

QDIA OPINION LETTER

June 24, 2014

To Whom It May Concern

We have evaluated [Invesco Equity and Income Fund](#) (Investment) offered by [Invesco Distributors, Inc.](#), its principal underwriter and managed [Invesco Advisers, Inc.](#) to determine if it complies with the requirements to be used as a qualified default investment alternative (“QDIA”) as defined by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) Section 404(c)(5).

Based on evaluations concluded on June 24, 2014 it is our opinion that ERISA plan fiduciaries who meet all other ERISA requirements and use the Investment(s) listed below will qualify for the fiduciary relief granted by QDIA. [Invesco Advisers, Inc.](#) is hereby granted the right, for the 12 months following the date of this letter, to use the DALBAR QDIA Validation Seal on its materials and to advertise the fact that the following investments have been validated by DALBAR:

- [Invesco Equity and Income Fund](#)

Detailed findings from our evaluations are available from DALBAR and may be obtained from the website www.DALBAR.com.

Our opinion regarding the investment listed above and the rights granted to [Invesco Advisers, Inc.](#) by this letter are based on information provided by [Invesco Distributors, Inc.](#) and [Invesco Advisers, Inc.](#) and confirmed through public sources where possible. Any material change or discrepancy in this information could reverse our opinion and revoke the rights granted herein.

The scope of our evaluations consists of those aspects of the requirements of ERISA Section 404(c)(5) that can reasonably be met by practices, procedures and obligations of investment managers. These include the applicability of the Investment to one or more types of QDIA, qualification of the manager and the Investment under QDIA requirements as well as the reasonableness of the Investment with respect to fees, performance and use of generally accepted investment theory.

It should be noted that our evaluations are intended to facilitate plan fiduciary compliance and do not replace the requirements for ERISA plan fiduciaries to prudently select and monitor plan investments, including QDIAs.

Very truly yours,

Dalbar, Inc.

