Syndicate Subscription Legal Plans

EQUITY CAPITAL MARKETS CORPORATE CLIENT INTAKE QUESTIONNAIRE:

WATCH PUBLICITY BEFORE AN OFFERING. Press releases, interviews, social posts, and investor decks issued before or during a registered offering can create "gun-jumping" problems and delay a filing. Route all public communications through us once an offering is contemplated, and share material non-public information only after a non-disclosure agreement is in place.

CONFIDENTIAL. This questionnaire scopes an equity financing — the structure, offering format, listing, disclosure readiness, and closing requirements. It is for private and public company issuers, selling shareholders, sponsors, and underwriters. Estimates and ranges are fine at this stage. If a question does not apply, write "N/A." If unknown, write "Unknown."

NAME OF THE CLIENT:

[__] Legal Entity Name: ____

State / country of incorporation: ______________________ Date formed: ______________

Client type:

- [__] Private company
- [__] Public company
- [__] Foreign private issuer
- [__] SPAC / sponsor
- [__] REIT
- [__] Selling shareholder
- [__] Underwriter / placement agent

Ticker / exchange (if public): ____________________ CIK (if any): ________________

Contact person & title: ___________________________

Syndicate Plan Member ID: ________________________

Address: ____

City: ________________________ State: _____________ Country: ___ Zip: _____

Phone: __________________________ Email: ___________________________

Securities counsel / auditor: ____

PART 1 — TYPE OF OFFERING

1.1 Check all that apply:

- [__] Initial public offering (IPO)
- [__] Follow-on offering
- [__] Shelf registration statement / takedown
- [__] Registered direct offering
- [__] Confidentially marketed public offering (CMPO)
- [__] At-the-market program
- [__] Rights offering
- [__] PIPE transaction
- [__] Regulation A offering
- [__] Regulation S offering
- [__] Rule 144A offering
- [__] Preferred stock offering
- [__] ADR / GDR registration & offering
- [__] Foreign listing
- [__] Transfer of a foreign listing to the U.S.
- [__] SPAC IPO or de-SPAC
- [__] REIT formation or offering
- [__] Employee stock option / equity plan (Form S-8)

1.2 Your role:

[__] Issuer [__] Selling shareholder [__] Sponsor
[__] Underwriter / placement agent [__] Investor

1.3 Describe the objective and use of proceeds: ____________________

____

____

PART 2 — DEAL TERMS

2.1 Target raise: $ ____________________ Valuation / price range: ____________________

2.2 Shares offered: ____________________ Primary vs. secondary split: ____________________

2.3 Securities offered:

[__] Common stock [__] Preferred stock
[__] Units (shares + warrants) [__] Depositary shares / ADRs
[__] Convertible instrument

2.4 Will there be an over-allotment (greenshoe) option? [__] Yes [__] No

2.5 Are lock-up agreements contemplated for insiders? [__] Yes [__] No

2.6 Underwriters / placement agents: ____________________

2.7 Target launch date: ____________________ Pricing: __________ Closing: __________

PART 3 — LISTING & EXCHANGE MATTERS

3.1 Listing venue:

[__] NYSE [__] Nasdaq Global / Global Select
[__] Nasdaq Capital Market [__] NYSE American
[__] OTCQX / OTCQB [__] Foreign exchange
[__] Not listing

3.2 Does the company meet the exchange’s listing standards? [__] Yes [__] No

Shareholders of record / round lot holders: ____________________ Public float: $ ____________________

3.3 Is a transfer agent and registrar engaged? [__] Yes [__] No

3.4 Are DTC eligibility and CUSIP / ISIN arranged? [__] Yes [__] No

3.5 Is a reverse or forward stock split planned before the offering? [__] Yes [__] No

PART 4 — DISCLOSURE & FINANCIAL READINESS

Item	Ready	In Progress	Not Started
PCAOB-audited financial statements (required years)	[__]	[__]	[__]
Interim financial statements	[__]	[__]	[__]
MD&A	[__]	[__]	[__]
Risk factors	[__]	[__]	[__]
Executive compensation disclosure	[__]	[__]	[__]
Related-party transactions identified	[__]	[__]	[__]
Pro forma financials (if acquisitive)	[__]	[__]	[__]
Auditor comfort letter arranged	[__]	[__]	[__]
Legal opinions & 10b-5 letter	[__]	[__]	[__]
Internal controls assessment	[__]	[__]	[__]

4.1 Auditor: ______________________________ Last audited fiscal year: __________

4.2 Is the company an emerging growth company (JOBS Act accommodations)? [__] Yes [__] No

4.3 Will a confidential submission or testing-the-waters meetings be used? [__] Yes [__] No

4.4 Is the company current in any existing reporting obligations? [__] Yes [__] No

For reporting issuers with comment letters or delinquent filings, please also complete our Corporate Compliance & Public Reporting Intake Form.

PART 5 — CAPITAL STRUCTURE & GOVERNANCE

Class of Stock / Instrument	Shares Outstanding	Holders	Special Rights (voting, preferences, anti-dilution)

5.1 Are there preemptive rights, rights of first refusal, or registration rights? [__] Yes [__] No

5.2 Will the charter or bylaws need amendment? [__] Yes [__] No

If yes, explain: ____

____

5.3 Are there outstanding convertible notes, SAFEs, warrants, or options? [__] Yes [__] No

5.4 Equity plan shares reserved: ____________________ Last 409A valuation: __________

5.5 Have prior securities been issued in compliance with exemptions (Rule 506, etc.)? [__] Yes [__] No

If yes, explain: ____

____

PART 6 — SPECIAL STRUCTURES

6.1 Regulation A:

[__] Tier 1 [__] Tier 2 [__] Not sure

Amount sought in 12 months: $ ____________________ Testing the waters used? __________

6.2 PIPE:

Investors / lead investor: ____________________________ Discount to market: __________

[__] Warrants included [__] Registration rights

[__] Board seat [__] Standstill / lock-up

6.3 SPAC:

Sponsor: ____________________________ Trust amount: $ _____ Deadline to combine: _

[__] SPAC IPO [__] Extension / redemption

[__] De-SPAC business combination [__] PIPE alongside de-SPAC

6.4 ADR / GDR & Foreign Listings:

Home jurisdiction & exchange: ________________________ Depositary bank: ____________

[__] Level I [__] Level II

[__] Level III [__] Rule 144A / Reg S GDR

[__] Transfer of listing to U.S.

6.5 REIT:

Will the company elect REIT status? [__] Yes [__] No

Has a tax advisor confirmed REIT qualification? [__] Yes [__] No

PART 7 — REGULATORY & CLOSING ITEMS

Item	Needed	Not Needed	Unsure
FINRA underwriting compensation filing	[__]	[__]	[__]
Blue sky / state notice filings	[__]	[__]	[__]
Regulation M trading restrictions	[__]	[__]	[__]
Insider trading & blackout policy	[__]	[__]	[__]
Form D or Form 1-A filing	[__]	[__]	[__]
Section 16 filings for new insiders	[__]	[__]	[__]
Investor questionnaires / accreditation	[__]	[__]	[__]
Escrow arrangements	[__]	[__]	[__]

7.1 Are any investors non-U.S. persons or subject to sanctions screening? [__] Yes [__] No

7.2 Are there pending lawsuits, investigations, or regulatory matters to disclose? [__] Yes [__] No

If yes, explain: ____

____

PART 8 — DOCUMENTS & CERTIFICATION

8.1 Is a non-disclosure agreement required before documents are shared? [__] Yes [__] No

Please provide the following, if applicable. Check each item available.

[__] Charter, bylaws & amendments

[__] Audited & interim financials

[__] Shareholder & investor rights agreements

[__] Material contracts

[__] Draft registration statement or offering memo

[__] Capitalization table

[__] Prior offering documents & Form Ds

[__] Board & shareholder resolutions

[__] Equity plan documents & 409A

[__] Underwriting or placement agent engagement letter

<u>Certification:</u>

I declare that the information provided in this questionnaire is true, correct, and complete to the best of my knowledge, and that I am authorized to provide it on behalf of the entity named above. I understand this information is provided to Syndicate Subscription Legal Plans in confidence for the purpose of evaluating and scoping this transaction.

Signed and dated this ____ day of ______________________, 20___

Signature: ____

Print Name: ____________________________

Title: ____________________________

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Your information will be reviewed within one hour.