Avenue
Merrillville, IN 46410
1-219-647-4334

IN-SERVICE WITHDRAWALS

Access to Your Account While Employed

In general, the Internal Revenue Code contains restrictions on when you can get access to money that has been set aside in your Account in the Plan. These restrictions are imposed because of the tax benefits you receive in conjunction with making contributions to the Plan. The Plan generally does not allow you to withdraw any portion of your Account prior to the time that you terminate employment, retire, become disabled, die, or reach age 59^{1/2}.

You are, however, permitted to obtain access to your Account or portions of your Account under certain circumstances. If you meet certain requirements, you may make a loan withdrawal from the Plan. In addition, you may be permitted to access your Account in the event of financial hardship. Finally, as explained below you may withdraw any After-Tax Contributions or Rollover Contributions that you have made to the Plan at any time while you are an active employee, and certain Company Contributions.

Except as otherwise provided in the Voluntary Withdrawals subsection below, any amounts withdrawn will be taken pro-rata from the various investments in which your Account is invested. Withdrawals from your Account invested in the NiSource Stock Fund or any other stock fund maintained under the Plan may be made in cash and/or stock at your request. Note that, like distributions upon termination, in-service withdrawals from your Account can have tax implications. You should consult your own tax advisor concerning any distribution that you receive from the Plan.

Loans

You may apply for a loan from the Plan while you are still an active employee by logging on to NetBenefits at www.401k.com or contacting the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

- When you take a loan from the Plan, you are borrowing from yourself and paying your Account back with interest. If you pay your loan back as agreed, your loan is not subject to income or penalty taxes.
- You may borrow from your Account for any reason.
- You may have up to two loans outstanding at any time from all Company-related retirement savings plans. Note if you pay off one of two outstanding loans, there is a 14-day waiting period before you can apply for a new loan.
- The minimum loan amount is \$1,000.
- The maximum loan amount is the lesser of: (1) \$50,000 reduced by any outstanding loan balances over the previous 12 months; and (2) 50 percent of your total vested account balance. Loan repayments, plus interest, are automatically deducted from your paycheck through after-tax payroll deductions.
- Loans are taken from your investment options on a pro rata basis.
- The loan term can be from one to five years (15 years if the loan is to purchase your primary residence), as long as you will receive a paycheck in an amount at least as much as the loan repayment each pay period. You may also make a lump-sum repayment of the full amount remaining on your loan balance at any time. However, lump-sum payments of only a partial amount of your outstanding loan will not be accepted.
- The interest rate applied on these loans is the prime rate supplied by Reuters on the last day of the previous month.

- You can repay your loan(s) in full and without penalty at any time.
- If you fail to make any required loan payments, the balance of your loan (and any other charges or expenses incurred because of your default) will be treated as a taxable distribution to you on your default date and will be deducted from your Plan Account. Note that defaulted loans can prevent you from taking additional loans from your Plan Account in the future.
- If you are on leave due to disability (as defined by the Plan) and cannot repay your loan because your leave is unpaid or paid at a rate below your scheduled loan repayments, your loan repayments may be suspended for up to one year, provided that your loan is repaid within the IRS-mandated maximum period. If you are on a qualifying leave for active military service, your loan repayments may be suspended regardless of pay, and your loan repayment period may be extended by the duration of your military leave.
- If your employment with the Company terminates or if you no longer receive compensation from the Company (e.g., you are receiving long-term disability benefits), payments of principal and interest on any outstanding loan may be made through direct debit from your bank account, in accordance with the electronic loan payment procedures established by the Plan Committee. If you do not authorize payments through direct debit from your bank account, your outstanding loan will be considered in default.
- Loans are processed and serviced by Fidelity. A \$50 loan origination fee will be deducted from your 401(k) Account for each loan.
- Typically, you can expect to receive a check within five to eight business days after your loan is approved. Your signature on the back of the check will indicate your approval of the loan terms contained in the accompanying paperwork.

Hardship Withdrawals

You can withdraw up to your entire Account balance attributable to Elective Deferral Contributions, Catch-up Contributions and all earnings thereon for financial hardships as defined by the IRS. IRS regulations currently define hardship withdrawals as:

- Purchase of your primary residence (but not mortgage payments);
- Tax deductible medical expenses for yourself, your spouse, your dependents or your beneficiary;
- Tuition and related educational fees (including room and board) for up to the next 12 months of post-secondary education for yourself, your spouse, your dependents or your beneficiary;
- Prevention of eviction from, or foreclosure on, your primary residence;
- Funeral expenses for your spouse, your dependents or your beneficiary;
- Expenses for the repair of damage to the Participant's principal residence that would qualify for the casualty deduction under Code Section 165 (determined without regard to whether the loss exceeds 10% of adjusted gross income or whether the loss occurred as a result of a federally-declared disaster); or
- Any other need as the Committee, or its delegate, determines to be a hardship expressly specified in Treasury Regulations announced by the Commissioner of the Internal Revenue Services issued under Code Section 401(k).

You will have to provide documentation of the hardship showing an immediate and serious financial need and the amount required to meet the hardship. Your withdrawal cannot be more than the amount required to meet the financial

hardship, plus a reasonable estimate of amounts needed to pay federal, state or local income taxes or penalties, up to certain limits. A hardship withdrawal is considered taxable income to you, and if you are not yet age 59^{1/2}, may also be subject to a 10% penalty tax.

When you take a hardship withdrawal, the IRS and the Plan also impose certain other rules that will affect your Plan participation:

- If you maintain any investments in the NiSource Stock Fund, you must elect to receive any dividends attributable to your Account invested in the NiSource Stock Fund. Note that Section 16 Officers are not eligible to take hardship withdrawals from the NiSource Stock Fund.
- You will need to withdraw any available After-Tax Contributions, Rollover Contributions and Company Matching Contributions, to the extent available, plus the earnings on those contributions first.
- You will also need to represent in writing, or by an electronic medium, that you have insufficient cash or liquid assets reasonably available to satisfy the financial need.

Other In-Service Withdrawals

In addition to loans and hardship withdrawals, you may be able to make the following withdrawals from your Account while you are an active employee:

- Withdrawals of any amount of your vested Account after age 59^{1/2};
- Voluntary withdrawals from the After-Tax Contributions, Rollover Contributions, Company Contributions in your Account; or
- Withdrawals during military service.

You can request a minimum withdrawal of \$250 (or your entire balance, if lower). Distributions will be taxed as ordinary income in the year withdrawn and may also be subject to an early withdrawal penalty if taken before age 59^{1/2}, unless eligible rollover distributions are rolled over to another qualified plan or an IRA. (This excludes any withdrawals of After-Tax Contributions.) A 20% mandatory federal income tax withholding applies to withdrawals that are eligible for rollover that are not directly rolled over to another qualified plan or an IRA.

For more information or to request a withdrawal, log on to NetBenefits at www.401k.com or contact the Fidelity Benefits Service Center at 1-800-305-401k (4015). Note that processing fees may apply to an in-service withdrawal.

Withdrawals After Age 59^{1/2}

Once you reach age 59^{1/2}, you are eligible to make withdrawals from all or a portion of your vested Account balance in the Plan. Your distribution will be processed as soon as administratively practicable following your request for withdrawal.

Voluntary Withdrawals (After-Tax, Rollover, Company Contributions)

If you have made After-Tax and/or Rollover Contributions to the Plan, you may make a full or partial withdrawal of those funds while you are an active employee. Although you are not taxed on the withdrawal of your After-Tax Contributions, you will be taxed on your Rollover Contributions and earnings on both your After-Tax and Rollover Contributions.

You may withdraw any portion or all of your Company Contributions from your Account, provided that you have been a Participant in the Plan for at least 60 months. If you have been a Participant in the Plan for less than 60 months, you generally may not withdraw your Company Contributions. If you are withdrawing Company Contributions, you will be taxed on your withdrawal.

Withdrawals are funded by a pro-rata withdrawal from your investment options, unless otherwise requested with respect to the NiSource Stock Fund or any other single employer stock fund offered under the Plan, and are made in cash, unless otherwise specifically requested for the NiSource Stock Fund or any other single employer stock fund (if applicable). Contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015) for additional details.

Withdrawals During Military Service

You may be eligible to make a withdrawal from your vested Account balance in the Plan if you are performing active service in the uniformed services for a period of more than 30 days. If you qualify for this withdrawal right, you may request withdrawal of all or a portion of your vested Account balance. However, if you elect to receive such a withdrawal, you will not be allowed to contribute to the Plan for six months from the date of withdrawal. Following the six-month suspension period, you will be automatically reinstated into the Plan at your previous deferral percent and investment elections that were in effect prior to the withdrawal suspension period.

RECEIVING YOUR PLAN BENEFIT

When Your Benefit is Paid

You or your beneficiaries are entitled to receive the full value of your Account as soon as possible after:

- You terminate employment with the Company;
- You qualify for disability under the Plan; or
- You die.

If your Account balance is \$5,000 or less when you terminate employment, the Plan Administrator automatically pays you your Account balance as soon as administratively practicable following your termination. See the following “Forms of Benefit Payment” section for an explanation of how this automatic distribution may be made. Otherwise, if the value of your Account is over \$5,000, you can elect to receive the value of your Account, or you may defer payment to a later date. *If you defer payment to a later date, your Account will remain invested in the Plan’s investment options. You can change your investment option election at any time under the regular rules of the Plan.*

By law, you must begin to receive payment of your Account balance by the April 1 of the calendar year following the later of either (1) the year you reach your “required beginning date”, or (2) the year in which you retire.

If you reached age 70^{1/2} before January 1, 2020, your “required beginning date” is the date you reach age 70^{1/2}. If you will reach age 70^{1/2} on or after January 1, 2020, your “required beginning date” is the date you reach age 72.

Forms of Benefit Payment

Regardless of when you elect to receive your benefit, your Account balance will be distributed to you (or your beneficiary) in one of the following forms:

- *Lump Sum* (Your entire benefit paid directly to you or rolled over to an Individual Retirement Account/Annuity (“**IRA**”) or another employer’s retirement plan);
- *Partial Lump Sum* (A portion of your benefit paid directly to you or rolled over, as described above, and the remaining portion of your benefit paid at a later date); or
- *Installments (annual, semi-annual, quarterly or monthly)* (Your benefit paid in regular installments directly to you or in certain instances, as a rollover).

Note that if your Account balance is less than or equal to \$5,000 at your termination, you are not eligible to elect installment payments. Instead, the Plan automatically pays your benefit as a lump sum, which you can elect to receive directly or roll over to an IRA or another employer’s retirement plan. If you (or your surviving spouse in the event of your death) do not make an election (direct payment vs. rollover), then the Plan will pay your benefit as follows: (1) if your Account balance is \$1,000 or less, the Plan Administrator will pay your benefit directly to you as a lump sum payment; and (2) if your Account balance is more than \$1,000 but less than or equal to \$5,000, the Plan Administrator will roll your balance to a designated IRA. See “Rollovers” found later in this Summary for further information on rollovers generally.

Unless you elect otherwise, the balance of your Account invested in the NiSource Stock Fund will be distributed in installments of not more than five years (unless such balance exceeds a certain limit). You may request that your Account in the NiSource Stock Fund be paid to you in shares of Company common stock, in cash or in a combination of the two.

DEATH BENEFITS

If you die before your Account balance has been paid to you, the Plan will distribute your Account balance as a death benefit to your surviving spouse or other beneficiary you have named under the rules of the Plan (provided the proper forms have been filed) as described below. No separate death benefit is payable after your Account balance has been distributed from the Plan.

Form and Timing of Death Benefit

Your Account balance will be paid to your surviving spouse or other named beneficiary in one of the following forms:

- Lump Sum (full or partial, but subject to any death benefit timing requirements)
- Installments (annual, semi-annual, quarterly or monthly)

In general, any death benefit payment(s) of your Account can be made as soon as administratively practicable following your death and after filing any required paperwork. In any event, your entire Account will be distributed to your beneficiary, or to the parties listed in the portion of the “Designation of Beneficiary” section below that applies if you fail to designate a beneficiary, by the fifth anniversary of your death.

In addition, your beneficiary may be able to roll over your Account balance to an IRA or another retirement plan. See the “Rollovers” portion of the “Tax Consequences” section later in this Summary for more information.

If you have outstanding Plan loans at the time of your death, your beneficiary may elect to pay off the remaining balance. If your beneficiary does not pay off the balance, the balance (and any other charges or expenses incurred because of the default) will be treated as a taxable distribution and will be deducted from your Plan Account.

Designation of Beneficiary

When you enroll in the Plan or make a Rollover Contribution, you should name a beneficiary (someone to receive your benefits from the Plan in the event of your death) by completing a beneficiary designation online through NetBenefits at www.401k.com. You may also request a paper beneficiary designation form online or by calling the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

You may designate any person or persons, or a trust fund, as your primary beneficiary to receive death benefits that are payable from the Plan. You may also designate a contingent beneficiary who will receive your benefits in the event your primary beneficiary does not survive you.

If you are married: By law, if you are married, your spouse is automatically your beneficiary unless you designate someone else. If you wish to designate someone else, your spouse must give his or her consent in writing by signing the beneficiary designation form in the presence of a notary public or a Plan representative. The beneficiary designation form provided to you will contain a place for your spouse to sign to consent to your designation of someone else as your primary beneficiary. If you are married and your spouse will not consent to your designation of someone else, then this designation will not be valid and your spouse will be treated as your primary beneficiary. If your marital status changes, it is important that you complete a new beneficiary designation form. See “In the Event of Divorce or Dissolution” (the following section) for an explanation of how a divorce may affect your beneficiary designation under the Plan.

If you are single: If you are single, you may name anyone as your beneficiary.

If you fail to designate a beneficiary, your benefits will be payable as follows:

- To your surviving spouse, or if none;

- To your descendants, per stirpes, or if none;
- To your father and mother, in equal parts, or if none;
- To your brothers and sisters, in equal parts, or if none;
- To your estate.

You may change your beneficiary at any time by making a new beneficiary designation through NetBenefits at www.401k.com, or by requesting and submitting a new form. However, if you name someone other than your spouse, your spouse must give his or her consent by signing the beneficiary designation form in the presence of a notary public or a Plan representative.

IN THE EVENT OF DIVORCE OR DISSOLUTION

If you are married and you go through a divorce or dissolution, such proceedings may affect your Plan benefit or your beneficiary designation under the Plan, as explained below. *If your marital status changes, you must inform the Plan Administrator by contacting the Fidelity Benefits Service Center at 1-800-305-401k (4015).*

Beneficiary Designations After Divorce/Dissolution

If you are married and your marriage terminates by reason of divorce, dissolution or other similar operation of domestic relations law, any beneficiary designation you have previously made will remain unchanged. Note that while some state laws may invalidate a spousal beneficiary designation upon divorce, that is not the case under the Plan. Upon divorce, if you had named your former spouse as your beneficiary under the Plan, your beneficiary designation will not change unless you make a new beneficiary designation that revokes your prior beneficiary designation, or you remarry.

If you subsequently re-marry a different spouse, your previous beneficiary designation is *automatically* revoked and your new spouse becomes your beneficiary, unless a valid “qualified domestic relations order” provides otherwise. As explained below, a qualified domestic relations order may limit your ability to name another beneficiary in the event of a divorce or dissolution.

Qualified Domestic Relations Order (QDRO)

By federal law, the Plan must comply with a qualified domestic relations order (“**QDRO**”). A QDRO is a legal judgment or decree that recognizes the rights of or support obligation toward a spouse, former spouse, child or other dependent. A domestic relations order must satisfy specific requirements to be “qualified,” and it must be recognized by the Plan Administrator.

If required by a QDRO, all or a portion of your benefit may be assigned to your former spouse or a dependent rather than you or your designated beneficiary to meet obligations for the division of marital property rights, for child support or alimony. A QDRO may require that your former spouse be treated as your surviving spouse for all or any part of the survivor benefits payable after your death. This means that if you re-marry, your subsequent spouse may not be treated as your surviving spouse for the portion of your benefit assigned to your former spouse if a valid QDRO so provides.

You and your beneficiaries may obtain, free of charge, a copy of the procedures used to determine the “qualified” status of a domestic relations order from the Plan Administrator. You or your spouse should submit a draft version of a domestic relations order to the Plan Administrator for review and approval before such order is finalized under domestic relations law.

As soon as you are aware of any domestic relations proceedings that may affect your Account, contact the Plan’s QDRO administrator as follows: (a) call 1-888-640-3320; (b) send an e-mail to QOCenter@alight.com; or (c) visit the website at www.QOCenter.com. When the Plan Administrator receives notice of a pending QDRO, a hold will be placed on your Account that will prevent you from making any withdrawals, including any distributions, loans or hardship withdrawals, until the QDRO is processed.

TAX CONSEQUENCES

How and When Your Plan Benefits Are Taxed

Generally, federal and state income tax laws do not require you to pay tax on your Plan benefits until you actually receive a distribution under the Plan. Once you receive a benefit payment, however, you will have taxable income on this payment in the year you receive it. In the year of any distribution from the Plan, you will receive a tax form that will provide you with the information you need to file your taxes.

The discussion of Federal income tax consequences that follows is included for general information only. It does not describe all relevant tax matters (such as state and local income and inheritance taxes and federal estate and gift taxes) that should be considered in connection with participation in the Plan and does not completely describe all provisions associated with the tax matters discussed. Accordingly, you should not rely exclusively on this discussion and are advised to consult a personal tax adviser for tax planning relevant to the Plan.

Withholding Requirements

Your benefit payments are subject to withholding for federal income taxes. (Note that your benefit payments may be subject to state and local taxes, including tax withholding, as well.) “Withholding” is an advance payment on federal income taxes that you may owe as a result of any Plan distributions that you receive. When making a distribution, the Plan is required by law to withhold 20% of your payment unless you make a direct rollover to an IRA (including to a Roth IRA) or to another retirement plan (see the Rollovers section below).

Contributions

The Plan is a qualified plan under Sections 401(a), 401(k) and 401(m) of the Internal Revenue Code. As a result, the amount of your Compensation that you elect to defer under the Plan through Pre-Tax Contributions, Company Contributions and Rollover Contributions, and any earnings thereon, are not subject to federal income taxes until you or your beneficiary withdraws or receives a distribution of these amounts.

The amount of your Compensation that you elect to defer through Roth Contributions, in contrast, will not be subject to federal income taxes at distribution because these amounts were already taxed at the time they were contributed to the Plan. Earnings on Roth contributions will also not be subject to federal income taxes at distribution provided the distribution is a “qualified distribution.” A distribution of Roth Contributions is generally a qualified distribution if it has been in the Plan for five taxable years and is made after the earliest of your attainment of age 59½, death or disability. If the distribution is not a qualified distribution, then the portion of the distribution representing your Roth Contributions will not be taxable to you, but the portion of the distribution representing earnings on the Roth Contributions will be taxable to you in the year you receive the distribution, unless you comply with the rollover rules as described below.

The amount of your Elective Deferral Contributions (Pre-Tax Contributions and Roth Contributions) will be included in your income in the year in which these amounts are considered earned for purposes of Social Security (FICA) taxes. In addition, some states, cities or counties may impose taxes on your Elective Deferral Contributions.

Although After-Tax Contributions are deducted from your Compensation after all applicable taxes have been withheld, the earnings on such contributions are not subject to federal income taxes until you or your beneficiary withdraws or receives a distribution of these amounts.

Distributions

In addition to being taxed as ordinary income, the taxable portion of a distribution you receive from the Plan before you reach age 59½ may be subject to a nondeductible federal penalty tax of 10%, unless the distribution or withdrawal is (1) rolled over to another eligible retirement plan or to an IRA, (2) made to a beneficiary after your death, (3) made on account of your termination due to disability, (4) made after you have separated from service with the Company, if the separation occurred during or after the year you reached age 55, (5) made to you for payment of medical expenses that could be deducted on your tax return, (6) paid in equal installments over your life or life expectancy or the lives or life expectancy of you and your beneficiary, or (7) made to an alternate payee pursuant to a qualified domestic relations order.

Note that these rules apply to in-service withdrawals as well as distributions upon termination of employment.

To the extent that you receive shares of Company stock, your tax liability is based on the value of the stock that is contributed to the Plan for the Company Matching Contributions to your Account. This value is taxed at ordinary income tax rates. Tax on any gain is deferred until you actually sell the stock. At that time, any gain is taxed at the capital gains tax rate.

Rollovers

You generally can roll over a distribution or withdrawal of your Account to an eligible retirement plan that accepts rollovers or to an IRA, if the distribution is an “eligible rollover distribution” as defined in the Code. If you roll over a distribution of your Account to an eligible retirement plan or a traditional IRA, the amount rolled over and earnings thereon are not subject to income tax until subsequently distributed to you or your beneficiary. If you roll over your distribution to a Roth IRA, the amount rolled over is subject to income tax in the year of the rollover. As stated above, any taxable amount of an eligible rollover distribution that is not rolled over will be subject to a mandatory 20% withholding requirement.

You may roll over an eligible rollover distribution that consists of Roth Contributions and earnings (whether or not it is a qualified Roth distribution) either (1) by direct rollover to another 401(k) Plan or 403(b) Plan that accepts Roth Contributions, or (2) by direct rollover (or indirect rollover within 60 days of distribution) to a Roth IRA. Alternatively, you can roll over the taxable portion of a non-qualified Roth distribution by an indirect rollover within 60 days of distribution to a 401(k) or 403(b) plan that accepts Roth Contributions.

In addition, in the event of your death, your designated beneficiary may roll over a distribution of your Account. If your designated beneficiary is your spouse, he or she may elect to roll your Account over to another eligible retirement plan or an IRA. If you have designated a non-spouse beneficiary, the beneficiary may elect to roll your Account over from the Plan directly to an IRA established for the purpose of receiving the distribution.

A distribution or withdrawal is not an “eligible rollover distribution” and may not be rolled over, if it is (1) a series of substantially equal period installments over ten years or more, or over your life expectancy or the joint life expectancies of you and your beneficiary, (2) a required distribution due to reaching your “required beginning date” (or retirement if later), or (3) a hardship distribution.

A taxable distribution or withdrawal that is not an “eligible rollover distribution” is subject to voluntary Federal income tax withholding. Prior to receiving a distribution of any amounts from the Plan, you will receive a Notice of Tax Treatment to assist you in determining your tax liability. The rules governing the Federal income taxation of a distribution are complex and are subject to change, and you should seek the advice of your tax advisers in connection with a distribution from the Plan.

To make a direct rollover, you must contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015). A Fidelity representative will ask you for specific information on the IRA or the other employer’s plan to which you are requesting the rollover and let you know if a rollover is available to you.

SITUATIONS AFFECTING YOUR PLAN

Benefits

This section describes how the Plan provides you or your beneficiary with benefits. It is important that you understand the conditions under which benefits could be less than expected, not paid at all or otherwise limited, including:

- ***Investment Losses.*** If the investment funds you choose experience losses, the value of your contributions can decrease.
- ***Code Limitations.*** If you are affected by total annual contribution or compensation limits under the Internal Revenue Code, the amounts you and the Company contribute on your behalf may be limited. If you are affected by these limits, you will be notified.
- ***Nondiscrimination Testing.*** If the Plan does not pass required nondiscrimination testing, all or a portion of the contributions made on behalf of highly compensated employees may be reduced. Nondiscrimination testing is required by law to ensure a fair mix of contributions from and for employees at all income levels. If you are affected by these limits, you will be notified.
- ***Application Failures.*** If you fail to make proper application for benefits or fail to provide necessary information, your benefits could be delayed.
- ***Address Changes.*** If you do not keep your most recent address on file and the Plan Administrator cannot locate you, your benefit payment may be delayed. Once you (or your beneficiary, if you die) provide a current address, benefit payments can be made. Accordingly, if you are a current employee and experience a change of address, please give your new contact information to the Company's Human Resource Department. If you have terminated employment with the Company and experience a change of address, please provide your new contact information to the Company's Human Resource Department and provide this same information to the Fidelity Benefits Service Center at **1-800-305-401k** (4015).
- ***"Top Heavy" Limitations.*** As required by law, alternate Plan provisions go into effect if the Plan becomes top-heavy. The Plan is "top-heavy" if more than 60 percent of accumulated Account balances are payable to certain "key employees." Key employees are employees who are officers of the Company with annual compensation greater than \$180,000, 1 percent owners of the Company with annual compensation greater than \$150,000, 5 percent owners of the Company and beneficiaries of the above. You will be notified if this affects you.

CLAIMS FOR BENEFITS

Applying for Your Plan Benefit

You must file an application with the Plan Administrator in order to receive your benefits under the Plan. When an event occurs that entitles you to a distribution of your benefits under the Plan, the Plan Administrator will generally notify you that an application should be filed. In order to receive your benefit, you must complete and submit a benefit election form no more than 180 days before you are scheduled to receive your benefit.

Claim Denial and Appeal Process

If you disagree with any decision the Plan Administrator may make regarding your interest in the Plan, the Plan contains the administrative review procedure you must follow. If you think benefits owed to you are not or will not be paid, or are too low, or are or will be paid at a time other than when you think they should be, you can make a “claim” for benefits to the Plan Administrator.

If your claim for a benefit under the Plan is denied in whole or in part, you have the right to request a review of the denial. You (or your beneficiary) will be notified of a denial of your claim in writing by the Plan Administrator within 90 days of the receipt of your claim (180 days if special circumstances apply). This written notice of the denial will include:

- The specific reason(s) for the denial;
- References to the Plan provision(s) on which the denial is based;
- A description of any additional material or information that is necessary to complete the claim; and
- The procedures for appealing the decision.

You or your authorized representative may review all documents related to any denial of a Plan benefit. If you disagree with the Plan Administrator’s decision, you have 60 days from the receipt of the original denial to request a review. This request should be in writing and sent to the NiSource Benefits Committee at the following address:

NiSource Inc.
Attn: NiSource Benefits Committee
801 East 86th Avenue
Merrillville, IN 46410

Your appeal will be reviewed and you will receive written notification of a decision within 60 days. If special circumstances require more time for this process, you will be notified in writing no later than 120 days after the receipt of your request. Notwithstanding the foregoing, if the NiSource Benefits Committee’s meeting schedule is such that it holds regularly scheduled meetings at least quarterly, the final determination may be made within the period outlined in Department of Labor Regulations Section 2560.503-1(i)(1)(ii) in lieu of the 60-day period (120-day period if extended due to special circumstances) described above.

If your appeal is denied, you will be told why and which Plan provisions support that decision. If the final determination is made in your favor, the determination shall be binding and conclusive. If the final determination is not made in your favor, the determination shall be binding and conclusive unless you notify the NiSource Benefits Committee within 90 days after the mailing or delivery of the determination that you intend to institute legal proceedings under Section 502(a) of ERISA challenging the determination, and you actually institute such legal proceedings within 180 days after such mailing or delivery. You must exhaust the claims and appeals procedures described in this section before you can institute these legal proceedings.

Indiana law shall determine all questions arising with respect to the provisions of the plan, except to the extent superseded by Federal law. Any action or proceeding seeking to enforce any provision of, or based on any matter arising out of or in connection with, the Plan shall be brought in any court of the state of Indiana or of the United States for the Northern District of Indiana.

Benefits Paid to Other Parties

The Plan is intended to pay benefits only to you or to your beneficiary. Your Plan benefit cannot be used as collateral for a loan, sold, transferred, garnished, or assigned in any other way. Your Account may generally not be sold, assigned, transferred, pledged or garnished under most circumstances. However, benefits may be divided in a court ordered property settlement in case of divorce or other situations that divide property (see the Qualified Domestic Relations Order” section earlier in this Summary).

If you become incapacitated and unable to manage your own affairs, the Plan may make any unpaid benefit payments to such person or entity that the Plan Administrator deems appropriate to receive distributions in order to provide for your comfort, maintenance and support. For instance, such person (or entity) may be a relative, guardian, person possessing a valid Power of Attorney, or an institution charged with your care or custody.

ADDITIONAL INFORMATION

Amendment or Termination of the Plan

The Committee reserves the right to suspend, amend or terminate the Plan at any time, in whole or in part. Generally, Account balances cannot be reduced except for investment losses, even by a Plan amendment. Termination of the Plan is unlikely, but if the Plan is terminated, your Account automatically will remain 100 percent vested. If any material changes are made to the Plan in the future, you will be notified.

The Committee may only amend the Plan in writing. Any amendments shall be duly authorized if approved or ratified by the Committee. Thus, the Plan may not be modified or amended simply by representations, oral or otherwise, that may be made to you concerning the Plan. Accordingly, you should not consider the Plan to have been amended based on assertions made by a supervisor or a human resources representative, for instance. If you believe that you have received information that is contrary to the terms of the Plan or this Summary, please contact the Company for clarification or confirmation.

Benefits Are Not Insured

The Plan is a defined contribution plan providing specifically defined levels of contributions. This type of plan is not eligible for benefit insurance through the Pension Benefit Guaranty Corporation (“**PBGC**”), and no particular dollar level of benefits is guaranteed. All of the contributions are deposited with the Trustee. All payments of Plan benefits are made from the Plan’s Trust Fund.

Collective Bargaining Agreements

As stated earlier in this SPD, employees who are covered by a collective bargaining agreement are not eligible for the Plan unless the applicable collective bargaining agreement provides for participation in the Plan. For those employees who are covered by a collective bargaining agreement providing for participation in the Plan, the Plan is maintained pursuant to a collective bargaining agreement.

No Guarantee

The information in this SPD does not state or imply that participation in the Plan is a guarantee of continued employment with the Company, nor is it a guarantee that contribution levels will remain unchanged in future years.

Plan Expenses

Administrative expenses of the Plan, including fees of the Trustee, counsel, accountants or other experts appointed under the Plan, will be paid out of the Trust Fund to the extent not paid by the Company.

Plan Statements

As a Plan Participant, you will receive a statement of your Plan Account quarterly from Fidelity that shows your Account balance as of the end of the most recent quarter. You can elect to receive your statement online. You can view your statement online beginning the day after the end of the quarter and going back for 24 months. Check your statement to be aware of your Account activity. Please contact Fidelity within 60 days of receiving your statement if you think there is an error.

Your Account is valued by Fidelity at the close of every business day. You can call Fidelity Benefits Service Center at **1-800-305-401k** (4015) or log on to your Account at www.401k.com seven days a week to review your current Account balance.

ADMINISTRATIVE INFORMATION

Plan Sponsor

The Plan Sponsor is NiSource Inc.

Plan Administrator

The Plan Administrator is the NiSource Benefits Committee. The Plan Administrator has the sole authority to interpret the terms of the Plan in its discretion. For more information about the Plan and its administration, you may contact the Plan Administrator at:

NiSource Inc.
Attention: NiSource Benefits Committee
801 East 86th Avenue
Merrillville, IN 46410
1-219-647-4334

Pursuant to authority granted in the Plan document, the Plan Administrator delegates various administrative functions to other entities or individuals, including Fidelity and the NiSource Human Resources Department. To the extent the context requires, reference to Plan Administrator in this Summary may include or mean one or more of these delegates.

Independent Fiduciary for NiSource Stock Fund

The Plan Sponsor has appointed Newport Trust Company to serve as independent fiduciary and investment manager with respect to the NiSource Stock Fund. You may contact Newport Trust Company at:

Newport Trust Company
570 Lexington Avenue, Suite 1903
New York, New York 10022
nisourceplan@newportgroup.com

Employer I.D. Number

The Employer Identification Number (“EIN”) assigned by the IRS and associated with the Plan is 35-2108964.

Plan Type, Name and Number

The Plan is classified as a defined contribution plan and has been assigned Plan number 005. It also is a Code section 401(k) plan and an ERISA section 404(c) plan. The official Plan name is the NiSource Inc. Retirement Savings Plan.

Plan Year

The official Plan year is the calendar year, January 1 through December 31.

Plan Trustee

The Plan Trustee is responsible for holding the assets of the Trust Fund according to the Participants’ and the Company’s directions, and for distributing Plan payments. The money in the Trust Fund is set aside for the exclusive benefit of Plan Participants and their beneficiaries.

The trustee for the Plan is: Fidelity Management Trust Company
82 Devonshire Street
Boston, MA 02109

Agent for Service of Legal Process

The agent for service of legal process is:

NiSource Inc.
Manager, Benefits Accounting & Compliance
801 East 86th Avenue
Merrillville, IN 46410
1-219-647-4334

Legal process may also be served on the Plan Administrator or the Trustee.

ERISA RIGHTS

As a participant in the Plan, you are entitled to certain rights and protections under the Employee Retirement Income Security Act of 1974 (“ERISA”).

ERISA provides that all Plan participants shall be entitled to:

Receive Information About Your Plan and Benefits

- Examine (without charge) at the Plan Administrator’s office and at other specified locations—such as work sites and union halls—all documents governing the Plan, including insurance contracts and collective bargaining agreements and a copy of the latest annual report (Form 5500 Series) filed by the Plan with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, upon written request to the Plan Administrator, copies of documents governing the operation of the Plan, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated Summary Plan Description. The Plan Administrator may make a reasonable charge for the copies.
- Receive a summary of the Plan’s annual financial report. The Plan Administrator is required by law to furnish each participant with a copy of this Summary Annual Report.
- Obtain from the Plan Administrator, once a year, a statement of your total benefits accrued and your nonforfeitable (vested) retirement benefits (if any), or the earliest date on which benefits will become nonforfeitable (vested). The Plan may require a written request for this statement, but it must provide the statement free of charge.

Prudent Actions by Plan Fiduciaries

In addition to creating rights for Plan participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your Plan, called fiduciaries of the Plan, have a duty to do so prudently and in the interest of you and other Plan participants and beneficiaries.

No one, including your employer, your union or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

Enforce Your Rights

If your claim for a benefit under the Plan is denied or ignored—in whole or in part—you have a right to know why this was done, to obtain copies of documents relating to the decision without charge and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce your ERISA rights. For instance:

- If you request a copy of Plan documents or the latest annual report from the Plan and do not receive them within 30 days, you may file suit in a federal court. In such a case, the court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials—unless the materials were not sent because of reasons beyond the control of the administrator.
- If you have a claim for benefits that is denied or ignored—in whole or in part—you may file suit in a state or federal court, provided you have followed the claims procedures explained earlier in this Summary.

- If you disagree with the Plan’s decision or lack thereof concerning the qualified status of a Qualified Domestic Relations Order (“**QDRO**”), you may file suit in federal court.
- If it should happen that Plan fiduciaries misuse the Plan’s money, or if you are discriminated against for asserting your ERISA rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court.
- If you file suit against the Plan, the court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees—for example, if it finds your claim is frivolous.

Assistance With Your Questions

If you have any questions about the Plan, you should contact the Plan Administrator. If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the Plan Administrator, you should contact the nearest office of the Employee Benefits Security Administration (EBSA), U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue NW, Washington, DC 20210.

- You may also obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

A copy of the Plan document is on file at NiSource’s corporate offices, 801 E. 86th Avenue, Merrillville, IN 46410. These documents may be read by you, your beneficiaries or your legal representatives at any reasonable time. Additionally, if you make a written request, you may receive a copy of the Plan document. You may be charged for the copies.

If you have any questions regarding either the Plan or this SPD, you should contact the Fidelity Benefits Service Center at **1-800-305-401k** (4015).

NISOURCE INC. RSP

APPENDIX 1

Understanding investment performance: As you review this update, please remember that the performance data stated represents past performance, which does not guarantee future results. Investment return and principal value of an investment will fluctuate; therefore, you may have a gain or loss when you sell your shares. Current performance may be higher or lower than the performance stated. To learn more or to obtain the most recent month-end performance, call Fidelity or visit www.401k.com (log in, choose plan, select Investment Choices & Research, and then pick investment option.).

The information below is based on the period ending on December 31, 2019.

Product Name	Fund Code	CUSIP	Ticker	Cumulative Returns 1 Month	Cumulative Returns 3 Month	Cumulative Returns YTD	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Calendar Year 2019	Calendar Year 2018	Calendar Year 2017	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
Asset Class: Balanced/Hybrid																	
Morningstar Category: Allocation--50% to 70% Equity				2.00%	5.03%	19.23%	19.23%	6.22%	7.90%		19.23%	-5.76%	13.21%			1.2%	12/31/2019
Fidelity® Balanced Fund - Class K	2077	316345602	FBAKX	2.43%	7.29%	24.48%	24.48%	8.46%	10.12%	9.38%	24.48%	-3.94%	16.60%	11/06/1986	None	0.45%	10/30/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	10.50%	31.49%	-4.38%	21.83%				
Fid Bal Hybrid Comp Idx				1.78%	5.46%	22.18%	22.18%	8.37%	9.77%	9.16%	22.18%	-2.35%	14.21%				
Asset Class: Bond																	
Morningstar Category: Inflation-Protected Bond				0.55%	0.89%	7.92%	7.92%	2.15%	2.80%		7.92%	-1.64%	2.72%			1.97%	12/31/2019
Vanguard Inflation-Protected Securities Fund Institutional Shares	OSVQ	922031745	VIPIX	0.42%	0.52%	8.18%	8.18%	2.48%	3.28%	5.18%	8.18%	-1.40%	2.97%	06/29/2000	None	0.07%	04/26/2019
BBgBarc US TIPS				0.38%	0.79%	8.43%	8.43%	2.62%	3.36%	5.30%	8.43%	-1.26%	3.01%				
Morningstar Category: Intermediate Core Bond				-0.07%	0.12%	8.06%	8.06%	2.72%	3.55%		8.06%	-0.50%	3.71%			1.05%	12/31/2019
Vanguard Total Bond Market Index Fund Institutional Shares	OQFC	921937504	VBPIX	-0.14%	0.03%	8.73%	8.73%	3.01%	3.70%	5.92%	8.73%	-0.01%	3.57%	12/11/1986	None	0.035%	04/26/2019
BBgBarc Agg Float Adj				-0.09%	0.14%	8.87%	8.87%	3.07%	3.78%	N/A	8.87%	-0.08%	3.63%				
Vanguard Spliced Barclays U.S. Aggregate Float Adjusted Index				N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A				
Asset Class: Company Stock																	
Morningstar Category: Allocation--85%+ Equity				2.74%	7.38%	24.78%	24.78%	7.40%	9.70%		24.78%	-9.27%	18.41%			1.32%	12/31/2019
NiSource Stock Fund	TRFD			5.15%	-6.18%	12.66%	12.66%	13.63%	20.07%	10.13%	12.66%	1.85%	18.89%	11/08/2000	None	0.0029%	09/30/2019

Product Name	Fund Code	CUSIP	Ticker	Cumulative Returns 1 Month	Cumulative Returns 3 Month	Cumulative Returns YTD	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Calendar Year 2019	Calendar Year 2018	Calendar Year 2017	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	6.51%	31.49%	-4.38%	21.83%				
Asset Class: Domestic Equities																	
Morningstar Category: Large Blend				2.70%	8.15%	28.78%	28.78%	9.78%	12.03%		28.78%	-6.27%	20.44%			1.47%	12/31/2019
Fidelity® Total Market Index Fund	2361	315911693	FSKAX	2.88%	9.05%	30.92%	30.92%	11.21%	13.42%	7.90%	30.92%	-5.28%	21.18%	11/05/1997	None	0.015%	04/29/2019
DJ US Total Stk Mkt				2.88%	9.04%	30.90%	30.90%	11.18%	13.43%	7.87%	30.90%	-5.30%	21.16%				
MFS Massachusetts Investors Trust Class R6	OU28	575736814	MITJX	3.35%	7.61%	32.34%	32.34%	11.33%	12.65%	9.30%	32.34%	-5.03%	23.93%	07/15/1924	None	0.38%	04/30/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	N/A	31.49%	-4.38%	21.83%				
Morningstar Category: Large Growth				2.58%	9.36%	31.90%	31.90%	12.10%	13.40%		31.90%	-2.09%	27.67%			1.45%	12/31/2019
Fidelity® Contrafund® Commingled Pool	3717	31617E851		2.91%	10.55%	31.10%	31.10%	13.44%	N/A	12.84%	31.10%	-1.94%	32.86%	01/17/2014	None	0.43%	06/30/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	12.21%	31.49%	-4.38%	21.83%				
Fidelity® Growth Company Commingled Pool	3716	31617E836		2.96%	14.86%	39.04%	39.04%	16.16%	N/A	16.62%	39.04%	-4.15%	37.80%	12/13/2013	None	0.43%	06/30/2019
Russell 3000 Growth				2.97%	10.67%	35.85%	35.85%	14.23%	15.05%	14.63%	35.85%	-2.12%	29.59%				
Morningstar Category: Large Value				2.70%	7.38%	25.04%	25.04%	7.99%	10.90%		25.04%	-8.53%	15.94%			1.23%	12/31/2019
Fidelity® Equity-Income Fund - Class K	2085	316128651	FEIKX	2.97%	7.56%	28.02%	28.02%	8.61%	10.51%	11.34%	28.02%	-8.33%	13.47%	05/16/1966	None	0.51%	04/01/2019
Russell 3000 Value				2.80%	7.48%	26.26%	26.26%	8.20%	11.71%	N/A	26.26%	-8.58%	13.19%				
Morningstar Category: Small Value				3.33%	8.02%	21.43%	21.43%	5.40%	9.82%		21.43%	-15.46%	8.54%			1.85%	12/31/2019
Invesco Small Cap Value Fund Class Y	OLJD	00143M497	VSMIX	4.26%	10.21%	32.35%	32.35%	4.96%	11.24%	10.10%	32.35%	-25.11%	18.58%	06/21/1999	None	0.87%	12/10/2019
Russell 2000 Value				3.50%	8.49%	22.39%	22.39%	6.99%	10.56%	8.87%	22.39%	-12.86%	7.84%				
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	6.37%	31.49%	-4.38%	21.83%				
Janus Henderson Small Cap Value Fund Class N	OY7B	47103D728	JDSNX	2.98%	7.01%	26.31%	26.31%	8.92%	10.36%	12.02%	26.31%	-12.97%	12.90%	02/14/1985	None	0.68%	10/28/2019
Russell 2000 Value				3.50%	8.49%	22.39%	22.39%	6.99%	10.56%	10.51%	22.39%	-12.86%	7.84%				
Northern Small Cap Value Fund	OKHE	665162400	NOSGX	2.87%	6.71%	22.27%	22.27%	6.50%	10.93%	9.70%	22.27%	-13.68%	6.42%	03/31/1994	None	1.14%	07/31/2019
Russell 2000 Value				3.50%	8.49%	22.39%	22.39%	6.99%	10.56%	9.83%	22.39%	-12.86%	7.84%				
Asset Class: International/Global																	
Morningstar Category: Foreign Large Blend				3.57%	8.39%	21.59%	21.59%	5.37%	5.15%		21.59%	-14.59%	25.12%			1.36%	12/31/2019

Product Name	Fund Code	CUSIP	Ticker	Cumulative Returns 1 Month	Cumulative Returns 3 Month	Cumulative Returns YTD	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Calendar Year 2019	Calendar Year 2018	Calendar Year 2017	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
Fidelity® Total International Index Fund	2834	31635V638	FTIH	4.30%	9.02%	21.48%	21.48%	N/A	N/A	8.41%	21.48%	-14.38%	27.63%	06/07/2016	None	0.06%	12/30/2019
MSCI ACWIxUS IMI (Net MA)				4.42%	9.22%	21.85%	21.85%	5.88%	5.35%	8.78%	21.85%	-14.61%	28.02%				
Oakmark International Fund Investor Class	OFOI	413838202	OAKIX	3.64%	11.07%	24.21%	24.21%	5.07%	7.30%	9.40%	24.21%	-23.43%	29.75%	09/30/1992	None	1.01%	01/28/2019
MSCI Wld ex US (N)				3.19%	7.86%	22.49%	22.49%	5.42%	5.32%	6.07%	22.49%	-14.09%	24.21%				
Morningstar Category: Foreign Large Growth				3.68%	9.37%	27.83%	27.83%	7.25%	6.90%		27.83%	-14.08%	30.87%			1.61%	12/31/2019
American Funds EuroPacific Growth Fund® Class R-6	OUBE	298706821	REGX	4.30%	10.09%	27.40%	27.40%	7.41%	6.73%	10.71%	27.40%	-14.91%	31.17%	04/16/1984	None	0.49%	06/01/2019
MSCI AC Wld ex US (N)				4.33%	8.92%	21.51%	21.51%	5.51%	4.97%	N/A	21.51%	-14.20%	27.19%				
MSCI EAFE (N)				3.25%	8.17%	22.01%	22.01%	5.67%	5.50%	8.19%	22.01%	-13.79%	25.03%				
Asset Class: Money Market																	
Morningstar Category: Money Market-Taxable				0.10%	0.34%	1.78%	1.78%	0.75%	0.38%		1.78%	1.41%	0.48%			.54%	12/31/2019
Government Money Market Fund																	
Vanguard Federal Money Market Fund Investor Shares	OQQL	922906300	VMFXX	0.13%	0.43%	2.14%	2.14%	1.01%	0.51%	4.13%	2.14%	1.78%	0.81%	07/13/1981	None	0.11%	12/20/2019
7-Day Yield* % as of 12/31/2019: 1.55																	
FTSE 3-Mo Treasury Bill				0.14%	0.46%	2.25%	2.25%	1.05%	0.56%	4.02%	2.25%	1.86%	0.84%				
Asset Class: Stable Value																	
Morningstar Category: Stable Value																	
Managed Income Portfolio Class 2	3704	31617E877		0.17%	0.53%	2.11%	2.11%	1.63%	1.44%	4.05%	2.11%	1.77%	1.48%	09/07/1989	None	0.54%	09/30/2018
7-Day Yield* % as of 12/31/2019: 2.08																	
BBgBarc 3M t-bill				0.15%	0.47%	2.30%	2.30%	1.09%	0.60%	2.96%	2.30%	1.89%	0.87%				
Asset Class: Target Date																	
Morningstar Category: Target-Date 2000-2010				1.35%	3.26%	13.86%	13.86%	5.03%	6.19%		13.86%	-3.25%	10.15%			2.69%	12/31/2019
FIAM Blend Target Date 2005 Commingled Pool Class S	5875	30257Q521		1.27%	2.93%	12.63%	12.63%	5.09%	5.92%	4.26%	12.63%	-2.15%	9.99%	10/31/2007	None	0.26%	01/07/2019
BBgBarc U.S. Agg Bond				-0.07%	0.18%	8.72%	8.72%	3.05%	3.75%	4.17%	8.72%	0.01%	3.54%				
FIAM Bld TD 2005 Comp				0.86%	2.42%	12.55%	12.55%	4.91%	5.72%	4.10%	12.55%	-1.43%	9.23%				
FIAM Blend Target Date 2010 Commingled Pool Class S	5885	30257Q638		1.59%	3.88%	14.84%	14.84%	5.76%	6.93%	5.08%	14.84%	-3.04%	11.70%	10/31/2007	None	0.26%	01/07/2019

Product Name	Fund Code	CUSIP	Ticker	Cumulative Returns 1 Month	Cumulative Returns 3 Month	Cumulative Returns YTD	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Calendar Year 2019	Calendar Year 2018	Calendar Year 2017	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
<i>BBgBarc U.S. Agg Bond</i>				-0.07%	0.18%	8.72%	8.72%	3.05%	3.75%	4.17%	8.72%	0.01%	3.54%				
<i>FIAM Bld TD 2010 Comp</i>				1.16%	3.19%	14.59%	14.59%	5.60%	6.72%	4.92%	14.59%	-2.25%	11.05%				
Morningstar Category: Target-Date 2015				1.50%	3.73%	15.45%	15.45%	5.39%	6.83%		15.45%	-3.86%	11.29%			5.43%	12/31/2019
FIAM Blend Target Date 2015 Commingled Pool Class S	5895	30257Q745		1.93%	4.77%	17.06%	17.06%	6.48%	7.48%	5.32%	17.06%	-4.02%	13.55%	10/31/2007	None	0.26%	01/07/2019
<i>S&P 500</i>				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
<i>FIAM Bld TD 2015 Comp</i>				1.46%	3.97%	16.66%	16.66%	6.29%	7.23%	5.15%	16.66%	-3.08%	12.94%				
Morningstar Category: Target-Date 2020				1.56%	3.90%	16.14%	16.14%	5.51%	6.94%		16.14%	-4.49%	12.46%			2.42%	12/31/2019
FIAM Blend Target Date 2020 Commingled Pool Class S	5905	30257Q851		2.20%	5.56%	18.84%	18.84%	6.88%	7.97%	5.25%	18.84%	-4.76%	14.82%	10/31/2007	None	0.26%	01/07/2019
<i>S&P 500</i>				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
<i>FIAM Bld TD 2020 Comp</i>				1.73%	4.67%	18.44%	18.44%	6.79%	7.81%	5.22%	18.44%	-3.79%	14.27%				
Morningstar Category: Target-Date 2025				1.85%	4.75%	18.25%	18.25%	6.17%	7.70%		18.25%	-5.34%	14.67%			2.27%	12/31/2019
FIAM Blend Target Date 2025 Commingled Pool Class S	5915	30257Q208		2.42%	6.27%	20.50%	20.50%	7.31%	8.66%	5.69%	20.50%	-5.39%	16.00%	10/31/2007	None	0.26%	01/07/2019
<i>S&P 500</i>				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
<i>FIAM Bld TD 2025 Comp</i>				1.95%	5.23%	19.95%	19.95%	7.23%	8.58%	5.75%	19.95%	-4.41%	15.52%				
Morningstar Category: Target-Date 2030				2.12%	5.49%	20.07%	20.07%	6.75%	8.12%		20.07%	-6.25%	16.57%			2.07%	12/31/2019
FIAM Blend Target Date 2030 Commingled Pool Class S	5925	30257R503		2.77%	7.27%	23.10%	23.10%	8.10%	9.25%	5.70%	23.10%	-6.54%	18.79%	10/31/2007	None	0.26%	01/07/2019
<i>S&P 500</i>				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
<i>FIAM Bld TD 2030 Comp</i>				2.27%	6.09%	22.38%	22.38%	8.12%	9.21%	5.81%	22.38%	-5.41%	18.37%				
Morningstar Category: Target-Date 2035				2.45%	6.41%	22.04%	22.04%	7.28%	8.75%		22.04%	-7.04%	18.43%			2.71%	12/31/2019
FIAM Blend Target Date 2035 Commingled Pool Class S	5935	30257R321		3.30%	8.72%	26.04%	26.04%	8.76%	9.87%	6.14%	26.04%	-7.83%	20.86%	10/31/2007	None	0.26%	01/07/2019
<i>S&P 500</i>				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
<i>FIAM Bld TD 2035 Comp</i>				2.76%	7.36%	25.15%	25.15%	8.85%	9.90%	6.33%	25.15%	-6.63%	20.65%				
Morningstar Category: Target-Date 2040				2.67%	6.99%	23.19%	23.19%	7.57%	8.89%		23.19%	-7.74%	19.52%			2.58%	12/31/2019
FIAM Blend Target Date 2040	5945	30257R446		3.56%	9.48%	27.02%	27.02%	8.84%	9.95%	6.06%	27.02%	-8.38%	21.06%	10/31/2007	None	0.26%	01/07/2019

Product Name	Fund Code	CUSIP	Ticker	Cumulative Returns 1 Month	Cumulative Returns 3 Month	Cumulative Returns YTD	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Calendar Year 2019	Calendar Year 2018	Calendar Year 2017	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
Commingled Pool Class S																	
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
FIAM Bld TD 2040 Comp				3.01%	7.97%	26.26%	26.26%	8.97%	10.02%	6.33%	26.26%	-7.10%	20.88%				
Morningstar Category: Target-Date 2045				2.88%	7.53%	24.35%	24.35%	7.83%	9.20%		24.35%	-8.14%	20.51%			2.74%	12/31/2019
FIAM Blend Target Date 2045 Commingled Pool Class S	5955	30257R560		3.55%	9.43%	27.01%	27.01%	8.83%	10.02%	6.09%	27.01%	-8.34%	21.03%	10/31/2007	None	0.26%	01/07/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
FIAM Bld TD 2045 Comp				3.01%	7.97%	26.26%	26.26%	8.97%	10.12%	6.38%	26.26%	-7.10%	20.88%				
Morningstar Category: Target-Date 2050				2.91%	7.61%	24.54%	24.54%	7.88%	9.15%		24.54%	-8.41%	20.67%			2.34%	12/31/2019
FIAM Blend Target Date 2050 Commingled Pool Class S	5965	30257R685		3.56%	9.47%	27.06%	27.06%	8.83%	10.02%	5.96%	27.06%	-8.41%	21.06%	10/31/2007	None	0.26%	01/07/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	8.52%	31.49%	-4.38%	21.83%				
FIAM Bld TD 2050 Comp				3.01%	7.97%	26.26%	26.26%	8.97%	10.15%	6.26%	26.26%	-7.10%	20.88%				
Morningstar Category: Target-Date 2055				2.98%	7.81%	24.91%	24.91%	8.01%	9.19%		24.91%	-8.44%	21.08%			3.35%	12/31/2019
FIAM Blend Target Date 2055 Commingled Pool Class S	3582	30259L637		3.58%	9.47%	27.03%	27.03%	8.83%	N/A	9.49%	27.03%	-8.38%	21.09%	07/12/2011	None	0.26%	01/07/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	13.55%	31.49%	-4.38%	21.83%				
FIAM Bld TD 2055 Comp				3.01%	7.97%	26.26%	26.26%	8.97%	N/A	9.64%	26.26%	-7.10%	20.88%				
Morningstar Category: Target-Date 2060+				3.02%	7.90%	25.15%	25.15%	8.37%			25.15%	-8.52%	21.27%			8.56%	12/31/2019
FIAM Blend Target Date 2060 Commingled Pool Class S	3763	30190M827		3.53%	9.47%	27.03%	27.03%	N/A	N/A	8.13%	27.03%	-8.37%	21.04%	05/06/2016	None	0.26%	01/07/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	15.46%	31.49%	-4.38%	21.83%				
FIAM Bld TD 2060 Comp				3.01%	7.97%	26.26%	26.26%	N/A	N/A	12.57%	26.26%	-7.10%	20.88%				
Morningstar Category: Target-Date Retirement				1.07%	2.51%	12.85%	12.85%	4.28%	5.13%		12.85%	-3.16%	8.81%			3.65%	12/31/2019
FIAM Blend Target Date Income Commingled Pool Class S	5865	30257R818		1.05%	2.29%	10.86%	10.86%	4.33%	4.76%	3.59%	10.86%	-1.45%	7.81%	10/31/2007	None	0.26%	01/07/2019
BBgBarc U.S. Agg Bond				-0.07%	0.18%	8.72%	8.72%	3.05%	3.75%	4.17%	8.72%	0.01%	3.54%				
FIAM Bld TD Inc Comp				0.64%	1.84%	10.84%	10.84%	4.15%	4.52%	3.41%	10.84%	-0.71%	7.08%				
Morningstar Category: Unclassified																	

Product Name	Fund Code	CUSIP	Ticker	Cumulative Returns 1 Month	Cumulative Returns 3 Month	Cumulative Returns YTD	Quarterly Average Annual Returns 1 Year	Quarterly Average Annual Returns 5 Year	Quarterly Average Annual Returns 10 Year	Quarterly Average Annual Returns LOF	Calendar Year 2019	Calendar Year 2018	Calendar Year 2017	Inception Date	Short-term Trading fee (%/days)	Gross Expense Ratio	Gross Expense Ratio Date
FIAM Blend Target Date 2065 Commingled Pool Class S	3439	31564E623		3.60%	9.44%	N/A	N/A	N/A	N/A	8.50%	N/A	N/A	N/A	07/02/2019	None	0.26%	06/28/2019
S&P 500				3.02%	9.07%	31.49%	31.49%	11.70%	13.56%	9.75%	31.49%	-4.38%	21.83%				

FOOTNOTES

Fund line-up as of 01/08/2020

Last categorization update date 12/31/2019

Total returns are historical and include change in share value and reinvestment of dividends and capital gains, if any. Cumulative total returns are reported as of the period indicated. Life of Fund figures are reported as of the inception date to the period indicated. These figures do not include the effect of sales charges, if any, as these charges are waived for contributions made through your company's employee benefit plans. If sales charges were included, returns would have been lower.

Indices are unmanaged and you cannot invest directly in an index.

Morningstar, Inc., provided data on the non-Fidelity mutual funds. Although the data is gathered from reliable sources, accuracy and completeness cannot be guaranteed by Morningstar.

The Morningstar Category Average is the average return for the peer group based on the returns of each individual fund within the group, for the period shown. This average assumes reinvestment of dividends and capital gains, if any, and excludes sales charges.

*The current yield of the money market mutual fund listed above reflects the current earnings of the fund, while the total return refers to a specific past holding period.

Managed Income Portfolio Class 2: On February 6, 2013, an initial offering of the Managed Income Portfolio Class 2 took place. Returns and expenses prior to that date are those of the Managed Income Portfolio Class 1. Had class 2 expenses been reflected in the returns shown, total returns would have been higher.

FIAM Blend Target Date 2005 Commingled Pool Class S, FIAM Blend Target Date 2010 Commingled Pool Class S, FIAM Blend Target Date 2015 Commingled Pool Class S, FIAM Blend Target Date 2020 Commingled Pool Class S, FIAM Blend Target Date 2025 Commingled Pool Class S, FIAM Blend Target Date 2030 Commingled Pool Class S, FIAM Blend Target Date 2035 Commingled Pool Class S, FIAM Blend Target Date 2040 Commingled Pool Class S, FIAM Blend Target Date 2045 Commingled Pool Class S, FIAM Blend Target Date 2050 Commingled Pool Class S, FIAM Blend Target Date 2055 Commingled Pool Class S, FIAM Blend Target Date 2060 Commingled Pool Class S, FIAM Blend Target Date 2065 Commingled Pool Class S, FIAM Blend Target Date Income Commingled Pool Class S, Managed Income Portfolio Class 2, NiSource Stock Fund: This investment option is not a mutual fund.

Fidelity® Contrafund® Commingled Pool, Fidelity® Growth Company Commingled Pool: This investment option is not a mutual fund.

Managed Income Portfolio Class 2: Management Fee includes the costs associated with managing the investments in the pool. The management fee does not include the wrap contract fees, which are paid to third party wrap providers and do not result in any additional compensation to Fidelity. The wrap contract fees are not separately stated but are included in the Expense Ratio and do reduce returns.

FIAM Blend Target Date 2055 Commingled Pool Class S: The inception date of this S share class of the Pool was 7/12/2011. The earliest share class of this Pool had an inception date of 10/31/2007. Performance between the inception date of the earliest share class and the inception date of this S share class was calculated by subtracting Class S's management fee and the Pool's net administrative expenses for that period from the Pool's gross performance.

American Funds EuroPacific Growth Fund® Class R-6: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 05/01/2009. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 04/16/1984, 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.

Janus Henderson Small Cap Value Fund Class N: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 05/31/2012. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 02/14/1985, 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.

MFS Massachusetts Investors Trust Class R6: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 06/01/2012. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 07/15/1924, 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.

Invesco Small Cap Value Fund Class Y: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 08/12/2005. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 06/21/1999, 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.

Vanguard Total Bond Market Index Fund Institutional Shares: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 09/18/1995. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 12/11/1986, 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.

Vanguard Inflation-Protected Securities Fund Institutional Shares: The analysis on these pages may be based, in part, on adjusted historical returns for periods prior to the class's actual inception of 12/12/2003. These calculated returns reflect the historical performance of the oldest share class of the fund, with an inception date of 06/29/2000, 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.

FIAM Blend Target Date 2005 Commingled Pool Class S, FIAM Blend Target Date 2010 Commingled Pool Class S, FIAM Blend Target Date 2015 Commingled Pool Class S, FIAM Blend Target Date 2020 Commingled Pool Class S, FIAM Blend Target Date 2025 Commingled Pool Class S, FIAM Blend Target Date 2030 Commingled Pool Class S, FIAM Blend Target Date 2035 Commingled Pool Class S, FIAM Blend Target Date 2040 Commingled Pool Class S, FIAM Blend Target Date 2045 Commingled Pool Class S, FIAM Blend Target Date 2050 Commingled Pool Class S, FIAM Blend Target Date 2055 Commingled Pool Class S, FIAM Blend Target Date 2060 Commingled Pool Class S, FIAM Blend Target Date Income Commingled Pool Class S: As of 1/7/19, expense ratios of the underlying components of the investment are credited to the pool by the manager or its affiliates, as applicable, and are not borne by the unit holders of the pool. Also effective 1/7/19, net and gross expense ratios are stated prospectively and will remain prospective until a full year of expenses have been incurred within the revised expense structure at which point the expense ratios will again be reflected in arrears.

FIAM Blend Target Date 2005 Commingled Pool Class S, FIAM Blend Target Date 2010 Commingled Pool Class S, FIAM Blend Target Date 2015 Commingled Pool Class S, FIAM Blend Target Date 2020 Commingled Pool Class S, FIAM Blend Target Date 2025 Commingled Pool Class S, FIAM Blend Target Date 2030 Commingled Pool Class S, FIAM Blend Target Date 2035 Commingled Pool Class S, FIAM Blend Target Date 2040 Commingled Pool Class S, FIAM Blend Target Date 2045 Commingled Pool Class S, FIAM Blend Target Date 2050 Commingled Pool Class S, FIAM Blend Target Date Income Commingled Pool Class S: The inception date of this S share class of the Pool was 6/27/2014. The earliest share class of this Pool had an inception date of 10/31/2007. Performance for time periods when this S share class was not funded, including from inception date of the earliest share class and the inception date of this S share class was calculated by subtracting Class S's management fee and the Pool's net administrative expenses for that period from the Pool's gross performance.

FIAM Blend Target Date 2060 Commingled Pool Class S: The inception date of this S share class of the Pool was 09/30/2016. The earliest share class of this Pool had an inception date of 05/06/2016. Performance for time periods when this S share class was not funded, including from inception date of the earliest share class and the inception date of this S share class was calculated by subtracting Class S's management fee and the Pool's net administrative expenses for that period from the Pool's gross performance.

Managed Income Portfolio Class 2: Expense Ratio (Gross) includes management and wrap contract fees. For certain investments, it may also include distribution fees. Please note that the Gross and Net Expense Ratio are the same for this investment.

Fidelity® Total Market Index Fund: Returns prior to September 8, 2011 are those of the Premium Class and reflect the Premium Class' expense ratio. Had the Institutional Premium Class' expense ratio been reflected, total returns would have been higher.

Fidelity® Balanced Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Fidelity® Equity-Income Fund - Class K: On May 9, 2008, an initial offering of the retirement (K) class took place. Returns and expenses prior to that date are those of the non-K, non-advisor class. Had K class expenses been reflected in the returns shown, total returns would have been higher.

Expense Ratio Footnotes

For a mutual fund, the expense ratio is the total annual fund or class operating expenses (before waivers or reimbursements) paid by the fund and stated as a percent of the fund's total net assets. Where the investment option is not a mutual fund, the figure displayed in the expense ratio field is intended to reflect similar information. However, it may have been calculated using methodologies that differ from those used for mutual funds. Mutual fund data has been drawn from the most recent prospectus. For non-mutual fund investment options, the information has been provided by the trustee or plan sponsor. When no ratio is shown for these options it is due to the fact that none was available. Nevertheless, there may be fees and expenses associated with the investment option.

Morningstar Category Gross Expense Ratio: This figure represents average gross expense ratio paid by the funds in the Morningstar category. The information is based on the gross expense ratio as reported in each fund's most current prospectus and is provided by Morningstar.

Investment Risk

Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market or economic developments.

Foreign investments, especially those in emerging markets, involve greater risk and may offer greater potential returns than U.S. investments. This risk includes political and economic uncertainties of foreign countries, as well as the risk of currency fluctuation.

Company stock funds are neither mutual funds nor diversified or managed investment options.

In general the bond market is volatile and bonds entail interest rate risk (as interest rates rise bond prices usually fall and vice versa). This effect is usually pronounced for longer-term securities. Bonds also entail the risk of issuer default, issuer credit risk and inflation risk.

Target date investments are generally designed for investors expecting to retire around the year indicated in each investment's name. The investments are managed to gradually become more conservative over time. The investment risks of each target date investment change over time as its asset allocation changes. They are subject to the volatility of the financial markets, including equity and fixed income investments in the U.S. and abroad and may be subject to risk associated with investing in high yield, small cap and foreign securities. Principal invested is not guaranteed at any time, including at or after their target dates.

The value of your investment in a company stock fund is affected by the performance of the company and the overall stock market and, if applicable, by the amount and performance of any short-term investments held by the fund.

To help achieve long-term retirement security, you should give careful consideration to the benefits of a well-balanced and diversified investment portfolio. Spreading your assets among different types of investments can help you achieve a favorable rate of return, while minimizing your overall risk of losing money. This is because market or other economic conditions that cause one category of assets, or one particular security, to perform very well often cause another asset category, or other particular security to perform poorly. If you invest more than 20% of your retirement savings in any one company or industry, your savings may not be properly diversified. Although diversification is not a guarantee against loss, it is an effective strategy to help manage your investment risk.

Investments in smaller companies may involve greater risk than those in larger, more well known companies.

Non-Fidelity Government Mutual Fund Money Market: You could lose money by investing in a money market fund. Although the fund seeks to preserve the value of your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The fund's sponsor has no legal obligation to provide financial support to money market funds and you should not expect that the sponsor will provide financial support to the fund at any time.

Index Definitions

BBgBarc 3M t-bill: Bloomberg Barclays U.S. 3 Month Treasury Bellwether Index is a market value-weighted index of investment-grade fixed-rate public obligations of the U.S. Treasury with maturities of 3 months, excluding zero coupon strips.

FIAM Bld TD Inc Comp: The Lifecycle Income composite benchmark is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index, the Bloomberg Barclays U.S. Aggregate Bond Index and the Bloomberg Barclays U.S. 3-Month Treasury Bellwether Index. More information is available upon request.

FIAM Bld TD 2005 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index, the Bloomberg Barclays U.S. Aggregate Bond Index and the Bloomberg Barclays U.S. 3-Month Treasury Bellwether Index. More information is available upon request.

FIAM Bld TD 2010 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index, the Bloomberg Barclays U.S. Aggregate Bond Index and the Bloomberg Barclays U.S. 3-Month Treasury Bellwether Index. More information is available upon request.

FIAM Bld TD 2015 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index, the Bloomberg Barclays U.S. Aggregate Bond Index and the Bloomberg Barclays U.S. 3-Month Treasury Bellwether Index. More information is available upon request.

MSCI AC Wld ex US (N): MSCI All Country World ex USA Index is a market capitalization-weighted index of stocks traded in global developed and emerging markets, excluding the United States. The Index is designed to measure equity market performance in global developed and emerging markets, excluding the United States and excludes certain market segments unavailable to U.S. based investors

FIAM Bld TD 2025 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index, the Bloomberg Barclays U.S. Aggregate Bond Index and the Bloomberg Barclays U.S. 3-Month Treasury Bellwether Index. More information is available upon request.

FIAM Bld TD 2030 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

FIAM Bld TD 2035 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

FIAM Bld TD 2040 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

FIAM Bld TD 2045 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

FIAM Bld TD 2050 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

FIAM Bld TD 2020 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index, the Bloomberg Barclays U.S. Aggregate Bond Index and the Bloomberg Barclays U.S. 3-Month Treasury Bellwether Index. More information is available upon request.

BBgBarc U.S. Agg Bond: The Bloomberg Barclays U.S. Aggregate Bond Index is an unmanaged market value-weighted index for U.S. dollar denominated investment-grade fixed-rate debt issues, including government, corporate, asset-backed, and mortgage-backed securities with maturities of at least one year.

MSCI Wld ex US (N): MSCI World ex-US Index is a market capitalization weighted index of equity securities of companies domiciled in various countries. The Index is designed to represent the performance of developed stock markets throughout the world and excludes certain market segments unavailable to U.S. based investors.

Russell 2000 Value: The Russell 2000® Value Index is an unmanaged market capitalization-weighted index of value-oriented stocks of U.S. domiciled companies that are included in the Russell 2000 Index. Value-oriented stocks tend to have lower price-to-book ratios and lower forecasted growth values.

Russell 3000 Growth: The Russell 3000 Growth Index is an unmanaged market capitalization-weighted index of growth-oriented stocks of U.S. domiciled companies that are included in the Russell 3000 Index. Growth-oriented stocks tend to have higher price-to-book ratios and higher forecasted growth values.

Russell 3000 Value: The Russell 3000® Value Index is an unmanaged market capitalization-weighted index of value-oriented stocks of U.S. domiciled companies that are included in the Russell 3000 Index. Value-oriented stocks tend to have lower price-to-book ratios and lower forecasted growth values.

FTSE 3-Mo Treasury Bill: The FTSE 3-Month Treasury Bill Index is an unmanaged index designed to represent the average of T-bill rates for each of the prior three months, adjusted to a bond-equivalent basis.

S&P 500: S&P 500 Index is a market capitalization-weighted index of 500 common stocks chosen for market size, liquidity, and industry group representation to represent U.S. equity performance.

Fid Bal Hybrid Comp Idx: Fidelity Balanced Hybrid Composite Index is a hypothetical representation of the performance of the fund's general investment categories using a weighting of 60% equity and 40% bond. The following indexes are used to calculate the composite index: equity the Russell 3000 Value Index and Russell 3000 Index for periods prior to October 1, 2008, and the Standard & Poor's 500 Index beginning October 1, 2008, and bond the Bloomberg Barclays U.S. Aggregate Index.

BBgBarc US TIPS: The Bloomberg Barclays U.S. TIPS Index is an unmanaged index designed to represent securities that protect against adverse inflation and provide a minimum level of real return. To be included in this index, bonds must have cash flows linked to an inflation index, be sovereign issues denominated in U.S. currency, and have more than one year to maturity, and, as a portion of the index, total a minimum amount outstanding of 100 million U.S. dollars.

BBgBarc Agg Float Adj: The Bloomberg Barclays U.S. Aggregate Float Adjusted Index measures the total universe of public, investment-grade, taxable, fixed income securities in the United States-including government, corporate, and international dollar-denominated bonds, as well as mortgage-backed and asset-backed securities-all with maturities of more than 1 year.

FIAM Bld TD 2055 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

DJ US Total Stk Mkt: Dow Jones U.S. Total Stock Market Index SM is a float-adjusted market capitalization-weighted index of all equity securities of U.S. headquartered companies with readily available price data.

Vanguard Spliced Barclays U.S. Aggregate Float Adjusted Index: The Vanguard Spliced Bloomberg Barclays U.S. Aggregate Float Adjusted Index is an index that reflects performance of the Bloomberg Barclays U.S. Aggregate Bond Index through December 31, 2009; and Bloomberg Barclays U.S. Aggregate Float Adjusted Index thereafter.

MSCI ACWIxUS IMI (Net MA): The MSCI ACWI (All Country World Index) ex USA Investable Market Index is a market capitalization-weighted index designed to measure the investable equity market performance for global investors of large, mid, and small-cap stocks in developed and emerging markets, excluding the U.S.

FIAM Bld TD 2060 Comp: The composite benchmark for each Core Lifecycle composite is a custom benchmark, which is a blend of the indices structured to align with allocations to stocks, bonds and short term investments. As the target allocations based on the target retirement date are adjusted, the weights of the underlying benchmark indices in the custom benchmark are adjusted. The benchmarks are rebalanced monthly. The current underlying benchmark indices are: the Russell 3000 Index, the MSCI ACWI ex US (net) Index and the Bloomberg Barclays U.S. Aggregate Bond Index. More information is available upon request.

MSCI EAFE (N): The MSCI Europe, Australasia and Far East (EAFE ®) Index is an unmanaged market capitalization-weighted index of equity securities of companies domiciled in various countries. The index is designed to represent performance of developed stock markets outside the United States and Canada and excludes certain market segments unavailable to U.S. based investors. This index is calculated using the minimum possible dividend reinvestment, after deduction of withholding tax, applying the maximum withholding tax rate.

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

Fidelity Brokerage Services LLC, Member NYSE, SIPC, 900 Salem Street, Smithfield, RI 02917