

## CLIENT RELATIONSHIP SUMMARY

May 3, 2023

### INTRODUCTION

First Manhattan Securities LLC (“FMS”) is registered with the U.S. Securities and Exchange Commission (the “SEC”) as a broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. (“FINRA”). We are also a member of the Securities Investor Protection Corporation (“SIPC”), which is described at <https://www.sipc.org>. We are not an investment adviser registered with the SEC, but we have a registered investment adviser affiliate, First Manhattan Co. LLC (“FMC”). Registration does not imply a certain level of skill or training. Investment advisory and brokerage services and fees differ materially. Accordingly, it is important for you to understand these differences. Free and simple tools are available to enable investors to research investment firms and professionals at [Investor.gov/CRS](https://www.investor.gov/crs). This website also provides educational materials about investment advisors, broker-dealers, and investing.

### What investment services and advice can you provide me?

Our principal brokerage service is buying and selling securities for both discretionary and non-discretionary investment advisory accounts managed by our affiliate, FMC, a registered investment adviser with the SEC, in accordance with an investment advisory contract between FMC and each client, most of whom are retail investors. In addition, on a more limited basis, we provide brokerage services to clients who maintain non-discretionary brokerage accounts with us. Your FMS registered representative acts as a broker when making any recommendations with respect to your non-discretionary brokerage account. You make the ultimate decision regarding each securities transaction in your non-discretionary brokerage account, even in limited instances where we make recommendations about those transactions. However, you are generally responsible for monitoring your portfolio and notifying us immediately of any errors or unusual activity.

Although we do not require a minimum account size for non-discretionary brokerage accounts, we typically open non-discretionary brokerage accounts as an accommodation to clients who also maintain investment advisory accounts advised by FMC, which are subject to minimum account sizes. For additional information about our brokerage services, please see the FMC [Form ADV Part 2A](#), Item 12 at [firstmanhattan.com](https://www.firstmanhattan.com).

### *Conversation Starters. Questions to ask our financial professionals:*

- 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?

### What fees will I pay?

We receive commissions generated by the transactions in securities that we effect on behalf of your non-discretionary brokerage accounts. The costs you incur in a brokerage account are based on specific brokerage transactions. The pricing for our brokerage services varies by security type. The amount you pay will depend, for example, on factors like security type and how much you buy or sell. In most cases, the more transactions in your non-discretionary brokerage account(s), the more we will charge you. We therefore have an incentive to encourage you to engage in transactions in a non-discretionary brokerage account. 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. For additional information, please see the FMC [Form ADV Part 2A](#) (Items 5, A, B, C, and D), and [FMC's Form CRS](#).

***Conversation Starters. Questions to ask our financial professionals:***

- 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 is an example to help you understand what this means: If appropriate for your financial circumstances, we may recommend certain proprietary private investment funds for your account.

For additional information on conflicts of interest please see the FMC [Form ADV Part 2A](#).

***Conversation Starters. Questions to ask our financial professionals:***

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

**How do your financial professionals make money?**

Although the investment advisory fees charged to investment advisory accounts advised by FMC typically generate most of the compensation our financial professionals earn, a portion of their compensation also derives from commissions generated by the transactions effected in non-discretionary brokerage accounts. We do not pay our financial professionals additional compensation for any fees generated by third-party products. To the extent our financial professionals are compensated based on the commissions we receive from your nondiscretionary brokerage account, a conflict of interest might exist in the recommendations that our financial professionals provide to your nondiscretionary brokerage accounts.

**Do you or your financial professionals have legal or disciplinary history?**

Yes. To view this history, please visit [investor.gov/CRS](http://investor.gov/CRS) for a free and simple tool to research FMS and its financial professionals. Additional information can be found at [FINRA BrokerCheck](#) or [firstmanhattan.com](http://firstmanhattan.com).

***Conversation Starters. Questions to ask our financial professionals:***

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

**ADDITIONAL INFORMATION**

For additional information about our services, please contact your financial professional or [firstmanhattan.com](http://firstmanhattan.com). If you would like additional up-to-date information or a copy of this disclosure, please contact us at 212-756-3300 or via the [Contact Us page at firstmanhattan.com](#).

***Conversation Starters. Questions to ask our financial professionals:***

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