



# Key Information Document

This document provides you with the key information about this investment product. It is not marketing material. The information is required by law to help you understand the nature, risks, costs, potential gains and losses of this product and to help you compare it with other products.

**You are about to purchase a product that is not simple and may be difficult to understand.**

Name: AccorInvest Colony Offshore Feeder Fund II, Ltd. (the “fund”)  
Series: C  
LEI:  
Legal Name of PRIIP Manufacturer: Citi Private Advisory, LLC

Website: [www.privatebank.citibank.com](http://www.privatebank.citibank.com)  
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Regulator: SEC  
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## What is this product?

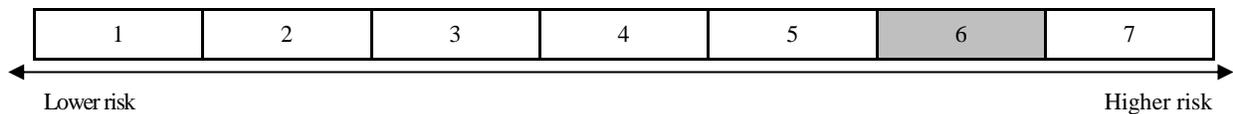
**Type:** The fund is a closed-end fund organized as a Cayman Islands exempted company established under the Companies Law (2018 Revision) of the Cayman Islands as amended from time to time.

**Objectives:** The fund is being established solely to provide investors with the opportunity to invest indirectly substantially all of its assets in shares in AccorInvest Colony Fund S.C.A. (Luxembourg SCA) (the “Master Fund” or the “Company”). The Master Fund’s investment objective is to generate risk-adjusted returns by obtaining an indirect exposure to AccorInvest Group SA, which holds real estate and business assets related to hotels located mainly in Europe (the “Portfolio”). The Master Fund will deliver risk-adjusted returns based on a yield from the Portfolio, and through a value creation strategy intended to increase the Gross Asset Value of the Portfolio. The Master Fund intends to hold the investment for a period of 6 years from the first closing which was on August 21, 2018 and can be extended up to 2 years by two one-year extensions. The return of the fund depends on the performance of the Master Fund investment as mentioned above. The risk and reward profile of the fund is directly related to the recommended holding period (full 7-years) and assumes you will hold the fund for such period, as set out below. For full details on the objectives of the fund, please refer to the confidential offering memorandum of the fund (the “Offering Memorandum”).

**Intended Retail Investor:** An investment in the fund is suitable only for certain sophisticated investors who have no need for immediate liquidity in their investment. The fund is intended for investors who are willing to subject the principal to increased risk in order to potentially generate a greater rate of return. The minimum investment amount is €5,000,000 although the management shareholder of the fund reserves the right to accept smaller commitments from limited shareholders. It is intended that the fund will be marketed and sold to retail investors within the UK who fall within one of the exemptions under section 4.12.4 of the UK Financial Conduct Authority’s Conduct of Business rules and is only suitable for investors who are able to bear potential investment loss and are prepared to hold the investment for an indefinite period of time. The investor must also have experience and a good understanding of private equity and real estate investments and their inherent risks. The shareholders must at all times be able to meet its capital commitment requirements per the terms of the funds constitutional documents. For further details, please refer to the Offering Memorandum.

**Term:** The fund is expected to terminate upon the expiration or termination of the term of the Company in certain other circumstances set out in the fund’s Articles and the Shareholders Agreement. The Company has been created with a limited duration and will be automatically put into liquidation on the sixth (6th) anniversary of the first closing, which took place on August 21, 2018, subject to: (a) the right of the general partner of the Company to extend the term for up to two (2) consecutive one-year extensions; provided, any decision to extend the term will be taken by the general partner in consideration of, and with a view to the proper and timely discharge of the Company (remaining) underlying obligations and commitments to its investments; and (b) the right of the Company’s shareholders at a general meeting to put the Company into liquidation at an earlier date by way of a special general meeting resolution. The manufacturer, Citi Private Advisory, LLC, is not entitled to terminate this product unilaterally. However, while the product cannot be automatically terminated, the fund’s management shareholder may compulsorily withdraw all or any interest in the name of any investor subject to the provisions of the fund’s Offering Memorandum.

## What are the risks and what could I get in return?



The Recommended Holding Period of the fund is 7 years. The risk indicator assumes you keep the product for the 7-year recommended holding period. The actual risk can vary significantly if you cash in at an earlier stage and you may get back less. Be aware that it may not be possible for you to sell early, or if you do so, you may incur additional costs and losses.

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because the fund is not able to pay you. We have classified this product as 6 out of 7, which is the second highest risk class. This rates the potential losses from future performance at a high level, and poor market conditions are very likely to impact the capacity of the fund to pay you. An investment into the fund constitutes a speculative, high risk investment (some or even all of the capital invested could be lost and is only suitable for persons who can withstand such losses).

**Be aware of currency risk. As the base currency of the fund is EUR, you will receive payments in a different currency, so the final return you will get depends on the exchange rate between the two currencies. This risk is not considered in the indicator shown above.**

This product does not include any protection from future market performance so you could lose some or all of your investment. If the fund is not able to pay you what is owed, you could lose your entire investment.

Investment €10,000		7 Years (Recommended Holding Period)*
Performance Scenario		
Unfavourable Scenario	What you might get back after costs	€12,597
	Average return each year	3.35%
Moderate Scenario	What you might get back after costs	€15,850
	Average return each year	6.80%
Favourable Scenario	What you might get back after costs	€17,964
	Average return each year	8.73%

**Market developments in the future cannot be accurately predicted. The scenarios shown are only an indication of some of the possible outcomes based on recent returns. Actual returns could be lower.**

\*Recommended Holding Period is based on an 7-year hold period and assumes minimum holding period and the two 1-year extensions periods.

This table shows the money you could get back over the next 7 years, under different scenarios, assuming that you invest €10,000.

The scenarios shown illustrate how your investment could perform. You can compare them with the scenarios of other products.

The scenarios presented are an estimate of future performance based on evidence from the past, and are not an exact indicator. What you get will vary depending on how the market performs and how long you keep the product.

This product cannot be easily cashed in. This means it is difficult to estimate how much you would get back if you cash in before the end of the recommended holding period. You will either be unable to cash in early or you will have to pay high costs or make a large loss if you do so.

The figures shown include all the costs of the product itself, and include the costs of your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

Please refer to the Offering Memorandum and the fund's articles and memorandum for full details on the distribution and withdrawal processes.

## What happens if Citi Private Advisory, LLC is unable to pay out?

You may face a financial loss due to the default of the fund. These losses are not covered by an investor compensation or guarantee scheme.

## What are the costs?

The Reduction in Yield (RIY) shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs.

The amounts shown here are the cumulative costs of the product itself, for the indicated holding period. They include potential early exit penalties. The figures assume you invest €10,000. The figures are estimates and may change in the future.

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Investment Scenarios €10,000	If you cash in after 7 years (recommended)
<b>Total Costs</b>	<b>€2,326</b>
<b>Impact on return (RIY) per year</b>	<b>2.63%</b>

The table below shows the impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period (7 years) and the meaning of the different cost categories.

<b>One-off Costs</b>	<b>Entry Costs</b>	0.24%	The impact of the costs you pay when entering your investment. This includes the costs of distribution of your product.
	<b>Exit Costs</b>	0.00%	The impact of the costs of exiting your investment when it matures.
<b>Ongoing costs</b>	<b>Portfolio transaction costs</b>	0.00%	The impact of the costs of us buying and selling the underlying investment for the product.
	<b>Other ongoing costs</b>	2.38%	The impact of the costs that we take each for managing your investments plus other recurring costs.
<b>Incidental costs</b>	<b>Performance fee</b>	n.a.	The impact of the performance fee.
	<b>Carried Interest</b>	n.a.	The impact of carried interests.

The costs figures above are an estimate of the costs that may be incurred by the investor. Carried interest of 10% is charged at the Master Fund level subject to a preferred return of 8% per annum to investors. Please refer to the Master Fund's confidential private placement memorandum for more details.

## How long should I hold it and can I take money out early?

The recommended holding period of the fund is expected to be 7 years, based on the minimum 5-year term remaining with the two 1-year extensions utilized. Given that private equity investments should be considered over the medium to long term holding period, investors should be prepared to hold their interest at least until the end of the recommended holding period. There is no guarantee or promise for any interim liquidity during either the minimum or the recommended holding period.

A shareholder may not sell, redeem, transfer or assign its interests without the prior written consent of the management shareholder and (subject to certain limited exceptions set out in the articles and memorandum) may not withdraw from the fund. Interests in the fund are not freely transferable, are not readily tradable on any exchange or market, and there are no redemption or withdrawal rights. As a result, interests must be held on a long-term basis.

Any shareholder that fails to make, when due, any portion of the capital contribution to the fund required to be contributed by such shareholder pursuant to the shareholder agreement, may in the discretion of the management shareholder, be subject to the processes and remedies regarding default by a shareholder as described in the shareholder agreement and the Offering Memorandum of the fund and the Master Fund.

## How can I complain?

Should you have a complaint about the fund, Citi Private Advisory LLC and/or any person advising on or selling the fund, please contact your Private Banker directly. Alternatively, you can submit your claim in writing to CPB UK Complaints, Citi Private Bank, Citibank N.A., London Branch/Citibank Europe Plc (UK branch), Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB or by email to [cpbukcomplaints@citi.com](mailto:cpbukcomplaints@citi.com). Additional information on the complaints procedure can be found at: <https://www.privatebank.citibank.com/managedinvestments/KIDs/>

## Other Relevant information

This document may not contain all the information you need to make a decision about whether to invest in the fund and you should read the Offering Memoranda well as consult <https://www.privatebank.citibank.com/managedinvestments/kids/> before making a decision to invest. Please contact your Private Banker for the Offering Memorandum and any additional information available regarding the fund.