



Brochure - Part 2A of Form ADV

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This brochure provides information about the qualifications and business practices of Horizon Investments, LLC (“Horizon”). If you have any questions about the contents of this brochure, please contact us at 704-544-2399. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

March 6, 2026

Item 2. Material Changes

This amendment to Form ADV Part 2A (the “Brochure”) updates the Annual Amendment dated March 12, 2025, as amended. If you would like another copy of this brochure, please download it from the SEC website as indicated on the cover page, or you can contact Horizon at 704-544-2399.

Since the most recent Annual Update, we have made routine updates to disclosures regarding assets managed, strategies and risks.

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Item 4. Advisory Business

Horizon Investments, LLC has been in business since 1995. It is a wholly owned subsidiary of Horizon Parent Holdings, LLC, whose majority owner is ACP Horizon Holdings, L.P., an affiliate of Altamont Capital Partners. Horizon is an investment adviser registered with the SEC under the Investment Advisers Act of 1940 (the “Advisers Act”).

Depending on the needs of clients, Horizon serves as a primary investment adviser (*e.g.*, to Direct Client separately managed accounts, ETFs and mutual funds) or as a sub-adviser or wrap program manager or other type of third party asset manager to ETFs, investment advisers, broker dealers and other financial institutions offering multiple investment advisory opportunities to clients (each, a “Sponsor Firm”). Horizon’s advisory services are more fully explained below.

In the specific instances when individual client accounts invest in Horizon strategies and/or products from Horizon through a Sponsor Firm, the client selects Horizon with the assistance of their financial advisor (*i.e.*, a representative of the Sponsor Firm, as applicable), who coordinates Horizon’s services for the client. In each instance, we refer to such representatives herein as “Financial Advisors.”

INVESTMENT ADVICE GIVEN THROUGH FINANCIAL INTERMEDIARY FIRMS

Horizon as Investment Adviser to Wrap Fee and Similar Programs

In wrap fee programs, Sponsor Firms assist clients with the selection of Horizon (or have the discretion to select Horizon) to manage the assets in accounts maintained at the Sponsor Firm, collect Horizon’s investment advisory fee on behalf of the client, monitor and evaluate Horizon’s performance, and provide or coordinate custodial and execution services for the client’s assets.

In wrap fee programs, clients generally pay an asset-based fee to the Sponsor Firm (the “wrap fee”), and out of that fee, the Sponsor Firm is responsible for paying a portion of the wrap fee as an investment advisory fee to Horizon. For a more complete description of the fees involved with wrap programs, please see Item 5 of this Brochure and your Sponsor Firm’s Brochure.

Horizon maintains model portfolios, based on certain established guidelines for wrap platforms, including Separately Managed Accounts (“SMA”) and Unified Managed Accounts (“UMA”), as well as for Model Delivery Platforms (“MDP”) (see below under the separate heading “Technology Platforms/Model Delivery Platforms”). These types of accounts are described briefly below. For more information and to determine if any are appropriate for you, please consult your Financial Advisor.

SMA

Horizon offers separately managed accounts (SMA) through several Sponsor Firms. A separately managed account is a term within the financial services industry used in general to describe a personalized investment portfolio of securities owned directly within a specific account (as opposed to a model account, which has the same investment allocations applied to multiple accounts).

At Sponsor Firms, SMA programs typically offer a wide array of money managers from which the client can choose (*e.g.*, equity managers, ETF strategists, fixed income managers). When a client selects a money manager through these programs, they will usually grant the manager full discretion (including trading discretion) over the account. With this authority, the manager directs trading activity in the account according to its investment process and securities selection discipline. (For more information about Horizon’s trading policies please see Item 12 of this Brochure).

Each SMA requires its own custodial account. As a result, a client who chooses to invest with multiple managers maintains multiple custodial accounts at the Sponsor Firm -- one for each asset manager selected.

UMAs

Unified managed accounts are similar to SMAs, but there are important differences that investors should note. A UMA combines all of a client's assets into a single account. As described above, an SMA holds the securities associated with a single investment manager in a unique custodial account. Conversely, a UMA typically invests in multiple separate strategies (*i.e.*, "sleeves") in the same custodial account, as well as other investment products such as mutual funds or individual stocks and bonds.

In a UMA, the asset manager typically delivers an investment model to the UMA Sponsor (however, in some instances the asset manager also has trading discretion over the UMA accounts; for information on Horizon's trading policies and procedures, please see Item 12 of this Brochure).

The differences in trade executions, as well as investment restrictions that these types of programs impose, can cause accounts with the same investment manager and discipline to perform differently over the same time period.

Some Sponsor Firms have SMA wrap programs on which the investment manager (*i.e.*, Horizon) does not have discretion, trading or otherwise, over the accounts; the manager only provides a model to the Sponsor Firm. These programs are often referred to as SMA Model Delivery Arrangements or Model Manager Sub-Advisory Arrangements. In other instances, Horizon provides the model(s) to an MDP used by the wrap program (see below under the separate heading "Technology Platforms / Model Delivery Platforms").

Technology Platforms / Model Delivery Platforms

The investment management industry continues to grow in its use of MDPs (also known as "Technology Platforms" or "Strategist Platforms") to efficiently deliver investment account models to multiple account holders. Under the typical MDP arrangement, an asset manager like Horizon will enter into an agreement with the MDP whereby Horizon licenses its model accounts to the MDP. Potential users of these model accounts (e.g., broker-dealers, RIAs, and trust companies) then enter into subscriber agreements with the MDP to receive access to model accounts (however, under some arrangements, the end client has an agreement with both the MDP and the model provider). The MDP typically has technology that allows the model account to be applied to multiple accounts and for the model to be delivered, implemented (*i.e.*, traded), rebalanced and updated over time in individual accounts.

Horizon is a model provider to several MDPs. In some instances, these MDPs are selected by wrap sponsors as the required method for wrap managers like Horizon to deliver model accounts. However, MDPs are not exclusively used by wrap programs; MDPs are also available to third party broker-dealers and RIAs who access Horizon's models for the benefit of their clients.

There can be performance dispersion between accounts with the same model at different MDPs (because each MDP has its own trading procedures, which may include, without limitation, proprietary account drift and rebalance protocol, and timing, communication and clearing of market trades, each of which will differ from one another). These factors are not controlled by Horizon and may cause the models to achieve different performance.

Differences between SMA, UMA, and MDP Accounts

While Horizon's strategies used by SMAs, UMAs and MDPs are often similar, there are differences in implementation. There can be performance dispersion between accounts where Horizon has trading discretion and where it does not (where it therefore depends on a third party to execute instructions). This may cause similar strategies to achieve different performance. Additionally, UMA accounts may contain different investments based on parameters that govern the use of multiple managers and other restrictions.

Clients should speak to their Financial Advisor about the similarities and differences associated with SMAs and UMAs, and whether their accounts use an MDP, so they fully understand the account structure.

INVESTMENT ADVICE FOR DIRECT CLIENTS

Horizon as Investment Adviser to Direct Clients

In general, clients who invest in Horizon's custom portfolio program or in Horizon strategies through a 403(b) plan do so through SMAs. These clients are referenced as "Direct Clients" herein (*i.e.*, not through an MDP or other third party program). For these clients, the Financial Advisor instructs Horizon regarding the appropriate portfolio investment style (*e.g.*, growth or conservative) based on pertinent and available information such as: age, financial circumstances, investment objectives and risk tolerance. Once selected, the client's Financial Advisor is responsible for monitoring the ongoing suitability of the selected strategy and communicating any changes to Horizon.

Investment Restrictions

The ability to impose restrictions on Horizon's management is dependent upon the type of account; for example, because Horizon does not manage individual accounts that participate in an MDP, there is no ability to impose restrictions, whereas certain separate accounts managed by Horizon can be customized. In addition, Direct Clients can choose from among several risk-based strategies, and for wrap programs, the Sponsor Firm chooses which of Horizon's strategies are available for investment in such programs. Contact us if you have questions about the ability to impose investment restrictions on your account.

INVESTMENT ADVICE FOR POOLED INVESTMENT VEHICLES

Horizon as Investment Adviser to Mutual Funds and ETFs

Horizon acts as the investment adviser of all of the registered investment companies (*i.e.*, mutual funds and ETFs) that are part of Horizon Funds, a Delaware statutory trust (collectively, the "Horizon Funds"). Horizon is also the sub-adviser for exchange traded funds advised by First Trust Advisors L.P. (the "Sub-advised ETFs"). Horizon has discretion to direct investments, select brokers and place transaction orders for the Horizon Funds; whereas Horizon has discretion only to direct investments with respect to the Sub-advised ETFs (First Trust is responsible for trading).

Mutual funds managed by Horizon offer different share classes, which have different fee and expense structures, and not all share classes are available on all custodial platforms or through a particular Sponsor Firm or Introducing Firm. Clients that invest in Horizon Funds, whether through Proprietary Portfolios or otherwise, are encouraged to speak to their Financial Advisor or Horizon about the differences between the share classes available.

ADDITIONAL INFORMATION

Other Services

Horizon provides non-discretionary investment recommendations, research or trading signals to accounts managed by other registered investment advisers, and Horizon also provides sub-advisory services through a number of third-party investment advisers, broker-dealers or other institutions (each, a "Third Party Advisor"). For Third Party Advisors, Horizon may provide either Horizon-branded or private-labeled investment portfolios. Horizon also provides certain Third Party Advisors with consulting and product development services.

Assets Under Management

As of December 31, 2025, Horizon managed \$8,285,141,394 on a discretionary basis and \$186,672,227 on a non-discretionary basis. Total Regulatory Assets under Management (AUM) was \$8,471,813,621.

As described above, Horizon also provides investment advice through third party model delivery programs. In instances

where Horizon has no discretion to coordinate trades and no supervisory responsibility over the assets in the program, Horizon does not include these accounts in total AUM, but categorizes them as Assets under Advisement (AUA). As of December 31, 2025, total AUA was \$2,538,411,137. On a combined basis, AUM and AUA were \$11,010,224,758. Contact us for more information about these accounts.

Item 5. Fees and Compensation

Fees for Services to Clients of Financial Intermediaries

Horizon receives asset-based management fees based on the total amount of assets Horizon manages. While in some instances Horizon will have account level information related to client billing, Sponsor Firms or MDPs, as applicable, are responsible for billing the accounts and submitting payment to Horizon. For information on your specific billing schedule, including if and how any pre-paid fees are charged or refunded, please contact your Financial Advisor. In some cases, negotiation of fees may result in different fees being charged for similar services and may be less than the stated fee schedule. Horizon will not be compensated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of the client.

Horizon's advisory fees are separate and distinct from fees and expenses charged by open-end investment companies (*i.e.*, mutual funds or ETFs) held in client accounts or recommended by Horizon to clients. A description of these fees and expenses is available in each fund's prospectus. Additionally, the fees charged by Horizon are exclusive of all custodial and transaction costs paid to Sponsor Firms, custodians, brokers or any other third parties, the precise details of which are unknown to Horizon. For a more detailed description of our brokerage practices, please see Item 12. Clients should review all fees charged by Horizon, Sponsor Firms, custodians, brokers, and others to fully understand the total amount of fees incurred.

In addition, for certain strategies that use funds advised by or affiliated with Horizon as an underlying portfolio component, wrap program and other Sponsor Firm clients compensate Horizon through management fees received from those investments. See additional information below under "Proprietary Portfolios."

SMA Wrap Programs

Clients who have SMA assets within wrap-fee programs will typically have either a "single contract" or "dual contract" agreement.

Under a single contract, the client pays an asset-based fee to the Sponsor Firm and, out of that fee the Sponsor Firm is responsible for paying an investment advisory fee (as described above) to Horizon. There are other non-asset based fees that will be charged to the client as discussed below and in Item 12 of this Brochure. In these programs, the Sponsor Firm and Horizon enter into a sub-advisory or other agreement under which Horizon agrees to manage the assets of client accounts in these programs. As part of that agreement, Horizon and the Sponsor Firm agree on the investment advisory fees to be charged by Horizon on those assets. Horizon's advisory fees are negotiable and will vary from program to program, but typically do not exceed 0.75% per year on the value of the client assets in the wrap fee program.

Under a dual contract agreement, the client has one contract with the Sponsor Firm and another contract with Horizon. As such, the client pays Horizon an investment advisory fee in addition to the asset-based fee they pay to the Sponsor Firm for investment advice, custody, execution and reporting. Horizon's advisory fee is negotiable, but typically does not exceed 0.75% per year on the value of the client assets in the wrap fee program. Other fees will also apply and are discussed in more detail below and in Item 12 of this Brochure.

Brokerage for SMA wrap accounts is coordinated by the Sponsor Firm (*i.e.*, either with a broker-dealer affiliated with the Sponsor Firm or with a broker-dealer the Sponsor Firm has otherwise selected). Horizon does not coordinate trading for these accounts and thus does not have responsibility for best execution of brokerage transactions.

Specific information on the investment advisory fees payable to Horizon under a wrap-fee program will be provided by the applicable Sponsor Firm. For information on brokerage or the asset-based fees charged by the Sponsor Firm, clients should consult with the Sponsor Firm or refer to the Sponsor Firm's Wrap Fee Program Brochure (also known as ADV Part 2A Appendix 1).

UMA Wrap Programs

Horizon has agreements with certain Sponsor Firms to provide model portfolios to UMA clients for a negotiated fee. Horizon's advisory fees are negotiable and will vary from program to program, but typically do not exceed 0.75% per year on the value of the client assets in the wrap fee program.

MDP Fees

Horizon has agreements with certain MDPs to provide model portfolios for a negotiated fee; these fees can differ. Horizon's advisory fees are negotiable and will vary from program to program (and may vary among financial intermediaries using the same MDP), but typically do not exceed 0.65% per year on the value of the client assets in a model portfolio.

Fees for Direct Clients

As stated above, Horizon offers more customized SMA account solutions for larger accounts to Direct Clients through certain financial intermediaries, referred to as Horizon Custom Portfolios ("HCP"). While Horizon reserves the right in its sole discretion to accept accounts of a smaller size, and the account minimums and fees for services provided to Direct Clients are negotiated by each financial intermediary, the maximum annualized management fee for HCP accounts is 0.75%, and the standard minimum account size is \$250,000.

Direct Clients can also be offered Horizon products through other financial intermediary programs, as described above under *Horizon as Investment Adviser to Wrap Fee and Similar Programs*. The specific manner in which fees are charged by Horizon is established in a Direct Client's written investment advisory agreement (or similar account documentation required by the financial intermediary firm). Generally, fees are charged quarterly in arrears, but Horizon has some arrangements where fees are billed in advance and where fees are billed on a monthly basis. Typically, fees are charged as a percentage of assets under management and are calculated at the close of each calendar quarter or month (as applicable), but there may be instances where Horizon enters into flat-fee arrangements with certain clients on a case-by-case basis.

Typically, a Direct Client authorizes fees to be paid to Horizon to be deducted from the client's account by the custodian. The client is responsible for reviewing fee deductions shown on account statements and informing Horizon of any suspected errors. Advisory fees for accounts opened on a day other than the first day of the calendar quarter (or month) period or closed on a day other than the last business day of the calendar quarter (or month) will be prorated based on the number of days remaining in the period. Upon termination of any Direct Client account, any prepaid, unearned fees will be refunded, and any earned, unpaid fees will be due and payable.

Although detailed information about the general fee schedules for Horizon's investment advisory services is set forth below, fees are negotiable and can vary from client to client. Fees for Direct Clients are exclusive of brokerage commissions, transaction fees and other related costs and expenses incurred by the client. See "Item 12 – Brokerage Practices." All client accounts are subject to charges imposed by custodians, brokers, third party investments and other fees and taxes on brokerage accounts and securities transactions, as applicable.

Mutual Funds and exchange traded funds that Horizon selects for client accounts also charge internal management fees, which are disclosed in each such fund's prospectus. All of these above-described charges, fees and commissions are exclusive of and in addition to Horizon's fee, and Horizon does not receive any portion of these custodial or brokerage-related fees charged by third parties; provided, however, see information below under "Proprietary Portfolios," which describes how Horizon is compensated by the Horizon Funds and the Sub-advised ETFs.

For Direct Client strategies that use ETFs or mutual funds advised or affiliated with Horizon as an underlying portfolio component, Horizon is compensated through the respective fund's management fees (to the extent Horizon collects any explicit account level advisory fee on these accounts, such fee is charged solely for the purpose of compensating the Direct Client's respective Introducing Firm and passed on in its entirety to that firm). See additional information below under "Proprietary Portfolios."

For the small subset of those Direct Clients who have SMAs through 403(b) plans offered through an Introducing Firm (which is a different type of fee arrangement than with a "Sponsor Firm"), their financial advisor splits the management fee with Horizon. Horizon performs individual account management services for a percentage of assets under management. The fees for services provided to Direct Clients are negotiable, but the general range of advisory fees is as follows:

- 1.00% annualized fee for Model Portfolios
- 1.00% annualized fee for Model Portfolios with Risk Assist®
- 1.00% - 2.00% annualized fee for Real Spend

The maximum management fee retained by Horizon from Direct Clients is 0.25%. The remainder is paid to the Introducing Firm associated with the Direct Client's account (all or a portion of which is then paid to the applicable Financial Advisor), which payment is described to and acknowledged by the Direct Client in the account paperwork. For example, depending on the type of SMA program, for a Direct Client with an account with Model Portfolios with Risk Assist that pays an advisory fee of 1.00% per year, 0.25% is retained by Horizon, while the Financial Advisor receives the remaining 0.75%.

Direct Clients can contact Horizon as indicated at the beginning of this Brochure, or their Financial Advisors, to find out more information about fees and which account services are available.

Proprietary Portfolios

Throughout this Brochure, Horizon indicates that certain strategies will be implemented using "Proprietary Portfolios." Horizon uses the term Proprietary Portfolio to refer to a type of strategy implementation that is comprised, in part or in whole, of one or more investment funds (*e.g.*, a mutual fund or an ETF) registered with the SEC and managed by Horizon (*e.g.*, a Horizon Fund or a Sub-advised ETF; each, an "Affiliated Security"). To the extent Affiliated Securities are not used for a Proprietary Portfolio, Horizon will generally select from ETFs or other investment companies managed by third parties. Disclosure of the investment advisory fees paid to Horizon by the Affiliated Securities, as well as other fees charged, is available in the prospectus for each Affiliated Security (as of the date of this Brochure, the maximum management fee Horizon receives from these funds ranges from 0.35%-0.40% for the Sub-advised ETFs, and 0.40%-0.99% for the Horizon Funds). As Horizon is compensated by each Affiliated Security for providing management services to it, Horizon thus has a conflict of interest in utilizing Affiliated Securities for such strategies. However, while in some cases an Affiliated Security may have management fees and expenses or performance that differs from other mutual fund or ETF alternatives, and while Horizon has an incentive to use an Affiliated Security that pays a higher management fee than another Affiliated Security, in each case where an Affiliated Security is selected for incorporation in a strategy, Horizon has determined that each specific Affiliated Security to be used is an appropriate security to implement Horizon's asset allocation strategy. Horizon may increase or decrease the amount of Affiliated Securities used in any strategy at any time. As discussed above, not all share classes of each Horizon Fund are available on every platform.

Because Horizon is compensated from the management fees generated by Affiliated Securities, in order to seek to ensure that a client does not pay more than once for the investment advice provided by Horizon, Horizon does not charge or earn any additional account-level or strategist fee from clients using Proprietary Portfolios [provided, however, that certain HCP accounts subject to account level management fees may hold one or more funds managed by Horizon for short periods (depending on capital gain periods, etc.) if clients transfer in prior holdings of such fund(s)].

Item 6. Performance-Based Fees and Side-By-Side Management

Horizon does not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees). Therefore, Horizon does not engage in side-by-side management of clients with performance-based fees.

Item 7. Types of Clients

We provide our services to a number of types of clients, including registered investment companies; wrap programs; third party investment advisers; individuals (including high net worth individuals); trusts, estates and charitable organizations; corporations or other business entities; not for profit entities and institutions.

For Direct Clients, the minimum account size is \$250,000 for HCP accounts depending on the financial intermediary firm through whom HCP accounts are offered; although, in all instances Horizon reserves the right in its sole discretion to accept accounts of a smaller size. Information about investment minimums for other clients and potential clients is available through Sponsor Firms and Third Party Advisors offering Horizon's services. Minimum account size for each Horizon Fund and Sub-advised ETF is disclosed in its prospectus.

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

Horizon provides asset management services on an ongoing basis based on the individual needs of the client. Horizon offers clients flexibility among payment structures, custodians, and management styles. Generally, Horizon actively monitors assets of client accounts and makes changes deemed appropriate in light of the circumstances in the market, based upon the expertise of Horizon. Investing in securities involves risk of loss that clients should be prepared to bear. Accounts managed by Horizon may lose money.

Depending on the investment strategy selected by the client, accounts can also consist of a combination of any of the following: ETFs, individual stocks, preferred stock, bonds, U.S. Treasury securities, options, mutual funds (including Horizon-advised funds), closed end funds and cash or cash equivalents, or other securities.

Analysis and Investment Strategies

Investment Philosophy and Process

Horizon believes in active management. Our investment philosophy centers on the idea that dynamic markets require flexible solutions. As markets change and opportunities are created, strategies built on experience and discipline can help investors gain, protect, and spend wealth. In order to make relevant, timely shifts within an unpredictable market, we have built our investment process around multi-disciplined research. As a result, our research relies on a blend of quantitative and qualitative disciplines to create solutions for investors, advisors, and institutions.

Active Asset Allocation Process

Horizon's active asset allocation process seeks to add incremental return and reduce risk through active investment decisions. The process combines the expertise of Horizon's quantitative and qualitative resources in order to identify and capture market opportunities. Quantitative research is devoted to developing practical, innovative models both within and across asset classes to uncover opportunities and aid in portfolio construction while avoiding the risk of relying on any single quantitative model. The qualitative research effort is primarily top-down, macro-focused in nature. The investment team also considers fundamental analysis at the company, industry, and sector level to add a different vantage point to the top-down analysis. By combining these investment disciplines in a thoughtful way, Horizon's investment process allows our allocations to be timely, as we seek return, manage risk, and understand the underlying drivers of each holding in client portfolios.

Systematic Equity Selection Process

Horizon's systematic equity investment process seeks to enhance long term returns and improve portfolio characteristics through disciplined, factor based stock selection. The process integrates quantitative research, portfolio construction expertise, and ongoing risk management to identify securities with favorable characteristics across multiple dimensions.

Horizon's quantitative research focuses on developing and refining factor models designed to capture persistent drivers of return such as quality, value, momentum and profitability. These models are continuously evaluated and enhanced to ensure they remain robust across market environments. Portfolio construction emphasizes diversification across factors, industries, and securities in order to avoid reliance on any single signal or theme.

Base Portfolio Strategies

Horizon manages the portfolio strategies described below. Several of these strategies incorporate Horizon's portfolio overlay strategies, which are described further below. The primary strategies described below (Focused, Growth, Moderate, Conservative and Conservation Plus) are presented in order of potential risk and return (*e.g.*, an account managed with the Focused strategy, which seeks capital appreciation, is more likely than an account managed with the Conservation Plus strategy, which seeks capital preservation, to experience principal loss and volatility). Depending on the strategies made available through Sponsor Firms, these strategies may be implemented primarily with third party mutual funds or ETFs, and/or as Proprietary Portfolios. In addition, depending on which Horizon strategies an MDP or Third Party Advisor makes available to its clients, the strategies described below may be global or domestic (U.S.)-focused in nature. Ask your Financial Advisor for more information.

Focused: The Focused Portfolio seeks capital appreciation. As such, this Portfolio is primarily focused on a longer-term goal for growth in capital, though it may become more defensive when warranted by market conditions.

Growth: The Growth Portfolio seeks capital appreciation. While this Portfolio is focused on a longer-term goal for growth in capital, there is also a portion of the Portfolio that is defensively positioned (*e.g.*, by holding cash or investing in income-producing securities).

Focused with Risk Assist®: The Focused with Risk Assist Portfolio seeks capital appreciation while attempting to limit downside risk through an active risk control strategy. As such, this Portfolio is primarily focused on a longer-term goal for growth in capital, though it may become more defensive when warranted by market conditions.

Moderate: The Moderate Portfolio seeks both current income and capital appreciation. As such, this Portfolio strikes a balance between a moderate need for income, and a longer-term need for capital appreciation.

Growth with Risk Assist®: The Growth with Risk Assist Portfolio seeks capital appreciation, while attempting to limit downside through an active risk control strategy. As such, while this Portfolio is primarily focused on a longer-term goal for growth in capital, there is also portion of the Portfolio that is defensively positioned (*e.g.*, by holding cash or investing in income-producing securities).

Moderate with Risk Assist®: The Moderate with Risk Assist Portfolio seeks both current income and capital appreciation while attempting to limit downside through an active risk control strategy. As such, this Portfolio strikes a balance between a moderate need for income, and a longer term need for capital appreciation.

Conservative: The Conservative Portfolio seeks current income and, to a lesser extent, capital appreciation. As such, it is a defensive portfolio. While not likely to generate the returns of a growth-oriented portfolio, it should be slightly less volatile over time.

Conservation Plus: The Conservation Plus Portfolio primarily seeks capital preservation and some current income. As such, the Conservation Plus is the most defensive of the Portfolios.

Strategy and risk information for each Horizon Fund and Sub-advised ETF is available in its prospectus.

Horizon Overlay Strategies

An overlay strategy is an add-on to the underlying investment strategy the investor selects for the portfolio. Generally, the overlay strategy analyzes the portfolio holdings in a representative account and utilizes quantitative analysis to reallocate all or a portion of the portfolio's exposure to fixed income-related securities in an attempt to protect the principal during periods of severe market declines. The overlay protection is utilized only when Horizon believes it is warranted. Horizon's primary overlay strategy is Risk Assist®.

Risk Assist® is an investment strategy overlay designed to help manage investment risk. It utilizes an algorithm that signals transitions from account investments made pursuant to the account's primary strategy to a portfolio of U.S. Treasury-related securities. The goal of Risk Assist is to mitigate declines (peak-to-trough) in the value of an account over a period of time. There is no guarantee that this goal will be achieved. A Sponsor Firm may offer this service under the name *Risk Mitigation Overlay*.

Real Spend® Retirement Income Strategy

Horizon offers its Real Spend® retirement income strategy through Sponsor Firms and MDPs. The Real Spend® strategy seeks to help retirees by investing principal so as to establish regular, inflation-adjusted withdrawals of cash during retirement. The strategy sets aside a portion of the amount invested for current spending and invests the remaining capital to fund future spending, with the option of adjusting yearly spending to overcome inflation. Real Spend® was created to address risks common to those seeking retirement income, including inflation risk, market risk and longevity risk. Real Spend® is not an insurance product and is not guaranteed. Clients may lose money.

HCP Strategies

The Horizon Custom Portfolios program (HCP) is designed to allow investors to select from a customizable set of portfolios. For taxable accounts, the program also allows for the addition of a capital gains management feature. Capital gains plans and investment outcomes are specific to each investor, and no specific result is guaranteed.

The HCP program primarily offers actively managed U.S. large cap equity strategies across a range of styles, including Core, Growth, Value, Low Volatility, and Dividend. It also includes a U.S. Small/Mid (SMID) cap core strategy and an international strategy that is primarily implemented through American Depository Receipts ("ADR"). These are implemented via our systematic equity selection process.

In addition to the equity components, clients may select fixed income and liquidity sleeves, which are primarily implemented using ETFs.

For non-qualified accounts (*i.e.*, taxable accounts), Horizon also offers HCP clients a service that seeks to efficiently manage capital gains (often referred to as "tax loss harvesting" and "transition of concentrated positions"). These services are not suitable for all investors, including, without limitation (1) those in relatively low income tax brackets, and especially those who expect to be subject to higher tax rates in the future, (2) those who are planning to withdraw a large portion of their taxable assets within the next 12 months, and (3) those who can currently realize capital gains at a 0% tax rate. Clients who do not have any taxable accounts will not benefit from this service.

For the avoidance of doubt, Horizon's capital gains-related services are not designed to, and do not, provide comprehensive tax advice to clients. Clients are solely responsible for the determination of whether, and when, to enable these features in their accounts, as well as any tax consequences arising from any transaction associated with these features.

Speak with your financial advisor to see if these or other HCP strategies are available to you.

Additional Information

Horizon manages several other strategies, using the investment philosophy and methodology described above, for Third Party Advisors and their clients. Clients of Third-Party Advisors should contact their account representatives to find out more information about the availability of these strategies.

Horizon manages client accounts on multiple asset management or custodial platforms. Certain of these platforms are limited with respect to investment options (e.g., certain programs have a small number of mutual funds or only specific mutual fund share classes available), and in instances where Horizon manages model portfolios comprised of those limited investment options, the performance of such portfolios may be different than where Horizon has broad discretion to select from a larger selection of investment options. Similarly, certain platforms have operational restrictions (e.g., restrictions on trading frequency) that may lead to different portfolio performance than for a portfolio on a platform where there are no such restrictions. Clients or potential clients can contact us at the number above to determine the scope of any such limitations that may affect the management of a particular account.

Risk of Loss

Securities markets fluctuate substantially over time. All investments in securities include a risk of loss of money invested (principal) and any unrealized profits (i.e., profits in the account that have not been liquidated, sometimes called "paper profits"). Horizon cannot guarantee any level of performance or that clients will not experience a loss of account assets.

Horizon does not represent, warrant, or imply that the services, financial planning technology tools, or other methods of analysis used by Horizon can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or crashes. No guarantees can be offered that clients' goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by Horizon will provide a better return than other investment strategies.

Varied fluctuations in the price of investments are a normal characteristic of securities markets due to a variety of influences. Managed account programs should be considered a long-term investment and thus long-term performance and performance consistency are the major goals.

Generally, Horizon's strategies will be subject to the following risks:

Market Risk: Market risk is the risk that the value of securities in a portfolio may decline due to daily fluctuations in the securities markets that are generally beyond Horizon's control. In a declining stock market, stock prices for all companies may decline, regardless of their long-term prospects.

Equity Securities Risk: The value of equity securities (including many ETFs) may decline due to general market conditions that are not specifically related to a particular company and are generally beyond Horizon's control, including fluctuations in interest rates, economic conditions, corporate earnings, adverse investor sentiment and general equity market conditions. In a declining stock market, stock prices for all companies (including those in a Horizon portfolio) may decline, regardless of their long-term prospects.

Management Style Risk: A portfolio's performance is based on the performance of the securities in which it invests. The ability of the portfolio to meet its objective is directly related to the ability of Horizon's investment process to

accurately measure market risk and appropriately react to current and developing market trends. There is no guarantee that Horizon's judgments about the attractiveness, value, and potential appreciation of particular investments in which the portfolio invests will be correct or produce the desired results. If Horizon fails to accurately evaluate market risk or assess market conditions, the portfolio's value may be adversely affected.

Risks Related to Portfolio Turnover: Horizon may sell portfolio securities without regard to the length of time they have been held and, as a result of its trading strategies, some of Horizon's portfolios will likely have higher portfolio turnover than other funds. Since portfolio turnover may involve paying brokerage commissions and other transaction costs, higher turnover generally results in additional portfolio expenses. High rates of portfolio turnover could lower performance of Horizon's portfolios due to these increased costs and may also result in the realization of short-term capital gains. High rates of portfolio turnover in a given year in non-qualified accounts would likely result in short-term capital gains that are taxed at ordinary income tax rates.

Risks Related to Investments in Investment Companies: Clients will pay the fees and expenses charged by any mutual funds and ETFs in the client's portfolio, which are in addition to any fees charged by Horizon or by the Financial Advisor. Each mutual fund and ETF is subject to specific risks, depending on the nature of the fund and its underlying investments. A description of these fees, expenses and risks is available in each fund's prospectus.

Risks Related to ETF NAV and Market Price: The market value of an ETF's shares may differ from its net asset value ("NAV"). This difference in price may be due to the fact that the supply and demand in the market for ETF shares at any point in time is not always identical to the supply and demand in the market for the underlying basket of securities. Accordingly, there may be times when an ETF trades at a premium (creating the risk that a portfolio pays more than NAV for an ETF when making a purchase) or discount (creating the risks that the portfolio's value is reduced for undervalued ETFs it holds and that the portfolio receives less than NAV when selling an ETF).

Risks Related to Proprietary Portfolios: For portfolios that use Horizon Funds or Sub-advised ETFs or other securities affiliated with Horizon as constituent parts of the portfolio, note that Horizon has a conflict of interest in utilizing these securities. In some cases, these securities may have management fees or expenses that are higher than, or performance that differs from, other mutual fund or ETF alternatives; however, in each case where one or more such securities is selected for an account, Horizon has determined that the security to be used, and the proportion of the account that is comprised of one or more Horizon-affiliated securities, is appropriate to implement Horizon's asset allocation strategy. See additional information under Item 10 below.

Risks Related to Use of Investment Overlays: Horizon's risk mitigation overlays, including Risk Assist®, are not guarantees against loss. Accounts with these risk mitigation components may lose money, including loss of principal. Investors should also note that when a risk mitigation overlay is deployed for an account (*i.e.*, when it has caused an account to be allocated into fixed income exposure, whether partially or entirely), the account will not be fully invested in its original strategy, and accordingly, the account may underperform accounts that do not have such risk mitigation feature. Additionally, because an account's allocation to a risk mitigation overlay is typically implemented and reduced in stages over time in response to market conditions, there are expected to be periods of lag and the account may underperform during transition periods (*e.g.*, when the strategy has an overweight allocation to fixed income securities, it may underperform a rising market).

Quantitative Model Risk. Certain of Horizon's investment strategies, including its active asset allocation strategies, rely heavily on quantitative models and the analysis of specific metrics to construct portfolios. The impact of these metrics on an investment's performance can be difficult to predict, and investments that previously possessed certain desirable quantitative characteristics may not continue to demonstrate those same characteristics in the future. In addition, relying on quantitative models entails the risk that the models themselves may be limited or incorrect, that the data on which the models rely may be incorrect or incomplete, and that Horizon may not be successful in selecting or determining the weighting of particular investments in the portfolio.

Fixed Income Risk: Horizon may purchase fixed income investments (which include fixed income ETFs) of any maturity and credit quality. There are risks associated with fixed income investments, which include interest rate risk, maturity risk and credit risk. These risks could negatively affect the value of fixed income investments in Horizon's portfolios.

Fixed income ETFs selected by Horizon may invest in a variety of asset classes, including, without limitation, emerging market bonds, convertible bonds, or bank loans. Certain income strategies offered by Horizon may invest in non-traditional, income-producing securities, such as closed-end funds, Master Limited Partnerships (MLPs), Real Estate Investment Trusts (REITs), preferred stocks, business development companies, and other similar securities. These securities are subject to unique risks. Closed-end funds often trade at a discount to NAV, but may trade at a premium. MLP risks include tax, distribution, and commodity risks. Investments in REITs involve risks such as declines in the value of real estate and increased susceptibility to adverse economic or regulatory developments. Publicly-traded business development companies have volatility risk and may contain investments such as high-yield bonds or levered loans. Investments in non-investment grade securities (e.g., high-yield bonds) may be subject to greater market fluctuations and the risk of default or loss of income and principal. Preferred stocks are not necessarily correlated with securities markets generally.

Foreign Securities Risk: Investing in securities issued by companies whose principal business activities are outside the United States may involve significant risks not present in domestic investments. For example, there is generally less publicly available information about foreign companies, particularly those not subject to the disclosure and reporting requirements of U.S. securities laws. Foreign issuers are generally not bound by uniform accounting, auditing, and financial reporting requirements and standards of practice comparable to those applicable to domestic issuers. Investments in foreign securities and exposure to foreign markets generally also involves the risk of possible adverse changes in investment or exchange control regulations or currency exchange rates, expropriation or confiscatory taxation, limitation on the removal of cash or other assets, political or financial instability, or diplomatic and other developments that could affect such investments. ADRs and ETFs investing in foreign securities are subject to risks similar to those associated with direct investments in foreign securities.

Currency Risk: Investments in foreign markets involve currency risk, which is the risk that the values of assets denominated in foreign currencies will decrease due to adverse changes in the value of the U.S. dollar relative to the value of foreign currencies.

Sector Risk: Sector risk is the possibility that securities within the same group of industries will decline in price due to sector-specific market or economic developments. If a portfolio invests more heavily in a particular sector, the value of its shares may be sensitive to factors and economic risks that specifically affect that sector. As a result, a portfolio's share price may fluctuate more widely than the value of shares of a mutual fund that invests in a broader range of industries. Additionally, some sectors could be subject to greater government regulation than other sectors, which may impact the share price of companies in these sectors. The sectors in which any portfolio may invest in more heavily will vary.

Risks Related to Investing in Smaller and Medium Issuers: Small and medium capitalization companies may be more vulnerable than larger, more established Firms to adverse business or economic developments. In addition, small and medium capitalization companies may be particularly affected by interest rate increases, as they may find it more difficult to borrow money to continue or expand operations, or may have difficulty in repaying any loans.

Focus Risk. To the extent that a portfolio focuses its investments in particular industries, asset classes or sectors of the economy, any market price movements, regulatory or technological changes, or economic conditions affecting companies in those industries, asset classes or sectors may have a significant impact on the portfolio's performance.

Operational and Technology Risk. Cyber-attacks, pandemics, disruptions, breaches, or other failures that affect Horizon, issuers of securities held in a portfolio or other market participants may adversely affect the value of a client's portfolio or Horizon's ability to provide client services, including during times of market volatility. Certain

such events may result in the dissemination of confidential information. While Horizon has established business continuity and other plans and processes that seek to address the possibility of and fallout from cyberattacks, disruptions, breaches or failures, there are inherent limitations in such plans and systems, and there can be no assurance that such plans and processes will address the possibility of and fallout from any such event.

Risks Related to Climate Change. In recent years certain participants in the asset management industry have been challenged by climate-related weather events that disrupt business continuity and the ability to provide critical services to clients. As stated above, Horizon personnel have prepared for and trained on business continuity and have provided critical staff with the ability to work in a mobile environment during periods of widespread business disruption. However, there are limits in Horizon's ability to prepare for all such events, and there is no assurance that our preparation and training will match climate-related events experienced.

Risks Related to Tax-Loss Harvesting. For HCP accounts that elect tax-loss harvesting, this service involves certain risks, including, among others, the risk that the new investment could have higher costs than the original investment and could introduce portfolio tracking error into your accounts. There may also be unintended tax implications. Prospective investors should consult with their tax or legal advisor prior to engaging in any tax-loss-harvesting strategy.

Risks Related to Transitioning Concentrated Positions. For HCP accounts that elect to transition concentrated positions, this service involves certain risks. These include, among others, the risk that replacement investments may carry higher fees or expenses than the original holdings and may introduce tracking error or performance deviations relative to the prior position or relevant benchmark. The transition process may also result in transaction costs and unintended tax consequences, including the realization of capital gains. In addition, there can be no assurance that any tax management or tax loss harvesting strategy will be successful or that it will achieve the intended tax benefit. Prospective investors should consult their tax and legal advisors prior to implementing any transition or tax management strategy.

Item 9. Disciplinary Information

Horizon is obligated to disclose any disciplinary event that would be material to clients, or potential clients, when evaluating Horizon to initiate or continue a relationship with us. We do not have any legal or other disciplinary items to report.

Item 10. – Other Financial Industry Activities and Affiliations

Horizon has several affiliations material to its advisory business. A description of each is provided below.

Altamont Capital Partners

Horizon's majority beneficial owner (ACP Horizon Holdings LP) is an affiliate of Altamont Capital Partners ("ACP"), a private equity firm and registered investment adviser. Horizon does not offer advisory services provided by ACP to its clients, and Horizon's affiliation with ACP does not otherwise pose a conflict to Horizon's clients.

Registered Personnel

Certain of Horizon's personnel are registered from time to time as registered representatives of Quasar Distributors, LLC, the principal underwriter for the Horizon Funds (the "Distributor") to facilitate certain marketing activities on behalf of Horizon and the Horizon Funds. Any activities performed by such persons requiring such registration is supervised by the Distributor. Horizon does not direct any of its brokerage to, or execute any trades through, such persons.

Horizon Funds

Horizon is the investment adviser of each of the Horizon Funds. Each Horizon Fund is a series of Horizon Funds, a trust governed by a Board of Trustees. A majority of the Trustees of Horizon Funds is independent of Horizon.

Sub-advised ETFs

Horizon is the investment sub-adviser of the Sub-advised ETFs, each of which is a series of First Trust Exchange-Traded

Fund III, a trust governed by a Board of Trustees that is entirely independent of Horizon. None of First Trust Advisors, L.P. or its affiliates is affiliated with Horizon.

Horizon Indices

Horizon has developed indices that are not investment advisory in nature. These indices may be used for general research purposes or incorporated in products developed by insurance companies or other financial institutions. One of these indices is used in connection with insurance products offered by companies associated with Kuvare, an insurance company affiliated with ACP; however, we do not believe this introduces a conflict of interest to investment advisory clients of Horizon Investments.

Conflicts of Interests Related to Proprietary Portfolios

Conflicts of interests arise where Horizon recommends that clients invest in Horizon Funds, Sub-advised ETFs or other securities advised by or affiliated with Horizon (each, an “Affiliated Security”). Horizon receives management fee compensation from the Affiliated Securities, and therefore, for the strategies in which investments in Affiliated Securities are applicable, Horizon has a conflict of interest in utilizing the Affiliated Securities. However, while in some cases an Affiliated Security may have management fees and expenses or performance that differs from other mutual fund or ETF alternatives, and while Horizon has an incentive to use an Affiliated Security that pays a higher management fee than another Affiliated Security, in each case where an Affiliated Security is selected for incorporation in a strategy, Horizon has determined that each specific Affiliated Security to be used is an appropriate security to implement Horizon’s asset allocation strategy.

For Sponsor Firm client accounts that use Proprietary Portfolios, recommendations to invest in the Affiliated Securities are typically made because the Sponsor Firm has determined that such models are the most efficient way to manage the account (e.g., due to the size of the account, or to minimize brokerage or custodial platform charges) and has therefore selected one or more strategies that use the Affiliated Securities.

Clients should note that the management fees and other expenses related to the Horizon Funds are in some cases higher than Horizon’s separately managed account fees for similar strategies and that the percentage of Affiliated Securities used in a Proprietary Portfolio can increase or decrease at any time. Additionally, as discussed above, not all share classes of each Horizon Mutual Fund are available on every platform.

Conflicts of Interests Related to Conference Sponsorships

From time to time, Horizon hosts meetings, conferences and webinars where Horizon and other service providers, such as ETF sponsors, banks, investment advisers, custodians, index providers, broker dealers, insurance companies, and other industry vendors (“Co-Sponsors”) can market their service offerings to current and prospective financial advisors, service providers and industry participants. These Co-Sponsors make payments from time to time to Horizon or third parties to help defray a portion of such event’s costs. These payments create conflicts of interest because Horizon may be incentivized to favor the products (such as ETFs) or services (such as brokerage) of Co-Sponsors over the offerings of others; however, Horizon personnel are instructed to select portfolio investments and utilize service providers without taking into account whether such products or services are offered by Co-Sponsors.

Technology Tools

Horizon offers certain interactive financial technology tools used by financial intermediaries (e.g., financial advisors and broker-dealers), which include investment research and proposal generation software (“Technology Tools”). These Technology Tools are designed to assist financial intermediaries in making investment recommendations to their customers. Some of these Technology Tools include information regarding Affiliated Securities and/or products and services that are either managed by, or offered to customers of, the financial intermediary. The inclusion of Affiliated Securities in Technology Tools creates a conflict of interest because investors in Affiliated Securities pay management fees to Horizon. Customers of financial intermediaries that use Technology Tools should speak to their financial intermediary if they have questions regarding how the financial intermediary selected the financial products included in the Technology Tools it uses.

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

Code of Ethics

In order to provide an understanding of Horizon's standards for meeting our fiduciary responsibility to clients, Horizon has developed a Code of Ethics. A copy of the Company's Code of Ethics is available to clients and potential clients upon request.

Horizon has a fiduciary duty to clients to act in the best interest of the client and always place the client's interests first and foremost. Horizon takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations, as well as Horizon's policies and procedures.

The Code of Ethics contains provisions for standards of business conduct in order to comply with applicable securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violation reporting requirements and safeguarding of material non-public information about client transactions. Further, Horizon's Code of Ethics establishes Horizon's expectation for business conduct.

Horizon's Code of Ethics is distributed to each employee at the time of hiring and as the Code is modified. In addition, Horizon requires an annual certification by all Access Persons regarding their understanding and compliance with the Code of Ethics. Horizon also supplements the Code with annual training and on-going monitoring of employee activity.

Participation or Interest in Client Transactions and Personal Trading

Under the Code of Ethics, personnel with access to investment recommendations and client information are generally required to submit information about their personal trading activities to Horizon's Chief Compliance Officer ("CCO") or the CCO's designee for review and advance approval. There are certain securities that are considered "Exempt Securities" that do not require advance approval of making a transaction. Open-end mutual funds are considered an exempt security and do not require pre-approval; however, any mutual fund managed by Horizon is not considered an exempt security, and an employee must receive pre-approval before making a transaction in shares of a mutual fund managed by Horizon. Violations of the Code of Ethics can result in disciplinary action up to and including dismissal.

Horizon also tracks employees' holdings by requiring annual holdings reports and quarterly transactions certifications for its employees. In accordance with applicable law, Horizon also maintains and enforces written policies and procedures reasonably designed to prevent the misuse of non-public information by Horizon or any person associated with Horizon. Further, employees are prohibited from trading on non-public information or sharing such information.

Certain employees of Horizon and their relatives have personal brokerage accounts or Horizon-managed investment advisory accounts at the same financial institutions as some of Horizon's other non-affiliated clients. Employees and related persons of Horizon (any advisory affiliate and any person that is under common control with Horizon) can buy or sell securities identical to those securities recommended to clients. Therefore, related persons will have an interest or position in certain securities that are also recommended and bought or sold to clients. Some employees and related persons have their accounts in the same models as other clients. Horizon trades these accounts in aggregated blocks with other clients and accordingly does not trade employee or related persons' accounts ahead of other clients or trade in such a way as to obtain a better price for the employees or related persons compared to clients.

Item 12. Brokerage Practices

For each trade where it exercises discretion to make brokerage determinations for a client account, Horizon seeks “best execution,” which is a combination of price and execution relative to our instructions, and other factors.

Brokerage Selection

In making brokerage determinations, Horizon considers a number of judgmental factors, including, without limitation, clearance and settlement capabilities, quality of confirmations and account statements, the ability of the broker to settle the trade promptly and accurately, the financial standing, reputation and integrity of the broker-dealer, access to markets, research capabilities, market knowledge, any “value added” characteristics, Horizon’s past experience with the broker-dealer, Horizon’s past experience with similar trades, and other factors. Recognizing the value of these factors, Horizon may pay a brokerage commission in excess of what another broker might have charged for effecting the same transaction.

Soft Dollar Transactions

Recognizing the value of the above-described factors Horizon considers when it has discretion to choose the broker for a client transaction, Horizon may pay a brokerage commission in excess of what another broker might have charged for effecting the same transaction. Consistent with the foregoing, Horizon may generate “soft dollars” from brokerage transactions to be used for “brokerage” or “research” services pursuant to the safe harbor of Section 28(e) of the Securities Exchange Act of 1934. In a soft dollar arrangement, an investment adviser receives credit from a brokerage firm based on the commissions paid by the adviser’s clients. The adviser uses these credits to pay for research and brokerage products and services (e.g., market data research), which can be provided by the broker or a third party. Soft dollar arrangements can create an incentive for an adviser to use a broker based on an interest in receiving research and other products or services, rather than the client’s interest in receiving the most favorable execution.

By using certain broker dealers, Horizon receives research and/or brokerage services through soft dollar arrangements, and in so doing, receives a benefit because it does not have to produce or pay for the research or services. As such, Horizon at times has an incentive to direct trades to specific broker-dealers based on Horizon’s interest in receiving the research or other services, rather than on clients’ interest in receiving the lowest commission. In light of Horizon’s fiduciary obligations to all clients, Horizon may use research or soft dollar benefits that it has received to service accounts that do not necessarily pay for the benefits (e.g., via soft dollar commissions; certain client accounts are traded through brokerage arrangements where soft dollar benefits are not available); however, Horizon makes efforts to allocate its soft dollar benefits fairly. Horizon does not seek to allocate research or soft dollar benefits to client accounts proportionately to the amount of brokerage-related transactions or soft dollar credits the accounts generate. Horizon also subscribes and pays for a number of resources that Horizon considers fundamental for Horizon to provide quality research for clients. Horizon evaluates our decisions carefully and makes decisions that Horizon believes are in the best interests of clients. This can include considering that the research benefits are valuable to clients for managing their accounts. Horizon believes it balances these considerations appropriately and in clients’ best interests.

Directed Brokerage & Wrap Programs

For clients at some custodians and for Sponsor Firms who have affiliated brokers, Horizon provides trade instructions to such brokers, rather than coordinating fulfillment of trades through multiple brokers (this is sometimes referred to as “directed brokerage”, inasmuch as these custodians or Sponsor Firms require such trades to be executed at a specific broker). When a client directs brokerage, Horizon, due to a lack of discretion, may not be able to achieve most favorable execution of client transactions, and the client may pay higher brokerage commissions.

Clients who access Horizon through wrap programs should review disclosures related to brokerage expenses above under Item 5 of this Brochure.

Aggregated Trades

Horizon aggregates trades when multiple Horizon Funds are purchasing or selling the same securities on the same day, and when the amount of shares being traded warrants aggregation for the sake of efficiency.

Item 13. Review of Accounts

Horizon has an investment committee that meets regularly to review transactions and allocation models. Client accounts are also routinely reviewed for allocation differences and rebalancing.

Clients should receive a monthly and/or quarterly statement from their respective custodian(s) summarizing all trades made during the month or quarter, account balance information and the amount of fees paid from the account.

Item 14. Client Referrals and Other Compensation

As previously described in Item 12. Brokerage practices, Horizon receives research and/or brokerage services through soft dollar arrangements. Please refer to that section for a discussion of Horizon's soft dollar arrangements and uses.

Item 15. Custody

Accounts are custodied at the various firms that hold client accounts. Such firms are "qualified custodians" as defined under the Advisers Act. Horizon will not maintain custody of clients' funds or securities, with the exception of deduction of Horizon's fees from Direct Clients' accounts that are authorized in the advisory agreement between clients and Horizon. Clients will receive account statements directly from these custodians and should carefully read the statements for accuracy.

Item 16. Investment Discretion

For client accounts over which Horizon has investment discretion, Horizon has this authority pursuant to the terms of the client's investment advisory agreement with Horizon.

When selecting securities and determining amounts, Horizon observes the investment policies, limitations and restrictions of the particular client. For registered investment companies, Horizon's authority to trade securities may also be limited by certain federal securities and tax laws that limit concentration and require diversification of investments.

Item 17. Voting Client Securities

Note: The investment advisory agreement between Horizon and each client indicates whether or not Horizon votes proxies for the client. In many cases, Horizon does not have proxy voting authority over client accounts. Horizon has proxy voting authority for the Horizon Funds and certain Direct Client accounts. Ask your financial advisor if you are unsure if Horizon votes proxies for your account.

For those clients for which Horizon does not vote proxies:

These clients are advised that Horizon does not vote proxies on clients' behalf nor does Horizon take responsibility in any way to ensure clients' securities are voted. Clients retain the responsibility for voting their own proxies.

For those clients for which Horizon does vote proxies:

In voting proxies for clients, Horizon is committed to voting in the manner that serves the best interests of the client (e.g., the fund and its shareholders or individual clients). In determining the appropriate vote for a proxy, Horizon takes into consideration what vote is in the best interests of the client consistent with the provisions of Horizon's Voting Guidelines. Horizon does not allow clients to direct any vote.

With respect to accounts for which Horizon is required to vote proxies, Horizon has engaged a third-party proxy voting service provider ("Provider") to vote proxies. Horizon has established voting rules with the Provider to vote any such proxies in the best interests of the applicable fund and in accordance with Horizon's procedures.

In cases where Horizon is aware of a proxy voting conflict between the interests of a client and the interests of Horizon or an affiliated person of Horizon (e.g., a portfolio company is a client or an affiliate of a client of Horizon), Horizon will

either abstain from voting or vote the applicable shares in a way that seeks to mitigate such conflicts.

If you would like a copy of Horizon's Proxy Voting Policy, you may contact us at the address and phone number on the cover page of this Brochure. In addition, we can provide clients and Horizon Fund shareholders with a record of how Horizon voted proxies for the applicable client account upon request. Information regarding how Horizon voted proxies for each Mutual Fund are available through the SEC's web site, www.sec.gov.

Item 18. Financial Information

Horizon does not require or solicit prepayment of fees six months or more in advance, and Horizon currently does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.