

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

Part I Reporting Issuer

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|--|---|--|---|
| 1 Issuer's name Overlay Shares Large Cap Equity ETF | | 2 Issuer's employer identification number (EIN) 84-2374583 | |
| 3 Name of contact for additional information Andrew Rappi | 4 Telephone No. of contact 414-232-5490 | 5 Email address of contact andrew.rappi@usbank.com | |
| 6 Number and street (or P.O. box if mail is not delivered to street address) of contact 615 East Michigan Street | | 7 City, town, or post office, state, and ZIP code of contact Milwaukee, WI 53202 | |
| 8 Date of action SEE BOX 14 | | 9 Classification and description RETURN OF CAPITAL DISTRIBUTION | |
| 10 CUSIP number 53656F805 | 11 Serial number(s) NOT APPLICABLE | 12 Ticker symbol OVL | 13 Account number(s) NOT APPLICABLE |

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ THE OVERLAY SHARES LARGE CAP EQUITY ETF PAID CAPITAL DISTRIBUTIONS TO THE SHAREHOLDERS OF RECORD ON THE DATES LISTED BELOW, A PORTION OF WHICH CONSTITUTES A NON-TAXABLE RETURN.

RECORD DATE: 4/3/25; PAYABLE DATE 4/4/25; RETURN OF CAPITAL 100.000% OF TOTAL DISTRIBUTION
RECORD DATE: 7/3/25; PAYABLE DATE 7/7/25; RETURN OF CAPITAL 100.000% OF TOTAL DISTRIBUTION

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ THE PORTION OF THE DISTRIBUTION THAT CONSTITUTES RETURN OF CAPITAL WILL DECREASE A U.S. TAXPAYER'S BASIS IN THE SHARES OF THE ISSUER. THE TOTAL NONTAXABLE RETURN OF CAPITAL PORTION OF THE DIVIDENDS PAID IS LISTED BELOW.

RECORD DATE: 4/3/25; PAYABLE DATE 4/4/25; RETURN OF CAPITAL PER SHARE .37355000
RECORD DATE: 7/3/25; PAYABLE DATE 7/7/25; RETURN OF CAPITAL PER SHARE .38961000

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ THE FUND COMPUTED THE AMOUNT OF EARNINGS AND PROFITS FOR THE FISCAL YEAR ENDING AUGUST 31, 2025. THE AMOUNT OF THE DISTRIBUTIONS THAT CONSTITUTE NONTAXABLE RETURN OF CAPITAL IS THE AMOUNT BY WHICH THE DISTRIBUTIONS MADE (ON A PER SHARE BASIS) EXCEEDED EARNINGS AND PROFITS PER SHARE.

Part II Organizational Action *(continued)*

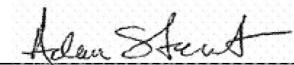
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ IRC 301,316

18 Can any resulting loss be recognized? ▶ **NO LOSS CAN BE RECOGNIZED BY THE SHAREHOLDERS OF RECORD ON THE DATES LISTED BELOW FOR THE NONTAXABLE RETURN OF CAPITAL RECEIVED.**

RECORD DATE 4/3/25
RECORD DATE 7/3/25

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ **THE INFORMATION PROVIDED ABOVE WILL BE PROVIDED ON THE SHAREHOLDERS 20261099 DIV STATEMENT BOX 3.**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here
Signature ▶  Date ▶ 06/17/2026
Print your name ▶ Adam Stewart Title ▶ Partner

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|-------------------------------|----------------------------|----------------------|------|---|--------------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | Firm's name ▶ | | | | Firm's EIN ▶ |
| | Firm's address ▶ | | | | Phone no. |