

Floww Private Markets US Inc.
Customer Relationship Summary ("Form CRS")

Effective 23 October 2024

Introduction

Floww Private Markets US Inc. ("Floww", "firm", "us", "our", "we") is registered with the U.S. Securities and Exchange Commission as a broker-dealer and is 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 that you understand these differences. Free and simple tools are available for you to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational material about broker-dealers, investment advisors, and investing.

Relationships and Services

What investment services and advice can you provide me?

We offer brokerage services to retail investors that open or maintain an account or establish a relationship with the firm and satisfy accredited investor eligibility criteria.

Private Primary Market Transactions: We facilitate the primary issuance of shares in private companies ("**private company securities**") pursuant to Regulation D under the Securities Act of 1933 ("**private placements**"). We do not offer a diversified menu of investments; we only make available to you offerings with respect to which we serve as placement agent, and the scope of our product offering is therefore limited. There is no minimum amount required to open an account with us, although the private placements we facilitate may be subject to investment minimums and specific eligibility requirements, such as accredited investor thresholds.

Private Secondary Market Trades: We also offer the ability for investors to buy and sell private company securities through our alternative trading system ("**ATS**"). Only accredited investors who have subscribed for access to the ATS may transact via the ATS. You will be provided with a copy of our ATS rulebook prior to subscribing to the ATS. Please refer to the ATS rulebook for additional information regarding the ATS. The only securities that will be traded on the ATS will be those of issuers whose private placements were facilitated by Floww.

Custody of client assets: We will provide custody of assets for investors in connection with our primary and secondary market brokerage services. Shares issued will be held under the name of Floww Private Markets US Inc.

Floww 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 not monitor any investments made or held by you, including on the ATS, nor do we have or accept any discretionary investment authority. As such, you are responsible for making the ultimate decision regarding the purchase or sale of any asset. Investments in all private company 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.

Conversation Starters. 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 these qualifications mean?

For more detailed information about our services, please contact us at brokerdealer@flowwprivatemarkets.io

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

Primary Markets Transaction: Offering transaction fees are only charged to Issuers. The Offering Circular, Offering Memorandum, or Private Placement Memorandum (the "**Offering Document**") 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 Document prior to investing in an offering facilitated by Floww.

Secondary Markets Trades: You will pay us a fee each time you buy or sell a private company security through the ATS. This fee, commonly referred to as a commission, is based on a percentage of the total dollar value of the transaction. Typically, our commission is up to 5% of the transaction notional value, but you may pay more or less under certain circumstances. The applicable seller's fee is communicated to sellers upon approval of their sell request and the applicable buyer's fee is clearly displayed via the ATS immediately prior to submitting bids. We don't charge a fee unless there is a successful (closed) transaction and such fees are typically due upon settlement (closing) of your transaction and taken out of total trading proceeds to the Seller.

Other Fees and Costs: We may also charge certain additional ancillary fees in relation to other services, such as custody. For more detailed information about fees please ask us for a copy of the Terms of Service.

Conversation Starters. 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. 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 for facilitating Regulation D offerings.	Placement fees received from an issuer in a private placement offering facilitated by Floww, which are described further in the applicable Offering Document.	The placement fee that we receive is subject to satisfaction of minimum fundraising contingencies and may increase with higher sales. This creates an incentive for us to ensure that the issuer reaches and exceeds any minimum fundraising amounts.
Secondary Revenue: You will pay us commission fees from the secondary sale of private company securities on our ATS.	Up to 5% of the price of the securities sold on the ATS from each the buyer and seller.	Because we earn transaction-based fees for completed trades, we have an incentive to encourage you to trade often.
Additional Compensation: We may receive fees from customers for providing custody and other ancillary services, such as ongoing administrative matters like corporate actions.	We offer custody and other ancillary services to buyers, sellers, and issuers, as further described in the applicable Terms of Service and Offering Document.	Our brokerage services are limited to private placement securities in offerings facilitated by Floww and subsequent secondary resales of these securities, both of which require the provision of custody services by Floww. Other firms can provide a wider range of investment choices and custodial options, some of which may have lower costs.

Conversation Starters. Ask your financial professional:

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

For more detailed information about our conflicts of interest, please contact us at brokerdealer@flowwprivatemarkets.io

How do your financial professionals make money?

We pay our sales staff a salary and a discretionary bonus. The discretionary bonus will vary based on factors such as the number of Issuers engaged with the service and the total money raised for a specific fundraise. 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.

Disciplinary History

Do you or your financial professionals at Floww have legal or disciplinary history?

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

Conversation Starters. Ask your financial professional:

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

Additional Information

For any additional, up-to-date information about our brokerage services, any questions you may have, or if you would like to request a copy of the relationship summary please do email us at brokerdealer@flowwprivatemarkets.io or contact +1 (786) 591-7460.

Conversation Starters. Ask your 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?