



Business Continuity Plan (BCP)

I. Emergency Contact Persons

Our firm's emergency contact persons are:

Stephen Parish, CEO

646 677 1860

steve.parish@icrcapital.com

Benjamin Gray, CCO

203-682-8226

ben.gray@icrcapital.com

These names will be updated in the event of a material change, and our CCO will review them within 17 business days of the end of each year.

Rule: 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, and protecting all of the firm's books and records with the goal of allowing any transactions in progress to continue. In the event that we determine we are unable to continue our business, we will assure clients prompt access to their funds and securities.

A. 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, a city flood, or a wide-scale, regional disruption.

Given the nature of our business (primarily capital raising; no customer accounts) we do not foresee any internal/external SBD causing a loss of any significant assets.

B. Approval and Execution Authority

Stephen Parish, CEO, a registered principal, is responsible for approving the plan and for conducting the required annual review. Benjamin Gray, CCO, has the authority to execute this BCP.

C. Plan Location and Access

Our firm maintains copies of its BCP plan and the annual reviews, and the changes that have been made to it for inspection. An electronic copy of our plan is located in the ICR Capital file on the ICR server in the "Compliance/Business Continuity Planning" folder. The file will be saved as "Business Continuity Plan (YEAR)". Each Principal of the firm, including the two emergency contacts, has access to the electronic copy of the plan, and maintain a hard copy of the plan in a secure location, such as a safe deposit box.

III. Business Description

Our firm conducts financial advisory and capital raising services for businesses in the financial services, general consumer (retail and hospitality), real estate, technology, healthcare, and energy industries. Our firm does not perform any type of clearing function for itself or others. Funds raised are generally from institutional buyers, QIBs, and accredited investors. ICR Capital receives transaction-based compensation in connection with its role in private placements, underwritten offerings, M&A transactions, and any other services defined in its FINRA Membership Agreement. The firm may also receive retainer compensation for its advisory services.

IV. Office Locations

Our firm's main, and only, office is located at the following address:

ICR Capital LLC
761 Main Avenue
Norwalk, CT 06851

Its main telephone number is 203-682-8200. All books and records are maintained here.

The Firm also maintain two Offices of Supervisory Jurisdiction at:

685 Third Avenue, 2nd Floor
New York, NY
10017
646-277-1200

2800 Quarry Lake Drive, Suite 380
Baltimore, MD
21209
443-213-0500

Our employees may travel to any office by means of foot, car, train or bus.

V. Alternative Physical Location(s) of Employees

In the event of an SBD affecting the operations of the main office, the principal members of the firm will continue to work from their homes using private internet and cellular phone systems. In the event that internet and phone service is unavailable in Connecticut due to the SBD, principals of the firm will seek alternate temporary space or suspend business until such systems are reinstated.

Rule: FINRA Rule 4370(c)(6).

VI. Customers' Access to Funds and Securities

ICR Capital does not have customers. Therefore, our firm does not maintain custody of customer funds or securities. We do not deal with any trading accounts, retail or institutional. Any capital collected pursuant to a financing will be placed in an appropriate escrow account.

Rules: FINRA Rule 4370(a); Securities Exchange Act Rule 15c3-1; 15 U.S.C. 78eee (2003).

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

Our firm maintains its primary hard copy books and records and its electronic records at 761 Main Avenue, Norwalk, CT 06851. Yuen Chun (Integrated Solutions, 39 Broadway, Suite 3300, New York, NY, 10006, [y chun@integrated.solutions](mailto:y Chun@integrated.solutions)) is responsible for the maintenance of these books and records. Global Relay is the firm's email archiving service. Additionally our server and email systems afford each member of the firm additional remote access capabilities in the event of an SBD in the firm's office or affecting the firm's network computing capabilities and will maintain the firm's electronic communications records offsite in compliance with SEC Rule 17 a-4(f).

Our firm maintains a back-up of books and records online through Global Relay. Yuen Chun (Integrated Solutions, 39 Broadway, Suite 3300, New York, NY 10006, y chun@integrated.solutions) is responsible for the maintenance of these books and records and Global Relay is responsible for the online back-up.

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 location. For the loss of electronic records, we will either physically recover the storage media or electronically recover data from our back-up site.

Rule: FINRA Rule 4370(c)(1).

VIII. 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 clients, 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 e-mail and telephone (land line and cellular). In addition, we will retrieve our key activity records as described in the section above, Data Back-Up and Recovery (Hard Copy and Electronic).

Rules: FINRA Rules 4370(c)(3) & (f)(2).

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 Financial and Operations Principal, Yuen Chun, critical banks, and clients 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 clients. If we cannot remedy a capital deficiency, we will cease operations including any transactions in progress.

Rules: FINRA Rules 4370(c)(3), (c)(8) & (f)(2).

IX. Mission Critical Systems

Our firm's "mission critical systems" are those that ensure prompt and accurate processing of securities transactions, including order taking, entry, execution, comparison and allocation, and the delivery of funds and securities. More specifically, these systems include: the ICR Capital File Server, e-mail systems and telephone service.

We have primary responsibility for establishing and maintaining our business relationships with our clients and have sole responsibility for our mission critical functions. We internally test these systems, keep them secure and functional, and maintain redundant e-mail functionality and remote access.

Recovery-time objectives provide concrete goals to plan for and test against. They are not, however, hard and fast deadlines that must be met in every emergency situation, and various external factors surrounding a disruption, such as time of day, scope of disruption, and status of critical infrastructure—particularly telecommunications—can affect actual recovery times of the systems.

A. Our Firm's Mission Critical Systems

1. Order Taking

The only orders taken are those pertaining specifically to a financing (private placement, secondary, etc.) Currently, our firm receives orders via e-mail and telephone or in-person.

During an SBD, either internal or external, we will continue to take orders through any of these methods that are available and reliable. In addition, as communications permit, we will inform our clients when communications become available to tell them what alternatives they have to send their orders to us. If all such methods are not available due to a SBD, we will suspend such transactions until at least one method is available.

2. Order Entry

Our firm only partakes in financings and does not take or plan to take orders for securities trading in the open market. Orders and indications are recorded on paper or electronically and maintained on the ICR Capital file server.

In the event of an internal SBD, we will maintain paper records until electronic systems are repaired. In the event of an external SBD, we will maintain the order in electronic or paper format, whichever is available.

3. Order Execution

We do not execute or plan to execute orders. The firm does not have
customers

B. Mission Critical Systems Provided by Our Clearing Firm

Our firm's business does not require a clearing agent, therefore we do not have a clearing arrangement in place.

Rules: FINRA Rules 4370(c) & (f)(1).

X. Alternate Communications Between the Firm and Customers, Employees, and Regulators

A. Customers

The Firm does not have customers in the traditionally understood meaning of the term. Our clients are corporate entities seeking assistance in raising capital. We communicate with our clients using the telephone, e-mail, fax, U.S. mail, and in person visits at our firm or at the other's location. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that

we have used in the past to communicate with the other party. 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 where a record is needed with paper copy in the U.S. mail.

Rule: FINRA Rule 4370(c)(4).

B. Employees

We now communicate with our employees using the telephone, e-mail, U.S. mail and in person. In the event of an SBD, we will assess which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party. 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, mobile and office phone numbers. We have identified persons, noted below, who live near each other and may reach each other in person. The person to invoke use of the call tree is Stephen Parish.

Rule: FINRA Rule 4370(c)(5).

C. Regulators

We are currently registered with the SEC, State of Connecticut, State of California, State of Maryland, State of New York, and a member of FINRA. 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 which means of communication are still available to us, and use the means closest in speed and form (written or oral) to the means that we have used in the past to communicate with the other party.

Rule: FINRA Rule 4370(c)(9).

XI. Critical Business Constituents, Banks, and Counter-

Parties A. Business Constituents

We have contacted our 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), and determined the extent 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.

Our major suppliers are:

Supplier	Alternative
Webhosting Liquid Web	<i>Liquid Web has redundant capabilities within its system</i>
E-mail Archive Global Relay	Mimecast
Network Connectivity / Voice Crown Castle, Lightpath, Cablevision, Windstream, Verizon, CyrusOne Fibertech	Regional cable providers
IT Provided in-house	N/A

Rules: FINRA Rule 4370(c)(7).

B. Banks

We have contacted our banks and lenders to determine if they can continue to provide the financing that we will need in light of the internal or external SBD. The bank maintaining our operating account is:

Westport National Bank
 1495 Post Road East
 Westport, CT 06880
Contact: Robin Clark

Rules: FINRA Rule 4370(c)(7).

XII. Regulatory Reporting

Our firm is subject to regulation by FINRA, the SEC and Connecticut. We now file reports with our regulators using paper copies sent by U.S. mail, and electronically using fax, e-mail, and the Internet. 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 best means of communication available to us.

Rule: FINRA Rule 4370(c)(8).

XIII. Disclosure of Business Continuity Plan

We provide in writing a BCP disclosure statement to customers and clients at the beginning of an engagement. We also will post the disclosure statement on the web site of ICR Capital at www.icrcapital.com. Our disclosure statement is attached as Exhibit A.

Rule: FINRA Rule 4370(e).

XIV. Updates and Annual Review

Our firm will update this plan whenever we have a material change to our operations, structure, business or location. In addition, our firm will review this BCP annually, by September 1 of each year, to modify it for any changes in our operations, structure, business, or location.

Rule: FINRA Rule 4370(b).

XV. 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: Benjamin Gray

Title: Chief Compliance Officer

Date: May 6, 2020

Rule: FINRA Rule 4370(d).

EXHIBIT A

Summary of ICR Capital LLC's Business Continuity Plan

ICR Capital LLC (the "Firm") has developed and installed a business continuity plan in the case of any business disruption that causes the Firm to have limited or no communications with its employees. Our plan anticipates two types of business disruptions: internal disruptions that affect only our Firm's ability to do business (such as a fire in our building) and external disruptions that prevent the operation of securities markets and/or other firms (such as natural disasters or acts of war).

The Firm intends to stay in business during both internal and external disruptions due to the fact that the Firm maintains offsite alternate physical locations for employees to conduct Firm related business and for the maintenance of the Firm's books and records. We anticipate that the Firm will recover from internal business disruptions within 24 hours. An outage due to an external business disruption may be longer and is beyond the control of the Firm. However, the Firm will endeavor to resume business as soon as it is possible for the Firm to establish business operations from its offsite alternate physical locations. The Firm maintains an alternate phone number for use during a business disruption; that number is 646-277-1200.

The Firm's business continuity plan specifically addresses the following areas related to Firm operations:

- Data back-up and recovery (hard copy and electronic);
- All mission critical systems;
- Procedures to test and determine the Firm's ability to do business (i.e., financial and operational assessments);
- Alternate communications between customers and the Firm;
- Alternate communications between the Firm and its employees;
- Alternate physical location of employees;
- Critical business constituent, bank, and counter-party impact;
- Regulatory reporting;
- Communications with regulators; and
- Descriptions of any relationships between third-parties and the Firm.

For more information, please check the Firm website, www.icrcapital.com.