

Citi Personal Wealth Management Retirement Plan Provider Network ERISA Section 408(b)(2) Disclosure Document



Introduction

This disclosure document provides an overview of the fees and other compensation charged for or otherwise received by Citigroup Global Markets Inc. ("CGMI") in connection with its marketing and administrative servicing of a platform of third party "held-away" employee benefit plans ("Citi Personal Wealth Management"). CGMI is a subsidiary of Citigroup Inc. and in this Disclosure Document, CGMI, Citigroup Inc. and their affiliated businesses are referred to as "Citi". This 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 herein 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>. For more information regarding the services to be provided by your third party "held-away" Retirement Plan ("Plan") and its related compensation, please refer to your Plan's account documents and or service agreement, ("Client Documents") and your Plan's separate ERISA Section 408(b)(2) disclosure document.

The following information reflects our current arrangements for the services that may be provided to or offered to your Plan. Your Plan may also receive services from other Citi affiliated businesses and other non-affiliated service providers. 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 services and related fees and expenses associated with services provided by parties that are not affiliated with Citi, including from the Retirement Plan Provider, please refer to the disclosure documents provided by the Plan or contact them directly.

Explanation of Services

CGMI markets and provides administrative services for a platform of third party held-away Retirement Plan Providers through, CGMI Financial Advisors ("FAs"). CGMI does not make any recommendations (1) as to the advisability of acquiring, holding, or disposing of or exchanging any investments. This means that CGMI, when providing marketing and administrative services as part of this program, will not make any recommendations as to the management of any investments, including, among other things:

- Recommendations on investment policies or strategies or portfolio composition,

- Selection of other persons to provide investment advice or investment management services (including a referral to any particular provider who participates in this Retirement Plan Provider Network), or
- Selection of any investment account arrangements.

Nor does CGMI, as part of this program, make any recommendation as to how investment property should be invested after it is rolled over, transferred or distributed from any employee benefit plan.

Specifically, CGMI markets the platform of Plans and facilitates introductions to Plan Providers who participate in the program, processes and provides administrative services initially and as new employees are added, and renders support to the plan's fiduciaries. These services can include assistance during the enrollment process, where applicable, and the provision of general investment education to plan fiduciaries and participants. CGMI further assists in the completion of necessary forms, and maintains regular contact with plan fiduciaries to ensure the continued accuracy of information and the proper support to plan account(s). Please note that the services being provided by CGMI do not include individualized investment advice or individualized investment recommendations to the plan sponsor, other plan fiduciaries or the plan participants.

Explanation of Status/Capacity: In providing these services, CGMI operates solely in the capacity of a broker-dealer, and is not acting as an ERISA fiduciary or registered investment adviser to your plan.

Direct Compensation means payments made directly by the plan for services rendered to the plan. CGMI's compensation for providing its services is not paid directly by the plan, but rather by the Retirement Product Provider or the investment funds or options available under the Retirement Plan Provider's platform/product, as described below under "Indirect Compensation."

Indirect Compensation means compensation received from sources other than directly from the plan or plan sponsor. Retirement Plan Providers primarily offer three forms of compensation – referral fee compensation, mutual fund product compensation and group annuity product compensation.

Referral Fee Compensation

Citi has entered into an agreement with each Retirement Product Provider, whereby the Retirement Product Provider generally pays Citi an asset-based fee for referring the plan to the Retirement Product Provider and for providing services on an ongoing basis to the plan, in accordance

with the selling agreement between Citi and the Retirement Product Provider. These services include (but are not limited to) providing information to plan sponsors when the plan sponsor is selecting a Retirement Product Provider and general investment related information and education; conducting enrollment meetings; and providing participant education and information regarding investment. *These fees, if applicable, are specified in your plan's Client Documents or in the Retirement Product Provider's separate 408(b)(2) disclosure document.*

Mutual Fund Product Compensation

Plan participants may invest directly in registered mutual funds. Citi receives trail commissions (i.e., ongoing commissions paid to the FA each year that the investment is owned) in the form of commissions and for servicing the plan in the form of 12b-1 fees. The amount of compensation payable is determined by the share class selected by the plan sponsor. These fees, if applicable, are specified in the mutual fund's prospectus and statement of additional information (collectively referred to as the "prospectus"). *For further information, refer to the information/website for that particular provider and the website for the applicable mutual fund.*

Group Annuity Product Compensation

Retirement Product Providers may compensate Citigroup Life Agency, LLC, and in California, Citigroup Life Insurance Agency, LLC ("CLA") on Citi's sales of their group annuity products, pursuant to agreements between CLA and the issuing insurance company. The payments may take the form of sales commission in the first year and "trail commissions" (i.e., ongoing commissions paid to the FA each year that the investment is owned). These commissions, if applicable, are specified in your plan's Client Documents or in the Retirement Product Provider's separate 408(b)(2) disclosure document.

Termination Fee

Citi does not impose a termination fee. Nevertheless, redemption, termination and other fees may apply with respect to the termination or redemption of investments or products, including Retirement Product Provider products, held by the plan. For more information about these fees, if any, please consult the Retirement Product Provider's documents and agreements related to such investments and products.

Investment Options

For detailed fee information on the investments available through your Retirement Product Provider's retirement plan product/platform for potential acquisition by your plan and its participants, including mutual funds, please refer to the account agreements and disclosure documents provided to you by the Retirement Product Provider and, for investment options, the prospectus and statement of additional information, offering memoranda, descriptive brochure, or similar document.

Additional disclosures regarding compensation that may be received by Citi or related parties

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

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 mutual fund companies, insurance and annuity companies and other investment product 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 or related to the amount of assets invested in your plan 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.

Citi Personal Wealth Management ("CPWM"), CGMI or its affiliates may coordinate with fund families, or insurance or annuity providers, in developing marketing, training and educational plans and programs, and this coordination might be greater with some fund companies or providers than others, depending on relative size, quality and breadth of fund or product offerings, client interest and other relevant factors. Representatives of approved fund companies or providers – whether they remit revenue sharing payments or not – are typically provided access to CPWM branch offices and Financial Advisors for educational, marketing and other promotional efforts subject to the discretion of CPWM managers. Although all approved fund companies or providers are provided with such access, some fund companies or providers devote more staff or resources to these activities and therefore may have enhanced opportunities to promote their products to Financial Advisors. These enhanced opportunities could, in turn, lead Financial Advisors to focus on those funds, annuities or other products when recommending investments to customers instead of on funds, annuities or other products from those providers that do not commit similar resources to educational, marketing and other promotional efforts.

Receipt of Gifts, Gratuities and Nonmonetary Compensation to Citibank and 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 your Financial Advisor, CPWM, or CGMI or its affiliates 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").

CPWM 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 CPWM 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 CPWM business or serve as a "quid pro quo" for it to be accepted. To the extent any gift, gratuity or non-monetary compensation is paid to or received by CGMI, CPWM or its employees, CPWM believes it is insubstantial with respect to any account or client.

Citi Personal Wealth Management is a business of Citigroup Inc. ("Citigroup"), which offers investment products and services through Citigroup Global Markets Inc. ("CGMI"), member SIPC. Accounts carried by Pershing LLC, member FINRA, NYSE, SIPC. 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. CGMI and Citibank, N.A. are affiliated companies under the common control of Citigroup. Citi, Citi and Arc Design and other marks and herein are service marks of Citigroup Inc. or its affiliates, used and registered around the world.

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