



# ERISA Section 408(b)(2) Disclosure Document Citi Investment Advisory Programs

## I. Introduction

This disclosure document (this “Disclosure Document”) provides an overview of the fees and other compensation charged for or otherwise related to investment advisory programs (each, an “Investment Program”) provided by Citigroup Inc. (“Citigroup”), Citigroup Global Markets Inc. (“CGMI”), Citibank, N.A. (“Citibank”), Citi Private Alternatives, LLC (“CPA”) and other Citigroup affiliated businesses (collectively referred to as “Citi”), with respect to certain employee benefit plans that participate in an Investment Program. This Disclosure Document is intended to include the information required by the Department of Labor regulation under Section 408(b)(2) of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), which is commonly known as the service provider fee disclosure rules (referred to as the “408(b)(2) Regulation”). You may access the full text of the Department of Labor’s final 408(b)(2) Regulation at <https://www.gpo.gov/fdsys/pkg/FR-2012-02-03/pdf/2012-2262.pdf>.

This Disclosure Document should be read in conjunction with the investment program account or client agreement you executed or will execute when entering into the Investment Program, as amended from time to time, and including schedules and attachments thereto (“Investment Program Agreement”), and disclosures (including Form ADV disclosure documents, which includes Form CRS (“Form ADV”) and the Citi Private Bank Disclosure Statement (“CPB Disclosure”) (Form ADV and CPB Disclosure, collectively referred to as “Form Disclosures”), which provide detailed information regarding each of the Investment Programs, fees, personnel, other business activities and financial industry affiliations, and potential conflicts of interests (collectively referred to as “Client Documents”).

References in this Disclosure Document to Form Disclosure mean to the Form ADV or the CPB Disclosure applicable to your plan’s Investment Program. If you are not certain which Form Disclosure is applicable to your plan, please contact Citi at the telephone numbers shown at the end of this Disclosure Document.

## Investment Programs Described under each Citi Form Disclosure

CPWM/CPII/CWA Client ADV	CPB (CGMI) CLIENT CGMI ADV/CPB (BANK) CLIENT CGMI ADV	CPB DISCLOSURE STATEMENT	CPB (BANK) CLIENT CPA ADV
n/a	Advisory Portfolios Custom Advisory Portfolios Core	n/a	n/a
Citi Advisor Program	Citi Advisor Program*	n/a	n/a
Citi Portfolio Manager Program (CPWM Only)	n/a	n/a	n/a
Consulting and Evaluation Services Program	Consulting and Evaluation Services Program*	n/a	n/a
Dynamic Allocation Portfolios – UMA Program	n/a	n/a	n/a

INVESTMENT AND INSURANCE PRODUCTS: NOT FDIC INSURED · NO BANK GUARANTEE · MAY LOSE VALUE

## Determining the Citi Form Disclosure Applicable to Your Plan’s Investment Programs

The Investment Programs are offered through various Citi business units to their respective clients. Depending on the business unit through which the Investment Programs are offered, the actual Investment Programs that are available as well as certain features of the Investment Programs (including minimum account sizes and fees) may differ. There are several Citi Form Disclosures and it is important that you know which Citi Form Disclosure applies to your plan’s Investment Programs. The Citi Form Disclosures are as follows:

1. Form ADV for clients of Citi Personal Wealth Management, Citi Personal Investments International, and Citi Wealth Advisors Asia Pacific (“CPWM/CPII/CWA Client CGMI ADV”), which may be found at <http://www.citi.com/investorinfo/advisoryprivacy/>.
2. Form ADV for clients of Citi Private Bank (“CPB”), a business unit of Citibank, who enter into an Investment Program Agreement with CGMI or through Citibank (“CPB (CGMI) CLIENT CGMI ADV/CPB (BANK) CLIENT CGMI ADV”), which may be found at <https://www.privatebank.citibank.com/adv.htm>;
3. CPB Disclosure for clients of CPB who enter into an Investment Program Agreement with Citibank, which is offered pursuant to Regulation 9 issued by the Office of the Comptroller of the Currency (“CPB DISCLOSURE STATEMENT”), which may be found at <https://www.privatebank.citibank.com/adv.htm>.
4. Form ADV for clients of CPB who enter into an Investment Program Agreement with CPA (“CPB (BANK) CLIENT CPA ADV”), which may be found at <https://www.privatebank.citibank.com/adv.htm>.

## Investment Programs Described under each Citi Form Disclosure (continued)

CPWM/CPH/CWA Client ADV	CPB (CGMI) CLIENT CGMI ADV/CPB (BANK) CLIENT CGMI ADV	CPB DISCLOSURE STATEMENT	CPB (BANK) CLIENT CPA ADV
Fiduciary Services Program*	n/a	n/a	n/a
n/a	Manager Selection Program*	n/a	n/a
Model Allocations Portfolios Program	n/a	n/a	n/a
Multi-Asset Class Solutions Citi Active Allocation Portfolios Program	Multi-Asset Class Solutions Discretionary Bespoke Multi-Asset Class Solutions Umbrella Portfolios	Multi-Asset Class Solutions Umbrella Program	n/a
n/a	n/a	The Citi Investment Management Program*	n/a
n/a	n/a	n/a	Managed Accounts
n/a	n/a	n/a	Portfolio Diagnostic Reviews

\*as of 1/31/22, the program is not open to new retirement account investors.

The information in this Disclosure Document reflects our current arrangements for the investment advisory services provided under the Investment Programs. Your plan may also receive services from other Citi affiliated businesses and non-affiliated service providers, such as a third-party administrator. To the extent that your plan receives services from Citi that are outside of the scope of the services covered by this Disclosure Document, please refer to the disclosure documents specifically relating to those services. For example, if your plan has a brokerage account with Citi, please see the "ERISA Section 408(b)(2) Disclosure Document Brokerage Services" which is located at <http://citi.com/investorinfo/advisoryprivacy/408b2disclosure.res.html> under the link "Citi Private Bank Brokerage 408(b)(2) Disclosure Document" for clients of Citi Private Bank and "Brokerage Account 408(b)(2) Disclosure Document" for all other clients. For services and related fees and expenses associated with services provided by parties not affiliated with Citi, please refer to the disclosure documents provided by those service providers or contact them directly.

## II. Explanation of Services

A general description of investment advisory services for each Investment Program can be found in Form ADV (*Types of Advisory Services Offered*) and/or in your Client Documents. The level and the type of investment advisory service (e.g., discretionary or nondiscretionary) provided to your plan depends on the selected Investment Program. For a complete description of the services under your plan's Investment Program, please see your Client Documents.

## III. Explanation of Status/Capacity

In providing the services contemplated under the Client Documents, CGMI and CPA are acting as a fiduciary under ERISA in accordance with the terms and conditions of your plan's Investment Program Agreement, except with respect to the Consulting and Evaluation Services Program with regard to which CGMI will only be acting as a fiduciary under ERISA if it is requested to and makes a Manager recommendation in accordance with the terms of such Investment Program Agreement. CGMI and CPA are also acting as an investment adviser under the Investment Advisers Act of 1940, as amended ("Advisers Act") with respect to all Investment Programs. Citibank is not an investment adviser under the Advisers Act. In providing its investment management services under The Citi Investment Management Program, Citibank is acting as a fiduciary under ERISA.

## IV. Direct Compensation

Direct Compensation means payments made directly by the plan for services rendered to the plan. Pursuant to the Client Documents, your plan is directly charged an investment advisory fee for each Investment Program it selects. The Investment Program fee is an annual asset-based fee, which is deducted

periodically from the assets held in your plan's account in accordance with your Investment Program Agreement. Upon termination of your Investment Program Agreement, only the fees through the termination date are charged to your plan's account. For Investment Programs listed in a Form ADV, the standard fee schedule applicable to each Investment Program, see the fee description under each Investment Program in the Form ADV (*Types of Advisory Services Offered*). The fee schedule applicable to your plan for an Investment Program is set forth in the Fee Schedule in your Investment Program Agreement.

If your plan participates in an Investment Program through which it selects one or more third-party investment advisers or sub-advisers (i.e., not affiliated with Citi), please see the ERISA Section 408(b)(2) disclosure document of such third-party investment advisers or sub-advisers. Their ERISA Section 408(b)(2) disclosure documents, if applicable and as provided by such third-party advisers, are included as part of, or attached to the end of, their respective Form ADVs, which are available under their names on the same website where your Citi Form ADV is posted. (*For the website addresses, see I. Introduction - Determining the Citi Form ADV Applicable to Your Plan's Investment Programs.*)

## V. Indirect Compensation

Indirect Compensation means compensation received from sources other than directly from the plan or plan sponsor. In certain circumstances, the payment of indirect compensation may depend on several factors, including the elapsed time period during which securities are held in your plan's account, and decisions made by the plan with respect to trade execution.

The following describes potential sources of indirect compensation that Citi may receive in connection with its provision of services under the Investment Programs listed above.

**Mutual Fund, Hedge Fund, Private Equity Fund and Real Estate Fund Investments:** Citi may receive compensation from mutual funds, alternative investment funds, and their managers and affiliates (such as 12b-1 fees, shareholding servicing fees, and revenue sharing fees) in connection with client investments in such funds (referred to as "Fund Fees"). To the extent Citi receives any Fund Fees with respect to any assets held in any of the Investment Programs, Citi credits the client's account that generated them in the amount of such Fund Fees received by it. *For more information, refer to the "Compensation from Funds" section of the Form ADV, CPB Disclosure and your Investment Program Agreement.*

**Soft Dollars:** In providing investment management services to your plan, Citibank, acting through Citi Investment Management ("CIM"), a business unit of Citibank, may receive research and soft dollar services paid for with securities brokerage commissions (referred to as "soft dollars") in accordance with Section 28(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). CIM may share the soft dollar research it receives with its asset management affiliates, although not on a transaction basis. There are no such arrangements currently in place. CIM may enter into similar agreements with other brokers from time to time and it is possible that the portion of securities brokerage commissions paid by CIM client accounts that constitute soft dollars may change. It is too speculative to predict future changes, but any such changes will be summarized in Citi's Form 5500 Schedule C disclosure that you may request.

- **Third-Party Research.** Citibank may enter into arrangements with brokerage firms who have agreed to provide, in addition to execution services, research products and/or services provided by third-parties (collectively, "Third-Party Research") in exchange for commissions generated via client brokerage transactions. Such research products and services are paid for by the brokerage firm using commissions generated from client commission arrangements (or "soft dollars"). The types of Third-Party Research that Citibank may receive include research reports; market and statistical information; research-oriented computer software and services; compilations of securities prices, earnings, dividends and similar data; quotation services; and services related to economic and other consulting services.
- **Proprietary Research.** Certain full service broker-dealers provide both trade execution services and internally created research products and services (collectively, "Proprietary Research"). The types of Proprietary Research that Citibank may receive include tangible research products (such as research reports and publications); investment ideas; access to the brokers' traders and analysts; analyses and reports concerning issuers, industries, securities, economic factors and trends; portfolio strategy; and access to management of companies with which the broker has a relationship. *For more information, please refer to your Client Documents.*

**Initial Public Offerings ("IPOs"):** Citi may, to the extent permitted under applicable law, receive direct and indirect compensation from and with respect to client investments if Citi is a member of the underwriting syndicate from which a security is purchased. *For more information regarding IPOs and underwritings, see the "ERISA Section 408(b)(2) Disclosure Document Brokerage Services" available at <http://citi.com/investorinfo/advisoryprivacy/408b2disclosures.html> under the link "Citi Private Bank Brokerage 408(b)(2) Disclosure Document" for clients of Citi Private Bank and "Brokerage Account 408(b)(2) Disclosure Document" for all other clients.*

## **VI. Additional disclosures regarding compensation that may be received by Citi or related parties including sub-contractors**

Citi or a related party, including a sub-contractor, may receive other forms of compensation not disclosed above. Generally, these payments are not attributable to any individual account or client.

**Payments for Order Flow:** "Payment for Order Flow" is generally defined by the Securities and Exchange Commission (SEC) as any monetary payment or other benefit resulting from routing of customer orders to another broker, dealer, national securities exchange, registered securities association or exchange member for execution of orders placed by Citi, including research, clearing, custody, error adjustments, offers to participate as an underwriter in public offerings, and discounts, rebates or other reductions or credits against any fee which is the financial obligation of Citi in connection with such routing of orders.

In its efforts to seek best execution, Citi routes customer orders to national securities exchanges and venues. Certain venues, from time to time, may 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. Certain other venues, from time to time, may be inverted, meaning they offer cash credits or rebates for orders that remove liquidity from their books and charge explicit fees for orders that provide liquidity to their books. Citi routes orders to exchanges that provide these programs and may be eligible for these benefits under the relevant exchange rules. Citi's routing decisions are based on a number of factors, including but not limited to, price, liquidity, venue reliability, cost of execution, and likelihood of execution.

Citi has entered into certain arrangements with Pershing LLC, a broker dealer and one of Citi's clearing firms, to route most retail customer orders in equity securities and exchange-traded options to Pershing. Citi does not receive payment for order flow for these orders.

*For more information, please see the section "Payment for Order Flow Disclosure" in the INAI.*

**Marketing Support, Conferences, Sales Meetings and Similar Activities:** Citi may receive marketing and training support payments, conference subsidies, and other types of financial and non-financial compensation and incentives from certain mutual fund companies, insurance and annuity companies and other investment product sponsors, distributors, investment advisors, broker-dealers and other vendors to support the sale of their products and services to Citi clients. These payments may include reimbursement for Citi's participation in sales meetings, seminars and conferences held in the normal course of business. These payments may also include reimbursements for costs and expenses incurred by Citi in sponsoring conferences, meetings and similar activities. These payments are received by Citi in connection with all of its client accounts and are not dependent on or related to the amount of assets invested in your investment advisory account. Because they are based on all of Citi's client accounts, they cannot reasonably be allocated to any particular account. The providers independently decide what they will spend on these types of activities and do not share this information with Citi, subject to regulatory guidelines and Citi policies. The amount of any expense reimbursement or payment to Citi is dependent on which activities Citi participates in or sponsors, the amount of that participation, prior sales and asset levels, and other factors and is determined by the provider.

**Other Compensation Paid to Citi Affiliates:** Citi provides a wide range of services within the financial industry. Citi businesses, including, but not limited to, Citi Transaction Services, may also receive from certain mutual funds, providers of annuities, sponsors of alternative investments (e.g., hedge funds, private equity funds, and real estate funds) or similar products, compensation in the form of commissions and other fees for providing traditional brokerage services (e.g., transaction fees, research and advisory support, purchases and sales of securities for fund portfolios), and payments for administration, custody, transfer agency, fund accounting and administration, print mail services and distribution, and other services provided directly to such mutual fund, annuity provider, alternative investment or similar product. Citi may also provide other administrative services through one or more businesses for client investments in private equity and other alternative investments. These services are provided pursuant to agreements entered into by the Citi business and the mutual fund, annuity provider (or their sponsor or affiliate), sponsor of a private equity vehicle or alternative investment, or similar party that are unrelated to the advisory account or the products or securities held therein. These fees and expenses paid for these services are reflected in the product's expense ratio and investment return or as otherwise determined by the mutual fund, annuity provider (or their sponsor or affiliate), sponsor of a private equity vehicle or alternative investment, or similar party. Citi believes these fees and expenses are ordinary and necessary expenses incurred by the mutual fund, annuity provider (or their sponsor or affiliate), sponsor of a private equity vehicle or alternative investment, or similar person themselves and do not constitute direct or indirect fees subject to disclosure under the 408(b)(2) Regulation or because no indirect compensation is received by Citi in connection with the provision of these services. Citi (either directly or through its affiliates) will from time to time negotiate with clearing firms (including Pershing LLC ("Pershing"), investment managers, or other service providers to achieve cost savings or other improved terms for services covered by a client's asset-based fee or other fees and charges. We may also receive discounts or credits from Pershing based on the number of accounts at Pershing or the total amount of assets in such accounts. Any cost savings or other advantages achieved may differ by product line or distribution channel, and Citi or its affiliate sometimes will not pass along the savings or other benefits to clients. In such cases, only Citi and/or one of its affiliates will benefit.

*For more information, refer to the prospectus (and SAI), offering memorandum or similar document for such mutual fund, annuity or similar security or product.*

**Receipt of Gifts, Gratuities and Nonmonetary Compensation by Citi:** From time to time, third-party vendors (such as investment product distributors and providers, mutual fund companies, investment advisors, insurance and annuity companies, broker-dealers, wholesalers, etc.) may provide Citi with non-monetary gifts and gratuities, such as promotional items (i.e., coffee mugs, calendars or gift baskets), meals, entertainment, and access to certain industry-related conferences or other events (collectively, "gifts"). Citi has implemented policies and procedures to help ensure compliance with all applicable laws and regulations (including the U.S. Bank Bribery Act and the U.S. Foreign Corrupt Practices Act). These are intended to ensure that Citi and its employees avoid actual or perceived conflicts of interest when giving or receiving gifts and entertainment from relevant parties. The policies and procedure limit the maximum value

that may generally be received by an individual to (i) \$100.00 in any calendar year for a gift, and (ii) \$250.00 for meals and entertainment (sporting events, theater, or other comparable entertainment), in each case (subject to preapproval), per vendor per day, and an aggregate maximum of \$1,000.00 per calendar year, per vendor. The foregoing must be appropriate, customary and reasonable and clearly not meant to influence Citi business or serve as a "quid pro quo" for it to be accepted by Citi. To the extent any gift, gratuity or non-monetary compensation is paid to or received by Citi, Citi believes it is insubstantial with respect to any account or client.

**Solicitation Arrangements:** Citi may enter into arrangements with third parties who solicit clients for Citi's investment management products. Under such agreements, third parties may refer or solicit clients and receive compensation for such services. As a result of these arrangements, fees paid by clients may differ from the prevailing retail rate, but in every arrangement with a third-party solicitor, the structure of the third-party solicitation agreement, including the compensation payable to the solicitor, will be disclosed fully to the client as required by applicable law. Please consult these separate disclosures for information on the solicitation arrangements relevant to your plan, if any.

**Pershing:** Citi has retained Pershing LLC, a non-Citi related entity, to act as its clearing firm and to provide certain custody and clearing services to Citi clients. Pursuant to the agreement entered into between Citi and Pershing, there may be payments between the parties that are asset-based and, for that reason, not disclosed herein. *For more information regarding Citi's arrangements with Pershing, see the "ERISA Section 408(b)(2) Disclosure Document Brokerage Services" available at <http://citi.com/investorinfo/advisoryprivacy/408b2disclosures.html> under the link "Citi Private Bank Brokerage 408(b)(2) Disclosure Document" for clients of Citi Private Bank and "Brokerage Account 408(b)(2) Disclosure Document" for all other clients.*

**Trade Error Correction:** Citi has adopted error policies aimed at ensuring the prompt and proper detection, reporting and correction of errors involving the accounts of clients. The requirements of the error policies apply to the extent that Citi has control of resolving errors for client accounts. To correct a trading error, Citi generally effects a trade with a client using an error account in order to place the client in the position the client would have been in if the error had not occurred. Citi will receive no additional compensation and no other benefits from such trade. For all investment advisory programs, gains from trading errors corrected after settlement date are not retained by Citi and are credited to the client's account at no expense to the client. Losses arising from pre- or post-settlement error corrections are closed out at no expense to the client. Losses arising from post-settlement error corrections in retirement accounts are credited to the client's account with interest at the federal tax penalty rate

If an investment manager erroneously purchases a particular security for a client account and the error is discovered prior to settlement of the transaction, then, at no cost to the client, the erroneously purchased security generally will be transferred to a separate Citi error account at no cost to the client. For all investment advisory programs, gains from trading errors attributable to an investment manager that are corrected prior to settlement date are credited against losses on a quarterly basis. Any net gains from pre-settlement trading errors at the end of each quarter are remitted as a donation to a charity.

**Clearinghouse Revenue:** In connection with the services provided to its customers, Citi may from time to time use a clearinghouse for certain types of transactions entered into on behalf of a customer. Among the types of transactions for which a clearinghouse may be used are certain types of foreign exchange trades and derivative trades (such as interest rate swaps, credit default swaps, and commodity futures and options). A Citi business may have an agreement with, or an ownership interest in such clearinghouse (a "Clearinghouse"). Such Citi business may receive compensation or an economic benefit due to its ownership interest or the agreement entered into with such Clearinghouse, for trades cleared through such Clearinghouse. The form of compensation that may be received is generally not directly related to any fees paid by the client for clearing with the particular Clearinghouse. Rather, the benefit derived by Citi generally based on compensation formulas that take into account a number of factors, such as the number of total trades cleared by the Clearinghouse, the Clearinghouse's profitability, Citi's ownership percentage and similar factors. The form of benefit may include a reduction in the cost of clearing transaction through the Clearinghouse or a rebate, the amount of which may be based, in part, on the number of transactions entered into by the Citi business with that Clearinghouse.

**Ownership Interests in Trading Venues:** In connection with the services provided to its customers, Citi may execute trades through certain electronic communication networks ("ECNs"), alternative trading systems ("ATSs") and similar execution or trading venues in which a Citi business may have an ownership interest in such venue (each a "Trading Venue"). Such Citi business may receive compensation or an economic benefit due to its ownership interest for trades executed through such Trading Venue. The form of compensation that may be received is generally not directly related to any fees or commissions paid for trades entered into on behalf of the customer. Rather, the

benefit derived is generally based on a number of factors, such as the number of total trades executed through the Trading Venue and the profitability of the Trading Venue. The form of benefit may include a reduction in the cost of executing a trade through the Trading Venue or a rebate if the cost.

## VII. Termination Fees

There is no additional fee charged upon termination of an Investment Program account, but account transfer or wire fees may apply under your brokerage agreement. *For more information regarding fees applicable to your brokerage account, see the "ERISA Section 408(b)(2) Disclosure Document Brokerage Services" available at <http://citi.com/investorinfo/advisoryprivacy/408b2disclosures.html> under the link "Citi Private Bank Brokerage 408(b)(2) Disclosure Document" for clients of Citi Private Bank and "Brokerage Account 408(b)(2) Disclosure Document" for all other clients.*

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The foregoing are the services and transactions (and applicable fees) that may be offered to plan clients in connection with the Investment Programs. Certain services or transactions referenced or discussed herein or otherwise provided with respect to your advisory account may not require an ERISA prohibited transaction exemption or may be covered by an exemption other than Section 408(b)(2) of ERISA and, as such, are not covered by this Disclosure Document.

If you have any questions concerning this 408(b)(2) Disclosure Document, or if you need a copy of your Client Documents, please contact Citi as follows:

**Citi Personal Wealth Management clients: 800-846-5200**

**Citi Private Bank clients: 888-272-3233**

Citi Private Bank and Citi Personal Wealth Management are businesses of Citigroup Inc. ("Citigroup"). Citi Private Bank provides its clients access to a broad array of products and services available through bank and non-bank affiliates of Citigroup. Not all products and services are provided by all affiliates or are available at all locations. In the U.S., investment products and services are provided by Citigroup Global Markets Inc. ("CGMI"), member SIPC. Accounts carried by Pershing LLC, member FINRA, NYSE, SIPC. CGMI and Citibank, N.A. are affiliated companies under the common control of Citigroup. Outside the U.S., investment products and services are provided by other Citigroup affiliates. Investment Management services (including portfolio management) are available through CGMI, Citibank, N.A. and other affiliated advisory businesses. Citi and Citi with Arc Design are registered service marks of Citigroup Inc. or its affiliates.

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