

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2024
OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _ to _

Commission file number 001-07436

HSBC USA Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State of incorporation)
66 Hudson Boulevard, New York, New York
(Address of principal executive offices)

13-2764867
(I.R.S. Employer Identification No.)
10001
(Zip Code)

Registrant's telephone number, including area code (212) 525-5000

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
\$100,000,000 Zero Coupon Callable Accreting Notes due January 15, 2043	HUSI/43	New York Stock Exchange
\$50,000,000 Zero Coupon Callable Accreting Notes due January 29, 2043	HUSI/43A	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☒ Smaller reporting company ☐ Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements. ☐

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b). ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of February 14, 2025, there were 714 shares of the registrant's common stock outstanding, all of which are owned by HSBC North America Holdings Inc.

The registrant meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and has therefore omitted certain items from this report in accordance with the reduced disclosure format under General Instruction I.

DOCUMENTS INCORPORATED BY REFERENCE

None.

TABLE OF CONTENTS

<u>Part/Item No.</u>		<u>Page</u>
Part I		
Item 1.	Business:	
	Organization	4
	HSBC Group	4
	HSBC North America Operations	4
	HSBC USA Operations	4
	Funding	6
	Human Capital	7
	Regulation and Competition	8
	Corporate Governance and Controls	15
Item 1A.	Risk Factors	16
Item 1B.	Unresolved Staff Comments	29
Item 1C.	Cybersecurity	30
Item 2.	Properties	31
Item 3.	Legal Proceedings	31
Item 4.	Mine Safety Disclosures	31
Part II		
Item 5.	Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities	32
Item 7.	Management's Discussion and Analysis of Financial Condition and Results of Operations:	
	Forward-Looking Statements	33
	Executive Overview	35
	Basis of Reporting	37
	Critical Accounting Estimates	38
	Balance Sheet Review	42
	Results of Operations	47
	Segment Results - Group Reporting Basis	52
	Credit Quality	58
	Liquidity and Capital Resources	66
	Fair Value	70
	Risk Management	72
	Glossary of Terms	89
	Consolidated Average Balances and Interest Rates	91
Item 7A.	Quantitative and Qualitative Disclosures about Market Risk	92
Item 8.	Financial Statements and Supplementary Data:	
	Report of Independent Registered Public Accounting Firm (PCAOB ID 238)	93
	Consolidated Financial Statements	95
	Notes to the Consolidated Financial Statements	102
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	199
Item 9A.	Controls and Procedures	199
Item 9B.	Other Information	199
Item 9C.	Disclosure Regarding Foreign Jurisdictions that Prevent Inspections	201

Part/Item No.		Page
Part III		
Item 10.	Directors, Executive Officers and Corporate Governance	201
Item 11.	Executive Compensation	201
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	201
Item 13.	Certain Relationships and Related Transactions, and Director Independence	201
Item 14.	Principal Accounting Fees and Services	202
Part IV		
Item 15.	Exhibits and Financial Statement Schedules	203
Item 16.	Form 10-K Summary	204
	Signatures	205

PART I**Item 1. Business**

Organization

HSBC USA Inc. ("HSBC USA") is incorporated under the laws of the State of Maryland and is a wholly-owned subsidiary of HSBC North America Holdings Inc. ("HSBC North America"), which is an indirect wholly-owned subsidiary of HSBC Holdings plc ("HSBC" and, together with its subsidiaries, "HSBC Group"). HSBC USA's principal business is to act as a holding company for its subsidiaries. In this Form 10-K, HSBC USA and its subsidiaries are referred to as "HUSI," "we," "us" and "our."

HSBC Group

HSBC Group aims to be the leading international bank helping personal, wealth and corporate clients thrive through its deep heritage and is a leading provider of transactional banking products and services with a geographical network which provides clients and investors access to what it believes are the most attractive growth opportunities. HSBC Group's ambition is to be the preferred and most trusted international financial partner and create shareholder value.

HSBC North America Operations

HSBC North America is the holding company for HSBC Group's operations in the United States. The principal subsidiaries of HSBC North America at December 31, 2024 were HSBC USA, HSBC Markets (USA) Inc. ("HMUS"), a holding company for certain subsidiaries primarily associated with global banking and markets businesses, and HSBC Technology & Services (USA) Inc. ("HTSU"), a provider of information technology and centralized operational and support services including risk management, compliance, operations, finance, tax, legal, human resources, corporate affairs and other services shared among the subsidiaries of HSBC North America and the HSBC Group. HSBC USA's principal U.S. banking subsidiary is HSBC Bank USA, National Association (together with its subsidiaries, "HSBC Bank USA"). Under the oversight of HSBC North America, HUSI works with its affiliates to maximize opportunities and efficiencies in HSBC Group's operations in the United States. These affiliates do so by providing each other with, among other things, alternative sources of liquidity to fund operations and expertise in specialized corporate functions and services through the pooling of resources within HTSU to provide shared, allocated support functions to all of HSBC North America's subsidiaries. In addition, clients of HSBC Bank USA and other affiliates are investors in debt issued by HSBC USA and/or HSBC Bank USA, providing significant sources of liquidity to both entities. HSBC Securities (USA) Inc. ("HSI"), a registered broker dealer and a subsidiary of HMUS, generally leads or participates as underwriter of all HUSI domestic issuances of term debt. While neither HSBC USA nor HSBC Bank USA has received advantaged pricing, the underwriting fees and commissions paid to HSI historically have benefited the HSBC Group.

HSBC USA Operations

In support of HSBC Group's strategy, during 2024, our U.S. operations were focused on the core activities of our global businesses and a Corporate Center, as discussed below, and the positioning of our activities to be the leading international banking partner in the United States.

- Our Wealth and Personal Banking ("WPB") business provides a range of banking and wealth products and services to individuals and entities, including globally connected affluent, high net worth and ultra-high net worth individuals and their families, focusing on internationally-minded customers in large metropolitan centers on the West and East coasts.
- Our Commercial Banking ("CMB") business serves corporate and business banking clients, focused on selected large cities with strong international trade ties.
- Our Global Banking and Markets ("GBM") business serves top-tier multinational clients across the Americas and globally.
- Our Corporate Center ("CC") comprises certain centralized activities and functions in order to better reflect the way we manage our businesses.

HSBC Bank USA, HSBC USA's principal U.S. banking subsidiary, is a national banking association. Through HSBC Bank USA, we offer our customers a wide range of commercial and consumer banking products and related financial services. HSBC

Bank USA is also an international dealer in derivative instruments denominated in U.S. dollars and other currencies, focusing on structuring transactions to meet clients' needs.

HSBC USA also owns a nationally chartered limited purpose bank subsidiary, HSBC Trust Company (Delaware), National Association ("HTCD"), the primary activities of which are providing personal trust services. The impact of HTCD's operations on HSBC USA's consolidated balance sheets and results of operations for the years ended December 31, 2024, 2023 and 2022 was not material.

At December 31, 2024, we had approximately 419 thousand customers, some of whom are customers of more than one of our businesses. Customers in the states of California and New York accounted for 48 percent and 27 percent, respectively, of our outstanding residential mortgage loans.

We report financial information to our ultimate parent, HSBC, in accordance with HSBC Group accounting and reporting policies, which apply International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board ("IASB"). As a result, our segment results are prepared and presented using financial information prepared on the basis of HSBC Group's accounting and reporting policies ("Group Reporting Basis"). We continue, however, to monitor capital adequacy and report to regulatory agencies in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). For additional financial information relating to our business and operating segments, as well as a summary of the significant differences between U.S. GAAP and the Group Reporting Basis as they impact our results, see Note 25, "Business Segments," in the accompanying consolidated financial statements.

Wealth and Personal Banking Our WPB business segment provides a range of banking and wealth products and services to individuals and entities through our wealth centers and online channels as well as dedicated relationship managers and centralized teams. Banking and certain exempt securities services are provided through HSBC Bank USA, brokerage and investment advisory services and annuities are provided through our affiliate HSI and additional insurance products are offered through the bank's subsidiary, HSBC Insurance Agency (USA) Inc. These services include asset-driven services, such as credit and lending; liability-driven services, such as deposit taking; and account services and fee- or commission-driven services, such as investment advisory and securities brokerage; as well as the sale of certain third-party insurance solutions. WPB is focused on growing its wealth and banking business in key urban centers with strong international connectivity across the United States, including New York City, Los Angeles, San Francisco, Seattle, Miami and Washington, D.C. WPB serves globally connected affluent, high net worth and ultra-high net worth individuals and entities with a focus on multi-generational families, business executives and entrepreneurs who require sophisticated solutions to help meet their most complex needs domestically and abroad, with many customers sourced in collaboration with our other business lines. WPB works with these customers to provide tailored, coordinated and innovative ways to manage and preserve wealth while seeking to optimize returns by offering a wide range of products and services, including banking, liquidity management, investment services, custody, tailored lending, trust and fiduciary services, insurance, family wealth and philanthropy advisory services.

Commercial Banking The goal of our CMB business segment is to be the banking partner of choice for international businesses building on our rich heritage, international capabilities and customer relationships to enable global connectivity. CMB strives to execute this vision and strategy by focusing on key markets with high concentrations of international connectivity. Our CMB segment serves the markets through three client groups, notably Corporate, Business Banking and Innovation Banking. Supporting our three client groups is our International Subsidiary Banking team, which provides solutions to international subsidiaries operating in the United States. We also have a specialized Commercial Real Estate group, which focuses on selective business opportunities in markets where we have strong portfolio expertise. Our Innovation Banking team supports a broad range of innovation economy companies across all stages of growth in technology, life sciences, and healthcare, and their investors. Through the HSBC Group's global network of specialist expertise and capabilities, we are connecting innovation centers like Boston, New York and the San Francisco Bay area, with start-up innovation hubs like Israel, the United Kingdom ("U.K.") and Hong Kong.

This structure allows us to align our resources in order to efficiently deliver suitable products and services based on our clients' needs and abilities. Global Payments Solutions ("GPS"), Global Trade Solutions ("GTS"), Lending and Transaction Management, Global Banking and Markets and Securities Services are key product groups with which CMB partners to deliver the global connections and related products and services required by customers. Whether it is through commercial centers or via HSBC*net*, our online banking channel, CMB provides customers with the products and services needed to grow their businesses internationally and delivers those products and services through its relationship managers who operate within a robust, customer focused compliance and risk culture, and collaborate across HSBC Group to capture a larger percentage of a relationship.

Global Banking and Markets Our GBM business supports HSBC's global strategy by leveraging the HSBC Group's advantages and scale, strength in developed and emerging markets and product expertise in order to focus on delivering international products to U.S. clients and local products to international clients, with New York as the hub for the Americas business. GBM provides tailored financial solutions to major government, corporate and institutional clients. GBM clients are

served by sector-focused teams that bring together relationship managers and product specialists to develop financial solutions that meet individual client needs. With a focus on providing client connectivity between the emerging markets and developed markets, GBM aims to develop a comprehensive understanding of each client's financial requirements with a long-term relationship management approach. In addition to GBM clients, GBM also provides financial solutions to WPB and CMB clients where those clients have needs that require the product set that GBM has available.

Our GBM business is comprised of three distinct operating segments:

- Global Banking ("GB") provides banking and financing advice and solutions for sovereign, corporate and institutional clients, including loans, working capital, GTS product and service offerings, GPS product and service offerings, leveraged and acquisition finance, real assets and structured finance, mergers and acquisitions advisory, as well as capital raising in the debt and equity capital markets.
- Markets and Securities Services ("MSS") provides 24-hour coverage and knowledge of world-wide local markets, including services in credit and rates, foreign exchange, precious metals, equities and securities services. MSS includes revenues for certain products and services sold to GB clients that are not reflected in the GB segment. For certain derivative activities, MSS receives performance fees associated with trading activity booked on the balance sheet of HSBC Bank plc.
- Global Banking and Markets Other ("GBM Other") includes activities performed on behalf of other HSBC affiliates, allocated Markets Treasury and certain corporate funding and liquidity charges not assigned to products.

Corporate Center Our CC segment includes certain corporate function and technology costs, certain debt issued for which fair value option accounting was elected and related derivatives, certain affiliate transactions, certain investments held for Community Reinvestment Act purposes, tax credit investments, adjustments to the fair value of HSBC shares held for stock plans and, beginning in 2023, Federal Deposit Insurance Corporation special assessment fees. Prior to 2023, our CC segment also included certain costs incurred related to our strategic plan to restructure our operations which was completed in 2022, primarily consisting of lease impairment and other related costs as well as support service project costs and severance costs allocated to us from HTSU and other HSBC affiliates.

Our Markets Treasury function is responsible for managing liquidity and funding under the supervision of our Asset and Liability Management Committee. Markets Treasury also manages our structural interest rate position within a limit structure. The majority of the liquidity is invested in interest bearing deposits with Federal Reserve banks and U.S. Government and other high quality securities. Markets Treasury is permitted to use derivatives as part of its mandate to manage interest rate risk. Derivative activity comprises predominantly the use of interest rate swaps which are part of cash flow hedging relationships. Credit risk in Markets Treasury is predominantly limited to short-term exposure created by exposure to banks as well as high quality sovereigns or agencies which constitute the majority of their liquidity portfolio. Markets Treasury income statement and balance sheet results are allocated to each of the global businesses based upon tangible equity levels and levels of any surplus liabilities.

2025 Organizational Structure Update In October 2024, HSBC announced that it was simplifying the HSBC Group's organizational structure to accelerate delivery against its strategic priorities. While HSBC's strategic priorities remain unchanged, the organizational structure changes will reduce the duplication of processes and decision making built into the current structure and will result in greater alignment in serving customers. Effective January 1, 2025, the HSBC Group operates through four businesses: Hong Kong, United Kingdom, Corporate and Institutional Banking ("CIB"), and International Wealth and Premier Banking ("IWPB"). As a result, beginning in the first quarter of 2025, we will combine our CMB and GBM businesses to create a single CIB business, and we will rename our WPB business IWPB. Therefore, we expect CIB and IWPB along with the CC will be our reportable segments beginning in the first quarter of 2025.

Funding

We fund our operations using a diversified deposit base, supplemented by issuing short-term and long-term unsecured debt, secured financing repurchase agreements utilizing High Quality Liquid Assets ("HQLA"), accessing the Federal Home Loan Bank of New York, issuing preferred equity, and, as necessary, receiving capital contributions from our parent, HSBC North America. Emphasis is placed on maintaining stable deposit balances. In 2024, our primary source of funds continued to be deposits, augmented by issuances of commercial paper, securities sold under repurchase agreements, federal funds purchased and term debt.

Numerous factors, both internal and external, may impact our access to, and the costs associated with, both retail and wholesale sources of funding. These factors may include our debt ratings, overall economic conditions, overall capital markets volatility, the counterparty credit limits of investors to the HSBC Group, and our management of the credit risks inherent in our business and customer base.

A detailed description of our sources and availability of funding are set forth in the "Liquidity and Capital Resources" section of Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A").

The cash generated by these funding sources is primarily used to service our debt obligations, originate new loans, purchase investment securities, pay preferred dividends and, as available and appropriate, pay common dividends or common distributions to our parent.

Human Capital

At December 31, 2024, we had 2,106 employees. We rely heavily on Human Resource ("HR") services provided by an affiliate, HTSU, which supports our HR related activities including HR Operations, Performance and Reward, Learning and Talent Development, Resourcing and Onboarding, and Employee Relations while working with our business segments and support functions to help achieve our business objectives.

By focusing on employee well-being, inclusion, and engagement, as well as building our peoples' skills and capabilities for now and for the future, we aim to create an environment where our people can fulfill their potential. We use confidential surveys to assess progress and make changes in response to issues raised in the surveys. We promote a collaborative culture where our people feel connected, supported to speak up and where our leaders encourage feedback. Where we make organizational changes, we support our people through the change.

How we listen to our employees We capture our employees' views and engage in dialogue with employees based on their feedback on a range of topics, such as our strategy, culture, behavior, well-being, benefits, pay, performance, and working environment through our annual employee survey, Snapshot. Results are presented to the U.S. Executive Committee, the Board of Directors, as well as the Group Executive Committee and relevant management committees. Beginning January 1, 2025, the U.S. Executive Committee and the Group Executive Committee were simplified and renamed the U.S. Operating Committee and the Group Operating Committee, respectively.

When things go wrong HSBC Confidential is a global whistleblowing platform that enables our people, past and present, to raise concerns in confidence. We do not condone or tolerate any acts of retaliation against those who raise concerns.

Whistleblowing concerns are investigated thoroughly and independently. Remedial action, taken where appropriate, includes disciplinary action, dismissal, and adjustments to variable pay and performance ratings.

We rely on our employees to deliver fair outcomes for our customers while acting with integrity in the financial markets. A high standard of personal conduct is critical to our ability to live up to this commitment and ensure a healthy working environment. We manage misconduct by taking action, as appropriate, up to and including dismissal. We report on cases of misconduct on a regular basis to management committees. Bullying and harassment of any type are not tolerated, and we have strict processes to manage this behavior.

Remuneration Our pay and performance strategy aims to reward competitively the achievement of long-term sustainable performance to attract and motivate the best people, regardless of gender, ethnicity, age, disability or any other factor unrelated to performance or experience, while performing their role in the long-term interests of our stakeholders.

The quality and commitment of our employees is fundamental to our success and, accordingly, we aim to attract, retain, and motivate them. As trust and relationships are vital in our business, our goal is to recruit those who are committed to a long-term career with us.

Certain employees participate in HSBC's Employee Stock Purchase Plan and Restricted Share Plan. See Note 21, "Share-Based Plans," in the accompanying consolidated financial statements for further detail.

Inclusion and Culture We are committed to a company-wide approach to inclusion and culture that values difference. We want to embrace our employees' diverse ideas, styles, and perspectives to understand our customers, communities, suppliers, and investors. HSBC's Global Principles outline that our employees must treat each other with dignity and respect, creating an inclusive culture to support equal opportunities. We do not tolerate discrimination, bullying, harassment, or victimization. Our U.S. Executive Committee members are responsible for our inclusion and culture agenda.

We review our pay practices internally and with independent third parties and adjust if pay differences are identified that are not due to objective, tangible reasons such as performance or skills and experience. We have a gender pay gap that is driven by the composition of our workforce as there continues to be more men than women in senior, high-paid roles, and more women in junior roles.

Our employees are encouraged to participate in our Employee Resource Groups ("ERGs"). The ERGs are voluntary, company-endorsed employee groups dedicated to fostering an inclusive work environment within the context of our mission, values, goals, business parameters and objectives. In addition, ERGs not only support organizational inclusion and culture efforts, but

identify and lobby for initiatives that will improve the sense of belonging for its members. ERGs are invaluable in providing the organization with feedback from employees to decision-makers and serve as a touch point for engaging all employees inclusively.

Learning and skills development We understand that to have a skilled and capable workforce for today and the future, we must invest in our employees at all stages of their careers. We measure our success through our retention, engagement scores, internal mobility, and from external recognition.

We provide training through HSBC University, our online learning portal and global network of training centers. HSBC University assists our employees in developing technical and role-based skills, as well as personal skills. We put a strong emphasis on leadership skills to foster a culture of curiosity, innovation, collaboration, and performance. Our required training has a strong foundation in good conduct, with topics including managing non-financial risk, data privacy, cybersecurity, anti-money laundering, sanctions, anti-bribery and corruption, insider risk, competition law, raising concerns, workplace harassment and well-being. We also introduced a range of self-directed resources and workshops to improve people manager skills, team cohesion, performance, and future skills.

We require mandatory training on our values, strategy, and approach to risk management. This helps keep our people aware of the risks we face so they can make better decisions to grow our business in a safe way.

Building for the future Developing our future leaders is critical to our long-term success. The U.S. Executive Committee dedicates time to articulate the current and future capabilities required to deliver the business strategy and identify successors for our most critical roles. Successors then undergo robust assessment and participate in our executive development programs, which have been designed and delivered in collaboration with some of the world's best business schools. Potential successors for senior roles also benefit from coaching and mentoring and are moved into roles that will build their skills and capabilities.

Developing core skills Our suite of manager training and skills development focus on the skills that we believe are most important to ensure HUSI is fit for the future - leading and supporting teams through change. Our managers are the critical link to supporting individuals and teams.

Risk management remains central to development at HSBC and is part of our mandatory training for all colleagues. For colleagues in roles at higher risk of exposure to financial wrongdoing, we provide more in-depth training on financial risks such as money laundering, sanctions, bribery, and corruption. We also have programs and resources to address specific areas of risk, such as those relating to the management of third-party suppliers.

Our cyber hub brings together training, insights, events, and campaigns to provide a one-stop shop on how to combat cyber-crime. We support leaders and model developers with training that helps them understand and apply our principles on the ethical use of big data and artificial intelligence.

Our sustainability academy provides learning for all to better understand HSBC Group's climate strategy, educate on climate awareness, and provide sustainability resources specific to each business area.

Health and safety We are committed to providing a safe and healthy working environment for everyone. We strive to ensure the best health and safety management practices are adopted across HUSI.

Supporting our employees through organizational change To ensure we have the right roles in the right locations, our businesses regularly re-evaluate their structures. We strive to support colleagues closely through all organizational change, which will include those who will be affected by our business update. Our focus is to prioritize retention of our employees through mechanisms such as redeployment. When redundancies are necessary, we seek to treat people fairly and responsibly. We use objective and appropriate selection criteria for redundancies. We prohibit selection on grounds linked to personal characteristics, for example gender, race, age or having raised past concerns. Additionally, we provide employees access to resources via employee assistance programs and career transition services.

Regulation and Competition

Regulation We are subject to, among other things, an extensive statutory and regulatory framework applicable to bank holding companies ("BHCs"), financial holding companies and banks. U.S. regulation of banks, BHCs and financial holding companies is intended primarily for safety and soundness of banks, and the protection of the interests of depositors, the Federal Deposit Insurance Fund and the banking system as a whole rather than the protection of security holders and creditors.

Bank Holding Company Supervision As a BHC, we are subject to regulation under the Bank Holding Company Act of 1956, as amended ("BHC Act"), and to inspection, examination and supervision by our primary regulator, the Federal Reserve Board ("FRB"). HSBC USA is also subject to the disclosure and regulatory requirements of the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended (the "Exchange Act"), as administered by the Securities and Exchange Commission (the "SEC").

In addition, the FRB requires certain large non-U.S. banks with significant operations in the United States, such as HSBC, to establish a single intermediate holding company ("IHC") to hold all of their U.S. bank and non-bank subsidiaries. The HSBC Group operates in the United States through such an IHC structure (i.e., HSBC North America).

Financial Holding Company Regulation HSBC USA and its parent HSBC North America qualified as financial holding companies pursuant to the amendments to the BHC Act effected by the Gramm-Leach-Bliley Act of 1999 ("GLB Act"). Financial holding companies may engage in a broader range of activities than BHCs. Under regulations implemented by the FRB, if any financial holding company, or any depository institution controlled by a financial holding company, ceases to meet certain capital or management standards, the FRB may impose corrective capital and/or managerial requirements on the financial holding company and place limitations on its ability to conduct the broader financial activities permissible for financial holding companies. In addition, the FRB may require divestiture of the holding company's depository institutions or its affiliates engaged in broader financial activities in reliance on the GLB Act if the deficiencies persist. The regulations also provide that if any depository institution controlled by a financial holding company fails to maintain a satisfactory rating under the Community Reinvestment Act of 1977 (the "CRA"), as amended, the FRB must prohibit the financial holding company and its subsidiaries from engaging in any additional activities other than those permissible for BHCs that are not financial holding companies.

Under the FRB supervisory rating system, IHCs and large BHCs with \$100 billion or more in total consolidated assets, including HSBC North America and HSBC USA, receive separate ratings from the FRB for (i) capital planning and positions, (ii) liquidity risk management and positions, and (iii) governance and controls. A covered BHC that receives a deficient rating for any of the three components is not considered to be "well managed."

We are generally prohibited under the BHC Act from acquiring, directly or indirectly, ownership or control of more than 5 percent of any class of voting shares of, or substantially all the assets of, or exercising control over, any U.S. bank, BHC or many other types of depository institutions and/or their holding companies without the prior approval of the FRB and, potentially, other U.S. banking regulatory agencies.

The GLB Act and the regulations issued thereunder contain a number of other provisions that affect our operations and those of our subsidiary banks, including regulations and restrictions on the activities we may conduct and the types of businesses and entities we may acquire. Furthermore, other provisions contain detailed requirements relating to the financial privacy of consumers. In addition, the so-called 'push-out' provisions of the GLB Act removed the blanket exemption from registration for securities and brokerage activities conducted in banks (including HSBC Bank USA) under the Exchange Act. Applicable regulations allow banks to continue to avoid registration as a broker or dealer only if they conduct securities activities that fall within a set of defined exemptions.

Consumer Regulation Our consumer businesses operate in a highly regulated environment. The Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (the "Dodd-Frank Act" or "Dodd-Frank") created the Consumer Financial Protection Bureau (the "CFPB"), which has a broad range of powers to administer and enforce a federal regulatory framework of consumer financial regulation, including the authority to regulate credit, savings, payment and other consumer financial products and services and providers of those products and services. The CFPB has the authority to issue regulations to prevent unfair, deceptive or abusive acts or practices in connection with consumer financial products or services and to ensure features of any consumer financial products or services are fully, accurately and effectively disclosed to consumers. The CFPB also has authority to examine large banks, including HSBC Bank USA, and their affiliates for compliance with those regulations. Our consumer lending businesses are also subject to additional laws relating to consumer protection including, without limitation, fair lending, fair debt collection practices, mortgage loan origination and servicing obligations, bankruptcy, military service member protections, use of credit reports, privacy matters, and disclosure of credit terms and correction of billing errors. Local, state and national regulatory and enforcement agencies continue efforts to address perceived problems within the mortgage lending and credit card industries through broad or targeted legislative or regulatory initiatives aimed at lenders' operations in consumer lending markets. There continues to be a significant amount of legislative and regulatory activity, nationally, locally and at the state level, designed to limit certain lending practices while mandating certain servicing procedures. Federal bankruptcy and state debtor relief and collection laws, as well as the Servicemembers Civil Relief Act affect the ability of banks, including HSBC Bank USA, to collect outstanding balances.

Supervision of Bank Subsidiaries Our subsidiary national banks, HSBC Bank USA and HTCD, are subject to regulation and examination primarily by the Office of the Comptroller of the Currency ("OCC"). These subsidiary banks are subject to additional regulation and supervision by the Federal Deposit Insurance Corporation ("FDIC"), the FRB and the CFPB. HSBC Bank USA and HTCD are subject to banking laws and regulations that place various restrictions and requirements on their activities, investments, operations and administration, including the establishment and maintenance of branch offices, capital and reserve requirements, deposits and borrowings, investment and lending activities, payment of dividends, transactions with affiliates, overall compliance and risk management and numerous other matters.

HSBC Bank USA is subject to the CRA, which imposes affirmative, ongoing obligations on depository institutions to meet the credit needs of their local communities, including low- and moderate-income neighborhoods, consistent with the safe and sound operation of the institution. In October 2023, the federal banking agencies finalized a rulemaking to amend their CRA regulations. The rule significantly expands the number of areas in which a bank is evaluated, materially changes the tests used to evaluate the bank in those areas, and expands the data a bank must collect and report. We are analyzing the effects of the final rule, which could increase HSBC Bank USA's obligations and compliance costs necessary to achieve a "Satisfactory" or "Outstanding" rating under the CRA framework, which factor into the ability of banks to expand and engage in new activities. The rule was effective as of April 1, 2024, but with an extended transition period. Many requirements do not take effect until January 1, 2026 and certain other requirements, including new reporting requirements, are further delayed until January 1, 2027.

Federal law imposes limitations on the payment of dividends by national banks. Dividends payable by HSBC Bank USA and HTCD are limited to the lesser of the amounts calculated under a "recent earnings" test and an "undivided profits" test. Under the recent earnings test, a dividend may not be paid if the total of all dividends declared by a bank in any calendar year is in excess of the current year's net income combined with the retained net income of the two preceding years, unless the national bank obtains the approval of the OCC. Under the undivided profits test, a dividend may not be paid in excess of a bank's undivided profits account. HSBC Bank USA is also required to maintain appropriate amounts of capital against its assets as discussed further in this Annual Report on Form 10-K.

Federal banking laws and regulations apply a variety of requirements or restrictions on insured depository institutions with respect to brokered deposits. For instance, only a "well capitalized" insured depository institution may accept brokered deposits without prior regulatory approval.

The types of activities in which the non-U.S. branches of HSBC Bank USA may engage are subject to various restrictions imposed by the FRB in addition to those generally applicable to HSBC Bank USA under OCC rules. These branches are also subject to the laws and regulatory authorities of the countries in which they operate.

Under longstanding FRB policy, which Dodd-Frank codified as a statutory requirement, HSBC USA is expected to act as a source of strength to its subsidiary banks and, under appropriate circumstances, to commit resources to support each such subsidiary bank in circumstances where it might not do so absent such policy.

Affiliate Transaction Restrictions HSBC Bank USA and HTCD are subject to significant restrictions imposed by federal law on extensions of credit to, and certain other "covered transactions" with HSBC USA or other affiliates. Covered transactions include loans and other extensions of credit, investments and asset purchases, derivatives and certain other transactions involving the transfer of value from, or taking the credit risk by, a subsidiary bank to an affiliate or for the benefit of an affiliate. Dodd-Frank expanded these affiliate transaction restrictions to include as a covered transaction the credit exposure of a bank to an affiliate arising from a derivative, securities lending/borrowing or repurchase transaction with an affiliate. The FRB has yet to propose rules to implement these revisions. A bank's transactions with its non-bank affiliates are also generally required to be on arm's length terms. Certain Edge Act subsidiaries of HSBC Bank USA are limited in the amount of funds they can provide to other affiliates including their parent. Amounts above their level of invested capital generally must be secured with cash or U.S. government securities.

Unless an exemption applies, or a specific waiver is granted by the FRB, covered transactions by a bank with a single affiliate are limited to 10 percent of the bank's capital and surplus, and all covered transactions with affiliates in the aggregate are limited to 20 percent of a bank's capital and surplus. Loans and extensions of credit to affiliates by a bank generally are to be secured in specified amounts with cash or U.S. government securities.

Regulatory Capital and Liquidity Requirements As a financial services holding company, we are subject to regulatory capital rules issued by U.S. banking regulators including Basel III (the "Basel III rule"). A bank or BHC's failure to meet minimum capital requirements can result in certain mandatory actions and possibly additional discretionary actions by its regulators. Generally, BHC regulatory capital compliance is performed at a consolidated level within the United States at HSBC North America, our parent, and also separately for HSBC Bank USA. However, we do present HSBC USA's capital ratios in "Liquidity and Capital Resources" in our MD&A, as well as, together with HSBC Bank USA's, in Note 26, "Retained Earnings and Regulatory Capital Requirements," of the accompanying consolidated financial statements. Our ultimate parent, HSBC, is also subject to regulatory capital requirements under U.K. law.

Basel III Overview The Basel III rule establishes minimum capital ratios and overall capital adequacy standards for banks and BHCs. HSBC North America, HSBC USA and HSBC Bank USA each calculate their risk-based capital requirements for credit risk under the Standardized Approach in the Basel III rule. To be categorized as "well capitalized" under the Basel III rule, a banking institution must maintain capital equal to or in excess of the ratios reflected in the table included in Note 26, "Retained Earnings and Regulatory Capital Requirements," of the accompanying consolidated financial statements and must not be subject to a directive, order or written agreement to meet and maintain specific capital levels. The federal bank regulatory

agencies may, however, set higher capital requirements for an individual bank or BHC when particular circumstances warrant. Under the Basel III rule, all banking organizations are subject to a minimum Tier 1 leverage ratio of 4 percent. Additionally, certain banking organizations are subject to a supplementary leverage ratio ("SLR") of 3 percent (calculated as the ratio of Tier 1 capital to total leverage exposure, which includes balance sheet exposures plus certain off-balance sheet items) and a countercyclical capital buffer (when in effect) of up to 2.5 percent in addition to the capital conservation buffer discussed further below.

Tailoring Rules In 2019, the FRB and the other federal banking agencies jointly finalized rules to implement the Economic Growth, Regulatory Relief and Consumer Protection Act that tailor the application of the enhanced prudential standards for large BHCs and foreign banking organizations (the "Tailoring Rules"). The Tailoring Rules assign each BHC and IHC with \$50 billion or more in total U.S. assets into one of five classifications (Categories I through IV, and 'other firms') based on its relative size and complexity and assessed on asset size, cross-jurisdictional activity, reliance on short-term wholesale funding, nonbank asset size, and off-balance sheet exposures. Under the Tailoring Rules, HSBC North America and HSBC Bank USA are subject to Category IV standards and are not subject to the SLR or the countercyclical capital buffer.

HSBC USA and HSBC Bank USA are required to maintain minimum capital ratios as follows:

	Common Equity Tier 1 Ratio	Tier 1 Capital Ratio	Total Capital Ratio	Tier 1 Leverage Ratio
Regulatory minimum ratio	4.5%	6.0%	8.0%	4.0%
Plus: Capital conservation buffer requirement	2.5%	2.5%	2.5%	-
Regulatory minimum ratio plus capital conservation buffer	7.0%	8.5%	10.5%	4.0%

Currently, HSBC USA and HSBC Bank USA hold capital in excess of these regulatory minimums plus a fixed 2.5 percent capital conservation buffer. If our risk-based capital ratios were to fall to levels within the capital conservation buffer, we would become subject to increasing restrictions on our capital distributions and discretionary bonus payments.

In 2023, U.S. banking regulators proposed changes to the regulatory capital rules applicable to U.S. banks, BHCs and IHCs with total consolidated assets of \$100 billion or more that were intended to be broadly consistent with revisions to Basel III finalized by the Basel Committee on Banking Supervision in 2017. The future of this proposal is highly uncertain.

We continue to review the composition of our capital structure in light of these developments.

Capital Planning and Stress Testing The FRB requires certain U.S. top-tier BHCs and IHCs, including HSBC North America, to comply with the FRB's capital plan rule and Comprehensive Capital Analysis and Review ("CCAR") program, as well as the supervisory stress tests conducted by the FRB. These stress tests are forward looking exercises to assess the impact of hypothetical macroeconomic baseline and severely adverse scenarios provided by the FRB on the financial condition and capital adequacy of a CCAR firm over a nine quarter planning horizon. As a Category IV firm, HSBC North America is subject to supervisory stress testing on a biennial basis, and it may opt-in to such testing in an "off year" in order to recalibrate its stress capital buffer ("SCB") which is discussed further below. The FRB continues to supervise Category IV firms on an ongoing basis, including evaluation of the capital adequacy and capital planning processes during off-cycle years. HSBC Bank USA is not subject to the OCC's stress testing requirements, which require national banks with \$250 billion or more in total assets to conduct company-run stress tests.

As part of the CCAR process, the FRB undertakes a supervisory assessment of the capital adequacy of CCAR firms, including HSBC North America, based on a review of a comprehensive capital plan submitted by each participating BHC to the FRB that describes the company's planned capital actions during the nine quarter review period, as well as the results of stress tests conducted by the FRB under different hypothetical macroeconomic scenarios, including a supervisory baseline scenario and severely adverse scenarios provided by the FRB.

The FRB has modified the static capital conservation buffer for CCAR firms to incorporate an institution-specific SCB which is floored at 2.5 percent. The SCB equals (i) a firm's projected decline in common equity tier 1 under the supervisory severely adverse stress testing scenario plus (ii) one year of planned common stock dividends and is recalibrated based on the results of a firm's most recent supervisory stress test. HSBC North America continues to review the composition of its capital structure in light of this rule. HSBC North America submitted its 2024 CCAR capital plan in April 2024. In June 2024, the FRB publicly disclosed its supervisory stress test results for all CCAR firms, including HSBC North America, and the results are incorporated into the stress capital buffer for HSBC North America. The SCB applies only to HSBC North America; HSBC USA and HSBC Bank USA remain subject to the static 2.5 percent capital conservation buffer.

Liquidity Risk Management The Basel Committee has adopted two required liquidity metrics: the liquidity coverage ratio ("LCR"), designed to be a short-term measure to ensure banks have sufficient HQLA to cover net stressed cash outflows over

the next 30 days, and the net stable funding ratio ("NSFR"), which is a longer term measure with a 12-month time horizon to ensure a sustainable maturity structure of assets and liabilities.

Certain U.S. banking organizations, including HSBC North America, are subject to the U.S. LCR rule, and both HSBC North America and HSBC Bank USA calculate and report their LCR to U.S. regulators on a daily basis. Under the Tailoring Rules, a 70 percent LCR requirement applies to Category IV firms with weighted short-term wholesale funding that equals or exceeds \$50 billion. As a result, a LCR of 100 percent or higher reflects an unencumbered HQLA balance that is equal to or exceeds 70 percent of a Category IV firm's liquidity needs for a 30 calendar day liquidity stress scenario.

Certain large banking organizations, including HSBC North America, are also subject to the U.S. NSFR rule, and both HSBC North America and HSBC Bank USA calculate and report their NSFR to U.S. regulators. Under the Tailoring Rules, a 70 percent NSFR requirement applies to Category IV firms with weighted short-term wholesale funding that equals or exceeds \$50 billion. As a result, a NSFR of 100 percent or more reflects an available stable funding balance from liabilities and capital over the next 12 months that is equal to or exceeds 70 percent of a Category IV firm's required amount of stable funding for assets and off-balance sheet exposures.

As a Category IV firm, HSBC North America is subject to liquidity stress testing and related liquidity buffer and liquidity risk management requirements.

Long-Term Debt and TLAC The U.S. IHCs of non-U.S. global systemically important banks ("G-SIBs"), including HSBC North America, must maintain minimum amounts of total loss-absorbing capacity ("TLAC"), which includes minimum levels of Tier 1 capital and long-term debt satisfying certain eligibility criteria, and a related TLAC buffer. The TLAC rules also include 'clean holding company requirements' that impose limitations on the types of financial transactions that HSBC North America may engage in. HSBC North America maintains long-term debt to support compliance with the TLAC rules and will continue to assess if additional long-term debt is needed to remain compliant in future periods.

In August 2023, U.S. banking regulators released a proposal that would require certain U.S. banks, BHCs and IHCs to issue and maintain long-term debt to improve resolvability. If adopted as proposed, HSBC Bank USA and HTCD would be required to issue minimum levels of internal long-term debt to either HSBC USA or HSBC North America, phased-in over a three-year period. HSBC North America is already subject to long-term debt and TLAC requirements as an IHC of a non-U.S. G-SIB.

U.S. Resolution Planning Large international banks, such as HSBC (generally with regard to its U.S. operations), and large insured depository institutions, such as HSBC Bank USA, are required to file resolution plans identifying, among other things, material subsidiaries and core business lines and describing what strategy would be followed to resolve the institution in the event of significant financial distress, including identifying how insured bank subsidiaries would be adequately protected from risk created by other affiliates. The failure to cure deficiencies in a resolution plan would enable the FRB and the FDIC, acting jointly, to impose more stringent capital, leverage or liquidity requirements, or restrictions on growth, activities or operations and, if such failure persists, require the divestiture of assets or operations.

Under the FRB and FDIC rule implementing the resolution planning requirements for depository institution holding companies (the "SIFI Plan") in the Dodd-Frank Act, HSBC is required to file a SIFI Plan every three years. HSBC's last SIFI Plan was a targeted resolution plan submitted in December 2021. The FRB and FDIC provided feedback on this targeted plan in December 2022. The FRB and FDIC did not identify any shortcomings or deficiencies as a result of this review of HSBC's 2021 targeted plan, but noted areas where further progress will help improve HSBC's preparation for a rapid and orderly resolution of its U.S. subsidiaries and operations that may be addressed in HSBC's next plan submission. As the combined U.S. operations of HSBC moved from Category III to Category IV shortly after its last submission, it is now a triennial reduced filer, which requires the submission of reduced plans every three years. The next SIFI Plan submission is due on July 1, 2025. Under the FDIC's separate resolution plan requirements for insured depository institutions (the "IDI Plan"), banks with \$100 billion or more in total consolidated assets, including HSBC Bank USA, are required to submit IDI Plans. HSBC Bank USA submitted its latest IDI Plan in December 2022. In June 2024, the FDIC issued a final rule to amend its existing resolution planning requirements for insured depository institutions. Under the final rule, banks with \$100 billion or more in total consolidated assets that are not affiliated with U.S. G-SIBs, including HSBC Bank USA, are required to submit a full resolution plan every three years and an interim supplement in each intervening year, and are subject to increased submission content requirements and expanded engagement and capabilities testing with the FDIC. HSBC Bank USA's next submission will be an interim supplement which is due on or before July 1, 2025, while its next full resolution plan submission is due on or before July 1, 2026. The FRB has also separately established a framework for recovery plans, although HSBC is not currently required to submit a recovery plan to U.S. regulators unless specifically requested to do so.

The OCC also recently finalized revisions to its recovery planning guidelines, which included lowering the threshold of banks to which it applies from \$250 billion to \$100 billion average total consolidated assets. HSBC Bank USA now becomes subject to these requirements and must comply with most aspects of the revised rule by January 1, 2026.

Non-U.S. Regulatory Capital and Liquidity Requirements HSBC North America and HSBC USA also continue to support HSBC's implementation of the Basel III framework, as adopted by the U.K. Prudential Regulation Authority. We supply data regarding credit risk, operational risk and market risk to support HSBC's regulatory capital and risk-weighted asset calculations and information relevant to HSBC's compliance with applicable liquidity requirements.

General Our capital resources are summarized under "Liquidity and Capital Resources" in MD&A. Capital amounts and ratios for HSBC USA and HSBC Bank USA are summarized in Note 26, "Retained Earnings and Regulatory Capital Requirements" of the consolidated financial statements. From time to time, bank regulators propose amendments to or issue interpretations of risk-based or leverage capital guidelines. Such proposals or interpretations could, upon implementation, affect reported capital ratios and net risk-weighted assets.

Deposit Insurance Deposits placed at HSBC Bank USA and HTCD are insured by the FDIC, subject to the limitations and conditions of applicable law and the FDIC's regulations. The standard deposit insurance amount is \$250,000 per depositor for each account category. HSBC Bank USA and HTCD are subject to risk based assessments from the FDIC. Such assessments determine the deposit insurance costs paid by HSBC Bank USA and HTCD to the FDIC. While the assessments are generally payable quarterly, the FDIC also has the authority to impose special assessments to prevent the Deposit Insurance Fund ("DIF") from declining to an unacceptable level.

In November 2023, the FDIC issued a final rule that imposes a special assessment on certain FDIC-insured banks, including HSBC Bank USA, to recover the loss to the DIF arising from the protection of uninsured depositors following a determination of systemic risk in connection with the failures of Silicon Valley Bank and Signature Bank. This resulted in additional deposit insurance assessment fees of \$243 million being accrued in 2023. Because the estimated loss to the DIF will be periodically adjusted as actual losses are incurred, the FDIC retains the ability to cease collection early, extend the special assessment collection period beyond the initial eight-quarter collection period, or impose a final shortfall special assessment after the receiverships for the two banks are terminated. During 2024, the FDIC informed banks who are required to fund the shortfall in the DIF that the estimated loss has increased and it projects that the special assessment will be collected for an additional two quarters beyond the initial eight-quarter collection period at a rate that reflects estimated changes in the special assessment. As a result, during 2024, we accrued \$31 million of additional deposit insurance special assessment fees to reflect our updated special assessment amount.

Bank Secrecy Act/Anti-Money Laundering We are subject to a framework of federal laws designed to combat money laundering and financing of terrorism, mainly the Bank Secrecy Act and the USA PATRIOT Act, as well as related regulations issued by the U.S. Department of the Treasury and federal banking regulators (collectively, "AML laws"). AML laws require financial institutions (including insured U.S. depository institutions, U.S.-based branches and agencies of foreign banks, U.S. broker-dealers and various other entities) to implement an AML compliance program that is reasonably designed to prevent money laundering and the financing of terrorism. Programs must include, among other things, policies and procedures to verify their customers' identities, verify the identities of beneficial owners of legal entity customers, conduct customer due diligence and enhanced due diligence on certain customers and monitor for and report on suspicious activity. We are examined for compliance with AML laws by our federal banking regulators.

Cybersecurity The federal banking and financial services regulators issue regulations and cybersecurity guidance intended, among other things, to enhance cyber risk management standards among financial institutions. Financial institutions are expected to design multiple layers of security controls to establish lines of defense and to design their risk management processes to address the risk posed by compromised customer credentials, including various security measures to reliably authenticate customers' accessing internet-based services of the financial institution. Further, a financial institution's management is expected to maintain sufficient business continuity planning processes to enable rapid recovery, resumption and maintenance of the institution's operations after a cyberattack or an outage. A financial institution is also expected to develop appropriate processes to enable recovery of data and business operations and address rebuilding network capabilities and restoring data if the institution, or its critical service providers, is subject to this type of cyberattack or an outage. If we fail to observe applicable regulatory requirements and guidance, we could be subject to various regulatory sanctions, including financial penalties.

The FRB, FDIC, and OCC mandate that a banking organization notify its primary federal regulators within 36 hours of identifying a "computer-security incident" that has or is reasonably likely to disrupt or degrade its (i) ability to carry out banking operations, activities, or processes, or deliver banking products and services to a material portion of its customer base; (ii) business lines, including associated operations, services, functions, and support, that upon failure would result in a material loss of revenue, profit, or franchise value; or (iii) operations, including associated services, functions, and support, the failure or discontinuance of which would pose a threat to the financial stability of the United States.

In July 2023, the SEC adopted disclosure rules and amendments regarding cybersecurity risk management, governance and incident reporting by public companies. Under the SEC disclosure rules, public companies, including HUSI, are required to file a Form 8-K within four business days of determining that it had suffered a material cybersecurity incident, and file amended Form 8-Ks with disclosure updates to the extent certain information remains unknown at the time of the initial filing. The SEC

disclosure rules also include disclosure requirements regarding policies and procedures for the identification and management of cybersecurity risks, oversight and management over cybersecurity risks, and expertise in cybersecurity matters. For more information about our cybersecurity risk management, strategy and governance provided in accordance with the SEC disclosure rules, see Item 1C, "Cybersecurity," in this Annual Report on Form 10-K.

Cybersecurity remains an area of significant regulatory focus, and federal and state regulators have been active in proposing, enacting and enforcing privacy and cybersecurity laws and regulations. In 2024, the Federal Housing Authority and Ginnie Mae issued new cybersecurity notification rules and the Cybersecurity Infrastructure and Security Agency proposed a new cybersecurity notification rule. Additionally, several states, including California, have proposed and are in the process of implementing new or updated cybersecurity regulations. We expect this trend of federal and state-level activity to continue and work continually to monitor applicable developments.

Single-Counterparty Credit Limits The FRB limits credit exposures to single counterparties for large BHCs and IHCs. As a Category IV firm, HSBC North America is not directly subject to these single counterparty credit limits. However, HSBC North America, together with its subsidiaries, could become subject to a separate limit on its exposures to certain unaffiliated systemically important counterparties if its parent, HSBC, cannot certify its compliance with a large exposure regime in the United Kingdom that is consistent with the Basel large exposure framework.

Derivatives Regulation Title VII of the Dodd-Frank Act imposes comprehensive regulation on the over-the-counter ("OTC") derivatives markets, including credit default, equity, foreign exchange and interest rate swaps. Implementation of Title VII is the responsibility of the Commodity Futures Trading Commission ("CFTC") (for swaps based on non-securities underliers or broad-based security indices), the SEC (for swaps based on individual securities and narrow-based security indices, known as "security-based swaps") and, to a lesser extent, U.S. banking regulators (for certain rules applicable to banks). The CFTC has implemented the most significant provisions of Title VII applicable to swaps. In particular, certain swap dealers, including HSBC Bank USA, have registered with the CFTC as swap dealers and become members of the National Futures Association, subjecting them to an extensive array of corporate governance requirements, business conduct standards, reporting requirements, mandatory clearing and trading of certain swaps and other regulatory standards affecting their derivatives businesses.

Also, HSBC Bank USA engages in equity and credit derivatives businesses that are subject to the SEC's jurisdiction to regulate security-based swaps under Title VII of the Dodd-Frank Act. The SEC has finalized the key rules governing the application of Title VII requirements to security-based swap dealers and major security-based swap participants. HSBC Bank USA is registered with the SEC as a security-based swap dealer.

In addition, HSBC Bank USA is subject to the margin rules adopted by the U.S. banking regulators that are applicable to prudentially regulated swap dealers and security-based swap dealers, which impose initial and variation margin requirements to uncleared swaps and security-based swaps between HSBC Bank USA and certain counterparties.

The "Volcker Rule" The Volcker Rule prohibits insured depository institutions and companies affiliated with insured depository institutions (collectively, banking entities) from engaging in short-term proprietary trading of certain securities, derivatives, commodity futures and options for their own account. The Volcker Rule also imposes limits on banking entities' investments in, and other relationships with, hedge funds and private equity funds. The Volcker Rule provides exemptions for certain activities, including market-making, underwriting, hedging, trading in government obligations and organizing and offering hedge funds and private equity funds, subject to certain conditions. A banking entity with significant U.S. trading operations, such as HSBC North America, is required to maintain a detailed compliance program to comply with the restrictions of the Volcker Rule.

Competition The GLB Act eliminated many of the regulatory restrictions on providing financial services in the United States. The GLB Act allows for financial institutions and other providers of financial products to enter into combinations that permit a single organization to offer a complete line of financial products and services. In addition, the Volcker Rule places restrictions on bank-affiliated financial companies' trading activities and private equity and hedge fund investments, which may provide a competitive advantage to financial companies that do not have U.S. banking operations and may impact liquidity in the products and activities in which we engage. We face intense competition in all of the markets we serve, competing with banks and other financial institutions such as insurance companies, commercial finance providers, brokerage firms, investment companies and fintech companies. The financial services industry has experienced consolidation in recent years as financial institutions involved in a broad range of products and services have merged, been acquired or dispersed. This trend is expected to continue and has resulted in, among other things, greater concentrations of deposits and other resources. Competition is expected to continue to be intense given the multiple banks and other financial services companies which offer products and services in our markets, noting that we compete with different banks and financial services companies in different markets, given our strategy.

Corporate Governance and Controls

We maintain a website at www.us.hsbc.com on which we make available, as soon as reasonably practicable after filing with or furnishing to the SEC, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and any amendments to these reports. We have included our website address only as an inactive textual reference and do not intend it to be an active link to our website. Our website also contains our Corporate Governance Guidelines and Charters of standing Board of Directors Committees, including the Audit Committee, the Risk Committee and the Chairman's Committee.

Integrity is the foundation of all our business endeavors and is the result of continued dedication and commitment to high ethical standards in our relationships with each other, with other organizations and with those individuals who are our customers. To that end, we have adopted a US Global Code of Conduct that expresses the principles upon which we operate our business. The US Global Code of Conduct is applicable to all employees, including our CEO, Chief Financial Officer ("CFO") and Chief Accounting Officer (collectively, the "Senior Financial Officers"). In addition to the US Global Code of Conduct, the Senior Financial Officers are subject to the additional policies set forth in the Code of Ethics for Senior Financial Officers, which is intended to supplement the US Global Code of Conduct.

Our US Global Code of Conduct and Code of Ethics for Senior Financial Officers can be found on our corporate website, www.about.us.hsbc.com, under "Investor Relations." Printed copies of this information can be requested at no charge. Requests should be made to HSBC USA Inc., 66 Hudson Boulevard, New York, New York 10001, Attention: Corporate Secretary. We intend to satisfy the disclosure requirements under Item 5.05 of Form 8-K regarding amendments to, or waivers from, certain provisions of the US Global Code of Conduct and Code of Ethics for Senior Financial Officers by posting such information on our website, at the address and location specified above.

Item 1A. Risk Factors

The following discussion provides a description of the most significant risk factors that could affect our businesses, results of operations and financial condition and could cause our results to differ materially from those expressed in public statements or documents. Some of these risk factors are inherent in the financial services industry and others are more specific to our own businesses. There are also other factors besides those discussed below or elsewhere in this Annual Report on Form 10-K that could affect our businesses, results of operations and financial condition and, therefore, the risk factors below should not be considered a complete list of all potential risks that we may face.

Risks related to the Economy, Financial Markets and Interest Rates

Market and economic conditions will continue to affect our businesses, results of operations and financial condition. Our business and earnings are affected by general business, economic and market conditions in the United States and abroad. Given our concentration of business activities in the United States, we are particularly exposed to downturns in the U.S. economy, including housing, high unemployment, the availability of credit and liquidity and reduced economic growth. While the U.S. economy continued to grow in 2024, economic uncertainty remains due to elevated interest rates and the effects from higher inflation. General business, economic and market conditions that could continue to affect us include:

- level of economic growth, including the pace and magnitude of such growth;
- pressure on and changes in consumer and business confidence, spending and behavior;
- fiscal policy;
- volatility in energy prices, including oil and gas prices;
- volatility in credit markets;
- unemployment levels, wage income levels and declines in wealth;
- trends in corporate earnings;
- market value of residential and commercial real estate throughout the United States;
- inflation, monetary supply and monetary policy;
- fluctuations in both debt and equity capital markets in which we fund our operations;
- consequences of unexpected geopolitical events, natural disasters, climate change, outbreaks of contagious disease (such as coronavirus) or acts of war or terrorism;
- trade policy;
- fluctuations in the value of the U.S. dollar;
- movements in short-term and long-term interest rates or a change in the shape of the yield curve;
- increases in interest rates, which may lead to increased delinquencies and loan impairment charges;
- availability of liquidity;
- availability of credit; and
- new laws, regulations or regulatory and law enforcement initiatives.

Although unemployment rates have remained low in 2024, if businesses were to become cautious to hire, lay-off employees or reduce hours for employees, losses could be significant in our consumer loans due to decreased consumer income, which will impact demand for products and services offered by many of our commercial loan clients. In addition, on-going domestic and global policy issues, such as interest rate levels, trade policy and economic sanctions, as well as continued implications from the Russia-Ukraine war and the turmoil in the Middle East will continue to impact the capital markets, trade and corporate earnings which also impacts our commercial loan performance. The sustainability of economic growth will be determined by numerous variables including consumer sentiment, interest rate levels, energy prices, credit market volatility, employment levels and housing market conditions which will impact corporate earnings and the capital markets. In the event economic conditions deteriorate and lead to a recession, there would be a significant negative impact on delinquencies, charge-offs and losses in all loan portfolios with a corresponding impact on our results of operations.

While inflation remained slightly above the FRB's target inflation rate during 2024, the effects from higher inflation remain. The significant increase in inflation from 2021 to 2023 has led to tighter-than expected monetary policy, which in turn, has increased the borrowing costs of our customers and reduced asset prices. If high inflation were to return, it could lead to further increases in the borrowing costs of our customers, making it more difficult for them to repay their loans or other obligations. The higher interest rates needed to tame price pressures could also further reduce asset prices, weaken economic activity and possibly lead to a recession.

A deterioration in business and economic conditions may erode consumer and investor confidence, increase volatility of financial markets, and could also adversely affect our fee-based businesses, including financial planning products and services.

Increased credit risk, including as a result of a deterioration in economic conditions, could require us to increase our provision for credit losses and allowance for credit losses and could have a material adverse effect on our results of operations and financial condition. The credit performance of our loan portfolios significantly affects our financial results and condition. If the current economic environment were to deteriorate, more of our customers may have difficulty in repaying their loans or other obligations which could result in a higher level of credit losses and provision for credit losses. We reserve for credit losses by establishing an allowance through a charge to earnings. The amount of this allowance is based on our assessment of lifetime expected credit losses inherent in our various loan and other portfolios carried at amortized cost as well as off-balance sheet credit exposures such as undrawn commitments to lend. The process for determining the amount of the allowance is critical to our financial results and condition. It requires difficult, subjective and complex judgments about the future, including forecasts of economic or market conditions that might impair the ability of our borrowers to repay their loans. We might increase the allowance because of changing economic conditions, including falling home prices and higher unemployment, lower U.S. Gross Domestic Product ("GDP") estimates, or other factors. For example, changes in borrower behavior or the regulatory environment also could influence recognition of credit losses in the portfolio and our allowance for credit losses.

While we believe that our allowance for credit losses was appropriate at December 31, 2024, there is no assurance that it will be sufficient to cover future credit losses. In the event of a deterioration in economic conditions, we may be required to increase our allowance in future periods, which would reduce our earnings.

Federal Reserve Board policies can significantly affect business and economic conditions and, as a result, our financial results and condition. The FRB regulates the supply of money and credit in the United States. Its policies determine in large part our borrowing costs and the return we earn on loans and investments, both of which affect our net interest margin. They also can materially affect the value of financial instruments we hold, such as debt securities and derivative instruments. The FRB's policies also can affect our borrowers, potentially increasing the risk that such borrowers may fail to repay their loans. Changes in FRB policies are beyond our control and can be hard to predict.

Risks related to Regulation, Legislation and Litigation

Federal, state, local and other similar international measures to regulate the financial industry may significantly impact our operations. We operate in a highly regulated environment. Changes in federal, state and local laws and regulations affecting banking, derivatives, capital, liquidity, consumer credit, bankruptcy, privacy, cybersecurity, consumer protection or other matters, could materially impact our operations and performance.

Attempts by local, state and federal regulatory agencies to address perceived problems with the mortgage lending and credit card industries could affect us in substantial and unpredictable ways, including limiting the types of products we can offer, how these products may be originated, the fees and charges that may be applied to accounts and how accounts may be collected or security interests enforced. Any one or more of these effects could negatively impact our results. There is also significant focus on loss mitigation and foreclosure activity for real estate loans. We cannot fully anticipate the response by national regulatory agencies, state Attorneys General, or certain legislators, nor can we anticipate whether significant changes to our operations and practices will be required as a result. In October 2023, the Federal Reserve issued a proposed rule to revise Regulation II (Debit Card Interchange Fees and Routing). The rule would lower the maximum interchange fee that a debit card issuer could receive for a debit card transaction. If adopted as proposed, the rule could lower the interchange income received by HSBC Bank USA.

The Dodd-Frank Act established the CFPB which has broad authority to regulate providers of credit, payment and other consumer financial products and services. In addition, provisions of the Dodd-Frank Act may narrow the scope of federal preemption of state consumer laws and expand the authority of state Attorneys General to bring actions to enforce federal consumer protection legislation. As a result of the Dodd-Frank Act's potential expansion of the authority of state Attorneys General to bring actions to enforce federal consumer protection legislation, we could potentially be subject to additional state lawsuits and enforcement actions, thereby further increasing our legal and compliance costs.

Under the Dodd-Frank Act, certain of our affiliates and subsidiaries, including HSBC Bank USA, have registered as swap dealers and are subject to extensive oversight by the CFTC. Regulation of swap dealers by the CFTC imposes numerous corporate governance, business conduct, capital, margin, reporting, clearing, execution and other regulatory requirements on HSBC Bank USA. Additionally, certain of our affiliates and subsidiaries, including HSBC Bank USA, have registered as security-based swap dealers and became subject to extensive oversight by the SEC, including the imposition of parallel corporate governance, business conduct, reporting and other regulatory requirements for security-based swaps. Imposition of these requirements may adversely affect our derivatives business and make us less competitive or make certain derivative products less profitable to undertake.

The Volcker Rule limits the ability of banking entities such as HUSI to sponsor or invest in certain private equity or hedge funds or engage in certain types of proprietary trading. See "Regulation and Competition - The 'Volcker Rule'."

Our parent, HSBC North America, is subject to assessment by the FRB as part of the capital plan rule and CCAR program, as well as the supervisory stress tests conducted by the FRB. See "Regulation and Competition - Capital Planning and Stress Testing."

The total impact of the Dodd-Frank Act and subsequent legislative and regulatory initiatives cannot be fully assessed without taking into consideration how non-U.S. policymakers and regulators may respond through the promulgation of new regulations and revisions to existing regulations and how the cumulative effects of both U.S. and non-U.S. laws and regulations will affect our businesses and operations. Additional legislative or regulatory actions in the United States, the United Kingdom, the European Union ("EU") and in other countries could result in a significant loss of revenue, limit our ability to pursue business opportunities in which we might otherwise consider engaging, affect the value of assets that we hold, require us to increase our prices and therefore reduce demand for our products, impose additional costs on us, or otherwise adversely affect our businesses. Accordingly, any such new or additional legislation or regulations could have an adverse effect on our businesses, results of operations or financial condition. Furthermore, certain large G-SIBs, including our ultimate parent HSBC, have in recent years become subject to capital surcharges and other enhanced prudential requirements. The Financial Stability Board ("FSB") has identified HSBC as one of three G-SIBs subject to a 2 percent surcharge. The FRB's rules implementing the G-SIB surcharge in the United States do not impose additional capital requirements on us because the U.S. G-SIB surcharge only applies to the eight largest U.S. banking organizations.

Our ultimate parent HSBC is subject to the FSB's TLAC requirements for G-SIBs in the United Kingdom. The TLAC standard also permits authorities in host jurisdictions to require "internal" TLAC to be issued by local entities to either parent entities or third parties. The purpose of the TLAC standard is to ensure that G-SIBs have sufficient loss-absorbing and recapitalization capacity available to implement an orderly resolution with continuity of critical functions and minimal impact on financial stability, and to ensure cooperation between home and host authorities during resolution. The FRB's rules implementing the FSB's TLAC standard require the U.S. IHCs of non-U.S. G-SIBs, including HSBC North America, to maintain minimum amounts of TLAC and a related TLAC buffer. To support compliance with the TLAC rules, HSBC North America has issued long-term debt and may be required to issue additional long-term debt in future periods. See "Regulation and Competition - Long-Term Debt and TLAC."

The delivery of our priorities is subject to execution risk. Delivering on the U.S. strategy and financial outcomes requires effective management and execution of our strategic priorities, revenue growth initiatives, product enhancements and remediation programs.

Regulatory requests, legal matters and business initiatives all require a significant amount of time and resources to implement. The magnitude, complexity and, at times, concurrent demands of projects has resulted in heightened execution risk. Organizational change and external factors, including the challenging macroeconomic environment and the extent and pace of regulatory change also contribute to execution risk. These factors could adversely affect the successful delivery of our priorities.

Uncertainty surrounding the potential legal, regulatory and policy changes by the new administration in the United States may directly impact financial institutions and the global economy. The new administration has indicated that it would like to see changes made to certain financial reform regulations, which has resulted in increased regulatory uncertainty. Changes in federal policy and regulatory agencies have begun and are expected to continue over time through policy and personnel changes, which could lead to changes involving the level of oversight and focus on the financial services industry as well as changes to the tax code and related regulatory and administrative guidance. The nature, timing and economic and political effects of potential changes to the current legal and regulatory framework, the tax code and related regulatory and administrative guidance affecting financial institutions remain highly uncertain. At this time, it is unclear what laws, regulations and policies may change and whether future changes or uncertainty surrounding future changes will adversely affect our operating environment and therefore our results of operations and financial condition.

Lawsuits and regulatory investigations and proceedings may continue and increase in the current economic and regulatory environment. HSBC USA and its affiliates are routinely named as defendants in, or as parties to, various legal actions, investigations and proceedings relating to our current and/or former operations and are subject to governmental and regulatory examinations, information-gathering requests, investigations and formal and informal proceedings, as described in Note 30, "Litigation and Regulatory Matters" in the accompanying consolidated financial statements, which may result in adverse judgments, settlements, fines, penalties, remediation payments, injunctions and other relief. Legal actions and proceedings, including investigations, may increase in the near future, especially in the event of a recession.

Financial service providers are at risk of regulatory sanctions or fines related to conduct of business and financial crime. The incidence of regulatory proceedings and other adversarial proceedings against financial service firms is increasing, with a corresponding increase also in civil litigation arising from or relating to issues which are subject to regulatory investigations, sanctions or fines. There may be additional regulatory investigations and reviews conducted by banking and other regulators,

including the CFPB, CFTC, SEC, state Attorneys General or state regulatory and law enforcement agencies that, if determined adversely, may result in judgments, settlements, substantial fines, penalties, remediation payments or other results, including additional compliance requirements, which could materially adversely affect our businesses, financial condition or results of operations, or cause serious reputational harm. In addition, HSBC's extensive global operations increase our compliance and regulatory risks and costs. For example, operations in emerging markets, including facilitating cross-border transactions on behalf of its clients, subjects us to higher compliance risks under U.S. regulations primarily focused on various aspects of global corporate activities, including AML laws and regulations, the Foreign Corrupt Practices Act ("FCPA") and economic sanctions programs administered by the Office of Foreign Assets Control. These risks can be more acute in less developed markets and thus require substantial investment in compliance infrastructure or could result in a reduction in certain of our affiliates' business activities. Criminal prosecutions of or civil enforcement against financial institutions for, among other alleged conduct, breaches of AML laws and regulations, the FCPA, or economic sanctions programs; antitrust violations; market manipulation; aiding and abetting tax evasion; and providing unlicensed cross-border banking services, have become more commonplace and may increase in frequency due to increased media attention and higher expectations from prosecutors and the public. Any such prosecution or investigation of, or legal proceeding or regulatory action brought against, HSBC or one or more of its subsidiaries could result in substantial fines, penalties and/or forfeitures and could have a material adverse effect on our results, business and prospects, including the potential loss of key licenses, requirement to exit certain businesses and withdrawal of funding from depositors and other stakeholders.

We establish reserves for legal claims when payments associated with the claims are probable and the costs can be reasonably estimated. However, we may incur legal costs for a matter even if we have not established a reserve for it and the cost of resolving a matter may be substantially higher than amounts reserved for it. It is inherently difficult to predict the outcome of our legal, regulatory and other adversarial proceedings, particularly cases in which matters are brought on behalf of various classes of claimants, those which seek unspecified damages or those which involve novel legal claims. The resolution of a pending legal proceeding could materially adversely affect our business, reputation, results of operations and financial condition.

Regulatory requirements in the U.S. and in non-U.S. jurisdictions to facilitate the future orderly resolution of large financial institutions could negatively impact our business structures, activities and practices. The Dodd-Frank Act requires HSBC as a foreign bank holding company and our ultimate parent to regularly prepare and submit a SIFI Plan. See "Regulation and Competition - Regulatory Capital and Liquidity Requirements."

If the FRB and the FDIC both determine that a SIFI Plan is not "credible" (which, although not defined, is generally believed to mean the regulators do not believe the plans are feasible or would otherwise allow resolution of a financial institution's U.S. businesses in a way that protects systemically important functions without severe systemic disruption and without exposing taxpayers to loss), and the deficiencies are not remedied within the required time period, an institution, including HSBC, could be required to restructure or reorganize businesses, legal entities, or operational systems and intra-company transactions in ways that could negatively impact operations, or be subject to restrictions on growth. HSBC could also eventually be subjected to more stringent capital, leverage or liquidity requirements, or be required to divest certain assets or operations.

In 2019, the Bank of England ("BoE") and the Prudential Regulation Authority ("PRA") published the Resolvability Assessment Framework ("RAF"), which places the onus on firms to demonstrate their own resolvability and is designed to increase transparency and accountability for resolution planning. In order to be considered resolvable, HSBC must meet three outcomes on an ongoing basis. Specifically, it must: (i) have adequate resources in resolution; (ii) be able to continue business through resolution and restructuring; and (iii) be able to co-ordinate its resolution and communicate effectively with stakeholders.

The RAF requires HSBC to prepare a report on HSBC Group's assessment of its resolvability, which is submitted to the PRA and BoE on a biennial basis. HSBC submitted its first report to the BoE in October 2021 (followed by an addendum in February 2022) and published a public summary of the first report in June 2022. Alongside publication of the summary, the BoE publicly disclosed its own assessment of HSBC's resolvability, which identified certain shortcomings and areas for further enhancement which HSBC has since sought to address.

HSBC submitted its second report to the BoE in October 2023 (followed by an addendum in January 2024) and published a public summary of the second report in August 2024. Alongside publication of the summary, the BoE again publicly disclosed its own assessment of HSBC's resolvability. The BoE acknowledged the progress that had been made in relation to the shortcomings identified in its 2022 assessment of HSBC's first report and confirmed that it no longer considers there to be shortcomings in the relevant areas. However, the BoE also identified two areas for further enhancement, which HSBC is currently working to address.

Under the RAF, HSBC assesses its resolvability both from a U.K.-focused and a Group-wide perspective, and has implemented common resolvability capabilities across the Group's significant entities, including material entities in its U.S. group. HSBC continues to engage with the BoE, PRA, FRB, FDIC and its global regulators in other jurisdictions to ensure that it meets current and future recovery and resolution requirements and could face regulatory penalties if these requirements are not met.

U.S. federal banking agencies may increase regulatory capital, TLAC, long-term debt or liquidity requirements which could require HSBC North America or HSBC Bank USA to issue additional qualifying securities or to take other actions, such as liquidate assets. HSBC North America and HSBC Bank USA are required to meet consolidated regulatory capital and liquidity requirements, including new or modified regulations and related regulatory guidance, in accordance with current regulatory timelines.

In the current regulatory environment, capital and liquidity requirements are frequently introduced and amended. Our regulators may increase regulatory minimum or buffer requirements, change how regulatory capital is calculated or increase liquidity requirements. A significant component of regulatory capital ratios is calculating our risk-weighted assets and our leverage exposure which may increase. The Basel Committee has also revised several key methodologies for measuring risk-weighted assets. These revisions include changes to the standardized approach for credit risk and operational risk, constraints on the use of internal models, a capital floor based on the revised standardized approaches, and a final standard on the minimum capital requirements for market risk. In 2023, U.S. banking regulators issued proposals to (i) update the U.S. Basel III rule in a manner broadly consistent with, but in some cases more stringent than, the Basel Committee revisions and (ii) require certain U.S. banks, BHCs and IHCs, including HSBC Bank USA and HTCD, to issue and maintain long-term debt to improve resolvability. The future of these proposals is highly uncertain. See "Regulation and Competition - Regulatory Capital and Liquidity Requirements." These and other future regulatory or legislative proposals could significantly impact the regulatory capital standards and requirements applicable to financial institutions such as HSBC North America, as well as our ability to meet these requirements.

Increases in regulatory capital may also be required in response to other U.S. supervisory requirements. Participation by HSBC North America in the FRB's CCAR stress test process also requires that HSBC North America maintain sufficient capital to meet minimum regulatory ratios under multiple forward-looking stress scenarios across a nine-quarter planning horizon. The FRB has also adopted a final rule on the SCB which, among other things, replaced the fixed capital conservation buffer with a dynamic, institution-specific risk-based SCB for CCAR firms such as HSBC North America. See "Regulation and Competition - Capital Planning and Stress Testing." These stress testing requirements will influence our regulatory capital and liquidity planning process, and may impose additional operational and compliance costs on us.

Preparation for the U.S. implementation of the Basel Committee's revisions to Basel III has influenced and is likely to continue to influence our regulatory capital and liquidity planning process, and is expected to impose additional operational and compliance costs on us. We are unable at this time to determine the extent of changes we will need to make to our liquidity or capital position, if any, and what effect, if any, such changes will have on our results of operations or financial condition. New regulatory capital and liquidity requirements may limit or otherwise restrict how we utilize our capital and may require us to increase our capital or liquidity. Any requirement that we increase our regulatory capital, regulatory capital ratios or liquidity could require us to liquidate assets or otherwise change our business and/or investment plans, which may negatively affect our financial results. Changes to and compliance with the regulatory capital and liquidity requirements may impact our operations by requiring us to liquidate assets, increase borrowings, issue additional equity or other securities, cease or alter certain operations, sell company assets, or hold highly liquid assets, which may adversely affect our results of operations.

Failure to meet regulatory requirements and expectations regarding sales practices and incentive compensation programs could negatively impact us and our customers. Our remuneration practices and performance management framework are designed to prevent and deter conflicts of interest and inappropriate sales incentives. Additionally, our other sales controls, including our framework for handling customer and employee complaints regarding sales practices, are designed to ensure customers receive products that they have authorized and meet their needs. Failure to execute our sales controls could result in the sale of, or upgrade to, products and services that fail to meet the needs of, or are unsuitable for, customers and clients, and can lead to financial harm to our customers, regulatory sanctions, financial loss and reputational damage.

We are subject to tax-related risks. We are subject to the various tax laws of the United States and its states and municipalities in which we operate. These tax laws are inherently complex and we must make judgments and interpretations about the application of these laws to the HSBC North America entities, operations and businesses. Our interpretations and application of the tax laws could differ from that of the relevant governmental taxing authority, which could result in the potential for the payment of additional taxes, penalties or interest, which could be material. Additionally, the amounts ultimately paid may differ materially from the amounts provided depending on the ultimate resolution of the matter.

Risks related to our Business, Operations, Governance and Internal Control Systems

Our reputation may have a direct impact on our financial results and ongoing operations. Our ability to attract and retain customers and employees, and conduct business transactions with our counterparties could be adversely affected to the extent our reputation, or the reputation of affiliates operating under the HSBC brand, is damaged. Reputational risk relates to stakeholders' perceptions, whether fact-based or otherwise. Stakeholders' expectations change constantly and so reputational risk is dynamic and varies between geographical regions, groups and individuals. In addition, our businesses face increasing

scrutiny with respect to Environmental, Social, Governance ("ESG") related matters. Any material lapse in standards of integrity, compliance, customer service or operating efficiency may represent a potential reputational risk.

Negative news about us, HSBC, our affiliates or the financial services industry generally could give rise to reputational risk that could cause harm to us and our business prospects.

The proliferation of social media websites as well as the personal use of social media by our employees and others, including personal blogs and social network profiles, facilitates communication with large audiences in short time frames. These social media websites also may increase the risk that negative, inappropriate or unauthorized information may be posted or released publicly that could harm our reputation or have other negative consequences.

The failure to address, or the perception that we have failed to address any of these issues appropriately could make our customers unwilling to do business with us or give rise to increased regulatory action, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our risk management controls framework may not be successful. The management of risk is an integral part of all our activities and is fundamental to the delivery of our strategic priorities. While we are subject to a number of legal and regulatory actions and investigations, our risk management framework has been designed to provide robust controls and ongoing monitoring of our principal risks. To manage risk, we employ a risk management framework at all levels and across all risk types. The framework fosters the continuous monitoring of the risk environment and an integrated evaluation of risks and their interactions. It also strives to ensure that we have a robust and consistent approach to risk management across all of our activities. While our risk management framework employs a broad and diversified set of risk monitoring and risk mitigation techniques, such techniques and the judgments that accompany their application cannot anticipate every unfavorable event or the specifics and timing of every outcome. Failure to manage risks appropriately could have a material adverse effect on our business, prospects, financial condition and results of operations.

Our risk management controls framework may face particularly significant challenges internally and externally in the following three broad areas:

(a) Risks related to our businesses and operations: The delivery of our strategic priorities is subject to execution risk and we may not achieve all the expected benefits of our strategic initiatives. Our operations are subject to the threat of fraudulent activity and disruption from the external environment. We are highly dependent on our information technology systems. We could incur losses or be required to hold additional capital as a result of model limitations or failure. Issues with the quality of data or effectiveness of our data aggregation and validation procedures could result in ineffective risk management practices or inaccurate risk reporting.

(b) Macroeconomic and geopolitical risks: Unfavorable economic and market conditions, such as reduced economic growth and rising interest rates, as well as certain geopolitical events, such as conflicts or pandemics resulting in supply chain disruptions, may adversely affect our results. See "Market and economic conditions will continue to affect our businesses, results of operations and financial condition."

(c) Regulatory and legal risks to our businesses: We are subject to a number of legal and regulatory actions or investigations, the outcomes of which are inherently difficult to predict. Unfavorable outcomes could have a material adverse effect on our operating results and brand. Unfavorable legislative or regulatory developments, or changes in the policy of regulators or governments, could also have a material adverse effect on our operations, financial condition and prospects.

Failure to effectively implement our business strategies may adversely affect our financial performance. Our strategies for business growth involve focusing our sales efforts on international connectivity strategies with high quality international corporate clients and globally-connected affluent and high net worth wealth and personal clients, as well as augmenting our returns through increased cross-selling and cost optimization. We may fail to attract international clients or cross-sell our services to them. Competition within the industry can limit our ability to sell more products to our customers or influence us to sell our products at lower prices, reducing our net interest income and revenue from our fee-based products. Our cross-sell strategy is also dependent on earning more business from our customers, and increasing our cross-sell ratio or the average number of products sold to existing customers, which may become more challenging. Our international corporate strategies are dependent on a stable geopolitical environment. Increased tensions or instability between trading nations and the adoption of protectionist trade policies could adversely affect our ability to obtain new business from existing clients.

While substantial restructuring initiatives are complete, considerable work is required to execute on our growth strategies. Alongside the strategic actions, we continue to implement a number of externally driven regulatory remediation programs. The magnitude and complexity of the projects required to meet these demands has resulted in heightened execution risk. Additionally, we may be unable to fully realize ongoing cost optimization efforts and the other anticipated benefits from those efforts and we may not be able to realize them in the currently anticipated timeframes.

The cumulative impact of the collective strategic priorities has direct implications on resourcing and our people. Failure to successfully implement our business strategies may have a material adverse effect on our businesses, prospects, financial condition, and results of operations.

We may be unable to meet our funding requirements due to deposit attrition or access to the capital markets. HSBC USA is a holding company without operations of its own and therefore relies on dividends and other distributions for a portion of its funding and liquidity. Federal and state laws limit the amount of dividends and distributions that our subsidiaries may pay. Our primary source of funding is deposits, augmented by issuance of commercial paper, securities sold under repurchase agreements, federal funds purchased and term debt. Adequate liquidity is critical to our ability to operate our businesses.

We also access wholesale markets in order to provide funding for entities that do not accept deposits, to align asset and liability maturities and currencies and to maintain a market presence. We issued a total of \$9,258 million of long-term debt at various points in 2024, including \$1,500 million of senior notes issued in March. An inability to obtain financing in the unsecured long-term or short-term debt capital markets because of market factors or factors in our businesses could have a substantial adverse effect on our liquidity. Unfavorable macroeconomic developments, market disruptions or regulatory developments may increase our funding costs or challenge our ability to raise funds to support our businesses, materially adversely affecting our businesses, prospects, financial condition and/or results of operations.

Future conditions that could negatively affect our liquidity include:

- an inability to maintain stable deposit balances because customers may invest in other financial instruments as an alternative;
- diminished access to capital markets because of market factors or factors in our businesses;
- an increased interest rate environment for our commercial paper, deposits or term debt;
- unforeseen cash or capital requirements;
- an inability to sell assets; and
- an inability to obtain expected funding from HSBC Group subsidiaries and through deposits.

These conditions could be caused by a number of factors, including internal and external factors, such as, among others:

- financial and credit market disruption;
- volatility or lack of market or customer confidence in financial markets;
- lack of market or customer confidence in HSBC or negative news about HSBC or the financial services industry generally; and
- other conditions and factors over which we have little or no control including economic conditions in the United States and abroad and concerns over potential government defaults and related policy initiatives.

Our approach is to meet our capital needs locally through activities which reduce risk. To the extent, however, that local alternatives are insufficient, as a wholly-owned subsidiary of HSBC, we would seek their support. HSBC has provided us with capital support in the past. Notwithstanding, if we are unable to maintain stable deposit balances and/or raise funds in the capital markets, our liquidity position could be adversely affected and we might be unable to meet deposit withdrawals on demand or at their contractual maturity, to repay borrowings as they mature, or to fund new loans, investments and businesses. We may need to liquidate unencumbered assets to meet our liabilities. In a time of reduced liquidity, we may be unable to sell some of our assets, or we may need to sell assets at depressed prices, which in either case could materially adversely affect our businesses, prospects, results of operations and/or financial condition.

We face significant and increasing competition in the rapidly evolving financial services industry. We compete with other financial institutions in a highly competitive industry that continues to undergo significant change as a result of financial regulatory reform as well as increased public scrutiny and a dynamic economic environment. We target globally-connected clients who need sophisticated global solutions and we generally compete on the basis of the quality of our customer service, the wide variety of products and services that we can offer our customers and the ability of those products and services to satisfy our customers' needs, the extensive distribution channels available for our customers, our innovation, and our reputation. Continued or increased competition in any one or all of these areas may negatively affect our market share and results of operations and/or cause us to increase our capital investment in our businesses in order to remain competitive. Additionally, our products and services may not be accepted by our targeted clients.

Given the current economic, regulatory, and political environment for large financial institutions such as us, and possible public backlash to bank fees and the emergence of new products, fintech, and non-bank companies, there is increased competitive pressure to provide products and services at current or lower prices. Consequently, our ability to reposition or reprice our products and services from time to time may be limited and could be influenced significantly by the actions of our competitors who may or may not charge similar fees for their products and services. Any changes in the types of products and services that

we offer our customers and/or the pricing for those products and services could result in a loss of customers and market share and could materially adversely affect our results of operations. Further, new entrants to the market or new technologies, including generative artificial intelligence and distributed ledger technology, could require us to spend more to modify or adapt our products to attract and retain customers. Continued technological advances and the growth of e-commerce have made it possible for non-depository institutions to offer products and services that traditionally were banking products, and for financial institutions as well as other companies to provide electronic and Internet-based financial solutions, including electronic payment solutions. We may not respond effectively to these competitive threats from existing and new competitors and may be forced to increase our investment in our businesses to modify, adapt or develop products, services, and technology infrastructure to respond to our customers' needs. Any of these factors may have a material adverse effect on our businesses, prospects, financial condition and results of operations.

Adverse changes in our credit ratings could have a material adverse effect on our borrowing costs and liquidity. Our credit ratings are an important part of maintaining our liquidity. We depend on access to the securities market for a portion of our funding. Our credit ratings are subject to ongoing review by the rating agencies, which consider a number of factors including their assessment of our relative financial strength and results of operations, including our strategy and our management's capability, as well as factors affecting the financial services industry generally, including legal and regulatory frameworks affecting our business activities and the rights of our creditors. There can be no assurance that downgrades will not occur. Any downgrade in our credit ratings could potentially increase our borrowing costs, impact our ability to issue commercial paper and, depending on the severity of the downgrade, substantially limit our access to capital markets, require us to make cash payments or post collateral and permit termination by counterparties of certain significant contracts, including as a result of credit-related contingent features in certain of our derivative contracts, which could negatively affect our liquidity.

Rating agencies continue to evaluate economic and geopolitical trends, regulatory developments, future profitability, risk management practices and litigation matters, all of which may lead to adverse ratings actions. Although we closely monitor and strive to manage factors influencing our credit ratings, there is no assurance that our credit ratings will not change in the future. At December 31, 2024, none of the ratings on the debt of HSBC USA or HSBC Bank USA from any of the rating agencies were under review for potential downgrade.

If any of these risks materialize, it could have a material adverse effect on our business, financial condition, results of operations, prospects and customers.

Concentrations of credit and market risk could increase the potential for significant losses. We have exposure to increased levels of risk when customers are engaged in similar business activities or activities in the same geographic region, or when they have similar economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic conditions. While we regularly monitor various segments of our portfolio exposures to assess potential concentration risks, our efforts to diversify or hedge our credit portfolio against concentration risks may not be successful. Disruptions in the liquidity or transparency of any of the industries, products, financial markets or economies we operate in may result in our inability to sell, syndicate or realize the value of our positions, thereby leading to increased concentrations.

Third parties may use us as a conduit for illegal activities without our knowledge, which could have a material adverse effect on us. A major focus of U.S. government policy relating to financial institutions in recent years has been combating financial crime activity, including money laundering, bribery and corruption and violations of economic sanctions. We are required to comply with applicable AML, anti-bribery/corruption and sanctions laws and regulations, and we have various policies and procedures, including 'Know Your Customer' procedures and other internal controls, that are reasonably designed to achieve such compliance. These policies and procedures are aimed at preventing the use of our products and services for the purpose of committing or concealing financial crime. We may, where permitted by regulation, engage third parties to undertake certain financial crime risk management activities on our behalf.

A program consisting of policies and procedures that are reasonably designed to achieve compliance with financial crime laws may not always prevent third parties from using us (and our relevant counterparties) as a conduit for money laundering, including illegal cash operations without our knowledge (and that of our relevant counterparties), or committing acts of bribery or violations of economic sanctions through us. In addition, the accessibility and increasing sophistication of generative artificial intelligence brings financial crime risks. While there is potential for the technology to support financial crime detection, there is also a risk that criminals use generative artificial intelligence to perpetrate fraud, particularly scams. Developments in payments technologies, including those based on distributed ledger technology, could impact the effectiveness of our financial crime controls. We or our affiliates becoming a party to violations of financial crime laws or regulations, or perceptions of being associated with such activity, could damage our reputation and/or lead to fines, penalties, business restrictions being imposed on us and/or other legal enforcement. Any one of these outcomes could have a material adverse effect on our reputation, business, prospects, financial condition and results of operations.

Operational risks are inherent in our businesses and may adversely impact our businesses and reputation. We are exposed to many types of operational risks that are inherent in banking operations, including fraudulent and other criminal

activities (both internal and external), breakdowns in processes or procedures and systems failure. For example, fraudsters may target any of our products, services or delivery channels, including lending, internet banking, payments, bank accounts and cards. Further, there is a risk that our operating system controls, business continuity efforts or data security systems could prove to be inadequate. Adoption of emerging technologies, such as generative artificial intelligence and distributed ledger technology, may also expose us to operational risks, including unanticipated costs, scarcity of specialist expertise, increase in legacy technology burden, reduced resilience or security, or insufficient controls. These operational risks apply equally when we rely on third-party service providers and partners to provide services to us and our customers. These risks may result in financial loss to us (including unanticipated expenses to correct any defect, and litigation expenses), an adverse customer experience, reputational damage and potential regulatory action, which could have a material adverse effect on our businesses, prospects, financial condition and results of operation.

Any potential losses sustained as a result of an operational risk may not be sufficiently covered by our insurance, and our coverage is subject to deductibles and exclusions.

Our operations are subject to risk of technology failure. In today's complex and interconnected technology environment, all financial institutions, including us, are at risk of technology failures. Such failures could result from inadequate design or implementation of our systems or controls, inadequate maintenance or upgrades of our systems, software and networks, or from events that are wholly or partially beyond our control, which may include:

- cyberattacks (see "Our operations are subject to risk of cyberattacks.", below);
- electrical, telecommunications, or other essential utility outages;
- natural disasters, such as severe weather conditions and earthquakes;
- unforeseen complications from changes or updates, including those caused by vendors;
- events arising from local, regional or international politics, including terrorist acts or acts of war; and
- absence of personnel necessary to operate or maintain our systems, due to global pandemics or other unforeseen emergencies.

Consequences of a technology failure may include operational disruptions, cybersecurity incidents (including loss of confidentiality, integrity, or availability of customer data), litigation expenses and liability for damages, loss of business, reputational damage, regulatory fines and increased regulatory scrutiny, and unanticipated costs to remediate the failure. This could have a material adverse effect on our operations, financial condition, business prospects, and reputation.

Our operations are subject to risk of cyberattacks. The threat of cyberattacks poses significant risk to financial institutions, including us. Cyberattacks continue to evolve (including due to emerging technologies, such as generative artificial intelligence) and vulnerabilities in technology systems continue to be exploited by cyber criminals at an increasing rate. Malicious actors, including state-sponsored attackers, hackers for hire, organized syndicates, hacktivist groups, and those who might act from within our organization (known as insider threats) have developed a variety of cyberattacks. These attacks include malware (such as ransomware), exploitation of both known and unpublished (zero-day) vulnerabilities in software, data extortion, various types of phishing, distributed denial of service, and other sophisticated methods of compromising critical or sensitive systems and information. Continued geopolitical conflicts also escalate the overall risk of cyberattacks.

Like other financial institutions, we experienced numerous common cyberattacks, including for example, distributed denial of service and phishing attacks, and we expect to continue to be the target of cyberattacks. Some of our third-party service providers also experienced cyberattacks. As of the date of this disclosure, we have not been materially affected by cyberattacks, however, we recognize that we could be materially affected by such risks in the future. We remain an attractive target for cyberattacks due to, among other things, HSBC Group's geographical span and prominent role in the financial services industry, our offering of internet banking and mobile banking platforms, our storage of significant amounts of customer and other confidential information, the continued increase of services delivered via the internet, increasing reliance on Internet-based products, applications and data storage and an increased use of hybrid working models by our and HSBC Group's employees, contractors, third-party service providers and their sub-contractors. Our exposure to cyberattacks could increase in the event we fail to adhere to our cybersecurity policies, procedures or controls, employee wrongdoing, or human, governance or technological error that compromises our ability to effectively defend against and respond to cyberattacks. Failure to adequately upgrade or maintain our technology environment could also result in greater susceptibility to cyberattacks or a change in the nature or intensity of cyberattacks could require additional capital expenses for human resources and technology, even if such attacks remain unsuccessful. While we continue to make investments in technology and adopt measures designed to prepare for, detect, respond to and recover from cyberattacks, such actions cannot provide assurance that we will be successful in mitigating cyberattacks.

A successful cyberattack could have a material adverse effect on our customers, business, financial condition, operations, business prospects and reputation and could impact our ability to attract and keep customers. Some examples of such adverse effects include:

- compromise of our confidential information or other third-party confidential information;

- compromise of our customers' data, which could potentially impact our customers' credit ratings, liquidity, ability to repay loan balances, or put our customers at risk for identity theft, account takeover, and credit abuse;
- disruption of technology systems or data necessary for our, our customers' or third parties' operations, including, for example, compromising the security of and confidence in our payment channels or other critical systems;
- disruption of our ability to operate effectively, including the ability to operate controls, file timely reports, and access capital;
- unanticipated costs, including litigation expenses, liability for damages, remediation of affected systems, and incentives to customers and business partners to maintain and rebuild business relationships after the attack; and
- regulatory fines and increased regulatory scrutiny.

Similarly, successful cyberattacks against our third-party service providers or partners could compromise the integrity, availability or confidentiality of our technology systems or data, causing a material adverse impact on us (see "Our operations are subject to third-party risk." below).

Even in the absence of successful cyberattacks, changes in the cyber threat landscape may require unanticipated capital expenses to adjust our cybersecurity program in order to respond to these threats and to enhance our processes and systems to ensure security of data.

While we have purchased cybersecurity insurance, our coverage may not be sufficient to cover losses, and coverage is subject to deductibles and exclusions. Moreover, as cyberattacks continue to increase in frequency and magnitude, we may be unable to obtain cybersecurity insurance in amounts or on terms that are adequate for our operations.

Our operations are subject to risk relating to data, including consumer privacy rights. Our operations depend on our ability to collect, maintain, and process a significant amount of data in a complex data environment. Data availability, quality and integrity are critical for our decision making, enterprise risk management and operational processes, as well as for complying with regulations. As we become more data driven and our business processes rely more on digital channels, the volume of data that we and our customers interact with continues to increase. Our data management policies, processes, and controls, including with respect to data architecture, data availability, data quality, data integrity, and data retention or deletion are designed to ensure that problems with data are identified, reported and addressed.

Effective data governance relies on a clear understanding of our environment. If our data governance, including data integrity, availability, quality and architecture policies, procedures, and controls, are not sufficiently robust, we could be subject to the risk of errors, including in transactions data, financial or accounting data, data stored in recordkeeping systems, or data used in reporting to senior management or regulators. For example, failure to comply with regulatory reporting requirements or with principles for effective risk data aggregation and risk reporting, as set out by the Basel Committee, may result in supervisory measures. Even where such errors are averted or mitigated, we may incur unanticipated cost and operational disruptions in order to implement necessary adjustments and reconciliations. Inadequate policies, processes and controls may also affect our ability to use data to service customers more effectively or improve our product offering.

As a financial institution, we necessarily gather, maintain and use a significant amount of customers' personal data. Continued changes in privacy laws and regulations, including changes in their scope and interpretation, increased enforcement activity, and inconsistencies in requirements in different jurisdictions have increased and could further increase compliance complexity and related costs and risks with respect to management of personal data, including significant financial penalties for compliance failures. Developments in privacy laws and regulations could limit our ability to: use customer data, develop new products or pursue business opportunities, and respond to technological changes. Such developments could also pose challenges to our operations, including with respect to sharing data with our affiliates and transferring data from various jurisdictions. These developments also could heighten the reputational impact of perceived misuses of customer data, whether caused by us, our vendors, or those who gain unauthorized access to our customer data. Other regulatory developments could require us to increase consumer access to data (including through authorized third parties), which may lead to increased customer turnover from ease of transferring to a competitor.

We are increasingly subject to laws and regulations relating to cybersecurity (including encryption), surveillance, and data on-shoring in the jurisdictions in which we operate. Compliance with these laws and regulations may require us to change our policies, procedures, and controls. Such changes may have a material adverse effect on our operations, including by impairing our ability to effectively process data (including transactions), to effectively protect our customers' privacy, or to implement and maintain effective information security measures.

Whether actual or perceived, any of the failures relating to data could have a material adverse effect on our customers, business, financial condition, operations, business prospects, and reputation, including significant financial losses from regulatory fines, litigation, and any associated remediation activities.

Our operations are subject to third-party risk. We rely on third-party service providers and partners, who, in turn, rely on their own networks of vendors, to deliver goods and services to us, our affiliates, and our customers. Our third-party service providers and partners are subject to the same or similar risks as we are, including technology failures, cybersecurity incidents, capacity constraints, and inadequate data management or privacy protections, the risk of which we may not be able to effectively monitor or mitigate. Any of these risks could impede their ability to provide products or services to us and materially disrupt our business (including our ability to process transactions and communicate with customers and counterparties), damage our reputation, and expose us to financial and regulatory consequences. We may not be able to effectively monitor or mitigate operational risks relating to fourth parties, i.e., vendors used by our third-party service providers.

Additionally, failures experienced by shared financial market systems and providers, such as central banks, clearinghouses, custodians, exchanges and other shared technology infrastructure providers could have a material adverse effect on market participants, including us, and could disrupt the functioning of the overall financial system.

We are subject to financial and non-financial risks associated with ESG related matters, such as climate change, nature-related, and human rights issues, which may have a material adverse impact on our businesses, results of operations and financial condition. ESG related matters such as climate change, natural disasters, society's impact on nature, and human rights issues bring risks to our business, our customers and the wider society. If we fail to meet evolving regulatory expectations or requirements relating to these matters, this could have regulatory compliance and reputational impacts.

Climate change could have both financial and non-financial impacts on HUSI either directly or indirectly through our business activities and relationships. Transition risk may arise from the process of moving to a net zero economy, including changes in government policy and legislation, technology, market demand and reputational implications triggered by a change in stakeholder expectations, action or inaction. Physical risk may arise from the increased frequency and severity of extreme weather events, such as hurricanes and floods or chronic gradual shifts in weather patterns or rises in sea level. HUSI may see an increase in operational risk if extreme weather events impact critical operations and premises.

Real estate may be affected by changes to the climate, the increase in the frequency and severity of natural disasters such as extreme weather events and chronic shifts in weather patterns, which could impact both property values and the ability of borrowers to afford their mortgage payments and lead to reduced availability or increased cost of insurance. We may be exposed to losses if climate change results in changes to macroeconomic and financial variables which negatively impact our fair value estimates. In addition, we may be exposed to liquidity impacts in the form of deposit outflows due to changes in customer behaviors or from reputational concerns relating to the progress we make towards climate-related ambitions.

Credit risk for our corporate customers may increase if climate related regulatory, legislative or technological developments impact customers' business models or if extreme weather events disrupt customers' operations, resulting in financial difficulty for customers and/or stranded assets. Our customers may find that their business models fail to align to a net zero economy or face disruption to their operations or deterioration to their assets as a result of extreme weather. Climate risk may also have an impact on model risk, as the uncertain and evolving impacts of climate change as well as data and methodology limitations present challenges to creating reliable and accurate model outputs.

We may be exposed to climate and ESG-related litigation and regulatory enforcement risks, either directly if stakeholders think that we are not adequately managing climate and ESG risks or indirectly if our clients and customers are themselves the subject of litigation, potentially resulting in the revaluation of client assets.

Requirements, policy objectives, expectations, views or market and public perceptions and preferences in connection with the transition to a net zero economy and ESG related matters may vary by stakeholder. We may be subject to potentially conflicting approaches to ESG related matters, which may impact our ability to conduct certain business or result in additional regulatory compliance, reputational, political or litigation risks. U.S. and non-U.S. banking and securities regulators and others, including certain state and other federal regulators, have recently implemented or are in consultation to draft regulatory requirements which recognize the need to address climate change's adverse impacts on financial market stability. Ongoing legislative or regulatory uncertainties and changes regarding climate risk management and practices may result in higher regulatory, compliance, credit and reputational risks and costs. In 2023, the federal banking agencies issued principles for climate-related financial risk management for large financial institutions. This guidance provides a high-level framework for the safe and sound management of exposures to climate-related financial risks and applies to financial institutions with over \$100 billion in total consolidated assets, including the U.S. operations of foreign banking organizations and IHCs.

In addition, nature-related risks beyond climate change - which include risks that can be represented more broadly by the impact and dependency on nature - may have significant economic impacts. These risks may arise when the provision of ecosystem services, such as water availability, air quality, and soil quality is compromised by overpopulation, urban development, natural habitat and ecosystem loss, ecosystem degradation arising from the economic activity and other environmental stresses beyond climate change. They can manifest themselves in a variety of ways, including through macroeconomic, market, credit, reputational, regulatory compliance and legal risks, for both HUSI and our customers.

Regulation and disclosure requirements in relation to human rights are increasing. Businesses are expected to be transparent about their efforts to identify and respond to the risk of adverse impacts on human rights arising from their business activities and relationships. Failure to manage this risk may negatively impact people and communities, which in turn may result in reputational, regulatory compliance and legal risks for HUSI.

If any of the above risks materialize, it could have financial and non-financial impacts for HUSI which could, in turn, have a material adverse effect on our business, financial condition, results of operations, reputation, prospects and strategy.

We may suffer losses due to employee negligence, fraud or misconduct. Non-compliance with policies, employee misconduct, negligence and fraud could result in regulatory sanctions and serious reputational or financial harm. We are dependent on our employees and could be materially adversely affected if an employee or employees, acting alone or in concert with third parties, causes a significant operational break-down or failure, either as a result of human error or purposefully. A number of multinational financial institutions have suffered material losses due to the actions of 'rogue traders' or other employees. It is not always possible to deter employee misconduct and the precautions we take to prevent and detect this activity may not always be effective. Misconduct risks could be increased if prevent and detect measures are less effective because of remote and home working. Employee misconduct could have a material adverse effect on our business, prospects, financial condition and results of operations.

We may suffer losses due to negligence, fraud or misconduct by third parties. We depend on third-party suppliers, outsourcing vendors and our affiliates for a variety of services. Third parties with which we do business with could be sources of operational risk to us, including risks relating to break-downs or failures of such parties' own systems or employees. The OCC and FRB require financial institutions to maintain third-party and service provider risk management programs, which include due diligence requirements for third parties and service providers as well as for our affiliates who may perform services for us. In 2023, the federal banking agencies issued updated guidance on managing risks associated with third-party relationships. The guidance sets forth considerations and a framework with respect to the management of risks arising from third-party relationships and replaces the federal banking agencies' existing guidance on the topic. The guidance broadly applies to business arrangements between a banking organization and a third party. If our third-party risk and service provider management and due diligence program is not sufficiently robust, this could lead to regulatory intervention. Any of these occurrences could diminish our ability to operate one or more of our businesses, and may result in potential liability to clients, reputational damage or regulatory intervention, all of which could materially adversely affect us.

Failure to successfully change our operational practices may have a material impact on our businesses. Changes to operational practices from time to time could materially impact our performance and results. Such changes may include:

- our determining to sell residential mortgage loans and other loans;
- changes to our customer account management and risk management/collection policies and practices;
- our investment choices in technology, business infrastructure and specialized personnel, including consolidating middle and back office activities to a single wholesale and a single retail offering platform;
- changes to our AML and sanctions policies and the related operations practices;
- our outsourcing of various operations, including outsourcing elements of our fixed-income business to affiliates based in Europe; or
- the decision to insource certain products, services or operations.

Further, in order to react quickly to or meet newly-implemented regulatory requirements, and to effectively implement our strategy, we may need to change or enhance systems within very tight time frames, which would increase operational risk. See "Failure to effectively implement our business strategies may adversely affect our financial performance" and "The delivery of our priorities is subject to execution risk." Failure to implement appropriate changes to our operational practices successfully and efficiently may diminish our ability to operate one or more of our businesses and could result in reputational damage and regulatory intervention, all of which could materially adversely affect us.

We have exposure to counterparty risk and the financial condition of our clients and counterparties could adversely affect us. We are exposed to counterparties that are involved in virtually all major industries, and we routinely execute transactions with counterparties in financial services, including brokers and dealers, central clearing counterparties, commercial banks, investment banks, mutual and hedge funds, and other institutional clients. Many of these transactions expose us to credit risk in the event of default by our counterparty or client. Significant deterioration in the credit quality of a counterparty may lead to concerns about the credit quality of others in the same industry, exacerbating our credit risk exposure, and increasing losses (including mark-to-market losses) in our market-making and clearing businesses. Our ability to engage in routine transactions to fund our operations and manage our risks could be materially adversely affected by the actions and commercial soundness of other financial services institutions. Financial institutions are necessarily interdependent because of trading, clearing, counterparty or other relationships. As a consequence, a default by, or decline in market confidence in, individual

institutions, or anxiety about the financial services industry generally, can lead to further individual and/or systemic difficulties, defaults and losses.

Mandatory central clearing of over the counter derivatives, including under the Dodd-Frank Act, brings with it risk. As a clearing member, we have financial exposure for losses incurred at a Central Counterparty ("CCP") by the default of other clearing members. Hence increased moves toward central clearing brings with it a further element of interconnectedness between clearing members and clients that we believe may increase rather than reduce our exposure to systemic risk. At the same time, our ability to manage such risk ourselves will be reduced because risk controls are largely managed by the CCPs themselves and it is unclear at present how, at a time of stress, regulators and resolution authorities would intervene.

In situations in which we strive to mitigate counterparty risk by taking collateral, our credit risk may remain high if the collateral we hold cannot be realized or must be liquidated at prices insufficient to recover the full amount of our exposure to the respective counterparty. There is a risk that collateral cannot be realized, including situations where this arises by change of law that may influence our ability to foreclose on collateral or otherwise enforce contractual rights. Significant or prolonged periods of market stress or illiquidity could further decrease our ability to realize the fair value of collateral held by us or make it more likely that we would liquidate collateral at prices insufficient to recover the full amount of our exposure to the respective counterparty or client. Further, disputes with counterparties as to the valuation of collateral significantly increase in times of market stress and illiquidity.

When such a counterparty or client becomes bankrupt or insolvent, we may become involved in significant disputes or litigation with the counterparty's or client's bankruptcy estate and other creditors, or involved in regulatory investigations, each of which could increase our operational and litigation costs.

We also have credit exposure arising from risk defeasance products such as credit default swaps ("CDSs"), and other credit derivatives, each of which is carried at fair value. The risk of default by counterparties to CDSs and other credit derivatives used as mitigants affects the fair value of these instruments depending on the valuation and the perceived credit risk of the underlying instrument against which protection has been purchased. Any such adjustments or fair value changes may have a material adverse effect on our financial condition and results of operations.

Failure to appropriately address potential conflicts of interest can result in reputational harm, as well as litigation and enforcement actions. Our ability to appropriately address potential conflicts of interest has become increasingly complex as our business activities encompass more transactions with and among our diversified client and customer base.

A failure or perceived failure to adequately address or appropriately disclose conflicts of interest, treat clients and customers with the appropriate standard of care, and provide fiduciary products or services in accordance with the applicable legal and regulatory standards could result in customer dissatisfaction, damage to our reputation, litigation and enforcement actions, penalties or other sanctions, and heightened regulatory scrutiny, all of which could adversely affect our businesses and reputation.

We could incur losses or be required to hold additional capital as a result of model limitations or failure. We use models for a range of purposes in managing our businesses, including regulatory capital calculations, stress testing, credit approvals, financial crime and fraud risk management and financial reporting. We could face adverse consequences as a result of decisions, which may lead to actions by management, based on models that are poorly developed, implemented or used, or as a result of the modeled outcome being misunderstood or the use of such information for purposes for which it was not designed or the inherent limitations arising from the uncertainty inherent in predicting or estimating future outcomes. The adoption of more sophisticated modeling approaches including artificial intelligence and related technology by us and the financial services industry could also lead to increased model related risks. We hold capital for known risks and limitations of our models as appropriate. If additional weakness in a model is discovered or if a model is shown to have failed, we may be required to hold more capital. Risks from use of models could have a material adverse effect on our businesses, financial condition and/or results of operations, minimum capital requirements and reputation.

Regulatory scrutiny and supervisory concerns over the use by banks of models is considerable, particularly the internal models and assumptions used by banks in the application of the stress testing exercise and in the calculation of regulatory capital.

Key employees may be difficult to attract or retain. HUSI's continued performance, competitive position, and effectiveness to execute its overall strategy depends on its ability to attract new employees and to retain an engaged workforce. Providing support to our employees is a significant priority and is critical to managing our workforce and achieving our strategic objectives. Through the U.S. Wellbeing agenda, we provided resources, programs and webinars to employees with the specific purpose to support the mental and physical health of our colleagues.

The regulatory environment and competitive market in which HUSI operates can make it difficult to hire or retain highly qualified employees. HUSI often competes in the market for talent with industries that are not subject to regulatory restrictions on incentive compensation structure. Market positioning in terms of fixed pay and total compensation is an important factor in attracting and retaining people. The accelerated pace of change in employment in our industry and any disruptions to our

workplace and workforce require a focused effort on future skill development. To enable growth, there is a need to facilitate talent mobility, broaden career growth, allow for formal development, and establish a high impact learning culture.

Risks relating to our Financial Statements

Management projections, estimates and judgments based on historical performance may not be indicative of our future performance. Our management is required to use certain estimates in preparing our financial statements, including accounting estimates to determine the allowance for credit losses, deferred tax assets and the fair market value of certain assets and liabilities. In particular, allowance for credit loss estimates and certain asset and liability valuations are subject to management's judgment and actual results are influenced by factors outside our control. To the extent historical averages are not predictive of future losses and management is unable to accurately evaluate the portfolio risk factors not fully reflected in its current loss estimate, unexpected additional losses could result. Similarly, to the extent assumptions employed in measuring fair value of assets and liabilities are not supported by market prices or other observable parameters do not sufficiently capture their inherent risk, unexpected additional losses could result.

We are required to establish a valuation allowance for deferred tax assets and record a charge to earnings if we determine, based on available evidence at the time the determination is made, that it is more likely than not that some portion or all of our deferred tax assets will not be realized. In evaluating the need for a valuation allowance, we estimate future taxable income based on objective and verifiable management forecasts, future capital requirements and ongoing tax planning strategies. This evaluation process involves significant management judgment about assumptions that are subject to change from period to period. The recognition of deferred tax assets requires management to make significant judgments about future earnings, the periods in which items will impact taxable income, future corporate tax rates and the application of inherently complex tax laws. The use of different estimates can result in changes in the amounts of deferred tax items recognized, which can result in equity and earnings volatility because such changes are reported in current period earnings. See Note 18, "Income Taxes," in the accompanying consolidated financial statements for additional discussion of our deferred tax assets.

We may be adversely affected by potential changes in U.S. tax laws which could result in a significant reduction to our deferred tax asset. The new administration has identified potential changes to the U.S. income tax code. Though the specifics and timing of any tax law changes are unknown, possible changes include lowering the 21% corporate tax rate, modifying other corporate tax adjustments, or eliminating other deductions, tax credits, or other tax preferences. We have \$1.4 billion of net deferred tax assets at December 31, 2024, which consist primarily of basis differences associated with investment securities, capitalized costs, the allowance for credit losses, accrued expenses, certain real estate mortgage conduits and cash flow hedging activity. Although any reduction in the corporate income tax rate could reduce the amount of taxes we would pay in the future, a reduction in the corporate tax rate could also result in a decrease in the value of our deferred tax assets and a reduction to our net income and total equity during the period in which any tax rate change is enacted.

Our financial statements depend on our internal controls over financial reporting. The Sarbanes-Oxley Act of 2002 requires our management to evaluate our disclosure controls and procedures and internal control over financial reporting. We are required to disclose, in our annual report on Form 10-K, the existence of any "material weaknesses" in our internal control over financial reporting. In a company as large and complex as ours, lapses or deficiencies, including significant deficiencies, in internal control over financial reporting may occur from time to time and we cannot assure you that we will not find one or more material weaknesses as of the end of any given year.

Changes in accounting standards are beyond our control and may have a material impact on how we report our financial results and condition. Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. From time to time, the FASB, the IASB, the SEC and our bank regulators, including the OCC and the FRB, change the financial accounting and reporting standards, or the interpretation thereof, and guidance that govern the preparation and disclosure of external financial statements. These changes are beyond our control, can be hard to predict and could materially impact how we report and disclose our financial results and condition, including our segment results. We could be required to apply a new or revised standard retrospectively, resulting in our restating prior period financial statements in material amounts. We may, in certain instances, change a business practice in order to comply with new or revised standards. For further discussion, see Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements.

Item 1B. Unresolved Staff Comments

None.

Item 1C. Cybersecurity

Risk Management and Strategy We take cybersecurity seriously and have designed our cybersecurity program with the goal of protecting our customers, colleagues and systems from risks associated with cybersecurity threats. As a financial institution, we are supervised by financial services regulators and required to comply with cybersecurity laws and regulations at both the federal and state level. In designing our cybersecurity program, we considered cybersecurity industry standards, such as those issued by the National Institute of Standards and Technology and guidance from the Federal Financial Institutions Examination Council. We maintain a robust process for assessing, identifying and managing cybersecurity risks to meet our responsibilities to our regulators, limit disruption to our customers, and reduce our exposure to financial loss, loss of sensitive data and reputational damage.

Overall Risk Management System and Processes As described more fully in the "Risk Management" section of Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations," our overall risk management framework takes a "Three Lines of Defense" approach by assessing, identifying and managing risk, including risks associated with cybersecurity threats, across three distinct, coordinated teams.

- The First Line of Defense consists of operational and business teams responsible for assessing, identifying, and managing risks, and implementing controls to help mitigate those risks. The First Line of Defense also includes a dedicated cybersecurity team accountable for implementing and operating security controls on systems and data.
- The Second Line of Defense includes our operational and resilience risk function and compliance function, which are responsible for our operational risk framework, creation and monitoring of policies, reviews and challenges of First Line activity, and assurance over First Line's control compliance. The Second Line of Defense includes dedicated cybersecurity and technology risk staff with cybersecurity expertise.
- The Third Line of Defense is represented by the Internal Audit function which, with respect to cybersecurity, is intended to provide independent objective assessment of the cybersecurity program's design and operational effectiveness and includes staff with cybersecurity experience.

Cybersecurity Program Our risk-based cybersecurity program is implemented by specialized cybersecurity professionals under the management of HSBC Group, regional, and country Chief Information Security Officers ("CISOs"). The cybersecurity program is further enhanced by an independent operational resilience program that provides second line oversight and challenge. We conduct periodic risk assessments to address the evolving cyber threat landscape, cybersecurity requirements and risk appetite and continually evaluate how we can strengthen our cyber defenses and enhance our cybersecurity capabilities.

Our cybersecurity program is supported by several functional teams, including teams dedicated to global defense (including security operations and threat intelligence), assessment and testing (including cloud security), research and red team activities (e.g., penetration testing), identity and access management, education and awareness, data science and analytics, risk and control strategy, strategy and transformation, and business enablement. The teams collaborate closely to assess, identify, and manage risks associated with cybersecurity threats.

Within the cybersecurity program, our incident management plans and processes include coordinating preparation for, detection of, response to and recovery from cybersecurity incidents. The incident management process is designed to enable identification and investigation of incident-associated risks, issuance of required notifications, tracking of incidents and response progress, trend analysis and consolidated reporting to management. Also, as part of that process, management reports relevant incidents to the Risk Committee of the Board (the "Risk Committee") based on many factors, including the significance of the incident. The Risk Committee, in its discretion and in consideration of management's recommendations, may report the incident to the entire Board. Our teams also analyze our responses to incidents for opportunities to improve and incorporate any findings into our policies and standards. Our teams also periodically conduct exercises to train and test our response to cyber incidents.

In addition to administrative and physical controls to protect our data and systems, such as our clean desk policy and security terminals for building access, as part of our cybersecurity program, we also implement and maintain technical security controls. Such technical controls include, but are not limited to, intrusion detection and prevention systems, and tools to prevent data loss or leakage, distributed denial-of-service ("DDoS") attack prevention, and network segmentation. We regularly test our technical controls through methods such as penetration testing, vulnerability scanning, and attack simulation. We also have a cybersecurity education and awareness program to engage our employees on key messages and target high-risk personnel groups with tailored information through various channels.

Third-Party Support of Cybersecurity Risk Management We strategically employ third-party support to supplement our cybersecurity risk management program. For example, we engage independent third parties to support our penetration testing and undergo independent external audits on a periodic basis that assess the efficacy of certain cybersecurity controls.

Third-Party Security Management We have a third-party security risk management process to assess, identify and manage risks associated with cybersecurity threats from supplier and other third-party relationships and assist in fulfilling our legal and

regulatory requirements. This process is also designed to assess our third parties' cybersecurity programs against our standards and requirements. Cybersecurity requirements for third-party suppliers are also embedded in risk-based contractual obligations relating to information security, confidentiality, the right to audit, physical and logical security controls, and notification of incidents that may impact our systems or data. Additionally, third parties are subject to periodic risk-based cybersecurity due diligence reviews.

Impact of Cybersecurity Threats As with many financial institutions, we remain under constant threat of sophisticated cyberattacks both directly and through our third-party service providers and we expect this to continue. To date, risks associated with cybersecurity threats have not materially affected us, including our business strategy, results of operations and financial condition, including as a result of previous cybersecurity incidents. However, we cannot provide assurance that cybersecurity threats will not materially affect us in the future.

If a cybersecurity incident does impact us, we carry cybersecurity insurance in an effort to protect us against certain losses that may arise from such incidents, up to relevant policy limits.

Notwithstanding our extensive approach to cybersecurity, we may not be successful in preventing or mitigating a cyber-attack that could have a material adverse impact on us. The impact of any future incident cannot be predicted, and the costs related to cybersecurity threats or incidents may not be fully insured. See Item 1A, "Risk Factors."

Governance

Board of Directors Our Board of Directors has the ultimate responsibility for the effective oversight of risk management, including with respect to risks associated with cybersecurity threats, and we have a risk-based process to engage our Board of Directors during cybersecurity incidents as discussed above. The Risk Committee and senior management, review and approve policies related to the process for assessing and managing risks, including risks associated with cybersecurity threats. The Risk Committee receives periodic reports from management and advises the Board of Directors on its views on the effectiveness of policies and controls to address cybersecurity risks, such as those related to: (a) cybersecurity threats; (b) customer information; and (c) significant third-party outsourcing relationships. On an annual basis, the Risk Committee reviews our cybersecurity risk management program. The Risk Committee also receives ad hoc reporting on cybersecurity matters, such as material incident reports, updates on the threat environment, and assessment results, as appropriate. In addition, our Board of Directors participates in periodic cyber trainings and education sessions.

Management The cybersecurity risk management processes described above are managed by our Americas Regional CISO and U.S. Country CISO. Our Americas Regional and U.S. Country CISOs are Certified Information Systems Security Professionals ("CISSP") and collectively have decades of extensive experience in financial services, government, and other private sector organizations, with relevant leadership roles spanning cybersecurity, technology risk, technology controls and other information technology disciplines. In the event a cybersecurity incident affects us, our Americas Regional CISO and U.S. Country CISO are informed and engaged in alignment with our cybersecurity incident response protocols.

Key indicators, controls status, and other matters related to cybersecurity, including significant cyber incidents, are presented on a regular basis to various management risk and control committees to facilitate ongoing awareness and management of our cybersecurity posture. In addition to the standard cybersecurity training provided to all our employees, targeted management training is delivered periodically, to enhance aspects of management cybersecurity awareness.

Item 2. Properties

The principal executive offices of HSBC USA and HSBC Bank USA are located at 66 Hudson Boulevard, New York, New York 10001. The main office of HSBC Bank USA is located at 1800 Tysons Blvd., Suite 50, Tysons, Virginia 22102. HSBC Bank USA had 21 wealth centers and 19 representative offices across the United States at December 31, 2024.

Item 3. Legal Proceedings

See Note 30, "Litigation and Regulatory Matters," in the accompanying consolidated financial statements for our legal proceedings disclosure, which is incorporated herein by reference.

Item 4. Mine Safety Disclosures

Not applicable.

PART II

Item 5. Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

HSBC USA's common stock is not publicly traded. As of the date of this filing, HSBC North America was the sole holder of HSBC USA's common stock. During 2024, HSBC USA paid dividends on its common stock of \$100 million from retained earnings to HSBC North America.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain matters discussed throughout this Form 10-K are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, we may make or approve certain statements in future filings with the United States Securities and Exchange Commission ("SEC"), in press releases, or oral or written presentations by representatives of HSBC USA Inc. ("HSBC USA" and, together with its subsidiaries, "HUSI") that are not statements of historical fact and may also constitute forward-looking statements. Words such as "may," "will," "should," "would," "could," "appears," "believe," "intends," "expects," "estimates," "targeted," "plans," "anticipates," "goal," and similar expressions are intended to identify forward-looking statements but should not be considered as the only means through which these statements may be made. These matters or statements will relate to our future operations, strategy, financial condition, economic forecast, results of operations, plans, objectives, performance or business developments and will involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from that which was expressed or implied by such forward-looking statements.

All forward-looking statements are, by their nature, subject to risks and uncertainties, many of which are beyond our control. Our actual future results may differ materially from those set forth in our forward-looking statements. While there is no assurance that any list of risks and uncertainties or risk factors is complete, below are certain factors which could cause actual results to differ materially from those in the forward-looking statements:

- our ability to effectively implement and deliver on our business strategies, and the effect implementation of our business strategy may have on our financial results, operations and relationships with our customers, regulators, employees and other stakeholders;
- uncertainty concerning the future market and economic conditions in the United States and abroad, including but not limited to, changes in interest rates, energy prices, inflation, supply chain issues, a decline in housing prices, the availability of credit and liquidity, unemployment levels, turmoil in the financial markets and related efforts of government agencies to stabilize the financial system, changes in consumer confidence and consumer spending and behavior, consumer perception as to the continuing availability of credit and price competition in the market segments we serve and the consequences of unexpected geopolitical events, such as trade disputes or unforeseen events such as natural disasters or pandemics;
- compliance with the Chinese National Security Law, the Hong Kong Autonomy Act and other laws of China and the U.S., which may impact, among other things, individuals or entities with which we are able to conduct business;
- changes in laws and regulatory requirements;
- the potential impact of any legal, regulatory or policy changes affecting financial institutions and the global economy as a result of changes by the new administration;
- the ability to deliver on our regulatory priorities;
- capital and liquidity requirements under Basel guidance, the Federal Reserve Board's ("FRB") Comprehensive Capital Analysis and Review ("CCAR") program, and the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 ("Dodd-Frank Act" or "Dodd-Frank") stress testing ("DFAST"), including the U.S. FRB requirements for U.S. global systemically important banks ("G-SIBs") and U.S. intermediate holding companies ("IHCs") owned by non-U.S. G-SIBs to issue total loss-absorbing capacity ("TLAC") instruments;
- regulatory requirements in the U.S. and in non-U.S. jurisdictions to facilitate the future orderly resolution of large financial institutions;
- changes in central banks' policies with respect to the provision or removal of liquidity support to financial markets;
- the ability of HSBC Holdings plc ("HSBC" and, together with its subsidiaries, "HSBC Group") and HSBC Bank USA, National Association (together with its subsidiaries, "HSBC Bank USA") to fulfill the requirements imposed by a consent order or guidance from regulators generally;
- the use of us, or our affiliates, as a conduit for illegal activities without our knowledge by third parties;
- the ability to successfully manage our risks;
- the financial condition of our clients and counterparties and our ability to manage counterparty risk;
- concentrations of credit and market risk;
- increases in our allowance for credit losses and changes in our assessment of our loan portfolios;
- the ability to successfully implement changes to our operational practices as needed and/or required from time to time;
- damage to our reputation;

- the ability to attract or retain key employees, including foreign workers, and customers;
- the effects of competition in the markets where we operate including increased competition from non-bank financial services companies, including securities firms;
- the effects of operational risks that are inherent in banking operations, including fraudulent and other criminal activities, breakdowns in processes or procedures and systems failure or non-availability;
- disruption in our and our third-party providers' and partners' operations or other adverse impacts resulting from technology failures, cyberattacks, and inadequate data management and consumer privacy protections;
- the ability of third-party service providers and partners to provide adequate services;
- risks associated with Environmental, Social and Governance ("ESG") matters such as climate change and human rights issues;
- losses suffered due to the negligence, fraud or misconduct of our employees or the negligence, fraud or misconduct on the part of third parties;
- a failure in our internal controls;
- our ability to meet our funding requirements;
- adverse changes to our credit ratings;
- financial difficulties or credit downgrades of mortgage bond insurers;
- changes in Financial Accounting Standards Board and International Accounting Standards Board ("IASB") accounting standards and their interpretation;
- heightened regulatory and government enforcement scrutiny of financial institutions, including in connection with product governance and sales practices, account opening and closing procedures, customer and employee complaints and sales compensation structures related to such practices;
- possible negative impact of regulatory investigations and legal proceedings related to alleged foreign exchange manipulation;
- heightened regulatory and government enforcement scrutiny of financial markets, with a particular focus on traded asset classes, including foreign exchange;
- the possibility of incorrect assumptions or estimates in our financial statements, including reserves related to litigation, deferred tax assets and the fair value of certain assets and liabilities;
- model limitations or failure;
- the possibility of incorrect interpretations, application of or changes in tax laws to which we and our clients are subject;
- unexpected and/or increased expenses relating to, among other things, litigation and regulatory matters, remediation efforts, penalties and fines; and
- the other risk factors and uncertainties described under Item 1A, "Risk Factors," in this Annual Report on Form 10-K.

Forward-looking statements are based on our current views and assumptions and speak only as of the date they are made. We undertake no obligation to update any forward-looking statement to reflect subsequent circumstances or events. For more information about factors that could cause actual results to differ materially from those in the forward-looking statements, see Item 1A, "Risk Factors," in this Annual Report on Form 10-K.

Executive Overview

HSBC USA is a wholly-owned subsidiary of HSBC North America Holdings Inc. ("HSBC North America"), which is an indirect wholly-owned subsidiary of HSBC. HUSI may also be referred to in Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") as "we," "us" or "our."

2024 Economic Environment The U.S. economy continued to grow during 2024 despite continued pressures from inflation and elevated interest rates. U.S. Gross Domestic Product ("GDP") grew at an estimated annual rate of 2.8 percent in 2024, while the personal consumption expenditures price index of 2.6 percent at December 2024 remained slightly above the FRB's target inflation rate. While unemployment rates have remained low during 2024, the total unemployment rate increased to 4.1 percent at December 2024 as compared with 3.8 percent at December 2023. After holding short-term interest rates steady for the first eight months of 2024, the FRB cut short-term interest rates by a total of 100 basis points during the remainder of the year and has indicated that additional rate decreases in 2025 will depend on future economic conditions.

Although the U.S. economy continued to grow during 2024, economic uncertainty remains due to elevated interest rates and the effects from higher inflation, which will continue to impact our business in future periods. Concerns over domestic and global policy issues, trade policy in the U.S. and geopolitical events, including the turmoil in the Middle East, as well as the implications of those events on the markets in general, further add to the global uncertainty. Interest rate levels, inflation, unemployment levels and economic growth, in combination with global economic conditions, fiscal and monetary policy and the level of regulatory and government scrutiny of financial institutions will continue to impact our results in 2025 and beyond.

2024 Events

- As previously disclosed, in November 2023, the Federal Deposit Insurance Corporation ("FDIC") issued a final rule that imposes a special assessment on certain FDIC-insured banks, including HSBC Bank USA, to recover the loss to the Deposit Insurance Fund ("DIF") arising from the protection of uninsured depositors following a determination of systemic risk in connection with the failures of Silicon Valley Bank and Signature Bank. This resulted in additional deposit insurance assessment fees of \$243 million being accrued in 2023. Because the estimated loss to the DIF will be periodically adjusted as actual losses are incurred, the FDIC retains the ability to cease collection early, extend the special assessment collection period beyond the initial eight-quarter collection period, or impose a final shortfall special assessment after the receiverships for the two banks are terminated. During 2024, the FDIC informed banks who are required to fund the shortfall in the DIF that the estimated loss has increased and it projects that the special assessment will be collected for an additional two quarters beyond the initial eight-quarter collection period at a rate that reflects estimated changes in the special assessment. As a result, during 2024, we accrued \$31 million of additional deposit insurance special assessment fees to reflect our updated special assessment amount.
- During 2024, we sold certain U.S. Government sponsored mortgage-backed securities classified as available-for-sale with a total carrying value of \$2,130 million and realized a loss of \$148 million. As previously disclosed, during 2023, we also sold certain U.S. Government agency mortgage-backed and U.S. Government sponsored mortgage-backed securities classified as available-for-sale with a total carrying value of \$960 million and realized a loss of \$246 million. These securities were sold to manage our exposure to the changing interest rate environment as part of our continuing strategy to maximize returns while balancing the securities portfolio for risk management purposes. We have reinvested the proceeds into higher yielding U.S. Treasury and U.S. Government agency mortgage-backed securities classified as held-to-maturity.

Performance, Developments and Trends The following tables set forth selected financial metrics of HUSI for the years ended December 31, 2024, 2023 and 2022 and at December 31, 2024 and 2023:

Year Ended December 31,	2024	2023	2022
	(dollars are in millions)		
Net income	\$ 825	\$ 393	\$ 548
Rate of return on average:			
Total assets	.5 %	.2%	.3%
Common equity	6.9	3.2	3.3
Tangible common equity ⁽¹⁾	7.2	3.3	3.4
Total equity	6.9	3.3	3.6
Net interest margin	1.13	1.10	1.28
Efficiency ratio	71.1	84.1	76.0
Commercial net charge-off ratio ⁽²⁾	.19	.10	.04
Consumer net charge-off ratio ⁽²⁾	-	.03	(.06)

⁽¹⁾ The following table provides a reconciliation of average common equity to average tangible common equity:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Common equity	\$ 11,708	\$ 11,777	\$ 14,119
Less: Goodwill	458	458	458
Tangible common equity	\$ 11,250	\$ 11,319	\$ 13,661

⁽²⁾ Excludes loans held for sale.

At December 31,	2024	2023
Additional Select Ratios:		
Allowance as a percent of loans ⁽¹⁾	.86 %	1.00%
Commercial allowance as a percent of loans ⁽¹⁾	1.28	1.44
Consumer allowance as a percent of loans ⁽¹⁾	.05	.09
Loans to deposits ratio ⁽²⁾	50.77	48.43
Common equity Tier 1 capital to risk-weighted assets	13.6	13.0
Tier 1 capital to risk-weighted assets	13.8	13.3
Total capital to risk-weighted assets	16.2	15.7
Tier 1 leverage ratio	8.0	7.7
Total equity to total assets	7.3	6.9

⁽¹⁾ Excludes loans held for sale.

⁽²⁾ Represents period end loans, net of allowance for loan losses, as a percentage of total deposits.

Net income was \$825 million during 2024 compared with \$393 million and \$548 million during 2023 and 2022, respectively. Income before income tax was \$1,047 million during 2024 compared with \$488 million and \$725 million during 2023 and 2022, respectively. The increase in income before income tax during 2024 compared to 2023 was due primarily to higher other revenues driven by lower losses realized from the sales of certain available-for-sale securities for risk management purposes as discussed above as well as increases in other income, servicing and other fees from HSBC affiliates, other fees and commissions, and trading revenue. Also contributing to the increase were lower operating expenses driven by lower deposit insurance special assessment fees as discussed above as well as higher net interest income.

The decrease in income before income tax during 2023 compared to 2022 was due primarily to lower net interest income as interest expense on deposits and interest bearing liabilities grew faster than interest income on loans and interest bearing assets. Also contributing to the decrease were higher operating expenses driven by the deposit insurance special assessment fees which were accrued in 2023 as discussed above, partially offset by lower costs driven by the completion of our strategic plan to restructure our operations ("Restructuring Plan") in 2022. See Note 3, "Strategic Initiatives," in the accompanying consolidated financial statements for further discussion. These decreases were partially offset by a lower provision for credit losses and higher other revenues. The increase in other revenues was driven by higher trading revenue, partially offset by the loss realized in 2023 from the sale of certain securities for risk management purposes as discussed above and the non-recurrence of a gain of

\$113 million recorded in 2022 on the sale of the branch disposal group associated with the exit of our mass market retail banking business.

See "Results of Operations" for a more detailed discussion of our operating trends. In addition, see "Balance Sheet Review" for further discussion on our asset and liability trends, "Liquidity and Capital Resources" for further discussion on funding and capital and "Credit Quality" for additional discussion on our credit trends.

In January 2025, portions of the Los Angeles metropolitan area were devastated by wildfires. Based on an initial review of the loan portfolio in California, and the underlying information obtained regarding the affected properties, we currently do not expect the impact to expected credit losses in the consumer and commercial loan portfolios, individually or in the aggregate, to be material. We continue to review our loan portfolio in the affected areas and will update our estimated loss exposure as necessary as additional information becomes available.

Future Prospects Our operations are dependent upon our ability to grow revenues, maintain stable deposit balances and, to a lesser extent, access the global capital markets. Numerous factors, both internal and external, may impact our access to, and the costs associated with, both retail and wholesale sources of funding. These factors may include our debt ratings, overall economic conditions, overall capital markets volatility, the counterparty credit limits of investors to the HSBC Group, and our management of the credit risks inherent in our business and customer base.

Our results are also impacted by general global and domestic economic conditions, including employment levels, housing market conditions, property valuations, interest rates and legislative and regulatory changes, all of which are beyond our control. Changes in interest rates generally affect both the rates we charge to our customers and the rates we pay on our borrowings. Achieving our profitability goals in 2025 is largely dependent upon macroeconomic conditions which include the interest rate environment, housing market conditions, unemployment levels, market volatility, energy prices and our ability to attract and retain loans and deposits from customers, all of which could impact trading and other revenue, net interest income, loan volume, loss provision and ultimately our results of operations.

Basis of Reporting

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

Group Reporting Basis We report financial information to HSBC in accordance with HSBC Group accounting and reporting policies, which apply International Financial Reporting Standards ("IFRSs") as issued by the IASB. As a result, our segment results are prepared and presented using financial information prepared on the basis of HSBC Group's accounting and reporting policies ("Group Reporting Basis"). Because operating results on the Group Reporting Basis are used in managing our businesses and rewarding performance of employees, our management also separately monitors profit before tax under this basis of reporting. The following table reconciles our U.S. GAAP versus Group Reporting Basis profit before tax:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Profit before tax - U.S. GAAP basis	\$ 1,047	\$ 488	\$ 725
Adjustments:			
Expected credit losses	(28)	(45)	153
Loans held for sale	(6)	(5)	25
Other long-lived assets	(3)	202	(8)
Renewable energy tax credit investments	15	12	25
Gain on transfer of precious metals trading client relationships to an affiliate	-	10	-
Other	(5)	(4)	5
Profit before tax - Group Reporting Basis	\$ 1,020	\$ 658	\$ 925

The significant differences between U.S. GAAP and the Group Reporting Basis as they impact our results are summarized in Note 25, "Business Segments," in the accompanying consolidated financial statements. Differences in reported profit before tax in the table above that were individually significant for 2024 and 2023 are explained below. See "Basis of Reporting" in our Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Form 10-K") for an explanation of the differences in reported profit before tax in the table above that were individually significant for 2022.

During 2024, expected credit losses were lower under U.S. GAAP than under the Group Reporting Basis. Under the Group Reporting Basis, a majority of our loans are considered to be in "stage 1" (which requires a 12-month expected credit losses

estimate), while under U.S. GAAP such loans require a lifetime expected credit losses estimate ("lifetime ECL"). Primarily as a result of the different requirements, releases in credit reserves for risk factors associated with higher risk industry exposures and for risk associated with large loan exposures were more pronounced under U.S. GAAP. In addition, expected credit losses under the Group Reporting Basis reflect higher provisions associated with certain loans which were downgraded to "stage 2" or "stage 3," while under U.S. GAAP, the impact of the downgrades was covered by existing reserves. The lower expected credit losses under U.S. GAAP were partially offset by higher loss provisions under U.S. GAAP associated with growth in innovation banking.

During 2023, expected credit losses were lower under U.S. GAAP than under the Group Reporting Basis. Primarily as a result of the different requirements related to stage 1 loans discussed above, the impact of improved economic forecasts was more pronounced under U.S. GAAP. In addition, expected credit losses under the Group Reporting Basis reflect higher provisions associated with certain loans which were downgraded to "stage 3," while under U.S. GAAP, the impact of the downgrades was covered by existing reserves.

During 2023, other long-lived assets in the table above reflects a reversal of \$149 million of impairment charges under the Group Reporting Basis related to capitalized software and leasehold improvements primarily associated with our Wealth and Personal Banking business segment which were previously impaired and written-off. In 2020, we recorded an impairment charge under the Group Reporting Basis related to the write-off of all the capitalized software and a portion of the leasehold improvements, while under U.S. GAAP no impairment charge was required. Subsequent to recognition of the impairment charge in 2020, expenditures for software development and newly completed leasehold improvements in our Wealth and Personal Banking business segment were capitalized and amortized over their useful lives under U.S. GAAP, but not under the Group Reporting Basis. Consequently, the carrying amounts of capitalized software and leasehold improvements were higher under U.S. GAAP than under the Group Reporting Basis and, as a result, corresponding amortization expense was higher under U.S. GAAP. During 2023, we determined that the cash generating unit was no longer impaired under the Group Reporting Basis and that its estimated fair value exceeded its carrying value, which resulted in the re-establishment of these assets at their recoverable amount net of amortization that would have been recorded had no impairment loss been recognized and excluding any assets that had since been sold. In addition, during 2023, we recorded \$22 million of lease related impairment charges under U.S. GAAP primarily associated with the exit of certain office space, while under the Group Reporting Basis, impairment was recognized when we committed to vacate the space in 2022.

During 2024 and 2023, renewable energy tax credit investments in the table above primarily reflects the impact of a presentation difference. Under the Group Reporting Basis, the amortization of our investment balance is presented in income tax expense, while under U.S. GAAP, the amortization of our investment balance is presented in other revenues.

During 2023, we transferred certain precious metals trading client relationships to an affiliate which under the Group Reporting Basis required the gain to be recorded in earnings. Under U.S. GAAP, since the transfer was between affiliates under common control, the gain was reflected as a capital transaction and recorded in common equity as a component of additional paid-in capital. See Note 25, "Business Segments," in the accompanying consolidated financial statements for additional discussion.

Critical Accounting Estimates

Our consolidated financial statements are prepared in accordance with accounting standards generally accepted in the United States. We believe our policies are appropriate and fairly present the financial position and results of operations of HUSI.

The significant accounting policies used in the preparation of our consolidated financial statements are more fully described in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements. Certain accounting policies affecting the reported amounts of assets, liabilities, revenues and expenses are complex and involve significant judgments by our management, including the use of estimates and assumptions. As a result, changes in estimates, assumptions or operational policies could significantly affect our financial position and our results of operations. We base our accounting estimates on historical experience, observable market data, inputs derived from or corroborated by observable market data by correlation or other means and on various other assumptions that we believe to be appropriate, including assumptions based on unobservable inputs. To the extent we use models to assist us in measuring the fair value of particular assets or liabilities, we strive to use models that are consistent with those used by other market participants. Actual results may differ from these estimates due to the levels of subjectivity and judgment necessary to account for highly uncertain matters or the susceptibility of such matters to change. The impact of estimates and assumptions on our financial condition or operating performance may be material.

Of the significant accounting policies used in the preparation of our consolidated financial statements, the items discussed below involve what we have identified as critical accounting estimates based on the associated degree of judgment and complexity. Our management has reviewed these critical accounting estimates as well as the associated assumptions and accompanying disclosure with the Audit Committee of our Board of Directors.

Allowance for Credit Losses Because we lend money to others, we are exposed to the risk that borrowers may not repay amounts owed to us when contractually due. Consequently, we maintain an allowance for credit losses that reflects our estimate of lifetime ECL for loans and other financial assets measured at amortized cost. Allowance for credit loss estimates are reviewed periodically and adjustments are recognized in the provision for credit losses during the period they become known. Our Risk and Finance departments share responsibility for establishing appropriate levels of allowances for credit losses inherent in our various loan and other portfolios carried at amortized cost, including debt securities, and they assess and independently approve our allowance for credit losses. See Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements for further discussion of our accounting policies and methodologies for establishing the allowance for credit losses and liability for off-balance sheet credit exposures.

The accounting estimates relating to the allowance for credit losses are "critical accounting estimates" for the following reasons:

- Changes in the provision for credit losses can materially affect our financial results;
- Estimates related to the allowance for credit losses require us to project future borrower performance, including cash flows, delinquencies and charge-offs, along with, when applicable, collateral values, based on a reasonable and supportable forecast period utilizing forward-looking economic scenarios in order to estimate probability of default and loss given default;
- Credit losses are influenced by factors outside of our control such as industry and business trends, geopolitical events and the effects of laws and regulations as well as economic conditions such as trends in housing prices, interest rates, GDP, inflation, energy prices and unemployment; and
- Judgment is required to determine whether the models used to generate the allowance for credit losses produce an estimate that is sufficient to encompass the current view of lifetime ECL.

Because our estimates of the allowance for credit losses involve judgment and are influenced by factors outside of our control, there is uncertainty inherent in these estimates. Changes in such estimates could significantly impact our allowance and provision for credit losses. Our reported combined estimated allowance for credit losses and liability for off-balance sheet credit exposures ranged from \$676 million to \$704 million during 2024.

As discussed further in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements, we utilize a minimum of four forward-looking economic scenarios to estimate lifetime ECL, including three consensus economic scenarios and a fourth scenario, referred to as the "Alternative Downside scenario," which is designed to consider severe downside risks with more extreme economic outcomes. Each scenario is assigned a weighting based upon management's assessment of the likelihood of occurrence.

As an illustration of the effect of changes in estimates relating to the allowance for credit losses, using a 100 percent weighting for the Alternative Downside scenario instead of using the four weighted scenarios at December 31, 2024 would have resulted in a combined increase to our allowance for credit losses and liability for off-balance sheet credit exposures of approximately \$430 million. This illustration only represents the effect of changes in the weighting of these scenarios on our existing modeled portfolios and does not consider changes in the allowance related to management judgment that might occur.

Our allowance for credit losses is based on estimates and is intended to be adequate but not excessive. The allowance for credit losses is regularly assessed for adequacy. The allowance for credit losses, which is carried as a reduction to the respective assets on the balance sheet, includes reserves for lifetime ECL associated with loans and other financial assets carried at amortized cost. A reserve is also maintained for off-balance sheet risk, which is recorded in other liabilities and includes lifetime ECL arising from off-balance sheet arrangements such as letters of credit and undrawn commitments to lend.

The allowances include amounts calculated for individual loan balances and for collective loan portfolios depending on the nature of the exposure and the manner in which risks inherent in that exposure are managed. In addition, the allowance for credit losses on consumer and commercial loans reflects management judgment of risk factors that may not be fully reflected in the lifetime ECL generated by our models. In making this determination, we consider the characteristics of our portfolio and any other significant factors that are relevant. Management review committees, comprising representatives from Credit Risk and Finance, have been established in order to review and challenge the results of the lifetime ECL calculations before approving them each period. The committees also consider other observable factors, both internal and external to us in the general economy, to ensure that the estimates provided by the various models adequately include all known information at each reporting period.

Valuation of Financial Instruments A significant portion of our financial assets and liabilities are carried at fair value. These include trading assets and liabilities, derivatives, securities available-for-sale and equity securities. Furthermore, we have elected to measure specific assets and liabilities at fair value under the fair value option, including certain commercial loans held for sale, certain student loans held for investment, structured deposits, structured notes, certain of our own debt issuances and certain client share repurchase transactions. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Where available, we use

quoted prices to determine fair value. If quoted prices are not available, we base fair value on models using inputs that are either directly observable or are derived from and corroborated by market data.

Valuation of Major Classes of Assets and Liabilities - Fair value measurement accounting principles establish a fair value hierarchy structure that prioritizes the inputs to determine the fair value of an asset or liability (the "Fair Value Framework"). The Fair Value Framework establishes a three-tiered fair value hierarchy as discussed further in Note 29, "Fair Value Measurements," in the accompanying consolidated financial statements. Classification within the fair value hierarchy is based on the lowest hierarchical level input that is significant to the fair value measurement. As such, the classification of a financial asset or liability within the fair value hierarchy is dynamic in that the asset or liability could be transferred to other hierarchy levels in each reporting period as a result of price discovery. We review and update our fair value hierarchy classifications quarterly. Changes from one quarter to the next related to the observability of the inputs into a fair value measurement may result in a reclassification between hierarchy levels. Level 3 assets as a percentage of total assets measured at fair value were approximately 1.0 percent and 1.1 percent at December 31, 2024 and 2023, respectively.

Imprecision in estimating unobservable market inputs can impact the amount of revenue, loss or other comprehensive income recorded for a particular financial instrument. While we believe our valuation methods are appropriate, the use of different methodologies or assumptions to determine the fair value of certain financial assets and liabilities could result in a different estimate of fair value at the reporting date, which can result in equity and earnings volatility. For example, a 10 percent adverse change in the value of our level 3 assets (excluding derivatives) would have reduced their carrying value by approximately \$61 million at December 31, 2024. For additional discussion of the determination of fair value for individual financial assets and liabilities carried at fair value, see Note 29, "Fair Value Measurements," in the accompanying consolidated financial statements. The following is a description of the methodologies used in the valuation of significant financial assets and liabilities for which quoted market prices and observable market parameters are not available.

- Derivatives* - We manage groups of derivative instruments with offsetting market and credit risks. Accordingly, we measure the fair value of each group of derivative instruments based on the exit price of the group's net risk position. The fair value of a net risk position is determined using internal models that utilize multiple valuation inputs. The majority of the valuation inputs can be validated through market consensus data. For complex or long-dated derivative products where market data is not available, fair value is sensitive to the limitation of the valuation model (model risk), the liquidity of the product (liquidity risk), the funding of the product (funding risk) and the assumptions about inputs not obtainable through price discovery process (data uncertainty risk). Accordingly, we make valuation adjustments to capture these risks and uncertainties. Because of the interrelated nature, in most cases we do not separately make an explicit adjustment to the fair value for each of these risks. Instead, we apply a range of assumptions to the valuation input that we believe implicitly incorporates adjustments for liquidity, funding, model and data uncertainty risks.

We also include a credit valuation adjustment to reflect the credit risk associated with the net derivative positions. In estimating the credit valuation adjustment, we net the derivative positions by counterparties. The fair value for a net long credit risk position is adjusted for the counterparty's credit risk referred to as credit valuation adjustment whereas the fair value for a net short credit risk position is adjusted for HUSI's own credit risk referred to as debit valuation adjustment. We calculate the credit valuation adjustment by applying the probability of default of the counterparty to the expected exposure, and multiplying the result by the expected loss given default. We estimate the implied probability of default based on the credit spread of the specific counterparty observed in the credit default swap market. Where credit default spread of the counterparty is not available, we use the credit default spread of a specific proxy (e.g., the credit default swap spread of the counterparty's parent) or a proxy based on credit default swaps referencing to credit names of similar credit standing.
- Securities* - For the substantial majority of our trading and available-for-sale securities, we obtain fair value for each security instrument from multiple independent pricing vendors ("IPV") and brokers, if available. We have established adequate controls in pricing vendor selection and fair value validation. The validation methods include but are not limited to comparisons among IPV prices for the same instrument, review and challenge of IPV valuation methodologies, inputs and assumptions, and the elapsed time between the date to which market data relates and the measurement date. For securities that are difficult to value, we use internal pricing models which estimate the fair value based on our assumptions in funding risk, default risk and loss upon default. We exercise significant judgment in estimating these assumptions and inputs to the valuation model. We believe these model inputs reflect market participants' assumptions about risks and the risk premium required to compensate for undertaking risks.
- Structured Notes and Deposits* - Structured notes and deposits are hybrid instruments containing embedded derivatives. The valuation of the hybrid instruments is predominantly driven by the derivative features embedded within the instruments and our own credit risk. Depending on the complexity of the embedded derivative, the same risk elements of valuation adjustments described in the derivative section above would also apply to hybrid instruments. In addition, cash flows for the funded notes and deposits are discounted at the relevant interest rates for the duration of the instrument adjusted for our own credit spreads. The credit spreads so applied are determined with

reference to our own debt issuance rates observed in primary and secondary markets, internal funding rates and the structured note rates in recent executions.

Deferred Tax Asset Valuation Allowance We recognize deferred tax assets and liabilities for the future tax consequences related to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and for Federal and State net operating losses. Our net deferred tax assets, including deferred tax liabilities, totaled \$1.4 billion and \$1.5 billion at December 31, 2024 and 2023, respectively. We evaluate our deferred tax assets for recoverability considering negative and positive evidence, including our historical financial performance, projections of future taxable income, expectations of future corporate alternative minimum tax and any resulting credit carryforwards, future reversals of existing taxable temporary differences, tax planning strategies and any carryback availability. We are required to establish a valuation allowance for deferred tax assets and record a charge to earnings if we determine, based on available evidence at the time the determination is made, that it is more likely than not that some portion or all of the deferred tax assets will not be realized. In evaluating the need for a valuation allowance, we estimate future taxable income based on objective and verifiable management forecasts. This process involves significant management judgment about assumptions that are subject to change from period to period. Because the recognition of deferred tax assets requires management to make significant judgments about future earnings, the periods in which items will impact taxable income and the application of inherently complex tax laws, we have identified the assessment of deferred tax assets and the need for any related valuation allowance as a critical accounting estimate.

The use of different assumptions of future earnings, the periods in which items will impact taxable income and the application of inherently complex tax laws can result in changes in the amounts of deferred tax items recognized, which can result in equity and earnings volatility because such changes are reported in current period earnings. Furthermore, if future events differ from our current forecasts, valuation allowances may need to be established or adjusted, which could have a material adverse effect on our results of operations, financial condition and capital position. We will continue to update our assumptions and forecasts of future taxable income and assess the need and adequacy of any valuation allowance.

Our interpretations of tax laws are subject to examination by the Internal Revenue Service and State taxing authorities. Resolution of disputes over interpretations of tax laws may result in us being assessed additional income taxes. We regularly review whether we may be assessed such additional income taxes and recognize liabilities for such potential future tax obligations as appropriate.

Additional detail on our assumptions with respect to the judgments made in evaluating the realizability of our deferred tax assets and on the components of our deferred tax assets and deferred tax liabilities at December 31, 2024 and 2023 can be found in Note 18, "Income Taxes," in the accompanying consolidated financial statements.

Balance Sheet Review

The following table provides balance sheet totals at December 31, 2024 and increases (decreases) since December 31, 2023:

	December 31, 2024	Increase (Decrease) From December 31, 2023	
		Amount	%
(dollars are in millions)			
Period end assets:			
Short-term investments	\$ 37,559	\$ (2,038)	(5.1)%
Loans, net	62,216	3,820	6.5
Loans held for sale	406	67	19.8
Trading assets	21,231	(884)	(4.0)
Securities	42,735	1,963	4.8
All other assets	6,584	(435)	(6.2)
	<u>\$ 170,731</u>	<u>\$ 2,493</u>	<u>1.5%</u>
Period end liabilities and equity:			
Total deposits	\$ 123,350	\$ 2,067	1.7%
Trading liabilities	3,907	422	12.1
Short-term borrowings	7,352	(2,562)	(25.8)
Long-term debt	20,717	2,056	11.0
Interest, taxes and other liabilities	2,916	(340)	(10.4)
Total equity	12,489	850	7.3
	<u>\$ 170,731</u>	<u>\$ 2,493</u>	<u>1.5%</u>

Short-Term Investments Short-term investments include cash and due from banks, interest bearing deposits with banks and federal funds sold and securities purchased under agreements to resell. Balances may fluctuate from period to period depending upon our liquidity position at the time and our strategy for deploying liquidity. Short-term investments decreased compared with December 31, 2023 due to a decrease in funds driven primarily by higher loans and securities as well as lower short-term borrowings as discussed in detail below. These decreases were partially offset by higher deposits and long-term debt.

Loans, Net The following table summarizes our loan balances at December 31, 2024, excluding loans held for sale, and increases (decreases) since December 31, 2023:

	December 31, 2024	Increase (Decrease) From December 31, 2023	
		Amount	%
(dollars are in millions)			
Commercial loans:			
Real estate, including construction	\$ 6,612	\$ (475)	(6.7)%
Business and corporate banking	15,431	(293)	(1.9)
Global banking ⁽¹⁾	9,995	(730)	(6.8)
Other commercial ⁽²⁾	9,013	2,592	40.4
Total commercial	41,051	1,094	2.7
Consumer loans:			
Residential mortgages	21,035	2,694	14.7
Home equity mortgages	393	4	1.0
Credit cards	195	(4)	(2.0)
Other consumer	79	(22)	(21.8)
Total consumer	21,702	2,672	14.0
Total loans	62,753	3,766	6.4
Allowance for credit losses ⁽³⁾	537	(54)	(9.1)
Loans, net	\$ 62,216	\$ 3,820	6.5%

⁽¹⁾ Represents large multinational firms including globally focused U.S. corporate and financial institutions, U.S. dollar lending to multinational banking clients managed by HSBC on a global basis and complex large business clients supported by Global Banking and Markets relationship managers.

⁽²⁾ Includes loans to HSBC affiliates which totaled \$5,449 million and \$2,618 million at December 31, 2024 and 2023, respectively.

⁽³⁾ See "Credit Quality" in this MD&A for a discussion of trends in our allowance for credit losses on loans.

Commercial loans increased compared with December 31, 2023 driven by higher loans to affiliates, partially offset by lower loans to non-affiliates due to paydowns and maturities exceeding new business activity as we continued to apply a disciplined lending approach. The decline in commercial non-affiliate loans was primarily in the semiconductor, commercial services, consumer services, technology and banking industries, partially offset by increases in the diversified financials and software industries.

Consumer loans increased compared with December 31, 2023 due to growth in residential mortgages, which we continue to target towards our globally connected affluent and high net worth clients.

The following table presents loan-to-value ("LTV") ratios for our residential mortgage loan portfolio, excluding mortgage loans held for sale:

	LTV Ratios ⁽¹⁾⁽²⁾			
	December 31, 2024		December 31, 2023	
	First Lien	Second Lien	First Lien	Second Lien
LTV < 80%	99.1 %	99.0 %	99.1%	98.9%
80% ≤ LTV < 90%	.9	1.0	.9	1.1
90% ≤ LTV < 100%	-	-	-	-
LTV ≥ 100%	-	-	-	-
Average LTV for portfolio	50.4	46.2	49.5	46.3

⁽¹⁾ LTVs for first liens are calculated using the loan balance as of the reporting date. LTVs for second liens are calculated using the loan balance as of the reporting date plus the senior lien amount at origination. Current estimated property values are derived from the property's appraised value at the time of loan origination updated by the change in the Federal Housing Finance Agency's House Price Index ("HPI") at either a core-based statistical area or state level. The estimated value of the homes could differ from actual fair values due to changes in condition of the underlying property, variations in housing price changes within metropolitan statistical areas and other factors. As a result, actual property values associated with loans that end in foreclosure may be significantly lower than the estimates used for purposes of this disclosure.

⁽²⁾ Current estimated property values are calculated using the most current HPIs available and applied on an individual loan basis, which results in an approximate three month delay in the production of reportable statistics. Therefore, the information in the table above reflects current estimated property values using HPIs at September 30, 2024 and 2023, respectively.

Loans Held for Sale The following table summarizes loans held for sale at December 31, 2024 and increases (decreases) since December 31, 2023:

	December 31, 2024	Increase (Decrease) From December 31, 2023	
		Amount	%
(dollars are in millions)			
Commercial loans:			
Real estate, including construction	\$ 79	\$ 79	*
Business and corporate banking	1	1	*
Global banking	326	(13)	(3.8)
Total commercial	406	67	19.8
Consumer loans:			
Residential mortgages	-	-	-
Total consumer	-	-	-
Total loans held for sale	\$ 406	\$ 67	19.8%

* Percentage change is greater than 100 percent.

Commercial loans held for sale increased compared with December 31, 2023. Included in commercial loans held for sale are certain loans that we have elected to designate under the fair value option which consists of loans that we originate in connection with our participation in a number of syndicated credit facilities with the intent of selling them to unaffiliated third parties as well as loans that we purchase from the secondary market and hold as hedges against our exposure to certain total return swaps or intend to sell. The fair value of these loans totaled \$395 million and \$250 million at December 31, 2024 and 2023, respectively. Balances will fluctuate from period to period depending on the volume and level of activity.

Commercial loans held for sale also includes certain loans that we no longer intend to hold for investment and were transferred to held for sale which totaled \$11 million and \$89 million at December 31, 2024 and 2023, respectively. The decrease compared with December 31, 2023 was due primarily to loan sales.

Consumer loans held for sale were nil at both December 31, 2024 and 2023. Residential mortgage loans held for sale comprise agency-eligible conforming residential mortgage loans which are originated and held for sale to third parties, currently on a servicing retained basis. Balances will fluctuate from period to period depending on the volume and level of activity. Gains and losses from the sale of these residential mortgage loans are reflected as a component of other income (loss) in the accompanying consolidated statement of income.

Excluding the loans designated under the fair value option discussed above, loans held for sale are recorded at the lower of amortized cost or fair value, with adjustments to fair value being recorded as a valuation allowance through other revenues. The valuation allowance on commercial loans held for sale was nil and \$2 million at December 31, 2024 and 2023, respectively. The valuation allowance on consumer loans held for sale was nil at both December 31, 2024 and 2023.

Trading Assets and Liabilities The following table summarizes trading assets and liabilities at December 31, 2024 and increases (decreases) since December 31, 2023:

		Increase (Decrease) From December 31, 2023	
	December 31, 2024	Amount	%
(dollars are in millions)			
Trading assets:			
Securities ⁽¹⁾	\$ 19,470	\$ (1,023)	(5.0)%
Precious metals	163	(183)	(52.9)
Derivatives, net	1,598	322	25.2
	<u>\$ 21,231</u>	<u>\$ (884)</u>	<u>(4.0)%</u>
Trading liabilities:			
Securities sold, not yet purchased	\$ 1,489	\$ (199)	(11.8)%
Payables for precious metals	70	(231)	(76.7)
Derivatives, net	2,348	852	57.0
	<u>\$ 3,907</u>	<u>\$ 422</u>	<u>12.1%</u>

⁽¹⁾ See Note 5, "Trading Assets and Liabilities," in the accompanying consolidated financial statements for a breakout of trading securities by category.

Trading securities balances were lower compared with December 31, 2023 due to a decrease in foreign sovereign positions, partially offset by an increase in equity positions. Trading security positions are primarily held as economic hedges of interest rate, credit and equity derivative products issued to clients of domestic and emerging markets. Balances of securities sold, not yet purchased were also lower compared with December 31, 2023 due to a decrease in short U.S. Treasury positions primarily related to economic hedges of trading security positions held for Community Reinvestment Act purposes.

Precious metals trading assets decreased compared with December 31, 2023 driven by a decline in our own gold inventory position, partially offset by a higher gold spot price. Payables for precious metals also decreased compared with December 31, 2023 driven by a decline in borrowing of gold inventory to support client activity levels, partially offset by a higher gold spot price. Precious metal positions may not represent our net underlying exposure as we may use derivatives contracts to reduce our risk associated with these positions, the fair value of which would appear in derivatives in the table above.

Derivative asset and liability balances both increased compared with December 31, 2023 mainly from market movements which resulted in higher valuations of foreign exchange derivatives, partially offset by lower valuations of interest rate derivatives. Market movements on equity derivatives were mixed, resulting in higher asset valuations, but lower liability valuations.

Securities Securities include securities available-for-sale and securities held-to-maturity, net. Securities balances were higher compared with December 31, 2023 due to net purchases of U.S. Treasury, foreign sovereign and U.S. Government agency mortgage-backed securities, partially offset by sales, paydowns and maturities of U.S. Government sponsored mortgage-backed securities as part of our continuing strategy to maximize returns while balancing the securities portfolio for risk management purposes.

All Other Assets All other assets include, among other items, properties and equipment, net, and goodwill. All other assets decreased compared with December 31, 2023 due primarily to decreases in outstanding settlement balances related to security sales and secondary loan sales as well as lower margin requirements related to futures trading. These decreases were partially offset by increased low income housing investments and higher derivative balances associated with hedging activities.

Deposits The following table summarizes deposit balances by major depositor categories at December 31, 2024 and increases (decreases) since December 31, 2023:

	December 31, 2024	Increase (Decrease) From December 31, 2023	
		Amount	%
(dollars are in millions)			
Individuals, partnerships and corporations	\$ 110,611	\$ 1,174	1.1%
Domestic and foreign banks	10,488	1,137	12.2
U.S. government and states and political subdivisions	73	(53)	(42.1)
Foreign governments and official institutions	2,178	(191)	(8.1)
Total deposits	\$ 123,350	\$ 2,067	1.7%

Total deposits increased compared with December 31, 2023 due primarily to higher commercial demand deposits reflecting increased business activity. This increase was partially offset by lower commercial savings deposits reflecting the impact of deposit repricing as well as lower deposits from a few large private banking clients, lower deposits from affiliates and the attrition of retail savings and demand deposits.

Short-Term Borrowings Short-term borrowings were lower compared with December 31, 2023 due primarily to a decrease in federal funds purchased, partially offset by an increase in securities sold under repurchase agreements resulting from the management of our short-term funding positions. We continue to actively manage our balance sheet to maximize returns while maintaining adequate liquidity.

Long-Term Debt Long-term debt increased compared with December 31, 2023 due to debt issuances, including \$1,890 million of senior debt issued to HSBC North America during the second half of 2024, partially offset by debt retirements. Debt issuances during 2024 totaled \$9,258 million, of which nil was issued by HSBC Bank USA.

Incremental issuances from our shelf registration statement with the SEC totaled \$7,368 million of senior debt during 2024, which included \$1,500 million of senior notes that were issued by HSBC USA in March as well as \$5,868 million of structured notes. Total long-term debt outstanding under this shelf was \$9,590 million and \$9,227 million at December 31, 2024 and 2023, respectively.

Incremental issuances from the HSBC Bank USA Global Bank Note Program totaled nil during 2024. Total debt outstanding under this program was \$1,870 million and \$1,918 million at December 31, 2024 and 2023, respectively.

Borrowings from the Federal Home Loan Bank ("FHLB") totaled \$1,000 million at both December 31, 2024 and 2023.

Interest, Taxes and Other Liabilities Interest, taxes and other liabilities decreased compared with December 31, 2023 due primarily to lower derivative balances associated with hedging activities and lower outstanding settlement balances related to secondary loan purchases. These decreases were partially offset by increased low income housing liabilities.

Results of Operations

2023 compared with 2022 See "Results of Operations" in our 2023 Form 10-K for a discussion of our operating results for 2023 compared with 2022. See below for a discussion of our operating results for 2024 compared with 2023.

Net Interest Income Net interest income is the total interest income on earning assets less the total interest expense on deposits and borrowed funds. An analysis of consolidated average balances and interest rates is presented in this MD&A under the caption "Consolidated Average Balances and Interest Rates."

The significant components of net interest margin are summarized in the following table:

Year Ended December 31,	2024 Compared with 2023 Increase (Decrease)				2023 Compared with 2022 Increase (Decrease)			
	2024			2023			2022	
		Volume	Rate		Volume	Rate		
(dollars are in millions)								
Interest income:								
Short-term investments	\$ 1,693	\$ (333)	\$ 339	\$ 1,687	\$ (113)	\$ 1,097	\$ 703	
Trading securities	366	69	31	266	15	32	219	
Securities	1,839	146	135	1,558	32	726	800	
Commercial loans	2,865	(6)	58	2,813	(97)	1,320	1,590	
Consumer loans	826	78	103	645	16	89	540	
Other	78	(12)	10	80	(13)	40	53	
Total interest income	7,667	(58)	676	7,049	(160)	3,304	3,905	
Interest expense:								
Deposits	4,071	198	223	3,650	4	2,510	1,136	
Short-term borrowings	623	40	69	514	20	329	165	
Long-term debt	1,143	(14)	24	1,133	92	536	505	
Tax liabilities and other	63	9	7	47	2	15	30	
Total interest expense	5,900	233	323	5,344	118	3,390	1,836	
Net interest income	\$ 1,767	\$ (291)	\$ 353	\$ 1,705	\$ (278)	\$ (86)	\$ 2,069	
Yield on total interest earning assets	4.88 %			4.54%			2.41%	
Cost of total interest bearing liabilities	4.66			4.41			1.56	
Interest rate spread	.22			.13			.85	
Benefit from net non-interest paying funds ⁽¹⁾	.91			.97			.43	
Net interest margin on average earning assets	1.13 %			1.10%			1.28%	

⁽¹⁾ Represents the benefit associated with interest earning assets in excess of interest bearing liabilities. Increased percentages reflect growth in this excess or a higher cost of interest bearing liabilities, while decreased percentages reflect a reduction in this excess or a lower cost of interest bearing liabilities.

Net interest income increased during 2024 due to higher interest income from interest earning assets driven by higher yields and higher average balances in securities, consumer loans and trading securities, partially offset by higher interest expense from interest bearing liabilities driven by higher rates paid and higher average balances in deposits and short-term borrowings. The overall increase in net interest income was also partially offset by the unfavorable impact of lower average short-term investment balances.

Higher yields on interest earning assets and higher rates paid on interest bearing liabilities reflect the impact of higher market rates.

Short-term investments Interest income increased modestly during 2024 as the impact of higher yields was largely offset by lower average balances.

Trading securities Interest income increased during 2024 due to higher average balances and, to a lesser extent, higher yields. Higher average balances were driven by increases in equity, U.S. Treasury and U.S. Government sponsored mortgage-backed positions, partially offset by a decline in foreign sovereign positions. Interest income associated with trading securities was partially offset within trading revenue by the performance of the associated derivatives as discussed further below.

Securities Interest income was higher during 2024 due to higher average balances and higher yields as we continued to reinvest in securities at higher market rates. Higher average balances were driven by increases in U.S. Government agency mortgage-backed, U.S. Treasury and foreign sovereign securities, partially offset by a decline in U.S. Government sponsored mortgage-backed securities.

Commercial loans Interest income increased during 2024 due to higher yields on variable rate loans and newly originated loans.

Consumer loans Interest income was higher during 2024 due to higher yields on variable rate loans and newly originated loans as well as higher average balances driven by growth in residential mortgages.

Other Lower interest income during 2024 was due to lower average balances in cash collateral posted, partially offset by higher yields.

Deposits Interest expense increased during 2024 due to higher rates paid on savings deposits and a shift in mix to higher cost time deposits. Also contributing to the increase were higher average balances driven by growth in commercial demand deposits, including a shift in mix to interest bearing accounts from noninterest bearing accounts, as well as higher time deposits and higher deposits from affiliates. Higher average balances were partially offset by lower commercial savings deposits reflecting the impact of deposit repricing and the attrition of retail savings and demand deposits.

Short-term borrowings Interest expense was higher during 2024 due to higher rates paid and a shift in mix to higher cost securities sold under repurchase agreements. Also contributing to the increase were higher average balances overall driven by increases in securities sold under repurchase agreements and commercial paper outstanding, partially offset by a decrease in federal funds purchased.

Long-term debt Interest expense increased during 2024 due to higher rates paid on variable rate borrowings and newly issued debt, partially offset by lower average balances.

Tax liabilities and other Higher interest expense during 2024 was due to higher average balances in securities sold, not yet repurchased and higher rates paid.

Provision for Credit Losses The following table summarizes the components of the provision for credit losses:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Loans:			
Commercial loans:			
Real estate, including construction	\$ 17	\$ (56)	\$ 129
Business and corporate banking	27	111	(8)
Global banking	(16)	7	29
Other commercial	-	-	(3)
Total commercial loans	28	62	147
Consumer loans:			
Residential mortgages	(7)	(19)	-
Home equity mortgages	(2)	4	(6)
Credit cards	1	4	(2)
Other consumer	2	-	4
Total consumer loans	(6)	(11)	(4)
Total loans	22	51	143
Securities held-to-maturity	-	-	(1)
Other financial assets measured at amortized cost	-	-	(1)
Securities available-for-sale	-	-	(1)
Off-balance sheet credit exposures	28	(6)	14
Total provision for credit losses	\$ 50	\$ 45	\$ 154

Our provision for credit losses increased \$5 million during 2024 due to a higher provision for credit losses on off-balance sheet credit exposures and a lower release in credit loss reserves on our consumer loan portfolio, partially offset by a lower provision for credit losses on our commercial loan portfolio.

The provision for credit losses on our commercial loan portfolio decreased \$34 million during 2024. The loss provision in 2024 was driven by downgrades reflecting weakness in the financial condition of certain clients and higher provisions associated with growth in innovation banking, partially offset by a decline in credit reserves for risk factors associated with higher risk industry exposures and lower credit reserves for risk associated with large loan exposures. In 2023, the loss provision was driven by downgrades reflecting weakness in the financial condition of certain clients and an increase in credit reserves for risk factors associated with higher risk industry exposures, partially offset by improved economic forecasts.

The provision for credit losses on our consumer loan portfolio increased \$5 million during 2024 reflecting a lower release in credit loss reserves. The release in credit reserves in 2024 was driven by improved LTV estimates, while the release in credit reserves in 2023 was driven by improved housing price forecasts, partially offset by an increase in credit reserves for risk factors associated with a change in New York State foreclosure law as well as a modest deterioration in home equity mortgages.

The provision for credit losses on off-balance sheet credit exposures increased \$34 million during 2024 reflecting a loss provision compared with a release in credit loss reserves in 2023. The loss provision in 2024 resulted from higher provisions associated with growth in innovation banking and downgrades reflecting weakness in the financial condition of certain clients, while the release in credit reserves in 2023 resulted primarily from improved economic forecasts.

Our methodology and accounting policies related to the allowance for credit losses are presented under the caption "Critical Accounting Estimates" in this MD&A and in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements. See "Credit Quality" in this MD&A for additional discussion on the allowance for credit losses associated with our various loan portfolios.

Other Revenues The following table summarizes the components of other revenues:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Credit card fees, net	\$ 55	\$ 49	\$ 45
Trust and investment management fees	148	134	136
Other fees and commissions	683	626	619
Trading revenue	998	942	517
Other securities gains (losses), net	(124)	(243)	26
Servicing and other fees from HSBC affiliates	385	327	343
Gain (loss) on instruments designated at fair value and related derivatives	(38)	(42)	(50)
Gain on sale of branch disposal group, net ⁽¹⁾	-	-	113
Other income (loss):			
Valuation of loans held for sale	2	(32)	(19)
Residential mortgage banking revenue (expense)	3	3	(1)
Insurance	4	4	4
Miscellaneous income (loss)	(86)	(116)	(138)
Total other income (loss)	(77)	(141)	(154)
Total other revenues	\$ 2,030	\$ 1,652	\$ 1,595

⁽¹⁾ See Note 4, "Sale of Certain Branch Assets and Liabilities," in the accompanying consolidated financial statements for additional information.

Credit card fees, net Credit card fees, net were higher during 2024 reflecting increases in interchange fees, over-limit fees and other miscellaneous fees.

Trust and investment management fees Trust and investment management fees increased during 2024 driven by higher average assets under management and higher discretionary fees from private banking funds.

Other fees and commissions Other fees and commissions increased during 2024 due to higher fees from loan syndication, wire transfers and other account services reflecting higher business activity compared with 2023. See Note 23, "Fee Income from Contracts with Customers," in the accompanying consolidated financial statements for additional information including a summary of the components of other fees and commissions.

Trading revenue Trading revenue is generated by participation in the foreign exchange, precious metals, rates, credit and equities markets. The following table presents trading revenue by business activity. Not included in the table below is the impact of net interest income associated with trading securities which is an integral part of trading activities' overall performance. Net interest income related to trading activities is recorded in net interest income in the consolidated statement of income. Certain derivatives, such as total return swaps, are economically hedged by holding the underlying interest bearing referenced assets. Trading revenue related to the mortgage banking business is included as a component of other income (loss).

Year Ended December 31,	2024	2023	2022
	(in millions)		
Business Activities:			
Foreign Exchange	\$ 255	\$ 336	\$ 301
Metals	55	171	132
Debt Markets	2	(1)	(6)
Securities Financing	651	426	22
Markets Treasury	-	12	74
Other trading ⁽¹⁾	35	(2)	(6)
Total trading revenue	\$ 998	\$ 942	\$ 517

⁽¹⁾ Includes trading revenue related to Global Banking and Equities.

Trading revenue increased during 2024 due primarily to higher revenue in Securities Financing driven by the impact of higher market rates which impacts fair value and increased balance sheet deployment. Also contributing to the increase was higher Other trading revenue due primarily to the improved performance of economic hedge positions used to manage interest rate risk and improved valuations associated with credit default swap protection which largely reflects the hedging of a few client relationships. These increases were partially offset by lower revenue in Metals reflecting the impact of our agreement to refer transactions related to all future precious metals trading and financing activities associated with our Global Banking clients to HSBC Bank plc beginning in September 2023 and lower revenue in Foreign Exchange driven by lower market volatility compared with 2023. Lower Markets Treasury revenue was driven by the lower performance of economic hedge positions used to manage interest rate risk.

Other securities gains (losses), net We maintain securities portfolios as part of our balance sheet diversification and risk management strategies. During 2024 and 2023, we sold \$6,453 million and \$1,642 million, respectively, of primarily U.S. Treasury, U.S. Government sponsored mortgage-backed and U.S. Government agency mortgage-backed securities as part of our continuing strategy to maximize returns while balancing the securities portfolio for risk management purposes. Other securities gains (losses), net improved during 2024 due primarily to lower losses realized from the sales of certain available-for-sale securities as we managed our exposure to the changing interest rate environment and rebalanced the portfolio for risk management purposes. In 2024, we realized a loss of \$148 million from the sale of certain U.S. Government sponsored mortgage-backed securities with a total carrying value of \$2,130 million compared with a loss of \$246 million realized in 2023 from the sale of certain U.S. Government agency mortgage-backed and U.S. Government sponsored mortgage-backed securities with a total carrying value of \$960 million. Also contributing to the improvement, to a lesser extent, were higher gains from the sale of U.S. Treasury securities. The gross realized gains and losses from sales of securities, which are included as a component of other securities gains (losses), net above, are summarized in Note 6, "Securities," in the accompanying consolidated financial statements.

Servicing and other fees from HSBC affiliates Servicing and other fees from HSBC affiliates increased during 2024 due primarily to higher cost reimbursements associated with shared services performed on behalf of other HSBC affiliates, higher loan servicing fees from HSBC Markets (USA) Inc. ("HMUS") and higher performance fees associated with trading activity booked on the balance sheet of HSBC Bank plc.

Gain (loss) on instruments designated at fair value and related derivatives We have elected to apply fair value option accounting to certain commercial loans held for sale, certain student loans held for investment, certain of our own fixed-rate debt issuances, all of our hybrid instruments issued, including structured notes and deposits, and certain client share repurchase transactions. We also use derivatives to economically hedge the interest rate and other risks associated with certain financial assets and liabilities for which fair value option accounting has been elected. Gain (loss) on instruments designated at fair value and related derivatives improved during 2024 attributable to favorable movements related to the economic hedging of interest rate and other risks within our hybrid instruments. This improvement was partially offset by lower valuation gains on commercial loans held for sale driven by improvements in the financial condition of certain clients in 2023 as well as unfavorable movements related to the economic hedging of interest rate risk within our own debt. See Note 17, "Fair Value

Option," in the accompanying consolidated financial statements for additional information including a breakout of these amounts by individual component.

Other income (loss) Other income (loss) improved during 2024 due primarily to improved valuations on loans held for sale driven by a \$30 million lower of amortized cost or fair value adjustment recorded in 2023 associated with the sale of a portfolio of commercial real estate loans as well as lower losses on loan sales driven by a loss on sale of \$10 million recorded in 2023 reflecting a repricing reserve adjustment associated with a previously sold portfolio of consumer mortgage loans. Also contributing to the improvement were lower valuation losses associated with credit default swap protection which largely reflects the hedging of a few client relationships and lower losses on the swap agreements entered into in conjunction with previous sales of Visa Class B shares. In 2024, we recorded a loss of \$33 million primarily related to extending the expected timing of the final resolution of the related litigation and a change in the Visa Class B share conversion rate compared with a loss of \$40 million in 2023.

Operating Expenses The following table summarizes the components of operating expenses:

Year Ended December 31,	2024	2023	2022
	(dollars are in millions)		
Salaries and employee benefits	\$ 567	\$ 530	\$ 591
Support services from HSBC affiliates:			
Fees paid to HSBC Technology & Services (USA) Inc. ("HTSU")	942	952	1,018
Fees paid to HMUS	233	230	191
Fees paid to other HSBC affiliates	495	489	553
Total support services from HSBC affiliates	1,670	1,671	1,762
Occupancy expense, net	68	60	66
Other expenses:			
Equipment and software	125	112	106
Marketing	39	22	31
Outside services	51	49	67
Professional fees	42	50	67
FDIC assessment fees ⁽¹⁾	107	322	54
Miscellaneous	31	8	41
Total other expenses	395	563	366
Total operating expenses	\$ 2,700	\$ 2,824	\$ 2,785
Personnel - average number	2,040	2,005	2,567
Efficiency ratio	71.1 %	84.1%	76.0%

⁽¹⁾ Includes \$31 million and \$243 million of special assessment fees which were accrued in 2024 and 2023, respectively, associated with a final rule issued by the FDIC in 2023 as discussed below.

Salaries and employee benefits Salaries and employee benefits expense increased during 2024 due primarily to higher salaries expense driven by the addition of personnel associated with growth initiatives in innovation banking as well as higher incentive compensation expense reflecting improved core business performance.

Support services from HSBC affiliates Support services from HSBC affiliates were relatively flat during 2024 as lower cost allocations from our technology and support service functions were offset by higher cost allocations associated with global resourcing and other global support activities as well as higher cost allocations from HMUS associated with Global Banking activities. A summary of the services received from various HSBC affiliates is included in Note 24, "Related Party Transactions," in the accompanying consolidated financial statements.

Occupancy expense, net Occupancy expense, net increased during 2024 due to higher lease impairment and other related costs primarily associated with the exit of our previous U.S. headquarters and certain office space as well as higher rent expense. These increases were partially offset by lower depreciation expense.

Other expenses Other expenses decreased during 2024 due primarily to lower deposit insurance assessment fees driven by \$31 million of special assessment fees which were accrued in 2024 compared with \$243 million of special assessment fees which were accrued in 2023. See Note 13, "Deposits," in the accompanying consolidated financial statements for additional information. This decrease was partially offset by increases in marketing expense, expense related to legal matters and amortization of previously capitalized software development costs.

Efficiency ratio Our efficiency ratio improved during 2024 due to higher other revenues, higher net interest income and lower operating expenses as discussed in detail above.

Income tax expense Our effective tax rate was 21.2 percent in 2024 compared with 19.5 percent in 2023 and 24.4 percent in 2022. For a complete analysis of the differences between effective tax rates based on the provision for income taxes attributable to pretax income and the statutory U.S. Federal income tax rate, see Note 18, "Income Taxes," in the accompanying consolidated financial statements.

Segment Results - Group Reporting Basis

We have distinct businesses, which are aligned with HSBC's business strategy: Wealth and Personal Banking ("WPB"), Commercial Banking ("CMB"), and Global Banking and Markets ("GBM"). These businesses and a Corporate Center ("CC") serve as our reportable segments with the exception of GBM. Our GBM business is comprised of three distinct operating segments: Global Banking ("GB"), Markets and Securities Services ("MSS"), and Global Banking and Markets Other ("GBM Other"), which are separately reported. See Item 1, "Business," in this Form 10-K for a description of our segments, including a discussion of the main business activities of the segments and a summary of their products and services. There have been no changes in the basis of our segmentation as compared with the presentation in our 2023 Form 10-K.

Net interest income of each segment represents the difference between actual interest earned on assets and interest incurred on liabilities of the segment, adjusted for a funding charge or credit that includes both interest rate and liquidity components. Segments are charged a cost to fund assets (e.g., customer loans) and receive a funding credit for funds provided (e.g., customer deposits) based on equivalent market rates that incorporate both repricing (interest rate risk) and tenor (liquidity) characteristics. Net funding charges associated with MSS trading activities are reported within other operating income to align with the trading revenue generated by such activities. These net funding charges are reversed back into net interest income in the CC. The objective of these charges/credits is to transfer interest rate risk to one centralized unit in Markets Treasury. Markets Treasury income statement and balance sheet results are allocated to each of the global businesses based upon tangible equity levels and levels of any surplus liabilities.

Certain other revenue and operating expense amounts are also apportioned among the business segments based upon the benefits derived from the activity or the relationship of the activity to other segment activity. These inter-segment transactions have not been eliminated, and we generally account for them as if they were with third parties.

We report financial information to our parent, HSBC, in accordance with HSBC Group accounting and reporting policies, which apply IFRSs as issued by the IASB. As a result, our segment results are prepared and presented using financial information prepared on the Group Reporting Basis. We continue, however, to monitor capital adequacy and report to regulatory agencies on a U.S. GAAP basis. Our Chief Executive Officer ("CEO"), who is the chief operating decision maker, primarily uses segment profit (loss) before income tax under the Group Reporting Basis in monitoring and assessing segment performance, evaluating trends, and deciding how to allocate resources, such as employees.

There have been no changes in the measurement of segment profit as compared with the presentation in our 2023 Form 10-K.

In October 2024, HSBC announced that it was simplifying the HSBC Group's organizational structure effective January 1, 2025 to accelerate delivery against its strategic priorities. As a result, beginning in the first quarter of 2025, we will combine our CMB and GBM businesses to create a single Corporate and Institutional Banking ("CIB") business, and we will rename our WPB business International Wealth and Premier Banking ("IWPB"). Therefore, we expect CIB and IWPB along with the CC will be our reportable segments beginning in the first quarter of 2025.

The significant differences between U.S. GAAP and the Group Reporting Basis as they impact our results are summarized in Note 25, "Business Segments," in the accompanying consolidated financial statements.

2023 compared with 2022 See "Segment Results - Group Reporting Basis" in our 2023 Form 10-K for a discussion of our segment results for 2023 compared with 2022. See below for a discussion of our segment results for 2024 compared with 2023.

Wealth and Personal Banking The following table summarizes the Group Reporting Basis results for our WPB segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Net interest income	\$ 708	\$ 757	\$ 782
Other operating income	207	118	298
Total operating income ⁽¹⁾	915	875	1,080
Expected credit losses	(2)	3	(35)
Net operating income	917	872	1,115
Operating expenses	795	602	863
Profit before tax	\$ 122	\$ 270	\$ 252

⁽¹⁾ The following table summarizes the impact of key activities on the total operating income of our WPB segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Retail banking current accounts, savings and deposits	\$ 382	462	436
Retail banking mortgages, credit cards and other personal lending	183	124	180
Wealth and asset management products	110	98	94
Private banking	183	187	217
Retail business banking and other ⁽²⁾	57	4	153
Total operating income	\$ 915	875	1,080

⁽²⁾ Includes cost reimbursements associated with activities performed on behalf of other HSBC affiliates and allocated Markets Treasury revenue. During 2022, retail business banking and other also reflects a gain of \$151 million on the sale of the branch disposal group associated with the exit of our mass market retail banking business as well as a loss of \$55 million on the sale of a portfolio of consumer mortgage loans.

Our WPB segment reported a lower profit before tax during 2024 due primarily to higher operating expenses driven by the non-recurrence of a reversal of \$142 million of impairment charges recorded in 2023 related to capitalized software and leasehold improvements which were previously impaired and written-off. Also contributing to the lower profit before tax was lower net interest income. These decreases were partially offset by higher other operating income.

Net interest income decreased during 2024 due primarily to the unfavorable impact of lower deposit balances driven by the attrition of savings and demand deposits, partially offset by the favorable impact of higher market rates and higher loan balances driven by growth in residential mortgages.

Other operating income increased during 2024 due primarily to higher allocated Markets Treasury other operating income, largely reflecting an allocated loss of \$22 million in 2024 from the sale of certain securities for risk management purposes compared with an allocated loss of \$57 million in 2023, as well as the improved performance of economic hedge positions used to manage interest rate risk. Also contributing to the increase were higher investment management fees driven by higher average assets under management and higher discretionary fees from private banking funds, the non-recurrence of a loss on sale of \$10 million recorded in 2023 reflecting a repricing reserve adjustment associated with a previously sold portfolio of consumer mortgage loans, and lower losses on the swap agreements entered into in conjunction with previous sales of Visa Class B shares. In 2024, we recorded a loss of \$33 million primarily related to extending the expected timing of the final resolution of the related litigation and a change in the Visa Class B share conversion rate compared with a loss of \$40 million in 2023.

Expected credit losses decreased during 2024 reflecting a modest release in credit loss reserves compared with a modest loss provision in 2023. The release in credit reserves in 2024 was driven by improved LTV estimates, while the loss provision in 2023 was driven by a higher loss estimate for risk factors associated with a change in New York State foreclosure law.

Excluding the reversal of impairment charges as discussed above, operating expenses remained higher during 2024 due primarily to higher expense related to legal matters and higher incentive compensation expense.

Client Assets The following table provides information regarding private banking client assets during 2024 and 2023:

Year Ended December 31,	2024	2023
	(in millions)	
Client assets at beginning of period	\$ 55,754	\$ 49,549
Net new money (outflows)	(4,385)	(4,468)
Value change	16,195	10,673
Client assets at end of period	<u>\$ 67,564</u>	<u>\$ 55,754</u>

Commercial Banking The following table summarizes the Group Reporting Basis results for our CMB segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Net interest income	\$ 1,195	\$ 1,144	\$ 941
Other operating income	286	184	287
Total operating income ⁽¹⁾	<u>1,481</u>	<u>1,328</u>	<u>1,228</u>
Expected credit losses	78	63	22
Net operating income	<u>1,403</u>	<u>1,265</u>	<u>1,206</u>
Operating expenses	749	675	586
Profit before tax	<u>\$ 654</u>	<u>\$ 590</u>	<u>\$ 620</u>

⁽¹⁾ The following table summarizes the impact of key activities on the total operating income of our CMB segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Lending and Transaction Management	\$ 444	\$ 437	\$ 444
Global Payments Solutions ("GPS")	728	700	526
Global Trade Solutions ("GTS") ⁽²⁾	82	76	75
Investment banking products and other ⁽³⁾	227	135	183
Total operating income	<u>\$ 1,481</u>	<u>\$ 1,328</u>	<u>\$ 1,228</u>

⁽²⁾ Previously referred to as Global Trade and Receivables Finance.

⁽³⁾ Includes allocated Markets Treasury revenue.

Our CMB segment reported a higher profit before tax during 2024 due to higher other operating income and higher net interest income, partially offset by higher operating expenses and higher expected credit losses.

Net interest income increased during 2024 due primarily to higher allocated Markets Treasury net interest income and higher deposits spreads, partially offset by the unfavorable impact of lower deposit balances.

Other operating income increased during 2024 due primarily to higher allocated Markets Treasury other operating income, largely reflecting an allocated loss of \$56 million in 2024 from the sale of certain securities for risk management purposes compared with an allocated loss of \$84 million in 2023, as well as lower losses on loan sales driven by a loss on sale of \$28 million recorded in 2023 on the sale of a portfolio of commercial real estate loans. Also contributing to the increase were higher fees from account services, commitments and interchange.

Expected credit losses increased during 2024. The loss provision in 2024 was driven by downgrades reflecting weakness in the financial condition of certain clients and higher provisions associated with growth in innovation banking. In 2023, the loss provisions was driven by downgrades reflecting weakness in the financial condition of certain clients, partially offset by improved economic forecasts.

Operating expenses increased during 2024 due primarily to higher cost allocations from our technology and support service functions as well as higher salaries expense driven by the addition of personnel associated with growth initiatives in innovation banking.

Global Banking and Markets Our GBM business is comprised of three reportable operating segments:

Global Banking The following table summarizes the Group Reporting Basis results for our GB segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Net interest income	\$ 517	\$ 497	\$ 467
Other operating income	384	282	339
Total operating income ⁽¹⁾	901	779	806
Expected credit losses	6	29	31
Net operating income	895	750	775
Operating expenses	528	574	483
Profit before tax	\$ 367	\$ 176	\$ 292

⁽¹⁾ The following table summarizes the impact of key activities on the total operating income of our GB segment. For purposes of the discussion below the table, total operating income is referred to as revenue.

Year Ended December 31,	2024	2023	2022
	(in millions)		
GPS	\$ 537	498	482
Investment Banking	246	260	141
Credit and Lending	77	88	84
GTS ⁽²⁾	55	54	53
GB Other ⁽³⁾	(14)	(71)	46
Total operating income	\$ 901	779	806

⁽²⁾ Previously referred to as Global Trade and Receivables Finance.

⁽³⁾ Includes net interest income on capital held in the business and not assigned to products as well as revenue associated with credit default swap protection, certain credit-linked structured notes and loan sales.

Our GB segment reported a higher profit before tax during 2024 due to higher other operating income, lower operating expenses, lower expected credit losses and higher net interest income.

Revenue increased during 2024 due primarily to higher revenue in GPS and GB Other. Higher revenue in GPS was driven by higher net interest income from higher spreads as well as higher account service fees, while higher revenue in GB Other was driven by lower valuation losses associated with credit default swap protection which largely reflects the hedging of a few client relationships, improved fair value adjustments on certain credit-linked structured notes, and lower losses on loan sales. These increases were partially offset by lower revenue in Investment Banking, and Credit and Lending. Lower revenue in Investment Banking was due primarily to lower net interest income from decreased loan spreads and balances as well as lower fair value adjustment gains on certain loans held for sale driven by improvements in the financial condition of certain clients in 2023 which were partially offset by higher fees from loan syndication. The decline in Credit and Lending revenue was due primarily to lower net interest income from decreased loan spreads.

Expected credit losses decreased during 2024. The loss provision in 2024 was driven by downgrades reflecting weakness in the financial condition of certain clients, partially offset by improvements in the credit condition of a single client relationship. In 2023, the loss provision was driven by downgrades reflecting weakness in the financial condition of certain clients, partially offset by improved economic conditions.

Operating expenses decreased during 2024 due primarily to lower cost allocations from our support service functions.

Markets and Securities Services The following table summarizes the Group Reporting Basis results for our MSS segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Net interest income	\$ 42	\$ 44	\$ 41
Other operating income	353	336	418
Total operating income ⁽¹⁾	395	380	459
Expected credit losses	-	-	-
Net operating income	395	380	459
Operating expenses	314	280	286
Profit before tax	\$ 81	\$ 100	\$ 173

⁽¹⁾ The following table summarizes the impact of key activities on the total operating income of our MSS segment. For purposes of the discussion below the table, total operating income is referred to as revenue.

Year Ended December 31,	2024	2023	2022
	(in millions)		
Foreign Exchange and Metals	\$ 194	296	318
Debt Markets	33	25	4
Securities Financing	64	34	52
Equities	58	28	56
Securities Services	34	31	29
MSS Other	(1)	(1)	(1)
Credit and funding valuation adjustments	13	17	1
Total MSS	\$ 395	380	459

Our MSS segment reported a lower profit before tax during 2024 due primarily to higher operating expenses, partially offset by higher other operating income.

Revenue increased during 2024 due primarily to higher revenue in Securities Financing, Equities and Debt Markets. Higher revenue in Securities Financing was due to higher market rates and increased balance sheet deployment, while higher revenue in Equities was driven by higher performance fees associated with trading activity booked on the balance sheet of HSBC Bank plc. The increase in Debt Markets revenue was driven by lower sales commissions expense. These increases were partially offset by lower revenue in Foreign Exchange and Metals driven by lower market volatility in Foreign Exchange compared with 2023 as well as the impact of our agreement to refer transactions related to all future precious metals trading and financing activities associated with our Global Banking clients to HSBC Bank plc beginning in September 2023. The agreement to transfer these activities to HSBC Bank plc also resulted in a gain of \$10 million recorded in Metals in 2023 which did not re-occur.

Operating expenses increased during 2024 due primarily to higher cost allocations from our technology and support service functions.

Global Banking and Markets Other The following table summarizes the Group Reporting Basis results for our GBM Other segment. For purposes of the discussion below the table, total operating income (expense) is referred to as revenue.

Year Ended December 31,	2024	2023	2022
	(in millions)		
Net interest income (expense)	\$ 29	\$ (14)	\$ 7
Other operating income (expense)	28	(24)	86
Total operating income (expense)	57	(38)	93
Expected credit losses	(1)	(1)	2
Net operating income (expense)	58	(37)	91
Operating expenses	98	74	111
Loss before tax	\$ (40)	\$ (111)	\$ (20)

Our GBM Other segment reported a lower loss before tax during 2024 due to higher revenue driven by higher allocated Markets Treasury other operating income, largely reflecting an allocated loss of \$70 million in 2024 from the sale of certain securities for risk management purposes compared with an allocated loss of \$105 million in 2023, as well as higher allocated Markets Treasury net interest income and higher cost reimbursements. This increase was partially offset by higher operating expenses driven by higher cost allocations from our support service functions.

Corporate Center The following table summarizes the Group Reporting Basis results for our CC segment:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Net interest expense	\$ (647)	\$ (506)	\$ (178)
Other operating income	644	503	182
Total operating income (expense)	(3)	(3)	4
Expected credit losses	-	-	-
Net operating income (expense)	(3)	(3)	4
Operating expenses	161	364	396
Loss before tax	\$ (164)	\$ (367)	\$ (392)

Our CC segment reported a lower loss before tax during 2024 due to lower operating expenses and higher other operating income, partially offset by higher net interest expense.

Net interest expense increased during 2024 driven by a higher cost of funds reflecting the impact of higher market rates.

Other operating income increased during 2024 due primarily to higher net funding credits associated with MSS trading activities which increased by \$134 million which reflects the higher net interest expense above.

Operating expenses decreased during 2024 due primarily to lower deposit insurance special assessment fees driven by \$31 million of special assessment fees which were accrued in 2024 compared with \$243 million of special assessment fees which were accrued in 2023. See Note 13, "Deposits," in the accompanying consolidated financial statements for additional information.

Reconciliation of Segment Results As previously discussed, segment results are reported on a Group Reporting Basis. See Note 25, "Business Segments," in the accompanying consolidated financial statements for a reconciliation of our Group Reporting Basis segment results to U.S. GAAP consolidated totals.

Credit Quality

In the normal course of business, we enter into a variety of transactions that involve both on and off-balance sheet credit risk. Principal among these activities is lending to various commercial, institutional, governmental and individual customers. We participate in lending activity throughout the United States and, on a limited basis, internationally.

Allowance for Credit Losses / Liability for Off-Balance Sheet Credit Exposures Our accounting policies and methodologies related to the allowance for credit losses and liability for off-balance sheet credit exposures are presented under the caption "Critical Accounting Estimates" in this MD&A and in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements. Our approach toward credit risk management is summarized under the caption "Risk Management" in this MD&A.

The following table summarizes our allowance for credit losses and the liability for off-balance sheet credit exposures:

At December 31,	2024	2023
	(in millions)	
Allowance for credit losses:		
Loans:		
Commercial loans	\$ 526	\$ 574
Consumer loans	11	17
Total loans	537	591
Securities held-to-maturity	-	-
Other financial assets measured at amortized cost ⁽¹⁾	-	-
Securities available-for-sale	-	-
Total allowance for credit losses	\$ 537	\$ 591
Liability for off-balance sheet credit exposures	\$ 139	\$ 111

⁽¹⁾ Primarily includes accrued interest receivables and customer acceptances.

The total allowance for credit losses at December 31, 2024 decreased \$54 million or 9 percent as compared with December 31, 2023 due to a lower loss estimate on our commercial loan portfolio and, to a lesser extent, our consumer loan portfolio.

Our commercial allowance for credit losses at December 31, 2024 decreased \$48 million or 8 percent as compared with December 31, 2023 driven by a decline in credit reserves for risk factors associated with higher risk industry exposures, the charge-off of two corporate banking loans and lower credit reserves for risk associated with large loan exposures. These decreases were partially offset by downgrades reflecting weakness in the financial condition of certain clients and higher loss estimates associated with growth in innovation banking.

Our consumer allowance for credit losses at December 31, 2024 decreased \$6 million or 35 percent as compared with December 31, 2023 driven by improved LTV estimates and improved credit quality in credit cards.

The liability for off-balance sheet credit exposures at December 31, 2024 increased \$28 million or 25 percent as compared with December 31, 2023 resulting from higher loss estimates associated with growth in innovation banking and downgrades reflecting weakness in the financial condition of certain clients.

Analysis of the Allowance for Credit Losses on Loans

The following table presents the allowance for credit losses on loans by major loan categories:

	Amount	% of Loans to Total Loans	Amount	% of Loans to Total Loans
At December 31,	2024		2023	
(dollars are in millions)				
Commercial:				
Real estate, including construction	\$ 144	10.5 %	\$ 144	12.0%
Business and corporate banking	273	24.6	302	26.7
Global banking	108	15.9	127	18.1
Other commercial	1	14.4	1	10.9
Total commercial	526	65.4	574	67.7
Consumer:				
Residential mortgages	(12)	33.5	(9)	31.1
Home equity mortgages	6	.6	7	.7
Credit cards	13	.3	16	.3
Other consumer	4	.2	3	.2
Total consumer	11	34.6	17	32.3
Total	\$ 537	100.0 %	\$ 591	100.0%

The following table sets forth key ratios for the allowance for credit losses on loans:

At December 31,	2024	2023
Ratio of Allowance for credit losses to:		
Loans: ⁽¹⁾		
Commercial:		
Non-affiliates	1.48 %	1.54%
Affiliates	-	-
Total commercial	1.28	1.44
Consumer:		
Residential mortgages	(.06)	(.05)
Home equity mortgages	1.53	1.80
Credit cards	6.67	8.04
Other consumer	5.06	2.97
Total consumer	.05	.09
Total loans	.86	1.00
Nonperforming loans: ⁽¹⁾⁽²⁾		
Commercial	76 %	135%
Consumer	6	9
Total nonperforming loans	62	97

⁽¹⁾ Ratios exclude loans held for sale as these loans are carried at the lower of amortized cost or fair value.

⁽²⁾ Represents our commercial and consumer allowance for credit losses, as appropriate, divided by the corresponding outstanding balance of total nonperforming loans held for investment. Nonperforming loans include accruing loans contractually past due 90 days or more.

See Note 8, "Allowance for Credit Losses," in the accompanying consolidated financial statements for a rollforward of credit losses by loan categories for the years ended December 31, 2024, 2023 and 2022.

The allowance for credit losses on loans as a percentage of total loans held for investment at December 31, 2024 decreased as compared with December 31, 2023 due to the decrease in our allowance for credit losses for the reasons discussed above and an increase in total loans held for investment.

The allowance for credit losses on loans as a percentage of nonperforming loans held for investment at December 31, 2024 decreased as compared with December 31, 2023 due to an increase in nonperforming loans in our commercial loan portfolio as discussed further below and the decrease in our allowance for credit losses for the reasons discussed above.

Delinquency The following table summarizes dollars of two-months-and-over contractual delinquency and two-months-and-over contractual delinquency as a percentage of total loans, excluding loans held for sale ("delinquency ratio").

	December 31, 2024		December 31, 2023	
	Delinquent Loans	Delinquency Ratio	Delinquent Loans	Delinquency Ratio
	(dollars are in millions)			
Commercial	\$ 212	.52 %	\$ 416	1.04%
Consumer:				
Residential mortgages ⁽¹⁾⁽²⁾	134	.64	115	.63
Home equity mortgages ⁽¹⁾⁽²⁾	4	1.02	4	1.03
Credit cards	3	1.54	4	2.01
Other consumer	1	1.27	2	1.98
Total consumer	142	.65	125	.66
Total	\$ 354	.56	\$ 541	.92

⁽¹⁾ At December 31, 2024 and 2023, consumer mortgage loan delinquency includes \$67 million and \$61 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less costs to sell.

⁽²⁾ The following table reflects dollars of contractual delinquency and delinquency ratios for interest-only loans and adjustable rate mortgage ("ARM") loans:

	December 31, 2024		December 31, 2023	
	Delinquent Loan	Delinquency Ratio	Delinquent Loan	Delinquency Ratio
	(dollars are in millions)			
Interest-only loans	\$ 9	.09%	4	.09%
ARM loans	87	.56	69	.51

Our two-months-and-over contractual delinquency ratio decreased 36 basis points compared with December 31, 2023 due to lower dollars of delinquency in our commercial loan portfolio, partially offset by higher dollars of delinquency in our consumer loan portfolio. Also contributing to the decrease in the ratio were higher outstanding loan balances.

Our commercial loan two-months-and-over contractual delinquency ratio decreased 52 basis points compared with December 31, 2023 due to lower dollars of delinquency driven by collections, including the collections of two commercial real estate loans and a few large private banking loans.

Our consumer loan two-months-and-over contractual delinquency ratio was relatively flat as compared with December 31, 2023 as higher dollars of delinquency driven by deterioration in residential mortgages, including a few large loans which became 60 days past due, was offset by higher outstanding loan balances.

Net Charge-offs of Loans The following table summarizes net charge-off (recovery) dollars as well as net charge-off (recovery) of loans for the period as a percentage of average loans, excluding loans held for sale ("net charge-off ratio"):

	Year Ended December 31,								
	2024			2023			2022		
	Net Charge-off Dollars	Average Loans	Net Charge-off Ratio	Net Charge-off Dollars	Average Loans	Net Charge-off Ratio	Net Charge-off Dollars	Average Loans	Net Charge-off Ratio
(dollars are in millions)									
Commercial:									
Real estate, including construction	\$ 17	\$ 6,852	.25 %	\$ -	\$ 7,419	-%	\$ 2	\$ 8,325	.02%
Business and corporate banking	56	16,405	.34	39	16,305	.24	5	16,019	.03
Global banking	3	10,461	.03	-	10,182	-	9	11,919	.08
Other commercial	-	7,012	-	-	6,718	-	-	7,079	-
Total commercial	76	40,730	.19	39	40,624	.10	16	43,342	.04
Consumer:									
Residential mortgages	(4)	19,572	(.02)	1	17,481	.01	(3)	16,183	(.02)
Home equity mortgages	(1)	389	(.26)	(1)	369	(.27)	(3)	332	(.90)
Credit cards	4	186	2.15	4	196	2.04	(4)	190	(2.11)
Other consumer	1	75	1.33	1	114	.88	-	58	-
Total consumer	-	20,222	-	5	18,160	.03	(10)	16,763	(.06)
Total	\$ 76	\$ 60,952	.12	\$ 44	\$ 58,784	.07	\$ 6	\$ 60,105	.01

Our net charge-off ratio increased 5 basis points during 2024 due to a higher level of net charge-offs in our commercial loan portfolio driven by the deterioration of two corporate banking loans and two commercial real estate loans. The increase in the ratio was partially offset by a lower level of net charge-offs in our consumer loan portfolio driven by improved net charge-offs in residential mortgages reflecting a modest level of net recoveries in 2024 compared with a modest level of net charge-offs in 2023.

See "Credit Quality" in our 2023 Form 10-K for a discussion of our net charge-off ratio for 2023 compared with 2022.

Nonperforming Loans The following table summarizes nonperforming loans, including nonaccrual loans and accruing loans contractually 90 days or more past due, as well as nonperforming loans as a percentage of total loans, excluding loans held for sale ("nonperforming ratio"):

	December 31, 2024		December 31, 2023	
	Nonperforming Loans ⁽¹⁾	Nonperforming Ratio	Nonperforming Loans ⁽¹⁾	Nonperforming Ratio
	(dollars are in millions)			
Commercial	\$ 688	1.68 %	\$ 425	1.06%
Consumer:				
Residential mortgages ⁽²⁾⁽³⁾⁽⁴⁾	173	.82	172	.94
Home equity mortgages ⁽²⁾⁽³⁾	6	1.53	6	1.54
Credit cards	3	1.54	3	1.51
Other consumer	1	1.27	2	1.98
Total consumer	183	.84	183	.96
Total	\$ 871	1.39	\$ 608	1.03
Other real estate owned ⁽⁵⁾	\$ 8		\$ 2	

⁽¹⁾ See Note 7, "Loans," in the accompanying consolidated financial statements for a breakout of nonaccrual loans and accruing loans contractually 90 days or more past due. At December 31, 2024 and 2023, total nonperforming loans include \$151 million and \$6 million, respectively, of accruing loans contractually 90 days or more past due.

⁽²⁾ At December 31, 2024 and 2023, nonperforming consumer mortgage loans include \$106 million and \$108 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell.

⁽³⁾ Nonperforming consumer mortgage loans held for investment include all loans which are 90 or more days contractually delinquent as well as loans discharged under Chapter 7 bankruptcy and not re-affirmed and second lien loans where the first lien loan that we own or service is 90 or more days contractually delinquent.

⁽⁴⁾ Nonperforming consumer mortgage loans for all periods does not include guaranteed loans purchased from the Government National Mortgage Association. Repayment of these loans is predominantly insured by the Federal Housing Administration and as such, these loans have different risk characteristics from the rest of our customer loan portfolio.

⁽⁵⁾ Includes \$1 million or less of commercial other real estate owned at both December 31, 2024 and 2023.

Our nonperforming loans ratio increased 36 basis points compared with December 31, 2023 due to higher nonperforming loans in our commercial loan portfolio, while nonperforming loans in our consumer loan portfolio remained flat. The increase in the ratio was partially offset by higher outstanding loan balances.

Our commercial nonperforming loans ratio increased 62 basis points compared with December 31, 2023 due to higher nonperforming loans driven by downgrades, including the downgrade of a global banking loan, as well as an increase in accruing loans contractually 90 days or more past due driven by a few loans for which collectibility of the past due amounts is reasonably assured. These increases were partially offset by paydowns and charge-offs.

Our consumer nonperforming loans ratio decreased 12 basis points compared with December 31, 2023 due to higher outstanding loan balances.

Accrued but unpaid interest on loans placed on nonaccrual status generally is reversed and reduces current income at the time loans are so categorized. Interest income on these loans may be recognized to the extent of cash payments received. Our policies and practices for problem loan management and placing loans on nonaccrual status are summarized in Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," in the accompanying consolidated financial statements.

Criticized Commercial Loans The following table summarizes criticized commercial loans:

At December 31,	2024	2023
	(in millions)	
Special mention	\$ 1,028	\$ 1,004
Substandard	1,611	2,046
Doubtful	472	505
Total	\$ 3,111	\$ 3,555

Criticized loans decreased compared with December 31, 2023 due primarily to paydowns and improvements in the credit condition of certain clients, partially offset by downgrades reflecting weakness in the financial condition of certain clients.

Concentration of Credit Risk A concentration of credit risk is defined as a significant credit exposure with an individual or group engaged in similar activities or affected similarly by economic conditions. We enter into a variety of transactions in the normal course of business that involve both on and off-balance sheet credit risk. Principal among these activities is lending to various commercial, institutional, governmental and individual customers. We manage the varying degrees of credit risk associated with on and off-balance sheet transactions through specific credit policies and procedures which provide for a strict approval, monitoring and reporting process. It is our policy to require collateral when it is deemed appropriate. Varying degrees and types of collateral are secured depending upon management's credit evaluation.

Commercial Credit Exposure Our commercial credit exposure is diversified across a broad range of industries. Commercial loans outstanding, excluding loans held for sale, and unused commercial commitments by industry are presented in the table below:

	December 31, 2024		December 31, 2023	
	Commercial Utilized	Unused Commercial Commitments	Commercial Utilized	Unused Commercial Commitments
	(in millions)			
Diversified financials	\$ 9,396	\$ 9,034	\$ 8,753	\$ 9,702
Real estate	4,744	1,922	4,702	1,695
Commercial and professional services	2,703	6,525	3,385	5,915
Retailing	1,868	5,106	1,752	4,790
Consumer services	1,843	3,731	2,445	3,116
Capital goods	1,672	6,987	2,062	6,736
Utilities	1,626	1,401	1,334	1,421
Software and services	1,511	7,988	983	4,401
Consumer durables and apparel	1,508	3,521	1,599	3,351
Semiconductors and semiconductor equipment	1,202	1,186	2,116	1,165
Chemicals	1,015	4,309	977	4,165
Energy	929	4,847	774	5,476
Food, beverage and tobacco	832	2,373	760	2,482
Health care equipment and services	803	2,964	966	2,910
Technology hardware and equipment	736	6,277	1,271	6,290
Metals and mining	682	566	678	589
Food and staples retailing	624	1,587	588	1,600
Media and entertainment	435	883	331	769
Insurance	345	3,009	202	3,138
Pharmaceuticals, biotechnology and life science	307	4,254	396	4,926
Total commercial credit exposure in top 20 industries ⁽¹⁾	34,781	78,470	36,074	74,637
All other industries	821	7,324	1,265	5,570
Total commercial credit exposure ⁽²⁾	\$ 35,602	\$ 85,794	\$ 37,339	\$ 80,207

⁽¹⁾ Based on utilization at December 31, 2024.

⁽²⁾ Excludes commercial credit exposures with affiliates.

Our commercial real estate secured loan portfolio which totaled \$3,686 million and \$4,950 million at December 31, 2024 and 2023, respectively, reflects the following borrower types:

At December 31,	2024	2023
Multifamily	40.6 %	43.7%
Office	27.4	24.7
Hotels	12.5	16.6
All other types	19.5	15.0
Total	100.0 %	100.0%

Geographic Concentrations The following table reflects regional exposure at December 31, 2024 and 2023 for our real estate secured loan portfolios, excluding loans held for sale:

	Commercial Real Estate, including Construction Loans	Residential Mortgages and Home Equity Mortgages
December 31, 2024		
New York State	20.3 %	27.3 %
California	15.3	48.3
North Central United States	8.3	.9
North Eastern United States, excluding New York State	4.8	7.0
Southern United States	43.2	9.5
Western United States, excluding California	8.1	7.0
Total	100.0 %	100.0 %
December 31, 2023		
New York State	23.8 %	30.2 %
California	10.2	44.9
North Central United States	12.7	1.0
North Eastern United States, excluding New York State	6.0	7.7
Southern United States	41.2	10.1
Western United States, excluding California	6.1	6.1
Total	100.0 %	100.0 %

Residential Mortgage Loans Our consumer loan portfolio includes the following types of loans:

- Interest-only loans - A loan which allows a customer to pay the interest-only portion of the monthly payment for a period of time which results in lower payments during the initial loan period.
- ARM loans - A loan which allows us to adjust pricing on the loan in line with market movements.

The following table summarizes the balances of interest-only and ARM loans in our loan portfolios, excluding mortgages held for sale, at December 31, 2024 and 2023. Each category is not mutually exclusive and loans may appear in more than one category below.

At December 31,	2024	2023
	(in millions)	
Interest-only residential mortgage and home equity mortgage loans	\$ 4,650	\$ 4,392
ARM loans ⁽¹⁾	15,587	13,363

⁽¹⁾ During 2025 and 2026, approximately \$454 million and \$731 million, respectively, of the ARM loans will experience their first interest rate reset.

The following table summarizes the concentrations of first and second liens within the outstanding residential mortgage and home equity mortgage portfolios, excluding mortgages held for sale, at December 31, 2024 and 2023:

At December 31,	2024	2023
	(in millions)	
Closed end:		
First lien	\$ 21,035	\$ 18,341
Second lien	13	15
Revolving ⁽¹⁾	380	374
Total	\$ 21,428	\$ 18,730

⁽¹⁾ A majority of revolving are second lien mortgages.

Credit Risks Associated with Derivative Contracts Credit risk associated with derivatives is measured as the net replacement cost of derivative contracts in a receivable position in the event the counterparties of such contracts fail to perform under the terms of those contracts. In managing derivative credit risk, both the current exposure, which is the replacement cost of contracts on the measurement date, as well as an estimate of the potential change in value of contracts over their remaining lives are considered. Counterparties to our derivative activities include financial institutions, central clearing parties, foreign and domestic government agencies, corporations, funds (mutual funds, hedge funds, etc.), insurance companies and private clients as well as other HSBC entities. These counterparties are subject to regular credit review by the credit risk management department. To minimize credit risk, we may enter into legally enforceable master netting agreements which reduce risk by permitting the closeout and netting of transactions with the same counterparty upon occurrence of certain events. In addition, we reduce credit risk by obtaining collateral from counterparties. The determination of the need for and the levels of collateral will differ based on an assessment of the credit risk of the counterparty and/or regulatory requirements.

The total risk in a derivative contract is a function of a number of variables, such as:

- volatility of interest rates, currencies, equity or corporate reference entity used as the basis for determining contract payments;
- current market events or trends;
- country risk;
- maturity and liquidity of contracts;
- creditworthiness of the counterparties in the transaction;
- the existence of a master netting agreement among the counterparties; and
- existence and value of collateral received from counterparties to secure exposures.

The table below presents total credit risk exposure calculated using the general risk-based capital rules of the Basel III Standardized Approach which includes the net positive mark-to-market of the derivative contracts plus any adjusted potential future exposure as measured in reference to the notional amount. The regulatory capital rules recognize that bilateral netting agreements reduce credit risk and, therefore, allow for reductions of risk-weighted assets when netting requirements have been met and collateral exists. As a result, risk-weighted amounts for regulatory capital purposes are a portion of the original gross exposures. Furthermore, many contracts contain provisions that allow us to close out the transaction if the counterparty fails to post required collateral. In addition, many contracts give us the right to break the transactions earlier than the final maturity date. As a result, these contracts have potential future exposures that are often much smaller than the future exposures derived from the regulatory capital rules.

At December 31,	2024	2023
	(in millions)	
Risk associated with derivative contracts:		
Total credit risk exposure	\$ 11,591	\$ 9,716
Less: collateral held against exposure	3,587	2,459
Net credit risk exposure	<u>\$ 8,004</u>	<u>\$ 7,257</u>

The table below summarizes the risk profile of the counterparties to derivative contracts with credit risk exposure, net of cash and other highly liquid collateral. The ratings presented in the table below are equivalent ratings based on our internal credit rating system.

Rating Equivalent at December 31,	Percent of Current Credit Risk Exposure, Net of Collateral	
	2024	2023
AAA to AA-	70 %	58%
A+ to A-	21	31
BBB+ to BBB-	8	10
BB+ to B-	1	1
CCC+ and below	-	-
Total	<u>100 %</u>	<u>100%</u>

Liquidity and Capital Resources

Effective liquidity management is defined as ensuring we can meet customer loan requests, customer deposit maturities/withdrawals and other cash commitments efficiently under both normal operating conditions and under unpredictable circumstances of industry or market stress. To achieve this objective, we have guidelines that require sufficient liquidity to cover potential funding requirements in both the short- and long-term and to avoid over-dependence on volatile, less reliable funding markets. Guidelines are set for the consolidated balance sheet of HSBC USA to ensure that it is a source of strength for our regulated, deposit-taking banking subsidiary, as well as to address the more limited sources of liquidity available to it as a holding company. Similar guidelines are set for HSBC Bank USA to ensure that it can meet its liquidity needs in various stress scenarios. Cash flow analysis, including stress testing scenarios, forms the basis for liquidity management and contingency funding plans. See "Risk Management" in this MD&A for further discussion of our approach towards liquidity and funding risk management, including information regarding the key measures employed to define, monitor and control our liquidity and funding risk.

Interest Bearing Deposits with Banks totaled \$22,625 million and \$25,015 million at December 31, 2024 and 2023, respectively, of which \$22,533 million and \$24,830 million, respectively, were held with the Federal Reserve Bank. Balances may fluctuate from period to period depending upon our liquidity position at the time and our strategy for deploying liquidity. Surplus interest bearing deposits with the Federal Reserve Bank may be deployed into securities purchased under agreements to resell or other investments depending on market conditions and the opportunity to maximize returns.

Federal Funds Sold and Securities Purchased under Agreements to Resell totaled \$14,313 million and \$13,878 million at December 31, 2024 and 2023, respectively. Balances may fluctuate from period to period depending upon our liquidity position at the time and our strategy for deploying liquidity.

Trading Assets includes securities totaling \$19,470 million and \$20,493 million at December 31, 2024 and 2023, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on trends.

Securities includes securities available-for-sale and securities held-to-maturity totaling \$42,735 million and \$40,772 million at December 31, 2024 and 2023, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on trends.

Short-Term Borrowings totaled \$7,352 million and \$9,914 million at December 31, 2024 and 2023, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on short-term borrowing trends.

Deposits totaled \$123,350 million and \$121,283 million at December 31, 2024 and 2023, respectively. See "Balance Sheet Review" in this MD&A for further analysis and discussion on deposit trends.

Estimate of Uninsured Deposits At December 31, 2024 and 2023, the estimated amount of uninsured deposits totaled \$79,987 million and \$81,490 million, respectively, generally representing the portion of domestic deposit accounts that exceed the FDIC insurance limit of \$250,000 and amounts in any other uninsured deposit account. The amount of uninsured deposits is calculated on a HUSI consolidated basis utilizing methodologies and assumptions similar to what is used for our bank regulatory reporting requirements.

The scheduled maturities of the portion of domestic time deposits in excess of the FDIC insurance limit and time deposits that are otherwise uninsured at December 31, 2024 are summarized in the following table:

	Portion of Domestic Time Deposits in Excess of the FDIC Insurance Limit	Time Deposits that are Otherwise Uninsured ⁽¹⁾	Total
	(in millions)		
0-90 days	\$ 5,556	\$ 185	\$ 5,741
91-180 days	2,566	120	2,686
181-365 days	3,221	-	3,221
	11,343	305	11,648
Thereafter	1,524	-	1,524
	<u>\$ 12,867</u>	<u>\$ 305</u>	<u>\$ 13,172</u>

⁽¹⁾ Represents foreign time deposits.

Long-Term Debt increased to \$20,717 million at December 31, 2024 from \$18,661 million at December 31, 2023. The following table summarizes issuances and retirements of long-term debt during 2024 and 2023:

Year Ended December 31,	2024	2023
	(in millions)	
Long-term debt issued	\$ 9,258	\$ 4,557
Long-term debt repaid	(7,073)	(4,448)
Net long-term debt issued	\$ 2,185	\$ 109

See "Balance Sheet Review" in this MD&A for further analysis and discussion on long-term debt trends, including additional information on debt issued and repaid during 2024.

Under our shelf registration statement on file with the SEC, we may issue certain securities including debt securities and preferred stock. We satisfy the eligibility requirements for designation as a "well-known seasoned issuer," which allows us to file a registration statement that does not have a limit on issuance capacity. The ability to issue under the registration statement is limited by the authority granted by the Board of Directors. At December 31, 2024, we were authorized to issue up to \$15,000 million, of which \$5,410 million was available. HSBC Bank USA has a Global Bank Note Program that provides for the aggregate issuance of \$40,000 million of subordinated and senior notes, of which \$11,968 million remained available to be issued at December 31, 2024.

As a member of the FHLB and the Federal Reserve Bank of New York, we have secured borrowing facilities which are collateralized by loans and investment securities. At December 31, 2024, long-term debt included \$1,000 million of borrowings from the FHLB facility. Based upon the amounts pledged as collateral under these facilities, we have additional borrowing capacity of up to \$34,230 million.

Preferred Equity See Note 19, "Preferred Stock," in the accompanying consolidated financial statements for information regarding all outstanding HSBC USA preferred share issues.

Common Equity During 2024, HSBC USA received common stock dividends of \$1.1 billion from its subsidiary, HSBC Bank USA, and paid dividends on its common stock of \$0.1 billion from retained earnings to its parent, HSBC North America.

Capital Ratios In managing capital, we develop targets for common equity Tier 1 capital to risk-weighted assets, Tier 1 capital to risk-weighted assets, total capital to risk-weighted assets and Tier 1 capital to adjusted quarterly average assets (i.e., the "Tier 1 leverage ratio"). Capital targets are reviewed at least semi-annually to ensure they reflect our business mix and risk profile, as well as real-time conditions and circumstances. The following table summarizes HSBC USA's Basel III capital ratios calculated as of December 31, 2024 and 2023:

	2024	2023
Common equity Tier 1 capital to risk-weighted assets	13.6 %	13.0%
Tier 1 capital to risk-weighted assets	13.8	13.3
Total capital to risk-weighted assets	16.2	15.7
Tier 1 leverage ratio ⁽¹⁾	8.0	7.7

⁽¹⁾ Adjusted quarterly average assets, the Tier 1 leverage ratio denominator, reflects quarterly average assets adjusted for amounts permitted to be deducted from Tier 1 capital.

We manage capital in accordance with HSBC Group policy. The HSBC North America Internal Capital Adequacy Assessment Process ("ICAAP") works in conjunction with the HSBC Group's ICAAP. The HSBC North America ICAAP applies to HSBC USA and HSBC Bank USA and evaluates regulatory capital adequacy and capital adequacy under various stress scenarios. Our approach is to meet our capital needs for these stress scenarios locally through activities which reduce risk. To the extent that local alternatives are insufficient, as a wholly-owned subsidiary of HSBC, we would seek support from our ultimate parent. Regulatory capital requirements are based on the amount of capital required to be held, plus applicable capital buffers, as defined by regulations, and the amount of risk-weighted assets and leverage exposure, also calculated based on regulatory definitions.

We are subject to regulatory capital rules issued by U.S. banking regulators including Basel III (the "Basel III rule"). The Basel III rule establishes minimum capital ratios and overall capital adequacy standards for banks and bank holding companies ("BHCs"). HSBC North America, HSBC USA and HSBC Bank USA each calculate their risk-based capital requirements for credit risk under the Standardized Approach in the Basel III rule. In 2019, the FRB and the other federal banking agencies jointly finalized rules to implement the Economic Growth, Regulatory Relief and Consumer Protection Act that tailor the application of the enhanced prudential standards for large BHC and foreign banking organizations (the "Tailoring Rules"). The Tailoring Rules assign each BHC and IHC with \$50 billion or more in total U.S. assets into one of five classifications (Categories I through IV, and 'other firms') based on its size and four risk-based indicators. Under the Tailoring Rules, HSBC

North America and HSBC Bank USA are subject to Category IV standards. For additional discussion of the Basel III rule requirements, including required minimum capital ratios, as well as further discussion of the Tailoring Rules, Category IV standards and other related regulatory developments and their expected impact see Part I, "Regulation and Competition - Regulatory Capital and Liquidity Requirements," in this Form 10-K. We continue to review the composition of our capital structure.

Capital Planning and Stress Testing The FRB requires certain U.S. top-tier BHCs and IHCs, including HSBC North America, to comply with the FRB's capital plan rule and CCAR program, as well as the supervisory stress tests conducted by the FRB. The stress tests are forward looking exercises to assess the impact of hypothetical macroeconomic baseline and severely adverse scenarios provided by the FRB on the financial condition and capital adequacy of a CCAR firm over a nine quarter planning horizon. As a Category IV firm, HSBC North America is subject to supervisory stress testing on a biennial basis, and it may opt-in to such testing in an "off year" in order to recalibrate its stress capital buffer based on its most recent supervisory stress test. The FRB continues to supervise Category IV firms on an ongoing basis, including evaluation of the capital adequacy and capital planning processes during off-cycle years. For further discussion of capital planning and stress testing, including detail regarding the FRB's supervisory assessment as part of the CCAR process, see Part I, "Regulation and Competition - Regulatory Capital and Liquidity Requirements," in this Form 10-K.

HSBC North America submitted its 2024 CCAR capital plan in April 2024. In June 2024, the FRB publicly disclosed its supervisory stress test results for all CCAR firms, including HSBC North America, and the results are incorporated into the stress capital buffer for HSBC North America. Stress testing results are based solely on hypothetical adverse stress scenarios and should not be viewed or interpreted as forecasts of expected outcomes or capital adequacy or of the actual financial condition of HSBC North America. Capital planning and stress testing for HSBC North America may impact our future capital and liquidity.

While BHC regulatory capital compliance is generally performed at the HSBC North America level, and also separately for HSBC Bank USA, as a BHC we are required to meet minimum capital requirements imposed by the FRB. We present our capital ratios, together with HSBC Bank USA's in Note 26, "Retained Earnings and Regulatory Capital Requirements," in the accompanying consolidated financial statements.

HSBC USA Inc. HSBC USA is a wholly-owned subsidiary of HSBC North America, which is an indirect wholly-owned subsidiary of HSBC, and the parent company of HSBC Bank USA and other subsidiaries through which we offer a wide range of commercial and consumer banking products and related financial services. HSBC USA's main source of funds is cash received from financing activities, primarily through debt issuance to third parties and affiliates. It also receives cash from affiliates by issuing preferred stock, from subsidiaries in the form of dividends and from its parent by receiving capital contributions when necessary.

HSBC USA received cash dividends from its subsidiaries totaling \$1,215 million in 2024. During 2024, HSBC USA did not receive any cash capital contributions from its parent, HSBC North America.

HSBC USA has a number of obligations to meet with its available cash. It must be able to service its debt and meet the capital needs of its subsidiaries. It also must pay dividends on its preferred stock and may pay dividends on its common stock. HSBC USA paid dividends on its preferred stock totaling \$16 million in 2024. During 2024, HSBC USA also paid dividends on its common stock totaling \$100 million. We may pay additional dividends in the future, but will maintain our capital at levels consistent with our regulatory requirements, risk appetite and internal capital adequacy process.

At various times, we will make capital contributions to our subsidiaries to comply with regulatory guidance, support receivable growth, maintain acceptable investment grade ratings at the subsidiary level, or provide funding for long-term facilities and technology improvements. During 2024, HSBC USA did not make any capital contributions to its subsidiary, HSBC Bank USA.

As of December 31, 2024, HSBC Bank USA has the ability to pay dividends under bank regulatory guidelines, as cumulative net income for 2022 through 2024 exceeded dividends attributable to this period. Any reduction of permanent capital of HSBC Bank USA would require OCC approval. See Note 26, "Retained Earnings and Regulatory Capital Requirements," in the accompanying consolidated financial statements for further details. In determining the extent of dividends to pay, HSBC Bank USA must also consider the effect of dividend payments on applicable risk-based capital and leverage ratio requirements, as well as policy statements of federal regulatory agencies that indicate banking organizations should generally pay dividends out of current operating earnings.

Subsidiaries At December 31, 2024, we had one major subsidiary, HSBC Bank USA. We manage substantially all of our operations through HSBC Bank USA, which contributes to the funding of our businesses primarily through receiving deposits from customers, the collection of receivable balances, issuing short-term, medium-term and long-term debt and selling residential mortgage loans. The vast majority of our domestic medium-term notes and long-term debt is marketed through subsidiaries of HSBC. Intermediate and long-term debt may also be marketed through unaffiliated investment banks.

2025 Funding Strategy Our current estimate for funding needs and sources for 2025 are summarized in the following table:

	(in billions)
Increase (decrease) in funding needs:	
Net change in loans	\$ 3
Net change in short-term investments and securities	(3)
Net change in trading and other assets	(2)
Total funding needs	<u>\$ (2)</u>
Increase (decrease) in funding sources:	
Net change in deposits	\$ -
Net change in trading and other short-term liabilities	(1)
Net change in long-term debt	(1)
Total funding sources	<u>\$ (2)</u>

The above table reflects a long-term funding strategy. Daily balances fluctuate as we accommodate customer needs, while ensuring that we have liquidity in place to support the balance sheet maturity funding profile. Should market conditions deteriorate, we have contingency plans to generate additional liquidity through the sales of assets or financing transactions. We remain confident in our ability to access the market for long-term debt funding needs in the current market environment. We continue to seek well-priced and stable customer deposits. We also continue to sell new agency-eligible conforming residential mortgage loans to third parties.

HSBC Bank USA is subject to significant restrictions imposed by federal law on extensions of credit to, and certain other 'covered transactions' with HSBC USA and other affiliates. For further discussion, see Part I, "Regulation and Competition - Affiliate Transaction Restrictions," in this Form 10-K.

See "Risk Management" in this MD&A for further discussion relating to our liquidity contingency plans and our approach to liquidity and funding risk management.

Material Cash Requirements Our material cash requirements comprise primarily contractual obligations to make future payments related to time deposits, short-term borrowings, long-term debt and operating lease obligations. The following table summarizes our material cash requirements outstanding as of December 31, 2024 by period due:

	Due Within One Year	Due After One Year	Total
	(in millions)		
Time deposits	\$ 16,919	\$ 4,352	\$ 21,271
Short-term borrowings	7,352	-	7,352
Long-term debt	7,172	13,545	20,717
Operating lease obligations	51	785	836
Total	<u>\$ 31,494</u>	<u>\$ 18,682</u>	<u>\$ 50,176</u>

These short- and long-term cash obligations could be funded primarily through cash collection on loans and receipt of deposits, supplemented by the issuance of new short-term and long-term unsecured debt or secured financing repurchase agreements. Particular emphasis is placed on our ability to fund those short-term cash obligations that are due within one year. See "2025 Funding Strategy" above for additional information. In addition to the table above, we also have contractual cash obligations related to certain binding agreements we have entered into for loan servicing, securities processing, asset management services, lockbox and other services which are not material to our liquidity needs.

Capital Expenditures We made capital expenditures of \$20 million and \$36 million during 2024 and 2023, respectively. In addition to these amounts, during 2024 and 2023, we capitalized \$139 million and \$142 million, respectively, relating to improving and modernizing our business systems.

Off-Balance Sheet Arrangements As part of our normal operations, we enter into credit derivatives and various off-balance sheet arrangements with affiliates and third parties. These arrangements arise principally in connection with our lending and client intermediation activities and involve primarily commitments to extend credit and, in certain cases, guarantees.

Commitments to extend credit include arrangements whereby we are contractually obligated to extend credit in the form of loans, participations in loans or similar transactions. At December 31, 2024 and 2023, we had commitments to extend credit totaling \$93.8 billion and \$87.4 billion, respectively, comprised primarily of commercial commitments and, to a lesser extent, consumer commitments. Commercial commitments comprise primarily those related to secured and unsecured loans and lines

of credit. Consumer commitments comprise unused credit card lines, where we have the right to change terms or conditions upon notification to the customer, and commitments to extend credit secured by residential properties, where we have the right to change terms or conditions, for cause, upon notification to the customer. For a summary of guarantees, including standby letters of credit and certain credit derivative transactions, as well as the contractual amounts outstanding at December 31, 2024 and 2023, see Note 28, "Guarantee Arrangements, Pledged Asset and Repurchase Agreements," in the accompanying consolidated financial statements.

The contractual amounts of these financial instruments represent our maximum possible credit exposure in the event that a counterparty draws down the full commitment amount or we are required to fulfill our maximum obligation under a guarantee. Many of these commitments and guarantees expire unused or without default. As a result, we believe that the contractual amount is not representative of the actual future credit exposure or funding requirements.

In addition, we had commitments to purchase securities under agreements to resell on a forward starting basis totaling nil and \$4.8 billion at December 31, 2024 and 2023, respectively. These contracts typically expire in less than one month and are secured by collateral primarily from U.S. Treasury securities.

Our off-balance sheet arrangements also include transactions with unconsolidated variable interest entities ("VIEs"). See Note 27, "Variable Interest Entities," in the accompanying consolidated financial statements for a summary of these unconsolidated VIEs.

Fair Value

Fair Value Hierarchy Fair value measurement accounting principles establish a fair value hierarchy structure that prioritizes the inputs to determine the fair value of an asset or liability (the "Fair Value Framework"). The Fair Value Framework distinguishes between inputs that are based on observed market data and unobservable inputs that reflect market participants' assumptions. It emphasizes the use of valuation methodologies that maximize observable market inputs. For financial instruments carried at fair value, the best evidence of fair value is a quoted price in an actively traded market (Level 1). Where the market for a financial instrument is not active, valuation techniques are used. The majority of our valuation techniques use market inputs that are either observable or indirectly derived from and corroborated by observable market data for substantially the full term of the financial instrument (Level 2). Because Level 1 and Level 2 instruments are determined by observable inputs, less judgment is applied in determining their fair values. In the absence of observable market inputs, the financial instrument is valued based on valuation techniques that feature one or more significant unobservable inputs (Level 3). The determination of the level of fair value hierarchy within which the fair value measurement of an asset or a liability is classified often requires judgment and may change over time as market conditions evolve. We consider the following factors in developing the fair value hierarchy:

- whether the asset or liability is transacted in an active market with a quoted market price;
- the level of bid-ask spreads;
- a lack of pricing transparency due to, among other things, complexity of the product and market liquidity;
- whether only a few transactions are observed over a significant period of time;
- whether the pricing quotations differ substantially among independent pricing services;
- whether inputs to the valuation techniques can be derived from or corroborated with market data; and
- whether significant adjustments are made to the observed pricing information or model output to determine the fair value.

Level 1 inputs are unadjusted quoted prices in active markets that the reporting entity has the ability to access for identical assets or liabilities. A financial instrument is classified as a Level 1 measurement if it is listed on an exchange or is an instrument actively traded in the over-the-counter ("OTC") market where transactions occur with sufficient frequency and volume. We regard financial instruments such as debt securities, equity securities and derivative contracts listed on the primary exchanges of a country to be actively traded. Non-exchange-traded instruments classified as Level 1 assets include securities issued by the U.S. Treasury, to-be-announced securities, non-callable securities issued by U.S. Government sponsored enterprises and certain foreign government-backed debt.

Level 2 inputs are those that are observable either directly or indirectly but do not qualify as Level 1 inputs. We classify mortgage pass-through securities, agency and certain non-agency mortgage collateralized obligations, non-exchange-traded derivative contracts, asset-backed securities, obligations of U.S. states and political subdivisions, corporate debt securities, certain foreign government-backed debt, preferred securities, securities purchased and sold under resale and repurchase agreements, precious metals, certain loans held for sale, certain student loans held for investment, residential mortgage loans whose carrying amount was reduced based on the fair value of the underlying collateral, real estate owned and certain client

share repurchase transactions as Level 2 measurements. Where possible, at least two quotations from independent sources are obtained based on transactions involving comparable assets and liabilities to validate the fair value of these instruments. We have established a process to understand the methodologies and inputs used by the third-party pricing services to ensure that pricing information meets the fair value objective and, where appropriate, this pricing data is back-tested to market trade executions. Where significant differences arise among the independent pricing quotes and the internally determined fair value, we investigate and reconcile the differences. If the investigation results in a significant adjustment to the fair value, the instrument will be classified as Level 3 within the fair value hierarchy. In general, we have observed that there is a correlation between the credit standing and the market liquidity of a non-derivative instrument.

Level 2 derivative instruments are generally valued based on discounted future cash flows or an option pricing model adjusted for counterparty credit risk and market liquidity. The fair value of certain derivative products is determined using valuation techniques based on inputs derived from observable indices traded in the OTC market. Appropriate control processes and procedures have been applied to ensure that the derived inputs are applied to value only those instruments that share similar risks to the relevant benchmark indices and therefore demonstrate a similar response to market factors.

Level 3 inputs are unobservable estimates that management expects market participants would use to determine the fair value of the asset or liability. That is, Level 3 inputs incorporate market participants' assumptions about risk and the risk premium required by market participants in order to bear that risk. We develop Level 3 inputs based on the best information available in the circumstances. At December 31, 2024 and 2023, our Level 3 assets and liabilities measured at fair value included the following: certain structured deposits and structured notes for which the embedded derivatives have significant unobservable inputs (e.g., volatility or default correlations), certain asset-backed securities, individually assessed commercial loans, mortgage servicing rights, derivatives with certain inputs which are unobservable, certain credit default swaps, certain loans held for sale and swap agreements entered into in conjunction with the sales of Visa Class B Shares for which the fair value is dependent upon the final resolution of the related litigation. See Note 29, "Fair Value Measurements," in the accompanying consolidated financial statements for additional information on Level 3 inputs.

Level 3 Measurements The following table provides information about Level 3 assets/liabilities in relation to total assets/liabilities measured at fair value at December 31, 2024 and 2023:

At December 31,	2024	2023
	(dollars are in millions)	
Level 3 assets ⁽¹⁾⁽²⁾	\$ 666	\$ 729
Total assets measured at fair value ⁽¹⁾⁽³⁾	65,724	64,748
Level 3 liabilities ⁽¹⁾	2,550	2,429
Total liabilities measured at fair value ⁽¹⁾	32,544	28,622
Level 3 assets as a percent of total assets measured at fair value	1.0 %	1.1%
Level 3 liabilities as a percent of total liabilities measured at fair value	7.8 %	8.5%

⁽¹⁾ Presented without netting which allows the offsetting of amounts relating to certain contracts if certain conditions are met.

⁽²⁾ Includes \$316 million of recurring Level 3 assets and \$350 million of non-recurring Level 3 assets at December 31, 2024. Includes \$355 million of recurring Level 3 assets and \$374 million of non-recurring Level 3 assets at December 31, 2023.

⁽³⁾ Includes \$65,274 million of assets measured on a recurring basis and \$450 million of assets measured on a non-recurring basis at December 31, 2024. Includes \$64,268 million of assets measured on a recurring basis and \$480 million of assets measured on a non-recurring basis at December 31, 2023.

Significant Changes in Fair Value for Level 3 Assets and Liabilities See Note 29, "Fair Value Measurements," in the accompanying consolidated financial statements for information on additions to and transfers into (out of) Level 3 measurements during 2024 and 2023 as well as for further details including the classification hierarchy associated with assets and liabilities measured at fair value.

Effect of Changes in Significant Unobservable Inputs The fair value of certain financial instruments is measured using valuation techniques that incorporate pricing assumptions not supported by, derived from or corroborated by observable market data. The resultant fair value measurements are dependent on unobservable input parameters which can be selected from a range of estimates and may be interdependent. Changes in one or more of the significant unobservable input parameters may change the fair value measurements of these financial instruments. For the purpose of preparing the financial statements, the final valuation inputs selected are based on management's best judgment that reflect the assumptions market participants would use in pricing similar assets or liabilities.

The unobservable input parameters selected are subject to the internal valuation control processes and procedures. When we perform a test of all the significant input parameters to the extreme values within the range at the same time, it could result in an increase of the overall fair value measurement of approximately \$18 million or a decrease of the overall fair value measurement of approximately \$38 million at December 31, 2024. The effect of changes in significant unobservable input parameters are

primarily driven by the uncertainty in determining the fair value of certain credit-linked structured notes and swap agreements entered into in conjunction with the sales of Visa Class B Shares.

Risk Management

Overview The primary role of risk management is to protect our customers, business, colleagues and the communities that we serve, while ensuring we are able to support our strategy and provide sustainable growth.

Our risk management framework We aim to use a comprehensive risk management approach across the organization and across all risk types underpinned by our culture and values. This is outlined in our risk management framework, including the key principles and practices that we employ in managing material risks, both financial and non-financial. This framework fosters continuous monitoring, promotes risk awareness, and encourages sound operational and strategic decision-making and escalation processes. It also supports a consistent approach to identifying, assessing, managing, and reporting the risks we accept and incur in our activities, with clear accountabilities. We continue to actively review and develop our risk management framework and enhance our approach to managing risk through our activities with regard to people and capabilities, governance, reporting and management information, credit risk management models, and data.

Our risk culture We recognize the importance of a strong culture which refers to shared attitudes, values and standards that shape behaviors related to risk awareness, risk taking and risk management. All our people are responsible for the management of risk, with the ultimate responsibility for the effective oversight of risk management residing with our Board of Directors.

We seek to build our business for the long term by balancing social, environment and economic considerations in the decisions we make. Our strategic priorities are underpinned by our endeavor to operate in a sustainable way. This helps us to carry out our social responsibility and manage the risk profile of our business. We are committed to managing and mitigating climate-related risks, both physical and transition risks, and continue to incorporate consideration of these into how we manage and oversee risks internally and with our customers.

The following principles guide our overarching appetite for risk and determine how our businesses and risks are managed:

- alignment with our strategy, purpose, values, external risk environment, reputational and customer needs;
- compliance with applicable laws, regulations and regulatory priorities;
- forward-looking insights into future risk exposure;
- sufficiency of available capital, liquidity and balance sheet leverage to absorb the risks;
- capacity and capabilities of people to manage the landscape;
- functionality, capacity and resilience of available systems to manage the risk landscape;
- effectiveness of the applicable control environment to mitigate risk; and
- internally and externally disclosed commitments.

Risk governance Our Board of Directors has ultimate supervisory responsibility for the effective management of risk and approves our risk appetite. It is advised on risk matters by the Risk Committee of the Board of Directors, notably risk appetite and its alignment with our strategy, risk governance and internal controls, as well as high-level risk related matters. We use a defined executive risk governance structure to help ensure there is appropriate oversight and accountability embedded throughout our business for the effective management of risk.

The Chief Risk Officer ("CRO"), supported by members of the Risk Management Meeting of the U.S. Executive Committee ("RMM"), holds executive accountability for the ongoing monitoring, assessment and management of the risk environment and the effectiveness of the risk management framework. Executive oversight of the Compliance function, including both regulatory compliance and financial crime risk, resides with the Chief Compliance Officer ("CCO"). The Financial Crime function is led by the Head of Financial Crime and Bank Secrecy Act/Anti-Money Laundering Officer, who reports to the CCO. Day-to-day responsibility for risk management is delegated to senior managers with individual accountability for decision making. Beginning January 1, 2025, the U.S. Executive Committee and the Group Executive Committee were simplified and renamed the U.S. Operating Committee and the Group Operating Committee, respectively.

Our responsibilities All our people are responsible for identifying and managing risk within the scope of their roles. Roles are defined using the Three Lines of Defense ("LoD") model, which takes into account our business and functional structures. This model delineates management accountabilities and responsibilities for risk management and the control environment. The model underpins our approach to risk management by clarifying responsibilities, encouraging collaboration, and enabling effective coordination of risk and control activities. The Three LoD are summarized below:

- The First LoD owns the risks and is responsible for identifying, recording, reporting, and managing them in line with risk appetite, and ensuring that the right controls and assessments are in place to mitigate them.

- The Second LoD challenges the First LoD on effective risk management, and provides advice, guidance and assurance of the First LoD to ensure it is managing risk effectively.
- The Third LoD is our Internal Audit function, which provides independent assurance as to whether our risk management approach and processes are designed and operating effectively.

The principle of individual accountability is exercised across the organization and is fundamental to effective risk management. Decisions are made by specific individuals in line with their mandates and/or delegated authority to ensure clear accountability. This includes those decisions made at an executive committee level, where approval should be requested from the accountable individual. Individual accountability is reinforced through the Three LoD model. The Board of Directors and its committees are collective decision-making bodies, as is the RMM. All employees are required to identify, assess and manage risk within the scope of their assigned responsibilities and, as such, they are critical to the effectiveness of the Three LoD model.

Risk and Compliance functions Our Risk and Compliance functions are responsible for our risk management framework. This responsibility includes establishing policy, monitoring risk profiles, and identifying and managing forward-looking risk. Our Risk and Compliance functions are made up of sub-functions covering all risks to our business. Forming part of the Second LoD, the Risk and Compliance functions are independent from the lines of business, including sales and trading functions, to provide challenge, appropriate oversight and balance in risk/reward decisions. The CRO and CCO report to the CEO. The CRO and CCO also report on risk and compliance related matters to the Risk Committee of the Board of Directors. Executive accountability for the ongoing monitoring, assessment and management of the risk environment and the effectiveness of the risk management framework resides with the CRO, supported by the RMM.

Specific oversight of various risk management processes occurs through the following meetings:

- the Asset and Liability Committee ("ALCO");
- the Reputational Risk Committee ("RRC"); and
- Line of business ("LoB") risk management and oversight meetings.

Each of these committees, as well as the RMM, have separate charters which detail their respective roles and responsibilities.

ALCO has the primary oversight of all capital, liquidity, interest rate and market risk and is chaired by the Chief Financial Officer. ALCO recommends risk appetite for approval by the Board of Directors. In addition, ALCO monitors the adequacy of the tools used to measure risk and assesses the adequacy of reporting. In managing these risks, we seek to protect both our income stream and the value of our assets. ALCO also conducts contingency planning with regard to liquidity.

The RRC structure supports the appropriate consideration of customers, transactions and other matters which give rise to reputational risk that may adversely affect our public perception. The RRC is chaired by the CRO and comprises predominantly senior management, recognizing the significance of the residual risk that these matters pose to our business.

The LoB risk management and oversight meetings provide recommendations and advice, as requested, to their respective LoB senior management teams in the exercise of their powers, authorities and discretions in relation to the enterprise-wide management of all risks within or impacting their respective businesses.

Enterprise-wide risk management tools We use a range of tools to identify, monitor and manage risk. The key enterprise-wide risk management tools are summarized below:

- **Risk identification** - Risk identification is a tool that allows us to provide a holistic view of risks facing the organization stemming from our unique business activities and associated exposures, including those that are difficult to quantify or only materialize under stressful conditions. The process is integrated with and built upon existing risk management tools such as top and emerging risk reporting as well as risk and control assessments. The risk identification process takes place on a semi-annual basis and involves senior representatives from the First and Second LoD. Senior management governance is provided by the RMM with results presented to the Risk Committee of the Board of Directors on an annual basis. Material risks identified are actively monitored and used to inform key aspects of our capital planning and stress testing program.
- **Risk appetite** - The CRO oversees the development of our risk appetite which defines, shapes and monitors our risk profile. The HSBC North America Risk Appetite Statement ("RAS") is a written articulation of the aggregate level and types of risk that we are willing to accept in order to achieve our strategic business objectives. Risk appetite is expressed holistically through various risk management mechanisms and activities. This consists of qualitative statements, supported by metrics which increase in granularity from Board of Directors through to senior management through to operational/desk level, risk map reporting, underlying frameworks and policies, and controls and procedures.

Performance against the RAS includes Board of Directors approved metrics and key risk indicators that are monitored by senior management and reported to the RMM and Risk Committee of the Board of Directors on a periodic basis, enabling senior management to monitor the risk profile and guide business activity to balance risk and return. All

breaches of risk appetite and actions to remediate the breaches are documented and reviewed. This process helps to embed a strong risk culture across our businesses. The risk appetite profile is one of the key tools in the wider enterprise risk management framework, which drives the core of our active risk management. The RAS is aligned to strategic and financial planning and therefore provides a top-down view of risk and return objectives.

- **Risk map** - We utilize a risk map, which is an integrated risk management tool used to assess, monitor and report our current risk profile, including risk drivers and top risks of the organization. It provides a point-in-time view of the enterprise-wide risk profile across both financial and non-financial risks against the risk appetite defined by the Board of Directors.
- **Top and emerging risks** - We use a top and emerging risks process to provide a forward-looking view of issues with the potential to threaten the execution of our strategy or operations over the medium to long term. We proactively assess the internal and external risk environment as well as review the themes identified across our businesses and functions to update our top and emerging risks as necessary. A 'top risk' is defined as a risk we are currently managing which, if not managed and mitigated, has the potential to have a material impact on our businesses or functions. An 'emerging risk' is defined as a risk that could have a material impact on the risk profile of the organization, but is not under active management and is not immediate.
- **Stress testing** - Our stress testing program assesses our capital and liquidity strength through a rigorous examination of our resilience to external shocks, and forms part of our risk management and capital and liquidity planning. As well as undertaking regulatory-driven stress tests, we conduct our own internal stress tests to understand the nature and level of material risks, quantify the impact of such risks, and develop plausible mitigating actions. The outcome of a stress test provides management with key insights into the impact of severely adverse scenarios on the organization and provides an indication of resilience to regulators on our financial stability.
- **Models** - In the course of our regular risk management activities, we use models to help quantify the risk we are taking. The output from some of these models is included in this section of our filing. By their nature, models are based on various assumptions and relationships. We believe that the assumptions used in these models are reasonable within the parameters for which the models have been built and calibrated to operate, but events may unfold differently than what is assumed in the models. In actual stressed market conditions, these assumptions and relationships may no longer hold, causing actual experience to differ from the results predicted in the model. Adjustments to model outputs to reflect consideration of management judgment are used with stringent governance in place to ensure appropriate results. Models are also monitored to confirm they are performing as intended.

Key developments in 2024 We have continued to manage risks related to macroeconomic and geopolitical uncertainties and develop risk management capabilities through the continued enhancement of the risk management framework. More specifically, we sought to enhance our risk management in the following areas:

- We made progress to strengthen our regulatory reporting processes, improve consistency and enhance controls.
- We continue to maintain a focus on our technology and cybersecurity controls to improve the resilience and security of our technology services in response to the heightened external threat environment.
- We invested in industry-leading technology and advanced analytic capabilities to improve how we proactively combat financial crime and will continue to monitor regulatory changes that support innovation and effectiveness, including enhancements to our risk management framework to address emerging technology such as artificial intelligence.
- We continue to enhance our model risk framework in response to changes in regulation and external factors. Artificial intelligence and machine learning models remain a key focus. Progress has been made in enhancing governance activity in this area with particular focus on generative artificial intelligence due to the pace of technological change and regulatory and wider interest in adoption and usage.
- We continued to embed climate considerations throughout the organization, including through risk policy updates and evolving metrics to monitor climate risk.

Our material risks The principal risks associated with our operations include the following:

- **Credit risk** is the risk of financial loss if a customer or counterparty fails to meet an obligation under a contract;
- **Treasury risk** is the risk of having insufficient capital, liquidity or funding resources to meet financial obligations and satisfy regulatory requirements, including the risk of an adverse impact on earnings or capital due to changes in market interest rates, together with pension risk;
- **Market risk** is the risk of an adverse financial impact on trading activities arising from changes in market parameters such as interest rates, foreign exchange rates, asset prices, volatilities, correlations and credit spreads;
- **Climate risk** relates to the financial and non-financial impacts that may arise as a consequence of climate change and the move to a net zero economy;

- *Resilience risk* is the risk of sustained and significant business disruption from execution, delivery, physical security or safety events, causing the inability to provide critical services to our customers, affiliates and counterparties;
- *Regulatory compliance risk* is the risk associated with breaching our duty to clients and other counterparties, inappropriate market conduct (including unauthorized trading) and breaching related financial services regulatory standards;
- *Financial crime risk* is the risk that our products and services will be exploited for criminal activity, including fraud, bribery and corruption, tax evasion, sanctions and export control violations, money laundering, terrorist financing and proliferation financing;
- *Strategic risk* is the risk that the business will fail to identify, execute and react appropriately to opportunities and/or threats arising from changes in the market, some of which may emerge over a number of years such as changing economic and political circumstances, customer requirements, demographic trends, regulatory developments or competitor action; and
- *Model risk* is the risk of the potential for adverse consequences from model errors or the inappropriate use of modelled outputs to inform business decisions.

Credit Risk Management Credit risk is managed through a robust risk identification and control framework which outlines clear and consistent policies, principles and guidance for risk managers. Credit risk is monitored using various internal risk management measures and within limits approved by individuals within a framework of delegated authorities.

The principle objectives of credit risk management are to:

- maintain a strong culture of responsible lending, and robust risk policies and control frameworks;
- both partner with and challenge our businesses in defining, implementing and continually re-evaluating our risk appetite under actual and scenario conditions; and
- ensure there is independent scrutiny of credit risks, their cost and their mitigation.

Credit risk arises from various on- and off-balance sheet instruments and arrangements, such as:

- loan portfolios;
- investment portfolios;
- unfunded commitments such as letters of credit and lines of credit and unutilized credit card lines that customers can draw upon; and
- derivative financial instruments, such as interest rate swaps, which may represent an exposure to the counterparty to the contract.

While credit risk exists widely in our operations, diversification among various commercial and consumer portfolios helps to lessen risk exposure. Day-to-day management of credit risk is performed by the Chief Credit Officer and the WPB Chief Risk Officer, who report directly to the CRO and maintain independent risk functions. The credit risk associated with wholesale commercial portfolios is managed by the Chief Credit Officer, while credit risk associated with retail consumer loan portfolios is managed by the WPB Chief Risk Officer. Further discussion of credit risk can be found under the "Credit Quality" caption in this MD&A.

Our credit risk management procedures are designed for all stages of economic and financial cycles, including challenging periods of market volatility and economic uncertainty. The Credit Risk function continues to refine early warning indicators and reporting, including stress testing scenarios on the basis of recent experience. Stress testing results are taken into consideration within our business planning process. Action has been taken, where necessary, to improve our resilience to risks associated with the current market conditions by selectively discontinuing business lines or products, closely managing underwriting criteria and investing in improved fraud prevention technologies. During 2024, economic uncertainty remained due to elevated interest rates and the effects from higher inflation. We continue to monitor the performance of our material commercial loans as conditions evolve and take necessary credit actions where warranted.

The responsibilities of the Credit Risk function include:

- *Formulating credit risk policies* - Our policies are designed to ensure that all of our various retail and wholesale business units operate within clear standards of acceptable credit risk. Our policies ensure that the HSBC standards are consistently implemented across all businesses and that all regulatory requirements are also considered. Credit policies are reviewed and approved annually at the RMM and the Risk Committee of the Board of Directors.
- *Approving new credit exposures and independently assessing large exposures annually* - Credit approval authorities are delegated by the Board of Directors to the CEO and subsequently sub-delegated to the CRO with the authority to sub-delegate to the Chief Credit Officer and WPB Chief Risk Officer. The Chief Credit Officer and WPB Chief Risk Officer in turn delegate limited credit authority to the various lending units. However, most wholesale credits are

reviewed and approved centrally through a dedicated Credit Approval Unit that reports directly to the Chief Credit Officer. In addition, the Chief Credit Officer coordinates the review of material credits with HSBC Group Credit Risk which, subject to certain agreed-upon limits, will concur on material new and renewal transactions. Large retail credits are escalated to the WPB Chief Risk Officer for review and concurrence.

- *Overseeing retail credit and collateral risk* - The WPB Chief Risk Officer manages the credit and collateral risk associated with retail portfolios, supported by expertise from a dedicated advanced risk analytics unit. Collateral risk in retail arises when the underlying value of the property securing a retail loan loses value due to macroeconomic, housing market or industry conditions. This risk is actively managed through on-going monitoring of house price indices in the metropolitan statistical areas in which the mortgage portfolio is concentrated. In areas where property values are declining, maximum LTV requirements will be adjusted downward to compensate for this risk.
- *Maintaining and developing the governance and operation of the wholesale risk rating system* - A two-dimensional credit risk rating system is utilized in order to categorize exposures meaningfully and enable focused management of the risks involved. This rating system comprises a 23 category customer risk rating, which considers the probability of default of an obligor, and a separate facility risk rating, representing an assessment of the obligor's expected performance in servicing its obligations in accordance with the terms. Rating methodologies are based upon a wide range of analytics and market data-based tools, which are core inputs to the assessment of counterparty risk. Although automated risk rating processes are increasingly used, for larger facilities the ultimate responsibility for setting risk ratings rests in each case with the final approving executive. Risk ratings are reviewed frequently and amendments, where necessary, are implemented promptly.
- *Measuring portfolio credit risk* - We continue to advance the measurement of the risk in our credit portfolios using techniques such as stress testing in certain internal reporting. Efforts continue to refine both the inputs and assumptions used to increase the usefulness in the evaluation of large and small commercial and retail customer portfolio products and business unit return on risk.
- *Monitoring portfolio performance* - Credit data warehouses have been implemented to centralize the reporting of credit risk, support the analysis of risk and to calculate credit loss reserves. These data warehouses also support HSBC's wider effort to meet the requirements of Basel III and to generate credit reports for management and the Risk Committee of the Board of Directors.
- *Establishing counterparty and portfolio limits* - We monitor and limit our wholesale exposure to individual counterparties and to the combined exposure of related counterparties. In addition, selected industry portfolios, such as real estate, are subject to caps that are recommended by the Chief Credit Officer and reviewed where appropriate by management committees and the Risk Committee of the Board of Directors. Retail establishes portfolio limits by product as well as limits on new products and higher-risk segments such as investment property, high LTV mortgages and credit cards. These limits are approved by the WPB Chief Risk Officer and monitored by a retail credit risk management committee. Counterparty credit exposure related to derivative activities is also managed under approved limits. Since the exposure related to derivatives is variable and uncertain, internal risk management methodologies are used to calculate the 95 percent worst-case potential future exposure for each customer. These methodologies take into consideration, among other factors, cross-product close-out netting, collateral received from customers under collateral support annexes, termination clauses, and off-setting positions within the portfolio.
- *Managing problem loans* - Special attention is paid to problem loans. When appropriate, our wholesale Special Credits Unit and retail Collection and Recovery teams provide customers with intensive management and support in order to help them avoid default wherever possible and maximize recoveries.
- *Establishing allowances for credit losses* - The Chief Credit Officer and the WPB Chief Risk Officer share responsibility with the Chief Financial Officer for establishing appropriate levels of allowances for credit losses inherent in our various loan and other portfolios carried at amortized cost. This responsibility includes overseeing the processes for: model performance monitoring and redevelopment of new models, establishing forward-looking economic scenarios, projecting results from the impairment calculation engine, and determining management judgment utilized for estimating lifetime ECL. Management review committees, comprising representatives from Credit Risk and Finance, have been established in order to review and challenge the results of the lifetime ECL calculations before approving them each period.

Credit Risk Review is an independent and critical Second LoD function. Its mission is to identify and evaluate areas of credit risk through independent assessment of the effectiveness of our credit risk management practices, ensuring portfolios are managed in a manner that is consistent with HSBC Group strategy, risk appetite, appropriate local and HSBC Group credit policies and procedures, and applicable regulatory requirements. This includes, among other items, the unilateral authority to independently assess and revise customer risk ratings, facility risk ratings and loss given default estimates. To ensure its independent stature, the Head of Credit Risk Review has a direct reporting line to the Risk Committee of the Board of Directors. The Credit Review Delegation of Authority is endorsed by the Risk Committee of the Board of Directors, and the

Head of Credit Risk Review has unhindered access to the Risk Committee of the Board of Directors, including executive sessions at their discretion, and provides quarterly updates on the results of credit review activities.

Treasury Risk Management Treasury risk arises from changes to the respective resources and risk profiles driven by customer behavior, management decisions or the external environment. Treasury risks, including capital, liquidity and funding, and interest rate risk, are owned and actively managed on an ongoing basis by the Treasurer, supported by ALCO.

Capital risk is the risk that we fail to meet our regulatory capital requirements. Capital risk arises from a deterioration in the capital base due to losses and increased risk profile from management activity or the external environment. We aim to maintain a strong capital base to support the risks inherent in our business and invest in accordance with our strategy, meeting regulatory capital requirements at all times. See "Liquidity and Capital Resources" in this MD&A for a full discussion of our approach to capital risk management, including our capital ratios and regulatory capital requirements.

Liquidity and funding risk is the risk that we do not have sufficient financial resources to meet our obligations as they fall due or that we cannot raise funding or can only do so at excessive cost. Liquidity and funding risk arises from mismatches in the timing of cash flows or when illiquid asset positions cannot be funded at the expected terms and when required. We continuously monitor the impact of market events on our liquidity positions and will continue to adapt our liquidity and funding framework to reflect market events and the evolving regulatory landscape and view as to best practices. Historically, we have seen the greatest strain in the wholesale market as opposed to the retail market (the latter being the market from which we source stable demand and time deposit accounts which are less sensitive to market events or changes in interest rates).

Liquidity is managed to provide the ability to generate cash to meet lending, deposit withdrawal and other commitments at a reasonable cost in a reasonable amount of time while maintaining routine operations and market confidence. Market funding is coordinated with other HSBC Group entities, as the markets increasingly view debt issuances from the separate companies within the context of our common parent company. Liquidity and funding risk management is performed at the HSBC North America, HSBC USA and HSBC Bank USA levels. Each entity is required to have sufficient liquidity for a crisis situation.

Liquidity risk policies and procedures have been implemented to ensure that the minimum liquidity ratios and a strong overall liquidity position are maintained. ALCO projects cash flow requirements and determines the level of liquid assets and available funding sources to have at our disposal, with consideration given to anticipated deposit and balance sheet growth, contingent liabilities, and the ability to access wholesale funding markets. In addition to base case projections, multiple stress scenarios are generated to simulate crisis conditions, including:

- run-off of non-stable deposits;
- inability to renew maturing interbank funding;
- draw-downs of committed loan facilities;
- decreases in the market value of liquid securities;
- additional collateral requirements for derivative transactions under existing collateral support agreements;
- rating downgrades of HSBC USA or HSBC Bank USA; and
- increased discount on security values for repos or disposals.

In addition, ALCO monitors the overall mix of deposit and funding concentrations to avoid undue reliance on individual funding sources and large deposit relationships.

As part of our approach towards liquidity and funding risk management, we employ the measures discussed below to define, monitor and control our liquidity and funding risk in accordance with HSBC policy.

HSBC North America is subject to the U.S. liquidity coverage ratio ("LCR") rule, which is designed to be a short-term liquidity measure to ensure banks have sufficient High Quality Liquid Assets ("HQLA") to cover net stressed cash outflows over the next 30 days, and both HSBC North America and HSBC Bank USA calculate and report their LCR to U.S. regulators on a daily basis. During 2024, HSBC Bank USA's LCR remained above 100 percent. Under the Tailoring Rules, a 70 percent LCR requirement applies to Category IV firms with weighted short-term wholesale funding that equals or exceeds \$50 billion. As a result, a LCR of 100 percent or higher reflects an unencumbered HQLA balance that is equal to or exceeds 70 percent of a Category IV firm's liquidity needs for a 30 calendar day liquidity stress scenario. HQLA consists of cash or assets that can be converted into cash at little or no loss of value in private markets.

HSBC North America is also subject to the U.S. net stable funding ratio ("NSFR") rule, which is a longer term liquidity measure with a 12-month time horizon to ensure a sustainable maturity structure of assets and liabilities, and both HSBC North America and HSBC Bank USA calculate and report their NSFR to U.S. regulators. At both December 31, 2024 and 2023, HSBC Bank USA's NSFR exceeded 100 percent. Under the Tailoring Rules, a 70 percent NSFR requirement applies to Category IV firms with weighted short-term wholesale funding that equals or exceeds \$50 billion. As a result, a NSFR of 100 percent or more reflects an available stable funding balance from liabilities and capital over the next 12 months that is equal to

or exceeds 70 percent of a Category IV firm's required amount of stable funding for assets and off-balance sheet exposures. In addition, under the United Kingdom ("U.K.") Prudential Regulatory Authority ("PRA") based NSFR rule, HSBC USA's NSFR exceeded 100 percent at both December 31, 2024 and 2023. Under the U.K. PRA NSFR rule, a NSFR of 100 percent or more reflects an available stable funding balance from liabilities and capital over the next 12 months that is equal to or exceeds the required amount of stable funding for assets and off-balance sheet exposures.

As a Category IV firm, HSBC North America is subject to liquidity stress testing and related liquidity buffer and liquidity risk management requirements. HSBC North America and HSBC Bank USA have liquidity profiles to support compliance with these rules and may need to make changes to their liquidity profiles to support compliance with any future rules.

ALCO also maintains a liquidity management and contingency funding plan ("Contingency Funding Plan"), which identifies certain potential early warning indicators of liquidity problems, and actions that can be taken both initially and in the event of a liquidity crisis, to minimize the long-term impact on our businesses and customer relationships. The Contingency Funding Plan is reviewed annually and approved by the Risk Committee of the Board of Directors. We recognize a liquidity crisis can either be specific to us, relating to our ability to meet our obligations in a timely manner, or market-wide, caused by a macro risk event in the broader financial system. A range of indicators are monitored to attain an early warning of any liquidity issues. These include widening of key spreads or indices used to track market volatility, material reductions or extreme volatility in customer deposit balances, increased utilization of credit lines, widening of our own credit spreads and higher borrowing costs. At the onset of a crisis, liquidity needs would be satisfied primarily with unsecured wholesale market funding, depending on the scenario. If the crisis escalates, contingency funding needs will be satisfied primarily through monetization of the Liquid Asset Buffer we maintain, consisting of cash, short-term liquid assets and unencumbered government and other highly rated investment securities as a source of funding. Further, collateral is maintained at the Federal Reserve Bank and the FHLB, including portions of the mortgage portfolio, providing additional secured borrowing capacity in a liquidity crisis.

In addition to the oversight provided by ALCO, Treasury Risk Management ("TRM") is a Second LoD oversight function for treasury risk-related activities, including capital, liquidity and funding, and interest rate risk, which is led by the Head of Traded and Treasury Risk Management and Risk Analytics who is the accountable risk steward for treasury risks and independently reports into the CRO. TRM's primary mandate is to strengthen our treasury risk management framework through review and challenge of existing processes and recommending areas that need improvement to the RMM. TRM serves as an advisory function to senior management to ensure front line units with direct responsibility for managing treasury risk are operating within their operating guidelines and defined risk appetite parameters. The TRM oversight mandate is carried out through critical evaluation and challenge of existing risk management processes including stress testing and ratio calculations.

Our liquidity and funding risk management approach includes deposits, supplemented by wholesale borrowing to fund our balance sheet, and using security sales or secured borrowings for liquidity stress situations in our liquidity contingency plans. In addition, regulations require banks to retain a portfolio of HQLA. As such, we are maintaining a large portfolio of high quality sovereign and sovereign guaranteed securities.

Our ability to regularly attract wholesale funds at a competitive cost is enhanced by strong ratings from the major credit rating agencies. The following table reflects the short and long-term credit ratings of HSBC USA and HSBC Bank USA at December 31, 2024:

	Moody's	S&P	Fitch
HSBC USA:			
Short-term borrowings	P-1	A-2	F1+
Long-term/senior debt	A2	A-	A+
HSBC Bank USA:			
Short-term borrowings	P-1	A-1	F1+
Long-term/senior debt	Aa3	A+	AA-

Rating agencies continue to evaluate economic and geopolitical trends, regulatory developments, future profitability, risk management practices and legal matters, all of which could lead to adverse ratings actions.

Although we closely monitor and strive to manage factors influencing our credit ratings, there is no assurance that our credit ratings will not change in the future. At December 31, 2024, none of the ratings on the debt of HSBC USA or HSBC Bank USA from any of the rating agencies were under review for potential downgrade.

Numerous factors, internal and external, may impact access to and costs associated with issuing debt in the global capital markets. These factors include our debt ratings, overall economic conditions, overall capital markets volatility and the effectiveness of the management of credit risks inherent in our customer base.

Cash resources, short-term investments and a trading asset portfolio are available to provide highly liquid funding for us. Additional liquidity is provided by available-for-sale and held-to-maturity debt securities. Approximately \$3,032 million of the debt securities in these portfolios at December 31, 2024 are expected to mature in 2025. The remaining \$39,703 million of debt securities not expected to mature in 2025 are available to provide liquidity by serving as collateral for secured borrowings, or if needed, by being sold. Further liquidity is available through our ability to sell or securitize loans in secondary markets. In 2024, we did not sell or securitize any residential mortgage loan portfolios other than the normal sales of agency-eligible mortgage loan originations.

It is the policy of HSBC Bank USA to maintain both primary and secondary collateral in order to ensure precautionary borrowing availability from the Federal Reserve Bank. Primary collateral is collateral that is physically maintained at the Federal Reserve Bank, and serves as a safety net against any unexpected funding shortfalls that may occur. Secondary collateral is collateral that is acceptable to the Federal Reserve Bank, but is not maintained there. If unused borrowing capacity were to be low, secondary collateral would be identified and maintained as necessary. Further liquidity is available from the FHLB.

See "Liquidity and Capital Resources" in this MD&A for further discussion of our liquidity position, including additional information regarding our outstanding borrowings, the remaining availability of our debt issuance programs and our funding strategy.

Interest rate risk is the potential reduction of net interest income due to mismatched pricing between assets and liabilities as well as losses in value due to interest rate movements. We are subject to interest rate risk associated with the repricing characteristics of our balance sheet assets and liabilities. Specifically, as interest rates change, amounts of interest earning assets and liabilities fluctuate, and interest earning assets reprice at intervals that do not correspond to the maturities or repricing patterns of interest bearing liabilities. This mismatch between assets and liabilities in repricing sensitivity results in changes to projected net interest income as interest rates move. To help manage the risks associated with changes in interest rates, and to manage net interest income within interest rate risk ranges management considers acceptable, we use derivative instruments such as interest rate swaps, options, futures and forwards as hedges to modify the repricing characteristics of specific assets, liabilities, forecasted transactions or firm commitments. Analysis of this risk is complicated by having to make assumptions on embedded optionality within certain product areas such as the incidence of mortgage prepayments, and from behavioral assumptions regarding the economic duration of liabilities which are contractually repayable on demand such as current accounts. These assumptions around behavioral features are captured in our risk management framework and are discussed further below.

For purposes of interest rate risk, our non-trading portfolios are referred to as the banking book. Management of interest rate risk in the banking book is governed by our Non-Trading Market Risk and Interest Rate Risk in the Banking Book Policies. The Board of Directors approves our risk appetite and related limits for interest rate risk in the banking book. Day-to-day management of interest rate risk in the banking book is centralized principally in Markets Treasury, which includes the non-trading interest rate risk positions transferred to it from the global businesses as discussed further below.

We have significant, but historically well controlled, interest rate risk in large part due to our portfolio of residential mortgages and mortgage-backed securities, which consumers can prepay without penalty, and our large base of demand and savings deposits. These deposits can be withdrawn by consumers at will, but historically they have been a stable source of relatively low cost funds.

In the course of managing interest rate risk, a combination of risk assessment techniques are utilized to identify and assess the potential impact of interest rate movements and take appropriate action. This combination of techniques, with some focusing on the impact of interest rate movements on the valuation of the balance sheet (e.g., economic value of equity, present value of a basis point, repricing gap analysis, value at risk) and others focusing on the impact of interest rate movements on earnings (e.g., earnings-at-risk), allows for comprehensive analyses from different perspectives.

A key element of managing interest rate risk is the management of the convexity of the balance sheet, largely resulting from the mortgage related products on the balance sheet. Convexity risk arises as mortgage loan consumers change their payment behavior significantly in response to large movements in market rates, but do not change behavior appreciably for smaller changes in market rates. Certain interest rate management tools, such as economic value of equity and earnings-at-risk, better capture the embedded convexity in the balance sheet, while measures such as present value of a basis point are designed to capture the risk of smaller changes in rates. Similarly, managed rate deposits with no stated maturity experience convexity that impacts net interest income sensitivity.

The assessment techniques discussed below act as a guide for managing interest rate risk associated with balance sheet composition and off-balance sheet hedging strategy (the risk position). Calculated values within limit ranges reflect an acceptable risk position, although possible future unfavorable trends may prompt adjustments to on or off-balance sheet exposure. Calculated values outside of limit ranges will result in consideration of adjustment of the risk position, or consideration of temporary dispensation from making adjustments.

Economic value of equity ("EVE") EVE represents the present value of the banking book cash flows that could be provided to our equity holder under a managed run-off scenario. An EVE sensitivity represents the change in EVE due to a defined movement in interest rates. We manage to an immediate parallel upward shock of 200 basis points and an immediate parallel downward shock of 200 basis points to the market implied interest rates. At both December 31, 2024 and 2023, our EVE remained within risk limits for the up 200 and down 200 basis point interest rate shock scenarios.

Repricing gap analysis The following table shows the repricing structure of our assets and liabilities at December 31, 2024. For assets and liabilities whose cash flows are subject to change due to movements in interest rates, such as the sensitivity of mortgage loans to prepayments, data is reported based on the earlier of expected repricing or maturity and reflects anticipated prepayments based on the current rate environment. The resulting "gaps" are reviewed to assess the potential sensitivity to earnings with respect to the direction, magnitude and timing of changes in market interest rates. Data shown is as of year-end, and one-day figures can be distorted by temporary swings in assets or liabilities.

December 31, 2024	Within One Year	After One But Within Five Years	After Five But Within Ten Years	After Ten Years	Total
	(in millions)				
Commercial loans	\$ 40,922	\$ 498	\$ 36	\$ 1	\$ 41,457
Residential mortgages and home equity mortgages	4,720	9,710	4,941	2,057	21,428
Credit cards and other consumer loans	262	4	2	6	274
Total loans ⁽¹⁾	45,904	10,212	4,979	2,064	63,159
Securities available-for-sale and securities held-to-maturity	3,196	19,174	10,684	9,681	42,735
Other assets	64,054	783	-	-	64,837
Total assets	113,154	30,169	15,663	11,745	170,731
Domestic deposits:					
Savings and demand	66,650	19,819	10,472	-	96,941
Time deposits	20,790	175	1	-	20,966
Long-term debt	13,871	3,187	2,326	1,333	20,717
Other liabilities/equity	21,830	6,022	4,255	-	32,107
Total liabilities and equity	123,141	29,203	17,054	1,333	170,731
Total balance sheet gap	(9,987)	966	(1,391)	10,412	-
Effect of derivative contracts	3,246	4,389	(4,239)	(3,396)	-
Total gap position	\$ (6,741)	\$ 5,355	\$ (5,630)	\$ 7,016	\$ -

⁽¹⁾ Includes loans held for sale.

Various techniques are utilized to quantify and monitor risks associated with the repricing characteristics of our assets, liabilities and derivative contracts.

Earnings-at-risk Earnings-at-risk is a measure of interest rate risk in the banking book generated by our non-trading assets and liabilities that primarily includes loans, deposits with banks, investment securities, deposits, long-term debt and any associated interest rate hedges that are not held for trading intent or in order to hedge positions held with trading intent. Earnings-at-risk utilizes a number of interest rate scenarios to estimate the impact on projected banking book net interest income over a twelve month period, such as rate shock scenarios which assume immediate market rate movements by 100 basis points, as well as scenarios in which rates gradually rise or fall by 100 basis points. In the gradual scenarios, 25 percent of the interest rate movement occurs at the beginning of each quarter. The following table reflects the estimated impact of the earnings-at-risk scenarios on projected banking book net interest income:

	December 31, 2024		December 31, 2023	
	Amount	%	Amount	%
(dollars are in millions)				
Estimated increase (decrease) in projected banking book net interest income (reflects projected rate movements on January 1, 2025 and 2024, respectively):				
Resulting from a gradual 100 basis point increase in the yield curve	\$ (56)	(2)%	\$ (17)	(1)%
Resulting from a gradual 100 basis point decrease in the yield curve	43	2	(33)	(1)
Other significant scenarios monitored (reflects projected rate movements on January 1, 2025 and 2024, respectively):				
Resulting from an immediate 100 basis point increase in the yield curve	(111)	(4)	(37)	(1)
Resulting from an immediate 100 basis point decrease in the yield curve	94	4	(16)	(1)

Projected earnings-at-risk figures represent the effect of movements in banking book net interest income based on our current interest rate risk profile and the projected yield curve scenarios, which incorporate assumptions of deposit pricing, loans spreads and mortgage prepayment behavior implied by the yield curves in each scenario. This effect, however, does not incorporate actions which would probably be taken by Markets Treasury or in the businesses to mitigate the effect of interest rate risk. In reality, Markets Treasury seeks proactively to change the interest rate risk profile to minimize losses and optimize net revenues. The earnings-at-risk calculations assume that interest rates of all maturities move by the same amount in the 'up-shock' scenarios. However, certain interest rates are subject to flooring assumptions in the 'down-shock' scenarios. In addition, the calculations take account of the effect on banking book net interest income of anticipated differences in changes between interbank interest rates and interest rates over which we have discretion in terms of the timing and extent of rate changes. Deposit pricing sensitivities (i.e., deposit betas) are informed by historical and expected behavior. The projections do not take into consideration possible complicating factors such as the effect of changes in interest rates on the credit quality, size and composition of the balance sheet. Therefore, although this provides a reasonable estimate of interest rate sensitivity, actual results will differ from these estimates, possibly by significant amounts.

Interest rate risk, unlike liquidity risk which is assessed on the basis of a very severe stress scenario, is assessed and managed according to business-as-usual conditions. In many cases the contractual profile of our assets and liabilities does not reflect the behavior observed. Modeling and pricing assumptions are therefore used to assess the interest rate risk of our assets and liabilities, and this assessed risk is transferred to Markets Treasury in accordance with the rules governing the transfer of interest rate risk from the global businesses to Markets Treasury.

Modeling and pricing assumptions are applied in three key areas:

- the assessed re-pricing frequency of managed rate balances;
- the assessed duration of non-interest bearing balances, typically capital and current accounts; and
- the base case expected prepayment behavior or pipeline take-up rate for fixed rate balances with embedded optionality.

Interest rate stabilization is formulated in line with the Interest Rate Risk in the Banking Book Policy and is approved at least annually by ALCO.

The extent to which balances can be stabilized through the use of structural hedges is driven by:

- the amount of the current balance that can be assessed as stable under business-as-usual conditions; and
- for managed rate balances the historic market interest rate re-pricing behavior observed; or
- for non-interest bearing balances the duration for which the balance is expected to remain under business-as-usual conditions. This assessment is often driven by the re-investment tenors available to Markets Treasury to neutralize the risk through the use of fixed rate government bonds or interest rate derivatives, and for derivatives the availability of cash flow hedging capacity.

Non-trading value at risk ("VaR") Non-trading VaR estimates potential valuation changes that could arise from market movements impacting the behavioralized interest rate risk of non-trading financial assets and liabilities held by the global businesses and transfer priced into and managed by Markets Treasury, and the associated hedging activity performed by Markets Treasury (including our investment portfolio of available-for-sale and held-to-maturity securities). Our investment portfolio holdings comprise mainly U.S. Treasury, U.S. Government agency mortgage-backed and U.S. Government sponsored mortgage-backed securities. Our non-trading VaR exposure is driven by interest rates and mortgage-backed security spread volatility. In 2024, we began managing our non-trading VaR exposure to a 10-day holding period as compared with the previous approach which was based on a one-day holding period. As a result, we have revised prior year amounts in the non-trading VaR table below in order to conform to the current year presentation. Refer to "Market Risk Management" below for further discussion regarding VaR and the management of market risk in our non-trading portfolios.

Non-trading VaR at December 31, 2024 was lower as compared with December 31, 2023 due to lower market volatility in the two-year VaR historical time series.

The following table summarizes our non-trading VaR for 2024 and 2023:

	Credit Spread	Interest Rate	Portfolio Diversification ⁽¹⁾	Total ⁽¹⁾
	(in millions)			
At December 31, 2024	\$ 202	\$ 161	\$ (137)	\$ 226
Full Year 2024				
Average	268	219	(161)	326
Maximum	305	312		415
Minimum	194	130		197
At December 31, 2023	\$ 326	\$ 226	\$ (197)	\$ 355
Full Year 2023				
Average	146	196	(83)	259
Maximum	326	282		396
Minimum	74	120		147

⁽¹⁾ Refer to the Trading VaR table in "Market Risk Management" below for additional information.

Interest rate swaps used by Markets Treasury to hedge the interest rate risk of the investment portfolio and transfer price risk from the banking book are typically classified as either a fair value hedge or a cash flow hedge and included within our non-trading VaR. In case there is residual market risk that cannot be efficiently and conveniently hedged by Markets Treasury they are managed by ALCO in segregated ALCO books.

Pension risk is a component of treasury risk and represents the risk of increased costs from offering post-employment benefit plans to our employees. Certain employees are eligible to participate in the HSBC North America qualified defined benefit pension plan which has been frozen. Plan assets were higher than projected plan liabilities resulting in an over-funded status of approximately \$297 million at December 31, 2024. Because these obligations relate to the HSBC North America pension plan, only a portion of any future deficit could be considered our responsibility. We and other HSBC North America affiliates with employees participating in this plan will be required to make up any shortfall over a number of years as specified under the Pension Protection Act. This can be accomplished through direct contributions, appreciation in plan assets and/or increases in market-driven discount rates resulting in lower liability valuations. See Note 22, "Pension and Other Postretirement Benefits," in the accompanying consolidated financial statements for further information concerning the HSBC North America defined benefit plan.

Market Risk Management Exposure to market risk is separated into two portfolios:

- Trading portfolios comprise positions held for client servicing and market-making, with the intention of short-term resale and/or to hedge risks resulting from such positions.
- Non-trading portfolios comprise positions that primarily arise from the interest rate management of our retail and commercial banking assets and liabilities as well as financial investments classified as available-for-sale and held-to-maturity.

We apply similar risk management policies and measurement techniques to both trading and non-trading portfolios. Our objective is to manage and control market risk exposures to optimize return on risk while maintaining a market profile consistent with our established risk appetite.

The nature of the hedging and risk mitigation strategies performed corresponds to the market risk management instruments available. These strategies range from the use of traditional market instruments, such as interest rate swaps, to more sophisticated hedging strategies to address a combination of risk factors arising at the portfolio level.

Market risk governance Market risk is managed and controlled through limits approved by the Risk Committee of the Board of Directors and the RMM, as well as the various businesses, and also ratified by the HSBC Group Risk Management Meeting. These limits are allocated across business lines and to the HSBC Group legal entities, including HSBC USA and HSBC Bank USA.

We have an independent market risk management and control function in North America which is responsible for setting the risk appetite, measuring market risk exposures in accordance with the policies defined by HSBC Group Risk, and monitoring and reporting these exposures against the prescribed limits on a daily basis.

Model risk is governed through model oversight forums at the regional and global levels. The forums have direct oversight for all traded risk models utilized for risk measurement and management and stress testing. They prioritize the development of models, methodologies and practices used for traded risk management and ensure that they remain within our risk appetite and business plans. We are committed to the ongoing development and enhancement of our in-house risk models subject to regulatory approval. Refer to "Model Risk Management" below for further discussion regarding the management and monitoring of model risk across North America.

Our control of market risk in the trading and non-trading portfolios is based on a policy of restricting operations to trading within a list of permissible instruments ultimately approved by HSBC Group Risk as well as enforcing new product approval procedures through a dedicated committee.

Market risk measures We use a range of tools to monitor and limit market risk exposures, including:

Sensitivity analysis Sensitivity analysis measures the impact of individual market factor movements on specific instruments or portfolios, for example the impact of a one basis point change in the yield curve. We use sensitivity analysis to monitor the market risk positions within each risk type. Sensitivity limits are set for portfolios, products and risk types, with the depth of the market being one of the principal factors in determining the level of limits set.

Value at risk ("VaR") VaR is a technique for estimating potential losses on risk positions as a result of movements in market rates and prices over a specified time horizon and to a given level of confidence. The use of VaR is integrated into market risk management and calculated for all trading positions regardless of how we capitalize them. In addition, we calculate VaR for non-trading portfolios to have a complete picture of risk. Where we do not calculate VaR explicitly, we use alternative tools as summarized in the 'Stress Testing' section below.

Our VaR models are predominantly based on historical simulation which incorporates the following features:

- historical market rates and prices are calculated with reference to foreign exchange rates, commodity prices, interest rates and the associated volatilities;
- potential market movements utilized for VaR are calculated with reference to data from the past two years;
- scenario profit and losses are calculated utilizing the market scenarios for all relevant risk factors; and
- VaR measures are calculated to a 99 percent confidence level and use a one-day holding period for trading VaR and a 10-day holding period for non-trading VaR.

The models also incorporate the effect of option features on the underlying exposures. The nature of the VaR models means that an increase in observed market volatility will lead to an increase in VaR without any changes in the underlying positions.

Although a valuable guide to risk, VaR should always be viewed in the context of its limitations. For example:

- the use of historical data as a proxy for estimating future events may not encompass all potential events, particularly those which are extreme in nature;
- the use of a holding period assumes that all positions can be liquidated or the risks offset during that period, which may not fully reflect the market risk arising at times of severe illiquidity, when the holding period may be insufficient to liquidate or hedge all positions fully;
- the use of a 99 percent confidence level does not take into account losses that might occur beyond this level of confidence; and
- VaR is calculated on the basis of exposures outstanding at the close of business and therefore does not necessarily reflect intra-day exposures.

The risks not in VaR ("RNIV") framework aims to capture and capitalize material market risks that are not adequately covered in the VaR model. Risk factors are reviewed on a regular basis and either incorporated directly in the VaR models, where possible, or quantified through the RNIV. RNIV stresses interest rate basis risk exposure and interest rate volatility

skewness. RNIV risk-weighted assets make up approximately 1 percent of HUSI market risk risk-weighted assets and the contribution to total HUSI risk-weighted assets remains immaterial.

Stressed VaR Stressed VaR is primarily used for regulatory capital purposes and is integrated into the risk management process to facilitate efficient capital management. Stressed VaR complements other risk measures by providing severe potential losses associated with stressed market conditions. Stressed VaR modeling follows the same approach as VaR, except Stressed VaR calculates potential loss at a 99 percent confidence level for a one-day holding period based on a one year historical period that is calibrated to the most volatile period for the trading portfolio.

Stress testing Stress testing is an important procedure that is integrated into our market risk management framework to evaluate the potential impact on portfolio values of more extreme, although plausible, events or movements in a set of financial variables. In such scenarios, losses can be much greater than those predicted by VaR modeling.

Stress testing is implemented at the legal entity, regional and overall HSBC group levels. A set of scenarios is used consistently across all regions within the HSBC Group. Scenarios are tailored to capture the relevant events or market movements at each level. Market risk stress testing incorporates both historical and hypothetical events. Market risk reverse stress tests are designed to identify vulnerabilities in our portfolios by looking for scenarios that lead to loss levels considered severe for the relevant portfolio. These scenarios may be local or idiosyncratic in nature and complement the systematic top-down stress testing. The risk appetite around potential stress losses is set and monitored against limits.

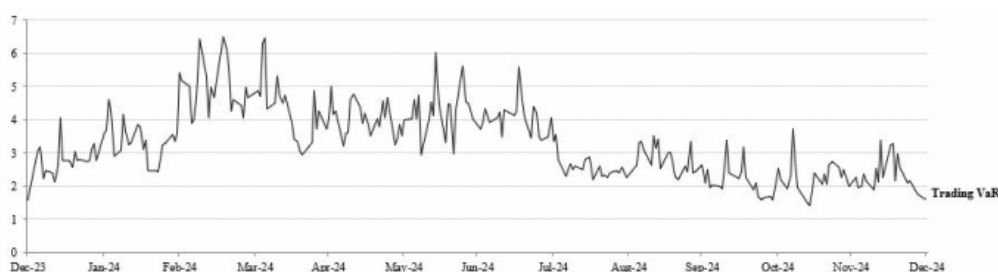
Stressed VaR and stress testing, together with reverse stress testing, provide management with insights regarding the 'tail risk' beyond VaR, for which our appetite is limited.

Market risk in 2024 The U.S. market environment continued to exhibit volatility in 2024, driven by a mix of factors. While the FRB continued its efforts to combat inflation, economic data remained mixed. The year saw a significant rebound in equity markets, with many sectors participating in the rally. However, volatility persisted, particularly in the latter part of the year, as investors grappled with uncertainties about the pace of economic growth and the magnitude of potential interest rate cuts.

Trading VaR Trading VaR is generated principally from trading activities within the MSS segment of GBM. These primarily include positions in various products across rates, foreign exchange and credit asset classes.

Trading VaR at December 31, 2024 was flat as compared with December 31, 2023.

The following graph summarizes daily VaR for our trading portfolios at a 99 percent confidence level (in millions):



The following table summarizes our trading VaR for 2024 and 2023:

	Credit Spread	Foreign Exchange and Commodity	Interest Rate	Portfolio Diversification ⁽¹⁾	Total ⁽²⁾
	(in millions)				
At December 31, 2024	\$ 1	\$ 1	\$ 1	\$ (1)	\$ 2
Full Year 2024					
Average	1	1	3	(2)	3
Maximum	1	4	6		6
Minimum	-	-	1		1
At December 31, 2023	\$ -	\$ 1	\$ 1	\$ -	\$ 2
Full Year 2023					
Average	-	3	5	(3)	5
Maximum	1	8	9		10
Minimum	-	-	1		2

⁽¹⁾ Portfolio diversification is the market risk dispersion effect of holding a portfolio containing different risk types. It represents the reduction in unsystematic market risk that occurs when combining a number of different risk types, for example, foreign exchange, interest rate and credit spread, together in one portfolio. It is measured as the difference between the sum of the VaR by individual risk type and the combined total VaR. A negative number represents the benefit of portfolio diversification. As the maximum and minimum occur on different days for different risk types, it is not meaningful to calculate a portfolio diversification benefit for these measures.

⁽²⁾ The total VaR is non-additive across risk types due to diversification effects. For presentation purposes, portfolio diversification of the VaR for trading portfolios includes VaR-based risk-not-in-VaR.

Refer to "Treasury Risk Management" above for disclosure of our non-trading VaR.

Back-testing We routinely validate the accuracy of our VaR models by back-testing them against hypothetical profit and loss that excludes non-modeled items such as fees, commissions and revenues of intra-day transactions from the actual reported profit and loss. We would expect, under stable market conditions, to experience two or three losses in excess of VaR at the 99 percent confidence level over a one-year period. However, in periods of unstable market conditions, we could see an increase in the number of back-testing exceptions.

During 2024, we experienced three loss back-testing exceptions due primarily to foreign exchange and interest rate market volatility.

Stressed VaR The following table reflects stressed VaR at December 31, 2024 and 2023:

At December 31,	2024	2023
	(in millions)	
Stressed VaR (1-day equivalent)	\$ 6	\$ 5

Stressed VaR at December 31, 2024 was relatively flat as compared with December 31, 2023.

Climate Risk Management Climate risk can materialize through physical risk, transition risk and climate-related greenwashing risk. Physical risk arises from the increased frequency and severity of weather events, such as hurricanes and floods, or chronic shifts in weather patterns. Transition risk arises from the process of moving to a low-carbon economy, including changes in government or public policy, technology and end-demand. Climate-related greenwashing risk is a thematic risk that arises from the act of knowingly or unknowingly misleading stakeholders regarding our strategy relating to climate, the climate impact/benefits of a product or service, or the climate commitments or performance of our customers.

Climate risk management issues and information continue to be escalated to the CRO, RMM and the Risk Committee of the Board of Directors when material. Governance around these risks continues to evolve. We have assessed climate risk across our existing risk taxonomy, and our climate risk approach is aligned to our risk management framework and Three LoD model, which sets out how we identify, assess, and manage our risks. This approach promotes that the Board of Directors and senior management understand and take action to manage key climate risks.

Our dedicated climate risk program continues to support the development of our climate risk management capabilities. In 2024, we continued to enhance our climate risk management approach across our risk taxonomy, provided additional climate risk-related training as needed, and continued to evolve metrics to monitor climate risk.

Climate risk should be considered part of the broader sustainability risks that also cover risks related to wider environmental, social and governance considerations. The HSBC Group has specific sustainability risk policies covering thermal coal phase-out, agricultural commodities, chemicals, energy, forestry, mining and metals, UNESCO World Heritage Sites and Ramsar-designated wetlands. The HSBC Group also applies the Equator Principles when financing projects. In 2024, the HSBC Group updated its Energy and Thermal Coal Phase-Out Policies to help ensure they remain aligned with their strategic objectives and commitments. Our network of reputational and sustainability risk professionals across the HSBC Group support the implementation of all sustainability policies. These sustainability risk managers are supported by reputational and sustainability risk professionals across the HSBC Group. The HSBC Group will continue to engage with clients, where relevant, and support them in their efforts to adopt more sustainable practices.

Resilience Risk Management Resilience risk arises from failures or inadequacies in processes, people, systems or external events. Operational resilience is our ability to anticipate, prevent, adapt, respond to, recover and learn from internal or external disruption while minimizing customer and market impact. Resilience is determined by assessing whether we can continue to provide our important business services, within an agreed impact tolerance. We accept that we will not be able to prevent all disruption, but we must prioritize investment to continually improve the response and recovery strategies for our most important business services to meet the expectations of our customers, regulators, and markets in which we participate.

The Operational and Resilience Risk sub-function provides robust non-financial risk steward oversight of our businesses, functions, and important business services, supported by effective and timely independent challenge. It provides guidance and stewardship about how we can prevent, adapt, and learn from resilience-related threats when something goes wrong. We view resilience risk across several risk types related to: third-party risk; technology and cybersecurity risk; transaction processing; business interruption and incident risk; data risk; change execution risk; and facilities availability, safety and security.

The operational and resilience risk stewards actively provide day-to-day oversight and periodic assurance to the businesses which may result in challenges being raised. We continue to prioritize our efforts on material risks and areas undergoing strategic growth. There is heightened governance for operational and resilience risk matters, such as the RMM and the Risk Committee of the Board of Directors.

Technology and cybersecurity risk The security of our information and technology infrastructure is crucial for maintaining our applications and processes while protecting our customers and the HSBC brand. In common with other financial institutions and multinational organizations, we face a growing threat of cyberattacks that continue to increase in sophistication. A failure of our defenses against such attacks could result in financial loss or the loss of customer data or other sensitive information which could undermine both our reputation and our ability to attract and retain our customers. As discussed above, cybersecurity risk is overseen by the Operational and Resilience Risk sub-function, with regular reporting of cyber risks to the RMM and the Board of Directors by both the First and Second LoD. For more information, see Item 1C, "Cybersecurity," in this Form 10-K. We continue to mature our cyber intelligence capabilities as the cyber threat landscape evolves. These intelligence monitoring capabilities increase our agility and ability to respond with increased detection and response capabilities reducing potential exposure to cyber threats. Regulation continues to develop from multiple jurisdictions and perspectives, and is at times deployed without coordination with other regulators. HSBC is engaged with peer institutions and, in conjunction with them and the Cyber Risk Institute ("CRI"), developed a CRI Profile which is recognized within the United States and globally. As part of this forum, we continue to meet with various U.S. regulators (e.g., the OCC, FRB, FDIC, Commodity Futures Trading Commission, New York State Department of Financial Services, etc.) and other financial institutions to progress acceptance and utilization of the CRI Profile to address regulatory harmonization as it relates to cyber and information security. Cybersecurity will continue to be a strong focus of ongoing initiatives to strengthen the control environment and our readiness to respond in the event of an attack.

Regulatory Compliance Risk Management Regulatory compliance risk arises from the failure to observe relevant laws, codes, rules and regulations and can manifest itself in poor market or customer outcomes and lead to fines, penalties and reputational damage to our business. Regulatory compliance risk is measured by reference to identified metrics, key risk indicators, testing of controls by the three LoDs, employee feedback, customer complaints and through regulatory feedback. Regulatory compliance risks are assessed through detailed assessments and reported to the RMM and the Risk Committee of the Board of Directors through the reporting of RAS metrics and the Regulatory Compliance Enterprise Risk Assessment report. Regulatory compliance risk is managed by establishing and communicating appropriate policies and procedures, training employees in regulatory requirements, establishing controls, and monitoring and testing controls to help ensure that the regulatory requirements are being adhered to. Proactive assessment and enhancement of controls is undertaken where required.

The Second LoD risk stewards provide independent, objective oversight and challenge and promote a compliance-oriented culture, supporting the businesses in delivering fair outcomes for customers, maintaining the integrity of financial markets and achieving our strategic objectives. Any actual or potential regulatory breaches require prompt identification and escalation to the Regulatory Compliance function or other applicable risk stewards. Any major breaches, gaps, issues and emerging risks are escalated to the RMM and the Risk Committee of the Board of Directors, as appropriate.

The Compliance function oversees the management of regulatory compliance risk for laws, codes, rules, regulations and standards that align under its scope of oversight as the Second LoD risk steward. As a Board of Directors committee, the Risk Committee oversees our compliance risk management program (both Regulatory Compliance and Financial Crime Risk) as well as fiduciary matters as discussed further below.

Fiduciary risk is a component of regulatory compliance risk and represents the risk of breaching fiduciary duties where we act in a fiduciary capacity as trustee, investment manager or as mandated by law or regulation. It is the risk associated with failing to offer services honestly and properly to clients in that capacity. Fiduciary risks reside in our WPB businesses (such as Investment Management, Personal Trust, Security Operation Services) and other business lines outside of WPB (such as Corporate Trust). The Risk Committee of the Board of Directors has oversight responsibility of the management of fiduciary risk. The Risk Committee has delegated day-to-day management and oversight responsibilities to management, whose primary oversight body for management of fiduciary activity is the Fiduciary Risk Management Meeting, chaired by the Head of WPB Compliance. The Head of WPB Compliance reports to the CCO.

Financial Crime Risk Management Financial crime risk management is the framework in place to identify and deter potential illegal activity from occurring by, at, or through the HSBC Group. It is embedded in our day-to-day operations and culture.

The Financial Crime function provides oversight to enable us to build on our achievements in managing financial crime risk effectively and to continue to strengthen financial crime detection, including anti-money laundering, counter terrorism and proliferation financing, sanctions and export control violation, fraud, tax evasion, and anti-bribery and corruption compliance. We use a Financial Crime Risk Management Information Dashboard, the RAS, risk map, and top and emerging risk process to monitor risk and performance indicators of financial crime, including trends and potential gaps in the management of financial crime risk that require attention. On an annual basis, we perform an enterprise-wide risk assessment of financial crime. Any major breaches, gaps, issues and emerging risks are escalated to the RMM and the Risk Committee of the Board of Directors, as appropriate.

Compliance continues to proactively identify, analyze and investigate financial crime risk and ensure proper mitigation of these risks. It embeds policies and procedures, introduces new technology solutions, and supports a culture of compliance needed to effectively manage financial crime risk.

Strategic Risk Management Strategic risk may be mitigated by consideration of the potential opportunities and challenges through the strategic planning process. This risk is also a function of the compatibility of our strategic goals, the business strategies developed to achieve those goals, the resources deployed against those goals and the quality of implementation.

We have established a strong internal control structure to minimize the impact of strategic risk to our earnings and capital. All changes in strategy as well as the process in which new strategies are implemented are subject to detailed reviews and approvals at business line, functional, regional, board and HSBC levels. This process is monitored by the Strategy and Planning function to ensure compliance with our policies and standards.

Reputational risk is a component of strategic risk and represents the risk arising from failure to meet stakeholder expectations as a result of any event, behavior, action or inaction, either by us, our employees, the HSBC Group or those with whom it is associated, that may cause stakeholders to form a negative view of us. Reputational risk relates to stakeholders' perceptions, whether based on fact or otherwise. Stakeholder expectations are constantly changing and thus, reputational risk is dynamic and will differ between geographies, groups and individuals. This might also result in financial or non-financial impacts, loss of confidence or other consequences. The safeguarding of our reputation is of paramount importance to our continued prosperity and is the responsibility of every member of our staff. Reputational risk can arise from social, ethical or environmental issues, or as a consequence of operational and other risk events. Our good reputation depends upon the way in which we conduct our business, but can also be affected by the way in which customers to whom we provide financial services conduct themselves.

We tolerate a limited degree of reputational risk arising from business activities or association where foreseeable reputational risk has been escalated to the appropriate level of management, carefully considered and/or mitigated and is determined to fall to acceptable risk thresholds as defined by the HSBC Group risk appetite statement. Since reputational risk can arise from all aspects of operations and activities, all businesses and functions are required to articulate and track reputational risk.

Reputational risk is considered and assessed by the HSBC Group Executive Committee, the HSBC Group, and senior management. The Risk Committee of the Board of Directors reviews, with senior management, and as appropriate, approves guidelines and policies related to the process for assessing and managing risk topics, including reputational risk. These policies, which are an integral part of the internal control systems, are communicated through manuals and statements of policy, internal communication and training. The policies form the basis for operational procedures, as well as consideration of reputational risk in areas including money laundering deterrence, economic sanctions, environmental impact, anti-corruption measures, employee relations, inappropriate market conduct and breach of regulatory duty and requirements. In addition, we continue to review our internal control structure to minimize the risk of operational and financial failure and to ensure that a full appraisal of reputational risk is made before strategic decisions are taken.

The RMM provides governance and oversight of reputational risk. Additionally, the RRC is the point of escalation for those matters which the CRO considers to pose the greatest potential residual reputational risk. The RRC comprises predominantly senior management.

Model Risk Management In order to manage the risk of inappropriate or incorrect business decisions (e.g., customer conduct, financial crime, pricing, profit & loss and balance sheet and capital reporting, etc.) arising from the use of models that have been inadequately designed, implemented or used, or from models that do not perform in line with expectations and predictions, a comprehensive model risk management framework has been established that provides oversight and challenge to all models across HSBC North America. The framework includes a Model Risk Policy that aligns with model risk management regulations. A model inventory is maintained and updated. In addition, model risk appetite measures are used to manage and monitor model risk. Model risk is managed on an ongoing basis as part of a Model Risk Committee, which is chaired by the CRO with representation from businesses and functions. The Model Risk Management function is responsible for providing effective challenge to and approval of models implemented for use within HSBC North America. Model risk controls that form the basis for model risk control assessments have been implemented for all of our businesses and functions and are being used to manage and mitigate model risk.

GLOSSARY OF TERMS

Basis point - A unit that is commonly used to calculate changes in interest rates. The relationship between percentage changes and basis points can be summarized as a 1 percent change equals a 100 basis point change or .01 percent change equals 1 basis point.

CDS - Credit Default Swap.

CFPB - The Consumer Financial Protection Bureau.

CFTC - The Commodity Futures Trading Commission.

Contractual Delinquency - A method of determining aging of past due accounts based on the past due status of payments under the loan. Delinquency status may be affected by customer account management policies and practices such as the re-age of accounts or modification arrangements.

Delinquency Ratio - Two-months-and-over contractual delinquency expressed as a percentage of total loans at a given date.

Efficiency Ratio - Total operating expenses expressed as a percentage of the sum of net interest income and other revenues.

FDIC - The Federal Deposit Insurance Corporation.

FRB - The Federal Reserve Board; our principal regulator.

Futures Contract - An exchange-traded contract to buy or sell a stated amount of a financial instrument or index at a specified future date and price.

Global Bank Note Program - A \$40 billion note program, under which HSBC Bank USA issues senior and subordinated debt.

Goodwill - The excess of purchase price over the fair value of identifiable net assets acquired, reduced by liabilities assumed in a business combination.

Group Reporting Basis - A measure of reporting results using financial information prepared on the basis of HSBC Group's accounting and reporting policies which apply International Financial Reporting Standards as issued by the International Accounting Standards Board.

HQLA - High Quality Liquid Assets; cash or assets that can be converted into cash quickly through sales (or by being pledged as collateral) with no significant loss of value.

Interest Rate Swap - Contract between two parties to exchange interest payments on a stated principal amount (notional principal) for a specified period. Typically, one party makes fixed rate payments, while the other party makes payments using a variable rate.

Liquidity - A measure of how quickly we can convert assets to cash or raise additional cash by issuing debt.

Loan-to-Value ("LTV") Ratio - For first liens, the current loan balance expressed as a percentage of the current property value. For second liens, the current loan balance plus the senior lien amount at origination expressed as a percentage of the current property value.

Markets Treasury - Is responsible for managing our liquidity and funding. Markets Treasury also manages our structural interest rate position within a limit structure.

Net Charge-off Ratio - Net charge-offs of loans expressed as a percentage of average loans outstanding for a given period.

Net Interest Income - Interest income earned on interest-bearing assets less interest expense on deposits and borrowed funds.

Net Interest Margin - Net interest income expressed as a percentage of average interest earning assets for a given period.

Nonaccrual Loans - Loans on which we no longer accrue interest because ultimate collection is unlikely.

Nonperforming Ratio - Nonaccrual loans and accruing loans contractually 90 days or more past due expressed as a percentage of total loans at a given date.

OCC - The Office of the Comptroller of the Currency; the principal regulator for HSBC Bank USA.

Options - A contract giving the owner the right, but not the obligation, to buy or sell a specified item at a fixed price for a specified period.

Rate of Return on Common Equity - Net income, reduced by preferred dividends, divided by average common equity for a given period.

Rate of Return on Tangible Common Equity - Net income, reduced by preferred dividends, divided by average common equity less goodwill for a given period.

Rate of Return on Total Assets - Net income divided by average total assets for a given period.

Rate of Return on Total Equity - Net income divided by average total equity for a given period.

Residential Mortgage Loan - Closed-end loans and revolving lines of credit secured by first or second liens on residential real estate. Depending on the type of residential mortgage, interest can either be fixed or adjustable.

SEC - The Securities and Exchange Commission.

Three Lines of Defense Model - This model delineates management accountabilities and responsibilities for risk management and the control environment. The model underpins our approach to risk management by clarifying responsibilities, encouraging collaboration, and enabling efficient coordination of risk and control activities.

Total Equity to Total Assets - Total equity expressed as a percentage of total assets as of a given date.

U.S. GAAP - Generally accepted accounting principles in the United States.

CONSOLIDATED AVERAGE BALANCES AND INTEREST RATES

The following table summarizes the year-to-date average daily balances of the principal components of assets, liabilities and equity together with their respective interest amounts and rates earned or paid. Net interest margin is calculated by dividing net interest income by the average interest earning assets from which interest income is earned. Loan interest for the years ended December 31, 2024, 2023 and 2022 included fees of \$30 million, \$25 million and \$38 million, respectively.

Year Ended December 31,	2024			2023			2022		
	Average Balance	Interest	Rate	Average Balance	Interest	Rate	Average Balance	Interest	Rate
(dollars are in millions)									
Assets:									
Interest bearing deposits with banks	\$ 28,873	\$ 1,259	4.36 %	\$ 32,152	\$ 1,117	3.47%	\$ 41,892	\$ 515	1.23%
Federal funds sold and securities purchased under resale agreements ⁽¹⁾	4,103	434	10.58	8,048	570	7.08	4,967	188	3.78
Trading securities	19,270	366	1.90	15,533	266	1.71	14,556	219	1.50
Securities	41,728	1,839	4.41	38,282	1,558	4.07	36,873	800	2.17
Loans:									
Commercial	41,124	2,865	6.97	41,209	2,813	6.83	43,732	1,590	3.64
Consumer:									
Residential mortgages	19,573	771	3.94	17,483	593	3.39	16,877	497	2.94
Home equity mortgages	389	29	7.46	369	26	7.05	389	15	3.86
Credit cards	186	19	10.22	196	18	9.18	227	19	8.37
Other consumer	75	7	9.33	114	8	7.02	164	9	5.49
Total consumer	20,223	826	4.08	18,162	645	3.55	17,657	540	3.06
Total loans	61,347	3,691	6.02	59,371	3,458	5.82	61,389	2,130	3.47
Other	1,644	78	4.74	1,922	80	4.16	2,423	53	2.19
Total interest earning assets	\$ 156,965	\$ 7,667	4.88 %	\$ 155,308	\$ 7,049	4.54%	\$ 162,100	\$ 3,905	2.41%
Allowance for credit losses	(573)			(589)			(500)		
Cash and due from banks	721			876			950		
Other assets	8,965			10,895			11,375		
Total assets	\$ 166,078			\$ 166,490			\$ 173,925		
Liabilities and Equity:									
Domestic deposits:									
Savings deposits	\$ 43,032	\$ 1,284	2.98 %	\$ 48,686	\$ 1,310	2.69%	\$ 55,036	\$ 381	.69%
Time deposits	21,447	1,218	5.68	17,931	1,045	5.83	10,961	308	2.81
Other interest bearing deposits	28,778	1,343	4.67	21,830	1,092	5.00	20,671	381	1.84
Foreign deposits	5,842	226	3.87	5,677	203	3.58	6,163	64	1.04
Deposits held for sale	-	-	-	-	-	-	971	2	.21
Total interest bearing deposits	99,099	4,071	4.11	94,124	3,650	3.88	93,802	1,136	1.21
Short-term borrowings:									
Securities sold under repurchase agreements ⁽¹⁾	992	262	26.41	404	172	42.57	1,600	76	4.75
Commercial paper	5,759	337	5.85	5,423	298	5.50	4,313	84	1.95
Other short-term borrowings	680	24	3.53	1,094	44	4.02	325	5	1.54
Total short-term borrowings	7,431	623	8.38	6,921	514	7.43	6,238	165	2.65
Long-term debt	18,632	1,143	6.13	18,867	1,133	6.01	16,270	505	3.10
Total interest bearing debt	125,162	5,837	4.66	119,912	5,297	4.42	116,310	1,806	1.55
Tax liabilities and other	1,438	63	4.38	1,230	47	3.82	1,159	30	2.59
Total interest bearing liabilities	\$ 126,600	\$ 5,900	4.66 %	\$ 121,142	\$ 5,344	4.41%	\$ 117,469	\$ 1,836	1.56%
Net interest income/Interest rate spread	\$ 1,767	.22 %		\$ 1,705	.13%		\$ 2,069	.85%	
Noninterest bearing deposits	21,143			26,900			35,128		
Other liabilities	6,362			6,379			5,977		
Total equity	11,973			12,069			15,351		
Total liabilities and equity	\$ 166,078			\$ 166,490			\$ 173,925		
Net interest margin on average earning assets			1.13 %			1.10%			1.28%

⁽¹⁾ The denominators used in the calculation of the rates on federal funds sold and securities purchased under resale agreements and securities sold under repurchase agreements reflect the net amounts presented in the balance sheet.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Information required by this Item is included within Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in the Risk Management section under the captions "Treasury Risk Management - Interest Rate Risk" and "Market Risk Management."

Item 8. Financial Statements and Supplementary Data

Our 2024 Financial Statements meet the requirements of Regulation S-X. The 2024 Financial Statements and supplementary financial information specified by Item 302 of Regulation S-K are set forth below.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholder of HSBC USA Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of HSBC USA Inc. and its subsidiaries (the "Company") as of December 31, 2024 and 2023, and the related consolidated statements of income, comprehensive income (loss), changes in equity and cash flows for each of the three years in the period ended December 31, 2024, including the related notes (collectively referred to as the "consolidated financial statements").

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2024 and 2023, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2024 in conformity with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

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

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matter communicated below is a matter arising from the current period audit of the consolidated financial statements that was communicated or required to be communicated to the audit committee and that (i) relates to accounts or disclosures that are material to the consolidated financial statements and (ii) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matter below, providing a separate opinion on the critical audit matter or on the accounts or disclosures to which it relates.

Allowance for Credit Losses for Commercial Loans and the Liability for Off-Balance Sheet Credit Exposures

As described in Notes 2 and 8 to the consolidated financial statements, the Company's Allowance for Credit Losses for Commercial Loans and the Liability for Off-Balance Sheet Credit Exposures are recognized based on lifetime expected credit losses and amounted to \$526 million and \$139 million, respectively, as of December 31, 2024. The recognition and measurement of lifetime expected credit losses for commercial loans and off-balance sheet exposures is highly complex and involves the use of significant judgment and estimation by management, including

the assignment of credit ratings, the application of forward economic guidance and the determination of a management judgment allowance. In assigning the credit ratings to a particular obligor, among the risk factors considered by management are the obligor's debt capacity and financial position, the level of earnings, the amount and sources of repayment, the level of contingencies, management strength and the industry or geography in which the obligor operates. In addition, multiple forward-looking economic scenarios are formulated and assigned a weighting in the application of forward economic guidance to reflect assumptions about future economic conditions, supplemented by the use of management judgment, which may result in using alternative or additional economic scenarios and/or management adjustments. Lastly, the management judgment allowance reflects management's judgment of risk factors that may not be fully reflected in the lifetime expected credit loss generated by management's models.

The principal considerations for our determination that performing procedures relating to the Allowance for Credit Losses for Commercial Loans and the Liability for Off-Balance Sheet Credit Exposures is a critical audit matter are (i) the significant judgment by management in estimating lifetime expected credit losses, which in turn led to a high degree of auditor judgment, subjectivity and effort in performing procedures and evaluating audit evidence relating to the credit ratings for obligors, application of forward economic guidance and management judgment allowance, and (ii) the audit effort involved the use of professionals with specialized skill and knowledge.

Addressing the matter involved performing procedures and evaluating audit evidence in connection with forming our overall opinion on the consolidated financial statements. These procedures included, among others, testing management's process for estimating lifetime expected credit losses on commercial loans and off-balance sheet exposures, which included (i) evaluating the appropriateness of management's methodology; (ii) testing certain data utilized in the estimate; and (iii) evaluating the reasonableness of the credit ratings for obligors, application of forward economic guidance and management judgment allowance, which also involved the use of professionals with specialized skill and knowledge to assist in performing these procedures to test management's process.

/s/ PricewaterhouseCoopers LLP
New York, New York
February 19, 2025

We have served as the Company's auditor since 2015.

CONSOLIDATED STATEMENT OF INCOME

Year Ended December 31,

	2024	2023	2022
	(in millions)		
Interest income:			
Loans	\$ 3,691	\$ 3,458	\$ 2,130
Securities	1,839	1,558	800
Trading securities	366	266	219
Short-term investments	1,693	1,687	703
Other	78	80	53
Total interest income	7,667	7,049	3,905
Interest expense:			
Deposits	4,071	3,650	1,136
Short-term borrowings	623	514	165
Long-term debt	1,143	1,133	505
Other	63	47	30
Total interest expense	5,900	5,344	1,836
Net interest income	1,767	1,705	2,069
Provision for credit losses	50	45	154
Net interest income after provision for credit losses	1,717	1,660	1,915
Other revenues:			
Credit card fees, net	55	49	45
Trust and investment management fees	148	134	136
Other fees and commissions	683	626	619
Trading revenue	998	942	517
Other securities gains (losses), net	(124)	(243)	26
Servicing and other fees from HSBC affiliates	385	327	343
Gain (loss) on instruments designated at fair value and related derivatives	(38)	(42)	(50)
Gain on sale of branch disposal group, net	-	-	113
Other income (loss)	(77)	(141)	(154)
Total other revenues	2,030	1,652	1,595
Operating expenses:			
Salaries and employee benefits	567	530	591
Support services from HSBC affiliates	1,670	1,671	1,762
Occupancy expense, net	68	60	66
Other expenses	395	563	366
Total operating expenses	2,700	2,824	2,785
Income before income tax	1,047	488	725
Income tax expense	222	95	177
Net income	\$ 825	\$ 393	\$ 548

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

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

Year Ended December 31,

	2024	2023	2022
	(in millions)		
Net income	\$ 825	\$ 393	\$ 548
Net change in unrealized gains (losses), net of tax:			
Investment securities	2	536	(2,205)
Fair value option liabilities attributable to our own credit spread	(55)	(25)	59
Derivatives designated as cash flow hedges	208	136	(258)
Pension and post-retirement benefit plans	(1)	2	8
Total other comprehensive income (loss)	154	649	(2,396)
Comprehensive income (loss)	\$ 979	\$ 1,042	\$ (1,848)

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

CONSOLIDATED BALANCE SHEET

At December 31,

2024

2023

	(in millions)	
Assets⁽¹⁾		
Cash and due from banks	\$ 621	\$ 704
Interest bearing deposits with banks	22,625	25,015
Federal funds sold and securities purchased under agreements to resell	14,313	13,878
Trading assets (includes \$3.6 billion and \$3.0 billion pledged to creditors at December 31, 2024 and 2023, respectively)	21,231	22,115
Securities available-for-sale (includes amortized cost of \$27.2 billion and \$28.0 billion at December 31, 2024 and 2023, respectively, an allowance for credit losses of nil at both December 31, 2024 and 2023, and \$0.6 billion and \$0.2 billion pledged to creditors at December 31, 2024 and 2023, respectively)	24,937	25,696
Securities held-to-maturity, net of allowance for credit losses of nil at both December 31, 2024 and 2023 (fair value of \$17.0 billion and \$14.7 billion at December 31, 2024 and 2023, respectively)	17,798	15,076
Loans (includes \$11 million and \$15 million designated under fair value option at December 31, 2024 and 2023, respectively)	62,753	58,987
Less - allowance for credit losses	537	591
Loans, net	62,216	58,396
Loans held for sale (includes \$395 million and \$250 million designated under fair value option at December 31, 2024 and 2023, respectively)	406	339
Properties and equipment, net	73	71
Goodwill	458	458
Other assets, net of allowance for credit losses of nil at both December 31, 2024 and 2023 (includes \$16 million and \$10 million designated under fair value option at December 31, 2024 and 2023, respectively)	6,053	6,490
Total assets	\$ 170,731	\$ 168,238
Liabilities⁽¹⁾		
Debt:		
Domestic deposits:		
Noninterest bearing	\$ 21,251	\$ 23,421
Interest bearing (includes \$4.0 billion and \$1.8 billion designated under fair value option at December 31, 2024 and 2023, respectively)	96,656	92,604
Foreign deposits - interest bearing	5,443	5,258
Total deposits	123,350	121,283
Short-term borrowings	7,352	9,914
Long-term debt (includes \$7.9 billion and \$7.5 billion designated under fair value option at December 31, 2024 and 2023, respectively)	20,717	18,661
Total debt	151,419	149,858
Trading liabilities	3,907	3,485
Interest, taxes and other liabilities (includes \$16 million and \$10 million designated under fair value option at December 31, 2024 and 2023, respectively)	2,916	3,256
Total liabilities	158,242	156,599
Equity		
Preferred stock (no par value; 40,999,000 shares authorized; 265 shares issued and outstanding at both December 31, 2024 and 2023)	265	265
Common equity:		
Common stock (\$5 par value; 150,000,000 shares authorized; 714 shares issued and outstanding at both December 31, 2024 and 2023)	-	-
Additional paid-in capital	12,727	12,740
Retained earnings	1,269	560
Accumulated other comprehensive loss	(1,772)	(1,926)
Total common equity	12,224	11,374
Total equity	12,489	11,639
Total liabilities and equity	\$ 170,731	\$ 168,238

⁽¹⁾ The following table summarizes assets and liabilities related to our consolidated variable interest entities ("VIEs") at December 31, 2024 and 2023. Assets and liabilities exclude intercompany balances that eliminate in consolidation. See Note 27, "Variable Interest Entities," for additional information.

At December 31,	2024	2023
	(in millions)	
Assets		
Other assets	\$ 11	\$ 23
Total assets	<u>\$ 11</u>	<u>\$ 23</u>
Liabilities		
Interest, taxes and other liabilities	\$ 4	\$ 17
Total liabilities	<u>\$ 4</u>	<u>\$ 17</u>

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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year Ended December 31,

	2024	2023	2022
	(in millions, except share data)		
Preferred stock			
Balance at beginning of period	\$ 265	\$ 265	\$ 1,265
Preferred stock redemption	-	-	(1,000)
Balance at end of period	265	265	265
Common stock			
Balance at beginning and end of period	-	-	-
Additional paid-in capital			
Balance at beginning of period	12,740	12,740	14,742
Return of capital to parent	-	-	(2,000)
Gain on transfer of certain precious metals trading and financing activities to an affiliate, net of tax	-	8	-
Employee benefit plans	(13)	(8)	(2)
Balance at end of period	12,727	12,740	12,740
Retained earnings			
Balance at beginning of period	560	1,683	1,212
Net income	825	393	548
Cash dividends declared on preferred stock	(16)	(16)	(77)
Cash dividends declared on common stock	(100)	(1,500)	-
Balance at end of period	1,269	560	1,683
Accumulated other comprehensive loss			
Balance at beginning of period	(1,926)	(2,575)	(179)
Other comprehensive income (loss), net of tax	154	649	(2,396)
Balance at end of period	(1,772)	(1,926)	(2,575)
Total common equity	12,224	11,374	11,848
Total equity	\$ 12,489	\$ 11,639	\$ 12,113
Shares of preferred stock			
Number of shares at beginning of period	265	265	1,265
Number of shares of preferred stock redeemed	-	-	(1,000)
Number of shares at end of period	265	265	265
Shares of common stock			
Number of shares at beginning and end of period	714	714	714

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended December 31,

	2024	2023	2022
	(in millions)		
Cash flows from operating activities			
Net income	\$ 825	\$ 393	\$ 548
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	(50)	(17)	112
Gain on sale of branch disposal group, net	-	-	(113)
Provision for credit losses	50	45	154
Deferred income tax provision	126	51	284
Net realized losses (gains) on securities available-for-sale	124	243	(26)
Net change in other assets and liabilities	(10)	1,359	(1,044)
Net change in loans held for sale:			
Originations and purchases of loans held for sale	(831)	(340)	(1,932)
Sales and collections of loans held for sale	643	320	1,791
Net change in trading assets and liabilities	1,257	297	2,093
Lower of amortized cost or fair value adjustments on loans held for sale	(2)	32	19
Loss on instruments designated at fair value and related derivatives	38	42	50
Net cash provided by operating activities	2,170	2,425	1,936
Cash flows from investing activities			
Net change in federal funds sold and securities purchased under agreements to resell	(435)	9,207	(12,571)
Securities available-for-sale:			
Purchases of securities available-for-sale	(9,483)	(4,467)	(4,997)
Proceeds from sales of securities available-for-sale	6,453	1,642	1,812
Proceeds from paydowns and maturities of securities available-for-sale	3,674	4,988	5,992
Securities held-to-maturity:			
Purchases of securities held-to-maturity	(4,124)	(8,592)	(3,585)
Proceeds from paydowns and maturities of securities held-to-maturity	1,452	880	1,460
Change in loans:			
Originations, net of collections	(6,406)	(1,368)	(3,205)
Loans sold to third parties	2,847	1,806	1,476
Net cash used for acquisitions of properties and equipment	(16)	(29)	(42)
Cash received on transfer of certain precious metals trading and financing activities to an affiliate	-	10	-
Net outflow related to the sale of branch disposal group	-	-	(4,619)
Other, net	(128)	(140)	(17)
Net cash provided by (used in) investing activities	(6,166)	3,937	(18,296)
Cash flows from financing activities			
Net change in deposits	2,033	(1,941)	(12,534)
Debt:			
Net change in short-term borrowings	(2,562)	3,969	(393)
Issuance of long-term debt	9,254	4,553	5,931
Repayment of long-term debt	(7,073)	(4,448)	(3,229)
Preferred stock redemption	-	-	(1,000)
Return of capital to parent	-	-	(2,000)
Other decreases in capital surplus	(13)	(8)	(2)
Dividends paid	(116)	(1,516)	(77)
Net cash provided by (used in) financing activities	1,523	609	(13,304)
Net change in cash and due from banks and interest bearing deposits with banks	(2,473)	6,971	(29,664)
Cash and due from banks and interest bearing deposits with banks at beginning of period	25,719	18,748	48,412
Cash and due from banks and interest bearing deposits with banks at end of period	\$ 23,246	\$ 25,719	\$ 18,748

CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

Year Ended December 31,	2024	2023	2022
	(in millions)		
Supplemental disclosure of cash flow information			
Interest paid during the period	\$ 5,932	\$ 5,123	\$ 1,660
Net income taxes paid (refunded) during the period	35	(108)	(122)
Supplemental disclosure of non-cash investing activities			
Transfer of loans to (from) held for sale, net	2,729	1,820	(29)

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note	Page	Note	Page
1 Organization	102	17 Fair Value Option	150
2 Summary of Significant Accounting Policies and New Accounting Pronouncements	102	18 Income Taxes	153
3 Strategic Initiatives	114	19 Preferred Stock	155
4 Sale of Certain Branch Assets and Liabilities	115	20 Accumulated Other Comprehensive Loss	156
5 Trading Assets and Liabilities	115	21 Share-Based Plans	157
6 Securities	116	22 Pension and Other Postretirement Benefits	157
7 Loans	120	23 Fee Income from Contracts with Customers	158
8 Allowance for Credit Losses	136	24 Related Party Transactions	160
9 Loans Held for Sale	139	25 Business Segments	163
10 Properties and Equipment, Net	140	26 Retained Earnings and Regulatory Capital Requirements	169
11 Goodwill	140	27 Variable Interest Entities	170
12 Leases	141	28 Guarantee Arrangements, Pledged Assets and Repurchase Agreements	172
13 Deposits	142	29 Fair Value Measurements	177
14 Short-Term Borrowings	143	30 Litigation and Regulatory Matters	191
15 Long-Term Debt	143	31 Financial Statements of HSBC USA Inc. (Parent)	196
16 Derivative Financial Instruments	144		

1.

Organization

HSBC USA Inc. ("HSBC USA"), incorporated under the laws of Maryland, is a New York State based bank holding company and a wholly-owned subsidiary of HSBC North America Holdings Inc. ("HSBC North America"), which is an indirect wholly-owned subsidiary of HSBC Holdings plc ("HSBC" and, together with its subsidiaries, "HSBC Group"). HSBC USA (together with its subsidiaries, "HUSTI") may also be referred to in these notes to the consolidated financial statements as "we," "us" or "our."

Through our subsidiaries, we offer a wide range of commercial and consumer banking products and related financial services. HSBC Bank USA, National Association (together with its subsidiaries, "HSBC Bank USA"), our principal U.S. banking subsidiary, is a national banking association with branch offices and representative offices across the United States. HSBC Bank USA is also an international dealer in derivative instruments denominated in U.S. dollars and other currencies, focusing on structuring transactions to meet clients' needs.

2.

Summary of Significant Accounting Policies and New Accounting Pronouncements**Significant Accounting Policies**

Basis of Presentation The consolidated financial statements include the accounts of HSBC USA and all subsidiaries in which we hold, directly or indirectly, more than 50 percent of the voting rights, or where we exercise control, including all variable interest entities ("VIEs") in which we are the primary beneficiary. Investments in companies where we have significant influence over operating and financing decisions, which primarily are those where the percentage of ownership is at least 20 percent but not more than 50 percent, are accounted for under the equity method and reported as equity method investments in other assets. All significant intercompany accounts and transactions have been eliminated.

We assess whether an entity is a VIE and, if so, whether we are its primary beneficiary at the time of initial involvement with the entity and on an ongoing basis. A VIE is an entity in which the equity investment at risk is not sufficient to finance the entity's activities without additional subordinated financial support, or as a group, the holders of equity investment at risk lack either a) the power through voting rights or similar rights to direct the activities of the entity that most significantly impacts the entity's economic performance; or b) the obligation to absorb the entity's expected losses, the right to receive the expected residual returns, or both. A VIE must be consolidated by its primary beneficiary, which is the entity with the power to direct the

activities of a VIE that most significantly impact its economic performance and the obligation to absorb losses of, or the right to receive benefits from, the VIE that could potentially be significant to the VIE.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates. Areas which we consider to be critical accounting estimates and require a high degree of judgment and complexity include allowance for credit losses, valuation of financial instruments and deferred tax asset valuation allowances.

Cash and Cash Equivalents For the purpose of reporting cash flows, cash and cash equivalents include both cash and due from banks and interest bearing deposits with banks, which are inclusive of restricted cash, if any.

Resale and Repurchase Agreements We enter into purchases and borrowings of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) substantially identical securities. Resale and repurchase agreements are accounted for as secured lending and secured borrowing transactions, respectively.

The amounts advanced under resale agreements and the amounts borrowed under repurchase agreements are carried on the consolidated balance sheet at the amount advanced or borrowed. Interest earned on resale agreements is reported as interest income. Interest paid on repurchase agreements is reported as interest expense. We offset resale and repurchase agreements executed with the same counterparty under legally enforceable netting agreements that meet the applicable netting criteria as permitted by generally accepted accounting principles.

Repurchase agreements may require us to deposit cash or other collateral with the lender. In connection with resale agreements, it is our policy to obtain possession of collateral, which may include the securities purchased, with market value in excess of the principal amount loaned. The market value of the collateral subject to the resale and repurchase agreements is regularly monitored, and additional collateral is obtained or provided when appropriate, to ensure appropriate collateral coverage of these secured financing transactions.

Trading Assets and Liabilities Financial instruments utilized in trading activities are stated at fair value. Fair value is generally based on quoted market prices. If quoted market prices are not available, fair values are estimated based on dealer quotes, pricing models, using observable inputs where available or quoted prices for instruments with similar characteristics. Where applicable, fair value is determined by reference to quotes provided by multiple independent pricing services. Fair value determined by internal pricing models is regularly substantiated by the price level executed in the market and the internal pricing models used are periodically validated by an internal Model Risk Management function. Realized and unrealized gains and losses are recognized in trading revenue.

Securities Securities acquired principally for the purpose of selling them in the near term are classified as trading assets and reported at fair value. Fair value adjustments to trading securities and gains and losses on the sale of such securities are reported in trading revenue.

Debt securities that we have the ability and intent to hold to maturity are reported at cost adjusted for amortization of premiums and accretion of discounts, which are recognized as adjustments to yield over the contractual lives of the related securities. Premiums for non-contingently callable debt securities are amortized to the earliest call date, rather than the contractual maturity date.

All other debt securities are classified as available-for-sale and carried at fair value, with unrealized gains and losses, net of related income taxes, recorded as adjustments to common equity as a component of accumulated other comprehensive loss.

Accrued interest receivables for securities available-for-sale and securities held-to-maturity are reported net of any related allowance for credit losses in other assets on the consolidated balance sheet. Realized gains and losses on sales of securities available-for-sale are computed on a specific identified cost basis and are reported in other securities gains (losses), net.

An allowance for credit losses is recognized for debt securities, with changes in the allowance recorded in earnings. See under the heading "Allowance for credit losses" below for further discussion of our policies for establishing an allowance for credit losses on debt securities.

Equity securities that are not classified as trading are reported in other assets and measured at fair value with changes in fair value recognized in other income (loss). Equity securities that are not considered to have readily determinable fair values are carried at amortized cost, less impairment, adjusted for observable price changes.

Investments in Federal Home Loan Bank stock and Federal Reserve Bank stock are recorded at cost less impairment.

Loans Loans are carried at amortized cost, with the exception of certain student loans for which the fair value option was elected and are further discussed in Note 17, "Fair Value Option." Amortized cost represents the principal amount outstanding, net of unearned income, charge-offs, unamortized purchase premium or discount, and unamortized nonrefundable fees and related direct loan origination costs. The carrying amount of loans represents their amortized cost reduced by the allowance for

credit losses. See under the heading "Allowance for Credit Losses" below for further discussion of our policies for establishing an allowance for credit losses on loans.

Premiums and discounts are recognized as adjustments to yield over the estimated or contractual lives of the related loans. Interest income is recorded based on the effective interest method. Accrued interest receivables for loans are reported net of any related allowance for credit losses in other assets on the consolidated balance sheet. For credit card receivables, accrued interest is recognized in the loan balance as it is billed, with the related allowance recorded in the allowance for credit losses on loans.

Nonrefundable fees and related direct costs associated with the origination of loans are deferred and netted against outstanding loan balances. The amortization of net deferred fees, which include points on real estate secured loans and costs, is recognized in interest income, generally by the effective interest method, based on the estimated or contractual lives of the related loans. Amortization periods are periodically adjusted for estimated loan prepayments. Annual fees on credit cards, net of direct lending costs, are deferred and amortized on a straight-line basis over one year.

Nonrefundable fees related to lending activities other than direct loan origination are recognized in other revenues over the period in which the related service is provided. This includes fees associated with loan commitments, revolving credit facilities, standby letters of credit, loan syndication and other transaction-based fees. Loan syndication fees received for managing a syndication and other transaction-based fees are recognized at the point in time the transaction occurs. Fees associated with loan commitments, revolving credit facilities and standby letters of credit are recognized on a straight-line basis over the period the service is performed. In the event a loan commitment or standby letter of credit is exercised, the remaining unamortized fee is recognized as an adjustment to yield over the loan term. For additional information, as well as a full discussion of how revenue associated with all of our various fee-based activities is recognized, see Note 23, "Fee Income from Contracts with Customers."

Beginning January 1, 2023, new loan modifications are no longer required to be evaluated to determine if they should be separately identified and accounted for as troubled debt restructurings ("TDR Loans"). Prior to January 1, 2023, TDR Loans represented loans for which the original contractual terms were modified to provide for terms that were less than what we would have been willing to accept for new loans with comparable risk because of deterioration in the borrower's financial condition. Interest on TDR Loans was recognized when collection was reasonably assured. Modifications that resulted in TDR Loans may have included changes to one or more terms of the loan, including but not limited to, a change in interest rate, extension of the term, reduction in payment amount and partial forgiveness or deferment of principal, accrued interest or other loan covenants. For reserving purposes, prior to January 1, 2023, we also identified loans that we reasonably expected to become TDR Loans. See under the heading "Allowance for Credit Losses" below for further discussion.

Allowance for Credit Losses An allowance for credit losses is recognized based on lifetime expected credit losses ("lifetime ECL") for loans, securities held-to-maturity and certain other financial assets measured at amortized cost, and an allowance for credit losses is also recognized for securities available-for-sale. In addition, a liability for off-balance sheet credit exposures is recognized based on lifetime ECL. Expected recoveries of amounts previously written off, limited to the cumulative amount of prior write-offs, are also considered when estimating the allowance for credit losses for in scope financial assets (including collateral-dependent assets).

We maintain an allowance for credit losses that is, in the judgment of management, adequate to absorb estimated lifetime ECL for loans and other financial assets measured at amortized cost. The adequacy of the allowance for credit losses is assessed in accordance with generally accepted accounting principles and is based, in part, upon an evaluation of various factors including:

- an analysis of individual exposures where applicable;
- current and historical loss experience;
- changes in the overall size and composition of the portfolio;
- specific adverse situations; and
- general and forecasted economic conditions.

Allowance for credit loss estimates are reviewed periodically and adjustments are recognized in the provision for credit losses during the period they become known. Because our estimates of the allowance for credit losses involve management judgment and are influenced by factors outside of our control, there is uncertainty inherent in these estimates.

Measurement of Lifetime ECL Estimates The recognition and measurement of lifetime ECL is highly complex and involves the use of significant judgment and estimation. Multiple forward-looking economic forecasts are formulated and incorporated into the lifetime ECL calculations when estimating the allowance for credit losses for in scope financial assets and the liability for off-balance sheet credit exposures as discussed below under *Calculation of Lifetime ECL*. We utilize a standard framework to form economic scenarios to reflect assumptions about future economic conditions supplemented by the use of management judgment, which may result in using alternative or additional economic scenarios and/or management adjustments.

Methodology We utilize a minimum of four forward-looking economic scenarios, representative of management's view of forecasted economic conditions, sufficient to calculate unbiased expected loss in most economic environments. Three of the

scenarios are termed the "Consensus Economic Scenarios" which include a 'most likely outcome' (the "Central scenario") and two less likely 'outer' scenarios, referred to as the "Upside scenario" and the "Downside scenario." The fourth scenario, referred to as the "Alternative Downside scenario," is designed to consider severe downside risks with more extreme economic outcomes. Each scenario is assigned a weighting deemed appropriate for the estimation of lifetime ECL, with the majority of the weighting typically placed on the Central scenario. At management's discretion, changes may be made to the weighting assigned to the four scenarios or additional scenarios may be included in order to consider current economic conditions. See Note 8, "Allowance for Credit Losses," for further discussion. Key Central scenario assumptions as further discussed below are set using the average of forecasts of external economists, helping to ensure the scenarios are unbiased and maximize the use of independent information, except when in management's judgment these scenarios may not adequately reflect the impact of recent events and it is believed not to be representative of the current economic environment. We have determined that two years is a reasonable and supportable forecast period for the scenarios. At the end of the two-year reasonable and supportable forecast period, assumption variables revert to their 20-year average of historical values on a linear basis over a three-year reversion period.

For the Central scenario, we set key assumptions such as Gross Domestic Product ("GDP") growth, inflation, unemployment, house price growth, U.S. Treasury yields, equity price growth, short-term interest rates and oil price using either the average of external forecasts (commonly referred to as consensus forecasts) or market implied rates. An external provider's model, conditioned to follow the consensus forecasts for the above key assumption variables, projects the remaining variable paths required as inputs to credit models. This external provider is subject to our risk governance framework, including oversight by an internal Model Risk Management function.

The Upside and Downside scenarios are designed to be cyclical and are constructed following a standard process supported by a scenario narrative reflecting our top and emerging economic risks and by consulting external and internal subject matter experts. We determine the maximum divergence of GDP growth from the Central scenario using the 10th and the 90th percentile of the entire distribution of consensus forecast outcomes. Using externally available forecast distributions ensures independence in scenario construction. The Alternative Downside scenario is constructed to represent management's view of severe downside risks. It is supported by a scenario narrative that explores more extreme economic outcomes than those captured by the Consensus Economic Scenarios. Key economic variables in the Upside, Downside and Alternative Downside scenarios are set with reference to external distributional forecasts and we project additional variable paths using the external provider's model.

We update our three Consensus Economic Scenarios and our Alternative Downside Scenario every quarter. See Note 8, "Allowance for Credit Losses," for further discussion summarizing the key macroeconomic variable forecasts used in our economic scenarios as well as a discussion of updates to the economic scenarios and other changes during 2024.

We exclude from our lifetime ECL calculation financial assets for which we expect that non-payment of the amortized cost basis will be zero ("Zero Expected Credit Loss Exception"). As a result, no allowance for credit losses is recorded for these financial assets. We have identified the following types of financial assets which we believe qualify for this exclusion:

- U.S. Treasury securities;
- U.S. Government agency issued or guaranteed securities;
- U.S. Government sponsored enterprises securities;
- G10 sovereign foreign debt securities;
- Interest bearing deposits held with the Federal Reserve Bank; and
- Loans guaranteed by a U.S. Government agency or U.S. Government sponsored enterprise.

We also exclude from our lifetime ECL calculation financial assets which are secured by collateral maintenance provisions (e.g., the borrower is contractually required to adjust the amount of financial collateral securing the financial asset) if such collateral meets liquidity requirements. In most circumstances subject to such requirements, collateral exceeds our amortized cost basis and no allowance for credit losses is recorded for these financial assets, consisting of the substantial majority of our securities purchased under agreements to resell as well as substantially all of our margin loans provided to our private banking customers.

In addition, loans to other HSBC affiliated entities are exempt from lifetime ECL measurement.

Calculation of Lifetime ECL

Commercial loans Commercial loans are monitored on a continuous basis with a formal assessment completed, at a minimum, annually. As part of this process, a credit rating is assigned and a loss given default ("LGD") is estimated and serve as the basis for establishing an allowance for these loans' expected balance at default ("EAD") based on a probability of default ("PD") estimate associated with each credit rating under our Wholesale Credit Risk Policy. In assigning the credit ratings to a particular loan, among the risk factors considered are the obligor's debt capacity and financial position, the level of earnings, the amount

and sources for repayment, the level of contingencies, management strength and the industry or geography in which the obligor operates. We utilize a consistent methodology for the application of forward economic guidance ("FEG") into the calculation of lifetime ECL by incorporating FEG into the estimation of the term structure of PD and LGD. For PDs, we consider the correlation of FEG to default rates for a particular industry. For LGDs, we consider the correlation of FEG to collateral values and realization rates for a particular industry and if applicable, country, which is adjusted for recoveries. Our PD estimates are validated on an annual basis using back-testing of actual default rates and benchmarking of the internal ratings with external rating agency data like Standard and Poor's ("S&P") ratings and default rates. PDs and LGDs are estimated for the entire term structure of the loan. Credit Risk Review, a function independent of the business, provides an on-going assessment of lending activities that includes independently assessing credit ratings and LGD estimates for sampled credits across various portfolios.

Loans with similar risk characteristics are pooled for determining lifetime ECL. When it is deemed probable based upon known facts and circumstances that full interest and principal on an individual loan will not be collected in accordance with its contractual terms, in general the loan is no longer considered part of the collective pool of homogeneous loans against which lifetime ECL are established. Instead, an allowance for credit losses is established on an individual basis ("individually assessed") based on the present value of expected future cash flows, discounted at the loan's original effective interest rate (or, beginning January 1, 2023, the post-modification effective interest rate for loans for which the original contractual terms have been modified), or the fair value of the collateral if the loan is collateral dependent. Individually assessed loans are evaluated quarterly. Generally, loans that are placed on non-accrual are removed from a collective pool and individually assessed.

In addition, the allowance for credit losses reflects management judgment of risk factors that may not be fully reflected in the lifetime ECL generated by our models. In making this determination, we consider the characteristics of our portfolio and any other significant factors that are relevant. Factors that are relevant to determining the expected collectability of our loan portfolio include, but are not limited to, the volume and severity of past due loans, the volume and severity of adversely classified or rated loans, the underlying collateral on loans that are not collateral dependent, lending policies and procedures including changes in lending strategies, underwriting standards or collection and recovery practices as well as the obligor's operations, environmental factors of an obligor and the areas in which our credit exposure is concentrated, changes and expected changes in the general market condition of either a geographical area or an industry, and changes in international, national, regional, and local economic and business conditions.

For loans which were previously identified as TDR Loans, including loans which we reasonably expected to become TDR Loans, judgment was used as to whether or not we expected full repayment of principal and interest. If full repayment was expected, the loan remained in a collective pool of homogeneous loans for determining lifetime ECL. When full repayment of principal and interest was not expected or when we anticipated offering payment concessions, the loan was removed from the pool and individually assessed. If a commercial TDR Loan subsequently performed in accordance with the new terms and the loan was upgraded, the loan may have no longer been reported as a TDR Loan at the earliest one year after the restructure had been anticipated. Subsequent to January 1, 2023, new TDR Loans are no longer required to be identified. The accounting for our remaining population of TDR Loans did not materially change.

Consumer loans For pools of homogeneous consumer loans and certain small business loans, we estimate lifetime ECL using a framework based on PD, LGD and EAD that estimates the likelihood that a loan will progress through the various stages of delinquency and ultimately charge-off based upon a forward-looking view of macroeconomic expectations that impact a lifetime ECL and historical experience. The impact of FEG on PD is modeled at the loan or segment level depending on the portfolio. Historic relationships between observed default rates and macroeconomic variables are integrated into lifetime ECL estimates by leveraging economic response models. The impact of FEG on PD is modeled over a period equal to the remaining maturity of the underlying loans. The impact on LGD is modeled for mortgage portfolios by forecasting future loan-to-value ("LTV") profiles for the remaining maturity of the loans by leveraging national forecasts of the House Price Index ("HPI") and applying the corresponding LGD expectation. The models consider delinquency status, loss experience and severity, and take into account where borrowers have historically filed for bankruptcy or have been subject to account management actions, such as the re-age or modification of accounts. Expected loss severity is based on the underlying collateral, if any, for the loan in the event of default based on historical and recent trends which are updated periodically based on a rolling average of several months' data using the most recently available information and is typically in the range of 20-40 percent for residential mortgages.

The lifetime ECL recognized for consumer loans considers the effect on lifetime ECL over a range of potential outcomes, calculated on a probability-weighted basis, based on the economic scenarios described above, including management judgment where required. Management judgment reflects consideration of risk factors that may not be fully reflected in the lifetime ECL generated by our models. In making this determination, we consider the characteristics of our portfolio and any other significant factors that are relevant. Factors that are relevant to determining the expected collectability of our consumer loan portfolio include, but are not limited to, changes in risk selection or underwriting standards, changes in collection, account management, charge-off and recovery practices, changes in loan concentrations affecting either the frequency or severity of losses, and changes in economic conditions.

For loans which were previously identified as TDR Loans, including loans which we reasonably expected to become TDR Loans, an allowance for credit losses was maintained based on the present value of expected future cash flows, discounted at the loan's original effective interest rate, or the fair value of the collateral if the loan was collateral dependent. Once a loan was classified as a TDR Loan, it continued to be reported as such until it was paid off or charged-off. Subsequent to January 1, 2023, new TDR Loans are no longer required to be identified. The accounting for our remaining population of TDR Loans did not materially change.

Off-balance sheet credit exposures A separate liability for off-balance sheet credit exposures is also maintained, which is recorded in interest, taxes and other liabilities on the consolidated balance sheet and includes estimated lifetime ECL arising from off-balance sheet exposures such as letters of credit and unused commitments to extend credit. The process for measuring lifetime ECL on these exposures is consistent with that for commercial or consumer loans discussed above as applicable, but is subject to an additional parameter reflecting the likelihood that funding will occur. No lifetime ECL is recognized for off-balance sheet credit exposures that are unconditionally cancellable by us such as unused credit card lines.

Securities held-to-maturity Due to the composition of our portfolio of securities held-to-maturity, substantially all of our portfolio qualifies for the Zero Expected Credit Loss Exception and has been excluded from our lifetime ECL calculation. Our methodology for calculating lifetime ECL for our securities held-to-maturity which do not qualify for the Zero Expected Credit Loss Exception is consistent with our methodology for calculating lifetime ECL for loans discussed above, including the use of probability-weighted scenarios, forward economic guidance and key model inputs. We calculate lifetime ECL for securities held-for-maturity based on the present value of expected future cash flows, discounted using the contractual interest rate which approximates the effective interest rate.

Securities available-for-sale On a quarterly basis, we perform an assessment to determine whether there have been any events or economic circumstances to indicate that a debt security available-for-sale in an unrealized loss position has suffered impairment due to credit factors. A debt security available-for-sale is considered impaired if its fair value is less than its amortized cost basis at the reporting date. If impaired, we assess whether the impairment is due to credit factors.

If we intend to sell the debt security or if it is more-likely-than-not that we will be required to sell the debt security before the recovery of its amortized cost basis, the impairment is recognized and the unrealized loss is recorded as a direct write-down of the security's amortized cost basis with an offsetting charge to earnings. If we do not intend to sell the debt security or believe we will not be required to sell the debt security before the recovery of its amortized cost basis, the impairment is assessed to determine if a credit loss component exists. We use a discounted cash flow method to determine the credit loss component. In the event a credit loss exists, an allowance for credit losses is recorded in earnings for the credit loss component of the impairment while the remaining portion of the impairment attributable to factors other than credit loss is recognized, net of tax, in other comprehensive income (loss). The amount of impairment recognized due to credit factors is limited to the excess of the amortized cost basis over the fair value of the security available-for-sale.

Charge-Off and Nonaccrual Policies and Practices

Our charge-off and nonaccrual policies differ by product and are summarized below:

Product	Charge-off Policies and Practices	Nonaccrual Policies and Practices
Commercial Loans <i>Real estate, including construction</i> <i>Business and corporate banking</i> <i>Global banking</i> <i>Other commercial</i>	Commercial loan balances are charged off at the time all or a portion of the balance is deemed uncollectible. For loans secured with collateral, loan balances are generally written down to the estimated fair value of the collateral less costs to sell.	Loans are generally categorized as nonaccruing when contractually delinquent for more than three months or in the opinion of management, reasonable doubt exists with respect to the ultimate collectibility of interest or principal based on certain factors including the period of time past due and adequacy of collateral. When classified as nonaccruing, any accrued interest recorded on the loan is generally deemed uncollectible and reversed against income. Interest income is subsequently recognized only to the extent of cash received until the loan is placed on accrual status. In instances where there is doubt as to collectibility of principal, interest payments received are applied to principal. Loans are not reclassified as accruing until interest and principal payments are current and future payments are reasonably assured.
Residential Mortgage Loans	Carrying amounts in excess of fair value less costs to sell are generally charged off at the time foreclosure is initiated or when settlement is reached with the borrower, but not to exceed the end of the month in which the account becomes six months contractually delinquent. If foreclosure is not pursued and there is no reasonable expectation for recovery, the account is generally charged off no later than the end of the month in which the account becomes six months contractually delinquent. ⁽¹⁾	Loans are generally designated as nonaccruing when contractually delinquent for more than three months. When classified as nonaccruing, any accrued interest on the loan is generally deemed uncollectible and reversed against income. Interest accruals are resumed when the loan either becomes current or becomes less than three months delinquent and six months of consecutive payments have been made.
Credit Cards	Loan balances are generally charged off by the end of the month in which the account becomes six months contractually delinquent. ⁽²⁾	Interest generally accrues until charge-off.
Other Consumer Loans	Loan balances are generally charged off by the end of the month in which the account becomes four months contractually delinquent.	Interest generally accrues until charge-off.

⁽¹⁾ Values are determined based upon broker price opinions or appraisals which are updated at least every 180 days less estimated costs to sell. During the quarterly period between updates, real estate price trends are reviewed on a geographic basis and additional downward adjustments are recorded as necessary. Fair values of foreclosed properties at the time of acquisition are initially determined based upon broker price opinions. Subsequent to acquisition, a more detailed property valuation is performed, reflecting information obtained from a walk-through of the property in the form of a listing agent broker price opinion as well as an independent broker price opinion or appraisal. A valuation is determined from this information within 90 days and any additional write-downs required are recorded through charge-off at that time. In determining the appropriate amounts to charge-off when a property is acquired in exchange for a loan, we do not consider losses on sales of foreclosed properties resulting from deterioration in value during the period the collateral is held because these losses result from future loss events which cannot be considered in determining the fair value of the collateral at the acquisition date.

⁽²⁾ Charge-offs involving a bankruptcy for credit card receivables occurs by the end of the month, 60 days after notification or 180 days contractually delinquent, whichever comes first.

Due to the composition of our debt securities portfolio, a substantial majority of which comprises U.S. Government securities, we typically do not charge them off or place them on nonaccrual status.

Delinquency status for loans is determined using the contractual method which is based on the status of payments under the loan. An account is generally considered to be contractually delinquent when payments have not been made in accordance with the loan terms. Delinquency status may be affected by customer account management policies and practices such as the restructure, re-age or modification of accounts.

Payments received on commercial nonaccrual loans are generally applied to reduce the principal balance of such loans. For consumer nonaccrual loans, payments are generally applied first to reduce the current interest on the earliest payment due with any remainder applied to reduce the principal balance associated with that payment date.

Loans Held for Sale Loans are classified as held for sale when they are not expected to be held for the foreseeable future because of management's lack of intent to hold. With the exception of certain loans for which the fair value option has been elected and are further discussed in Note 17, "Fair Value Option," loans classified as held for sale are recorded at the lower of amortized cost or estimated fair value, which is not in excess of their carrying value at the time of designation. Consumer loans are valued on an aggregate portfolio basis while commercial loans are generally valued on an individual loan basis. Periodic adjustments to fair value are recognized in other income (loss) in the consolidated statement of income. For loans other than those classified as nonaccrual, interest income is determined by applying each loan's contractual rate to the loan's outstanding customer balance, exclusive of unearned income, deferred fees, deferred costs, premium and discount.

Transfers of Financial Assets Transfers of financial assets in which we have surrendered control over the transferred assets are accounted for as sales. In assessing whether control has been surrendered, we consider whether the transferee would be a consolidated affiliate, the existence and extent of any continuing involvement in the transferred financial assets and the impact of all arrangements or agreements made contemporaneously with, or in contemplation of, the transfer, even if they were not entered into at the time of transfer.

If the sale criteria are met, the transferred financial assets are removed from our balance sheet and a gain or loss on sale is recognized. If the sale criteria are not met, the transfer is recorded as a secured borrowing in which the assets remain on our balance sheet and the proceeds from the transaction are recognized as a liability. For the majority of financial asset transfers, it is clear whether or not we have surrendered control. For other transfers, such as in connection with complex transactions or where we have continuing involvement such as servicing responsibilities, we generally obtain a legal opinion as part of evaluating whether the transfer results in a sale.

Properties and Equipment, Net Properties and equipment are recorded at cost, net of accumulated depreciation. Depreciation is recorded on a straight-line basis over the estimated useful lives of the related assets, which generally range from 3 to 40 years. Leasehold improvements are depreciated over the shorter of the useful life of the improvement or the term of the lease. The costs of maintenance and repairs are expensed as incurred. Impairment testing is performed whenever events or changes in circumstances indicate that the carrying amount of the asset may not be recoverable.

Leases Lease right-of-use ("ROU") assets and lease liabilities for operating leases are recognized at commencement date based on the present value of lease payments over the lease term, discounted using our incremental borrowing rate at the effective commencement date of each lease. Operating lease ROU assets are recorded in other assets while operating lease liabilities are recorded in interest, taxes and other liabilities. We are not currently a lessee under any finance leases.

Options to renew or terminate the lease are recognized as part of our ROU assets and liabilities when it is reasonably certain the options will be exercised. We have lease agreements that contain both lease and non-lease components, such as maintenance costs, which are accounted for separately. Operating lease expense for fixed lease payments is recognized on a straight-line basis over the lease term. Variable lease payments for real estate taxes, insurance, maintenance and utilities, which are generally based on our pro rata share of the total property, are not included in the measurement of the ROU assets or lease liabilities and are expensed as incurred. In addition, we do not recognize ROU assets or lease liabilities with a term of 12 months or less, which are also expensed as incurred.

Goodwill and Other Long-Lived Assets Goodwill, representing the excess of purchase price over the fair value of identifiable net assets acquired, results from business combinations. Goodwill is not amortized, but is reviewed for impairment at a minimum on an annual basis at the reporting unit level using discounted cash flow and market approaches. The market approach focuses on valuation multiples for reasonably similar publicly traded companies and also considers recent market transactions, while the discounted cash flows method utilizes cash flow estimates based on recent internal forecasts and discount rates that we believe adequately reflect the risk and uncertainty in our internal forecasts and are appropriate based on the implicit market rates in current comparable transactions. Impairment is reviewed as of an interim date if circumstances indicate that it is more likely than not that the carrying amount of a reporting unit is above fair value. The carrying amount of a reporting unit is determined on the basis of capital invested in the unit including attributable goodwill. We determine the invested capital of a reporting unit by applying to the reporting unit's risk-weighted assets a capital charge consistent with the targets assigned and monitored through our capital management monitoring framework, and additionally, allocating to each reporting unit the remaining carrying amount of HUST's net assets. Accordingly, the entire carrying amount of HUST's net assets is allocated to our reporting units. Reporting units were identified based upon an analysis of each of our individual operating segments. A reporting unit is defined as an operating segment or any distinct, separately identifiable component one level below an operating segment for which complete, discrete financial information is available that management regularly reviews. We consider significant and long-term changes in industry and economic conditions to be examples of primary indicators of potential impairment.

We have established October 1 of each year as the date for conducting our annual goodwill impairment assessment. Goodwill impairment is measured and an impairment charge is recorded at the amount by which a reporting unit's carrying amount, including allocated goodwill, exceeds its fair value. Any impairment charge recognized is limited to the carrying amount of goodwill assigned to a reporting unit. Subsequent reversals of goodwill impairments are not permitted. As of December 31, 2024 and 2023, all of our goodwill is allocated to our Commercial Banking reporting unit.

In addition, we generally conduct impairment tests of capitalized software and other long-lived assets at the reporting unit level when events or circumstances indicate their carrying amount may not be recoverable. If impairment testing is required, long-lived assets are grouped at the lowest level for which there are identifiable cash flows. If the estimated undiscounted cash flows of the long-lived asset group exceed its carrying amount, an impairment is not recognized. However, if the estimated undiscounted cash flows are less than the carrying amount of the long-lived asset group, a second step is performed to determine fair value and an impairment loss is required if the carrying amount of the long-lived asset group exceeds fair value. Impairment losses are not reversible. Fair value calculations when required are consistent with the methodology used to determine fair value for goodwill impairment.

Reposessed Collateral Non-financial collateral acquired in satisfaction of a loan is initially recognized at the collateral's fair value less estimated costs to sell and is reported in other assets. Any subsequent declines in fair value less estimated costs to sell are recorded through a valuation allowance. Recoveries in fair value less estimated costs to sell are recognized as a reduction of the valuation allowance but not in excess of cumulative losses previously recognized subsequent to the date of repossession. Adjustments to the valuation allowance, costs of holding reposessed collateral, and any gain or loss on disposition are credited or charged to operating expense.

Collateral We pledge assets as collateral as required for various transactions involving security repurchase agreements, public deposits, derivative financial instruments, short-term borrowings and long-term borrowings. Non-cash assets that have been pledged as collateral, including those that can be sold or repledged by the secured party, continue to be reported on our consolidated balance sheet.

We also accept collateral, primarily as part of various transactions involving security resale agreements. Non-cash collateral accepted by us, including collateral that we can sell or re-pledge, is excluded from our consolidated balance sheet. If we resell the collateral, we recognize the proceeds and a liability to return the collateral.

The market value of collateral we have accepted or pledged is regularly monitored and additional collateral is obtained or provided as necessary to ensure appropriate collateral coverage in these transactions.

Derivative Financial Instruments Derivative financial instruments are recognized on the consolidated balance sheet at fair value. On the date a derivative contract is entered into, we designate it as either:

- a qualifying hedge of the fair value of a recognized asset or liability or of an unrecognized firm commitment (fair value hedge);
- a qualifying hedge of the variability of cash flows to be received or paid related to a recognized asset, liability or forecasted transaction (cash flow hedge); or
- a trading instrument or a non-qualifying (economic) hedge.

Changes in the fair value of a derivative designated as a fair value hedge, along with the changes in the fair value of the hedged asset or liability that is attributable to the hedged risk (including losses or gains on firm commitments), are recorded in current period earnings. Changes in the fair value of a derivative that has been designated as a cash flow hedge are recorded in accumulated other comprehensive loss, net of income taxes, and reclassified into earnings in the period during which the hedged item affects earnings. Changes in the fair value of derivatives held for trading purposes or which do not qualify for hedge accounting are reported in current period earnings.

At the inception of each designated qualifying hedge, we formally document all relationships between hedging instruments and hedged items, as well as its risk management objective and strategy for undertaking various hedge transactions, the nature of the hedged risk, and how hedge effectiveness will be assessed. This process includes linking all derivatives that are designated as fair value or cash flow hedges to specific assets and liabilities on the balance sheet or to specific firm commitments or forecasted transactions. We also formally assess both at inception and on a quarterly basis, whether the derivatives that are used in hedging transactions are highly effective in offsetting changes in fair values or cash flows of hedged items and whether they are expected to continue to be highly effective in future periods. This assessment is conducted using statistical regression analysis.

Earnings volatility may result from the on-going mark to market of certain economically viable derivative contracts that do not satisfy the hedging requirements in accordance with U.S. GAAP as well as from the hedge ineffectiveness associated with the qualifying hedges.

Embedded Derivatives We may acquire or originate a financial instrument that contains a derivative instrument embedded within it. Upon origination or acquisition of any such instrument, we assess whether the economic characteristics of the embedded derivative are clearly and closely related to the economic characteristics of the principal component of the financial instrument (i.e., the host contract) and whether a separate instrument with the same terms as the embedded instrument would meet the definition of a derivative instrument.

When we determine that: (1) the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract; and (2) a separate instrument with the same terms would qualify as a derivative instrument, the embedded derivative is either separated from the host contract (bifurcated), carried at fair value, and designated as a trading instrument or the entire financial instrument is carried at fair value with all changes in fair value recorded to current period earnings. If bifurcation is elected, the consideration for the hybrid financial instrument that is allocated to the bifurcated derivative reduces the consideration that is allocated to the host contract with the difference being recognized over the life of the financial instrument.

Hedge Discontinuation We discontinue hedge accounting prospectively when:

- the derivative is no longer effective or expected to be effective in offsetting changes in the fair value or cash flows of a hedged item (including firm commitments or forecasted transactions) related to the designated risk;
- the derivative expires or is sold, terminated, or exercised;
- it is unlikely that a forecasted transaction will occur;
- the hedged firm commitment no longer meets the definition of a firm commitment; or
- the designation of the derivative as a hedging instrument is no longer appropriate.

When hedge accounting is discontinued because it is determined that the derivative no longer qualifies as an effective fair value or cash flow hedge, the hedging relationship will cease. The hedging instrument will continue to be carried on the balance sheet at fair value, with changes in fair value recognized in current period earnings.

In the case of a discontinued fair value hedge of a recognized asset or liability, as long as the hedged item continues to exist on the balance sheet, the hedged item will no longer be adjusted for changes in fair value attributable to the hedged risk. The basis adjustment that had previously been recorded to the hedged item during the period from the hedge designation date to the hedge discontinuation date is recognized as an adjustment to the yield of the hedged item over the remaining life of the hedged item.

In the case of a discontinued cash flow hedge of a recognized asset or liability, as long as the hedged item continues to exist on the balance sheet, further changes in fair value of the hedging derivative will no longer be recorded in other comprehensive income (loss). The balance applicable to the discontinued hedging relationship will be recognized in earnings over the remaining life of the hedged item as an adjustment to yield. If the discontinued hedged item was a forecasted transaction where it is probable the forecasted transaction will not occur at the end of the original specified time period or within an additional two-month period thereafter, any amounts recorded in accumulated other comprehensive loss are immediately reclassified to current period earnings.

In the case of a cash flow hedge, if the previously hedged item is sold or extinguished, the basis adjustment to the underlying asset or liability or any remaining unamortized accumulated other comprehensive loss balance will be reclassified to current period earnings.

In all other situations in which hedge accounting is discontinued, the derivative will be carried at fair value on the consolidated balance sheet, with changes in its fair value recognized in current period earnings unless redesignated in a qualifying cash flow hedge.

Interest Rate Lock Commitments We enter into commitments to originate residential mortgage loans whereby the interest rate on the loan is set prior to funding (rate lock commitments). The interest rate lock commitments on residential mortgage loans that are classified as held for sale are considered to be derivatives and are recorded at fair value in other assets or other liabilities in the consolidated balance sheet. Changes in fair value are recorded as a component of other income (loss) in the consolidated statement of income.

Share-Based Compensation We use the fair value based method of accounting for awards of HSBC stock granted to employees under various restricted share and employee stock purchase plans. Stock compensation costs are recognized prospectively for all new awards granted under these plans. Compensation expense relating to restricted share awards is based upon the fair value on the date of grant and is charged to earnings over the requisite service period (e.g., vesting period), less estimated forfeitures. When modeling awards with vesting that is dependent on performance conditions, these performance conditions are incorporated into the model using Monte Carlo simulation. The expected life of these awards depends on the behavior of the award holders, which is incorporated into the model consistent with historical observable data.

All excess tax benefits and tax deficiencies for share-based payment awards are recorded within income tax expense in the consolidated statement of income.

Pension and Other Postretirement Benefits We recognize the funded status of the postretirement benefit plans on the consolidated balance sheet. Net postretirement benefit cost charged to current earnings related to these plans is based on various actuarial assumptions regarding expected future experience.

Certain employees are participants in various defined contribution, defined benefit and other supplemental retirement plans sponsored by HSBC North America. Our portion of the expense related to these plans is allocated to us and charged to current earnings.

Substantially all of our employees participate in a 401(k) plan. Employer contributions to the plan, which are charged to current earnings, are based on employee contributions.

Income Taxes HSBC USA is included in HSBC North America's consolidated Federal income tax return and in various combined State income tax returns. As such, we have entered into a tax allocation agreement with HSBC North America and its subsidiary entities (the "HNAH Group") which governs the current amount of taxes to be paid or received by the various entities included in the consolidated return filings. Generally, such agreements allocate taxes to members of the HNAH Group based on the calculation of tax on a separate return basis, adjusted for the utilization or limitation of credits of the consolidated group. To the extent all the tax attributes available cannot be currently utilized by the consolidated group, the proportionate share of the utilized attribute is allocated based on each affiliate's percentage of the available attribute computed in a manner that is consistent with the taxing jurisdiction's laws and regulations regarding the ordering of utilization. In addition, we file some separate company State tax returns.

We recognize deferred tax assets and liabilities for the future tax consequences related to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, and for Federal and State net operating losses. Deferred tax assets and liabilities are measured using the enacted tax rates and laws that will be in effect when the deferred tax items are expected to be realized. If applicable, valuation allowances are recorded to reduce deferred tax assets for amounts we conclude are more likely than not to be unrealized. Since we are included in HSBC North America's consolidated Federal tax return and various combined State tax returns, the related evaluation of the recoverability of the deferred tax assets is performed at the HSBC North America consolidated level. We consider the HNAH Group's consolidated deferred tax assets and various sources of taxable income in reaching conclusions on recoverability of deferred tax assets. The HNAH Group evaluates deferred tax assets for recoverability using a consistent approach which considers the relative impact of negative and positive evidence, including historical financial performance, projections of future taxable income, expectations of future corporate alternative minimum tax and any resulting credit carryforwards, future reversals of existing taxable temporary differences, tax planning strategies and any available carryback capacity. In evaluating the need for a valuation allowance, the HNAH Group estimates future taxable income based on objective and verifiable management forecasts. This process involves significant management judgment about assumptions that are subject to change from period to period.

Where a valuation allowance is determined to be necessary at the HSBC North America consolidated level, such allowance is allocated to principal subsidiaries within the HNAH Group in a manner that is systematic, rational and consistent with the broad principles of accounting for income taxes. The methodology generally allocates the valuation allowance to the principal subsidiaries based primarily on the entity's relative contribution to the HNAH Group's consolidated deferred tax asset against which the valuation allowance is being recorded.

Further evaluation is performed at the HSBC USA legal entity level to evaluate the need for a valuation allowance where we file separate company State income tax returns. Foreign taxes paid are applied as credits to reduce Federal income taxes payable, to the extent that such credits can be utilized.

We recognize accrued interest related to uncertain tax positions in interest expense in the consolidated statement of income and recognize penalties, if any, related to uncertain tax positions as a component of other expenses in the consolidated statement of income.

Transactions with Related Parties In the normal course of business, we enter into transactions with HSBC and its subsidiaries. These transactions occur at prevailing market rates and terms and include funding arrangements, derivatives, servicing arrangements, information technology, centralized support services, banking and other miscellaneous services.

New Accounting Pronouncements

The following new accounting pronouncement was adopted during 2024:

Accounting Standards Update	Summary of Guidance	Financial Statement Impact
Improvements to Reportable Segment Disclosures <i>Issued November 2023</i>	- Amends and adds certain disclosure requirements for reportable segments. - In particular, requires disclosure of a) significant segment expenses that are regularly provided to the chief operating decision maker ("CODM") and included within the reported measure of segment profit or loss; b) the title and position of the CODM; and c) an explanation of how the CODM uses the reported measure of segment profit or loss in assessing segment performance and deciding how to allocate resources.	- While the adoption of this guidance resulted in changes to existing disclosures, it did not have any impact on our financial position or results of operations. - See Note 25, "Business Segments," for the new disclosures required by this standard.

The following are new accounting pronouncements issued by the Financial Accounting Standards Board which will be adopted in future periods:

Accounting Standards Update	Summary of Guidance	Financial Statement Impact
Improvements to Income Tax Disclosures <i>Issued December 2023</i>	- Eliminates, amends and adds certain disclosure requirements for income taxes. - In particular, requires the disaggregation of certain existing disclosures, including a) the effective tax rate reconciliation to be broken out into specific categories; b) income taxes paid and income tax expense to be broken out between federal, state and foreign; and c) income before income tax to be broken out between domestic and foreign.	- Effective for annual periods beginning January 1, 2025, with early adoption permitted. - The new guidance should be applied prospectively, with a retrospective option. - While the adoption of this guidance will result in changes to existing disclosures, it will not have any impact on our financial position or results of operations.
Disaggregation of Income Statement Expenses <i>Issued November 2024</i>	- Requires certain expense captions presented on the face of the income statement to be disaggregated into specific categories in the notes to the financial statements, including a) employee compensation; b) depreciation; and c) intangible asset amortization. A description of the amounts that are not separately disaggregated should be disclosed. - Also requires disclosure of the total amount of selling expenses and the entity's definition of selling expenses.	- Effective for annual periods beginning January 1, 2027, and interim periods beginning January 1, 2028, with early adoption permitted. - The new guidance should be applied prospectively, with a retrospective option. - While the adoption of this guidance will result in changes to existing disclosures, it will not have any impact on our financial position or results of operations.

There have been no additional accounting pronouncements issued that are expected to have a material impact on our consolidated financial statements.

3.

Strategic Initiatives

In 2020, we announced a multi-year strategic plan to restructure our operations ("Restructuring Plan") in alignment with HSBC's global strategy, to refocus our wholesale operations to better serve our international corporate clients and restructure our retail operations to better meet the needs of globally mobile and affluent clients. Our Restructuring Plan also included streamlining our functional and operations support model by removing duplication, reducing the size of our balance sheet to better align with the scope and scale of the U.S. opportunity and investing in systems infrastructure and new technologies. As discussed further in Note 4, "Sale of Certain Branch Assets and Liabilities," during 2021, we also made the decision to exit our mass market retail banking business, including the sale or closure of certain branches.

We completed our Restructuring Plan over the three-year period of 2020-2022 and will no longer incur costs related to this plan. In 2022, we completed the simplification of our support service functions, our planned investments in systems infrastructure and new technologies, and the sale of the branch disposal group associated with the exit of our mass market retail banking business. During 2022, we recorded \$190 million of pre-tax charges in connection with our Restructuring Plan.

The following table summarizes the changes in the liability associated with our Restructuring Plan during 2022:

	Severance and Other Employee Costs ⁽¹⁾	Lease Termination and Associated Costs ⁽²⁾	Other ⁽³⁾	Total
(in millions)				
Year Ended December 31, 2022				
Restructuring liability at beginning of period	\$ 10	\$ 46	\$ -	\$ 56
Restructuring costs accrued during the period	23	2	28	53
Restructuring costs paid during the period	(17)	(16)	(28)	(61)
Restructuring liability at end of period ⁽⁴⁾	\$ 16	\$ 32	\$ -	\$ 48

⁽¹⁾ Severance and other employee costs are included in salaries and employee benefits in the consolidated statement of income. The majority of these costs were reported in the Wealth and Personal Banking business segment. Not included in these costs are allocated severance costs from HSBC Technology & Services (USA) Inc. ("HTSU") discussed further below.

⁽²⁾ Primarily includes real estate taxes, service charges and decommissioning costs. Lease termination and associated costs are included in occupancy expense, net in the consolidated statement of income and were reported in the Corporate Center business segment.

⁽³⁾ Primarily includes professional fees and other staff costs, which are included in other expenses in the consolidated statement of income. The majority of these costs were reported in the Wealth and Personal Banking business segment.

⁽⁴⁾ At December 31, 2024, our remaining liability associated with our Restructuring Plan was immaterial.

In addition to the restructuring costs reflected in the rollforward table above, during 2022, we recorded impairment charges of \$10 million to write-down the lease ROU assets and leasehold improvement assets associated with certain office space that we determined we would exit. During 2022, we also recorded an impairment charge of \$3 million to write-off certain capitalized software. Lease impairment charges are reflected in occupancy expense, net in the consolidated statement of income and were reported in the Corporate Center business segment.

Our Restructuring Plan also resulted in costs being allocated to us from HTSU, primarily support service project costs and severance costs, which are reflected in support services from HSBC affiliates in the consolidated statement of income. During 2022, we recorded \$124 million of allocated costs from HTSU related to restructuring activities. These costs were reported in the Corporate Center business segment.

HSBC Group Restructuring Separate from the charges related to our Restructuring Plan as detailed above, during 2022, we also recorded \$131 million of allocated costs from other HSBC affiliates related to the HSBC Group's restructuring activities, primarily support service project costs and severance costs. These costs are reflected in support services from HSBC affiliates in the consolidated statement of income and were reported in the Corporate Center business segment.

4.

Sale of Certain Branch Assets and Liabilities

In 2021, as part of our Restructuring Plan we announced that we would exit our mass market retail banking business, including our Personal and Advance propositions as well as retail business banking. In conjunction with the execution of this strategy, our Wealth and Personal Banking business segment entered into definitive sale agreements with third parties to sell 90 of our retail branches along with substantially all residential mortgage, unsecured and retail business banking loans and deposits in our branch network not associated with our Premier, Jade and Private Banking customers. As a result, assets and liabilities related to these sale agreements were transferred to held for sale. Income before tax of this disposal group was not material.

In 2022, we completed the sale of the branch disposal group and recognized a gain on sale of \$113 million, net of transaction costs. Included in the sale was approximately \$2,148 million of loans, \$45 million of properties and equipment, \$16 million of cash, \$6,919 million of deposits, \$145 million of lease liabilities and \$6 million of other liabilities. Certain assets under management associated with our mass market retail banking operations which are managed by an affiliate were also transferred to one of the buyers. In addition, we rebranded 22 of our retail branches into international wealth centers and the remaining branches not sold or rebranded were closed.

Mass market retail banking loans not included in the transaction described above were also transferred to held for sale in 2021 as we did not intend to hold these loans for the foreseeable future. These loans have since been sold or transferred back to held for investment. See Note 9, "Loans Held for Sale," for additional details.

5.

Trading Assets and Liabilities

Trading assets and liabilities consisted of the following:

At December 31,	2024	2023
	(in millions)	
Trading assets:		
U.S. Treasury	\$ 3,676	\$ 3,564
U.S. Government agency issued or guaranteed	1	1
U.S. Government sponsored enterprises	1,166	1,207
Foreign bonds	783	4,019
Equity securities	13,844	11,702
Precious metals	163	346
Derivatives, net	1,598	1,276
Total trading assets	<u>\$ 21,231</u>	<u>\$ 22,115</u>
Trading liabilities:		
Securities sold, not yet purchased	\$ 1,489	\$ 1,688
Payables for precious metals	70	301
Derivatives, net	2,348	1,496
Total trading liabilities	<u>\$ 3,907</u>	<u>\$ 3,485</u>

At December 31, 2024 and 2023, the fair value of derivatives included in trading assets is net of \$2,813 million and \$1,416 million, respectively, relating to amounts recognized for the obligation to return cash collateral received under master netting agreements with derivative counterparties.

At December 31, 2024 and 2023, the fair value of derivatives included in trading liabilities is net of \$1,291 million and \$1,321 million, respectively, relating to amounts recognized for the right to reclaim cash collateral paid under master netting agreements with derivative counterparties.

See Note 16, "Derivative Financial Instruments," for further information on our trading derivatives and related collateral.

Dividend income on equity securities held for trading, which is recorded in interest income in the consolidated statement of income, totaled \$180 million, \$159 million and \$165 million in 2024, 2023 and 2022, respectively. Trading security positions are primarily held as economic hedges of derivative products issued to our clients.

6.
Securities

Our securities available-for-sale and securities held-to-maturity portfolios consisted of the following:

December 31, 2024	Amortized Cost	Allowance for Credit Losses	Unrealized Gains	Unrealized Losses	Fair Value
(in millions)					
Securities available-for-sale:					
U.S. Treasury	\$ 10,250	\$ -	\$ 7	\$ (205)	\$ 10,052
U.S. Government sponsored enterprises:					
Mortgage-backed securities	3,242	-	-	(691)	2,551
Collateralized mortgage obligations	1,324	-	-	(309)	1,015
Direct agency obligations	730	-	1	(8)	723
U.S. Government agency issued or guaranteed:					
Mortgage-backed securities	5,286	-	-	(543)	4,743
Collateralized mortgage obligations	2,602	-	-	(528)	2,074
Direct agency obligations	156	-	5	-	161
Asset-backed securities collateralized by:					
Home equity	11	-	-	(1)	10
Other	98	-	-	(11)	87
Foreign debt securities ⁽¹⁾	3,522	-	1	(2)	3,521
Total available-for-sale securities	\$ 27,221	\$ -	\$ 14	\$ (2,298)	\$ 24,937
Securities held-to-maturity:					
U.S. Treasury	\$ 2,807	\$ -	\$ -	\$ (86)	\$ 2,721
U.S. Government sponsored enterprises:					
Mortgage-backed securities	920	-	-	(77)	843
Collateralized mortgage obligations	245	-	2	(13)	234
U.S. Government agency issued or guaranteed:					
Mortgage-backed securities	12,313	-	6	(449)	11,870
Collateralized mortgage obligations	1,511	-	-	(152)	1,359
Obligations of U.S. states and political subdivisions	2	-	-	-	2
Total held-to-maturity securities	\$ 17,798	\$ -	\$ 8	\$ (777)	\$ 17,029

December 31, 2023	Amortized Cost	Allowance for Credit Losses	Unrealized Gains	Unrealized Losses	Fair Value
(in millions)					
Securities available-for-sale:					
U.S. Treasury	\$ 7,489	\$ -	\$ 22	\$ (225)	\$ 7,286
U.S. Government sponsored enterprises:					
Mortgage-backed securities	5,864	-	-	(845)	5,019
Collateralized mortgage obligations	1,436	-	-	(300)	1,136
Direct agency obligations	1,719	-	-	(38)	1,681
U.S. Government agency issued or guaranteed:					
Mortgage-backed securities	5,804	-	1	(378)	5,427
Collateralized mortgage obligations	2,865	-	-	(506)	2,359
Direct agency obligations	215	-	3	(3)	215
Asset-backed securities collateralized by:					
Home equity	13	-	-	(1)	12
Other	103	-	-	(11)	92
Foreign debt securities ⁽¹⁾	2,472	-	-	(3)	2,469
Total available-for-sale securities	\$ 27,980	\$ -	\$ 26	\$ (2,310)	\$ 25,696
Securities held-to-maturity:					
U.S. Treasury	\$ 1,917	\$ -	\$ 1	\$ (18)	\$ 1,900
U.S. Government sponsored enterprises:					
Mortgage-backed securities	1,069	-	-	(68)	1,001
Collateralized mortgage obligations	297	-	3	(16)	284
U.S. Government agency issued or guaranteed:					
Mortgage-backed securities	10,043	-	43	(180)	9,906
Collateralized mortgage obligations	1,745	-	-	(152)	1,593
Obligations of U.S. states and political subdivisions	4	-	-	-	4
Asset-backed securities collateralized by residential mortgages	1	-	-	-	1
Total held-to-maturity securities	\$ 15,076	\$ -	\$ 47	\$ (434)	\$ 14,689

⁽¹⁾ Foreign debt securities represent public sector entity, bank or corporate debt.

Securities Available-for-Sale The following provides additional information about our portfolio of securities available-for-sale:

Allowance for credit losses On a quarterly basis, we perform an assessment to determine whether there have been any events or economic circumstances to indicate that a debt security available-for-sale in an unrealized loss position has suffered impairment due to credit factors. A debt security available-for-sale is considered impaired if its fair value is less than its amortized cost basis at the reporting date. If impaired, we assess whether the impairment is due to credit factors.

If we intend to sell the debt security or if it is more-likely-than-not that we will be required to sell the debt security before the recovery of its amortized cost basis, the impairment is recognized and the unrealized loss is recorded as a direct write-down of the security's amortized cost basis with an offsetting charge to earnings. If we do not intend to sell the debt security or believe we will not be required to sell the debt security before the recovery of its amortized cost basis, the impairment is assessed to determine if a credit loss component exists. We use a discounted cash flow method to determine the credit loss component. In the event a credit loss exists, an allowance for credit losses is recorded in earnings for the credit loss component of the impairment while the remaining portion of the impairment attributable to factors other than credit loss is recognized, net of tax, in other comprehensive income (loss). The amount of impairment recognized due to credit factors is limited to the excess of the amortized cost basis over the fair value of the security available-for-sale.

In determining whether a credit loss component exists, we consider a series of factors which include:

- The extent to which the fair value is less than the amortized cost basis;

- The credit protection features embedded within the instrument, which include but are not limited to credit subordination positions, payment structure, overcollateralization, protective triggers and financial guarantees provided by third parties;
- Changes in the near term prospects of the issuer or the underlying collateral of a security such as changes in default rates, loss severities given default and significant changes in prepayment assumptions;
- The level of excess cash flows generated from the underlying collateral supporting the principal and interest payments of the debt securities; and
- Any adverse change to the credit conditions of the issuer, the monoline insurer or the security such as credit downgrades by external rating agencies or changes to internal ratings.

At both December 31, 2024 and 2023, the allowance for credit losses on securities available-for-sale was nil.

Securities in an unrealized loss position for which no allowance for credit losses has been recognized The following table summarizes gross unrealized losses and related fair values for securities available-for-sale by major security type at December 31, 2024 and 2023 classified as to the length of time the losses have existed:

	One Year or Less			Greater Than One Year		
	Number of Securities	Gross Unrealized Losses	Aggregate Fair Value of Investment	Number of Securities	Gross Unrealized Losses	Aggregate Fair Value of Investment
(dollars are in millions)						
At December 31, 2024						
U.S. Treasury	14	\$ (15)	\$ 3,402	38	\$ (190)	\$ 4,055
U.S. Government sponsored enterprises	-	-	-	137	(1,008)	3,871
U.S. Government agency issued or guaranteed	4	(28)	526	137	(1,043)	6,311
Asset-backed securities	-	-	-	6	(12)	97
Foreign debt securities	22	(2)	2,534	1	-	50
Securities available-for-sale	<u>40</u>	<u>\$ (45)</u>	<u>\$ 6,462</u>	<u>319</u>	<u>\$ (2,253)</u>	<u>\$ 14,384</u>
At December 31, 2023						
U.S. Treasury	3	\$ (1)	\$ 1,008	41	\$ (224)	\$ 4,906
U.S. Government sponsored enterprises	2	-	80	293	(1,183)	7,701
U.S. Government agency issued or guaranteed	-	-	-	151	(887)	7,765
Asset-backed securities	-	-	-	6	(12)	104
Foreign debt securities	17	(1)	1,801	4	(2)	183
Securities available-for-sale	<u>22</u>	<u>\$ (2)</u>	<u>\$ 2,889</u>	<u>495</u>	<u>\$ (2,308)</u>	<u>\$ 20,659</u>

Gross unrealized losses were relatively flat as compared with December 31, 2023 as the impact of increasing yields on U.S. Government agency mortgage-backed securities was offset by the sale of certain securities that were in an unrealized loss position at December 31, 2023.

Although the fair value of a particular security may be below its amortized cost, it does not necessarily result in a credit loss and hence an allowance for credit losses. The decline in fair value may be caused by, among other things, higher market rates or the illiquidity of the market. We have reviewed the securities in an unrealized loss position for which no allowance for credit losses has been recognized in accordance with our accounting policies, discussed further above. At December 31, 2024, we do not consider any of these securities to be impaired due to credit factors as we expect to recover their amortized cost basis and we neither intend nor expect to be required to sell these securities prior to recovery, even if that equates to holding them until their individual maturities. However, impairments due to credit factors may occur in future periods if the credit quality of the securities deteriorates.

Securities Held-to-Maturity The following provides additional information about our portfolio of securities held-to-maturity:

Allowance for credit losses Due to the composition of our portfolio of securities held-to-maturity, substantially all of our portfolio qualifies for the Zero Expected Credit Loss Exception and has been excluded from our lifetime ECL calculation. See Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," for further discussion. At both December 31, 2024 and 2023, the allowance for credit losses on securities held-to-maturity was nil.

At both December 31, 2024 and 2023, none of our securities held-to-maturity were past due or in nonaccrual status.

Credit risk profile Securities are assigned a credit rating based on the estimated probability of default. The credit ratings are used as a credit quality indicator to monitor our securities held-to-maturity portfolio. We utilize S&P as the primary source of our credit ratings. If S&P ratings are not available, ratings by Moody's and Fitch are used in that order. Investment grade includes securities with credit ratings of at least BBB- or above. At both December 31, 2024 and 2023, all of our securities held-to-maturity were investment grade.

Other securities gains (losses), net The following table summarizes realized gains and losses on investment securities transactions attributable to available-for-sale securities:

	2024	2023	2022
	(in millions)		
Gross realized gains	\$ 29	\$ 3	\$ 32
Gross realized losses	(153)	(246)	(6)
Net realized gains (losses)	<u>\$ (124)</u>	<u>\$ (243)</u>	<u>\$ 26</u>

During 2024, we sold certain U.S. Government sponsored mortgage-backed securities classified as available-for-sale with a total carrying value of \$2,130 million and realized a loss of \$148 million. During 2023, we also sold certain U.S. Government agency mortgage-backed and U.S. Government sponsored mortgage-backed securities classified as available-for-sale with a total carrying value of \$960 million and realized a loss of \$246 million. These securities were sold to manage our exposure to the changing interest rate environment as part of our continuing strategy to maximize returns while balancing the securities portfolio for risk management purposes. We have reinvested the proceeds into higher yielding U.S. Treasury and U.S. Government agency mortgage-backed securities classified as held-to-maturity.

Contractual Maturities and Yields The following table summarizes the amortized cost and fair values of securities available-for-sale and securities held-to-maturity at December 31, 2024 by contractual maturity. Expected maturities differ from contractual maturities because borrowers have the right to prepay obligations without prepayment penalties in certain cases. The table below also reflects the distribution of maturities of debt securities held at December 31, 2024, together with the approximate yield of the portfolio. The yields shown are calculated by dividing annualized interest income, including the accretion of discounts and the amortization of premiums, by the amortized cost of securities outstanding at December 31, 2024.

	Within One Year		After One But Within Five Years		After Five But Within Ten Years		After Ten Years	
	Amount	Yield	Amount	Yield	Amount	Yield	Amount	Yield
(dollars are in millions)								
Available-for-sale:								
U.S. Treasury	\$ 866	1.27 %	\$ 4,782	3.38 %	\$ 2,277	4.17 %	\$ 2,325	3.04 %
U.S. Government sponsored enterprises	177	1.74	125	3.50	429	1.89	4,565	1.81
U.S. Government agency issued or guaranteed	20	.81	-	-	2	4.85	8,022	2.97
Asset-backed securities	-	-	51	4.40	47	3.91	11	4.50
Foreign debt securities	1,977	.56	1,423	4.41	122	4.01	-	-
Total amortized cost	\$ 3,040	.83 %	\$ 6,381	3.62 %	\$ 2,877	3.82 %	\$ 14,923	2.63 %
Total fair value	\$ 3,032		\$ 6,339		\$ 2,855		\$ 12,711	
Held-to-maturity:								
U.S. Treasury	\$ -	- %	\$ 2,323	3.64 %	\$ 484	3.77 %	\$ -	- %
U.S. Government sponsored enterprises	-	-	217	2.84	597	3.70	351	2.87
U.S. Government agency issued or guaranteed	-	-	-	-	11	6.04	13,813	4.59
Obligations of U.S. states and political subdivisions	-	-	2	3.79	-	-	-	-
Total amortized cost	\$ -	- %	\$ 2,542	3.57 %	\$ 1,092	3.75 %	\$ 14,164	4.55 %
Total fair value	\$ -		\$ 2,472		\$ 1,021		\$ 13,536	

Equity Securities Equity securities that are not classified as trading and are included in other assets consisted of the following:

At December 31,	2024	2023
	(in millions)	
Equity securities carried at fair value	\$ 250	\$ 270
Equity securities without readily determinable fair values	15	13

On a quarterly basis, we perform an assessment to determine whether any equity securities without readily determinable fair values are impaired. In the event an equity security is deemed impaired, the security is written down to fair value with impairment recorded in earnings. During 2024, we determined that certain equity securities without readily determinable fair values were impaired and, as a result, we recorded an impairment loss of \$4 million as a component of other income (loss) in the consolidated statement of income compared with impairment losses of \$5 million and \$3 million during 2023 and 2022, respectively.

Also included in other assets were investments in Federal Home Loan Bank ("FHLB") stock and Federal Reserve Bank stock of \$95 million and \$438 million, respectively, at both December 31, 2024 and December 31, 2023. Our investment in Federal Reserve Bank stock represents approximately half of the total subscription price for our subscribed shares. The remaining half is unpaid and remains subject to call by the Federal Reserve Board ("FRB").

7.

Loans

Loans consisted of the following:

At December 31,	2024	2023
	(in millions)	
Commercial loans:		
Real estate, including construction	\$ 6,612	\$ 7,087
Business and corporate banking	15,431	15,724
Global banking ⁽¹⁾	9,995	10,725
Other commercial:		
Affiliates ⁽²⁾	5,449	2,618
Other	3,564	3,803
Total other commercial	9,013	6,421
Total commercial	41,051	39,957
Consumer loans:		
Residential mortgages	21,035	18,341
Home equity mortgages	393	389
Credit cards	195	199
Other consumer ⁽³⁾	79	101
Total consumer	21,702	19,030
Total loans	\$ 62,753	\$ 58,987

⁽¹⁾ Represents large multinational firms including globally focused U.S. corporate and financial institutions, U.S. dollar lending to multinational banking clients managed by HSBC on a global basis and complex large business clients supported by Global Banking and Markets relationship managers.

⁽²⁾ See Note 24, "Related Party Transactions," for additional information regarding loans to HSBC affiliates.

⁽³⁾ Includes certain student loans that we have elected to designate under the fair value option and are therefore carried at fair value, which totaled \$11 million and \$15 million at December 31, 2024 and 2023, respectively. See Note 17, "Fair Value Option," for further details.

We have loans outstanding to certain executive officers and directors. The loans were made on substantially the same terms, including interest rates and collateral, as those prevailing at the time for comparable transactions with other persons and do not involve more than normal risk of collectibility. The aggregate amount of such loans did not exceed

5 percent of total equity at either December 31, 2024 or 2023.

Net deferred origination costs totaled \$32 million and \$17 million at December 31, 2024 and 2023, respectively. At December 31, 2024 and 2023, we had a net unamortized discount on our loans of \$10 million and \$13 million, respectively.

Aging Analysis of Past Due Loans The following table summarizes the past due status of our loans at December 31, 2024 and 2023. The aging of past due amounts is determined based on the contractual delinquency status of payments under the loan. An account is generally considered to be contractually delinquent when payments have not been made in accordance with the loan terms. Delinquency status is affected by customer account management policies and practices such as re-age, which results in the re-setting of the contractual delinquency status to current.

	Past Due		Total Past Due 30	Current ⁽¹⁾	Total Loans
	30 - 89 Days	90+ Days	Days or More		
(in millions)					
At December 31, 2024					
Commercial loans:					
Real estate, including construction	\$ 4	\$ 19	\$ 23	\$ 6,589	\$ 6,612
Business and corporate banking	59	96	155	15,276	15,431
Global banking	4	86	90	9,905	9,995
Other commercial	31	-	31	8,982	9,013
Total commercial	98	201	299	40,752	41,051
Consumer loans:					
Residential mortgages	174	105	279	20,756	21,035
Home equity mortgages	2	4	6	387	393
Credit cards	2	2	4	191	195
Other consumer	2	1	3	76	79
Total consumer	180	112	292	21,410	21,702
Total loans	\$ 278	\$ 313	\$ 591	\$ 62,162	\$ 62,753
At December 31, 2023					
Commercial loans:					
Real estate, including construction	\$ -	\$ 206	\$ 206	\$ 6,881	\$ 7,087
Business and corporate banking	1	3	4	15,720	15,724
Global banking	-	1	1	10,724	10,725
Other commercial	350	-	350	6,071	6,421
Total commercial	351	210	561	39,396	39,957
Consumer loans:					
Residential mortgages	174	91	265	18,076	18,341
Home equity mortgages	12	3	15	374	389
Credit cards	3	3	6	193	199
Other consumer	3	2	5	96	101
Total consumer	192	99	291	18,739	19,030
Total loans	\$ 543	\$ 309	\$ 852	\$ 58,135	\$ 58,987

⁽¹⁾ Loans less than 30 days past due are presented as current.

Contractual Maturities Contractual maturities of loans outstanding at December 31, 2024 were as follows:

	2025	2026 - 2029	2030 - 2039	Thereafter	Total
	(in millions)				
Commercial loans:					
Real estate, including construction	\$ 2,856	\$ 3,655	\$ 101	\$ -	\$ 6,612
Business and corporate banking	6,666	8,529	236	-	15,431
Global banking	4,318	5,524	153	-	9,995
Other commercial	3,892	4,983	138	-	9,013
Consumer loans:					
Residential mortgages	278	182	420	20,155	21,035
Home equity mortgages ⁽¹⁾	148	198	39	8	393
Credit cards ⁽²⁾	-	195	-	-	195
Other consumer	37	40	2	-	79
Total	<u>\$ 18,195</u>	<u>\$ 23,306</u>	<u>\$ 1,089</u>	<u>\$ 20,163</u>	<u>\$ 62,753</u>

⁽¹⁾ Home equity mortgage maturities reflect estimates based on historical payment patterns.

⁽²⁾ As credit card receivables do not have stated maturities, the table reflects an average estimate based on historical payment patterns.

As a substantial portion of consumer loans, based on our experience, will be renewed or repaid prior to contractual maturity, the above maturity schedule should not be regarded as a forecast of future cash collections. The following table summarizes loans outstanding at December 31, 2024 due after one year by repricing characteristic:

December 31, 2024	Receivables at Predetermined Interest Rates	Receivables at Floating or Adjustable Rates	Total Loans Due After One Year
	(in millions)		
Commercial loans:			
Real estate, including construction	\$ 108	\$ 3,648	\$ 3,756
Business and corporate banking	251	8,514	8,765
Global banking	163	5,514	5,677
Other commercial	147	4,974	5,121
Consumer loans:			
Residential mortgages	5,707	15,050	20,757
Home equity mortgages	12	233	245
Credit cards	-	195	195
Other consumer	-	42	42
Total	<u>\$ 6,388</u>	<u>\$ 38,170</u>	<u>\$ 44,558</u>

Nonperforming Loans Nonperforming loans, including nonaccrual loans and accruing loans contractually 90 days or more past due, consisted of the following:

	Nonaccrual Loans	Accruing Loans Contractually Past Due 90 Days or More	Nonaccrual Loans With No Allowance For Credit Losses
	(in millions)		
At December 31, 2024			
Commercial loans:			
Real estate, including construction	\$ 261	\$ -	\$ 21
Business and corporate banking	90	61	17
Global banking	190	86	16
Other commercial	-	-	-
Total commercial	541	147	54
Consumer loans:			
Residential mortgages ⁽¹⁾⁽²⁾⁽³⁾	173	-	80
Home equity mortgages ⁽¹⁾⁽²⁾	6	-	5
Credit cards	-	3	-
Other consumer	-	1	-
Total consumer	179	4	85
Total nonperforming loans	\$ 720	\$ 151	\$ 139
At December 31, 2023			
Commercial loans:			
Real estate, including construction	\$ 229	\$ -	\$ 40
Business and corporate banking	143	1	29
Global banking	49	-	48
Other commercial	3	-	2
Total commercial	424	1	119
Consumer loans:			
Residential mortgages ⁽¹⁾⁽²⁾⁽³⁾	172	-	81
Home equity mortgages ⁽¹⁾⁽²⁾	6	-	5
Credit cards	-	3	-
Other consumer	-	2	-
Total consumer	178	5	86
Total nonperforming loans	\$ 602	\$ 6	\$ 205

⁽¹⁾ At December 31, 2024 and 2023, nonaccrual consumer mortgage loans include \$106 million and \$108 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell.

⁽²⁾ Nonaccrual consumer mortgage loans include all loans which are 90 or more days contractually delinquent as well as loans discharged under Chapter 7 bankruptcy and not re-affirmed and second lien loans where the first lien loan that we own or service is 90 or more days contractually delinquent.

⁽³⁾ Nonaccrual consumer mortgage loans for all periods does not include guaranteed loans purchased from the Government National Mortgage Association. Repayment of these loans is predominantly insured by the Federal Housing Administration and as such, these loans have different risk characteristics from the rest of our consumer loan portfolio.

Interest income that was recorded on nonaccrual loans and included in interest income totaled \$27 million, \$5 million and \$10 million during the years ended December 31, 2024, 2023 and 2022, respectively.

Collateral-Dependent Loans Loans for which the repayment is expected to be provided substantially through the operation or sale of the collateral and the borrower is experiencing financial difficulty are considered to be collateral-dependent loans. Collateral can have a significant financial effect in mitigating our exposure to credit risk.

Collateral-dependent residential mortgage loans are carried at the lower of amortized cost or fair value of the collateral less costs to sell, with any excess in the carrying amount of the loan generally charged off at the time foreclosure is initiated or when settlement is reached with the borrower, but not to exceed the end of the month in which the account becomes six months

contractually delinquent. Collateral values are based on broker price opinions or appraisals which are updated at least every 180 days less estimated costs to sell. During the quarterly period between updates, real estate price trends are reviewed on a geographic basis and incorporated as necessary. At December 31, 2024 and 2023, we had collateral-dependent residential mortgage loans totaling \$282 million and \$278 million, respectively.

For collateral-dependent commercial loans, the allowance for expected credit losses is individually assessed based on the fair value of the collateral. Various types of collateral are used, including real estate, inventory, equipment, accounts receivable, securities and cash, among others. For commercial real estate loans, collateral values are generally based on appraisals which are updated based on management judgment under the specific circumstances on a case-by-case basis. In situations where an appraisal is not used, borrower-specific factors such as operating results, cash flows and debt service ratios are reviewed along with relevant market data of comparable properties in order to create a 10-year cash flow model to be discounted at appropriate rates to present value. The collateral value for securities is based on their quoted market prices or broker quotes. The collateral value for other financial assets is generally based on appraisals or is estimated using a discounted cash flow analysis. Commercial loan balances are charged off at the time all or a portion of the balance is deemed uncollectible. At December 31, 2024 and 2023, we had collateral-dependent commercial loans totaling \$524 million and \$618 million, respectively.

Loan Modifications In conjunction with our loss mitigation activities, we modify certain loans to borrowers experiencing financial difficulty. Modifications may include changes to one or more terms of the loan, including, but not limited to, a change in interest rate, extension of the term, reduction in payment amount and partial forgiveness or deferment of principal, accrued interest or other loan covenants. As a result of adopting new accounting guidance in 2023, beginning January 1, 2023, new loan modifications are no longer required to be evaluated to determine if they should be separately identified and accounted for as TDR Loans. See under the heading "TDR Loans prior to 2023" below for additional information.

The following disclosures provide information about loan payment modifications made to borrowers experiencing financial difficulty in the form of an interest rate reduction, principal forgiveness, a term extension or significant payment deferral, or a combination thereof. Not included are loans with short-term payment modifications (e.g., deferrals of three months or less) and other insignificant modifications, such as covenant waivers and amendments, and deferrals of financial statement and covenant compliance reporting requirements. Commercial loan payment modifications typically involve term extensions. In certain cases, the term extension is coupled with an interest rate increase which is intended to reduce the financial effect of extending the life of the loan. The effects of these interest rate increases are not included in the following disclosures. For consumer loans, payment modifications typically involve payment deferrals or interest rate reductions which lower the amount of interest income we are contractually entitled to receive in future periods. Through lowering the interest rate, we believe we are able to increase the amount of cash flow that will ultimately be collected from the loan, given the borrower's financial condition.

The following table presents information about loan payment modifications made to borrowers experiencing financial difficulty during 2024 and 2023 by type of modification, including the period-end carrying value and as a percentage of total loans:

	Interest Rate Reduction	Principal Forgiveness	Term Extension / Significant Payment Deferral	Combination ⁽¹⁾	Total	% of Total Loans
(dollars are in millions)						
Year Ended December 31, 2024						
Commercial loans:						
Real estate, including construction	\$ -	\$ 32	\$ 43	\$ 157	\$ 232	3.5 %
Business and corporate banking	-	-	103	8	111	.7
Global banking	-	-	95	-	95	1.0
Total commercial	-	32	241	165	438	1.1
Consumer loans:						
Residential mortgages ⁽²⁾	-	-	3	2	5	.0
Total consumer	-	-	3	2	5	.0
Total	\$ -	\$ 32	\$ 244	\$ 167	\$ 443	.7

	Interest Rate Reduction	Principal Forgiveness	Term Extension / Significant Payment Deferral	Combination ⁽¹⁾	Total	% of Total Loans
(dollars are in millions)						
Year Ended December 31, 2023						
Commercial loans:						
Real estate, including construction	\$ -	\$ -	\$ 168	\$ -	\$ 168	2.4 %
Business and corporate banking	-	-	211	187	398	2.5
Global banking	21	-	29	-	50	.5
Total commercial	21	-	408	187	616	1.5
Consumer loans:						
Residential mortgages ⁽²⁾	-	-	10	2	12	.1
Total consumer	-	-	10	2	12	.1
Total	\$ 21	\$ -	\$ 418	\$ 189	\$ 628	1.1

⁽¹⁾ Represents loans with more than one type of payment modification during the period.

⁽²⁾ The carrying values of consumer mortgage loans with a payment modification primarily include loans that were recorded at the lower of amortized cost or fair value of the collateral less cost to sell.

At December 31, 2024 and 2023, additional commitments to lend to commercial borrowers who were provided with a loan payment modification during the respective year-to-date periods totaled \$25 million and \$85 million, respectively.

The following table summarizes the financial effect of loan payment modifications made to borrowers experiencing financial difficulty during 2024 and 2023 by type of modification:

	Weighted-Average Interest Rate Reduction	Principal Forgiven (in millions)	Weighted-Average Term Extension / Payment Deferral (in years)
Year Ended December 31, 2024			
Commercial loans:			
Real estate, including construction	5.6 %	\$ -	3.1
Business and corporate banking	.3	-	1.6
Global banking	-	-	1.9
Consumer loans:			
Residential mortgages	.6	-	1.4
Year Ended December 31, 2023			
Commercial loans:			
Real estate, including construction	- %	\$ -	0.3
Business and corporate banking	.5	2	1.5
Global banking	-	-	1.6
Consumer loans:			
Residential mortgages	3.9	-	1.7

The effect of most modifications made to borrowers experiencing financial difficulty is already included in the allowance for credit losses because of the methodology used to estimate lifetime ECL, which considers historical loss information including losses from modifications of loans to borrowers experiencing financial difficulty. As a result, a material change to the allowance for credit losses is generally not recorded upon modification. In instances when a loan is modified in the form of principal forgiveness, the amount of principal forgiven is deemed uncollectible and that portion of the loan balance is charged off with a corresponding reduction to the allowance for credit losses.

We closely monitor the performance of modified loans to understand the effectiveness of our loss mitigation efforts. Upon determination that a modified loan or a portion of a modified loan has subsequently been deemed uncollectible, the loan or a portion of the loan is charged off in accordance with our accounting policies with a corresponding reduction to the allowance for credit losses.

The following table presents loans to borrowers experiencing financial difficulty with a payment modification during the previous 12 months which subsequently became 90 days or greater contractually delinquent during 2024 and 2023 by type of modification:

	Interest Rate Reduction	Principal Forgiveness	Term Extension / Significant Payment Deferral	Combination ⁽¹⁾	Total
	(in millions)				
Year Ended December 31, 2024					
Commercial loans:					
Business and corporate banking	\$ -	\$ -	\$ 29	\$ -	\$ 29
Global banking	-	-	1	-	1
Total commercial	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 30</u>	<u>\$ -</u>	<u>\$ 30</u>
Year Ended December 31, 2023					
Commercial loans:					
Real estate, including construction	\$ -	\$ -	\$ 166	\$ -	\$ 166
Total commercial	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 166</u>	<u>\$ -</u>	<u>\$ 166</u>

⁽¹⁾ Represents loans with more than one type of payment modification during the period.

During 2024 and 2023 there were no consumer loans to borrowers experiencing financial difficulty with a payment modification during the previous 12 months which subsequently became 90 days or greater contractually delinquent.

The following table presents the past due status of loans to borrowers experiencing financial difficulty with a payment modification during the previous 12 months at December 31, 2024 and 2023:

	Past Due			
	30 - 89 Days	90+ Days	Current ⁽¹⁾	Total
(in millions)				
At December 31, 2024				
Commercial loans:				
Real estate, including construction	\$ -	\$ -	\$ 232	\$ 232
Business and corporate banking	-	29	82	111
Global banking	-	-	95	95
Total commercial	-	29	409	438
Consumer loans:				
Residential mortgages	1	-	4	5
Total consumer	1	-	4	5
Total	\$ 1	\$ 29	\$ 413	\$ 443
At December 31, 2023				
Commercial loans:				
Real estate, including construction	\$ -	\$ 166	\$ 2	\$ 168
Business and corporate banking	-	-	398	398
Global banking	-	-	50	50
Total commercial	-	166	450	616
Consumer loans:				
Residential mortgages	-	-	12	12
Total consumer	-	-	12	12
Total	\$ -	\$ 166	\$ 462	\$ 628

⁽¹⁾ Loans less than 30 days past due are presented as current.

TDR Loans prior to 2023 Prior to January 1, 2023, TDR Loans represented loans for which the original contractual terms were modified to provide for terms that were less than what we would have been willing to accept for new loans with comparable risk because of deterioration in the borrower's financial condition. For the comparative period prior to the adoption of the new accounting guidance, we have retained the following disclosures as previously reported.

Once a consumer loan was classified as a TDR Loan, it continued to be reported as such until it was paid off or charged-off. For commercial loans, if subsequent performance was in accordance with the new terms and the loan was upgraded, the loan may have no longer been reported as a TDR Loan at the earliest one year after the restructuring. During 2022 there were no commercial loans that met these criteria and were removed from TDR Loan classification.

The following table presents information about loans which were modified during 2022 and as a result of this action became classified as TDR Loans:

Year Ended December 31,	2022
	(in millions)
Commercial loans:	
Business and corporate banking	\$ 439
Global banking	3
Total commercial	442
Consumer loans:	
Residential mortgages	20
Home equity mortgages	2
Credit cards	4
Total consumer	26
Total	\$ 468

The weighted-average contractual rate reduction for consumer loans which became classified as TDR Loans during 2022 was 0.25 percent. The weighted-average contractual rate reduction for commercial loans was not significant in either the number of loans or rate.

During 2022, there were no TDR loans which were classified as TDR Loans during the previous 12 months which subsequently became 90 days or greater contractually delinquent.

Commercial Loan Credit Quality Indicators and Gross Charge-offs by Year of Origination

The following credit quality indicators are utilized to monitor our commercial loan portfolio:

Criticized loans Criticized loan classifications presented in the table below are determined by the assignment of various criticized facility risk ratings based on the risk rating standards of our regulator. The following facility risk ratings are deemed to be criticized:

Special Mention - generally includes loans that are protected by collateral and/or the credit worthiness of the customer, but are potentially weak based upon economic or market circumstances which, if not checked or corrected, could weaken our credit position at some future date.

Substandard - includes loans that are inadequately protected by the underlying collateral and/or general credit worthiness of the customer. These loans present a distinct possibility that we will sustain some loss if the deficiencies are not corrected.

Doubtful - includes loans that have all the weaknesses exhibited by substandard loans, with the added characteristic that the weaknesses make collection or liquidation in full of the recorded loan highly improbable. However, although the possibility of loss is extremely high, certain factors exist which may strengthen the credit at some future date, and therefore the decision to charge-off the loan is deferred. Loans graded as doubtful are required to be placed in nonaccrual status.

The following table summarizes our criticized commercial loans, including a disaggregation of the loans by year of origination as of December 31, 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total at Dec. 31, 2024
	(in millions)								
Real estate, including construction:									
Special mention	\$ -	\$ -	\$ 104	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 104
Substandard	-	-	64	-	-	432	28	-	524
Doubtful	-	-	-	32	-	207	-	-	239
Total real estate, including construction	-	-	168	32	-	639	28	-	867
Business and corporate banking:									
Special mention	194	235	126	27	3	171	102	18	876
Substandard	141	103	44	43	-	210	403	5	949
Doubtful	1	10	-	-	-	4	44	-	59
Total business and corporate banking	336	348	170	70	3	385	549	23	1,884
Global banking:									
Special mention	-	-	-	-	-	7	41	-	48
Substandard	-	-	-	-	-	-	138	-	138
Doubtful	-	-	-	-	-	174	-	-	174
Total global banking	-	-	-	-	-	181	179	-	360
Total commercial	\$ 336	\$ 348	\$ 338	\$ 102	\$ 3	\$ 1,205	\$ 756	\$ 23	\$ 3,111
Total commercial:									
Special mention	\$ 194	\$ 235	\$ 230	\$ 27	\$ 3	\$ 178	\$ 143	\$ 18	\$ 1,028
Substandard	141	103	108	43	-	642	569	5	1,611
Doubtful	1	10	-	32	-	385	44	-	472
Total commercial	\$ 336	\$ 348	\$ 338	\$ 102	\$ 3	\$ 1,205	\$ 756	\$ 23	\$ 3,111

	2023	2022	2021	2020	2019	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total at Dec. 31, 2023
	(in millions)								
Real estate, including construction:									
Special mention	\$ -	\$ 40	\$ -	\$ 104	\$ 92	\$ 42	\$ 3	\$ 3	\$ 284
Substandard	2	-	-	1	-	821	-	-	824
Doubtful	-	-	-	-	-	166	18	-	184
Total real estate, including construction	2	40	-	105	92	1,029	21	3	1,292
Business and corporate banking:									
Special mention	38	103	12	4	20	126	296	8	607
Substandard	31	22	-	27	-	156	746	1	983
Doubtful	-	-	36	-	-	9	71	-	116
Total business and corporate banking	69	125	48	31	20	291	1,113	9	1,706
Global banking:									
Special mention	-	-	-	-	-	45	62	-	107
Substandard	-	14	-	-	-	114	73	-	201
Doubtful	-	187	-	-	14	-	1	-	202
Total global banking	-	201	-	-	14	159	136	-	510
Other commercial:									
Special mention	6	-	-	-	-	-	-	-	6
Substandard	38	-	-	-	-	-	-	-	38
Doubtful	-	-	-	-	-	-	3	-	3
Total other commercial	44	-	-	-	-	-	3	-	47
Total commercial	<u>\$ 115</u>	<u>\$ 366</u>	<u>\$ 48</u>	<u>\$ 136</u>	<u>\$ 126</u>	<u>\$ 1,479</u>	<u>\$ 1,273</u>	<u>\$ 12</u>	<u>\$ 3,555</u>
Total commercial:									
Special mention	\$ 44	\$ 143	\$ 12	\$ 108	\$ 112	\$ 213	\$ 361	\$ 11	\$ 1,004
Substandard	71	36	-	28	-	1,091	819	1	2,046
Doubtful	-	187	36	-	14	175	93	-	505
Total commercial	<u>\$ 115</u>	<u>\$ 366</u>	<u>\$ 48</u>	<u>\$ 136</u>	<u>\$ 126</u>	<u>\$ 1,479</u>	<u>\$ 1,273</u>	<u>\$ 12</u>	<u>\$ 3,555</u>

Nonperforming The following table summarizes the nonperforming status of our commercial loan portfolio, including a disaggregation of the loans by year of origination as of December 31, 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total at Dec. 31, 2024
	(in millions)								
Real estate, including construction:									
Performing loans	\$ 1,035	\$ 946	\$ 1,109	\$ 850	\$ 262	\$ 2,129	\$ 17	\$ 3	\$ 6,351
Nonaccrual loans	-	-	-	32	-	210	19	-	261
Total real estate, including construction	1,035	946	1,109	882	262	2,339	36	3	6,612
Business and corporate banking:									
Performing loans	1,238	1,384	977	1,251	155	3,746	6,234	295	15,280
Nonaccrual loans	2	11	1	-	-	23	53	-	90
Accruing loans contractually past due 90 days or more	-	-	-	-	-	1	60	-	61
Total business and corporate banking	1,240	1,395	978	1,251	155	3,770	6,347	295	15,431
Global banking:									
Performing loans	1,084	1,350	744	735	121	3,731	1,954	-	9,719
Nonaccrual loans	-	-	-	-	-	182	8	-	190
Accruing loans contractually past due 90 days or more	-	40	-	-	-	46	-	-	86
Total global banking	1,084	1,390	744	735	121	3,959	1,962	-	9,995
Other commercial:									
Performing loans	493	90	281	136	504	1,565	5,944	-	9,013
Nonaccrual loans	-	-	-	-	-	-	-	-	-
Total other commercial	493	90	281	136	504	1,565	5,944	-	9,013
Total commercial	\$ 3,852	\$ 3,821	\$ 3,112	\$ 3,004	\$ 1,042	\$ 11,633	\$ 14,289	\$ 298	\$ 41,051
Total commercial:									
Performing loans	\$ 3,850	\$ 3,770	\$ 3,111	\$ 2,972	\$ 1,042	\$ 11,171	\$ 14,149	\$ 298	\$ 40,363
Nonaccrual loans	2	11	1	32	-	415	80	-	541
Accruing loans contractually past due 90 days or more	-	40	-	-	-	47	60	-	147
Total commercial	\$ 3,852	\$ 3,821	\$ 3,112	\$ 3,004	\$ 1,042	\$ 11,633	\$ 14,289	\$ 298	\$ 41,051

	2023	2022	2021	2020	2019	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total at Dec. 31, 2023
	(in millions)								
Real estate, including construction:									
Performing loans	\$ 920	\$ 1,286	\$ 1,019	\$ 355	\$ 1,014	\$ 2,242	\$ 19	\$ 3	\$ 6,858
Nonaccrual loans	-	-	-	-	40	167	22	-	229
Total real estate, including construction	920	1,286	1,019	355	1,054	2,409	41	3	7,087
Business and corporate banking:									
Performing loans	1,270	1,113	1,074	231	561	4,215	6,851	265	15,580
Nonaccrual loans	-	35	-	-	-	38	70	-	143
Accruing loans contractually past due 90 days or more	-	-	-	-	-	-	1	-	1
Total business and corporate banking	1,270	1,148	1,074	231	561	4,253	6,922	265	15,724
Global banking:									
Performing loans	2,255	1,153	844	151	321	3,561	2,341	50	10,676
Nonaccrual loans	-	-	-	-	-	39	10	-	49
Total global banking	2,255	1,153	844	151	321	3,600	2,351	50	10,725
Other commercial:									
Performing loans	211	281	313	651	418	804	3,740	-	6,418
Nonaccrual loans	-	-	-	-	-	3	-	-	3
Total other commercial	211	281	313	651	418	807	3,740	-	6,421
Total commercial	\$ 4,656	\$ 3,868	\$ 3,250	\$ 1,388	\$ 2,354	\$ 11,069	\$ 13,054	\$ 318	\$ 39,957
Total commercial:									
Performing loans	\$ 4,656	\$ 3,833	\$ 3,250	\$ 1,388	\$ 2,314	\$ 10,822	\$ 12,951	\$ 318	\$ 39,532
Nonaccrual loans	-	35	-	-	40	247	102	-	424
Accruing loans contractually past due 90 days or more	-	-	-	-	-	-	1	-	1
Total commercial	\$ 4,656	\$ 3,868	\$ 3,250	\$ 1,388	\$ 2,354	\$ 11,069	\$ 13,054	\$ 318	\$ 39,957

Credit risk profile Commercial loans are assigned a credit rating based on the estimated probability of default. Investment grade includes loans with credit ratings of at least BBB- or above or the equivalent based on our internal credit rating system. The following table summarizes the credit risk profile of our commercial loan portfolio, including a disaggregation of the loans by year of origination as of December 31, 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total at Dec. 31, 2024
	(in millions)								
Real estate, including construction:									
Investment grade	\$ 67	\$ 307	\$ 27	\$ -	\$ 165	\$ 757	\$ -	\$ -	\$ 1,323
Non-investment grade	968	639	1,082	882	97	1,582	36	3	5,289
Total real estate, including construction	1,035	946	1,109	882	262	2,339	36	3	6,612
Business and corporate banking:									
Investment grade	401	563	310	723	86	1,626	3,084	88	6,881
Non-investment grade	839	832	668	528	69	2,144	3,263	207	8,550
Total business and corporate banking	1,240	1,395	978	1,251	155	3,770	6,347	295	15,431
Global banking:									
Investment grade	924	1,105	671	634	104	3,270	1,668	-	8,376
Non-investment grade	160	285	73	101	17	689	294	-	1,619
Total global banking	1,084	1,390	744	735	121	3,959	1,962	-	9,995
Other commercial:									
Investment grade	365	71	141	86	220	1,258	5,783	-	7,924
Non-investment grade	128	19	140	50	284	307	161	-	1,089
Total other commercial	493	90	281	136	504	1,565	5,944	-	9,013
Total commercial	\$ 3,852	\$ 3,821	\$ 3,112	\$ 3,004	\$ 1,042	\$ 11,633	\$ 14,289	\$ 298	\$ 41,051
Total commercial:									
Investment grade	\$ 1,757	\$ 2,046	\$ 1,149	\$ 1,443	\$ 575	\$ 6,911	\$ 10,535	\$ 88	\$ 24,504
Non-investment grade	2,095	1,775	1,963	1,561	467	4,722	3,754	210	16,547
Total commercial	\$ 3,852	\$ 3,821	\$ 3,112	\$ 3,004	\$ 1,042	\$ 11,633	\$ 14,289	\$ 298	\$ 41,051

	2023	2022	2021	2020	2019	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total at Dec. 31, 2023
	(in millions)								
Real estate, including construction:									
Investment grade	\$ 327	\$ 100	\$ 24	\$ 187	\$ 162	\$ 939	\$ 1	\$ -	\$ 1,740
Non-investment grade	593	1,186	995	168	892	1,470	40	3	5,347
Total real estate, including construction	920	1,286	1,019	355	1,054	2,409	41	3	7,087
Business and corporate banking:									
Investment grade	732	304	543	95	261	1,977	3,311	54	7,277
Non-investment grade	538	844	531	136	300	2,276	3,611	211	8,447
Total business and corporate banking	1,270	1,148	1,074	231	561	4,253	6,922	265	15,724
Global banking:									
Investment grade	1,947	1,109	651	149	307	2,842	2,140	-	9,145
Non-investment grade	308	44	193	2	14	758	211	50	1,580
Total global banking	2,255	1,153	844	151	321	3,600	2,351	50	10,725
Other commercial:									
Investment grade	211	192	43	376	298	564	3,143	-	4,827
Non-investment grade	-	89	270	275	120	243	597	-	1,594
Total other commercial	211	281	313	651	418	807	3,740	-	6,421
Total commercial	\$ 4,656	\$ 3,868	\$ 3,250	\$ 1,388	\$ 2,354	\$ 11,069	\$ 13,054	\$ 318	\$ 39,957
Total commercial:									
Investment grade	\$ 3,217	\$ 1,705	\$ 1,261	\$ 807	\$ 1,028	\$ 6,322	\$ 8,595	\$ 54	\$ 22,989
Non-investment grade	1,439	2,163	1,989	581	1,326	4,747	4,459	264	16,968
Total commercial	\$ 4,656	\$ 3,868	\$ 3,250	\$ 1,388	\$ 2,354	\$ 11,069	\$ 13,054	\$ 318	\$ 39,957

Gross Charge-offs The following table summarizes gross charge-off dollars in our commercial loan portfolio, disaggregated by year of origination, during 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total
	(in millions)								
Year Ended December 31, 2024									
Real estate, including construction	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 17	\$ -	\$ -	\$ 17
Business and corporate banking	4	-	-	32	-	21	1	-	58
Global banking	-	-	-	-	-	3	-	-	3
Total commercial	\$ 4	\$ -	\$ -	\$ 32	\$ -	\$ 41	\$ 1	\$ -	\$ 78
	2023	2022	2021	2020	2019	Prior	Revolving Loans	Revolving Loans Converted to Term Loans	Total
	(in millions)								
Year Ended December 31, 2023									
Business and corporate banking	\$ -	\$ -	\$ 17	\$ -	\$ -	\$ 11	\$ 20	\$ -	\$ 48
Total commercial	\$ -	\$ -	\$ 17	\$ -	\$ -	\$ 11	\$ 20	\$ -	\$ 48

Consumer Loan Credit Quality Indicators and Gross Charge-offs by Year of Origination

The following credit quality indicators are utilized to monitor our consumer loan portfolio:

Delinquency The following table summarizes dollars of two-months-and-over contractual delinquency for our consumer loan portfolio, including a disaggregation of the loans by year of origination as of December 31, 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Total at Dec. 31, 2024
	(in millions)							
Residential mortgages ⁽¹⁾⁽²⁾	\$ 1	\$ 5	\$ 11	\$ 2	\$ 12	\$ 103	\$ -	\$ 134
Home equity mortgages ⁽¹⁾⁽²⁾	-	-	-	-	-	4	-	4
Credit cards	-	-	-	-	-	-	3	3
Other consumer	-	-	-	-	-	1	-	1
Total consumer	\$ 1	\$ 5	\$ 11	\$ 2	\$ 12	\$ 108	\$ 3	\$ 142

	2023	2022	2021	2020	2019	Prior	Revolving Loans	Total at Dec. 31, 2023
	(in millions)							
Residential mortgages ⁽¹⁾⁽²⁾	\$ -	\$ 2	\$ 6	\$ 6	\$ 1	\$ 100	\$ -	\$ 115
Home equity mortgages ⁽¹⁾⁽²⁾	-	-	-	-	-	4	-	4
Credit cards	-	-	-	-	-	-	4	4
Other consumer	-	-	-	-	-	2	-	2
Total consumer	\$ -	\$ 2	\$ 6	\$ 6	\$ 1	\$ 106	\$ 4	\$ 125

⁽¹⁾ At December 31, 2024 and 2023, consumer mortgage loan delinquency includes \$67 million and \$61 million, respectively, of loans that are carried at the lower of amortized cost or fair value of the collateral less cost to sell.

⁽²⁾ At December 31, 2024 and 2023, consumer mortgage loans include \$32 million and \$21 million, respectively, of loans that were in the process of foreclosure.

Nonperforming The following table summarizes the nonperforming status of our consumer loan portfolio, including a disaggregation of the loans by year of origination as of December 31, 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Total at Dec. 31, 2024
	(in millions)							
Residential mortgages:								
Performing loans	\$ 4,237	\$ 2,314	\$ 2,615	\$ 3,924	\$ 2,601	\$ 5,171	\$ -	\$ 20,862
Nonaccrual loans	-	5	10	8	10	140	-	173
Total residential mortgages	4,237	2,319	2,625	3,932	2,611	5,311	-	21,035
Home equity mortgages:								
Performing loans	47	81	60	9	18	172	-	387
Nonaccrual loans	-	-	-	-	-	6	-	6
Total home equity mortgages	47	81	60	9	18	178	-	393
Credit cards:								
Performing loans	-	-	-	-	-	-	192	192
Accruing loans contractually past due 90 days or more	-	-	-	-	-	-	3	3
Total credit cards	-	-	-	-	-	-	195	195
Other consumer:								
Performing loans	-	-	3	8	4	59	4	78
Accruing loans contractually past due 90 days or more	-	-	-	-	-	1	-	1
Total other consumer	-	-	3	8	4	60	4	79
Total consumer	\$ 4,284	\$ 2,400	\$ 2,688	\$ 3,949	\$ 2,633	\$ 5,549	\$ 199	\$ 21,702
Total consumer:								
Performing loans	\$ 4,284	\$ 2,395	\$ 2,678	\$ 3,941	\$ 2,623	\$ 5,402	\$ 196	\$ 21,519
Nonaccrual loans	-	5	10	8	10	146	-	179
Accruing loans contractually past due 90 days or more	-	-	-	-	-	1	3	4
Total consumer	\$ 4,284	\$ 2,400	\$ 2,688	\$ 3,949	\$ 2,633	\$ 5,549	\$ 199	\$ 21,702

	2023	2022	2021	2020	2019	Prior	Revolving Loans	Total at Dec. 31, 2023
(in millions)								
Residential mortgages:								
Performing loans	\$ 2,646	\$ 2,753	\$ 4,096	\$ 2,761	\$ 1,236	\$ 4,677	\$ -	\$ 18,169
Nonaccrual loans	-	11	11	9	8	133	-	172
Total residential mortgages	2,646	2,764	4,107	2,770	1,244	4,810	-	18,341
Home equity mortgages:								
Performing loans	80	69	11	22	25	176	-	383
Nonaccrual loans	-	-	-	-	-	6	-	6
Total home equity mortgages	80	69	11	22	25	182	-	389
Credit cards:								
Performing loans	-	-	-	-	-	-	196	196
Accruing loans contractually past due 90 days or more	-	-	-	-	-	-	3	3
Total credit cards	-	-	-	-	-	-	199	199
Other consumer:								
Performing loans	-	8	7	7	3	67	7	99
Accruing loans contractually past due 90 days or more	-	-	-	-	-	2	-	2
Total other consumer	-	8	7	7	3	69	7	101
Total consumer	\$ 2,726	\$ 2,841	\$ 4,125	\$ 2,799	\$ 1,272	\$ 5,061	\$ 206	\$ 19,030
Total consumer:								
Performing loans	\$ 2,726	\$ 2,830	\$ 4,114	\$ 2,790	\$ 1,264	\$ 4,920	\$ 203	\$ 18,847
Nonaccrual loans	-	11	11	9	8	139	-	178
Accruing loans contractually past due 90 days or more	-	-	-	-	-	2	3	5
Total consumer	\$ 2,726	\$ 2,841	\$ 4,125	\$ 2,799	\$ 1,272	\$ 5,061	\$ 206	\$ 19,030

Gross Charge-offs The following table summarizes gross charge-off dollars in our consumer loan portfolio, disaggregated by year of origination, during 2024 and 2023:

	2024	2023	2022	2021	2020	Prior	Revolving Loans	Total
(in millions)								
Year Ended December 31, 2024								
Credit cards	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8	\$ 8
Other consumer	-	-	-	-	-	1	-	1
Total consumer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1	\$ 8	\$ 9
(in millions)								
Year Ended December 31, 2023								
Residential mortgages	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 4	\$ -	\$ 4
Home equity mortgages	-	-	-	-	-	1	-	1
Credit cards	-	-	-	-	-	-	8	8
Other consumer	-	-	-	-	-	1	-	1
Total consumer	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 6	\$ 8	\$ 14

Concentration of Credit Risk At December 31, 2024 and 2023, our loan portfolios included interest-only residential mortgage and home equity mortgage loans totaling \$4,650 million and \$4,392 million, respectively. An interest-only residential mortgage loan allows a customer to pay the interest-only portion of the monthly payment for a period of time which results in lower payments during the initial loan period. However, subsequent events affecting a customer's financial position could affect the ability of customers to repay the loan in the future when the principal payments are required which increases the credit risk of this loan type.

8.

Allowance for Credit Losses

Description of Economic Scenarios at December 31, 2024 and Other Changes During the Year Ended December 31, 2024 During 2024, economic uncertainty remained due to elevated interest rates and the effects from higher inflation. We updated our Consensus Economic Scenarios and our Alternative Downside scenario to reflect management's current view of forecasted economic conditions and utilized the four updated scenarios for estimating lifetime ECL at December 31, 2024. Each of the four scenarios were assigned weightings with the majority of the weighting placed on the Central scenario, lower equal weights placed on the Upside and Downside scenarios and the lowest weighting placed on the Alternative Downside scenario. This weighting was deemed appropriate for the estimation of lifetime ECL under current conditions. The following discussion summarizes the Central, Upside, Downside and Alternative Downside scenarios at December 31, 2024. The economic assumptions described in this section have been formed specifically for the purpose of calculating lifetime ECL.

In the Central scenario, inflation re-accelerates modestly starting in the second half of 2025. With squeezed consumer spending and reduced trade growth, U.S. Gross Domestic Product ("GDP") growth moderates in 2025 and 2026 compared with 2024, while the FRB continues to reduce its policy rate in 2025. Amid weaker GDP growth, the unemployment rate increases slightly, but remains near historic lows, while residential housing prices grow modestly as weaker demand is offset by a limited supply of homes for sale. In the financial markets, the growth in financial asset prices moderates compared with 2024.

In the Upside scenario, the economy grows at a faster pace than in the Central scenario as inflation wanes and tariff actions do not escalate. As a result, the unemployment rate falls and remains lower than in the Central scenario, while both residential housing and commercial real estate prices are higher than in the Central scenario. In this scenario, the equity price index climbs with strong momentum and overall optimism fueled by easing inflation allows the FRB to normalize its policy rate slightly faster than currently anticipated, which, combined with lower inflation expectations, drive the 10-year U.S. Treasury yield lower than in the Central scenario.

In the Downside scenario, inflation re-accelerates beyond the Central scenario and the economy enters a mild recession, with the unemployment rate increasing and remaining at a higher level, while residential housing and commercial real estate prices undergo correction due to weakness in the labor market and rising inflation. In this scenario, the FRB raises its policy rate initially to tackle inflation and the equity price index goes through a substantial correction by the end of 2026 driven by an overall erosion of consumer and business sentiments, which eventually results in lower interest rates than in the Central scenario.

In the Alternative Downside scenario, geopolitical tensions and tariff actions escalate significantly, and more severe inflationary pressures accompanied by tighter monetary policy lead the U.S. economy into a deep recession in 2025, followed by a very anemic recovery starting in the second half of 2026. An extended period of economic contraction keeps the unemployment rate at an elevated level, which pressures residential housing prices to depreciate, while at the same time, contracting corporate activities and increased unemployment pushes the commercial real estate market into a downturn. In this scenario, financial markets experience a major sell-off and volatility in the financial markets remains extremely high over the next year, widening corporate credit spreads, and flight to safe-haven assets pushes the 10-year U.S. Treasury yield lower.

The following table presents the forecasted key macroeconomic variables in our Central scenarios used for estimating lifetime ECL at December 31, 2024 and 2023:

	For the Quarter Ended	
	June 30, 2025	December 31, 2025
Unemployment rate (quarterly average):		
Forecast at December 31, 2024	4.4 %	4.4 %
Forecast at December 31, 2023	4.2	4.1
GDP growth rate (year-over-year):		
Forecast at December 31, 2024	2.0	1.8
Forecast at December 31, 2023	1.8	2.1

As part of our updates to the economic scenarios, during 2024, we also decreased our commercial allowance for credit losses for risk associated with large loan exposures.

In addition to the updates to the economic scenarios, during 2024, we decreased the management judgement allowance on our commercial loan portfolio for risk factors associated with higher risk industry exposures that are not fully captured in the models, while we increased the management judgement allowance on our commercial loan portfolio for risk factors associated with innovation banking exposures that are not fully captured in the models.

While we believe that the assumptions used in our credit loss models are reasonable within the parameters for which the models have been built and calibrated to operate, inflation and elevated interest rates have resulted in a macroeconomic environment that is outside the parameters for which the models have been built. As a result, adjustments to model outputs to reflect consideration of management judgment are used with stringent governance in place to ensure an appropriate lifetime ECL estimate.

The impacts of elevated interest rates and the effects from higher inflation will continue to impact our business and our allowance for credit losses in future periods, the extent of which remains uncertain. We will continue to monitor these situations closely and will continue to adapt our approach as necessary to reflect management's current view of forecasted economic conditions.

Allowance for Credit Losses / Liability for Off-Balance Sheet Credit Exposures The following table summarizes our allowance for credit losses and the liability for off-balance sheet credit exposures:

At December 31,	2024	2023
	(in millions)	
Allowance for credit losses:		
Loans	\$ 537	\$ 591
Securities held-to-maturity ⁽¹⁾	-	-
Other financial assets measured at amortized cost ⁽²⁾	-	-
Securities available-for-sale ⁽¹⁾	-	-
Total allowance for credit losses	<u>\$ 537</u>	<u>\$ 591</u>
Liability for off-balance sheet credit exposures	\$ 139	\$ 111

⁽¹⁾ See Note 6, "Securities," for additional information regarding the allowance for credit losses associated with our security portfolios.

⁽²⁾ Primarily includes accrued interest receivables and customer acceptances.

The following table summarizes the changes in the allowance for credit losses on loans by product or line of business during the years ended December 31, 2024, 2023 and 2022:

	Commercial Loans				Consumer Loans				
	Real Estate, including Construction	Business and Corporate Banking	Global Banking	Other Comm'l	Residential Mortgages	Home Equity Mortgages	Credit Cards	Other Consumer	Total Loans
	(in millions)								
Year Ended December 31, 2024									
Allowance for credit losses - beginning of period	\$ 144	\$ 302	\$ 127	\$ 1	\$ (9)	\$ 7	\$ 16	\$ 3	\$ 591
Provision charged (credited) to income	17	27	(16)	-	(7)	(2)	1	2	22
Charge-offs	(17)	(58)	(3)	-	-	-	(8)	(1)	(87)
Recoveries	-	2	-	-	4	1	4	-	11
Net (charge-offs) recoveries	(17)	(56)	(3)	-	4	1	(4)	(1)	(76)
Allowance for credit losses - end of period	<u>\$ 144</u>	<u>\$ 273</u>	<u>\$ 108</u>	<u>\$ 1</u>	<u>\$ (12)</u>	<u>\$ 6</u>	<u>\$ 13</u>	<u>\$ 4</u>	<u>\$ 537</u>
Year Ended December 31, 2023									
Allowance for credit losses - beginning of period	\$ 200	\$ 230	\$ 120	\$ 1	\$ 11	\$ 2	\$ 16	\$ 4	\$ 584
Provision charged (credited) to income	(56)	111	7	-	(19)	4	4	-	51
Charge-offs	-	(48)	-	-	(4)	(1)	(8)	(1)	(62)
Recoveries	-	9	-	-	3	2	4	-	18
Net (charge-offs) recoveries	-	(39)	-	-	(1)	1	(4)	(1)	(44)
Allowance for credit losses - end of period	<u>\$ 144</u>	<u>\$ 302</u>	<u>\$ 127</u>	<u>\$ 1</u>	<u>\$ (9)</u>	<u>\$ 7</u>	<u>\$ 16</u>	<u>\$ 3</u>	<u>\$ 591</u>

	Commercial Loans				Consumer Loans				Total Loans
	Real Estate, including Construction	Business and Corporate Banking	Global Banking	Other Comm'l	Residential Mortgages	Home Equity Mortgages	Credit Cards	Other Consumer	
(in millions)									
Year Ended December 31, 2022									
Allowance for credit losses - beginning of period	\$ 73	\$ 243	\$ 100	\$ 4	\$ 8	\$ 5	\$ 14	\$ -	\$ 447
Provision charged (credited) to income	129	(8)	29	(3)	-	(6)	(2)	4	143
Charge-offs	(3)	(9)	(9)	-	(2)	(1)	(1)	(1)	(26)
Recoveries	1	4	-	-	5	4	5	1	20
Net (charge-offs) recoveries	(2)	(5)	(9)	-	3	3	4	-	(6)
Allowance for credit losses - end of period	\$ 200	\$ 230	\$ 120	\$ 1	\$ 11	\$ 2	\$ 16	\$ 4	\$ 584

The following table summarizes the changes in the liability for off-balance sheet credit exposures during the years ended December 31, 2024, 2023 and 2022:

Year Ended December 31,	2024	2023	2022
(in millions)			
Balance at beginning of period	\$ 111	\$ 117	\$ 103
Provision charged (credited) to income	28	(6)	14
Balance at end of period	<u>\$ 139</u>	<u>\$ 111</u>	<u>\$ 117</u>

Accrued Interest Receivables The following table summarizes accrued interest receivables associated with financial assets carried at amortized cost and securities available-for-sale along with the related allowance for credit losses, which are reported net in other assets on the consolidated balance sheet. These accrued interest receivables are excluded from the amortized cost basis disclosures presented elsewhere in these financial statements, including Note 6, "Securities," and Note 7, "Loans."

At December 31,	2024	2023
(in millions)		
Accrued interest receivables:		
Loans	\$ 249	\$ 259
Securities held-to-maturity	67	57
Other financial assets measured at amortized cost	25	19
Securities available-for-sale	<u>117</u>	<u>87</u>
Total accrued interest receivables	458	422
Allowance for credit losses	-	-
Accrued interest receivables, net	<u>\$ 458</u>	<u>\$ 422</u>

During 2024, 2023 and 2022, we charged-off accrued interest receivables by reversing interest income for loans of \$3 million, \$14 million and \$3 million, respectively.

9.

Loans Held for Sale

Loans held for sale consisted of the following:

At December 31,	2024	2023
	(in millions)	
Commercial loans:		
Real estate, including construction	\$ 79	\$ -
Business and corporate banking	1	-
Global banking	326	339
Total commercial	406	339
Consumer loans:		
Residential mortgages	-	-
Total consumer	-	-
Total loans held for sale	\$ 406	\$ 339

Commercial Loans Included in commercial loans held for sale are certain loans that we have elected to designate under the fair value option which consists of loans that we originate in connection with our participation in a number of syndicated credit facilities with the intent of selling them to unaffiliated third parties as well as loans that we purchase from the secondary market and hold as hedges against our exposure to certain total return swaps or intend to sell. The fair value of these loans totaled \$395 million and \$250 million at December 31, 2024 and 2023, respectively. See Note 17, "Fair Value Option," for additional information.

Commercial loans held for sale also includes certain loans that we no longer intend to hold for investment and were transferred to held for sale which totaled \$11 million and \$89 million at December 31, 2024 and 2023, respectively. During 2024, 2023 and 2022, lower of amortized cost or fair value adjustments on these commercial loans held for sale were immaterial.

During 2023, we sold a portfolio of commercial real estate loans to a third-party sponsored asset-backed financing entity with a carrying value of \$439 million at the time of sale and recognized an immaterial loss on sale, including transaction costs. These commercial real estate loans were sold as part of an effort to reduce exposure to this sector. Prior to the sale, during 2023, we recorded \$30 million of lower of amortized cost or fair value adjustments associated with the write-down of these commercial loans held for sale as a component of other income (loss) in the consolidated statement of income. In connection with the sale, we provided a loan to the third-party buyer sponsored asset-backed financing entity for a portion of the purchase price. See Note 27, "Variable Interest Entities," for additional information.

In addition, during 2022, we completed the sale of the branch disposal group that we previously transferred to held for sale in 2021 as part of our Restructuring Plan. The sale included certain retail business banking loans with a carrying value at the time of sale of \$37 million. See Note 4, "Sale of Certain Branch Assets and Liabilities," for additional information.

During 2022, we also sold certain global banking loans and unfunded commitments to third parties in order to reduce risk-weighted assets as part of our Restructuring Plan. These global banking loans had a carrying value at the time of sale of \$44 million and we recognized a loss on sale of \$21 million. The loss on sale is reflected as a component of other income (loss) in the consolidated statement of income.

Consumer Loans Residential mortgage loans held for sale comprise agency-eligible conforming residential mortgage loans which are originated and held for sale to third parties, currently on a servicing retained basis. Gains and losses from the sale of these residential mortgage loans are reflected as a component of other income (loss) in the consolidated statement of income.

In addition, as discussed above, during 2022, we completed the sale of the branch disposal group that we previously transferred to held for sale in 2021 as part of our Restructuring Plan. The sale included certain consumer loans with a carrying value at the time of sale which collectively totaled \$2,102 million, including \$1,665 million of residential mortgages, \$185 million of home equity mortgages, \$168 million of credit cards and \$84 million of other consumer loans. See Note 4, "Sale of Certain Branch Assets and Liabilities," for additional information.

During 2022, we also sold a portfolio of consumer loans to a third party consisting primarily of certain non-performing mortgage loans and government-backed mortgage loans that we previously transferred to held for sale in 2021 as part of our Restructuring Plan. These mortgage loans had a carrying value at the time of sale which collectively totaled \$904 million, including \$865 million of residential mortgages and \$39 million of home equity mortgages, and we recognized a loss on sale of \$35 million, largely reflecting changes in the final terms of the sale. The loss on sale is reflected as a component of other income (loss) in the consolidated statement of income. The loss on sale was increased by \$10 million during 2023 reflecting a repricing reserve adjustment.

During 2022, we recorded \$11 million of lower of amortized cost or fair value adjustments associated with the write-down of mass market consumer loans held for sale as a component of other income (loss) in the consolidated statement of income.

Loans held for sale are subject to market risk, liquidity risk and interest rate risk, in that their value will fluctuate as a result of changes in market conditions, as well as the credit environment. Interest rate risk for residential mortgage loans which are originated and held for sale is partially mitigated through an economic hedging program to offset changes in the fair value of these mortgage loans held for sale, from the time of commitment to sale, attributable to changes in market interest rates. Revenue associated with this economic hedging program, which is reflected as a component of other income (loss) in the consolidated statement of income, was nil during 2024 compared with nil and a gain of \$7 million during 2023 and 2022, respectively.

Valuation Allowances Excluding the loans designated under the fair value option discussed above, loans held for sale are recorded at the lower of amortized cost or fair value, with adjustments to fair value being recorded as a valuation allowance through other revenues. The valuation allowance on commercial loans held for sale was nil and \$2 million at December 31, 2024 and 2023, respectively. The valuation allowance on consumer loans held for sale was nil at both December 31, 2024 and 2023.

10. *Properties and Equipment, Net*

Properties and equipment, net is summarized in the following table:

At December 31,	2024	2023
	(in millions)	
Land	\$ 2	\$ 2
Buildings and improvements ⁽¹⁾	61	272
Furniture and equipment ⁽¹⁾	28	60
Total	91	334
Accumulated depreciation and amortization ⁽¹⁾	(18)	(263)
Properties and equipment, net	<u>\$ 73</u>	<u>\$ 71</u>

⁽¹⁾ The decreases since December 31, 2023 are due primarily to the retirement of assets associated with the exit of our previous U.S. headquarters.

Depreciation and amortization expense totaled \$ 12 million, \$22 million and \$13 million in 2024, 2023 and 2022, respectively.

11. *Goodwill*

Goodwill was \$ 458 million at both December 31, 2024 and 2023. Goodwill for these periods reflects accumulated impairment losses of \$1,819 million, which were recognized in prior periods.

During the fourth quarter of 2024, we completed our annual impairment test of goodwill and determined that the fair value of our Commercial Banking reporting unit significantly exceeded its carrying value, including goodwill.

12. Leases

We have entered into operating leases for premises and equipment.

The following table summarizes the components of total operating lease costs, net and provides supplemental cash flow information related to leases:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Operating lease cost	\$ 66	\$ 42	\$ 49
Variable lease cost	27	25	33
Sublease income ⁽¹⁾	(50)	(33)	(39)
Total operating lease costs, net	<u>\$ 43</u>	<u>\$ 34</u>	<u>\$ 43</u>
Supplemental disclosure of cash flow information:			
Cash paid for amounts included in the measurement of operating lease liabilities	\$ 70	\$ 71	\$ 79
ROU assets recognized for new operating lease liabilities	65	337	2

⁽¹⁾ We have entered into agreements to sublease certain office space, including agreements to receive rental income from our affiliates. As lessee of the properties, we have entered into agreements with these affiliates to charge them rent based on the office space utilized by their employees during the period. See Note 24, "Related Party Transactions," for further disclosure.

In addition to the operating lease costs reflected in the table above, during 2024 and 2023, we recorded lease impairment charges of \$15 million and \$6 million, respectively, to write-down the lease ROU assets associated with the exit of our previous U.S. headquarters and certain office space. These impairment charges are reflected in occupancy expense, net in the consolidated statement of income and were allocated to each of the business segments. During 2022, we recorded lease impairment charges of \$10 million to write-down the lease ROU assets associated with certain office space that we determined we would exit as part of our Restructuring Plan. See Note 3, "Strategic Initiatives," for further discussion.

During 2024, we modified the lease for our new U.S. headquarters to include additional office space which resulted in an increase to the lease ROU asset and a corresponding increase to the operating lease liability of \$53 million.

The following table presents information about our operating lease ROU assets and liabilities:

At December 31,	2024	2023
	(dollars are in millions)	
Operating lease ROU assets ⁽¹⁾	\$ 521	\$ 495
Operating lease liabilities	516	488
Weighted-average remaining lease term	18.2 years	17.2 years
Weighted-average discount rate	5.4 %	5.1 %

⁽¹⁾ Reported inclusive of prepaid construction costs, net of level lease adjustments and accumulated impairment losses.

The following table presents a maturity analysis of our operating lease liabilities at December 31, 2024:

Year Ending December 31,	(in millions)
2025	\$ 51
2026	50
2027	47
2028	46
2029	44
Thereafter	598
Total future operating lease payments	<u>836</u>
Less - imputed interest	<u>(320)</u>
Total operating lease liabilities	<u>\$ 516</u>

At December 31, 2024, additional operating leases for premises that have not yet commenced and are not reflected in the table above were not material.

13. Deposits

Total deposits were \$ 123,350 million and \$121,283 million at December 31, 2024 and 2023, respectively, of which \$3,956 million and \$1,821 million, respectively, were carried at fair value.

The following table presents the aggregate amount of time deposit accounts in denominations exceeding \$250,000 at December 31, 2024 and 2023:

At December 31,	2024	2023
	(in millions)	
Domestic deposits	\$ 14,025	\$ 16,504
Foreign deposits	305	366
Total	<u>\$ 14,330</u>	<u>\$ 16,870</u>

The scheduled maturities of all time deposits at December 31, 2024 are summarized in the following table:

	Domestic Deposits	Foreign Deposits	Total
	(in millions)		
2025	\$ 16,614	\$ 305	\$ 16,919
2026	2,121	-	2,121
2027	652	-	652
2028	799	-	799
2029	766	-	766
Thereafter	14	-	14
	<u>\$ 20,966</u>	<u>\$ 305</u>	<u>\$ 21,271</u>

Overdraft deposits, which are classified as loans, were approximately \$501 million and \$91 million at December 31, 2024 and 2023, respectively.

Federal Deposit Insurance Corporation ("FDIC") assessment fees, which are recorded as a component of other expenses in the consolidated statement of income, totaled \$107 million, \$322 million and \$54 million in 2024, 2023 and 2022, respectively.

In November 2023, the FDIC issued a final rule that imposes a special assessment on certain FDIC-insured banks, including HSBC Bank USA, to recover the loss to the Deposit Insurance Fund ("DIF") arising from the protection of uninsured depositors following a determination of systemic risk in connection with the failures of Silicon Valley Bank and Signature Bank. This resulted in additional deposit insurance assessment fees of \$243 million being accrued in 2023. Because the estimated loss to the DIF will be periodically adjusted as actual losses are incurred, the FDIC retains the ability to cease collection early, extend the special assessment collection period beyond the initial eight-quarter collection period, or impose a final shortfall special assessment after the receiverships for the two banks are terminated. During 2024, the FDIC informed banks who are required to fund the shortfall in the DIF that the estimated loss has increased and it projects that the special assessment will be collected for an additional two quarters beyond the initial eight-quarter collection period at a rate that reflects estimated changes in the special assessment. As a result, during 2024, we accrued \$31 million of additional deposit insurance special assessment fees to reflect our updated special assessment amount.

14. Short-Term Borrowings

Short-term borrowings consisted of the following:

	December 31,			
	2024	Rate	2023	Rate
	(dollars are in millions)			
Federal funds purchased (day to day)	\$ -	- %	\$ 3,355	5.49 %
Securities sold under repurchase agreements	1,149	*	267	*
Commercial paper	5,660	5.40	5,440	6.28
Other	543		852	
Total short-term borrowings	<u>\$ 7,352</u>		<u>\$ 9,914</u>	

* The rate on securities sold under repurchase agreements is not meaningful as the denominator used in the calculation reflects the net amount presented in the balance sheet.

15. Long-Term Debt

The composition of long-term debt is presented in the following table. Interest rates on floating rate notes are determined periodically by formulas based on certain money market rates or, in certain instances, by minimum interest rates as specified in the agreements governing the issues. Interest rates and maturity dates in effect at December 31, 2024 are shown in the below table.

	Maturity Date Range	Interest Rate Range	Interest Rate Weighted Average	At December 31,	
				2024	2023
				(in millions)	
Issued or acquired by HSBC USA:					
Senior debt:					
Fixed-rate notes	2025 - 2031	1.12% - 5.63%	3.79%	\$ 10,374	\$ 9,165
Floating-rate notes	2027	5.33	5.33	499	-
Structured notes	2025 - 2045	4.32 - 6.47	4.90	6,591	5,977
Total senior debt				17,464	15,142
Subordinated fixed-rate notes	2097	7.20	7.20	223	223
Mark-to-market adjustment on fair value option debt				129	374
Total issued or acquired by HSBC USA				17,816	15,739
Issued by HSBC Bank USA and its subsidiaries:					
Senior debt:					
Fixed-rate notes	2027	3.04	3.04	107	-
Floating-rate notes	2040	4.45	4.45	25	34
Structured notes	2028	4.58	4.58	297	441
FHLB advances - floating-rate	2036	4.64	4.64	1,000	1,000
Total senior debt				1,429	1,475
Subordinated fixed-rate notes	2034 - 2039	5.63 - 7.00	6.36	1,441	1,441
Mark-to-market adjustment on fair value option debt				31	6
Total issued by HSBC Bank USA and its subsidiaries				2,901	2,922
Total long-term debt				\$ 20,717	\$ 18,661

At December 31, 2024 and 2023, we had structured notes totaling \$7,044 million and \$6,790 million, respectively, and subordinated and other fixed-rate debt totaling \$851 million and \$749 million, respectively, for which we have elected fair value option accounting and are therefore carried at fair value. See Note 17, "Fair Value Option," for further details.

As a member of the FHLB and the Federal Reserve Bank of New York, we have secured borrowing facilities which are collateralized by loans and investment securities. At both December 31, 2024 and 2023, borrowings from the FHLB facility totaled \$1,000 million which is included in long-term debt. Based upon the amounts pledged as collateral under these facilities, we have additional borrowing capacity of up to \$34,230 million at December 31, 2024.

Maturities of long-term debt at December 31, 2024 were as follows:

	(in millions)
2025	\$ 7,172
2026	2,063
2027	3,639
2028	1,423
2029	1,470
Thereafter	4,950
Total	<u>\$ 20,717</u>

16. Derivative Financial Instruments

In the normal course of business, the derivative instruments we enter into are for trading, market making and risk management purposes. For financial reporting purposes, derivative instruments are designated in one of the following categories: (a) hedging instruments designated as qualifying hedges under derivative and hedge accounting principles, (b) financial instruments held for trading or (c) non-qualifying economic hedges. The derivative instruments held are predominantly swaps, futures, options and forward contracts. All derivatives are stated at fair value. Where we enter into enforceable master netting agreements with counterparties, the master netting agreements permit us to net those derivative asset and liability positions and to offset cash collateral held and posted with the same counterparty.

The following table presents the fair value of derivative contracts by major product type on a gross basis. Gross fair values exclude the effects of both counterparty netting as well as collateral, and therefore are not representative of our exposure. The table below also presents the amounts of counterparty netting and cash collateral that have been offset in the consolidated balance sheet, as well as cash and securities collateral posted and received under enforceable master netting agreements that do not meet the criteria for netting. Derivative assets and liabilities which are not subject to an enforceable master netting agreement, or are subject to a netting agreement where an appropriate legal opinion to determine such agreements are enforceable has not been either sought or obtained, have not been netted in the following table. Where we have received or posted collateral under netting agreements where an appropriate legal opinion to determine such agreements are enforceable has not been either sought or obtained, the related collateral also has not been netted in the following table.

	December 31, 2024		December 31, 2023	
	Derivative Assets	Derivative Liabilities	Derivative Assets	Derivative Liabilities
	(in millions)			
Derivatives accounted for as fair value hedges:⁽¹⁾				
Interest rate contracts - bilateral OTC ⁽²⁾	\$ 25	\$ 5	\$ -	\$ 83
Derivatives accounted for as cash flow hedges:⁽¹⁾				
Foreign exchange contracts - bilateral OTC ⁽²⁾	99	-	-	56
Interest rate contracts - bilateral OTC ⁽²⁾	-	4	-	1
Total derivatives accounted for as hedges	124	9	-	140
Trading derivatives not accounted for as hedges:⁽³⁾				
Exchange-traded ⁽²⁾	2	2	7	16
OTC-cleared ⁽²⁾	68	-	70	-
Bilateral OTC ⁽²⁾	1,027	624	1,178	946
Interest rate contracts	1,097	626	1,255	962
Foreign exchange contracts - bilateral OTC⁽²⁾	16,292	16,241	13,606	13,479
Exchange-traded ⁽²⁾	-	-	7	-
Bilateral OTC ⁽²⁾	576	634	413	1,080
Equity contracts	576	634	420	1,080
Exchange-traded ⁽²⁾	-	-	3	-
Bilateral OTC ⁽²⁾	1,220	1,092	1,150	1,033
Precious metals contracts	1,220	1,092	1,153	1,033
OTC-cleared ⁽²⁾	-	-	14	-
Bilateral OTC ⁽²⁾	246	105	81	137
Credit contracts	246	105	95	137
Other non-qualifying derivatives not accounted for as hedges:⁽¹⁾				
Interest rate contracts - bilateral OTC ⁽²⁾	-	97	-	76
Equity contracts - bilateral OTC ⁽²⁾	440	189	621	193
OTC-cleared ⁽²⁾	-	-	1	1
Bilateral OTC ⁽²⁾	25	94	13	122
Credit contracts	25	94	14	123
Other contracts - bilateral OTC⁽²⁾⁽⁴⁾	5	31	5	40
Total derivatives	20,025	19,118	17,169	17,263
Less: Gross amounts of receivable / payable subject to enforceable master netting agreements⁽⁶⁾⁽⁷⁾	15,345	15,345	14,110	14,110
Less: Gross amounts of cash collateral received / posted subject to enforceable master netting agreements⁽⁶⁾⁽⁷⁾	2,925	1,291	1,760	1,321
Net amounts of derivative assets / liabilities presented in the balance sheet	1,755	2,482	1,299	1,832
Less: Gross amounts of financial instrument collateral received / posted subject to enforceable master netting agreements but not offset in the consolidated balance sheet	265	268	63	273
Net amounts of derivative assets / liabilities	\$ 1,490	\$ 2,214	\$ 1,236	\$ 1,559

⁽¹⁾ Derivative assets / liabilities related to cash flow hedges, fair value hedges and derivative instruments held for purposes other than for trading are recorded in other assets / interest, taxes and other liabilities on the consolidated balance sheet.

⁽²⁾ Over-the-counter ("OTC") derivatives include derivatives executed and settled bilaterally with counterparties without the use of an organized exchange or central clearing house. The credit risk associated with bilateral OTC derivatives is managed through obtaining collateral and enforceable master netting agreements. OTC-cleared derivatives are executed bilaterally in the OTC market but then novated to a central clearing counterparty, whereby the central clearing counterparty becomes the counterparty to each of the original counterparties. Exchange traded derivatives are executed directly on an organized exchange. Credit risk is minimized for OTC-cleared derivatives and exchange traded derivatives through daily margining requirements. In addition, OTC-cleared interest rate and credit derivatives with certain central clearing counterparties are settled daily.

⁽³⁾ Trading related derivative assets / liabilities are recorded in trading assets / trading liabilities on the consolidated balance sheet.

⁽⁴⁾ Consists of swap agreements entered into in conjunction with the sales of Visa Inc. ("Visa") Class B common shares ("Class B Shares").

⁽⁵⁾ Represents the netting of derivative receivable and payable balances for the same counterparty under enforceable netting agreements.

⁽⁶⁾ Represents the netting of cash collateral posted and received by counterparty under enforceable netting agreements.

⁽⁷⁾ Netting is performed at a counterparty level in cases where enforceable master netting agreements are in place, regardless of the type of derivative instrument. Therefore, we have not allocated netting to the different types of derivative instruments shown in the table above.

See Note 28, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," for further information on offsetting related to resale and repurchase agreements.

Derivatives Held for Risk Management Purposes Our risk management policy requires us to identify, analyze and manage risks arising from the activities conducted during the normal course of business. We use derivative instruments as an asset and liability management tool to manage our exposures in interest rate, foreign currency and credit risks in existing assets and liabilities, commitments and forecasted transactions. The accounting for changes in fair value of a derivative instrument will depend on whether the derivative has been designated and qualifies for hedge accounting.

We designate derivative instruments to offset the fair value risk and cash flow risk arising from fixed-rate and floating-rate assets and liabilities as well as forecasted transactions. We assess the hedging relationships, both at the inception of the hedge and on an ongoing basis, using a regression approach to determine whether the designated hedging instrument is highly effective in offsetting changes in the fair value or the cash flows attributable to the hedged risk. Accounting principles for qualifying hedges require us to prepare detailed documentation describing the relationship between the hedging instrument and the hedged item, including, but not limited to, the risk management objective, the hedging strategy and the methods to assess and measure the ineffectiveness of the hedging relationship. We discontinue hedge accounting when we determine that the hedge is no longer highly effective, the hedging instrument is terminated, sold or expired, the designated forecasted transaction is not probable of occurring, or when the designation is removed by us.

Fair Value Hedges In the normal course of business, we hold fixed-rate loans and securities, and issue fixed-rate deposits and senior and subordinated debt obligations. The fair value of fixed-rate assets and liabilities fluctuates in response to changes in interest rates. We utilize interest rate swaps, forward and futures contracts to minimize our exposure to changes in fair value caused by interest rate volatility. The changes in the fair value of the hedged item designated in a qualifying hedge are captured as an adjustment to the carrying amount of the hedged item (basis adjustment). If the hedging relationship is discontinued and the hedged item continues to exist, the basis adjustment is amortized over the remaining life of the hedged item.

The following table presents the carrying amount of hedged items in fair value hedges recognized in the consolidated balance sheet at December 31, 2024 and 2023, along with the cumulative amount of fair value hedging adjustments included in the carrying amount of those hedged items:

	Carrying Amount of Hedged Items ⁽¹⁾	Cumulative Amount of Fair Value Hedging Adjustments Increasing (Decreasing) the Carrying Amount of Hedged Items		
		Active	Discontinued	Total
		(in millions)		
At December 31, 2024				
Securities available-for-sale ("AFS")	\$ 11,685	\$ (1,283)	\$ (232)	\$ (1,515)
Deposits	1,476	(61)	37	(24)
Long-term debt	8,236	(295)	31	(264)
At December 31, 2023				
Securities AFS	11,112	(1,320)	(70)	(1,390)
Deposits	1,463	(104)	67	(37)
Long-term debt	7,913	(407)	72	(335)

⁽¹⁾ The carrying amount of securities AFS represents the amortized cost basis.

The following table presents information on gains and losses on derivative instruments designated and qualifying as hedging instruments and the hedged items in fair value hedges and their location on the consolidated statement of income:

	Location of Gain (Loss) Recognized in Income	Gain (Loss) on Derivatives	Gain (Loss) on Hedged Items
(in millions)			
Year Ended December 31, 2024			
Interest rate contracts / Securities AFS	Net interest income	\$ 654	\$ 73
Interest rate contracts / Deposits	Net interest income	2	(110)
Interest rate contracts / Long-term debt	Net interest income	(143)	(441)
Total		\$ 513	\$ (478)
Year Ended December 31, 2023			
Interest rate contracts / Securities AFS	Net interest income	\$ 348	\$ 386
Interest rate contracts / Deposits	Net interest income	(22)	(113)
Interest rate contracts / Long-term debt	Net interest income	(15)	(461)
Total		\$ 311	\$ (188)
Year Ended December 31, 2022			
Interest rate contracts / Securities AFS	Net interest income	\$ 2,219	\$ (1,871)
Interest rate contracts / Deposits	Net interest income	(138)	56
Interest rate contracts / Long-term debt	Net interest income	(527)	378
Total		\$ 1,554	\$ (1,437)

Cash Flow Hedges We own or issue floating rate financial instruments and enter into forecasted transactions that give rise to variability in future cash flows. As a part of our risk management strategy, we use interest rate swaps, currency swaps and futures contracts to mitigate risk associated with variability in the cash flows. Changes in fair value of a derivative instrument associated with a qualifying cash flow hedge are recognized in other comprehensive income (loss). When the cash flows being hedged materialize and are recorded in income or expense, the associated gain or loss from the hedging derivative previously recorded in accumulated other comprehensive loss ("AOCI") is reclassified into earnings in the same accounting period in which the designated forecasted transaction or hedged item affects earnings. If a cash flow hedge of a forecasted transaction is discontinued because it is no longer highly effective, or if the hedge relationship is terminated, the cumulative gain or loss on the hedging derivative to that date will continue to be reported in AOCI unless it is probable that the hedged forecasted transaction will not occur by the end of the originally specified time period as documented at the inception of the hedge, at which time the cumulative gain or loss is released into earnings.

At December 31, 2024, active cash flow hedge relationships extend or mature through July 2036. During 2024, \$

51 million of losses related to discontinued cash flow hedge relationships were amortized to earnings from AOCI compared with losses of \$174 million and \$43 million during 2023 and 2022, respectively. During the next twelve months, we expect to amortize \$21 million of remaining losses to earnings resulting from these discontinued cash flow hedges. The interest accrual related to the hedging instruments is recognized in net interest income.

The following table presents information on gains and losses on derivative instruments designated and qualifying as hedging instruments in cash flow hedges (including amounts recognized in AOCI from discontinued cash flow hedges) and their location on the consolidated statement of income:

	Gain (Loss) Recognized in AOCI on Derivatives			Location of Gain (Loss) Reclassified from AOCI into Income	Gain (Loss) Reclassified From AOCI into Income		
	2024	2023	2022		2024	2023	2022
(in millions)							
Year Ended December 31,							
Foreign exchange contracts	\$ 2	\$ 1	\$ -	Net interest income	\$ -	\$ -	\$ -
Interest rate contracts	224	4	(385)	Net interest income	(51)	(174)	(43)
Total	\$ 226	\$ 5	\$ (385)		\$ (51)	\$ (174)	\$ (43)

Trading Derivatives and Non-Qualifying Hedging Activities In addition to risk management, we also enter into derivative contracts, including buy- and sell-protection credit derivatives, for the purposes of trading and market making, or repackaging risks to form structured trades to meet clients' risk taking objectives. Additionally, we buy or sell securities and use derivatives to mitigate the market risks arising from our trading activities with our clients that exceed our risk appetite. We also use buy-protection credit derivatives to manage our counterparty credit risk exposure. Where we enter into derivatives for trading purposes, realized and unrealized gains and losses are recognized in trading revenue. Counterparty credit risk associated with OTC derivatives, including risk-mitigating buy-protection credit derivatives, are recognized as an adjustment to the fair value of the derivatives and are recorded in trading revenue.

Our non-qualifying hedging and other activities include:

- Derivative contracts related to the fixed-rate long-term debt issuances and hybrid instruments, including structured notes and deposits, for which we have elected fair value option accounting. These derivative contracts are non-qualifying hedges but are considered economic hedges.
- Credit default swaps which are designated as economic hedges against the credit risks within our loan portfolio. In the event of an impairment loss occurring in a loan that is economically hedged, the impairment loss is recognized as provision for credit losses while the gain on the credit default swap is recorded as other income (loss).
- Swap agreements entered into in conjunction with the sales of Visa Class B Shares to a third party to retain the litigation risk associated with the Class B Shares sold until the related litigation is settled. See Note 28, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," for additional information.
- Forward purchases or sales of to-be-announced ("TBA") securities used to economically hedge changes in the fair value of residential mortgage loans which are originated and held for sale attributable to changes in market interest rates. Changes in the fair value of TBA positions, which are considered derivatives, are recorded in other income (loss). See Note 9, "Loans Held for Sale," for additional information.
- Equity warrant assets obtained in connection with certain commercial lending activities, which generally entitle us to acquire stock in private companies. Changes in fair value are recorded in other income (loss).

Derivative instruments designated as economic hedges that do not qualify for hedge accounting are recorded at fair value through profit and loss. Realized and unrealized gains and losses on economic hedges are recognized in gain (loss) on instruments designated at fair value and related derivatives or other income (loss) while the derivative asset or liability positions are reflected as other assets or other liabilities.

The following table presents information on gains and losses on derivative instruments held for trading purposes and their location on the consolidated statement of income:

		Gain (Loss) Recognized in Income on Derivatives		
		Year Ended December 31,		
		2024	2023	2022
Location of Gain (Loss) Recognized in Income on Derivatives		(in millions)		
Interest rate contracts	Trading revenue	\$ 253	\$ (111)	\$ 315
Foreign exchange contracts	Trading revenue	240	316	212
Equity contracts	Trading revenue	(2,193)	(1,760)	2,581
Precious metals contracts	Trading revenue	(10)	223	271
Credit contracts	Trading revenue	173	30	130
Total		<u>\$ (1,537)</u>	<u>\$ (1,302)</u>	<u>\$ 3,509</u>

The following table presents information on gains and losses on derivative instruments held for non-qualifying hedging and other activities and their location on the consolidated statement of income:

Location of Gain (Loss) Recognized in Income on Derivatives		Gain (Loss) Recognized in Income on Derivatives		
		Year Ended December 31,		
		2024	2023	2022
(in millions)				
Interest rate contracts	Gain (loss) on instruments designated at fair value and related derivatives	\$ (99)	\$ (11)	\$ (321)
Interest rate contracts	Other income (loss)	-	-	7
Foreign exchange contracts	Gain (loss) on instruments designated at fair value and related derivatives	-	-	1
Equity contracts	Gain (loss) on instruments designated at fair value and related derivatives	272	942	(1,132)
Equity contracts	Other income (loss)	4	-	-
Credit contracts	Other income (loss)	(52)	(61)	(12)
Other contracts ⁽¹⁾	Other income (loss)	(35)	(44)	(36)
Total		<u>\$ 90</u>	<u>\$ 826</u>	<u>\$ (1,493)</u>

⁽¹⁾ Consists of swap agreements entered into in conjunction with the sales of Visa Class B Shares.

Credit-Risk Related Contingent Features The majority of our derivative contracts contain provisions that require us to maintain a specific credit rating from each of the major credit rating agencies. Sometimes the derivative instrument transactions are a part of broader structured product transactions. If our credit ratings were to fall below the current ratings, the counterparties to our derivative instruments could demand us to post additional collateral. The amount of additional collateral required to be posted will depend on whether we are downgraded by one or more notches. The aggregate fair value of all derivative instruments with credit-risk related contingent features that were in a net liability position at December 31, 2024 was \$401 million, for which we had posted collateral of \$153 million. The aggregate fair value of all derivative instruments with credit-risk-related contingent features that were in a net liability position at December 31, 2023 was \$169 million, for which we had posted collateral of \$90 million. Substantially all of the collateral posted is in the form of cash or securities available-for-sale. See Note 28, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," for further details.

The following table presents the amount of additional collateral that we would be required to post (from the current collateral level) related to derivative instruments with credit-risk related contingent features if our long-term ratings were downgraded by one or two notches. A downgrade by a single rating agency that does not result in a rating lower than a preexisting corresponding rating provided by another rating agency will generally not result in additional collateral.

	One-notch downgrade	Two-notch downgrade
	(in millions)	
Amount of additional collateral to be posted upon downgrade	\$ 17	\$ 119

Notional Value of Derivative Contracts The following table summarizes the notional values of derivative contracts:

At December 31,	2024	2023
	(in millions)	
Interest rate:		
Futures and forwards	\$ 16,829	\$ 5,143
Swaps	104,458	114,947
Options written	1,217	1,260
Options purchased	1,222	1,352
Total interest rate	123,726	122,702
Foreign exchange:		
Swaps, futures and forwards	1,026,047	1,005,683
Options written	29,739	30,755
Options purchased	29,859	30,898
Spot	32,603	29,631
Total foreign exchange	1,118,248	1,096,967
Commodities, equities and precious metals:		
Swaps, futures and forwards	33,520	53,110
Options written	1,513	1,713
Options purchased	9,855	8,464
Total commodities, equities and precious metals	44,888	63,287
Credit derivatives	19,175	16,710
Other contracts ⁽¹⁾	1,670	1,416
Total	\$ 1,307,707	\$ 1,301,082

⁽¹⁾ Consists of swap agreements entered into in conjunction with the sales of Visa Class B Shares.

17.

Fair Value Option

We report our results to HSBC in accordance with HSBC Group accounting and reporting policies ("Group Reporting Basis"), which apply International Financial Reporting Standards ("IFRSs") as issued by the International Accounting Standards Board ("IASB"). We typically have elected to apply fair value option ("FVO") accounting to selected financial instruments to align the measurement attributes of those instruments under U.S. GAAP and the Group Reporting Basis and to simplify the accounting model applied to those financial instruments. We elected to apply FVO accounting to certain commercial loans held for sale, certain student loans held for investment, certain fixed-rate long-term debt issuances, all of our hybrid instruments, including structured notes and deposits, and certain client share repurchase transactions. Excluding the fair value movement on fair value option liabilities attributable to our own credit spread, which is recorded in other comprehensive income (loss), changes in the fair value of fair value option assets and liabilities as well as the mark-to-market adjustment on the related derivatives and the net realized gains or losses on these derivatives are reported in gain (loss) on instruments designated at fair value and related derivatives in the consolidated statement of income.

Loans and Loans Held For Sale We elected to apply FVO accounting to certain commercial syndicated loans which are originated with the intent to sell and certain commercial loans that we purchased from the secondary market and hold as hedges against our exposure to certain total return swaps or intend to sell and include these loans as loans held for sale in the consolidated balance sheet. We also elected to apply FVO accounting to certain student loans held for investment. These elections allow us to account for these loans at fair value which is consistent with the manner in which the instruments are managed. Where available, fair value is based on observable market pricing obtained from independent sources, relevant broker quotes or observed market prices of instruments with similar characteristics. Where observable market parameters are not available, fair value is determined based on contractual cash flows adjusted for estimates of prepayment rates, expected default rates and loss severity discounted at management's estimate of the expected rate of return required by market participants. We also consider loan-specific risk mitigating factors such as collateral arrangements in determining the fair value estimate. Interest from these loans is recorded as interest income in the consolidated statement of income. Because a substantial majority of the loans elected for the fair value option are floating-rate commercial loans, changes in their fair value are primarily attributable to changes in loan-specific credit risk factors. The components of gain (loss) related to loans designated at fair value are

summarized in the table below. At December 31, 2024 and 2023, no loans for which the fair value option has been elected were 90 days or more past due or in nonaccrual status.

Long-Term Debt (Own Debt Issuances) We elected to apply FVO accounting to certain fixed-rate long-term debt, primarily for which we had applied or otherwise would elect to apply fair value hedge accounting. The election allows us to achieve a similar accounting effect without having to meet the hedge accounting requirements. Substantially all of our own debt issuances elected under FVO are traded in secondary markets and, as such, the fair value is determined based on observed prices for the specific instruments. The observed market price of these instruments reflects the effect of changes to our own credit spreads and interest rates. Interest on the fixed-rate debt accounted for under FVO is recorded as interest expense in the consolidated statement of income. Excluding the fair value movement attributable to our own credit spread, the components of gain (loss) in the consolidated statement of income related to long-term debt designated at fair value are summarized in the table below.

Hybrid Instruments We elected to apply FVO accounting to all of our hybrid instruments issued, including structured notes and deposits. The valuation of the hybrid instruments is predominantly driven by the derivative features embedded within the instruments and our own credit risk. Cash flows of the hybrid instruments in their entirety, including the embedded derivatives, are discounted at an appropriate rate for the applicable duration of the instrument adjusted for our own credit spreads. The credit spreads applied to structured notes are determined with reference to our own debt issuance rates observed in the primary and secondary markets, internal funding rates, and structured note rates in recent executions while the credit spreads applied to structured deposits are determined using market rates currently offered on comparable deposits with similar characteristics and maturities. Interest on this debt is recorded as interest expense in the consolidated statement of income. Excluding the fair value movement attributable to our own credit spread, the components of gain (loss) in the consolidated statement of income related to hybrid instruments designated at fair value are summarized in the table below.

Client Share Repurchase Transactions From time to time, we enter into agreements with clients to facilitate share repurchase transactions under which the clients make a substantial up-front cash payment in exchange for the delivery of shares. Simultaneously, we enter into corresponding agreements with HSBC Bank plc to execute the share repurchases. We elected to apply FVO accounting to these transactions, which are recorded in other assets and interest, taxes and other liabilities on the consolidated balance sheet.

The following table summarizes the fair value and unpaid principal balance for items we account for under FVO:

	Fair Value	Unpaid Principal Balance	Fair Value Over (Under) Unpaid Principal Balance
	(in millions)		
At December 31, 2024			
Student loans held for investment	\$ 11	\$ 13	\$ (2)
Commercial loans held for sale	395	399	(4)
Client share repurchase asset	16	16	-
Fixed rate long-term debt	851	847	4
Hybrid instruments:			
Structured deposits	3,956	3,892	64
Structured notes	7,044	6,888	156
Client share repurchase liability	16	16	-
At December 31, 2023			
Student loans held for investment	\$ 15	\$ 17	\$ (2)
Commercial loans held for sale	250	256	(6)
Client share repurchase asset	10	10	-
Fixed rate long-term debt	749	741	8
Hybrid instruments:			
Structured deposits	1,821	1,816	5
Structured notes	6,790	6,418	372
Client share repurchase liability	10	10	-

Components of Gain (Loss) on Instruments Designated at Fair Value and Related Derivatives The following table summarizes the components of gain (loss) on instruments designated at fair value and related derivatives reflected in the consolidated statement of income for the years ended December 31, 2024, 2023 and 2022:

	Loans and Loans Held for Sale	Long-Term Debt	Hybrid Instruments	Total
(in millions)				
Year Ended December 31, 2024				
Interest rate and other components ⁽¹⁾	\$ -	\$ 40	\$ (253)	\$ (213)
Credit risk component ⁽²⁾	2	-	-	2
Total mark-to-market on financial instruments designated at fair value	2	40	(253)	(211)
Mark-to-market on related derivatives	-	(48)	223	175
Net realized gain (loss) on related long-term debt derivatives	-	(2)	-	(2)
Gain (loss) on instruments designated at fair value and related derivatives	<u>\$ 2</u>	<u>\$ (10)</u>	<u>\$ (30)</u>	<u>\$ (38)</u>
Year Ended December 31, 2023				
Interest rate and other components ⁽¹⁾	\$ -	\$ 3	\$ (987)	\$ (984)
Credit risk component ⁽²⁾	11	-	-	11
Total mark-to-market on financial instruments designated at fair value	11	3	(987)	(973)
Mark-to-market on related derivatives	-	(4)	936	932
Net realized gain (loss) on related long-term debt derivatives	-	(1)	-	(1)
Gain (loss) on instruments designated at fair value and related derivatives	<u>\$ 11</u>	<u>\$ (2)</u>	<u>\$ (51)</u>	<u>\$ (42)</u>
Year Ended December 31, 2022				
Interest rate and other components ⁽¹⁾	\$ -	\$ 197	\$ 1,290	\$ 1,487
Credit risk component ⁽²⁾⁽³⁾	(85)	-	-	(85)
Total mark-to-market on financial instruments designated at fair value	(85)	197	1,290	1,402
Mark-to-market on related derivatives	-	(221)	(1,257)	(1,478)
Net realized gain on related long-term debt derivatives	-	26	-	26
Gain (loss) on instruments designated at fair value and related derivatives	<u>\$ (85)</u>	<u>\$ 2</u>	<u>\$ 33</u>	<u>\$ (50)</u>

⁽¹⁾ As it relates to hybrid instruments, interest rate and other components primarily includes interest rate and equity contract risks.

⁽²⁾ The fair value movement on fair value option liabilities attributable to our own credit spread is recorded in other comprehensive income (loss).

⁽³⁾ During 2022, the loss in the credit risk component for loans and loans held for sale was attributable to the widening of credit spreads associated with certain commercial loans held for sale which were impacted by the weakening of market conditions and deterioration in the financial condition of certain clients.

18.
Income Taxes

Total income taxes was as follows:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Provision for income taxes	\$ 222	\$ 95	\$ 177
Income tax expense (benefit) included in common equity related to:			
Unrealized gains (losses) on investment securities	-	166	(719)
Unrealized gains (losses) on fair value option liabilities attributable to our own credit spread	(18)	(8)	19
Unrealized gains (losses) on derivatives designated as cash flow hedges	69	43	(84)
Employer accounting for post-retirement plans	-	1	2
Total income taxes	\$ 273	\$ 297	\$ (605)

The components of the provision for income taxes were as follows:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Current:			
Federal	\$ 66	\$ 11	\$ (109)
State and local	29	35	-
Foreign	1	(2)	2
Total current	96	44	(107)
Deferred	126	51	284
Provision for income taxes	\$ 222	\$ 95	\$ 177

The following table provides an analysis of the difference between effective rates based on the provision for income taxes attributable to pretax income and the statutory U.S. Federal income tax rate:

U.S. Federal income tax rate.

Year Ended December 31,	2024		2023		2022	
	(dollars are in millions)					
Tax expense at the U.S. Federal statutory income tax rate	\$ 220	21.0 %	\$ 102	21.0 %	\$ 152	21.0 %
Increase (decrease) in rate resulting from:						
State and local taxes, net of Federal benefit	37	3.5	21	4.3	30	4.1
Adjustment of State tax rate used to value deferred taxes	(1)	(.1)	(8)	(1.6)	(16)	(2.2)
Non-deductible FDIC assessment fees	16	1.5	17	3.5	11	1.5
Other non-deductible / non-taxable items	(1)	(.1)	(3)	(.6)	11	1.5
Items affecting prior periods ⁽¹⁾	(13)	(1.2)	(3)	(.6)	11	1.5
Low income housing and other tax credit investments	(33)	(3.2)	(30)	(6.2)	(22)	(3.0)
Other	(3)	(.2)	(1)	(.3)	-	-
Provision for income taxes	\$ 222	21.2 %	\$ 95	19.5 %	\$ 177	24.4 %

⁽¹⁾ For 2024, the amount includes an immaterial out of period adjustment to our deferred tax asset balance which decreased tax expense by \$12 million. For 2022, the amount primarily relates to changes in estimates as a result of filing the 2021 Federal and State income tax returns.

The components of the net deferred tax asset are presented in the following table:

At December 31,	2024	2023
	(in millions)	
Deferred tax assets:		
Allowance for credit losses	\$ 168	\$ 175
Unrealized losses on cash flow hedges	17	86
Accrued expenses	101	127
Interests in real estate mortgage investment conduits ⁽¹⁾	100	104
Unrealized losses on investment securities	574	574
Capitalized costs ⁽²⁾	305	299
Lease liabilities	130	123
Other	164	154
Total deferred tax assets	1,559	1,642
Deferred tax liabilities:		
Lease ROU assets	130	109
Amortization of intangible assets	22	24
Fair value adjustments	2	28
Other	30	29
Total deferred tax liabilities	184	190
Net deferred tax asset	\$ 1,375	\$ 1,452

⁽¹⁾ Real estate mortgage investment conduits ("REMICs") are investment vehicles that hold commercial and residential mortgages in trust and issue securities representing an undivided interest in these mortgages. HSBC Bank USA holds portfolios of noneconomic residual interests in a number of REMICs. This item represents tax basis in such interests which has accumulated as a result of tax rules requiring the recognition of income related to such noneconomic residuals.

⁽²⁾ Reflects our tax return election to capitalize certain service costs.

A reconciliation of the beginning and ending amount of unrecognized tax benefits related to uncertain tax positions is as follows:

	2024	2023	2022
	(in millions)		
Balance at January 1,	\$ 23	\$ 25	\$ 26
Additions based on tax positions related to the current year	1	1	-
Additions for tax positions of prior years	-	-	1
Reductions for tax positions of prior years	(3)	(3)	(2)
Balance at December 31,	\$ 21	\$ 23	\$ 25

The total amount of unrecognized tax benefits that, if recognized, would affect the effective income tax rate was \$ 18 million, \$20 million and \$22 million at December 31, 2024, 2023 and 2022, respectively. Included in the unrecognized tax benefits are certain items the recognition of which would not affect the effective tax rate, such as the tax effect of temporary differences and the amount of State taxes that would be deductible for U.S. Federal tax purposes. It is reasonably possible that there could be a change in the amount of our unrecognized tax benefits within the next 12 months due to settlements or statutory expirations in various State and local tax jurisdictions.

It is our policy to recognize accrued interest related to uncertain tax positions in interest expense in the consolidated statement of income and to recognize penalties, if any, related to uncertain tax positions as a component of other expenses in the consolidated statement of income. Accruals for the payment of interest associated with uncertain tax positions totaled \$8 million, \$7 million and \$6 million at December 31, 2024, 2023 and 2022, respectively. Our accrual for the payment of interest associated with uncertain tax positions increased by \$1 million during both 2024 and 2023.

Deferred tax assets and liabilities are recognized for the future tax consequences related to the differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases, for State net operating losses and for State tax credits. Our net deferred tax assets, including deferred tax liabilities, totaled \$1,375 million and \$1,452 million at December 31, 2024 and 2023, respectively.

See Note 2, "Summary of Significant Accounting Policies and New Accounting Pronouncements," for further discussion regarding our accounting policy relating to the evaluation, recognition and measurement of both the HNAH Group's and HSBC USA's deferred tax assets and liabilities. In evaluating the need for a valuation allowance at December 31, 2024, it has been determined that HNAH Group projections of future taxable income from U.S. operations based on objective and verifiable management forecasts provide sufficient and appropriate support for the recognition of our net deferred tax assets.

Federal income tax returns for 2017, 2021 and forward remain open to examination by the Internal Revenue Service.

We remain subject to State and local income tax examinations for years 2010 and forward. We are currently under audit by various State and local tax jurisdictions. Uncertain tax positions are reviewed on an ongoing basis and are adjusted in light of changing facts and circumstances, including progress of tax audits, developments in case law and the closing of statute of limitations. Such adjustments are reflected in the tax provision.

At December 31, 2024, for State tax purposes, we had apportioned and pre-tax effected net operating loss carryforwards of \$ 51 million which expire as follows: \$1 million in 2028 and \$50 million in 2030 and beyond.

19. **Preferred Stock**

HSBC USA preferred stock outstanding was \$ 265 million at both December 31, 2024 and 2023 and included 265 shares of 6.0 percent Non-Cumulative Series I Preferred Stock issued to HSBC North America. Dividends on the Series I Preferred Stock are non-cumulative and will be payable when and if declared by our Board of Directors semi-annually on the first business day of June and December of each year at the stated rate of 6.0 percent. The Series I Preferred Stock may be redeemed at our option, in whole or in part, at a redemption price equal to \$1,000,000 per share, plus an amount equal to any declared and unpaid dividends, but only after receipt of written approval from the FRB.

20.
Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss includes certain items that are reported directly within a separate component of equity. The following table presents changes in accumulated other comprehensive loss balances:

Year Ended December 31,	2024	2023	2022
	(in millions)		
Unrealized gains (losses) on investment securities:			
Balance at beginning of period	\$ (1,734)	\$ (2,270)	\$ (65)
Other comprehensive income (loss) for period:			
Net unrealized gains (losses) arising during period, net of tax of \$(32) million, \$109 million and \$(716) million, respectively	(93)	353	(2,192)
Reclassification adjustment for (gains) losses realized in net income, net of tax of \$31 million, \$58 million and \$(6) million, respectively ⁽¹⁾	93	185	(20)
Reversal of provision for credit losses realized in net income, net of tax of nil, nil and less than \$(1) million, respectively ⁽²⁾	-	-	(1)
Amortization of net unrealized (gains) losses on securities transferred from available-for-sale to held-to-maturity realized in net income, net of tax of less than \$1 million, less than \$(1) million and \$3 million, respectively ⁽³⁾	2	(2)	8
Total other comprehensive income (loss) for period	2	536	(2,205)
Balance at end of period	(1,732)	(1,734)	(2,270)
Unrealized gains (losses) on fair value option liabilities attributable to our own credit spread:			
Balance at beginning of period	61	86	27
Other comprehensive income (loss) for period:			
Net unrealized gains (losses) arising during period, net of tax of \$(18) million, \$(8) million and \$19 million, respectively	(55)	(25)	59
Total other comprehensive income (loss) for period	(55)	(25)	59
Balance at end of period	6	61	86
Unrealized gains (losses) on derivatives designated as cash flow hedges:			
Balance at beginning of period	(260)	(396)	(138)
Other comprehensive income (loss) for period:			
Net unrealized gains (losses) arising during period, net of tax of \$56 million, \$1 million and \$(94) million, respectively	170	4	(291)
Reclassification adjustment for losses realized in net income, net of tax of \$13 million, \$42 million and \$10 million, respectively ⁽⁴⁾	38	132	33
Total other comprehensive income (loss) for period	208	136	(258)
Balance at end of period	(52)	(260)	(396)
Pension and postretirement benefit liability:			
Balance at beginning of period	7	5	(3)
Other comprehensive income (loss) for period:			
Change in unfunded pension and postretirement liability, net of tax of less than \$(1) million, less than \$1 million and \$2 million, respectively	(1)	2	8
Total other comprehensive income (loss) for period	(1)	2	8
Balance at end of period	6	7	5
Total accumulated other comprehensive loss at end of period	\$ (1,772)	\$ (1,926)	\$ (2,575)

⁽¹⁾ Amount reclassified to net income is included in other securities gains (losses), net in our consolidated statement of income.

⁽²⁾ Changes in the allowance for credit losses on securities available-for-sale are included in the provision for credit losses in our consolidated statement of income.

⁽³⁾ Amount amortized to net income is included in interest income in our consolidated statement of income. During 2014, we transferred securities from available-for-sale to held-to-maturity. At the date of transfer, AOCI included net pretax unrealized losses related to the transferred securities which are being amortized over the remaining contractual life of each security as an adjustment of yield in a manner consistent with the amortization of any premium or discount.

⁽⁴⁾ Amount reclassified to net income is included in net interest income in our consolidated statement of income.

21.

Share-Based Plans

Employee Stock Purchase Plans The HSBC International Employee Share Purchase Plan (the "HSBC ShareMatch Plan") allowed eligible employees to purchase HSBC shares with a maximum monthly contribution of \$321 in 2024, \$318 in 2023 and \$302 in 2022. For every three shares purchased under the HSBC ShareMatch Plan (the "Investment Share") the employee is awarded an additional share at no charge (the "Matching Share"). The Investment Share is fully vested at the time of purchase while the Matching Share vests at the end of three years contingent upon continuing employment with the HSBC Group. Compensation expense related to Employee Stock Purchase Plans was immaterial in 2024, 2023 and 2022, respectively.

Restricted Share Plans Under the HSBC Group Share Plan, share-based awards have been granted to key employees typically in the form of restricted share units. These shares have been granted subject to either time-based vesting or performance-based vesting, typically over three to five years. Annual awards to employees are generally subject to three-year time-based vesting. We also issue a small number of off-cycle grants each year, primarily for reasons related to recruitment of new employees. Compensation expense for restricted share awards totaled \$28 million, \$19 million and \$15 million in 2024, 2023 and 2022, respectively. At December 31, 2024, future compensation cost related to grants which have not yet fully vested is approximately \$16 million. This amount is expected to be recognized over a weighted-average period of one year.

22.

Pension and Other Postretirement Benefits

Defined Benefit Pension Plan Certain employees are eligible to participate in the HSBC North America qualified defined benefit pension plan (either the "HSBC North America Pension Plan" or the "Plan") which facilitates a unified employee benefit policy and unified employee benefit plan administration for HSBC companies operating in the United States. Future benefit accruals for legacy participants under the final average pay formula and future contributions under the cash balance formula were previously discontinued and, as a result, the Plan is frozen.

The following table reflects the portion of pension (income) expense and its related components of the combined HSBC North America Pension Plan which has been allocated to us and is recorded in our consolidated statement of income. We have not been allocated any portion of the Plan's net pension asset.

Year Ended December 31,	2024	2023	2022
	(in millions)		
Interest cost on projected benefit obligation	\$ 57	\$ 57	\$ 52
Expected return on plan assets	(67)	(65)	(56)
Amortization of net actuarial loss	3	5	3
Administrative costs	3	3	3
Pension (income) expense	\$ (4)	\$ -	\$ 2

The assumptions used in determining pension (income) expense of the HSBC North America Pension Plan are as follows:

	2024	2023	2022
Discount rate ⁽¹⁾	4.85% / 5.10% / 5.30% / 4.75%	5.00% / 4.80% / 5.00% / 5.65%	2.85% / 3.55% / 4.60% / 4.75%
Expected long-term rate of return on Plan assets ⁽²⁾	5.25	5.25	4.75

⁽¹⁾ Since the Plan is measured on a quarterly basis, pension (income) expense for the Plan is calculated each quarter based on the preceding quarter-end rate. Shown are the discount rates used to determine pension (income) expense for each respective quarter (i.e., first quarter / second quarter / third quarter / fourth quarter).

⁽²⁾ In 2022, as a result of significantly increasing yields on fixed income securities and subsequent increases in longer term capital market returns, HSBC North America decided to increase its expected long-term rate of return on Plan assets assumption to 4.00 percent during the third quarter of 2022 and 4.75 percent during the fourth quarter of 2022. The expected long-term rate of return on Plan assets assumption used during the first half of 2022 was 3.50 percent.

Defined Contribution and Other Supplemental Retirement Plans Substantially all of our employees participate in a 401(k) plan. Employer contributions to the plan are based on employee contributions. Total expense recognized for this plan was \$20 million, \$19 million and \$21 million in 2024, 2023 and 2022, respectively.

Certain employees are participants in various defined contribution and other non-qualified supplemental retirement plans all of which have been frozen. Total expense recognized for these plans was immaterial in 2024, 2023 and 2022, respectively.

Postretirement Plans Other Than Pensions Certain employees also participate in plans which provide medical and life insurance benefits to retirees and eligible dependents. These plans cover all eligible employees who meet certain age and vested

service requirements. We have instituted dollar limits on payments under the plans to control the cost of future medical benefits. Net periodic postretirement benefit cost was immaterial in 2024, 2023 and 2022, respectively.

Our postretirement benefit plans are funded on a pay-as-you-go basis. The funded status of our postretirement benefit plans was a liability of \$21 million and \$23 million at December 31, 2024 and 2023, respectively. We currently estimate that we will pay benefits of approximately \$3 million relating to our postretirement benefit plans in 2025.

The assumptions used in determining the benefit obligation of our postretirement benefit plans at December 31 are as follows:

	2024	2023	2022
Discount rate	5.45 %	4.80 %	4.95 %
Salary increase assumption	3.00	3.00	3.00

For measurement purposes, 8.3 percent (pre-age 65) and, as it relates to the postretirement benefit plans which were not amended to eliminate future health cost increases, 9.4 percent (post-age 65) annual rates of increase in the per capita costs of covered health care benefits were assumed for 2024. These rates are assumed to decrease gradually reaching the ultimate rate of 4.5 percent in 2035, and remain at that level thereafter.

23.

Fee Income from Contracts with Customers

The following table summarizes fee income from contracts with customers disaggregated by type of activity, as well as a reconciliation to total other revenues, during the years ended December 31, 2024, 2023 and 2022. Following the table is a description of the various types of fee-based activities and how revenue associated with these activities is recognized.

Year Ended December 31,	2024	2023	2022
	(in millions)		
Credit card fees, net	\$ 55	\$ 49	\$ 45
Trust and investment management fees	148	134	136
Other fees and commissions:			
Account services	312	283	275
Credit facilities	332	310	296
Other fees	39	33	48
Total other fees and commissions	683	626	619
Servicing and other fees from HSBC affiliates	385	327	343
Insurance ⁽¹⁾	4	4	4
Total fee income from contracts with customers	1,275	1,140	1,147
Other non-fee revenue	755	512	448
Total other revenues ⁽²⁾	\$ 2,030	\$ 1,652	\$ 1,595

⁽¹⁾ Included within other income (loss) in the consolidated statement of income.

⁽²⁾ See Note 25, "Business Segments," for a reconciliation of total other revenues on a U.S. GAAP basis to other operating income for each business segment under the Group Reporting Basis.

Credit card fees, net Credit card fees, net includes interchange fees earned from merchants who accept our cards in connection with the purchase of their goods and/or services. These fees are recognized when we satisfy the performance obligation by simultaneously approving a card holder's purchase at the point of sale and remitting payment to the merchant. We recognized interchange fees of \$108 million, \$105 million and \$104 million during the years ended December 31, 2024, 2023 and 2022, respectively. Annual fees on credit cards, net of direct lending costs, are billed upfront and recognized on a straight-line basis over one year. Other credit card fees such as cash advance and over-limit fees are transaction based and are recognized and billed at the point in time the transaction occurs which is when the performance obligation is met. Costs related to our credit card rewards program vary based on multiple factors including card holder activity, card holder reward redemption rates and card holder reward selections. These costs are recorded when the rewards are earned by the customer and are presented as a reduction to credit card fees. Credit card rewards program costs totaled \$66 million, \$66 million and \$65 million during the years ended December 31, 2024, 2023 and 2022, respectively.

Trust and investment management fees Trust and investment management fees include investment management and administration fees which are typically billed as a percentage of the average value of a customer's assets during an agreed payment period or for some contracts, the value of a customer's assets at the end of an agreed payment period and therefore

represent variable consideration. The fee percentage and payment period are agreed with the customer upfront. Generally, payment periods are monthly or quarterly and coincide with our reporting periods, thereby resolving the uncertainty of the variable consideration by the reporting date. For payment periods that do not coincide with our reporting periods, judgment is required to estimate the fee and determine the amount to include in an accrual. An accrual is only recorded to the extent it is highly probable that a significant reversal of revenue will not occur. In most cases, a significant reversal of revenue is not highly probable. Other trust and investment management fees are transaction based and are recognized and billed at the point in time the transaction occurs which is when the performance obligation is met. From time to time, we may also receive performance fees from some funds, though these fees are typically only recognized when the performance fee is determinable and the uncertainty of the variable consideration is resolved.

Account services We provide services for commercial and consumer customer accounts that generate fees from various activities including: account statements, ATM transactions, cash withdrawals, wire transfers, remittances, check cashing, debit cards and internet and phone banking. The fees for these services are established in the customer account agreement and are either billed individually at the time the service is performed or on a monthly basis for a package or bundle of services as the services are performed. The performance obligation for these services is met when the services are performed. Customer account agreements typically include a package of services with multiple performance obligations or a bundle of services making up a single performance obligation. In the case of a package of services, the pattern of transfer to the customer is usually the same for all services, and therefore the package of services is treated as a single performance obligation. In some cases, a package or bundle of services is billed upfront as an annual fee and recognized on a straight-line basis over one year as the services are performed and the performance obligation is met.

Credit facilities Credit facilities fees include fees generated from lending activities that are not included in the direct loan origination fees which are recognized in interest income as an adjustment to yield. This includes fees associated with loan commitments, revolving credit facilities, standby letters of credit, loan syndication and other transaction-based fees. These fees are either billed as a fixed price or as a percentage of the approved lending limit or transaction value. The fee percentage is agreed with the customer upfront. Although the percentage-based fees represent variable consideration, the uncertainty of the variable consideration is resolved by the time the revenue is recognized as the lending limit or transaction value is known on the contract or transaction date. Loan syndication fees received for managing a syndication and other transaction-based fees are recognized and billed at the point in time the transaction occurs, which is when the performance obligation is met. Fees associated with loan commitments, revolving credit facilities and standby letters of credit are billed upfront and recognized on a straight-line basis over the period the service is performed which is when the performance obligation is met (e.g., the commitment period). In the event a loan commitment or standby letter of credit is exercised, the remaining unamortized fee is recognized as an adjustment to yield over the loan term.

Other fees and commissions Other fees and commissions include fees received associated with various other activities such as custody services, imports/exports, clearing and other miscellaneous services. These fees are typically transaction based and are recognized and billed at the point in time the transaction occurs which is when the performance obligation is met. Fees earned from providing customers with custody services are typically recognized and billed on a monthly basis, which is the period over which the service is performed and the performance obligation is met, as a percentage of the value of the customer's assets held in custody (calculated daily or monthly).

Servicing and other fees from HSBC affiliates We receive fees from other HSBC affiliates for providing them with various banking, wealth management, trading and other miscellaneous services as well as support for certain administrative and global business activities. These fees are reported in servicing and other fees from HSBC affiliates and are typically recognized and billed on a monthly basis over the period the service is performed or for some fees that are transaction based, at the point in time the transaction occurs, which is when the performance obligation is met. See Note 24, "Related Party Transactions," for additional information regarding the various services provided and other transactions with HSBC affiliates.

Insurance We earn commissions from the sale of third-party insurance policies which are typically recognized on a weekly or monthly basis, when the policy goes into effect which is when the performance obligation is met.

Deferred Fee Income

Information related to deferred fee income on loan commitments, revolving credit facilities and standby letters of credit is included in Note 28, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," and Note 29, "Fair Value Measurements." Excluding these items, we had deferred fee income related to certain account service fees that are paid upfront and recognized over the service period and annual fees on credit cards which collectively was \$ 3 million at both December 31, 2024 and 2023. We expect to recognize this revenue over a remaining period of one year or less.

We do not use significant judgments in the determination of the amount and timing of fee income from contracts with customers. Additionally, costs to obtain or fulfill contracts with customers were immaterial.

24.
Related Party Transactions

In the normal course of business, we conduct transactions with HSBC and its subsidiaries. HSBC policy requires that these transactions occur at prevailing market rates and terms and, where applicable, these transactions are compliant with United States banking regulations. All extensions of credit by (and certain credit exposures of) HSBC Bank USA to other HSBC affiliates (other than FDIC insured banks) are legally required to be secured by eligible collateral.

The following tables and discussions below present the more significant related party balances and the income (expense) generated by related party transactions:

At December 31,	2024	2023
	(in millions)	
Assets:		
Cash and due from banks	\$ 188	\$ 133
Interest bearing deposits with banks	4	90
Securities purchased under agreements to resell ⁽¹⁾	405	406
Trading assets	120	57
Loans	5,449	2,618
Other ⁽²⁾	468	491
Total assets	\$ 6,634	\$ 3,795
Liabilities:		
Deposits	\$ 8,351	\$ 9,110
Trading liabilities	77	321
Short-term borrowings	1,549	1,014
Long-term debt	8,388	6,511
Other ⁽²⁾	252	331
Total liabilities	\$ 18,617	\$ 17,287

⁽¹⁾ Reflects purchases of securities under which other HSBC affiliates have agreed to repurchase.

⁽²⁾ Other assets and other liabilities primarily consist of derivative balances associated with hedging activities and other miscellaneous account receivables and payables. Other assets also includes receivables from HSBC Bank plc associated with certain client share repurchase transactions.

Year Ended December 31,	2024	2023	2022
	(in millions)		
Income (Expense):			
Interest income	\$ 247	\$ 223	\$ 116
Interest expense	(564)	(501)	(298)
Net interest expense	(317)	(278)	(182)
Trading revenue (expense)	(1,070)	(3,287)	1,753
Servicing and other fees from HSBC affiliates:			
HSBC Bank plc	209	180	190
HSBC Markets (USA) Inc. ("HMUS")	102	81	76
Other HSBC affiliates	74	66	77
Total servicing and other fees from HSBC affiliates	385	327	343
Gain (loss) on instruments designated at fair value and related derivatives	222	936	(1,256)
Support services from HSBC affiliates:			
HTSU	(942)	(952)	(1,018)
HMUS	(233)	(230)	(191)
Other HSBC affiliates	(495)	(489)	(553)
Total support services from HSBC affiliates	(1,670)	(1,671)	(1,762)
Rental income from HSBC affiliates ⁽¹⁾	50	33	39
Stock based compensation expense ⁽²⁾	(28)	(19)	(15)

⁽¹⁾ We receive rental income from our affiliates for certain office space, which is recorded as a component of occupancy expense, net in our consolidated statement of income.

⁽²⁾ Employees may participate in one or more stock compensation plans sponsored by HSBC. These expenses are included in salaries and employee benefits in our consolidated statement of income. Certain employees are also eligible to participate in a defined benefit pension plan and other postretirement plans sponsored by HSBC North America which are discussed in Note 22, "Pension and Other Postretirement Benefits."

Funding Arrangements with HSBC Affiliates:

We use HSBC affiliates to fund a portion of our borrowing and liquidity needs. At December 31, 2024 and 2023, long-term debt with affiliates reflected \$8.4 billion and \$6.5 billion, respectively, of borrowings from HSBC North America. The outstanding balance includes:

- \$2.0 billion of fixed-rate senior debt which matures in June 2025;
- \$2.0 billion of fixed-rate senior debt which matures in September 2025;
- \$0.5 billion of fixed-rate senior debt which matures in December 2027;
- \$0.5 billion of fixed-rate senior debt which matures in December 2028;
- \$1.5 billion of fixed-rate senior debt which matures in June 2030;
- \$0.3 billion of fixed-rate senior debt which was issued during the third quarter of 2024 and matures in September 2029; and
- \$1.6 billion of fixed-rate senior debt consisting of seven equal borrowings which were issued during the fourth quarter of 2024 and mature in annual increments from November 2025 to November 2031.

We have a \$4.0 billion uncommitted line of credit with HSBC North America. The available borrowing capacity under this facility is fungible between HSBC USA, HSBC Securities (USA) Inc. ("HSI") and HSBC North America, but total borrowings cannot collectively exceed \$4.0 billion at any time. We had no outstanding borrowing under this credit facility at either December 31, 2024 or 2023.

We also incur short-term borrowings with certain affiliates. In addition, certain affiliates have placed deposits with us.

Lending and Derivative Related Arrangements Extended to HSBC Affiliates:

At December 31, 2024 and 2023, we had the following loan balances outstanding with HSBC affiliates:

At December 31,	2024	2023
	(in millions)	
HMUS and subsidiaries	\$ 2,013	\$ 1,318
HSBC North America	3,000	1,300
Other short-term affiliate lending	436	-
Total loans	\$ 5,449	\$ 2,618

HMUS and subsidiaries We have extended loans and lines of credit, some of them uncommitted, to HMUS and its subsidiaries in the amount of \$14.3 billion and \$13.3 billion at December 31, 2024 and 2023, respectively, of which \$2.0 billion and \$1.3 billion, respectively, was outstanding. The maturities of the outstanding balances range from overnight to one month. Each borrowing is re-evaluated prior to its maturity date and either extended or allowed to mature.

HSBC North America Under the \$4.0 billion uncommitted fungible line of credit with HSBC North America as discussed above, there was \$3.0 billion and \$1.3 billion outstanding at December 31, 2024 and 2023, respectively. The outstanding balance includes \$1.4 billion that matures in the first quarter of 2025 and \$1.6 billion that matures in the second quarter of 2025.

We have extended lines of credit to various other HSBC affiliates totaling \$3.5 billion which did not have any outstanding balances at either December 31, 2024 or 2023.

Other short-term affiliate lending In addition to loans and lines extended to affiliates discussed above, from time to time we may extend loans to affiliates which are generally short term in nature. At December 31, 2024 and 2023, there were \$436 million and nil, respectively, of these loans outstanding.

Derivative contracts As part of a global HSBC strategy to offset interest rate or other market risks associated with certain securities, debt issues and derivative contracts with unaffiliated third parties, we routinely enter into derivative transactions with HSBC Bank plc and other HSBC affiliates. The notional value of derivative contracts related to these transactions was approximately \$735.5 billion and \$719.6 billion at December 31, 2024 and 2023, respectively. The net credit exposure (defined as the net fair value of derivative assets and liabilities, including any collateral received) related to the contracts was approximately \$126 million and \$29 million at December 31, 2024 and 2023, respectively. We account for these transactions on a mark to market basis, with the change in value of contracts with HSBC affiliates substantially offset by the change in value of related contracts entered into with unaffiliated third parties.

Services Provided Between HSBC Affiliates:

Under multiple service level agreements, we provide services to and receive services from various HSBC affiliates. The following summarizes these activities:

- HSBC North America's technology and support services, including risk management, compliance, operations, finance, tax, legal, human resources, corporate affairs and other shared services, are centralized within HTSU. HTSU also provides certain item processing and statement processing activities to us. The fees we pay HTSU for the centralized support services and processing activities are included in support services from HSBC affiliates. We also receive fees from HTSU for providing certain administrative services to them. The fees we receive from HTSU are included in servicing and other fees from HSBC affiliates. In certain cases, for facilities used by HTSU, we may guarantee their performance under the lease agreements.
- We use other subsidiaries of HSBC, including HSBC Global Services Limited an HSBC subsidiary located outside of the United States, to provide various support services to our operations, including among other areas, information technology, software development, customer service, collection, risk management and accounting. The expenses related to these services are included in support services from HSBC affiliates.
- We utilize HSI, a subsidiary of HMUS, for broker dealer, debt underwriting, customer referrals, loan syndication and other treasury and traded markets related services, pursuant to service level agreements. Debt underwriting fees charged by HSI are deferred as a reduction of long-term debt and amortized to interest expense over the life of the related debt. Fees charged by HSI for the other services are included in support services from HSBC affiliates. We also receive fees from HSI for providing certain wealth management services to them. The fees we receive from HSI are included in servicing and other fees from HSBC affiliates.
- We receive fees from other subsidiaries of HSBC, including HSBC Bank plc, for providing them with banking, trading and other miscellaneous services as well as support for certain administrative and global business activities. These fees are reported in servicing and other fees from HSBC affiliates.

Other Transactions with HSBC Affiliates:

At both December 31, 2024 and 2023, we had \$265 million of non-cumulative preferred stock issued and outstanding to HSBC North America. See Note 19, "Preferred Stock," for additional details.

During 2024, we paid dividends on our common stock of \$100 million from retained earnings to HSBC North America. See Note 26, "Retained Earnings and Regulatory Capital Requirements," for additional details.

25.**Business Segments**

We have distinct businesses, which are aligned with HSBC's business strategy: Wealth and Personal Banking ("WPB"), Commercial Banking ("CMB") and Global Banking and Markets ("GBM"). These businesses and a Corporate Center ("CC") serve as our reportable segments with the exception of GBM. Our GBM business is comprised of

three distinct operating segments: Global Banking ("GB"), Markets and Securities Services ("MSS"), and Global Banking and Markets Other ("GBM Other"), which are separately reported. There have been no changes in the basis of our segmentation as compared with the presentation in our Annual Report on Form 10-K for the year ended December 31, 2023 ("2023 Form 10-K").

Net interest income of each segment represents the difference between actual interest earned on assets and interest incurred on liabilities of the segment, adjusted for a funding charge or credit that includes both interest rate and liquidity components. Segments are charged a cost to fund assets (e.g., customer loans) and receive a funding credit for funds provided (e.g., customer deposits) based on equivalent market rates that incorporate both repricing (interest rate risk) and tenor (liquidity) characteristics. Net funding charges associated with MSS trading activities are reported within other operating income to align with the trading revenue generated by such activities. These net funding charges are reversed back into net interest income in the CC. The objective of these charges/credits is to transfer interest rate risk to one centralized unit in Markets Treasury. Markets Treasury income statement and balance sheet results are allocated to each of the global businesses based upon tangible equity levels and levels of any surplus liabilities.

Certain other revenue and operating expense amounts are also apportioned among the business segments based upon the benefits derived from the activity or the relationship of the activity to other segment activity. These inter-segment transactions have not been eliminated, and we generally account for them as if they were with third parties.

As a wholly-owned subsidiary, a significant portion of our operating expenses is allocated to us and relates to services that we receive from other HSBC affiliates which are discussed further in Note 24, "Related Party Transactions." As a result, our segment-level information that is regularly provided to the chief operating decision maker breaks down operating expenses into two categories: (a) direct costs, which include salaries and employee benefits, occupancy expense, equipment and software, marketing, outside services, professional fees, deposit insurance assessment fees, expense related to legal matters, and other miscellaneous expenses that the segments directly incur, and (b) indirect costs, which primarily include allocated support service costs from HTSU and other HSBC affiliates. In addition, certain corporate function activities which are reported in direct costs in the CC are allocated from the CC to the other business segments within indirect costs, including the reversal of impairment charges recorded in 2023 related to capitalized software and leasehold improvements which were previously impaired and written-off as discussed below. In 2022, indirect costs in the CC also included allocated costs related to the delivery of our Restructuring Plan from HTSU and other HSBC affiliates, primarily support service project costs and severance costs.

Our segment results are presented in accordance with HSBC Group accounting and reporting policies, which apply IFRSs as issued by the IASB. As a result, our segment results are prepared and presented using financial information prepared on the Group Reporting Basis. We continue, however, to monitor capital adequacy and report to regulatory agencies on a U.S. GAAP basis. Our Chief Executive Officer, who is the chief operating decision maker, primarily uses segment profit (loss) before income tax under the Group Reporting Basis in monitoring and assessing segment performance, evaluating trends, and deciding how to allocate resources, such as employees.

There have been no changes in the measurement of segment profit as compared with the presentation in our 2023 Form 10-K.

In October 2024, HSBC announced that it was simplifying the HSBC Group's organizational structure effective January 1, 2025 to accelerate delivery against its strategic priorities. As a result, beginning in the first quarter of 2025, we will combine our CMB and GBM businesses to create a single Corporate and Institutional Banking ("CIB") business, and we will rename our WPB business International Wealth and Premier Banking ("IWPB"). Therefore, we expect CIB and IWPB along with the CC will be our reportable segments beginning in the first quarter of 2025.

A summary of significant differences between U.S. GAAP and the Group Reporting Basis as they impact our results is presented below:

Net Interest Income

Leases - Under the Group Reporting Basis, all leases are recognized as financing arrangements with interest expense on the lease liability recognized separately from depreciation of the ROU asset, which generally results in a front-loaded pattern of total lease expense. Under U.S. GAAP, expense on operating leases is generally recognized on a straight-line basis in operating expenses.

Loan origination - The scope of loan origination costs deferred is more stringent under the Group Reporting Basis and generally results in lower costs being deferred than permitted under U.S. GAAP. In addition, deferred loan origination fees, costs and loan premiums are generally amortized to earnings based on the expected life of the loan under the Group Reporting Basis as part of the effective interest calculation, while under U.S. GAAP, they are generally amortized to earnings based on either a contractual or expected life basis. In the case of credit cards, while under the Group Reporting Basis deferred costs are amortized over the expected life of the credit card relationship, they are amortized over a shorter period of one year under U.S. GAAP.

Deposit incentives - Under the Group Reporting Basis, costs associated with cash back incentives offered on customer deposits are deferred and amortized to interest expense over the incentive period, while under U.S. GAAP, such costs are recognized immediately in operating expenses.

Other Operating Income (Total Other Revenues)

Loans held for sale - For loans transferred to held for sale subsequent to origination, the Group Reporting Basis requires these loans to be reported separately on the balance sheet when certain criteria are met which are generally more stringent than those under U.S. GAAP, but does not change the recognition and measurement criteria. Accordingly, for the Group Reporting Basis, such loans continue to be accounted for and credit losses continue to be measured in accordance with IFRS 9, "Financial Instruments," with any gain or loss recorded at the time of sale. U.S. GAAP requires loans that meet the held for sale classification requirements be transferred to a held for sale category and subsequently measured at the lower of amortized cost or fair value. The existing allowance for credit losses at the time of transfer is recognized as a charge-off to the extent fair value is less than amortized cost and attributable to credit, with any remaining allowance for credit losses released to the provision for credit losses. Under U.S. GAAP, the component of the lower of amortized cost or fair value adjustment upon transfer to held for sale related to credit risk is recorded in provision for credit losses while the component related to interest rates and liquidity factors is recorded in other revenues. Changes in the lower of amortized cost or fair value after the initial transfer to held for sale are recorded in other revenues to the extent permissible.

For loans originated with the intent to sell, the Group Reporting Basis requires these loans to be classified as trading assets and recorded at their fair value, with gains and losses recorded in trading revenue. Under U.S. GAAP, such loans are classified as loans held for sale and, with the exception of certain loans accounted for under FVO accounting, are recorded at the lower of amortized cost or fair value, with changes in the lower of amortized cost or fair value adjustment recorded in other revenues to the extent permissible.

Renewable energy tax credit investments - Under the Group Reporting Basis, the amortization of our investment balance is presented in income tax expense, while under U.S. GAAP, the amortization of our investment balance is presented in other revenues.

Gain on transfer of precious metals trading client relationships to an affiliate - In 2023, our MSS business segment entered into an agreement to refer transactions related to all future precious metals trading and financing activities associated with our Global Banking clients to HSBC Bank plc. Under the Group Reporting Basis, a gain on transfer of client relationships is required to be recognized in earnings, regardless of whether the transfer is to a third party or related party. Under U.S. GAAP, when a transfer of client relationships is between affiliates under common control, the gain is reflected as a capital transaction and recorded in common equity as a component of additional paid-in capital.

Expected Credit Losses (Provision for Credit Losses)

Expected credit losses - Under U.S. GAAP, we maintain an allowance for credit losses that reflects our estimate of lifetime ECL. However, under the Group Reporting Basis only financial assets which are considered to have experienced a significant increase in credit risk ("stage 2") or for which there is objective evidence of impairment ("stage 3") require an allowance based on lifetime ECL. Under the Group Reporting Basis, financial assets at initial recognition and which have not experienced a significant increase in credit risk since initial recognition are considered to be in "stage 1" and only require an allowance based on expected credit losses resulting from default events that are possible within the next 12 months ("12-month ECL"). Under the Group Reporting Basis, a majority of our loans are considered to be in stage 1 and only a 12-month ECL is recorded.

Primarily as a result of this difference, the allowance for credit losses is higher under U.S. GAAP than under the Group Reporting Basis.

In addition to the differences discussed above, under the Group Reporting Basis, the allowance for credit losses includes estimated expected credit losses arising from expected future draws on unused credit card lines, while under U.S. GAAP, unused credit card lines are considered unconditionally cancellable and expected future draws are not reserved for.

Loans held for sale - As discussed more fully above under "Other Operating Income (Total Other Revenues)," under U.S. GAAP for loans that are transferred to held for sale, the existing allowance for credit losses at the time of transfer is recognized as a charge-off or released to the provision for credit losses. There is no similar requirement under the Group Reporting Basis.

Operating Expenses

Other long-lived assets - A long-lived asset group is tested for impairment when events or changes in circumstances indicate that the carrying amount of a long-lived asset group might not be recoverable. Under U.S. GAAP, if the estimated undiscounted cash flows of the long-lived asset group exceed its carrying amount, an impairment is not recognized. However, if the estimated undiscounted cash flows are less than the carrying amount of the long-lived asset group, a second step is performed to determine fair value and an impairment loss is required if the carrying amount of the long-lived asset group exceeds fair value. Under the Group Reporting Basis, there is no separate undiscounted cash flow test and an impairment loss is recognized if the carrying amount of the cash generating unit exceeds the higher of its value in use or fair value less costs to sell. In 2020, we recorded an impairment charge under the Group Reporting Basis related to the write-off of all the capitalized software and a portion of the leasehold improvements associated with our WPB business segment. Under U.S. GAAP, the estimated undiscounted cash flows of the long-lived asset group exceeded its carrying amount and no impairment charge was required. Subsequent to recognition of the impairment charge in 2020, expenditures for software development and newly completed leasehold improvements in our WPB business segment were capitalized and amortized over their useful lives under U.S. GAAP, but not under the Group Reporting Basis. Consequently, the carrying amounts of capitalized software and leasehold improvements were higher under U.S. GAAP than under the Group Reporting Basis and, as a result, corresponding amortization expense was higher under U.S. GAAP.

In 2023, we recorded a reversal of \$149 million of impairment charges under the Group Reporting Basis related to capitalized software and leasehold improvements primarily associated with our WPB business segment which were previously impaired and written-off as discussed above. During 2023, we determined that the cash generating unit was no longer impaired under the Group Reporting Basis and that its estimated fair value exceeded its carrying value, which resulted in the re-establishment of these assets at their recoverable amount net of amortization that would have been recorded had no impairment loss been recognized and excluding any assets that had since been sold. During 2023, we also recorded \$

22 million of lease related impairment charges under U.S. GAAP primarily associated with the exit of certain office space, while under the Group Reporting Basis, impairment was recognized when we committed to vacate the space in 2022.

Leases - As discussed more fully above under "Net Interest Income," all leases are recognized as financing arrangements under the Group Reporting Basis with interest expense on the lease liability recognized separately from depreciation of the ROU asset. Under U.S. GAAP, expense on operating leases is generally recognized on a straight-line basis in operating expenses.

Loan origination - As discussed more fully above under "Net Interest Income," loan origination cost deferrals are more stringent under the Group Reporting Basis and generally result in lower costs being deferred than permitted under U.S. GAAP.

Deposit incentives - As discussed more fully above under "Net Interest Income," incentive costs on customer deposits are deferred and amortized to interest expense under the Group Reporting Basis, while under U.S. GAAP, such costs are recognized immediately in operating expenses.

Litigation expense - Under U.S. GAAP, litigation accruals are recorded when it is probable a liability has been incurred and the amount is reasonably estimable. Under the Group Reporting Basis, a present obligation and a probable outflow of economic benefits must exist for an accrual to be recorded. This may create differences in the timing of accrual recognition between the Group Reporting Basis and U.S. GAAP. Additionally, under the Group Reporting Basis, legal costs to defend litigation are accrued at the time that a liability is recorded for the related litigation, while under U.S. GAAP, these costs are recognized as services are performed.

Assets

Derivatives - Under U.S. GAAP, derivative receivables and payables with the same counterparty may be reported on a net basis in the balance sheet when there is a legally enforceable netting agreement in place. In addition, under U.S. GAAP, fair value amounts recognized for the obligation to return cash collateral received or the right to reclaim cash collateral paid are offset against the fair value of derivative instruments. Under the Group Reporting Basis, these agreements do not necessarily meet the requirements for offset, and therefore such derivative receivables and payables are presented gross on the balance sheet.

Loans - As discussed more fully above under "Other Operating Income (Total Other Revenues)," on a Group Reporting Basis, loans designated as held for sale at the time of origination and accrued interest are classified as trading assets. In addition, the accounting requirements governing when loans previously held for investment are transferred to a held for sale category are more stringent under the Group Reporting Basis than under U.S. GAAP which results in loans generally being reported as held for sale later than under U.S. GAAP.

Precious metal loans - Under U.S. GAAP, precious metals leased or loaned to customers are reclassified from trading precious metals into loans and interest is accrued, while under the Group Reporting Basis, precious metals leased or loaned to customers continue to be part of the precious metal inventory recorded in other assets and are carried at fair value.

Loan allowance - As discussed more fully above under "Expected Credit Losses (Provision for Credit Losses)," under U.S. GAAP, the allowance for credit losses is recognized based on lifetime ECL, while under the Group Reporting Basis, financial assets at initial recognition and which have not experienced a significant increase in credit risk since initial recognition only require an allowance based on 12-month ECL.

Other long-lived assets - As discussed more fully above under "Operating Expenses," we previously recorded impairment charges under the Group Reporting Basis and, as a result, the carrying amounts of capitalized software and leasehold improvements were higher under U.S. GAAP than under the Group Reporting Basis. Under the Group Reporting Basis, an impairment loss is recognized if the carrying amount of the cash generating unit exceeds the higher of its value in use or fair value less costs to sell, while under U.S. GAAP, if the estimated undiscounted cash flows of the long-lived asset group exceed its carrying amount, an impairment is not recognized. During 2023, we determined that the cash generating unit was no longer impaired under the Group Reporting Basis, which resulted in the re-establishment of these assets at their recoverable amount.

Goodwill - The Group Reporting Basis and U.S. GAAP require goodwill to be tested for impairment at least annually, or more frequently if circumstances indicate that goodwill may be impaired. Under the Group Reporting Basis, goodwill was amortized until 2005, however goodwill was amortized under U.S. GAAP until 2002, which resulted in a lower carrying amount of goodwill under the Group Reporting Basis. Methods, assumptions and reporting groups used to calculate impairment under the Group Reporting Basis may differ locally from that utilized by HSBC.

The following table summarizes the results for each segment on a Group Reporting Basis, as well as provides a reconciliation of total results under the Group Reporting Basis to U.S. GAAP consolidated totals:

	Group Reporting Basis Consolidated Amounts							Group Reporting Basis Adjustments ⁽¹⁾	Group Reporting Basis Reclassifications ⁽²⁾	U.S. GAAP Consolidated Totals
	GBM									
	WPB	CMB	GB	MSS	GBM Other	CC	Total			
	(in millions)									
Year Ended December 31, 2024										
Net interest income (expense)	\$ 708	\$ 1,195	\$ 517	\$ 42	\$ 29	\$ (647)	\$ 1,844	\$ 27	\$ (104)	\$ 1,767
Other operating income	207	286	384	353	28	644	1,902	(11)	139	2,030
Total operating income (expense)	915	1,481	901	395	57	(3)	3,746	16	35	3,797
Expected credit losses / provision for credit losses	(2)	78	6	-	(1)	-	81	(31)	-	50
	917	1,403	895	395	58	(3)	3,665	47	35	3,747
Operating expenses:										
Direct Costs	387	298	47	77	5	170	984	N/A	N/A	N/A
Indirect Costs	408	451	481	237	93	(9)	1,661	N/A	N/A	N/A
Total operating expenses	795	749	528	314	98	161	2,645	20	35	2,700
Profit (loss) before income tax	\$ 122	\$ 654	\$ 367	\$ 81	\$ (40)	\$ (164)	\$ 1,020	\$ 27	\$ -	\$ 1,047
Balances at end of period:										
Total assets	\$ 39,991	\$ 55,607	\$ 9,658	\$ 41,213	\$ 40,063	\$ 3,846	\$ 190,378	\$ (19,647)	\$ -	\$ 170,731
Total loans, net	26,873	23,351	9,429	87	840	-	60,580	(385)	2,021	62,216
Goodwill	-	358	-	-	-	-	358	100	-	458
Total deposits	26,676	44,192	41,159	1,419	648	-	114,094	(2,944)	12,200	123,350

	Group Reporting Basis Consolidated Amounts									
	GBM									
	WPB	CMB	GB	MSS	GBM Other	CC	Total	Group Reporting Basis Adjustments ⁽¹⁾	Group Reporting Basis Reclassifications ⁽²⁾	U.S. GAAP Consolidated Totals
	(in millions)									
Year Ended December 31, 2023										
Net interest income (expense)	\$ 757	\$ 1,144	\$ 497	\$ 44	\$ (14)	\$ (506)	\$ 1,922	\$ 9	\$ (226)	\$ 1,705
Other operating income (expense)	118	184	282	336	(24)	503	1,399	(25)	278	1,652
Total operating income (expense)	875	1,328	779	380	(38)	(3)	3,321	(16)	52	3,357
Expected credit losses / provision for credit losses	3	63	29	-	(1)	-	94	(49)	-	45
	872	1,265	750	380	(37)	(3)	3,227	33	52	3,312
Operating expenses:										
Direct Costs	311	280	45	88	5	194	923	N/A	N/A	N/A
Indirect Costs	291	395	529	192	69	170	1,646	N/A	N/A	N/A
Total operating expenses	602	675	574	280	74	364	2,569	203	52	2,824
Profit (loss) before income tax	\$ 270	\$ 590	\$ 176	\$ 100	\$ (111)	\$ (367)	\$ 658	\$ (170)	\$ -	\$ 488
Balances at end of period:										
Total assets	\$ 44,031	\$ 52,484	\$ 10,231	\$ 38,811	\$ 37,158	\$ 2,863	\$ 185,578	\$ (17,340)	\$ -	\$ 168,238
Total loans, net	23,894	23,076	9,796	64	130	-	56,960	(1,056)	2,492	58,396
Goodwill	-	358	-	-	-	-	358	100	-	458
Total deposits	29,611	43,667	40,166	767	2,681	-	116,892	(1,799)	6,190	121,283
Year Ended December 31, 2022										
Net interest income (expense)	\$ 782	\$ 941	\$ 467	\$ 41	\$ 7	\$ (178)	\$ 2,060	\$ 4	\$ 5	\$ 2,069
Other operating income	298	287	339	418	86	182	1,610	(56)	41	1,595
Total operating income	1,080	1,228	806	459	93	4	3,670	(52)	46	3,664
Expected credit losses / provision for credit losses	(35)	22	31	-	2	-	20	134	-	154
	1,115	1,206	775	459	91	4	3,650	(186)	46	3,510
Operating expenses:										
Direct Costs	494	224	41	84	22	123	988	N/A	N/A	N/A
Indirect Costs	369	362	442	202	89	273	1,737	N/A	N/A	N/A
Total operating expenses	863	586	483	286	111	396	2,725	14	46	2,785
Profit (loss) before income tax	\$ 252	\$ 620	\$ 292	\$ 173	\$ (20)	\$ (392)	\$ 925	\$ (200)	\$ -	\$ 725
Balances at end of period:										
Total assets	\$ 42,141	\$ 49,020	\$ 10,102	\$ 43,410	\$ 37,170	\$ 2,628	\$ 184,471	\$ (19,816)	\$ -	\$ 164,655
Total loans, net	22,647	24,565	9,498	203	278	-	57,191	(1,059)	2,664	58,796
Goodwill	-	358	-	-	-	-	358	100	-	458
Total deposits	32,542	41,268	40,865	1,131	1,627	-	117,433	(2,665)	8,455	123,222

N/A Not Applicable

⁽¹⁾ Represents adjustments associated with differences between U.S. GAAP and the Group Reporting Basis. These adjustments, which are more fully described above, consist of the following:

	Net Interest Income	Other Revenues	Provision for Credit Losses	Total Operating Expenses	Profit Before Income Tax	Total Assets
(in millions)						
December 31, 2024						
incentives Deposit	\$ 6	\$ -	\$ -	\$ 10	\$ (4)	\$ 3
Derivatives	-	-	-	-	-	(19,599)
Expected credit losses	-	-	(28)	-	28	(156)
Goodwill	-	-	-	-	-	100
Leases	25	-	-	28	(3)	6
Loan origination	(8)	-	-	(17)	9	45
Loans held for sale	3	-	(3)	-	6	(14)
Other long-lived assets	-	-	-	(3)	3	(14)
Renewable energy tax credit investments	-	(15)	-	-	(15)	-
Other	1	4	-	2	3	(18)
Total adjustments	\$ 27	\$ (11)	\$ (31)	\$ 20	\$ 27	\$ (19,647)
December 31, 2023						
incentives Deposit	\$ 6	\$ -	\$ -	\$ -	\$ 6	\$ 2
Derivatives	-	-	-	-	-	(17,485)
Expected credit losses	-	-	(45)	-	45	(224)
Gain on transfer of precious metals trading client relationships to an affiliate	-	(10)	-	-	(10)	-
Goodwill	-	-	-	-	-	100
Leases	5	-	-	8	(3)	8
Loan origination	(7)	-	-	(10)	3	24
Loans held for sale	4	(3)	(4)	-	5	26
Other long-lived assets	-	-	-	202	(202)	(15)
Renewable energy tax credit investments	-	(12)	-	-	(12)	-
Other	1	-	-	3	(2)	(17)
Total adjustments	\$ 9	\$ (25)	\$ (49)	\$ 203	\$ (170)	\$ (17,581)
December 31, 2022						
incentives Deposit	\$ 7	\$ -	\$ -	\$ 2	\$ 5	\$ 3
Derivatives	-	-	-	-	-	(19,842)
Expected credit losses	-	-	153	-	(153)	(258)
Goodwill	-	-	-	-	-	100
Leases	5	-	-	9	(4)	10
Loan origination	(14)	-	-	(12)	(2)	22
Loans held for sale	5	(40)	(19)	9	(25)	35
Other long-lived assets	-	-	-	(8)	8	131
Renewable energy tax credit investments	-	(25)	-	-	(25)	-
Other	1	9	-	14	(4)	(17)
Total adjustments	\$ 4	\$ (56)	\$ 134	\$ 14	\$ (200)	\$ (19,816)

⁽²⁾ Represents differences in financial statement presentation between U.S. GAAP and the Group Reporting Basis.

26.

Retained Earnings and Regulatory Capital Requirements

Bank dividends are one of the sources of funds used for payment of shareholder dividends and other HSBC USA cash needs. Approval from the Office of the Comptroller of the Currency ("OCC") is required if the total of all dividends HSBC Bank USA declares in any year exceeds the cumulative net income for that year, combined with the net income for the two preceding years reduced by dividends attributable to those years. OCC approval also is required for a reduction of permanent capital of HSBC Bank USA. Under a separate restriction, payment of dividends is prohibited in amounts greater than undivided profits then on hand, after deducting actual losses and bad debts. Bad debts are debts due and unpaid for a period of six months unless well secured, as defined, and in the process of collection.

We are subject to regulatory capital rules issued by U.S. banking regulators including Basel III (the "Basel III rule"). A bank or bank holding company's failure to meet minimum capital requirements can result in certain mandatory actions and possibly additional discretionary actions by its regulators.

The following table summarizes the capital amounts and ratios of HSBC USA and HSBC Bank USA, calculated in accordance with the Basel III rule at December 31, 2024 and 2023:

	December 31, 2024			December 31, 2023		
	Capital Amount	Well-Capitalized Ratio ⁽¹⁾	Actual Ratio	Capital Amount	Well-Capitalized Ratio ⁽¹⁾	Actual Ratio
(dollars are in millions)						
Common equity Tier 1 ratio:						
HSBC USA	\$ 13,508	4.5 % ⁽²⁾	13.6 %	\$ 12,822	4.5 % ⁽²⁾	13.0 %
HSBC Bank USA	15,504	6.5	16.4	15,407	6.5	16.1
Tier 1 capital ratio:						
HSBC USA	13,773	6.0	13.8	13,087	6.0	13.3
HSBC Bank USA	17,004	8.0	18.0	16,907	8.0	17.7
Total capital ratio:						
HSBC USA	16,111	10.0	16.2	15,452	10.0	15.7
HSBC Bank USA	19,035	10.0	20.2	19,024	10.0	19.9
Tier 1 leverage ratio:						
HSBC USA	13,773	4.0 ⁽²⁾	8.0	13,087	4.0 ⁽²⁾	7.7
HSBC Bank USA	17,004	5.0	10.2	16,907	5.0	10.2
Risk-weighted assets: ⁽³⁾						
HSBC USA	99,462			98,450		
HSBC Bank USA	94,334			95,455		
Adjusted quarterly average assets: ⁽⁴⁾						
HSBC USA	173,041			170,527		
HSBC Bank USA	167,348			166,526		

⁽¹⁾ HSBC USA and HSBC Bank USA are categorized as "well-capitalized," as defined by their principal regulators. To be categorized as well-capitalized under regulatory guidelines, a banking institution must maintain capital equal to or in excess of the ratios reflected in the above table, and must not be subject to a directive, order, or written agreement to meet and maintain specific capital levels.

⁽²⁾ There are no common equity Tier 1 or Tier 1 leverage ratio components in the definition of a well-capitalized bank holding company. The ratios shown are the regulatory minimums.

⁽³⁾ Calculated using the Standardized Approach.

⁽⁴⁾ Represents the Tier 1 leverage ratio denominator which reflects quarterly average assets adjusted for amounts permitted to be deducted from Tier 1 capital.

During 2024, HSBC USA did not receive any cash capital contributions from its parent, HSBC North America, and did not make any capital contributions to its subsidiary, HSBC Bank USA.

During 2024, HSBC USA received common stock dividends of \$1.1 billion from its subsidiary, HSBC Bank USA, and paid dividends on its common stock of \$0.1 billion from retained earnings to its parent, HSBC North America.

27.

Variable Interest Entities

In the ordinary course of business, we have organized or invested in special purpose entities ("SPEs") primarily to facilitate our own and our clients' financing and investing needs. For disclosure purposes, we aggregate SPEs based on the purpose, risk characteristics and business activities of the SPEs. An SPE is a VIE if it lacks sufficient equity investment at risk to finance its activities without additional subordinated financial support or, as a group, the holders of the equity investment at risk lack either a) the power through voting or similar rights to direct the activities of the entity that most significantly impacts the entity's economic performance; or b) the obligation to absorb the entity's expected losses, the right to receive the expected residual returns, or both.

Variable Interest Entities We consolidate VIEs in which we hold a controlling financial interest as evidenced by the power to direct the activities of a VIE that most significantly impact its economic performance and the obligation to absorb losses of, or the right to receive benefits from, the VIE that could potentially be significant to the VIE and therefore are deemed to be the primary beneficiary. We take into account our entire involvement in a VIE (explicit or implicit) in identifying variable interests that individually or in the aggregate could be significant enough to warrant our designation as the primary beneficiary and hence require us to consolidate the VIE or otherwise require us to make appropriate disclosures. We consider our involvement to be potentially significant where we, among other things, (i) enter into derivative contracts to absorb the risks and benefits from the VIE or from the assets held by the VIE; (ii) provide a financial guarantee that covers assets held or liabilities issued by a VIE; (iii) sponsor the VIE in that we design, organize and structure the transaction; and (iv) retain a financial or servicing interest in the VIE.

We are required to evaluate whether to consolidate a VIE when we first become involved and on an ongoing basis. In almost all cases, a qualitative analysis of our involvement in the entity provides sufficient evidence to determine whether we are the primary beneficiary. In rare cases, a more detailed analysis to quantify the extent of variability to be absorbed by each variable interest holder is required to determine the primary beneficiary.

Consolidated VIEs

The following table summarizes assets and liabilities related to our consolidated VIEs at December 31, 2024 and 2023 which are consolidated on our balance sheet. Assets and liabilities exclude intercompany balances that eliminate in consolidation.

	December 31, 2024		December 31, 2023	
	Consolidated Assets	Consolidated Liabilities	Consolidated Assets	Consolidated Liabilities
	(in millions)			
Low income housing limited liability partnership:				
Other assets	\$ 11	\$ -	\$ 23	\$ -
Interest, taxes and other liabilities	-	4	-	17
Total	<u>\$ 11</u>	<u>\$ 4</u>	<u>\$ 23</u>	<u>\$ 17</u>

Low income housing limited liability partnership In 2009, all low income housing investments held by us at the time were transferred to a limited liability partnership ("LLP"). The LLP was created in order to ensure the utilization of future tax benefits from these low income housing tax projects. The LLP was deemed to be a VIE because it does not have sufficient equity investment at risk to finance its activities. Upon entering into this transaction, we concluded that we were the primary beneficiary of the LLP due to the nature of our continuing involvement and, as a result, we consolidate the LLP and report the assets of the LLP in other assets on our consolidated balance sheet. The investments held by the LLP represent equity investments in the underlying low income housing partnerships. The LLP does not consolidate the underlying partnerships because it does not have the power to direct the activities of the partnerships that most significantly impact the economic performance of the partnerships.

We amortize our low income housing investments in proportion to the allocated tax benefits under the proportional amortization method and present the associated tax benefits net of investment amortization in income tax expense.

Unconsolidated VIEs We also have variable interests in other VIEs that are not consolidated because we are not the primary beneficiary. The following table provides additional information on these unconsolidated VIEs, including the variable interests held by us and our maximum exposure to loss arising from our involvement in these VIEs, at December 31, 2024 and 2023:

	Total Assets Held by Unconsolidated VIEs	Carrying Value of Variable Interests Held Reported as		Maximum Exposure to Loss
		Assets	Liabilities	
(in millions)				
At December 31, 2024				
Limited partnership investments	\$ 7,506	\$ 971	\$ 427	\$ 971
Asset-backed financing SPEs	1,047	645	-	650
Total	<u>\$ 8,553</u>	<u>\$ 1,616</u>	<u>\$ 427</u>	<u>\$ 1,621</u>
At December 31, 2023				
Limited partnership investments	\$ 6,718	\$ 793	\$ 327	\$ 793
Asset-backed financing SPEs	1,107	938	-	938
Total	<u>\$ 7,825</u>	<u>\$ 1,731</u>	<u>\$ 327</u>	<u>\$ 1,731</u>

Information on the types of VIEs with which we are involved, the nature of our involvement and the variable interests held in those entities is presented below.

Limited partnership investments We invest as a limited partner in partnerships that operate qualified affordable housing, renewable energy and community development projects. The returns of these investments are generated primarily from the tax benefits, including Federal tax credits and tax deductions from operating losses in the project companies. In addition, some of the investments help us comply with the Community Reinvestment Act. Certain limited partnership structures are considered to be VIEs because either (a) they do not have sufficient equity investment at risk or (b) the limited partners with equity at risk do not have substantive kick-out rights through voting rights or substantive participating rights over the general partner. As a limited partner, we are not the primary beneficiary of the VIEs and do not consolidate them. Our investments in these partnerships are recorded in other assets on the consolidated balance sheet. The maximum exposure to loss shown in the table above represents our recorded investments as well as any outstanding funding commitments extended to the partnerships.

Asset-backed financing SPEs In 2023 and 2021, we sold portfolios of commercial real estate loans and provided loans to the third-party buyer sponsored SPEs for portions of the purchase prices. The SPEs are asset-backed financing entities that issued residual beneficial interests to third-party investors. The loans we provided to the SPEs are senior to the residual beneficial interests and are secured by the commercial real estate loans held by the SPEs. The SPEs are VIEs in which we have variable interests through our ownership of the loans, which are arm's-length transactions. We do not have the power to direct the activities that most significantly impact the VIEs' economic performance. In addition, the VIEs are designed such that the residual interest holders absorb any expected loss and/or benefit that could be potentially significant to the VIEs and, therefore, we are not the primary beneficiaries. The maximum exposure to loss shown in the table above represents our recorded investments in the loans as well as any unfunded commitments without consideration of any recovery benefits from the value of the commercial real estate loans.

Third-party sponsored securitization entities We invest in asset-backed securities issued by third-party sponsored securitization entities which may be considered VIEs. The investments are transacted at arm's-length and decisions to invest are based on a credit analysis of the underlying collateral assets or the issuer. We are a passive investor in these issuers and do not have the power to direct the activities of these issuers. As such, we do not consolidate these securitization entities. Additionally, we do not have other involvements in servicing or managing the collateral assets or provide financial or liquidity support to these issuers which potentially give rise to risk of loss exposure. These investments are an integral part of the disclosure in Note 5, "Trading Assets and Liabilities," Note 6, "Securities," and Note 29, "Fair Value Measurements," and, therefore, are not disclosed in this note to avoid redundancy. Similarly, in the ordinary course of business, we also provide loans and loan commitments to third-party sponsored securitization entities which may be considered VIEs for which we generally have no other form of involvement. We do not have the power to direct the activities of these entities and do not consolidate these entities. These loans are reported and disclosed in Note 7, "Loans," in the same manner as all other loans.

In addition to the above, we have established and manage money market funds and non-money market mutual funds to provide customers with investment opportunities. As fund manager, we may be entitled to receive management fees based on the assets under management. We do not consolidate the funds because we do not absorb the majority of the expected future risk associated with the fund's assets, including interest rate, liquidity, credit and other relevant risks that are expected to affect the value of the assets.

28.

Guarantee Arrangements, Pledged Assets and Repurchase Agreements

Guarantee Arrangements As part of our normal operations, we enter into credit derivatives and various off-balance sheet guarantee arrangements with affiliates and third parties. These arrangements arise principally in connection with our lending and client intermediation activities and include standby letters of credit and certain credit derivative transactions. The contractual amounts of these arrangements represent our maximum possible credit exposure in the event that we are required to fulfill the maximum obligation under the contractual terms of the guarantee.

The following table presents total carrying value and contractual amounts of our sell protection credit derivatives and major off-balance sheet guarantee arrangements at December 31, 2024 and 2023. Following the table is a description of the various arrangements.

	December 31, 2024		December 31, 2023	
	Carrying Value	Notional / Maximum Exposure to Loss	Carrying Value	Notional / Maximum Exposure to Loss
	(in millions)			
Credit derivatives ⁽¹⁾⁽²⁾	\$ 191	\$ 6,827	\$ 54	\$ 2,992
Financial standby letters of credit, net of participations ⁽³⁾⁽⁴⁾	-	5,337	-	5,785
Performance standby letters of credit, net of participations ⁽³⁾⁽⁴⁾	-	3,264	-	3,320
Total	<u>\$ 191</u>	<u>\$ 15,428</u>	<u>\$ 54</u>	<u>\$ 12,097</u>

⁽¹⁾ Includes \$2,797 million and \$1,483 million of notional issued for the benefit of HSBC affiliates at December 31, 2024 and 2023, respectively.

⁽²⁾ For credit derivatives, the maximum loss is represented by the notional amounts without consideration of mitigating effects from collateral or recourse arrangements.

⁽³⁾ Includes \$1,590 million and \$2,080 million of both financial and performance standby letters of credit issued for the benefit of HSBC affiliates at December 31, 2024 and 2023, respectively.

⁽⁴⁾ For standby letters of credit, maximum loss represents losses to be recognized assuming the letters of credit have been fully drawn and the obligors have defaulted with zero recovery.

Credit-Risk Related Guarantees

Credit derivatives Credit derivatives are financial instruments that transfer the credit risk of a reference obligation from the credit protection buyer to the credit protection seller who is exposed to the credit risk without buying the reference obligation. We sell credit protection on underlying reference obligations (such as loans or securities) by entering into credit derivatives, primarily in the form of credit default swaps, with various institutions. We account for all credit derivatives at fair value. Where we sell credit protection to a counterparty that holds the reference obligation, the arrangement is effectively a financial guarantee on the reference obligation. Under a credit derivative contract, the credit protection seller will reimburse the credit protection buyer upon occurrence of a credit event (such as bankruptcy, insolvency, restructuring or failure to meet payment obligations when due) as defined in the derivative contract, in return for a periodic premium. Upon occurrence of a credit event, we will pay the counterparty the stated notional amount of the derivative contract and receive the underlying reference obligation. The recovery value of the reference obligation received could be significantly lower than its notional principal amount when a credit event occurs.

Certain derivative contracts are subject to master netting arrangements and related collateral agreements. A party to a derivative contract may demand that the counterparty post additional collateral in the event its net exposure exceeds certain predetermined limits and when the credit rating falls below a certain grade. We set the collateral requirements by counterparty such that the collateral covers various transactions and products, and is not allocated to specific individual contracts.

We manage our exposure to credit derivatives using a variety of risk mitigation strategies where we enter into offsetting hedge positions or transfer the economic risks, in part or in entirety, to investors through the issuance of structured credit products. We actively manage the credit and market risk exposure in the credit derivative portfolios on a net basis and, as such, retain no or a limited net position at any time. The following table summarizes our net credit derivative positions at December 31, 2024 and 2023:

	December 31, 2024		December 31, 2023	
	Carrying / Fair Value	Notional	Carrying / Fair Value	Notional
	(in millions)			
Sell-protection credit derivative positions	\$ 191	\$ 6,827	\$ 54	\$ 2,992
Buy-protection credit derivative positions	(116)	12,348	(196)	13,718
Net position ⁽¹⁾	\$ 75	\$ 5,521	\$ (142)	\$ 10,726

⁽¹⁾ Positions are presented net in the table above to provide a complete analysis of our risk exposure and depict the way we manage our credit derivative portfolio. The offset of the sell-protection credit derivatives against the buy-protection credit derivatives may not be legally binding in the absence of master netting agreements with the same counterparty. Furthermore, the credit loss triggering events for individual sell-protection credit derivatives may not be the same or occur in the same period as those of the buy-protection credit derivatives thereby not providing an exact offset.

Standby letters of credit A standby letter of credit is issued to a third party for the benefit of a client and is a guarantee that the client will perform or satisfy certain obligations under a contract. It irrevocably obligates us to pay a specified amount to the third-party beneficiary if the client fails to perform the contractual obligation. We issue two types of standby letters of credit: performance and financial. A performance standby letter of credit is issued where the client is required to perform some non-financial contractual obligation, such as the performance of a specific act, whereas a financial standby letter of credit is issued where the client's contractual obligation is of a financial nature, such as the repayment of a loan or debt instrument.

The issuance of a standby letter of credit is subject to our credit approval process and collateral requirements. We charge fees for issuing letters of credit commensurate with the client's credit evaluation and the nature of any collateral. Included in other liabilities are deferred fees on standby letters of credit amounting to \$53 million and \$49 million at December 31, 2024 and 2023, respectively. Also included in other liabilities is an allowance for credit losses on unfunded standby letters of credit of \$12 million and \$17 million at December 31, 2024 and 2023, respectively.

The following table summarizes the credit ratings related to guarantees including the ratings of counterparties against which we sold credit protection and financial standby letters of credit at December 31, 2024 as an indicative proxy of payment risk:

Notional/Contractual Amounts	Average Life (in years)	Credit Ratings of the Obligors		
		Investment Grade	Non-Investment Grade	Total
		(dollars are in millions)		
Sell-protection credit derivatives: ⁽¹⁾				
Single name credit default swaps	1.6	\$ 1,706	\$ 548	\$ 2,254
Index credit derivatives	4.2	3,470	1,103	4,573
Subtotal		5,176	1,651	6,827
Standby letters of credit ⁽²⁾	0.9	6,527	2,074	8,601
Total		\$ 11,703	\$ 3,725	\$ 15,428

⁽¹⁾ The credit ratings in the table represent external credit ratings for classification as investment grade and non-investment grade.

⁽²⁾ External ratings for most of the obligors are not available. Presented above are the internal credit ratings which are developed using similar methodologies and rating scale equivalent to external credit ratings for purposes of classification as investment grade and non-investment grade.

Our internal credit ratings are determined based on HSBC's risk rating systems and processes which assign a credit grade based on a scale which ranks the risk of default of a client. The credit grades are assigned and used for managing risk and determining level of credit exposure appetite based on the client's operating performance, liquidity, capital structure and debt service ability. In addition, we also incorporate subjective judgments into the risk rating process concerning such things as industry trends, comparison of performance to industry peers and perceived quality of management. We compare our internal risk ratings to outside external rating agency benchmarks, where possible, at the time of formal review and regularly monitor whether our risk ratings are comparable to the external ratings benchmark data.

A non-investment grade rating of a referenced obligor has a negative impact to the fair value of the credit derivative and increases the likelihood that we will be required to perform under the credit derivative contract. We employ market-based parameters and, where possible, use the observable credit spreads of the referenced obligors as measurement inputs in determining the fair value of the credit derivatives. We believe that such market parameters are more indicative of the current

status of payment/performance risk than external ratings by the rating agencies which may not be forward-looking in nature and, as a result, lag behind those market-based indicators.

Non Credit-Risk Related Guarantees and Other Arrangements

Visa covered litigation In 2008, we received Class B Shares as part of Visa's initial public offering ("IPO"). Pursuant to the IPO, we, along with all the other Class B shareholders, agreed to indemnify Visa for the claims and obligations arising from certain specific covered litigation. The Class B Shares were not eligible to be converted into publicly traded Class A common shares ("Class A Shares") until settlement of the covered litigation described in Note 30, "Litigation and Regulatory Matters". Accordingly, the Class B Shares were considered restricted and were only transferable under limited circumstances.

In 2016 and 2017, we sold substantially all of our Visa Class B Shares to a third party. Under the terms of the sale agreements, we entered into swap agreements with the purchaser to retain the litigation risk associated with the Class B Shares sold until the related litigation is settled and the Class B Shares could be converted into Class A Shares. During 2024, Visa completed an exchange offer that allowed holders to exchange a portion of their Class B Shares for publicly traded Class A Shares. The purchaser of our Class B Shares participated in the exchange offer which required our existing swap agreements to be amended to reflect the reduction in notional value and a new makewhole agreement to be entered into with the purchaser in order to continue to retain the litigation risk associated with the exchanged shares. These swaps had a carrying value of \$31 million and \$40 million at December 31, 2024 and 2023, respectively. The swap agreements we entered into with the purchaser require us to (a) make periodic payments, calculated by reference to the market price of Class A Shares, (b) make or receive payments based on subsequent changes in the conversion rate of Class B Shares into Class A Shares and (c) for exchanged shares, make payments based on the number of shares sold by the purchaser. We have entered into total return swap positions to economically hedge the periodic payments made under these swap agreements. The payments under the derivatives will continue until the related litigation is settled and the remaining Class B Shares are able to be converted into Class A Shares. The fair value of the swap agreements is estimated using a discounted cash flow methodology and is dependent upon the final resolution of the related litigation. Changes in fair value between periods are recognized in other income (loss). During 2024, we recorded a loss of \$33 million primarily related to extending the expected timing of the final resolution of the related litigation and a change in the Visa Class B share conversion rate compared with losses of \$40 million and \$36 million during 2023 and 2022, respectively. See Note 16, "Derivative Financial Instruments," for further information.

Clearing houses and exchanges We are a member of various exchanges and clearing houses that trade and clear securities and/or derivatives contracts. Under the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, members of a clearing house may be required to contribute to a guaranty fund to backstop members' obligations to the clearing house. As a member, we may be required to pay a proportionate share of the financial obligations of another member who defaults on its obligations to the exchange or the clearing house. Our guarantee obligations would arise only if the exchange or clearing house had exhausted its resources. Any potential contingent liability under these membership agreements cannot be estimated.

Lease Obligations We are obligated under a number of noncancellable operating leases for premises and equipment. See Note 12, "Leases," for information regarding our leases, including a maturity analysis of our operating lease liabilities.

Mortgage Loan Repurchase Obligations We originate and sell mortgage loans to third parties and provide various representations and warranties related to, among other things, the ownership of the loans, the validity of the liens, the loan selection and origination process, and the compliance to the origination criteria established by the government agencies. In the event of a breach of our representations and warranties, we may be obligated to repurchase the loans with identified defects or to indemnify the buyers. Our contractual obligation arises only when the breach of representations and warranties are discovered and repurchase is demanded.

In estimating our repurchase liability arising from breaches of representations and warranties, we consider historical losses on residual risks not covered by settlement agreements adjusted for any risk factors not captured in the historical losses as well as the level of outstanding repurchase demands received. Outstanding repurchase demands received were immaterial at both December 31, 2024 and 2023.

Our estimated repurchase liability for obligations arising from the breach of representations and warranties associated with mortgage loans sold was \$3 million and \$23 million at December 31, 2024 and 2023, respectively. Our repurchase liability represents our best estimate of the loss that has been incurred, including interest, arising from breaches of representations and warranties associated with mortgage loans sold. Because the level of mortgage loan repurchase losses is dependent upon economic factors, investor demand strategies and other external risk factors such as housing market trends that may change, the level of the liability for mortgage loan repurchase losses requires significant judgment. We continue to evaluate our methods of determining the best estimate of loss based on recent trends. As these estimates are influenced by factors outside our control, there is uncertainty inherent in these estimates making it reasonably possible that they could change. The range of reasonably possible losses in excess of our recorded repurchase liability is between zero and \$25 million at December 31, 2024. This estimated range of reasonably possible losses was determined primarily based upon modifying the assumptions utilized in our best estimate of probable losses to reflect what we believe to be reasonably possible adverse assumptions.

Securitization Activity In addition to the repurchase risk described above, we have also been involved as a sponsor/seller of loans used to facilitate whole loan securitizations underwritten by our affiliate, HSI. In this regard, we began acquiring residential mortgage loans in 2005 which were warehoused on our balance sheet with the intent of selling them to HSI to facilitate HSI's whole loan securitization program which was discontinued in 2007. During 2005-2007, we purchased and sold \$24 billion of such loans to HSI which were subsequently securitized and sold by HSI to third parties. See "Mortgage Securitization Matters" in Note 30, "Litigation and Regulatory Matters," for additional discussion of related exposure.

Pledged Assets

Pledged assets included in the consolidated balance sheet consisted of the following:

At December 31,	2024		2023	
	(in millions)			
Interest bearing deposits with banks ⁽¹⁾	\$	333	\$	998
Trading assets ⁽²⁾		3,621		3,046
Securities available-for-sale ⁽³⁾		12,357		9,773
Securities held-to-maturity ⁽³⁾		9,811		5,387
Loans ⁽⁴⁾		25,132		18,810
Other assets ⁽⁵⁾		1,271		934
Total	\$	52,525	\$	38,948

⁽¹⁾ Represents gross amount of cash on deposit with banks primarily related to derivative collateral-support agreements, of which a majority has been netted against derivative liabilities on the consolidated balance sheet.

⁽²⁾ Trading assets are primarily pledged against liabilities associated with repurchase agreements.

⁽³⁾ Securities are primarily pledged against derivatives, public fund deposits, trust deposits and various short-term and long term borrowings, as well as providing capacity for potential secured borrowings from the FHLB and the Federal Reserve Bank of New York.

⁽⁴⁾ Loans are primarily residential mortgage loans pledged against current and potential borrowings from the FHLB and the Federal Reserve Bank of New York.

⁽⁵⁾ Represents gross amount of cash on deposit with non-banks primarily related to derivative collateral support agreements, of which a majority has been netted against derivative liabilities on the consolidated balance sheet.

Debt securities pledged as collateral under repurchase agreements that can be sold or repledged by the secured party continue to be reported on the consolidated balance sheet. The fair value of securities available-for-sale that could be sold or repledged was \$616 million and \$161 million at December 31, 2024 and 2023, respectively. The fair value of trading assets that could be sold or repledged was \$3,621 million and \$3,046 million at December 31, 2024 and 2023, respectively.

The fair value of collateral we accepted under security resale agreements but was not reported on the consolidated balance sheet was \$17,595 million and \$19,278 million at December 31, 2024 and 2023, respectively. Of this collateral, \$16,945 million and \$19,278 million could be sold or repledged at December 31, 2024 and 2023, respectively, of which \$235 million and \$2,696 million, respectively, had been sold or repledged as collateral under repurchase agreements or to cover short sales.

Repurchase Agreements

We enter into purchases of securities under agreements to resell (resale agreements) and sales of securities under agreements to repurchase (repurchase agreements) identical or substantially the same securities. Resale and repurchase agreements are accounted for as secured lending and secured borrowing transactions, respectively.

Repurchase agreements may require us to deposit cash or other collateral with the lender. In connection with resale agreements, it is our policy to obtain possession of collateral, which may include the securities purchased, with market value in excess of the principal amount loaned. The market value of the collateral subject to the resale and repurchase agreements is regularly monitored, and additional collateral is obtained or provided when appropriate, to ensure appropriate collateral coverage of these secured financing transactions.

The following table provides information about resale and repurchase agreements that are subject to offset at December 31, 2024 and 2023:

	Gross Amounts Recognized	Gross Amounts Offset in the Balance Sheet ⁽¹⁾	Net Amounts Presented in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet		Net Amount ⁽³⁾
				Financial Instruments ⁽²⁾	Cash Collateral Received / Pledged	
(in millions)						
At December 31, 2024						
Assets:						
Securities purchased under resale agreements	\$ 17,775	\$ 3,462	\$ 14,313	\$ 14,248	\$ 10	\$ 55
Liabilities:						
Securities sold under repurchase agreements	\$ 4,611	\$ 3,462	\$ 1,149	\$ 1,121	\$ 23	\$ 5
At December 31, 2023						
Assets:						
Securities purchased under resale agreements	\$ 19,382	\$ 5,504	\$ 13,878	\$ 13,677	\$ 7	\$ 194
Liabilities:						
Securities sold under repurchase agreements	\$ 5,771	\$ 5,504	\$ 267	\$ 266	\$ -	\$ 1

⁽¹⁾ Represents recognized amount of resale and repurchase agreements with counterparties subject to legally enforceable netting agreements that meet the applicable netting criteria as permitted by generally accepted accounting principles.

⁽²⁾ Represents securities received or pledged to cover financing transaction exposures.

⁽³⁾ Represents the amount of our exposure that is not collateralized / covered by pledged collateral.

The following table provides the class of collateral pledged and remaining contractual maturity of repurchase agreements accounted for as secured borrowings at December 31, 2024 and 2023:

	Overnight and Continuous	Up to 30 Days	31 to 90 Days	91 Days to One Year	Greater Than One Year	Total
(in millions)						
At December 31, 2024						
U.S. Treasury, U.S. Government sponsored and U.S. Government agency securities	\$ 2,099	\$ 1,257	\$ 450	\$ 805	\$ -	\$ 4,611
At December 31, 2023						
U.S. Treasury, U.S. Government sponsored and U.S. Government agency securities	\$ 3,107	\$ 288	\$ 918	\$ 1,458	\$ -	\$ 5,771

29.

Fair Value Measurements

Accounting principles related to fair value measurements provide a framework for measuring fair value that focuses on the exit price that would be received to sell an asset or paid to transfer a liability in the principal market (or in the absence of the principal market, the most advantageous market) accessible in an orderly transaction between willing market participants (the "Fair Value Framework"). Where required by the applicable accounting standards, assets and liabilities are measured at fair value using the "highest and best use" valuation premise. Fair value measurement guidance clarifies that financial instruments do not have alternative use and, as such, the fair value of financial instruments should be determined using an "in-exchange" valuation premise. However, the fair value measurement guidance provides a valuation exception and permits an entity to measure the fair value of a group of financial assets and financial liabilities with offsetting credit risks and/or market risks based on the exit price it would receive or pay to transfer the net risk exposure of a group of assets or liabilities if certain conditions are met. We elected to apply the measurement exception to a group of derivative instruments with offsetting credit risks and market risks, which primarily relate to interest rate, foreign currency, debt and equity price risk, and commodity price risk as of the reporting date.

Fair Value Adjustments The best evidence of fair value is quoted market price in an actively traded market, where available. In the event listed price or market quotes are not available, valuation techniques that incorporate relevant transaction data and market parameters reflecting the attributes of the asset or liability under consideration are applied. Where applicable, fair value adjustments are made to ensure the financial instruments are appropriately recorded at fair value. The fair value adjustments reflect the risks associated with the products, contractual terms of the transactions, and the liquidity of the markets in which the transactions occur. The fair value adjustments are broadly categorized by the following major types:

Credit valuation adjustment - The credit valuation adjustment is an adjustment to a group of financial assets and financial liabilities, predominantly derivative assets and derivative liabilities, to reflect the credit quality of the parties to the transaction in arriving at fair value. A credit valuation adjustment to a financial asset is required to reflect the default risk of the counterparty. A debit valuation adjustment to a financial liability is recorded to reflect the default risk of HUSI. See "Valuation Techniques - Derivatives" below for additional details.

Liquidity risk adjustment - The liquidity risk adjustment (primarily in the form of bid-offer adjustment) reflects the cost that would be incurred to close out the market risks by hedging, disposing or unwinding the position. Valuation models generally produce mid-market values. The bid-offer adjustment is made in such a way that results in a measure that reflects the exit price that most represents the fair value of the financial asset or financial liability under consideration or, where applicable, the fair value of the net market risk exposure of a group of financial assets or financial liabilities. These adjustments relate primarily to Level 2 assets.

Model valuation adjustment - Where fair value measurements are determined using an internal valuation model based on observable and unobservable inputs, certain valuation inputs may be less readily determinable. There may be a range of possible valuation inputs that market participants may assume in determining the fair value measurement. The resultant fair value measurement has inherent measurement risk if one or more parameters are unobservable and must be estimated. An input valuation adjustment is necessary to reflect the likelihood that market participants may use different input parameters, and to mitigate the possibility of measurement error. In addition, the values derived from valuation techniques are affected by the choice of valuation model and model limitation. When different valuation techniques are available, the choice of valuation model can be subjective. Furthermore, the valuation model applied may have measurement limitations. In those cases, an additional valuation adjustment is also applied to mitigate the measurement risk. Model valuation adjustments are not material and relate primarily to Level 2 instruments.

We apply stress scenarios in determining appropriate liquidity risk and model risk adjustments for Level 3 fair values by reviewing the historical data for unobservable inputs (e.g., correlation, volatility). Some stress scenarios involve at least a 95 percent confidence interval (i.e., two standard deviations). We also utilize unobservable parameter adjustments when instruments are valued using internally developed models which reflects the uncertainty in the value estimates provided by the model.

Funding Fair Value Adjustment ("FFVA") - The FFVA reflects the estimated present value of the future market funding cost or benefit associated with funding uncollateralized derivative exposure at unsecured funding spreads. See "Valuation Techniques - Derivatives" below for additional details.

Fair Value Hierarchy The Fair Value Framework establishes a three-tiered fair value hierarchy as follows:

Level 1 quoted market price - Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 valuation technique using observable inputs - Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are inactive, and measurements

determined using valuation models where all significant inputs are observable, such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 valuation technique with significant unobservable inputs - Level 3 inputs are unobservable inputs for the asset or liability and include situations where fair values are measured using valuation techniques based on one or more significant unobservable inputs.

Classification within the fair value hierarchy is based on whether the lowest hierarchical level input that is significant to the fair value measurement is observable. As such, the classification within the fair value hierarchy is dynamic and can be transferred to other hierarchy levels in each reporting period.

Where fair value measurements are determined based on information obtained from independent pricing services or brokers, we apply appropriate validation procedures to substantiate fair value. For price validation purposes, quotations from at least two independent pricing sources are obtained for each financial instrument, where possible.

The following factors are considered in determining fair values:

- similarities between the asset or the liability under consideration and the asset or liability for which quotation is received;
- collaboration of pricing by referencing to other independent market data such as market transactions and relevant benchmark indices;
- consistency among different pricing sources;
- the valuation approach and the methodologies used by the independent pricing sources in determining fair value;
- the elapsed time between the date to which the market data relates and the measurement date;
- the source of the fair value information; and
- whether the security is traded in an active or inactive market.

Greater weight is given to quotations of instruments with recent market transactions, pricing quotes from dealers who stand ready to transact, quotations provided by market-makers who structured such instrument and market consensus pricing based on inputs from a large number of survey participants. Any significant discrepancies among the external quotations are reviewed and adjustments to fair values are recorded where appropriate. Where the transaction volume of a specific instrument has been reduced and the fair value measurement becomes less transparent, we will apply more detailed procedures to understand and challenge the appropriateness of the unobservable inputs and the valuation techniques used by the independent pricing service. Where applicable, we will develop a fair value estimate using our own pricing model inputs to test reasonableness. Where fair value measurements are determined using internal valuation models, we will validate the fair value measurement by either developing unobservable inputs based on the industry consensus pricing surveys in which we participate or back testing by observing the actual settlements occurring soon after the measurement date.

Assets and Liabilities Recorded at Fair Value on a Recurring Basis

The following table presents information about our assets and liabilities measured at fair value on a recurring basis at December 31, 2024 and 2023, and indicates the fair value hierarchy of the valuation techniques utilized to determine such fair value. Unless otherwise noted below, assets and liabilities in the following table are recorded at fair value through net income.

December 31, 2024	Fair Value Measurements on a Recurring Basis					
	Level 1	Level 2	Level 3	Gross Balance	Netting ⁽¹⁾	Net Balance
	(in millions)					
Assets:						
Trading assets, excluding derivatives:						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	\$ 3,676	\$ 1,167	\$ -	\$ 4,843	\$ -	\$ 4,843
Debt securities issued by foreign entities	783	-	-	783	-	783
Equity securities	13,844	-	-	13,844	-	13,844
Precious metals trading	-	163	-	163	-	163
Derivatives: ⁽²⁾						
Interest rate contracts	2	1,118	2	1,122	-	1,122
Foreign exchange contracts	-	16,386	5	16,391	-	16,391
Equity contracts	-	970	46	1,016	-	1,016
Precious metals contracts	-	1,220	-	1,220	-	1,220
Credit contracts	-	271	-	271	-	271
Other contracts ⁽³⁾	-	-	5	5	-	5
Derivatives netting	-	-	-	-	(18,270)	(18,270)
Total derivatives	2	19,965	58	20,025	(18,270)	1,755
Securities available-for-sale: ⁽⁴⁾						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	10,716	10,603	-	21,319	-	21,319
Asset-backed securities:						
Home equity	-	-	10	10	-	10
Other	-	-	87	87	-	87
Debt securities issued by foreign entities	3,521	-	-	3,521	-	3,521
Loans ⁽⁵⁾	-	11	-	11	-	11
Loans held for sale ⁽⁵⁾	-	241	154	395	-	395
Other assets:						
Mortgage servicing rights	-	-	7	7	-	7
Equity securities	-	126	-	126	-	126
Equity securities measured at net asset value ⁽⁶⁾	-	-	-	124	-	124
Other ⁽⁵⁾⁽⁷⁾	-	16	-	16	-	16
Total assets	\$ 32,542	\$ 32,292	\$ 316	\$ 65,274	\$ (18,270)	\$ 47,004
Liabilities:						
Domestic deposits ⁽⁵⁾	\$ -	\$ 3,665	\$ 291	\$ 3,956	\$ -	\$ 3,956
Trading liabilities, excluding derivatives	1,489	70	-	1,559	-	1,559
Derivatives: ⁽²⁾						
Interest rate contracts	2	725	5	732	-	732
Foreign exchange contracts	-	16,236	5	16,241	-	16,241
Equity contracts	-	759	64	823	-	823
Precious metals contracts	-	1,092	-	1,092	-	1,092
Credit contracts	-	198	1	199	-	199
Other contracts ⁽³⁾	-	-	31	31	-	31
Derivatives netting	-	-	-	-	(16,636)	(16,636)
Total derivatives	2	19,010	106	19,118	(16,636)	2,482
Long-term debt ⁽⁵⁾	-	5,742	2,153	7,895	-	7,895
Other liabilities ⁽⁵⁾⁽⁷⁾	-	16	-	16	-	16
Total liabilities	\$ 1,491	\$ 28,503	\$ 2,550	\$ 32,544	\$ (16,636)	\$ 15,908

December 31, 2023	Fair Value Measurements on a Recurring Basis					
	Level 1	Level 2	Level 3	Gross Balance	Netting ⁽¹⁾	Net Balance
	(in millions)					
Assets:						
Trading assets, excluding derivatives:						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	\$ 3,564	\$ 1,208	\$ -	\$ 4,772	\$ -	\$ 4,772
Debt securities issued by foreign entities	4,019	-	-	4,019	-	4,019
Equity securities	11,702	-	-	11,702	-	11,702
Precious metals trading	-	346	-	346	-	346
Derivatives: ⁽²⁾						
Interest rate contracts	7	1,246	2	1,255	-	1,255
Foreign exchange contracts	-	13,605	1	13,606	-	13,606
Equity contracts	7	844	190	1,041	-	1,041
Precious metals contracts	3	1,150	-	1,153	-	1,153
Credit contracts	-	107	2	109	-	109
Other contracts ⁽³⁾	-	-	5	5	-	5
Derivatives netting	-	-	-	-	(15,870)	(15,870)
Total derivatives	17	16,952	200	17,169	(15,870)	1,299
Securities available-for-sale: ⁽⁴⁾						
U.S. Treasury, U.S. Government agencies and sponsored enterprises	7,799	15,324	-	23,123	-	23,123
Asset-backed securities:						
Home equity	-	-	12	12	-	12
Other	-	-	92	92	-	92
Debt securities issued by foreign entities	2,359	110	-	2,469	-	2,469
Loans ⁽⁵⁾	-	15	-	15	-	15
Loans held for sale ⁽⁵⁾	-	218	32	250	-	250
Other assets:						
Mortgage servicing rights	-	-	19	19	-	19
Equity securities	-	127	-	127	-	127
Equity securities measured at net asset value ⁽⁶⁾	-	-	-	143	-	143
Other ⁽⁵⁾⁽⁷⁾	-	10	-	10	-	10
Total assets	\$ 29,460	\$ 34,310	\$ 355	\$ 64,268	\$ (15,870)	\$ 48,398
Liabilities:						
Domestic deposits ⁽⁵⁾	\$ -	\$ 1,528	\$ 293	\$ 1,821	\$ -	\$ 1,821
Trading liabilities, excluding derivatives	1,688	301	-	1,989	-	1,989
Derivatives: ⁽²⁾						
Interest rate contracts	16	1,100	6	1,122	-	1,122
Foreign exchange contracts	-	13,534	1	13,535	-	13,535
Equity contracts	-	1,104	169	1,273	-	1,273
Precious metals contracts	-	1,033	-	1,033	-	1,033
Credit contracts	-	259	1	260	-	260
Other contracts ⁽³⁾	-	-	40	40	-	40
Derivatives netting	-	-	-	-	(15,431)	(15,431)
Total derivatives	16	17,030	217	17,263	(15,431)	1,832
Long-term debt ⁽⁵⁾	-	5,620	1,919	7,539	-	7,539
Other liabilities ⁽⁵⁾⁽⁷⁾	-	10	-	10	-	10
Total liabilities	\$ 1,704	\$ 24,489	\$ 2,429	\$ 28,622	\$ (15,431)	\$ 13,191

⁽¹⁾ Represents counterparty and cash collateral netting which allow the offsetting of amounts relating to certain contracts if certain conditions are met.

⁽²⁾ Includes trading derivative assets of \$1,598 million and \$1,276 million and trading derivative liabilities of \$2,348 million and \$1,496 million at December 31, 2024 and 2023, respectively, as well as derivatives held for hedging and other non-qualifying economic hedging activities. See Note 16, "Derivative Financial Instruments," for additional information. Excluding changes in fair value of a derivative instrument associated with a qualifying cash flow hedge, which are recognized initially in other comprehensive income (loss), derivative assets and liabilities are recorded at fair value through net income.

⁽³⁾ Consists of swap agreements entered into in conjunction with the sales of Visa Class B Shares.

⁽⁴⁾ Securities available-for-sale are recorded at fair value through other comprehensive income (loss). Changes in the allowance for credit losses on securities available-for-sale are recorded through net income.

⁽⁵⁾ See Note 17, "Fair Value Option," for additional information. Excluding the fair value movement on fair value option liabilities attributable to our own credit spread, which is recorded in other comprehensive income (loss), fair value option assets and liabilities are recorded at fair value through net income.

⁽⁶⁾ Investments that are measured at fair value using the net asset value per share practical expedient have not been classified in the fair value hierarchy.

⁽⁷⁾ Consists of assets and liabilities associated with certain client share repurchase transactions.

Information on Level 3 assets and liabilities The following table summarizes additional information about changes in the fair value of Level 3 assets and liabilities during 2024 and 2023. As a risk management practice, we may risk manage the Level 3 assets and liabilities, in whole or in part, using securities and derivative positions that are classified as Level 1 or Level 2 measurements within the fair value hierarchy. Since those Level 1 and Level 2 risk management positions are not included in the table below, the information provided does not reflect the effect of such risk management activities related to the Level 3 assets and liabilities.

	Total Realized / Unrealized Gains (Losses) Included in							Current Period Unrealized Gains (Losses) Still Held Included in			
	Jan. 1, 2024	Earnings	Other Comprehensive Income (Loss)	Purchases	Issuances	Settlements	Transfers Into Level 3	Transfers Out of Level 3	Dec. 31, 2024	Earnings	Other Comprehensive Income (Loss)
(in millions)											
Assets:											
Derivatives, net: ⁽¹⁾											
Interest rate contracts	\$ (4)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1	\$ -	\$ (3)	\$ -	\$ -
Foreign exchange contracts	-	-	-	-	-	-	-	-	-	-	-
Equity contracts	21	88	-	-	-	(50)	(4)	(73)	(18)	(3)	-
Credit contracts	1	(4)	-	-	-	(1)	(3)	6	(1)	(1)	-
Other contracts ⁽²⁾	(35)	(35)	-	-	-	44	-	-	(26)	-	-
Asset-backed securities available-for-sale ⁽³⁾	104	-	(2)	-	-	(5)	-	-	97	-	(2)
Loans held for sale ⁽⁴⁾	32	3	-	54	-	(84)	168	(19)	154	5	-
Mortgage servicing rights ⁽⁵⁾	19	(1)	-	-	-	(11)	-	-	7	(1)	-
Total assets	\$ 138	\$ 51	\$ (2)	\$ 54	\$ -	\$ (107)	\$ 162	\$ (86)	\$ 210	\$ -	\$ (2)
Liabilities:											
Domestic deposits ⁽⁴⁾	\$ (293)	\$ (16)	\$ (4)	\$ -	\$ (276)	\$ 89	\$ (78)	\$ 287	\$ (291)	\$ 5	\$ (4)
Long-term debt ⁽⁴⁾	(1,919)	(255)	(4)	-	(2,360)	1,325	(387)	1,447	(2,153)	(59)	(4)
Total liabilities	\$ (2,212)	\$ (271)	\$ (8)	\$ -	\$ (2,636)	\$ 1,414	\$ (465)	\$ 1,734	\$ (2,444)	\$ (54)	\$ (8)

	Total Realized / Unrealized Gains (Losses) Included in								Current Period Unrealized Gains (Losses) Still Held Included in		
	Jan. 1, 2023	Earnings	Other Comprehensive Income (Loss)	Purchases	Issuances	Settlements	Transfers Into Level 3	Transfers Out of Level 3	Dec. 31, 2023	Earnings	Other Comprehensive Income (Loss)
(in millions)											
Assets:											
Derivatives, net: ⁽¹⁾											
Interest rate contracts	\$ (5)	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (4)	\$ 1	\$ -
Foreign exchange contracts	-	-	-	-	-	-	-	-	-	-	-
Equity contracts	(226)	226	-	-	-	27	1	(7)	21	130	-
Credit contracts	2	1	-	-	-	-	(2)	-	1	1	-
Other contracts ⁽²⁾	(33)	(44)	-	-	-	42	-	-	(35)	-	-
Asset-backed securities available-for-sale ⁽³⁾	108	-	(1)	-	-	(3)	-	-	104	-	(1)
Loans held for sale ⁽⁴⁾	49	2	-	13	-	(57)	45	(20)	32	-	-
Mortgage servicing rights ⁽⁵⁾	22	(3)	-	-	-	-	-	-	19	(3)	-
Total assets	\$ (83)	\$ 183	\$ (1)	\$ 13	\$ -	\$ 9	\$ 44	\$ (27)	\$ 138	\$ 129	\$ (1)
Liabilities:											
Domestic deposits ⁽⁴⁾	\$ (373)	\$ (3)	\$ 3	\$ -	\$ (95)	\$ 139	\$ -	\$ 36	\$ (293)	\$ 4	\$ 3
Long-term debt ⁽⁴⁾	(2,639)	(420)	(4)	-	(739)	1,028	(93)	948	(1,919)	(197)	(4)
Total liabilities	\$ (3,012)	\$ (423)	\$ (1)	\$ -	\$ (834)	\$ 1,167	\$ (93)	\$ 984	\$ (2,212)	\$ (193)	\$ (1)

⁽¹⁾ Level 3 net derivatives included derivative assets of \$58 million and derivative liabilities of \$106 million at December 31, 2024 and derivative assets of \$200 million and derivative liabilities of \$217 million at December 31, 2023. Gains (losses) on derivatives, net are predominantly included in trading revenue and gain (loss) on instruments designated at fair value and related derivatives in the consolidated statement of income.

⁽²⁾ Consists of swap agreements entered into in conjunction with the sales of Visa Class B Shares. Gains (losses) on these swap agreements are included in other income (loss) in the consolidated statement of income.

⁽³⁾ Realized gains (losses) on securities available-for-sale are included in other securities gains (losses), net in the consolidated statement of income. Changes in the allowance for credit losses on securities available-for-sale are included in the provision for credit losses in the consolidated statement of income. Unrealized gains (losses) on securities available-for-sale are included in other comprehensive income (loss).

⁽⁴⁾ Excluding unrealized gains (losses) on fair value option liabilities attributable to our own credit spread, which are recorded in other comprehensive income (loss), gains (losses) on fair value option assets and liabilities are included in gain (loss) on instruments designated at fair value and related derivatives in the consolidated statement of income.

⁽⁵⁾ Gains (losses) on mortgage servicing rights are included in other income (loss) in the consolidated statement of income. During 2024, we sold a portion of our mortgage servicing rights to a third party and recognized an immaterial loss on sale, including transaction costs.

Significant Unobservable Inputs for Recurring Fair Value Measurements

The following table presents quantitative information about the unobservable inputs used to determine the recurring fair value measurement of assets and liabilities classified as Level 3 fair value measurements at December 31, 2024 and 2023:

December 31, 2024

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs	Weighted Average ⁽¹⁾
Interest rate derivative contracts	\$ (3)	Market comparable adjusted for probability to fund and, where applicable, option pricing model	Probability to fund for rate lock commitments	73% - 100%	88%
			Interest rate yield curve	10%	N/A
Foreign exchange derivative contracts	\$ -	Option pricing model	Cross-currency basis	(66)bps	N/A
Equity derivative contracts ⁽²⁾	\$ (18)	Option pricing model	Equity / Equity Index volatility	6% - 118%	24%
			Equity / Equity and Equity / Index correlation	27% - 98%	74%
			Equity forward price	\$0 - \$26,542	\$1,238
Credit derivative contracts	\$ (1)	Option pricing model and, where applicable, discounted cash flows	Credit default swap spreads	15bps - 525bps	101bps
Other derivative contracts	\$ (26)	Discounted cash flows	Conversion rate	1.5 times	N/A
			Expected duration	1.3 years	N/A
Asset-backed securities available-for-sale	\$ 97	Discounted cash flows	Market assumptions related to yields for comparable instruments	2% - 3%	2%
Loans held for sale	\$ 154	Market comparables and internal assumptions	Adjusted market price	94% - 101%	100%
Mortgage servicing rights	\$ 7	Discounted cash flows	Constant prepayment rates	6% - 19%	7%
			Discount rate	10% - 14%	10%
			Estimated annualized costs to service	\$70 - \$79 per account	\$76 per account
Domestic deposits (structured deposits) ⁽²⁾⁽³⁾	\$ (291)	Option adjusted discounted cash flows	Equity / Equity Index volatility	6% - 54%	14%
			Equity / Equity and Equity / Index correlation	40% - 93%	66%
Long-term debt (structured notes) ⁽²⁾⁽³⁾	\$ (2,153)	Option adjusted discounted cash flows	Equity / Equity Index volatility	6% - 59%	24%
			Equity / Equity and Equity / Index correlation	27% - 98%	80%
			Credit default swap spreads	728bps	N/A

December 31, 2023

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs	Weighted Average ⁽¹⁾
Interest rate derivative contracts	\$ (4)	Market comparable adjusted for probability to fund and, where applicable, option pricing model	Probability to fund for rate lock commitments	71% - 92%	84%
			Interest rate yield curve	9%	N/A
Foreign exchange derivative contracts	\$ -	Option pricing model	Cross-currency basis	8bps	N/A
Equity derivative contracts ⁽²⁾	\$ 21	Option pricing model	Equity / Equity Index volatility	6% - 111%	41%
			Equity / Equity and Equity / Index correlation	45% - 97%	84%
			Equity forward price	\$41 - \$6,245	\$643
Credit derivative contracts	\$ 1	Option pricing model and, where applicable, discounted cash flows	Credit default swap spreads	59bps - 1,558bps	160bps
Other derivative contracts	\$ (35)	Discounted cash flows	Conversion rate	1.6 times	N/A
			Expected duration	1.0 year	N/A
Asset-backed securities available-for-sale	\$ 104	Discounted cash flows	Market assumptions related to yields for comparable instruments	2% - 3%	2%
Loans held for sale	\$ 32	Market comparables and internal assumptions	Adjusted market price	78% - 100%	90%
Mortgage servicing rights	\$ 19	Discounted cash flows	Constant prepayment rates	6% - 17%	6%
			Discount rate	10% - 14%	10%
			Estimated annualized costs to service	\$72 - \$77 per account	\$74 per account
Domestic deposits (structured deposits) ⁽²⁾⁽³⁾	\$ (293)	Option adjusted discounted cash flows	Equity / Equity Index volatility	7% - 29%	13%
			Equity / Equity and Equity / Index correlation	51% - 93%	71%
Long-term debt (structured notes) ⁽²⁾⁽³⁾	\$ (1,919)	Option adjusted discounted cash flows	Equity / Equity Index volatility	7% - 95%	22%
			Equity / Equity and Equity / Index correlation	45% - 97%	84%
			Credit default swap spreads	948bps	N/A

N/A Not Applicable

⁽¹⁾ For equity derivatives, credit derivatives, structured deposits and structured notes, weighted averages are calculated based on the fair value of the instruments. For all remaining instrument types, weighted averages are calculated based on the notional value of the instruments.

⁽²⁾ We are the client-facing entity and, except for structured notes and deposits with embedded credit derivative features, we enter into identical but opposite derivatives to transfer the resultant risks to our affiliates. With the exception of counterparty credit risks, we are market risk neutral in substantially all of the structured notes and deposits. The corresponding intra-group derivatives are presented as equity derivatives in the table.

⁽³⁾ Structured deposits and structured notes contain embedded derivative features whose fair value measurements contain significant Level 3 inputs. See equity derivatives and credit derivatives below for a discussion of the uncertainty of Level 3 inputs related to structured deposits and structured notes.

Uncertainty of Level 3 Inputs to Fair Value Measurements

Interest rate derivatives - For mortgage rate lock commitments, the fair value measurement is affected by the probability of executing and funding the mortgage. An increase (decrease) in the likelihood of a mortgage being executed would have resulted in a lower (higher) fair value measurement of the interest rate derivative. For certain other interest rate derivatives, the interest rates for longer dated tenors were not observable. An increase (decrease) in the interest rate would have resulted in a higher (lower) fair value measurement of the derivative depending on if we receive or pay the floating rate.

Foreign exchange derivatives - For certain foreign exchange derivatives, the cross-currency basis for longer dated tenors were not observable. An increase (decrease) in the cross-currency basis would have resulted in a higher (lower) fair value measurement of the derivative depending on if we receive or pay the floating rate plus the basis spread.

Equity derivatives - For certain equity derivatives, particularly those with long-dated maturities and/or strike values far from at-the-money, volatility can be unobservable. A significant increase (decrease) in the implied volatility would have resulted in a higher (lower) fair value of a long position in the derivative contract. For a derivative referenced to a basket of equities, the fair value measurement is also affected by the correlation of the referenced equities, which can also be unobservable. Correlation measures the relative change in values among two or more variables (i.e., equity pair), which can be positively or negatively correlated. A significant increase (decrease) in the correlation of the referenced variables would have resulted in a higher (lower) fair value of a long position in the derivative contract. In addition, for the majority of unlisted equities and some listed

equities, the forward price is unobservable. A significant increase (decrease) in the price would have resulted in a higher (lower) fair value of a long position in the derivative contract.

Credit derivatives - The fair value measurement of certain credit derivatives is primarily affected by the credit spreads of credit default swap contracts. A significant increase (decrease) in the credit spreads would have resulted in a higher (lower) fair value measurement of a long position in the credit derivative.

Other derivatives - The fair value of the swap agreements we entered into in conjunction with the sales of Visa Class B Shares is dependent upon the final resolution of the related litigation. Significant unobservable inputs used in the fair value measurement include estimated changes in the conversion rate of Visa Class B Shares into Visa Class A Shares and the expected timing of the final resolution. An increase (decrease) in the loss estimate or in the timing of the resolution of the related litigation would have resulted in a higher (lower) fair value measurement of the derivative.

Asset-backed securities available-for-sale - The fair value measurement of certain asset-backed securities is primarily affected by estimated yields which are determined based on current market yields of comparable instruments adjusted for market liquidity. An increase (decrease) in the yields would have resulted in a lower (higher) fair value measurement of the securities.

Loans held for sale - The fair value measurement of certain commercial loans held for sale is affected by estimated market prices which are unobservable. An increase (decrease) in the estimated prices would have resulted in a higher (lower) fair value measurement of the loans.

Mortgage servicing rights - The fair value measurement of mortgage servicing rights is primarily affected by the estimated prepayment rates of the mortgage loans and the discount rates. An increase (decrease) in either of these inputs would have resulted in a lower (higher) fair value measurement of the mortgage servicing rights.

Significant Transfers Into and Out of Level 3 Measurements During 2024, we transferred \$287 million of domestic deposits and \$1,447 million of long-term debt, which we have elected to carry at fair value, from Level 3 to Level 2 as a result of the embedded derivative no longer being unobservable as the derivative option is closer to maturity and the underlying inputs have become more observable. During 2024, we also transferred \$19 million of commercial loans held for sale and \$73 million of equity derivatives from Level 3 to Level 2 as the inputs used to value these loans and derivative contracts have become more observable. During 2024, we transferred \$78 million of domestic deposits and \$387 million of long-term debt, which we elected to carry at fair value, from Level 2 to Level 3 as a result of a change in the observability of underlying inputs that resulted in the embedded derivative being unobservable. During 2024, we also transferred \$168 million of commercial loans held for sale from Level 2 to Level 3 as the inputs used to value these loans have become less observable.

During 2023, we transferred \$36 million of domestic deposits and \$948 million of long-term debt, which we have elected to carry at fair value, from Level 3 to Level 2 as a result of the embedded derivative no longer being unobservable as the derivative option is closer to maturity and there is more observability in short term volatility. During 2023, we also transferred \$20 million of commercial loans held for sale from Level 3 to Level 2 as the inputs used to value these loans have become more observable. During 2023, we transferred \$93 million of long-term debt, which we elected to carry at fair value, from Level 2 to Level 3 as a result of a change in the observability of underlying inputs that resulted in the embedded derivative being unobservable. During 2023, we also transferred \$45 million of commercial loans held for sale from Level 2 to Level 3 as the inputs used to value these loans have become less observable.

Assets and Liabilities Recorded at Fair Value on a Non-recurring Basis Certain financial and non-financial assets are measured at fair value on a non-recurring basis and therefore, are not included in the tables above. These assets include (a) loans classified as held for sale reported at the lower of amortized cost or fair value, (b) impaired loans or assets that are written down to fair value based on the valuation of underlying collateral during the period and (c) lease ROU assets or leasehold improvement assets that were written down during the period. These instruments are not measured at fair value on an ongoing basis but are subject to fair value adjustment in certain circumstances (e.g., impairment). The following table presents the fair value hierarchy level within which the fair value of the financial and non-financial assets has been recorded at December 31, 2024 and 2023. The gains (losses) during 2024 and 2023 are also included.

	Non-Recurring Fair Value Measurements at December 31, 2024				Total Gains (Losses) For the Year Ended December 31, 2024
	Level 1	Level 2	Level 3	Total	
	(in millions)				
Consumer loans ⁽¹⁾	\$ -	\$ 100	\$ -	\$ 100	\$ 3
Commercial loans held for sale	-	-	-	-	2
Commercial loans ⁽²⁾	-	-	350	350	(54)
Leases ⁽³⁾	-	-	-	-	(15)
Total assets at fair value on a non-recurring basis	\$ -	\$ 100	\$ 350	\$ 450	\$ (64)

	Non-Recurring Fair Value Measurements at December 31, 2023				Total Gains (Losses) For the Year Ended December 31, 2023
	Level 1	Level 2	Level 3	Total	
	(in millions)				
Consumer loans ⁽¹⁾	\$ -	\$ 106	\$ -	\$ 106	\$ 1
Commercial loans held for sale	-	-	-	-	(32)
Commercial loans ⁽²⁾	-	-	374	374	(32)
Leases ⁽³⁾	-	-	-	-	(8)
Total assets at fair value on a non-recurring basis	\$ -	\$ 106	\$ 374	\$ 480	\$ (71)

⁽¹⁾ Represents residential mortgage loans held for investment whose carrying amount was adjusted during the period based on the fair value of the underlying collateral.

⁽²⁾ Certain commercial loans are individually assessed for impairment. We measure the credit impairment of a collateral-dependent loan based on the fair value of the collateral asset. The collateral often involves real estate properties that are illiquid due to market conditions. As a result, these loans are classified as a Level 3 fair value measurement within the fair value hierarchy.

⁽³⁾ During 2024, we wrote down lease ROU assets associated with the exit of our previous U.S. headquarters. During 2023, we wrote down lease ROU assets and leasehold improvement assets associated with the exit of certain office space.

Significant Unobservable Inputs for Non-Recurring Fair Value Measurements

The following tables present quantitative information about non-recurring fair value measurements of assets and liabilities classified with Level 3 of the fair value hierarchy at December 31, 2024 and 2023:

At December 31, 2024

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs	Weighted Average ⁽¹⁾
Commercial loans	\$ 350	Valuation of third-party appraisal on underlying collateral	Loss severity rates	8% - 100%	26%

At December 31, 2023

Financial Instrument Type	Fair Value (in millions)	Valuation Technique(s)	Significant Unobservable Inputs	Range of Inputs	Weighted Average ⁽¹⁾
Commercial loans	\$ 374	Valuation of third-party appraisal on underlying collateral	Loss severity rates	1% - 93%	25%

⁽¹⁾ Weighted average is calculated based on the carrying value of the loans.

Valuation Techniques

Following is a description of valuation methodologies used for assets and liabilities recorded at fair value.

Consumer loans designated under FVO - We elected to apply FVO accounting to certain student loans held for investment. The fair value of these loans is based on observed market prices of instruments with similar characteristics.

Consumer loans held for sale - Consumer loans held for sale are recorded at the lower of amortized cost or fair value. The fair value of consumer loans held for sale is estimated using observed market prices of instruments with similar characteristics. Adjustments are made to reflect differences in collateral location, loan-to-value ratio, FICO scores, vintage year, default rates, the completeness of the loan documentation and other risk characteristics. Where observable market parameters are not available, fair value is estimated using the discounted cash flow method using assumptions consistent with those which would be used by market participants in valuing such loans, including estimates of prepayment rates, default rates, loss severities and market rates of return. We also may hold discussions on value directly with potential investors.

Commercial loans held for sale - Commercial loans held for sale (that are not designated under FVO as discussed below) are recorded at the lower of amortized cost or fair value. The fair value of commercial loans held for sale is estimated using observable market pricing obtained from independent sources, relevant broker quotes or observed market prices of instruments with similar characteristics. We also may hold discussions on value directly with potential investors or take into account underlying collateral values.

Commercial loans held for sale designated under FVO - We elected to apply FVO accounting to certain commercial loans held for sale. Where available, fair value is based on observable market pricing obtained from independent sources, relevant broker quotes or observed market prices of instruments with similar characteristics. Where observable market parameters are not available, fair value is determined based on contractual cash flows adjusted for estimates of prepayment rates, expected default rates and loss severity discounted at management's estimate of the expected rate of return required by market participants. We also consider loan-specific risk mitigating factors such as collateral arrangements in determining the fair value estimate. For certain commercial loans held for sale, the fair value measurement process uses significant unobservable inputs to adjust market prices which are specific to the characteristics of the loans.

Commercial loans individually assessed for impairment - Generally represents collateral-dependent commercial loans with fair value determined based on pricing quotes obtained from an independent third-party appraisal.

Precious metals trading - Precious metals trading primarily includes physical inventory which is valued using spot prices.

Securities - Where available, debt and equity securities are valued based on quoted market prices. If a quoted market price for the identical security is not available, the security is valued based on quotes from similar securities, where possible. For certain securities, internally developed valuation models are used to determine fair values or validate quotes obtained from pricing services. The following summarizes the valuation methodology used for our major security classes:

- U.S. Treasury, U.S. Government agency issued or guaranteed and obligations of U.S. state and political subdivisions - As these securities transact in an active market, fair value measurements are based on quoted prices for the identical security or quoted prices for similar securities with adjustments as necessary made using observable inputs which are market corroborated.
- U.S. Government sponsored enterprises - For government sponsored mortgage-backed securities which transact in an active market, fair value measurements are based on quoted prices for the identical security or quoted prices for similar securities with adjustments as necessary made using observable inputs which are market corroborated. For government sponsored mortgage-backed securities which do not transact in an active market, fair value is determined primarily based on pricing information obtained from pricing services and is verified by internal review processes.
- Asset-backed securities - Fair value is primarily determined based on pricing information obtained from independent pricing services adjusted for the characteristics and the performance of the underlying collateral.
- Foreign debt securities (government and corporate) - Government securities transact in an active market and therefore fair value measurements are based on quoted prices for the identical security or quoted prices for similar securities with adjustments as necessary made using observable inputs which are market corroborated. For non-callable corporate securities, a credit spread scale is created for each issuer. These spreads are then added to the equivalent maturity U.S. Treasury yield to determine current pricing. Credit spreads are obtained from the primary market, secondary trading levels and dealer quotes. For securities with early redemption features, an option adjusted spread model is incorporated to adjust the spreads determined above. Additionally, we survey the broker/dealer community to obtain relevant trade data including benchmark quotes and updated spreads.
- Equity securities - Fair value measurements are determined based on quoted prices for the identical security. Certain equity securities represent investments in private equity funds that help us comply with the Community Reinvestment Act. The fair value of these investments are estimated using the net asset value per share as calculated by the fund

managers. Distributions will be received from the funds as the underlying assets are liquidated. While the funds do not allow us to redeem our investments, we are permitted to sell or transfer our investments subject to the approval of the fund manager. Unfunded commitments associated with these investments totaled \$ 20 million and \$21 million at December 31, 2024 and 2023, respectively.

The following tables provide additional information relating to our available-for-sale asset-backed securities at December 31, 2024:

Rating of Securities: ⁽¹⁾	Collateral Type:	Level 3 (in millions)
AAA - A	Home equity - Alt A	\$ 10
BBB - B	Other	87
		<u>\$ 97</u>

⁽¹⁾ We utilize S&P as the primary source of credit ratings in the tables above. If S&P ratings are not available, ratings by Moody's and Fitch are used in that order.

Derivatives - Derivatives are recorded at fair value. Asset and liability positions in individual derivatives that are covered by legally enforceable master netting agreements, including receivables (payables) for cash collateral posted (received), are offset and presented net in accordance with accounting principles which allow the offsetting of amounts.

Derivatives traded on an exchange are valued using quoted prices. OTC derivatives, which comprise a majority of derivative contract positions, are valued using valuation techniques. The fair value for the majority of our derivative instruments are determined based on internally developed models that utilize independently corroborated market parameters, including interest rate yield curves, option volatilities, and currency rates. For complex or long-dated derivative products where market data is not available, fair value may be affected by the underlying assumptions about, among other things, the timing of cash flows, expected exposure, probability of default and recovery rates. The fair values of certain structured derivative products are sensitive to unobservable inputs such as correlations of the referenced variables and volatilities of embedded options. These estimates are susceptible to significant change in future periods as market conditions change.

We typically use the risk-free rate/overnight indexed swap curves as the base discounting curve for measuring the fair value of all derivatives, both collateralized and uncollateralized, and apply a FFVA to reflect the estimated present value of the future market funding cost or benefit associated with funding uncollateralized derivative exposure at an unsecured market funding rate. The FFVA is calculated by applying future market funding spreads to the expected future funding exposure of any uncollateralized component of the OTC derivative portfolio. The expected future funding exposure is calculated by a simulation methodology, where available, and is adjusted for events that may terminate the exposure, such as the default of HUSI or the counterparty.

Significant inputs related to derivative classes are broken down as follows:

- Credit Derivatives - Use credit default curves and recovery rates which are generally provided by broker quotes and various pricing services. Certain credit derivatives may also use correlation inputs in their model valuation.
- Interest Rate Derivatives - Swaps use interest rate curves based on currency that are actively quoted by brokers and other pricing services. Options will also use volatility inputs which are also quoted in the broker market.
- Foreign Exchange ("FX") Derivatives - FX transactions, to the extent possible, use spot and forward FX rates which are quoted in the broker market. Where applicable, we also use implied volatility of currency pairs as inputs.
- Equity Derivatives - Use listed equity security pricing and implied volatilities from equity traded options position.
- Precious Metal Derivatives - Use spot and forward metal rates which are quoted in the broker market.

As discussed earlier, we make fair value adjustments to model valuations in order to ensure that those values represent appropriate estimates of fair value. These adjustments, which are applied consistently over time, are generally required to reflect factors such as bid-ask spreads and counterparty credit risk that can affect prices in arms-length transactions with unrelated third parties. Such adjustments are based on management judgment and may not be observable.

We estimate the counterparty credit risk for financial assets and our own credit standing for financial liabilities (the "credit valuation adjustments") in determining the fair value measurement. For derivative instruments, we calculate the credit valuation adjustment by applying the probability of default of the counterparty to the expected exposure, and multiplying the result by the expected loss given default. We also take into consideration the risk mitigating factors including collateral agreements and master netting agreements in determining credit valuation adjustments. We estimate the implied probability of default based on the credit spread of the specific counterparty observed in the credit default swap market. Where credit default spread of the counterparty is not available, we use the credit default spread of a specific proxy (e.g., the credit default swap spread of the counterparty's parent) or a proxy based on credit default swaps referencing to credit names of similar credit standing.

Real estate owned - Fair value is determined based on third-party appraisals obtained at the time we take title to the property and, if less than the carrying amount of the loan, the carrying amount of the loan is adjusted to the fair value. The carrying amount of the property is further reduced, if necessary, at least every 90 days to reflect observable local market data, including local area sales data.

Mortgage servicing rights - Mortgage servicing rights are recorded at fair value. The fair value for the mortgage servicing rights is determined based on a single rate path cash flow analysis approach which involves discounting servicing cash flows under static interest rate projections at risk-adjusted rates. The valuation model also incorporates our best estimates of the prepayment speed of the mortgage loans, current cost to service and discount rates which are unobservable.

Client share repurchase transactions designated under FVO - We elected to apply FVO accounting to certain client share repurchase transactions. The fair value of the assets and liabilities associated with these transactions is determined based on the value of the remaining shares to be delivered.

Structured notes and deposits designated under FVO - Structured notes and deposits are hybrid instruments containing embedded derivatives and are elected to be measured at fair value in their entirety under FVO accounting principles. The valuation of hybrid instruments is predominantly driven by the derivative features embedded within the instruments and our own credit risk. The valuation of embedded derivatives may include significant unobservable inputs such as correlation of the referenced credit names or volatility of the embedded option. Cash flows of the funded notes and deposits in their entirety, including the embedded derivatives, are discounted at the relevant interest rates for the duration of the instrument adjusted for our own credit spreads. The credit spreads so applied are determined with reference to our own debt issuance rates observed in primary and secondary markets, internal funding rates, and the structured note rates in recent executions.

Long-term debt designated under FVO - We elected to apply FVO accounting to certain of our own debt issuances, primarily for which fair value hedge accounting otherwise would have been applied. Substantially all of our own debt issuances elected under FVO are traded in secondary markets and, as such, the fair value is determined based on observed prices for the specific instrument. The observed market price of these instruments reflects the effect of our own credit spreads. The credit spreads applied to these instruments were derived from the spreads at the measurement date.

Additional Disclosures About the Fair Value of Financial Instruments that are Not Carried at Fair Value on the Consolidated Balance Sheet The fair value estimates set forth below are made solely to comply with disclosures required by generally accepted accounting principles in the United States and should be read in conjunction with the financial statements and notes included in this report.

The carrying amount of certain financial instruments recorded at cost on the consolidated balance sheet is considered to approximate fair value because they are short-term in nature, bear interest rates that approximate market rates, and generally have negligible credit risk. These items include cash and due from banks, interest bearing deposits with banks, customer acceptance assets and liabilities, federal funds sold and purchased, securities purchased and sold under resale and repurchase agreements, deposits with no stated maturity (e.g., demand, savings and certain money market deposits), short-term borrowings and dividends payable.

The following table summarizes the carrying value and estimated fair value of our financial instruments, excluding financial instruments that are carried at fair value on a recurring basis, at December 31, 2024 and 2023, and their classification within the fair value hierarchy:

December 31, 2024	Carrying Value	Fair Value	Level 1	Level 2	Level 3
(in millions)					
Financial assets:					
Short-term financial assets, net of allowance for credit losses	\$ 23,265	\$ 23,265	\$ 621	\$ 22,625	\$ 19
Federal funds sold and securities purchased under agreements to resell	14,313	14,313	-	14,313	-
Securities held-to-maturity, net of allowance for credit losses	17,798	17,029	2,721	14,308	-
Commercial loans, net of allowance for credit losses	40,525	41,645	-	-	41,645
Commercial loans held for sale	11	11	-	11	-
Consumer loans, net of allowance for credit losses	21,680	19,435	-	-	19,435
Financial liabilities:					
Short-term financial liabilities	\$ 7,371	\$ 7,371	\$ -	\$ 7,352	\$ 19
Deposits	119,394	119,394	-	119,394	-
Long-term debt	12,822	13,257	-	13,257	-
December 31, 2023	Carrying Value	Fair Value	Level 1	Level 2	Level 3
(in millions)					
Financial assets:					
Short-term financial assets, net of allowance for credit losses	\$ 25,732	\$ 25,732	\$ 704	\$ 25,015	\$ 13
Federal funds sold and securities purchased under agreements to resell	13,878	13,878	-	13,878	-
Securities held-to-maturity, net of allowance for credit losses	15,076	14,689	-	14,689	-
Commercial loans, net of allowance for credit losses	39,383	40,557	-	-	40,557
Commercial loans held for sale	89	89	-	89	-
Consumer loans, net of allowance for credit losses	18,998	17,043	-	-	17,043
Financial liabilities:					
Short-term financial liabilities	\$ 9,927	\$ 9,927	\$ -	\$ 9,914	\$ 13
Deposits	119,462	119,465	-	119,465	-
Long-term debt	11,122	11,645	-	11,645	-

Lending-related commitments - The fair value of loan commitments, revolving credit facilities and standby letters of credit are not included in the above table. The majority of the lending-related commitments are not carried at fair value on a recurring basis nor are they actively traded. These instruments generate fees, which approximate those currently charged to originate similar commitments, which are recognized over the term of the commitment period. Deferred fees on loan commitments, revolving credit facilities and standby letters of credit totaled \$168 million and \$162 million at December 31, 2024 and 2023, respectively.

30. *Litigation and Regulatory Matters*

In addition to the matters described below, in the ordinary course of business, we are routinely named as defendants in, or as parties to, various legal actions and proceedings relating to activities of our current and/or former operations. These legal actions and proceedings may include claims for substantial or indeterminate compensatory or punitive damages, or for injunctive relief. In the ordinary course of business, we also are subject to governmental and regulatory examinations, information-gathering requests, investigations and proceedings (both formal and informal), certain of which may result in adverse judgments, settlements, fines, penalties, injunctions or other relief. In connection with formal and informal inquiries by these regulators, we receive numerous requests, subpoenas and orders seeking documents, testimony and other information in connection with various aspects of our regulated activities.

Due to the inherent unpredictability of legal matters, including litigation, governmental and regulatory matters, particularly where the damages sought are substantial or indeterminate or when the proceedings or investigations are in the early stages, we cannot determine with any degree of certainty the timing or ultimate resolution of such matters or the eventual loss, fines, penalties or business impact, if any, that may result. We establish reserves for litigation, governmental and regulatory matters when those matters present loss contingencies that are both probable and can be reasonably estimated. Once established, reserves are adjusted from time to time, as appropriate, in light of additional information. The actual costs of resolving litigation and regulatory matters, however, may be substantially higher than the amounts reserved for those matters. Some of our exposure may be offset by applicable insurance coverage. We do not consider the possible availability of insurance coverage in determining the amounts of any accruals (although we record the amount of related insurance recoveries that are deemed probable up to the amount of the accrual).

For the legal matters disclosed below, including litigation and governmental and regulatory matters, as to which a loss in excess of accrued liability is reasonably possible in future periods and for which there is sufficient currently available information on the basis of which management believes it can make a reliable estimate, we believe a reasonable estimate could be as much as \$

125 million for HUSI. The legal matters underlying this estimate of possible loss will change from time to time and actual results may differ significantly from this current estimate. Based on the facts currently known, in respect of each of the disclosed investigations, it is not practicable at this time for us to determine the terms on which these ongoing investigations will be resolved or the timing of such resolution or for us to estimate reliably the amounts, or range of possible amounts, of any fines and/or penalties. As matters progress, it is possible that any fines and/or penalties could be significant.

Given the substantial or indeterminate amounts sought in certain of these matters, and the inherent unpredictability of such matters, an adverse outcome in certain of these matters could have a material adverse effect on our consolidated financial statements in any particular quarterly or annual period.

Credit Card Litigation Since 2005, HSBC Bank USA, HSBC Finance Corporation, HSBC North America and HSBC, as well as other banks and Visa Inc. ("Visa") and MasterCard Incorporated ("MasterCard"), have been named as defendants in a number of consolidated merchant class actions and individual merchant actions, alleging that the imposition of a no-surcharge rule by the associations and/or the establishment of the interchange fee charged for credit card transactions causes the merchant discount fee paid by retailers to be set at supracompetitive levels in violation of the federal antitrust laws. In 2011, MasterCard, Visa, the other defendants, including HSBC Bank USA, and certain affiliates of the defendants entered into settlement and judgment sharing agreements (the "Sharing Agreements") that provide for the apportionment of certain defined costs and liabilities that the defendants, including HSBC Bank USA and our affiliates, may incur, jointly and/or severally, in connection with these actions.

In 2013, the district court where these actions were consolidated for pre-trial purposes under the multidistrict litigation mechanism approved a class settlement and dismissed the class action.

In June 2016, the U.S. Court of Appeals for the Second Circuit ("Second Circuit") vacated the class certification and approval of the class settlement.

In June 2018, the defendants, including the HSBC entities, reached an agreement with counsel for a putative opt-out class of merchants seeking monetary relief. The district court approved the settlement in December 2019. In January 2020, objectors to the settlement filed an appeal. In September 2021, the court certified a non-opt-out class of merchants seeking injunctive relief.

In March 2023, the Second Circuit affirmed the district court's 2019 decision granting final approval of the monetary relief settlement.

Various merchants have filed individual opt-out suits seeking unspecified damages in either state or federal court, most of which were transferred to the consolidated multidistrict litigation. To date, certain groups of opt-out merchants have entered into settlement agreements with the defendants in those actions and certain HSBC entities that, pursuant to the Sharing Agreements, are responsible for a *pro rata* portion of any such settlement amount. In July 2024, the Judicial Panel on Multidistrict Litigation remanded certain of the remaining actions back to the courts where they were originally filed.

Foreign Exchange ("FX") Matters

A putative class action seeking unspecified damages was pending against certain HSBC defendants, including HSBC Bank USA, as well as other defendants, in the U.S. District Court for the Southern District of New York on behalf of retail customers (*Nypl v. JPMorgan Chase, et al.*; Case No. 1:15-CV-9300). In May 2024, the U.S. Court of Appeals for the Second Circuit affirmed the dismissal of *Nypl* and plaintiffs did not seek further appeal. This matter will no longer be reported.

Investigations

In 2020, the Competition Commission of South Africa, having initially referred a complaint for proceedings before the South African Competition Tribunal in 2017, filed a revised complaint against HSBC Bank USA and other financial institutions for alleged anti-competitive behavior in the South African foreign exchange market. In January 2024, the South African Competition Appeal Court dismissed HSBC Bank USA from the revised complaint. The Competition Commission has appealed the dismissal of HSBC Bank USA to the Constitutional Court of South Africa.

Precious Metals Fix Matters

In re London Silver Fixing, Ltd. Antitrust Litigation (Silver Fix Litigation) In 2014, putative class actions were filed in the U.S. District Court for the Southern and Eastern Districts of New York naming HSBC, HSBC Bank plc, HSBC Bank USA and the other members of The London Silver Market Fixing Ltd as defendants. The complaints seek unspecified damages based upon allegations that, from January 2007 through December 2013, defendants conspired to manipulate the price of physical silver and silver derivatives for their collective benefit in violation of the U.S. Commodity Exchange Act and U.S. antitrust laws. The actions were transferred to and centralized in the U.S. District Court for the Southern District of New York.

In May 2023 the court granted HSBC's motion for judgment on the pleadings and dismissed the case. Plaintiffs have appealed.

Platinum and Palladium Fix Litigation In 2014, several putative class actions were filed in the U.S. District Court for the Southern District of New York naming as defendants members of The London Platinum and Palladium Fixing Company (the "Platinum Group Metals or PGM Fixing"), including HSBC Bank USA, BASF Metals Limited, Goldman Sachs International and Standard Bank, plc. The complaints seek unspecified damages based upon allegations that, from January 2008 through November 2014, defendants conspired to manipulate the benchmark prices for physical Platinum Group Metals ("PGM") and PGM-based financial products.

The defendants have reached a \$20 million global settlement with the plaintiffs to resolve this action. The court granted final approval in January 2025. This matter will no longer be reported.

Canada Litigation In December 2015, HSBC, HSBC Bank plc, HSBC USA, HSI, HSBC Bank Canada and HSBC Securities Canada were named, along with other institutions, in several putative class actions filed in the Superior Courts of Justice in the Provinces of Ontario and Quebec, Canada. These suits allege, among other things, that the defendants conspired to manipulate the prices of gold and silver derivatives. These claims include: (1) *DiFilippo and Caron v. The Bank of Nova Scotia, et al.* (Superior Court of Justice, Ontario Province) (Gold Fix); (2) *DiFilippo and Caron v. The Bank of Nova Scotia, et al.* (Superior Court of Justice, Ontario Province) (Silver Fix); (3) *Benoit v. Bank of Nova Scotia, et al. ("Benoit")* (Superior Court of Justice, Quebec Province) (Gold Fix); and (4) *Ayas v. La Banque de Nouvelle-Ecosse, et al. ("Ayas")* (Superior Court of Justice, Quebec Province) (Silver Fix). The *DiFilippo* actions are now proceeding under amended complaints, and each seeks Canadian dollar \$1 billion in damages plus Canadian dollar \$250 million in punitive damages. The *Benoit* and *Ayas* actions have been stayed.

Madoff Litigation

In 2008, Bernard L. Madoff ("Madoff") was arrested and ultimately pleaded guilty to running a Ponzi scheme. A trustee was appointed for the liquidation of his firm, Bernard L. Madoff Investment Securities LLC ("Madoff Securities"), an SEC-registered broker-dealer and investment adviser. Various non-U.S. HSBC entities provided custodial, administration and similar services to a number of funds incorporated outside the United States whose assets were invested with Madoff Securities. Plaintiffs (including funds, funds investors and the Madoff Securities trustee ("Trustee"), as described below) have commenced Madoff-related proceedings against numerous defendants arising out of Madoff Securities' fraud.

In 2009, the Trustee commenced suits against various HSBC entities in the U.S. Bankruptcy Court for the Southern District of New York ("U.S. Bankruptcy Court") and in the English High Court. The Trustee filed a suit in the United States captioned *Picard v. HSBC et al* (Bankr. S.D.N.Y. Case No. 09-01364) against HSBC entities, including HSBC USA and HSBC Bank USA. The Trustee's claims seek recovery of certain alleged transfers from Madoff Securities to HSBC entities. In December 2023, the Trustee filed a second amended complaint against HSBC USA, HSBC Bank USA and other defendants specifying the alleged transfers it seeks to recover. As to HSBC USA, the Trustee seeks to recover alleged transfers totaling \$27 million. As to HSBC Bank USA, the Trustee seeks to recover alleged transfers totaling \$82 million.

The Trustee's English action, which names as defendants HSBC entities, including HSBC Bank USA, seeks recovery of transfers from Madoff Securities to or through the HSBC entities. The claim has not yet been served and the amount claimed has not been specified.

Certain Fairfield entities (together "Fairfield"), funds whose assets were directly or indirectly invested with Madoff Securities, commenced multiple suits in the United States against fund shareholders, including various HSBC entities that acted as nominees for clients, seeking restitution of redemption payments. Fairfield voluntarily discontinued the claims against HSBC Bank USA in May 2022 in the remaining case in which it was named (*In re Fairfield Sentry Limited, et al*), but certain claims against HSBC Bank USA totaling up to \$15 million remain pending on appeal.

There are many factors that may affect the range of possible outcomes, and the resulting financial impact, of the various Madoff-related proceedings including, but not limited to, the circumstances of the fraud, the multiple jurisdictions in which proceedings have been brought and the number of different plaintiffs and defendants in such proceedings. The timing and resolution of these matters remains uncertain. It is possible that any liabilities that may arise as a result could be significant. Nonetheless, we consider that we have good defenses to these claims and will continue to defend them vigorously.

Benchmark Rate Litigation

USD LIBOR: HSBC, HSBC Bank plc, HSBC USA and/or HSBC Bank USA are among several defendants in lawsuits filed by the following plaintiffs seeking unspecified damages arising from the alleged artificial suppression of U.S. dollar LIBOR rates: (1) the Federal Home Loan Mortgage Corporation; and (2) the FDIC. These actions are part of the U.S. dollar LIBOR Multi-District Litigation proceeding pending in the U.S. District Court for the Southern District of New York (*In re LIBOR-Based Financial Instruments Antitrust Litigation*). The U.S. District Court for the Southern District of New York has previously granted final approval of class settlements with several groups of investors who purchased USD LIBOR-indexed interest rate swaps and other instruments, but these plaintiffs opted out of those class settlements.

Mortgage Securitization Matters

In addition to the repurchase risk described in Note 28, "Guarantee Arrangements, Pledged Assets and Repurchase Agreements," HSBC Bank USA has also been involved as a sponsor/seller of loans used to facilitate whole loan securitizations underwritten by HSI. During 2005-2007, HSBC Bank USA purchased and sold \$24 billion of whole loans to HSI which were subsequently securitized and sold by HSI to third parties. The outstanding principal balance on these loans was approximately \$2.3 billion and \$2.4 billion at December 31, 2024 and 2023, respectively.

Participants in the U.S. mortgage securitization market that purchased and repackaged whole loans have been the subject of lawsuits and governmental and regulatory investigations and inquiries, which have been directed at groups within the U.S. mortgage market, such as servicers, originators, underwriters, trustees or sponsors of securitizations, and at particular participants within these groups. We expect activity in this area to continue. As the industry's residential mortgage foreclosure issues continue, HSBC Bank USA has taken title to a number of foreclosed homes as trustee on behalf of various securitization trusts. As nominal record owner of these properties, HSBC Bank USA has been sued by municipalities and tenants alleging various violations of law, including laws regarding property upkeep and tenants' rights. We believe and continue to maintain that the obligations at issue and any related liability are properly those of the servicer of each trust.

Mortgage Securitization Trust Litigation Since 2014, plaintiff-investors in 280 RMBS trusts (the "Trusts") have sued HSBC Bank USA, as mortgage securitization trustee, in a number of cases: BlackRock et al., Royal Park Investments SA/NV, Phoenix Light SF Limited, the National Credit Union Administration Board, as Liquidating Agent, Commerzbank AG, Triaxx, IKB Bank AG, RMBS Recovery Holdings I, LLC, et al., VRS Holdings 2 LLC, Reliance Standard Life Insurance Company and Park Royal LLC, Freedom Trust 2011-2 and ARI Investments LLC (together, "Freedom Trust") and Mark Zittman ("Zittman"). The complaints allege generally that the Trusts have collectively sustained losses in collateral value and seek to recover unspecified damages as a result of alleged breach of contract; breach of the federal Trust Indenture Act and New York's Streit Act; tort claims such as negligence, negligent misrepresentation, conflict of interest and breach of fiduciary duty. The Zittman case has been dismissed and the New York State Court of Appeals denied Zittman's motion for leave to appeal. One action, brought by Freedom Trust, remains pending.

Silicon Valley Bank ("SVB") Litigation In May 2023, First-Citizens Bank & Trust Company ("First Citizens") brought a lawsuit in the U.S. District Court for the Northern District of California against HSBC USA, HSBC Bank USA, certain other HSBC entities, and seven HSBC Bank USA employees who had previously worked for SVB. The lawsuit seeks \$1 billion in damages and alleges, among other things, that the various HSBC entities conspired with the individual defendants to solicit employees from First Citizens and that the individual defendants took confidential information belonging to SVB and/or First Citizens, which purchased parts of SVB after its collapse in March 2023.

In July 2024, the court dismissed several of First Citizens' claims and also dismissed several defendants for lack of jurisdiction (but allowed limited discovery into whether some of these defendants, including HSBC USA, may be subject to jurisdiction). The remaining claims are proceeding against certain defendants, including HSBC Bank USA.

National Community Reinvestment Coalition Prompted by a complaint filed by the National Community Reinvestment Coalition ("NCRC"), a non-profit organization, the U.S. Department of Housing and Urban Development ("HUD") investigated whether HSBC Bank USA violated the federal Fair Housing Act by engaging in discriminatory lending practices in majority Black and Hispanic neighborhoods in certain U.S. metropolitan areas. Following the withdrawal of NCRC's complaint, HUD terminated its investigation of HSBC Bank USA without findings.

In November 2024, HSBC Bank USA and NCRC announced a community growth initiative. This matter will no longer be reported.

Anti-Terrorism Act Cases

Charlotte Freeman, et al. v. HSBC Holdings plc, et al. In 2014, a complaint was filed in the U.S. District Court for the Eastern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq between April 2004 and November 2011 and seeking unspecified damages ("*Freeman I*"). The complaint was filed against HSBC, HSBC Bank USA, HSBC Bank plc and HSBC Bank Middle East Limited, as well as other non-HSBC banks, and alleges that the defendants violated the federal Anti-Terrorism Act, (18 U.S.C. §2331 et seq.) ("ATA"), by altering or falsifying payment messages involving Iran, Iranian parties and Iranian banks for transactions processed through the U.S. In September 2019, the district court granted defendants' motion to dismiss. In January 2023, the Second Circuit affirmed the dismissal on appeal and denied plaintiffs' request for further review of that decision in February 2023.

In October 2023, the U.S. Supreme Court denied plaintiffs' petition for further review of the case. In February 2024, plaintiffs moved to vacate the judgment against them. That motion remains pending.

In December 2018, a separate action captioned **Kathleen Freeman, et al. v. HSBC Holdings plc, et al.** was filed in the U.S. District Court for the Eastern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq between 2004 and 2011 seeking unspecified damages ("*Freeman II*"). *Freeman II* is substantially similar to the original *Freeman* action and has been designated as related to that action but includes additional plaintiffs and claims not asserted in the original *Freeman* action. The defendants filed a motion to dismiss, which the court granted in June 2020. In June 2023, the court ruled that the *Freeman II* plaintiffs may amend their complaint and consolidate the action with the *Bowman* action (see below). Plaintiffs in *Freeman II* and *Bowman* filed an amended complaint in December 2023. Defendants anticipate moving to dismiss, pending the outcome of a dispute over plaintiffs' attempt to incorporate discovery material from another ATA litigation into this amended complaint.

Timothy O'Sullivan, et al. v. Deutsche Bank AG, et al. In November 2017, a complaint was filed in the U.S. District Court for the Southern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq between 2003 and 2011 and seeks unspecified damages. The complaint was filed against HSBC, HSBC Bank plc, HSBC Bank USA, HSBC North America and HSBC Bank Middle East Limited, as well as other non-HSBC defendants, and alleges that the defendants violated the ATA by altering or falsifying payment messages involving Iran, Iranian parties and Iranian banks for transactions processed through the U.S. Defendants' motion to dismiss was granted in March 2019. The case is stayed pending the outcome of the motion to vacate in *Freeman I* and the anticipated motions to dismiss in *Freeman II* and *Stephens* (see below); remains pending as to one non-HSBC defendant that did not move to dismiss or otherwise respond to the complaint.

In December 2018, a separate action captioned **Timothy O'Sullivan, et al. v. Deutsche Bank AG, et al.** was filed in the U.S. District Court for the Southern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq between 2003 and 2011 ("*O'Sullivan II*") and seeks unspecified damages. *O'Sullivan II* is substantially similar to the original *O'Sullivan* action and has been designated as related to that action but includes additional plaintiffs and claims not asserted in the original *O'Sullivan* action. This action has been stayed based upon the parties' agreement.

Joel Tavera, et al. v. Deutsche Bank AG, et al. In December 2018, a complaint was filed in the U.S. District Court for the Eastern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq between 2003 and 2011 and seeks unspecified damages. The complaint was filed against HSBC, HSBC Bank plc, HSBC Bank USA, HSBC North America and HSBC Bank Middle East Limited, as well as other non-HSBC bank defendants, and alleges that the defendants conspired to violate the ATA by altering or falsifying payment messages involving Iran, Iranian parties and Iranian banks for transactions processed through the U.S. and that they aided and abetted primary violators of the ATA. The case is stayed pending the outcome of the motion to vacate in *Freeman I* and the anticipated motions to dismiss in *Freeman II* and *Stephens* (see below).

James Donaldson v. HSBC Holdings plc, et al. In December 2018, a complaint was filed in the U.S. District Court for the Eastern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq between 2005 and 2009 and seeks unspecified damages. The complaint was filed against HSBC, HSBC Bank plc, HSBC Bank USA, and HSBC Bank Middle East Limited, as well as other non-HSBC bank defendants, and alleges that the defendants violated the ATA by altering or falsifying payment messages involving Iran, Iranian parties and Iranian banks for transactions processed through the U.S. and that they aided and abetted primary violators of the ATA. This action has been filed as related to *Freeman I*. The case is

stayed pending the outcome of the motion to vacate in *Freeman I* and the anticipated motions to dismiss in *Freeman II* and *Stephens* (see below).

Kathleen Stephens v. HSBC Holdings plc, et al. In December 2018, a complaint was filed in the U.S. District Court for the Eastern District of New York on behalf of representatives of U.S. persons killed and/or injured in Iraq in 2007 and seeks unspecified damages ("*Stephens*"). The complaint was filed against HSBC, HSBC Bank plc, HSBC Bank USA, and HSBC Bank Middle East Limited, as well as other non-HSBC bank defendants, and alleges that the defendants violated the ATA by altering or falsifying payment messages involving Iran, Iranian parties and Iranian banks for transactions processed through the U.S. and that they aided and abetted primary violators of the ATA. This action has been filed as related to *Freeman II*. Plaintiffs filed an amended complaint in December 2023. Defendants anticipate moving to dismiss, pending the outcome of a dispute over plaintiffs' attempt to incorporate discovery material from another ATA litigation into this amended complaint.

Ryan Bowman et al. v. HSBC Holdings plc, et al. In April 2019, a complaint was filed in the U.S. District Court for the Eastern District of New York against HSBC, HSBC Bank plc, HSBC Bank Middle East Limited, and HSBC Bank USA, among other defendants and seeks unspecified damages. Plaintiffs designated the case as related to *Charlotte Freeman, et al. v. HSBC Holdings plc, et al.* and the claims are based on allegations that Iranian payments were purportedly provided to terrorist organizations operating in Iraq. Plaintiffs allege violations of the ATA. The defendants filed a motion to dismiss in January 2020. In June 2020, the court granted defendants' motion to dismiss. In June 2023, the court consolidated this action with *Freeman II*. Plaintiffs in *Freeman II* and *Bowman* filed an amended complaint in December 2023. Defendants anticipate moving to dismiss, pending the outcome of a dispute over plaintiffs' attempt to incorporate discovery material from another ATA litigation into this amended complaint.

Other Regulatory and Law Enforcement Investigations

In 2014, the Argentine tax authority filed a complaint against several individuals, including some current and former HSBC employees, alleging tax evasion and an unlawful tax association between HSBC Private Bank Suisse SA, HSBC Bank Argentina and HSBC Bank USA and certain HSBC officers, which allegedly enabled HSBC customers to evade Argentine tax obligations.

31.
Financial Statements of HSBC USA Inc. (Parent)

Condensed parent company financial statements follow:

Balance Sheet
At December 31,

	2024	2023
	(in millions)	
Assets:		
Securities held-to-maturity (fair value of \$1 million at December 31, 2023)	\$ -	\$ 1
Receivables and balances due from subsidiaries	14,782	14,437
Receivables and balances due from other HSBC affiliates	5,055	2,663
Investment in subsidiaries:		
Banking	15,789	15,527
Other	250	99
Other assets	244	257
Total assets	<u>\$ 36,120</u>	<u>\$ 32,984</u>
Liabilities:		
Interest, taxes and other liabilities	\$ 94	\$ 83
Payables due to subsidiaries	4	7
Payables due to other HSBC affiliates	57	76
Short-term borrowings	5,660	5,440
Long-term debt ⁽¹⁾	9,428	9,240
Long-term debt due to other HSBC affiliates ⁽¹⁾	8,388	6,499
Total liabilities	<u>23,631</u>	<u>21,345</u>
Total equity	<u>12,489</u>	<u>11,639</u>
Total liabilities and equity	<u>\$ 36,120</u>	<u>\$ 32,984</u>

⁽¹⁾ Contractual scheduled maturities for the debt over the next five years are as follows: 2025 - \$7.2 billion; 2026 - \$2.1 billion; 2027 - \$3.5 billion; 2028 - \$1.1 billion; 2029 - \$1.5 billion; and thereafter - \$2.4 billion.

Statements of Income and Comprehensive Income (Loss)
Year Ended December 31,

	2024	2023	2022
	(in millions)		
Income:			
Dividends from banking subsidiaries	\$ 1,195	\$ 1,940	\$ 143
Dividends from other subsidiaries	20	15	15
Interest from subsidiaries	532	526	101
Interest from other HSBC affiliates	214	194	89
Other income (loss) from subsidiaries	-	-	(1)
Other income (loss) from other HSBC Affiliates	258	951	(1,046)
Other income (loss)	(270)	(961)	998
Total income	1,949	2,665	299
Expenses:			
Interest to subsidiaries	-	54	46
Interest to other HSBC Affiliates	214	172	140
Other interest expense	1,107	1,091	305
Other expenses with subsidiaries	17	13	15
Other expenses with other HSBC Affiliates	1	-	-
Other expenses	-	2	2
Total expenses	1,339	1,332	508
Income (loss) before taxes and equity in undistributed income (loss) of subsidiaries	610	1,333	(209)
Income tax benefit	(129)	(143)	(88)
Income (loss) before equity in undistributed income (loss) of subsidiaries	739	1,476	(121)
Equity in undistributed income (loss) of subsidiaries	86	(1,083)	669
Net income	\$ 825	\$ 393	\$ 548
Other comprehensive income (loss)	154	649	(2,396)
Comprehensive income (loss)	\$ 979	\$ 1,042	\$ (1,848)

Statement of Cash Flows
Year Ended December 31,

	2024	2023	2022
	(in millions)		
Cash flows from operating activities:			
Net income	\$ 825	\$ 393	\$ 548
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Depreciation and amortization	5	3	1
Net change in other assets and liabilities	(123)	794	(2,073)
Undistributed (income) loss of subsidiaries	(86)	1,083	(669)
Other, net	(3)	(9)	2
Cash provided by (used in) operating activities	618	2,264	(2,191)
Cash flows from investing activities:			
Net change in investments in and balances due from subsidiaries	(515)	(889)	2,291
Net change in balances due from other HSBC affiliates	(2,395)	875	(888)
Other, net	-	-	14
Cash provided by (used in) investing activities	(2,910)	(14)	1,417
Cash flows from financing activities:			
Net change in deposits from other HSBC affiliates	(32)	41	(17)
Net change in short-term borrowings	220	(878)	1,135
Issuance of long-term debt	9,254	4,546	5,824
Repayment of long-term debt	(7,021)	(4,435)	(3,089)
Preferred stock redemption	-	-	(1,000)
Return of capital to parent	-	-	(2,000)
Other decreases in capital surplus	(13)	(8)	(2)
Dividends paid	(116)	(1,516)	(77)
Cash provided by (used in) financing activities	2,292	(2,250)	774
Net change in cash and due from banks and interest bearing deposits with banks	-	-	-
Cash and due from banks and interest bearing deposits with banks at beginning of year	-	-	-
Cash and due from banks and interest bearing deposits with banks at end of year	\$ -	\$ -	\$ -
Cash paid for:			
Interest	\$ 1,289	\$ 1,178	\$ 373

HSBC Bank USA is subject to legal restrictions on certain transactions with its non-bank affiliates in addition to the restrictions on the payment of dividends to us. See Note 26, "Retained Earnings and Regulatory Capital Requirements," for further discussion.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

During the years ended December 31, 2024, 2023 and 2022, there were no disagreements on accounting and financial disclosure matters between us and PricewaterhouseCoopers LLP ("PwC") on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of PwC, would have caused PwC to make reference to the matter in its reports on our financial statements.

Item 9A. Controls and Procedures

Evaluation of Disclosure Controls and Procedures We maintain a system of disclosure controls and procedures designed to ensure that information required to be disclosed by HSBC USA in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), is recorded, processed, summarized and reported on a timely basis. Our Board of Directors, operating through its Audit Committee, which is composed entirely of independent non-executive directors, provides oversight to our financial reporting process.

We conducted an evaluation, with the participation of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the CEO and CFO concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report so as to alert them in a timely fashion to material information required to be disclosed in reports we file under the Exchange Act.

Changes in Internal Control over Financial Reporting There has been no change in HSBC USA's internal control over financial reporting that occurred during the quarter ended December 31, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

Management's Assessment of Internal Control over Financial Reporting Management is responsible for establishing and maintaining an adequate internal control structure and procedures over financial reporting as defined in Rule 13a-15(f) of the Exchange Act, and has completed an assessment of the effectiveness of HSBC USA's internal control over financial reporting as of December 31, 2024. In making this assessment, management used the criteria related to internal control over financial reporting established by the Committee of Sponsoring Organizations of the Treadway Commission in "Internal Control-Integrated Framework (2013)."

Based on the assessment performed, management concluded that as of December 31, 2024, HSBC USA's internal control over financial reporting was effective.

**Item 9B.
Other Information**

Disclosures pursuant to Section 13(r) of the Securities Exchange Act Section 13(r) of the Securities Exchange Act requires each issuer registered with the SEC to disclose in its annual or quarterly reports whether it or any of its affiliates have knowingly engaged in specified activities or transactions with persons or entities targeted by U.S. sanctions programs relating to Iran, terrorism, or the proliferation of weapons of mass destruction, even if those activities are not prohibited by U.S. law, are conducted outside the U.S. by non-U.S. affiliates in compliance with local laws and regulations, and are not material to the business of the issuer or any of its affiliates.

To comply with this requirement, HSBC has requested relevant information from its affiliates globally. During the period covered by this Form 10-K, HUSI did not engage in activities or transactions requiring disclosure pursuant to Section 13(r) other than those activities related to frozen accounts and transactions permitted under relevant U.S. sanctions programs described under "Frozen Accounts and Transactions" below. The following activities conducted by our affiliates are disclosed in response to Section 13(r) and are not material to the business of the HSBC Group:

Legacy contractual obligations related to guarantees Between 1996 and 2007, the HSBC Group provided guarantees to a number of its non-Iranian customers in Europe and the Middle East for various business activities in Iran. In a number of cases, the HSBC Group issued counter indemnities involving Iranian banks as the Iranian beneficiaries of the guarantees required that they be backed directly by Iranian banks. The Iranian banks to which the HSBC Group provided counter indemnities included Bank Tejarat, Bank Melli, and the Bank of Industry and Mine.

There was no measurable gross revenue in 2024 under those guarantees and counter indemnities. The HSBC Group does not allocate direct costs to fees and commissions and, therefore, has not disclosed a separate net profit measure. The HSBC Group is seeking to cancel all relevant guarantees and counter indemnities, and does not currently intend to provide any new guarantees or counter indemnities involving Iran. No guarantees were cancelled in 2024, and approximately 14 remain outstanding.

Other relationships with Iranian banks Activity related to U.S.-sanctioned Iranian banks not covered elsewhere in this disclosure includes the following:

The HSBC Group acts as the trustee and administrator for a pension scheme involving employees of a U.S.-sanctioned Iranian bank in Asia. Under the rules of this scheme, the HSBC Group accepts contributions from the Iranian bank each month and allocates the funds into the pension accounts of the Iranian bank's employees. The HSBC Group runs and operates this pension scheme in accordance with applicable laws and regulations. Estimated gross revenue, which includes fees and/or commissions, generated by this pension scheme during 2024, was approximately \$2,319.

For the Iranian bank-related activity discussed above, the HSBC Group does not allocate direct costs to fees and commissions and, therefore, has not disclosed a separate net profit measure.

The HSBC Group currently intends to continue to wind down the above activities, to the extent legally permissible, and not enter into any new such activity.

Activity related to U.S. Executive Order 13224

The HSBC Group had an individual customer in the Middle East that was designated under Executive Order 13224 in 2023. The customer's accounts were restricted at the time of designation and the relationship was exited in 2024. As part of the exit process, the HSBC Group returned the customer's funds to the customer.

The HSBC Group had an individual customer in the Middle East employed by a corporate entity that was designated under Executive Order 13224 in 2024. Shortly following the designation, the HSBC Group processed one local currency salary payment to the individual customer from the entity. The customer relationship was exited in 2024.

The HSBC Group has individual and corporate customers in the Middle East that, during 2024, made local currency check payments for the rental of property to a corporate entity designated under Executive Order 13224. The HSBC Group processed these checks on behalf of its customers.

For these activities, there was no measurable gross revenue or net profit to the HSBC Group during 2024.

Activity related to U.S. Executive Order 13382

The HSBC Group had two individual customers in Asia that were designated under Executive Order 13382 in 2023. The customers' accounts were restricted at the time of designation and the relationships were exited in 2024. As part of the exit process, the HSBC Group returned the customers' funds to the customers.

The HSBC Group administers a pension scheme for a corporate entity in Asia in accordance with applicable laws and regulations. An individual participant in this pension scheme was designated under Executive Order 13382 in 2023. The HSBC Group has restricted the individual's pension scheme account. During 2024, prior to the imposition of the account restriction, the HSBC Group allocated two mandatory local currency contributions into the individual's pension scheme account.

For this activity, there was no measurable gross revenue or net profit to the HSBC Group during 2024.

Other activity

The HSBC Group has a non-Iranian insurance company customer in the Middle East that, during 2024, made local currency domestic payments for the reimbursement of medical treatment to a hospital located outside Iran that is owned by the Government of Iran. The HSBC Group processed these payments from its customer to the hospital.

The HSBC Group has two customers in the Middle East that, during 2024, made local currency domestic payments for medical treatment to a hospital located outside Iran that is owned by the Government of Iran. The HSBC Group processed these payments from its customers to the hospital.

The HSBC Group has one corporate customer in the Middle East that, during 2024, received local currency checks from a hospital located outside Iran that is owned by the Government of Iran. The HSBC Group processed the checks from the hospital to its customer.

The HSBC Group has individual and corporate customers in the Middle East that, during 2024, received local currency checks from an insurance company located outside Iran that is owned by the Government of Iran. The HSBC Group processed these checks from the insurance company to its customers.

The HSBC Group has one corporate customer in Europe that, during 2024, received local currency domestic payments from an insurance company located outside Iran that is owned by the Government of Iran for the provision of repair services. The HSBC Group processed the payments from the insurance company to its customer.

The HSBC Group has individual and corporate customers in Asia, Europe and the Middle East that, during 2024, made small local currency domestic payments to, or received such payments from, Iranian embassies or consulates. These customers are engaged in activities that require consular services provided by the embassies or consulates or provide goods and services that

support the conduct of the official business of the embassies or consulates. In addition, the HSBC Group has an international organization customer in Europe that, during 2024, received a local currency payment from an Iranian embassy relating to annual membership fees. The HSBC Group processed these payments between its customers and the Iranian embassies or consulates.

The HSBC Group has two corporate customers in Europe that, during 2024, received local currency payments from a bank owned by the Government of Iran in relation to management charges for property owned by the bank. The HSBC Group processed these payments to its customers.

The HSBC Group has individual customers in Europe that are employed by a bank located outside Iran that is owned by the Government of Iran. During 2024, the HSBC Group processed local currency salary payments received via banks that are not owned by the Government of Iran to its customers.

For these activities, there was no measurable gross revenue or net profit to the HSBC Group during 2024.

Frozen accounts and transactions The HSBC Group and HSBC Bank USA (a subsidiary of HUSI) maintain several accounts that are frozen as a result of relevant sanctions programs, and safekeeping boxes and other similar custodial relationships, for which no activity, except as licensed, authorized, or otherwise related to the maintenance of such accounts as consistent with applicable law, took place during 2024. There was no measurable gross revenue or net profit to the HSBC Group during 2024 relating to these frozen accounts.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

Omitted.

Item 11. Executive Compensation

Omitted.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Omitted.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Omitted.

Item 14. Principal Accounting Fees and Services

Audit Fees The aggregate amount billed by our principal accountant, PricewaterhouseCoopers LLP ("PwC"), for audit services performed during the fiscal years ended December 31, 2024 and 2023 was \$8,925,000 and \$8,321,000, respectively. Audit services include the auditing of financial statements, quarterly reviews, statutory audits, and the preparation of comfort letters, consents and review of registration statements.

Audit Related Fees The aggregate amount billed by PwC in connection with audit related services performed during the fiscal years ended December 31, 2024 and 2023 was \$2,213,000 and \$1,971,000, respectively. Audit related services include employee benefit plan audits, and audit or attestation services not required by statute or regulation.

Tax Fees The aggregate amount billed by PwC for tax related services performed during the fiscal years ended December 31, 2024 and 2023 was nil and nil, respectively.

All Other Fees The aggregate amount billed by PwC for other services performed during the fiscal years ended December 31, 2024 and 2023 was nil and nil, respectively.

All of the fees described above were approved by HSBC USA's Audit Committee.

The Audit Committee follows a written policy that requires pre-approval of all audit and audit related services to be provided by PwC. Pursuant to the policy, the Audit Committee annually pre-approves the audit fee and terms of the audit services engagement. The Audit Committee also approves specific audit and audit-related services. PwC does not perform any tax, compliance or other services which are not audit or audit-related. Any service not included in the annual pre-approval must be submitted on a case-by-case basis to the Audit Committee for pre-approval. On an interim basis, any proposed engagement that does not fit within the definition of a pre-approved service may be presented to the Chair of the Audit Committee and to the full Audit Committee at its next regular meeting for approval.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a)(1) Financial Statements

The consolidated financial statements listed below, together with an opinion of PwC dated February 19, 2025 with respect thereto, are included in this Form 10-K pursuant to Item 8. Financial Statements and Supplementary Data of this Form 10-K.

HSBC USA Inc. and Subsidiaries:

Report of Independent Registered Public Accounting Firm
 Consolidated Statement of Income
 Consolidated Statement of Comprehensive Income (Loss)
 Consolidated Balance Sheet
 Consolidated Statement of Changes in Equity
 Consolidated Statement of Cash Flows
 Notes to Financial Statements

(a)(2) Not applicable.

(a)(3) Exhibits

- 3(i) Articles of Incorporation and amendments and supplements thereto (incorporated by reference to [Exhibit 3\(a\) to HSBC USA Inc.'s Annual Report on Form 10-K for the year ended December 31, 1999](#), [Exhibit 3 to HSBC USA Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 2000](#), [Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed April 4, 2005](#), [Exhibit 3.3 to HSBC USA Inc.'s Current Report on Form 8-K filed April 4, 2005](#), [Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed October 14, 2005](#), [Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed May 22, 2006](#) and [Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed on May 31, 2016](#)).
- 3(ii) Bylaws of HSBC USA Inc., as Amended and Restated effective July 20, 2022 (incorporated by reference to [Exhibit 3.2 to HSBC USA Inc.'s Current Report on Form 8-K filed July 21, 2022](#)).
- 4.1 Senior Indenture, dated as of March 31, 2009, by and between HSBC USA Inc. and Computershare Trust Company, N.A. (as successor in interest to Wells Fargo Bank, National Association), as trustee, as amended and supplemented (incorporated by reference to [Exhibit 4.1 to HSBC USA Inc.'s Registration Statement on Form S-3, Registration No. 333-158385](#), [Exhibit 4.2 to HSBC USA Inc.'s Registration Statement on Form S-3, Registration No. 333-180289](#), [Exhibit 4.3 to HSBC USA Inc.'s Registration Statement on Form S-3, Registration No. 333-202524](#), [Exhibit 4.24 to HSBC USA Inc.'s Current Report on Form 8-K filed October 2, 2023](#) and [Exhibit 4.5 to HSBC USA Inc.'s Registration Statement on Form S-3, Registration No. 333-277211](#)).
- 4.2 Subordinated Indenture, dated as of October 24, 1996, by and between HSBC USA Inc. and Deutsche Bank Trust Companies Americas (as successor in interest to Bankers Trust Company), as trustee, as amended and supplemented (incorporated by reference to [Exhibits 4.3, 4.4, 4.5 and 4.6 to Post-Effective Amendment No. 1 to HSBC USA Inc.'s Registration Statement on Form S-3, Registration No. 333-42421](#) and [Exhibit 4.1 to HSBC USA Inc.'s Current Report on Form 8-K filed September 27, 2010](#)).
- 4.3 Warrant Indenture, dated as of May 16, 2016, by and between HSBC USA Inc. and Computershare Trust Company, N.A., as trustee (incorporated by reference to [Exhibit 4.31 to Post-Effective Amendment No. 1 to HSBC USA Inc.'s Registration Statement on Form S-3, Registration No. 333-202524](#)).
- 4.4 Other instruments defining the rights of holders of long-term debt of HSBC USA Inc. and its consolidated subsidiaries are not being filed herewith since the total amount of securities authorized under each such instrument does not exceed 10 percent of the total assets of HSBC USA Inc. and its subsidiaries on a consolidated basis. HSBC USA Inc. agrees that it will furnish a copy of any such instrument to the Securities and Exchange Commission upon request.
- 4.5 Description of HSBC USA Inc.'s zero coupon callable accreting notes due January 15, 2043 and zero coupon callable accreting notes due January 29, 2043 (incorporated by reference to [Exhibit 4.5 to HSBC USA Inc.'s Annual Report on Form 10-K for the year ended December 31, 2019](#)).
- 19 [HSBC Holdings plc Insider Trading Policies and Procedures](#)
- 23 [Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.](#)
- 24 [Power of Attorney \(included on the signature page of this Form 10-K\).](#)

31	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
97	HSBC USA Inc. Policy for the Recovery of Erroneously Awarded Compensation (incorporated by reference to Exhibit 97 to HSBC USA Inc.'s Annual Report on Form 10-K for the year ended December 31, 2023).
101.INS	The instance document does not appear in the interactive data file because its XBRL tags are embedded within the Inline XBRL document ⁽¹⁾
101.SCH	Inline XBRL Taxonomy Extension Schema Document ⁽¹⁾
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document ⁽¹⁾
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document ⁽¹⁾
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document ⁽¹⁾
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document ⁽¹⁾
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

⁽¹⁾ Pursuant to Rule 405 of Regulation S-T, includes the following financial information included in our Annual Report on Form 10-K for the year ended December 31, 2024, formatted in Inline eXtensible Business Reporting Language ("Inline XBRL"): (i) the Consolidated Statement of Income for the years ended December 31, 2024, 2023 and 2022, (ii) the Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31, 2024, 2023 and 2022, (iii) the Consolidated Balance Sheet at December 31, 2024 and 2023, (iv) the Consolidated Statement of Changes in Equity for the years ended December 31, 2024, 2023 and 2022, (v) the Consolidated Statement of Cash Flows for the years ended December 31, 2024, 2023 and 2022, and (vi) the Notes to Consolidated Financial Statements.

Item 16. Form 10-K Summary

Omitted.

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, HSBC USA Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this day the 19th of February 2025.

HSBC USA INC.

By: /s/ LISA MCGEOUGH

Lisa McGeough

President and Chief Executive Officer

Each person whose signature appears below constitutes and appoints L. P. Zielinski as his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him/her in his/her name, place and stead, in any and all capacities, to sign and file, with the Securities and Exchange Commission, this Form 10-K and any and all amendments and exhibits thereto, and all documents in connection therewith, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of HSBC USA Inc. and in the capacities indicated on this day, the 19th of February 2025.

Signature	Title
<u>/s/ L. MCGEOUGH</u> (L. McGeough)	President, Chief Executive Officer, Chair and Director (as Principal Executive Officer)
<u>/s/ E. AVILÉS</u> (E. Avilés)	Director
<u>/s/ D. P. BAILEY</u> (D. P. Bailey)	Director
<u>/s/ P. ELMGART</u> (P. Elmgart)	Director
<u>/s/ M. L. FLOWERS</u> (M. L. Flowers)	Director
<u>/s/ W. L. HARTMANN</u> (W. L. Hartmann)	Director
<u>/s/ C. H. LARSON</u> (C. H. Larson)	Director
<u>/s/ G. W. MADISON</u> (G. W. Madison)	Director
<u>/s/ L. K. POLSKY</u> (L. K. Polsky)	Director
<u>/s/ A. D. SCHROEDER</u> (A. D. Schroeder)	Director
<u>/s/ A. FULLAM</u> (A. Fullam)	Chief Financial Officer (as Principal Financial Officer)
<u>/s/ D. PALOMAKI</u> (D. Palomaki)	Financial Controller (as Principal Accounting Officer)

CODE FOR HSBC HOLDINGS PLC PDMRS TRANSACTING IN HSBC GROUP SECURITIES

1. Introduction

This Code imposes restrictions on transactions in **HSBC Group Securities**. Its purpose is to ensure that directors and other persons discharging managerial responsibilities (**PDMRs**) and their **closely associated persons (CAPs)** do not abuse, and do not place themselves under suspicion of abusing, **inside information** in relation to transactions relating to **Group Securities**. Nothing in this Code will be deemed to sanction a breach of any market abuse or insider dealing provisions which are beyond the remit of this Code.

This Code contains restrictions on dealings in certain **prohibited periods** including the **closed periods** before the announcement of HSBC's annual, interim or quarterly results. An **Executive PDMR** is also subject to **extended closed periods**.

Schedule 1 sets out the definitions of terms used in this Code.

This Code also requires any proposed transaction by PDMRs to be notified as provided in paragraphs 2 and 6, with an indicative list of notifiable transactions being set out in Schedule 2.

Failure to observe and comply with the requirements of this Code may result in the Company imposing sanctions against any persons subject to it. Depending on the circumstance, this non-compliance may also be a civil and/or criminal offence.

2. Clearance Procedures

- 2.1 A PDMR must not conduct any **transactions** on his/her own account or for the account of a third party, directly or indirectly, relating to any **Group Securities** without obtaining clearance to transact in advance in accordance with this Code.
 - 2.2 A PDMR must not submit an application for clearance if he/she is in possession of inside information in relation to HSBC.
 - 2.3 A PDMR must notify his/her intention in writing to conduct any transactions on his/her own account or for the account of a third party, which relates directly or indirectly to any Group Securities to **Corporate Governance & Secretariat (CG&S)** in order that written clearance for the transaction can be sought from a **Designated Director**;
 - 2.4 A response to a request for clearance to transact must be provided to the relevant PDMR within five **business days** of the request being made. CG&S will maintain a record of responses. Reasons may not be given when clearance is refused and all refusals for clearance must remain confidential.
 - 2.5 Clearance may be given subject to conditions with which the PDMR must comply.
 - 2.6 The Company may choose to apply a different clearance procedure in relation to certain events under employee share or incentive plans or corporate actions where the
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Company considers it to be appropriate. Where this is the case, relevant PDMRs will be notified of this fact by CG&S.

2.7 If clearance is provided, the PDMR:

- (a) will be provided with a written dated notification of clearance;
- (b) must transact as soon as possible and in any event within one business day of clearance being provided; and
- (c) must not transact if he or she comes into possession of inside information in relation to HSBC after clearance is provided but before a transaction is concluded.

2.8 A PDMR will not be given clearance to, and must not, conduct any transaction on his/her own account or for the account of a third party, directly or indirectly, relating to any Group Securities during a prohibited period other than in the circumstances set out in paragraph 3 below.

3. Exceptional circumstances

3.1 A PDMR who is not in possession of inside information may be given clearance in a prohibited period:

- (a) in exceptional circumstances, such as severe financial difficulty requiring the immediate sale of shares; or
- (b) where it is determined by a Designated Director of HSBC to be appropriate at the time and permitted under **MAR** and the **HKMC**, provided, in each case, that the PDMR must be able to demonstrate that the particular transaction cannot be executed at any other time than during the prohibited period.

3.2 The nature of any “exceptional circumstances” will be required to be set out in an announcement published on the Hong Kong Stock Exchange’s website.

4. Transactions by CAPS with a PDMR and Investment Managers

- 4.1 PDMRs must seek to prevent any transaction by any **CAP** on that person’s own account which directly or indirectly relates to any Group Securities during a closed period or extended closed period, as applicable. In the case of a prohibited period other than a closed period or extended closed period, PDMRs should prevent such a transaction so far as it is consistent with any obligations of confidentiality and any relevant laws or regulations. Accordingly, PDMRs are required to make a notification in writing to CAPs advising them of their obligations during closed periods and extended closed periods; and to keep a copy of these notifications. CG&S will make available draft communications for this purpose.
 - 4.2 When a PDMR places funds under management, the PDMR must apply the same restrictions and procedures on the investment manager in its dealings on behalf of the PDMR as apply to the PDMR in relation to Group Securities. Similarly, CAPs should be encouraged to advise their investment managers of their disclosure obligations and restrictions on trading in Group Securities. CG&S will make available draft communications for this purpose.
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4.3 PDMRs should advise their CAPs and investment managers that they are obliged to notify the Company in respect of any transactions conducted on their own account or on the account of the PDMRs in Group Securities within one business day of the date of a transaction being concluded.

5. Acting as a trustee

5.1 Where a PDMR is a sole trustee, the provisions of this Code will apply to all transactions conducted by the trust in the same way as if they were transactions conducted on the PDMR's own account.

5.2 A Director who acts as trustee of a trust must advise the other trustees that he/she is a Director of HSBC.

5.3 A Director who is a **beneficiary**, but not a trustee, of a trust which conducts any transactions relating to Group Securities must endeavour to ensure that the trustees notify him/ her immediately after they have conducted any transaction relating to Group Securities on behalf of the trust so that he/she can notify CG&S without delay. For this purpose, the Director must ensure that the trustees are aware that they are a Director of HSBC.

6. Notification

6.1 PDMRs must notify the Company in respect of any transactions conducted on their own account in Group Securities within one business day of the date of a transaction being concluded.

6.2 HSBC will:

(a) make the relevant regulatory notifications in respect of transactions on behalf of the PDMRs and CAPs; and

(b) announce the details of the transactions no later than three business days following the date of the relevant transaction.

7. Disclosure of Information

7.1 A Director must not make any unauthorised disclosure of confidential information, whether to co-trustees or to any other person (even to those to whom they owe a fiduciary duty) or make any use of such information for the advantage of themselves or others.

7.2 Transactions conducted on the account of a Director relating to any Group Securities will be required to be disclosed in HSBC's annual and interim reports including statements to comply with the requirements of the HKMC.

7.3 Directors, in the course of their duties as Directors of HSBC, may come into possession of, or become aware of, inside information regarding other companies. Directors must not deal in the securities of any listed company (including HSBC) when, by virtue of their position as a director of a listed company, they are in possession of inside information relating to that listed company's securities (including HSBC).

Code definitions

Definitions

In this Code the following definitions apply unless the context requires otherwise:

“beneficiary” includes any discretionary object of a discretionary trust (where the Director is aware of the arrangement) and any beneficiary of a non-discretionary trust;

“business day(s)” means any day which is not a Saturday or Sunday, Christmas Day, Good Friday or a bank holiday in the United Kingdom;

“closed period” means any of the following:

- (i) Full year and Half year: the longer of the period from the end of the relevant financial period (31 December and 30 June) or the period of 30 calendar days before announcement of HSBC’s results, up to and including 8:30 am (Hong Kong time) on the calendar day following such announcement; and
- (ii) Quarter 1 and Quarter 3 earnings release: the end of the relevant financial period (31 March and 30 September) up to and including 8:30 am (Hong Kong time) on the calendar day following the announcement of the quarterly earnings release.

You will be advised if these periods change.

Executive PDMRs are also subject to ‘extended closed periods’.

“closely associated person” or **“CAP”** means:

- (i) a spouse, or a partner considered to be equivalent to a spouse in accordance with national law;
- (ii) a minor child;
- (iii) a relative who has shared the same household for at least one year;
- (iv) a legal person (including a corporate body), trust or partnership, the managerial responsibilities of which are discharged by a PDMR or by a person referred to in point (i), (ii) or (iii) above, which is directly or indirectly controlled by such a person, which is set up for the benefit of such a person, or the economic interests of which are substantially equivalent to those of such a person; or
- (v) a discretionary trust which is established by a PDMR (or any of the above) where the trustee would be expected to seek that person’s consent in the exercise of its discretion, or act in accordance with the person’s wishes;

“Designated Director” means a Director or officer of HSBC who has been designated to provide clearance to a PDMR to transact in terms of this Code and, in relation to PDMRs who are not Directors, may include the Group Company Secretary and Chief Governance Officer;

“Director” means a director of HSBC;

“Executive PDMR” means an Executive Director or a senior executive of HSBC who falls within clause (ii) of the definition of PDMR;

“extended closed period” means every day except for the following periods of permitted trading in HSBC Group securities (“trading windows”):

- (i) Full year: the period of approximately five weeks from 8:30 am (Hong Kong time) on the calendar day following the announcement of HSBC’s annual results;
- (ii) Quarter 1 and Quarter 3 earnings release: the period of approximately two weeks from 8:30 am (Hong Kong time) on the calendar day following the announcement of the quarterly earnings release; and
- (iii) Half-year: the period of approximately two weeks from 8:30 am (Hong Kong time) on the calendar day following the announcement of HSBC’s half-yearly results.

You will receive advance notification of the specific dates prior to the commencement of each trading window. Only Executive PDMRs are subject to ‘extended closed periods’.

“Group Securities” means:

- (i) any securities of HSBC and any securities that are convertible or exchangeable into such securities;
- (ii) any securities of any subsidiary of HSBC and any securities that are convertible or exchangeable into such securities;
- (iii) any derivatives or other financial instruments (including structured products) linked to any of the securities referred to in (i), or (ii) above;
- (iv) the securities of any entity whose assets solely or substantially comprise of the securities referred to in (i), (ii) or (iii) above;

and, for the avoidance of doubt, “securities” for these purposes includes shares and debt instruments.

“HSBC” means HSBC Holdings plc;

“inside information” in relation to HSBC means, broadly:

- (i) Information of a precise or specific nature, which has not been made public, relating, directly or indirectly, to HSBC or to a shareholder or officer of HSBC or to Group Securities which, if it were made public, would be likely to have a significant or material effect on the prices of Group Securities;
 - (ii) Information will be of a precise nature if it indicates a set of circumstances which exists or is reasonably likely to come into existence or an event which has occurred or may reasonably be expected to occur which is specific enough for a conclusion to be drawn as to the possible effect on the prices of Group Securities;
 - (iii) Information likely to have a significant effect on the prices of Group Securities means information a reasonable investor would be likely to use as part of the basis of his or her investment decisions;
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- (iv) Information is of a specific nature if it contains such particulars as to a transaction, event or matter, or proposed transaction, event or matter, so as to allow that transaction, event or matter to be identified and its nature to be coherently described and understood;

“MAR” means the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and repealing directives, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018;

“person discharging managerial responsibility” or **“PDMR”** means:

- (i) a Director; or
- (ii) a senior executive of HSBC who:
 - (a) has regular access to inside information relating, directly or indirectly, to HSBC;
 - (b) has power to make managerial decisions affecting the future developments and business prospects of HSBC; and
 - (c) who has been notified by CG&S that they are a PDMR.

“prohibited period” means:

- (i) any closed period; or
- (ii) any other period when there exists any matter which constitutes inside information in relation to HSBC; or
- (iii) for Executive PDMRs only, any extended closed period;

“SFO” means the Hong Kong Securities and Futures Ordinance (Cap 571)

“transaction” / **“transact/s”**, interpreted in accordance with MAR (and, where relevant for Directors, the SFO), includes any type of transaction in or relating to Group Securities. Schedule 2 sets out a non-exhaustive list of examples of transactions that are notifiable under MAR and the SFO.

Types of transactions are both complex and wide ranging and include, among other things, transactions conducted on behalf of a PDMR by a third party.

“Wider Group Securities” as that term is used in Schedule 2, means the types of instruments described in the definition of Group Securities in respect of securities of a corporation in which HSBC has an interest of more than 20% of the issued shares of any class of that corporation’s share capital.

Notifiable transactions under MAR and the SFO

For the avoidance of doubt, clearance to transact must always be obtained prior to: entering into or cancelling any savings scheme; varying the terms of your participation in, or conducting sales of Group Securities within, any savings scheme.

Clearance in respect of any savings scheme (or the equivalent) involving Group Securities may be given on terms that subsequent transactions under the scheme do not require clearance (although, as mentioned above, amendment to, or cancellation of any such scheme will require clearance).

Transactions conducted on own account relating to Group Securities that are notifiable under MAR and the SFO include, among others, the examples to transact set out below. Unless otherwise indicated, a PDMR should always obtain advance clearance in accordance with paragraph 2 of the Code.

- (i) subscription, exchange, acquisition, disposal, transfer, (or offer to acquire, dispose of or transfer), stock lending or borrowing, short sale, pledging or lending;
- (ii) transactions undertaken by professionals arranging or executing transactions, including where discretion is exercised;
- (iii) transactions made under a life insurance policy where the policyholder is a PDMR or a CAP of the PDMR, the investment risk is borne by the policyholder and the policyholder has the power or discretion to make investment decisions regarding specific instruments in that life insurance policy;
- (iv) grant, acceptance, acquisition, disposal, transfer, exercise or discharge of any option (whether put or call or both and including options granted as part of a remuneration package) or warrant or rights or obligations to acquire, dispose of or transfer or any interest whether or not for consideration;
- (v) transactions in or related to (including entering into or exercise of) any type of derivatives, including equity swaps, credit default swaps, contracts for difference (or an auction product based thereon) and cash-settled transactions as well as physically settled transactions;
- (vi) conditional transactions. Notification of such transactions is required under paragraph 6 of the Code at the time of entering into the transaction and again upon the conditions being fulfilled. Clearance will always be required before such transactions are entered into. However, no further clearance is required upon fulfilment of the conditions provided that no further action is required by the PDMR;
- (vii) conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds to shares;¹
- (viii) gifts and donations made or received, and inheritance received;

¹ An automatic conversion of such financial instruments will not require advance clearance but will need to be notified to HSBC in accordance with paragraph 6.1 of this Code;

(ix) transactions executed in index-related products, baskets and derivatives based on those products, if the financial instrument provides exposure to a portfolio of assets in which the exposure to shares or debt instruments of the Group exceeds 20% of the portfolio's assets;²

(x) transactions executed in shares or units of a collective investment undertaking (including an investment fund), if the exposure to shares or debt instruments of the Group exceeds 20% of the assets held by the collective investment undertaking;

Note that, where the manager of the collective investment undertaking does not operate with full discretion (which includes situations where the manager receives any notifications or suggestions on portfolio composition, directly or indirectly, from investors in the collective investment undertaking), transactions executed by the manager directly or indirectly relating to any shares or debt instruments of the Group may also require notification. If you have any influence / discretion whatsoever in relation to the manager or the investments or strategy of the collective investment undertaking you should discuss with CG&S as soon as possible (regardless of whether you are currently proposing to enter into any transaction in the units or shares of the collective investment undertaking) to determine whether any such notification is required; and

(xi) transactions executed by a third party under an individual portfolio or asset management mandate on behalf or for the benefit of a PDMR or a person closely associated with such a person.

For Directors or their CAPs, in addition to the types of transactions listed above, the term "transaction" for the purpose of disclosures under Part XV of the SFO also includes any event in consequence of which he/she becomes, or ceases to be, interested in Group Securities or Wider Group Securities (or acquires or ceases to have any short position in respect of such securities), or where the nature of such interest changes. A short position is broadly where a person has a right to require another to take delivery of, or an obligation to deliver, relevant shares at a future time (or equivalent economic exposure). An interest for this purpose is defined very widely and guidance should be sought from CG&S in the event of any doubt.

² Paragraphs (ix) and (x) will not apply where the PDMR or CAP as applicable does not know, and could not know, the investment composition or exposure of such collective investment undertaking or portfolio of assets in relation to shares or debt instruments of the Group and there is no reason for them to believe that the 20% threshold is exceeded. In this context, if information regarding the investment composition or exposure is available, then the PDMR or CAP as applicable must make all reasonable efforts to avail themselves of that information.

EXTRACT FROM MANDATORY PROCEDURE FOR PERSONAL CONFLICTS OF INTEREST IN RELATION TO PERSONAL ACCOUNT DEALING

Personal Account Dealing

These procedural requirements support the implementation of the following L1 controls:

- L1C-00000855: Personal Conflicts of Interest
- L1C-00000871: Personal Account Dealing checks

Overview

You must not transfer, buy or sell (“deal” in) investments that create a Conflict, or in a way that constitutes market abuse. This requirement, and everything in this procedure, extends to dealing by:

- You, on your own behalf;
- You, with power of attorney and decision-making authority over somebody else’s account;
- You, exercising control over somebody else’s account;
- Somebody else using your account, for example, a joint account; or
- Somebody else whom you influence to deal: Influenced Parties.

You must always adhere to these requirements, including:

- During system outages;
- When on business trips or training courses;
- For any absences from work of up to six months. If you neither retain access to HSBC systems nor appear on any Insider or Confidential Register, these requirements expire after six months.

Minimum reporting and review requirements for Risk Owners are outlined in section 7. MI Requirements

Application

This procedure applies to all Workers, also referred to as ‘you’ in this document. Workers means all employees, contractors and consultants of HSBC, as defined in [HR Mandatory Procedure ‘Recording the details of and classifying individuals working at HSBC’](#).

Certain Workers are called ‘Covered Workers’. Covered Workers are those Workers who are more likely to come into possession of client non-public information and certain types of HSBC non-public information, or those who must evidence their independence of mind to perform their role properly. Greater oversight is required of their personal account dealing. Please refer to the Glossary for further details, including a table outlining who would be considered a Covered Worker by default.

Please note that this procedure applies to certain non-employees. Please see the Appendix for further details around this and how these individuals should be considered in the context of this Procedure, noting that non-employees can be Covered Workers.

All requirements in this procedure apply to Covered Workers and also the dealings of their Influenced Parties. Some requirements apply to All Workers (these are marked).

Some jurisdictions/business lines have additional rules which are included in the [Geography Specific requirements](#) and the Business Line requirements set out in this procedure. You must additionally read the relevant sections to gain a full understanding of your obligations.

For any procedure requirement breaches, including line manager breach handling assessment, refer to [Personal Conflicts - Line Manager and Breach Guidance](#).

Requirements for All Workers

Personal trading, and reviewing personal investment portfolios, must not interfere with you fulfilling your professional duties or compromise your financial circumstances. HSBC therefore prohibits speculative trading activity by all Workers - this includes a requirement for all Workers, including non-Covered Workers, to follow the 30-day rule for Covered Instruments (see definitions of Speculative Trading and Covered Investment in the glossary). It is also important that your trading does not create an impression of wrongdoing by HSBC or you. The risk of sharing Non-Public Information with unauthorised persons is out of risk appetite for HSBC.

You must not participate in an Investment Club, because it could appear that you shared or received information without proper authorisation.

You, and by extension your Influenced Parties, must not deal in related investments when:

- It could appear to conflict with the interests of a client or HSBC, see Examples of Personal Conflicts;
- You are in possession of MNPI about HSBC, a Client or a Third Party, known as “insider dealing”;
- You are in possession of relevant Non-Public Information as defined in [Compliance FIM Regulatory Compliance B.30 Information Barriers and Need To Know requirements](#) about a Client or a Third Party or certain Non-Public Information about HSBC; or
- As advised by Compliance from time to time.

Insider dealing, as defined in [Compliance FIM Regulatory Compliance B.5 Market Abuse](#), is a criminal offence. Examples of market abuse include:

- Front running - dealing in advance, to capitalise on Non-Public Information;
- Tailgating - dealing when you are aware that a customer has placed an order; or
- Dealing when you are aware of an unannounced acquisition or disposal of substantial assets.

If asked for additional supporting evidence or confirmations about your dealing activity, you must provide this.

Workers with ‘super user’ access to the Global Conflict Management System “GCMS” or the Watch List, such as those working in the Global Control Room, must not deal in any Covered Investment, or any asset or instrument covered by Global Research. However, these Workers can:

- make elections in relation to HSBC share offerings as normal and/or,
 - subject to prior approval from the Global Control Room, and where applicable subject to prior approval via My Trades or equivalent, dispose of HSBC shares as normal.
-

Requirements for Covered Workers

In addition to the requirements outlined for All Workers, if you are a Covered Worker, you must do the following in relation to your own dealing and that of your Influenced Parties:

- Obtain documented pre-approval using My Trades or your local Personal Account Dealing system, to trade any Covered Investment; and
- Hold a Covered Investment for at least 30 days before selling the same Covered Investment, and not purchase a Covered Investment for at least 30 days after selling the same Covered Investment, the “30-day rule”.
- Pre-approval is not required for the transfer of assets between broker accounts belonging to a Covered Worker where no change in beneficial ownership takes place and no net consideration is paid, including selling and repurchasing the same underlying holding within 24 hours (e.g. to crystallise tax losses). Similarly, pre-approval is not required for the transfer of assets between a Covered Worker and an Influenced Party when no net consideration is paid. You can make a deduction for dealing costs without affecting the status of a sale and repurchase.
- Where a Covered Worker’s line manager is not available to provide trade pre-approval, an alternative approver is the line manager’s line manager or equivalent (e.g. a nominated peer of the line manager). The alternative approver must be senior to the individual making the dealing request. My Trades utilises a drop down box with pre-determined alternative approvers to be selected by the Worker.

Approval Windows

Approvals to trade are valid within the stipulated time scales as stated in your local Personal Account Dealing system/procedure approval notifications.

Each trade requires approval. Trades must not take place until approval is given, or after the approval expires. Please note:

- HSBC does not permit you as a Covered Worker to place open-ended or good-till-cancelled “GTC” orders, nor provides perpetual approvals.
 - Certain countries prohibit limit and stop loss orders, see the [Geographic requirements](#) outlined in the Appendix for further information.
 - Monthly investment plans require pre-approval only at the outset or when you make changes to your investment instructions.
 - For initial public offerings and private investments, instructions (being a completed application form or email to the company) must be sent to the PAD Operations Team to evidence that the instruction was given within the stipulated time scales stated in the trade approval notification.
-

- If after approval you decide not to trade, then you must cancel your request in My Trades or your local Personal Account Dealing system/procedure.

Evidence and Attestations

To demonstrate that you have submitted a complete record of trades, Covered Workers must:

- Disclose any active broker accounts, including Computershare accounts (EquatePlus)*, and in all instances complete the Broker Accounts page - including mobile or electronic trading applications, wallets, or any other platform capable of dealing Covered Investments - held by them or an Influenced Party using My Trades or your local Personal Account Dealing system;
- Complete a Mandatory PAD Attestation at least annually and additionally upon becoming a Covered Worker. Where a Covered Worker is absent (e.g. sabbatical, long term sick, maternity leave) then they will complete their attestation upon their return to work.
- Ensure that they, their broker, fund manager, fund platform or exchange send independent trade confirmations** evidencing the date and time of execution to the appropriate PAD Operations Team, or upload confirmations via My Trades;
- Where execution cannot be evidenced (e.g. by reference to a contract note or Share Purchase Agreement) as having been completed within the stipulated time scales*** stated in the trade approval notification, you must provide other forms of documentation****, by uploading into My Trades or sending to the appropriate PAD Operations Team mailbox, to evidence that the execution was done within the stipulated time scales***; and
- For private investments, initial public offerings, unlisted securities, the appropriate documentations to evidence that the request instruction was sent within the stipulated time scales stated in the trade approval notification must be uploaded into My Trades or sent to the appropriate PAD Operations Team;
- If after approval you decide not to trade, then you must cancel your request in My Trades or your local Personal Account Dealing system/procedure.

*If you have a Computershare account (EquatePlus) for an HSBC employee share scheme, please disclose "Computershare Investor Services PLC" as the broker name and your EquatePlus user ID as the account number in My Trades or your local Personal Account Dealing system.

** Such as contract notes, Share Purchase Agreement, or regular statements. These can take the form of physical, scanned, electronic or photographed documents, emails or screen grabs.

*** Refers to the trading window (with specific date and time).

**** Such as screen grabs of the online trade request at the time of input (to provide evidence of the trade execution date/time), other physical, scanned, electronic or photographed documents or emails.

For the avoidance of doubt, Covered Workers could record in writing to their line manager their rationale for determining that someone who might normally be assumed to be an Influenced Party (e.g. partner or spouse of the Worker, dependants of the Worker or anyone to whom the Worker provides material financial support) are not Influenced Party(ies), so their trading account(s) need not be disclosed.

If your trading account only provides regular statements and not individual trade confirmations, you need to submit those statements no later than 30 calendar days after the statement period finishes. You must send any other trade confirmation - such as a contract note - within **14 calendar days of the trade** execution.

You need not disclose discretionary accounts managed entirely at the discretion of an independent fund manager unless required to do so by any Geography Specific or section Business Line Specific requirements that apply to you.

Covered Workers dealing in equities in unlisted companies, via My Trades or your local Personal Account Dealing system, must disclose to the PAD Operations Team the percentage of each company's issued share capital they will cumulatively own as a consequence of a proposed dealing. Such disclosure is not required for Covered Workers using My Trades. Significant Shareholdings create an Outside Activity.

Absence or System Outages

If you are not able to submit your dealing request via My Trades or your local Personal Account Dealing system because you are travelling or on leave you must submit pre-approval requests via email instead. This requirement continues for six months after you stopped being able to access HSBC systems, or longer if you are still on an Insider or Confidential Register. You must have secured the necessary pre-approvals from your line manager and the PAD Operations Team. In the case of Asset Management and Global Research you must also obtain relevant local Compliance approval before dealing.

You must include relevant information in your approval request email:

1. The name, and price or quantity* of the Covered Investment to be transacted;
2. The code of the security and type of instrument;
3. Whether "buy" or "sell";
4. Confirmation of compliance with all relevant requirements, including the 30-day rule and that you do not have access to Material Non-Public Information or Non-Public Information about the subject entity; and
5. The relevant broker name and account number.

HSBC is not responsible for any losses incurred because you cannot trade due to system failure, we decline your trade request, or there is a delay in processing your request.

*Please do not disclose the price or quantity to your line manager, only to the PAD team (they use this information for reconciliation purposes only).

Persons Discharging Managerial Responsibilities "PDMRs"

In this context, PDMR refers to directors of HSBC Holdings plc and certain senior executives of HSBC - as notified by Corporate Governance and Secretariat - who have regular access to MNPI and the power to take managerial decisions affecting the future developments and business prospects of HSBC.

Subsidiaries and affiliates of HSBC that issue securities within the European Economic Area have their own list of PDMRs, which are maintained by the relevant Corporate Governance and Secretariat team.

PDMRs must seek additional pre-approval from their relevant company secretary to deal in certain HSBC Group securities in accordance with the share dealing code adopted by their particular HSBC Group company; for themselves, and their closely associated person (as defined in the share dealing code). For HSBC Holdings plc, PDMRs must seek this pre-approval by contacting pdmr.transactions@hsbc.com.

HSBC Group Securities and Share Schemes

Information about who can participate in HSBC employee share plans is available on HR Direct. If you hold MNPI in relation to HSBC, you must not undertake any of the Share Plan Activities listed below. Covered Workers require pre-clearance to undertake certain activities - see the table below.

You must not use any personal hedging strategies, or contracts of insurance, to alter the risk alignment between the Bank and your deferred, unvested or retained pay awards of cash or shares.

Participating in an Advance Election Facility “AEF”

If you participate in any of HSBC’s Group share plans - such as ShareMatch, UK Sharesave, Deferred Share Awards, or MRT Share Awards, Computershare (EquatePlus) can offer you the chance to make an advance election before your shares are released or vest.

Unless you have received an email specifically restricting your trading - for example due to a closed period -- or you otherwise hold MNPI in relation to HSBC, you are able to make your election at any time. There is no need for you to obtain pre-approval via My Trades or your local Personal Account Dealing system when making an advance election, since Compliance and HR complete this process on your behalf.

If somebody adds you to an Insider Register or Confidential Register after you have made an election, the PAD team will inform you and your election might not be honoured.

If you are a Covered Worker and wish to exercise or sell shares from a share plan at any time other than via an AEF, you must obtain pre-approval. Please refer to the below table for details of when pre-approval is required by Covered Workers in relation to all HSBC Group share plans.

Share Plan Activities including Closed Periods

Compliance notifies selected employees - and others with potential MNPI about HSBC - of “close” or “closed” periods or “trading windows”, and associated dealing restrictions. If you receive an email advising you that you must not trade HSBC shares or securities for a defined period, or otherwise hold MNPI in relation to HSBC, during that period you must not:

- Join an HSBC employee share plan, such as UK Share Incentive Plan [UK SIP] or ShareMatch;
- Stop, change or restart contributions to an HSBC employee share plan;
- Make an advance election for an HSBC employee share plan;
- Exercise an option under Sharesave;
- Make or change an election to receive dividends in cash or reinvested into HSBC shares; or
- Deal in HSBC shares, debt or derivatives.

The table below provides details of when Covered Workers need pre-approval for HSBC Group Share Schemes. Covered Workers must declare their Computershare (EquatePlus)* broker account before placing a trade, including where they are exercising the option for the shares to vest.

*If you have a Computershare account (EquatePlus) for an HSBC employee share scheme, please disclose “Computershare Investor Services PLC” as the broker name and your EquatePlus user ID as the account number in My Trades or your local Personal Account Dealing system.

PLAN		Do I need pre-approval before accepting an invitation to take part in the plan or receive a grant?	Do I need pre-approval if I wish to stop, restart or change my contributions?	Do I need pre-approval to exercise my Sharesave option? or If I sell my shares from any plan via an AEF at maturity, vesting or retention end date?	Do I need pre-approval if I exercise my Sharesave option or otherwise sell shares from any plan outside an AEF? ***
	Sharesave/SAYE - UK*	No	No	If you are offered an AEF, then clearance will be requested on your behalf, see above**.	Yes
ALL-EMPLOYEE SHARE PLANS	UK Share Incentive Plan	No, unless subject to closed period restrictions	No, unless subject to closed period restrictions	N/A	Yes
	ShareMatch	No, unless subject to closed period restrictions	No, unless subject to closed period restrictions	If you are offered an AEF, then clearance will be requested on your behalf, see above**.	Yes
DISCRETIONARY AWARDS	Deferred Share Awards (with or without retention requirements)-including bonus deferral awards, MRT awards, buy-out, Group Performance Shares and FPA Awards (generally granted under	No	N/A	If you are offered an AEF, then clearance will be requested on your behalf, see above**.	Yes

* No pre-approval is required if you withdraw from Sharesave and request the refund of your cash savings.

** However, you must not make an advance election if you are subject to closed period restrictions or otherwise hold MNPI.

*** Pre-approval is required before exercising your option e.g. 'exercise and keep', 'exercise and sell', and also to sell any resulting shares from the 'exercise and keep'.

Glossary

Covered Investments

An investment is an asset or instrument that you hold with the hope that it will generate income or appreciate in the future. Investing is different from saving because it involves a greater level of risk, and there is no guarantee that the investor will get their money back.

Covered Investments are those where the investor has a choice or influence over the underlying assets, and is not at “arms’ length” from the individual investment decisions being taken. This includes debt or equity crowd-funding, because funds transferred with such platforms could be used to choose or influence individual investments. Covered Workers must seek pre-approval to trade Covered Investments.

The following table distinguishes between Covered Investments - vehicles and instruments - for which pre-approval is required, and those where pre-approval is not required: Exceptions and Non- Investments.

You must also check any Geography and Business Line-Specific Requirements as these can require you to treat certain instruments as Covered / Exceptions / Non-Investments.

VEHICLES (subject to any additional requirements in the Geography and Business Line Specific Requirements)

Covered	Exceptions	Non-Investments
Covered Workers require pre-approval to trade; 30-day rule applies	Pre-approval is not required; 30-day rule does not apply	Pre-approval is not required; 30-day rule does not apply
Funds: closed-ended[1], non-public, Concentrated, or any self-directed fund in which a Covered Worker or Influenced Parties can influence individual investment decisions.	Funds: open-ended, publicly available, and not Concentrated.	Annuities and annuity insurance
Exchange Traded Funds “ETFs” that invest in closed-ended or non-public funds, or hold a Concentrated position.	Discretionary accounts: those where investments are managed entirely at the discretion of a fund manager who is not an Influenced Party	
	ETFs that are open-ended, publicly available and not concentrated.	
All ETFs are Covered Instruments for Covered Workers of AMUS, AMEU, AMGB, HAIL, AMHK, AMSG and AMFR. ETFs are not considered as Covered Investments for Covered workers in other Asset Management entities.	ETFs that invest in funds that are open-ended and publicly available.	

Insurance policies (including Life Policies) linked to any Covered Investment in which a Covered Worker or Influenced Parties can influence individual investment decisions.	Insurance policies either: 1. not linked to a Covered Investment, such as health or general insurance; or 2. which are linked to a Covered Investment through an internally managed fund that is (i) discretionary; (ii) diversified; and (iii) not available exclusively to the Covered Worker or Influenced Parties.	Life policies (except when the covered worker or influenced parties can influence individual investment decisions).
Pension schemes or 401(k) accounts that invest in any Covered Investment in which a Covered Worker or Influenced Parties can influence individual investment decisions.	Pension schemes or 401(k) accounts either: 1. not linked to a Covered Investment; or 2. which are linked to a Covered Investment through an internally managed fund that is (i) discretionary; (ii) diversified; and (iii) not available exclusively to the Covered Worker or Influenced Parties.	Final salary, defined benefit or mandatory retirement schemes
Crowd-funding: equity or debt lending	Crowd-funding: reward or charitable. When a Covered Worker provides a loan directly to a business or individual, and doesn't hold any equity or formal bonds in return this is not treated as a Covered Investment	

INSTRUMENTS (subject to any additional requirements in the Geography and Business Line Specific Requirements)

Covered	Exceptions	Non-Investments
Covered Workers require pre-approval to trade; 30-day rule applies	Pre-approval is not required; 30-day rule does not apply	Pre-approval is not required; 30-day rule does not apply

Equity and capital: shares of public and private entities, including the sale of scrip dividends or shares received in a Rights, Private, or Initial Public Offering.

Shares traded through discretionary accounts, where investments are managed entirely at the discretion of a fund manager who is not an Influenced Party.

Receipt of equity via Corporate Actions or deferred share awards, such as variable pay, share options or bonuses from HSBC or any other employer.

Savings, deposit, or transactional checking or current accounts

This includes free shares, for example, incentives for opening a brokerage account, where you have advanced notice of the name of any instrument.

Free shares where you had no advanced notice of the name of any instrument.

Depository Receipts
ADR/GDR, structured deposits structured products, structured investments, synthetic products.

Certificates of deposit, term deposits, time deposits.

Foreign or virtual currency purely for investment purposes, including dual currency deposits or investments, virtual assets, security tokens and exchange tokens.

Foreign or virtual currency for household spending - see below.

Bonds (corporate or convertible), debentures, debt securities, redeemable preference shares, including public offerings of any such security.	Bonds, debentures or redeemable preference shares traded through discretionary accounts, where investments are managed entirely at the discretion of a fund manager who is not an Influenced Party.	
	Sovereign or government bonds.	
	Fixed term savings deposits, including savings schemes unless they are traded in a secondary market.	
Derivatives related to any Covered Investment in this table, including swaps, futures, forwards, warrants, options, covered calls, excess shares, etc.	Derivatives embedded in publicly available funds (i.e., trades as part of the fund portfolio).	
Exchange traded notes.	Carbon offset credits purchased as spot contracts for immediate “retirement”	Physical commodities in your possession or to which you have access, such as jewellery.
Exchange traded commodities, such as gold*, precious metals, bullion, carbon offset credits etc.		
Real estate investment trusts: REITs.		

**including gold token*

Currencies - including virtual and crypto-currencies can be used to buy things (e.g. Bitcoin), or as an investment, which also includes Non-Fungible Tokens - NFTs (e.g. Opensea) and Decentralised Finance - DeFi (E.g. Aave and Uniswap). Currency held as an investment is a Covered Investment subject to the “30-day rule” and pre-approval for Covered Workers; currency used for household spending is not, and the latter includes spending done via a Crypto Card (e.g. Crypto.com cashback card). Examples of household spending include:

- Holiday money;
- Payment for an overseas educational course;
- Payment of tax bills;
- Use in a mobile wallet payment app;
- Maintaining an overseas property;
- To make retail savings, or trade investments denominated in other currencies; or
- Repatriation of funds by ex-pats.

If you use foreign or virtual currencies, the PAD team could ask you to evidence how you have used these to demonstrate compliance with this mandatory procedure.

Mining or staking of virtual currencies is not considered to constitute dealing, although dealing in any mined coins or tokens does constitute dealing and is subject to pre-approval rules.

The HSBC Personal Account Dealing team will apply enhanced scrutiny to requests to trade all derivatives, caps and swaps, as these are often speculative in nature. The PAD Operations team will only approve derivatives for non-speculative purposes; for example, personal borrowing using a cap.

Please refer to your local Compliance department for advice if you are uncertain about whether an investment requires pre-approval.

Covered Workers

Covered Workers are those Workers who are more likely to come into possession of client non-Public Information or certain types of non-public information about HSBC. Greater oversight is required of their personal account dealing. All requirements that apply to Covered Workers also apply to the dealings of their Influenced Parties.

Global Businesses must designate any additional Covered Workers - such as individuals in Global Functions or DBS - who directly support their business processes, and advise these to PAD Operations.

The following table shows who is a Covered Worker by default:

Key

Global Banking and Markets “GBM”

Commercial Banking “CMB”

Wealth and Personal Banking “WPB”

Global Private Banking & Wealth “GPB&W”
Digital Business Services “DBS”

Business Line, Function or Division	MD	GCB 3	GCB 4-8	Comments
GBM - All business lines and divisions	Y	Y	Y	
GPS	Y	Y	Y	
CMB - Corporate Banking: Large Corporates and Middle Market Enterprises	Y	Y	Y	
CMB - Commercial Real Estate	Y	Y	Y	
CMB - Originations Office	Y	Y	Y	
CMB - Business Banking and Commercial Direct	Y	Y	Y*	*Shall only include any GCB 4-8 who is a Business Banking Relationship Manager, with Acceptably Publicly Listed Entities (APLEs) within their customer portfolios, and their Team Leaders
CMB/GBM - Global Trade Solutions "GTS"	Y	Y	Y*	*GTS Services staff from GCB5-8 are excluded from being "Covered Workers"
Wholesale Chief Operating Office	Y	Y	Y	
CMB - Commercial Insurance and Investment	Y	Y		

Business Line, Function or Division	MD	GCB 3	GCB 4-8	Comments
CMB - All other product lines and divisions	Y	Y	Y	
WPB - Global Asset Management "AM"	Y	Y	Y	
WPB - GPB&W Country Heads, CEOs, Chief Operating Officers, Executive Assistants to GPB ExCo and Country Heads, Job Families [Client Relationship Management, Advisory, Strategy Management, Trading Services, Trading Operations, Balance Sheet Management, Research, Sales], all staff in Germany, US, Italy, Israel and Singapore.	Y	Y	Y	
WPB - GPB&W - Markets Treasury GPB	Y	Y	Y	
WPB - GPB&W	Y	Y	Y	
HSBC Broking Services (Asia) Ltd., HSBC Qianhai Securities Ltd.	Y	Y	Y	
WPB - GPB&W	Y			
All other job families/ countries / entities				
WPB - Retail Banking - Country Heads, Country COOs, Job Families [Advisory (006); Leadership (034); Strategy Management (021); Trading Services (004); Legal and Corporate Secretary (022); Research (007)], Job Sub Families [Trading Operations (027); Media Relations (099); Traded Risk (063)]	Y	Y	Y	
WPB - Retail Banking - Wealth Management, Job Family [Sales (002)]	Y	Y		
WPB - Retail Banking - All other job families	Y			

Business Line, Function or Division	MD	GCB 3	GCB 4-8	Comments
WPB - Insurance - Insurance Investment teams	Y	Y	Y	
WPB - Insurance - All other roles	Y	Y		
Global Functions - Corporate Governance and Secretariat	Y	Y	Y	
Global Functions - Group Communications and Brand (GCAB)	Y	Y		
Global Functions - Finance	Y	Y	Y	
Global Functions - Global Sustainability: London team	Y	Y	Y	
Global Functions - Global Sustainability: Outside London	Y	Y		
Global Functions - Human Resources	Y	Y		
Global Functions - Internal Audit	Y	Y	Y	
Global Functions - Legal	Y	Y	Y	
Global Functions - Risk and Compliance	Y	Y	Y	
Global Functions - Strategy and Planning	Y	Y	Y	
DBS IT - Cybersecurity, MSS IT	Y	Y	Y	
DBS IT - Wholesale IT	Y	Y	Y*	*Only GCB4 are required to be Covered Workers

Business Line, Function or Division	MD	GCB 3	GCB 4-8	Comments
DBS - Innovation and Ventures	Y	Y	Y	
DBS - Global Transaction Implementation Team	Y	Y	Y	
DBS - All other divisions	Y	Y		

In some cases, additional Workers, not included by default, may be added as Covered Workers. These must be agreed by the respective Business Lines, Global Functions or DBS, and Compliance.

This is likely for Workers in DBS or Global Functions that support GBM, or those with incidental access to Non-Public Information - such as personal assistants - or where local requirements dictate.

Managers of Service Worker Providers with no access to HSBC systems or Non-Public Information - such as security guards, drivers, office administrators - can request written agreement from their respective LoB, Global Function or DBS, supported by their respective local Compliance, to remove them as Covered Workers where appropriate.

If you are not sure which of the lines above applies to you, contact your line manager or local Compliance department.

Covered Workers who transition to a new role within HSBC and, as a result, are no longer considered a Covered Worker will not be subject to ongoing monitoring but they must continue to follow the Covered Workers requirements for six months after moving. Correspondingly they remain under a continuing obligation not to trade or act on information obtained while a Covered Worker.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-277211) of HSBC USA Inc. of our report dated February 19, 2025 relating to the financial statements, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
New York, New York
February 19, 2025

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

Certification of Chief Executive Officer

I, Lisa McGeough, certify that:

1. I have reviewed this report on Form 10-K of HSBC USA Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2025

/s/ LISA MCGEOUGH

Lisa McGeough
Chair of the Board,
President
and Chief Executive
Officer

Certification of Chief Financial Officer

I, Andrew Fullam, certify that:

1. I have reviewed this report on Form 10-K of HSBC USA Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 19, 2025

/s/ ANDREW FULLAM
Andrew Fullam
Chief Financial Officer

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

**Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

The certification set forth below is being submitted in connection with the HSBC USA Inc. (the “Company”) Annual Report on Form 10-K for the period ending December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”) for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the “Exchange Act”) and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Lisa McGeough, certify that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of HSBC USA Inc.

Date: February 19, 2025

/s/ LISA MCGEOUGH

Lisa McGeough
Chair of the Board,
President
and Chief Executive
Officer

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by HSBC USA Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

The signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to HSBC USA Inc. and will be retained by HSBC USA Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002**

The certification set forth below is being submitted in connection with the HSBC USA Inc. (the "Company") Annual Report on Form 10-K for the period ending December 31, 2024 as filed with the Securities and Exchange Commission on the date hereof (the "Report") for the purpose of complying with Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the "Exchange Act") and Section 1350 of Chapter 63 of Title 18 of the United States Code.

I, Andrew Fullam, certify that:

1. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and
2. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of HSBC USA Inc.

Date: February 19, 2025

/s/ ANDREW FULLAM

Andrew Fullam

Chief Financial Officer

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by HSBC USA Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

The signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to HSBC USA Inc. and will be retained by HSBC USA Inc. and furnished to the Securities and Exchange Commission or its staff upon request.