

PRIME EXECUTIONS, INC.

40 WALL ST, 58th FLOOR, NEW YORK, NY 10005

TEL: (212) 980-4400 FAX: (646) 390-3100

Annual Disclosure Statement

Privacy Notice to Customers

Prime Executions, Inc. (“Prime”) is committed to safeguarding all personal information that you provide to us to service your account(s). This notice describes our privacy policy and how we handle and protect personal information that we collect. The provisions of this notice apply to all the present and former customers of Prime who have transacted business with our firm.

Prime has entered into a clearing agreement with Wedbush Securities (“Wedbush”) and Vision Financial Markets LLC (“Vision”). Prime may introduce your account to Wedbush or Vision. Wedbush and Vision are not your broker/dealer. Pursuant to the clearing agreements, Wedbush and Vision provide Prime with various back-office services related to the settlement of security trades. Certain personal information of Prime’s customers, incidental to the performance of clearing services provided by both Wedbush and Vision, is maintained separately at either Wedbush or Vision.

Why and How We Collect Personal Information

As stated above, we collect personal information about you so that we can provide brokerage and investment banking services to you and inform you about our products and services that may be of interest to you. The personal information we collect about you includes:

- Some of the information you provide to us on applications and other forms (such as your name, address, social security number or tax identification number, etc.)
- Information about your transactions with us or others (such as your account balance, payment history, and parties to transactions); and/or
- Information we receive from consumer reporting agencies (such as your credit history and creditworthiness) and other entities not affiliated with Prime.

How We Protect Personal Information

We limit access to your personal information to those employees who need it in order to conduct our business, clear and settle transactions in your account through Wedbush or Vision, and help develop products and services that Prime may offer to you. Our employees are required to maintain and protect the confidentiality of your personal information and must follow established procedures to do so. To comply with applicable laws and regulations, we maintain physical, electronic, and procedural safeguards that comply with applicable laws and regulations to protect your personal information.

The Information We Disclose

In order to provide service to your account or effect your transaction, we may provide your personal information to Wedbush or Vision to assist us in servicing your account and to certain outside consultants who provide professional compliance and/or operational support to Prime. We may also disclose personal information to regulatory authorities as permitted by applicable law. For example, we may disclose personal information to cooperate with regulatory authorities and law enforcement agencies and as necessary to protect our rights or property. We do not otherwise provide information about you to outside firms, organizations, or individuals.

If you decide to close your account(s) or become an inactive customer, we will adhere to the privacy policies and practices as described in this notice.

Opting Out

Please be aware that you have the right to maintain the privacy of your non-public personal information. Should our policies change, we will notify you and at that time, you may notify us, in writing, if you wish that your information not be used for any other purpose than maintaining your account with our firm.

FINRA Public Disclosure Notification

In accordance with the Financial Industry Regulatory Authority (“FINRA”) Investor Education and Protection Rule, you may obtain information on FINRA’s Public Disclosure Program by contacting FINRA at (800) 289-9999 or via their internet address which is www.finra.org. A copy of the investor brochure that includes information concerning FINRA’s Public Disclosure Program can be obtained by calling the number provided or visiting FINRA’s web site.

If you have a question or concern about this notice, please call Prime at (212) 980-4400.

Customer Identification Program Notice

Important information you need to know about opening a new account:

To help the government fight the funding of terrorism and money laundering activities, federal law requires financial institutions to obtain, verify, and record information that identifies each person or entity that opens an account. This notice answers some questions about Prime’s Customer Identification Program.

What types of information will I need to provide?

When you open an account, Prime is required to collect information such as the following from you:

- Individual or entity name
- Date of birth, if applicable
- Address
- Identification number:
 - ✓ U.S. Citizen: taxpayer identification number (social security number or employer identification number)
 - ✓ Non-U.S. Citizen: taxpayer identification number, passport number, and country of issuance, alien identification card number, or government-issued identification showing nationality, residence, and a photograph of you.

You may also need to show your driver's license or other identifying documents.

A corporation, partnership, trust, or other legal entity may need to provide other information, such as its principal place of business, local office, employer identification number, certified articles of incorporation, government-issued business license, a partnership agreement, or a trust agreement.

U.S. Department of the Treasury, Securities & Exchange Commission, FINRA, and the New York Stock Exchange rules already require you to provide most of this information. These rules also may require you to provide additional information, such as your net worth, annual income, occupation, employment information, investment experience and objectives, and risk tolerance.

What happens if I don't provide the information requested or my identity can't be verified?

Prime may not be able to open an account or carry out transactions for you. If Prime has already opened an account for you, we may have to close it.

We thank you for your patience and hope that you will support the financial industry's efforts to deny terrorists and money launderers access to Americas' financial system.

Customer Notice Pursuant to Section 311 of the USA PATRIOT Act

Pursuant to U.S. regulations issued under Section 311 of the USA PATRIOT Act, 31 USC 5318A, we are prohibited from establishing, maintaining, administering, or managing any account for or on behalf of a foreign banking institution if such account conducts any transactions with the entities and/or jurisdictions listed here:

<https://www.fincen.gov/resources/statutes-and-regulations/311-special-measures>

The regulations also require us to notify our clients and counterparties that they may not provide the aforementioned entities or any of their subsidiaries, or any designated jurisdictions with access, whether direct or indirect, to any account held at our financial institution. If we become aware that the accounts held at our financial institution have been used to provide direct or indirect access or processed any transactions involving the aforementioned entities, their subsidiaries or identified jurisdictions, we will be required to take appropriate steps to prevent such access, including termination of the account held with us.

Notification to Customers

Please direct complaints or concerns with respect to the handling of your account to:

Prime Executions, Inc.
Attn: Compliance Dept.
40 Wall Street, 58th Floor
New York, NY 10005
Telephone: (212) 980-4400

SIPC

Member of SIPC. Securities in your account protected up to \$500,000. For details, please see www.sipc.org.

Business Continuity Plan Summary

Prime Executions, Inc. (“Prime”) has developed a Business Continuity Plan on how we will respond to events that significantly disrupt our business. Since the timing and impact of disasters and disruptions is unpredictable, we will have to be flexible in responding to actual events as they occur. With that in mind, we are providing you with this information on our business continuity plan.

Contacting Us – if after a significant business disruption, you cannot contact us as you usually do at (212) 980-4400, you should call our alternative numbers Wedbush - (213) 688-8000 or Vision (203) 388-2700. If you cannot access us through either of those means, you should contact our clearing firm that maintains your account for instructions on how it may provide prompt access to funds and securities, enter orders and process other trade-related, cash and security transfer transactions.

Wedbush Securities
www.wedbush.com
1000 Wilshire Blvd.
Los Angeles, CA 90017
Attn: Edna Palacios – (213) 688-4568
edna.palacios@wedbush.com

Vision Financial Markets LLC
www.vfmarkets.com
120 Long Ridge Road, 3 North
Stamford, CT 06902-1839
Attn: Client Services – (203) 388-2700
clientservices@vfmarkets.com

Our Business Continuity Plan – We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm’s books and records, and allowing our customers to transact business. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption.

Our business continuity plan addresses: data backup and recovery; all mission critical systems; financial and operational assessments; alternative communications with customers, employees, and regulators; alternative physical location of employees; critical supplier, contractor, bank, and counter-party impact, if any; regulatory reporting; and assuring our customers prompt access to their funds and securities if we are unable to continue our business.

Our clearing firms, Wedbush and Vision, back up our important records in a geographically separate area. While every emergency situation poses unique problems based on external factors, such as time of day and the severity of the disruption, we have been advised by our clearing firms that its objective is to restore its own operations and be able to complete existing transactions and accept new transactions and payments within the same business day. Your orders and requests for funds and securities could be delayed during this period.

Varying Disruptions – Significant business disruptions can vary in their scope, such as only our firm, a single building housing our firm, the business district where our firm is located, the city where we are located, or the whole region. Within each of these areas, the severity of the disruption can also vary from minimal to severe. In a disruption to only our firm or building housing our firm, we will transfer our operations to a local site when needed and expect to recover and resume business within a 24-hour period. In the event of a significant business disruption that closes the New York Stock Exchange (“NYSE”), we will move our staff from affected offices to any alternative site designated by the Exchange. In a disruption affecting our business district, city, or region, we will transfer our operations to a site outside of the affected area and recover and resume business within a reasonable time period. In either situation, we plan to continue in business, transfer operations to our clearing firm if necessary, and notify you through our customer emergency number. If the significant business disruption is so severe that it prevents us from remaining in business, we will assure our customer’s prompt access to their funds and securities.

For more information – If you have questions about our business continuity planning, you can contact us at (212) 980-4400.

SEC Rule 606 Reporting

Securities and Exchange Commission Rule (“SEC”) 606 requires every broker or dealer to make publicly available for each calendar quarter a report on its routing of non-directed orders in NMS stocks that are submitted on a held basis and of non-directed orders that are customer orders in NMS securities that are option contracts during that quarter broken down by calendar month and keep such report posted on an internet website that is free and readily accessible to the public. The most recent quarterly report is available to view at <https://public.s3.com/rule606/sibo/> or at www.primexe.com. If there were no covered orders during that calendar quarter, a statement to that effect will be posted on the Firm’s website.

Prime Executions, Inc., upon written request of a customer that place, directly or indirectly, one or more orders in NMS stocks that are submitted on a non-held basis and orders in NMS stocks that are submitted on a held basis with the Firm, disclose to such customer within seven business days of receiving the request, a report on its handling of such orders, to include all order information, for that customer for the prior six months by calendar month.

SEC Rule 607

Payment for Order Flow Disclosure

FINRA Regulatory Notice 21-23 Specific Guidance on Best Execution and Payment for Order Flow.

“Payment for order flow is defined broadly by the SEC and generally encompasses “a wide variety of cash or in-kind compensation structures that a broker may receive for directing its customers’ orders to a particular broker-dealer or trading venue. Given its broad definition, payment for order flow may refer to, among other things, arrangements where retail brokerage firms receive cash payments from wholesale market makers in exchange for customer order flow, as well as transaction fee rebates, credits, or discounts provided by exchanges. Payment for order flow is one form of economic inducement that has the potential to influence the way a member firm handles customer orders. The opportunity to trade as principal and internalize a firm’s own customer orders is another form of economic inducement that the SEC has noted could similarly influence customer order handling.”

Prime Executions, Inc. (“Prime”) is a New York Stock Exchange, Inc. (“NYSE”) and a Financial Industry Regulatory Authority (“FINRA”) member firm that conducts a NYSE Floor brokerage business for registered broker/dealers, other exchange members, and institutional public accounts. Prime does not conduct a Floor brokerage business with retail customers and does not trade for its own account.

Prime will route your equity orders to market centers consistent with our duty of best execution.

Prime sends certain equity orders to exchanges, electronic communication networks, or broker-dealers. Some of those market centers provide rebates to Prime or charge access fees for certain orders, depending upon the characteristics of the order and any subsequent execution.

Prime pays exchange, regulatory, market data and clearing fees to the NYSE and receives NYSE rebates where applicable. Prime also pays fees to, and receives rebates from, other exchanges and market centers for certain orders. Market centers that are broker-dealers may route orders received from Prime to exchanges or other market centers for execution. The broker-dealers may pass through to Prime some or all of the rebates that they receive from the executing market center on orders that they route to such market center. Some broker-dealers may also internalize order flow and pay direct rebates on such order flow. Prime does not enter into any profit-sharing arrangements. The rebates that Prime may receive from market centers may not offset the charges that Prime may incur relating to the order flow it routes to those market centers. Prime does not base its routing decisions on the availability or size of a rebate.

Schedules delineating orders eligible for such rebates and the applicable rates are published publicly by the various market centers and exchanges. At time of publication, exchange rate schedules for participating exchanges can be found at the following URL links. Please note that the exchanges reserve the right to change their rates without notice and may also change their URL links. The URL links follow:

Exchange	Published Rates
BATS-Y	https://markets.cboe.com/us/equities/membership/fee_schedule/byx/
BATS-Z	https://markets.cboe.com/us/equities/membership/fee_schedule/byz/
EDGA	https://markets.cboe.com/us/equities/membership/fee_schedule/edga/
EDGX	https://markets.cboe.com/us/equities/membership/fee_schedule/edgx/
Investors' Exchange	https://iextrading.com/trading/fees/
NASDAQ	https://www.nasdaqtrader.com/Trader.aspx?id=PriceListTrading2
NASDAQ BX	https://www.nasdaqtrader.com/Trader.aspx?id=bx_pricing
NASDAQ PSX	https://www.nasdaqtrader.com/Trader.aspx?id=PSX_Pricing
NYSE	https://www.nyse.com/publicdocs/nyse/markets/nyse/NYSE_Price_List.pdf
NYSE American	https://www.nyse.com/publicdocs/nyse/markets/nyse-american/NYSE_America_Equities_Price_List.pdf
NYSE ARCA	https://www.nyse.com/publicdocs/nyse/markets/nyse-arca/NYSE_Arca_Marketplace_Fees.pdf
NYSE Chicago	https://www.nyse.com/publicdocs/nyse/NYSE_Chicago_Fee_Schedule.pdf
NYSE National	https://www.nyse.com/publicdocs/nyse/regulation/nyse/NYSE_National_Schedule_of_Fees.pdf

Execution Capacity Disclosure

Prime Executions executes all orders on an agency basis.

Special Handling Instructions on Customer Order(s)

Special order handling instructions to include, but not limited to Held or Not Held order instructions must be entered in the free-form field (Tag 58). For CAT reporting purposes, you must enter your order instructions as either **Held**, **NH**, or **Not Held**. If you enter the instructions as **NotHeld** it will not be reported to CAT and therefore be in violation of CAT reporting rules.

We will also accept written approval from your Firm stating that all the orders which you send to our Firm are to be treated as either “**Held**” or **Not Held**”.

Please inform your compliance and trading departments.

Memberships

The Firm is a Member of the Financial Industry Regulatory Authority (“FINRA”) and the New York Stock Exchange, Inc. (“NYSE”). Please visit the following websites to obtain a current copy of the FINRA and NYSE rulebooks.

<https://www.nyse.com/regulation/rules>

[FINRA Manual | FINRA.org](#)

If you have a question, please call Prime at (212) 980-4400.