

Investors Exchange Product Information Circular 2025 - 0505

Date: September 29, 2025

Re: Two Roads Shared Trust

This Information Circular is being issued to advise you that the following securities have been approved for trading pursuant to unlisted trading privileges ("UTP") on the Investors Exchange ("IEX" or the "Exchange") as UTP Derivative Securities pursuant to IEX Rule 16.160. Compliance and supervisory personnel should note that, among other things, this Information Circular discusses the need to deliver a prospectus to customers purchasing shares of the exchange-traded funds. Please forward this Information Circular to interested persons within your organization.

Exchange-Traded Fund / Symbol

Liberty One Spectrum ETF	SPCT
Liberty One Defensive Dividend Growth ETF	EASY
Liberty One Tactical Income ETF	LOTI

Issuer/Trust: Two Roads Shared Trust

Issuer/Trust Website: www.ultimusfundsolutions.com

Primary List Exchange: Nasdaq

The purpose of this information circular is to outline various rules and policies that will be applicable to trading in these new products pursuant to the Exchange's unlisted trading privileges, as well as to provide certain characteristics and features of the products. For a more complete description of the Issuer, the securities and the underlying market instruments or indexes, visit the Issuer Website, consult the Prospectus available on the Issuer Website or examine the Issuer Registration Statement or review the most current information bulletin issued by the Primary Listing Exchange.

Background Information on the Funds

Two Roads Shared Trust (the "Trust") is a management investment company registered under the Investment Company Act of 1940, as amended (the "1940 Act"). The Trust consists of separate exchange-traded funds (each, a "Fund"). This circular refers only to the Funds listed above. The shares of the Fund are referred to herein as "Shares." Liberty One Investment Management, LLC (the "Adviser") serves as the investment adviser for the Fund.

The **Liberty One Spectrum ETF** (the "Fund") Seeks capital appreciation and to provide current income. There is no guarantee that the Fund will achieve its investment objective. The Fund is an actively managed exchange-traded fund ("ETF") that, under normal market conditions, invests in a diversified portfolio of equity securities, primarily the common stocks of dividend paying large capitalization U.S. companies that provide exposure across most sectors of the U.S. equity market. As of the date of this Prospectus, these twelve (12) sectors / sub-sectors in which the Fund will invest are: communication services; consumer food; consumer discretionary; consumer staples; energy; financials; healthcare; industrials; information technology; real estate; retail; and utilities. The Fund currently defines a large capitalization (large cap) company as one whose market capitalization is at least \$5 billion and, at the time of purchase, is within the range of the market

capitalizations of companies in the Russell 1000 Index (the “Russell 1000”). The Russell 1000 is an unmanaged index that tracks the highest ranking 1,000 stocks of the Russell 3000 Index (the “Russell 3000”). The Russell 1000 represents roughly 93% of the total market capitalization of the Russell 3000. The market capitalizations within the Russell 1000 will vary, but as of June 25, 2025, they ranged from approximately \$1.5 billion to \$3.8 trillion. The Fund will invest across the broad spectrum of the U.S. equity market and will generally be invested in most sectors of the U.S. equity market. The Fund will consist of equally weighted investments designed to provide current income and capital appreciation potential with a focus on dividend-paying “blue chip” companies (companies that, in the Adviser’s view, are high quality companies with a long track record of dividend increases, strong growth potential characteristics, and potentially reduced volatility compared to the broad market). The Fund’s holdings will generally be equal-weighted by position and equal-weighted by sector. However, under certain circumstances, the Fund may be over-weighted in one or more positions or sectors because of market appreciation or if the Adviser believes that different weightings are appropriate. The Fund’s equity investments may not be equally weighted from time to time as the Fund navigates various market conditions and the Adviser manages various risks. Although investing in companies that provide dividend income is a fundamental component of the Fund’s principal investment strategy, the Fund may invest in securities that do not pay a dividend to shareholders.

The **Liberty One Defensive Dividend Growth ETF** (the “Fund”) Seeks capital appreciation and to provide current income. There is no guarantee that the Fund will achieve its investment objective. The Fund is an actively managed exchange-traded fund (“ETF”) that, under normal market conditions, invests at least 80% of its net assets (plus any borrowings for investment purposes) in a non-diversified portfolio of equity securities of companies that have a strong track record of paying a rising long-term dividend. These securities will typically, but not always be, companies that the Adviser believes are “recession resistant”, defensive in nature, and at the time of investment, have a strong track record of paying a rising long-term dividend income stream to investors. The Adviser considers a company to be “recession resistant”, if it has the potential to reduce long-term volatility within the Fund, has the potential to provide risk-adjusted returns in excess of its benchmark, and historically generates a long-term rising dividend income stream to investors. The Adviser’s screening criteria relating to the Fund’s holdings may include, but are not limited to: a consistent and increasing dividend track record; an existing dividend policy that the Adviser deems sustainable for continued increases; moderate to low demand elasticity for the products and services that the business offers; below average volatility in revenue and earnings relative to the broader market; high revenue and earnings visibility, (for example, substantial recurring revenues with high switching costs); and lower sensitivity to fluctuations in the business cycle. Not all screening criteria must be met in order for a security to be included in the Fund. The Fund will invest mainly in the common stocks of large capitalization U.S. companies, with a focus on dividend-paying stocks that offer the potential for capital growth and also provide current income. The Fund currently defines a large capitalization (large cap) company as one whose market capitalization is at least \$5 billion and, at the time of purchase, is within the range of the market capitalizations of companies in the Russell 1000. The Russell 1000 is an unmanaged index that tracks the highest ranking 1,000 stocks of the Russell 3000. The Russell 1000 represents roughly 93% of the total market capitalization of the Russell 3000. The market capitalizations within the Russell 1000 Index will vary, but as of June 25, 2025, they ranged from approximately \$1.5 billion to \$3.8 trillion.

The **Liberty One Tactical Income ETF** (the “Fund”) Seeks capital appreciation and to provide current income. There is no guarantee that the Fund will achieve its investment objective. The Fund is an actively managed exchange-traded fund (“ETF”) that, under normal market conditions,

invests, directly or indirectly, in a non-diversified portfolio of equity securities and fixed income ETF securities. The Fund utilizes a balanced strategy in that the Fund is generally invested in both equity and fixed income securities. The Adviser will adjust the allocation between equity and fixed income securities based upon market conditions, and generally targets, to be invested between 35% to 65% in equity securities and 35% to 65% in fixed income securities. Market and economic circumstances may cause the Fund to invest beyond these ratios. With respect to the Fund's equity investments, the Fund will invest mainly in the common stocks of large capitalization U.S. companies, with a focus on dividend-paying value stocks that offer the potential for capital growth, current income, or both. The Fund currently defines a large capitalization (large cap) company as one whose market capitalization is at least \$5 billion and, at the time of purchase, is within the range of the market capitalizations of companies in the Russell 1000. The Russell 1000 is an unmanaged index that tracks the highest ranking 1,000 stocks of the Russell 3000. The Russell 1000 represents roughly 93% of the total market capitalization of the Russell 3000. The market capitalizations within the Russell 1000 will vary, but as of June 25, 2025, they ranged from approximately \$1.5 billion to \$3.8 trillion. The Fund's equity investments generally will consist of equity investments with a focus on dividend-paying companies in defensive sectors and/or that operate what the Adviser believes to be "recession resistant" business models. The Fund will invest in companies that are established and mature, market leaders, with a strong financial foundation, offer the potential for reduced volatility, offer high liquidity and have a track record of strong shareholder stewardship and the ability to grow their dividends over time. The Fund's equity investments may not be equally weighted from time to time as the Fund navigates various market conditions and the Adviser manages various risks. Not all screening criteria must be met in order for a security to be included in the Fund

As described more fully in the Trust's prospectus and Statement of Additional Information ("SAI"), the Fund issues and redeems Shares at net asset value ("NAV") only in large blocks of shares, respectively, (each block of Shares called a "Creation Unit") or multiples thereof. Each Creation Unit consists of 10,000 shares. As a practical matter, only brokerdealers or large institutional investors with creation and redemption agreements (called Authorized Participants) can purchase or redeem these Creation Units. Except when aggregated in Creation Units, the Shares may not be redeemed with the Fund.

Dividends from net investment income, if any, are declared and paid annually by the Fund. Distributions of net realized securities gains, if any, generally are declared and paid annually.

Shares are held in book-entry form, which means that no share certificates are issued. The Depository Trust Company or its nominee is the record owner of all outstanding Shares and is recognized as the owner of all Shares for all purposes. The NAV of the Fund is generally determined as of the close of trading (normally 4:00 p.m., Eastern Time) on each day the New York Stock Exchange is open for business. The NAV of the Fund is calculated by dividing the value of the net assets of the Fund (i.e., the value of its total assets less total liabilities) by the total number of outstanding shares of the Fund, generally rounded to the nearest cent.

The registration statement for the Fund describes the various fees and expenses for the Shares. For a more complete description of the Fund and the underlying indexes, visit the Fund's website.

Purchases and Redemptions in Creation Unit Size

IEX Members are hereby informed that procedures for purchases and redemptions of Shares in Creation Units are described in the Trust's Prospectus and SAI and that Shares are not individually redeemable but are redeemable only in Creation Unit aggregations or multiples thereof.

Principal Risks

Interested persons are referred to the discussion in the prospectus for the Fund of the principal risks of an investment in the Fund. These may include, but are not limited to, asset class risk, authorized participant concentration risk, concentration risk, currency risk, cyber security risk, equity securities risk, fluctuation of net asset value risk (NAV), index risk, industry/sector risk, issuer risk, management risk, market maker risk, market risk, market trading risk, non-correlation risk, non-diversification risk, passive investment risk, replication management risk, securities lending risk, tracking error risk, trading issues risk, and valuation risk.

In addition, the market prices of the Shares will fluctuate in accordance with changes in NAV as well as the supply and demand for the Shares. As a result, the Shares may trade at market prices that may differ from their NAV. The NAV of the Shares of the Fund will fluctuate with changes in the market value of the Fund's holdings.

Exchange Rules Applicable to Trading in the Shares

Trading in the Shares on IEX is subject to IEX trading rules.

Trading Hours

The value of the Index underlying the Shares will be disseminated to data vendors every 15 seconds during the Regular Trading Session. The Shares will trade on IEX between 8:00 a.m. and 5:00 p.m. Please note that trading in the Shares during the Exchange's Pre-Market and Post-Market Sessions ("Extended Market Sessions") may result in additional trading risks which include: (1) that the current underlying indicative value may not be updated during the Extended Market Sessions, (2) lower liquidity in the Extended Market Sessions may impact pricing, (3) higher volatility in the Extended Market Sessions may impact pricing, (4) wider spreads may occur in the Extended Markets Sessions, and (5) because the indicative value is not calculated or widely disseminated during the Extended Market Sessions, an investor who is unable to calculate an implied value for the Shares in those sessions may be at a disadvantage to market professionals.

Delivery of a Prospectus

Exchange Members should be mindful of applicable prospectus delivery requirements under the federal securities laws with respect to transactions in the Fund. Prospectuses may be obtained through the Fund's website. The Prospectus for the Fund does not contain all of the information set forth in the Funds Registration Statement (including the exhibits to the Registration Statement), parts of which have been omitted in accordance with the rules and regulations of the SEC. For further information about the Fund, please refer to its Registration Statement.

In the event that the Fund relies upon an order by the SEC exempting the Shares from certain prospectus delivery requirements under Section 24(d) of the 1940 Act and in the future make available a written product description, Exchange Rules require that Exchange Members provide to all purchasers of Shares a written description of the terms and characteristics of such securities, in a form prepared by the Issuer of the Fund, no later than the time a confirmation of the first transaction in the Shares is delivered to such purchaser. In addition, Exchange Members shall

include such a written description with any sales material relating to the Shares that is provided to customers or the public. Any other written materials provided by an IEX member to customers or the public making specific reference to the Shares as an investment vehicle must include a statement in substantially the following form: "A circular describing the terms and characteristics of [the UTP Derivative Securities] has been prepared by the [open-ended management investment company name] and is available from your broker. It is recommended that you obtain and review such circular before purchasing [the UTP Derivative Securities]."

An Exchange member carrying an omnibus account for a non-member broker-dealer is required to inform such non-member that execution of an order to purchase Shares for such omnibus account will be deemed to constitute agreement by the non-member to make such written description available to its customers on the same terms as are directly applicable to such Exchange member under this rule. Upon request of a customer, Exchange Members also shall provide a copy of the Prospectus.

Suitability

Trading in the securities on the Exchange will be subject to the provisions of IEX Rule 3.170 and other applicable suitability rules. Members recommending transactions in the securities to customers should make a determination that the recommendation is suitable for the customer.

Trading Halts

The Exchange will halt trading in the Shares of a security in accordance with the Exchange's Rules. The grounds for a halt include a halt because the intraday indicative value of the security and/or the value of its underlying index are not being disseminated as required, a halt for other regulatory reasons or due to other conditions or circumstances deemed to be detrimental to the maintenance of a free and orderly market.

Exemptive, Interpretive and No-Action Relief Under Federal Securities Regulations

The Securities and Exchange Commission (the "SEC") has issued letters granting exemptive, interpretive and no-action relief from certain provisions of rules under the Securities Exchange Act of 1934 for exchange- traded securities listed and traded on a registered national securities exchange that meet certain criteria.

AS WHAT FOLLOWS IS ONLY A SUMMARY OF THE RELIEF OUTLINED IN THE NO-ACTION LETTERS REFERENCED ABOVE, THE EXCHANGE ADVISES INTERESTED PARTIES TO CONSULT THE NO-ACTION LETTERS FOR MORE COMPLETE INFORMATION REGARDING THE MATTERS COVERED THEREIN AND THE APPLICABILITY OF THE RELIEF GRANTED IN RESPECT OF TRADING IN SECURITIES. INTERESTED PARTIES SHOULD ALSO CONSULT THEIR PROFESSIONAL ADVISORS.

Regulation M Exemptions

Generally, Rules 101 and 102 of Regulation M prohibit any "distribution participant" and its "affiliated purchasers" from bidding for, purchasing, or attempting to induce any person to bid for or purchase any security which is the subject of a distribution until after the applicable restricted period, except as specifically permitted in Regulation M. The provisions of the Rules apply to underwriters, prospective underwriters, brokers, dealers, and other persons who have agreed to participate or are participating in a distribution of securities.

The SEC has granted an exemption from Rule 101 under Regulation M to permit persons participating in a distribution of Shares of the above-mentioned Fund to engage in secondary market transactions in such Shares during their participation in such a distribution. In addition, the SEC has granted relief under Regulation M to permit persons who may be deemed to be participating in the distribution of Shares of the above-mentioned Fund (i) to purchase securities for the purpose of purchasing Creation Unit Aggregations of Fund Shares and (ii) to tender securities for redemption in Creation Unit Aggregations. Further, the SEC has clarified that the tender of Fund Shares to the Fund for redemption does not constitute a bid for or purchase of any of the Funds' securities during the restricted period of Rule 101. The SEC has also granted an exemption pursuant to paragraph (e) of Rule 102 under Regulation M to allow the redemption of Fund Shares in Creation Unit Aggregations during the continuous offering of Shares.

Rule 14e-5

An exemption from Rule 14e-5 has been granted to permit any person acting as a dealer-manager of a tender offer for a component security of the Fund (1) to redeem Fund Shares in Creation Unit Aggregations from the issuer that may include a security subject to such tender offer and (2) to purchase Fund Shares during such tender offer. In addition, a no-action position has been taken under Rule 14e-5 if a broker-dealer acting as a dealer-manager of a tender offer for a security of the Fund purchases or arranges to purchase such securities in the secondary market for the purpose of tendering such securities to purchase one or more Creation Unit Aggregations of Shares, if made in conformance with the following:

1. such bids or purchases are effected in the ordinary course of business, in connection with a basket of 20 or more securities in which any security that is the subject of a distribution, or any reference security, does not comprise more than 5% of the value of the basket purchase; or
2. purchases are effected as adjustments to such basket in the ordinary course of business as a result of a change in the composition of the underlying index; and
3. such bids or purchases are not effected for the purpose of facilitating such tender offer.

SEC Rule 15c1-5 and 15c1-6

The SEC has taken a no-action position with respect to Rule 15c1-5 and Rule 15c1-6 as to the required disclosure of control by a broker or dealer with respect to creations and redemptions of Fund Shares and secondary market transactions therein. (See letter from Catherine McGuire, Chief Counsel, SEC Division of Market Regulation, to Securities Industry Association, Derivative Products Committee, dated November 21, 2005.)

This Information Circular is not a statutory prospectus. Members should consult the Prospectus for a security and the security's website for relevant information.

Please contact IEX Regulation at 646-343-2000 with any inquiries regarding this Information Circular.