



Citi Private Alternatives, LLC

Client Relationship Summary

Effective March 15, 2024

Citi Private Alternatives, LLC (“we” or “us”), previously known as “Citi Private Advisory, LLC”, is registered as a broker-dealer with the U.S. Securities and Exchange Commission. We are also a member of the Financial Industry Regulatory Authority, Inc. and the Securities Investor Protection Corporation. We provide brokerage services related to the placement of private investment funds as described below. Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences. This relationship summary is designed to provide you with information about the different services that we offer and how we charge for those services. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

What broker-dealer services and advice can you provide me?

We act as a broker-dealer to private investment funds (“Proprietary Funds” and “Funds of Funds”, together referred to as “Citi Private Funds”) and provide brokerage services only in connection with the placement of Citi Private Funds and private investment funds managed by third parties (“Third-Party Funds”). The principal brokerage services, accounts, and investments we make available are described below.

- We distribute interests (a) in Citi Private Funds, including those that invest primarily in individual Third-Party Funds, including hedge funds, private equity funds, real estate funds and co-investment opportunities, and (b) of direct Third-Party Funds. We distribute such interests to individual clients through our Direct Hedge Funds, HedgeForum, Private Equity, and Real Estate Platforms (collectively, “Platforms”).

Ask us: Given my financial situation, should I choose a brokerage service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

- There are eligibility requirements for Citi Private Funds and Third-Party Funds which have minimum subscription amounts that vary by fund and class of interest. These requirements and minimums may be waived in certain cases. Ask your financial professional for more details. We may provide you with a recommendation as your broker dealer, but you decide whether to make each investment.

What fees will I pay?

Principal Fees and Costs

- Investments in Citi Private Funds and Third-Party Funds are subject to one-time placement fees paid to us for providing distribution services. The placement fee is a percentage of the amount invested or committed and varies depending on the type of fund and size of the investment. The placement fee may be waived in whole or in part. Placement fees give us an incentive to recommend that you invest greater amounts in Citi Private Funds and Third-Party Funds.

Other Fees and Costs

- Each Citi Private Fund and Third-Party Fund incurs its own organizational, offering, operating, and administrative expenses. Investors in a Citi Private Fund or Third-Party Fund bear such expenses indirectly in proportion to their investments, and investors in a Citi Private Fund will bear such expenses at both the Citi Private Fund level and at the Third-Party Fund level.

- Each Citi Private Fund also pays a proportional share of the fees and expenses of its underlying Third-Party Fund(s). Investors in these products bear such expenses indirectly in proportion to their investments. When we sell Third-Party Funds, we may receive a portion of an underlying Third-Party Fund's management and performance fees, which gives us an incentive to prefer Third-Party Funds or Citi Private Funds invested in the Third-Party Funds that share such fees.
- **Third-Party and Revenue Sharing Payments:** We and our affiliates receive fees or other compensation from underlying Third-Party Funds or their managers for providing certain services, such as placement, investor relations, and distribution services. Certain managers of underlying Third-Party Funds also share with us a portion of their performance fees, as well as other fees related to your investment. In addition, we and our affiliates also may receive non-solicitation fees. Third-party and revenue sharing payments give us an incentive to favor the Third-Party Funds and managers that make these payments.

Ask us: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Detailed information about fees and costs can be found in our Regulation Best Interest Disclosure Statement and Related Information for Retirement Accounts. You can find more information on Citi Private Bank ("CPB") and Wealth at Work ("WaW") on their websites. Please make sure you understand what fees and costs you are paying by reviewing any account, subscription or offering documentation provided to you.

What are your legal obligations to me when providing recommendations as my broker-dealer? How else does your firm make money and what conflicts of interest do you have?

When we provide you with a recommendation as your broker-dealer, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the recommendations and investment advice, we provide you. Here are some examples to help you understand what this means. Conflicts of interest will vary depending on the product, account, and relationship you have with us.

- **Proprietary Products:** We recommend or may assist you with investing in Citi Private Funds. We and our affiliates receive compensation from Citi Private Funds when you invest in them. This compensation gives us an incentive to favor investment in Citi Private Funds. The more assets you have in an asset-based fee account, the more you will pay us and/or our affiliates in fees. This gives us an incentive to encourage you to increase the size of your account.

Ask us: How might your conflicts of interest affect me, and how will you address them?

How do your financial professionals make money?

Our financial professionals earn a salary and typically receive variable compensation, such as incentive compensation or a discretionary bonus. The amount of variable compensation is based on a variety of factors – such as the size of the total annual revenue attributed to the financial professional, the performance of our business, and the growth in revenue or assets (under management). The way we compensate our financial professionals creates a conflict of interest because our financial professionals receive compensation that is tied, directly or indirectly, to the revenue he or she generates. This type of compensation arrangement influences the advice or recommendations that our financial professionals make to you including with respect to the type of product they recommend.

As noted above, our financial professionals receive a portion of their compensation based, in part, on the fees or commissions that you pay for our services. As a result, our financial professionals have an incentive to encourage you to invest with us and to increase the size of your investment and an incentive to encourage you to trade more frequently. In addition, our financial professionals receive different amounts of compensation for selling different types of investment products or services. There is a conflict of interest when our financial professionals recommend a product or service to you where it is expected that we (and the financial professional) will earn greater revenue than we earn in connection with other products or services. This influences our financial professionals to favor one type of product or service over another. For example, a conflict of interest arises because financial professionals earn more for selling products and services that charge ongoing fees, such as certain Citi Private Funds and Third-Party Funds. This type of compensation arrangement creates an incentive to sell such funds because financial professionals earn more for selling these funds than they earn for selling other types of products.

Sponsors and investment advisers in respect of funds included on the Platforms provide our financial professionals occasional meals, leisure or entertainment outings, small gifts, and promotional items. In addition, these third-parties pay for certain expenses—including travel, lodging, meals, presentation materials, and room rentals—that are related to training meetings or meetings with clients or prospective clients where their investment products or service offerings are discussed or promoted. The benefits that these sponsors and investment advisers provide to our financial professionals present a conflict of interest and incentivize our financial professionals to favor certain product sponsors, investment advisers, or products over others that do not provide the same benefits.

Although your financial professional must make recommendations and provide advice that is in your best interest, these forms of compensation create a conflict of interest and encourage your financial professional to act in a way that maximizes his or her compensation.

Ask us: As a financial professional, do you have any disciplinary history? For what type of conduct?

Do you or your financial professionals have legal or disciplinary history?

Yes. A free and simple search tool to research us and our financial advisors can be found at [Investor.gov/CRS](https://www.investor.gov/crs).

Additional Information

Please click [here](https://www.privatebank.citibank.com/home/cgmi-cpa-regulation-best-interest-information.html) or visit <https://www.privatebank.citibank.com/home/cgmi-cpa-regulation-best-interest-information.html> for more information about our brokerage services, including a copy of this relationship summary. To request up-to-date information or a copy of this relationship summary, please call us at 212-559-1000.

Ask us: Who is my primary contact person? Is he or she a representative of a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?