Disclosures for Retail Broker Dealer Clients

Effective 01/09/2026

BSG Securities LLC ("BSG") is providing this information to enhance the transparency of our relationship by disclosing conflicts of interest connected with recommendations and services we provide. These conflicts result from the practices of the financial services industry, BSG's business model, and our compensation structure, including conflicts arising from the transaction-based commissions we pay our Financial Professionals.

This document alone is not a comprehensive description of all conflicts of interest BSG has in its brokerage services. Similarly, not all of the conflicts we describe here will apply each time a recommendation is made or a service is provided. Regardless of the context, BSG will observe high standards of honor and just and equitable principles of trade when making recommendations or providing services to you.

You should consider this document along with the Form CRS ("Relationship Summary") you received separately, additional written investment and account specific disclosures, and verbal disclosures made by your Financial Professional when evaluating recommendations your Financial Professional makes to you. BSG encourages you to go to Investor.gov/CRS to access free and simple tools to research firms and financial professionals, such as BSG and our Financial Professionals, and access educational materials about broker-dealers, investment advisers, and investing. Layered together, these disclosures provide a full and fair description of all material facts and an explanation of our duty to make recommendations to you that are in your best interest.

When BSG acts as a broker-dealer, we are subject to a number of laws, rules and regulations, including the Securities Exchange Act of 1934 (the "Exchange Act"), the rules of the Securities and Exchange Commission ("SEC"), the rules of the Financial Industry Regulatory Authority ("FINRA"), and state laws. We are required to act in your best interest and observe high standards of honor and just and equitable principles of trade. BSG's duties to you include, among others, the following Disclosure Obligations:

Make full and fair disclosure to you, prior to or at the time of a recommendation, of all material facts relating to:

- The *scope and terms of our relationship*, including the capacity in which we are acting when making a recommendation.
- The costs that apply to your transactions.
- *Any limitations* on the recommendations your Financial Professional makes to you.
- *Conflicts of interest* associated with any recommendations, such as those related to compensation arrangements

When BSG acts as a broker-dealer, BSG also has **Care Obligations** requiring us to exercise reasonable care and skill to:

- Understand the potential risks, rewards, and costs associated with a recommendation, and have a reasonable basis to believe that a recommendation could be in the best interest of a customer generally, even if it may not necessarily be appropriate for you in particular.
- Have a reasonable basis to believe that the recommendation is in your particular best interest based on your investment profile and that the potential risks, rewards, and costs associated with the recommendation do not place the financial or other interests of BSG ahead of yours. Your investment profile includes your age, other investments, financial situation and needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs, risk

tolerance and any other information that you may disclose to the Financial Professional in connection with the recommendation.
- Have a reasonable basis to believe that a series of recommended transactions, even if in your best interest when viewed in isolation, are not excessive, are in your best interest when taken together in light of your investment profile, and do not place BSG's interests ahead of yours.

When BSG acts as a broker-dealer we have the following **Conflict of Interest Obligation**, requiring BSG to establish, maintain, and enforce written policies and procedures designed to:

- Identify and, at a minimum, disclose all conflicts of interest associated with recommendations to you.
- Where a conflict of interest creates an incentive for either your Financial Professional or BSG to make a recommendation that places BSG's interest ahead of yours, BSG has created policies and procedures designed to disclose and mitigate the conflict.
- Identify and disclose any material limitations that apply to recommendations to you, such as what investments your Financial Professional may be licensed for, and prevent those limitations from causing them to make recommendations that place their interest or BSG's ahead of yours.
- Identify and eliminate any sales contests, quotas, bonuses, and non-cash compensation that are based on the recommendation of specific securities or specific types of securities within a limited period of time.

I. INTRODUCTION TO BSG

As an investment banking firm, BSG is a trusted consultant to community banks, specialty lenders, fintechs, financial services companies, and other private businesses. Our culture is to do right by our clients by seeking to always provide unmatched and independent advice. BSG offers value-driven services including M&A advisory, fairness opinions, and debt advisory. We also offer the private placement of securities to accredited and institutional investors.

Our Business Philosophy and Approach

BSG and its Financial Professionals have deep experience in the industries that we cover. Based on this deep knowledge and experience, we are regularly in contact with companies looking to raise capital for growth or other corporate purposes. When such companies request our assistance in raising capital, we first perform a detailed due diligence process of the potential issuer, including, but not limited to, financial due diligence, management interviews, discussions of the potential issuer's business prospects and projections, the general outlook of the potential issuer's specific industry, and the general economic outlook as a whole. Based on the results of these diligence findings, BSG will selectively engage to assist in potential offerings for these companies.

Before we recommend that you invest in a private placement through BSG, we will collect information about you, including your age, other investments, financial situation and needs, investment objectives, experience and time horizon, liquidity need, risk tolerance, and other information we think is relevant. Any recommendations we make to you will be on the basis of the information you provide and our assessment of the investment's potential risks, rewards, and costs. If you would like to know why we made a particular recommendation to you, contact your Financial Professional. Information about the investment objectives and risk tolerances we use in profiling investors is obtained separately from subscription documents for investment products, but in making our assessments, we generally rely on the offering materials accompanying such products.

To assist BSG in making recommendations that meet your needs, it is your responsibility to provide accurate, timely information about your age, other investments, financial situation and needs, investment objectives, investment experience, investment time horizon, liquidity needs, risk tolerance, and any other information you think is important for us to know about you. If your circumstances change, for example, as you get older or your employment or financial conditions change, you should update your information with your Financial Professional promptly.

II. UNDERSTANDING THE CAPACITY OF THE FIRM

BSG is registered with the SEC as a broker-dealer under the Exchange Act. We are also a member of FINRA and SIPC. BSG offers brokerage services, commonly known as "transaction-based" or "commission" services.

Brokerage services are separate and distinct from advisory services. Brokerage and advisory services are governed by different laws and regulations and have different costs, levels of service, and expenses. They are designed to address different investment needs, and certain brokerage and advisory services may not be appropriate for you. Before doing business with us, you should carefully consider, in light of your particular circumstances, the services, risks, and expenses associated with the brokerage services provided by BSG.

Brokerage Services

BSG acts as placement agent for issuers in direct private company securities offerings to investors. BSG does not offer or hold customer accounts and does not provide investment advice or recommendations within any account held elsewhere.

In addition to placement activity, BSG may also provide investment advice incidental to the brokerage services. Investment advice considered incidental to brokerage services may include investor education, investment research, financial tools, information about investments and services, and recommendations about whether to buy, sell or hold particular securities. You should also understand that any incidental investment advice offered by BSG or a BSG Financial Professional with respect to a transaction is not provided as part of any financial plan or in connection with any financial planning services.

BSG will act solely in its capacity as a broker-dealer in performing its duties with respect to your transactions. BSG does not make investment decisions for you or manage your assets on a discretionary basis.

When acting as broker-dealer, BSG will be paid based upon your purchases or sales of investments. Therefore, the revenue of both the Firm and your Financial Professional will vary by investment and over time. As a result, BSG and its Financial Professionals have a financial incentive to recommend certain investments based upon the payment received.

III. UNDERSTANDING THE SERVICES PROVIDED BY THE FIRM

Are There any Material Limitations on the Securities or Investment Strategies that BSG Recommends?

BSG is licensed to offer you commission-based brokerage services. The specific investment recommendations we make are based on your investor profile and accreditation status.

There are certain limitations on the investments that the Firm deems to be unsuitable or not aligned with the best interest standard, therefore BSG will not recommend them to you. We act as placement agent for issuers in direct private company securities offerings to Investors.

We only offer a limited number of private placements of securities, and the availability of an investment that we offer could change at any time. Investments offered by other firms may be more suitable for you. We do not require any minimum investment amount to establish a relationship with us, but certain investments are subject to minimums and limitations, which are disclosed in their PPM or other offering documents. Acceptance of your investment is at the discretion of the issuer.

You may pay additional fees imposed by the issuer, such as legal opinions, transfer fees, or escrow. 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.

Will BSG Monitor Your Investments?

Any recommendation made by BSG or a BSG Financial Professional is offered in your best interest based on your investment profile and the information reasonably available at the time the recommendation is made. BSG does not provide ongoing monitoring services with respect to your investment unless we specifically agree otherwise in writing.

When Will BSG Make Additional Written or Verbal Disclosures?

BSG or your Financial Professional will provide more specific information regarding material facts or conflicts if your Financial Professional did not provide such information prior to making a recommendation. For example, your Financial Professional may provide an initial standardized disclosure of investment costs and explain that additional details appear in each investment's prospectus. Your Financial Professional will also provide, supplement, or correct any written disclosure with verbal disclosure as necessary prior to or at the time of the recommendation.

Who Do These Disclosures Apply to?

Under SEC Regulations, when we recommend a security or an investment strategy involving a security as a broker-dealer to a "retail customer," we must act in your best interest at the time the recommendation is made, without placing our financial or other interest ahead of your interest. You are a retail customer under Regulation Best Interest if you are a natural person or a legal representative of a natural person who receives and uses a securities recommendation primarily for personal, family or household purposes.

Regulation Best Interest does not apply to activities and services we provide other than securities recommendations to retail customers, such as marketing communications, educational materials, statements of philosophy and investment principles, delivering statements and other communications that are not particularized to you, or services that are provided to someone other than a retail customer. You are not a retail customer if you are acting in a professional, corporate, or in certain circumstances a fiduciary capacity to an employer sponsored employee benefit plan.

Please see the section herein titled "Our Role and Fiduciary Acknowledgement for Retirement Accounts" for additional considerations if you are a client with retirement and/or other tax-qualified accounts.

IV. WHAT INVESTMENTS DOES BSG OFFER?

BSG can recommend private placements. You should consider the disclosures below and always review the offering documents, such as prospectus or contract, associated with the specific investment you are considering to understand and evaluate the risks before investing.

When you purchase an investment that is subject to price fluctuation, its performance cannot be guaranteed and you may lose money. Past performance is not a reliable indicator of future performance but may help you evaluate an investment's volatility over time.

Alternative Investments: Complex investments typically invest in nontraditional assets or engage in one or more complex strategies. Complex investments include but are not limited to hedge funds, private equity funds, funds of private equity funds, and managed futures. Complex strategies include but are not limited to option and margin use, exchange or swap funds, leveraged funds, inverse funds, and other special situation funds, structured certificates of deposit and structured notes, exchange-traded notes, business development companies, real estate investment trusts, fully paid lending, and master limited partnerships. These strategies and investments often have specific additional disclosures, contracts, and agreements you should review with your Financial Professional prior to investing.

Complex investments and strategies are not suitable for all investors, typically have eligibility requirements, and may not be appropriate for you if you have limited investment experience or are not comfortable with taking on above average risk.

V. WHAT ADDITIONAL CONFLICTS DO BSG OR YOUR FINANCIAL ADVISOR HAVE?

Below is a description of additional conflicts of interest, in addition to those found above or described in our Relationship Summary, which exist when BSG or your Financial Professional has a financial interest or incentive that could affect our investment advice to you. These conflicts are typical to our industry as a whole and BSG has adopted policies and procedures and is required to comply with applicable laws and regulations which mitigate these conflicts of interest. BSG or your Financial Professional may have conflicts of interest beyond those disclosed here. Your Financial Professional will verbally disclose, where appropriate, any additional material conflicts of interest no later than at the time of a recommendation.

Recommendations regarding investments in private placements: The way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the services we provide you. Here are some examples to help you understand what this means:

The principal fees and costs that you will incur for our brokerage services will be transaction-based compensation (commissions) paid to us in connection with you investing in a private placement. We have an incentive to encourage you to invest greater dollar amounts because this will result in greater compensation being paid to us. Fees and costs will vary from offering to offering. You should carefully review the PPM and other offering documents for additional details regarding the fees and costs you will pay for a specific offering.

Our principal compensation from retail investors is the transaction-based compensation that is paid by a third-party when you invest in a private placement that we recommend to you. This creates an incentive to recommend investments that will result in higher transaction-based compensation. We have an incentive to encourage you to invest greater dollar amounts because this will result in greater compensation paid to us.

Cash Compensation: Those Financial Professionals who solicit you to invest in a particular offering may receive a portion of the transaction-based compensation based on the amount of your investment. This compensation will vary depending on the product sold. Additionally, certain Financial Professional(s) can receive compensation tied to the overall amount of money raised. Financial professionals that are a part of BSG's management receive indirect compensation resulting from the revenue generated by BSG.

Non-Cash Compensation: All our Financial Professionals may receive non-cash compensation from an issuer at no cost to the Financial Professional such as training and reimbursements for certain travel and meals.

VI. WHAT COSTS WILL YOU PAY?

Your costs depend on what investments you make. No matter which investment you select, or whether you make or lose money, you will have expenses that reduce any amount of money you make on your investments over time. Please make sure you understand the expenses you are paying.

For detailed information please refer to the descriptions of investments offered by BSG above and consult the relevant offering documents. In summary, for brokerage services, the costs you will incur are transaction-based commissions for recommendations and execution of securities trades. Depending on the investment you select, costs can include up-front commissions for the purchase and sale of securities, and fees that are charged on an on-going basis for as long as you hold the investment.

The fees and costs that you pay when investing in a private placement through us may be higher or lower than the costs and fees paid if you invested in a private placement through another firm.

Some investments are subject to fees and service charges, which vary depending upon the type and the investment.

VII. ADDITIONAL INFORMATION

This document is current as of the date on its cover. If we make changes that would require us to send you updated disclosures, we will send them to you by mail or electronically consistent with your elections and the SEC's requirements. We will amend this document from time to time, and you will be bound by the amended disclosures if you continue to accept our services after we deliver the amended disclosures to you.

If you would like additional, up-to-date information or a copy of these disclosures, please call (404) 848-7961.