Huntington Financial Advisors

WRAP FEE PROGRAM FIRM BROCHURE

(PART 2A APPENDIX I OF FORM ADV)

November 1, 2022

37 West Broad Street

Columbus, Ohio 43215

800-322-4600

www.huntington.com

This Wrap Fee Program Brochure ("Brochure") provides information about the qualifications and business practices of The Huntington Investment Company. Investment advisory services are offered through Huntington Financial Advisors® ("HFA" or "Huntington"). Huntington Financial Advisors® is a federally registered service mark and a trade name under which The Huntington Investment Company offers securities and insurance products and services. Huntington Financial Advisors® is a federally registered service mark of Huntington Bancshares Incorporated.

If you have any questions about the contents of this Brochure, please contact us at 800-322-4600 or hic.compliance@huntington.com.

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 Huntington is also available on the SEC's website at www.adviserinfo.sec.gov.

The Huntington Investment Company is an investment adviser registered with the SEC. Registration does not imply a certain level of skill or training.

Item 2 Material Changes

The provisions immediately below highlight only material revisions that have been made to this Brochure since the last annual update that was made on March 22, 2021.

Changes Made to ADV Item 4 Below:

Huntington has limited the maximum time period for newly established Dollar Cost Averaging (DCA) programs to 12 months.

Huntington has clarified client and employee eligibility for negotiated fee discounts based on household relationships with Huntington.

Changes Made to ADV Item 9 Below:

Huntington has updated disclosure on the use of monetary and/or marketing allowances it receives from Investment Sponsors for the education, training, and support functions for our employees.

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Item 4 Services, Fees and Compensation

Welcome to Huntington Financial Advisors

Investment advisory services are offered through Huntington Financial Advisors®, a service mark and trade name used by The Huntington Investment Company since July 2018. The Huntington Investment Company is an investment adviser registered with the SEC since October 2000. The Huntington Investment Company incorporated on January 17, 1991 and is also registered as a broker–dealer with the SEC (dual registrant) and member of the Financial Industry Regulatory Authority ("FINRA") and Securities Investor Protection Corporation ("SIPC"). All references to ("Huntington") that follow refer to The Huntington Investment Company doing business as Huntington Financial Advisors.

We are a wholly owned subsidiary of Huntington Bancshares Incorporated. Huntington Bancshares Incorporated (NASDAQ: HBAN), is a publicly held regional bank holding company headquartered in Columbus, Ohio, and its principal subsidiary is The Huntington National Bank ("HNB"), a Huntington affiliate.

Huntington, as sponsor, makes available to its Clients certain wrap fee advisory programs (the "Programs") on an open architecture platform. Clients may invest in the programs that follow, depending upon their Client profile, which is determined by the completion of a questionnaire that is used to elicit information regarding the Client's financial goals, objectives and profile. The financial advisor assists the Client in the completion of the questionnaire and the determination of the Client's investment objectives. From the data and information obtained, Huntington develops an investment advisory recommendation designed to meet the needs and goals of the individual Client. The financial advisor will also assist the Client in selecting a strategy that is appropriate for the investment circumstances set forth in the Client's questionnaire and profile. The financial advisor will provide the Client with an investment strategy proposal and statement of investment selection that identifies the specific strategy recommended to the Client and details the underlying investments, as well as the overall asset style allocation of the strategy. The Client is ultimately responsible for the selection of the appropriate strategy.

Huntington is committed to being transparent, responsive, and objective with its Clients. As such, Huntington offers an Advisory Satisfaction Promise to each investment advisory Client to provide: Prompt Service; Proactive Advice; Financial Planning; Transparency; Custom Solutions; and to place Your Needs First. If at any time a Client is not satisfied with Huntington's advisory service, the last 90 days of wrap program advisory fees paid will be refunded, subject to certain limitations and eligibility requirements. Additional information regarding the Advisory Satisfaction Promise can be found at huntington.com/advisorysatisfactionpromise. Questions about the Advisory Satisfaction Promise can be directed to your financial advisor or to Huntington's Advisory Resource Group at (800) 530-1690.

HNB provides traditional banking and trust services as well as investment management and fiduciary services for certain accounts held under trust agreement. HNB also offers certain investment portfolios which are managed by the Private Bank division of HNB (the "Private Bank"). Huntington makes available to its Clients, certain investment portfolios identified below as the Huntington Dynamic

Portfolios, through Envestnet Asset Management, Inc. (“Envestnet”), a federally registered investment advisory firm. These portfolio models managed by the Private Bank, which are substantially similar to those offered through Envestnet are made available to certain of the Private Bank’s trust clients directly and separately from Envestnet.

Huntington’s financial advisors may recommend Clients purchase an investment portfolio managed by the Private Bank over other non-affiliated investment managers available on the Envestnet platform. This creates a conflict of interest that is addressed by the supervisory oversight and monitoring of investment recommendations to help ensure that Clients are appropriately invested based on factors such as their stated investment objectives and risk tolerance. See Item 9(2), Other Financial Industry Activities and Affiliations and Item 9(3), Participation or Interest in Client Transactions below for further information regarding this conflict of interest and how it is addressed by Huntington.

The Private Bank receives compensation for the ongoing management of the investment portfolios for Huntington Clients.

This Brochure describes the wrap fee advisory programs. The current Programs sponsored by Huntington are as follows:

Guided Portfolio Solutions (“GPS”) – Select Asset Allocation
Guided Portfolio Solutions (“GPS”) – Select Multi-Manager Portfolios
Guided Portfolio Solutions (“GPS”) – Premier
Guided Portfolio Solutions (“GPS”) – Total Asset Allocation
Guided Portfolio Solutions (“GPS”) – Total Multi-Manager Portfolios
Guided Portfolio Solutions (“GPS”) – Tailored Fiduciary Solutions (TFS)
Guided Portfolio Solutions (“GPS”) – Foundations
Guided Portfolio Solutions (“GPS”) – Wrap Strategist:
****American Funds PMC Active Portfolios
Beacon Capital Management, Inc
BlackRock Investment Management, LLC
Capital Research and Management Company
Fidelity Institutional Asset Management
Franklin Templeton PMC ActivePassive Portfolios
Frontier Asset Management, LLC
Fund Evaluation Group, LLC FEG Managed Portfolios
*Huntington Dynamic Portfolios – (“HDP”)
Morningstar Investment Management
Ocean Park Asset Management
Russell Investments Model Strategies
Sage Advisory Services, Ltd. Co.
**SEI Asset Allocation Programs, SEI Investments Management Corp. (“SIMC”)
SSI Investment Management LLC
***Vanguard Strategic Model Portfolios, Vanguard Advisers, Inc.
WestEnd Advisors, LLC

Wilshire Managed Portfolios

* Substantially similar strategies are available under this Program are also available through the Private Bank. Please see Item 4, Huntington Dynamic Portfolios ("HDP") below for further information.
** Institutional and Private Client asset allocation models are not available for new accounts with new or existing investors. The SIMC Domestic Asset Allocation Program is available for new accounts with new or existing investors.
*** Investments into the Russell, Core, and Standard & Poor's portfolios offered by Vanguard Strategic Model Portfolios have been closed to new investors.
**** Closed to new investors.

Wrap Programs on the Envestnet Managed Account Solutions ("MAS") Platform

Huntington, through its agreement with Envestnet Asset Management, Inc. ("Envestnet") a federally registered investment advisory firm, offers an extensive range of investment advisory services made available to Clients on a fully integrated wealth management solution platform with National Financial Services, LLC ("NFS"), a non-affiliated entity of Huntington.

For all Programs, Client and financial advisor compile pertinent financial and demographic information to develop an investment program that seeks to meet the Client's goals and objectives. The financial advisor reviews portfolio allocations in which a Client may invest depending on how the Client scores on the risk tolerance questionnaire. The financial advisor provides Clients with recommendations regarding portfolio asset allocation and underlying vehicles and strategies to meet Clients' investment objectives, but Clients direct the overall investment selection of the appropriate asset allocation model and strategy.

If the Client agrees with the recommendation, the financial advisor will then allocate the Client's assets among the different options in the Program. The financial advisor will determine the suitability of the asset allocation and investment options for each Client based on the Client's needs and objectives, including investment time horizon, risk tolerance and any other pertinent factors. For all Programs, the Client directly owns the underlying individual securities, mutual funds or exchange traded funds ("ETFs") in each of the Program's investment strategies.

Envestnet utilizes experienced money management firms to provide management and investment model choices. There are many different models offered to fit the needs of Clients with varying risk profiles. Each model, based on the strategic asset allocation and historic volatility of the underlying funds selected, is assigned to a standard risk rating. Through this Program, investment models are chosen by the financial advisor to match the risk profile of the Client. Each model provided is actively managed by the applicable Program manager as part of the service provided by Envestnet through NFS. The money management firms develop asset allocation models and then choose an appropriate mix of funds to populate each model, selecting one or more funds to fill each piece of the asset allocation for that model.

Client accounts will typically be rebalanced to the target allocation to allow for consistent alignment with the model's stated target allocation. This will occur on at least an annual basis, or more frequently based on the Program manager's schedule. However, Huntington does maintain de minimis trade levels, depending on the Program, as low as $250 for rebalancing to occur within a Program account. This de minimis trade level could cause an account to not be rebalanced. Rebalancing will have tax implications for Clients, unless the account is tax-deferred, such as an Individual Retirement Account ("IRA") or qualified retirement plan. Program managers may also have a minimum trade level which is higher than Huntington's minimum and will be followed for rebalancing.

Envestnet and Huntington have full discretionary authority to invest, reinvest, and rebalance the assets in Client accounts in its discretion within the model selected by the Client. Envestnet or Huntington may, when deemed appropriate and without prior consultation with Clients, buy, sell, exchange, convert and otherwise trade in any stock, bonds, mutual funds, and other securities, and may at its discretion replace underlying mutual funds and ETFs in a model.

Envestnet's research team uses a number of proprietary analytical tools and commercially available optimization software applications in developing its asset allocation strategies utilized within the UMA Programs. Among the factors considered in designing these strategies are historical rates of risk and return for various asset classes, correlation across asset classes and risk premiums.

<u>Separately Managed Account ("SMA") Program</u>

GPS Premier SMA Program

For Clients selecting the SMA program, the Client is offered access to an actively managed investment portfolio chosen from a roster of independent asset managers (each a "Sub-Manager") from a variety of disciplines. Unlike a mutual fund, where the funds are commingled, a separately managed account is a portfolio of individually owned securities that can be tailored to fit the Client's investing preferences. Accounts can be invested in a variety of securities including but not limited to common or preferred stocks, mutual funds, bonds, Treasury bills/notes, Exchange Traded Funds, and options. Envestnet retains the sub-managers for portfolio management services in connection with the SMA program through separate agreements entered into between Envestnet and the sub-manager on terms and conditions that Envestnet deems appropriate. For certain sub- managers, Envestnet has entered into a licensing agreement with the sub-manager, whereby Envestnet performs administrative and/or trade order implementation duties pursuant to the direction of the sub-manager. In such situations the sub-manager is acting in the role of a model provider.

Certain investment strategies will write covered call options on securities purchased in the portfolio by the sub-manager. This strategy will sell call options on securities owned (covered) in order to generate additional income from the premium paid by the purchaser of the option contract. If the option contract is exercised by the purchaser, the underlying security will be sold from the Client's portfolio at the established strike price, which will limit the up-side gain potential for the Client owning the security. The premium received is retained by the Client as income. Clients utilizing this strategy will be required to complete an Option Account Request form and Option Account Agreement in order for the sub-manager to transact option contracts. The Option Account Agreement provides the terms, conditions, and risks associated with option contracts. Please refer to the applicable Manager's Form ADV for additional information about this strategy prior to investing.

Fees

- For GPS Premier Separately Managed Accounts opened after March 1, 2019 the following tier-based fee schedule will apply:

Separately Managed Accounts	Separate Account Manager-Equity	Separate Account Manager-Fixed Income
First $250,000	2.00%	1.50%
Next $250,000	1.75%	1.25%
Next $500,000	1.50%	1.15%
Next $1,000,000	1.35%	1.00%
Next $3,000,000	1.10%	0.85%
Above first $5,000,000	0.90%	0.70%

Note: For GPS Premier Separately Managed Accounts, the minimum investment amount is $100,000 with a minimum annual account fee of $1,750 for the Equity SMA and $1,250 for the Fixed Income SMA. SMA Manager minimums apply. Manager fees for the SMA accounts range between 0.40 – 0.60% for the equity portfolios and between 0.26 – 0.35% for the fixed income portfolios and are subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Clients with an existing GPS Premier SMA Account may be on a fee schedule lower than the current fee schedule noted above.

Unified Managed Account (“UMA”) Program

GPS Total UMA Program

For Clients using the GPS Total Asset Allocation program, the Client is offered a single portfolio that accesses multiple asset managers, mutual funds and/or Exchange traded funds (ETFs) representing various asset classes. For Clients using the GPS Total Multi-Manager Portfolios program, the Client is offered a single portfolio that accesses multiple asset managers, wrap strategists, mutual funds and/or Exchange traded funds (ETFs) representing various asset classes. Utilizing the Envestnet tools, the advisor selects an asset allocation model fitting Client’s profile and investment goals. The advisor then selects the specific, underlying investment strategies, asset managers, wrap strategist, mutual funds or ETFs to complete the portfolio. Once the advisor has established the content of the portfolio, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio. The advisor may provide additional direction to Envestnet regarding the underlying fund selection on behalf of the Client within the strategy selected for the account.

Fees

- For GPS Total Unified Managed Accounts opened after March 1, 2019, the following tier-based fee schedule will apply:

Unified Managed Accounts- Mutual Funds ETFs and Managers	Mutual Funds, ETFs and SMAs
First $100,000	1.75%
Next $150,000	1.60%
Next $250,000	1.45%
Next $500,000	1.25%
Next $1,000,000	1.10%
Next $3,000,000	1.00%
Above first $5,000,000	0.85%

Note: For GPS Total Unified Managed Accounts, the minimum investment amount is $250,000 with a minimum annual account fee of $2,500. SMA Manager minimums apply. Manager fees for the UMA accounts range between 0.00 – 0.413% and are subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Clients with an existing GPS Total UMA Account may be on a fee schedule lower than the current fee schedule noted above.

Huntington Private Bank also provides tactically managed Huntington Dynamic Portfolio Asset Allocation Overlay Services ("HDP Allocation") for use in GPS Total accounts. Utilizing the Envestnet tools, the advisor customizes the securities selection within the asset allocation models to meet the objectives of the associated model's risk profiles. Specific investments are not recommended by the Private Bank within the HDP Allocation. The HDP Allocations conform to the guidance provided by the Investment Strategy Team of the Private Bank. If the HDP Allocation is selected, the Private Bank receives compensation from a portion of the program fee that the Client pays to Huntington, thus reducing Huntington's fee. Although this does not change the amount of the overall program fee paid by the Client, it creates a conflict because a Huntington affiliate receives additional compensation when alternate overlay management services are also offered by Envestnet, a non-affiliate.

GPS Select Program

For Clients selecting the GPS Select asset allocation strategy, Envestnet manages mutual fund and/or ETF asset allocations based on the recommended investment strategy. For Clients selecting the GPS Select Multi-Manager Portfolios strategy, Envestnet manages asset allocation investment strategies consisting of mutual funds and/or ETFs, and/or wrap strategist providers. GPS Select is a fully discretionary, mutual fund and/or ETF asset allocation program offering a series of model portfolios positioned at various points along the risk/return spectrum that correspond to Clients' goals and objectives. Once the Client's assets are invested, the advisor may provide additional direction to Envestnet regarding the underlying fund selection on behalf of the Client within the strategy selected for the GPS Select account.

Fees

- For GPS Select Mutual Fund and ETF only Unified Managed Accounts opened after March 1, 2019, the following tier-based fee schedule will apply:

Unified Managed Accounts- Mutual Funds and ETFs only	Mutual Funds and ETFs
First $100,000	1.50%
Next $150,000	1.35%
Next $250,000	1.20%
Next $500,000	1.00%
Next $1,000,000	0.85%
Next $3,000,000	0.75%
Above first $5,000,000	0.65%

Note: For GPS Select Mutual Fund and ETF only Unified Managed Accounts, the minimum investment amount is $50,000 with a minimum annual account fee of $625.

Clients with an existing GPS Select Mutual Fund and ETF Account may be on a fee schedule lower than the current fee schedule noted above.

The Private Bank also provides HDP Allocation for use in GPS Select accounts. Utilizing the Envestnet tools, the advisor customizes the securities selection within the asset allocation models to meet the objectives of the associated model's risk profiles. Specific investments are not recommended by the Private Bank within the HDP Allocation. The HDP Allocations conform to the guidance provided by the Investment Strategy Team of the Private Bank. If the HDP Allocation is selected, the Private Bank receives compensation from a portion of the program fee that the Client pays to Huntington, thus reducing Huntington's fee. Although this does not change the amount of the overall program fee paid by the Client, it creates a conflict because a Huntington affiliate receives additional compensation when alternate overlay management services are also offered by Envestnet, a non-affiliate.

The financial advisors of Huntington can construct asset allocation model portfolios based on model overlays provided by either Envestnet PMC or The Private Bank. The financial advisor's model portfolios can be utilized for their Clients who have investment objectives and risk goals consistent with the objectives of the model portfolio. Financial advisors select the securities, and/or wrap strategist, for each model portfolio from a listing of securities and providers approved by the Investment Adviser Program Committee ("IA Committee"). Once the Advisor has established the content of the model portfolio, Envestnet implements trade orders based on the directions of the investment strategies contained in the UMA portfolio. The financial advisor may provide additional directions to Envestnet regarding the underlying fund selection on behalf of the Client within the strategy selected for the account.

GPS Tailored Fiduciary Solutions (TFS) Program

Clients using the GPS TFS program, are offered a portfolio which may span multiple accounts and access multiple asset managers, mutual funds and/or ETFs representing various asset classes. The advisor engages Envestnet PMC to recommend a specific investment portfolio which fits the Client's profile and investment goals. Envestnet PMC provides periodic security and asset allocation recommendations to the advisor on at least an annual basis. The advisor is responsible for establishing and maintaining the investments within the portfolio. Envestnet implements trade orders based on the directions of the investment strategies contained in the TFS portfolio.

Fees

- The following tier-based fee schedule will apply:

TFS Program	All securities
First $2,000,000	1.00%
Next $3,000,000	0.75%
Next $5,000,000	0.65%
Above $10,000,000	0.50%

Note: For GPS TFS Accounts, the minimum household investment amount is $1,000,000 within the Program with a minimum annual account fee of $1,500. SMA Manager minimums apply. Manager fees for the SMA sleeves range between 0.00 – 0.413% and are subject to change without notice. This manager fee is charged in addition to the agreed upon advisory fee you pay to Huntington for investment advisory services.

GPS Foundations Program

Clients using the GPS Foundations program, are provided with access to diversified mutual fund and/or ETF portfolios passively managed by third-party investment managers Fidelity Institutional Wealth Adviser, LLC or Envestnet PMC. The Foundations Program offers diversification across asset classes in allocations designed to achieve results within the client's stated risk profile. Model portfolios from each manager are comprised of Fidelity's proprietary mutual funds and/or ETFs. Advisers of the platform use the portfolios as investment strategies for managing their underlying Client accounts. The Foundations Program offers a lower minimum account balance to enable investors to build a portfolio with a cost sensitive approach to investing.

Fees

- The following tier-based fee schedule will apply:

Foundations Program	Mutual Funds and ETFs
First $100,000	1.50%
Next $150,000	1.35%
Next $250,000	1.20%
Next $500,000	1.00%
Next $1,000,000	0.85%
Next $3,000,000	0.75%
Above $5,000,000	0.65%

Note: For GPS Foundations Accounts, the minimum household investment amount is $10,000 within the Program and a minimum annual account fee of $125. The Manager fee for the Foundations Program ranges between 0.00 – 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Mutual Fund and ETF Wrap Account Programs:
GPS Wrap Strategists

Beacon Capital Management, Inc.
A description of the Beacon Capital Management portfolio strategies is within its individual Beacon Capital Management, Inc Client Brochure, Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Beacon Vantage 2.0 Portfolio Strategies:
The Beacon Vantage 2.0 Portfolio strategies utilize an asset-class diversification strategy which uses sectors as the primary investment vehicle of the strategies. The portfolios are highly diversified across market sectors and are constructed using three primary portfolios comprised of stocks, bonds, and cash. The Beacon Vantage 2.0 portfolio strategies typically invest in 11 – 15 different exchange traded funds (ETFs).

Beacon Vantage 3.0 Portfolio Strategies:
The Beacon Vantage 3.0 Portfolio strategies utilize an asset-class diversification strategy which uses sectors as the primary investment vehicle for the strategies. The portfolios are highly diversified across market sectors and are constructed using three primary portfolios comprised of stocks, bonds, and cash. The Beacon Vantage 3.0 portfolio strategies typically invest in 5 – 19 different exchange traded funds (ETFs).

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

The Beacon Vantage Portfolio Strategies are available with a minimum investment account size of $50,000 and a minimum fee of up to $625 per year. The manager fee for Beacon Vantage program accounts is 0.25% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Capital Research and Management Company

A description of the Capital Research and Management Company Model Portfolios and investment strategies is within its individual Capital Research and Management Company Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Capital Research and Management Company, in its capacity as a portfolio strategist, recommends model portfolios comprised of American Funds mutual funds. The portfolios are accessed via Envestnet and other third-party platforms. Advisers of these platforms use the portfolios as investment strategies for managing their underlying Client accounts. Capital Research and Management Company's investment strategies offered under the Service will be limited to allocations in American Funds' proprietary mutual funds.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

The Capital Research and Management Company portfolio is available with a minimum investment account size of $25,000 and a minimum fee of up to $350 per year. There is no manager fee for Capital Research and Management Company program accounts.

Frontier Asset Management, LLC

A description of the Frontier Asset Management, LLC investment strategies is within its individual Frontier Asset Management Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Frontier Asset Management provides model investment strategies which utilize a wide range of asset classes designed to meet the needs of investors at defined target risk levels. The strategies offered through Huntington are Globally Diversified Strategies and Tax-Managed Globally Diversified Strategies. These strategies consist primarily of open-end mutual funds but can also hold exchange traded funds (ETFs) and/or exchange traded notes (ETNs). In its capacity as a model strategist, Frontier Asset Management provides ongoing monitoring and supervision of the strategies and periodically recommends purchase and sale transactions with respect to the management of the model investment strategies by adjusting positions.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

Frontier Asset Management account's minimum investment amount is $50,000 with a minimum fee of up to $625 per year. The manager fee for Frontier Asset Management Program accounts is 0.25% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

SSI Investment Management LLC

A description of the SSI Investment Management, LLC investment strategies is within its individual SSI Investment Management Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

SSI Investment Management provides a customized investment strategy that seeks to produce excess returns above a benchmark comprised of 60% of the total return of the S&P 500 and 40% of the Bloomberg Barclays U.S. Aggregate Bond Index. The strategy is a balanced multi-asset allocation strategy with a focus on broad market upside participation and the flexibility for downside protection. The strategy invests in a portfolio primarily of Exchange Traded Funds (ETFs) but may include Exchange Traded Notes (ETNs) and other Mutual Funds.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

SSI Investment Management account's minimum investment amount is $50,000 with a minimum fee of up to $625 per year. The manager fee for SSI Investment Management Program accounts is 0.30% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

WestEnd Advisors, LLC

A description of the WestEnd Advisors, LLC investment strategies is within its individual WestEnd Advisors, LLC Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

WestEnd Advisors provides Model Portfolio recommendations on a non-discretionary basis. WestEnd bases its Large-Cap Core Equity strategy recommendations on a macroeconomical environment review of the S&P 500 Index. Quantitative and qualitative criteria are applied to identify what WestEnd believes to be market leading and financially strong companies. ETF strategies are also utilized following the same quantitative and qualitative review criteria.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

WestEnd Advisors account's minimum investment amount is $50,000 with a minimum fee of up to $625 per year. The manager fee for WestEnd Advisors Program accounts is 0.30% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Fidelity Institutional Asset Management ("FIAM"), Fidelity Target Allocation Model Portfolios

A description of the Fidelity Target Allocation Model Portfolios is within its individual Fidelity Institutional Asset Management Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Through the Fidelity Target Allocation Model Portfolios service, FIAM produces model portfolios comprised of Fidelity mutual funds. The portfolios are accessed via Envestnet and other third-party platforms. Advisers of these platforms use the portfolios as investment strategies for managing their underlying Client accounts. FIAM's investment strategies offered under the Service will be limited to allocations in Fidelity's proprietary mutual funds.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000

- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

The FIAM portfolio is available with a minimum investment account size of $25,000 and a minimum fee of up to $350 per year. The manager fee for FIAM program accounts is 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

BlackRock Investment Management, LLC

Huntington offers the BlackRock Target Allocation ETF Model Portfolios and Target Allocation Tax-Aware ETF Model Portfolios. A description of the BlackRock investment programs is available within its individual BlackRock Investment Management, LLC Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

The portfolios are dynamically managed by BlackRock as sub-adviser to client accounts and offer a selection of portfolios across the risk spectrum and investment styles. The portfolios are comprised of proprietary ETFs intended to outperform the market while maintaining a risk profile similar to the portfolio's applicable benchmark. Each model is built with long-term views while continuing to adapt to current market conditions.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

The BlackRock portfolios are available with a minimum investment account size of $25,000 and a minimum fee of up to $350 per year. The manager fee for the BlackRock program accounts is 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Ocean Park Asset Management

A description of the Ocean Park Investment Programs is within its individual Ocean Park Asset Management Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Ocean Park manages the discretionary model portfolios comprised of proprietary and third-party mutual funds utilizing a tactical, rules-based investment process with the goal of limiting downside risk and providing returns over a market cycle. The portfolios are fully discretionary asset allocation programs offering a series of model portfolios positioned at various points along the risk/return spectrum that corresponds to Clients' goals and objectives

Four distinct series of the portfolios are available on the platform; (i) Conservative Allocation; (ii) Municipal Bond; (iii) Strategic Income; (iv) Tactical Bond.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

Ocean Park account's minimum investment amount is $50,000 with a minimum fee of up to $625 per year. The manager fee for Ocean Park Program accounts is 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Sage Advisory Services, Ltd. Co.

A description of the Sage Tactical ETF Strategies is within its individual Sage Advisory Services, Ltd. Co. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Sage Advisory Services provides actively managed portfolio models comprised of ETFs selected to meet stated investment objectives of the portfolio. Sage Advisory Services utilizes proprietary research to select the holdings and for ongoing monitoring of the portfolio's performance and objective. Portfolios are selected based on pre-established criteria to align with the investment strategy's objective.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

Sage accounts minimum investment amount is $50,000 with a minimum fee of up to $350 per year. The manager fee for Sage Program accounts is 0.23% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

SEI Asset Allocation Programs, SEI Investments Management Corp. (“SIMC”)

SEI Institutional and Private Client asset allocation models are no longer available for new accounts. Existing accounts continue to be serviced and managed on an ongoing basis. Additional new investments of funds may be added to existing accounts.

The SEI Domestic asset allocation models are available for new accounts. The Domestic asset allocation models are comprised of SEI mutual funds that invest primarily in U.S. domestic investments. It is important to note that due to the nature of the strategy, it is possible that the Domestic only model will not be as diversified as other non-domestic only focused peers. In addition, it is possible that certain higher performing investments may be excluded that a non-domestic only strategy would include. These factors can cause an account that incorporates the Domestic only strategy to perform differently than other non-domestic only portfolios, and there is no guarantee regarding the level of such performance. A description of SEI Asset Allocation Program Portfolio is within its individual SEI Investment Management Corp. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

SIMC serves as the investment advisor to the SEI family of mutual funds. SIMC develops various SEI Funds, each of which seeks to achieve particular investment goals. SIMC oversees the SEI Funds which are multi-manager, which means that SIMC hires managers to manage the Funds on a day-to-day basis, monitors the managers and, as necessary, replaces managers. Each manager makes investment decisions for the assets it manages and continuously reviews, supervises, and administers its investment program. SIMC is generally responsible for establishing, monitoring, and administering the investment program of each SEI Fund.

Within the Asset Allocation Program, SIMC may periodically adjust the target allocations among the SEI Funds in a model or may add or subtract SEI Funds from a model. SIMC also may create new models within the Asset Allocation Program. SIMC develops various Asset Allocation models, each of which seeks to achieve particular investment goals.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

For SIMC accounts, the minimum investment amount is $25,000 with a minimum account fee of up to $350 per year. The manager fee for SIMC Program accounts ranges between 0.00 – 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Vanguard ETF Strategic Model Portfolios, Vanguard Advisers, Inc. ("VAI")

A description of the Vanguard Strategic Model Portfolios is within its individual Vanguard Advisers Inc. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Through the Vanguard Strategic Model Portfolios service, VAI produces model portfolios comprised of Vanguard exchange traded funds ("ETFs") and mutual funds. The portfolios are accessed via Envestnet and other third-party platforms. Advisers of these platforms use the portfolios as investment strategies for managing their underlying Client accounts. VAI's investment strategies offered under the Service will be limited to allocations in Vanguard's proprietary ETF's and mutual funds. Several distinct series of the portfolios are available on the platform; (i) Center for Research in Security Prices ("CRSP"), (ii) Tax Efficient and (iii) Income.

Portfolios for the Vanguard Russell, Core, and Standard & Poor's are no longer available for new accounts. Existing accounts continue to be serviced and managed on an ongoing basis. Additional new investments of funds may be added to existing accounts.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

Vanguard Advisers, Inc. accounts minimum investment amount is $25,000 with a minimum fee of up to $350 per year. The manager fee for VAI Program accounts is 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

American Funds PMC ActivePortfolios

American Funds PMC ActivePortfolios models are no longer available for new accounts. Existing accounts continue to be serviced and managed on an ongoing basis. Additional new investments of funds may be added to existing accounts.

Envestnet PMC manages the American Funds Active portfolios comprised primarily of American Funds and including funds from other mutual fund families. The portfolios are fully discretionary, mutual fund asset allocation programs offering a series of model portfolios positioned at various points along the risk/return spectrum that corresponds to Clients' goals and objectives. Three distinct styles are available on the platform; (i) Active Core, (ii) Active Core with Municipals, and (iii) Active Income.

Once the Client's assets are invested, Envestnet PMC may add, remove or replace mutual funds at its discretion, and will rebalance and manage the account according to the investment objective set for the account.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

American Funds PMC accounts minimum investment amount is $25,000 with a minimum fee of up to $350 per year. The manager fee for American Funds PMC ActivePortfolios Program accounts ranges between 0.08 – 0.10% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Franklin Templeton PMC ActivePassive Portfolios

A description of PMC ActivePassive Portfolios is within its individual Envestnet Asset Management, Inc. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Envestnet PMC manages the Franklin Templeton ActivePassive portfolios comprised primarily of Franklin Templeton Funds and can include funds from other mutual fund families. The portfolios are fully discretionary mutual fund asset allocation programs offering a series of model portfolios positioned at various points along the risk/return spectrum that corresponds to Clients' goals and objectives.

Once the Client's assets are invested, Envestnet PMC may add, remove, or replace mutual funds at its discretion, and will rebalance and manage the account according to the investment objective set for the account.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

Franklin Templeton PMC accounts minimum investment amount is $25,000 with a minimum fee of up to $350 per year. The manager fee for Franklin Templeton PMC ActivePassive Program accounts ranges between 0.02 – 0.06% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Russell Investments Model Strategies

A description of Russell Investments' model strategies is within its individual Envestnet Portfolio Solutions, Inc. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Russell manages the model portfolios comprised primarily of Russell Investments mutual funds which may be complemented by third party EFTs. The portfolios are fully discretionary asset allocation programs offering a series of model portfolios positioned at various points along the risk/return spectrum that corresponds to Clients' goals and objectives. Three distinct styles are available on the platform; (i) Core, (ii) Hybrid, and (iii) Tax-Managed.

Once the Client's assets are invested, Russell may add, remove or replace mutual funds and ETFs at its discretion, and will rebalance and manage the account according to the investment objective set for the account.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

The Russell strategies minimum investment amount is $25,000 with a minimum fee of up to $350 per year. The manager fee for the Russell strategies accounts is 0.02% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Morningstar Investment Services, LLC. ("Morningstar"), Morningstar ESG portfolios

A description of the Morningstar ESG Portfolios is within its individual Morningstar Investment Services Inc. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Through the Morningstar ESG portfolios, Morningstar produces model portfolios comprised of third-party mutual funds and ETFs, which incorporate various sustainability features in considering various environmental, social, or governance "ESG" factors. The portfolios are made available by Morningstar via Envestnet and other third-party platforms. Advisers of these platforms use the portfolios as investment strategies for managing their underlying Client accounts. It is important to note that due to the exclusionary nature of some ESG strategies, it is possible that the Morningstar ESG portfolios will not be as diversified as their non-ESG peers. In addition, it is possible that certain high performing investments may be excluded that a non-ESG strategy would include. These factors can cause an account that incorporates the ESG strategy to perform differently than other non-ESG portfolios, and there is no guarantee regarding the level of such performance.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

The minimum investment amount to access the strategies is $50,000 with a minimum fee of up to $625 per year. The manager fee for Morningstar ESG accounts is 0.27% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Huntington Dynamic Portfolios ("HDP")

The Private Bank provides actively managed portfolio models comprised of mutual funds and/or ETFs selected to meet stated investment objectives of the portfolio. The Private Bank's investment management team objectively screens potential investments focusing on 15-factor asset-class specific filters. The team's scoring metrics include relative measures against stated benchmarks, as well as peer group analysis. A secondary screening is focused on risk adjusted statistics that exhibit desired portfolio characteristics. The result is a subset of potential investment strategies. The team further works to understand the investment management firm's culture and philosophy as it relates to their investment approach. The firm must meet the quality and consistency standards as defined by the investment management team. Based on a review of quantitative and qualitative scoring, client needs and consensus of the team, the Private Bank team finalizes the investment strategies. On a quarterly basis, the team reviews the 15-factor asset class specific filters to determine whether each strategy meets a minimum of 10 of the factors. Each year the team also reviews all the investments and completes a due diligence questionnaire on the investment strategy and the management firms.

Huntington has retained the Private Bank to provide the proprietary HDP models as part of an exclusive licensing agreement. For Huntington Client accounts managed in accordance with HDP models, the Private Bank acts in the role of a model provider, and Envestnet, pursuant to a services and sub-license agreement with Huntington, performs administrative and/or trade order implementation duties.

The HDP portfolios focus on four primary tactically diversified investment strategies: (i) Total Return, (ii) Income Focused, (iii) Tax Efficient; and (iv) Total Return ESG which are managed to guide the Private Bank's investment portfolios through economic cycles by the investment management team.

The Total Return ESG strategy within the HDP portfolios incorporates an environmental, social, and/or governance ("ESG") screen into the investment selection process. The Total Return ESG portfolio is designed for investors who want ESG considerations reflected within their portfolio. The Total Return ESG portfolio is managed by the same team who manages the Total Return (i.e., non-ESG) portfolio, and the team follows the same research and investment selection process for both portfolios, except that in the case of the Total Return ESG portfolio, an additional positive ESG screen is applied. That screen narrows the resulting potential investments to include only funds that an applicable third-party rating agency has (i) designated as incorporating ESG strategies and (ii) awarded a strong ESG score. The screen applied to the Total Return ESG portfolio is not designed to focus on any particular ESG factor, nor is it designed to eliminate any particular company or types of companies, but instead uses cumulative scoring methodologies. Nevertheless, it is possible that the investment selection process may inadvertently yield a portfolio: (i) that, at a given time, emphasizes one ESG factor more than the others; and (ii) in which any such emphasis may fluctuate from time to time. It is important to note that due to the exclusionary nature of some ESG strategies, it is possible that the Total Return ESG portfolios will not be as diversified as their non-ESG peers. In addition, it is possible that the screen applied would cause the Total Return ESG portfolio to exclude a higher performing investment that a non-ESG strategy would include. These factors can cause an account that incorporates the ESG screen to perform differently than other non-ESG portfolios, and there is no guarantee regarding the level of such performance.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

For HDP accounts, the minimum investment amount is $50,000 with a minimum account fee of up to $625 per year. The manager fee for HDP Program accounts is 0.15% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Similar strategies are also made available by Huntington's affiliate, HNB, to investors who meet certain investable asset qualifications within the Private Bank. These strategies offer qualified investors a lower rate for the annual fee but require a substantially higher minimum account fee than the strategies offered through Envestnet by Huntington. Client fees may be negotiable within the Private Bank.

Fund Evaluation Group "FEG" Managed Portfolios

A description of FEG Managed Portfolios is within its individual Fund Evaluation Group, LLC Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Managed Portfolios is a discretionary investment supervision program offered by FEG. FEG Managed Portfolios are available through the Envestnet platform for taxable and tax-exempt institutions and individuals on a separate account basis. This service implements and manages Client portfolios on an ongoing and discretionary basis within the asset allocation guidelines adopted by the Client. Portfolio construction is generally comprised of a diversified portfolio of index funds, mutual funds, exchange traded funds and/or commingled fund products.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

FEG Managed Portfolios accounts minimum investment amount is $50,000 with a minimum fee of up to $625 per year. The manager fee for FEG Program accounts is 0.32%. This fee is included as part of the advisory fee you pay to Huntington for investment advisory services.

Wilshire Managed Portfolios managed by Wilshire Advisor Solutions ("WAS")
A description of Wilshire Managed Portfolios is within its individual Envestnet Portfolio Solutions, Inc. Form ADV Part 2A (firm brochure) Disclosure provided upon recommendation of the program.

Wilshire Advisor Solutions manages a series of Wilshire branded multi-asset model portfolios designed to provide financial advisors access to Wilshire's expertise in asset allocation and manager selection. The managed portfolios are generally organized around the following themes:

- Wilshire Premier + Portfolios – seek to provide broad diversification across traditional and alternative asset classes and investment managers.
- Wilshire Active Income Portfolios – seek to provide exposure to a range of fixed income asset classes and investment managers, while generating an attractive risk-adjusted yield as well as total return.

Annual maximum fee on invested assets under management

- 1.50% on the first $100,000
- 1.35% on next $150,000
- 1.20% on next $250,000
- 1.00% on next $500,000
- 0.85% on next $1,000,000
- 0.75% on next $3,000,000
- 0.65% on assets above $5,000,000

Wilshire Advisor Solutions accounts minimum investment amount is $50,000 with a minimum fee of up to $625 per year. The manager fee for WAS Program accounts ranges between 0.02 – 0.22% and is subject to change without notice. This fee is included as part of the agreed upon advisory fee you pay to Huntington for investment advisory services.

Cash Balances
Huntington offers multiple third-party money market funds for uninvested cash. Money market funds are securities that may increase or decrease in value. They are not insured or guaranteed by the FDIC, any government agency, Huntington or its affiliates. Money market funds are also subject to management, distribution, transfer agent and other expenses as described in the prospectus. If money

market funds held in your program account charge 12b-1 fees, then such fees will be rebated back to you by Huntington as described in further detail below. Program fees apply to cash held in money market funds.

Additional fee information regarding wrap programs on the Envestnet Platform

The minimum investment amounts and fees charged depend on the manager(s) selected. Fees are calculated on a per-account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective fund vehicle. Please see the prospectus or other investment material for information regarding fees.

Under certain circumstances, our fees may be negotiable, based upon the type and size of your account and the total amount you or other members of your household have invested at Huntington, which could result in some clients paying higher (or lower) fees than other clients. In addition, we offer discounted pricing at our discretion that may include current Huntington and HNB employees or members of their immediate family. Services above and beyond our usual services may be assessed an additional fee and are initiated by agreement. However, we will use our best judgment to determine if we believe a Client can benefit from our services. In circumstances where advisory services may no longer be prudent, including but not limited to situations where asset levels fall below minimum investment thresholds, Huntington may convert an Account to a brokerage account upon providing written notice to Client. Accounts converted to brokerage will not be assessed investment advisory fees, however, assets will be subject to applicable service level fees and transaction charges and Huntington will have no obligation to act or advise with respect to those brokerage assets.

Fees are billed in advance based on the prior month-end closing balance of the Program assets under management in the Client's Account. Monthly off-cycle billing is performed for initial billing on new accounts, contributions and/or withdrawals of $10,000 or more, and terminated accounts occurring within the month. Huntington will use a portion of the wrap fee to pay Envestnet for its portfolio management services. Fees are calculated by Envestnet and uploaded for debit by NFS on the 10th of each month (the billing date) or on the first business day that follows. Accounts must be opened and have a start date populated prior to the billing date for fees to calculate and debit.

Program assets identified for dollar cost averaging are included in the monthly fee calculation performed by Envestnet as they are assets under management. These assets are held in cash and are invested based upon the Client's agreed upon frequency and duration. Dollar cost averaging involves periodic purchases of Program assets, over an established period of time, in an attempt to benefit from price movement in the securities. Investing through a dollar cost averaging strategy does not assure a profit or protect against loss of principal in declining markets. In most situations, Huntington limits the dollar cost averaging duration to 12 months or less.

Program manager fees as stated above make up a portion of the overall advisory fee you pay to Huntington for investment advisory services. Changes in this fee may occur without advance notice.

Termination/Withdrawal of Funds

The Client Agreement and terms and conditions for each Program contain termination provisions. An advisory account agreement may be terminated by either party, at any time, for any reason. Client may terminate the agreement by providing written notice to Huntington or upon providing verbal notice to Huntington. Huntington may terminate the advisory agreement by providing written notice to Client as stated within the Investment Advisory Agreement.

An investment advisory account may be converted to a brokerage account held by Huntington's independent custodian if Huntington determines that maintaining the investment advisory relationship is no longer in the best interest of a Client. After Huntington provides Client with the applicable termination notice of the advisory agreement, all applicable assets will be transferred to such brokerage account and will be subject to applicable brokerage-level service fees and transaction charges. Huntington will not be obligated to provide investment management services, as an investment adviser, for investment advisory accounts converted to a brokerage account.

For withdrawal requests of cash that require a liquidation of assets or when an account is terminated, the assets may not be fully liquidated for up to three business days following the Adviser's receipt of instructions. This could occur in instances when existing cash held in your Program account is not enough to cover the requested withdrawal amount or securities must be liquidated to terminate the account. Please be aware that when a liquidation is necessary, transactions are made at the discretion of the Program investment manager and the availability of funds may exceed this timeframe.

Unless instructed differently by Client, undistributed funds that remain in an account after 30 days from when a request has been made to raise cash, will be made available for reinvestment into the account's current portfolio allocation for the applicable asset manager.

Wrap programs offered on Envestnet charge fees in advance. Each program discloses how fees are paid in the individual program disclosure. When fees are charged in advance, and the account is terminated, or when a distribution of $10,000 or more is taken, Clients will receive a prorated refund of any pre-paid monthly program fee, based upon the number of days remaining in the month after the termination or withdrawal date. Clients are not charged a brokerage liquidation fee if securities are to be delivered in-kind. However, certain commissions and/or fees may be charged by the receiving broker-dealer liquidating the security positions.

Other Fee Information

The advisory fees described above do not include all fees or expenses you may pay if we manage your account. For example, you will be responsible for certain brokerage and custodial fees, including service fees paid to Huntington, for brokerage services. These fees can include postage and handling fees, outgoing wire fees, account transfer fees, stop payment fees, returned check fees, and required regulatory fees such as activity assessment fees.

Certain mutual fund share classes purchased in a Program Account charge fees pursuant to Rule 12b-1 of the Investment Company Act of 1940. Because this has the potential to create a conflict of interest with share class selection, Huntington seeks to use a lower cost share class when available that does not pay any 12b-1 fees. To the extent that a lower cost share class is not available, any 12b-1 fees received by NFS on mutual funds held within a Client Program Account, will be credited back to the Client's Program Account. Huntington will not retain 12b-1 fees received from NFS or other sources that result from a Program Account.

Certain mutual fund companies impose a transactional surcharge for purchasing and liquidating certain share classes of mutual funds within an investment advisory Account. These surcharges are paid by Huntington and increase costs associated with the overall management of the Account. Huntington seeks to avoid using share classes that impose a surcharge and will select the next lowest cost share class available to keep expenses, and therefore Huntington's fee schedules, competitive. In these instances, Clients may not receive the lowest cost share class for a particular fund. Please discuss the available options, as well as costs and expenses with your financial advisor.

For accounts invested in mutual funds and/or ETFs, some funds will charge, and not waive, redemption fees, management fees, distribution fees, commission, and other fund expenses (e.g., 12b-1 fees) on certain transactions in accordance with their prospectuses. The fees, transaction costs and other expenses charged by mutual funds and/or ETFs are described in each fund's prospectus. You should consider these additional forms of compensation in assessing the reasonableness of your advisory fee. These fees are charged by the fund company through which Client assets are invested.

A client could invest in an individual mutual fund, ETF, or other security directly, without portfolio management services. In that case, the client would not bear the management fees Huntington charges. However, the client would not receive the management services which are designed, among other things, to assist the client in allocating his or her assets across asset classes, and which mutual funds, ETFs or other investments are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and Huntington's fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. For important information about each fund, including investment objectives, risks, charges, and expenses, the Client should read each fund's prospectus carefully and consider all of the information in it before investing.

Envestnet offers two optional overlay services available to Clients on the MAS platform.

Tax Overlay Service – This service provided by Envestnet, provides a solution for investors to control and customize unrealized gains that are embedded within their portfolios, or for investors who have other unique circumstances that may require an individualized strategy. Envestnet provides this ongoing tax management service to help eliminate the need for year-end tax loss harvesting and consider tax implications that may detract from after-tax returns.

Impact Overlay Service – This service provided by Envestnet, provides a customizable solution for investors to align their values with diversified portfolios that employ impact investing approaches. The service focuses on tailored investing based on financial returns as well as positive social or environmental impact.

In general, the fee for either service is as follows, however, if a Client selects one or both services, there will only be one Overlay fee assessed. Please see your advisor for applicable pricing.

Account Assets	Overlay Fee
$0 - $10 Million	10 basis points
$10 to $25 Million	8 basis points
Above $25 Million	5 basis points

The fee for the optional services is applicable to the TFS and GPS Total Programs and is in addition to the established investment advisory fee schedule outlined within the Client's statement of investment selection. The fee is paid to Envestnet for their overlay service and Huntington does not keep any portion of this fee.

Certain investment managers provide portfolios that invest in American Depositary Receipts ("ADRs"). The ADR is a negotiable certificate that provides an ownership interest in a non-U.S. company's shares that are deposited with a U.S. bank. The purchase and sale of an ADR is facilitated on an American exchange, and the U.S. bank holding the securities as custodian may charge a nominal custody fee for the registration and service functions it performs. The fees incurred are paid directly to the ADR custodian and are not received as compensation by Huntington or its financial advisors. Please see the applicable manager prospectus or related disclosure documents for additional information. In addition, Foreign Taxes will typically be withheld from proceeds of an ADR sale or dividend payment. The tax treatment of ADRs can be complex and investors should consult their tax advisor regarding specific questions about their tax situation. Huntington does not provide tax or legal advice.

Huntington's financial advisors provide brokerage services in addition to investment advisory services and receive commissions as a result. Your financial advisor may have an incentive to recommend certain products or services over others based upon the compensation that they may receive. Please see Item 9 below for information regarding this conflict of interest and how it is addressed by Huntington.

Clients may choose to purchase investment products that we have recommended through other brokers or agents not affiliated with us and outside of their investment advisory account with Huntington. Investments made by Clients outside of the Huntington investment advisory account are not managed or reviewed by Huntington. Clients choosing to invest in this manner should understand that Huntington will not bear any ongoing due diligence responsibility or oversight regarding assets held outside the advisory account.

Additional Fees and Compensation Information

The Program Wrap Fees

As detailed above, each of the Programs are wrap fee advisory programs. The "wrap fees" for such programs cover the portfolio management services, the execution of transactions, the clearing and settlement of trades and custody of Clients' assets for transactions executed through NFS. Envestnet and other Sub-Managers will, from time-to-time, execute trades through a broker dealer other than NFS when they determine, in their sole discretion, that it would be in the client's best interest. Sub-

Managers may group together securities to buy or sell for more than one Client and execute trades for those securities through one broker-dealer to obtain favorable execution, to the extent permissible by law. Transactions of this type are often referred to as “step-out trades” or “trading away.” Sub-Managers that utilize a manager traded model, where they have the ability to direct transactions to a particular broker dealer, will typically step-out most, if not all, trades through a broker dealer other than NFS. You will incur the costs associated with brokerage commissions, dealer markups and markdowns, and dealer spreads when step-out trades are executed. These costs will be included within the net price you receive and are not separately disclosed by the executing broker, or NFS, in your trade confirmation or account statement. Step-out trading will typically occur by Sub-Managers for the GPS Premier SMA Wrap Program and the GPS Total Multi-Manager Program.

Information on the trading practices of the Sub-Managers that engage in step-out trades is summarized below. This information is based on data supplied to us by the Sub-Managers. We make no representations regarding the accuracy of the information presented and cannot guarantee that the trading practices reflected below will be adhered to in the future. You should carefully review the ADV Part 2 for the Sub-Manager you have selected for additional information regarding its trading practices.

Investment Manager/Product	2021 Dollar weighted percentage of client step out trades	2021 Average trading costs for trades (cents per share/bond) ***
AB Strategic Research Balanced – CISH Managed Account AB Strategic Research Balanced – Non CISH	0%	$0
Breckinridge Intermediate Tax-Efficient Muni Managed Account	100%	$0
Kayne Anderson Rudnick Small Cap Growth Managed Account	0%	$0
GW&K 2-8 Year Active Municipal Bond Managed Account GW&K Intermediate Municipal Managed Account GW&K Short Term Taxable Managed Account	100%	$0
Pacific Income Market Duration MACS Managed Account	41.29%	$0.001 or lower
Nuveen Preferred Securities Managed Account	0%	$0
Tom Johnson Intermediate Fixed Income Managed Account	19%	$0
Envestnet	Equity 1.53%	$0.007392
	Fixed Income 100%	$0.000605

*** The amount of mark-up, mark-down, or per share cost may vary depending on market liquidity and other factors.

Comparative Costs of the Programs

The factors that bear upon the relative cost of each of the Programs include:

- The cost of the services if provided and charged separately;
- The wrap fee rate charged to the Client in the Program;
- The trading activity in the Client’s account; and
- The quality and value of the services provided.

A Client who participates in any of the Programs should consider that, depending upon the above listed factors, the wrap fee may or may not exceed the aggregate cost of the services if they were purchased separately.

Fees in Addition to the Wrap Fee

Each of the Programs may invest assets in open-end mutual funds (including money market funds), closed-end funds, ETFs, American Depositary Receipts ("ADR") and other pooled investment vehicles that have various internal fees and expenses, such as management fees, which are paid by such funds but ultimately borne by the Client as fund shareholder. Client will bear these internal fees and expenses in addition to the wrap fee and the Client is not entitled to any refund of the funds' internal fees and expenses ultimately borne by the Client, or other, offset against the wrap fee.

The wrap fee generally will not cover mark-ups, mark-downs and dealer-spreads charged by dealers as part of execution of a transaction for any of the Programs. These charges typically arise in connection with certain fixed income and over-the-counter securities that are traded primarily in dealer markets. Such mark-ups on securities bought, mark-downs on securities sold, and dealer spreads (the difference between the bid price and offer price) are generally incorporated into the net price that is paid or received in the transaction.

The wrap fee does not cover the annual fee that Huntington charges for Individual Retirement Accounts or certain other retirement plans; nor does it cover account termination fees. Huntington, in its discretion, may agree to waive this fee.

Participating in this program may cost the Client more or less than purchasing advisory and brokerage services separately. Other factors to consider in determining whether a wrap program is appropriate for your circumstances include the amount of the investment and the frequency and quantity of trades needed to meet a Client's financial objectives.

Restrictions

Clients have the opportunity to place reasonable restrictions on the types of investments that will be managed on the Client's behalf. The Client must provide these restriction requests to Huntington in writing. If Huntington or any of the portfolio managers for the Programs deem the restriction request(s) unreasonable, Huntington will notify the Client of this in writing. Clients should be aware that any Client-imposed investment restrictions may cause the portfolio manager for the Client's Program account to deviate from investment decisions it would otherwise make in managing the Client's account, and as a result may negatively affect the performance of the account. Not all types of investment advisory accounts have the ability to be restricted.

Compensation

The financial advisor recommending the wrap fee program receives compensation as a result of a Client participating in a Program Account. The amount of compensation may be more than if the Client participated in other programs or paid separately for investment advice, brokerage or other services. Therefore, there may be a financial incentive to recommend the wrap fee program over other programs or services. Further, financial advisors receive compensation based on the amount of assets under management within a Client's Program Account and as Program Account assets increase, the amount of compensation received by a financial advisor will also increase. This also creates a conflict of interest and Huntington mitigates this conflict through a centralized review process of all account type recommendations to determine the appropriateness of such recommendation as compared to the Client's stated investment objectives and financial situation and periodic account monitoring. Please see Item 9(4) for additional information about Huntington's review of accounts.

Item 5 Account Requirements and Types of Clients

Huntington provides the Programs to individuals, trusts, estates, charitable organizations, corporations and other business entities.

When Huntington provides services to Program accounts established for Individual Retirement Accounts (IRAs), Huntington is a "fiduciary" as that term is defined in Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, with respect to the assets of the retirement accounts invested in the Program. For additional information about Huntington's role as a fiduciary for retirement accounts, please refer to Attachment A of this Appendix.

A prospective Client for any of the Programs is required to execute the account agreement and other documents required by Huntington for the particular Program. Clients investing in a portfolio that utilizes option contracts as part of the sub-manager's strategy are required to complete an Option Agreement in addition to other documents required for the particular Program. Following are the minimum investment amounts required to open and maintain each of the Programs.

Minimum Investment Amounts by program

GPS – Select	$50,000
GPS – Premier	$100,000
GPS – Total	$250,000
GPS – TFS	$1,000,000
GPS – Foundations	$10,000
GPS Wrap Strategists:	
****American Funds PMC Active Portfolios	$25,000
Beacon Capital Management, Inc	$50,000
BlackRock Investment Management, LLC	$25,000
Capital Research and Management Company	$25,000
Fidelity Target Allocation	$25,000
Frontier Asset Management, LLC	$50,000
Fund Evaluation Group – FEG Managed Portfolios	$50,000
Huntington Dynamic Portfolios	$50,000
Morningstar ESG	$50,000
Ocean Park Asset Management	$50,000
Russell Investments Model Strategies	$25,000
Sage Advisory Services, Ltd. Co.	$50,000
**SEI Asset Allocation Programs, SEI Investments Management Corp.	$25,000

SSI Investment Management LLC	$50,000
***Vanguard ETF Strategic Model Portfolio, Vanguard Advisers, Inc.	$25,000
WestEnd Advisors, LLC	$50,000
Wilshire Total Allocation Portfolios	$50,000

** Institutional and Private Client asset allocation models are not available for new accounts with new or existing investors. The SIMC Domestic Asset Allocation Program is available for new accounts with new or existing investors.
*** Investments into the Russell, Core, and Standard & Poor's portfolios offered by Vanguard Strategic Model Portfolios have been closed to new investors.
**** Closed to new investors.

Under certain circumstances, our minimum investment amounts may be negotiable, which could result in some clients paying higher (or lower) fees than other clients. Huntington expects to remain as Investment Adviser to Clients whose assets decline in size until asset size decreases below the amounts listed above, however, we will use our best judgment to determine if we believe a Client can still benefit from our advisory services at amounts different than that. Accounts with assets that fall below the minimum may potentially cease to qualify as advisory, and the account may be converted to a brokerage account upon notice being sent to Client, if applicable.

Item 6 Portfolio Manager Selection and Evaluation

In the provision of the Programs, Huntington and its affiliates may select portfolio managers or otherwise engage in portfolio management activities. The processes utilized by Huntington and its affiliates for selecting portfolio managers and engaging in portfolio management activities are described below.

Selection and Monitoring of Portfolio Managers:
Guided Portfolio Solutions Wrap Programs
GPS Premier
GPS Select Asset Allocation
GPS Select Multi-Manager Portfolios
GPS Total Asset Allocation
GPS Total Multi-Manager Portfolios
GPS TFS
GPS Foundations
GPS Wrap Strategists

Huntington is the program sponsor for several wrap programs on Envestnet MAS by which it provides access to products. The IA Committee regularly monitors and provides oversight of the Program by evaluating both the investment products and the asset allocation overlay models available on the platform. Huntington typically utilizes Envestnet PMC to provide due diligence on investment managers available on the platform, however, Huntington may make available managers in which due diligence is not performed by Envestnet PMC. Envestnet PMC does not provide due diligence reporting on SEI Asset Allocation Programs. Huntington performs additional oversight on investment providers of managed portfolios, such as SEI Asset Allocation Programs, available in the Mutual Fund and ETF Wrap Account Programs.

Initial Due Diligence

Any proposed portfolio manager is subject to an initial due diligence process by Envestnet PMC, which is overseen and reviewed by Huntington. The initial due diligence process is focused on the quantitative and qualitative aspects of any portfolio manager. The assessment may include, but is not limited to, the following:

- Interview with the portfolio manager, representatives and/or key personnel;
- Review of investment philosophy/portfolio construction process;
- Review of risk management, including investment risk and organizational risk;
- Review of organizational structure, i.e. history of the firm, review ADV, SSAE 16, SEC database review;
- Review available marketing materials and due diligence questionnaires;
- Investment strategy capacity constraints;
- Review of counterparties. Each must be independent, and relationship verified. Counterparties include: clearing broker; custodian; futures clearing merchant; auditor; administrator; legal; and tax counsel; and
- Performance and statistical screening.

Ongoing Monitoring

Each portfolio manager is subject to ongoing monitoring by Huntington. Each portfolio manager will be monitored for information relating to the following:

- Organizational changes & turnover;
- Changes in research or other processes;
- Quantitative assessment of portfolio manager performance
- Qualitative assessment of the relationship.

Ongoing review of portfolio manager performance does not include a calculation or determination as to the accuracy of any performance information that may be provided by a portfolio manager. A portfolio manager may utilize a third party to review and verify their performance information which may not be calculated on a uniform and consistent basis.

Selection and Monitoring of Portfolio Managers:

Wrap Program Strategist

****American Funds PMC Active Portfolios
Beacon Capital Management, Inc
BlackRock Investment Management, LLC
Capital Research and Management Company
Fidelity Institutional Asset Management
Franklin Templeton PMC ActivePassive Portfolios
Frontier Asset Management, LLC
Fund Evaluation Group ("FEG") Managed Portfolios
Huntington Dynamic Portfolios ("HDP")

Morningstar ESG
Ocean Park Asset Management
Russell Investments Model Strategies
Sage Advisory Services, Ltd. Co.
**SEI Asset Allocation Programs, SEI Investments Management Corp. ("SIMC")
SSI Investment Management LLC
***Vanguard Strategic Model Portfolios, Vanguard Advisers, Inc.
WestEnd Advisors, LLC
Wilshire Total Allocation Portfolios

** Institutional and Private Client asset allocation models are not available for new accounts with new or existing investors. The SIMC Domestic Asset Allocation Program is available for new accounts with new or existing investors.
*** Investments into the Russell, Core, and Standard & Poor's portfolios offered by Vanguard Strategic Model Portfolios have been closed to new investors.
**** Closed to new investors.

As noted above, Huntington generally relies on due diligence utilized by Envestnet PMC to review wrap program strategists made available on the Envestnet platform. The IA Committee monitors the Program and provides oversight to evaluate wrap strategists on an ongoing basis.

All wrap strategist program managers have discretionary responsibility and authority to select their underlying investment fund choices based on their due diligence. Huntington has oversight over the entire program but not portfolio management authority in the manager solutions. Some Managers may select mutual fund share classes that are not the lowest cost share class available to investors.

For Program Accounts on the Envestnet platform, Huntington utilizes NFS, pursuant to a fully disclosed clearing arrangement, as its clearing broker for securities transactions. NFS selects the exchanges or broker-dealers for trade execution and also provides brokerage securities clearing and custody services on behalf of Huntington. This means that accounts set up for investment advisory activity with Huntington are held by NFS, and that NFS executes trades and custodies your account, and your account statements will come from NFS. Huntington does not recommend other broker-dealers for Client transactions nor does Huntington allow Clients to direct brokerage transactions to other broker-dealers. As a result of this arrangement, some exchanges or broker-dealers may provide payments to NFS depending upon the characteristics of the order and any subsequent execution. However, other than the clearing arrangement with NFS, Huntington does not have any arrangement with the execution venues and Huntington does not receive any payment for order flow from NFS or the execution venues. NFS is responsible for disclosing any payment for order flow arrangements separately to Huntington customers.

Each quarter, NFS also prepares order routing reporting of Huntington customers' non-directed orders subject to SEC Rule 606, including the type and the identity of the broker-dealers or exchanges receiving these orders. The quarterly reporting is available on www.Huntington.com.

A copy of the most recent quarterly reporting is also available to you upon request. Upon written request to HFA or NFS, you may also obtain the identity of the broker-dealer or exchange executing your trade and the associated time of execution on any of your equity trades placed within the last six months.

Sub-managers, as described in Item 4 above, submit trade orders to Envestnet for execution according to their own trade rotation policies. These trade orders are then submitted and executed through NFS. Sub-managers may aggregate Client trades, according to their own order aggregation policies, with their own directed trades or trades for other clients. Certain sub-managers are able to negotiate more favorable execution terms with other broker-dealers than what they receive from NFS. This, however, can cause transactions to cost a Client more than if the transactions were executed through NFS by those sub-managers. The Program fee does not cover charges associated with securities transactions placed through another broker-dealer. Those charges can include commissions, mark-ups, mark-downs, or dealer spreads and are ultimately paid for by the Client in the transaction price. Please refer to the applicable sub-manager's Form ADV Part 2A for their respective order aggregation policies.

Huntington mitigates this risk to the Client by providing general oversight of trade execution quality, among other items, through its Order Routing Execution Working Group. As identified above, Huntington also performs due diligence on portfolio managers.

Selection and Monitoring of Portfolio Managers Affiliated with Huntington

Affiliate investment strategies are subject to a review process by the IA Committee. From this pool of strategies, we select those strategies we believe fit our asset allocation goals and capital markets assumptions in order to meet the portfolio's investment objective. While the Private Bank and Huntington share similar investment philosophies and strategies, it is important to note that Huntington receives more overall fees when affiliate managed strategies are included, giving us an incentive to select affiliate-managed strategies. However, we only recommend strategies managed by an affiliate when it is appropriate for a particular client, and we subject the strategies offered by the affiliate to a regular review process. This process is the same for all of our managers, whereby on a quarterly basis, we monitor risk and return metrics for appropriateness to the stated investment objectives. A discussion of how we address conflicts of interest is set forth under Item 9.

HDP is managed by the Private Bank, an affiliate of Huntington, and is offered through the Envestnet platform. Envestnet PMC, under agreement with Huntington, performs an independent due diligence review of the Private Bank in accordance with its regular review process for sub-advisors on the Envestnet platform.

Portfolio Management Activities

The Private Bank provides portfolio management services for the HDP investment models. Following is information regarding the advisory services provided by the Private Bank. Also, information is included regarding Huntington that assists in the review of the Programs.

Types of Advisory Services Offered

As detailed above, Huntington offers investment advisory services through its Programs. The Private Bank is a division of HNB, a national bank providing traditional banking and trust services. The trust services provided by the Private Bank include traditional trust administration, investment advisory and other related services.

Services Tailored to Individual Client Needs

All of the investment recommendations by Huntington for Program accounts are based on an analysis of each Client's individual financial needs. The recommendations are drawn from the Client data and information collected as described above in Item 4 Services, Fees and Compensation. Huntington's recommendations relate to which Program to participate in and the specific models or portfolios to be utilized within each Program. Each of the Programs and the models and portfolios contained in the Programs are tailored to specific types of investors and are designed to meet their investment objectives, financial needs and tolerance of risk. All of the Programs, models and portfolios are managed by the Private Bank or other portfolio managers in accordance with these objectives and not in reference to any specific Client information.

Wrap Fee Portfolio Management and Other Portfolio Management

See below Methods of Analysis and Investment Strategies for information on the investment criteria and strategies utilized by the Private Bank in its role as model provider for HDP.

Performance Based Fees and Side-By-Side Management

None of Huntington, the Private Bank, nor any of their respective personnel accepts performance-based fees or engages in side-by-side management.

Methods of Analysis and Investment Strategies

In delivering the portfolio management services for HDP, the Private Bank uses various methods of analysis in executing the investment strategies of the portfolios and models made available within those Programs. Each fund, ETF, and other security is subject to quantitative and qualitative reviews, as well as an annual review to ensure they remain consistent with the applicable portfolio's objective.

HDP

The process used to determine investments to make available in the program includes a quantitative and qualitative screening analysis of potential mutual funds and ETFs for inclusion in the program. Quantitative screening can include the fund's performance relative to its benchmark and peers, as well as peer return rank, risk rank, manager tenure, style drift score, expense ratio rank and overall Morningstar rating. Qualitative screening can include the portfolio management team of the fund, investment philosophy, portfolio construction process, fund investment policies and securities lending practices. Mutual funds and ETFs that pass both quantitative and qualitative screens can be approved for use by the Private Bank's Open Architecture Team. Approved funds and ETFs are monitored to ensure they remain consistent with the requirements for inclusion in the program. Various third-party analytical data providers are used for analysis information.

Risk of Loss

All investment strategies and methods of investment analysis carry the risk of loss that a Client must be prepared to bear. The Programs contain various investments, including mutual funds, ETFs and individual securities that span many different investment strategies and asset classes. The Programs and the underlying investments in the Programs carry the risk of loss. Depending upon the Program, Clients may be subject to some or all of the following types of risks.

- Underlying Funds Risk – With respect to portfolios that invest in underlying funds, additional investment risk exists because the value of such investments is based primarily on the performance of the underlying funds. Specifically, with respect to alternative investment funds, the entity's sponsors will make investment and management decisions. Therefore, an underlying fund's returns are dependent on the investment decisions made by its management and the portfolio will not participate in the management or control the investment decisions of the alternative investment fund.
- Interest-Rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- Inflation Risk: When any type of inflation is present, a dollar today will not be as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many investors are interested in buying or selling a standardized product. Investing in an illiquid (difficult to trade) security may restrict the ability to dispose of that investment in a timely fashion or at an advantageous price, which may limit the ability to take full advantage of market opportunities.
- Fixed Income Risks: Investments in fixed income securities are subject to several general risks, including interest rate risk, credit risk and market risk, which could reduce the yield that an investor receives from his or her portfolio. These risks may occur from fluctuations in interest rates, a change to an issuer's individual situation or industry or events in the financial markets.

- Below Investment Grade Fixed-Income Securities Risk: Investments in high-yielding, non-investment grade bonds (customarily referred to as "Junk Bonds") involve higher risk than investment grade bonds. Adverse conditions may affect the issuer's ability to make timely interest and principal payments on these securities.
- Foreign, Emerging Markets Risk: Investments in these types of securities have considerable risks. Risks associated with investing in foreign securities include fluctuations in the exchange rates or foreign currencies that may affect the U.S. dollar value of a security, the possibility of substantial price volatility as a result of political and economic instability in the foreign country, less public information about issuers of securities, different securities regulation, different accounting, auditing and financial reporting standards and less liquidity than in the U.S. markets.
- Small/Mid Cap Risk: Stocks of midsize or small emerging companies may have less liquidity of those of larger, established companies and may be subject to greater price volatility and risk than the overall stock market.
- Absolute Return – A portfolio that seeks to achieve an absolute return with reduced correlation to stock and bond markets may not achieve positive returns over short- or long-term periods. Investment strategies that have historically been non-correlated or have demonstrated low correlations to one another or to stock and bond markets may become correlated at certain times and, as a result, may cease to function as anticipated over either short- or long-term periods.
- Asset Allocation Risk – The risk that an investment advisor's decisions regarding a portfolio's allocation to asset classes or underlying funds will not anticipate market trends successfully.
- Asset-Backed Securities Risk – Payment of principal and interest on asset-backed securities is dependent largely on the cash flows generated by the assets backing the securities, and asset-backed securities may not have the benefit of any security interest in the related assets.
- Commodity Investments and Derivatives Risk (including managed futures) – Commodity investments and derivatives may be more volatile and less liquid than direct investments in the underlying commodities themselves.
- Commodity-related risk – Returns can also be affected by the issuer's financial structure or the performance of unrelated businesses. The value of a commodity investment or a derivative investment in commodities is typically based upon the price movements of a physical commodity, a commodity futures contract or commodity index or some other readily measurable economic variable that is dependent upon changes in the value of commodities or the commodities markets. The value of these securities will rise or fall in response to changes in the underlying commodity or related benchmark or investment, changes in interest rates or factors affecting a particular industry or commodity, such as natural disasters, weather and U.S. and international economic, political and regulatory developments.
- Commodity-linked Securities Risk – Investments in commodity-linked securities including managed futures may be more volatile and less liquid than direct investments in the underlying commodities themselves. Commodity-related equity returns can also be affected by the issuer's financial structure or the performance of unrelated businesses.
- Bank Loan/Senior Loan Risk – With respect to bank and senior loans, the portfolio will assume the credit risk of both the borrower and the lender that is selling the participation in the loan. The portfolio may also have difficulty disposing of bank and senior loans because, in certain

cases, the market for such instruments is not highly liquid.

- Convertible and Preferred Securities – Convertible and preferred securities have many of the same characteristics as stocks, including many of the same risks. In addition, convertible securities may be more sensitive to changes in interest rates than stocks. Convertible securities may also have credit ratings below investment grade, meaning that they carry a higher risk of failure by the issuer to pay principal and/or interest when due.
- Corporate Fixed Income Securities Risk – Corporate fixed income securities respond to economic developments, especially changes in interest rates, as well as to perceptions of the creditworthiness and business prospects of individual issuers.
- Credit Risk – The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation.
- Currency Risk – As a result of investments in securities denominated in, and/or receiving revenues in, foreign currencies the risk that those currencies will decline in value relative to the U.S. dollar, or, in the case of hedging positions, that the U.S. dollar will decline in value relative to the currency hedged. In either event, the dollar value of an investment would be adversely affected. To the extent that a portfolio takes active or passive positions in currencies it will be subject to the risk that currency exchange rates may fluctuate in response to, among other things, changes in interest rates, intervention (or failure to intervene) by U.S. or foreign governments, central banks or supranational entities, or by the imposition of currency controls or other political developments in the United States or abroad.
- Depositary Receipts – Depositary receipts, such as ADRs, are certificates evidencing ownership of shares of a foreign issuer that are issued by depositary banks and generally trade on an established market. Depositary receipts are subject to many of the risks associated with investing directly in foreign securities, including among other things, political, social and economic developments abroad, currency movements, and different legal, regulatory and tax environments.
- Derivatives Risk – A portfolio's use of futures, forwards, options and swaps is subject to market risk, leverage risk, correlation risk and liquidity risk. Leverage risk, liquidity risk and market risk are described below. Correlation risk is the risk that changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index. A portfolio's use of forwards and swap agreements is also subject to credit risk and valuation risk. Valuation risk is the risk that the derivative may be difficult to value and/or may be valued incorrectly. Credit risk is described above. Each of these risks could cause a portfolio to lose more than the principal amount invested in a derivative instrument.
- Duration Risk – Longer-term securities in which a portfolio may invest tend to be more volatile than short term securities. A portfolio with a longer average portfolio duration is more sensitive to changes in interest rates than a portfolio with a shorter average portfolio duration.
- Equity Market Risk – The risk that stock prices will fall over short or extended periods of time.
- ESG Strategy Risk - Some of the strategies used for client portfolios incorporate a positive screen ESG factors into the investment selection process. Doing so exposes the subject portfolio to the following risks:
    - *Less Diversification.* An ESG strategy may cause a portfolio to forego some market opportunities available to similar portfolios that do not incorporate ESG factors. As a result, an ESG strategy may cause a portfolio to be less diversified than its non-ESG peer.

- *Performance.* An ESG strategy may cause a portfolio to exclude certain high performing investments that a non-ESG peer would otherwise include. Moreover, companies with practices that are favorable with respect to ESG factors may be out of favor in particular market cycles, be dependent on government subsidies, be engaged in the development of new technologies, or otherwise carry greater business risk than other companies. Underlying funds that invest in such companies which are used to build ESG portfolios face the same risks. Accordingly, an ESG portfolio may perform differently than its non-ESG peer over the same time period.
- *No Emphasis on a Specific ESG Factor.* As described above, the ESG inputs used in the Total Return ESG strategy are not designed to focus on any particular ESG factor, nor are they designed to eliminate any particular company or types of companies. This means that the investment selection process may inadvertently yield a portfolio: (i) that, at a given time, emphasizes one ESG factor more than the others; and (ii) in which any such emphasis may fluctuate from time to time. Investment goals that require the emphasis on a specific ESG factor may not be met by the Total Return ESG strategy or other strategies which employ such screens.

- Exchange-Traded Funds (ETFs) Risk (including leveraged ETFs) – The risks of owning shares of an ETF generally reflect the risks of owning the underlying securities the ETF is designed to track, although lack of liquidity in an ETF could result in its value being more volatile than the underlying portfolio securities. Underlying ETFs may also utilize leverage, including inverse leverage. Leveraged ETFs seek to deliver multiples of the performance of the index or benchmark they track. Inverse ETFs seek to deliver multiples of opposite of the performance of the index or benchmark they track. The use of leverage can amplify the effects of market volatility on the underlying ETF's share price. Leveraged ETFs are generally managed with a goal to seek a return tied or correlated to a specific index or other benchmark (target) as measured only with respect to a single day (i.e., from one NAV calculation to the next). Due to the compounding of daily returns, the returns of such leveraged ETFs over periods other than one day will likely differ in amount and possibly direction from the target return for the same period. These effects may be more pronounced over longer holding periods, in funds with larger or inverse multiples and in funds with volatile benchmarks.
- Fixed Income Market Risk – The prices of fixed income securities respond to economic developments, particularly interest rate changes, as well as to perceptions about the creditworthiness of individual issuers, including governments and their agencies. Generally, fixed income securities will decrease in value if interest rates rise and vice versa. Declines in dealer market-making capacity as a result of structural or regulatory changes could decrease liquidity and/or increase volatility in the fixed income markets. In the case of foreign securities, price fluctuations will reflect international economic and political events, as well as changes in currency valuations relative to the U.S. dollar. In response to these events, a portfolio's value may fluctuate and its liquidity may be impacted. Additionally, a mutual fund may experience increased redemptions from shareholders, which may impact the mutual fund's liquidity or force the mutual fund to sell securities into a declining or illiquid market.
- Foreign Investment/Emerging Markets Risk – The risk that non-U.S. securities may be subject to additional risks due to, among other things, political, social and economic developments abroad, currency movements and different legal, regulatory and tax environments. These

additional risks may be heightened with respect to emerging market countries since political turmoil and rapid changes in economic conditions are more likely to occur in these countries.

- Income Risk – The possibility that a portfolio's yield will decline due to falling interest rates.
- Inflation Protected Securities Risk – The value of inflation protected securities, including TIPS, will typically fluctuate in response to changes in "real" interest rates, generally decreasing when real interest rates rise and increasing when real interest rates fall. Real interest rates represent nominal (or stated) interest rates reduced by the expected impact of inflation. In addition, interest payments on inflation-indexed securities will generally vary up or down along with the rate of inflation.
- Investment Company Risk – When a portfolio invests in an investment company, including mutual funds, closed-end funds and ETFs, in addition to directly bearing the expenses associated with its own operations, it will bear a pro rata portion of the investment company's expenses. Further, while the risks of owning shares of an investment company generally reflect the risks of owning the underlying investments of the investment company, the portfolio may be subject to additional or different risks than if the portfolio had invested directly in the underlying investments. For example, the lack of liquidity in an ETF could result in its value being more volatile than that of the underlying portfolio securities. Closed-end investment companies issue a fixed number of shares that trade on a stock exchange or over-the-counter at a premium or a discount to their net asset value. As a result, a closed-end fund's share price fluctuates based on what another investor is willing to pay rather than on the market value of the securities in the fund.
- Investment Style Risk – The risk that the portfolio's strategy may underperform other segments of the markets or the markets as a whole.
- Leverage Risk – A portfolio's use of derivatives may result in the portfolio's total investment exposure substantially exceeding the value of its securities and the portfolio's investment returns depending substantially on the performance of securities that the portfolio may not directly own. The use of leverage can amplify the effects of market volatility on the portfolio's value and may also cause the portfolio to liquidate portfolio positions when it would not be advantageous to do so in order to satisfy its obligations. The portfolio's use of leverage may result in a heightened risk of investment loss.
- Portfolio Turnover Risk – To the extent that a portfolio buys and sells securities frequently, such activity may result in increased brokerage or other higher transaction costs and additional capital gains tax liabilities. These costs affect the portfolio's performance. To the extent that a portfolio invests in an underlying fund the portfolio will have no control over the turnover of the underlying fund. In addition, the withdrawal of a portfolio from an underlying fund could involve expenses, such as redemption fees, to the portfolio under the terms of the portfolio's investment.
- Real Estate Industry Risk – Securities of companies principally engaged in the real estate industry may be subject to the risks associated with the direct ownership of real estate. Risks commonly associated with the direct ownership of real estate include fluctuations in the value of underlying properties, defaults by borrowers or tenants, changes in interest rates and risks related to general or local economic conditions. If a portfolio's investments are concentrated in issuers conducting business in the real estate industry, the portfolio may be subject to legislative or regulatory changes, adverse market conditions and/or increased competition

affecting that industry.

- REITs – REITs are trusts that invest primarily in commercial real estate or real estate- related loans. Investments in REITs are subject to the risks associated with the direct ownership of real estate which is discussed above. Some REITs may have limited diversification and may be subject to risks inherent in financing a limited number of properties.

Voting Client Securities

Huntington does not vote proxies for its investment advisory Clients. By account agreement, and specific to the investment program, the sub-advisors and/or portfolio managers of the wrap programs may accept discretionary authority to vote proxies on behalf of the Client as part of their account management and proxy voting policy and procedures. For Programs in which Envestnet is providing overlay management services, including when a sub-manager is acting in the role of a model provider, Envestnet is responsible for voting proxies relating to the securities held by Clients. Each underlying program description more fully describes these duties, as applicable. For additional details regarding proxy voting policies please refer to those firms' ADV Part 2A. The Private Bank, as model provider for the HDP, votes client proxies through an independent third party according to the HNB proxy voting policies and guidelines identified below.

HNB has adopted proxy voting policies and guidelines and will generally vote according to these standards. As a general matter, HNB uses the same approach in all HDP portfolios (whether or not the strategy incorporates ESG factors). HNB employs an independent third party to (i) provide voting recommendations and guidelines for the proxies which HNB has the authority to vote, and (ii) to vote proxies consistent with its recommendations and guidelines subject to a recommendation of modification by the HNB Proxy Review Committee and approval of such recommendation by the Huntington Investment Policy Committee. Pursuant to these policies and guidelines, factors HNB considers in a proxy vote may differ on a case by case basis but may include a review of recommendations from issuer's management, shareholder proposals, cost effects of the proposal, effect on employee and executive and director compensation. It is HNB's general policy to vote in accordance with management. Clients may obtain a copy of HNB's proxy voting policies and procedures and/or information on how HNB voted specific proxies by sending an email request to hic.compliance@huntington.com or sending written request to:

The Huntington Investment Company Compliance Department – Proxy Request
37 West Broad Street
HP1003
Columbus, Ohio 43215

On occasion, securities held or previously held in a Client's account may be the subject of a class action lawsuit. Huntington, HNB and any other portfolio manager has no obligation to determine if securities held or previously held by the Client are subject to a pending or resolved class action lawsuit. In addition, Huntington, the Private Bank and any other portfolio manager have no duty to evaluate a Client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, Huntington, the Private Bank and any other portfolio manager have no obligation or responsibility to initiate litigation to recover damages on behalf of Clients who may have been injured as a result of actions, misconduct or negligence by corporate management of issuers whose securities are held by Clients.

Item 7 Client Information Provided to Portfolio Managers

For all of the Programs, Huntington solicits information concerning a Client's name, address, financial situation, investment experience, tax status, tax reporting information and other non- public personal information. Huntington collects this information prior to recommending a Program, as well as any portfolio or model within a Program. Huntington will request updated information from Clients on at least an annual basis.

Financial advisors utilize the systems and tools provided by Envestnet for the collection, review and analysis of the data provided by the Client. Therefore, Envestnet has access to this customer data through the Envestnet systems, as well as through the custodial systems of Huntington's clearing broker dealer, NFS. Client information is not made available to the portfolio managers or fund strategists utilized on the MAS platform. However, Huntington utilizes certain third-party service providers through the MAS platform. While these service providers do not have direct access to your non-public personal information through Envestnet or NFS, certain information may be provided to those providers in the normal course of business when their services are utilized.

Item 8 Client Contact with Portfolio Managers

Client contact and consultation regarding Program accounts is the responsibility of Client's financial advisor. In certain instances, the financial advisor may coordinate their response with the portfolio manager (if applicable) or arrange for the Client to consult directly with the portfolio manager.

Item 9 Additional Information

(1) Disciplinary Information

Huntington is both a broker-dealer and an investment advisory firm. Below is a listing of material disciplinary events that Huntington has experienced during the preceding ten years. The disciplinary events relate to the activities of Huntington acting in its capacity as a broker-dealer and investment advisory firm. Also listed, are disciplinary and litigation events that relate to the direct owner of Huntington, Huntington Bancshares Incorporated.

- On March 11, 2019, Huntington, without admitting or denying the findings, consented to censure and entry of Order Instituting Administrative and Cease-and-Desist Proceedings pursuant to sections 203(e) and 203(k) of the Investment Advisers Act of 1940. The sanctions and findings were related to Huntington's breach of fiduciary duty and inadequate disclosures in connection with its mutual fund share class selection practices and fees received pursuant to Rule 12b-1 under the Investment Company Act of 1940. The findings state that Huntington purchased, recommended, or held mutual fund share classes for advisory clients, that charged 12b-1 fees instead of lower-cost share classes; Huntington received 12b-1 fees in connection with these investments; Huntington failed to disclose the conflict of interest to its Clients within its Form ADV or otherwise. Huntington self-reported this matter to the SEC under the SEC's Share Class Selection Disclosure Initiative.

- On October 19, 2015, Huntington without admitting or denying the findings, consented to censure and fine of $75,000 by FINRA, and restitution of $60,973.96 to Client accounts. The sanctions and findings were related to the Huntington's failure to apply brokerage sales charge discounts to certain customers' eligible purchases of unit investment trusts (UITS), resulting in customers paying excessive sales charges. The findings stated that the firm failed to establish, maintain and enforce a supervisory system and written supervisory procedures (WSP's) reasonably designed to ensure that customers received sales charge discounts on all eligible UIT purchases.

- In January 2014, Huntington, without admitting or denying the findings, agreed to a censure and fine of $25,000 by FINRA in connection with allegations that the firm failed to properly file certain required disclosure documents pursuant to MSRB Rule G-32 requirements.

- In November of 2012, Huntington, without admitting or denying the findings, agreed to a fine of $2500 by FINRA in connection with allegations the firm failed to properly report certain agency debt transactions pursuant to FINRA Rule 6730(a).

(2) Other Financial Industry Activities and Affiliations

As mentioned above, and in addition to being an investment adviser registered with the SEC, Huntington is also a broker-dealer registered with the SEC, is a member of the Financial Industry Regulatory Authority (FINRA) and Securities Investor Protection Corporation (SIPC).

Huntington is also licensed as an insurance agency. Huntington does not offer insurance products as part of its investment advisory business. Principal Officers of Huntington, as well as financial advisors, may serve as registered representatives of Huntington in its broker-dealer capacity and as insurance agents of Huntington in its insurance agency capacity.

Huntington business does not include acting as an investment company as defined by the Investment Company Act of 1940.
Huntington is affiliated with the following organizations that are engaged in financial activities:

- Huntington Bancshares Incorporated wholly owns The Huntington Investment Company. Huntington Bancshares Incorporated (NASDAQ: HBAN) is a publicly held regional bank holding company, headquartered in Columbus, Ohio.
- The Huntington National Bank (HNB), is a national bank providing traditional banking and trust services. HNB is a wholly owned subsidiary of Huntington Bancshares Incorporated. Huntington entered into a Solicitor Agreement with HNB in order to permit HNB employees to refer Clients to The Huntington Investment Company in exchange for compensation. In addition, The Huntington Investment Company makes referrals of Clients to HNB for various banking services, including to HNB Trust department for various portfolio management products and services. As described herein, HNB also serves as an underlying manager for certain of our Programs, which

gives us an incentive to recommend HNB's strategies for client accounts. However, we only recommend strategies managed by an affiliate when it is appropriate for a particular account, and we subject strategies offered by the affiliate to a regular review process, as outlined above in Item 6. More about how we manage this conflict of interest can be found below in this Item 9.

- The Huntington Investment Company is an affiliate of Huntington Insurance, Inc., an insurance agency licensed in various states.
- The Huntington Investment Company is an affiliate of Huntington Securities, Inc., an institutional broker-dealer and municipal securities advisor.

Personnel of Huntington may serve as insurance agents of Huntington Insurance, Inc. In addition, HNB provides advisory, custody and other services in support of certain of the Programs.

These other financial industry activities of Huntington and the financial industry activities of Huntington's affiliates give rise to conflicts of interest for Huntington and its financial advisors. For example, Huntington and its personnel have a financial incentive to include or otherwise recommend the insurance, advisory and other financial products offered and serviced by Huntington and its affiliates. See Item 9(3) Participation or Interest in Client Transactions, below, and for information regarding this conflict of interest and how it is addressed by Huntington.

(3) Code of Ethics, Participation or Interest in Client Transactions and Personal Trading Code of Ethics

All personnel of Huntington are subject to a Code of Ethics that is designed to ensure that Huntington's business activities are performed with high standards of ethics and business conduct, and to comply with applicable laws, rules and regulations that govern the business of Huntington. The Huntington Code of Ethics requires its employees to exercise their fiduciary duty to advisory Clients by acting in the best interest of Clients. Several key requirements of the Code of Ethics are summarized below:

- Conduct all aspects of Huntington's business activities in an honest, ethical and legal manner, and in accordance with all applicable laws, rules, regulations and the policies and procedures of Huntington.
- Provide accurate and complete information in dealings with Clients and others, including disclosure of conflicts of interest, when they exist.
- Prepare and maintain accurate business records.
- Refrain from improper disclosure or misuse of confidential Client information and material, non-public information. Huntington protects the private, personal and proprietary information of Clients and others.
- Avoid conflicts of interest in personal and business activities.
- Adhere to rules specific to personal trading activities and reporting for financial advisors and Huntington investment advisory employees.

Huntington personnel also must adhere to the Huntington Bancshares Incorporated's Code of Business Conduct and Ethics. All Huntington personnel must acknowledge the terms of both codes, as amended, annually.

A copy of the Huntington Code of Ethics will be provided to any Client or prospective Client upon request. Requests should be directed to Huntington's Compliance Department via phone by calling 800-322-4600 or via US mail directed to:

The Huntington Investment Company Compliance Department – COE Request
37 West Broad Street
HP1003
Columbus, Ohio 43215

Participation or Interest in Client Transactions

In addition, Huntington and its financial advisors have a financial incentive to include or otherwise recommend the insurance, advisory and other financial products offered and serviced by Huntington and its affiliates. Huntington, as part of its principal broker- dealer business, effects various securities transactions for compensation as a broker or agent on behalf of its brokerage Clients. Further, as part of its fixed income brokerage business, Huntington will sell securities as a principal out of brokerage inventory account. As a part of its brokerage business, Huntington or its associated persons, may recommend to Clients, either directly or indirectly, the purchase or sale of securities in which Huntington (or its related persons) has a financial interest. As part of its advisory business, Huntington may recommend investments in its affiliates' managed strategies, HDP.

Huntington and the Private Bank collectively receive more overall fees for strategies managed by the Private Bank. While Huntington and its financial advisors receive no additional compensation from investments in these strategies, there may be an incentive to recommend them because the Private Bank receives compensation for managing the strategies.

The foregoing scenarios create conflicts of interest, which are addressed by:

- We have implemented a Code of Ethics and additional policies and procedures to ensure all advisory services are delivered in accordance with the best interests of the Client;
- We disclose to clients the existence of all material conflicts of interest, including the potential for Huntington and its affiliates' employees to earn compensation from advisory clients in addition to Huntington's advisory fees;
- We disclose to clients that they are not obligated to purchase recommended investment products from Huntington or its affiliates;
- We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- We only recommend Programs, including those utilizing strategies managed by HNB, after making a determination that the Program is appropriate for the client's financial goals, objectives and risk tolerance;
- Each Program's underlying manager, including HNB, is subjected to a due diligence review and ongoing evaluation process by Envestnet PMC; and
- Huntington conducts regular reviews of each client account to verify that recommendations made to a client are aligned with the client's objectives and risk tolerance.

Personal Trading
The Code of Ethics contains provisions designed to mitigate conflicts of interest between transactions in the personal and beneficial accounts of Huntington employees, and transactions in Client accounts. Huntington employees may purchase investments through their own personal account, which are also recommended to Clients. This creates a conflict for the financial advisor to benefit from Client transactions. It is Huntington's policy that no financial advisor may purchase or sell any security in a personal or related account prior to the same transaction being implemented for an advisory Client. This creates a conflict for the financial advisor to benefit from Client transactions. To ensure that employee trading requirements are observed, employee trading activity is subject to regular review and monitoring by supervisory personnel and the Compliance Department of Huntington.

(4) Review of Accounts
Client accounts are reviewed by their financial advisor on an individual basis and on an annual basis and will be reviewed more frequently if necessitated by a material change in the Client's financial situation, provided the Client has notified Huntington of the change. Factors that could trigger additional review, include but are not limited to the following: significant appreciation, declines in value, change in household income, dependents, expected or unexpected significant expenses, health-related issue, etc.

Client accounts are reviewed by Huntington on a more frequent ad hoc basis for holdings analysis, rebalancing and product monitoring purposes to ensure they are meeting the stated asset allocation model investment objectives. Clients will receive account statements on at least a quarterly basis from the custodian where their accounts are held. Clients may receive supplemental custodial performance statements in addition on an as requested basis. Clients should carefully review their statements and notify their financial advisor with any questions or concerns regarding their holdings.

(5) Client Referrals and Other Compensation
Huntington financial advisors receive compensation for referrals made to affiliates, and Huntington makes payments to affiliates to compensate for referrals made to Huntington. Huntington entered into a Solicitor Agreement with HNB in order to permit HNB employees to refer Clients to Huntington in exchange for compensation. When appropriate, non-licensed HNB colleagues make Client referrals to Huntington financial advisors. The non-licensed colleague may receive a nominal one-time referral fee of up to $25 for qualified client referrals. If a referral fee is paid, it is not contingent upon a sale or service being provided to Clients.

In addition, appropriately licensed HNB colleagues may make Client referrals to Huntington for investment advisory services. The licensed HNB colleague can receive compensation based on Client investments made through Huntington. The amount of the referral payment is based on the HNB incentive plan that applies to all HNB referrals, to other bank products, and to Huntington. Compensation payments to licensed HNB colleagues creates incentives to refer Clients to Huntington, which is a potential conflict of interest.

Huntington financial advisors also refer Clients to the Private Bank, as stated above in Item 9 Other Financial Industry Activities and Affiliations, or other affiliated banking services. Financial advisors who make Client business referrals to HNB, such as referrals for consumer or business loans and certain HNB deposit products that result in an account opening or business engagement with HNB, are compensated based on that referral. Compensation payments to Huntington financial advisors create an incentive to refer Clients to HNB, which creates a conflict of interest.

Huntington offers incentive programs to financial advisors to encourage revenue generation or growth in assets under management. These programs may include awards such as trips or other prizes or cash compensation and bonuses for overall revenue production or net new advisory business. Incentive programs creates conflicts of interest to financial advisors because the more assets in an advisory account, the more a Client will pay in fees. Thus, Huntington has an incentive to encourage Clients to increase the assets in their advisory account.

Huntington receives monetary payments and/or marketing allowances from sponsors of particular investments offered through brokerage accounts ("Investment Sponsors") (and their affiliates). Investment Sponsors pay, or reimburse, us for the costs associated with education or training events that are attended by our employees, agents, and representatives, and for conferences and events that we sponsor, such as the HFA National Sales Conference. Investment Sponsors who make these payments may be offered opportunities to speak and to market their products to financial advisors at these events and conferences. In addition, we receive reimbursement from certain Investment Sponsors for technology-related costs, such as those to build systems, tools, and new features to aid in servicing clients. These arrangements can result in your financial advisor better understanding the Investment Sponsor and its products and can influence your financial advisor to recommend products of Investment Sponsors that provide these benefits. These payments are not shared directly with your financial advisor. Investment Sponsors may also pay Huntington an additional amount to support HFA's Circle of Excellence ("COE"), which recognizes top HFA representatives for consistently demonstrating a commitment to Huntington's customers. More information about the amounts of these payments and the Investment Sponsors who pay them is available in "Huntington Financial Advisors: Product Sponsor Support" available on our website at huntington.com/regulationbi or upon your request from your Financial Advisor.

Huntington addresses these potential conflicts of interest in its Code of Ethics and the additional policies and procedures of Huntington to ensure that educational and training events are consistent with established Huntington requirements, are not targeted to any particular product or service offering and are otherwise appropriate for the intended purpose of the event.

(6) Financial Information

Huntington has no financial condition that is likely to impair Huntington's ability to meet its contractual commitments to its Clients.

5038686.1 (10/2022)

Attachment A

February 1, 2022

Our Role and Fiduciary Acknowledgement for Retirement Accounts

The Huntington Investment Company, doing business as Huntington Financial Advisors (hereinafter, "HFA," "we" or "us") provides the following acknowledgment for purposes of complying with the U.S. Department of Labor's ("DOL") Prohibited Transaction Exemption 2020-02 ("PTE 2020-02"), where applicable. This acknowledgment is effective on February 1, 2022, or such later date as may be set forth by the DOL.[1]

Fiduciary Acknowledgment. This acknowledgment applies when HFA provides investment advice or recommendations to you regarding retirement and other tax-qualified accounts[2] ("Retirement Accounts"). When we provide "investment advice"[3] to you regarding your Retirement Accounts, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing Retirement Accounts. When providing investment recommendations, the way we make money creates certain conflicts with your interests, so we operate under a special rule that requires us, to act in your best interest and:

- Meet a professional standard of care (give prudent advice);
- Not put our financial interests ahead of yours (give loyal advice);
- Avoid misleading statements about our conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about our conflicts of interest.

Limitations to our Acknowledgement of Fiduciary Status. This fiduciary acknowledgment is limited to investment advice and recommendations provided by HFA to Retirement Accounts only. It does not create an ongoing duty to monitor your accounts or create or modify a contractual obligation or fiduciary status under any state or federal laws other than the retirement laws. Additionally, we are **not** fiduciaries under the retirement laws when we provide:

- General information and education about the financial markets, asset allocations, financial planning illustrations and the advantages and risks of particular investments;

- General information and education about issues and options that should be considered when deciding whether to rollover or transfer Retirement Account assets to us;

- Recommendations about investments held in accounts that are not Retirement Accounts or held in accounts at financial institutions other than HFA and for which we do not act as broker of record;

- Recommendations that you execute at another financial institution;

- Transactions or trades you execute without a recommendation from us, or that are contrary to, or inconsistent with, our recommendation; and

- Recommendations that do not meet the definition of fiduciary "investment advice" in Department of Labor regulation section 2510.3-21.

Plan to IRA Rollovers. We may provide (1) *general information* and *education* to you about the factors you should consider when deciding whether to move retirement assets to HFA, or (2) a *recommendation* that you move your

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[1] This disclosure is provided to comply with the DOL's PTE 2020-02. If there is a conflict between this disclosure and your agreement with HFA, this disclosure will govern.

[2] Retirement Accounts include workplace retirement plans, IRAs, such as Traditional, Roth and SEPs, and other similar accounts.

[3] Fiduciary investment advice is investment advice for a fee or other compensation rendered on a regular basis pursuant to a mutual understanding that such advice will serve as a primary basis for your investment decision, and that is individualized to the particular needs of your IRA or plan account.

retirement assets to HFA. If we provide a rollover recommendation, our analysis of the costs and services of your retirement plan depends on the information you provide to us (or in certain circumstances, information we obtain from third-parties about the plan (or similar types plans)).

IRA Transfers. If HFA recommends that you move assets from an IRA at another financial institution to HFA, we determined that the recommendation is in your best interest for these reasons:

- Greater services and/or other benefits can be achieved with the HFA IRA; and
- The costs associated with HFA IRA are justified by these services and features.

Notwithstanding whether a recommendation has been made, for any assets you decide to transfer/roll over from an employer-sponsored plan or move from an IRA at another financial institution now or in the future, you should: (1) evaluate the investment and non-investment considerations important to you in making the decision; (2) review and understand the fees and costs associated with a HFA IRA; (3) recognize that higher net fees (if applicable) will substantially reduce your investment returns and ultimate retirement assets; and (4) understand the conflicts of interest raised by the financial benefits to HFA resulting from your decision to roll or transfer assets to a HFA IRA.

Advisory Services. If HFA recommends that you add retirement assets to an advisory program at HFA, we determined it is in your best interest based on your stated investment profile because:

- The account services and features include one of more of the following: ongoing account monitoring, discretionary management, holistic investment advice, access to affiliated/third party managers, and/or automatic account rebalancing; and
- The asset-based costs associated with HFA advisory program(s) are justified by these services and features.

Brokerage Services and Products. If HFA recommends that you add retirement assets to a brokerage account (or product) at HFA, we determined it is in your best interest based on your stated investment profile because:

- The account services and features include one of more of the following: no or *de minimis* account minimums, fees paid on a transactional basis, and the ability to maintain concentrated and illiquid positions; and
- The transaction-based costs associated with HFA brokerage account are justified by these services and features.

Notwithstanding whether a recommendation has been made, for any assets you decide to move into a brokerage or advisory account, you should: (1) evaluate the investment and non-investment considerations important to you in making the decision; (2) review and understand the fees and costs associated with the account; (3) recognize that higher net fees (if applicable) will reduce your investment returns and ultimate retirement assets; and (4) understand the conflicts of interest raised by the financial benefits to HFA resulting from your decision to move assets into the account.

You are responsible for updating us if your investment objectives, risk tolerance and financial circumstances change.

More Information Regarding Fees, Services and Conflicts. For a description of our fees, services, and conflicts of interest, please refer to our Form CRS and Brokerage Brochure available at **https://www.huntington.com/Personal/Investments-Overview/disclosures**.