

StartEngine Primary LLC - Client Relationship Summary ("CRS")

Effective June 6, 2024

StartEngine Primary LLC ("we", "us", "our", "SE Primary") is a registered broker-dealer with the U.S. Securities and Exchange Commission ("SEC"), and a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC").

Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. 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?

SE Primary facilitates the offerings of investments to retail investors through our online platform, Startengine.com. The investments available to you are shares offered under Regulation A+, Regulation Crowdfunding (CF), and Regulation D 506(c). In certain instances, the issuers of such shares are our affiliates. A particular risk to our business model is that we do not offer a diversified menu of investments; we only make available to you offerings with respect to which we serve as managing dealer or placement agent, and the scope of our product offering is therefore limited.

SE Primary also offers the ability for retail investors to buy and sell securities through StartEngine Secondary, an alternative trading system registered with the SEC. SE Primary separately offers the ability to indicate interests to buy or sell securities through StartEngine Bulletin Board, a bulletin board platform operated by SE Primary. In order to sell securities via StartEngine Secondary or the StartEngine Bulletin Board, you may need to be a member of the StartEngine Venture Club program which has a \$275 annual fee.

Investments in all securities that we can make available to you are speculative, illiquid, and involve a high degree of risk, including the possible loss of your entire investment.

SE Primary may provide recommendations to you in certain instances; however, we will not provide you with personalized advice based on your portfolio as to whether you should make or continue to hold a particular investment or as to which type of investments may be better suited for you. We will also not monitor any investments made or held by you, including on StartEngine Secondary.

Conversation Starters. Ask your SE Primary 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 these qualifications mean?

Fees, Costs, Conflicts and Standard of Conduct

• What fees will I pay?

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 investments over time. Please make sure you understand what fees and costs you are paying.

If I invest in Regulation A+, Regulation CF, and Regulation D 506(c) offerings through SE Primary, what will I pay: The **Offering Circular**, **Offering Memorandum**, or **Private Placement Memorandum ("PPM")** provided with each issuer's offering has valuable information about fees, a company's history, financial statements, conflicts of interest, and other important facts. It is highly recommended for you to read the **Offering Circular**, **Offering Memorandum**, or **PPM** prior to investing with any issuer listed on the StartEngine website.

The fees charged by SE Primary in connection with each type of offering are often paid for by the issuer out of the proceeds of the offering. In certain cases, investors may pay a convenience fee to SE Primary in excess of their investment amount of up to 3.5% of their investment. Although such fee will be paid by the issuer it will be passed on to the investor. For example, if an offering is charging this fee, an investment of \$100 will cost the investor \$103.50. Whether or not this fee is being charged for a given offering can be found in the **Offering Circular**, **Form C Filing** or **Private Placement Memorandum**.

If I buy or sell securities on StartEngine Secondary or StartEngine Bulletin Board through SE Primary, what will I pay:

The fees charged by SE Primary in connection with either the purchase or sale of securities on StartEngine Secondary or SE Bulletin Board may be up to 5% of the transaction for both the buyer and the seller. In addition, membership in the StartEngine Venture Club Program, which has an annual fee of \$275, may be required to sell securities on both StartEngine Secondary and the SE Bulletin Board.

Conversation Starters. Ask your SE Primary 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. 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 recommendations we provide you. Here are some examples to help you understand what this means.

Revenue Item	Item Description	Incentives or Conflicts Created
Primary Offering Revenue: We receive fees from Regulation CF, Regulation A+, and Regulation D sales.	Placement fees received from an issuer selling securities through SE Primary.	We receive placement fees from issuers when you invest in Regulation A+, CF or Regulation D offerings and in certain cases, convenience fees from investors. Higher sales increase the placement fees we receive.
Secondary Revenue: You will pay us commission fees from the secondary sale of securities on StartEngine Secondary or StartEngine Bulletin Board.	Up to 5% of the price of the securities sold on StartEngine Secondary or SE Bulletin Board from the buyer and seller each.	SE Primary offers Regulation A+ and CF offerings which may later trade on StartEngine Secondary or SE Bulletin Board and we will receive fees from their trading activity.
Additional Compensation: We may receive warrants or equity of up to 5% from an offering. The amount of warrants or equity we receive from an issuer is based upon the total amount raised by SE Primary.	The Offering Circular, Offering Memorandum or PPM for each issuer marketed on our website describes additional compensation (warrants) we may receive. READ the Offering Circular, Offering Memorandum or PPM before investing	Warrants we may receive have a holding period for a specified time frame. If we exercise (purchase) those warrants after the holding period, dilution occurs for all shareholders. Equity will result in immediate dilution for all shareholders.
Affiliate Revenue: Our affiliates will financially benefit from your investment in them, and in certain instances they can charge you fees, including, for funds managed by our affiliated investment adviser, in the form of management fees and carried interest.	Please carefully review the Offering Circular, Offering Memorandum or PPM for each affiliated issuer marketed on our website which describes the additional compensation that they will charge.	Because our affiliated issuers financially benefit from your investment in them we have an incentive to encourage you to invest in them.

Conversation Starters. Ask your SE Primary financial professional:

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

How do your financial professionals make money?

Our financial professionals earn a salary and a bonus based on performance. The amount of the bonus is based on a variety of factors—such as the performance of the financial professional, the performance of SE Primary’s business, and the growth in revenue. Additionally, with respect to some private placement offerings that we facilitate, certain of our financial professionals can receive commissions of up to 2%.

Although your financial professional must make recommendations and provide advice that is in your best interest, their bonus structure in addition to any transaction-based compensation that they receive may encourage your financial professional to act in a way that maximizes his or her compensation.

Do you or any of your associated persons have legal or disciplinary history?

No. Visit [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research us and our financial professionals .

Conversation Starters. Ask your SE Primary financial professional:

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

Additional Information

If you would like additional, up-to-date information or a copy of the most recent Form CRS, please visit our website at <https://www.startengine.com/form-crs>. SE Primary’s Form CRS is available upon request by calling (800) 469-5785.

Conversation Starters. Ask your SE Primary financial professional:

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

Summary of Material Changes to Form CRS

The attached Form Customer Relationship Summary ("Form CRS") was filed on June 21, 2024, and amended the prior Form CRS which was filed on August 14, 2023. Below is a summary of the material changes that the amended Form CRS makes to the prior Form CRS.

The amended Form CRS specifically adds the following to the prior Form CRS:

- 1. Information and disclosure regarding Regulation CF offerings, which is an additional service that SE Primary can provide to you.*
- 2. Additional disclosure regarding the requirement to review the relevant Offering Memorandum for Regulation CF offerings.*
- 3. Additional disclosure providing a more detailed breakdown of how recommendations may create conflicts of interest related to primary offering revenue, secondary revenue, additional compensation (including equity), and affiliate revenue.*
- 4. Disclosure regarding the requirement to be a member of the SE Venture Club Program in order to access SE Bulletin Board and SE Secondary and a description of SE Venture Club's annual fee.*
- 5. Disclosure regarding how SE Primary's financial professionals are compensated, specifically transaction-based compensation and commission for private placements.*
- 6. Updated phone number to call whereby the latest copy of its Form CRS can be obtained.*