



Form ADV Part 2A

HSBC SPECTRUM AND SPECTRUM II PROGRAM BROCHURE **HSBC Securities (USA) Inc.**

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This managed account or wrap fee program brochure provides information about the qualifications and business practices of HSBC Securities (USA) Inc. (“HSI”, “We”, or the “Firm”) and its HSBC Spectrum Program (the “Spectrum Program”), HSBC Spectrum II Program (“Spectrum II Program”) and HSBC Offshore Spectrum Program (“Offshore Spectrum”) (collectively, the “Programs”) that should be considered before investing. If you have any questions about the contents of this brochure, please direct your written inquiry to the address listed above, or call 800-662-3343. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about HSI is also available on the SEC’s website at www.adviserinfo.sec.gov.

HSI is a federally registered investment adviser with the SEC. Registration with the SEC or with any state securities authority, the use of the term “registered investment adviser”, and descriptions of HSI and some of our associates as “registered” does not imply a certain level of skill or training.

Investment Products:

ARE NOT A DEPOSIT OR OTHER OBLIGATION OF THE BANK OR ANY OF ITS AFFILIATES	ARE NOT FDIC INSURED	ARE NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY	ARE NOT GUARANTEED BY THE BANK OR ANY OF ITS AFFILIATES	MAY LOSE VALUE
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All decisions regarding the tax implications of your investment(s) should be made in consultation with your independent tax advisor.

Item 2: Material Changes to Our Part 2A of Form ADV Firm Brochure

There were no material changes made to the HSI Form ADV Part 2A (commonly referred to as the “Brochure”) since the update of the Brochure in October 2024.

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Item 4: Advisory Business

HSI has been in business as an investment adviser registered with the SEC since 2005. HSI is also a broker-dealer, which was originally formed in December 1969 under a predecessor name. HSI is a Delaware corporation headquartered in New York City. HSI is also a wholly-owned subsidiary of HSBC Markets (USA) Inc. and an indirect wholly-owned subsidiary of HSBC Holdings plc.

HSI offers a limited range of proprietary investment advisory solutions available to meet certain clients' particular circumstances. The Firm currently provides investment advisory services to clients through an asset allocation service known as the HSBC Spectrum Account Program (the "Spectrum Program") and the HSBC Spectrum II Account Program (the "Spectrum II Program"), which offers actively managed mutual funds, Exchange Traded Funds (ETFs) and passively managed index funds (collectively "Funds").

HSBC also offers the Offshore Spectrum Account Program ("Offshore Spectrum") which is available to qualified Non-Resident Aliens who reside in approved jurisdictions. The Offshore Spectrum Program offers managed funds and Exchange Traded Funds (ETFs) (collectively "Funds").

The funds made available through Offshore Spectrum are not expected to be registered in the United States.

The HSBC Spectrum, HSBC Spectrum II and Offshore Spectrum Account Program are collectively defined as ("Programs").

HSI also offers a wrap fee account program referred to as the Managed Portfolio Account Program ("MPA" or "MPA Program"), which is a multi-product, fee-based separately managed account program. MPA offers two investment account options: Separately Managed Accounts ("SMA") and Unified Managed Accounts ("UMA").

Collectively all programs offered by HSI are referred to as "Managed Account Programs."

Clients in the Spectrum, Spectrum II, Offshore Spectrum and MPA programs have an Investment Adviser Representative ("Representative") who is available to discuss updates in the client's financial situation and handle account updates and changes.

General and specific disclosures for the MPA program offerings are covered in a separate Brochure. The document for MPA can be found in the following website:

<https://www.us.hsbc.com/investments/products/asset-allocation/>

HSI does not offer any non-proprietary or third party advisory programs.

The information provided in this Brochure only applies to the Programs. This Brochure is meant to help you understand the nature of the advisory services offered in the Programs, whether those services are right for you, and the potential conflicts of interest associated with your participation in the Programs. You should review it carefully prior to your decision to invest.

HSI is the sponsor of the Programs. Clients participating in the Programs receive asset allocation, discretionary investment management, execution, and custodian services for the assets in their Program accounts ("Accounts").

Written requests for Form ADV Part 2A or Appendix 1 documents should be sent to:
 HSBC Securities (USA) Inc.
 P.O. Box 4217
 Buffalo, NY 14240-8929
 ATTN: HSBC Securities Customer Service

Description of the Programs:

The Programs have five (5) broad strategies or risk models: 1) Conservative; 2) Moderately Conservative; 3) Moderate; 4) Moderately Aggressive and 5) Aggressive. After the Account is established, HSI as the investment advisor will have investment discretion, in accordance with the selected investment strategy.

The Representative will assist clients in completing information requests designed to elicit personal, financial and investment information concerning the client's financial circumstances, risk preference and tolerance, liquidity requirements and investment objectives to help determine if a managed account recommendation is in the client's interest. The Representative scores client responses to risk profile questions to generate a recommended investment risk tolerance and allocation.

Spectrum Program

Investment Selection

In the Spectrum Program, at Account opening (and at any time while an Account is open), the client will be able to select from a variety of Funds, in consultation with the Representative, that have investment objectives and policies corresponding to the client's investment risk tolerance.

The Representative will provide the client with a proposal containing a list of the selected Funds and a recommended allocation of the client's assets for investment that includes various asset classes (the "Proposal"). The client will review the proposed investments, subject to permissible changes, and no Funds will be purchased unless and until the client signs such Proposal noting the client's acceptance.

When HSI or its delegate recommends a Fund for removal from the Spectrum Program, clients will be notified of the recommendation via a client statement or mailing and provided with information on the selected replacement Fund.

Fund Selection within Client Accounts

After arriving at a recommended portfolio based on their Risk Profile, clients can work with their Representative to choose approved investment options that are available in the proposal system. Clients may choose ETFs and third party mutual funds in each asset category which may include HSBC affiliated funds. Though these third party mutual fund choices generally have higher expenses than passively-managed ETFs, the third party mutual fund options are typically institutional share classes with relatively low expense ratios.

Clients may want to review individual fund information and consider factors such as investment style, risk statistics (such as Sharpe ratios), performance returns, Morningstar rating, and expense ratio, among other items.

Account performance will vary based on the Funds the client selects. Past performance is no guarantee of future results.

Dividend Reinvestment/Distribution Models

In the Spectrum Program, clients can choose to receive dividends, interest, distributions and other income paid on securities held in the Account (collectively “Distributions”) directly or reinvest the Distributions in accordance with the Investment Strategy then in effect for the Account. Clients should reach out to their Representative regarding these options.

Please note, the payment of the Distributions directly to the client may affect the performance of the Account.

If a client wishes to reinvest Distributions in the Account, they should choose models that only allow reinvestment. For exchange traded funds any dividends will be invested into the sweep money market funds until the next regularly scheduled rebalance takes place. When applicable the dividends and capital gains paid on mutual funds will be reinvested according to the model chosen.

HSI does not select Funds with particular dividend targets and payment of the income stream can be inconsistent from month to month.

Clients should consider legal and/or tax implications when considering their options regarding Distributions. Clients should consult with their attorney or tax advisor.

Distribution models are also available in the MPA program. Please refer to the separate MPA Form ADV Part 2A, Appendix 1 for additional information.

Global vs. U.S. Focused Options for Model Portfolios

The Spectrum and Spectrum II Programs offers a Global option and a U.S. Focused option for each model portfolio in the Programs. Many factors can influence the performance of a model portfolio, and HSI cannot guarantee whether a Global option model portfolio or a U.S. Focused option model portfolio will perform better over time. Clients should discuss these options with their Representative.

Environmental Social Governance (ESG) Funds

Effective on or about November 20, 2023 HSBC Securities (USA) Inc. will no longer offer ESG Funds in the Spectrum Program. ESG funds are only available in the Spectrum II Program. Spectrum clients who have ESG funds in their existing portfolios can maintain existing positions and continue to fund additional purchases. However, no new ESG funds can be purchased.

Please see additional ESG disclosures in the Spectrum II investment selection section below.

Spectrum II Portfolios

Spectrum II Program(s) refer to Spectrum II, Spectrum II ESG and Spectrum II ETF portfolios

To enroll in the Spectrum II programs, the client must complete the Spectrum II Fully Discretionary Account Addendum(s).

Investment Selection

In the Spectrum II Program, at Account opening (and at any time while an Account is open), HSI will select from a variety of actively managed funds, Exchange Traded Funds (ETFs) and passively managed index funds (collectively “Funds”) that have investment objectives and policies corresponding to the client’s investment risk tolerance and allocation.

The Spectrum II ESG Models are made up of Funds that offer investors the ability to align their financial goals with their values. Each Fund has one or more socially responsible or environmental objectives and may seek to avoid companies with poor Environmental, Social and Governance (ESG) performance in one or more areas.

The Spectrum II ETF portfolios are discretionary portfolios comprised of only Exchange Traded Funds (ETFs). The Spectrum II ETF portfolios are available to U.S. citizens and U.S. residents, and to U.S. citizens living in certain approved foreign jurisdictions. It should be noted that if you move to another jurisdiction that is not approved for investments it may cause your Account to be terminated. If your account is terminated it will be removed from management and you are only able to place sell orders.

Clients should consider legal and/or tax implications when considering their options. Clients should consult with their attorney or tax advisor.

Please see additional disclosure below for ESG Funds in Item 8 and Item 10.

The Representative will provide the client with a Proposal containing a list of Funds selected by HSI and a recommended allocation of assets across various asset classes. The client will review the proposed investments, subject to permissible changes, and no purchases will be made unless and until the client signs the Proposal noting the client's acceptance.

As Spectrum II is a fully discretionary program, the client cannot modify or customize the selected model. The client can, however, impose reasonable restrictions on its Account. Once the Account is established, HSI as the investment adviser will have investment discretion, in accordance with the selected asset allocation model.

When HSI or its delegate recommend a Fund for removal from the Spectrum II Program, HSI will not notify the client of Fund changes, as the Spectrum II Program is a fully discretionary program. It is also designed to serve the needs of clients who are employed in the financial services industry and are required to have a fully discretionary managed account to avoid conflicts of interest or otherwise comply with their employer's personal account dealing requirements.

Offshore Spectrum Account Program

To enroll in the Offshore Spectrum program, the client must complete the Offshore Spectrum Account Agreement.

The Offshore Spectrum Program is a discretionary offshore fund asset allocation program open to qualified non-resident aliens who reside in certain foreign jurisdictions, as approved by the Firm and in accordance with the local laws of those jurisdictions.

It should be noted that if a client moves to another jurisdiction that is not approved for investments it may cause the Account to be terminated. If the account is terminated it will be removed from management and the client will only be able to place sell orders.

In addition, if a client moves to a jurisdiction that is not approved by a specific fund company, HSBC Securities will be required to redeem that holding(s) and in the case of certain fund companies, HSBC Securities may cause your Account to be terminated with all account holdings required to be redeemed.

Clients should consider legal and/or tax implications when considering their options. Clients should consult with their attorney or tax advisor.

Investment Selection

In the Offshore Spectrum Program, at Account opening (and at any time while an Account is open), The investments made available through the Offshore Spectrum Program are not registered in the

U.S. and are generally not offered for sale or sold in the U.S., except in a transaction exempt from the registration requirements of the Securities Act of 1933, as amended.

HSI will select from a variety of non-U.S. registered funds and Exchange Traded Funds (ETFs) (collectively “Funds”) that have investment objectives and policies corresponding to the client’s investment risk tolerance and allocation.

HSI will not notify the client of Fund changes, as the Offshore Spectrum Program is a fully discretionary program.

The only money market option in this program will be an Offshore money market fund advised by HSBC Global Asset Management (USA) Inc. (“AMUS”) or its affiliates who provide investment advisory services.

The Offshore Spectrum models are made up of Funds that offer investors the ability to align their financial goals with their values.

The Representative will provide the client with a Proposal containing a list of Funds selected by HSI and a recommended allocation of assets across various asset classes.

If applicable, clients should refer to the individual fund prospectus/offering documents or Key Investor Information Document (KIID) for additional information on underlying charges and fund expenses before investing.

The client will review the proposed investments and no purchases will be made unless and until the client signs the Proposal noting the client’s acceptance.

As Offshore Spectrum is a fully discretionary program, the client cannot modify or customize the selected model. The client can, however, impose reasonable restrictions on its Account. Once the Account is established, HSI as the investment adviser will have investment discretion, in accordance with the selected asset allocation model.

When HSI or its delegate recommend a Fund for removal from the Offshore Spectrum Program, HSI will not notify the client of Fund changes, as the Offshore Spectrum Program is a fully discretionary program.

Fund companies may require additional information for clients residing in certain jurisdictions. This can result in trade delays.

Administration of the Programs

The Firm offers the Spectrum and Spectrum II Programs to U.S. citizens and U.S. residents. The Spectrum II ETF portfolios are available to U.S. citizens, U.S. residents, and to certain U.S. citizens living in certain approved foreign jurisdictions outside of the U.S.

The firm also offers the Offshore Spectrum Program to Non-Resident Aliens.

The key difference between the Programs is that clients choose their Funds in the Spectrum Program and HSI chooses the client’s funds in the Spectrum II and the Offshore Spectrum Program. The administration of the Programs will be discussed collectively except where they differ in their level of discretion, which will be specifically described for each Program below.

Under all Programs, the Firm decides the ultimate investment selections and strategies employed in the model portfolios. The Firm regularly communicates with clients regarding the overall strategy and provides transparent reporting, so clients are aware of the holdings, performance and characteristics of their portfolio. In the Programs, we use our discretion to periodically rebalance Accounts and to make changes in the

investments in the Account where appropriate.

The Funds made available through the Programs include both funds advised by Non-HSBC investment advisers (third party Funds) and funds advised by HSBC Global Asset Management (USA) Inc. (“AMUS”) or its affiliates who provide investment advisory services (proprietary Funds). The only money market funds available in the Programs are the proprietary money market funds.

Funds used within the Programs are those that have been researched and approved for use by GMS and HSBC Alternative Investments Limited (HAIL) and are aligned with the asset classes offered within the Programs’ models.

GMS evaluates Funds included in the Programs on a continuous basis. If GMS no longer has conviction in the management of the Fund, GMS can recommend them for removal from the Programs.

HSBC Alternative Investments Limited (HAIL) provides certain services for the Programs related to alternative funds effective on or about April 3, 2023.

The Firm has entered into an intercompany agreement with its affiliate AMUS to perform certain advisory and administrative services, for compensation, for all of the above referenced Programs. Under that agreement, AMUS provides to HSI’s Managed Account Programs the following services, (i) advice as to proposed asset allocations, (ii) advice about Funds made available within the Programs, and (iii) various operational and administrative services. HSI compensates AMUS for these services. Pursuant to an intercompany agreement, GMS provides HSI with, among other services, approved Funds for use in the Programs. HSI compensates GMS for these services.

HSI, through the Managed Account Oversight Committee (“Committee”), oversees the operation of the Programs as well as the services provided by AMUS and any other material vendor. The Committee is chaired by HSI and consists of members and invitees who are employees of HSI and AMUS. Employees of AMUS will have no authority to make decisions or otherwise influence approvals of the Committee.

HSI Client Services

HSI offers the Programs to its clients, and aside from sponsorship, is responsible for Account opening services (including Know Your Client and Anti-Money Laundering reviews), suitability, relationship management, communications, investment advice, trading, trade servicing, Account maintenance, custody of client assets and overall operational support for the Firm’s investment advisory products. For additional information on custody, please see Item 15. Please also refer to the Program Account Agreements for additional terms and conditions related to the Programs.

Further to the above services, HSI provides certain ongoing client services that include the following:

1. Periodic portfolio review and consultation with clients through our Representatives.
2. Handling subsequent transactions (additional investments and redemptions).
3. Responding to client inquiries about their Accounts and issues pertaining to their Accounts.
4. HSI or a Representative will annually request an in-person or telephonic meeting with clients, or will otherwise meet the regulatory requirements for an annual meeting, to discuss the account and any changes to the client’s investment objectives or reasonable investment restrictions.

Please note that financial planning tools may be made available to help clients from time to time. Such financial planning tools, and any financial plan generated, are offered at no additional cost. However,

products or services selected as a result of an implemented plan will result in a cost to you and fees for HSI. Please note that you are under no obligation to use any HSI product or service to execute the financial plan generated by the financial planning tool. The financial plan generated does not constitute a solicitation, offer or recommendation to enter into any investment strategy or transaction, nor is it intended to be investment advice under the Employee Retirement Income Security Act of 1974 (“ERISA”) or Section 4975 of the Internal Revenue Code of 1986, as amended (“the Code”). HSI does not intend to act in a fiduciary capacity or provide fiduciary investment advice.

Rollovers

We provide educational material regarding the options available to customers in qualified plans, but we do not provide any type of advice or recommendations about a customer’s qualified plan, nor do we make any recommendations about whether or not to roll over a plan. HSI does not provide advice regarding rollover decisions and instead provides only educational material for customers to evaluate and independently consider, and should not be viewed, construed, or relied upon, as investment or fiduciary recommendations or advice under ERISA or the Code. HSI is not acting as a fiduciary under ERISA or the Code when you decide to engage us in a new service, including with respect to your decision, or the decision of a plan participant, to roll over assets into an IRA. If a financial plan is generated to a customer, who has decided to make a rollover, the financial plan is not and is not intended to be fiduciary investment advice under ERISA or the Code.

If you choose to roll over from a plan, we will then, at your request, make recommendations about our services and products for investments that the customer can choose to implement in an HSBC Securities IRA brokerage or advisory account or an IRA annuity. Because we will only be paid for our services if you choose to roll over your plan account to an account at HSBC, we have an incentive to encourage you to rollover to an account with us, which we mitigate through our policies and procedures. For more information about rollovers with us, please refer to our online page at <https://www.us.hsbc.com/investments/retirement/ira/> for educational material available. To request relevant acknowledgement forms, please contact your Representative, or call our Wealth Services Desk at 800.662.3343 M-F (8am-6pm) ET.

Investment Management

HSI is the sponsor, investment adviser and broker/dealer for the Programs, and is authorized in its discretion to manage client assets in accordance with selected asset allocations and investment strategies. HSI uses the services of third parties, including affiliates, for administrative and operational support in performing its obligations under the Spectrum Account Program Agreement, Spectrum II Fully Discretionary Account Addendum(s) and the Offshore Spectrum Account Agreement.

The investments will include Funds that HSI determines are appropriate and, in the aggregate, consistent with a client’s investment goals, risk preferences and financial needs. All or a portion of an Account may temporarily be held in cash. The only money market funds available will be those managed or advised by an affiliate of HSI.

Clients can fund their account with cash equivalents or shares of Funds acceptable to HSI or a combination thereof.

For the Offshore Spectrum Program securities transferred in are subject to approval. Certain securities may need to be liquidated manually by our custodian Pershing. HSBC cannot control the timing of the liquidation.

For the Offshore Spectrum Program, currency deposits will only be accepted in U.S Dollar Currency.

HSI does not take taxes into account in making investment decisions for client Accounts. HSI will not invest client assets in Funds that impose front-end, contingent, or installment sales charges. However certain fund complexes can charge redemption fees for sales made within a certain number of days after purchase. For these purposes, the term “sales charges” does not include (a) underwriters’ compensation for offerings of closed-end funds, or (b) fees payable by a fund or its distributor, including shareholding servicing fees and Rule 12b-1 (distribution) fees, and HSI and its affiliates are expressly authorized to accept those fees, where permitted by law. However, when HSBC receives 12b-1 fees, the Firm will credit the Account with the amount of 12b-1 fees received. HSI does not credit its representatives any 12b-1 fees that are earned in the Programs.

HSI is authorized to make changes to the Funds held in Accounts and/or to reallocate assets at any time (including an allocation into a new asset class), without consulting clients, for any reason it deems appropriate, including, without limitation, to respond to general market or macroeconomic circumstances, or to rebalance the investments periodically to restore the original allocation percentages or target weights. HSI may modify investment allocations to reflect changes such as the introduction of new asset classes or new model options, as well as the removal of asset classes or models.

Periodic rebalancing and liquidations may cause certain securities in an Account to be restricted from purchases for a period of 30 days due to wash sale rules. HSI will not invest contributions that are deposited into Accounts with wash sale restricted securities until the 30-day wash sale restriction has expired. As a result, an Account may have a higher than normal cash position for a period of time. This situation may adversely affect Account performance.

Offshore Spectrum accounts that are impacted by a rebalance, model change, contribution or withdrawal may be out of the market for a period of time due to the settlement timing of buying and selling Funds in the account. The timing of trade settlement can have an impact on account performance.

Clients should understand that rebalancing can trigger tax consequences as well as redemption fees charged by certain Funds. Accordingly, clients should confer with their tax advisor.

From time to time, certain of the Funds in the Program have or can adopt policies and procedures that, although designed to prevent market timing, can delay (or even prevent) a purchase of such Funds for Accounts. HSI can be delayed in purchasing shares for an Account if the Account sold shares of the same Fund as a result of, for example, rebalancing an Account within a prescribed period of time before the proposed Fund purchase date. Information about market timing policies and procedures, if applicable, can be found in each Fund’s prospectus or fund offering documents.

Special Trade Considerations for Offshore Spectrum

Due to longer trade settlement times for offshore funds, activities such as liquidations, purchases, and model changes may delay your account from being fully invested until all trading activity has settled.

UCIT Mutual Funds will be permitted for deposit into the program. Please be advised that UCIT ETFs will not be permitted. Additionally, contributions in UCIT mutual funds will cause trading delays due to the timing of trade settlement.

Securities Backed Line of Credit

We do not use leverage as an investment strategy for managed accounts. However, where appropriate, an

eligible client, as detailed in the Account Control Agreement and Risk Disclosure statement, may use a Securities-Backed Line of Credit (“SBLOC”), which is a bank line of credit collateralized by the assets of the managed account, as well as other collateral the client may hold at HSBC Bank (USA) NA (“HSBC Bank”) or HSBC Securities (“USA”) Inc. (“HSI”). SBLOC enables clients to take out a loan that is secured by that client’s brokerage and/or advisory portfolio. The maximum amount of the loan depends on the lending value of the client’s portfolio, as specified in the Credit Agreement entered into with by HSBC Bank. Securities Backed Lending creates additional risks for managed account clients including being subject to a collateral call due to a drop in the account’s value caused by downward market movement, market volatility, investment changes and credit exposure. All these can lead to collateral shortfalls and may cause HSBC Bank, as the lender to ask the managed account client for additional collateral or to sell assets in the account to satisfy the collateral shortfall. HSBC Bank will earn fees and interest on loans secured by managed account assets. A drop in a managed account’s value could cause the account to fall below the minimum required to participate in the Programs. The account could revert to an unmanaged brokerage account and fail to reach its investment goals. Any securities based lending fees and interest are separate and in addition to Program fees.

Neither HSI, its representatives nor its affiliates, will act as an investment adviser to a client as to the sale of securities subject to a collateral shortfall or credit line loan demand. We will make these sales in our capacity as a broker dealer. In addition, as creditors, we and our affiliates at times will have interests that are averse to you.

Services Provided by Pershing® LLC (“Pershing”)

In support of the Spectrum Program, Pershing provides HSI with a technology solution for providing client proposals, submitting and tracking service orders and maintenance requests, and creating performance and other reports. Pershing also provides operational services including new Client Account set up; maintenance; order processing; billing (including implementation of fee schedules, inception billing, quarterly billing and contribution and withdrawal billing); mailed and/or electronic performance reporting, quarterly reports and daily on-demand summaries.

Assets under Management

As of December 31, 2023 the assets under management in the Programs are as follows:

The Spectrum Program has approximately \$2.2 billion in non-discretionary assets under management, although HSI serves as the sponsor and the advisor of the program’s management.

There was approximately \$241 million in discretionary assets under management under the Spectrum II program. For the newly launched Offshore Spectrum program there was approximately \$44 million in discretionary assets.

As of December 31, 2023 the assets under management in the other advisory programs are as follows:

The MPA SMA Program has approximately \$191 million in non-discretionary assets under management, although HSI has discretion over the program management.

The MPA UMA Account Program has approximately \$182 million in non-discretionary assets under management.

Item 5: Fees and Compensation

Fees for all Programs are generally charged and collected in accordance with the Investment Advisory Agreement provided to clients. Fees are generally negotiable. HSI, in its sole discretion can discount the Program Fee. Negotiated fees are subject to review and adjustment.

Certain qualifying related accounts participating in the managed account programs are entitled to discounted fees. To determine if a client's related account is eligible for a discount, clients should contact their Representative.

Spectrum, Spectrum II and Offshore Spectrum Program Fees

Fees for the Programs are paid in arrears. The fees payable for any calendar quarter will be based on the average daily Account asset value during the prior calendar quarter and the annual fee rate(s) set forth in the following schedule.

Clients pay a contractual fee (See **Standard Fee Schedule** below) for the services provided through the Programs, which include investment advice, brokerage commissions when HSI buys and sells Funds for the Account, custody, and reporting. HSI expects that it will perform all trading for Accounts.

The Standard Fee Schedule for Accounts is as follows:

<u>Average Assets</u>	<u>Annual Rate</u>
First \$250,000	1.50%, plus
Next \$250,000	1.00%, plus
Assets in excess of \$500,000	0.50%

Fees for the Programs are also described in the Program Account Agreements. On a quarterly basis, fees are debited from Accounts. HSI pays a portion of these fees to AMUS and the other third party service provider.

General Fee Information

Program clients, as part of their contractual fee, also pay for administrative services provided to HSI by AMUS and our custodian Pershing LLC® (“Pershing”).

The contractual fee does not cover miscellaneous fees and expenses that Pershing may charge to the Account such as wire fees, outgoing transfer fees, bank charges and IRA/retirement account fees.

In addition to the Program contractual fees, clients pay their share of a Fund’s fees and expenses, which include management fees, Rule 12b-1 fees, administrative fees, operating costs, and all other costs the Fund incurs.

As stated earlier, when HSBC receives Rule 12b-1 fees, the Firm will credit the Account in an amount equal to the amount of the client’s share of any Rule 12b-1 fees paid by the applicable Funds in which the Account is invested.

Clients should consider the total fees and expenses, including the contractual Spectrum Program fee, that the client will pay to participate in the Programs. Fees and expenses will reduce the return on investments.

The Programs can cost clients more or less than purchasing advice, brokerage, custody, and reporting such services separately depending on the frequency of trading in the Accounts, commissions charged at other broker-dealers for similar products, fees charged for like services by other broker-dealers, and other factors.

Account Funding

If a prospective client intends to fund a Program account with assets from the redemption of mutual funds, the surrender of an insurance product, early withdrawal from a certificate of deposit, or the sale of any other financial instruments, the client should consider the cost of any possible sales charges or commissions previously paid or to be paid upon the redemption or sale, or any penalties that the client will incur in order to surrender or withdraw from, such an instrument. It can be costly or inappropriate for the client to fund an Account in this manner.

For Offshore Spectrum:

All assets transferred into this program are subject to review and approval from our custodian Pershing LLC prior to liquidation. In the event an investment cannot be transferred or liquidated for funding into the Offshore Spectrum program, Pershing LLC reserves the right to not accept the asset. In addition, there may be situations where our custodian will have to liquidate certain investments manually causing delays in funding of the Offshore Spectrum account.

An ACH (automated clearing house) transaction is a bank transfer that occurs between banks at your direction and authorization. ACH transfers to/from your Spectrum Accounts can only be made to/from your HSBC Bank account. Please note there are limits to the amount of money that you can transfer in electronically from your HSBC Bank account. As these limits are subject to change, please contact your Representative for additional information.

Item 6: Performance-Based Fees and Side by Side Management

The Firm does not charge performance fees to clients in the Programs. In addition, HSI on an on-going basis, reviews the resources made available to provide advisory services to clients participating in its advisory programs to ensure the appropriate resources are dedicated to the management of all Accounts.

Item 7: Types of Clients and Account Requirements

The Spectrum and Spectrum II Programs are offered to retail clients including individuals, trusts, estates or charitable organizations; retirement accounts; and corporations, limited liability companies and/or other business entities. The Firm offers the Spectrum and Spectrum II Programs to U.S. citizens and U.S. residents. The Spectrum II ETF portfolios are available to U.S. citizens and U.S. residents, and to certain U.S. citizens living outside of the U.S. If an account holder moves to a foreign jurisdiction or is no longer considered a U.S. citizen or U.S. resident, HSI in its sole discretion can remove the account from management.

In addition, if a client moves to a jurisdiction that is not approved by a specific fund company, HSBC Securities will be required to redeem that holding(s) and in the case of certain fund companies, HSBC Securities may cause your Account to be terminated with all account holdings required to be redeemed.

The Offshore Spectrum is currently offered to Non-Resident Aliens who reside in approved jurisdictions.

Program Minimums

Effective October 16, 2024, the minimum Account opening balances for Spectrum are \$100,000 for the Spectrum Program and \$50,000 for the Spectrum II Program.

The minimum Account opening balance for Offshore Spectrum is \$100,000. HSI reserves the right to increase or decrease the minimum Account size if deemed necessary. HSI can establish other or lower minimum account sizes for other types of accounts. Accounts that fall below the program minimums due to withdrawals can be removed from management at HSI's sole discretion.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

HSI has entered into agreements with AMUS and GMS to provide certain services for the Programs. Effective April 3, 2023, HSI has entered into an agreement with HAIL to provide certain services for the Programs related to alternative funds.

The methods of analysis and investment strategies AMUS, GMS and HAIL use in the Spectrum Programs are outlined below.

Methods of Analysis for the Programs

AMUS oversees the asset allocation models used in the Programs and provides administrative and advisory resources to support the Programs. In providing this service, AMUS collaborates with HSBC Global Asset Management to develop the asset allocation models, considering both its long-term and its short-term tactical views. Over the long-term, Strategic Asset Allocations (“SAA”) take into account expected long-term asset class returns, volatilities and correlations in determining recommended allocations subject to local constraints (e.g., appropriate asset classes and risk tolerance bands). As such, SAAs reflect our long-term expectations for capital markets, balancing expected returns with a reasonable level of volatility for the models in the Program. AMUS reviews SAAs periodically. In the short-term, capital markets will often deviate from our expectations and present the opportunity to adjust our recommended allocations. In periodically reviewing the models, AMUS will refine the asset allocation models using Tactical Asset Allocation (“TAA”) which adjusts allocations considering short-term trends and relative valuations in capital markets. As such, TAA seeks to take advantage of relative valuation opportunities that arise in the short-term and are expected to enhance portfolio performance over the long-term. In making recommendations, AMUS will use the information and tools used in its analysis from both global and local teams, balancing our long-term strategic expectations with short-term tactical opportunities. This means that HSI, at its discretion, may change the asset allocation models periodically based upon AMUS’s advice.

GMS researches and approves Funds using a variety of qualitative and quantitative criteria. GMS conducts due diligence based upon both quantitative (e.g., investment performance returns, peer rankings, tracking error, expense ratio, etc.) and qualitative (e.g., firm, people, investment strategy and process, portfolio construction, etc.) factors to approve the investment strategies available through the Spectrum program. As part of the qualitative review, GMS will review performance attribution, analyze portfolio holdings and assess liquidity and capital erosion. Risk metrics and periodic performance comparisons against representative benchmarks and peers are used as part of the quantitative process. GMS also conducts ongoing monitoring of the Funds using similar criteria as the initial review process. Certain funds available within the Spectrum Program that are not labeled as sustainable investment funds may include sustainability considerations in their investment processes, but any such funds (outside of Spectrum II) are not included for their sustainability considerations but instead for other qualities of their investment focus or strategies. The Spectrum advisory portfolio allows clients the option to customize their fund selections using the Spectrum fund menu.

Based upon its findings during the ongoing monitoring, GMS may change the status of a Fund to “Hold”. If the factors that led to hold status remain unresolved, GMS will change the status of the Fund to “Not Approved/Not Recommended.” A Fund’s status may change directly to “Not Approved/Not Recommended” in case the concerns are material requiring immediate action.

For the Spectrum Program:

Clients are notified via a client statement or mailing and provided with information on the selected

replacement Fund. In certain cases, where there is a change affecting the Fund, HSI can recommend the immediate removal without a hold period. Affected clients will be notified of the alternative Fund recommendation.

For Spectrum II and Offshore Spectrum:

HSI will not notify the client of Fund changes, as the Spectrum II and Offshore Spectrum Programs are fully discretionary programs.

The Funds made available through the Programs include both funds advised by Non-HSBC investment advisers (third party Funds) and funds advised by HSBC Global Asset Management (USA) Inc. or its affiliates who provide investment advisory services (proprietary Funds). The third party and proprietary Funds used in the Programs are aligned with the asset classes offered within the asset allocation models. Third party Funds are selected from Funds offered by globally approved unaffiliated fund companies. HSBC Global Asset Management (USA) Inc. receives investment advisory fees from the proprietary Funds used in the Programs.

Alternative Funds used within the Spectrum Programs:

Similar to GMS, HAIL researches and approves alternative Funds using a variety of qualitative and quantitative criteria. HAIL conducts due diligence based upon both quantitative (e.g., investment performance returns, peer rankings, etc.) and qualitative (e.g., firm, people, investment strategy and process, portfolio construction, etc.) factors to approve the investment strategies available through the Spectrum program. Performance comparisons against representative benchmarks and peers are used as part of the quantitative process. HAIL also conducts ongoing monitoring of the Funds using similar criteria as the initial review process and may place a fund on Hold or move a fund to Not Approved similar to the GMS process described above.

Review process for Environment, Social and Governance (ESG) Funds:

- ◆ GMS conducts due diligence on ESG/sustainable funds to assess their ESG characteristics, evaluating their ESG intentionality and ensuring this is reflected in the resultant portfolio.
- ◆ On a fund-specific level, GMS applies HSBC Group's Sustainable Investment (SI) definitions to determine if a fund is an ESG fund. In addition to the alignment to SI definitions, GMS undertakes a qualitative evaluation of ESG considerations, with a deep dive into the sustainable investment philosophy, style, proprietary ESG frameworks and voting policy; and an-evidence-based assessment that ensures the approach consistently reflects in the portfolio holdings.
- ◆ The ESG assessment is documented, discussed and approved through various committees. The committees will review new ESG fund additions as well as fund downgrades / upgrades and will take note of completed fund reviews where the status remains unchanged.

HSBC Securities (USA) Inc. makes available Environmental Social Governance (ESG) funds for selection within the Spectrum II Program. Each fund manager may use different metrics such as ESG rating and carbon intensity to measure the environmental or social impact of their strategies. The criteria used can be highly subjective and may vary significantly across and within sectors. HSI through Global Manager Selection – Funds & ETFs (“GMS”) undertakes its own due diligence when selecting managers for ESG consideration. While GMS conducts its own due diligence, GMS is still reliant on the underlying proprietary ESG measurement criteria used by fund managers, and does not conduct its own due diligence into a manager's proprietary ESG measurement scoring or criteria. There is no guarantee that the nature of the ESG characteristics of an investment will be aligned with any particular investor's ESG objectives or that the stated

level or target level of ESG goals will be achieved.

While we seek to provide you with the lowest cost share class of a Fund, whether we offer the lowest cost share class to clients depends on several factors. First, a fund may not make its lowest cost share class available in the Programs. Second, some institutional share classes are not available to retail investors, in or outside of the Programs. Third, if Pershing charges us a fee to trade lowest-cost share classes for your Account, we will not use that share class for your account. When we offer a higher-cost share class because Pershing charges us a fee to trade the lowest-cost class, we have a conflict of interest, because we are avoiding paying a fee while causing your Account to pay higher Fund fees and expenses. When we offer a share class in the Programs that is not the lowest cost class, you will pay higher Fund fees and expenses, which will reduce your returns and lower the performance of your Account. Some lower cost share classes are available outside the Programs, but you will not receive the Programs' services and benefits. There will be no cost to you if HSI initiates a share class conversion; however, there may be tax consequences. Any share class conversions will occur as deemed necessary by HSI and will be reflected on your Account statements.

Risks

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase in value and your account(s) could enjoy a gain, it is also possible that the securities markets may decrease in value and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

The Programs, and shares of Funds including money market funds, **are: not a deposit or other obligation of HSBC Bank USA, N.A. ("HSBC Bank") or any of its affiliates; not FDIC insured or insured by any federal government agency of the United States; not guaranteed by HSBC Bank or any of its affiliates; and are subject to investment risk, including possible loss of the principal amount invested.**

Set forth below are certain material risk factors that are often associated with the risks of investing in an advisory program that uses models, and with the risks of investing in securities (Funds) relevant to most of HSI's clients. The information included in this Brochure does not include every potential risk associated with each model or that applies to a particular client account. Not all risks apply to all models. Clients are urged to ask questions regarding risk factors for a particular strategy or Fund, read all Fund prospectuses and fund offering documents and determine whether a particular model or type of Fund is suitable for their account in light of their circumstances, investment objectives and financial situation.

Risks of Investing in a Model Program

- *Allocation Risk:* This is the risk that HSI's target asset and sector allocations and changes in target asset and sector allocations cause the model to underperform other similar models or cause the client to lose money, and that the model may not achieve its target asset and sector allocations.
- *Cyber Security Risk:* With the increased use of technology such as the Internet to conduct business, HSI, as with all businesses and digital platforms that store, process, transmit or transact information via networked technology, is susceptible to a breach of confidentiality, loss of data integrity or disruption in availability of its networked systems.

Cyber vulnerability continues to be leveraged by criminals to perpetrate crimes at an increasing rate and poses a

significant threat to economic, social and geopolitical stability for private firms and countries. HSI faces sophisticated cyber threats from state-sponsored attackers, hackers for hire, organized cyber syndicates, and other threat actors seeking our critical corporate and client information.

Cyber incidents can result from deliberate internal or external attacks. Cyber-attacks can include, but are not limited to, gaining unauthorized access to computer systems (e.g., through “hacking” or malicious software (aka Malware) denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Unintentional cyber incidents can occur, such as the inadvertent release of confidential information that could result in the violation of applicable privacy laws.

A failure in or a breach of our operational or security systems or infrastructure, or those of our third party vendors and other service providers, including as a result of cyber-attacks, could disrupt our businesses, result in the disclosure or misuse of confidential or proprietary information, and may adversely impact our businesses.

Data quality and integrity are critical for decision making, enterprise risk management and operational processes, as well as for complying with applicable regulation. Our businesses are dependent on our ability to process a large number of complex transactions, most of which involve, in some fashion, networked computing devices. If any of our financial, accounting, data processing or other recordkeeping systems and management controls fail, or are subject to cyber-attack that could compromise integrity, availability or confidentiality of our systems or data, we could be materially adversely affected.

Cyber security failures or breaches at HSI or at service providers (including, but not limited to, sub-advisers, accountants, custodians, transfer agents and administrators), and the issuers of securities in which HSI invests on behalf of its clients, could result in the loss or theft of client data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system, or costs associated with system repairs.

Cyber security failures or breaches can result in financial losses, interfere with our ability to calculate a fund’s net asset value, impede our trading, and prevent clients and shareholders from transacting business. These failures or breaches can cause violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. In addition, we could incur substantial costs to prevent any cyber incidents in the future.

HSI relies on cybersecurity risk controls that are managed enterprise wide for HSBC Holdings plc in order to ensure that threats are identified and mitigated properly. While HSBC Holdings plc (a corporate parent company of HSI) has preventative, detective and mitigation technologies in place as well as mature business continuity and resiliency plans in the event of cyber-attacks, it is not possible to identify and create mitigation measures for every type of event that might result in a service disruption.

•*Fund Selection Risk:* The risk that a model may invest in Funds that underperform other similar Funds or the markets more generally, due to poor investment decisions by the investment adviser(s) for the Funds or otherwise. Funds also have their own expenses, which the client bears in addition to the Program fee.

•*Model Risk:* A model is defined as a quantitative method, system, or approach that applies statistical, economic, financial or mathematical theories, techniques, and assumptions to process input data into quantitative estimates. Quantitative methodologies or systems whose inputs are (partially or wholly) qualitative or based on expert judgment may be classified as a model providing that the outputs produced by the model are

quantitative in nature. HSI, in conjunction with AMUS, utilize models to assist in the investment decision making process, to analyze the investment risks borne by a fund or client account, to measure the liquidity in a fund or client account, to conduct stress tests and for other reasons. Model risk is defined as the risk of Funds or HSI and/or affiliates experiencing an actual or potential financial loss, or the breach of a regulation or client restriction, owing to the misspecification or misapplication of a model in relation to its intended use, or the improper implementation or incorrect execution of a model.

• *Regulatory Risk:* US regulators and legislators have amended a wide range of rules and pending and ongoing regulatory reforms (e.g., the Dodd Frank Act) continue to have a material impact on the advisory business. These regulations and reforms may significantly change the operating environment and the ultimate effect cannot be adequately predicted. Any further changes by the SEC or additional legislative developments may affect a Program's operations and investment strategies.

Securities Risks

• *Asset-Backed Security Risk:* Asset-backed securities are debt instruments that are secured by interests in pools of financial assets, such as credit card or automobile receivables. The value of these securities will be influenced by the factors affecting the assets underlying such securities, changes in interest rates, changes in default rates of borrowers and private insurers or deteriorating economic conditions. During periods of declining asset values, asset-backed securities may be difficult to value or become more volatile and/or illiquid. Asset-backed securities may not have the benefit of a security interest in collateral comparable to that of mortgage assets, resulting in additional credit risk.

• *Banking Risk:* Investments in securities issued by U.S. and foreign banks can be sensitive to changes in government regulation and interest rates and to economic downturns in the United States and abroad, and susceptible to risks associated with the financial services sector.

• *Capitalization Risk:* Some Funds invest in large capitalization companies. Stocks of large capitalization companies may be volatile in the event of earnings disappointments or other financial developments. Medium and smaller capitalization companies may involve greater risks due to limited product lines, market and financial or managerial resources, as well as have more volatile stock prices and the potential for greater declines in stock prices in response to selling pressure. Small capitalization companies generally have more risk than medium capitalization companies.

• *Convertible Bond Risk:* Some Funds invest in convertible bonds, which are subject to the risks of equity securities when the underlying stock price is high relative to the conversion price (because more of the security's value resides in the conversion feature) and debt instruments when the underlying stock price is low relative to the conversion price (because the conversion feature is less valuable). A convertible bond is not as sensitive to interest rate changes as a similar non-convertible debt instrument, and generally has less potential for gain or loss than the underlying equity security.

• *Counterparty Risk:* The risk that the other party to an investment contract, such as a derivative (e.g., ISDA Master Agreement) or a repurchase or reverse repurchase agreement, will not fulfill its contractual obligations or will not be capable of fulfilling its contractual obligations due to circumstances such as bankruptcy or an event of default. Such risks include the other party's inability to return or default on its obligations to return collateral or other assets as well as failure to post or inability to post margin as required applicable credit support agreement.

• *Commodity Related Investments Risk:* The risks of investing in commodities, including investments in companies in commodity-related industries may subject a fund to greater volatility than investments in traditional securities. The potential for losses may result from changes in overall market movements or

demand for the commodity, domestic and foreign political and economic events, adverse weather, discoveries of additional reserves of the commodity, embargoes and changes in interest rates or expectations regarding changes in interest rates.

• *Concentration Risk:* When a model or client account invests in a concentrated number of asset classes or sectors, a decline in the value of these asset classes or sectors may cause your overall account value to decline to a greater degree than that of a less concentrated model. Models that invest a large percentage of assets in only one asset class or sector (or in only a few) are more vulnerable to price fluctuation than models that diversify among a broad range of asset classes or sectors. Some mutual funds and ETFs focus investments on a small number of stocks, bonds, industries, foreign currencies or particular countries which increases risk. These funds are more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified fund might be.

• *Currency Risk:* Fluctuations in exchange rates between the U.S. dollar and foreign currencies, or between various foreign currencies, may negatively affect a fund's investment performance.

• *Custody Risk:* Some funds invest in securities markets that are less developed than those in the U.S., which may expose a fund to risks in the process of clearing and settling trades and the holding of securities by foreign banks, agents and depositories. The laws of certain countries may place limitations on the ability to recover assets if a foreign bank, agent or depository enters bankruptcy. In addition, low trading volumes and volatile prices in less developed markets may make trades more difficult to complete and settle, and governments or trade groups may compel local agents to hold securities with designated foreign banks, agents and depositories that may be subject to little or no regulatory oversight or independent evaluation. Local agents are held only to the standards of care of their local markets.

• *Debt Instruments Risk:* The risks of investing in debt instruments include:

- > *High-Yield Securities ("Junk Bond") Risk:* Investments in high-yield securities (commonly referred to as "junk bonds") are often considered speculative investments and have significantly higher credit risk than investment-grade securities and tend to be less marketable (i.e., less liquid) than higher rated securities. The prices of high-yield securities, which may be more volatile and less liquid than higher rated securities of similar maturity, may be more vulnerable to adverse market, economic or political conditions.
- > *Interest Rate Risk:* Fluctuations in interest rates may affect the yield and value of investments in income producing or debt instruments.
- > *Credit Risk:* A fund could lose money if an issuer or guarantor of a debt instrument fails to make timely payments of interest or principal or enters bankruptcy. This risk is greater for lower-quality bonds than for bonds that are investment grade.
- > *Inventory Risk:* The market-making capacity in some debt markets has declined as a result of reduced broker-dealer inventories relative to portfolio assets, reduced broker-dealer proprietary trading activity and increased regulatory capital requirements for financial institutions such as banks. Because market makers provide stability to a market through their intermediary services, a significant reduction in dealer market-making capacity has the potential to decrease liquidity and increase volatility in the debt markets.

- > *Prepayment Risk:* During periods of falling interest rates, borrowers may pay off their debt sooner than expected, forcing a fund to reinvest the principal proceeds at lower interest rates, resulting in less income.
- > *Extension Risk:* The risk that during periods of rising interest rates, borrowers pay off their debt later than expected, preventing a fund from reinvesting principal proceeds at higher interest rates, increasing the sensitivity to changes in interest rates and resulting in less income than potentially available.

• *Depository Receipts Risk:* Investments in depository receipts, such as ADRs and GDRs, may entail the special risks of international investing, including currency exchange fluctuations, government regulations, and the potential for political and economic instability.

• *Derivatives Risk:* Use of derivative instruments involves risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments and could increase the volatility of a fund's net asset value and cause losses. Risks associated with derivatives include the risk that the derivative is not well correlated with the security, index or currency to which it relates; the risk that derivatives may result in losses or missed opportunities; the risk that the fund will be unable to sell the derivative because of an illiquid secondary market; the risk that a counterparty is unwilling or unable to meet its obligation; and the risk that the derivative transaction could expose the fund to the effects of leverage, which could increase the fund's exposure to the market and magnify potential losses, particularly when derivatives are used to enhance return rather than offset risk. There is no guarantee that derivatives, to the extent employed, will have the intended effect, and their use could cause lower returns or even losses to the fund. The use of derivatives by the fund to hedge risk may reduce the opportunity for gain by offsetting the positive effect of favorable price movements.

• *Diversification Risk:* Diversification is a risk management strategy that mixes a wide of investments within a portfolio. A diversified portfolio contains a mix of distinct asset types and investment vehicles in an attempt at limiting exposure to any single asset or risk. It does not guarantee a profit or protect against a loss in a declining market. It also cannot eliminate risk of fluctuating prices and uncertain returns.

• *Emerging Markets Risk:* Investments in emerging market countries are subject to all of the risks of foreign investing generally, and have additional heightened risks due to a lack of established legal, political, business and social frameworks to support securities markets, including: greater market volatility and illiquidity, lower trading volume, delays in trading or settling portfolio securities transactions; currency and capital controls or other government restrictions or intervention, such as expropriation and nationalization; greater sensitivity to interest rate changes; pervasiveness of corruption and crime; currency exchange rate volatility; and higher levels of inflation, deflation or currency devaluation. The prices of securities in emerging markets can fluctuate more significantly than the prices of securities in more developed countries. The less developed the country, the greater effect such risks may have on an investment.

• *Environmental Social Governance (ESG) Investments:* HSBC Securities (USA) Inc. makes available Environmental Social Governance (ESG) funds with certain limitations by the program and model type:

Effective on or about November 20, 2023, HSBC Securities (USA) Inc. will offer the following in respect to ESG funds and investments:

- **MPA (SMA) Programs/models:**

- The MPA (SMA) program does not offer ESG Investment options in the MPA (SMA) Program.
- **MPA (UMA) Programs/models:**
 - The MPA (UMA) programs will no longer offer ESG Investment options in the MPA (UMA) Program for new investors. Existing clients holding ESG exposed positions and investments have the option to continue investing in them.
- **Spectrum Programs/models:**
 - The Spectrum program and models will no longer offer ESG Investment options in the Spectrum Program for new investors (please note that Spectrum II is considered a separate program). Existing clients holding ESG exposed positions and investments have the option to continue investing in them.
- **Spectrum II Programs/models:**
 - The Spectrum II program and models will continue to be open to new investors who desire ESG Investment options with the choice of the ESG related models.

Sustainable Investments is a broad term that refers to any form of financial services integrating Environmental, Social and Governance (ESG) criteria that aims to generate long-term financial returns while advancing sustainable solutions and outcomes. As a result of the ESG screening criteria utilized by these funds, the investment opportunities may be more limited than that of other funds, and as a result using an ESG investment approach may produce more modest gains than using another investment approach.

There is no guarantee that an investment approach that considers environmental, social and governance (ESG) factors will produce returns similar to those that do not consider these factors. Investment approaches that consider ESG factors may diverge from traditional market benchmarks. Also, some asset classes might not be available in the Spectrum II ESG Program.

There is currently no generally adopted industry criteria/standards for what qualifies as an ESG investment, how to measure performance of ESG investments, and the impact of ESG investments on performance. This can result in discrepancies in results and approach in the calculation of ESG data.

An ESG portfolio is not guaranteed to outperform (financially) similar investments that do not meet ESG criteria.

There is no guarantee that the ESG characteristics a manager uses will be aligned with those of the client's or that these characteristics will match the client's expectation of ESG investing. Also, each fund manager can have different ESG assessment criteria and exclusion criteria.

ESG investment is an evolving area, and an investment that is considered ESG today may not meet those standards at some point in the future. Therefore, the range of ESG investment strategies that any underlying fund in the Program employs may change in the future.

• *Equity Securities Risk:* The prices of equity securities fluctuate from time to time based on changes in a company's financial condition or overall market and economic conditions. As a result, the value of equity securities may fluctuate drastically from day to day. The risks of investing in equity securities also include:

- *Style Risk:* The risk that use of a growth or value investing style may fall out of favor in the marketplace for various periods of time. Growth stock prices reflect projections of future earnings or revenues and may decline dramatically if the company fails to meet those

projections. A value stock may not increase in price as anticipated if other investors fail to recognize the company's value.

- > *Issuer Risk:* An issuer's earnings prospects and overall financial position may deteriorate, causing a decline in a fund's net asset value.

- *Exchange Traded Fund Risk:* An investment in ETFs involves risk, including the loss of principal. ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss. Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent net asset value ('NAV'), which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

- *Financial Services Risk:* The adviser's investments in the financial services group of industries may be particularly affected by economic cycles, interest rate changes, and business developments and regulatory changes applicable to the financial services group of industries. For example, declining economic and business conditions can disproportionately impact companies in the financial services group of industries due to increased defaults on payments by borrowers. Interest rate increases can also adversely affect financial services companies by increasing their cost of capital. In addition, financial services companies are heavily regulated and, as a result, political and regulatory changes can affect the operations and financial results of such companies, potentially imposing additional costs and possibly restricting the businesses in which such companies may engage.

- *Foreign Securities Risk:* Investments in foreign securities are generally considered riskier than investments in U.S. securities, and are subject to additional risks, including international trade, political, economic and regulatory risks; fluctuating currency exchange rates; less liquid, developed or efficient trading markets; the imposition of exchange controls, confiscations and other government restrictions; and different corporate disclosure and governance standards.

- *Frontier Market Countries Risk:* Frontier market countries generally have smaller economies and even less developed capital markets or legal, regulatory and political systems than traditional emerging markets. As a result, the risks of investing in emerging market countries are magnified in frontier market countries. Frontier market economies are less correlated to global economic fluctuations than developed economies and have low trading volumes and the potential for extreme price volatility and illiquidity. The government of a frontier market country may exercise substantial influence over many aspects of the private sector, including by restricting foreign investment, which could have a significant effect on economic conditions in the country and the prices and yields of securities in a fund's portfolio. Economies in frontier market countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be affected adversely by economic conditions in the countries with which they trade. Brokerage commissions, custodial services and other costs relating to investment in frontier market countries

generally are more expensive than those relating to investment in more developed markets. The risk also exists that an emergency situation may arise in one or more frontier market countries as a result of which trading of securities may cease or may be substantially curtailed and prices for investments in such markets may not be readily available.

• *Government Securities Risk:* There are different types of U.S. government securities with different levels of credit risk. U.S. government securities issued or guaranteed by the U.S. Treasury and/or supported by the

full faith and credit of the United States have the lowest credit risk. A U.S. government sponsored entity, although chartered or sponsored by an Act of Congress, may issue securities that are neither insured nor guaranteed by the U.S. Treasury and are riskier than those that are.

• *Index Fund Risk:* The risk that a fund's performance will not correspond to its benchmark index for any period of time and may underperform the overall stock market.

• *Issuer Risk:* The risk that the issuer's earnings prospects and overall financial position will deteriorate, causing a decline in the value of the fund.

• *Leverage Risk:* Leverage created by borrowing or investments, such as derivatives, can diminish the fund's performance and increase the volatility of the fund's net value.

• *Liquidity Risk/Illiquid Securities Risk:* The risk that the fund could lose money if it is unable to dispose of an investment at a time that is most beneficial or be unable to meet redemption demand.

• *Market Risk:* Issuer, political, or economic developments such as a global pandemic can affect a single issuer, issuers within an industry or economic sector or geographic region, or the market as a whole. In the short term, equity prices can fluctuate dramatically in response to these developments. Different parts of the market and different types of equity securities can react differently to these developments. For example, large-cap stocks can react differently from small-cap or mid-cap stocks, and "growth" stocks can react differently from "value" stocks.

• *Mortgage- and Asset-Backed Securities Risk:* Mortgage- and asset-backed securities are debt instruments that are secured by interests in pools of mortgage loans or other financial assets. Mortgage- and asset-backed securities are subject to prepayment, extension, market, and credit risks (market and credit risk are described elsewhere in this section). Prepayment risk reflects the risk that borrowers may prepay their mortgages faster than expected, thereby affecting the investment's average life and perhaps its yield. Conversely, an extension risk is present during periods of rising interest rates, when a reduction in the rate of prepayments may significantly lengthen the effective durations of such securities.

• *Participatory Note Risk:* Even though a participatory note is intended to reflect the performance of the underlying securities on a one-to-one basis so that investors will not normally gain or lose more in absolute terms than they would have made or lost had they invested in the underlying securities directly, the performance results of participatory notes will not replicate exactly the performance of the issuers or markets that the notes seek to replicate due to transaction costs and other expenses. Investments in participatory notes involve risks normally associated with a direct investment in the underlying securities. In addition, participatory notes are subject to counterparty risk. Participatory notes constitute general unsecured, unsubordinated contractual obligations of the banks or broker-dealers that issue them, and an investment in these instruments is relying on the creditworthiness of such banks or broker-dealers and has no rights under the participatory notes against the issuers of the securities underlying such participatory notes. There can be no assurance that the trading price or value of participatory notes will equal the value of the underlying value of the securities they seek to replicate.

• *Political Risk:* The risk that an investment's return could suffer as a result of political changes or instability in a country. Instability affecting investment returns could stem from a change in government, legislative

bodies, other foreign policy makers, or military control. Political risk is also known as “geopolitical risk”, and becomes more of a factor as the time horizon of an investment gets longer.

•*Real Estate Risk:* Real estate related investments will expose a Fund to risks similar to those associated with direct ownership of real estate, including losses from casualty or condemnation, and changes in local and general economic conditions, supply and demand, interest rates, zoning laws, regulatory limitations on rents, property taxes and operating expenses.

•*Redemption Risk:* A fund may experience a redemption(s) resulting in large outflows of cash from time to time. This activity could have adverse effects on performance if the advisor were required to sell securities at times when it otherwise would not do so. This activity could also accelerate the realization of capital gains/losses and increase transaction costs.

•*Regulatory Risk in Other Countries:* Disclosure and regulatory standards in emerging market countries are in many respects less stringent than U.S. standards. Therefore, disclosure of certain material information may not be made, and less information may be available. Additionally, regulators in many countries continue to review the regulation of such funds. Any further changes by a regulatory authority or additional legislative developments may affect a fund’s operations, investment strategies, performance and yield.

•*Repurchase Agreement Risk:* The use of repurchase agreements, which are agreements where a party buys a security from another party (“seller”) and the seller agrees to repurchase the security at an agreed-upon date and price (which reflects a market rate of interest), involves certain risks. For example, if the seller of the agreements defaults on its obligation to repurchase the underlying securities at a time when the value of these securities has declined, a fund may incur a loss upon disposition of the securities. There is also the risk that the seller of the agreement may become insolvent and subject to liquidation.

•*Short Sale Risk:* The risk of entering into short sales, including the potential loss of more money than the actual cost of the investment, and the risk that the third party to the short sale may fail to honor its contract terms, causing a loss to the fund.

•*Sovereign Debt Risk:* Sovereign debt instruments, which are instruments issued by foreign governmental entities, are subject to the risk that the governmental entity may be unable or unwilling to repay the principal or interest on its sovereign debt due to, among other reasons, cash flow problems, insufficient foreign currency reserves, political considerations, the relative size of the governmental entity’s debt or its failure to implement economic reforms required by the International Monetary Fund or other multilateral agencies. A governmental entity that defaults can ask for additional loans or for more time to pay its debt. There is no legal process for collecting sovereign debts that a government does not pay nor are there bankruptcy proceedings through which all or part of the sovereign debt that a governmental entity has not repaid may be collected.

•*Stable NAV Risk:* The following applies to money market funds that maintain a stable price of \$1.00 per share. The fund may not be able to maintain a Net Asset Value (“NAV”) per share of \$1.00 (a “Stable NAV”) at all times. The failure of other money market funds to maintain a Stable NAV (or the perceived threat of such a failure) could adversely affect the fund’s NAV. Shareholders of a money market fund should not rely on or expect the Adviser, the fund’s adviser or an affiliate to help a fund maintain a Stable NAV. Pending money market fund reform changes may also impact Stable NAV policies of funds.

•*Stand-by Commitments Risk:* Stand-by commitments are subject to certain risks, which include the ability of the issuer to pay when the commitment is exercised, the fact that the commitment is not marketable, and

the fact that the maturity of the underlying obligation generally differs from that of the commitment.

- *Swap Risk:* The use of swap agreements, agreements to exchange the return generated by one instrument for the return generated by another instrument (or index), and similar instruments involves risks that are different from those associated with ordinary portfolio securities transactions. For example, the fund bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or bankruptcy of a swap agreement counterparty. If a counterparty defaults on its payment obligations to the fund, this default will cause the value of the fund to decrease. Swap agreements also may be considered to be illiquid.

- *Underlying Fund Selection Risk:* The risk that a portfolio may invest in underlying Funds that underperform other similar Funds or the markets more generally, due to poor investment decisions by the investment adviser(s) for the underlying Funds or otherwise underlying Funds also have their own expenses, which the portfolio bears in addition to its own expenses.

- *Variable Rate Securities Risk:* Variable (and floating) rate instruments have interest rates that are periodically adjusted either at set intervals or that float at a margin above a generally recognized rate. Variable (and floating) rate instruments are subject to the same risks as fixed income investments, particularly interest rate risk and credit risk. Due to a lack of secondary market activity for certain variable and floating rate instruments, these securities may be more difficult to sell if an issuer defaults on its financial obligation or when a fund is not entitled to exercise its demand rights.

- *“When-Issued” Securities:* The price and yield of securities purchased on a “when-issued” basis is fixed on the date of the commitment but payment and delivery are scheduled for a future date. Consequently, these securities present a risk of loss if the other party to a “when-issued” transaction fails to deliver or pay for the security. In addition, purchasing securities on a “when- issued” basis can involve a risk that the yields available in the market on the settlement date may actually be higher (or lower) than those obtained in the transaction itself and, as a result, the “when-issued” security may have a lesser (or greater) value at the time of settlement than a fund’s payment obligation with respect to that security.

Item 9: Disciplinary Information

In the past, we have entered into certain settlements with our regulators and other third parties and have been the subject of adverse legal and disciplinary events. Below are summaries of certain events that may be material to your decision of whether to retain us for as an investment adviser. You may find other information on our Form ADV Part 1, available at www.adviserinfo.sec.gov.

>On March 16, 2020, HSBC Securities (USA) Inc. ("HSI") entered into a settlement with the U.S. Securities and Exchange Commission ("SEC") concerning HSI's disclosures to advisory clients and prospective clients from November 2015 through August 2017 regarding how it compensates its dually registered investment adviser and broker representatives ("IARs"). The SEC determined that HSI's disclosures were false and misleading because they failed to disclose conflicts of interest about how IARs' compensation was determined. The SEC's Order recognizes that HSI disclosed to all brokerage customers in its Customer Agreement that conflicts of interest between customers and IARs may arise with respect to recurring income HSI receives. But in separate disclosures to advisory customers, HSI stated that IARs were compensated based solely on non-financial factors, and not on the fees paid to HSI. The SEC found that HSI did consider financial factors in setting IAR's discretionary bonuses, including the amount of quarterly advisory fees Spectrum and Managed Portfolio Account ("MPA") program clients paid to HSI, which gave IARs an incentive to generate those fees. The SEC further determined that HSI lacked sufficient policies and procedures reasonably designed to prevent violations pertaining to its representations about IARs' compensation. On March 16, 2020, without admitting or denying the SEC's findings, HSI agreed to a censure and to pay a fine of \$725,000. HSI amended its disclosures in March 2018 and was not required to engage in any remediation. Disclosures are under Item 14 "Client Referrals and Other Compensation".

>On June 30, 2017, HSI agreed to a settlement with FINRA regarding allegations that it failed to maintain electronic brokerage records in non-erasable and non-rewritable format known as the "Write Once, Read Many" (WORM) format, that is intended to prevent the alteration or destruction of broker-dealer records stored electronically. HSI failed to retain in WORM format brokerage order memoranda records relating to approximately 12.36 million transactions in preferred exchange-traded funds, equities, and fixed income products. Other affected records included a limited number of HSI's general ledger, certain internal audit records, risk management control records, unusual activity reports and certain policy manuals. The findings also stated that HSI failed to notify FINRA at least 90 days prior to retaining a vendor to provide electronic storage. HSI is also alleged to have failed to implement an audit system regarding the inputting of records in electronic storage media. HSI is alleged to have failed to obtain an attestation from their third-party vendor. Additionally, HSI failed to establish maintain and enforce written supervisory procedures reasonably designed to achieve compliance with applicable Securities Exchange Commission Rule for record retention requirements. HSI's written supervisory procedures failed to specify how the Firm should supervise its compliance with record retention requirements under the rule.

On June 30, 2017, without admitting or denying the findings, the Firm agreed to a censure and fine of \$1,500,000. The Firm also consented to a written plan of how it will undertake a comprehensive review of the adequacy of its policies and procedures.

>In February 2016, HSBC Finance Corporation, HSBC Bank USA, HSBC Mortgage Services Inc. and HSBC North America Holdings entered into an agreement with the U.S. Department of Justice, the U.S. Department of Housing and Urban Development, the Consumer Financial Protection Bureau, other federal agencies ("federal parties") and the state Attorneys General of 49 states and the District of Columbia ("state

parties") to resolve civil claims related to past residential mortgage loan origination and servicing practices. The settlement is similar to prior national mortgage settlements reached with other U.S. mortgage servicers and includes the following terms: \$100 million to be allocated among participating federal and state parties, and \$370 million in consumer relief. In addition, the settlement agreement sets forth national mortgage servicing standards to which HSBC U.S. affiliates will adhere. All except \$32 million of the settlement is allocable to HSBC Finance Corporation. This matter was settled within the amount reserved.

Item 10: Other Financial Industry Activities and Affiliations

Conflicts

HSI has policies and procedures that are reasonably designed to mitigate conflicts of interests and comply with the regulatory requirements in selling securities including mutual funds.

The principal business of our Firm aside from investment management is that of a full service broker-dealer. We engage in a full range of primary and secondary securities activity in the U.S. and international markets, including acting as a primary dealer in corporate bonds, U.S. and international equities, and as a broker in futures and options. We are registered with the Securities and Exchange Commission, FINRA, and other regulatory bodies. Our Firm acts as an introducing broker for the Programs (and other clients and programs), using the clearing and execution facilities of our third party clearing agent, Pershing® LLC ("Pershing"), for all securities transactions executed within an Account, subject in all cases to best execution obligations and applicable law. HSI is registered as a futures commission merchant, and some of our management persons are associated persons of that entity. Therefore, clients can have similar securities in their commission-based brokerage accounts as they do in their Program Account.

While HSBC Group maintains global sustainability goals, and a portion of certain variable pay have considerations based on these goals, Investment Adviser Representatives are not provided with additional incentives to sell ESG Spectrum II.

Money Market Funds Used in the Spectrum Programs

The only money market fund option available will be a money market fund for which HSBC Global Asset Management (USA) Inc. receives compensation related to investment advisory and other services. To the extent that HSI selects the funds in which your Account will be invested, the receipt of such additional compensation by HSI and its affiliates could create a conflict of interest for HSI. It should be also understood that the fee for the Service and any such additional compensation may be higher than the fees charged by other advisers for similar advisory services.

Material Relationships with Related Persons

HSI and/or our management persons have a material relationship with the following related person(s) as follows.

HSBC Global Asset Management (USA) Inc. ("AMUS") is wholly owned by HSBC USA, Inc. ("HSBC USA"), and is indirectly owned by HSBC Holdings plc ("HSBC Group"). HSBC Group is a publicly owned corporation based in London, England and trades on various stock exchanges around the world. AMUS is registered with the SEC as an investment adviser pursuant to the Investment Advisers Act of 1940, as amended (the "Advisers Act").

AMUS is an entity within HSBC Asset Management (“AM”). HSBC Asset Management (AM) is made up of a group of companies in countries and territories throughout the world that are engaged in investment advisory and portfolio management activities. AMUS has been in business since January 29, 1986.

AMUS provides advisory and administrative, support services to HSI for the Managed Account Programs including advice as to proposed asset allocations, due diligence, advice as to Funds and portfolio managers and various operational services.

HSI compensates AMUS for advisory and administrative services. Fees paid by HSI to AMUS for services rendered are based on average assets invested in the Spectrum Programs.

In addition, AMUS and its affiliates act as the investment adviser and/or administrator to the proprietary funds included as investments in the Spectrum Programs.

Certain HSBC Funds also have subadvisers, not always affiliated with AMUS that receive fees for providing various services to the funds. Funds outside of the HSBC Fund family are also offered as options in the HSBC Programs and may be advised by investment managers affiliated or unaffiliated with HSI, who also receive a fee for their investment services.

AMUS receives compensation (such as mutual fund advisory fees, and other compensation), in addition to a portion of the fee for the Programs. Program fees for retirement accounts are reduced by the amount of AMUS’s advisory fee for proprietary funds. To the extent HSI includes an AMUS advised funds as the option into which an Account could be invested, the receipt of such additional compensation creates a conflict of interest. HSI clients will pay these fees as well as their Program fee as permissible by law.

HSI selects the Funds in which an account will be invested. HSI as the distributor will receive compensation from the Funds. This creates a conflict of interest for HSI, which HSI seeks to mitigate through disclosure in this Brochure.

HSI is a member of the New York Stock Exchange, Financial Industry Regulatory Authority, Securities Investor Protection Corporation. HSI is a sub-distributor of the HSBC Funds. AMUS uses the services of HSBC Securities (USA) Inc. to facilitate the distribution of HSBC Funds. Affiliates of AMUS receive fees for providing various services to the Funds. Certain employees of AMUS are registered representatives of HSI and may hold FINRA and state securities registration. HSI supervises such persons.

In addition, Representatives of the Firm may be located in the Wealth Centers of HSBC Bank, and clients of HSBC Bank may be investment advisory clients. **Clients are informed both verbally and in writing that investments are offered by HSBC Securities (USA) Inc. (HSI), member NYSE/FINRA/SIPC. HSI is an affiliate of HSBC Bank USA, N.A. Investment Products: Are not a deposit or other obligation of the bank or any of its affiliates; Not FDIC insured or insured by any federal government agency of the United States; Not guaranteed by the bank or any of its affiliates; and are subject to investment risk, including possible loss of principal invested.**

HSBC Bank is a national bank organized and existing under the laws of the United States and a member of the Federal Reserve. HSBC Bank, with which we have entered into agreements, provides certain office space and certain administrative service such as payroll and benefits processing to HSI. Certain employees and officers of HSI are officers of HSBC Bank and report into the HSBC North America Holdings Company Committee.

HSI and representatives are also licensed insurance agents with HSBC Insurance Agency USA, Inc. and HSI. In California, HSI conducts insurance business as HSI Insurance Services. In this capacity, we can offer advisory clients of our Firm insurance products for which we receive compensation. HSI has policies and procedures that are reasonably designed to mitigate conflicts of interests and comply with the regulatory requirements in selling insurance products.

Representatives of HSI are also securities-licensed Registered Representatives of HSI, and in their capacity as Registered Representatives engage in the sale of securities-related products and services outside of the Spectrum Program. Clients are under no obligation to purchase or sell securities products and services through HSI or to participate in the Spectrum Program; however, if they choose to do so, clients should be aware that the Registered Representative at times will receive additional compensation which creates a conflict of interest. Please see Item 14 "Client Referrals and Other Compensation" section for additional information.

Representatives of the Firm are employees of HSBC Bank. Certain IARs also serve as bank officers of HSBC Bank, engaging in the sale of bank related products and services. This position is in conjunction with their roles as IARs and Registered Representatives with HSI. Specific roles are noted in each IAR's ADV Part 2B Brochure.

Representatives of the firm are also licensed Insurance Agents with HSI and HSBC Insurance Agency (USA) Inc. Clients are under no obligation to purchase or sell securities and insurance products through HSI or HSBC Insurance Agency (USA) Inc.; however, if they choose to do so, the IAR at times will receive additional compensation as described in Item 14 "Client Referrals and Other Compensation" section.

HSI provides investment advisory and brokerage advice outside of the Spectrum Program. As a registered broker-dealer with the Financial Industry Regulatory Authority ("FINRA"), HSI sells securities for a commission as a broker, outside of the Spectrum Program (and other Managed Account Programs) and is permitted to receive 12b-1 (distribution) and/or shareholder servicing fees from the sale of mutual funds. All fund sales charge information is disclosed in the mutual fund prospectus or offering document that is provided to the customer. HSI's practice, as a broker-dealer, of accepting such fees creates a conflict of interest. Representatives are paid a salary with the opportunity to receive a discretionary variable pay, which creates conflicts between you, us and your professional. Please see Item 14 "Client Referrals and Other Compensation" section for additional information.

Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

HSI has adopted a Code of Ethics and Staff Dealing Policies and Procedures that governs employee personal securities transactions ("Code of Ethics"), designates access persons, protects material nonpublic information, and requires employees to comply with all relevant securities laws. The Code of Ethics reflects our belief in the absolute necessity to conduct business at the highest ethical and professional levels. HSI requires all personnel to report their personal securities accounts to the Compliance Department and requires pre-approval of personal trades in accordance with the HSI's policies and procedures. Firm personnel are required to submit an annual acknowledgement and certification attesting to their compliance and reporting requirements as well as compliance with all other aspects of our Code of Ethics. The Code of Ethics encourages internal reporting and protects employees who report violations from retaliation. Any violations of the Code of Ethics must be reported to the Chief Compliance Officer or other designated personnel. A copy of our HSI's Code of Ethics will be furnished upon request.

HSI and its employees at times will buy or sell securities for its or their own account, including the same

securities that it recommends to clients, and at the same or different times as client trades on those securities, in accordance with the Code of Ethics.

Employees of HSI, or its advisory affiliates, at times will hold the same or similar securities in their personal accounts, as clients may hold in their own portfolios, and from time to time will recommend such securities for purchase or sale in clients' portfolios in the normal course of business. HSI has established informational barriers and has adopted various policies and safeguards in order to address conflicts of interest that may arise from such activities.

Item 12: Brokerage Practices

HSI is a member NYSE/FINRA/SIPC, a registered Futures Commission Merchant, a wholly-owned subsidiary of HSBC Markets (USA) Inc. and an indirect wholly-owned subsidiary of HSBC Holdings plc. HSI acts as introducing broker in the Spectrum Program, using the clearing and execution facilities of its third party clearing broker, Pershing LLC, for all securities transactions executed within an Account, subject in all cases to best execution obligations and applicable law. HSI or another financial intermediary will serve as custodian for Accounts. HSI has entered into an agreement with Pershing LLC to act as the custodian under the Spectrum Program.

The Firm generally does not select other broker-dealers to execute trades in the Programs, as the Program fees that clients pay cover only those trades executed by Pershing. HSI does not participate in soft dollar business arrangements and receives no products, research, or services that the Firm would consider a factor in selecting or recommending a particular broker-dealer. The Firm does not use client brokerage to compensate or otherwise reward brokers for client referrals. The Firm does not engage in directed brokerage transactions.

Trading Authorization

Clients authorize HSI to cause the purchase and sale of securities and other assets for the Account and to act for the client in all matters necessary or incidental to those purchases or sales. HSI delegates trading authority to Pershing. Pershing is responsible for rebalancing Accounts based on the parameters set by HSI, through selecting securities to be bought and sold, timing of the trades, subject to its duty to seek best execution as described below.

Best Execution and Brokerage Services

Through Pershing, HSI effects all execution services in connection with the purchase or sale of securities and other investments for the Program Accounts. HSI can aggregate transactions in securities in or for the Program Accounts, other than shares of open-end investment companies, for execution with transactions of its other clients and HSI will allocate trades among all clients in a manner that HSI believes to be fair and equitable.

HSI will act as introducing broker in the Programs, generally using the executing and clearing facilities of its third party clearing broker, Pershing for all securities transactions executed within an Account. HSI or one of its affiliates or Pershing may act as agent for both the buyer and seller in securities and other investment transactions when appropriate and permitted by law. HSI will not execute a trade when it believes such execution would be inconsistent with the principles of best execution or would violate applicable State or Federal law or regulations, or regulations of any self-regulatory body of which HSI or one of its affiliates is a member, as the case may be.

Brokerage commissions and related transaction fees (other than brokerage commissions and fees paid by a fund in which the Account is invested) are included in the Program Fee, although it is expected that no commissions will be charged on purchases for an Account of open-end funds managed or advised by an affiliate of HSI or third parties. Unless otherwise agreed, clients should understand that all purchases of securities will be processed the day after monies are deposited into the Account, subject to their obligation to meet the Account minimums described in this Brochure.

HSI can purchase or sell the same security for a number of clients, who are in different programs at the same time. Because of market fluctuations, the prices obtained on such transactions within a single day can vary substantially. In such a case, to more fairly allocate those market fluctuations among clients, transactions in

the same security for a number of clients can be "batched". In these circumstances, the confirmations and statements for each client's transaction will show that the transaction was effected at a price equal to the average execution price for all transactions in that security on that day. Since there are no separate transaction costs (no commissions) for trades executed by HSI in the Spectrum Program there is no transaction cost benefit.

Employees of HSI, or its advisory affiliates, at times will hold the same or similar securities in their personal accounts as clients can hold in their own accounts, and from time to time will recommend such securities for purchase or sale in clients' accounts in the normal course of business. HSI has established informational barriers and has adopted various policies and safeguards in order to address conflicts of interest that can arise from such activities.

Principal, Agency and Cross Transactions

HSI typically will not affect principal or cross trade transactions in the Spectrum Program. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser acts as broker for both the advisory client and for another person on the other side of the transaction.

In some cases, when a client is funding their Account they can own an HSBC issued Structured Certificate of Deposit or Note (collectively "Structured Products"). When selling Structured Products, HSI will engage in a principal or cross trade to unwind the constituent parts of the Structured Products. HSI as a broker/dealer at times will receive incidental compensation for liquidating Structured Products; however, the Wealth Management division of HSI does not receive any compensation on the sale or early redemption of Structured Products. HSI as an investment advisor does not receive any compensation when a client sells a Structured Product to fund a managed account product.

Item 13: Review of Accounts or Financial Plans

A client's Representative conducts annual Account reviews with the client to determine if the client's profile remains current in addition to other factors. The Representative also reviews the Account's proposal and Fund selections. The client's Account activity is reviewed to determine if the asset allocation continues to be suitable, that any client mandates and restrictions continue to be met, and if the client's financial situation and investment objectives must be updated or re-confirmed.

This review is done with the client if possible, and based on the documented investment objectives and strategy of the Account.

A Representative can review client Accounts more frequently than described above. Among the factors that can trigger an off-cycle review is a change in the client's investment profile, a change in major market or economic events, the client's life events, requests by the client, etc.

GMS and HAIL reviews the Funds while HSI and AMUS reviews the asset allocations used in the Programs on a continual basis, as described in Item 4.

We do not provide written reports to clients, unless requested. Representatives provide updates to clients at least annually. Our clearing agent, Pershing, generates and provides at a minimum quarterly reports to our clients.

Item 14: Client Referrals and Other Compensation

HSI does not pay referral fees to non-HSI employees for the referral of their clients to our Firm.

Representative's Compensation

Your Representative (Wealth Relationship Manager) is paid a salary with the opportunity to receive discretionary variable pay, which creates conflicts between you, us and your Representative. We base discretionary variable pay (or individual variable pay decisions) on the Representative's personal performance measured against established key performance indicators and objectives.

When measuring your Representative's overall performance and ability to meet objectives, we consider factors like gathering assets and income for HSBC Securities so your Representative has incentives to recommend that you invest assets with us and purchase investments. This also includes deposits and lending products (such as checking, savings, CDs, credit cards and mortgages). Please refer to the Compensation from Other Affiliates for Services Offering Securities and Other Products section below for additional information on Bank related activities. We earn more income from some investment recommendations (such as variable annuities) than others (such as mutual funds), for example, which gives your Representative an incentive to recommend products that will pay us more.

When providing brokerage account recommendations, your representatives provide information about the income generated by recommendations of different products and services generally, and point to other materials, like prospectuses for example, that will describe the income we receive more specifically for the products you purchase. Should you also have a brokerage account, please consider that information in connection with your Representative's compensation and conflicts. The differences in the amount of income and the frequency of the income generated to HSBC Securities has an impact on your Representative's opportunity to receive discretionary variable pay, and an impact on the amount of any potential award. This impact and the conflict exists because income is among the factors considered by us in judging your Representative's overall performance and ability to meet objectives.

Another of the financial factors impacting measurement of performance is the amount of assets gathered, including assets that are brought to us for the first time through your Representative's recommendations. This impact and the conflict exists because the amount of money brought into and maintained in accounts serviced by that Representative and the growth of the assets in accounts such as yours are also among the factors considered when judging your Representative's overall performance and ability to meet objectives.

Additional factors beyond asset gathering and income are also part of measuring your Representative's overall performance. We consider factors such as compliance with rules, policies, procedures, code of ethics, industry regulations and standards of conduct. We consider your Representative's activities in meeting with you and serving your financial needs. We will also assess the quality of your Representative's sales presentations to you, which assessment can involve contacting you and asking for your feedback.

The various factors of our discretionary variable pay decisions create conflicts, as your Representative has an interest in establishing a relationship with you, and for recommending our products and services.

Certain supervisors in the Wealth Centers, are also eligible for discretionary variable pay affected by your Representative's recommendations. To the extent that supervisors are reviewing transactions that generate income and assets for the accounts serviced by Representatives, they also have a conflict of interest. We mitigate that conflict through policies and procedures and by measuring the overall performance of those

supervisors when considering whether and how much of a potential discretionary variable pay they may receive.

Internal Recognition Programs. Your Representative at times will be eligible to participate in HSBC internal recognition programs, consistent with industry practice and regulatory requirements, based upon overall personal performance. That personal performance is based on the factors noted above, including the gathering of assets and income to HSBC Securities, creating further incentives to recommend that you invest with us. We also consider factors, such as compliance with rules, their activities in meeting with customers and fulfilling customers' financial needs.

Title Designations. Along with years of experience, factors such as the income generated by your Representative's recommendations of products and services, as well as the assets that they gather and maintain for us are considerations when determining if a Representative will be rewarded with honorary titles distinct to their seniority and/or promotions to such distinct titles partially based on their ability to meet internal goals. The opportunity to obtain such an honor further incentivizes your Representative to generate income and gather assets for us through the recommendation of our products and services to you.

Other Benefits. Your Representative is eligible to receive other benefits based on the amount of their compensation. Employees, including your Representative, whose total compensation is over \$250,000 are eligible for an elective portion of variable pay may be required to be deferred in the form of Restricted Share Units or deferred cash under guidelines established by our parent corporation deferral plan which allows them to defer the receipt of compensation. This does not represent additional compensation, and there is no benefit beyond the deferral of income taxes at the employee's election. This ability to defer income however further incentivizes your Representative to generate income and gather assets and otherwise impact the factors considered in determining his or her discretionary variable pay.

Compensation from Other Affiliates for Services Offering Securities and Other Products

Your Representative is also authorized to act on behalf of HSBC Bank USA, N.A., in some cases directly providing deposit accounts and lending products or introducing you to colleagues for additional bank services. For Representatives serving Private Banking customers, these products offered through HSBC Bank may also include certain securities products and services that US national banks may offer directly. In most cases, your Representative will also be authorized to offer additional insurance products through HSBC Insurance Agency (USA) Inc., including traditional life insurance products and certain property and casualty insurance (all for third party insurance carriers).

These products and services compete with certain products and services offered through HSBC Securities, and the purchase of these products and services can earn more income for our affiliates. Acting for multiple affiliates and being compensated by them presents conflicts because these factors are considered in your Representative's objectives and measures of overall performance, which in turn impacts his or her opportunity for variable compensation through discretionary variable pay.

Representative's Outside Business Activities. In addition to approved roles acting on behalf of our affiliates, your Representative is permitted, subject to our review and approval, to engage in certain other business activities, other than the provision of brokerage and advisory services through us. Your Representative could also engage in another business including a family owned business, or serving as an officer, director, partner or employee of or consultant to another business organization. These outside business activities can cause conflicts with the brokerage or advisory services your Representative provides to your brokerage account. Your

Representative may receive more fees from the outside business than from us, and he or she could have an incentive for you to engage or transact through the outside business to earn additional compensation.

HSI reserves the right, at its discretion and without prior notice to change the methods by which it compensates its sales professionals.

Gifts, Gratuities, Entertainment and Non-Monetary Compensation

From time to time, HSBC or its employees will, as is generally consistent with customary industry practice and in accordance with HSBC's policies and procedures, receive nonmonetary compensation (other than cash or cash equivalents), such as promotional items (e.g., coffee mugs, calendars or gift baskets), meals, entertainment (e.g., tickets to sporting events) and access to certain industry related conferences, from individuals or institutions (including investment sponsors) with whom they transact business or with whom they can engage in business dealings on behalf of clients.

In addition to the receipt of gifts by HSBC or its employees, HSBC or its employees may also engage in providing such gifts, meals and entertainment which may also generate a conflict of interest to the extent they create an incentive for the recipient or beneficiary to use, recommend, offer or include products or services of HSI. The giving and receipt of gifts and other benefits are subject to limitations under internal HSI policies and procedures.

Product Provider Payments and Conferences

From time to time, HSI (and its affiliates) will receive marketing and training support payments, conference subsidies, and other types of financial compensation and incentives from mutual fund companies and other product providers, broker-dealers and other vendors to support the sale of their products and services to our clients, including our ERISA plan clients. Note that the level of vendor support or other payments is not dependent on or related to the level of assets invested in or with the products or services of the particular vendor, but the receipt of these payments presents HSI with a conflict of interest in recommending these parties' services and products to clients. HSI deals with that conflict through disclosure in this Brochure.

Item 15: Custody

HSI or another financial intermediary will serve as custodian for accounts. Currently, Pershing® LLC (“Pershing”) acts as the custodian for the Spectrum Programs. Pershing is located at One Pershing Plaza, Jersey City, New Jersey 07399. Pershing will generally furnish monthly, but no less frequently than quarterly, account statements summarizing account activity during the period.

HSI from time to time comes into possession of client assets. As such, on an annual basis, HSI must ensure that the requirements of the Custody Rule are met (e.g. the performance of a surprise examination by an independent public accountant).

Confirmation Suppression Option:

Clients can elect not to receive separate trade confirmations for an Account by completing a confirmation suppression request. Information from the confirmations will be reported at least quarterly to the client, in lieu of separate trade confirmations.

Electronic Delivery Considerations for Offshore Spectrum:

The use of electronic delivery is dependent upon each offshore jurisdiction’s procedures/regulation.

Item 16: Investment Discretion**Spectrum Program:**

HSI has limited discretion as the sponsor of the Program and provides a menu of Funds to the client from which to select. Additionally, HSI has ongoing responsibility as the program sponsor and provides regular and continuous monitoring of the Account. If a client accepts HSI's recommendations, HSI is responsible for arranging or effecting purchases or sales.

Spectrum II and Offshore Spectrum Program(s):

HSI has discretion to buy and sell Funds. Additionally, HSI has ongoing responsibility as the program sponsor and provides regular and continuous monitoring of the Account. HSI is responsible for arranging or effecting purchases or sales.

Discretion Common to the Programs:

In the Programs, to fulfill its responsibilities for regular and continuous monitoring of the Account, HSI has discretion to reallocate assets at any time (including an allocation into a new asset class), without consulting clients, for any reason it deems appropriate, including, without limitation, to respond to general market or macroeconomic circumstances, or to rebalance the investments periodically to restore the original allocation percentages or target weights. HSI can change the Funds or their weightings in a model to reflect changes such as the introduction of new asset classes or new model options, or to remove asset classes or models.

Periodic rebalancing of Accounts to the target portfolio, as well as the allocation of subsequent investments and partial withdrawals, is subject to minimum trade size requirements and minimum asset class thresholds. Any such reallocation may trigger tax consequences as well as redemption fees in certain Funds. To make these periodic changes or reallocations, HSI can institute a mandatory blackout period, during which trading in the Account may be limited.

The client can impose reasonable restrictions on its Account by specifying Funds that may not be purchased for its Account. Restrictions must be requested by clients in writing and are subject to review and acceptance by HSI. HSI cannot restrict specific securities that are held within any Funds.

Item 17: Voting Client Securities

Clients in the Programs retain the right to vote proxies solicited by or with respect to the Funds or any other securities held in the Account, and HSI will not accept proxy voting authority in the Programs.

Item 18: Financial Information

HSI does not require nor do we solicit prepayment of more than \$1,200 in fees per client, six (6) months or more in advance. Therefore, we have not included a balance sheet for our most recent fiscal year. There are no financial commitments to likely impair our ability to meet contractual obligations to our clients, and we have not been the subject of a bankruptcy petition at any time during the last ten years.