



Citigroup Private Advisory, LLC

Client Relationship Summary

Effective June 30, 2020

Citi Private Advisory, LLC (“we” or “us”) is registered as a broker-dealer and an investment adviser with the U.S. Securities and Exchange Commission. We offer investment advisory services to private investment funds and to individual clients through separately managed accounts, and we provide brokerage services related to the placement of private investment funds. Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences.

Free and simple tools are available to research firms and financial professionals at Investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

We act as an investment adviser to private investment funds (“Proprietary Funds”) and to individual clients through separately managed accounts (“Managed Accounts”). We provide brokerage services only in connection with the placement of Proprietary Funds and private investment funds managed by third parties (“Third-Party Funds”). The principal advisory and brokerage services, accounts, and investments we make available are described below.

- We advise Proprietary Funds that invest primarily in individual Third-Party Funds, including hedge funds, private equity funds, real estate funds, and co-investment opportunities (such Proprietary Funds, “Feeders”). We distribute interests in Feeders and Third-Party Funds to individual clients through our Direct Hedge Funds, HedgeForum, Private Equity, and Real Estate Platforms.
- We advise Proprietary Funds that invest primarily in a portfolio of Third-Party Funds (such Proprietary Funds, “Funds of Funds”), including either hedge funds (such Funds of Funds, “Funds of Hedge Funds”) or private equity funds, real estate funds, and/or co-investment opportunities (such Funds of Funds, “Funds of PERE Funds”). We distribute interests in Funds of Funds to individual clients, and for certain clients of our affiliates, we offer customized portfolios of Funds of Hedge Funds (“Dedicated Portfolios”).
- There are eligibility requirements for you to open and maintain a Managed Account or invest in a Dedicated Portfolio. In addition, Proprietary and Third-Party Funds 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.

More information about our investment advisory services and related brokerage services can be found in our [Firm Brochure](#).

What fees will I pay?

Principal Fees and Costs

- If you invest in a Proprietary Fund or Managed Account, you will pay us, as investment adviser, a management fee that typically is based on the value of your investment or account or the amount you commit to invest. Asset-based management fees give us an incentive to recommend these products so as to increase the amount of assets under our management and our fees.
- Investments in Proprietary and Third-Party Funds are also subject to one-time placement fees paid to us or our affiliates 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 Proprietary and Third-Party Funds.

Other Fees and Costs

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

Ask us: Given my financial situation, should I choose an investment advisory service? Should I choose a brokerage service? Should I choose both types of services? 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?

- We advise Managed Accounts that invest primarily in Proprietary Funds and Third-Party Funds, including Third-Party Funds not otherwise offered on our Platforms. For discretionary Managed Accounts, we construct and manage your account's portfolio without asking you in advance. For non-discretionary Managed Accounts, we provide advice about your account's portfolio, but you decide whether to make each investment.
- We provide ongoing monitoring and rebalancing advice for Managed Accounts, Funds of Hedge Funds, and Dedicated Portfolios. For all of the private investment funds we offer, we monitor the underlying funds and their managers.

INVESTMENT AND INSURANCE PRODUCTS: NOT FDIC INSURED • NOT CDIC INSURED • NOT A BANK DEPOSIT • NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY OR ANY GOVERNMENTAL AGENCY OUTSIDE OF THE UNITED STATES • NO BANK GUARANTEE • MAY LOSE VALUE

- Each Proprietary Fund and Managed Account also pays a proportional share of the fees and expenses of its underlying Third-Party Fund(s), including management fees and performance fees. Investors in these products bear such expenses indirectly in proportion to their investments. Managed Account investors invested in Proprietary Funds generally will bear a reduced amount of such fees and expenses through “no fee” share classes. 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 Proprietary Funds invested in the Third Party Funds that share such fees.
- If you invest in a Managed Account you will generally incur fees for sub-custodial and related services, and may incur other fees and costs at times, such as when individual securities are held in a Managed Account.

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. Please make sure you understand what fees and costs you are paying by reviewing any account, subscription or offering documentation provided to you.

More information about our advisory and brokerage fees and costs can be found in our [Firm Brochure](#).

What are your legal obligations to me when providing recommendations as my broker-dealer or when acting as my investment adviser? 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 or act as your investment adviser, 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.

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

- **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.

More information about our conflicts of interest can be found in our [Firm Brochure](#).

How do your financial professionals make money?

Our financial professionals earn a salary and may receive a form of variable compensation, such as a bonus. None of our financial professionals directly receives any compensation for the sale of securities or other investment products advised by us. The bonus is based on a number of financial and non-financial factors, such as revenue growth, investment performance, and contributions to our corporate culture.

The bonus may be based in part on the growth of our business, the business of our affiliates, and the business of the financial professional. This gives our financial professionals an incentive to encourage you to invest with us and to increase the size of your investment.

Investment product sponsors and third-party investment advisers that participate in our account programs may provide our financial professionals occasional meals, leisure or entertainment outings, small gifts, and promotional items. In addition, these third parties may 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 product sponsors and investment advisers provide to our financial professionals may incline 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 provide advice that is in your best interest, these forms of compensation may encourage your financial professional to act in a way that maximizes his or her compensation.

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.

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

Additional Information

Please [click here](#) or visit <https://www.privatebank.citibank.com/home/cgmi-cpa-regulation-best-interest-information.html> for more information about our brokerage and investment advisory 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 an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*