

Umergence LLC
Customer Relationship Summary (Form CRS) – November 1, 2022

Umergence LLC (“we”, “us”, “our”, “UMG”) is a registered with the Securities and Exchange Commission (SEC) as a broker-dealer, a member of the Financial Industry Regulatory Authority (FINRA), and is a member of the Securities Investor Protection Corporation (“SIPC”). We are not a Registered Investment Advisor. UMG and its affiliates may conduct business through the investment platform hosted at umergence.com (the “Platform”). Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences and how they may apply to you. Free and simple tools to research firms and financial professionals are available at www.investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers and investing.

Relationships and Services

“What investment services and advice can you provide me?”

UMG offers investor introductions and private placement of securities to qualified and institutional investors. Our clients are private issuers who are seeking to raise capital through private securities transactions to investors who are qualified to purchase their respective offering. UMG introduces private issuer clients to institutional and other qualified investors, such as accredited investors, who independently consider these investment opportunities.

The Umergence Platform permits private companies seeking capital to meet and communicate with investors. We act as an agent to facilitate those transactions, which may include selling securities. The securities available for purchase on the Platform are limited to those issued by companies that have successfully completed our due diligence process and agreed to our terms of service. We do not provide investment advice, monitor your investments, or maintain investment discretion over your investments.

UMG does not accept customer funds or securities. You make the ultimate decision regarding your participation in any investment introduced by UMG or any of its representatives, and any transaction will be completed through direct engagement between you and the issuer. Our private issuer clients have the sole discretion to complete any transaction with any investor. Any investment that you choose to purchase will have its own minimum investment amounts. Certain offerings through UMG are limited to institutions, qualified investors or accredited investors. Our financial professionals are required to hold and maintain certain securities licenses (such as the Series 7, or Series 63) that allow them to be engaged in the regulated activity of the selling of private securities. It is important to understand that these licenses merely demonstrate that the financial professional met the testing standards of the sponsor and does not demonstrate the financial professional is an expert in any of the securities or products offered.

Questions to ask your financial professional:

- *Given my financial situation, should I choose a brokerage service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do those qualifications mean?*

Fees, Costs, Conflicts and Standard of Conduct

“What fees will I pay?”

Depending on the type of investment offered, fees will be structured and assessed differently. The detail of fees will be discussed with you by your financial professional and reviewed with you prior to the funding of any investment. Please make sure that you understand what commissions and fees you will be paying. UMG does not carry any customer accounts, and as such cannot accept any capital to invest on your behalf. Fees may be assessed in one of the following ways: 1) A hedge fund or private equity fund will typically charge your advisory fees as a percentage of assets under management and on performance. UMG will be paid by the fund manager a percentage of those fees charged to your investment account by the manager. 2) In a direct corporate investment, the fee will be paid to UMG by the issuer, and in some cases will be paid by the buyer, or shared between the issuer and buyer. This fee may sometimes reduce the amount of your investment. All commissions will be disclosed to you in the issuer’s disclosure documents, confirmation statement or in a commission disclosure letter, for each transaction or investment you choose to make. You may also incur other transaction fees for services directly from the issuer, which will be disclosed to you in the issuer’s subscription documents. You will pay fees and costs whether you

make or lose money on your investments. These fees and costs will reduce the amount of money you make on your investments and affect your account's value over time. Other firms could provide advice on a wider range of choices, some of which might have lower costs. Ask your financial professional about the fees you will pay.

Questions to ask your financial professional:

- *Help me understand how these fees and costs might affect my investments? If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*

“What are your legal obligations to me when providing recommendations?” How else does your firm make money, and what conflicts of interest do you have?

When we provide you with a recommendation, we have to act in your best interest and not put our interest ahead of yours. In addition, whether we provide a recommendation or not, 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 a few examples to help you understand what this means: 1) Certain offerings may pay UMG or our financial professionals more than other products. 2) Our firm allows our financial professionals to invest in the same securities as you; therefore, our financial professionals may have an incentive to favor those offerings. 3) Higher sales of certain offerings may increase the placement fees we receive.

Questions to ask your financial professional:

- *Help might your conflicts of interest affect me, and how will you address them?*

“How do your financial professionals make money?”

Our financial professionals receive commissions generated from selling alternative investments to clients and institutions. Your financial professional is not paid a salary and receives commissions and fees as described above. In some cases, a registered representative may receive cash and equity (typically warrants) from a private placement. You are welcome to ask your broker-dealer representative, or UMG compliance any questions concerning the commission they earn on each transaction. While some of our firm's financial professionals are engaged in outside business activities, we are required to disclose material outside business activities and any conflict it may pose to you. We supervise the business activities of our financials professionals through our compliance program. Outside business activities can be found on FINRA's Broker Check, <https://brokercheck.finra.org>.

“Do you or your financial professionals have legal or disciplinary history?”

Yes. Investors should visit www.investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Questions to ask your financial professional:

- *As a financial professional, do you have any disciplinary history? For what type of conduct?*

For additional information about our services or an up-to-date copy of this customer relationship summary please contact:

Umergence LLC, 1006 South Main Street, Plantsville, CT 06479 Phone: (860) 838-3332 Email: info@umergence.com www.umergence.com

Questions to ask your financial professional:

- *Who is my primary contact person? Is he or she an investment advisor or a representative of a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*