

Structured Products Disclosure Form



This form must be completed in conjunction with the initial recommendation to purchase any new issue Structured Product. For purposes of maintaining proper diversification, Osaic Wealth prohibits investors from exceeding 20% of their Liquid Net Worth in Structured Products combined (specifically Market-Linked CDs, Principal Protected Notes and Non-Principal Protected Notes).

Client Name	Last 4 SSN	Rep ID

The purpose of this form is to alert you to risks associated with investing in Structured Products. Your signature on this form attests that you have read this form, that you understand all the risks described on this form and that you have discussed these risks with your Financial Professional.

There is no standardized definition of “Structured Products” in the federal securities laws. For the purpose of the Structured Products Disclosure Form, “Structured Products” are defined using the structured securities definition from SEC Rule 434 (Prospectus Delivery Requirements in Firm Commitment Underwritten Offerings of Securities for Cash) which defines these products as **“securities whose cash flow characteristics depend upon one or more indices or that have embedded forwards or options or securities where an investor’s investment return and the issuer’s payment obligations are contingent on, or highly sensitive to, changes in the value of underlying assets, indices, interest rates or cash flows.”**

IMPORTANT INFORMATION ABOUT STRUCTURED PRODUCTS

This information is designed to help you understand the general risks associated with Structured Products. For a detailed understanding of the specific risks involved in investing in any particular structured product, you must read the relevant offering materials for that investment.

Structured Products Overview

A structured product is an unsecured obligation that generally takes the form of notes issued by the respective issuer (structured notes) but can also be certificates of deposit (structured CDs), as well as warrants. The return at maturity on a structured product is linked to the performance of an underlying asset—which is typically an investable asset or market index.

Structured Products often provide features designed to enhance the return and/or reduce the market risk of the exposure to the underlying asset at maturity when compared to a direct investment in the underlying asset. The payment on a structured product is economically similar to the payment that could be achieved by combining a bond with one or more options or other derivative instruments. When you purchase a structured product, you will own a single instrument and will not have any rights to any bonds, options, underlying assets or other hypothetical components.

Some common types of Structured Products sold to individual investors include, but are not limited to, principal protected notes, market linked CDS, reverse convertible notes, enhanced participation or leveraged notes, and hybrid notes that combine multiple characteristics.

Structured Products should not be purchased if you do not intend to hold the investment to maturity.

Structured Notes

Structured Products in general do not represent ownership of any portfolio of assets but rather are promises to pay made by the product issuers.

Structured notes with principal protection refer to any structured product that combines a bond with a derivative component—and that offers a full or partial return of principal at maturity. These products are designed to return some or all of your principal at a set maturity date—typically ranging up to 10 years from issuance. The investor may also be entitled to participate in a return that is linked to a specified change in the value of the underlying asset.

If you hold a structured note with principal protection until maturity, you typically will get back at least some—and perhaps all—of your initial investment, even if the underlying asset, index or benchmark declines. Be aware that protection levels may vary. While some products return 100 percent of principal at maturity, others return as little as 10 percent or less. In some cases, the principal protection does not apply unless some contingency is met—sometimes called “contingent protection”—so it may provide no protection at all, even if the sales materials suggest otherwise.

Also, any guarantee that your principal will be protected—whether in whole or in part—is only as good as the financial strength of the company that makes that promise. In other words, the principal guarantee is subject to the creditworthiness of the guarantor, which is generally the securities firm that structures and issues the note. In the event the issuer goes bankrupt, investors who hold these notes are considered unsecured creditors and might recover little, if anything, of their original investment.

Potential lack of liquidity is one of the disadvantages of structured notes with principal protection. These products tend to be longer-term investments, tying up your money for months or years. Some issuers might allow investors to redeem their notes before maturity under certain circumstances, such as expiration of a “lock-up period” (a period of time during which you cannot access your funds), payment of a redemption fee or both. Other issuers might (but are not obligated to) provide a secondary market for certain notes. However, depending on demand, the notes might trade at significant discounts to their purchase price and might not return the full guaranteed amount. In addition, the value of the note before maturity might be difficult to calculate and can vary depending on a wide array of factors (including prevailing interest rates and the volatility of the underlying asset, index or benchmark). You might also have to pay a penalty for early redemption, further reducing any return of your principal.

Structured CDs

A structured CD is issued as a deposit obligation of a bank. It is important to know that there are limitations to any FDIC insurance that may apply. Generally, only the principal amount of your investment (but not any market-linked returns) will be covered by FDIC insurance, and only up to statutory limits (currently \$250,000). If the issuer of your structured CD becomes unable to pay its obligations, you will not receive any market-linked return that hasn’t already accrued and you may lose any portion of your principal that, when combined with other deposit amounts held in the same capacity at that issuer, exceeds such statutory limits. Always carefully evaluate the credit quality of the issuer when you are considering investing in any structured product.

Unlike traditional bank CDs, structured CDs do not pay fixed interest payments at prevailing market rates or may not pay any interest payments, and they are subject to market risk in addition to interest rate risk if they are sold prior to maturity. The value of a structured CD depends on fluctuations in interest rates and the performance of the specified underlying asset. In addition, the limited secondary market for structured CDs may adversely affect their price if liquidated prior to maturity.

Unlike traditional bank CDs, structured CDs may be subject to IRS Treasury regulations that apply to contingent payment debt instruments. You should consider the applicability and limitations of FDIC insurance to an investment in structured CDs.

Discussion of Risks Associated with Structured Products

- **Risk of Loss of Principal Invested:** I understand that when I invest in a Structured Product, my principal investment may be subject to risk. Furthermore, depending on the specific mechanics of the Structured Product purchased, **I may lose the entirety of my principal invested.** I must examine the prospectus and offering documents for more information. If my structured product has a principal protection feature, I will generally only benefit from that protection if I hold the investment to maturity.
- **Risk of Loss of Interest Payments:** I understand that when I invest in a Structured Product, my interest payments may be subject to risk. Depending on the specific mechanics of the Structured Product purchased, I am subject to the risk that my investment will not produce any interest payments. I must examine the prospectus and offering documents for more information.
- **Uncertain Tax Consequences:** The tax treatment of structured notes is complicated and in some cases uncertain. I understand that I should consult with a tax advisor prior to investing in Structured Products.
- **Performance Risk:** I understand that the strength of the credit rating of the issuer is neither a representation nor a guarantee of expected Structured Product performance.
- **Liquidity Risk:** Liquidity risk is the risk that I will not easily be able to find a buyer for a Structured Product I need to sell. If I attempt to sell my Structured Product in the secondary market prior to maturity, I may not be able to find a buyer. If I am able to sell my Structured Product in the secondary market, I understand that the market price may be substantially lower than my initial purchase price. Furthermore, the price of Structured Products in the secondary market may be influenced by unpredictable factors. I have discussed Liquidity Risk with my Financial Professional and I understand the risk.
- **Opportunity Risk:** I understand that Structured Products may result in little or no return over the life of the product. By purchasing a potentially illiquid investment like a Structured Product (see Liquidity Risk, above), I understand that for the life of the product I will forgo the benefits that I may have received by making a different investment selection. The yield on a Structured Product may be lower than the yield on a conventional debt security of comparable maturity.
- **Interest Rate Risk:** I understand that as interest rates rise, existing Structured Product prices tend to fall, and that long-term Structured Products are more exposed to this interest-rate risk than short-term Structured Products. Changes in interest rates prior to the maturity of the Structured Product might affect the market value of the Structured Product in the secondary market. I have discussed Interest Rate Risk with my Financial Professional and I understand the risk.
- **Credit of Issuer:** In the event that the Structured Products are either principal-protected or non-principal protected notes they are senior unsecured debt obligations of the bank and are not, either directly or indirectly, an obligation of any third party. Any payment to be made on the Notes, including any Coupon Payments and the payment at maturity, depends on the ability of the bank to satisfy its obligations as they come due and is not guaranteed by any third party. In the event that the bank were to default on its obligations, you may not receive any amounts owed to you under the terms of the Notes.
- **Call Risk:** Call risk refers to the possibility that the issuer could call or redeem your note before maturity. This generally happens when it is in the issuer's best interest to do so, such as when interest rates fall. While the bond's principal is repaid early, you might be unable to find a similar investment with as attractive a yield.
- **Derivatives Risk:** Structured Products typically use leverage, options, futures, swaps and other derivatives, which involve special risks and additional complexity. Structured Products can have complex features and the underlying asset can also be complex. Proprietary indices used as referenced assets may be complex due to the fact that they often use formulae or other techniques to blend other indices or underlying assets. Proprietary indices may also be recently formed, making it difficult to evaluate future performance. In addition, payoff calculations on Structured Products may include the use of a multiple applied to the performance of the underlying asset, caps, barriers or minimums on the potential return, and triggers or buffers designed to limit downside risk. Structured Products can either make regular payments during their stated terms or make only a payment at maturity. It is important for investors to understand the features of a structured product and the underlying asset and its components.

Other Considerations

- **Complexity:** You and your Financial Professional should take time to fully understand the manner in which your return on a structured note is calculated. You should understand the reference asset(s) or index(es) and determine how the note's payoff structure incorporates such reference asset(s) or index(es) in calculating the note's performance. This payoff calculation may include leverage multiplied on the performance of the reference asset or index; protection from losses should the reference asset or index produce negative returns, and fees.
- **Payoff Structure:** Structured notes may have complicated payoff structures that can make it difficult for you to accurately assess their value, risk and potential for growth through the term of the structured note. Determining the performance of each note can be complex and this calculation can vary significantly from note to note depending on the structure. Notes can be structured in a wide variety of ways. Payoff structures can be leveraged, inverse, or inverse-leveraged, which may result in larger returns or losses for you. You should carefully read the prospectus for a structured note to fully understand how the payoff on a note will be calculated and discuss these issues with your Financial Professional.
- **Participation Rates:** Some structured notes provide a minimum payoff of the principal invested plus an additional payoff to you based on multiplying any increase in the reference asset or index by a fixed percentage. This percentage is often called the participation rate. A participation rate determines how much of the increase in the reference asset or index will be paid to investors of the structured note.
- **Capped Maximum Returns:** Some structured notes may provide payments linked to a reference asset or index with a leveraged or enhanced participation rate, but only up to a capped, maximum amount. Once the maximum payoff level is reached, you do not participate in any additional increases in the reference asset or index.
- **Knock-in Feature:** If the reference asset or index falls below a pre-specified level during the term of the note, you may lose some or all of your principal investment at maturity and also could lose coupon payments scheduled throughout the term of the note. This pre-specified level may be called a barrier, trigger, or knock-in. When this level is breached, the payout return changes on the note.
- **Dividends and Distributions:** Structured Products typically do not pass through or reinvest any dividend or distribution that may be paid to direct holders of the underlying asset. Therefore, if the dividend or distribution on the underlying asset increases, it becomes less attractive to own the structured product as compared to directly owning the underlying asset. This will negatively affect the value of the structured product.

Acknowledgement of Risks

In addition to the discussion of risks, above, I have discussed with my Financial Professional and understand that, as with conventional debt security ownership, Structured Products have credit, liquidity, inflation, and interest rate risk. I understand that Structured Products are sophisticated, complex investment vehicles. I understand that the Structured Products Disclosure Form is not a complete discussion of the risks associated with investing in Structured Products. To obtain a proper understanding of the mechanics and risks, I understand that I must take the time to fully examine the prospectus (including any supplements) and offering documents for every Structured Product that I purchase.

I have discussed with my Financial Professional and understand the appropriateness of Structured Product transactions considering my financial status, tax status, investment objectives and risk tolerance.

I know that I must examine the prospectus (including any supplements) and offering documents for a complete discussion of the risks associated with the purchase of any Structured Product.

Client Name (printed)	Client Signature	Date
Financial Professional Name (printed)	Financial Professional Signature	Date

A copy of this completed and signed form must be retained in the client file and made available to the First Line Supervisor or Home Office upon request.

Structured Products Supplemental Form

Purchases in New & Existing Accounts



This worksheet is required for proposed purchases of approved Structured Products* in new and existing accounts. This worksheet must be completed for all purchases (commission and advisory), both solicited and unsolicited, to include those exercised with discretion.

*Structured products are permitted in commission brokerage as well as AMP advisory accounts on the WMP.

Client Name(s)	Account Number(s)

Proposed Investment(s)		
Structured Product Name	CUSIP	Investment Amount
		\$
		\$
		\$
		\$

Structured Products Risk/Financial/Concentration Requirements	
Risk Tolerance aligns with guidelines: <input type="checkbox"/> Yes <input type="checkbox"/> No	
Investment Objectives align with guidelines: <input type="checkbox"/> Yes <input type="checkbox"/> No	
Net Worth and Liquid Net Worth (LNU) meet or exceed minimum criteria for specific product: <input type="checkbox"/> Yes <input type="checkbox"/> No	
Concentration - max 20% of LNU (Total Structured Product holdings ÷ Liquid Net Worth) *If LNU is representative of household assets, then total structured product holdings must also be inclusive of the household	%

<p>Duty of Care – Existing Accounts Only – Commission and Corporate Advisory</p> <p>Please describe how the proposed investment(s) will achieve the client’s investment objectives and goals based on the services and products available in the account and account funding. You must consider “reasonably available alternatives” in making a recommendation. Describe the factors that attributed to the final product selection, including the potential risks, rewards and cost. Your response should include details as to how the proposed purchase(s), when viewed in isolation but also as part of a series of recommendations over time, is not excessive and is in the best interest of the client in light of the investment strategy, investment objectives, financial situation, and needs. Prior as well as potential future recommendations are a key component to establishing a best interest recommendation.</p>
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Financial Professional Attestation		
<p>By signing this form, I attest to the following:</p> <ul style="list-style-type: none"> I have completed the required training on the firm’s designated order platform. I verify that the client has received and signed the Structured Products Disclosure Form as required by firm policy. To the best of my knowledge and belief, the information provided in this supplemental form is true and complete and was obtained prior to or at the time of the purchase associated with this supplemental form. 		
Financial Professional Name	Financial Professional Signature	Date

A copy of this completed and signed form must be submitted via Quik! Forms or uploaded via Support Center or routed in Document Management to the First Line Supervisor to support the review of the transaction in Transaction Review Supervision as well as to satisfy books and records requirements.