

CCMX Order Handling Disclosure

1. Introduction

This document contains important client disclosures (“Disclosures”) regarding the handling of your orders by Carta Capital Markets (“CCMX”), a broker-dealer registered with the SEC and FINRA. Your use of services provided by CCMX will be on the basis that you have read and understood the Disclosures set forth in this document. In addition, clients must execute appropriate agreements with CCMX prior to receiving services from CCMX. These Disclosures, as amended from time to time, are incorporated into your agreement and made part thereof by reference.

These Disclosures may be amended by CCMX from time to time and made available to you on CCMX’s website (carta.com/liquidity/documents). Your continued trading with CCMX following any update to the Disclosures shall be deemed to constitute acceptance and acknowledgement that you have read and understood the terms. If you have any questions or would like any further information, please contact your CCMX client representative.

2. Restricted Securities

CCMX effects trades on behalf of clients in “restricted securities,” which are securities acquired in unregistered, private sales from the issuing company or from an affiliate of the issuer (or a subsequent investor). Restricted securities are generally subject to certain limitations on when and how they may trade, such as a minimum holding period before trading is permitted. Certain relevant securities are also subject to issuer “rights of first refusal” or other limitations on transfer. CCMX reserves the right to choose whether to facilitate a transaction on your behalf in a particular restricted security, and CCMX may impose additional conditions or requirements in connection with any particular transaction. You will need to execute any relevant stock transfer agreement and other specified documents to effect any transaction.

Trading in restricted securities carries substantial risks including the risk of total loss of your investment. Please review CCMX’s Use of Services and Risk Disclosure Statement (carta.com/liquidity/documents). You should not construe any information provided by CCMX to constitute investment advice. Inherent, actual, or potential conflicts of interest may exist between you and CCMX in connection with transactions in restricted securities.

3. Order Handling

CCMX generally effects transactions in restricted securities in one of three ways, through: (i) a Carta Cross auction or tender offer where buyers and sellers are matched on CCMX’s alternative trading system (“ATS”); (ii) CCMX finding a trade counterparty within CCMX’s network of clients and/or investors; or (iii) CCMX trading, either as your agent or in a riskless principal capacity, on one or more ATSS operated by third parties. Depending on which method of execution is used, CCMX generally allows you to submit either: (a) firm orders, which are orders representing a firm commitment to enter into a definitive transaction on the terms of the order upon a match; or (b) indications of interests (“IOIs”), which are a representation of potential trading interest that requires your further assent before a definitive transaction may occur. CCMX may limit your ability to submit firm orders in its discretion.

When representing your order or IOI on a third party ATS, your order or IOI will be subject to the rules governing that ATS, which may include fees for failure to complete a matched transaction. Such transactions may also require the execution of documents or other actions to be taken by you that differ from those required in a Carta Cross transaction or a transaction within CCMX’s network. CCMX will provide notice to you of the steps necessary to complete a transaction on a third party ATS and will guide you through the process. It is your responsibility to complete such actions within the specified timeframes. Failure to do so can result in fees assessed by the third party ATS. When CCMX transacts on a third party ATS, the price obtained on the third party ATS will be the price that you receive, subject to any fees or commissions for the transaction assessed by CCMX and/or the third party ATS. You may not be able to cancel an order prior to it being filled and further we cannot guarantee that any order placed will be filled.

In connection with transactions in restricted securities through CCMX, you represent and warrant that: (a) any orders or IOIs you submit to buy or sell are bona fide with a good-faith intention to buy or sell such securities on the terms of your order or IOI; (b) when selling, you own the securities free of any lien and have held the securities for the applicable holding period to allow for resale; and (c) when buying, you have sufficient funds available to complete such purchase.

4. Best Execution

When transacting on your behalf in securities, CCMX seeks to achieve the best execution of your orders or IOI. CCMX has in place a policy and processes which are designed to obtain the best possible execution result for your orders or IOI. CCMX considers a range of different factors when determining how to best execute your orders or IOI, including: (i) price, (ii) size, (iii) available venues and the liquidity of the market for the security, which may make it difficult to execute an order, particularly in restricted securities which may have no active market; and (iv) the terms and conditions of your order or IOI and the priorities you may place upon CCMX in effecting transactions on your behalf (e.g., the need for timely execution). The policy and processes provide, in CCMX's view, the best balance across a range of sometimes conflicting factors. CCMX periodically reviews the venues and manner in which it executes orders to help promote the best execution of orders.