

Fidelity® Variable Insurance Products:

VIP ContrafundSM Portfolio

Annual Report
December 31, 2023



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To view a fund's proxy voting guidelines and proxy voting record for the 12-month period ended June 30, visit <http://www.fidelity.com/proxyvotingresults> or visit the Securities and Exchange Commission's (SEC) web site at <http://www.sec.gov>.

You may also call 1-877-208-0098 to request a free copy of the proxy voting guidelines.

Fidelity® Variable Insurance Products are separate account options which are purchased through a variable insurance contract.

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This report and the financial statements contained herein are submitted for the general information of the shareholders of the Fund. This report is not authorized for distribution to prospective investors in the Fund unless preceded or accompanied by an effective prospectus.

A fund files its complete schedule of portfolio holdings with the SEC for the first and third quarters of each fiscal year on Form N-PORT. Forms N-PORT are available on the SEC's web site at <http://www.sec.gov>. A fund's Forms N-PORT may be reviewed and copied at the SEC's Public Reference Room in Washington, DC. Information regarding the operation of the SEC's Public Reference Room may be obtained by calling 1-800-SEC-0330.

For a complete list of a fund's portfolio holdings, view the most recent holdings listing, semiannual report, or annual report on Fidelity's web site at <http://www.fidelity.com>, <http://www.institutional.fidelity.com>, or <http://www.401k.com>, as applicable.

NOT FDIC INSURED • MAY LOSE VALUE • NO BANK GUARANTEE

Neither the Fund nor Fidelity Distributors Corporation is a bank.

Performance: The Bottom Line

Average annual total return reflects the change in the value of an investment, assuming reinvestment of distributions from dividend income and capital gains (the profits earned upon the sale of securities that have grown in value, if any) and assuming a constant rate of performance each year. During periods of reimbursement by Fidelity, a fund's total return will be greater than it would be had the reimbursement not occurred. Performance numbers are net of all underlying fund operating expenses, but do not include any insurance charges imposed by your insurance company's separate account. If performance information included the effect of these additional charges, the total returns would have been lower. How a fund did yesterday is no guarantee of how it will do tomorrow.

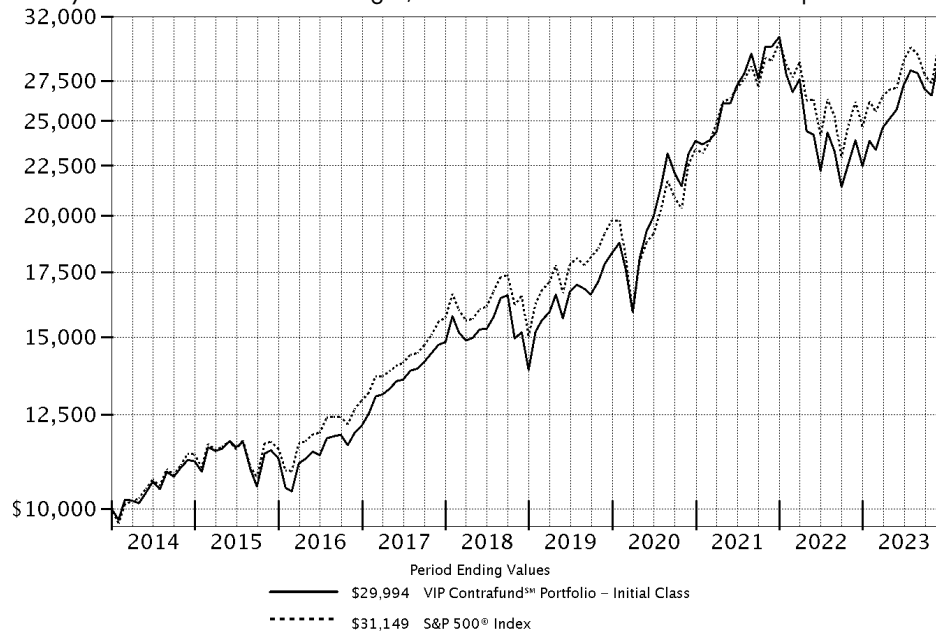
Average Annual Total Returns

Periods ended December 31, 2023	Past 1 year	Past 5 years	Past 10 years
Initial Class	33.45%	16.65%	11.61%
Service Class	33.34%	16.54%	11.50%
Service Class 2	33.12%	16.36%	11.33%
Investor Class	33.36%	16.56%	11.52%

\$10,000 Over 10 Years

Let's say hypothetically that \$10,000 was invested in VIP ContrafundSM Portfolio - Initial Class, a class of the fund, on December 31, 2013.

The chart shows how the value of your investment would have changed, and also shows how the S&P 500[®] Index performed over the same period.



Management's Discussion of Fund Performance

Market Recap:

U.S. equities gained 26.29% in 2023, according to the S&P 500® index, as a slowing in the pace of inflation and resilient late-cycle expansion of the U.S. economy provided a favorable backdrop for higher-risk assets for much of the year. After returning -18.11% in 2022, the index's sharp reversal was driven by a narrow set of firms in the information technology and communication services sectors, largely due to excitement for generative artificial intelligence. Monetary tightening by the U.S. Federal Reserve continued until late July, when the Fed said it was too soon to tell if its latest hike would conclude a series of increases aimed at cooling the economy and bringing down inflation. Since March 2022, the Fed has raised its benchmark interest rate 11 times before pausing and three times deciding to hold rates at a 22-year high while it observes inflation and the economy. After the Fed's November 1 meeting, when the central bank hinted it might be done raising rates, the S&P 500® reversed a three-month decline due to soaring yields on longer-term government bonds and mixed earnings from some big and influential firms. Favorable data on inflation provided a further boost and the index rose 14% in the final two months. By sector for the year, tech (+61%) and communication services (+56%) led the way, followed by consumer discretionary (+43%). In contrast, the defensive-oriented utilities (-7%) and consumer staples (+1%) sectors notably lagged, as did energy (-1%), hampered by lower oil prices.

Comments from Co-Managers William Danoff and Jean Park:

In 2023, the fund's share classes gained about 33%, versus 26.29% for the benchmark S&P 500® index. The biggest contributors to performance versus the benchmark were picks and an overweight in communication services. Stock picks in health care, primarily within the pharmaceuticals, biotechnology & life sciences industry, also boosted relative performance, as did security selection and an underweight in consumer staples. The top individual relative contributor was an overweight in Meta Platforms (+194%). Meta Platforms was among the fund's top holdings. The second-largest relative contributor was an overweight in Alphabet (+59%). Alphabet was one of our biggest holdings. An overweight in Eli Lilly (+61%) also contributed. Eli Lilly was one of the fund's largest holdings. In contrast, the biggest detractor from performance versus the benchmark was an overweight in health care, primarily within the pharmaceuticals, biotechnology & life sciences industry. Stock picks and an underweight in consumer discretionary, primarily within the automobiles & components industry, also hampered the fund's result, as did an overweight in energy. Lastly, the fund's position in cash detracted. The biggest individual relative detractor was an overweight in UnitedHealth Group (+0%). UnitedHealth was among the fund's largest holdings. A second notable relative detractor was an underweight in Tesla (+102%). This period we increased our investment in Tesla. An overweight in Berkshire Hathaway (+15%) also detracted. Berkshire Hathaway was one of our biggest holdings. Notable changes in positioning include increased exposure to the industrials sector and a lower allocation to energy.

The views expressed above reflect those of the portfolio manager(s) only through the end of the period as stated on the cover of this report and do not necessarily represent the views of Fidelity or any other person in the Fidelity organization. Any such views are subject to change at any time based upon market or other conditions and Fidelity disclaims any responsibility to update such views. These views may not be relied on as investment advice and, because investment decisions for a Fidelity fund are based on numerous factors, may not be relied on as an indication of trading intent on behalf of any Fidelity fund.

Consolidated Investment Summary December 31, 2023 (Unaudited)

Top Holdings (% of Fund's net assets)

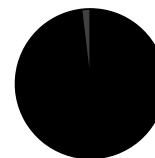
Microsoft Corp.	9.1
Meta Platforms, Inc. Class A	6.7
Alphabet, Inc. Class C	6.3
Apple, Inc.	5.5
NVIDIA Corp.	4.7
Berkshire Hathaway, Inc. Class B	4.1
Amazon.com, Inc.	4.0
Eli Lilly & Co.	3.4
UnitedHealth Group, Inc.	3.3
Costco Wholesale Corp.	1.8
	<hr/>
	48.9

Market Sectors (% of Fund's net assets)

Information Technology	30.8
Communication Services	14.8
Health Care	14.8
Financials	13.0
Consumer Discretionary	9.0
Industrials	7.1
Energy	4.0
Consumer Staples	3.0
Materials	1.4
Utilities	0.2

Asset Allocation (% of Fund's net assets)

- Stocks - 98.1
- Short-Term Investments and Net Other Assets (Liabilities) - 1.9



Consolidated Schedule of Investments December 31, 2023

Showing Percentage of Net Assets

Common Stocks – 97.3%

	Shares	Value (\$)
COMMUNICATION SERVICES - 14.7%		
Entertainment - 1.6%		
Liberty Media Corp. Liberty Formula One Class C	384,927	24,300,442
Liberty Media Corp. Liberty Live Class C	17,283	646,211
Nefflix, Inc. (a)	564,399	274,794,585
The Walt Disney Co.	83,058	7,499,307
Universal Music Group NV	840,672	<u>23,998,774</u>
		<u>331,239,319</u>
Interactive Media & Services - 13.1%		
Alphabet, Inc.:		
Class A (a)	200	27,938
Class C (a)	9,243,340	1,302,663,906
Bumble, Inc. (a)	184,171	2,714,681
Epic Games, Inc. (a)(b)(c)	18,849	12,107,278
Meta Platforms, Inc. Class A (a)	3,907,422	<u>1,383,071,091</u>
		<u>2,700,584,894</u>
Wireless Telecommunication Services - 0.0%		
T-Mobile U.S., Inc.	5,600	<u>897,848</u>
		<u>3,032,722,061</u>
CONSUMER DISCRETIONARY - 9.0%		
Automobiles - 0.2%		
BYD Co. Ltd. (H Shares)	279,000	7,696,113
General Motors Co.	42,700	1,533,784
Hyundai Motor Co. Ltd.	142,430	22,384,277
Li Auto, Inc. ADR (a)	143,700	5,378,691
Rad Power Bikes, Inc. (b)(c)	401,674	152,636
Rad Power Bikes, Inc. warrants 10/6/33 (a)(b)(c)	384,164	791,378
Tesla, Inc. (a)	43,900	10,908,272
Toyota Motor Corp.	130,000	<u>2,382,084</u>
		<u>51,227,235</u>
Broadline Retail - 4.2%		
Amazon.com, Inc. (a)	5,377,240	817,017,846
Coupang, Inc. Class A (a)	1,047,395	16,957,325
Dollarama, Inc.	66,000	4,756,304
Kohl's Corp. (d)	103,500	2,968,380
MercadoLibre, Inc. (a)	9,400	14,772,476
PDD Holdings, Inc. ADR (a)	10,300	<u>1,506,993</u>
		<u>857,979,324</u>
Diversified Consumer Services - 0.0%		
Duolingo, Inc. (a)	27,600	<u>6,261,060</u>
Hotels, Restaurants & Leisure - 1.0%		
Airbnb, Inc. Class A (a)	442,712	60,270,812
Booking Holdings, Inc. (a)	6,800	24,121,096
Cava Group, Inc. (d)	68,500	2,944,130
Chipotle Mexican Grill, Inc. (a)	12,685	29,010,088
Deliveroo PLC Class A (a)(e)	347,500	565,193
Doordash, Inc. (a)	29,477	2,914,981
Evolution AB (e)	22,400	2,669,953
Hilton Worldwide Holdings, Inc.	256,500	46,706,085
Light & Wonder, Inc. Class A (a)	13,400	1,100,274
Marriott International, Inc. Class A	24,000	5,412,240
McDonald's Corp.	37,100	11,000,521
Restaurant Brands International, Inc.	73,300	5,727,142
Starbucks Corp.	44,600	4,282,046

Common Stocks – continued

	Shares	Value (\$)
CONSUMER DISCRETIONARY – continued		
Hotels, Restaurants & Leisure – continued		
Yum China Holdings, Inc.	30,000	<u>1,272,900</u>
		<u>197,997,461</u>
Household Durables - 0.7%		
D.R. Horton, Inc.	81,500	12,386,370
Garmin Ltd.	5,245	674,192
Lennar Corp. Class A	310,998	46,351,142
NVR, Inc. (a)	3,135	21,946,411
PulteGroup, Inc.	522,000	<u>53,880,840</u>
		<u>135,238,955</u>
Leisure Products - 0.0%		
Bandai Namco Holdings, Inc.	34,800	695,939
Sega Sammy Holdings, Inc.	56,000	<u>783,206</u>
		<u>1,479,145</u>
Specialty Retail - 2.7%		
Abercrombie & Fitch Co. Class A (a)	60,400	5,328,488
Academy Sports & Outdoors, Inc.	258,653	17,071,098
AutoZone, Inc. (a)	30,300	78,343,983
Dick's Sporting Goods, Inc.	129,729	19,063,677
Fanatics, Inc. Class A (a)(b)(c)	232,280	18,168,942
Fast Retailing Co. Ltd.	18,900	4,673,571
Gap, Inc.	132,800	2,776,848
Lowe's Companies, Inc.	300,000	66,765,000
O'Reilly Automotive, Inc. (a)	120,600	114,579,648
Ross Stores, Inc.	45,400	6,282,906
The Home Depot, Inc.	396,260	137,323,903
TJX Companies, Inc.	441,254	41,394,038
Williams-Sonoma, Inc.	245,304	<u>49,497,441</u>
		<u>561,269,543</u>
Textiles, Apparel & Luxury Goods - 0.2%		
Deckers Outdoor Corp. (a)	13,559	9,063,242
NIKE, Inc. Class B	191,430	20,783,555
On Holding AG (a)	521,935	14,076,587
Ralph Lauren Corp.	17,600	<u>2,537,920</u>
		<u>46,461,304</u>
TOTAL CONSUMER DISCRETIONARY		
		<u>1,857,914,027</u>
CONSUMER STAPLES - 3.0%		
Beverages - 0.3%		
Anheuser-Busch InBev SA NV ADR (d)	19,200	1,240,704
Fomento Economico Mexicano S.A.B. de CV sponsored ADR	19,400	2,528,790
Kweichow Moutai Co. Ltd. (A Shares)	4,700	1,142,588
PepsiCo, Inc.	87,170	14,804,953
The Coca-Cola Co.	639,600	<u>37,691,628</u>
		<u>57,408,663</u>
Consumer Staples Distribution & Retail - 2.1%		
Alimentation Couche-Tard, Inc. Class A (multi-vtg.)	210,900	12,419,552
Casey's General Stores, Inc.	35,000	9,615,900
Costco Wholesale Corp.	552,301	364,562,844
Performance Food Group Co. (a)	17,900	1,237,785
Walmart, Inc.	275,200	<u>43,385,280</u>
		<u>431,221,361</u>
Food Products - 0.1%		
Bowery Farming, Inc. warrants (a)(b)(c)	12,010	49,601

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Schedule of Investments - Continued

Common Stocks – continued

	Shares	Value (\$)
CONSUMER STAPLES – continued		
Food Products – continued		
Mondelez International, Inc.	254,100	<u>18,404,463</u>
		<u>18,454,064</u>
Household Products - 0.5%		
Procter & Gamble Co.	734,000	<u>107,560,360</u>
Personal Care Products - 0.0%		
L'Oreal SA	19,100	9,521,364
L'Oreal SA	1,400	697,901
Oddity Tech Ltd.	19,800	<u>921,294</u>
		<u>11,140,559</u>
TOTAL CONSUMER STAPLES		<u>625,785,007</u>
ENERGY - 3.9%		
Energy Equipment & Services - 0.2%		
Baker Hughes Co. Class A	31,200	1,066,416
Schlumberger Ltd.	115,300	6,000,212
TechnipFMC PLC	1,874,182	<u>37,746,025</u>
		<u>44,812,653</u>
Oil, Gas & Consumable Fuels - 3.7%		
APA Corp.	1,244,200	44,641,896
Birchcliff Energy Ltd. (d)	174,434	760,898
Cameco Corp.	122,500	5,279,750
Canadian Natural Resources Ltd.	590,500	38,686,318
Cheniere Energy, Inc.	239,900	40,953,329
Chevron Corp.	413,500	61,677,660
ConocoPhillips Co.	1,052,300	122,140,461
Diamondback Energy, Inc.	15,200	2,357,216
EOG Resources, Inc.	245,700	29,717,415
Equinor ASA	33,500	1,061,681
Exxon Mobil Corp.	1,969,800	196,940,604
Hess Corp.	263,413	37,973,618
Marathon Petroleum Corp.	434,800	64,506,928
Occidental Petroleum Corp.	1,051,962	62,812,651
Pioneer Natural Resources Co.	46,700	10,501,896
PrairieSky Royalty Ltd.	121,000	2,118,562
Reliance Industries Ltd.	130,581	4,056,182
Shell PLC ADR	70,600	4,645,480
Tourmaline Oil Corp.	27,712	1,246,261
Valero Energy Corp.	156,000	<u>20,280,000</u>
		<u>752,358,806</u>
TOTAL ENERGY		<u>797,171,459</u>
FINANCIALS - 13.0%		
Banks - 2.3%		
AIB Group PLC	1,134,300	4,858,577
Banco Santander SA (Spain)	1,399,600	5,854,084
Bank of America Corp.	2,022,547	68,099,157
Bank of Ireland Group PLC	519,000	4,711,718
First Citizens Bancshares, Inc.	6,600	9,365,202
JPMorgan Chase & Co.	1,839,639	312,922,594
Nu Holdings Ltd. (a)	1,293,200	10,772,356
Royal Bank of Canada	235,794	23,845,437
Starling Bank Ltd. Series D (a)(b)(c)	2,643,467	10,580,215

Common Stocks – continued

	Shares	Value (\$)
FINANCIALS – continued		
Banks – continued		
Wells Fargo & Co.	341,500	<u>16,808,630</u>
		<u>467,817,970</u>
Capital Markets - 1.9%		
Ameriprise Financial, Inc.	151,000	57,354,330
Brookfield Asset Management Ltd.:		
Class A	6,417	257,736
Class A	133,500	5,362,695
Brookfield Corp. (Canada) Class A	41,900	1,680,680
Cboe Global Markets, Inc.	52,000	9,285,120
CME Group, Inc.	21,100	4,443,660
Coinbase Global, Inc. (a)(d)	76,700	13,339,664
Goldman Sachs Group, Inc.	3,500	1,350,195
KKR & Co. LP	17,200	1,425,020
London Stock Exchange Group PLC	56,800	6,714,416
Moody's Corp.	3,100	1,210,736
Morgan Stanley	706,700	65,899,775
MSCI, Inc.	259,928	147,028,273
S&P Global, Inc.	136,300	60,042,876
UBS Group AG	329,370	<u>10,221,220</u>
		<u>385,616,396</u>
Consumer Finance - 0.2%		
American Express Co.	225,100	<u>42,170,234</u>
Financial Services - 6.8%		
Apollo Global Management, Inc.	433,000	40,351,270
Berkshire Hathaway, Inc. Class B (a)	2,380,188	848,917,852
MasterCard, Inc. Class A	367,000	156,529,170
PayPal Holdings, Inc. (a)	38,900	2,388,849
Visa, Inc. Class A	1,336,500	<u>347,957,775</u>
		<u>1,396,144,916</u>
Insurance - 1.8%		
American International Group, Inc.	573,911	38,882,470
Arthur J. Gallagher & Co.	454,400	102,185,472
Chubb Ltd.	176,500	39,889,000
Fairfax Financial Holdings Ltd. (sub. vtg.)	12,700	11,717,201
Intact Financial Corp.	191,600	29,477,813
Marsh & McLennan Companies, Inc.	423,315	80,205,493
Progressive Corp.	387,400	61,705,072
The Travelers Companies, Inc.	103,300	<u>19,677,617</u>
		<u>383,740,138</u>
TOTAL FINANCIALS		<u>2,675,489,654</u>
HEALTH CARE - 14.8%		
Biotechnology - 3.3%		
Argenx SE ADR (a)	24,202	9,207,167
Galapagos NV sponsored ADR (a)	143,884	5,848,885
Gilead Sciences, Inc.	157,800	12,783,378
Krystal Biotech, Inc. (a)	9,600	1,190,976
Legend Biotech Corp. ADR (a)	83,200	5,006,144
Moderna, Inc. (a)	82,500	8,204,625
Moonlake Immunotherapeutics (a)	58,333	3,522,730
Neurocrine Biosciences, Inc. (a)	9,800	1,291,248
Recursion Pharmaceuticals, Inc. (a)	352,865	3,479,249
Regeneron Pharmaceuticals, Inc. (a)	410,034	360,128,762

See accompanying notes which are an integral part of the consolidated financial statements.

Common Stocks – continued

	Shares	Value (\$)
HEALTH CARE – continued		
Biotechnology – continued		
Roivant Sciences Ltd. (a)	129,100	1,449,793
United Therapeutics Corp. (a)	91,844	20,195,577
Vertex Pharmaceuticals, Inc. (a)	584,100	<u>237,664,449</u>
		<u>669,972,983</u>
Health Care Equipment & Supplies - 1.4%		
Boston Scientific Corp. (a)	1,436,800	83,061,408
DexCom, Inc. (a)	276,000	34,248,840
Insulet Corp. (a)	30,500	6,617,890
Intuitive Surgical, Inc. (a)	322,718	108,872,144
ResMed, Inc.	180,700	31,084,014
Straumann Holding AG	15,933	2,574,819
Stryker Corp.	66,900	<u>20,033,874</u>
		<u>286,492,989</u>
Health Care Providers & Services - 4.1%		
Cardinal Health, Inc.	313,000	31,550,400
Cencora, Inc.	3,500	718,830
Centene Corp. (a)	650,000	48,236,500
McKesson Corp.	137,000	63,428,260
Molina Healthcare, Inc. (a)	51,000	18,426,810
UnitedHealth Group, Inc.	1,301,440	<u>685,169,117</u>
		<u>847,529,917</u>
Life Sciences Tools & Services - 1.1%		
Danaher Corp.	459,563	106,315,304
Mettler-Toledo International, Inc. (a)	8,668	10,513,937
Thermo Fisher Scientific, Inc.	199,368	105,822,541
Veterinary Emergency Group LLC Class A (a) (b) (c) (f)	155,147	<u>8,838,725</u>
		<u>231,490,507</u>
Pharmaceuticals - 4.9%		
Eli Lilly & Co.	1,207,453	703,848,503
Intra-Cellular Therapies, Inc. (a)	77,130	5,524,051
Johnson & Johnson	107,685	16,878,547
Merck & Co., Inc.	1,845,139	201,157,054
Novo Nordisk A/S Series B	95,800	9,927,868
Royalty Pharma PLC	873,469	24,535,744
Structure Therapeutics, Inc. ADR	86,300	3,517,588
Teva Pharmaceutical Industries Ltd. sponsored ADR (a)	126,100	1,316,484
Verona Pharma PLC ADR (a)	26,400	524,832
Zoetis, Inc. Class A	154,200	<u>30,434,454</u>
		<u>997,665,125</u>
TOTAL HEALTH CARE		<u>3,033,151,521</u>

INDUSTRIALS - 6.6%

Aerospace & Defense - 1.0%

Axon Enterprise, Inc. (a)	4,800	1,239,984
General Dynamics Corp.	9,100	2,362,997
Howmet Aerospace, Inc.	736,900	39,881,028
Lockheed Martin Corp.	62,200	28,191,528
Northrop Grumman Corp.	87,500	40,962,250
Relativity Space, Inc. warrants (a) (b) (c)	10,617	163,926
Space Exploration Technologies Corp. Class A (a) (b) (c)	175,917	17,063,949
TransDigm Group, Inc.	76,400	<u>77,286,240</u>
		<u>207,151,902</u>

Common Stocks – continued

	Shares	Value (\$)
INDUSTRIALS – continued		
Air Freight & Logistics - 0.1%		
FedEx Corp.	50,000	12,648,500
United Parcel Service, Inc. Class B	62,100	9,763,983
Zipline International, Inc. (a) (b) (c)	50,479	<u>2,023,198</u>
		<u>24,435,681</u>
Building Products - 0.5%		
Carrier Global Corp.	976,700	56,111,415
Trane Technologies PLC	224,420	<u>54,736,038</u>
		<u>110,847,453</u>
Commercial Services & Supplies - 0.4%		
Cintas Corp.	28,325	17,070,345
Clean Harbors, Inc. (a)	78,690	13,732,192
Clean TeQ Water Pty Ltd. (a)	3,117	584
Copart, Inc.	321,400	15,748,600
GFL Environmental, Inc.	27,000	931,414
Republic Services, Inc.	38,100	6,283,071
Veralto Corp.	228,954	<u>18,833,756</u>
		<u>72,599,962</u>
Construction & Engineering - 0.3%		
EMCOR Group, Inc.	72,334	15,582,914
Larsen & Toubro Ltd.	36,660	1,553,317
Quanta Services, Inc.	177,000	<u>38,196,600</u>
		<u>55,332,831</u>
Electrical Equipment - 1.0%		
AMETEK, Inc.	119,800	19,753,822
Eaton Corp. PLC	398,808	96,040,943
Generac Holdings, Inc. (a)	9,700	1,253,628
Hubbell, Inc. Class B	82,057	26,991,009
Nexttracker, Inc. Class A	22,600	1,058,810
nVent Electric PLC	644,400	38,077,596
Vertiv Holdings Co.	318,800	<u>15,311,964</u>
		<u>198,487,772</u>
Ground Transportation - 0.5%		
Canadian Pacific Kansas City Ltd.	353,000	27,929,905
Old Dominion Freight Lines, Inc.	169,300	68,622,369
Uber Technologies, Inc. (a)	111,400	6,858,898
Union Pacific Corp.	8,800	<u>2,161,456</u>
		<u>105,572,628</u>
Industrial Conglomerates - 0.8%		
3M Co.	25,400	2,776,728
General Electric Co.	1,266,877	<u>161,691,512</u>
		<u>164,468,240</u>
Machinery - 1.2%		
Caterpillar, Inc.	52,700	15,581,809
Deere & Co.	75,300	30,110,211
Fortive Corp.	41,000	3,018,830
Indutrade AB	46,600	1,209,580
Ingersoll Rand, Inc.	52,200	4,037,148
PACCAR, Inc.	1,032,995	100,871,962
Parker Hannifin Corp.	197,100	<u>90,803,970</u>
		<u>245,633,510</u>
Passenger Airlines - 0.1%		
Copa Holdings SA Class A	28,319	3,010,593
Ryanair Holdings PLC sponsored ADR (a)	147,000	<u>19,603,920</u>
		<u>22,614,513</u>

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Schedule of Investments - Continued

Common Stocks – continued

	Shares	Value (\$)
INDUSTRIALS – continued		
Professional Services - 0.2%		
Automatic Data Processing, Inc.	10,100	2,352,997
FTI Consulting, Inc. (a)	8,100	1,613,115
Thomson Reuters Corp.	57,965	8,474,819
Verisk Analytics, Inc.	93,100	<u>22,237,866</u>
		<u>34,678,797</u>
Trading Companies & Distributors - 0.5%		
Fastenal Co.	38,700	2,506,599
United Rentals, Inc.	31,800	18,234,756
W.W. Grainger, Inc.	105,300	<u>87,261,057</u>
		<u>108,002,412</u>
TOTAL INDUSTRIALS		<u>1,349,825,701</u>
INFORMATION TECHNOLOGY - 30.7%		
Communications Equipment - 0.4%		
Arista Networks, Inc. (a)	341,074	80,326,338
Motorola Solutions, Inc.	11,900	<u>3,725,771</u>
		<u>84,052,109</u>
Electronic Equipment, Instruments & Components - 1.5%		
Amphenol Corp. Class A	2,797,131	277,279,596
CDW Corp.	124,116	28,214,049
Fabrinet (a)	2,800	532,924
Jabil, Inc.	54,300	<u>6,917,820</u>
		<u>312,944,389</u>
IT Services - 1.0%		
Accenture PLC Class A	429,797	150,820,065
Cloudflare, Inc. (a)	78,000	6,494,280
Gartner, Inc. (a)	28,491	12,852,575
MongoDB, Inc. Class A (a)	23,500	9,607,975
Shopify, Inc. Class A (a)	384,900	29,965,876
X Holdings Corp. (b) (c)	55,300	<u>1,754,116</u>
		<u>211,494,887</u>
Semiconductors & Semiconductor Equipment - 9.0%		
Advanced Micro Devices, Inc. (a)	861,073	126,930,771
Advantest Corp.	95,600	3,221,295
Analog Devices, Inc.	473,539	94,025,904
Applied Materials, Inc.	87,200	14,132,504
Arm Holdings Ltd. ADR (d)	72,100	5,417,955
ASML Holding NV (depository receipt)	1,700	1,286,764
Broadcom, Inc.	210,400	234,859,000
KLA Corp.	214,400	124,630,720
Lam Research Corp.	135,600	106,210,056
Lattice Semiconductor Corp. (a)	167,781	11,575,211
Monolithic Power Systems, Inc.	31,250	19,711,875
NVIDIA Corp.	1,944,440	962,925,577
NXP Semiconductors NV	42,400	9,738,432
ON Semiconductor Corp. (a)	967,196	80,789,882
Qualcomm, Inc.	229,117	33,137,192
Taiwan Semiconductor Manufacturing Co. Ltd. sponsored ADR	97,100	<u>10,098,400</u>
		<u>1,838,691,538</u>
Software - 13.2%		
Adobe, Inc. (a)	206,400	123,138,240
Atlassian Corp. PLC (a)	5,600	1,332,016

Common Stocks – continued

	Shares	Value (\$)
INFORMATION TECHNOLOGY – continued		
Software – continued		
Autodesk, Inc. (a)	103,200	25,127,136
Cadence Design Systems, Inc. (a)	627,821	170,999,606
Check Point Software Technologies Ltd. (a)	44,000	6,722,760
Clear Secure, Inc. (d)	244,647	5,051,961
CoreWeave, Inc. (b) (c)	10,206	3,162,431
Crowdstrike Holdings, Inc. (a)	36,100	9,217,052
Datadog, Inc. Class A (a)	31,800	3,859,884
Dynatrace, Inc. (a)	184,300	10,079,367
Fortinet, Inc. (a)	1,420,000	83,112,600
HubSpot, Inc. (a)	4,500	2,612,430
Intuit, Inc.	18,032	11,270,541
Klaviyo, Inc. Class A	26,900	747,282
Microsoft Corp.	4,981,700	1,873,318,460
Palo Alto Networks, Inc. (a)	89,700	26,450,736
Roper Technologies, Inc.	88,710	48,362,031
Salesforce, Inc. (a)	720,238	189,523,427
Samsara, Inc. (a)	110,955	3,703,678
ServiceNow, Inc. (a)	57,002	40,271,343
Stripe, Inc. Class B (a) (b) (c)	74,500	1,831,955
Synopsys, Inc. (a)	135,000	69,512,850
Tanium, Inc. Class B (a) (b) (c)	350,002	3,045,017
Workday, Inc. Class A (a)	13,400	3,699,204
Zscaler, Inc. (a)	7,000	<u>1,550,920</u>
		<u>2,717,702,927</u>
Technology Hardware, Storage & Peripherals - 5.6%		
Apple, Inc.	5,886,300	1,133,289,339
Dell Technologies, Inc.	90,527	6,925,316
Logitech International SA (d)	12,900	1,226,274
Samsung Electronics Co. Ltd.	20,950	<u>1,270,079</u>
		<u>1,142,711,008</u>
TOTAL INFORMATION TECHNOLOGY		<u>6,307,596,858</u>
MATERIALS - 1.4%		
Chemicals - 0.2%		
Linde PLC	20,700	8,501,697
RPM International, Inc.	16,700	1,864,221
Sherwin-Williams Co.	39,335	12,268,587
Westlake Corp.	85,756	<u>12,002,410</u>
		<u>34,636,915</u>
Construction Materials - 0.0%		
CRH PLC	21,000	1,452,360
Martin Marietta Materials, Inc.	2,600	1,297,166
Vulcan Materials Co.	32,400	<u>7,355,124</u>
		<u>10,104,650</u>
Metals & Mining - 1.2%		
B2Gold Corp.	1,582,473	5,004,009
Carpenter Technology Corp.	8,600	608,880
Franco-Nevada Corp.	280,355	31,053,699
Freeport-McMoRan, Inc.	865,772	36,855,914
Ivanhoe Electric, Inc. (a)	404,700	4,079,376
Ivanhoe Mines Ltd. (a)	3,223,700	31,262,628
Lundin Gold, Inc.	62,300	777,663
Novagold Resources, Inc. (a)	62,678	234,147

See accompanying notes which are an integral part of the consolidated financial statements.

Common Stocks – continued

	Shares	Value (\$)
MATERIALS – continued		
Metals & Mining – continued		
Nucor Corp.	325,487	56,647,757
Orla Mining Ltd. (a)	2,034,200	6,632,009
Steel Dynamics, Inc.	554,560	65,493,536
Wheaton Precious Metals Corp.	106,436	<u>5,250,912</u>
		<u>243,900,530</u>
TOTAL MATERIALS		<u>288,642,095</u>
UTILITIES - 0.2%		
Electric Utilities - 0.2%		
Constellation Energy Corp.	315,155	36,838,468
PG&E Corp.	362,300	<u>6,532,269</u>
		<u>43,370,737</u>
Independent Power and Renewable Electricity Producers - 0.0%		
Vistra Corp.	38,600	<u>1,486,872</u>
TOTAL UTILITIES		<u>44,857,609</u>
TOTAL COMMON STOCKS (Cost \$9,113,381,801)		<u>20,013,155,992</u>

Preferred Stocks – 0.8%

	Shares	Value (\$)
Convertible Preferred Stocks - 0.7%		
COMMUNICATION SERVICES - 0.1%		
Interactive Media & Services – 0.1%		
ByteDance Ltd. Series E1 (a)(b)(c)	60,761	13,436,080
Reddit, Inc.:		
Series E(a)(b)(c)	27,000	900,180
Series F(a)(b)(c)	85,531	<u>2,851,604</u>
		<u>17,187,864</u>
CONSUMER DISCRETIONARY - 0.0%		
Automobiles – 0.0%		
Rad Power Bikes, Inc.:		
Series A(a)(b)(c)	52,367	19,899
Series C(a)(b)(c)	206,059	133,938
Series D(a)(b)(c)	277,030	<u>260,408</u>
		<u>414,245</u>
Hotels, Restaurants & Leisure – 0.0%		
Discord, Inc. Series I (a)(b)(c)	2,500	<u>691,200</u>
TOTAL CONSUMER DISCRETIONARY		<u>1,105,445</u>
CONSUMER STAPLES - 0.0%		
Consumer Staples Distribution & Retail – 0.0%		
GoBrands, Inc.:		
Series G(a)(b)(c)	5,376	277,509
Series H(a)(b)(c)	6,820	<u>442,072</u>
		<u>719,581</u>
Food Products – 0.0%		
Bowery Farming, Inc.:		
Series C1 (a)(b)(c)	22,172	176,489

Preferred Stocks – continued

	Shares	Value (\$)
Convertible Preferred Stocks – continued		
CONSUMER STAPLES - continued		
Food Products – continued		
Bowery Farming, Inc.: – continued		
Series D1 (b)(c)	12,010	<u>64,013</u>
		<u>240,502</u>
TOTAL CONSUMER STAPLES		<u>960,083</u>
FINANCIALS - 0.0%		
Financial Services – 0.0%		
Circle Internet Financial Ltd.:		
Series E(a)(b)(c)	103,462	2,523,438
Series F(a)(b)(c)	65,587	1,599,667
Tenstorrent Holdings, Inc. Series C1 (b)(c)	62,943	<u>3,695,384</u>
		<u>7,818,489</u>
HEALTH CARE - 0.0%		
Biotechnology – 0.0%		
ElevateBio LLC Series C (a)(b)(c)	515,200	<u>1,643,488</u>
Health Care Providers & Services – 0.0%		
Lyra Health, Inc.:		
Series E(a)(b)(c)	229,170	3,208,380
Series F(a)(b)(c)	6,800	95,200
Somatus, Inc. Series E (a)(b)(c)	1,539	<u>1,702,550</u>
		<u>5,006,130</u>
TOTAL HEALTH CARE		<u>6,649,618</u>
INDUSTRIALS - 0.5%		
Aerospace & Defense – 0.5%		
Relativity Space, Inc.:		
Series E(a)(b)(c)	208,655	4,471,477
Series F(b)(c)	106,172	2,268,896
Space Exploration Technologies Corp.:		
Series G(a)(b)(c)	7,336	7,115,920
Series J(b)(c)	49,518	48,032,460
Series N(a)(b)(c)	39,568	<u>38,380,960</u>
		<u>100,269,713</u>
Air Freight & Logistics – 0.0%		
Zipline International, Inc.:		
Series E(a)(b)(c)	132,331	5,303,826
Series F(b)(c)	90,550	<u>3,629,244</u>
		<u>8,933,070</u>
Construction & Engineering – 0.0%		
Beta Technologies, Inc. Series B, 6.00% (a)(b)(c)	26,772	<u>3,022,559</u>
TOTAL INDUSTRIALS		<u>112,225,342</u>
INFORMATION TECHNOLOGY - 0.1%		
Software – 0.1%		
Moloco, Inc. Series A (b)(c)	44,901	2,246,397
Nuro, Inc.:		
Series C(a)(b)(c)	305,791	1,666,561
Series D(a)(b)(c)	63,961	348,587

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Schedule of Investments - Continued

Preferred Stocks – continued

	Shares	Value (\$)
Convertible Preferred Stocks – continued		
INFORMATION TECHNOLOGY - continued		
Software – continued		
Stripe, Inc.:		
Series H(a)(b)(c)	30,400	747,536
Series I(b)(c)	203,647	<u>5,007,680</u>
		<u>10,016,761</u>
TOTAL CONVERTIBLE PREFERRED STOCKS		<u>155,963,602</u>
Nonconvertible Preferred Stocks - 0.1%		
ENERGY - 0.1%		
Oil, Gas & Consumable Fuels – 0.1%		
Petroleo Brasileiro SA - Petrosbras sponsored ADR	558,000	<u>8,911,260</u>
		<u> </u>
TOTAL PREFERRED STOCKS		<u>164,874,862</u>
(Cost \$132,751,714)		

Preferred Securities – 0.0%

	Principal Amount (g)	Value (\$)
CONSUMER DISCRETIONARY - 0.0%		
Automobiles - 0.0%		
Rad Power Bikes, Inc. 8% 12/31/25 (b)(c)		
(Cost \$384,164)	384,164	<u>676,043</u>

Money Market Funds – 2.0%

	Shares	Value (\$)
Fidelity Cash Central Fund 5.40% (h)	395,793,213	395,872,372
Fidelity Securities Lending Cash Central Fund 5.40% (h)(i)	16,331,129	<u>16,332,762</u>
TOTAL MONEY MARKET FUNDS		<u>412,205,134</u>
(Cost \$412,200,226)		

TOTAL INVESTMENT IN SECURITIES – 100.1%
(Cost \$9,658,717,905) **20,590,912,031**

NET OTHER ASSETS (LIABILITIES) – (0.1%) **(15,803,302)**
NET ASSETS – 100.0% **20,575,108,729**

Legend

- (a) Non-income producing
- (b) Restricted securities (including private placements) – Investment in securities not registered under the Securities Act of 1933 (excluding 144A issues). At the end of the period, the value of restricted securities (excluding 144A issues) amounted to \$236,373,012 or 1.1% of net assets.

- (c) Level 3 security
- (d) Security or a portion of the security is on loan at period end.
- (e) Security exempt from registration under Rule 144A of the Securities Act of 1933. These securities may be resold in transactions exempt from registration, normally to qualified institutional buyers. At the end of the period, the value of these securities amounted to \$3,235,146 or 0.0% of net assets.

See accompanying notes which are an integral part of the consolidated financial statements.

- (f) Investment is owned by a wholly-owned subsidiary (Subsidiary) that is treated as a corporation for U.S. tax purposes.
- (g) Amount is stated in United States dollars unless otherwise noted.
- (h) Affiliated fund that is generally available only to investment companies and other accounts managed by Fidelity Investments. The rate quoted is the annualized seven-day yield of the fund at period end. A complete unaudited listing of the fund's holdings as of its most recent quarter end is available upon request. In addition, each Fidelity Central Fund's financial statements, which are not covered by the Fund's Report of Independent Registered Public Accounting Firm, are available on the SEC's website or upon request.
- (i) Investment made with cash collateral received from securities on loan.

Additional information on each restricted holding is as follows:

Security	Acquisition Date	Acquisition Cost (\$)
Beta Technologies, Inc. Series B, 6.00%	4/04/22	2,762,067
Bowery Farming, Inc. Series C1	5/18/21	1,335,847
Bowery Farming, Inc. Series D1	10/25/23	113,474
Bowery Farming, Inc. warrants	10/25/23	0
ByteDance Ltd. Series E1	11/18/20	6,657,837
Circle Internet Financial Ltd. Series E	5/11/21	1,679,200
Circle Internet Financial Ltd. Series F	5/09/22	2,763,836
CoreWeave, Inc.	11/29/23	3,162,431
Discord, Inc. Series I	9/15/21	1,376,561
ElevateBio LLC Series C	3/09/21	2,161,264
Epic Games, Inc.	7/13/20 – 7/30/20	10,838,175
Fanatics, Inc. Class A	8/13/20 – 12/15/21	7,999,410
GoBrands, Inc. Series G	3/02/21	1,342,480
GoBrands, Inc. Series H	7/22/21	2,649,506
Lyra Health, Inc. Series E	1/14/21	2,098,418
Lyra Health, Inc. Series F	6/04/21	106,790
Moloco, Inc. Series A	6/26/23	2,694,060
Nuro, Inc. Series C	10/30/20	3,991,979

Security	Acquisition Date	Acquisition Cost (\$)
Nuro, Inc. Series D	10/29/21	1,333,313
Rad Power Bikes, Inc.	1/21/21	1,937,611
Rad Power Bikes, Inc. warrants 10/6/33	10/06/23	0
Rad Power Bikes, Inc. Series A	1/21/21	252,610
Rad Power Bikes, Inc. Series C	1/21/21	993,996
Rad Power Bikes, Inc. Series D	9/17/21	2,655,000
Rad Power Bikes, Inc. 8% 12/31/25	10/06/23	384,164
Reddit, Inc. Series E	5/18/21	1,146,803
Reddit, Inc. Series F	8/11/21	5,285,337
Relativity Space, Inc. Series E	5/27/21	4,764,658
Relativity Space, Inc. Series F	11/14/23	2,406,601
Relativity Space, Inc. warrants	11/14/23	0
Somatus, Inc. Series E	1/31/22	1,342,985
Space Exploration Technologies Corp. Class A	2/16/21 – 5/24/22	10,018,108
Space Exploration Technologies Corp. Series G	9/07/23	5,942,160
Space Exploration Technologies Corp. Series J	9/07/23	40,109,580
Space Exploration Technologies Corp. Series N	8/04/20	10,683,360
Starling Bank Ltd. Series D	6/18/21 – 4/05/22	5,186,912
Stripe, Inc. Class B	5/18/21	2,989,564
Stripe, Inc. Series H	3/15/21	1,219,800
Stripe, Inc. Series I	3/20/23 – 5/12/23	4,100,257
Tanium, Inc. Class B	9/18/20	3,988,343
Tenstorrent Holdings, Inc. Series C1	4/23/21	3,742,265
Veterinary Emergency Group LLC Class A	9/16/21 – 11/13/23	5,851,651
X Holdings Corp.	10/25/22	5,530,000

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Schedule of Investments - Continued

Security	Acquisition Date	Acquisition Cost (\$)	Security	Acquisition Date	Acquisition Cost (\$)
Zipline International, Inc.	10/12/21	1,817,244	Zipline International, Inc. Series F	4/11/23	3,639,847
Zipline International, Inc. Series E	12/21/20	4,317,881			

Affiliated Central Funds

Fiscal year to date information regarding the Fund's investments in Fidelity Central Funds, including the ownership percentage, is presented below.

Affiliate	Value, beginning of period (\$)	Purchases (\$)	Sales Proceeds (\$)	Dividend Income (\$)	Realized Gain (loss) (\$)	Change in Unrealized appreciation (depreciation) (\$)	Value, end of period (\$)	% ownership, end of period
Fidelity Cash Central Fund 5.40%	685,462,015	3,925,440,187	4,215,029,829	24,482,914	—	(1)	395,872,372	0.9%
Fidelity Securities Lending Cash Central Fund 5.40%	7,160,500	495,440,748	486,268,486	205,235	—	—	16,332,762	0.1%
Total	<u>692,622,515</u>	<u>4,420,880,935</u>	<u>4,701,298,315</u>	<u>24,688,149</u>	<u>—</u>	<u>(1)</u>	<u>412,205,134</u>	

Amounts in the dividend income column in the above table include any capital gain distributions from underlying funds, which are presented in the corresponding line item in the Consolidated Statement of Operations, if applicable.

Amounts in the dividend income column for Fidelity Securities Lending Cash Central Fund represents the income earned on investing cash collateral, less rebates paid to borrowers and any lending agent fees associated with the loan, plus any premium payments received for lending certain types of securities.

Amounts included in the purchases and sales proceeds columns may include in-kind transactions, if applicable.

Investment Valuation

The following is a summary of the inputs used, as of December 31, 2023, involving the Fund's assets and liabilities carried at fair value. The inputs or methodology used for valuing securities may not be an indication of the risk associated with investing in those securities. For more information on valuation inputs, and their aggregation into the levels used below, please refer to the Investment Valuation section in the accompanying Notes to Consolidated Financial Statements.

Description	Valuation Inputs at Reporting Date:			
	Total (\$)	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)
Investments in Securities:				
Equities:				
Communication Services	3,049,909,925	2,996,616,009	23,998,774	29,295,142
Consumer Discretionary	1,859,019,472	1,823,353,364	15,447,707	20,218,401
Consumer Staples	626,745,090	615,516,141	10,219,265	1,009,684
Energy	806,082,719	805,021,038	1,061,681	-
Financials	2,683,308,143	2,647,629,221	17,280,218	18,398,704
Health Care	3,039,801,139	3,011,810,109	12,502,687	15,488,343
Industrials	1,462,051,043	1,330,574,628	-	131,476,415
Information Technology	6,317,613,619	6,294,582,044	3,221,295	19,810,280
Materials	288,642,095	288,642,095	-	-
Utilities	44,857,609	44,857,609	-	-
Preferred Securities	676,043	-	-	676,043
Money Market Funds	<u>412,205,134</u>	<u>412,205,134</u>	-	-
Total Investments in Securities:	<u>20,590,912,031</u>	<u>20,270,807,392</u>	<u>83,731,627</u>	<u>236,373,012</u>
Net Unrealized Depreciation on Unfunded Commitments	<u>(134,032)</u>	-	<u>(134,032)</u>	-
Total	<u>(134,032)</u>	-	<u>(134,032)</u>	-

The following is a reconciliation of consolidated Investments in Securities for which Level 3 inputs were used in determining value:

(Amounts in thousands)

Investments in Securities:

Beginning Balance	\$	151,028,410
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See accompanying notes which are an integral part of the consolidated financial statements.

(Amounts in thousands)

Net Realized Gain (Loss) on Investment Securities	—
Net Unrealized Gain (Loss) on Investment Securities	22,320,790
Cost of Purchases	63,023,812
Proceeds of Sales	—
Amortization/Accretion	—
Transfers into Level 3	—
Transfers out of Level 3	—
Ending Balance	<u>\$ 236,373,012</u>
The change in unrealized gain (loss) for the period attributable to Level 3 securities held at December 31, 2023	<u>\$ 22,320,790</u>

The information used in the above reconciliation represents fiscal year to date activity for any Investments in Securities identified as using Level 3 inputs at either the beginning or the end of the current fiscal period. Cost of purchases and proceeds of sales may include securities received and/or delivered through in-kind transactions, corporate actions or exchanges. Transfers into Level 3 were attributable to a lack of observable market data resulting from decreases in market activity, decreases in liquidity, security restructurings or corporate actions. Transfers out of Level 3 were attributable to observable market data becoming available for those securities. Transfers in or out of Level 3 represent the beginning value of any Security or Instrument where a change in the pricing level occurred from the beginning to the end of the period. Realized and unrealized gains (losses) disclosed in the reconciliation are included in Net Gain (Loss) on the Fund's consolidated Statement of Operations.

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Financial Statements

Consolidated Statement of Assets and Liabilities

December 31, 2023

Assets

Investment in securities, at value (including securities loaned of \$15,316,626) — See accompanying schedule:

Unaffiliated issuers (cost \$9,246,517,679) \$ 20,178,706,897

Fidelity Central Funds (cost \$412,200,226) 412,205,134

Total Investment in Securities (cost \$9,658,717,905) \$ 20,590,912,031

Cash 191,857

Foreign currency held at value (cost \$167,446) 167,455

Receivable for investments sold 5,770,118

Receivable for fund shares sold 3,751,089

Dividends receivable 18,725,392

Distributions receivable from Fidelity Central Funds 1,711,739

Prepaid expenses 19,678

Other receivables 886,854

Total assets 20,622,136,213

Liabilities

Payable for investments purchased \$ 8,979,675

Unrealized depreciation on unfunded commitments 134,032

Payable for fund shares redeemed 8,449,024

Accrued management fee 8,812,197

Distribution and service plan fees payable 1,760,598

Other affiliated payables 1,339,393

Other payables and accrued expenses 1,223,728

Collateral on securities loaned 16,328,837

Total Liabilities 47,027,484

Net Assets \$ 20,575,108,729

Net Assets consist of:

Paid in capital \$ 9,584,368,532

Total accumulated earnings (loss) 10,990,740,197

Net Assets \$ 20,575,108,729

Net Asset Value and Maximum Offering Price

Initial Class :

Net Asset Value, offering price and redemption price per share (\$8,698,765,027 ÷ 178,869,478 shares) \$ 48.63

Service Class :

Net Asset Value, offering price and redemption price per share (\$1,616,698,533 ÷ 33,473,986 shares) \$ 48.30

Service Class 2 :

Net Asset Value, offering price and redemption price per share (\$7,940,382,479 ÷ 169,551,097 shares) \$ 46.83

Investor Class :

Net Asset Value, offering price and redemption price per share (\$2,319,262,690 ÷ 48,114,397 shares) \$ 48.20

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Statement of Operations

Year ended
December 31, 2023

Investment Income

Dividends		\$	190,768,581
Income from Fidelity Central Funds (including \$205,235 from security lending)			24,688,149
Total Income			<u>215,456,730</u>

Expenses

Management fee	\$	98,539,250	
Transfer agent fees		13,404,747	
Distribution and service plan fees		19,682,175	
Accounting fees		1,525,805	
Custodian fees and expenses		177,719	
Independent trustees' fees and expenses		115,260	
Audit		96,298	
Legal		45,693	
Miscellaneous		86,866	
Total expenses before reductions		<u>133,673,813</u>	
Expense reductions		<u>(1,120,873)</u>	
Total expenses after reductions			<u>132,552,940</u>

Net Investment income (loss)

82,903,790

Realized and Unrealized Gain (Loss)

Net realized gain (loss) on:			
Investment Securities:			
Unaffiliated issuers (net of foreign taxes of \$174,444)		596,384,375	
Foreign currency transactions		<u>(93,114)</u>	
Total net realized gain (loss)			596,291,261
Change in net unrealized appreciation (depreciation) on:			
Investment Securities:			
Unaffiliated issuers (net of decrease in deferred foreign taxes of \$62,963)		4,694,666,525	
Fidelity Central Funds		(1)	
Unfunded commitments		357,529	
Assets and liabilities in foreign currencies		<u>14,749</u>	
Total change in net unrealized appreciation (depreciation)			<u>4,695,038,802</u>

Net gain (loss)

5,291,330,063

Net increase (decrease) in net assets resulting from operations

\$ 5,374,233,853

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Financial Statements - Continued

Consolidated Statement of Changes in Net Assets

	Year ended December 31, 2023	Year ended December 31, 2022
Increase (Decrease) in Net Assets		
Operations		
Net investment income (loss)	\$ 82,903,790	\$ 75,139,230
Net realized gain (loss)	596,291,261	925,407,677
Change in net unrealized appreciation (depreciation)	4,695,038,802	(7,479,141,889)
Net increase (decrease) in net assets resulting from operations	<u>5,374,233,853</u>	<u>(6,478,594,982)</u>
Distributions to shareholders	(748,784,809)	(993,733,960)
Share transactions - net increase (decrease)	(920,961,947)	(551,713,564)
Total increase (decrease) in net assets	<u>3,704,487,097</u>	<u>(8,024,042,506)</u>
Net Assets		
Beginning of period	16,870,621,632	24,894,664,138
End of period	<u>\$ 20,575,108,729</u>	<u>\$ 16,870,621,632</u>

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Financial Highlights

VIP ContrafundSM Portfolio Initial Class

Years ended December 31,	2023	2022	2021	2020	2019
Selected Per-Share Data					
Net asset value, beginning of period	\$ 37.88	\$ 54.35	\$ 48.17	\$ 37.17	\$ 32.13
Income from Investment Operations					
Net investment income (loss) ^{A,B}	.24	.22	.04	.07	.16
Net realized and unrealized gain (loss)	12.32	(14.37)	12.88	11.24	9.15
Total from investment operations	12.56	(14.15)	12.92	11.31	9.31
Distributions from net investment income	(.22)	(.22)	(.02) ^C	(.10)	(.16)
Distributions from net realized gain	(1.59)	(2.09)	(6.72) ^C	(.21)	(4.11)
Total distributions	(1.81)	(2.32) ^D	(6.74)	(.31)	(4.27)
Net asset value, end of period	\$ 48.63	\$ 37.88	\$ 54.35	\$ 48.17	\$ 37.17
Total Return^{E,F}	33.45%	(26.31)%	27.83%	30.57%	31.58%
Ratios to Average Net Assets^{B,G,H}					
Expenses before reductions	.60%	.60%	.60%	.61%	.61%
Expenses net of fee waivers, if any	.59%	.60%	.60%	.61%	.61%
Expenses net of all reductions	.59%	.60%	.60%	.61%	.61%
Net investment income (loss)	.55%	.50%	.08%	.17%	.48%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 8,698,765	\$ 7,255,740	\$ 10,409,645	\$ 8,916,447	\$ 6,919,369
Portfolio turnover rate ^I	30%	38%	34%	39%	37% ^J

^A Calculated based on average shares outstanding during the period.

^B Net investment income (loss) is affected by the timing of the declaration of dividends by any underlying mutual funds or exchange-traded funds (ETFs). Net investment income (loss) of any mutual funds or ETFs is not included in the Fund's net investment income (loss) ratio.

^C The amount shown reflects reclassifications related to book to tax differences that were made in the year shown.

^D Total distributions per share do not sum due to rounding.

^E Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^F Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^G Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Consolidated Financial Statements section of the most recent Annual or Semi-Annual report.

^H Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^I Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

^J Portfolio turnover rate excludes securities received or delivered in-kind.

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Financial Highlights - Continued

VIP ContrafundSM Portfolio Service Class

Years ended December 31,	2023	2022	2021	2020	2019
Selected Per-Share Data					
Net asset value, beginning of period	\$ 37.63	\$ 54.00	\$ 47.89	\$ 36.96	\$ 31.97
Income from Investment Operations					
Net investment income (loss) ^{A,B}	.20	.17	(.01)	.03	.13
Net realized and unrealized gain (loss)	12.23	(14.27)	12.80	11.17	9.10
Total from investment operations	12.43	(14.10)	12.79	11.20	9.23
Distributions from net investment income	(.18)	(.18)	(.01) ^C	(.06)	(.13)
Distributions from net realized gain	(1.59)	(2.09)	(6.67) ^C	(.21)	(4.11)
Total distributions	(1.76) ^D	(2.27)	(6.68)	(.27)	(4.24)
Net asset value, end of period	\$ 48.30	\$ 37.63	\$ 54.00	\$ 47.89	\$ 36.96
Total Return^{E,F}	33.34%	(26.38)%	27.71%	30.43%	31.45%
Ratios to Average Net Assets^{B,G,H}					
Expenses before reductions	.70%	.70%	.70%	.71%	.71%
Expenses net of fee waivers, if any	.69%	.70%	.70%	.71%	.71%
Expenses net of all reductions	.69%	.70%	.70%	.71%	.71%
Net investment income (loss)	.45%	.40%	(.02)%	.07%	.38%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 1,616,699	\$ 1,326,910	\$ 2,001,479	\$ 1,734,783	\$ 1,493,164
Portfolio turnover rate ^I	30%	38%	34%	39%	37% ^J

^A Calculated based on average shares outstanding during the period.

^B Net investment income (loss) is affected by the timing of the declaration of dividends by any underlying mutual funds or exchange-traded funds (ETFs). Net investment income (loss) of any mutual funds or ETFs is not included in the Fund's net investment income (loss) ratio.

^C The amount shown reflects reclassifications related to book to tax differences that were made in the year shown.

^D Total distributions per share do not sum due to rounding.

^E Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^F Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^G Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Consolidated Financial Statements section of the most recent Annual or Semi-Annual report.

^H Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^I Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

^J Portfolio turnover rate excludes securities received or delivered in-kind.

See accompanying notes which are an integral part of the consolidated financial statements.

VIP ContrafundSM Portfolio Service Class 2

Years ended December 31,	2023	2022	2021	2020	2019
Selected Per-Share Data					
Net asset value, beginning of period	\$ 36.54	\$ 52.51	\$ 46.73	\$ 36.10	\$ 31.31
Income from Investment Operations					
Net investment income (loss) ^{A,B}	.13	.11	(.08)	(.03)	.08
Net realized and unrealized gain (loss)	11.86	(13.87)	12.46	10.90	8.89
Total from investment operations	11.99	(13.76)	12.38	10.87	8.97
Distributions from net investment income	(.11)	(.11)	- ^{C,D}	(.03)	(.07)
Distributions from net realized gain	(1.59)	(2.09)	(6.60) ^D	(.21)	(4.11)
Total distributions	(1.70)	(2.21) ^E	(6.60)	(.24)	(4.18)
Net asset value, end of period	\$ 46.83	\$ 36.54	\$ 52.51	\$ 46.73	\$ 36.10
Total Return ^{F,G}	33.12%	(26.49)%	27.51%	30.23%	31.27%
Ratios to Average Net Assets ^{B,H,I}					
Expenses before reductions	.85%	.85%	.85%	.86%	.86%
Expenses net of fee waivers, if any	.84%	.85%	.85%	.86%	.86%
Expenses net of all reductions	.84%	.85%	.85%	.86%	.86%
Net investment income (loss)	.30%	.25%	(.17)%	(.08)%	.23%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 7,940,382	\$ 6,472,771	\$ 9,861,435	\$ 8,379,335	\$ 8,038,646
Portfolio turnover rate ^J	30%	38%	34%	39%	37% ^K

^A Calculated based on average shares outstanding during the period.

^B Net investment income (loss) is affected by the timing of the declaration of dividends by any underlying mutual funds or exchange-traded funds (ETFs). Net investment income (loss) of any mutual funds or ETFs is not included in the Fund's net investment income (loss) ratio.

^C Amount represents less than \$.005 per share.

^D The amount shown reflects reclassifications related to book to tax differences that were made in the year shown.

^E Total distributions per share do not sum due to rounding.

^F Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^G Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^H Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Consolidated Financial Statements section of the most recent Annual or Semi-Annual report.

^I Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^J Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

^K Portfolio turnover rate excludes securities received or delivered in-kind.

See accompanying notes which are an integral part of the consolidated financial statements.

Consolidated Financial Highlights - Continued

VIP ContrafundSM Portfolio Investor Class

Years ended December 31,	2023	2022	2021	2020	2019
Selected Per-Share Data					
Net asset value, beginning of period	\$ 37.56	\$ 53.92	\$ 47.83	\$ 36.91	\$ 31.93
Income from Investment Operations					
Net investment income (loss) ^{A,B}	.21	.18	-. ^C	.04	.14
Net realized and unrealized gain (loss)	12.21	(14.26)	12.78	11.16	9.08
Total from investment operations	12.42	(14.08)	12.78	11.20	9.22
Distributions from net investment income	(.19)	(.19)	(.01) ^D	(.07)	(.14)
Distributions from net realized gain	(1.59)	(2.09)	(6.68) ^D	(.21)	(4.11)
Total distributions	(1.78)	(2.28)	(6.69)	(.28)	(4.24) ^E
Net asset value, end of period	\$ 48.20	\$ 37.56	\$ 53.92	\$ 47.83	\$ 36.91
Total Return ^{F,G}	33.36%	(26.38)%	27.74%	30.48%	31.49%
Ratios to Average Net Assets ^{B,H,I}					
Expenses before reductions	.67%	.68%	.67%	.69%	.69%
Expenses net of fee waivers, if any	.67%	.67%	.67%	.69%	.69%
Expenses net of all reductions	.67%	.67%	.67%	.68%	.69%
Net investment income (loss)	.48%	.43%	.01%	.09%	.40%
Supplemental Data					
Net assets, end of period (000 omitted)	\$ 2,319,263	\$ 1,815,201	\$ 2,622,106	\$ 2,101,100	\$ 1,716,187
Portfolio turnover rate ^J	30%	38%	34%	39%	37% ^K

^A Calculated based on average shares outstanding during the period.

^B Net investment income (loss) is affected by the timing of the declaration of dividends by any underlying mutual funds or exchange-traded funds (ETFs). Net investment income (loss) of any mutual funds or ETFs is not included in the Fund's net investment income (loss) ratio.

^C Amount represents less than \$.005 per share.

^D The amount shown reflects reclassifications related to book to tax differences that were made in the year shown.

^E Total distributions per share do not sum due to rounding.

^F Total returns do not reflect charges attributable to your insurance company's separate account. Inclusion of these charges would reduce the total returns shown.

^G Total returns would have been lower if certain expenses had not been reduced during the applicable periods shown.

^H Fees and expenses of any underlying mutual funds or exchange-traded funds (ETFs) are not included in the Fund's expense ratio. The Fund indirectly bears its proportionate share of these expenses. For additional expense information related to investments in Fidelity Central Funds, please refer to the "Investments in Fidelity Central Funds" note found in the Notes to Consolidated Financial Statements section of the most recent Annual or Semi-Annual report.

^I Expense ratios reflect operating expenses of the class. Expenses before reductions do not reflect amounts reimbursed, waived, or reduced through arrangements with the investment adviser, brokerage services, or other offset arrangements, if applicable, and do not represent the amount paid by the class during periods when reimbursements, waivers or reductions occur.

^J Amount does not include the portfolio activity of any underlying mutual funds or exchange-traded funds (ETFs).

^K Portfolio turnover rate excludes securities received or delivered in-kind.

See accompanying notes which are an integral part of the consolidated financial statements.

Notes to Consolidated Financial Statements

For the period ended December 31, 2023

1. Organization.

VIP Contrafund Portfolio (the Fund) is a fund of Variable Insurance Products Fund II (the Trust) and is authorized to issue an unlimited number of shares. The Trust is registered under the Investment Company Act of 1940, as amended (the 1940 Act), as an open-end management investment company organized as a Massachusetts business trust. Shares of the Fund may only be purchased by insurance companies for the purpose of funding variable annuity or variable life insurance contracts. The Fund offers the following classes of shares: Initial Class shares, Service Class shares, Service Class 2 shares and Investor Class shares. All classes have equal rights and voting privileges, except for matters affecting a single class.

2. Investments in Fidelity Central Funds.

Funds may invest in Fidelity Central Funds, which are open-end investment companies generally available only to other investment companies and accounts managed by the investment adviser and its affiliates. The Consolidated Schedule of Investments lists any Fidelity Central Funds held as an investment as of period end, but does not include the underlying holdings of each Fidelity Central Fund. An investing fund indirectly bears its proportionate share of the expenses of the underlying Fidelity Central Funds.

Based on its investment objective, each Fidelity Central Fund may invest or participate in various investment vehicles or strategies that are similar to those of the investing fund. These strategies are consistent with the investment objectives of the investing fund and may involve certain economic risks which may cause a decline in value of each of the Fidelity Central Funds and thus a decline in the value of the investing fund.

Fidelity Central Fund	Investment Manager	Investment Objective	Investment Practices	Expense Ratio ^A
Fidelity Money Market Central Funds	Fidelity Management & Research Company LLC (FMR)	Each fund seeks to obtain a high level of current income consistent with the preservation of capital and liquidity.	Short-term Investments	Less than .005%

^A Expenses expressed as a percentage of average net assets and are as of each underlying Central Fund's most recent annual or semi-annual shareholder report.

A complete unaudited list of holdings for each Fidelity Central Fund is available upon request or at the Securities and Exchange Commission website at www.sec.gov. In addition, the financial statements of the Fidelity Central Funds which contain the significant accounting policies (including investment valuation policies) of those funds, and are not covered by the Report of Independent Registered Public Accounting Firm, are available on the Securities and Exchange Commission website or upon request.

3. Significant Accounting Policies.

The Fund is an investment company and applies the accounting and reporting guidance of the Financial Accounting Standards Board (FASB) Accounting Standards Codification Topic 946 *Financial Services - Investment Companies*. The consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America (GAAP), which require management to make certain estimates and assumptions at the date of the consolidated financial statements. Actual results could differ from those estimates. Subsequent events, if any, through the date that the consolidated financial statements were issued have been evaluated in the preparation of the consolidated financial statements. The Fund's Consolidated Schedule of Investments lists any underlying mutual funds or exchange-traded funds (ETFs) but does not include the underlying holdings of these funds. The following summarizes the significant accounting policies of the Fund:

Investment Valuation. Investments are valued as of 4:00 p.m. Eastern time on the last calendar day of the period. The Board of Trustees (the Board) has designated the Fund's investment adviser as the valuation designee responsible for the fair valuation function and performing fair value determinations as needed. The investment adviser has established a Fair Value Committee (the Committee) to carry out the day-to-day fair valuation responsibilities and has adopted policies and procedures to govern the fair valuation process and the activities of the Committee. In accordance with these fair valuation policies and procedures, which have been approved by the Board, the Fund attempts to obtain prices from one or more third party pricing services or brokers to value its investments. When current market prices, quotations or currency exchange rates are not readily available or reliable, investments will be fair valued in good faith by the Committee, in accordance with the policies and procedures. Factors used in determining fair value vary by investment type and may include market or investment specific events, transaction data, estimated cash flows, and market observations of comparable investments. The frequency that the fair valuation procedures are used cannot be predicted and they may be utilized to a significant extent. The Committee manages the Fund's fair valuation practices and maintains the fair valuation policies and procedures. The Fund's investment adviser reports to the Board information regarding the fair valuation process and related material matters.

The Fund categorizes the inputs to valuation techniques used to value its investments into a disclosure hierarchy consisting of three levels as shown below:

- Level 1 - unadjusted quoted prices in active markets for identical investments
- Level 2 - other significant observable inputs (including quoted prices for similar investments, interest rates, prepayment speeds, etc.)
- Level 3 - unobservable inputs (including the Fund's own assumptions based on the best information available)

Valuation techniques used to value the Fund's investments by major category are as follows:

Equity securities, including restricted securities, for which market quotations are readily available, are valued at the last reported sale price or official closing price as reported by a third party

Notes to Consolidated Financial Statements – continued

pricing service on the primary market or exchange on which they are traded and are categorized as Level 1 in the hierarchy. In the event there were no sales during the day or closing prices are not available, securities are valued at the last quoted bid price or may be valued using the last available price and are generally categorized as Level 2 in the hierarchy. For foreign equity securities, when market or security specific events arise, comparisons to the valuation of American Depositary Receipts (ADRs), futures contracts, ETFs and certain indexes as well as quoted prices for similar securities may be used and would be categorized as Level 2 in the hierarchy. For equity securities, including restricted securities, where observable inputs are limited, assumptions about market activity and risk are used and these securities may be categorized as Level 3 in the hierarchy. Securities, including private placements or other restricted securities, for which observable inputs are not available are valued using alternate valuation approaches, including the market approach, the income approach and cost approach, and are categorized as Level 3 in the hierarchy. The market approach considers factors including the price of recent investments in the same or a similar security or financial metrics of comparable securities. The income approach considers factors including expected future cash flows, security specific risks and corresponding discount rates. The cost approach considers factors including the value of the security's underlying assets and liabilities.

Debt securities, including restricted securities, are valued based on evaluated prices received from third party pricing services or from brokers who make markets in such securities. Preferred securities are valued by pricing services who utilize matrix pricing which considers yield or price of bonds of comparable quality, coupon, maturity and type or by broker-supplied prices. When independent prices are unavailable or unreliable, debt securities may be valued utilizing pricing methodologies which consider similar factors that would be used by third party pricing services. Debt securities are generally categorized as Level 2 in the hierarchy but may be Level 3 depending on the circumstances.

Investments in open-end mutual funds, including the Fidelity Central Funds, are valued at their closing net asset value (NAV) each business day and are categorized as Level 1 in the hierarchy.

The following provides information on Level 3 securities held by the Fund that were valued at period end based on unobservable inputs. These amounts exclude valuations provided by a broker.

Asset Type	Fair Value	Valuation Technique(s)	Unobservable Input	Amount or Range/Weighted Average	Impact to Valuation from an Increase in Input ^a	
Equities	\$235,696,969	Market comparable	Enterprise value/EBITDA multiple (EV/EBITDA)	6.5 - 18.0 / 14.9	Increase	
			Enterprise value/Revenue multiple (EV/R)	1.1 - 43.5 / 9.8	Increase	
			Enterprise value/Net income multiple (EV/NI)	12.3	Increase	
			Market approach	Transaction price	\$59.45	Increase
				Premium rate	45.0%	Increase
				Recovery value	Recovery value	\$0.00
			Discounted cash flow	Weighted average cost of capital (WACC)	27.4%	Decrease
				Exit multiple	1.5	Increase
			Black scholes	Discount rate	3.9% - 4.4% / 4.2%	Increase
					Volatility	60.0% - 100.0% / 74.9%
Term	2.0 - 5.0 / 3.6	Increase				
Preferred Securities	\$676,043	Market comparable	Enterprise value/Revenue multiple (EV/R)	1.5	Increase	
		Recovery value	Recovery value	\$0.00	Increase	

Black scholes	Discount rate	4.4%	Increase
	Volatility	60.0%	Increase
	Term	2.0	Increase

^A Represents the directional change in the fair value of the Level 3 investments that could have resulted from an increase in the corresponding input as of period end. A decrease to the unobservable input would have had the opposite effect. Significant changes in these inputs may have resulted in a significantly higher or lower fair value measurement at period end.

Changes in valuation techniques may result in transfers in or out of an assigned level within the disclosure hierarchy. The aggregate value of investments by input level as of December 31, 2023, as well as a roll forward of Level 3 investments, is included at the end of the Fund's Consolidated Schedule of Investments.

Foreign Currency. Certain Funds may use foreign currency contracts to facilitate transactions in foreign-denominated securities. Gains and losses from these transactions may arise from changes in the value of the foreign currency or if the counterparties do not perform under the contracts' terms.

Foreign-denominated assets, including investment securities, and liabilities are translated into U.S. dollars at the exchange rates at period end. Purchases and sales of investment securities, income and dividends received, and expenses denominated in foreign currencies are translated into U.S. dollars at the exchange rate in effect on the transaction date.

The effects of exchange rate fluctuations on investments are included with the net realized and unrealized gain (loss) on investment securities. Other foreign currency transactions resulting in realized and unrealized gain (loss) are disclosed separately.

Investment Transactions and Income. For financial reporting purposes, the Fund's investment holdings and NAV include trades executed through the end of the last business day of the period. The NAV per share for processing shareholder transactions is calculated as of the close of business of the New York Stock Exchange (NYSE), normally 4:00 p.m. Eastern time and includes trades executed through the end of the prior business day. Gains and losses on securities sold are determined on the basis of identified cost and include proceeds received from litigation. Commissions paid to certain brokers with whom the investment adviser, or its affiliates, places trades on behalf of a fund include an amount in addition to trade execution, which may be rebated back to a fund. Any such rebates are included in net realized gain (loss) on investments in the Consolidated Statement of Operations. Dividend income is recorded on the ex-dividend date, except for certain dividends from foreign securities where the ex-dividend date may have passed, which are recorded as soon as the Fund is informed of the ex-dividend date. Non-cash dividends included in dividend income, if any, are recorded at the fair market value of the securities received. Income and capital gain distributions from Fidelity Central Funds, if any, are recorded on the ex-dividend date. Certain distributions received by the Fund represent a return of capital or capital gain. The Fund determines the components of these distributions subsequent to the ex-dividend date, based upon receipt of tax filings or other correspondence relating to the underlying investment. These distributions are recorded as a reduction of cost of investments and/or as a realized gain. Investment income is recorded net of foreign taxes withheld where recovery of such taxes is uncertain. Funds may file withholding tax reclaims in certain jurisdictions to recover a portion of amounts previously withheld. Any withholding tax reclaims income is included in the Consolidated Statement of Operations in dividends. Any receivables for withholding tax reclaims are included in the Consolidated Statement of Assets and Liabilities in dividends receivable.

Class Allocations and Expenses. Investment income, realized and unrealized capital gains and losses, common expenses of a fund, and certain fund-level expense reductions, if any, are allocated daily on a pro-rata basis to each class based on the relative net assets of each class to the total net assets of a fund. Each class differs with respect to transfer agent and distribution and service plan fees incurred, as applicable. Certain expense reductions may also differ by class, if applicable. For the reporting period, the allocated portion of income and expenses to each class as a percent of its average net assets may vary due to the timing of recording these transactions in relation to fluctuating net assets of the classes. Expenses directly attributable to a fund are charged to that fund. Expenses attributable to more than one fund are allocated among the respective funds on the basis of relative net assets or other appropriate methods. Expenses included in the accompanying consolidated financial statements reflect the expenses of that fund and do not include any expenses associated with any underlying mutual funds or exchange-traded funds (ETFs). Although not included in a fund's expenses, a fund indirectly bears its proportionate share of these expenses through the net asset value of each underlying mutual fund or exchange-traded fund (ETF). Expense estimates are accrued in the period to which they relate and adjustments are made when actual amounts are known.

Deferred Trustee Compensation. Under a Deferred Compensation Plan (the Plan) for certain Funds, certain independent Trustees have elected to defer receipt of a portion of their annual compensation. Deferred amounts are invested in affiliated mutual funds, are marked-to-market and remain in a fund until distributed in accordance with the Plan. The investment of deferred amounts and the offsetting payable to the Trustees presented below are included in the accompanying Consolidated Statement of Assets and Liabilities in other receivables and other payables and accrued expenses, as applicable.

VIP Contrafund Portfolio

\$828,355

Income Tax Information and Distributions to Shareholders. Each year, the Fund intends to qualify as a regulated investment company under Subchapter M of the Internal Revenue Code, including distributing substantially all of its taxable income and realized gains. As a result, no provision for U.S. Federal income taxes is required. As of December 31, 2023, the

Notes to Consolidated Financial Statements – continued

Fund did not have any unrecognized tax benefits in the consolidated financial statements; nor is the Fund aware of any tax positions for which it is reasonably possible that the total amounts of unrecognized tax benefits will significantly change in the next twelve months. The Fund files a U.S. federal tax return, in addition to state and local tax returns as required. The Fund's federal income tax returns are subject to examination by the Internal Revenue Service (IRS) for a period of three fiscal years after they are filed. State and local tax returns may be subject to examination for an additional fiscal year depending on the jurisdiction. Foreign taxes are provided for based on the Fund's understanding of the tax rules and rates that exist in the foreign markets in which it invests. The Fund is subject to a tax imposed on capital gains by certain countries in which it invests. An estimated deferred tax liability for net unrealized appreciation on the applicable securities is included in Other payables and accrued expenses on the Consolidated Statement of Assets & Liabilities.

Distributions are declared and recorded on the ex-dividend date. Income and capital gain distributions are declared separately for each class. Income and capital gain distributions are determined in accordance with income tax regulations, which may differ from GAAP.

Capital accounts within the consolidated financial statements are adjusted for permanent book-tax differences. These adjustments have no impact on net assets or the results of operations. Capital accounts are not adjusted for temporary book-tax differences which will reverse in a subsequent period.

Book-tax differences are primarily due to foreign currency transactions, certain foreign taxes, passive foreign investment companies (PFIC), partnerships, deferred Trustee compensation and losses deferred due to wash sales.

As of period end, the cost and unrealized appreciation (depreciation) in securities, and derivatives if applicable, for federal income tax purposes were as follows:

Gross unrealized appreciation	\$10,987,524,103
Gross unrealized depreciation	<u>(79,343,268)</u>
Net unrealized appreciation (depreciation)	<u>\$10,908,180,835</u>
Tax Cost	<u>\$9,682,597,140</u>

The tax-based components of distributable earnings as of period end were as follows:

Undistributed ordinary income	<u>\$7,330,692</u>
Undistributed long-term capital gain	<u>\$76,140,276</u>
Net unrealized appreciation (depreciation) on securities and other investments	<u>\$10,908,160,715</u>

The tax character of distributions paid was as follows:

	December 31, 2023	December 31, 2022
Ordinary Income	\$72,299,398	\$74,602,665
Long-term Capital Gains	<u>676,485,411</u>	<u>919,131,295</u>
Total	<u>\$748,784,809</u>	<u>\$993,733,960</u>

Restricted Securities (including Private Placements). Funds may invest in securities that are subject to legal or contractual restrictions on resale. These securities generally may be resold in transactions exempt from registration or to the public if the securities are registered. Disposal of these securities may involve time-consuming negotiations and expense, and prompt sale at an acceptable price may be difficult. Information regarding restricted securities held at period end is included at the end of the Consolidated Schedule of Investments, if applicable.

Special Purpose Acquisition Companies. Funds may invest in stock, warrants, and other securities of special purpose acquisition companies (SPACs) or similar special purpose entities. A SPAC is a publicly traded company that raises investment capital via an initial public offering (IPO) for the purpose of acquiring the equity securities of one or more existing companies via merger, business combination, acquisition or other similar transactions within a designated time frame.

Private Investment in Public Equity. Funds may acquire equity securities of an issuer through a private investment in a public equity (PIPE) transaction, including through commitments to purchase securities on a when-issued basis. A PIPE typically involves the purchase of securities directly from a publicly traded company in a private placement transaction. Securities purchased through PIPE transactions will be restricted from trading and considered illiquid until a resale registration statement for the shares is filed and declared effective.

At the current and/or prior period end, the Fund had commitments to purchase when-issued securities through PIPE transactions with SPACs. The commitments are contingent upon the SPACs acquiring the securities of target companies. Unrealized appreciation (depreciation) on any commitments outstanding at period end is separately presented in the Consolidated Statement of Assets and Liabilities as Unrealized appreciation (depreciation) on unfunded commitments, and any change in unrealized appreciation (depreciation) on unfunded commitments during the period is separately presented in the Consolidated Statement of Operations, as applicable. The total amount of commitments outstanding at period end is presented in the table below.

Investment to be Acquired	Shares	Commitment Amount
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VIP Contrafund Portfolio

Lions Gate Entertainment Corp.

216,181

\$2,081,823

Consolidated Subsidiary. The Funds included in the table below hold certain investments through a wholly-owned subsidiary ("Subsidiary"), which may be subject to federal and state taxes upon disposition.

As of period end, investments in Subsidiaries were as follows:

	\$ Amount	% of Net Assets
VIP Contrafund Portfolio	8,838,725	.04

The financial statements have been consolidated to include the Subsidiary accounts where applicable. Accordingly, all inter-company transactions and balances have been eliminated.

At period end, any estimated tax liability for these investments is presented as "Deferred taxes" in the Statement of Assets and Liabilities and included in "Change in net unrealized appreciation (depreciation) on investment securities" in the Consolidated Statement of Operations. The tax liability incurred may differ materially depending on conditions when these investments are disposed. Any cash held by a Subsidiary is restricted as to its use and is presented as "Restricted cash" in the Consolidated Statement of Assets and Liabilities, if applicable.

New Accounting Pronouncement. In June 2022, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2022-03 Fair Value Measurement (Topic 820): Fair Value Measurement of Equity Securities Subject to Contractual Sale Restrictions. The amendments in this ASU clarify that a contractual restriction on the sale of an equity security is not considered part of the unit of account of the equity security and, therefore, is not considered in measuring fair value. They also clarify that an entity cannot, as a separate unit of account, recognize and measure a contractual sale restriction. They also require additional disclosures for equity securities subject to contractual sale restrictions. ASU 2022-03 will be effective for fiscal years, including interim periods within those fiscal years, beginning after December 15, 2023, and allows for early adoption. ASU 2022-03 will only be applicable to an equity security in which the contractual arrangement that restricts its sale is executed or modified on or after the adoption date. Management is currently evaluating the potential impact of ASU 2022-03 to the consolidated financial statements.

4. Purchases and Sales of Investments.

Purchases and sales of securities, other than short-term securities and in-kind transactions, as applicable, are noted in the table below.

	Purchases (\$)	Sales (\$)
VIP Contrafund Portfolio	5,497,484,949	6,762,593,394

5. Fees and Other Transactions with Affiliates.

Management Fee. Fidelity Management & Research Company LLC (the investment adviser) and its affiliates provide the Fund with investment management related services for which the Fund pays a monthly management fee. The management fee is the sum of an individual fund fee rate that is based on an annual rate of .30% of the Fund's average net assets and an annualized group fee rate that averaged .22% during the period. The group fee rate is based upon the monthly average net assets of a group of registered investment companies with which the investment adviser has management contracts. The group fee rate decreases as assets under management increase and increases as assets under management decrease. For the reporting period, the total annual management fee rate was .52% of the Fund's average net assets.

Distribution and Service Plan Fees. In accordance with Rule 12b-1 of the 1940 Act, the Fund has adopted separate 12b-1 Plans for each Service Class of shares. Each Service Class pays Fidelity Distributors Company LLC (FDC), an affiliate of the investment adviser, a service fee. For the period, the service fee is based on an annual rate of .10% of Service Class' average net assets and .25% of Service Class 2's average net assets.

For the period, total fees, all of which were re-allowed to insurance companies for the distribution of shares and providing shareholder support services, were as follows:

Service Class	\$1,483,932
Service Class 2	<u>18,198,243</u>
	<u>\$19,682,175</u>

Transfer Agent Fees. Fidelity Investments Institutional Operations Company LLC (FIIOC), an affiliate of the investment adviser, is the Fund's transfer, dividend disbursing, and shareholder servicing agent. FIIOC receives an asset-based fee with respect to each class. Each class pays a fee for transfer agent services, typesetting and printing and mailing of shareholder reports, excluding mailing of proxy statements. For the period, transfer agent fees for each class were as follows:

	Amount	% of Class-Level Average Net Assets
Initial Class	\$5,035,923	.06
Service Class	934,877	.06
Service Class 2	4,585,957	.06

Notes to Consolidated Financial Statements – continued

Investor Class	<u>2,847,990</u>	.14
	<u>\$13,404,747</u>	

Accounting Fees. Fidelity Service Company, Inc. (FSC), an affiliate of the investment adviser, maintains the Fund's accounting records.

During November 2023, the Board approved a change in the accounting fees effective December 1, 2023 to a fixed annual rate of average net assets as follows:

VIP Contrafund Portfolio	% of Average Net Assets
	0.0079%

Prior to December 1, 2023, the accounting fee was based on the level of average net assets for each month. For the period, the fees were equivalent to the following annual rates:

VIP Contrafund Portfolio	% of Average Net Assets
	.01

Subsequent Event - Management Fee. Effective March 1, 2024, the Fund's management contract will be amended to incorporate administrative services previously covered under separate services agreements (Transfer Agent and Accounting agreements). The amended contract incorporates a management fee rate that may vary by class. The investment adviser or an affiliate will pay certain expenses of managing and operating the Fund out of each class's management fee.

Each class of the Fund will pay a management fee to the investment adviser. The management fee will be calculated and paid to the investment adviser every month.

When determining a class's management fee, a mandate rate will be calculated based on the monthly average net assets of a group of funds advised by FMR within a designated asset class. A discount rate will be subtracted from the mandate rate once the Fund's monthly average net assets reach a certain level. The mandate rate and discount rate may vary by class.

The annual management fee rate for a class of shares of the Fund will be the lesser of (1) the class's mandate rate reduced by the class's discount rate (if applicable) or (2) the amount set forth in the following table.

	Maximum Management Fee Rate %
Initial Class	.56
Service Class	.56
Service Class 2	.56
Investor Class	.64

One-twelfth of the management fee rate for a class will be applied to the average net assets of the class for the month, giving a dollar amount which is the management fee for the class for that month.

A different management fee rate may be applicable to each class of the Fund. The difference between classes is the result of separate arrangements for class-level services and/or waivers of certain expenses. It is not the result of any difference in advisory or custodial fees or other expenses related to the management of the Fund's assets, which do not vary by class.

Effective March 1, 2024, the Fund's sub-advisory agreements with FMR Investment Management (UK) Limited, Fidelity Management & Research (Hong Kong) Limited, and Fidelity Management & Research (Japan) Limited will be amended to provide that the investment adviser will pay each sub-adviser monthly fees equal to 110% of the sub-adviser's costs for providing sub-advisory services.

Brokerage Commissions. A portion of portfolio transactions were placed with brokerage firms which are affiliates of the investment adviser. Brokerage commissions are included in net realized gain (loss) and change in net unrealized appreciation (depreciation) in the Consolidated Statement of Operations. The commissions paid to these affiliated firms were as follows:

VIP Contrafund Portfolio	Amount
	\$55,714

Interfund Trades. Funds may purchase from or sell securities to other Fidelity Funds under procedures adopted by the Board. The procedures have been designed to ensure these interfund trades are executed in accordance with Rule 17a-7 of the 1940 Act. Any interfund trades are included within the respective purchases and sales amounts shown in the Purchases and Sales of Investments note. Interfund trades during the period are noted in the table below.

Purchases (\$)	Sales (\$)	Realized Gain (Loss) (\$)
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VIP Contrafund Portfolio	223,944,858	267,508,528	22,823,685
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Other. During the period, the investment adviser reimbursed the Fund for certain losses as follows:

VIP Contrafund Portfolio	Amount (\$) 1,957
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6. Committed Line of Credit.

Certain Funds participate with other funds managed by the investment adviser or an affiliate in a \$4.25 billion credit facility (the "line of credit") to be utilized for temporary or emergency purposes to fund shareholder redemptions or for other short-term liquidity purposes. The participating funds have agreed to pay commitment fees on their pro-rata portion of the line of credit, which are reflected in Miscellaneous expenses on the Consolidated Statement of Operations, and are listed below. During the period, there were no borrowings on this line of credit.

VIP Contrafund Portfolio	Amount \$32,932
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7. Security Lending.

Funds lend portfolio securities from time to time in order to earn additional income. Lending agents are used, including National Financial Services (NFS), an affiliate of the investment adviser. Pursuant to a securities lending agreement, NFS will receive a fee, which is capped at 9.9% of a fund's daily lending revenue, for its services as lending agent. A fund may lend securities to certain qualified borrowers, including NFS. On the settlement date of the loan, a fund receives collateral (in the form of U.S. Treasury obligations, letters of credit and/or cash) against the loaned securities and maintains collateral in an amount not less than 100% of the market value of the loaned securities during the period of the loan. The market value of the loaned securities is determined at the close of business of a fund and any additional required collateral is delivered to a fund on the next business day. A fund or borrower may terminate the loan at any time, and if the borrower defaults on its obligation to return the securities loaned because of insolvency or other reasons, a fund may apply collateral received from the borrower against the obligation. A fund may experience delays and costs in recovering the securities loaned. Any cash collateral received is invested in the Fidelity Securities Lending Cash Central Fund. Any loaned securities are identified as such in the Consolidated Schedule of Investments, and the value of loaned securities and cash collateral at period end, as applicable, are presented in the Consolidated Statement of Assets and Liabilities. Security lending income represents the income earned on investing cash collateral, less rebates paid to borrowers and any lending agent fees associated with the loan, plus any premium payments received for lending certain types of securities. Security lending income is presented in the Consolidated Statement of Operations as a component of income from Fidelity Central Funds. Affiliated security lending activity, if any, was as follows:

	Total Security Lending Fees Paid to NFS	Security Lending Income From Securities Loaned to NFS	Value of Securities Loaned to NFS at Period End
VIP Contrafund Portfolio	\$21,783	\$324	\$-

8. Expense Reductions.

In addition, during the period the investment adviser or an affiliate reimbursed and/or waived a portion of fund-level operating expenses in the amount of \$1,120,873.

9. Distributions to Shareholders.

Distributions to shareholders of each class were as follows:

	Year ended December 31, 2023	Year ended December 31, 2022
VIP Contrafund Portfolio		
Distributions to shareholders		
Initial Class	\$320,984,692	\$427,834,614
Service Class	58,518,242	78,033,095
Service Class 2	285,886,635	381,182,952
Investor Class	83,395,240	106,683,299
Total	<u>\$748,784,809</u>	<u>\$993,733,960</u>

10. Share Transactions.

Transactions for each class of shares were as follows and may contain in-kind transactions:

	Shares Year ended December 31, 2023	Shares Year ended December 31, 2022	Dollars Year ended December 31, 2023	Dollars Year ended December 31, 2022
VIP Contrafund Portfolio				

Notes to Consolidated Financial Statements – continued

Initial Class				
Shares sold	4,110,919	8,378,273	\$180,496,540	\$363,798,629
Reinvestment of distributions	6,982,855	10,481,286	320,984,692	427,834,614
Shares redeemed	<u>(23,784,190)</u>	<u>(18,832,607)</u>	<u>(1,033,654,034)</u>	<u>(811,370,836)</u>
Net increase (decrease)	<u>(12,690,416)</u>	<u>26,952</u>	<u>\$(532,172,802)</u>	<u>\$(19,737,593)</u>
Service Class				
Shares sold	1,285,445	1,591,965	\$55,626,808	\$69,369,182
Reinvestment of distributions	1,282,658	1,919,691	58,518,242	78,033,095
Shares redeemed	<u>(4,356,727)</u>	<u>(5,310,438)</u>	<u>(190,607,593)</u>	<u>(225,918,720)</u>
Net increase (decrease)	<u>(1,788,624)</u>	<u>(1,798,782)</u>	<u>\$(76,462,543)</u>	<u>\$(78,516,443)</u>
Service Class 2				
Shares sold	14,097,176	11,049,242	\$586,643,496	\$459,094,624
Reinvestment of distributions	6,468,560	9,646,091	285,886,634	381,182,952
Shares redeemed	<u>(28,172,816)</u>	<u>(31,323,576)</u>	<u>(1,185,207,168)</u>	<u>(1,277,383,639)</u>
Net increase (decrease)	<u>(7,607,080)</u>	<u>(10,628,243)</u>	<u>\$(312,677,038)</u>	<u>\$(437,106,063)</u>
Investor Class				
Shares sold	1,597,440	1,027,613	\$71,639,465	\$45,322,045
Reinvestment of distributions	1,827,014	2,633,470	83,395,240	106,683,299
Shares redeemed	<u>(3,637,392)</u>	<u>(3,966,429)</u>	<u>(154,684,269)</u>	<u>(168,358,809)</u>
Net increase (decrease)	<u>(212,938)</u>	<u>(305,346)</u>	<u>\$350,436</u>	<u>\$(16,353,465)</u>

11. Other.

A fund's organizational documents provide former and current trustees and officers with a limited indemnification against liabilities arising in connection with the performance of their duties to the fund. In the normal course of business, a fund may also enter into contracts that provide general indemnifications. A fund's maximum exposure under these arrangements is unknown as this would be dependent on future claims that may be made against a fund. The risk of material loss from such claims is considered remote.

At the end of the period, the investment adviser or its affiliates were owners of record of more than 10% and certain otherwise unaffiliated shareholders each were owners of record of more than 10% of the outstanding shares as follows:

Fund	Affiliated %	Number of Unaffiliated Shareholders	Unaffiliated Shareholders %
VIP Contrafund Portfolio	17%	2	22%

12. Risk and Uncertainties.

Many factors affect a fund's performance. Developments that disrupt global economies and financial markets, such as pandemics, epidemics, outbreaks of infectious diseases, war, terrorism, and environmental disasters, may significantly affect a fund's investment performance. The effects of these developments to a fund will be impacted by the types of securities in which a fund invests, the financial condition, industry, economic sector, and geographic location of an issuer, and a fund's level of investment in the securities of that issuer. Significant concentrations in security types, issuers, industries, sectors, and geographic locations may magnify the factors that affect a fund's performance.

Report of Independent Registered Public Accounting Firm

To the Board of Trustees of Variable Insurance Products Fund II and the Shareholders of VIP Contrafund Portfolio:

Opinion on the Financial Statements and Financial Highlights

We have audited the accompanying consolidated statement of assets and liabilities of VIP Contrafund Portfolio (the "Fund"), a fund of Variable Insurance Products Fund II, including the consolidated schedule of investments, as of December 31, 2023, the related consolidated statement of operations for the year then ended, the consolidated statement of changes in net assets for each of the two years in the period then ended, the consolidated financial highlights for each of the five years in the period then ended, and the related notes. In our opinion, the consolidated financial statements and consolidated financial highlights present fairly, in all material respects, the financial position of the Fund as of December 31, 2023, and the results of its operations for the year then ended, the changes in its net assets for each of the two years in the period then ended, and the financial highlights for each of the five years in the period then ended in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

These financial statements and financial highlights are the responsibility of the Fund's management. Our responsibility is to express an opinion on the Fund's financial statements and financial highlights based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Fund in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements and financial highlights are free of material misstatement, whether due to error or fraud. The Fund is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits, we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements and financial highlights, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements and financial highlights. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and financial highlights. Our procedures included confirmation of securities owned as of December 31, 2023, by correspondence with the custodian and brokers; when replies were not received from brokers, we performed other auditing procedures. We believe that our audits provide a reasonable basis for our opinion.

/s/ Deloitte & Touche LLP
Boston, Massachusetts
February 14, 2024

We have served as the auditor of one or more of the Fidelity investment companies since 1999.

Trustees and Officers

The Trustees, Members of the Advisory Board (if any), and officers of the trust and fund, as applicable, are listed below. The Board of Trustees governs the fund and is responsible for protecting the interests of shareholders. The Trustees are experienced executives who meet periodically throughout the year to oversee the fund's activities, review contractual arrangements with companies that provide services to the fund, oversee management of the risks associated with such activities and contractual arrangements, and review the fund's performance. Except for Vijay Advani, each of the Trustees oversees 322 funds. Mr. Advani oversees 215 funds.

The Trustees hold office without limit in time except that (a) any Trustee may resign; (b) any Trustee may be removed by written instrument, signed by at least two-thirds of the number of Trustees prior to such removal; (c) any Trustee who requests to be retired or who has become incapacitated by illness or injury may be retired by written instrument signed by a majority of the other Trustees; and (d) any Trustee may be removed at any special meeting of shareholders by a two-thirds vote of the outstanding voting securities of the trust. Each Trustee who is not an interested person (as defined in the 1940 Act) of the trust and the fund is referred to herein as an Independent Trustee. Each Independent Trustee shall retire not later than the last day of the calendar year in which his or her 75th birthday occurs. The Independent Trustees may waive this mandatory retirement age policy with respect to individual Trustees. Officers and Advisory Board Members hold office without limit in time, except that any officer or Advisory Board Member may resign or may be removed by a vote of a majority of the Trustees at any regular meeting or any special meeting of the Trustees. Except as indicated, each individual has held the office shown or other offices in the same company for the past five years.

The fund's Statement of Additional Information (SAI) includes more information about the Trustees. To request a free copy, call Fidelity at 1-877-208-0098.

Experience, Skills, Attributes, and Qualifications of the Trustees. The Governance and Nominating Committee has adopted a statement of policy that describes the experience, qualifications, attributes, and skills that are necessary and desirable for potential Independent Trustee candidates (Statement of Policy). The Board believes that each Trustee satisfied at the time he or she was initially elected or appointed a Trustee, and continues to satisfy, the standards contemplated by the Statement of Policy. The Governance and Nominating Committee also engages professional search firms to help identify potential Independent Trustee candidates who have the experience, qualifications, attributes, and skills consistent with the Statement of Policy. From time to time, additional criteria based on the composition and skills of the current Independent Trustees, as well as experience or skills that may be appropriate in light of future changes to board composition, business conditions, and regulatory or other developments, have also been considered by the professional search firms and the Governance and Nominating Committee. In addition, the Board takes into account the Trustees' commitment and participation in Board and committee meetings, as well as their leadership of standing and ad hoc committees throughout their tenure.

In determining that a particular Trustee was and continues to be qualified to serve as a Trustee, the Board has considered a variety of criteria, none of which, in isolation, was controlling. The Board believes that, collectively, the Trustees have balanced and diverse experience, qualifications, attributes, and skills, which allow the Board to operate effectively in governing the fund and protecting the interests of shareholders. Information about the specific experience, skills, attributes, and qualifications of each Trustee, which in each case led to the Board's conclusion that the Trustee should serve (or continue to serve) as a trustee of the fund, is provided below.

Board Structure and Oversight Function. Robert A. Lawrence is an interested person and currently serves as Chair. The Trustees have determined that an interested Chair is appropriate and benefits shareholders because an interested Chair has a personal and professional stake in the quality and continuity of services provided to the fund. Independent Trustees exercise their informed business judgment to appoint an individual of their choosing to serve as Chair, regardless of whether the Trustee happens to be independent or a member of management. The Independent Trustees have determined that they can act independently and effectively without having an Independent Trustee serve as Chair and that a key structural component for assuring that they are in a position to do so is for the Independent Trustees to constitute a substantial majority for the Board. The Independent Trustees also regularly meet in executive session. David M. Thomas serves as Lead Independent Trustee and as such (i) acts as a liaison between the Independent Trustees and management with respect to matters important to the Independent Trustees and (ii) with management prepares agendas for Board meetings.

Fidelity® funds are overseen by different Boards of Trustees. The fund's Board oversees Fidelity's high income and certain equity funds, and other Boards oversee Fidelity's alternative investment, investment-grade bond, money market, asset allocation, and other equity funds. The asset allocation funds may invest in Fidelity® funds overseen by the fund's Board. The use of separate Boards, each with its own committee structure, allows the Trustees of each group of Fidelity® funds to focus on the unique issues of the funds they oversee, including common research, investment, and operational issues. On occasion, the separate Boards establish joint committees to address issues of overlapping consequences for the Fidelity® funds overseen by each Board.

The Trustees operate using a system of committees to facilitate the timely and efficient consideration of all matters of importance to the Trustees, the fund, and fund shareholders and to facilitate compliance with legal and regulatory requirements and oversight of the fund's activities and associated risks. The Board, acting through its committees, has charged FMR and its affiliates with (i) identifying events or circumstances the occurrence of which could have demonstrably adverse effects on the fund's business and/or reputation; (ii) implementing processes and controls to lessen the possibility that such events or circumstances occur or to mitigate the effects of such events or circumstances if they do occur; and (iii) creating and maintaining a system designed to evaluate continuously business and market conditions in order to facilitate the identification and implementation processes described in (i) and (ii) above. Because the day-to-day operations and activities of the fund are carried out by or through FMR, its affiliates, and other service providers, the fund's exposure to risks is mitigated but not eliminated by the processes overseen by the Trustees. While each of the Board's committees has responsibility for overseeing different aspects of the fund's activities, oversight is exercised primarily through the Operations, Audit, and Compliance Committees. Appropriate personnel, including but not limited to the fund's Chief Compliance Officer (CCO), FMR's internal auditor, the independent accountants, the fund's Treasurer and portfolio management personnel, make periodic reports to the Board's committees, as appropriate, including an annual review of Fidelity's risk management program for the Fidelity® funds. The responsibilities of each standing committee, including their oversight responsibilities, are described further under "Standing Committees of the Trustees."

Interested Trustees*:

Correspondence intended for a Trustee who is an interested person may be sent to Fidelity Investments, 245 Summer Street, Boston, Massachusetts 02210.

Name, Year of Birth; Principal Occupations and Other Relevant Experience+

Bettina Doulton (1964)

Year of Election or Appointment: 2020

Trustee

Ms. Doulton also serves as Trustee of other Fidelity® funds. Prior to her retirement, Ms. Doulton served in a variety of positions at Fidelity Investments, including as a managing director of research (2006-2007), portfolio manager to certain Fidelity® funds (1993-2005), equity analyst and portfolio assistant (1990-1993), and research assistant (1987-1990). Ms. Doulton currently owns and operates Phi Builders + Architects and Cellardoor Winery. Previously, Ms. Doulton served as a member of the Board of Brown Capital Management, LLC (2014-2018).

Robert A. Lawrence (1952)

Year of Election or Appointment: 2020

Trustee

Chair of the Board of Trustees

Mr. Lawrence also serves as Trustee of other funds. Previously, Mr. Lawrence served as a Trustee and Member of the Advisory Board of certain funds. Prior to his retirement in 2008, Mr. Lawrence served as Vice President of certain Fidelity® funds (2006-2008), Senior Vice President, Head of High Income Division of Fidelity Management & Research Company (investment adviser firm, 2006-2008), and President of Fidelity Strategic Investments (investment adviser firm, 2002-2005).

* Determined to be an "Interested Trustee" by virtue of, among other things, his or her affiliation with the trust or various entities under common control with FMR.

+ The information includes the Trustee's principal occupation during the last five years and other information relating to the experience, attributes, and skills relevant to the Trustee's qualifications to serve as a Trustee, which led to the conclusion that the Trustee should serve as a Trustee for the fund.

Independent Trustees:

Correspondence intended for an Independent Trustee may be sent to Fidelity Investments, P.O. Box 55235, Boston, Massachusetts 02205-5235.

Name, Year of Birth; Principal Occupations and Other Relevant Experience+

Vijay C. Advani (1960)

Year of Election or Appointment: 2023

Trustee

Mr. Advani also serves as Trustee or Member of the Advisory Board of other funds. Previously, Mr. Advani served as Executive Chairman (2020-2022), Chief Executive Officer (2017-2020) and Chief Operating Officer (2016-2017) of Nuveen (global investment manager). He also served in various capacities at Franklin Resources (global investment manager), including Co-President (2015-2016), Executive Vice President, Global Advisory Services (2008-2015), Head of Global Retail Distribution (2005-2008), Executive Managing Director, International Retail Development (2002-2005), Managing Director, Product Developments, Sales & Marketing, Asia, Eastern Europe and Africa (2000-2002) and President, Templeton Asset Management India (1995-2000). Mr. Advani also served as Senior Investment Officer of International Finance Corporation (private equity and venture capital arm of The World Bank, 1984-1995). Mr. Advani is Chairman Emeritus of the U.S. India Business Council (2018-present), a Director of The Global Impact Investing Network (2019-present), a Director of LOK Capital (Mauritius) (2022-present), a member of the Advisory Council of LOK Capital (2022-present), a Senior Advisor of Neuberger Berman (2021-present), a Senior Advisor of Seviara Holdings Pte. Ltd (Temasek-Singapore) (2021-present), a Director of Seviara Capital (Singapore) (2021-present) and an Advisor of EQUIAM (2021-present). Mr. Advani formerly served as a member of the Board of BowX Acquisition Corp. (special purpose acquisition company, 2020-2021), a member of the Board of Intellectap (advisory arm of The Aavishkaar Group, 2018-2020), a member of the Board of Nuveen Investments, Inc. (2017-2020) and a member of the Board of Docusign (software, 2016-2019).

Thomas P. Bostick (1956)

Year of Election or Appointment: 2021

Trustee

Lieutenant General Bostick also serves as Trustee of other Fidelity® funds. Prior to his retirement, General Bostick (United States Army, Retired) held a variety of positions within the U.S. Army, including Commanding General and Chief of Engineers, U.S. Army Corps of Engineers (2012-2016) and Deputy Chief of Staff and Director of Human Resources, U.S. Army (2009-2012). General Bostick currently serves as a member of the Board and Finance and Governance & Sustainability Committees of CSX Corporation (transportation, 2020-present) and a member of the Board and Corporate Governance and Nominating Committee of Perma-Fix Environmental Services, Inc. (nuclear waste management, 2020-present). General Bostick serves as Chief Executive Officer of Bostick Global Strategies, LLC (consulting, 2016-present), as a member of the Board of HireVue, Inc. (video interview and assessment, 2020-present), as a member of the Board of Allonnia (biotechnology and engineering solutions, 2022-present) and on the Advisory Board of Solugen, Inc. (specialty bio-based chemicals manufacturer, 2022-present). Previously, General Bostick served as a Member of the Advisory Board of certain Fidelity® funds (2021), President, Intrexon Bioengineering (2018-2020) and Chief Operating Officer (2017-2020) and Senior Vice President of the Environment Sector (2016-2017) of Intrexon Corporation (biopharmaceutical company).

Donald F. Donahue (1950)

Year of Election or Appointment: 2018

Trustee

Mr. Donahue also serves as Trustee of other Fidelity® funds. Mr. Donahue serves as President and Chief Executive Officer of Miranda Partners, LLC (risk consulting for the financial services industry, 2012-present). Previously, Mr. Donahue served as Chief Executive Officer (2006-2012), Chief Operating Officer (2003-2006) and Managing Director, Customer Marketing and

Trustees and Officers - Continued

Development (1999-2003) of The Depository Trust & Clearing Corporation (financial markets infrastructure). Mr. Donahue currently serves as a member (2007-present) and Co-Chairman (2016-present) of the Board of United Way of New York. Mr. Donahue previously served as a member of the Advisory Board of certain Fidelity® funds (2015-2018) and as a member of the Board of The Leadership Academy (previously NYC Leadership Academy) (2012-2022).

Vicki L. Fuller (1957)

Year of Election or Appointment: 2020

Trustee

Ms. Fuller also serves as Trustee of other Fidelity® funds. Previously, Ms. Fuller served as a member of the Advisory Board of certain Fidelity® funds (2018-2020), Chief Investment Officer of the New York State Common Retirement Fund (2012-2018) and held a variety of positions at AllianceBernstein L.P. (global asset management, 1985-2012), including Managing Director (2006-2012) and Senior Vice President and Senior Portfolio Manager (2001-2006). Ms. Fuller currently serves as a member of the Board, Audit Committee and Nominating and Governance Committee of two Blackstone business development companies (2020-present), as a member of the Board of Treliant, LLC (consulting, 2019-present), as a member of the Board of Ariel Alternatives, LLC (private equity, 2022-present) and as a member of the Board and Chair of the Audit Committee of Gusto, Inc. (software, 2021-present). In addition, Ms. Fuller currently serves as a member of the Board of Roosevelt University (2019-present) and as a member of the Executive Board of New York University's Stern School of Business. Ms. Fuller previously served as a member of the Board, Audit Committee and Nominating and Governance Committee of The Williams Companies, Inc. (natural gas infrastructure, 2018-2021).

Patricia L. Kampling (1959)

Year of Election or Appointment: 2020

Trustee

Ms. Kampling also serves as Trustee of other Fidelity® funds. Prior to her retirement, Ms. Kampling served as Chairman of the Board and Chief Executive Officer (2012-2019), President and Chief Operating Officer (2011-2012) and Executive Vice President and Chief Financial Officer (2010-2011) of Alliant Energy Corporation. Ms. Kampling currently serves as a member of the Board, Finance Committee and Governance, Compensation and Nominating Committee of Xcel Energy Inc. (utilities company, 2020-present) and as a member of the Board, Audit, Finance and Risk Committee and Safety, Environmental, Technology and Operations Committee and Chair of the Executive Development and Compensation Committee of American Water Works Company, Inc. (utilities company, 2019-present). In addition, Ms. Kampling currently serves as a member of the Board of the Nature Conservancy, Wisconsin Chapter (2019-present). Previously, Ms. Kampling served as a Member of the Advisory Board of certain Fidelity® funds (2020), a member of the Board, Compensation Committee and Executive Committee and Chair of the Audit Committee of Briggs & Stratton Corporation (manufacturing, 2011-2021), a member of the Board of Interstate Power and Light Company (2012-2019) and Wisconsin Power and Light Company (2012-2019) (each a subsidiary of Alliant Energy Corporation) and as a member of the Board and Workforce Development Committee of the Business Roundtable (2018-2019).

Thomas A. Kennedy (1955)

Year of Election or Appointment: 2021

Trustee

Mr. Kennedy also serves as Trustee of other Fidelity® funds. Previously, Mr. Kennedy served as a Member of the Advisory Board of certain Fidelity® funds (2020) and held a variety of positions at Raytheon Company (aerospace and defense, 1983-2020), including Chairman and Chief Executive Officer (2014-2020) and Executive Vice President and Chief Operating Officer (2013-2014). Mr. Kennedy served as Executive Chairman of the Board of Directors of Raytheon Technologies Corporation (aerospace and defense, 2020-2021). Mr. Kennedy serves as a Director of the Board of Directors of Textron Inc. (aerospace and defense, 2023-present).

Oscar Munoz (1959)

Year of Election or Appointment: 2021

Trustee

Mr. Munoz also serves as Trustee of other Fidelity® funds. Prior to his retirement, Mr. Munoz served as Executive Chairman (2020-2021), Chief Executive Officer (2015-2020), President (2015-2016) and a member of the Board (2010-2021) of United Airlines Holdings, Inc. Mr. Munoz currently serves as a member of the Board of CBRE Group, Inc. (commercial real estate, 2020-present), a member of the Board of Univision Communications, Inc. (Hispanic media, 2020-present), a member of the Board of Archer Aviation Inc. (2021-present), a member of the Defense Business Board of the United States Department of Defense (2021-present) and a member of the Board of Salesforce.com, Inc. (cloud-based software, 2022-present). Previously, Mr. Munoz served as a Member of the Advisory Board of certain Fidelity® funds (2021).

David M. Thomas (1949)

Year of Election or Appointment: 2008

Trustee

Lead Independent Trustee

Mr. Thomas also serves as Trustee of other Fidelity® funds. Previously, Mr. Thomas served as Executive Chairman (2005-2006) and Chairman and Chief Executive Officer (2000-2005) of IMS Health, Inc. (pharmaceutical and healthcare information solutions). Mr. Thomas currently serves as a member of the Board of Fortune Brands Home and Security (home and security products, 2004-present) and as Director (2013-present) and Non-Executive Chairman of the Board (2022-present) of Interpublic Group of Companies, Inc. (marketing communication).

Susan Tomasky (1953)

Year of Election or Appointment: 2020

Trustee

Ms. Tomasky also serves as Trustee of other Fidelity® funds. Prior to her retirement, Ms. Tomasky served in various executive officer positions at American Electric Power Company, Inc. (1998-2011), including most recently as President of AEP Transmission (2007-2011). Ms. Tomasky currently serves as a member of the Board and Sustainability Committee and as Chair of the Audit Committee of Marathon Petroleum Corporation (2018-present) and as a member of the Board, Executive Committee, Corporate Governance Committee and Organization and Compensation Committee and as Lead Director of the Board of Public Service Enterprise Group, Inc. (utilities company, 2012-present) and as a member of the Board of its subsidiary company, Public Service Electric and Gas Co. (2021-present). In addition, Ms. Tomasky currently serves as a member (2009-present) and President (2020-present) of the Board of the Royal Shakespeare Company - America (2009-present), as a member of the Board of the Columbus Association for the Performing Arts (2011-present) and as a member of the Board and Kenyon in the World Committee of Kenyon College (2016-present). Previously, Ms. Tomasky served as a Member of the Advisory Board of certain Fidelity® funds (2020), as a member of the Board of the Columbus Regional Airport Authority (2007-2020), as a member of the Board (2011-2018) and Lead Independent Director (2015-2018) of Andeavor Corporation (previously Tesoro Corporation) (independent oil refiner and marketer) and as a member of the Board of Summit Midstream Partners LP (energy, 2012-2018).

Michael E. Wiley (1950)

Year of Election or Appointment: 2018

Trustee

Mr. Wiley also serves as Trustee of other Fidelity® funds. Previously, Mr. Wiley served as a member of the Advisory Board of certain Fidelity® funds (2018-2020), Chairman, President and CEO of Baker Hughes, Inc. (oilfield services, 2000-2004). Mr. Wiley also previously served as a member of the Board of Andeavor Corporation (independent oil refiner and marketer, 2005-2018), a member of the Board of Andeavor Logistics LP (natural resources logistics, 2015-2018) and a member of the Board of High Point Resources (exploration and production, 2005-2020).

+ The information includes the Trustee's principal occupation during the last five years and other information relating to the experience, attributes, and skills relevant to the Trustee's qualifications to serve as a Trustee, which led to the conclusion that the Trustee should serve as a Trustee for the fund.

Advisory Board Members and Officers:

Correspondence intended for a Member of the Advisory Board (if any) may be sent to Fidelity Investments, P.O. Box 55235, Boston, Massachusetts 02205-5235. Correspondence intended for an officer or Peter S. Lynch may be sent to Fidelity Investments, 245 Summer Street, Boston, Massachusetts 02210.

Name, Year of Birth; Principal Occupation

Peter S. Lynch (1944)

Year of Election or Appointment: 2003

Member of the Advisory Board

Mr. Lynch also serves as a Member of the Advisory Board of other Fidelity® funds. Mr. Lynch is Vice Chairman and a Director of Fidelity Management & Research Company LLC (investment adviser firm). In addition, Mr. Lynch serves as a Trustee of Boston College and as the Chairman of the Inner-City Scholarship Fund. Previously, Mr. Lynch served as Vice Chairman and a Director of FMR Co., Inc. (investment adviser firm) and on the Special Olympics International Board of Directors (1997-2006).

Karen B. Peetz (1955)

Year of Election or Appointment: 2023

Member of the Advisory Board

Ms. Peetz also serves as a Member of the Advisory Board of other funds. Previously, Ms. Peetz served as Chief Administration Officer (2020-2023) of Citigroup Inc. (a diversified financial service company). She also served in various capacities at Bank of New York Mellon Corporation, including President (2013-2016), Vice Chairman, Senior Executive Vice President and Chief Executive Officer of Financial Markets & Treasury Services (2010-2013), Senior Executive Vice President and Chief Executive Officer of Global Corporate Trust (2003-2008), Senior Vice President and Division Manager of Global Payments & Trade Services (2002-2003) and Senior Vice President and Division Manager of Domestic Corporate Trust (1998-2002). Ms. Peetz also served in various capacities at Chase Manhattan Corporation (1982-1998), including Senior Vice President and Manager of Corporate Trust International Business (1996-1998), Managing Director and Manager of Corporate Trust Services (1994-1996) and Managing Director and Group Manager of Financial Institution Sales (1990-1993). Ms. Peetz currently serves as Chair of Amherst Holdings Advisory Council (2018-present), Trustee of Johns Hopkins University (2016-present), Chair of the Carey Business School Advisory Council, Member of the Johns Hopkins Medicine Board and Finance Committee and Chair of the Lyme and Tick Related Disease Institute Advisory Council. Ms. Peetz previously served as a member of the Board of Guardian Life Insurance Company of America (2019-2023), a member of the Board of Trane Technologies (2018-2022), a member of the Board of Wells Fargo Corp. (2017-2019), a member of the Board of SunCoke Energy Inc. (2012-2016), a member of the Board of Private Export Funding Corporation (2010-2016) and as a Trustee of Penn State University (2010-2014) and the United Way of New York City (2008-2010).

Heather Bonner (1977)

Year of Election or Appointment: 2023

Assistant Treasurer

Ms. Bonner also serves as an officer of other funds. Ms. Bonner is a Senior Vice President (2022-present) and is an employee of Fidelity Investments (2022-present). Ms. Bonner serves as Vice President, Treasurer, or Assistant Treasurer of certain Fidelity entities. Prior to joining Fidelity, Ms. Bonner served as Managing Director at AQR Capital Management (2013-2022)

Trustees and Officers - Continued

and was the Treasurer and Principal Financial Officer of the AQR Funds (2013-2022).

Craig S. Brown (1977)

Year of Election or Appointment: 2022

Deputy Treasurer

Mr. Brown also serves as an officer of other funds. Mr. Brown is a Vice President (2015-present) and is an employee of Fidelity Investments. Mr. Brown serves as Assistant Treasurer of FIMM, LLC (2021-present). Previously, Mr. Brown served as Assistant Treasurer of certain Fidelity® funds (2019-2022).

John J. Burke III (1964)

Year of Election or Appointment: 2018

Chief Financial Officer

Mr. Burke also serves as Chief Financial Officer of other funds. Mr. Burke is Head of Fidelity Fund and Investment Operations (2018-present) and is an employee of Fidelity Investments. Mr. Burke serves as President, Executive Vice President, or Director of certain Fidelity entities. Previously Mr. Burke served as head of Asset Management Investment Operations (2012-2018).

Margaret Carey (1973)

Year of Election or Appointment: 2023

Secretary and Chief Legal Officer (CLO)

Ms. Carey also serves as an officer of other funds and as CLO of certain Fidelity entities. Ms. Carey is a Senior Vice President, Deputy General Counsel (2019-present) and is an employee of Fidelity Investments.

William C. Coffey (1969)

Year of Election or Appointment: 2019

Assistant Secretary

Mr. Coffey also serves as Assistant Secretary of other funds. Mr. Coffey is a Senior Vice President, Deputy General Counsel (2010-present) and is an employee of Fidelity Investments. Previously, Mr. Coffey served as Secretary and CLO of certain funds (2018-2019); CLO, Secretary, or Senior Vice President of certain Fidelity entities and Assistant Secretary of certain funds (2009-2018).

Timothy M. Cohen (1969)

Year of Election or Appointment: 2018

Vice President

Mr. Cohen also serves as Vice President of other funds. Mr. Cohen is Co-Head of Equity (2018-present) and is an employee of Fidelity Investments. Mr. Cohen serves as Director of Fidelity Management & Research (Japan) Limited (investment adviser firm, 2016-present). Previously, Mr. Cohen served as Executive Vice President of Fidelity SelectCo, LLC (2019) and Head of Global Equity Research (2016-2018).

Jonathan Davis (1968)

Year of Election or Appointment: 2010

Assistant Treasurer

Mr. Davis also serves as an officer of other funds. Mr. Davis is a Vice President (2006-present) and is an employee of Fidelity Investments. Mr. Davis serves as Assistant Treasurer of certain Fidelity entities.

Laura M. Del Prato (1964)

Year of Election or Appointment: 2018

Assistant Treasurer

Ms. Del Prato also serves as an officer of other funds. Ms. Del Prato is a Senior Vice President (2017-present) and is an employee of Fidelity Investments. Ms. Del Prato serves as Vice President or Assistant Treasurer of certain Fidelity entities. Previously, Ms. Del Prato served as President and Treasurer of The North Carolina Capital Management Trust: Cash Portfolio and Term Portfolio (2018-2020).

Colm A. Hogan (1973)

Year of Election or Appointment: 2020

Assistant Treasurer

Mr. Hogan also serves as an officer of other funds. Mr. Hogan is a Vice President (2016-present) and is an employee of Fidelity Investments. Mr. Hogan serves as Assistant Treasurer of certain Fidelity entities. Previously, Mr. Hogan served as Deputy Treasurer of certain Fidelity® funds (2016-2020) and Assistant Treasurer of certain Fidelity® funds (2016-2018).

Pamela R. Holding (1964)

Year of Election or Appointment: 2018
Vice President

Ms. Holding also serves as Vice President of other funds. Ms. Holding is Co-Head of Equity (2018-present) and is an employee of Fidelity Investments. Previously, Ms. Holding served as Executive Vice President of Fidelity SelectCo, LLC (2019) and as Chief Investment Officer of Fidelity Institutional Asset Management (2013-2018).

Chris Maher (1972)

Year of Election or Appointment: 2020
Deputy Treasurer

Mr. Maher also serves as an officer of other funds. Mr. Maher is a Vice President (2008-present) and is an employee of Fidelity Investments. Mr. Maher serves as Assistant Treasurer of certain Fidelity entities. Previously, Mr. Maher served as Assistant Treasurer of certain funds (2013-2020).

Jason P. Pogorelec (1975)

Year of Election or Appointment: 2020
Chief Compliance Officer

Mr. Pogorelec also serves as Chief Compliance Officer of other funds. Mr. Pogorelec is a Senior Vice President of Asset Management Compliance (2020-present) and is an employee of Fidelity Investments. Mr. Pogorelec serves as Compliance Officer of Fidelity Management & Research Company LLC (investment adviser firm, 2023-present) and Ballyrock Investment Advisors LLC (2023-present). Previously, Mr. Pogorelec served as a Vice President, Associate General Counsel for Fidelity Investments (2010-2020) and Assistant Secretary of certain Fidelity® funds (2015-2020).

Brett Segaloff (1972)

Year of Election or Appointment: 2021
Anti-Money Laundering (AML) Officer

Mr. Segaloff also serves as AML Officer of other funds. Mr. Segaloff is a Vice President (2022-present) and is an employee of Fidelity Investments. Mr. Segaloff serves as Anti Money Laundering Compliance Officer or Anti Money Laundering/Bank Secrecy Act Compliance Officer of certain Fidelity entities.

Stacie M. Smith (1974)

Year of Election or Appointment: 2016
President and Treasurer

Ms. Smith also serves as an officer of other funds. Ms. Smith is a Senior Vice President (2016-present) and is an employee of Fidelity Investments. Ms. Smith serves as Assistant Treasurer of certain Fidelity entities and has served in other fund officer roles.

Jim Wegmann (1979)

Year of Election or Appointment: 2019
Assistant Treasurer

Mr. Wegmann also serves as an officer of other funds. Mr. Wegmann is a Vice President (2016-present) and is an employee of Fidelity Investments. Mr. Wegmann serves as Assistant Treasurer of FIMM, LLC (2021-present). Previously, Mr. Wegmann served as Assistant Treasurer of certain Fidelity® funds (2019-2021).

Shareholder Expense Example

As a shareholder, you incur two types of costs: (1) transaction costs, which may include sales charges (loads) on purchase payments or redemption proceeds, as applicable and (2) ongoing costs, which generally include management fees, distribution and/or service (12b-1) fees and other Fund expenses. This Example is intended to help you understand your ongoing costs (in dollars) of investing in a fund and to compare these costs with the ongoing costs of investing in other mutual funds.

The Example is based on an investment of \$1,000 invested at the beginning of the period and held for the entire period (July 1, 2023 to December 31, 2023).

Actual Expenses

The first line of the accompanying table provides information about actual account values and actual expenses. You may use the information in this line, together with the amount you invested, to estimate the expenses that you paid over the period. Simply divide your account value by \$1,000.00 (for example, an \$8,600 account value divided by \$1,000.00 = 8.6), then multiply the result by the number in the first line for a class/Fund under the heading entitled "Expenses Paid During Period" to estimate the expenses you paid on your account during this period. If any fund is a shareholder of any underlying mutual funds or exchange-traded funds (ETFs) (the Underlying Funds), such fund indirectly bears its proportional share of the expenses of the Underlying Funds in addition to the direct expenses incurred presented in the table. These fees and expenses are not included in the annualized expense ratio used to calculate the expense estimate in the table below. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower.

Hypothetical Example for Comparison Purposes

The second line of the accompanying table provides information about hypothetical account values and hypothetical expenses based on the actual expense ratio and an assumed rate of return of 5% per year before expenses, which is not the actual return. The hypothetical account values and expenses may not be used to estimate the actual ending account balance or expenses you paid for the period. You may use this information to compare the ongoing costs of investing in the Fund and other funds. To do so, compare this 5% hypothetical example with the 5% hypothetical examples that appear in the shareholder reports of the other funds. If any fund is a shareholder of any Underlying Funds, such fund indirectly bears its proportional share of the expenses of the Underlying Funds in addition to the direct expenses as presented in the table. These fees and expenses are not included in the annualized expense ratio used to calculate the expense estimate in the table below. The estimate of expenses does not include any fees or other expenses of any variable annuity or variable life insurance product. If they were, the estimate of expenses you paid during the period would be higher, and your ending account value would be lower.

Please note that the expenses shown in the table are meant to highlight your ongoing costs only and do not reflect any transaction costs. Therefore, the second line of the table is useful in comparing ongoing costs only, and will not help you determine the relative total costs of owning different funds. In addition, if these transactional costs were included, your costs would have been higher.

	Annualized Expense Ratio ^A	Beginning Account Value July 1, 2023	Ending Account Value December 31, 2023	Expenses Paid During Period ^C July 1, 2023 to December 31, 2023
VIP Contrafund SM Portfolio Initial Class ^{**}	.59%			
Actual		\$ 1,000	\$ 1,102.80	\$ 3.13
Hypothetical ^B		\$ 1,000	\$ 1,022.23	\$ 3.01
Service Class ^{**}	.69%			
Actual		\$ 1,000	\$ 1,102.50	\$ 3.66
Hypothetical ^B		\$ 1,000	\$ 1,021.73	\$ 3.52
Service Class 2	.84%			
Actual		\$ 1,000	\$ 1,101.50	\$ 4.45
Hypothetical ^B		\$ 1,000	\$ 1,020.97	\$ 4.28
Investor Class ^{**}	.67%			
Actual		\$ 1,000	\$ 1,102.40	\$ 3.55
Hypothetical ^B		\$ 1,000	\$ 1,021.83	\$ 3.41

^A Annualized expense ratio reflects expenses net of applicable fee waivers.

^B 5% return per year before expenses

^C Expenses are equal to the annualized expense ratio, multiplied by the average account value over the period, multiplied by 184/365 (to reflect the one-half year period). The fees and expenses of any Underlying Funds are not included in each annualized expense ratio.

^{**} If fees and changes to the expense contract and/or expense cap, effective March 1, 2024, had been in effect during the current period, the restated annualized expense ratio and the expenses paid in the actual and hypothetical examples above would have been as shown in table below:

	Annualized Expense Ratio ^A	Expenses Paid
VIP Contrafund SM Portfolio Initial Class	.55%	

	Annualized Expense Ratio ^A	Expenses Paid
Actual		\$ 2.92
Hypothetical ^B		\$ 2.80
Service Class	.65%	
Actual		\$ 3.44
Hypothetical ^B		\$ 3.31
Investor Class	.63%	
Actual		\$ 3.34
Hypothetical ^B		\$ 3.21

A Annualized expense ratio reflects expenses net of applicable fee waivers.

B 5% return per year before expenses

Distributions (Unaudited)

The dividend and capital gains distributions for the fund(s) are available on *Fidelity.com* or *Institutional.Fidelity.com*.

The fund hereby designates as a capital gain dividend with respect to the taxable year ended December 31, 2023, \$583,020,623, or, if subsequently determined to be different, the net capital gain of such year.

Initial Class, Service Class, Service Class 2, and Investor Class designate 100% of the dividend distributed during December of the fiscal year as qualifying for the dividends-received deduction for corporate shareholders.

Board Approval of Investment Advisory Contracts

Board Approval of Investment Advisory Contracts and Management Fees

VIP Contrafund Portfolio

Each year, the Board of Trustees, including the Independent Trustees (together, the Board), considers the renewal of the fund's management contract with Fidelity Management & Research Company LLC (FMR) and the sub-advisory agreements (together, the Advisory Contracts) for the fund. FMR and the sub-advisers are referred to herein as the Investment Advisers. The Board, assisted by the advice of fund counsel and Independent Trustees' counsel, requests and considers a broad range of information relevant to the renewal of the Advisory Contracts throughout the year.

The Board meets regularly and, at each of its meetings, covers an extensive agenda of topics and materials and considers factors that are relevant to its annual consideration of the renewal of the fund's Advisory Contracts, including the services and support provided to the fund and its shareholders. The Board, acting directly and through its Committees (each of which is composed of and chaired by Independent Trustees), requests and receives information concerning the annual consideration of the renewal of the fund's Advisory Contracts. The Board also meets as needed to review matters specifically related to the Board's annual consideration of the renewal of the Advisory Contracts. Members of the Board may also meet with trustees of other Fidelity funds through joint ad hoc committees to discuss certain matters relevant to all of the Fidelity funds.

At its July 2023 meeting, the Board unanimously determined to renew the fund's Advisory Contracts. In reaching its determination, the Board considered all factors it believed relevant, including (i) the nature, extent, and quality of the services provided to the fund and its shareholders (including the investment performance of the fund); (ii) the competitiveness relative to peer funds of the fund's management fee and the total expense ratio of a representative class (Initial Class, which was selected because it is the largest class without 12b-1 fees); (iii) the total costs of the services provided by and the profits realized by FMR and its affiliates (Fidelity) from its relationships with the fund; and (iv) the extent to which, if any, economies of scale exist and are realized as the fund grows, and whether any economies of scale are appropriately shared with fund shareholders. The Board also considered the broad range of investment choices available to shareholders from FMR's competitors and that the fund's shareholders have chosen to invest in the fund, which is part of the Fidelity family of funds. The Board's decision to renew the Advisory Contracts was not based on any single factor.

The Board reached a determination, with the assistance of fund counsel and Independent Trustees' counsel and through the exercise of its business judgment, that the renewal of the Advisory Contracts was in the best interests of the fund and its shareholders and that the compensation payable under the Advisory Contracts was fair and reasonable in light of all of the surrounding circumstances.

Nature, Extent, and Quality of Services Provided. The Board considered staffing as it relates to the fund, including the backgrounds and experience of investment personnel of the Investment Advisers, and also considered the Investment Advisers' implementation of the fund's investment program. The Independent Trustees also had discussions with senior management of Fidelity's investment operations and investment groups. The Board considered the structure of the investment personnel compensation program and whether this structure provides appropriate incentives to act in the best interests of the fund. Additionally, the Board considered the portfolio managers' investments, if any, in the funds that they manage.

Resources Dedicated to Investment Management and Support Services. The Board and the Fund Oversight and Research Committees reviewed the general qualifications and capabilities of Fidelity's investment staff, including its size, education, experience, and resources, as well as Fidelity's approach to recruiting, training, managing, and compensating investment personnel. The Board noted the resources devoted to expansion of Fidelity's global investment organization, and that Fidelity's analysts have extensive resources, tools and capabilities that allow them to conduct sophisticated quantitative and fundamental analysis, as well as credit analysis of issuers, counterparties and guarantors. Further, the Board considered that Fidelity's investment professionals have sufficient access to global information and data so as to provide competitive investment results over time, and that those professionals also have access to sophisticated tools that permit them to assess portfolio construction and risk and performance attribution characteristics continuously, as well as to transmit new information and research conclusions rapidly around the world. Additionally, in its deliberations, the Board considered Fidelity's trading, risk management, compliance, and technology and operations capabilities and resources, which are integral parts of the investment management process.

Shareholder and Administrative Services. The Board considered (i) the nature, extent, quality, and cost of advisory, administrative, and shareholder services performed by the Investment Advisers and their affiliates under the Advisory Contracts and under separate agreements covering transfer agency, pricing and bookkeeping, and securities lending services for the fund; (ii) the nature and extent of Fidelity's supervision of third party service providers, principally custodians, subcustodians, and pricing vendors; and (iii) the resources devoted by Fidelity to, and the record of compliance with, the fund's compliance policies and procedures. The Board also reviewed the allocation of fund brokerage, including allocations to brokers affiliated with the Investment Advisers, the use of brokerage commissions to pay fund expenses, and the use of "soft" commission dollars to pay for research services. The Board also considered the fund's securities lending activities and any payments made to Fidelity relating to securities lending.

The Board noted that the growth of fund assets over time across the complex allows Fidelity to reinvest in the development of services designed to enhance the value and convenience of the Fidelity funds as investment vehicles. These services include 24-hour access to account information and market information over the Internet and through telephone representatives, investor education materials and asset allocation tools. The Board also considered that it reviews customer service metrics such as telephone response times, continuity of services on the website and metrics addressing services at Fidelity Investor Centers.

Investment in a Large Fund Family. The Board considered the benefits to shareholders of investing in a fund that is part of a large family of funds offering a variety of investment disciplines and

Board Approval of Investment Advisory Contracts - Continued

providing a large variety of fund investor services. The Board noted that Fidelity had taken, or had made recommendations that resulted in the Fidelity funds taking, a number of actions over the previous year that benefited particular funds and/or the Fidelity funds in general.

Investment Performance. The Board took into account discussions that occur with representatives of the Investment Advisers, and reports that it receives, at Board meetings throughout the year, relating to fund investment performance. In this regard the Board noted that as part of regularly scheduled fund reviews and other reports to the Board on fund performance, the Board considered annualized return information for the fund for different time periods, measured against an appropriate securities market index (benchmark index) and an appropriate peer group of funds with similar objectives (peer group). The Board also considered information about performance attribution. In its ongoing evaluation of fund investment performance, the Board gives particular attention to information indicating changes in performance of the funds over different time periods and discussed with the Investment Advisers the reasons for any overperformance or underperformance. The fund underperformed its benchmark and peers for the one- and three-year periods ended February 28, 2023, and as a result, the Board continues to engage in discussions with FMR about the steps it is taking to address the fund's performance.

In addition to reviewing absolute and relative fund performance, the Independent Trustees periodically consider the appropriateness of fund performance metrics in evaluating the results achieved. The Independent Trustees generally give greater weight to fund performance over longer time periods than over shorter time periods. Depending on the circumstances, the Independent Trustees may be satisfied with a fund's performance notwithstanding that it lags its benchmark index or peer group for certain periods.

Based on its review, the Board concluded that the nature, extent, and quality of services provided to the fund under the Advisory Contracts should continue to benefit the shareholders of the fund.

Competitiveness of Management Fee and Total Expense Ratio. The Board was provided with information regarding industry trends in management fees and expenses. In its review of the fund's management fee and the total expense ratio of Initial Class, the Board considered the fund's management fee rate as well as other fund or class expenses, as applicable, such as transfer agent fees, pricing and bookkeeping fees, fund-paid 12b-1 fees, and custodial, legal, and audit fees. The Board noted that Fidelity may agree to waive fees or reimburse expenses from time to time, and the extent to which, if any, it has done so for the fund.

Comparisons of Management Fees and Total Expense Ratios. Among other things, the Board reviewed data for selected groups of competitive funds and classes (referred to as "mapped groups") that were compiled by Fidelity based on combining similar investment objective categories (as classified by Lipper) that have comparable investment mandates. The data reviewed by the Board included (i) gross management fee comparisons (before taking into account expense reimbursements or caps) relative to the total universe of funds within the mapped group; (ii) gross management fee comparisons relative to a subset of non-Fidelity funds in the mapped group that are similar in size and management fee structure to the fund (referred to as the "asset size peer group"); (iii) total expense comparisons of Initial Class of the fund relative to funds and classes in the mapped group that have a similar sales load structure to Initial Class of the fund (referred to as the "similar sales load structure group"); and (iv) total expense comparisons of Initial Class of the fund relative to funds and classes in the similar sales load structure group that are similar in size and management fee structure to the fund (referred to as the "total expense asset size peer group"). The total expense asset size peer group comparison excludes performance adjustments and fund-paid 12b-1 fees to eliminate variability in fee structures.

The information provided to the Board indicated that the fund's management fee rate ranked below the competitive median of the mapped group for the 12-month period ended September 30, 2022 and below the competitive median of the asset size peer group for the 12-month period ended September 30, 2022. Further, the information provided to the Board indicated that the total expense ratio of Initial Class of the fund ranked below the competitive median of the similar sales load structure group for the 12-month period ended September 30, 2022 and above the competitive median of the total expense asset size peer group for the 12-month period ended September 30, 2022.

The Board also considered that the servicing component of the VIP universe differs by class for both Fidelity's and competitor's VIP classes and that the servicing component of Initial Class is split between the class-level and the annuity level whereas other competitor classes provide all servicing at the annuity level. The Board noted that the fund offers multiple classes, each of which has a different 12b-1 fee structure, and that the multiple structures are intended to offer a range of pricing options for the intermediary market. The Board also noted that the total expense ratios of the classes vary primarily by the level of their 12b-1 fees, although differences in transfer agent fees may also cause expenses to vary from class to class.

The Board also considered that, for funds subject to the group fee, FMR agreed to voluntarily waive fees over a specified period of time in amounts designed to account for assets converted from certain funds to certain collective investment trusts.

Fees Charged to Other Fidelity Clients. The Board also considered Fidelity fee structures and other information with respect to clients of Fidelity, such as other funds advised or subadvised by Fidelity, pension plan clients, and other institutional clients with similar mandates. The Board noted that a joint ad hoc committee created by it and the boards of other Fidelity funds periodically reviews and compares Fidelity's institutional investment advisory business with its business of providing services to the Fidelity funds and also noted the most recent findings of the committee. The Board noted that the committee's review included a consideration of the differences in services provided, fees charged, and costs incurred, as well as competition in the markets serving the different categories of clients.

Based on its review, the Board concluded that the fund's management fee is fair and reasonable in light of the services that the fund receives and the other factors considered. Further, based on its review of total expense ratios and fees charged to other Fidelity clients, the Board concluded that the total expense ratio of each class of the fund was reasonable in light of the services that the fund and its shareholders receive and the other factors considered.

Costs of the Services and Profitability. The Board considered the revenues earned and the expenses incurred by Fidelity in conducting the business of developing, marketing, distributing, managing, administering and servicing the fund and servicing the fund's shareholders. The Board also considered the level of Fidelity's profits in respect of all the Fidelity funds.

On an annual basis, Fidelity presents to the Board information about the profitability of its relationships with the fund. Fidelity calculates profitability information for each fund, as well as aggregate profitability information for groups of Fidelity funds and all Fidelity funds, using a series of detailed revenue and cost allocation methodologies which originate with the books and records of Fidelity on which Fidelity's audited financial statements are based. The Audit Committee of the Board reviews any significant changes from the prior year's methodologies and the full Board approves such changes.

A public accounting firm has been engaged annually by the Board as part of the Board's assessment of Fidelity's profitability analysis. The engagement includes the review and assessment of the methodologies used by Fidelity in determining the revenues and expenses attributable to Fidelity's fund business, and completion of agreed-upon procedures in respect of the mathematical accuracy of certain fund profitability information and its conformity to established allocation methodologies. After considering the reports issued under the engagement and information provided by Fidelity, the Board concluded that while other allocation methods may also be reasonable, Fidelity's profitability methodologies are reasonable in all material respects.

The Board also reviewed Fidelity's non-fund businesses and potential indirect benefits such businesses may have received as a result of their association with Fidelity's fund business (i.e., fall-out benefits) as well as cases where Fidelity's affiliates may benefit from the funds' business. The Board considered areas where potential indirect benefits to the Fidelity funds from their relationships with Fidelity may exist. The Board's consideration of these matters was informed by the findings of a joint ad hoc committee created by it and the boards of other Fidelity funds to evaluate potential fall-out benefits.

The Board considered the costs of the services provided by and the profits realized by Fidelity in connection with the operation of the fund and was satisfied that the profitability was not excessive.

Economies of Scale. The Board considered whether there have been economies of scale in respect of the management of the Fidelity funds, whether the Fidelity funds (including the fund) have appropriately benefited from any such economies of scale, and whether there is potential for realization of any further economies of scale. The Board considered the extent to which the fund will benefit from economies of scale as assets grow through increased services to the fund, through waivers or reimbursements, or through fee or expense ratio reductions. The Board also noted that a committee (the Economies of Scale Committee) created by it and the boards of other Fidelity funds periodically analyzes whether Fidelity attains economies of scale in respect of the management and servicing of the Fidelity funds, whether the Fidelity funds have appropriately benefited from such economies of scale, and whether there is potential for realization of any further economies of scale.

The Board recognized that the fund's management contract incorporates a "group fee" structure, which provides for lower group fee rates as total "group assets" increase, and for higher group fee rates as total "group assets" decrease ("group assets" as defined in the management contract). FMR calculates the group fee rates based on a tiered asset "breakpoint" schedule that varies based on asset class. The Board considered that the group fee is designed to deliver the benefits of economies of scale to fund shareholders when total Fidelity fund assets increase, even if assets of any particular fund are unchanged or have declined, because some portion of Fidelity's costs are attributable to services provided to all Fidelity funds, and all funds benefit if those costs can be allocated among more assets. The Board further considered that Fidelity agreed to impose a temporary fee waiver in the form of additional breakpoints to the current breakpoint schedule. The Board concluded that, given the group fee structure, fund shareholders will benefit from lower management fees as "group assets" increase at the fund complex level, regardless of whether Fidelity achieves any such economies of scale.

The Board concluded, taking into account the analysis of the Economies of Scale Committee, that economies of scale, if any, are being appropriately shared between fund shareholders and Fidelity.

Additional Information Requested by the Board. In order to develop fully the factual basis for consideration of the Fidelity funds' advisory contracts, the Board requested and received additional information on certain topics, including: (i) fund flow and performance trends, in particular the underperformance of certain funds and strategies, and Fidelity's long-term strategies for certain funds, including any consideration of fund liquidations or mergers; (ii) the operation of performance fees and competitor use of performance fees; (iii) Fidelity's pricing philosophy compared to competitors; (iv) fund profitability methodology and data; (v) evaluation of competitive fund data and peer group classifications and fee and expense comparisons; (vi) the management fee and expense structures for different funds and classes and information about the differences between various fee and expense structures; (vii) group fee breakpoints and related voluntary fee waivers; and (viii) information regarding other accounts managed by Fidelity and the funds' sub-advisory arrangements.

Conclusion. Based on its evaluation of all of the conclusions noted above, and after considering all factors it believed relevant, the Board, including the Independent Trustees, concluded that the advisory and sub-advisory fee arrangements are fair and reasonable in light of all of the surrounding circumstances and that the fund's Advisory Contracts should be renewed through July 31, 2024.

Notes

