

PRIME EXECUTIONS, INC.

Customer Relationship Summary

Form CRS

June 7, 2023

Introduction

PRIME EXECUTIONS, INC. ("Prime") is a broker dealer registered with the Securities and Exchange Commission ("SEC") and is a member of the Financial Industry Regulatory Authority ("FINRA") and the New York Stock Exchange, Inc. ("NYSE"). We are also a member of the Securities Investor Protection Corporation ("SIPC"). We are not a Registered Investment Adviser. Brokerage and investment advisory services and fees differ and it's important for you to understand the differences. This Client Relationship Summary ("CRS") provides details about our investment banking services, and other important information.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://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?

Prime offers both brokerage and investment banking services to our broker dealer and institutional clients. Currently, the Firm offers our retail investors investment banking services only. These services are offered through Freedom Capital Markets ("FCM"), the investment banking and equity capital markets arm of Prime Executions, Inc. The information provided in this Form CRS is for retail investors. We provide services relating to our participation in Initial Public Offerings ("IPOs") as a selling group/syndicate member and potentially as an underwriter. We may also participate in the private placement of securities to accredited investors. The Firm's client is the investment manager or issuer who seeks our assistance in the private placement of non-publicly traded securities and pay fees for our services. We introduce the manager or issuer and their investment product to potential investors who make their own decision on whether to invest.

Our services are offered on a non-discretionary basis. This means the investor makes the ultimate investment decision. We do not buy and sell securities for retail investors, we do not offer investment advice, and we do not monitor investors' investments.

Prime services cover a specific selection of investments, and we do not offer every investment product available in the market. Please visit www.primexe.com for additional information regarding Prime's products and services.

Our financial professionals are licensed with FINRA. All have undergraduate degrees and, in some cases, advanced degrees. All have extensive experience in the securities industry. None of these ensures expertise in a particular instance. For additional information about your financial professional please visit <https://brokercheck.finra.org>.

Conversation Starters. Ask your financial professional these questions to learn more:

- **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 these qualifications mean?**

Fees, Costs, Conflicts, and Standard of Conduct

What Fees will I pay?

You are charged fees and costs on your transactions through Prime, In the form of:

For our investment banking business, we receive compensation for selling securities from the corporate issuers or selling security holders that engage our services. Prime may charge a transaction-based fee to the issuer (sometimes referred to as a ("placement fee")) when a private placement is closed. The total placement fee varies according to the particular investment and amount invested. There may be an incentive to encourage you to invest more money into the issuer. We may or may not receive placement fees on the amount you invest. We may receive a percentage of the fees charged by the issuer. Payment of fees by the issuer may reduce investor returns. The total placement fees will be disclosed in the offering materials, purchase agreement or other similar documents. You should be aware that there may be additional fees and costs in connection with your investment, such as closing costs, funding charges, and other fees or expenses in connection with the transaction that are ultimately incurred by you.

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.

For more detailed information about the Firm's fees and costs please contact Mr. Duane Penfold, CCO at 212-980-4400 or at duane@primexe.com.

Conversation Starters. Ask your financial professional these questions to learn more:

- **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 do you have?

We do not provide recommendations; we have to act in your best interest and not put our interest ahead of yours. At the same time, 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:

Our clients are the issuers or investment managers we may introduce to you. We are not recommending that an investment fits your portfolio, only that we suggest you consider that possibility and decide for yourself. Each investor has different objectives, expertise, tolerance of risk, etc. Please understand that we are paid only if you invest in an investment, we introduce to you.

Conversation Starter. Ask your financial professional this question to learn more:

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

How do your professionals make money?

Our professionals are paid a percentage of the fees we earn on investments made by the investor they introduce to the issuers we represent. Our professionals may also be compensated by being paid a salary and a discretionary bonus. A conflict of interest is that the discretionary bonus may be based on the total number of private placements sold during the prior year.

Disciplinary History

Do you or your financial professionals have a legal or disciplinary history?

Yes. Visit Investor.gov/CRS for a free and simple search tool to research us and our financial professionals.

Conversation Starter. Ask your financial professional this question to learn more:

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

Additional Information

For additional information about our services, visit our website at www.primexe.com or contact Mr. Duane Penfold, CCO at 212-980-4400 or at duane@primexe.com. If you would like additional, up-to-date information or a copy of this Form CRS please call 212-980-4400 and our compliance department will provide you with a copy.

Conversation Starters. Ask your financial professional these questions to learn more:

- **Who is the primary contact person?**
- **Is he or she 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?**