



# Important New Account Information

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INVESTMENT AND INSURANCE PRODUCTS: NOT FDIC INSURED • NOT A BANK DEPOSIT  
• NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY • NO BANK GUARANTEE • MAY LOSE VALUE

# Important New Account Information

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***Important New Account Information*** describes some of the benefits and features of your Citigroup Global Markets Inc. ("CGMI") investment account. Please contact your advisor if you would like additional information on the many products and services offered or if we can answer any further questions in conjunction with CGMI's Form Client Relationship Summary ("Form CRS") and the Regulation Best Interest Disclosure Statement, which can be found at <https://www.privatebank.citibank.com/home/cgmi-cpa-regulation-best-interest.information.html>.

This booklet contains important information required to process and maintain your investment account.

Investment products are offered through Citigroup Global Markets Inc ("CGMI"). Member SIPC. Accounts carried by Pershing LLC ("Pershing" or "Clearing Firm"), Member SIPC, FINRA, NYSE. Insurance is offered through Citigroup Life Agency LLC ("CLA"). In California, CLA does business as Citigroup Life Insurance Agency, LLC (license number OG56746). CGMI, CLA and Citibank, N.A. are affiliated companies under the common control of Citigroup Inc. Citi and Citi with Arc design are registered service marks of Citigroup Inc. and its affiliates and are used and registered throughout the world.

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# I. Account Opening Procedures

The agreement(s) provided within your new account materials and information in this booklet explain the terms and conditions under which your account(s) are maintained. Please note that your signature demonstrates your agreement to and understanding of the terms and conditions of these agreements. If this is a multiple party account, all parties must sign the Account Application and Client Agreement.

## Tax Information

If you are a U.S. citizen or a U.S. resident alien, you must complete the tax certification section (Form W-9) indicating:

1. your correct taxpayer identification number,
2. your backup withholding status, and
3. you are a U.S. person (including a U.S. resident alien).

If you are neither a U.S. citizen nor a U.S. resident alien, you must certify your status as a non-U.S. person by completing a Certificate of Foreign Status, Form W-8BEN.

*Citigroup Inc. and its affiliates do not provide tax or legal advice. To the extent that this material or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. Any such taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.*

## Borrowing Privileges

CGMI makes available margin through Pershing, which allows you to borrow against the value of eligible securities in your account. While CGMI will set margin rates, approve accounts for margin and make other substantive decisions regarding the provision of these loans, Pershing is the margin lender.

If you do not wish to have the ability to borrow using your eligible securities or purchase or sell securities in a margin account, you should check the relevant box on your application. The terms applicable to margin can be found in your client agreement under the "Additional Terms for Margin Accounts" section. In addition, please review both the "Credit Terms" section of this booklet as well as the "Credit and Margin Disclosures" section that can be found within the "Pershing Disclosure Statement". Please also refer to the Margin Disclosure Statement contained in this booklet for further important information relating to borrowing against securities Form CRS and the Regulation Best Interest Disclosure Statement also include additional important information about margin.

**Note:** Borrowing against securities involves risks and may not be appropriate for everyone. If securities used as collateral decline in value below a minimum level, you may be required to deposit additional cash or securities. If you cannot do so, all or a portion of your collateral could be liquidated without further notice to you. Securities to be liquidated will be chosen by CGMI or Pershing. A forced liquidation could create tax consequences. Please refer to the Margin Disclosure Statement for further information relating to borrowing against securities.

## Account Fees

Your CGMI investment account is subject to several fees which are charged to your account and which may be modified from time to time upon prior notice. With certain exceptions, a transaction fee of \$6.00 is charged on each transaction. You will be charged a basic annual account fee of \$75 with a cap of \$150 per client household. The annual account fee and transaction fee may be waived based on the type of relationship you have with CGMI. CGMI reserves the right to charge clients a \$95 transfer fee, for each account that is transferred to another firm. A \$95 physical certificate fee may be applied for each physical certificate issued and shipped from a client's account. Certain services and products, such as IRAs and other retirement accounts, have fees associated with them. Your advisor can give you specific information on the fee structure and the circumstances under which fees may be charged or waived. Please also refer to Form CRS and the Regulation Best Interest Disclosure Statement for additional information regarding Account Fees.

## II. Account Protections and Processes

### Account Protection

As a CGMI client, the protection provided in your account exceeds what the law requires. While most brokerage firm clients are entitled to protection provided through the Securities Investor Protection Corporation (“SIPC”), you also receive protection supplemental to SIPC, which is provided by Pershing, our Clearing Firm, at no cost to you.

Please be aware of the following:

- CGMI and our Clearing Firm are required to comply with protection standards set forth by the Securities and Exchange Commission.
- We maintain capital well in excess of the levels required by the SEC.
- Fully paid for and excess margin securities held in CGMI accounts are segregated from our and our Clearing Firm’s assets in compliance with SEC Rule 15c3-3. The SEC and FINRA regularly audit the safeguards and controls set up to protect client assets held in accounts at CGMI.
- In the event of a forced liquidation of CGMI or the Clearing Firm, your cash and securities will be made available to the trustee of those proceedings to transfer to you or to another broker-dealer.

### SIPC

SIPC provides protection to clients of its member firms in the event a firm becomes insolvent. SIPC does not insure against the failure of the issuer of a security.

SIPC protects against the loss of client securities up to a total of \$500,000 (of which \$250,000 may be in cash) per client in each separate capacity.

Money market funds are considered to be securities for SIPC purposes.

SIPC does not cover market losses, and it does not cover certain types of investments such as commodity and futures contracts, currency and investment contracts (such as limited partnerships), fixed annuity contracts, physical commodities, and foreign currency. Deposits in the Bank Deposit Program are also not covered by SIPC or other supplemental protection. Repurchase and reverse repurchase transactions, as well as securities lending and borrowing transactions, may not be covered.

Information regarding SIPC, including the SIPC Information Brochure, may be obtained by contacting SIPC directly through [www.sipc.org](http://www.sipc.org) or by telephone 202-371-8300.

### Excess of SIPC Coverage Through Underwriters at Lloyd’s and Other Commercial Insurers

In addition to SIPC protection, Pershing provides coverage in excess of SIPC limits from certain underwriters in Lloyd’s insurance market and other commercial insurers. The excess of SIPC coverage is valid through February 10, 2021 for Pershing LLC accounts. It provides the following protection for Pershing LLC’s global client assets:

- An aggregate loss limit of \$1 billion for eligible securities – over all client accounts
- A per-client loss limit of \$1.9 million for cash awaiting reinvestment – within the aggregate loss limit of \$1 billion

SIPC and the excess of SIPC coverage do not protect against loss due to market fluctuation.

An excess of SIPC claim would only arise if Pershing failed financially and client assets for covered accounts – as defined by SIPC – cannot be located due to theft, misplacement, destruction, burglary, robbery, embezzlement, abstraction, failure to obtain or maintain possession or control of client securities, or to maintain the special reserve bank account required by applicable rules.

For more information about Lloyd’s, please see [lloyds.com](http://lloyds.com).

<sup>1</sup> For the most up to date disclosure language concerning Excess of SIPC coverage please go to [www.pershing.com](http://www.pershing.com) – About – Pershing at a Glance – Scroll down to Strength and Stability and click on LEARN MORE.

## Multiple Accounts

In general, account protection limits are per single client, even though a client may maintain several different accounts. However, when a client holds accounts in separate capacities (for example, single account, joint account or trustee account), each of these accounts may be protected up to the specific amounts.

## FDIC Insurance

Certificates of deposit (“CDs”) and other FDIC insured securities issued by FDIC member institutions that are purchased through CGMI and the deposit accounts maintained through the Bank Deposit Program described herein are eligible for FDIC insurance up to applicable limits (visit [www.fdic.gov](http://www.fdic.gov) or review the applicable disclosure document for details). All other investment or insurance products sold through CGMI are:

- not insured by the FDIC;
- not a deposit or other obligation of a depository institution and are not guaranteed by a depository institution;
- subject to investment risks, including the possible loss of the principal amount invested.

CGMI and Pershing are registered broker-dealers, not banks.

## Notice of Business Continuity Preparedness

CGMI is committed to providing uninterrupted service and support to its clients. We recognize that certain uncontrollable events can cause varying degrees of disruption to normal business processes. For example, a severe storm can adversely affect the ability of staff to report to work on a given day. Events of greater severity, such as a regional electrical blackout or an intentionally destructive act, could cause wider concern and disruption. CGMI and its Citigroup affiliates recognize the responsibility to our customers to continue critical operations during such events, including providing access to funds and securities. Our goal is to meet this obligation with minimal interruption – on the same day, if possible – given the circumstances and scope of any disruptive event.

CGMI would like its clients and potential clients to be aware that the it has developed and maintains written business continuity plans we believe not only provide effective responses to a wide variety of disruptive events, but better enable the Firm to continue critical operations during a business disruption.

**What does the CGMI's business continuity plan address?** CGMI's business continuity plans provide for continuity of critical operations and other activities during a variety of disruptions. They include client support responses such as conducting operations from alternate sites in different locations, if necessary, operating across multiple power grids or operating with self-generating facilities while maintaining the CGMI's presence in the marketplace and servicing client accounts. These plans are designed to enable CGMI to continue critical operations whether the disruption is firm-wide or city-wide, affecting an entire business, district, region or a single building.

CGMI believes it is important that its clients remain confident in our commitment and ability to provide ongoing services and uninterrupted access to funds and securities in the event of a business disruption. To maintain effective and secure plans, we keep them confidential and so do not provide specific details in this notice.

In addition, CGMI is committed to maintaining effective communications with its clients during a business disruption. General information for Citigroup companies may be obtained by visiting the corporate Internet site at [www.citigroup.com](http://www.citigroup.com).

Our business continuity plans are reviewed and tested to ensure appropriate enhancements are implemented as technology improves, business plans evolve, or regulatory requirements change. Senior management has designated a corporate head of business continuity and CGMI's plans and supporting documents are subject to review by both internal and external auditors as well as examination by industry regulators. Should material changes to the plans occur, this “Notice of Business Continuity Preparedness” will be updated as appropriate. We may modify this notice at any time with such modifications becoming effective upon posting to our website. You may obtain a current copy of this notice by contacting your advisor, visiting one of our branch locations, or by accessing our website.

# III. Available Programs, Products and Other Information

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## Brokerage and Investment Advisory Accounts

CGMI is registered as both a broker-dealer and as an investment advisor under federal and state securities laws, and provides services in both capacities. As a broker-dealer, CGMI also is a member of the Financial Industry Regulatory Authority (FINRA) and other self-regulatory entities. CGMI has a legal obligation to act in your best interest whether we are acting as your investment adviser or broker-dealer. Because you can receive both brokerage and investment advisory services through CGMI, we want you to be informed of the differences between those types of services. You should also review our Form CRS <https://www.privatebank.citibank.com/home/cgmi-cpa-regulation-best-interest.information.html>, Regulation Best Interest Disclosure Statement <https://www.privatebank.citibank.com/home/cgmi-cpa-regulation-best-interest.information.html>, and Form ADV <http://www.citi.com/investorinfo/advisoryprivacy/> for a more detailed description of the differences between brokerage and advisory services. There are several fundamental differences between brokerage services and advisory services.

Brokerage services are transactional and primarily involve assisting a customer with purchases and sales of securities. We make recommendations to customers about buying, selling, and holding securities in brokerage accounts, but the customer makes final investment decisions for the account. We do not monitor any investments in brokerage accounts. For brokerage services, a customer pays a transaction-based fee, sometimes called a commission or a "load," each time the customer buys or sells an investment. If a customer buys or sells an investment directly from CGMI, CGMI earns a profit on that transaction that sometimes is called a spread or mark-up or mark-down.

Investment advisory services are provided on an ongoing basis and typically involve providing investment advice or financial planning services to meet a client's comprehensive long-term financial goals. In most investment advisory account programs, clients grant CGMI or a third-party discretion to buy and sell investments without asking the client in advance. Other investment advisory accounts are non-discretionary and the client makes the final investment decisions for the account. The investment adviser for an account typically provides ongoing monitoring services for the account unless the relationship is limited in scope, like financial planning. For investment advisory services, CGMI typically charges an ongoing fee based on the value of the assets in the account.

For both advisory and brokerage accounts, CGMI also charges or receives a variety of account level fees, third-party payments, and revenue sharing payments from product sponsors. Those fees are described in detail in Form CRS, Regulation Best Interest Disclosure Statement and Form ADV. Because of the different fee arrangements and other payments, CGMI and your advisors' compensation may vary by the services you receive, the investment products purchased for your account, and over time. Please feel free to discuss any questions about the differences between investment advisory accounts and brokerage services accounts, including the extent of our obligations to disclose conflicts of interest and to act in your best interest, and your rights and our obligations to you with your advisor, or with a manager whose name and telephone number can be provided by your advisor.

## Account Statements

Investment account statements are produced at least quarterly and monthly for any month in which there is activity (e.g. a securities transaction, the receipt of dividends, etc.). CGMI also offers account statements in large print and Braille. For additional details please contact your advisor.

## Settlement Options

Cash balances in your investment account(s) (from securities transactions, dividend and interest payments as well as other activities) will be automatically invested/deposited in the settlement option you have selected. Similarly, payment for securities transactions will be automatically sold/withdrawn from your settlement option. Subject to account eligibility requirements and the options you were given when you opened your account, these may include an FDIC-insured Citibank account, the FDIC-insured Bank Deposit Program (BDP), or certain tax-exempt or taxable money market funds (Sweep Fund) made available through CGMI. Cash balances may include the proceeds from securities transactions, dividend and interest payments as well as other activities. No matter which settlement option you select, there are no sales, withdrawal or redemption charges. The specifics of your settlement option and its impact on your account may depend on the type(s) of account(s) you maintain with us.

1. If you link an investment account to a Citibank account for settlement, cash balances swept from your brokerage account will appear in your bank account on the next business day after they are credited to your investment account.

2. If you select the BDP, cash balances in your account are automatically deposited, or “swept” into interest-bearing FDIC-insured deposit accounts (“Deposit Accounts”) in depository institutions participating in the program, including those that are affiliated with CGMI (“Program Banks”). Your funds will be deposited in Deposit Accounts at the Program Banks in the order they appear on the priority list, which follows the Bank Deposit Program Disclosure Statement. Funds will be deposited through the Program until a maximum of \$745,500 in principal is held by the Program Banks. Once this maximum deposit account has been reached, additional funds will be placed in Citibank, N.A. without limit and may not be covered by FDIC insurance. You may at any time designate any Program Bank except Citibank, N.A. as ineligible to receive your funds. **Further details about the BDP are contained in the Bank Deposit Program Disclosure Statement below**, which you can also obtain from your Financial Advisor or the National Investor Center.
3. Eligibility for BDP  
Certain investment advisory and non-U.S. client accounts are not eligible for the BDP. Also, any account in the name of a profit or nonprofit corporation, limited liability corporation, a partnership or other business entity, 403(b) qualified plan, or a government agency, is not eligible for the BDP sweep feature. If you fall into one of these categories, you may elect to have your cash balances swept into certain taxable money market funds or a tax-exempt fund. Please ask your Financial Advisor or contact the National Investor Center for details of eligibility.
4. Sweep Frequency  
Regardless of the settlement option you choose, qualifying cash balances of \$0.01 or more will be swept into your settlement option on the following business day. All sweep activity will be reflected on your periodic account statement in lieu of transaction confirmations.

## Bank Deposit Program Disclosure Statement

### a. Introduction

Through the Bank Deposit Program (the “Program”) available cash balances in your Citigroup Global Markets Inc. (“CGMI”) securities accounts are automatically deposited in depository institutions which may or may not be affiliated with Citigroup Inc. (each a “Program Bank”) and are insured by the Federal Deposit Insurance Corporation (“FDIC”) within certain applicable limits. These automatic deposits are referred to as “sweeps.” The Program makes available to you a transaction account (“TA”) and a money market deposit account (“MMDA”) (collectively, the “Deposit Accounts”) at the Program Banks that are set forth on the Priority List up to a specified limit.

The Program is made available through Pershing LLC, which acts as CGMI’s Clearing Firm (the “Clearing Firm”). The Clearing Firm is not an affiliate of the Program Banks or CGMI. By selecting the Program, you authorize the Clearing Firm to act as your agent in opening the Deposit Accounts and making deposits and withdrawals to the TA and MMDA. The Clearing Firm has appointed Promontory Interfinancial Network (“Promontory”) to provide certain services with respect to the operation of the Program. The Clearing Firm is a wholly owned indirect subsidiary of The Bank of New York Mellon (“BNYM”) which has a minority investment interest in Promontory. The Clearing Firm, BNYM and Promontory are not affiliates of the Citibank, N.A. or CGMI.

The funds in your Deposit Accounts at each Program Bank are eligible for insurance by the FDIC up to \$250,000 (including principal and accrued interest) per depositor in each insurable capacity (e.g., individual, joint account, IRA, etc.). Pursuant to the Priority List of available Program Banks, which is available online at: <http://www.citi.com/investorinfo/advisoryprivacy/> with this Disclosure Statement, the Clearing Firm will open Deposit Accounts for you and will place up to \$248,500 (the “Deposit Limit”) in up to three Program Banks on the list in the order which they appear, subject to certain exceptions, until the Deposit Limit is reached at each Program Bank. The first Program Bank is Citibank, N.A. Once an aggregate of \$745,500 in principal is on deposit in the Program Banks (the “Insured Maximum”), available cash in your CGMI securities account will be deposited in Citibank, N.A., the first Program Bank on the Priority List, without limit and will exceed the FDIC insurance limit.

For deposit insurance purposes, deposit accounts, including certificates of deposit (“CDs”), that you may establish in one insurable capacity directly at each Program Bank or through an intermediary, such as CGMI and/or the Clearing Firm, will be aggregated with all Deposit Accounts you establish through the Program in the same capacity. You should review carefully the sections of this Disclosure Statement titled “Deposit Insurance: General” and “Deposit Insurance: Retirement Plans and Accounts,” which describe the amount of coverage available and your responsibility to monitor amounts deposited in Program Banks through the Program and through other means.

Each Deposit Account constitutes a direct obligation of the Program Bank and is not directly or indirectly an obligation of CGMI, the Clearing Firm or Promontory. You can obtain publicly available financial information concerning any or all of the Program Banks at [ffiec.gov/nicpubweb/nicweb/nichome.aspx](http://ffiec.gov/nicpubweb/nicweb/nichome.aspx) or by contacting the FDIC Public Information Center by mail at L. William Seidman Center, Virginia Square, 3501 North Fairfax Drive, Arlington, VA 22226 or by phone at 703-562- 2200.



Neither CGMI nor the Clearing Firm guarantees in any way the financial condition of any Program Bank or the accuracy of any publicly available financial information concerning a Program Bank.

The Deposit Accounts are not eligible for SIPC coverage. Please review the section titled "SIPC Coverage" or the Securities Exchange Act rules on segregation of assets.

Federal banking regulations require the Program Banks to reserve the right to require seven days' prior notice before permitting a transfer of funds out of the Deposit Accounts. The Program Banks have indicated that they presently have no intention of exercising this right. However, any Program Bank may, at its option, choose to exercise this right in the future.

#### **b. Eligibility**

The Program is not available to clients holding certain CGMI accounts or to certain for-profit entities. Please ask your advisor or account representative for details of eligibility.

#### **c. How the Program Works**

As described earlier, when cash in your securities account is first available for deposit, the Clearing Firm, as your agent, will open a TA and an MMDA on your behalf at Citibank, N.A. and, with certain exceptions, up to two additional Program Banks on the Priority List. Program Banks will appear on the Priority List in the order in which Deposit Accounts will be opened for you and your funds will be deposited. The Priority List is available at any time upon request from your advisor, account representative and available online at: <https://www.privatebank.citibank.com/pdf/marketing/Bank-Deposit-Program-Priority-List.pdf>.

You may choose not to participate in the Program at any time. In that event, if you are not eligible to participate in any other currently available settlement options, any available cash in your securities account will remain as free credit balances and earn no interest. It is your obligation to monitor your free credit balances. CGMI, the Clearing Firm and your advisor do not have any obligation to monitor or advise you concerning any free credit balances in your accounts.

#### **d. Changes by CGMI/Clearing Firm to the Priority List**

Periodically, the Priority List may be changed. One or more of the Program Banks included on the Priority List may be replaced with a depository institution not previously included on the Priority List, a Program Bank may be deleted from the Priority List or the order of the priority sequence may change. Where practicable, you will receive notice of such change in advance. You can find the most current version of the Priority List by contacting your advisor or available online at: <https://www.privatebank.citibank.com/pdf/marketing/Bank-Deposit-Program-Priority-List.pdf>. Your Citigroup business makes available to you to access your investment account. If you have funds in Deposit Accounts at a Program Bank that is moved to a lower position on the Priority List, additional funds will not be placed in Deposit Accounts at that Program Bank. Instead, funds will be deposited in Deposit Accounts at Program Banks in a higher position on the Priority List until the Insured Maximum is reached. If the Program Bank in which you have Deposit Accounts no longer makes the Deposit Accounts available through the Program, you will be notified by CGMI and/or the Clearing Firm and given an opportunity to establish a direct depository relationship with the Program Bank outside the Program. The consequences of maintaining a direct depository relationship with the Program Bank are discussed below under "Relationship with CGMI." If you choose not to establish a direct depository relationship with the Program Bank, your funds will be withdrawn from the Program Bank and deposited into the first available Program Bank on the Priority List.

#### **e. Deposit Procedures**

Your funds will be deposited by the Clearing Firm in Deposit Accounts at the three Program Banks on the Priority List until your funds in the Deposit Accounts at each Program Bank reach \$248,500. The Clearing Firm will deposit your funds in Deposit Accounts at the Program Banks in the order set forth on the Priority List. Once your funds in the Deposit Accounts at the first Program Bank on the Priority List reach \$248,500, the Clearing Firm will open a TA and MMDA for you at the next Program Bank on the Priority List and place your additional funds in that Program Bank. Once your funds reach the Insured Maximum in the Program Banks on the Priority List, additional funds will be placed in Citibank, N.A. (the first bank on the Priority List) without limit.

As your agent, the Clearing Firm will deposit available cash balances in your TA at each Program Bank. Funds in excess of a "threshold amount" determined periodically by CGMI and/or the Clearing Firm as necessary to satisfy debits in your CGMI brokerage account (securities purchases and other items) will be transferred from the TA to the related MMDA at each Program Bank. Transfers from the MMDA to the TA and withdrawals from the TA are discussed below under "Withdrawal Procedures."

You may designate any Program Bank, except Citibank, N.A., as ineligible to receive your funds. If you designate a Program Bank as ineligible to receive your funds, your funds will be deposited in the next Program Bank on the Priority List. If you have funds on deposit in a Program Bank at the time you designate that Program Bank as ineligible to receive your funds, those funds will be withdrawn and placed in the next Program Bank on the Priority List.

#### f. Withdrawal Procedures

All withdrawals necessary to satisfy debits in your CGMI securities account will be made by the Clearing Firm as your agent. A debit will be created in your CGMI securities account when you purchase securities or request a withdrawal of funds from your CGMI securities account. The funds necessary to satisfy debits in your CGMI securities account will first be obtained from available cash balances in your CGMI securities account and then from balances in the TAs maintained through the Program.

In general, funds will be withdrawn first from the uninsured balances, if any, in your Deposit Accounts at Citibank, N.A. and then from the Program Bank that is the last Program Bank on the Priority List in which your funds have been deposited. If funds in your TA are insufficient to satisfy a debit, funds in the related MMDA at the last Program Bank on the Priority List will be transferred to the TA to satisfy the debit, plus the threshold balance. If there are not sufficient funds on deposit at the last Program Bank on the Priority List in which funds have been deposited, funds will be withdrawn from the TA at the next to last Program Bank in which funds have been deposited, with funds transferred from the MMDA at that Program Bank as necessary to satisfy the debit.

Federal banking regulations limit the transfers from an MMDA to a total of six (6) during a monthly statement cycle and certain aggregation rules may apply to transfers from the MMDAs at the Program Banks. At any point during a month in which transfers from the MMDAs at a Program Bank have reached the applicable limit, funds will be transferred from the MMDA at that Program Bank to the related TA at that Program Bank until the end of the month. At the beginning of the next month, any funds on deposit in the TAs at the Program Banks will be transferred to the MMDAs, minus the threshold balance. The limits on MMDA transfers will not limit the number of withdrawals a client can make from funds on deposit at each Program Bank, the interest rate a client earns or the amount of FDIC insurance coverage for which a client is eligible.

#### g. Interest

**General.** As described below, each Program Bank will pay interest on your Deposit Accounts. The amounts paid with respect to the Deposit Accounts will be determined by the Program Banks periodically based upon prevailing economic and market conditions. Fees paid to the Clearing Firm by the Program Banks, which are shared with CGMI, will affect the interest rate available to you on balances in your Deposit Accounts. See the section below titled "Compensation and Benefits to CGMI, the Clearing Firm and Citigroup" for more information on these fees. The interest rate will apply to balances in the Deposit Accounts on the day the rate is set. Interest will accrue on account balances from the day funds are deposited with a Program Bank through the business day preceding the date of withdrawal from the Program Bank. Interest will be compounded daily and credited monthly.

The interest rate paid with respect to the Deposit Accounts may be higher or lower than the interest rates available to depositors making deposits directly with a Program Bank or other depository institutions in comparable accounts. You should compare the terms, rates of return, required minimum amounts, charges and other features of the Program with other deposit accounts and alternative investments. Please note, CGMI and/or the Clearing Firm reserve the right to make exceptions to this policy based on client relationships, business and market conditions.

**Interest Rate Tiers.** Interest paid by the Program Banks will be tiered based on the value of eligible assets in CGMI accounts as determined in the sole discretion of CGMI and the Clearing Firm. Generally, the Deposit Account balances of clients in higher interest rate tiers will receive higher interest than those clients in lower interest rate tiers. Interest rate tiers may vary depending on the Citigroup business through which you opened your CGMI account (the "Applicable Interest Rate Tier"). Your ability to open CGMI accounts through these different Citigroup businesses is subject to various eligibility factors including, but not limited to, minimum balance requirements and geographic location.

The Program Banks will pay the same rate of interest on the Deposit Accounts within each Applicable Interest Rate Tier. The interest rates on the Deposit Accounts will vary based upon the value of the assets, including cash you maintain in your CGMI brokerage account, as well as amounts on deposit in your Deposit Accounts.

The Program Banks are not obligated to pay different rates of interest on different tiers and the Interest Rate Tiers may be changed at any time without notice.

The Interest Rate Tiers are as follows:

- \$10,000,000 or greater based upon your Select Link Balance
- \$1,000,000 to \$9,999,999.99 based upon your Select Link Balance
- \$500,000 to \$999,999.99 based upon your Select Link Balance
- \$250,000 to \$499,999.99 based upon your Select Link Balance

- \$50,000 to \$249,999.99 based upon your Select Link Balance
- Less than \$50,000 based upon your Select Link Balance
- You can aggregate the assets in eligible CGMI accounts to determine your Interest

Rate Tier using the Select Link statement package. By enrolling in Select Link, you can link different CGMI accounts with the same mailing address and receive one statement package. In order to enroll in Select Link, you must sign the Select Link agreement and select the CGMI accounts you want to include. Once enrolled in Select Link, the total value of the assets in all of your CGMI accounts linked for purposes of the Select Link statement package will automatically be aggregated to determine your Interest Rate Tier until you request that some or all of these accounts be removed from Select Link. The aggregate value of the assets of all "linked" brokerage accounts are referred to as your "Select Link Balance."

The Clearing Firm will determine your Select Link Balance as of the interest posting date each month and add it to the Select Link Balance as of the interest posting date for the prior month which is then divided by two to determine your average Select Link Balance for the period. This average Select Link Balance will determine your eligibility for a particular Interest Rate Tier for the forthcoming interest period.

If you do not enroll in Select Link, assets in your CGMI brokerage accounts will not be aggregated for purposes of determining your Interest Rate Tier. Instead, the Interest Rate Tier will be determined based upon the asset value of each individual CGMI brokerage account. Neither CGMI nor Pershing has any responsibility to link or let the client know they can link eligible accounts.

The Interest Rate Tier applicable to your initial deposit into the Deposit Accounts will not be based on your average balance but rather, until the first monthly interest payable date following the deposit, will be based on the initial amount deposited from your brokerage account into the Deposit Accounts. Commencing on your first monthly interest payable date, your brokerage accounts will be included in the average balance calculation described above. Because your brokerage account was not part of the prior month calculation, your Interest Rate Tier will be determined based on the total asset value of the applicable brokerage accounts as of that interest posting date.

Investment Advisory Accounts with the Program as a settlement option will not be subject to Interest Rate Tiers. Instead, Investment Advisory Accounts with the Program as their settlement option will receive the interest rate paid in the highest Interest Rate Tier. However, it should be noted that eligible assets in Investment Advisory Accounts will be included in the monthly determination of the interest rate tier for the remaining non-Investment Advisory Accounts with respect to the Select Link Balance if you enroll in the service and include your Advisory Accounts as part of your Select Link Accounts. You may contact CGMI or your advisor to determine the current interest rate on the Deposit Accounts for each Interest Rate Tier and for the other settlement options available to you. Interest rates and tiers are also posted online via the website your Citigroup business makes available to you to access your investment account. For more information about Select Link, speak to your account representative or advisor.

#### **h. Information About Your Deposit Accounts**

All activity with respect to your Deposit Accounts will appear on your periodic account statement from CGMI, including the total of your opening and closing Deposit Account balances and a breakdown of your Deposit Account balance at each individual Program Bank at which you have Deposit Accounts. The account statement will list the Program Banks at which you have a balance and will also show interest earned for the period covered by the statement. You will not receive a separate statement from the Program Bank(s).

You may contact your advisor or account representative to obtain the current interest rate on the Deposit Accounts, your account balances in the Deposit Accounts at each Program Bank and other account information. In addition, as a CGMI account holder you may view your account online, at any time on a real-time basis. Through the website, you may monitor your consolidated Program balances.

#### **i. Modifications to the Program**

CGMI and/or the Clearing Firm may amend or modify the Program in its sole discretion, with or without notice to you.

#### **j. Notices**

Notices required to be given to you may be given by means of a letter, an entry on your CGMI account statement, or by other means.

#### **k. Relationship with CGMI and the Clearing Firm**

On behalf of CGMI, the Clearing Firm is acting as your agent in establishing the Deposit Accounts, depositing funds into the Deposit Accounts, withdrawing funds from the Deposit Accounts and transferring funds between TAs and related MMDAs. No evidence of ownership, such as a passbook or certificate, will be issued to you. Deposit Account ownership will be evidenced by a book entry on the account records of each Program Bank and by records maintained by the Clearing Firm as your agent and custodian. You will be provided with a periodic account statement from the Clearing Firm, which will reflect the balances in the Deposit Accounts at the Program Banks. You should retain the account statements for your records.

Transactions with the Program Banks will be conducted through CGMI and the Clearing Firm. Neither the Program Banks nor any other entity involved in the administration of the Bank Deposit Program will accept instructions from you, or provide you information about, the Deposit Accounts.

CGMI or the Clearing Firm may, in its sole discretion, terminate your participation in the Program. Similarly, you may at any time terminate your participation in the Program. If either CGMI or the Clearing Firm, on the one hand, or you, on the other hand, terminate your participation in the Program, you may establish a direct depository relationship with the Program Bank(s) subject to its/their rules with respect to establishing and maintaining accounts. This will result in separating such Deposit Accounts from your CGMI securities account and these deposits will no longer be reflected on your CGMI account statement nor be automatically used to settle trades.

#### **l. Compensation and Benefit to CGMI, the Clearing Firm and Citigroup**

Each Program Bank pays Promontory a services fee, which is between 15 and 150 basis points of the average daily deposit balance held by the Program Bank in Deposit Accounts established by the Clearing Firm at that Program Bank. Promontory provides the Clearing Firm a portion of this indirect compensation, which in turn, provides part of its share of the services fee to CGMI. The services fee provides compensation to Promontory, the Clearing Firm and CGMI for administering BDP and making the Program available. The services fee may be higher or lower depending upon prevailing interest rates affecting the Program Banks. CGMI's portion of this fee ranged between 8 and 33 basis points between 2011 and 2019. Should prevailing interest rates increase in 2019 or later, the fee earned by CGMI will increase beyond 33 basis points. There is no direct compensation paid from client accounts. CGMI and the Clearing Firm have the right to waive all or part of this fee. A portion of this fee may be shared with your advisor. CGMI will not share any portion of its compensation with your advisor based upon deposits from Investment Advisory Accounts. Other than applicable fees imposed on securities accounts, there will be no charge, fee or commission imposed on your account with respect to the Program including if you withdraw.

The Program creates financial benefits for Citibank, N.A., an affiliate of Citigroup Inc., and the other Program Banks. The Program Banks may use the cash balances in their Deposit Accounts to fund certain lending activity. As with other depository institutions, the profitability of the Program Banks is determined in large part by the difference between the interest paid and other costs incurred by them on the Deposit Accounts, and the interest or other income earned on their loans, investments and other assets. The income (i.e., "spread") that the Program Banks will have the opportunity to earn through their lending activity is usually significantly greater than the fees earned by CGMI or its affiliates from distributing the money market fund portfolios offered as sweep investments. Deposits in Deposit Accounts at Program Banks provide a stable source of lendable funds for the Program Banks.

You may obtain information about your Deposit Accounts, including balances, the current interest rate and the names and priority of the Program Banks at which Deposit Accounts are currently available online by contacting your advisor or digital representative.

#### **m. Deposit Insurance: General**

The funds in your Deposit Accounts are insured by the FDIC, an independent agency of the U.S. government, for up to \$250,000 (including principal and accrued interest) when aggregated with all other deposits held by you in the same insurable capacity at the same Program Bank. If you maintain CGMI securities accounts with different advisors or otherwise within CGMI, all such accounts in the same insurable capacity will be aggregated with other deposits held by you in the same insurable capacity at the same Program Bank for FDIC insurance coverage. Your funds become eligible for deposit insurance immediately upon placement in a Deposit Account. Any deposits, including certificates of deposit ("CDs"), that you maintain directly with a Program Bank, or through an intermediary (such as CGMI or another broker), in the same insurable capacity, will be aggregated with your Deposit Accounts at that Program Bank for purposes of the \$250,000 federal deposit insurance limit.

In the event a Program Bank fails, the Deposit Accounts are insured, up to \$250,000, for principal and interest accrued to the day the Program Bank is closed.

Under certain circumstances, if you become the owner of deposits at a Program Bank because another depositor dies, beginning six months after the death of the depositor the FDIC will aggregate those deposits for purposes of the \$250,000 federal deposit insurance limit with any other deposits that you own in the same insurable capacity at the Program Bank. Examples of accounts that may be subject to this FDIC policy include joint accounts, "payable on death" accounts and certain trust accounts. The FDIC provides the six-month "grace period" to permit you to restructure your deposits to obtain the maximum amount of deposit insurance for which you are eligible.

You are responsible for monitoring the total amount of your deposits with any Program Bank, directly or through an intermediary, in order for you to determine the extent of deposit insurance coverage available to you on your deposits. Neither CGMI nor the Clearing Firm is responsible for any insured or uninsured portion of a Deposit Account. For example, if you own a CD at one of the Program Banks, the CD must be aggregated with any deposits you maintain in the same insurable capacity at that Program Bank through CGMI. As a further example, if you own a CD at Citibank, N.A. of \$65,000 in an insurable capacity, and have cash balances of \$50,000 swept into your Deposit Accounts held in the same insurable capacity at Citibank, N.A. through the Program in one CGMI securities account and have \$150,000 of cash balances swept into your Deposit Accounts held in the same insurable capacity at Citibank, N.A. through the Program in another CGMI securities account, only \$250,000 of the \$265,000 will be insured by the FDIC.

In the event that federal deposit insurance payments become necessary, payments of principal plus accrued but unpaid interest will be made to you. There is no specific time period during which the FDIC must make insurance payments available.

Furthermore, you may be required to provide certain documentation to the FDIC and CGMI or the Clearing Firm before insurance payments are made. For example, if you hold deposits as trustee for the benefit of trust participants, you may be required to furnish affidavits and provide indemnities regarding an insurance payment.

If your Deposit Accounts or other deposits (e.g., CDs) at any one Program Bank are assumed by another depository institution pursuant to a merger or consolidation, such deposits will continue to be separately insured from the deposits that you might have established with the acquirer until (i) the maturity date of the CDs or other time deposits that were assumed, or (ii) with respect to deposits that are not time deposits, the expiration of a six-month period from the date of the acquisition.

Thereafter, any assumed deposits will be aggregated with your existing deposits with the acquirer held in the same insurable capacity for purposes of federal deposit insurance. Any deposit opened at the depository institution after the acquisition will be aggregated with deposits established with the acquirer for purposes of federal deposit insurance.

The application of the \$250,000 federal deposit insurance limit is illustrated by several common factual situations discussed below. Please review the section headed "Deposit Insurance: Retirement Plans and Accounts" for the application of the \$250,000 federal deposit insurance limit to retirement plans and accounts.

**Individual Customer Accounts.** Funds owned by an individual and held in an account at any one Program Bank in the name of an agent or nominee of such individual (such as the Deposit Accounts held through CGMI) or held by a custodian (for example, under the Uniform Gifts to Minors Act or the Uniform Transfers to Minors Act) are not treated as owned by the agent, nominee or custodian, but are added to other deposits of such individual held in the same insurable capacity (including funds held in a sole proprietorship) and are insured up to \$250,000 in the aggregate. Deposits held through a Qualified Tuition Savings Program ("529 Plan") will be insured as deposits of the participant and aggregated with other deposits of the participant if the arrangement and the name of the participant are identified on CGMI's account records.

**Joint Accounts.** An individual's interest in funds in all accounts at any one Program Bank held under any form of joint ownership valid under applicable state law may be insured up to \$250,000 in the aggregate, separately and in addition to the \$250,000 allowed on other deposits individually owned by any of the co-owners of such accounts (hereinafter referred to as a "Joint Account"). For example, a Joint Account owned by two persons would be eligible for insurance coverage of up to \$500,000 (\$250,000 for each person), subject to aggregation with each owner's interests in other Joint Accounts at the same depository institution. Joint Accounts will be insured separately from individually owned accounts only if each of the co-owners is an individual person and has a right of withdrawal on the same basis as the other co-owners.

**Corporate, Partnership and Unincorporated Association Accounts.** Funds held in an account at any one Program Bank owned by corporations (including Subchapter S corporations), partnerships and unincorporated associations, operated for a purpose other than to increase deposit insurance, are added together with other deposits owned by such corporation, partnership and unincorporated association, respectively, and are insured up to \$250,000 in the aggregate.

#### n. Revocable Trust Accounts

Funds held in an account at any one Program Bank will generally be insured up to \$250,000 per beneficiary if the beneficiary is a natural person, charity or other nonprofit organization. There are two types of revocable trusts recognized by the FDIC.

Informal revocable trusts include accounts in which the owner evidences an intent that at his or her death the funds shall belong to one or more specified beneficiaries. These trusts may be referred to as a "Totten trust" account, "payable upon death" account or "transfer on death" account. Each beneficiary must be included in CGMI's account records.

Formal revocable trusts are written trust arrangements in which the owner retains ownership and control of the assets and designation of beneficiaries during his or her lifetime. The trusts may be referred to as "living" or "family" trusts. The beneficiaries of a formal revocable trust do not need to be included in the Firm's account records.

Under FDIC rules, FDIC coverage will be \$250,000 per beneficiary, multiplied by the number of beneficiaries, regardless of the proportional interest of each beneficiary in the revocable trust. However, if the trust has more than \$1,250,000 in deposits at the Program Bank and more than five beneficiaries, the funds will be insured for the greater of \$1,250,000 or the aggregate amount of all beneficiaries' proportional interests, limited to \$250,000 per beneficiary.

Deposits in all revocable trusts of the same owner – informal and formal – at the same Program Bank will be aggregated for insurance purposes. A revocable trust established by two owners where the owners are the sole beneficiaries will be treated as a Joint Account under applicable rules and will be aggregated with other Joint Accounts.

**o. Irrevocable Trust Accounts**

Funds in an account established at any one Program Bank pursuant to one or more irrevocable trust agreements created by the same grantor (as determined under applicable state law) will be insured for up to \$250,000 for the interest of each beneficiary provided that the beneficiary's interest in the account is non-contingent (i.e., capable of determination without evaluation of contingencies). According to the FDIC, Coverdell Education Savings Accounts will be treated as irrevocable trust accounts for deposit insurance purposes. The deposit insurance of each beneficiary's interest is separate from the coverage provided for other accounts maintained by the beneficiary, the grantor, the trustee or other beneficiaries. The interest of a beneficiary in irrevocable trust accounts at a depository institution created by the same grantor will be aggregated and insured up to \$250,000.

**p. Medical Savings Accounts**

Deposits of any one Program Bank held in a Health/Medical Savings Account (the successor to an Archer Medical Savings Account which was phased out in 2007), will be eligible for deposit insurance as either an individual account, a revocable trust account or an employee benefit plan. You may wish to consult with your attorney or the FDIC to determine the available coverage.

**q. Deposit Insurance: Retirement Plans and Accounts**

**General.** If you have deposits at any one Program Bank that are held through one or more retirement plans and accounts, the amount of deposit insurance you will be eligible for, including whether CDs held by the plan or account will be considered separately or aggregated with the CDs of the same Issuer held by other plans or accounts, will vary depending on the type of plan or account. It is therefore important to understand the type of plan or account holding the CDs. The following sections generally discuss the rules that apply to deposits of retirement plans and accounts, but you should consult with your tax or legal advisor for more information regarding deposits held through these plans or accounts.

**Individual Retirement Accounts ("IRAs").** Deposits at any one Program Bank held in an IRA will be insured up to \$250,000 in the aggregate. However, the CDs of any one Issuer acquired by an IRA will be aggregated with the CDs of the same Issuer held by certain employee benefit plans in which the owner of the IRA has an interest. Thus, the owner of an IRA will only be eligible for insurance of \$250,000 for CDs at any one Issuer held in plans and accounts that are subject to aggregation. See the section below headed "Aggregation of Retirement Plan and Account Deposits."

**r. Pass-Through Deposit Insurance for Employee Benefit Plan Deposits**

Subject to the limitations discussed below, under FDIC regulations an individual's non-contingent interests in the deposits of any one Program Bank held by many types of employee benefit plans are eligible for insurance up to \$250,000 on a "pass-through" basis. This means that instead of an employee benefit plan's deposits at one Program Bank being entitled to only \$250,000 in total per Program Bank, each participant in the employee benefit plan is entitled to insurance of his or her non-contingent interest in the employee benefit plan's deposits of up to \$250,000 per Program Bank (subject to the aggregation of the participant's interests in different plans, as discussed below under "Aggregation of Retirement Plan and Account Deposits.") The pass-through insurance provided to an individual as an employee benefit plan participant is separate from the \$250,000 federal deposit insurance limit allowed on other deposits held by an individual with the Program Bank in separate insurable capacities.

The types of plans for which deposits may receive pass-through treatment are employee benefit plans, as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974 ("ERISA") (including Keogh plans, whether or not they are technically "employee benefit plans" under ERISA) and eligible deferred compensation plans described in Section 457 of the Internal Revenue Code of 1986 (the "Code"). For purposes of Section 3(3) of ERISA, employee benefit plans are broadly defined to include most employee benefit plans, including most defined benefit plans and most defined contribution plans.

**Defined Benefit Plans.** The value of an employee's non-contingent interest in a defined benefit plan will be equal to the present value of the employee's interest in the plan, evaluated in accordance with the calculation ordinarily used under such plan. A deposit held by an employee benefit plan that is eligible for pass-through treatment is not insured for an amount equal to the number of plan participants multiplied by \$250,000. For example, an employee benefit plan owns \$500,000 in deposits at one Program Bank. The employee benefit plan has two participants, one with a non-contingent interest of \$425,000 and one with a non-contingent interest of \$75,000.

In this case, the employee benefit plan's deposits would be insured only up to \$325,000; the plan would be eligible for up to \$250,000 for the participant with the \$425,000 non-contingent and up to \$75,000 for the participant with the \$75,000 non-contingent interest.

Overfunded amounts, which are any portion of a plan's deposits that are not attributable to the interests of the beneficiaries under the plan, are insured, in the aggregate, up to \$250,000 separately from the insurance provided for any other funds owned by or attributable to the employer or an employee benefit plan participant.

**Defined Benefit Plans.** The value of an employee's non-contingent interest in deposits at one Program Bank held through a defined contribution plan will be equal to the amount of funds on deposit attributable to the employee's account with the plan, regardless of whether the funds on deposit resulted from contributions made by the employee, the employer, or both.

Portions of deposits at any Program Bank held by an employee benefit plan that are attributable to the contingent interests of employees in the employee benefit plan are not insured on a pass-through basis. Contingent interests of employees in an employee benefit plan are interests that are not capable of evaluation in accordance with FDIC rules, and are aggregated and insured up to \$250,000 per Program Bank.

**Aggregation of Retirement Plan and Account Deposits.** Under FDIC regulations, an individual's interests in plans maintained by the same employer or employee organization (e.g., a union) which are holding deposits of the same Issuer will be insured for \$250,000 in the aggregate. In addition, under FDIC regulations an individual's interest in the CDs of one Issuer held by (i) IRAs, (ii) deferred compensation plans for certain employees of state or local governments or tax exempt organizations (i.e., Section 457 Plans), (iii) self-directed Keogh Plans of owner-employees described in Section 401(d) of the Code and (iv) self-directed defined contribution plans that are acquired by these plans and accounts will be insured for \$250,000 in the aggregate whether or not maintained by the same employer or employee organization.

#### s. Questions About FDIC Deposit Insurance Coverage

If you have questions about basic FDIC insurance coverage, please contact your advisor or account representative. You may wish to seek advice from your own attorney concerning FDIC insurance coverage of deposits held in more than one insurable capacity. You may also obtain information by contacting the FDIC, Deposit Insurance Outreach, Division of Depositor and Consumer Protection, by letter (550 17th Street, N.W., Washington, D.C. 20429), by phone (877-275-3342 or 800-925- 4618 (TDD)), by visiting the FDIC website at [fdic.gov/deposit/index.htm](http://fdic.gov/deposit/index.htm) or by using the FDIC's online Customer Assistance Form available at its website.

#### t. SIPC Coverage

Balances maintained in the Deposit Accounts at each Program Bank are not protected by the Securities Investor Protection Corporation ("SIPC") or any excess coverage purchased by the Clearing Firm. Additional information about SIPC and asset protection can be found at [sipc.org](http://sipc.org).

## Dividend Reinvestment Service

If your account is eligible, participation in Pershing Dividend Reinvestment program allows you to use your cash distribution to purchase additional whole and fractional shares of the same security. Please carefully review the following terms under which you agree to participate in this program.

- Dividend and capital gain distributions will be reinvested less any applicable agent fees and withholding tax.
- You may not add additional cash or use distributions from other securities to purchase additional shares.
- Securities involved in a corporate reorganization or other corporate actions will not be eligible for reinvestment.
- Pershing may render a security eligible or ineligible for dividend reinvestment without prior notification.
- Eligible foreign securities that are traded on U.S. exchanges are only included in the program if you elect to receive distributions in U.S. dollars.

## Share Purchase and Allocation

For issues that have four business days or more between the record date and the payable date, you must be a holder on the record date and continue to be a holder until at least four business days prior to the payable date in order for your cash distribution to be reinvested. On the payable date, your account will be credited the amount of the cash distribution, debited any agent fee and tax that may be withheld, debited the amount equal to the cost of the whole and fractional shares purchased, and subsequently allocated the appropriate number of reinvested shares.

For issues that have less than four business days between the record date and the payable date, Pershing will attempt to purchase the reinvestment shares on the first trading day after the record date. On the settlement date, your account will be credited the amount of the cash distribution, debited any agent fee and tax that may be withheld, debited the amount equal to the cost of the whole and fractional shares purchased, and subsequently allocated the appropriate number of reinvested shares. In either instance, Pershing will calculate the number of shares to be purchased based on the cash distribution to be received. Pershing will then combine your anticipated dividends with those of other clients requesting reinvestment in the same underlying security and purchase the amount of shares required to satisfy each client. If the transaction cannot be completed in one trade, you will receive the average weighted price paid by Pershing. If there are multiple distributions for the same security, Pershing will, in most cases, reinvest the distributions at the same reinvestment price. If, however, the distributions have different announcement characteristics, such as record date, payable date, ex-dividend date, or late notification by the issuer, Pershing will reinvest at the purchase price received for the specific distribution. Please be advised that if shares cannot be purchased after three attempts, you will receive a cash distribution.

Please note that if you have fractional shares and sell your entire position, you will receive the same price for your whole and fractional shares. For account transfers, only the whole shares will be transferred and, by your participation in dividend reinvestment program, you authorize CGMI and/or Pershing to liquidate your fractional shares based upon the previous trading day's closing price.

You will not receive a confirmation for each reinvestment transaction. You may contact your advisor on or after the first trading date following the date the reinvested shares are posted to your account for further information regarding each transaction. In addition, your brokerage account statement will include each transaction, as well as your current reinvestment instructions.

Your participation in this program is voluntary. You can withdraw from the program at any time, either completely or selectively, by providing instructions to your advisor. Withdrawal instructions received after the purchase for a current dividend will become effective with the next dividend payment. The terms of the Dividend Investment Program as outlined above is an amendment to your account agreement with us.

## Credit Terms

### Margin

CGMI makes available margin through Pershing, which allows you to borrow against the value of eligible securities in your account. While CGMI will set margin rates, approve accounts for margin and make other substantive decisions regarding the provision of these loans, Pershing is the margin lender.

In addition to this section, you will find important information about the credit terms and policies applicable to margin in your Client Agreement under the "Additional Terms for Margin Accounts" section as well as in the "Credit and Margin Disclosures" section that can be found within the "Pershing Disclosure Statement" Form CRS and the Regulation Best Interest Disclosure Statement also includes additional important information about margin. Please also refer to the separate Margin Disclosure Statement provided to you for further information relating to borrowing against securities.



This information includes how interest on your account is calculated and a description of the interest rate applicable to your account. If your account is a cash account, please refer to the "Cash Accounts" section of the "Credit and Margin Disclosures" section of the Pershing Disclosure Statement.

## **Portfolio Line of Credit**

In addition to margin, CGMI, through Pershing, offers qualifying clients the ability to borrow on a non-purpose basis using Pershing's Portfolio Line of Credit product. A non-purpose loan is defined as a loan whose proceeds cannot be used to purchase, carry or trade in securities or to repay debt incurred through the purchase of securities.

## **The Margin Account/Short Account Relationship**

### **Notice to Clients Who Engage in Short Selling**

In order to carry out a short sale for you, Pershing may borrow securities and collateralize that loan with the proceeds of the short sale. Pershing may incur additional expenses in connection with such borrowing transaction depending on the particular security to be borrowed. To facilitate your short sale the expenses associated with such securities borrowing may be passed on to you, or you may be requested to cover and close-out your short position.

Your short account contains all the proceeds from the sale of securities not owned by you (short sales). The credit balance in this account is not considered when determining the margin balance in your margin account until the short position is covered.

When a short sale is executed on your behalf, Pershing must deliver the securities that were sold to the purchaser. In order to carry out this transaction, Pershing borrows stock that is collateralized by the proceeds of the sale. The amount used to collateralize this loan increases or decreases proportionately with the market value of the securities that were sold.

The value of the securities in your margin account is assessed daily to ensure that the account is in compliance with maintenance requirements.

Then, transfers are made between your margin account and your short account in order to keep the accounts in balance. These transfers are calculated daily and posted to your account weekly as a mark-to-market entry.

If your account contains short options, the minimum equity levels at which you are required to maintain your account are more intricate and we request that you ask your advisor for particulars. Also, Pershing and CGMI retain the right to require you to deposit any such additional collateral as either Pershing or CGMI, in our sole discretion, may deem necessary.

## **Affiliates Revenue Sharing Disclosure**

Citigroup Inc. together with its affiliates ("Citi", "we" or "us") is dedicated to adhering to applicable laws and regulations and ensuring transparency with respect to our dealings with our clients, customers or counterparties (each, a "counterparty" or "you") in all markets in which we operate. We want you to know that for transactions and services contemplated by any agreement you may have, now or in the future, with a Citi company ("Citi Contracting Company"), an affiliate may provide product and sales services ("Services"), together with the services provided by the Citi Contracting Company, to you. Each affiliate provides such Services on its own behalf. The Citi companies (including any Citi Contracting Company and any such affiliate) have previously agreed to share revenue in respect of these transactions and services based on the respective contributions by such Citi companies, including the provision by such affiliate(s) of Services. Accordingly, a portion of the revenue received by the Citi Contracting Company from you under the transactions and services is allocable to such affiliate(s) and is received by the Citi Contracting Company on behalf of such affiliate(s). For a list of affiliates providing Services in specific countries, please see <https://www.citibank.com/icg/docs/Affiliates.pdf>.

## **Mutual Fund Share Classes and CGMI Compensation**

As a mutual fund investor, you have many funds to choose from when it comes to investing your money. Each of these choices involves certain costs. Once you choose a fund, you may also need to choose among the fund's different classes, each of which involves a different cost structure. It's important to understand how mutual fund fees and expenses, your choice of share class, and the breakpoint discounts to which you may be entitled affect your investment and return. Of course, you also need to consider the fund's investment objectives and policies, and its risks. With that in mind, we've summarized below some important information about mutual fund share classes and the types of fees and expenses you may be required to pay depending upon the share class you select, as well as the breakpoint discounts to which you may be entitled. We also explain how CGMI, the Clearing Firm and your advisor are compensated when you invest in mutual funds. Please also refer to Form CRS and the Regulation Best Interest Disclosure Statement for additional information regarding mutual funds. You can also visit the websites sponsored by the US Securities and Exchange Commission ([www.SEC.gov](http://www.SEC.gov)), the Financial Industry Regulatory Authority ([www.FINRA.org](http://www.FINRA.org)), the Securities Industry and Financial Markets Association ([www.sifma.org](http://www.sifma.org)) and the Investment Company Institute ([www.ICI.org](http://www.ICI.org)) to obtain additional educational information about mutual funds.

The following information pertains to mutual fund sales transacted through commission-based CGMI brokerage accounts. Most mutual funds transacted through CGMI are registered with the U.S. Securities and Exchange Commission and are referred to herein as registered mutual funds. CGMI also offers certain mutual funds that are not registered with the U.S. Securities and Exchange Commission but are registered (if required) in other applicable jurisdictions and which are available for sale only to qualifying clients located outside the United States. Those funds are referred to as offshore mutual funds. Please note, certain of the share class information summarized herein for registered mutual funds may not relate to offshore mutual funds because offshore mutual funds use different naming conventions for their share classes. For example, share classes with front-end sales charges are called Class A shares for registered mutual funds, however, such share classes may be referred to with different names for offshore mutual funds. Please refer to the offshore mutual fund's prospectus and, where applicable, its SAI for complete information.

For more information on fees and expenses related to CGMI fee-based advisory account programs, please refer to our advisory program disclosure documents. You should consider all the available methods for purchasing and holding mutual fund shares discussed in this booklet and in your program documents.

**Note: Before buying any mutual fund, request a fund's prospectus and, where applicable, its Statement of Additional Information or SAI, from your advisor and read it carefully. The prospectus and SAI contain important information on fees, charges, breakpoint discounts and investment objectives which should be considered carefully before investing.**

## Each Mutual Fund Is Different

Mutual funds are securities that are offered for sale through a prospectus. First and foremost, before investing in a mutual fund, you should read the fund's prospectus carefully. You should request a copy of the fund's Statement of Additional Information" where applicable, for additional details.

All funds charge investment management fees and ongoing expenses for operating the fund that you will pay as long as you are invested. Investment features, as well as expenses, vary from fund to fund. A fund's prospectus and SAI describe, among other things, the fund's investment objectives and principal strategy, the types of securities in which the fund invests, risks, share classes and expenses. The prospectus and SAI also describe how sales charges and expenses vary by share class, and how investors can qualify for sales-charge reductions based upon the amount of their investments or other circumstances. Of course, in choosing a mutual fund investment, you should consider the fund's investment objectives and policies, and its risks – not just the costs and expenses of investing in a particular fund and share class-- to determine if they match your own goals. Your advisor can provide assistance if you have questions.

## Fund-Transfer Restrictions

Certain mutual funds may not be transferable from an account at one brokerage firm to an account at other brokerage firms. A common factor limiting transferability is when a fund or its primary underwriter does not have a selling or other agreement in place with the receiving firm. If a particular fund family's funds are not transferable to a given firm, you may have the following options: leave the position in an account at the original brokerage firm; or have the position reregistered in your name on the books and records of the fund company or its transfer agent. As an alternative, you may liquidate the position and transfer the proceeds; if you choose to liquidate, you should consider whether you will incur sales charges and/or tax consequences. For further information regarding the transferability of a particular fund's shares, please refer to the fund's Prospectus and Statement of Additional Information, or call your advisor.

## The Basics of Mutual Fund Share Classes

A single mutual fund usually offers more than one "class" of its shares to investors. The most common mutual fund share classes – A, B and C – are described below. Each share class represents investments in the same mutual fund portfolio but offers investors a choice of how and when to pay for fund distribution costs as well as what ongoing fees and expenses you pay in connection with your investment in the fund.

Fund families may also offer specialized share classes such as Class R shares designed for retirement plan accounts. In addition, many funds utilize "no-load" share classes – typically offered with no front-end or back-end sales charges – but these share classes are generally only available in CGMI's fee-based advisory account programs. Please refer to the advisory program documents for more information on fees and expenses for these accounts.

The key distinctions among share classes are the sales charges and ongoing fees and expenses you pay in connection with your investment in the fund. The compensation received by your advisor for selling you shares of the fund also will be directly affected by the share class you purchase.

Your advisor is available to help you decide which class of shares is generally the most economical for you. CGMI also employs share class limits and other tools to assist with the share class selection process. You may also refer to the information provided below. The principal considerations are the size of your investment and the anticipated holding period. Investors generally should purchase Class A shares (the initial sales charge alternative) or Class B shares (the deferred

sales charge alternative) if they expect to hold the investment over the long term (typically, five years or more). Class C shares (the level sales charge alternative) are generally appropriate for shorter-term holding periods. Investors anticipating large purchases should consider Class A rather than Class B shares since the former typically offer sales-charge discounts (“breakpoints”) beginning at \$25,000 that increase as the size of your investment increases. Shorter-term investors anticipating very large purchases (typically \$500,000 and above) should also consider Class A rather than Class C shares due to the significant breakpoint discounts available at those investment levels. When deciding which fund and which share class within a fund makes the most economic sense for you, in addition to referring to the information provided below, you should ask your advisor about the effect of a number of factors on your costs, including:

- How long you plan to hold the fund;
- The size of your investment;
- Whether you will be adding to the investment in the future;
- The expenses you’ll pay for each class;
- Whether the amount of your initial or intended investment, together with other eligible fund investments, qualifies you for any sales-charge discounts (that is, whether you should execute a Letter of Intent, whether you are entitled to a Right of Accumulation, or whether you are entitled to a breakpoint discount); and
- Whether you will be selling other mutual fund shares to fund your investment (that is, whether you might qualify for a load-waived transfer or repurchase).

## 12b-1 Fees and Other Trailing Compensation

Fees (sometimes called trails or trailer fees) are charged against your mutual fund assets on a continuing basis for as long as you continue to own your shares and hold them in your CGMI account or directly at the fund if CGMI acts as your “broker of record”. The fees are for marketing, distribution, shareholder support services and similar service and support. For registered mutual funds, these fees are known as 12b-1 fees and take their name from the Securities and Exchange Commission rule that created them. Offshore mutual funds are charged fees that are akin to 12b-1 fees, although offshore mutual funds are not subject to that rule. Calculation of these fees may differ between registered mutual funds and offshore mutual funds.

For registered mutual funds, the amount of the 12b-1 fee is charged as a percentage of the fund’s total assets attributable to the share class. For offshore mutual funds, your mutual fund’s investment manager, distributor and/or other service providers may pay CGMI or an affiliate (i) a portion of the management fee, and where, applicable, (ii) all or a portion of the distribution fee, fees related to shareholder servicing or similar fees, or (iii) a portion of these combined fees, to financial firms (such as CGMI) on an ongoing basis for marketing, distribution, and shareholder support servicing and similar service and support. The prospectus descriptions of the types of, and reasons for, these ongoing fees that are paid to firms such as CGMI vary from fund to fund and for different share classes of the same fund. For offshore mutual funds that are not being charged in the same manner as registered mutual funds, CGMI is currently charging fund families fees of (1) up to 70% of the management fee with respect to the assets of clients of CGMI invested in the applicable fund and (2) where applicable, up to 100% of the applicable fees related to the distribution and servicing of clients. A fund also deducts certain other ongoing fees from its assets to pay firms that provide various services to the fund, such as the fund’s investment advisor, transfer agent, custodian and administrator. 12b-1 fees, other trailing compensation, investment management fees and other ongoing expenses are described in the mutual fund’s prospectus or, where applicable, its SAI Fee Table. These fees will vary from fund to fund and for different share classes of the same fund. CGMI pays a portion of these trailing fees and compensation to your advisor.

## Class A Shares

Purchasers of Class A shares are typically charged a front-end sales charge or commission (sales charges on mutual funds are also referred to as “loads”) that is included in the price of the fund shares. When you buy shares with a front-end sales charge, a portion of the money you send to the fund for investment actually is used to pay the sales charge. For example, if you invest \$10,000 in a fund and the front-end load is 5 percent, you would be charged \$500, and the remaining \$9,500 would be invested in the chosen fund. Class A share 12b-1 fees (generally 0.25% or \$25 per \$10,000.00 of fund assets per year) typically are lower than those of Class B or C shares. Funds may offer purchasers of Class A shares volume discounts – also called breakpoint discounts – on the front-end sales charge if the investor:

- Makes a large purchase;
- Holds other mutual funds offered by the same fund family;
- Commits to purchase additional shares of the fund; or
- Has family members (or others with whom they may link purchases according to the prospectus) who hold funds in the same fund family.

Breakpoints, and requirements for receiving a breakpoint discount, are discussed further below.

## How Breakpoints Work

When you purchase Class A shares at or above a “breakpoint,” you are entitled to pay a reduced front-end sales charge. For example, suppose the prospectus says that a breakpoint occurs when you purchase \$50,000 or more of Class A shares. If you buy less than \$50,000 worth of shares, the sales charge is 5.75%. If you buy \$50,000 or more worth of shares, the sales charge is 4.50%. Now, suppose you buy \$49,500 worth of Class A shares. You would pay \$2,846.25 in sales charges. If you buy \$50,000 of shares, you would pay only \$2,250. In this example, by choosing to invest an additional \$500 you would actually pay \$596.25 less in the front-end sales charge, and those savings would increase your net investment in the fund.

Mutual funds typically offer multiple breakpoints, each at increasingly higher investment levels. Increasing your investment size, if you are able and willing to do so, can allow you to take advantage of higher breakpoints and further reduce the sales charges you pay. It is important that you understand how breakpoints work so that, consistent with your investment objectives, you can take advantage of the lowest possible front-end sales charge.

Below is a sample breakpoint discount schedule showing the front-end sales load applicable to a purchase of Class A shares at different levels of investment. Please note that different funds and fund families may have different breakpoint schedules so the following is just an example and you should check the fund prospectus to see the actual breakpoints.

## Sample Breakpoint Schedule

Class A Shares (Front-End Sales Load)

Investment Amount	Sales Load
Less than \$25,000	5.0%
\$25,000 or more but less than \$50,000	4.25%
\$50,000 or more but less than \$100,000	3.75%
\$100,000 or more but less than \$250,000	3.25%
\$250,000 or more but less than \$500,000	2.75%
\$500,000 or more but less than \$1 million	2.0%
\$1 million or more	0.0%

## Rights of Accumulation and Letters of Intent

If you can't immediately invest the amount necessary to reach a breakpoint, you still might be able to qualify for a breakpoint discount based on two different opportunities – called “rights of accumulation” and “letters of intent.”

### Rights of Accumulation

A right of accumulation (“ROA”) permits you to accumulate or combine your existing Class A holdings with other Class A holdings for the purpose of qualifying for breakpoints and associated discounts. (Many fund families allow you to aggregate other share classes or other investments.) For example, if you are investing \$10,000 in Class A shares of a fund today, and you already own \$40,000 in Class A shares of that fund family, the fund may allow you to combine those investments to reach a \$50,000 breakpoint, entitling you to a lower sales load on your \$10,000 purchase today. Please refer to the fund prospectus for details as rules may vary from fund family to fund family.

### Letters of Intent

A letter of intent (“LOI”) is an agreement that expresses your intention to invest an amount equal to or greater than a breakpoint within a given period of time, generally 13 months after the LOI period begins. Many fund companies permit you to include purchases completed within 90 days before the LOI is initiated for the purpose of obtaining a breakpoint discount. If you expect to make additional investments during the next 13 months in a fund with a front-end sales load, it's worth finding out if an LOI can help you qualify for a breakpoint discount to reduce your front-end sales charge.

**Important Note:** If you do not invest the amount stated in your LOI during the 13 month period, the fund can redeem a portion of the shares that you hold to retroactively collect the higher sales charge that would have applied to your purchase without the LOI.

## Family and Related Account Discounts

Fund families typically permit you to aggregate fund family holdings in other accounts that you and your family may own, including fund assets held at other brokerage firms, for the purpose of achieving a breakpoint discount. For example, a fund

may allow you to qualify for a breakpoint discount by combining your fund purchases with those of your spouse or minor children. You also may be able to aggregate mutual fund transactions in certain retirement accounts, educational savings accounts or any accounts you maintain at other brokerage firms. In some instances, employer-sponsored retirement or savings-plan accounts may be aggregated. These features vary among fund families.

Clients who currently hold accounts through CGMI may be eligible to aggregate their mutual fund and 529 Plan investments offered by the same fund company or sponsor to qualify for breakpoints on new purchases. When making any new mutual fund or 529 Plan purchase, please inform your advisor of any mutual fund or 529 Plan purchases or holdings in the same fund family. If you have any questions about the availability of sales charge discounts on any mutual fund or 529 Plan purchases, please ask your advisor.

How these discounts are applied may vary from fund to fund so you should refer to the prospectus for more details.

## **Class B Shares**

Investments in Class B shares typically are not subject to a front-end sales charge, but purchasers normally are required to pay a contingent deferred sales charge ("CDSC") on shares sold during a specified time period (typically six years). In addition, Class B shares are subject to higher 12b-1 fees (generally 1.00% or \$100 per \$10,000.00 of fund assets per year), which result in higher ongoing expenses than Class A shares. The portion of the 12b-1 fee that is used for distribution expenses is effectively an asset-based sales charge paid over time rather than a front-end sale charge applicable to Class A share purchases. These charges allow the fund's distributor to recover its costs of distributing the fund. Part of these costs include compensation, also known as "dealer concession," paid by the fund's distributor to CGMI advisors. Dealer concessions on equity funds are typically 4.5% of the purchase price regardless of the size of the investment since unlike Class A shares, there are no breakpoint discounts applicable to Class B shares.

The CDSC associated with an investment in Class B shares declines over time, and in most funds is eventually avoided entirely following the expiration of a designated holding period. Upon the expiration of that holding period, or shortly thereafter, Class B shares typically "convert" into Class A shares, at which point the investment will begin to be charged the Class A shares' lower 12b-1 fees. For these reasons, even though they carry no front-end load, Class B shares are not, and should not be viewed as, "no-load" shares.

It is important to bear in mind that the CDSCs and higher 12b-1 fees charged on Class B shares can cost you more than the Class A front-end sales charges, especially on purchases that are eligible for breakpoint discounts. This can make Class B shares more expensive to you and have an impact on the economic performance as compared to Class A shares depending upon the fund, the amount invested in the fund, and the holding period. If you are considering investing in Class B shares, you should discuss with your advisor whether an investment in Class A shares might be preferable for you, considering the availability of breakpoint discounts on the front-end sales charge and the generally lower 12b-1 fees of Class A shares. Some fund companies and brokerage firms (including CGMI) limit the amount of Class B shares you can purchase in a fund.

## **Class C Shares**

Investments in Class C shares usually are not subject to front-end sales charges. However, purchasers of Class C shares are typically required to pay a CDSC if the shares are sold within a short time of purchase, usually one year. The 12b-1 fees associated with Class C shares are typically higher than those of Class A shares. Similar to Class B shares, the portion of the 12b-1 fee that is used for distribution expenses, typically 0.75% per year of the fund's assets, is effectively an asset-based sales charge paid over time rather than a front-end sales charge applicable to Class A share purchases. These charges allow the fund's distributor to recover its costs of distributing the fund (including compensation payable to CGMI advisors). However, unlike Class B shares these fees continue indefinitely, because in most cases the Class C shares do not convert into Class A shares as Class B shares typically do. It's important to refer to the Fund's prospectus for complete information.

In most cases, owning Class C shares over longer holding periods will be more expensive than owning Class A shares or Class B shares. Remember that higher expenses will mean reduced investment performance. Class C shares are often purchased by investors who have a shorter-term investment horizon, because during those first years they will generally be cheaper to buy and sell than Class A or Class B shares.

## **Single Share Class Funds**

Certain fund families may offer only one share class for investors through traditional commission-based investment accounts. These single share class funds are generally similar to the Class C shares offered by other fund families. Typically, the 12b-1 fees associated with these shares are higher than those of Class A shares and they continue indefinitely. In addition, these single share class funds do not typically offer breakpoints on large individual or cumulative purchases. Because breakpoints can be significant, especially at investment levels of \$500,000 or more, investors should consider all factors when making such an investment, including the impact that the share class fees can have on performance and the fact that other fund families offer breakpoints. Speak with an advisor for more information.

## Retirement Shares

Many mutual fund families offer one or more share classes specifically for use by employer-sponsored retirement plans as investment options for plan participants ("Retirement Shares"). Some fund companies offer Class A shares with the front-end sales load waived, while others offer a share class that is dedicated solely to employer-sponsored retirement plans and does not charge a front-end or back-end sales load (e.g., "R shares"). In either case, the mutual fund families generally have specific eligibility criteria and/or plan asset size or participant number requirements for purchasing the shares.

## Advisory Account (No-Load/Institutional) Shares

No-load shares do not have front-end or back-end sales charges, and their expenses are typically the lowest of any share class. CGMI may offer these shares in many of its fee-based advisory programs. These accounts charge fees for the advice and services provided to clients based upon a percentage of billable assets held in the account. Please refer to the advisory program documents for more information on the fees and expenses for these accounts.

## Reducing or Eliminating Sales Charges

Fund families typically offer options to reduce or eliminate sales charges in certain instances. The most common options available to investors are within fund family exchange privileges and fund transfer and repurchase fee waiver programs.

## Exchanges Between Funds Within the Same Fund Family

Exchanges between the same share classes of funds within the same fund family typically may be made without sales charges. Funds often limit the number and frequency of transfers that can be made during a certain period of time. Certain funds may impose short-term exchange or redemption fees based on your holding period. Because these time parameters and the amount of any fees vary among mutual fund companies, please check the mutual fund prospectus for more information or speak to your advisor. Mutual funds are generally designed to be long-term investments. As such, fund companies as well as CGMI monitor activity for short-term trading, late trading and market timing.

## Waivers on Fund Transfers and Repurchases

Several funds allow investors who have redeemed shares from a fund within the same family to either purchase Class A shares without a sales load, or purchase Class B shares and recoup any CDSC paid on the redeemed shares, while resetting the redemption fee clock (or CDSC period) to the period applicable to the original Class B share purchase. For example, if an investor redeemed Class B shares after their CDSC period had expired, then that investor could, within a specified time period (ranging from 60 days to up to one year), purchase shares in the same fund family in an amount up to the dollar value of the redeemed shares without the new shares being subject to a new CDSC. The new shares would also convert to Class A shares according to the original schedule applicable to the redeemed shares (less any time lapse between redemption and repurchase). Since each fund or fund family sets its own conditions for these load-waiver programs, you should refer to the fund prospectus and also consult your advisor for specific program conditions.

## Multiple Fund Families

Sometimes investors may choose to invest in multiple fund families. These investors perceive benefits that may include diversification, the ability to select those funds that they believe will have the best opportunity for outperforming other funds in specific fund categories, or the ability to invest in unique funds that may not be available in a single fund family. However, it is important to bear in mind this investment strategy reduces the opportunities to qualify for breakpoint discounts and can, as a result, increase the cost of investing in the funds selected. Also, there is no guarantee that a multifamily investment strategy will provide significant diversification or outperform a single-family strategy.

## Understand the Facts About Your Fee Structure

When it comes to front-end sales charges, breakpoint discounts, CDSCs (including whether, and over what time period, they decline), 12b-1 fees, other trailing fees, and other share-class and pricing terms, each mutual fund follows its own policies, which are described in the fund's prospectus or SAI. Here are some things to keep in mind when making a mutual fund investment.

Understand how breakpoints work. Read the mutual fund prospectus. Consult the fund's SAI, check the fund's website or ask your advisor for additional information about the sales charges and other costs of owning the fund's different share classes.

Review your mutual fund holdings. Before making a mutual fund purchase, review your account statements and those of qualifying family members to identify opportunities to achieve a breakpoint discount. Don't limit your review to accounts at a single brokerage firm. You may have related mutual fund holdings in multiple accounts at different brokerage firms, or with the mutual fund company itself, that can be aggregated for the purpose of achieving a breakpoint discount.

## Keep Your Advisor Informed

Be sure to tell your advisor about your mutual fund holdings and those of your family, including holdings at other brokerage firms or with the mutual fund company itself. Also, discuss any plans you may have for making any additional purchases in the future. Discuss your expected investment horizons with your advisor. With this information, your advisor can help you select a share class that minimizes the fees that you will pay over the life of your investment.

## CGMI's Relationship with Mutual Fund Families

CGMI offers clients a large selection of mutual funds. We review and evaluate each fund family whose mutual funds we offer based upon various factors, including but not limited to:

- number and variety of funds offered;
- length of track record and historical appeal to our clients and advisors;
- short- and long-term performance of the funds offered;
- size of assets under management;
- ability to support our advisors and clients through training, education and sales literature; and
- level of interest and demand among our clients and advisors.

Evaluating the fund families in this manner allows us to focus our marketing and sales support resources on the fund families of greatest interest to our clients and their advisors. Our advisors are not permitted to execute investments in funds that we have not reviewed and evaluated.

The selection of mutual funds offered by CGMI may change from time to time. If a fund is no longer offered, you may not be permitted to make additional purchases of the discontinued fund through your CGMI account. Your advisor will be able to assist you in determining whether a fund is available for purchase through CGMI.

## How CGMI and Your Advisor Are Compensated for Mutual Fund Sales

### Brokerage Accounts – Sales Charges

Each time you purchase a mutual fund in a commission-based brokerage account, the fund family pays CGMI based upon the amount of your investment and the share class you have selected. CGMI, in turn, may pay a portion of these payments to your advisor. A fund's dealer-compensation practices are described in its prospectus and, where applicable, its SAI. Typically, for front-end sales charge share classes that have a front-end sales charge ("front loaded shares"), the fund families pay CGMI most of the initial sales charge you pay. For share classes that have a back-end sales charge (and for very large share purchases of front-end loaded shares that qualify for a complete waiver of their front-end sales charge), the fund distribution company pays CGMI a selling fee at a rate set by the fund family.

As described in the prior section, CGMI also receives payments for distribution and shareholder servicing (sometimes called trails) as long as you continue to hold the shares in your CGMI account or directly at the fund if CGMI acts as your "broker of record." These payments are generally made by the fund's principal distributor from 12b-1 fee revenues (or similar fee revenues for offshore mutual funds) charged against fund assets. Your advisor receives a portion of each of these payments.

The portion of these payments that may go to your advisor is based upon CGMI standard compensation formulas, which are the same regardless of which fund you purchase. However, some funds may impose higher sales charges than others, which can affect the amount paid to your advisor. In addition, because funds' sales charges are different for their different share classes, the choice of share class can significantly affect the compensation your advisor receives.

Feel free to ask your advisor how he or she will be compensated for any mutual fund transaction.

### Brokerage Accounts – Revenue-Sharing

From fund families whose registered mutual funds we offer, we seek to collect a mutual fund support fee, or what has come to be called a revenue-sharing payment from the fund family sponsor or affiliate. Currently, for registered mutual funds and for some offshore funds, CGMI is charging and receiving from fund families revenue-sharing fees up to a maximum per fund family 0.12% per year (\$12 per \$10,000) on mutual fund assets held by clients in brokerage accounts (excluding ERISA plan and retirement account assets), subject to a minimum charge of up to \$50,000 per fund family, per year. Because these payment are based on aggregate client holdings in brokerage accounts for all the funds of a fund company, the amount CGMI and its affiliates receive can vary significantly from fund company to fund company. The mutual fund support fee is subject to certain discounting, including volume discounting which means that, as the amount of assets increases, the basis point charge for those assets will decrease.

Mutual fund support fee payments are paid out of the investment advisor's or other fund affiliate's revenues or profits and not from the fund's assets. However, the investment advisor or fund affiliate revenues or profits may be derived from fees earned for services provided to, and paid for, by the fund. No portion of these revenue-sharing payments to CGMI is made by means of brokerage commissions generated by the fund. CGMI does not pay additional compensation to your advisor as a result of these revenue-sharing payments.

Citi's revenue-sharing arrangements and other compensation arrangements with fund families may change from time to time. For the most current information, as well as a list of revenue-sharing fund families organized by size of payment, visit our website at the address noted in the "For More Information" section below.

## **Advisory Accounts – Program Fees**

Mutual funds offered in our advisory account programs are not subject to front-end or ongoing transactional sales charges. Rather, advisory customers are charged fees for the advice and services they are provided based upon a percentage of all eligible assets held in the account. Please refer to the advisory program disclosure documents for more information on the fees and expenses for these accounts.

## **Expense Reimbursements and Advisor Access**

CGMI and other Citi affiliates receive expense reimbursements, which are more fully described below. These reimbursements may be viewed as a form of revenue-sharing but are not included in the data provided above. We may be reimbursed by funds or their affiliates or other service providers for the expenses we incur for various sales meetings, seminars, training programs and conferences held in the normal course of business. Funds or their affiliated service provider may pay vendors directly for these services on our behalf. Although fund companies independently decide what they will spend on these activities, some fund companies may make decisions on how they allocate their promotional budgets based upon prior sales and asset levels and that they work with our branch offices or advisors to plan promotional and educational activities on the basis of such budgets. We do not control fund companies' determinations of how to allocate their promotional budgets or their spending decisions in this regard. CGMI or other Citi affiliates may coordinate with fund families in developing marketing, training and educational plans and programs, and this coordination might be greater with some fund companies than others, depending on relative size, quality and breadth of fund offerings, client interest, and other relevant factors.

Representatives of approved providers – whether they remit revenue-sharing payments or not – are typically provided access to our branch offices and advisors for educational, marketing and other promotional efforts subject to the discretion of our managers. Although all approved providers are provided with such access, some providers devote more staff and resources to these activities and therefore may have enhanced opportunities to promote their products to our advisors. These enhanced opportunities could, in turn, lead our advisors to focus on those funds when recommending mutual fund investments to customers instead of on funds from those fund families that do not commit similar resources to educational, marketing and other promotional efforts.

## **Compensation Citi Receives from Funds**

CGMI and other Citi affiliates also receive from certain funds compensation in the form of commissions and other fees for providing traditional brokerage services, including related research and advisory support, and for purchases and sales of securities for fund portfolios. CGMI and other Citi affiliates also receive other compensation from certain funds for financial services performed for the benefit of such funds. We prohibit linking the determination of the amount of brokerage commissions and service fees charged to a fund to the aggregate values of our overall fund-share sales, client holdings of the fund or to offset the revenue-sharing or expense-reimbursement and administrative fees. Such commissions or other service fees are not paid to, or shared with, CGMI's or its affiliates' retail mutual fund distribution business units.

The Clearing Firm receives and, in some cases, collects on CGMI's behalf, certain revenues associated with the sale of mutual funds. Please see the section entitled **Sales Charges, Breakpoints, Fees and Revenue Sharing Relating to Mutual Funds, FDIC-Insured Bank Products and Annuities** in the Pershing Disclosure Statement section for more information.

## **For More Information**

For additional information on a particular fund's payment and compensation practices, please refer to the fund's Prospectus and, where available, Statement of Additional Information. The various elements and terms of your mutual fund compensation arrangements with fund companies or distributors might change from time to time. The most current information regarding revenue-sharing, the fund fees and expenses borne by you and how CGMI and your advisor are compensated when you purchase and hold mutual fund shares is available at: [www.citi.com/investorinfo](http://www.citi.com/investorinfo) or by calling your advisor.



## Important Note

Some of the information in this disclosure has been adapted in part from information available on FINRA's website. We invite you to examine the wealth of information provided on FINRA's website ([www.FINRA.org](http://www.FINRA.org)) and the SEC's website ([www.SEC.gov](http://www.SEC.gov)). In particular, you can find calculators on both websites to assist in determining which share class in a fund family offers the least expensive fee structure. FINRA's "Fund Analyzer" is located at: <http://apps.finra.org/fundanalyzer/1/fa.aspx> and the SEC's "Mutual Fund Cost Calculator" is located at <http://www.sec.gov/investor/tools/mfcc/mfcc-intsec.htm>.

**Mutual funds are sold by prospectus only. You should consider the investment objectives, risks, charges and expenses of the fund carefully before investing. The prospectus contains this and other information about the fund. You can obtain a prospectus from your Advisor or the fund company's website. Please read the prospectus carefully before investing.**

Equity funds are subject generally to market, market sector, market liquidity, issuer and investment style risks, among other factors, to varying degrees. Bond mutual funds are subject generally to interest rate, credit liquidity and market risks to varying degrees. These risks are more fully described in the fund's prospectus.

## IV. Complying with Regulations

### Payment for Order Flow Disclosure

Rule 607 of Regulation NMS requires broker-dealers to disclose upon opening a new customer account and on an annual basis thereafter: (i) their policies regarding payment for order flow, including a statement as to whether any payment for order flow is received for routing customer orders and a detailed description of the nature of the compensation received, and (ii) their policies for determining, in the absence of specific customer instructions, where to route customer orders that are the subject of payment for order flow, including a description of the extent to which orders can be executed at prices superior to the National Best Bid/Offer ("NBBO").

Certain venues offer cash credits or rebates for orders that provide liquidity to their books and charge explicit fees for orders that extract liquidity from their books. Other venues are inverted, meaning they offer those benefits for orders that remove liquidity from their books and charge fees for orders that provide liquidity to their books. Citigroup Global Markets Inc. ("CGMI") routes orders to exchanges that provide these programs and may be eligible for these benefits under the relevant exchange rules. For any execution, customers of CGMI may request that CGMI identify the venue on which their transactions have been executed, and advise whether CGMI netted a rebate from such venue during the relevant time period. CGMI's routing decisions are based on a number of factors, including but not limited to, price, liquidity, venue reliability, cost of execution, likelihood of execution and potential for price improvement.

The Firm provides its practices in accordance with SEC Rule 607 to its customers through the Firm's website, which is available at [http://www.citibank.com/icg/about\\_us/reg\\_disclosures.html](http://www.citibank.com/icg/about_us/reg_disclosures.html).

### Extended Hours Trading Risk

Should we offer extended hours trading, you should be aware of the following points before engaging in extended hours trading. "Extended hours trading" means trading outside of "regular trading hours." "Regular trading hours" generally means the time between 9:30 a.m. and 4:00 p.m. Eastern Time. More information is available from your Citi representative. As a result, your order may only be partially executed, or not at all.

**Risk of Higher Volatility.** There may be greater volatility than in regular trading hours. Your order may only be partially executed, or not at all, or you may receive an inferior price than you would during regular trading hours.

**Risk of Changing Prices.** The prices of securities traded may not reflect the prices either at the end of regular trading hours, or upon the opening the next morning. As a result, you may receive an inferior price than you would during regular trading hours.

**Risk of Unlinked Markets.** The prices displayed on a particular extended hours trading system may not reflect the prices in other concurrently operating extended hours trading systems dealing in the same securities. Accordingly, you may receive an inferior price than you would in another extended hours trading system.

**Risk of News Announcements.** Important financial information or issuer announcements are frequently announced outside of regular trading hours. These announcements may occur during trading, and if combined with lower liquidity and higher volatility, may cause an exaggerated and unsustainable effect on the price of a security.

**Risk of Wider Spreads.** Lower liquidity and higher volatility may result in wider than normal spreads for a particular security.

## Foreign Securities

Certain foreign securities will be held in your account in book entry form only. Certain foreign securities will not be registered in your individual name nor will they be delivered to you from your account. Foreign securities issued from certain countries may be subject to taxation by those countries. We may be required to provide purchaser identity information in order to comply with local laws and achieve reduced tax withholding. The provision of this information will take place where applicable and is not affected by the non-disclosure option you choose during the account opening process or by any other non-disclosure option that you might choose under our applicable privacy notices to you.

Regulations regarding the opening of accounts vary by location. In the markets where local regulations allow for nominee ownership, the Clearing Firm will hold fully paid for assets in an omnibus custody account in the name of Pershing LLC. In markets where the local regulations require that accounts be opened in the name of the beneficial owner of the securities, the Clearing Firm will require that such accounts are opened prior to any trading or receipt of client assets. These end beneficiary accounts are treated as client custody following SEC Rule 15C3-3.

Central banking institutions may decide to impose negative interest rates on deposits held in their respective currencies. This means that any client holding a currency with a negative interest rate as a free credit balance (e.g. cash in the account) may be charged interest rather than be paid interest on these funds. CGMI will make reasonable attempts to provide prior notice of such charges, by means of a statement message, statement insert, online message or other methods as it sees fit. However, this notice is provided as an accommodation and the absence of such notice will not preclude clients from being charged for the applicable negative interest rate. This monthly interest charge will be displayed in your account and on your monthly account statement as "Free Credit Balance Interest Charge". There are options to avoid being charged for holding these foreign currencies. Please contact your advisor to discuss these alternatives and determine which one is right for you.

## The USA PATRIOT Act

The USA PATRIOT Act, signed into law by President Bush on October 26, 2001, is legislation intended to prevent, detect, and prosecute international money laundering and the financing of terrorism.

Section 326 of the USA PATRIOT Act mandates all financial institutions to implement a Customer Identification Program ("CIP") as a tool to protect the U.S. financial system from money laundering, terrorist financing, identity theft and other forms of fraud.

### **IMPORTANT INFORMATION YOU NEED TO KNOW ABOUT OPENING A NEW ACCOUNT CUSTOMER IDENTIFICATION PROGRAM NOTICE**

To help the U.S. government fight the funding of terrorism and money laundering activities, federal law requires all U.S. financial institutions to obtain, verify, and record information that identifies each individual or entity that opens an account or establishes a customer relationship with CGMI.

#### **What this means for you?**

If you enter into a new customer relationship with us, we will ask for your name, address, date of birth (as applicable), and other identification information. If you are opening an account on behalf of a business entity, documents relating to its formation, existence and authority may also be requested. This information will be used to verify your identity. As appropriate, the Firm may, in its discretion, ask for additional documentation or information.

#### **What happens if I don't provide the information requested or my identity can't be verified?**

CGMI is required to verify your identity. If all required documentation or information is not provided, we may be unable to open an account, effect any transactions, or establish a relationship with you.

## UIGEA Disclosure Notification for Existing Commercial Customers

This Notice is to inform you of your responsibilities under the Unlawful Internet Gambling Enforcement Act ("the Act"), effective as of December 1, 2009. Under the Act, neither you nor any other person who has an ownership interest in or authority over, your account may use it to process or facilitate payments for restricted Internet gambling transactions. For additional information regarding your responsibilities under the Act, including the types of transactions that may be restricted or prohibited by law, please refer to: <http://www.federalreserve.gov/newsevents/press/bcreg/bcreg20081112a1.pdf>.

## Notice Regarding the Foreign Account Tax Compliance Act

In order for Citigroup Global Markets Inc. ("CGMI") to be compliant with the provisions of The Foreign Account Tax Compliance Act (commonly known as "FATCA"), a U.S. federal tax law, which is effective as of July 1, 2014, we may contact you to request additional information and/or documentation. Please understand that CGMI does not and will not in any way support any attempt by you to evade U.S. taxes or any request by you for help in avoiding detection under FATCA. Furthermore, since CGMI is not in the business of providing tax advice, you should not rely upon CGMI to determine the impact of FATCA on your own business activities or what your own compliance obligations are under FATCA. We encourage you to seek the advice of experienced tax advisors to determine what actions you need to take to become FATCA compliant. Your failure to comply with FATCA may result in restricted access or withholding of taxes from interest payments due to you.

## Minnesota Disclosure Notification

CGMI's brokers are called advisors because of the wide array of financial services and products they provide. The State of Minnesota Department of Commerce has determined that a person who uses the title advisor is considered to be engaged in the business of financial planning. The Department requires us to provide you with the following information. Your advisor's compensation may be based in whole or in part on commissions or similar charges for transactions in your account. In some instances, your advisor may share in fees charged for other services provided by or approved by CGMI and its affiliated companies. Your advisor is authorized to offer and sell products and services issued by or through CGMI, its affiliated companies or approved independent entities. These products will be traded, distributed or placed through, or approved for distribution by CGMI and its affiliated companies. Your advisor licensed in Minnesota as a securities agent may also be licensed as an insurance agent. These licenses entitle your advisor to offer and sell as appropriate, securities such as common stocks, bonds, government securities, mutual funds, unit investment trusts, direct investments and options; commodities and commodity futures; insurance and annuity products; and personal financial planning services. For further information, please contact your advisor.

## European Union General Data Protection Regulation

The European Union General Data Protection Regulation 2016/679 (GDPR) may apply to how Citi Private Bank uses personal data of European Economic Area (EEA), Jersey or Swiss residents or if personal data in relation to any product or service you enter into with Citi Private Bank is processed by a Citi entity based in the EEA, Switzerland or Jersey. The Citi Private Bank EMEA Privacy Statement <https://www.privatebank.citibank.com/home/citi-private-bank-privacy-and-security.html> (which applies from May 25, 2018) sets out further information in relation to this and other data protection related matters. In the event GDPR applies to your personal data, the Citi Private Bank EMEA Privacy Statement will control regardless of any conflicting product or service terms. If you provide Citi Private Bank with another individual's personal data you agree to inform them that the Citi Private Bank EMEA Privacy Statement is provided at <https://www.privatebank.citibank.com/home/citi-private-bank-privacy-and-security.html> in the event GDPR may apply to their personal data because they are an EEA, Jersey or Swiss resident or their personal data is processed by a Citi entity based in the EEA, Switzerland or Jersey.

## Custody Safekeeping Securities

Custody Safekeeping is a hold and maintain location within the Pershing Vault for eligible securities/certificates which are registered in customer name. The type of eligible products held in safekeeping include: certain fixed income/bond products, certain equity positions, including restricted securities, and limited partnership products held in an IRA account. Please contact your advisor for information about other restrictions.

## Registered Vault

Pershing's registered vault box location holds fixed income and equity positions which are not eligible for deposit with DTCC or any other depository. The positions are held in the Pershing vault in nominee name (Pershing LLC).

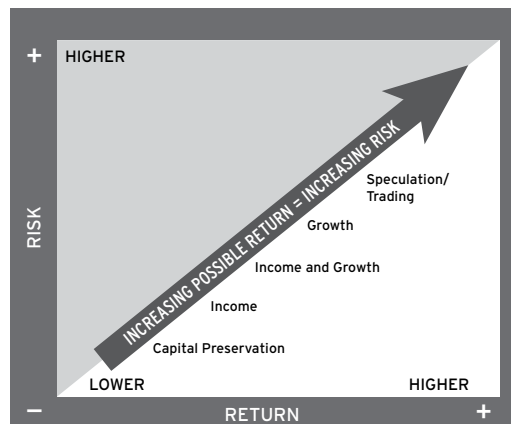
## Possible Withholding Under Section 871(m) of the Internal Revenue Code

Final regulations promulgated under section 871(m) of the United States Internal Revenue Code (the "871(m) Rules"), came into effect on January 1, 2017 and apply to investments in relevant products issued or entered into on or after this date. The 871(m) Rules were enacted because the U.S. Congress believed that certain financial products were being used by non-U.S. investors to avoid paying tax on U.S.-source dividend income. The 871(m) Rules generally impose a withholding tax of 30% (or lower treaty rate) on "dividend equivalents" paid or deemed paid to any investor that is neither a U.S. citizen nor a U.S. tax resident under certain derivative contracts or equity linked instruments that reference U.S. equities (including U.S. equities referenced or held by certain indices or partnerships, each a "U.S. Underlier"). Examples of products impacted by this regulation include, but are

not limited to, swaps, options, futures, forwards, structured notes, convertible debt, and warrants that reference U.S. Underliers. Pursuant to IRS Notice 2018-72 published on September 20, 2018, withholding under the 871(m) Rules generally will not apply to financial instruments issued prior to 2021 that are not “delta-one,” but will apply to financial instruments issued on or after January 1, 2021 with a delta of 0.8 or higher (and instruments that are substantially equivalent). Please refer to [https://online.citi.com/JRS/cm/pdf/section\\_871m.pdf](https://online.citi.com/JRS/cm/pdf/section_871m.pdf) for further important information regarding section 871(m) (including updates) and its applicability to investments in relevant products in your account.

## Risk and Return

The chart below illustrates the trade-off between risk and return in the capital markets.



Historically, the potential for higher returns has been accompanied by greater fluctuations in portfolio value, with the possibility of reduced or even negative returns. The concept of risk applies to potentially reduced earnings as well as the possible loss of principal. The higher your position on the chart, the higher the possible rate of return earned by the portfolio, and the greater the volatility and risk in your returns and possible loss of principal.

### Risk Tolerance

#### Very Aggressive

Investors who emphasize return on investment over principal preservation. They are willing to subject their entire portfolio to greater risk and market value fluctuations in anticipation of a potentially greater return on investments.

#### Aggressive

Investors who emphasize return on investment over principal preservation. They are willing to subject a greater portion of their portfolio to greater risk and market value fluctuations in anticipation of a potentially greater return on investment.

#### Moderate

Investors willing to subject some portion of their principal to increased risk in order to generate a potentially greater rate of return.

#### Conservative

Investors who emphasize preservation of principal over return on investment.

### Investment Objectives

#### Speculation/Trading

A preference for investments or trading strategies that may assume higher-than-normal market risks with the hope of commensurate gains. Clients may engage in tactical or occasional trading, which may involve higher volatility and variability of returns.

#### Growth

A preference for assuming a certain level of risk that is related to the pursuit of capital appreciation generally due to “company” performance, general market appreciation, income reinvestment or a combination thereof.

#### Income & Growth

A preference for investments that offer some combination of income and capital appreciation. Investors who are willing to subject their portfolio to some risk for potential growth and a level of income commensurate with their overall risk tolerance.

#### Income

A preference for investments primarily intended to generate income rather than capital appreciation.

#### Capital Preservation

A preference for preservation/relative safety of invested capital over return on investments. Investors who prefer to hold cash, time deposits and/or lower-risk fixed income instruments.

## Margin Disclosure Statement

The Margin Disclosure Statement is intended to provide some basic facts about purchasing or holding securities on margin and to alert you to the risks involved with trading securities in a margin account. Before trading securities in a margin account, it is important to carefully review the written Additional Terms For Margin Accounts that is part of your Client Agreement or other document containing the terms of your margin relationship (collectively referred to as the "Margin Agreement") provided by Citigroup Global Markets Inc. ("CGMI") or its clearing firm, Pershing LLC ("Pershing") as well as the information contained in the booklet provided to you by CGMI at the time you opened your account before trading or placing securities on margin. Please also consult with your advisor regarding any questions or concerns you may have regarding margin accounts.

When you purchase securities, you have the option of paying for them in full or, alternatively, you can obtain a loan from Pershing for the purchase of the securities or to borrow funds using the qualifying securities and assets held in your account as collateral for the loan. If you choose to borrow funds from Pershing, you will need to open a margin account with Pershing through CGMI. If the securities in your brokerage account decline in value, so does the value of the collateral supporting your margin loan. As a result, CGMI or Pershing can take action. For instance, CGMI or Pershing can issue a margin call and/or sell securities or liquidate other assets in any of your brokerage accounts held with CGMI or Pershing in order to maintain the required equity in the margin account.

If you have a margin account with CGMI through Pershing, as permitted by law, Pershing may use certain securities in your account for, among other things, settling short sales and lending the securities for short sales, and as a result Pershing and CGMI may receive compensation in connection therewith.

**IT IS IMPORTANT THAT YOU FULLY UNDERSTAND THE RISKS INVOLVED IN TRADING SECURITIES ON MARGIN. THESE RISKS INCLUDE THE FOLLOWING:**

**You can lose more funds or securities than you deposit in the margin account.**

A decline in the value of securities that are purchased or held on margin may require you to provide additional funds to Pershing to avoid the forced sale of those securities or other securities or assets in your account(s). You will be responsible for the full amount borrowed plus any commissions, fees, interest and other charges that you incur by trading or being on margin. You can potentially lose more than the value of the assets in your account(s). The use of margin (leverage) increases the risk of loss from price movements in the securities held in the margin account. Leveraging concentrated positions in a few securities can further increase this risk. The utilization of margin by any account owner may augment the level of risk in the account holding the assets on which the facility is secured.

**CGMI or Pershing can force the sale of securities or other assets in your account(s).**

If the equity in your account falls below Pershing's or CGMI's maintenance margin or higher "house" requirements CGMI or Pershing can sell the securities or other assets in any of your accounts to cover the margin deficiency. You also will be responsible for any shortfall in the account after such a sale.

**CGMI or Pershing can sell your securities or other assets without contacting you.**

Some investors mistakenly believe that a financial organization must contact them for a margin call to be valid, and that the financial organization cannot liquidate securities or other assets in their account(s) to meet the call unless the financial organization has contacted them first. This is not the case. While there may be attempts to contact you regarding a **maintenance margin call if the value of your account drops below the maintenance margin requirements set by Pershing**, CGMI or regulation, it is not a requirement. Your securities or other assets can be sold from your account and the proceeds applied to your margin balance without first contacting you. Even if you are contacted and provided a specific date by which you can meet a margin call, CGMI and Pershing can still take necessary steps to protect its financial interests, including immediately selling the securities without waiting for you to meet the margin call and without further notice to you.

**CGMI or Pershing may change margin requirements or margin call time periods without notice to you.**

With regard to house, maintenance, and other margin calls, in lieu of immediate liquidations, Pershing, through CGMI, may permit you a period of time to satisfy a call. This time period shall not in any way waive or diminish CGMI's or Pershing's right in their sole discretion, to shorten the time period in which you may satisfy a call, including one already outstanding, or to demand that a call be satisfied immediately. Nor does such practice waive or diminish the right of Pershing or CGMI to sell out positions to satisfy the call, which can be as high as the full indebtedness owed by you. Margin requirements may be established and changed by Pershing or CGMI in their sole discretion and judgment.

**You are not entitled to choose which securities or other assets in your brokerage account(s) are liquidated or sold to meet a margin call.**

Because the securities are collateral for the margin loan, CGMI or Pershing has the right to decide which securities to sell in order to protect its interests. The sale of securities may cause you to realize gains or losses and may have tax consequences for you.

**CGMI or Pershing can increase their “house” maintenance margin requirements at any time and is not required to provide you with advance written notice.**

These changes in firm policy often take effect immediately and may result in the issuance of a maintenance margin call. Your failure to satisfy the call may cause your CGMI or Pershing to liquidate or sell securities in your brokerage account(s).

**You are not entitled to an extension of time on a margin call.**

While an extension of time to meet margin requirements may be available to you under certain conditions, you do not have a right to the extension.

**Your written agreement with Pershing or CGMI for your margin account provides for certain important obligations by you.**

Your written Margin Agreement is a legally binding agreement, cannot be modified by conduct, and no failure on the part of Pershing or CGMI at any time to enforce its rights under the margin agreement to the greatest extent permitted shall in any way be deemed to waive, modify, or relax any of the rights granted Pershing or CGMI, including those rights vested in Pershing or CGMI to deal with collateral on all loans advanced to you.

Also, the margin agreement constitutes the full and entire understanding between the parties with respect to the provision of margin, and there are no oral or other agreements in conflict with the margin agreement unless you have advised **Pershing or CGMI in writing of such conflict and Pershing and CGMI agree to such conflict. You should carefully review** the Margin Agreement for the rights and limitations governing your margin account relationship. Any future modification, amendment, or supplement to the Margin Agreement or to any individual provision of the Margin Agreement must be in writing signed by a representative of Pershing.

**New issues of securities cannot be sold on margin.**

The Federal securities laws do not allow the sale of new issues of securities on margin for a thirty-day period if CGMI or Pershing is an underwriter of these securities and the margin obligation is collateralized by the new issue security. Pershing or CGMI may also not “arrange for” a third party to extend this credit. In spite of these broad prohibitions, there are some **exceptions for mutual fund shares (which are continuously sold to the public), where shares are held for a thirty-day period** following a client’s initial purchase of these shares.

## Before You Act: Know the Rules on IRA and Retirement Plan Rollovers

If you're considering rolling over money from an Individual Retirement Account (IRA) or employer retirement plan, make sure you understand the rules before making a decision, including that you may be able to leave your money where it is. Here's a brief summary:

**Employer Retirement Plans.** When leaving an employer, you typically have four options on what to do with your retirement benefit in an employer sponsored retirement plan (and may engage in a combination of these options):

- Leave the money in the former employer's plan, if permitted;
- Roll over the assets to a new employer's plan, if one is available and rollovers are permitted;
- Roll over to an IRA (traditional or Roth); or
- Cash out the account value.

In many cases, you don't have to act immediately upon switching jobs or retiring. The decision to transfer funds out of an employer's plan is irrevocable. Before making a decision, take time to assess factors such as your age, financial needs, personal situation, fees and expenses, investment options and services.

**IRA Rollovers.** Unlike employer retirement plans, IRAs have different rules on rollovers, including that you can only roll over one IRA distribution per year.

To learn more about rollover rules, speak with your Citi Private Bank representative, who follow practices and procedures to ensure clients are receiving the most appropriate guidance for their individual situations.

The transfer, rollover and withdrawal of retirement assets in IRAs, 401ks and other types of qualified accounts are governed by specific rules and laws and may involve significant tax consequences and limitations. Before making any decisions regarding the disposition of your retirement accounts, please consult your tax advisor or accountant.

## Acknowledgement of Legally Required Notices for Retirement Plans Subject to ERISA

If you are a retirement plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), by opening an account with CGMI, your signature on the agreements and other account opening documents constitutes your acknowledgement that you reviewed CGMI's ERISA Section 408(b)(2) Disclosure Document made available to you reasonably in advance of your deciding to open this account and that after your review, you have made an independent decision that the fees and other compensation are reasonable for the services being provided by CGMI and Citi. Your signature further acknowledges that you consent to CGMI and Citi updating or changing the Disclosure Document by posting updated documents and/or notices at <http://citi.com/investorinfo/advisoryprivacy/408b2disclosures.html> and that it is your responsibility to check the website periodically for such updates.

## V. Pershing Disclosure Statement

THIS DOCUMENT PROVIDES DISCLOSURES REQUIRED OR RECOMMENDED BY THE FOLLOWING ACTS, RULES, REGULATIONS OR REPORTS.

- **Financial Industry Regulatory Authority® (FINRA®)**
  - » Rule 2264 (Margin Disclosure Statement)
  - » Rule 2266 (SIPC Contact Information)
  - » Rule 2267 (Investor Education and Protection)
  - » Rule 4311 (Carrying Agreements)
  - » Rule 4370 (Business Continuity Plans and Emergency Contact Information)
- **Treasury Income Tax Regulations Section 1.408-2(e)(7)(iii) (Nonbank Custodian)**
- **Treasury Income Tax Regulations Section 35.3405-1T (Federal and State Withholding for Retirement Accounts)**
- **Joint National Association of Securities Dealers (NASD®)/Industry Task Force on Breakpoints**
  - » July 2003 Report (Mutual Fund Breakpoints)

- **Municipal Securities Rulemaking Board® (MSRB®)**
  - » Rule G-15 (Electronic Confirmations)
  - » Investor Education and Protection
- **Regulation E of the Consumer Financial Protection Bureau (Electronic Transfers)**
- **The Securities Exchange Act of 1934 (Exchange Act of 1934)**
- **Securities and Exchange Commission (SEC)**
  - » Rule 10b-10 (Electronic Confirmations)
  - » Rule 17f-1 (Lost Securities)
  - » Regulation National Market System (NMS) 607 (Customer Account Statements)

PLEASE READ THIS DOCUMENT CAREFULLY AND RETAIN IT FOR FUTURE USE. IN PARTICULAR, YOU SHOULD REVIEW "CREDIT AND MARGIN DISCLOSURES."

## **Disclosure Required by FINRA Rule 4311**

RESPONSIBILITIES OF CGMI

RESPONSIBILITIES OF PERSHING

PROHIBITION AGAINST UNLAWFUL INTERNET GAMBLING

IMPORTANT INFORMATION REGARDING MONEY MARKET MUTUAL FUNDS

CLEAR-THROUGH RELATIONSHIPS

COMPLAINTS

## **Exchange Act of 1934**

PERSHING STATEMENT OF FINANCIAL CONDITION

## **FINRA Rule 2264**

CREDIT AND MARGIN DISCLOSURES

## **EU Securities Financing Regulation**

## **SEC Regulation NMS Rule 607**

PAYMENT FOR ORDER FLOW PRACTICES

## **JOINT NASD/INDUSTRY BREAKPOINT TASK FORCE**

SALES CHARGES, BREAKPOINTS, FEES AND REVENUE SHARING RELATING TO MUTUAL FUNDS, MONEY FUNDS, FDIC-INSURED BANK PRODUCTS AND ANNUITIES

## **ETFs**

## **Sponsorship Fees**

## **Alternative Investment Network Fees**

## **Treasury Regulation 1.408-2(e)(7)(iii)**

## **Treasury Regulation Section 35.3405-1T**

FEDERAL AND STATE TAX WITHHOLDING FOR RETIREMENT ACCOUNTS

## **MSRB Rule G-15 and SEC Rule 10B-10**

ELECTRONIC CONFIRMATIONS

## **Regulation E**

ELECTRONIC TRANSFERS



## **SEC Rule 17F-1**

LOST SECURITIES

## **FINRA Rule 4370**

PERSHING'S BUSINESS CONTINUITY PLAN

## **FINRA Rule 2266**

SIPC CONTACT INFORMATION

## **FINRA Rule 2267**

FINRA BROKERCHECK PROGRAM

## **Pershing Privacy Policy**

### **Additional Disclosures**

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UNIT INVESTMENT TRUST PAYMENTS

AUCTION RATE SECURITIES PAYMENTS

FLOAT DISCLOSURE

FOREIGN CURRENCY TRANSACTIONS

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CONFIRMATION OF EXECUTIONS AND/OR CANCELLATIONS

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ESTIMATED ANNUAL INCOME AND ESTIMATED YIELD

TRAILING STOP ORDERS

CANADIAN ACTIVITIES

ELDER AND VULNERABLE ADULTS

### **Disclosure Required by FINRA Rule 4311**

Citigroup Global Markets Inc. ("CGMI"), the firm with which you have opened your securities account (account) has retained Pershing LLC (Pershing) to provide certain recordkeeping or operational services.

These services – such as the execution and settlement of securities transactions, custody of securities and cash balances, and extension of credit on margin transactions – are provided under a written Clearing Agreement between Pershing and CGMI.

As a member of FINRA, Pershing is required (under FINRA Rule 4311) to disclose to you the details of our Clearing Agreement with CGMI, which are summarized below.

### **Responsibilities of CGMI**

CGMI has the responsibility to:

- Approve the opening of your account
- Obtain necessary documentation to help fight the funding of terrorism and money laundering activities (Note: U.S. law and international best practices require firms to obtain, verify and record information that identifies each person who opens an account. This information may be used to perform a credit check and verify your identity through internal sources or third-party vendors.)

- Service and supervise your account through its own personnel in accordance with its own policies, procedures, applicable laws, regulations and rules
- Know you and your stated investment objectives
- Determine whether investment advice, recommendations or management services given to you by your advisor are appropriate for you based on your investment objectives
- Determine whether particular kinds of transactions recommended by your advisor – such as margin, option and short sale – are appropriate for you
- Obtain the initial margin amount as required by Regulation T if a margin account is opened for you
- Accept and, in certain instances, execute securities orders
- Know the facts about any orders for the purchase or sale of securities in your account
- Comply with fair pricing and disclosure responsibilities (if CGMI is a market maker in any securities or otherwise trades as principal with you)
- Receive and promptly forward cash or securities intended for your account to Pershing
- Supervise the activities of any advisor and other CGMI personnel who services your account
- Investigate and respond to any complaints regarding the handling of your account
- Manage the ongoing relationship that it has with you

Pershing has no involvement and assumes no responsibility in all of the above matters relating to CGMI's servicing of your account.

## Responsibilities of Pershing

To help the government fight the funding of terrorism and money laundering activities, financial organizations are required by Federal law to obtain, verify, and record information that identifies each individual or entity that opens an account or requests credit.

What this means for individuals: When an individual opens an account or requests credit, we will ask for their name, residence address, date of birth, tax identification number and other information that allows us to identify them. We may also ask to see a driver's license, passport or other identifying documents.

What this means for other legal entities: When a corporation, partnership, trust or other legal entity opens an account or requests credit, we will ask for the entity's name, physical address, tax identification number and other information that will allow us to identify the entity. We may also ask to see other identifying documents, such as certified articles of incorporation, partnership agreements or a trust instrument.

In general, Pershing is only responsible for the services within the scope of the Clearing Agreement that are provided at the request of CGMI and contains specific direction regarding your account. As such, Pershing may fulfill the following responsibilities on behalf of your account:

- Create computer-based account records
- Process orders for the purchase, sale or transfer of securities (Pershing is not obligated to accept orders directly from you and will do so only in exceptional circumstances)
- Receive and deliver cash and securities
- Record such receipts and deliveries according to information provided either by CGMI or directly, in writing, by you
- Hold securities and cash in custody (after they come into Pershing's possession or control)
- Collect and disburse dividends, capital gains and interest
- Process reorganization and voting instructions with respect to securities held in custody
- Prepare and transmit confirmations of trades to you (or provide facilities to CGMI to provide these functions), with the exception of the following transactions, which will alternatively appear on account statements:
  - » Systematic purchase and redemption transactions of mutual funds or unit investment trusts
  - » Purchase and redemption transactions of money market funds processed through Pershing's Cash Management platform, provided that there are no purchase and redemption fees, including but not limited to, Institutional Money Market Fund transactions subject to same day settlement

- » Dividend and other distribution reinvestment transactions of mutual funds, equities and unit investment trusts
- » Dividend and other distribution reinvestment transactions of money market funds, provided that there are no reinvestment fees
- Prepare and transmit periodic account statements of positions and transactions in your account
- Provide CGMI with written reports of all transactions processed for your account to enable CGMI to carry out its responsibilities under the Clearing Agreement
- Assist you and CGMI with any discrepancies or errors that may occur in the processing of transactions

If CGMI opens a margin account for you, Pershing may:

- In cooperation with CGMI, loan you money for the purpose of purchasing or holding securities (subject to the "Additional Terms for Margin Accounts" section of your client agreement, margin policies and applicable margin regulations)
- Calculate the amount of maintenance margin required and advise you of those requirements (usually through CGMI)
- Calculate any interest charged on your debit balance

In connection with all of the functions that Pershing performs, Pershing maintains the books and records required by law and business practice.

The Clearing Agreement does not encompass transactions in commodities futures contracts or investments other than marketable securities, which Pershing normally processes on recognized exchanges and over-the-counter (OTC) markets. In furnishing Pershing's services under the Clearing Agreement, Pershing may use and rely upon the services of clearing agencies, automatic data processing vendors, proxy processing vendors, transfer agents, securities pricing services and other similar organizations.

This document addresses the basic allocation of functions regarding the handling of your account. It is not meant as a definitive enumeration of every possible circumstance, but only as a general disclosure.

**Pershing does not control, audit or otherwise supervise the activities of CGMI or its employees.**

**Pershing does not verify information provided by CGMI regarding your account or transactions processed for your account.**

**Pershing does not undertake responsibility for reviewing the appropriateness of transactions entered by CGMI on your behalf.**

### **Prohibition Against Unlawful Internet Gambling**

In accordance with the Unlawful Internet Gambling Enforcement Act of 2006, transactions associated with unlawful Internet gambling are prohibited. Specifically, the Act "prohibits any person engaged in the business of betting or wagering from knowingly accepting payments in connection with the participation of another person in unlawful Internet gambling." Accordingly, you must not initiate or receive wire transfers, checks, drafts or other debit/credit transactions that are restricted by the Act. For more information, refer to [federalreserve.gov/newsevents/press/bcreg/bcreg20081112a1.pdf](http://federalreserve.gov/newsevents/press/bcreg/bcreg20081112a1.pdf).

### **Important Information Regarding Money Market Mutual Funds**

Effective October 14, 2016, the SEC requires all non-government money market mutual funds that operate at a Net Asset Value of \$1.00 per share to adopt a "liquidity fees and redemption gates" regime. The regulation permits the board of directors of these non-government money market mutual funds to implement fees or gates if they determine it is in the best interest of shareholders to do so with the intent of protecting shareholders' value in the fund in the event of heavy redemption activity during periods of market stress.

A liquidity fee is a fee (up to a maximum of 2%) on redemptions and a gate is a restriction on any redemption from a fund (up to a maximum of 10 business days). In the event a fee or gate is implemented by a fund's board, Pershing will be required to take steps to implement protocols to comply.

If a fee was implemented pursuant to the regulation, it would result in a fee being charged for any redemption processed from that money market mutual fund. If a gate were implemented, it would mean the balance held in that fund would not be available to redeem until the expiration of the redemption gate period. It is important to note that both fees and gates may apply to money market funds available as a part of the sweep program during periods of market stress. In addition, while the regulation does not mandate these requirements for government funds, government funds may voluntarily impose fees and gates in times of stress, if permissible under the fund's prospectus and if determined by the board to be in the best interest of shareholders. Some issuers have elected to restrict the use of liquidity fees and redemption gates in their government

funds and have updated fund prospectuses accordingly. Carefully review the prospectus of a specific money market mutual fund prior to any purchase for additional information.

## Clear-Through Relationships

In certain circumstances, your account may be introduced to Pershing through an intermediary other than CGMI. This intermediary is commonly called a "clear-through broker," with the agreement between the clear-through broker and CGMI called a "clear-through relationship."

In this situation, the clear-through broker is the agent of CGMI and will be identified on your confirmations and statements in the upper left-hand corner.

This disclosure statement should be read to encompass the fact that the two financial intermediaries exist. Therefore, where the context requires, "financial organization" should be read to cover both the clear-through broker and CGMI.

If you have any questions about this, you should contact CGMI.

## Complaints

Complaints concerning services provided by Pershing may be directed to:

Complaints  
Pershing LLC  
Legal Department  
One Pershing Plaza, Tenth Floor  
Jersey City, New Jersey 07399  
201-413-3330

## Exchange Act of 1934

The Exchange Act of 1934 requires that Pershing annually disclose a statement of financial condition.

### Pershing Statement of Financial Condition

On December 31, 2019, Pershing's regulatory net capital of \$2.74 billion was 16.52% of aggregate debit items and \$2.41 billion in excess of the minimum requirement.

A complete copy of the December 31, 2019, Statement of Financial Condition is available at: [www.pershing.com/statement-of-financial-condition](http://www.pershing.com/statement-of-financial-condition).

You may request a free printed copy by calling (888) 860-8510.

## FINRA Rule 2264

FINRA Rule 2264 requires certain credit and margin disclosures.

### Credit and Margin Disclosures

**Cash Accounts.** At Pershing's discretion, cash accounts may be subject to interest on any debit balances (in any currency) resulting from:

- Securities purchased and not paid for by the settlement date
- Untimely delivery of securities sold
- Proceeds of sales paid prior to the settlement date
- Other charges that may be made to the account

Interest charged on any debit balance in cash accounts may be up to 3.50% above the Citi Base Rate (as defined herein) for that currency.

**Margin Accounts.** Purchases of securities on credit, commonly known as "margin purchases," enable you to increase the buying power of your equity and thus increase the potential for profit or loss.

A portion of the purchase price is deposited when buying securities on margin, and Pershing extends credit for the remainder. This loan will appear as a debit balance on your monthly account statement.

Pershing will charge interest on the debit balance and requires you to maintain securities or cash to repay the loan and its interest.

Interest will be charged in the underlying currency for any credit extended to you, which may include:

- Buying, trading or carrying securities
- Cash withdrawals made against the collateral of securities
- Payment made in advance of settlement on the sale of securities (from date of payment until settlement date)

If any other charge is made to your account for any reason, interest may be charged on the resulting debit balances. Interest you pay on the loan may be shared between CGMI and Pershing.

By the terms of the Client Agreement with Additional Terms for Margin Accounts or other document containing the terms of your margin relationship (hereinafter "Client Agreement with Additional Terms for Margin Accounts"), securities not fully paid for may be used by Pershing or loaned out to others and, as permitted by law, certain securities in your account may be used for, among other things, settling short sales and the lending of securities. As a result, CGMI and Pershing may receive compensation in connection therewith. Further, fully paid for securities held in a cash account (unless otherwise agreed to in a separate written agreement) and fully paid for securities held in a margin account in which there is no debit balance are not loaned.

In locating "hard to borrow" securities to support your short sales, you may be charged a fee. The rate may also include a charge above the fee Pershing assesses. This additional fee represents work done by CGMI on your behalf in connection with these transactions.

**Interest Rates.** The rate of interest charged for margin balances is generally computed by using the Citi Base Rate described below, but for some loans, with prior approval, the rate of interest will be computed using other interest rate indices. Each of these indices is described below:

**Citi Base Rate** – The Citi Base Rate is CGMI's proprietary interest rate. It is determined by CGMI and provided to Pershing and is based on CGMI's blended short- and long-term funding costs. To obtain the current Citi Base Rate, please speak to your advisor. For Citi Base Rate-based loans, the interest rate paid will be the Citi Base Rate plus or minus an incremental amount. The amount of the increment varies depending on the loan size. The increment is generally a fixed amount (see the table below) but may be individually negotiated. The Citi Base Rate plus the increment is expressed as an annual rate, but will be charged to your account monthly. Loans based on the Citi Base Rate will be available only in U.S. dollars.

Your average debit balance	Standard Spread Over Citi Base Rate
Under \$10,000	3.50%
\$10,000 - \$24,999	3.00%
\$25,000 - \$49,999	2.50%
\$50,000 - \$74,999	2.00%
\$75,000 - \$99,999	1.50%
\$100,000 - \$499,999	1.00%
\$500,000 - \$999,999	0.50%
\$1,000,000 - \$4,999,999	0.25%
\$5,000,000 - \$9,999,999	0.00%
\$10,000,000 or more	-0.50%

Lower spreads may be available based on household balances and other considerations. Please contact your advisor for more information.

**Federal Funds Rate** – The Federal Funds Rate is the interest rate that banks in the United States charge each other for the use of funds ("Fed Funds") held at the Federal Reserve Board. The Open Federal Funds Rate is the rate on the opening or first Fed Funds transaction between counterparties conducted through a money broker each day. The open Federal Funds Rate is used for calculating interest charges on certain loans. The Open Federal Funds Rate may change multiple times while a loan is outstanding. The interest rate charged will be either the average of the Open Federal Funds Rates for each day during the interest cycle plus an incremental amount, or in cases where the borrower is charged on a daily basis, the Open Federal Funds Rate each day plus an incremental amount. (To obtain the current Open Federal Funds Rate, please speak to your advisor.) A minimum loan size of \$250,000 is required for an Open Federal Funds Rate-based loan and the increment will be individually negotiated. The applicable Open Federal Funds Rate plus the increment is expressed as an annual rate, but is charged to your account monthly. Loans based on the Open Federal Funds Rate are available from CGMI only in U.S. dollars.

The Wall Street Journal (“WSJ”) **Prime Rate** – The Prime Rate is the posted interest rate charged by major commercial banks to their clients. The *WSJ* Prime Rate is the consensus Prime Rate based upon The *WSJ*’s survey of the Prime Rates charged by large banks and the most widely quoted measure of the Prime Rate. (To obtain the current *WSJ* Prime Rate, please speak to your advisor or read *The Wall Street Journal*.) The interest rate paid will be the Prime Rate plus or minus an incremental amount added to or subtracted from this rate. The incremental amount will be individually negotiated. The Prime Rate plus the increment is expressed as an annual rate, but is charged to your account monthly. Loans based on the Prime Rate are available from CGMI only in U.S. dollars.

**Broker Loan Rate** – The Broker Loan Rate, sometimes known as the call loan rate, is the interest rate at which brokers borrow from banks to cover the securities positions of their clients. The Broker Loan Rate is published in *The Wall Street Journal* and is also available from your advisor. A minimum loan size of \$250,000 is required for a Broker Loan Rate-based loan and the increment will be individually negotiated. The Broker Loan Rate is seldom used and requires prior approval.

Because of movements in the applicable indices described above, if your loans are based on one of such interest rate indices other than the Citi Base Rate, you may be charged a higher interest rate than you would have been charged if your loan was a Citi Base Rate-based loan on the standard pricing grid set forth in the table above under “Citi Base Rate.”

**When and How the Interest Rate Can Change.** The interest rate for margin loans is subject to change without notice when changes occur in the Prime Rate, the Citi Base Rate, Broker Call Rate, or the Open Federal Funds Rate (as applicable) or when a change occurs in the increment applied because of a change in your average daily net debit balance.

For a loan in a currency other than U.S. dollars, the Citi Base Rate will be set based on the above referenced criteria in the country whose currency is the basis of the loan and can change without prior notice.

When the Citi Base Rate for a particular currency changes during an interest period, interest will be calculated according to the number of days each rate is in effect during that period.

If the rate of interest charged to you is changed for any reason other than stated above, you will be notified at least 30 days in advance.

In compliance with the rules governing the protection of client funds, Pershing earns money by investing your cash awaiting reinvestment or by lending it to other clients. In some cases, a portion of the interest earned on money credit balances held by Pershing may be shared with CGMI. Additionally, a portion of the interest paid to Pershing (for example, cash due interest) may be shared with CGMI.

**Interest Period.** The interest period begins on the 20th day of each month and ends on the 19th of the following month. Accordingly, interest charges for the period as shown on your monthly statement are based only on the daily net debit and credit balances for the interest period.

**Method of Interest Computation.** At the close of each interest period during which credit was extended to you, an interest charge will be computed (in each applicable currency) as per the following formula:

$$\frac{\text{Average Daily Debit Balance (x)} \\ \text{Applicable Schedule Rate (x)} \\ \text{Days of Outstanding Debit Balance}}{360}$$

As this formula indicates, interest is charged for each day during which you have a net debit balance outstanding but is computed on the basis of a 360-day year: this method of computation results in interest charges greater than those derived from the same rate of interest used in a formula based on a 365-day year. The interest rate is determined by computing the average of the daily interest rates in effect during a given interest period. Any adjustment of interest charged in a prior interest period will be posted as an entry on the borrower’s CGMI account statement indicating the amount of money and the dates of the interest period affected.

If there has been a change in the Citi Base Rate, or any of the other indices, separate calculations will be made computing the number of days within the interest period at each rate.

If credit extended to your account is not paid, the interest charge at the close of the period is added to the opening debit balance for that currency in the next period.

With the exception of credit balances in your short account, all other credit and debit balances in the same currency will be combined daily. Interest will be charged on the resulting average daily net debit balances for that currency for the period.

Credit balances in one currency will not be combined or netted with debit balances in a different currency. If there is a debit in your cash account and you hold a margin account, interest will be calculated on the combined debit balance for that

currency and charged to the margin account.

Any credit balance in your short account is disregarded, because such credit collateralizes the stock borrowed for delivery against the short sale. Such credit is disregarded even if you should be long in the same position in your margin account (for instance, short sale against the box).

If the security that you sold short (or sold short against the box) appreciates in market price over the selling price, interest will be charged (in the appropriate currency) on the appreciation in value. Conversely, if the security that you sold short depreciates in market price, the interest charged will be reduced since your average debit balance will decline. This practice is known as "marking to market." Each week, a closing price is used to determine any appreciation or depreciation of the security sold short. If your account is short shares of stock on the record date of a dividend or other distribution (however such short position occurs), your account will be charged the amount of the dividend or other distribution on the following business day.

**Margin Disclosures.** These disclosures are intended to provide some basic facts about purchasing securities on margin and to alert you to the risks involved with trading securities in a margin account. Before trading securities in a margin account, it is important to carefully review the written "Additional Terms for Margin Accounts" section of the CGMI Client Agreement provided by CGMI or its clearing firm (Pershing), and to consult with CGMI with any questions or concerns you may have regarding margin accounts.

When you purchase securities, you can pay for them in full or borrow part of the purchase price from Pershing. If you choose to borrow funds from Pershing, you will need to open a margin account with Pershing through CGMI.

The securities purchased are used as collateral for the loan that was made to you or any other indebtedness arising after the initial transaction. If the securities in your brokerage account decline in value, so does the value of the collateral supporting your loan. As a result, CGMI or Pershing can take action.

For instance, CGMI or Pershing may issue a margin call and/or sell securities or liquidate other assets in any of your brokerage accounts held with CGMI or Pershing to maintain the required equity in the margin account.

It is important that you fully understand the risks involved in trading securities on margin. These risks include the following:

- You may lose more funds or securities than you deposited in your margin account. A decline in the value of securities that are purchased on margin may require you to provide additional funds to Pershing to avoid the forced sale of those securities or other securities or assets in your account(s).
- CGMI or Pershing may force the sale of securities or other assets in your account(s). If the equity in your account falls below Pershing's or CGMI's maintenance margin requirements or Pershing's or CGMI's higher "house" requirements, CGMI or Pershing may sell the securities or other assets in any of your accounts to cover the margin deficiency. You also will be responsible for any shortfall in the account after such a sale.
- CGMI or Pershing can sell your securities or other assets without contacting you. Some investors mistakenly believe that a firm must contact them for a margin call to be valid, and that the firm cannot liquidate securities or other assets in their account(s) to meet the call unless the financial organization has contacted them first. This is not the case. Most firms will attempt to notify their clients of margin calls, but they are not required to do so. However, even if a firm has contacted a client and provided a specific date by which the client can meet a margin call, the firm may still take necessary steps to protect its financial interests, including immediately selling the securities without notice to the client. CGMI or Pershing may change margin requirements or margin call time periods without notice to you. With regard to house, maintenance and other margin calls, in lieu of immediate liquidations, Pershing, through CGMI, may permit you a period of time to satisfy a call. This time period shall not in any way waive or diminish CGMI's or Pershing's right in their sole discretion to shorten the time period in which you may satisfy a call, including one already outstanding, or to demand that a call be satisfied immediately. Nor does such practice waive or diminish the right of Pershing or CGMI to sell out positions to satisfy the call, which may be as high as the full indebtedness owed by you. Margin requirements may be established and changed by Pershing or CGMI in their sole discretion and judgment.
- You are not entitled to choose which securities or other assets in your brokerage account(s) are liquidated or sold to meet a margin call. Because the securities are collateral for the margin loan, CGMI or Pershing has the right to decide which securities to sell to protect its interests. The sale of securities may cause you to realize gains or losses and may have tax consequences for you.
- CGMI or Pershing may increase its "house" maintenance margin requirements at any time and is not required to provide you with advance written notice. These changes in firm policy often take effect immediately and may result in the issuance of a maintenance margin call. Your failure to satisfy the call may cause CGMI or Pershing to liquidate or sell

securities in your brokerage account(s).

- You are not entitled to an extension of time on a margin call. Although an extension of time to meet margin requirements may be available to investors under certain conditions, an investor does not have a right to the extension.
- Your written Client Agreement with Additional Terms for Margin Accounts with Pershing or CGMI provides for certain important obligations by you. The Client Agreement with Additional Terms for Margin Accounts is a legally binding agreement, cannot be modified by conduct, and no failure on the part of Pershing or CGMI at any time to enforce its rights under the Client Agreement with Additional Terms for Margin Accounts to the greatest extent permitted shall in any way be deemed to waive, modify or relax any of the rights granted Pershing or CGMI, including those rights vested in Pershing or CGMI to deal with collateral on all loans advanced to you. Also, the Client Agreement with Additional Terms for Margin Accounts constitutes the full and entire understanding between the parties with respect to the provision of Client Agreement with Additional Terms for Margin Accounts, and there are no oral or other agreements in conflict with the Client Agreement with Additional Terms for Margin Accounts unless you have advised Pershing or CGMI in writing of such conflict. Any future modification, amendment or supplement to the Client Agreement with Additional Terms for Margin Accounts or any individual provision of the Client Agreement with Additional Terms for Margin Accounts can only be done in writing and signed by a representative of Pershing. You should carefully review your Client Agreement with Additional Terms for Margin Accounts for the rights and limitations governing your margin account relationship.
- The federal securities laws do not allow the sale of new issues of securities on margin for a 30-day period if CGMI or Pershing is an underwriter of these securities and the margin obligation is collateralized by the new issue security. CGMI may also not "arrange for" a third party to extend this credit. In spite of these broad prohibitions there are some exceptions for mutual fund shares (which are continuously sold to the public), where shares are held for a 30-day period following a client's initial purchase of these shares.

**General Margin Policies.** The amount of credit that Pershing may extend and terms of such extension are governed by the rules of the Federal Reserve Board and FINRA.

Within the guidelines of those rules – and subject to adjustments required by changes in those rules and our business judgment – Pershing's margin account policies are summarized below:

- Pershing may require the deposit of additional acceptable collateral at any time
- Margin account equity is the current market value of securities and cash less the amount owed Pershing for credit extended at its discretion
- It is Pershing's general policy with respect to your CGMI account to require margin account holders to maintain a certain level of equity in their accounts regarding common stock: 30% of the current market value or \$2 per share, whichever is greater
- Any security valued at less than \$2 per share may not be purchased in a margin account
- From time to time, Pershing may deem certain securities ineligible for margin credit

For information with respect to general margin maintenance policy for municipal bonds, corporate bonds, U.S. Treasury notes and bonds and other securities – as well as information about the eligibility of particular securities for margin credit – please contact CGMI directly.

Notwithstanding the above general policies, Pershing reserves the right, at its discretion, to require the deposit of additional collateral and to set required margin at a higher or lower amount with respect to particular accounts or classes of accounts as it deems necessary.

In making this determination, Pershing or CGMI may take into account various factors, including but not limited to:

- Issues as to your securities, such as, among others, the liquidity of a position and concentrations of securities in an account
- Considerations as to your status, including but not limited to a decline in creditworthiness
- The size of the account
- The general condition of the market
- Considerations as to the ability of Pershing to obtain financing
- Regulatory interpretations and guidelines

If you fail to meet a margin call in a timely manner, some or all of your positions may be liquidated.

**Deposits of Collateral, Lien on Accounts and Liquidation.** In the event that additional collateral is requested, you may deposit funds or acceptable securities into your margin account.



If satisfactory collateral is not promptly deposited after a request is made, Pershing, or CGMI, may liquidate securities held in any of your accounts. Pursuant to the Client Agreement with Additional Terms for Margin Accounts, Pershing may retain any asset held in your accounts, including securities held for safekeeping, for as long as any extended credit remains outstanding.

Pershing and CGMI have a general lien and security interest in all securities, commodities, and other property of yours which Pershing may at any time be carrying for you, or which may at any time be in Pershing's possession or under Pershing's control for the discharge of all of your indebtedness and other obligations to Pershing and CGMI without regard to Pershing having made any advances in connection with such securities and other property and without regard to the number of accounts you may have at CGMI and Pershing.

**Callable Securities.** Securities held for your account in "street name," or by a securities depository, are commingled with the same securities held for Pershing's own clients and clients of other firms.

Your ownership of these securities is reflected in our records. You have the right at any time to require delivery to you of any securities that are fully paid for or are in excess of margin requirements.

The terms of many bonds allow the issuer to partially redeem or "call" the issue prior to the maturity date. Certain preferred stocks are also subject to being called by the issuer. Whenever any security being held by Pershing is partially "called," we determine the ownership of the securities to be submitted for redemption through a random selection procedure – as prescribed by FINRA rules – without regard to unsettled sales. In the event that such securities owned by you are selected and redeemed, your account will be credited with the proceeds.

If you do not wish to be subject to this random selection process, you must instruct CGMI to have Pershing deliver your securities to you. Delivery will be effected provided that your position is unencumbered or had not already been called by the issuer prior to receipt of your instructions by Pershing. The probability of one of your securities being called is the same whether they are held by you or by Pershing for you.

**Miscellaneous Credits.** Pershing credits account funds that belong to you – such as dividends, interest, redemptions and proceeds of corporate reorganizations – on the day such funds are received by Pershing.

These funds come to Pershing from issuers and various intermediaries in which we are participants (such as the Depository Trust Company). Periodically, an intermediary will pass to Pershing some or all of the interest earned on funds while in its possession. To the extent Pershing receives such payments, Pershing retains them.

CGMI is responsible for providing you information regarding when Pershing credits your account with funds due to you, when those funds are available to you and/or when you begin earning interest on those funds.

**Substitute Payments.** As permitted under your Client Agreement with Additional Terms for Margin Accounts, Pershing may lend shares in your account when your account has a debit balance. Payments that you receive with respect to loaned securities will be reclassified as "substitute" payments.

The tax consequences of substitute payments may differ from payments made directly from the security's issuer, such as a qualified dividend. For instance, a qualified dividend received by an individual may be taxed at a preferential rate. If a substitute payment is received instead, the preferential rate will not apply.

Individuals may also be affected if certain payments (such as exempt interest dividends, capital gain distributions, return of capital and foreign tax credit dividends) are reclassified as substitute payments. Corporate taxpayers may also be affected because the dividends-received deduction is not available with respect to substitute payments.

**Substitute Payment Reimbursement.** As permitted under your Client Agreement with Additional Terms for Margin Accounts, Pershing may lend shares in your account when your account has a debit balance. In the instance in which your securities are on loan over an ex-dividend date, Pershing may issue a substitute payment to your account in lieu of the dividend and, subsequently, a reimbursement to compensate you for the tax differential.

A substitute payment received in lieu of a qualified dividend may be eligible for a reimbursement to the lender's account only if the account is open on the reimbursement date. Please note that these reimbursements are (1) credited at Pershing's discretion, (2) subject to change and (3) may be eliminated without advanced notification.

We suggest that you contact your tax advisor to discuss the tax treatment of substitute payments.

## EU Securities Financing Regulation

If Article 15 of the EU Securities Financing Transactions Regulation is applicable to you, please refer to [pershing.com/global-assets/pdf/disclosures/per-eu-article-15-info-stmt.pdf](https://www.pershing.com/global-assets/pdf/disclosures/per-eu-article-15-info-stmt.pdf) for access to an information statement disclosing the risks

and consequences of delivering non-cash collateral under a relevant collateral arrangement with Pershing LLC (including a margin account). The statement does not amend or supersede the express terms of any transaction or collateral arrangement, or otherwise affect your or our liabilities or obligations. Please contact your advisor if you have any questions.

## **SEC Regulation NMS Rule 607**

SEC Regulation NMS Rule 607 requires Pershing to disclose its Payment for Order Flow practices.

### **Payment for Order Flow Practices**

Pershing sends certain equity orders to exchanges or broker-dealers during normal business hours and during extended trading sessions.

Some of these market centers provide payments to Pershing or charge access fees depending upon the characteristics of the order and any subsequent execution. In addition, Pershing may execute certain equity orders as principal, or route orders to an affiliate called BNY Mellon Capital Markets, LLC, which may also execute as principal while facilitating the trade as a market maker. The details of these payments and fees are available upon written request.

Pershing receives payments for directing listed options order flow to certain option exchanges. Compensation is generally in the form of a per-option contract cash payment. This disclosure only applies to orders directed to Pershing by CGMI and executed by Pershing. Certain orders are directed by Pershing to CGMI for execution. For a list of organizations that pay Pershing for order flow, please refer to [orderroutingdisclosure.com](http://orderroutingdisclosure.com).

**Best Execution.** Notwithstanding the previous paragraph regarding payment for order flow, Pershing selects certain market centers for routing non-directed orders that offer the opportunity for the following:

- Provide automated execution of electronically transmitted orders in over-the-counter (OTC) and exchange-listed securities

The designated market centers to which orders are routed are selected based on the following:

- The consistent high quality of their executions in one or more market segments
- Their ability to provide opportunities for executions at prices superior to the NBBO
- Service, accessibility, speed of execution
- Cost and counterparty creditworthiness

Pershing regularly reviews reports for quality of execution.

**Stop Order Election/Trigger.** Equity odd-lot sales count toward consolidated and participant exchange volumes, but do not update the last-sale, open, close, high or low price. Since odd-lot executions are not last-sale eligible, they will not trigger nondirected stop, stop-limit or trailing-stop orders routed to Pershing for execution.

## **Joint NASD/Industry Breakpoint Task Force**

A July 2003 report based on the findings of this task force recommends written disclosure regarding mutual fund breakpoints.

### **Sales Charges, Breakpoints, Fees and Revenue Sharing Relating to Mutual Funds, FDIC-Insured Bank Products and Annuities**

Before investing in mutual funds, it is important that you understand the sales charges, expenses and management fees that you will be charged, as well as the breakpoint discounts to which you may be entitled. Understanding these charges and breakpoint discounts will assist you in identifying the best investment for your particular needs and may help you to reduce the cost of your investment.

This section will give you general background information about certain of these charges. Please refer to the section above entitled "Mutual Fund Share Classes and CGMI Compensation" for important information about mutual funds including regarding share classes, sales charges, breakpoint discounts and other fees and expenses. Note, however, sales charges, expenses, management fees and breakpoint discounts vary from mutual fund to mutual fund.

Therefore, you should discuss these matters with your advisor and review each mutual fund's prospectus and statement of additional information (which are available from your advisor) to obtain the specific information regarding the charges and breakpoint discounts associated with a particular mutual fund.

**Mutual Fund Fees and Revenue Sharing.** Pershing may receive servicing fees from mutual funds that participate in Pershing's mutual fund no-transaction-fee program (FundVest®) in lieu of clearance charges to CGMI. Participation by CGMI in this program is optional and CGMI may share with Pershing in such fees. These fees may be considered revenue sharing and are a significant source of revenue for Pershing and may be a significant source of revenue for CGMI. These fees are paid in accordance with an asset-based formula.

Pershing also receives operational reimbursements from mutual funds in the form of networking or omnibus processing fees. These reimbursements are based either on a flat fee per holding or a percentage of assets and are remitted to Pershing for its work on behalf of the funds. This work may include, but is not limited to, subaccounting services, dividend calculations and posting, accounting, reconciliation, client confirmation and statement preparation and mailing, and tax statement preparation and mailing. These fees are a significant source of revenue for Pershing. For additional details regarding Pershing's mutual fund no-transaction-fee program or a listing of funds that pay Pershing networking or omnibus fees, refer to [www.pershing.com/disclosures](http://www.pershing.com/disclosures).

**Money Fund and Bank Deposit Program Fees and Revenue Sharing.** Money fund and bank deposit program sweep processing fees and revenue sharing are significant sources of revenue for Pershing and may be significant sources of revenue for CGMI. Pershing may also receive distribution fees in the form of 12(b)-1 fees, which may also be shared with CGMI.

Pershing receives fees from fund providers for making available money market funds and bank deposit programs you have selected through CGMI, some of which may be associated with CGMI. These fees are paid according to an asset-based formula. CGMI may share in these fees. A portion of Pershing's fees is applied against costs associated with providing services on behalf of the providers, which may include maintaining cash sweep systems, subaccounting services, dividend and interest calculation and posting, accounting, reconciliation, client statement preparation and mailing, tax statement preparation and mailing, marketing and distribution-related support and other services. For a listing of money funds and FDIC-insured bank deposit programs that pay Pershing revenue-sharing and processing fees, please refer to [www.pershing.com/disclosures](http://www.pershing.com/disclosures).

**Fees Received by Affiliates.** Pershing makes available a variety of money market mutual funds on its platform under the names of "Dreyfus," "Pershing," "General" and "Universal," for which The Dreyfus Corporation (Dreyfus Corp.) serves as investment advisor and MBSC Securities Corporation (MBSC) serves as the distributor. Both the Dreyfus Corp. and MBSC are affiliates of Pershing LLC and receive compensation for delivering their respective services to the money market mutual funds.

**Annuity Fees and Revenue Sharing.** Pershing may receive servicing fees from certain insurance companies that participate in Pershing's annuity program. Participation by CGMI in this program is optional. These fees may be considered revenue sharing and are a source of revenue for Pershing.

Pershing also receives operational reimbursement fees from certain insurance companies. A flat fee per holding is paid to Pershing for the services it provides, which may include, but is not limited to, posting, accounting, reconciliation, and client statement preparation and mailing. These fees are a source of revenue for Pershing. For additional details regarding processing annuities and a listing of annuities that pay Pershing revenue sharing and processing fees, please refer to [www.pershing.com/disclosures](http://www.pershing.com/disclosures).

## ETFs

Pershing may receive compensation from third parties or their affiliates for marketing, educational training programs, back office accounting, the development and maintenance of technology platforms and reporting systems, and certain other services ("Services") related to its securities trading platform (the "Platform"). Pershing is entitled to receive payments in connection with such Services. The payment for such Services may create incentives for Pershing to encourage customers to transact through the Platform and as a result Pershing may make decisions about which investment options it makes available or the level of Services it provides to its customers based on the payments or other financial incentives it is eligible to receive.

## Sponsorship Fees

Third-party product and service providers (e.g., mutual fund companies, annuity companies, exchange-traded fund (ETF) providers, money market fund companies, money managers, technology and business solution providers) offer marketing support in the form of sponsorship fee payments to Pershing (or third parties at Pershing's direction) in connection with educational conferences, events, seminars and workshops for broker-dealers or investment professionals. These payments may be for the expenses of educational materials or other conference-related expenses. For a listing of companies that pay sponsorship fees to Pershing for events, please refer to [www.pershing.com/disclosures](http://www.pershing.com/disclosures).

## Alternative Investment Network Fees

Pershing may receive servicing fees from non-traded real estate investment trusts (REITs), managed futures funds, hedge

funds and fund of funds (collectively, "alternative investments") that participate in Pershing's Alternative Investment Network no-fee program in lieu of transaction fees and special product fee charges to CGMI. These fees are calculated in accordance with an asset-based formula. Pershing also receives set-up fees from alternative investment providers or broker-dealers in the form of a one-time fee to add an alternative investment to the platform. The fee is a flat fee per CUSIP® and is remitted to Pershing for its work to set up the alternative investment. For additional details regarding Pershing's Alternative Investment Network no-fee program or a listing of entities that pay fees to Pershing, please refer to [pershing.com/alternative\\_investment\\_network\\_fees.html](https://pershing.com/alternative_investment_network_fees.html).

### **Treasury Regulation Section 1.408-2(e)(7)(iii)**

Pershing will make available a copy of the Internal Revenue Service (IRS) approval letters authorizing it to act as a nonbank custodian for your retirement accounts.

If you are interested in obtaining a copy of the IRS approval letters, please visit [pershing.com/non\\_bank\\_custodian.html](https://pershing.com/non_bank_custodian.html). If you are unable to retrieve the documents online, you may call Pershing's Service Hotline at 888-860-8510 and select option 3, Nonbank Custodian, where you will be prompted to either say or enter your account number. The document will then be mailed to the address of record for your account.

### **Treasury Regulation Section 35.3405-1T**

Treasury Regulation Section 35.3405-1T requires the following disclosure regarding periodic (or streams) of payments:

#### **Federal and State Tax Withholding for Retirement Accounts**

Subject to changes in prevailing rules – or changes in your circumstances – you may, at any time, designate or change the federal and state income tax withholding election for distributions from your individual retirement arrangement, 403(b)(7) custodial account or qualified retirement plan. Simply notify your advisor.

If you do not have enough federal or state income tax withheld, you may be responsible for payment of estimated taxes. Penalties and interest may also apply.

### **MSRB Rule G-15 and SEC Rule 10b-10**

Both the MSRB and SEC require the following disclosure:

#### **Electronic Confirmations**

Certain clients receive electronic confirmations through Depository Trust Company (DTC) or other delivery systems in lieu of hard copy confirms. You should be aware that any terms, conditions and disclosures set forth on hard copy confirmations will continue to apply to each confirm processed electronically, including the following:

- Securities purchased on a cash or margin basis are, or may be, hypothecated and, under such circumstances, commingled with securities carried for other clients. Such securities will be withdrawn from hypothecation after receipt of payment.
- If sufficient funds are not already in your cash account to cover a purchase transaction, it is agreed that you will (1) make full payment for the securities described on the confirmation no later than the stated settlement date, and (2) not sell such securities prior to making payment.
- If Pershing does not receive full payment for securities purchased by you, Pershing may, at its option, cancel the transaction without notice to you.
- If sold securities are not already held in your account with Pershing, Pershing will act upon your representation that you or your principal own such securities. It is agreed that you will deposit the securities with Pershing no later than the transaction settlement date.
- If securities sold by you are not delivered to Pershing in proper form on or after the first trading day after settlement date, Pershing may, at its option, cancel or otherwise liquidate the transaction without notice to you.
- You will be liable to Pershing for any loss without limitation, including all expenses, attorney's fees, and other costs incurred by Pershing and/or CGMI, and interest thereon, as a result of a cancelled or liquidated transaction.
- Call features may exist for securities. Call features for fixed income securities may affect yield. Complete information will be provided on request.
- The ratings that appear in the description of some fixed income securities have been obtained from rating services that Pershing believes to be reliable. However, Pershing cannot guarantee their accuracy. Securities for which ratings are not available are marked "UNRATED."

- With transactions involving a security that (1) has an interest in or is secured by a pool of receivables, or (2) is subject to continuous prepayment, such as asset-backed or collateralized mortgage obligations (CMOs), the actual yield of such security may vary according to the rate at which the underlying asset is prepaid. Information concerning the factors that affect yield (including estimated yield, weighted average life and the prepayment assumptions of underlying yield) will be furnished upon your written request.
- It is understood and agreed that all transactions are subject to the rules and customs of the exchange or market (and its clearing house, if any) where they are executed. The name of the broker or party and the time of execution will be furnished upon request.
- Commission rates are subject to negotiation. Any commission charged to you may be more or less than commissions charged to or by others in similar transactions. The source and amount of other commissions charged in connection with the transaction will be furnished upon request.
- Provisions of agreements and contracts shall inure to any successor of CGMI or Pershing. Agreements and contracts are governed by the laws of the State of New York.

## **MSRB Investor Education and Protection**

An investor brochure that describes the protections available under MSRB rules and instructions on how to file a complaint with an appropriate regulatory authority can be found on the MSRB website, [msrb.org](http://msrb.org).

Pershing LLC is registered with the Securities and Exchange Commission (SEC) and MSRB, and a member of FINRA and the NYSE.

## **Regulation E**

Regulation E of the Consumer Financial Protection Bureau establishes disclosures regarding electronic transfers. In addition to the disclosures in this section you should review the account terms and conditions and other disclosures regarding electronic transfers that are provided to you by CGMI. Please note that this disclosure section is not applicable to international remittance transfers. Contact CGMI in the event that you have any questions regarding international remittance transfers you have requested.

### **Electronic Transfers**

Electronic transfers include:

- Direct Deposits – you provide your checking account information to a company (such as employer, Social Security Administration) and the company electronically sends deposits to your checking account, which credits the brokerage account.
- Authorized Debits – you provide your checking account information to a company (such as mortgage, utility) and the company electronically sends debits to your checking account, which debits the brokerage account.
- Debit Card Transactions – any merchant purchase, automatic teller machine (ATM) withdrawal, or cash advance done with the debit card issued from the account.
- Electronic Check Conversion – you authorize a merchant or other payee to make a one-time electronic payment from your checking account using information from your check to pay for purchases or to pay bills.

If you have any questions regarding electronic transfers, call Pershing's Asset Management Account Department at 800-547-7008 or at 201-413-4624. You may also write to Pershing at:

Pershing LLC  
 Asset Management Account Department  
 One Pershing Plaza, Fifth Floor  
 Jersey City, New Jersey 07399

Contact Pershing immediately if you think your statement or transfer receipt is incorrect, or if you need more information about a particular transfer. Pershing must hear from you within 60 days of the date of the first statement on which the transfer in question appeared. When contacting Pershing, please provide:

- Your name
- Account number
- Dollar amount of the transfer
- Description of the transfer

- Explanation indicating why you believe there is an error or why you need more information

If you notify Pershing verbally, we may request that you submit your inquiry in writing. If not received within ten business days of Pershing's request, Pershing may not credit your account.

Pershing will inform you of the results of our investigation within ten business days after Pershing receives your inquiry and Pershing will promptly correct any error.

If Pershing needs more time to investigate your inquiry, Pershing will credit your account in the amount of the transfer in question so that you have use of the funds during Pershing's investigation, which may take up to 45 days to complete.

Pershing will inform you of the results within three business days after completing its investigation. If Pershing decides that there was no error, it will send you a written explanation. If Pershing decides that there was an error, Pershing will send you a written explanation. You may request copies of the documents that Pershing uses in its investigation.

If you have any questions, contact your advisor. You may also contact Pershing's Asset Management Account Department at 800-547-7008 or 201-413-4624, or by fax at 201-413-5304.

## **SEC Rule 17F-1**

SEC Rule 17f-1 requires that all lost or stolen securities be reported.

## **Lost Securities**

If your periodic client statement indicates that securities were forwarded to you and you have not received them, you should immediately notify CGMI or Pershing. If notification is received within 120 days after the mailing date, as reflected on your periodic statement, replacement will be made free of charge. Thereafter, a fee for replacement may apply.

## **FINRA Rule 4370**

FINRA Rule 4370 requires the disclosure of our business continuity plan in the event an interruption occurs to our normal course of business.

## **Pershing's Business Continuity Plan**

To address interruptions to Pershing's normal course of business, Pershing maintains a business continuity plan, which includes geographically dispersed data centers and processing facilities. The plan is annually reviewed and updated as necessary.

The plan outlines the actions Pershing will take in the event of a building, city or regional incident, including:

- Continuous processing support by personnel located in unaffected facilities
- Relocating technology or operational personnel to alternate regional facilities
- Switching technology data processing to an alternate regional data center

All Pershing operational facilities are equipped for resumption of business and are tested. Regarding all circumstances within Pershing's control, Pershing's recovery time objective for business resumption is four (4) hours or less, depending upon the availability of external resources.

In the event that CGMI experiences a significant business interruption, you may contact Pershing directly to process limited trade-related transactions, cash disbursements and security transfers. Instructions to Pershing must be in writing and transmitted via facsimile to 201-413-5368 or by postal service as follows:

Pershing LLC  
P.O. Box 2065  
Jersey City, New Jersey 07303-2065

For additional information about how to request funds and securities when CGMI cannot be contacted due to a significant business interruption, please select the Business Continuity and Other Disclosures link at the bottom of the home page on the Pershing website at [www.pershing.com](http://www.pershing.com). You may also call 201-413-3635 for recorded instructions.

If you cannot access the instructions from the above website or telephone number, you may call 213-624-6100, extension 500, an alternate Pershing number for recorded instructions.

## **FINRA Rule 2266**

FINRA Rule 2266 requires Pershing to disclose SIPC contact information.

**SIPC Contact Information**

Information regarding SIPC, including a SIPC brochure, may be obtained by contacting SIPC via its website at [www.sipc.org](http://www.sipc.org) or by telephone at 202-371-8300.

**FINRA Rule 2267**

FINRA Rule 2267 requires Pershing to provide information about FINRA's BrokerCheck program.

**FINRA BrokerCheck Program**

An investor brochure that includes information describing FINRA BrokerCheck may be obtained from FINRA. The FINRA BrokerCheck Hotline Number is 800-289-9999. The FINRA website address is [www.finra.org](http://www.finra.org).

# Pershing's Privacy Policy

Rev. September, 2018

## FACTS

### WHAT DOES PERSHING LLC DO WITH YOUR PERSONAL INFORMATION?

<b>Why?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
<b>What?</b>	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security number</li> <li>• Account balances and account transactions</li> <li>• Assets and transaction history</li> </ul> <p>When you are no longer our customer, we continue to share your information as described in this notice.</p>
<b>How?</b>	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons <b>Pershing LLC</b> chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Pershing LLC share?	Can you limit this sharing?
<b>For our everyday business purposes –</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes –</b> to offer our products and services to you	No	No
<b>For joint marketing with other financial companies</b>	No	No
<b>For our affiliates' everyday business purposes –</b> information about your transactions and experiences	Yes	No
<b>For our affiliates' everyday business purposes –</b> information about your creditworthiness	No	No
<b>For our affiliates to market to you</b>	No	No
<b>For non-affiliates to market to you</b>	No	No

<b>Questions?</b>	Call 201-413-3333
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## Who we are

Who is providing this notice?

**Pershing LLC** (a subsidiary of The Bank of New York Mellon Corporation)

## What we do

How does **Pershing LLC** protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.

How does **Pershing LLC** collect my personal information?

We collect your personal information, for example, when you

- Open an account
- Provide account information
- Make deposits or withdrawals from your account
- Use your credit or debit card
- Make a wire transfer

We also collect your personal information from third parties, such as credit bureaus, affiliates, or other companies.

Why can't I limit all sharing?

Federal law gives you the right to limit only

- Sharing for affiliates' everyday business purposes – information about your creditworthiness
- Affiliates from using your information to market to you
- Sharing for non-affiliates to market to you

State laws and individual companies may give you additional rights to limit sharing.

## Definitions

Affiliates

Companies related by common ownership or control. They can be financial and non-financial companies.

- Our affiliates include banks and companies whose names include "The Bank of New York," "BNY," "Mellon," or "Pershing," and other financial companies such as Lockwood Advisors, Inc., as well as non-financial companies such as Albridge Solutions and BNY Mellon Technology Private Limited.

Non affiliates

Companies not related by common ownership or control. They can be financial and non-financial companies.

- **Pershing LLC** does NOT share information with non-affiliates so they can market to you.

Joint marketing

A formal agreement between non-affiliated financial companies that together market financial products or services to you.

- **Pershing LLC** does not jointly market.

## Other Important Information

This notice applies to individual consumers who are customers or former customers. This notice replaces all previous notices of our consumer privacy policy, and may be amended at any time. We will keep you informed of changes or amendments as required by law.

## Additional Disclosures

The following information may be of interest to you.

### Credit Interest

You may receive interest on positive account balances, referred to as "free credit balances," provided that the funds are awaiting reinvestment and are subject to certain minimum balances and time requirements. Pershing and CGMI may receive compensation based on the amount of free credit balances in client accounts. If you maintain free credit balances in your account solely for the purpose of receiving credit interest, and have no intention of investing the funds in the future, contact your advisor to discuss your investment options.

### Important Information on Check Disbursements

In situations where you request a check disbursement from your account, Pershing will receive and retain any interest or earnings generated on the amount of the check from the date that it is disbursed until its final settlement and payment.

### Transactions in Listed Options

If you purchase or sell options listed on the U.S. national options exchanges, you must review the Characteristics and Risks of Standardized Options disclosure published by The Options Clearing Corporation (OCC). You may obtain a copy of the options disclosure document from your advisor or by visiting the OCC website at [www.theocc.com/about/publications/character-risks.jsp](http://www.theocc.com/about/publications/character-risks.jsp).

### Unit Investment Trust Payments

When Pershing acts upon the instruction of CGMI to execute the purchase of a Unit Investment Trust, Pershing may receive a payment based on the volume of sales processed by Pershing. CGMI may receive a monetary concession for the sale of the Unit Investment Trust to you. Such payments are disclosed in the applicable UIT prospectus. Additional information regarding such payment is available at [pershing.com/UIT\\_fees.html](http://pershing.com/UIT_fees.html).

### Auction Rate Securities Payments

Pershing may receive payments from the distribution agent for trades in municipal auction rate securities and closed-end fund/preferred auction rate securities executed by Pershing upon CGMI's instruction. These payments are not charged to or paid by you. Additional information regarding such payments is available at [www.pershing.com/ARS\\_fees.html](http://www.pershing.com/ARS_fees.html).

### Float Disclosure

Pershing may obtain a financial benefit attributable to the cash balances in any account (including Employee Retirement Income Security Act accounts) that are held by Pershing in accounts that it has with major money center banks (the names of which will be provided upon request). These cash balances result from (1) cash awaiting investment or (2) cash pending distribution. Pershing's financial benefit may be in the form of interest earned on such balances and/or reductions in interest expenses that Pershing would otherwise pay to such money center banks. To the extent that the financial benefit is in the form of interest paid to Pershing, it is often paid at the federal funds rate.

With respect to cash awaiting investment (e.g., new contributions), Pershing obtains such financial benefit until the funds are invested in a money market fund or are used to purchase securities. If an account agreement provides for the automatic investment into a money market fund, such investment will take place on the day after the receipt of cash (and the financial benefit will be one day), unless instructions are received to manually purchase money fund shares on the same day that cash is received. Such instructions must be received before the cutoff time established by each money market fund available to the account. If the account agreement does not provide for automatic investment into a money market fund, such investment will take place on the day after the receipt of appropriate instructions.

When Pershing receives a request for a distribution by check, the account is charged (debited) on the date the check is written. Cash is transferred to a Pershing disbursement account maintained with a major money center bank on the day the check is presented for payment. Pershing mails disbursement checks on the same day that they are written. Pershing may obtain the financial benefit described above from the date the check is written until the date the check is presented for payment, the timing of which is beyond the control of Pershing. When a distribution is requested using an Automated Clearing House instruction, Pershing receives a one-day financial benefit in connection with the distribution. If the distribution is made using the Federal Reserve wire system, Pershing receives no financial benefit in connection with the distribution.

### Foreign Currency Transactions

Pershing may execute foreign currency transactions as principal for your account. Pershing's currency conversion rate will not exceed the highest interbank conversion rate identified from customary banking sources on the conversion date or prior business day, increased by up to 1%, unless a particular rate is required by applicable law.

CGMI may also increase the currency conversion rate. Conversion rates may differ from rates in effect on the date a dividend, interest payment, or corporate action is credited or declared.

Unless you instruct CGMI otherwise, Pershing may automatically convert foreign currency to or from U.S. dollars for dividends, interest and corporate actions.

### **Special Note for Non-U.S. Accounts**

With respect to assets custodied by Pershing on your behalf, income and capital gains or distributions to you from your account may be taxable in your home jurisdiction and/or country of tax residence.

Please consult your tax advisor for the appropriate tax treatment of your transactions.

### **Liens and Levies**

If, for any reason, your account is subject to a lien or levy directed to Pershing, Pershing will abide by the directions of the federal, state or other levying authority unless we receive:

- A court order staying or quashing the lien or levy
- Some other form of release from the levying authority

If Pershing receives a lien or levy on your account, you may be assessed a reasonable processing fee.

### **Important Notice for California Residents**

Pursuant to California state law (Part 3, Title 10, Chapter 7) Pershing, as custodian of your assets, may be required to transfer your assets to the State of California in the event that no activity occurs within the statutorily defined time period. The state law defines the time period as 24 to 30 months where there is no activity within the account, or communication between the account owner and the financial institution.

### **Extended Hours Trading**

**Terms.** Extended-hours trading sessions offer the ability to trade all NMS equity securities that have not been halted both before and after the regular market session [(9:30 a.m. to 4 p.m. (ET))/1:30 p.m. to 8 p.m. (GMT\*)]. Increased trading opportunity means increased ability to react to news and earnings reports that occur during pre-and postmarket sessions.

The following sections provide important information regarding Pershing's extended-hours trading sessions:

**Session Times.** Pre-Market Trading – 8 a.m. to 9:15 a.m. (ET)/noon to 1:15 p.m. (GMT) each business day.

After-Market Trading – 4:01 p.m. to 6:29.59 p.m. (ET) 8:01 p.m. to 10:29.59 p.m. (GMT).

For certain trading sessions around holidays, early exchange closings at 1 p.m. (ET)/5 p.m. (GMT) will result in modifications to extended trading times.

**Order Duration.** Orders entered are only in force for the trading session during which they were entered. Good till canceled (GTC), good this day (GTD), good this week (GTW) and good this month (GTM) orders are not allowed.

**Securities Available.** NMS equity securities are eligible for trading.

**NOTE:** Non-NMS Quotation Service (NNQS), Pink Sheets and securities traded on foreign exchanges are not eligible for extended-hours trading.

**How Pershing Executes Extended-Hours Trades.** Pershing executes extended-hours trades by routing orders to a participating exchange. The market center will automatically match client buy and sell orders, with bids and offers they are holding. In addition, markets may be linked to other exchanges or electronic trading systems to improve the opportunity for your order to be executed.

**Types of Orders That Can Be Placed During Extended-Hours Trading.** Only limit orders may be entered in both the pre- and post-market trading sessions. Other types of orders and order qualifiers, such as market, stop, all-or-none (AON) and fill-or-kill (FOK) are not currently available. The minimum order size is one (1) share and the maximum order size is 99,999 shares per order.

**Short Sales During Extended-Hours Trading.** Short sales are permitted during extended-hours trading sessions. An affirmative determination is required to verify that the security is available to borrow.

**Duration of Orders Placed During Extended-Hours Trading.** Orders placed during extended-hours trading sessions are only good for the session during which the order is placed. If the order is not executed during a specific extended-hours session, the order expires at the end of that session and does not roll over to the next regular hours or extended-hours session. Similarly, orders from the regular trading session do not roll over to the extended-hours session. Orders not yet executed can be canceled in the same manner as regular session orders before the close of that session.

\* Greenwich Mean Time (GMT) is five hours ahead of Eastern Time (ET), except during Daylight Savings Time (DST) when it is four hours ahead. In most areas of the United States, DST begins on the second Sunday in March and ends on the first Sunday in November.

Orders executed during an extended-hours session are considered to have been executed during that day's regular session for settlement and clearing purposes. Settlement dates for extended-hours trades follow the same rules as regular hours trading. For instance, if settlement is two business days after the day on which the transaction occurred and your pre-market order to buy is executed on Monday, the 6th day of the month, the settlement date is Wednesday, the 8th day of the month, and payment is due at that time.

**Margin Requirements for Extended-Hours Trading.** Margin requirements remain the same as during regular trading hours. A stock's margin eligibility during an extended-hours session is computed using the closing price of the previous regular market session.

**Risks.** As with any securities trading, there are risks. Additional risks associated with extended-hours trading include:

***Risk of Timing of Order Entry*** – All orders entered and posted during extended-hours trading sessions must be limit orders. You must indicate the price at which you would like your order to be executed. By entering the price, you agree not to buy for more or sell for less than the price you entered, although your order may be executed at a better price. Your order will be executed if it matches an order from another investor or market professional to sell or purchase on the other side of the transaction. In addition, there may be orders entered ahead of your order by investors willing to buy or sell at the same price. Orders entered earlier at the same price level will have a higher priority. This means that if the market is at your requested price level, an order entered prior to your order will be executed first. This may prevent your order from being executed in whole or in part.

***Risk of Execution Pricing*** – For extended-hours trading sessions, quotations will reflect the bid and ask currently available through the used quotation service. The quotation service may not reflect all available bids and offers posted by other participating ECNs or exchanges, and may reflect bids and offers that may not be accessible through Pershing or respective trading partners. This quotation montage applies for both pre- and post-market sessions.

Not all systems are linked. Therefore, you may pay more or less for your security purchases or receive more or less for your security sales through a participating ECN or exchange than you would for a similar transaction on a different ECN or exchange.

***Risk of Communications Delays or Failures*** – Delays or failures in communications due to a high volume of orders or to other computer or system problems, including Internet disruptions, may cause delays in or prevent the execution of your order. Any communication or computer problems experienced by Pershing, its designated order manager, or participating ECN or exchange, may prevent or delay the order from being executed. Pershing reserves the right to temporarily or permanently close an extended-hours trading session without prior notification in the event of system failures or unforeseen emergencies. Pershing will not be held liable for missed executions in the case of a system failure.

***Risk of Lower Liquidity*** – Liquidity refers to the ability to buy and sell securities. Generally, if there are more orders available in the market, then the security is more liquid. Due to limited trading activity in the extended-hours trading sessions, the liquidity in these sessions may be significantly less than during regular market hours. Lower liquidity may prevent your order from being executed in whole or in part, or from receiving as favorable a price as you might receive during regular trading hours. In addition, lower liquidity means fewer shares of a given security are being traded, which may result in larger spreads between bid and ask prices and volatile swings in stock prices.

***Risk of Trading Halts*** – News stories may have a significant impact on stock prices during extended-hours trading sessions. The SEC, FINRA, or a stock exchange may impose a trading halt when significant news has affected a company's stock price. Any SEC-, FINRA-, or exchange-imposed trading halt will be enforced. Pending orders for a security will be held upon imposition of a trading halt for that security and reinitiated upon resumption of trading during that session.

***Risk of Duplicate Orders*** – There is a risk of duplicate orders if you place an order for the same security in both an extended-hours session and the regular trading session, even if that order is a day order. Orders executed during regular trading hours may not be confirmed until after the post-market extended trading session has already begun. Similarly, orders executed in the pre-market session may not be confirmed until after regular trading has begun.

***Risk of Partial Executions*** – Orders placed during extended trading hours are entered through a participating ECN or exchange, which may be linked to other ECNs or exchanges. Because you cannot add qualifiers to an order, such as AON or FOK, a round lot order may be filled in part by an odd lot or mixed lot order, leaving stock left over to buy or to sell. There is a risk that the remaining order may not be filled during the extended-hours session. An odd lot may not be represented in the displayed quote. This would occur in instances in which an order has an execution leaving an odd lot. There are no execution guarantees for an odd lot or the odd lot portion of a mixed lot portion of an order.

**Risk of Lack of Calculation or Dissemination of Underlying Index Value or Intraday Indicative Value** – For certain derivative securities products, an updated underlying index value or intraday indicative value may not be calculated or publicly disseminated in extended trading hours. Since the underlying index value and intraday indicative value are not calculated or widely disseminated during the opening and late trading sessions, an investor who is unable to calculate implied values for certain derivative securities products in those sessions may be at a disadvantage to market professionals.

**Risk of Higher Volatility** – Volatility refers to the changes in price that securities undergo when trading. Generally, the higher the volatility of a security, the greater its price swings. There may be greater volatility in extended-hours trading than in regular market hours. As a result, your order may only be partially executed, or not at all, or you may receive an inferior price in extended-hours trading than you would during regular market hours.

**Risk of News Announcements** – Normally, issuers make news announcements that may affect the price of their securities after regular market hours. Similarly, important financial information is frequently announced outside of regular market hours. In extended-hours trading, these announcements may occur during trading and, if combined with lower liquidity and higher volatility, may cause an exaggerated and unsustainable effect on the price of a security.

**Risk of Wider Spreads** – The spread refers to the difference in price for which you can buy and sell a security. Lower liquidity and higher volatility in extended-hours trading may result in wider than normal spreads for a particular security.

**Confirmation of Executions and/or Cancellations.** Confirmations of executions or cancellations may be delayed, erroneous (e.g., due to computer system issues) or canceled/adjusted by an exchange or market center. A customer is bound by the actual order execution, if consistent with customer's order. The cancellation of an order is not guaranteed. The order will only be canceled if the request to cancel is received by the market center to which the order was routed and matched with the order to be canceled before it is executed. During market hours, it is rarely possible to cancel a market order or a marketable limit order, as such orders are subject to immediate execution. Client may not assume that any order has been executed or canceled until Client has received a transaction or cancellation confirmation from your introducing firm or Pershing. Even in the event such execution or cancellation is reported to Client, any reporting or posting errors, including errors in reporting or posting execution prices or cancellations, may be corrected to reflect what actually occurred in the marketplace.

**Money Market Mutual Fund Confirmations.** Confirmations for Money Market Mutual Fund purchases processed through the sweep platform are not sent pursuant to SEA Rule 10b-10(b)(1).

**Pershing's Impartial Lottery Process: Partial Calls.** Information about Pershing's impartial lottery process can be found on [Pershing.com/lottery.htm](http://Pershing.com/lottery.htm). You may also request a printed copy of this information by calling (888) 367-2563, option 3 then option 5.

When a security is subject to a partial redemption, pursuant to FINRA Rule 4340, Pershing must have procedures in place that are designed to treat clients fairly in accordance with an impartial lottery process.

When an issuer initiates a partial call of securities, the depository holding such securities (typically, the Depository Trust and Clearing Corporation, or DTCC) conducts an impartial, computerized lottery using an incremental random number technique to determine the allocation of called securities to participants for which it holds securities on deposit (including Pershing). Because DTCC's lottery is random and impartial, participants may or may not receive an allocation of securities selected for redemption.

When Pershing is notified that it received an allocation of called securities, Pershing conducts a similar, computer-generated random lottery. The lottery determines the accounts that will be selected and the number of securities in the account that will be redeemed. Allocations are based on the number of trading units held in the account. The probability of any trading unit held by an account being selected as called in a partial call is proportional to the total number of trading units held through Pershing.

Once the lottery is complete, Pershing notifies introducing broker-dealers whose introduced accounts have received an allocation. Securities registered in the client's name, either in transit or held in custody, are excluded from the Pershing lottery process.

Pershing initiates the lottery process by identifying the accounts holding the called security, the total par value of the called securities held, and the trading unit of the security.

Example (unit of trade = \$25,000):

Client Account	Par Value	Number of Trading Units
ABC-123234	\$100,000	4
DEF-325465	\$75,000	3
EDR-567433	\$150,000	6
EGT-876574	\$50,000	2
EGT-888345	\$25,000	1
FRT-435234	\$25,000	1
FRT-658797	\$75,000	3

In brief, the allocation process involves the following steps:

- The number of trading units held in each account is identified.
- A sequential number is assigned to each trading unit (e.g., account EDR-567433 would be assigned six numbers).
- A random number is generated that will result in one of these trading units being the first unit in the selection process.
- Thereafter, the trading units participating in the allocation are based on an incremental random number technique until the number of trading units allocated to Pershing is exhausted.

**Additional Information:**

- The allocation of called securities is not made on a pro-rata basis. Therefore, it is possible that a client may receive a full or partial redemption of shares held. Conversely, it is also possible that a client may not have any securities selected for redemption at all.
- When a partial call is deemed favorable to the holders of the called security, Pershing will exclude certain accounts from the lottery. Excluded accounts will include Pershing's proprietary and employee accounts, as well as proprietary and employee accounts of introducing broker-dealers (if Pershing carries and clears those accounts). No allocation will be made to these proprietary and employee accounts until all other client positions at Pershing in such securities have been called. When a partial call is deemed unfavorable to holders of the called security, Pershing will not exclude any accounts from the lottery.
- If the partial call is made at a price above the current market price as captured in Pershing's price reporting system, Pershing will generally categorize the partial call as one that is favorable to the holders of such security. If the partial call is made at a price that is equal to or below the current market price of the security as captured in Pershing's price reporting system, Pershing will generally categorize that call as one that is unfavorable to holders of the security.
- Clients have the right to withdraw uncalled, fully paid securities from Pershing at any time prior to the cutoff date and time established by the issuer, transfer agent and/or depository with respect to the partial call. Clients also have the right to withdraw excess margin securities, provided that the client account is not subject to restriction under Regulation T or that such withdrawal will not cause an under-margined condition.

**Estimated Annual Income and Estimated Yield.** The following disclosure pertains to estimated annual income (EAI) and estimated current yield (ECY) figures displayed on Pershing LLC's brokerage account statements.

The EAI and ECY figures are estimates and for informational purposes only. These figures are not considered to be a forecast or guarantee of future results. These figures are computed using information from providers believed to be reliable; however, no assurance can be made as to the accuracy. Since interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political and business conditions, they should not be relied on for making investment, trading or tax decisions. These figures assume that the position quantities, interest and dividend rates, and prices remain constant. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating them.

The EAI figure for U.S. government, corporate and municipal securities is computed by multiplying the coupon rate by the quantity of the security and then dividing that figure by 100. The resulting figure is reflected on the brokerage account statement in the EAI field.

The EAI for equity, mutual fund, unit investment trust and exchange traded fund securities is computed using either a historical methodology (HM) or projected methodology (PM), depending on the information from the issuer. The PM annualizes the latest regular cash dividend. The HM accumulates the regular cash dividends over the past twelve months. If there is less than one year of dividend history, the accumulated dividends are annualized. The EAI for preferred securities is computed using the PM. The HM or PM figure, whichever is calculated, is then multiplied by the quantity of the security and the resulting figure is reflected on the brokerage account statement in the EAI field.

The following are important caveats to the HM figure and PM figure.

- The figure is denominated in the same currency as the dividend announcement.
- The figure does not contemplate special or extra dividends.
- When a security pays its first dividend with no specificity as to dividend frequency, the initial dividend will be the reported figure.
- If a security announces a stock split and does not announce a new dividend rate, the figure will be adjusted on the ex-distribution/dividend date.
- For a called security, the figure will remain unchanged until the payment date, at which point it will revert to zero.
- The figure for Canadian securities is calculated the same way as for U.S. securities.
- The figure for mutual funds only includes dividends treated as income.
- The figure will be zero under the following scenarios: a security that has only paid capital gains during the preceding year; a security that has only had stock splits, stock (not cash) dividends or reverse stock splits during the preceding year; a security other than an open-end mutual fund (excluding a money market fund), ADR preferred, or exchange-traded fund which rescinds or omits a dividend payment; and a security from an issuer which is in arrears and uncertain about its ability to make a dividend payment.

The ECY figure is computed by dividing the EAI figure by the current market price of the security, which may be higher or lower than the purchase price, and then the figure is multiplied by 100. The resulting figure is reflected on the brokerage account statement in the ECY field. With specific regard to a fixed income security, the initial purchase confirmation oftentimes reflects yield to maturity, yield to call and/or yield to worst figures which are more relevant figures from the point of purchase.

**Trailing Stop Orders.** Trailing stop orders can be triggered by either a transaction or by a National Best Bid/Offer (NBBO) quotation update, and can trail by dollar value or percentage, depending on which option your financial advisor chooses on an order by order basis at the time the order is placed.

**Canadian Activities.** Pershing LLC operates in Canada under an International Dealer Exception through the Ontario Securities Commission.

**Elder and Vulnerable Adults.** By completing a physical or electronic contact form or providing trusted party information to your broker or advisor for electronic capture, you authorize CGMI and Pershing and their affiliates to share your nonpublic personal information\* held at CGMI and Pershing with the named trusted contact person(s) identified as such. This authorization includes, but is not limited to, sharing or disclosing any information regarding securities, insurance, bank related, financial planning or other financial products or services offered by or through CGMI and/or Pershing or any financial information you may have provided to your firm or Pershing. You understand that CGMI or Pershing may contact the named trusted contact person(s) if there are questions or concerns about your whereabouts or health status (i.e., if CGMI or Pershing becomes concerned that you may no longer be able to handle your financial affairs) or in the event that CGMI or Pershing becomes concerned that you may be a victim of fraud or exploitation.

You should contact your broker or advisor with additional questions. You may also contact FINRA's senior investors line at (844) 57-HELPS [(844) 574-3577], Monday-Friday, 9 a.m.-5 p.m. (ET), to get assistance or raise concerns about issues with brokerage accounts and investments.

\* "Nonpublic personal information" includes, but is not limited to: financial account information and balances, information regarding the purchase of a security or insurance product, and any other personally identifiable financial information: (i) provided by you to CGMI; (ii) resulting from any transaction in your account or any service performed on behalf of you by CGMI; or (iii) otherwise obtained from you by CGMI.

# VI. Privacy Notice

rev. 6/19



## Private Bank

### FACTS

#### WHAT DOES CITI PRIVATE BANK DO WITH YOUR PERSONAL INFORMATION?

<b>Why?</b>	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
<b>What?</b>	<p>The types of personal information we collect and share depend on the product or service you have with us. This information can include:</p> <ul style="list-style-type: none"> <li>• Social Security number and assets</li> <li>• account balances and transaction history</li> <li>• credit history and investment experience</li> </ul> <p>When you are <i>no longer</i> our customer, we continue to share your information as described in this notice.</p>
<b>How?</b>	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Citi Private Bank chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Citi Private Bank share?	Can you limit this sharing?
<b>For our everyday business purposes –</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
<b>For our marketing purposes –</b> to offer our products and services to you	Yes	No
<b>For joint marketing with other financial companies</b>	No	We don't share
<b>For our affiliates' use in providing you products and services meeting your private banking needs</b>	Yes	No
<b>For our affiliates' everyday business purposes –</b> information about your transactions and experiences	No	We don't share
<b>For our affiliates' everyday business purposes –</b> information about your credit worthiness	No	We don't share
<b>For our affiliates to market to you</b>	No	We don't share
<b>For nonaffiliates to market to you</b>	No	We don't share

<b>Questions?</b>	Call 1-800-870-1073
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Who we are	
Who is providing this notice?	This notice is provided by the business units of Citigroup Inc., and its affiliates, including, but not limited to, Citibank, N.A., Citicorp North America, Inc., Citicorp Trust Delaware, N.A., Citicorp Trust South Dakota, Citicorp USA, Inc., Citi Private Advisory, LLC and Citigroup Global Markets Inc., dedicated to providing you the products and services of Citi Private Bank.
What we do	
How does Citi Private Bank protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.
How does Citi Private Bank collect my personal information?	We collect your personal information, for example, when you <ul style="list-style-type: none"> <li>• provide account information or give us your contact information</li> <li>• provide employment information or apply for a loan</li> <li>• enter into an investment advisory contract.</li> </ul> We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	U.S. Federal law gives you the right to limit only <ul style="list-style-type: none"> <li>• sharing for affiliates' everyday business purposes – information about your creditworthiness</li> <li>• affiliates from using your information to market to you</li> <li>• sharing for nonaffiliates to market to you</li> </ul> U.S. State laws and individual companies may give you additional rights to limit sharing.
Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"> <li>• Citi Private Bank does not share with our affiliates, except to provide you products and services meeting your private banking needs.</li> </ul>
Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. <ul style="list-style-type: none"> <li>• Citi Private Bank does not share with nonaffiliates so they can market to you.</li> </ul>
Joint marketing	A formal agreement between nonaffiliated financial companies that together market financial products and services to you. <ul style="list-style-type: none"> <li>• Citi Private Bank doesn't jointly market.</li> </ul>

Citi acquires and uses services provided by third parties that collect and analyze customer data. This information may be used to service your accounts and for marketing purposes. For additional information about our privacy practices please go to [www.citi.com/privacy](http://www.citi.com/privacy).

