



BDO CAPITAL ADVISORS, LLC

BUSINESS CONTINUITY PLAN

NOVEMBER 2020

I. Emergency Contact Persons

Our Firm's emergency contact person is Bob Snape, (617) 239-4177 or (339) 236-1050, bsnape@bdocap.com. Bob is a General Securities Principal. This name will be updated in the event of a material change, and our compliance department will review at the end of each quarter. For further details, please review FINRA Rule 4370.

II. Firm Policy

Our Firm's policy is to respond to a Significant Business Disruption (SBD) by:

- Safeguarding employees' lives and Firm property
- Making a financial and operational assessment
- Quickly recovering and resuming operations
- Protecting all of the Firm's books and records
- Allowing our customers to transact business

In the event that BDO Capital Advisors, LLC ("BDO Capital"), determines we are unable to continue our business and fulfill our contractual obligations, we will promptly notify clients and resign from all engagements per engagement terms and contracts.

In March 2020, due to COVID-19 and the global pandemic, BDO Capital took steps to protect the safety and well-being of its employees including a work from home mandate. As the economy reopened, BDO Capital is guided by a safe return plan implemented by BDO USA, BDO Capital's parent company. This plan is anchored by key safety and mitigation strategies designed to enable the safe return to aspects of pre-pandemic work lives while maintaining healthy work environments and effective business operations. These strategies include social distancing, sanitization and cleaning practices, personal preventative measures and best practices to prevent and reduce transmission of COVID-19, guidance and processes to facilitate workplace safety, among others.

As part of the plan, for an indefinite period, any professional who can effectively do their job from home may continue to do so. An administrative staff accesses our physical office on a regular basis and monitors incoming mail and deliveries and reports such to Snape.

A. Significant Business Disruptions (SBDs)

Our plan anticipates two kinds of SBDs, internal and external. Internal SBDs affect only our Firm's ability to communicate and do business, such as a fire in our building. External SBDs prevent the operation of the securities markets or a number of firms, such as a terrorist attack, earthquake, or a wide-scale, regional disruption. Our response to an external SBD relies more heavily on other organizations and systems.

B. Approval and Execution Authority

Bob Snape, President, as a Registered Principal, is responsible for approving the plan and for conducting the required annual review. Risk assessments are also performed every time the BCA plan is updated.

C. Plan Location and Access

Our Firm will maintain copies of its BCA plan and the annual reviews, and the changes that have been made to it for inspection. We have given the FINRA, Boston, Massachusetts, office a copy of our plan. An electronic copy of our plan is located on the Firm's Intranet and network server. Hard copies of the BCA are maintained at the main office in Boston, Massachusetts.

III. Business Description

BDO Capital Advisors, LLC is a leading middle market investment bank that focuses on mergers and acquisitions advisory, capital raising, and board advisory with offices located throughout the United States. The firm has deep industry knowledge, extensive cross-border transaction experience and superior execution capabilities. BDO Capital Advisors, LLC provides sell-side and acquisition advisory, ESOP advisory, private placements, fairness opinions and capital markets advisory. The firm has broad industry expertise and contacts having closed transactions within the Manufacturing & Distribution, Consumer & Retail, Healthcare & Life Sciences, Business Services, and Technology, Media and Telecom sectors. Our seasoned investment bankers have collectively advised on hundreds of transactions for a variety of clients including family-owned businesses, entrepreneur-led companies, Fortune 500 corporations, and leading private equity firms.

The firm has worldwide access to buyers, sellers and offshore investors via the Corporate Finance practices of BDO International's network of independent member firms.

BDO Capital Advisors, LLC is a separate legal entity and is an affiliated company of BDO USA, LLP, a Delaware limited liability partnership and national professional services firm. BDO Capital Advisors, LLC is a FINRA/SIPC member firm. For more information please visit: www.bdocap.com.

IV. Office Locations

Our Firm has offices located in Boston, Los Angeles, Chicago, Atlanta, Houston and New York.

A. Boston

Our Boston office is located at One International Place, Boston, MA 02110. Its main telephone number is (617) 422-7576. The supervising General Securities Principal is Bob Snape. Employees may travel to that office by means of foot, car, train and bus. Boston is the main office.

B. Los Angeles

Our Los Angeles office is located at 515 S Flower St 47th Floor, Los Angeles, CA 90071. Its main telephone number is (310) 557-0300. The General Securities Principal is Bob Snape. Employees may travel to that office by means of foot, car, train and bus.

C. Chicago

Our Chicago office is located at 330 North Wabash, Suite 3200, Chicago, IL 60611. Its main telephone number is (312) 816-9500. The supervising General Securities Principal is Bob Snape. Employees may travel to that office by means of foot, car, train and bus.

D. Atlanta

Our Atlanta office is located at 1100 Peachtree St NE Suite 700, Atlanta, GA 30309. Its main telephone number is (404) 688-6841. The supervising General Securities Principal is Bob Snape. Employees may travel to that office by means of foot, car, train and bus.

E. New York

Our New York office is located at 100 Park Avenue, New York, NY 10017. Its main telephone number is (212) 885-8000. The supervising General Securities Principal is Bob Snape. Employees may travel to that office by means of foot, car, train and bus.

F. Houston

Our Houston office is located at 2929 Allen Parkway, 20th Floor, Houston, TX 77019-7100. Its main telephone number is (713)-960-1706. The supervising General Securities Principal is Bob Snape. Employees may travel to that office by means of foot, car, train and bus.

V. Alternative Physical Location(s) of Employees

In the event of an SBD, we will work remotely as we are doing during the COVID-19 period. Given our access to virtual technology and the nature of our advisory business and the fact we don't hold client funds or accounts, a physical location for employees is not critical to conduct our business operations.

VI. Customers' Access to Funds and Securities

As an investment banking firm, our Firm does not maintain custody of clients' funds or securities nor do we manage assets or securities.

VII. Data Back-Up and Recovery (Hard Copy and Electronic)

Our Firm maintains its primary hard copy books and records at One International Place, Boston, MA 02110. Duplicate records are maintained electronically and are accessible to Bob Snape, President, (617) 239-4177, who is responsible for the maintenance of these books and records, such as those containing items related to:

- Correspondence
- Regulatory
- Clients
- Personnel

Please review the Firm's Written Supervisory Procedures in Section I. Supervisory System for document details.

Our Firm maintains its archive of select hard copy books and records at its offices located at One International Place, Boston, MA 02110, and through Iron Mountain Boston. These records are paper copies.

Bob Snape, President, (617) 239-4177, is responsible for the maintenance of books and records and back-up electronic files. A snapshot is taken and stored on the local office file server every hour between 8:00am and midnight every day of the week. Only the last 64 snapshots are kept on the server allowing for 3.7 days' worth of local "Previous Versions". As changes are made on the local office file server, the same changes are replicated to a central file server located at BDO's data center. This replication happens "near real-time" throughout the entire day. Snapshots of the replica disks residing at BDO's data center are taken daily. Only the last ninety daily snapshots are kept.

In the event of an internal or external SBD that causes the loss of our paper records, we will physically recover them from our back-up site. If our primary site is inoperable, we will continue operations from our back-up site or an alternate location. For the loss of electronic records, we will either physically recover the storage media or electronically recover data from our back-up site, or, if our primary site is inoperable, continue operations from our back-up site or an alternate location. For additional information, please see FINRA Rule 3510(c)(1).

VIII. Electronic Storage Media

The records required to be maintained and preserved pursuant to Rule 17a-3 and Rule 17a-4 may be immediately produced or reproduced, maintained, and preserved for the required time in electronic media form.

The Firm will at all times have available, for examination by self-regulatory organizations of which it is a member, facilities for immediate, easily readable projection or production of micrographic media or electronic storage media images and for producing easily readable images.

The data will be organized and indexed accurately with all information being maintained on both original and any duplicate storage media. In addition, a duplicate copy of the records will be stored separately from the original under Rule 17a-4 for the time required.

Pursuant to proposed NYSE Rule 340 and in order to verify automatically the quality and accuracy of the storage media recording process, BDO Capital has in place an annual audit system providing for accountability regarding inputting of records required to be maintained and preserved pursuant to Rule 17a-3 and Rule 17a-4 to electronic storage media and inputting of any changes made to every original and duplicate record maintained and preserved.

The Firm will notify the FINRA ninety days prior to employing new electronic storage media. Records will be preserved in a non-rewritable, non-erasable format. Proper due diligence will be recorded for any outsourcing considerations. Tailored process and procedures are created for each outsourced activity. When choosing an outsourcing vendor the Firm evaluates:

- References and customer satisfaction level
- Financial stability
- Expertise in supporting business functions
- Ability to provide additional services and features that are related to BDO Capital's business

IX. Third-Party Email Compliance Platform

Beginning in April 2012, BDO Capital began outsourcing to Global Relay, a third-party web-based application that immediately captures, scans, and archives all emails (inbound-outbound-internal) and attachments. Each questionable document is reviewed, approved, documented, and filed separately within the Global Relay system. We continue to use Global Relay for this purpose.

Global Relay meets the SEC, FINRA, and NYSE regulatory requirements for surveillance of electronic communications and record retention. The emails and attachments are preserved in a non-rewriteable and non-erasable format. The system provides easy access to the archived emails and has the ability to download any records to an appropriate electronic storage media, if necessary for an audit review.

Global Relay and security infrastructure utilizes a combination of hardware, firewalls, intrusion detection, virus software, and 24-hour monitoring, which is configured in a redundant and load-balanced architecture, to ensure all data is protected. For added safety, the server facilities are maintained in a mirrored production environment at multiple geographic locations.

X. Financial and Operational Assessments

A. Operational Risk

In the event of an SBD, we will immediately identify what means will permit us to communicate with our customers, employees, critical business constituents, critical banks, critical counter-parties, and regulators. Although the effects of an SBD will determine the means of alternative communication, the communications options we will employ will include www.bdocap.com, and telephone hotlines at (800) 729-3211 and (866) 876-9484. In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

B. Financial and Credit Risk

In the event of an SBD, we will determine the value and liquidity of our investments and other assets to evaluate our ability to continue to fund our operations and remain in capital compliance. **We will contact our** critical banks and investors to apprise them of our financial status. If we determine that we may be unable to meet our obligations to those counter-parties or otherwise continue to fund our operations, we will request additional financing from our bank or other credit sources to fulfill our obligations to our customers and clients. If we cannot remedy a capital deficiency, we will file appropriate notices with our regulators and immediately take appropriate steps, including at the discretion of the Board of Directors, instituting the dissolution procedures outlined in the Firm's Operating Agreement, if necessary.

XI. Alternate Communications between the Firm and Customers, Employees, and Regulators

A. Customers

We now communicate with our customers using the telephone, e-mail, Microsoft Teams, virtual platforms, our Web site, fax, U.S. mail, and in person. In the event of an SBD, we will assess the means of communication that are still available to us. For example, if we have communicated with a party by e-mail but the Internet is unavailable, we will call them on the telephone and follow up when a record is needed with paper copy in the U.S. mail. We also use conference call media contracted through AT&T.

B. Employees

We communicate with our employees using the telephone, e-mail, Microsoft Teams and other virtual platforms, conference calls and in person. In the event of an SBD, we will assess the means of communication that are still available to us. We will also employ a call tree so that senior management can reach all employees quickly during an SBD. The call tree includes all staff home or cell and office phone numbers. The person to invoke use of the call tree is Bob Snape, President.

C. Regulators

We communicate with our regulators using the telephone, e-mail, fax, U.S. mail, and in person. In the event of an SBD, we will assess the means of communication that are still available to us. For example, if we have communicated with a party by e-mail but the Internet is unavailable, we will call them on the telephone and follow up when a record is needed with paper copy in the U.S. mail.

We are currently members of the following:

FINRA - Financial Regulatory Authority
SEC - Securities and Exchange Committee

As well as the following state jurisdictions:

- Arizona
- California
- Colorado
- Connecticut
- District of Columbia
- Florida
- Georgia
- Illinois
- Indiana
- Maryland
- Massachusetts
- Michigan
- Missouri
- Nevada
- New Jersey
- New York
- North Carolina
- Ohio
- Oregon
- Texas

- Utah
- Vermont
- Virginia
- Washington
- Wisconsin

XII. Critical Business Constituents, Banks, and Counter-Parties

A. Business Constituents

BDO Capital does not have critical business constituents (businesses with which we have an ongoing commercial relationship in support of our operating activities, such as, vendors providing us critical services). However, if in the future we do, the extent will be determined to which we can continue our business relationship with them in light of the internal or external SBD. We will quickly establish alternative arrangements if a business constituent can no longer provide the needed goods or services when we need them because of a SBD to them or our Firm. For additional information, please review FINRA Rule 351 O(c)(7).

B. Banks

The bank maintaining our operating account is: BMO Harris Bank, 1200 E. Warrenville Rd Naperville, IL 60563. BDO contact for banking relationships is Patty Schrand, Treasurer, at BDO USA, LLP, (616) 774-7000.

C. Counter-Parties

BDO Capital does not operate a retail brokerage or brokering activities on behalf of clients nor does BDO Capital hold customer funds or accounts. Therefore, BDO Capital does not engage with counter-parties.

XIII. Regulatory Reporting

Our Firm is subject to regulation by: FINRA, SEC, and SROs. We now file reports with our regulators using paper copies in the U.S. mail, and electronically using fax, e-mail, and the Internet and the CRD Gateway system. In the event of an SBD, we will check with the SEC, FINRA, and other regulators to determine which means of filing are still available to us, and use the means closest in speed and form (written or oral) to our previous filing method. In the event that we cannot contact our regulators, we will continue to file required reports using the communication means available to us. For additional details, please review FINRA Rule 3510(c)(8).

XIV. Disclosure of Business Continuity Plan

The Firm provides the BCA disclosure statement to all clients at the time of a signed engagement and for at least one year after the deal closes.

XV. Updates and Annual Review

Our Firm will update this plan whenever we have a material change to our operations, structure, business, or location or to those of our clearing firm. In addition, our Firm will review this BCA annually to modify it for any changes in our operations, structure, business, or location or those of our clearing firm.

XVI. Senior Manager Approval

I have approved this Business Continuity Plan as reasonably designed to enable our Firm to meet its obligations to customers in the event of an SBD.

Signed: 
Bob Snape

Title: President, General Securities Principal

Date: November 18, 2020

ABOUT BDO CAPITAL ADVISORS, LLC

BDO Capital Advisors, LLC, a wholly-owned affiliate of BDO USA, LLP, is a leading middle market investment bank that focuses on sell-side advisory, acquisition advisory, capital raising and board advisory services with offices located throughout the United States. The firm has deep industry knowledge, extensive cross-border transaction experience and superior execution capabilities. The firm has broad industry expertise and contacts having closed transactions within the Manufacturing & Distribution, Consumer, Food & Retail, Healthcare & Life Sciences, Business Services, Energy & Natural Resources and Technology, Media & Telecom sectors. Our seasoned investment bankers have collectively advised on hundreds of transactions for a variety of clients including family-owned businesses, entrepreneur-led companies, public corporations and leading private equity firms. Our professionals also draw upon the full depth and breadth of BDO USA's national resources which include 60+ offices and over 6,000 professionals located throughout the United States.

The firm has worldwide access to buyers, sellers and offshore investors via the Corporate Finance practices of BDO International's network of independent member firms which have been ranked collectively as a Top 10 global M&A mid-market advisor based on total deal volume announced in 2018, according to Thomson Reuters SDC. BDO International Corporate Finance firms operate in approximately 100 countries with over 2,000 professionals who are able to meet the investment banking needs of clients across the globe.

BDO Capital Advisors, LLC is a separate legal entity and is an affiliated company of BDO USA, LLP, a Delaware limited liability partnership and national professional services firm. BDO Capital Advisors, LLC is a FINRA/SIPC member firm. For more information please visit: www.bdocap.com.

ABOUT BDO USA, LLP

BDO is the brand name for BDO USA, LLP, a U.S. professional services firm providing assurance, tax and advisory services to a wide range of publicly traded and privately held companies. For more than 100 years, BDO has provided quality service through the active involvement of experienced and committed professionals. The firm serves clients through more than 60 offices and over 650 independent alliance firm locations nationwide. As an independent Member Firm of BDO International Limited, BDO serves multi-national clients through a global network of more than 80,000 people working out of nearly 1,600 offices across 162 countries.

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