

## Carta Capital Markets, LLC

### Customer Relationship Summary

Carta Capital Markets, LLC (“we,” “us,” or “our”) is registered with the U.S. Securities and Exchange Commission (“SEC”) as a broker-dealer, and is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Brokerage and investment advisory services and applicable fees differ, and it is important for you to understand these differences. Please consider this summary of the brokerage services provided by us and any applicable fees to determine which services are right for you. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

#### 1. What investment services and advice can you provide me?

We offer brokerage services to investors and act in an agency capacity in the purchase and sale of (i) the unregistered capital stock of private companies; and (ii) the ownership interests of certain private funds ((i) and (ii) collectively, “unregistered securities”). We may also act as a placement agent in connection with such purchases and sales, and may facilitate primary capital-raising, company buy-backs and third party tender offers of unregistered securities. The selection of investments we offer is limited to private companies or private funds. Other brokerage firms offer more choices, some of which might have lower costs or different returns and features. Our primary role as a broker is to execute trades based on your instructions and we do not act as your adviser or your fiduciary. We do not make recommendations to buy, sell or hold securities and any action on our part on orders placed by you is on a non-discretionary basis and you have the final decision on whether to buy, sell or hold the investment. With respect to primary and secondary capital-raising activities, we may provide guidance to companies related to the structuring of transactions in their securities. We will not monitor your individual investments when providing brokerage services. We may, however, communicate information, available market data, and educational material to you regarding the market based on preferences and information you have provided to us.

In general you must meet certain criteria to establish an account with us, and in some cases it includes being an “accredited investor” to trade unregistered securities. We currently also generally require the accounts of secondary purchasers to be “institutional accounts” under FINRA rules. Different criteria may apply to sellers of unregistered securities, depending on the specific type of transaction and related regulatory obligations. For additional information, please see [www.carta.com/liquidity](https://www.carta.com/liquidity).

#### Conversation starter — Ask your financial professional:

Why should I choose a brokerage account at CCMX?

#### 2. What fees will I pay?

The fees and costs you will incur for brokerage services are transaction-based and will be assessed on a transaction-by-transaction basis. Typically, our commission is 2% per side on a bilateral secondary transaction in unregistered securities. We also work with brokers, including alternative trading system

operators who may receive a share of our fees or who may share their fees with us. You may also incur fees for administrative services with regards to our administration of RSU settlements and tender offers, transfer fees, as well as fees related to option exercises or expenses embedded within fund products. You may be required to pay additional fees imposed by the issuer, such as legal opinions, processing fees, transfer fees, or escrow. As well, CCMX may receive interest or other compensation on the funds held in your brokerage accounts with us. You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.

**3. What are your legal obligations to me when providing recommendations as my broker-dealer or when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?**

We do not provide recommendations. Any decisions to buy, sell or hold an investment is made by you or your authorized agent.

**Conversation starter — Ask your financial professional:**

How might your conflicts of interest affect me and how will you address them?

**4. How do your financial professionals make money?**

Our financial professionals are paid a fixed salary, receive transaction-based compensation and may also receive a discretionary bonus based on their performance. Accordingly, financial professionals have an incentive for you to trade because the more you do so, the greater their compensation. Our representatives may also be eligible to receive referral payments for the referral of customers to our parent company for the sale of their non-brokerage products.

**5. Do you or your financial professionals have legal or disciplinary history?**

No. Visit [Investor.gov/CRS](http://Investor.gov/CRS) for a free and simple search tool to research us and our financial professionals. You can also find information (such as background and qualifications) about our firm and its financial professionals on FINRA's BrokerCheck.[finra.org](http://finra.org)

**6. Additional Information**

For additional information about our products and services, please visit [www.carta.com/liquidity](http://www.carta.com/liquidity). If you would like additional, up-to-date information or a copy of this Form CRS, please email [support@cartacapitalmarkets.com](mailto:support@cartacapitalmarkets.com) or call 209-651-6561.

If you have a problem with your investments, account or financial professional, contact us in writing at [support@cartacapitalmarkets.com](mailto:support@cartacapitalmarkets.com).

**Conversation starter — Ask your financial professional:**

Who is my primary contact person? Are they a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?