



# Important retirement plan changes Coming soon!

July 22, 2020

Changes are coming to the CenturyLink Union 401(k) Plan. The CenturyLink Union 401(k) Plan will be merged into the CenturyLink Dollars & Sense 401(k) Plan on Sept. 1, 2020 and the newly merged plan will be renamed the CenturyLink 401(k) Savings Plan. If you have an account balance in the CenturyLink Union 401(k) Plan, your account will automatically transfer to the merged plan.

This communication explains what you can expect during the merger transition and actions you may want to take. During the transition, access to your account will be limited. Please read this communication carefully to ensure you understand key dates and how they may impact your account.

## Important notice concerning your rights under the CenturyLink Union 401(k) Plan

Just prior to the merger of the plans, there will be a short blackout period during which you will **not** be able to direct investments in your individual account or obtain a loan, withdrawal, or distribution from the CenturyLink Union 401(k) Plan. This period is called a “blackout period”.

**When is the blackout period?** The blackout period for the CenturyLink Union 401(k) Plan is expected to begin **Aug. 27, 2020** and end the week of **Sept. 7, 2020**. During this time, you can determine whether the blackout period has started or ended by contacting the Retirement Service Center at 1-877-379-0118. We will also notify you when the blackout period has ended.

During the blackout period, you will be unable to direct the investments held in your CenturyLink Union 401(k) Plan account. For this reason, you should review and consider the appropriateness of your current investments before the blackout period begins. For your long-term retirement security, you should give careful consideration to the importance of a well-balanced and diversified investment portfolio, taking into account all your assets, income, and investments.

## Account access

When the transition is completed, which is expected to happen the week of Sept. 7, 2020, you will receive an additional communication with information on how to access your CenturyLink 401(k) Savings Plan.

## Transfer of account balance: what do I need to do?

When the CenturyLink Union 401(k) Plan merges into and becomes part of the CenturyLink 401(k) Savings Plan, your current account balance, deferral rates and future investment elections will remain the same. The funds you are currently invested in will remain the same.

If you are satisfied with how your account balance will transfer, **no action is required**.

If you want to change the way your existing balance and future contributions will transfer, sign on to your CenturyLink Union 401(k) Plan account at [centurylink.com/my401k](https://centurylink.com/my401k) (active employees only) or [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan) or call 1-877-379-0118, before 3 p.m. Central Time on Aug. 27, 2020.

Information is available about the Plan's investments on the Fund Fact Sheets. You can request a copy of the Fund Fact Sheets by calling the Retirement Service Center at **1-877-379-0118** or view a copy by accessing your CenturyLink Union 401(k) Plan account online at [centurylink.com/my401k](https://centurylink.com/my401k) (active employees) or [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan).

### In this communication Notice of Plan Merger:

- Important account blackout information
- Important dates to remember
- How your existing account balance and investment selections will transfer
- Account access information

## Important dates to remember

Date	Event	What it means to you
Aug. 26, 2020 at 9 p.m. Central Time	Payroll account changes effective for Sept. 11 pay date	This is the last day that you can make deferral election changes that will be effective on your paycheck received on Sept. 11, 2020.
Aug. 27, 2020 at 3 p.m. Central Time	Blackout period begins*	This is the beginning of the period of time when you will not be able to direct or diversify investments or conduct certain transactions in your individual account in the CenturyLink Union 401(k) Plan. Prior to this date, you can conduct transactions by calling the Retirement Service Center at 1-877-379-0118 or by accessing your account at <a href="http://centurylink.com/my401k">centurylink.com/my401k</a> (active employees) or <a href="http://wellsfargo.com/retirementplan">wellsfargo.com/retirementplan</a> .
Sept. 1, 2020	Account balance transfers	Your account balance will be transferred to the CenturyLink 401(k) Savings Plan and invested in the same funds you are currently invested in the CenturyLink Union 401(k) Plan.  If you have an outstanding loan balance, it will also transfer to CenturyLink 401(k) Savings Plan at this time.
The week of Sept. 7, 2020	Blackout period expected to end	Access to your combined account should be available. You can view your account balance and perform account transactions.  You can learn if the blackout period has ended by signing in to your account or calling the Retirement Service Center. We will also notify you when the blackout period has ended.
October 2020	First combined quarterly account statement	Your first combined account statement in the CenturyLink 401(k) Savings Plan will be available online and will show activity from July 1, 2020 to Sept. 30, 2020.

\*Please note that there will not be a trading blackout period within the Schwab PCRA window.

## Plan Features

You'll continue to enjoy the same great features and investments in the new CenturyLink 401(k) Savings Plan that you had in the CenturyLink Union 401(k) Plan including:

- Immediate eligibility
- Pretax, After-tax, Catch-up (if eligible) and Roth contributions, subject to IRS annual limits
- Discretionary employer matching contributions subject to your collective bargaining agreement and the Plan's eligibility requirements
- Annual contribution rate increases up to a maximum amount you set, with a total deferral amount not to exceed 80%

## Designate a Beneficiary

Take the opportunity to review and update your beneficiary information in the CenturyLink Union 401(k) Plan before the Aug. 27, 2020 blackout period. You can add or update your beneficiary information at any time by signing on to your account at [centurylink.com/my401k](http://centurylink.com/my401k) (active employees only) or [wellsfargo.com/retirementplan](http://wellsfargo.com/retirementplan) or by contacting the Retirement Service Center at 1-877-379-0118.

## Change to recordkeeping fee structure

CenturyLink is committed to keeping the fees associated with the plan reasonable and to be transparent in their disclosure. Please review the recordkeeping fees associated with the CenturyLink 401(k) Savings Plan.

### Types of costs associated with the plan

- **Administrative fees** are paid to Wells Fargo to cover the costs associated with running the plan and services such as recordkeeping, mailing statements, account access, and transactions. **The participant recordkeeping administrative fee is being reduced from \$7.75 to \$6.00 per quarter.**
- **Individual service fees** are associated with optional features offered in the plan. For instance, the service fee to cover individual transactions such as loans, withdrawals, or distributions.

To aid participants in evaluating the costs associated with operating the Plan, costs as of October 1, 2020, are shown below. The table contains estimates of costs that may be charged to your account. These costs associated with operating the Plan are in addition to Total Annual Operating Costs of the investment options. Costs charged to your account will be shown on the Account Summary section of your quarterly statements.

Cost	Amount	Allocation Method/Frequency
<b>Costs paid by all participants</b>		
Recordkeeping/Administration Fee <sup>1</sup>	\$6.00	Per Participant/Quarterly (Effective October 1, 2020)
<b>Costs paid by participants using the service</b>		
Distribution/Withdrawal Fee	\$10.00	Each Distribution and In-Service Withdrawal (Effective October 1, 2020)
Installment Fee	\$2.50	Each Installment Payment (Effective October 1, 2020)
Overnight Mailing Fee	\$20.00	Each mailing of a loan or distribution check
New Loan Fee	\$50.00	Each New Loan
Florida Stamp Tax for New Loans	0.35%	Each New Loan to Florida residents (Only applies to Florida residents)
Target My Retirement (TMR) Fee <sup>2</sup>	0.21%	Annual cost charged quarterly only to participants using TMR
QDRO Processing Fee	\$500.00	Each Qualified Domestic Relations Order (QDRO)
Legal Document Review	Varies	Legal Documents such as Power of Attorney will have attorney fees passed through to participant account

<sup>1</sup> The Recordkeeping/Administration Fee includes a recordkeeping fee plus estimated fees for the Plan audit, tax return preparation and participant educational tools. These fees are reduced by an offset from the Schwab PCRA self-directed brokerage account. The fee is based on an annualized estimate of these costs allocated to participant accounts on a pro-rata basis. This fee is deducted from your Plan account at the end of each quarter. The quarterly fee may vary slightly throughout the year.

<sup>2</sup> In addition to the *Target My Retirement* fee noted above, participants who enroll in *Target My Retirement* pay the total annual operating costs of the funds in which their account is invested. The *Target My Retirement* fee is based on the average monthly balance in your account. This fee is deducted from your Plan account on a quarterly basis.

The costs noted above are paid to service providers for Plan administration, such as loan processing, legal, accounting and recordkeeping services. These costs may vary each year based on different factors. The Company has discretion to pay plan administration costs from its own assets or from the Plan's assets, and may change its decision on how such costs are paid at any time. Other costs, such as a fee for a new service, may apply. Costs that are charged to your account directly will be shown on your quarterly statement.

**PLEASE NOTE: This is a Summary of Material Modifications (SMM) and is provided to you in accordance with the disclosure requirements of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), the federal law that governs certain CenturyLink-sponsored employee benefit plans including the CenturyLink Union 401(k) Plan and the CenturyLink Dollars & Sense 401(k) Plan. This SMM notifies you of the merger of the CenturyLink Union 401(k) Plan into the CenturyLink Dollars & Sense 401(k) Plan, and the revised name for the combined plan: CenturyLink 401(k) Savings Plan. The effective dates of the changes are noted above. Please keep this SMM with your Summary Plan Description for future reference. This document summarizes certain provisions of the CenturyLink 401(k) Savings Plan. If there is any conflict between the terms of the Plan documents and this document, the terms of the Plan documents will govern. CenturyLink, Inc. has reserved to the Plan Administrator (the CenturyLink Employee Benefits Committee) the right to interpret and resolve any ambiguities in the Plan or any document relating to the Plan.**



<b>Investments in Retirement Plans Are:</b>		
<b>Not Insured by the FDIC or Any Federal Government Agency</b>	<b>Not a Deposit or Other Obligation of, or Guaranteed by, the Bank or Any Bank Affiliate</b>	<b>Subject to Investment Risks, including Possible Loss of the Principal Amount Invested</b>

\*Diversification does not guarantee profit or protect against loss in declining markets.

Notice of Electronic Distribution of Quarterly Benefit Statements and Plan-Related Information

This notice is to inform you that your Benefit Statements (including plan-related fee information) is available via the following secure website: [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan). To view your statements online, sign on to your account at [centurylink.com/my401k](https://centurylink.com/my401k) (active employees) or [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan). Select your retirement plan name on the **Account Summary** page to be directed to your retirement plan dashboard. From there, select **My Account** and then **Statements**.

If an accurate email address is on file with Wells Fargo Institutional Retirement & Trust, you will be notified when your account statement is available online each quarter. If we do not have a valid email address on file, you can access your statements via the website reference above typically 12 business days following quarter end. You may request a paper copy of your Benefit Statement at no additional cost by calling 1-877-379-0118.

Recordkeeping services are provided by Wells Fargo Institutional Retirement & Trust, a business unit of Wells Fargo Bank, N.A., a bank affiliate of Wells Fargo & Company.

This information and any information provided by employees and representatives of Wells Fargo Bank, N.A. and its affiliates is intended to constitute investment education under U.S. Department of Labor guidance and does not constitute "investment advice" under the Employee Retirement Income Security Act of 1974. Neither Wells Fargo nor any of its affiliates, including employees, and representatives, may provide "investment advice" to any participant or beneficiary regarding the investment of assets in your employer-sponsored retirement plan. Please contact an investment, financial, tax, or legal advisor regarding your specific situation. The information shown is not intended to provide any suggestion that you engage in or refrain from taking a particular course of action.

**QUALIFIED DEFAULT INVESTMENT ALTERNATIVE NOTICE  
NOTICE TO EMPLOYEES  
CenturyLink 401(k) Savings Plan**

The CenturyLink 401(k) Savings Plan (the “Plan”) is a valuable tool to help you save for your retirement. The Plan allows you to make contributions through convenient payroll deductions in addition to the benefits of tax advantages and earnings that compound over time. Because investing your Plan account is an important piece to saving for retirement, the Plan includes a qualified default investment alternative (QDIA) feature. This notice explains the QDIA feature of the Plan.

Your Right To Invest Your Plan Account

You have the right to direct the investment of your elective deferrals (whether the deferrals result from the Plan’s automatic enrollment feature or from your affirmative election) and company matching and other contributions in your account in any of the investment choices available under the Plan. These investment options include a broad range of investment alternatives intended to allow you to achieve a diversified portfolio. The Plan’s current investment options are listed in the attachment to this memorandum. A copy of the current investment options also can be found in the Summary Plan Description, a copy of which is available by accessing the Wells Fargo website [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan) and selecting **Plan Information** and then **Plan Resources**. You can also call Wells Fargo, the Plan’s recordkeeper, at **1-877-379-0118** for information regarding the investment options available under the Plan.

The Plan’s Default Investment

If you *do not* direct how your Plan account will be invested, your account will be invested in a “default” investment fund. This “default” investment fund will be treated as a “Qualified Default Investment Alternative” or “QDIA” based on U.S. Department of Labor Regulations. The “default” investment provided for in the Plan is the target date fund based on your date of birth and a retirement age of 65, as indicated in the table below:

If you were born:	Your default Target Date Fund will be:
1/1/1993 or later	2060 Target Date Fund
1/1/1988 – 12/31/1992	2055 Target Date Fund
1/1/1983 – 12/31/1987	2050 Target Date Fund
1/1/1978 – 12/31/1982	2045 Target Date Fund
1/1/1973 – 12/31/1977	2040 Target Date Fund
1/1/1968 – 12/31/1972	2035 Target Date Fund
1/1/1963 – 12/31/1967	2030 Target Date Fund
1/1/1958 – 12/31/1962	2025 Target Date Fund
1/1/1953 – 12/31/1957	2020 Target Date Fund
1/1/1948 – 12/31/1952	2015 Target Date Fund
12/31/1947 – or earlier	Retirement Fund

Other Investment Options Under the Plan

You may transfer all or a portion of your Plan account out of the default investment to one or more investment funds available under the Plan, and you may direct the investment of your Plan account (including any automatic deferral contributions made on your behalf) to any one or more of the other Plan investment options, at any time. Transfers out of the default fund are not subject to any restrictions, fees or expenses. Transfers out of other investment funds available under the Plan are subject to that fund’s trading restrictions, if any.

## More Information

**Directing Your Investment.** For additional information about directing the investment of your Plan account, please refer to the Plan's Summary Plan Description. You can access a copy of the current Summary Plan Description at the Wells Fargo website at [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan) and selecting **Plan Information** and **Plan Resources**.

**The Plan's Investment Options.** Generally, each of the investment fund choices available under the Plan has its own characteristics and its own element of risk. The performance of each fund depends entirely on the performance of the underlying investments (such as stocks, bonds, money market instruments, debt instruments, etc.) held in the various funds. The value of the underlying investments fluctuates and the value of your investment in the funds will increase or decrease depending upon the performance of the underlying investments held in the various funds in which you have invested. Some of the investment funds also may impose short-term trading restrictions, short-term redemption fees and other investment limitations.

All investments are subject to risk. As with any investment, past performance is not an indication of future performance, nor are any particular rates of return guaranteed. Also, your Plan account's investment performance may vary from other participants' accounts due to the timing of contributions, transfers, withdrawals and other fund transactions.

Before selecting any investment option, you always should read the most current Fund Fact Sheet as this provides general information about the fund's investment objectives, risk characteristics, investment performance and fund charges and expenses. For a copy of the Fund Fact Sheet for any of the Plan's investment fund options and other information, you should contact Wells Fargo at **1-877-379-0118** or sign on to your account on the Wells Fargo website at [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan).

Please be aware that reading a Fund Fact Sheet may not give you enough information to make your investment decisions. You should consider what other information may be important to you. The internet may be a source to begin gathering information. You also may wish to consult with your personal financial advisor.

## Contact Information

If you have any questions concerning this notice, wish to make changes in your Plan account or obtain investment information about the other investment alternatives in the Plan or the procedures for changing the investment of your Plan account, you should contact Wells Fargo at **1-877-379-0118** or sign on to your account at the Wells Fargo website at [wellsfargo.com/retirementplan](https://wellsfargo.com/retirementplan).

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**QUALIFIED DEFAULT INVESTMENT ALTERNATIVE NOTICE  
NOTICE TO EMPLOYEES  
CenturyLink 401(k) Savings Plan  
Attachment**

**Target Date Funds**

2060 Target Date Fund  
2055 Target Date Fund  
2050 Target Date Fund  
2045 Target Date Fund  
2040 Target Date Fund  
2035 Target Date Fund  
2030 Target Date Fund  
2025 Target Date Fund  
2020 Target Date Fund  
2015 Target Date Fund  
Retirement Fund  
Conservative Retirement Fund

**Passively Managed Core Funds**

U.S. Bond Index Fund  
Inflation Indexed Securities Fund  
U.S. Stock Index Fund  
International Stock Index Fund

**Actively Managed Core Funds**

Money Market Fund  
Active Bond Fund  
Active U.S. Stock Fund  
Active International Stock Fund

**CenturyLink Stock Fund (Closed to new contributions)**

**Schwab Personal Retirement Account (PCRA)**