

**COMMUNICATION DISCLAIMER** This disclaimer is deemed to be incorporated by reference in its entirety into any social media communication, advertisement, email or other communication or disclosure which contains the link [www.withotis.com/disclaimer](http://www.withotis.com/disclaimer) (each, a “Communication”).

The Communication and the subject matter contained within it, does not constitute a solicitation to purchase or an offer to sell any securities.

### **Offerings in Otis Gallery LLC**

Investors are able to acquire membership interests in only a series of Otis Gallery LLC, a Delaware series limited liability company (the “Company”), via the Otis Gallery platform and app (the “Otis Platform”). The use of the word “Share” or “Stock” in any Communication refers to membership interests in a series of Otis Gallery LLC. Each offering of shares in each series of the Company is defined herein as an “Offering” and is subject to its own private placement memorandum (each, a “Memorandum”) or offering circular (each an “Offering Circular”) as the case may be. These important documents are available via the Otis Platform in the “Legal” tab for each Offering, or by requesting a copy by e-mailing [hello@otiswealth.com](mailto:hello@otiswealth.com), or, in the case of the Offering Circular, publicly via the U.S. Securities & Exchange Commission EDGAR service, and should be read by all investors prior to acquiring any membership interests.

The Company is structured as a Delaware series limited liability company that issues different series of interests specific to one or more pieces of art, sculptures or other collectibles. Each series of interest is not a separate legal entity, but is intended to segregate assets, liabilities, profits and taxes pertaining to the underlying collector the art or collectibles from each other series of interests (which may own other art or collectibles). Each Offering entitles a person to acquire an ownership interest in a series of the Company and not, for the avoidance of doubt, in (i) the Company, (ii) any other series of the Company other than the series of interests subject to the Offering at that time, (iii) Otis Wealth, Inc. (the “Manager”), (iv) the Otis Platform or (v) any piece of art or collectible held by each series of the Company.

Each Offering is being conducted (i) under Rule 506(c) of the Securities Act of 1933, as amended (the “Securities Act”) or under Tier II of Regulation A of the Securities Act as amended, (ii) only through a Private Placement Memorandum or Offering Circular and (iii) exclusively through a broker-dealer registered with the U.S. Securities and Exchange Commission (the “SEC”) and a member of the Financial Industry Regulatory Authority, Inc. and the Securities Investor Protection Corporation and other necessary state or other regulators, and only in such states where the broker-dealer is registered. Membership interests offered under Rule 506(c) are being offered and sold only to “accredited investors” within the meaning of Rule 501 of Regulation D under the Securities Act, pursuant to the Memorandum and related subscription documents. Individuals are accredited investors only if they meet certain minimum net worth or sustained annual income thresholds. Entities are accredited investors only if they hold assets of at least \$5 million or are completely owned by accredited investors. Other membership interests are being offered and sold to “qualified investors” under Tier II of Regulation A under the Securities Act, pursuant to an Offering Circular as qualified by the SEC. Even so, each investor must rely on its own examination of the Company, the series, the interests and the art, collectibles or other asset of the series and the terms of the Offering, including the risks and merits involved, before making any investment.

From time to time the Company will conduct “testing the waters” campaigns to gauge market demand from potential investors for an Offering under Tier II of Regulation A of the Securities Act. No money or other consideration will be solicited, and if sent in response, it will not be accepted. No sales of securities will be made or commitment to purchase accepted until qualification of the Offering Circular by the SEC and approval of any other required government or regulatory agency. An indication of interest made by a prospective investor is non-binding and involves no obligation or commitment of any kind. Any offer to buy securities may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. No offer to buy securities can be accepted and no

part of the purchase price can be received without an Offering Circular that has been qualified by the SEC, which we urge prospective investors to read carefully. A copy of the most recent version of the Offering Circular may be obtained by contacting the Company at 335 Madison Ave, 3<sup>rd</sup> Floor, New York, NY 10017, emailing [hello@otiswealth.com](mailto:hello@otiswealth.com), or via the Otis Platform in the “Resources” tab for each Offering, or accessed online here: [SEC EDGAR SERVICE](#)

No Offering is being made in any jurisdiction where such an offer or solicitation is not lawful or is prohibited or where the broker-dealer, through whom each Offering is being conducted, is not registered. Each Offering of the membership interests is made pursuant to an exemption from the registration requirements of the Securities Act and certain state securities laws. The Company is not required to file periodic reports (such as reports on Forms 10-K and 10-Q) with the SEC, so there is little publicly available information about its business, assets, liabilities, results of operations and other information that would typically be available regarding publicly traded securities. The Company is not registered as an investment company under the Investment Company Act of 1940, as amended (the “[Investment Company Act](#)”) and the membership interests do not have the benefit of the protections of the Investment Company Act. Furthermore, the Manager is not registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the “[Investment Advisers Act](#)”), and the members of the Company will not have the benefit of the protections of the Investment Advisers Act.

Neither the SEC nor any state securities commission has approved or disapproved the membership interests nor have any of the foregoing passed upon or endorsed the merits of an Offering or the accuracy or adequacy of any of the Memorandum, Offering Circular, or any Communication. Any representation to the contrary is a criminal offense.

There is no trading market for the membership interests at this time and there can be no assurance that such a market will develop in the foreseeable future. The membership interests may not be resold or otherwise disposed of by an investor unless there are available exemptions from registration under federal and applicable state securities laws (and other requirements are met, which may include an opinion of counsel), or such transfer is made in compliance with the registration requirements of such laws. Accordingly, investors must bear the risk of loss for an indefinite period of time.

An investment in membership interests may involve significant risks. Only investors who can bear the economic risk of the investment for an indefinite period of time and the loss of their entire investment should invest in the membership interests. See “Risk Factors” below and in the Memorandum or Offering Circular as the case may be.

No offeree will be accepted as a subscriber who does not make the representations set forth in the subscription agreement accompanying each Memorandum or Offering Circular, including, when applicable, the representation that such offeree is an accredited investor and is acquiring the membership interests for investment and not with a view to resale or distribution thereof in violation of applicable securities laws, and, when applicable, that the investment amount does not exceed 10% of the offeree’s net worth or annual income. Investors also will be required to represent that they are familiar with and understand the terms of each relevant Offering, among other things. Investors may also be required to provide additional information to verify their identity or investor status.

The Interests will not be offered or sold to prospective investors subject to the Employee Retirement Income Security Act of 1974 and regulations thereunder, as amended (“[ERISA](#)”).

### ***Notice to Foreign Investors***

The Communication is directed solely to persons located within the United States. If the recipient of the Communication lives outside the United States, it is their responsibility to fully observe the laws of any relevant territory or jurisdiction outside the United States in connection with any purchase of membership interests, including obtaining required governmental or other consents or observing any other required legal or other formalities.

### ***Risk Factors***

Each Offering of membership interests is highly speculative in nature, involves a high degree of risk and should be purchased only by persons who can afford to lose their entire investment. The risks are described in detail in the applicable Memorandum or Offering Circular. All prospective investors should carefully review the Risk Factor section of the relevant Memorandum or Offering Circular before purchasing membership interests in a series of the Company.

### ***Third Party Information and Past Performance***

Certain information, including statistical data, third-party quotes and other factual statements, contained in the Communication has been obtained from published sources prepared by other parties considered to be generally reliable. However, none of the Company, the Manager or any affiliate of the Manager or any of their respective directors, shareholders, members, officers, employees or agents assumes any responsibility for the accuracy of such information. There is no representation or warranty, express or implied, as to the accuracy, adequateness or completeness of any such information used in the Communication.

Past performance is not necessarily indicative of future results of the interests or the assets in a given series. Furthermore, to the extent the Communication relates to prior performance of assets similar to a piece of art or other collectible acquired or to be acquired by the Company, those similar assets may be materially different from, or may not be of the same quality as, the assets acquired or to be acquired by the Company. Values of comparable assets may vary depending on a number of factors, including market conditions, location of sale, condition of the artwork or collectible, historical significance, ownership history and other factors.

Furthermore, the value of interests in a series of the Company may materially differ from the value of the underlying artwork or collectible for many reasons, including market factors, fees charged by the asset manager, and restrictions on liquidity.

### ***Forward-looking Statements***

The information contained in the Communication including the Company's Offering Circulars or Private Placement Memorandums may include some statements that are not historical and that are considered "forward-looking statements" within the meaning of Section 27A of the Securities Act. Such forward-looking statements may include, but are not limited to: statements regarding the development plans for the Company's business; its strategies and business outlook; its market sector; anticipated development of the Company, the Manager and the Otis Platform; and various other matters (including contingent liabilities and obligations and changes in accounting policies, standards and interpretations). These forward-looking statements typically express the Manager's expectations, hopes, beliefs, and intentions regarding the future. In addition, without limiting the foregoing, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words "anticipates", "believes", "continue", "could", "estimates", "expects", "intends", "may", "might", "plans", "possible", "potential", "predicts", "projects", "seeks", "should", "will", "would" and similar expressions and variations, or comparable terminology, or the negatives of any of the foregoing, may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking.

Any forward-looking statements contained in the Communication will be based on current expectations and beliefs concerning future developments that are difficult to predict. Neither the Company nor the Manager can guarantee future performance, or that future developments affecting the Company, the Manager or the Otis Platform will be as currently anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially

different from those expressed or implied by these forward-looking statements, including those risks set forth in “Risk Factors” section of the applicable Memorandum or Offering Circular.

All forward-looking statements attributable to the Company are expressly qualified in their entirety by these risks and uncertainties. Should one or more of these risks or uncertainties materialize, or should any of the parties’ assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. The recipient of the Communication should not place undue reliance on any forward-looking statements and should not make an investment decision based solely on forward-looking statements. The Company undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

***Obtain Your Own Advice***

Prospective investors are not to construe the contents of the Communication as legal, business or tax advice. Each prospective investor should consult its own advisors as to legal, business, tax and related matters concerning the subject matter of the Communication and any applicable Offering.