

March 29, 2024

**388 Greenwich Street
New York, New York 10013
(212) 559-1000 or (800) 645-4100 (toll free in US)
Contact: Trudi Gilligan, Chief Legal Officer
Website: www.privatebank.citibank.com**

CITI GLOBAL ALTERNATIVES, LLC

This brochure provides information about the qualifications and business practices of Citi Global Alternatives, LLC. If you have any questions about the contents of this brochure, please contact us at 212-559-1000 or 800-645-4100. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, by any state securities authority or any governmental authority.

Additional information about Citi Global Alternatives, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

YOU SHOULD READ AND CONSIDER CAREFULLY THE INFORMATION CONTAINED IN THIS BROCHURE BEFORE RETAINING CITI GLOBAL ALTERNATIVES, LLC TO PROVIDE ANY OF THE SERVICES DESCRIBED HEREIN.
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Where we refer to ourselves as a “registered investment adviser” or “registered”, that registration does not imply a certain level of skill or training.

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INVESTMENT PRODUCTS: NOT FDIC INSURED * NO BANK GUARANTEE * MAY LOSE VALUE

Item 2. Material Changes

This brochure dated March 29, 2024, serves as an update to Citi Alternatives' (as defined in Item 4) brochure dated March 31, 2023. While there have been no material changes to this brochure, Citi Alternatives has made updates throughout the brochure to update and clarify the description of its business practices, compliance policies and procedures, and risks, as well as to respond to evolving industry practices.

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Item 4. Advisory Business

Introduction

Citi Global Alternatives, LLC (“Citi Alternatives”) is a Delaware limited liability company and an indirect, wholly-owned subsidiary of Citigroup Inc. (“Citigroup”). Citigroup is a publicly held company. As a result of internal Citi organizational changes and other considerations that occurred in 2022, the registered investment adviser business of Citi Private Alternatives, LLC (previously known as Citi Private Advisory, LLC) (“CPA”) was moved in its entirety into a newly formed entity, Citi Alternatives. Citi Alternatives commenced operations in September 2022 (succeeding the registered investment adviser business of CPA, which commenced operations in October 2010). Citi Alternatives provides advisory services to private investment funds, including feeder funds organized to invest primarily in other private investment funds advised by third-party managers (each, a “Feeder”), funds of hedge funds (each, a “Fund of Hedge Funds”), funds of private equity and real estate funds (each, a “Fund of PERE Funds,” and collectively with the Funds of Hedge Funds referred to as “Funds of Funds”), and private funds that invest in a portfolio of co-investment opportunities sourced from third party managers (“Co-Investment Funds”). These third-party managed funds include hedge funds, private equity funds (and co-investment vehicles) and real estate funds (and co-investment vehicles). Citi Alternatives also provides investment advice to separately managed accounts (“Managed Accounts”) on either a fully discretionary or non-discretionary basis. In addition, Citi Alternatives provides certain non-fee services as described below.

Clients should read and consider carefully the information contained in this brochure. While Citi Alternatives believes that its professional investment advice can work to benefit many clients, there is no assurance that the objectives of any Feeder, Fund of Funds, Co-Investment Fund, Managed Account or other investment program described herein will be achieved.

Services Provided: Feeder Platforms

HedgeForum Platform

Citi Alternatives provides investment advice to private investment funds that are organized to invest primarily in other private investment funds commonly known as hedge funds through its HedgeForumSM platform (“HedgeForum” or “HedgeForum Platform”). Hedge funds are professionally managed, pooled investment vehicles that use investment techniques including but not limited to active trading, short selling, arbitrage and leveraging.

Because of high minimum investment levels and other reasons, certain eligible investors generally would not have the opportunity to invest directly in certain hedge funds, and the HedgeForum Platform enables such investors to invest indirectly in these single manager hedge funds managed by third parties. Typically, each hedge fund offered on HedgeForum (each, a “HedgeForum Master Company”) will be a separate legal entity that acts as a master vehicle in a “master-feeder” structure, and each HedgeForum Master Company will often have, directly or indirectly, either or both a U.S. feeder fund and a Cayman Islands feeder fund (each, a “HedgeForum Feeder”) through which U.S. taxable and U.S. tax-exempt and non-U.S. investors, respectively, indirectly invest into a HedgeForum Master Company. Each HedgeForum Master Company may be organized in one

of a number of different jurisdictions, but each is commonly organized in the Cayman Islands or Delaware. A third-party hedge fund manager (each, a “HF Portfolio Manager”) sponsors and advises each HedgeForum Master Company and manages the assets of such HedgeForum Master Company (either directly or by managing a master trading vehicle in which such HedgeForum Master Company invests substantially all of its assets).

Private Equity Platform

Citi Alternatives provides investment advice to private investment funds (each a “PE Feeder”) that are organized to invest primarily in private equity funds through its private equity platform (“Private Equity Platform”).

Private equity funds are limited partnerships, limited liability companies or other investment vehicles. Private equity funds typically acquire non-publicly traded interests that they may hold for extended periods of time. These securities often are acquired in management buyouts, or in connection with company growth or restructurings. These securities may take the form of common equity, preferred equity, debt or other similar instruments. The capital provided by the investments may be used in the early or intermediate stages of an enterprise or may fund the expansion of an established business.

Because of high minimum investment levels and other reasons, certain eligible investors generally would not have the opportunity to invest directly in certain private equity funds, and the Private Equity Platform enables such investors to invest indirectly in these single manager private equity funds managed by third parties. Typically, PE Feeders offered on the Private Equity Platform act as feeder funds that invest in an underlying private equity fund managed and advised by a third party (each, a “PE Master Company”). The PE Master Company is a separate legal entity that acts as a master vehicle in a “master-feeder” structure, and each PE Master Company will have either or both a U.S. PE Feeder and a Cayman Islands, Luxembourg or other non-U.S. domiciled PE Feeder that enable U.S. taxable and U.S. tax-exempt and non-U.S. investors to invest through such PE Feeders into the PE Master Company. Each PE Master Company may be organized in one of a number of different jurisdictions, but is commonly organized in the Cayman Islands, Luxembourg or Delaware. A third-party private equity fund manager (each, a “PE Portfolio Manager”) sponsors and advises each PE Master Company and manages the assets of such PE Master Company (either directly or through one or more of its affiliates).

The Private Equity Platform may also enable certain eligible investors to invest via a PE Feeder alongside a PE Master Company in a specified company or transaction (either directly or through an investment in another vehicle managed by the PE Portfolio Manager (each, a “PE Co-investment SPV Vehicle”).

Real Estate Platform

Citi Alternatives provides investment advice to private investment funds (each, a “RE Feeder”) that are organized to invest primarily in real estate funds or real estate co-investments through its real estate platform (“Real Estate Platform”).

Real estate funds are limited partnerships, limited liability companies and other investment vehicles that invest, directly or indirectly, in real estate and real estate-related investments, which

is broadly defined. Such funds typically acquire interests in real estate properties that they may hold for extended periods of time. A real estate fund may also acquire publicly-traded shares of Real Estate Investment Trusts (“REITs”) or shares in other companies that own, develop, operate or finance real estate as their primary business (“REOCs”) or Commercial Mortgage-Backed Securities (“CMBS”) or other debt instruments, both publicly and privately traded.

Because of high minimum investment levels and other reasons, certain eligible investors generally would not have the opportunity to invest directly in certain real estate funds, and the Real Estate Platform enables such investors to invest indirectly in these single manager real estate funds managed by third parties. Typically, RE Feeders offered on the Real Estate Platform act as feeder funds that invest in an underlying real estate fund managed and advised by a third party (each, a “RE Master Company” and, together with Hedge Forum Master Companies and PE Master Companies, “Master Companies”). The RE Master Company is a separate legal entity that acts as a master vehicle in a “master-feeder” structure, and each RE Master Company will have either or both a U.S. RE Feeder and a Cayman Islands, Luxembourg or other non-U.S. domiciled RE Feeder that enable U.S. taxable and U.S. tax-exempt and non-U.S. investors to invest through such RE Feeders into the RE Master Company. Each RE Master Company may be organized in one of a number of different jurisdictions, but is commonly organized in the Cayman Islands, Luxembourg or Delaware. A third-party real estate fund manager (each, a “RE Portfolio Manager”) sponsors and advises each RE Master Company and manages the assets of such RE Master Company (either directly or through one or more of its affiliates).

The Real Estate Platform may also enable certain eligible investors to invest via a RE Feeder alongside a RE Master Company in a specified property or transaction (either directly or through an investment in another vehicle managed by the RE Portfolio Manager (each, a “RE Co-investment SPV Vehicle”)).

General

Eligible investors may invest in any combination of HedgeForum Feeders, PE Feeders, PE Co-investment SPV Vehicles, RE Feeders, and RE Co-investment SPV Vehicles based on their individual investment needs.

The third-party portfolio managers (“Portfolio Managers”) are selected by Citi Alternatives, which takes advantage of Citi Alternatives’ experience in manager sourcing, due diligence and risk management capabilities in evaluating and selecting third-party Portfolio Managers for inclusion on the relevant Platform (as defined below). In selecting Portfolio Managers, Citi Alternatives generally will consider various factors as appropriate for the relevant Platform, including, but not limited to: (i) investment strategy and targeted sectors; (ii) the Portfolio Manager’s investment team and personnel; (iii) the overall sustainability risk profile of the Portfolio Manager; and (iv) the track record and transactions done by the Portfolio Manager’s investment team. In respect of the HedgeForum Platform, Citi Alternatives also considers, among other factors: (i) the HF Portfolio Managers’ historical ability to generate attractive risk-adjusted returns over time; (ii) the HF Portfolio Managers’ historical ability to monitor and control risk appropriate to their strategy; and (iii) the adequacy of the HF Portfolio Managers’ business and operational infrastructure to support current and future projected assets under management. Within each of these two sets of broad areas, Citi Alternatives uses an extensive list of issues, questions and metrics designed to

assist it in deciding whether to allow a particular Portfolio Manager onto the relevant Platform. Interviews with other investors and lenders and verification from independent professionals may also be undertaken.

Prior to a Feeder being admitted to a Platform, the Master Company and Portfolio Manager must be approved by an internal investment committee and are also subject to various Citigroup approval processes. The members of this investment committee include officers of Citi Alternatives and officers of other Citigroup entities.

Given the illiquid nature of most real estate and private equity funds, once a RE Feeder or PE Feeder is launched, Citi Alternatives will be responsible primarily for effecting the Feeder's investment in the designated Master Company or Co-investment SPV Vehicle as directed by the Feeder's governing documents and monitoring the investment during the term. For certain investments, Citi Alternatives or its delegate may serve as a member of the relevant Master Company's limited partner advisory committee or serve in a similar function. The terms of any such advisory committee or similar function will be disclosed in the relevant Master Company's governing documents. Because of the redeemable nature of most hedge funds, Citi Alternatives' investment advisory role with respect to HedgeForum Feeders includes but is not limited to ongoing due diligence, performance monitoring, review of adherence to regulatory and investment guidelines, assessment of the use of leverage and examination of risk management procedures.

Services Provided: Managed Accounts

Citi Alternatives provides investment advice to Managed Accounts that will primarily acquire interests in HedgeForum Feeders or directly in HedgeForum Master Companies or other funds advised by HF Portfolio Managers or hedge funds included on the Platforms, although the Managed Accounts may also acquire interests in private investment funds advised by third-party managers that are not included on the Platforms ("Non-Platform Funds"). Citi Alternatives provides such advice either directly to the client or, generally with respect to non-U.S. clients, on a sub-advisory basis (with a local Citigroup affiliate generally serving as the direct advisor).

The Managed Accounts are managed on a fully discretionary basis ("Discretionary Managed Accounts") or a non-discretionary basis ("Non-Discretionary Managed Accounts"). Individual account agreements will provide for client notice or approval procedures, if any.

With respect to a Discretionary Managed Account, Citi Alternatives and its affiliates will enter into an advisory agreement and related account opening documents with the client pursuant to which Citi Alternatives will construct and manage on a discretionary basis the Discretionary Managed Account. With respect to a Non-Discretionary Managed Account, Citi Alternatives and its affiliates will enter into an advisory agreement and related account opening documents with a client pursuant to which Citi Alternatives will provide investment advice relating to private investment funds and will construct on a non-discretionary basis the Non-Discretionary Managed Account's portfolio. Individual agreements may provide for other services to be provided by Citi Alternatives which may include: overall allocation advice, due diligence services, consolidation of certain accounts, analytical and reporting services and certain administrative services. Citibank, N.A. or other Citigroup affiliates or third parties are often retained by the Managed Account clients or Citi Alternatives to provide administrative, custodial or other services to the Managed Accounts.

In 2015, The Bank of New York Mellon (“BNY”) was appointed to perform certain sub-custodial and other functions in respect of the Managed Accounts established as of such date and has been appointed to perform such services for subsequent Managed Accounts.

In constructing a Managed Account portfolio, Citi Alternatives will first consider and assess the Managed Account client’s financial goals, investment objectives, investment time horizon, risk tolerance, investment preferences and other considerations deemed appropriate by Citi Alternatives. Citi Alternatives expects that it will utilize its proprietary asset allocation methodology and processes to determine strategic allocations for the portfolio. It will also consider macroeconomic and market factors along with its qualitative views in both constructing the initial portfolio as well as providing ongoing monitoring and rebalancing advice. In certain instances, depending on an individual client’s needs and preferences, Citi Alternatives may construct portfolios that are either concentrated in terms of strategy or sectors or in terms of the number of funds. See Item 8 “Methods of Analysis.”

The Managed Accounts program is generally referred to as the “Custom Hedge Fund Portfolios” program. Citi Alternatives expects in the future to launch a comparable managed account program that will invest in funds advised by RE Portfolio Managers and PE Portfolio Managers on the relevant Platforms.

Services Provided: Fund of Hedge Funds

General

Citi Alternatives provides investment advice to Fund of Hedge Funds that are organized to invest primarily in other hedge funds (“Underlying Hedge Funds”). Citi Alternatives serves as the investment manager or sub-investment manager of the Fund of Hedge Funds.

The Underlying Hedge Funds will be selected by Citi Alternatives, which takes advantage of Citi Alternatives’ sourcing, due diligence and risk management capabilities in evaluating and selecting third-party hedge fund managers for inclusion in the Fund of Hedge Funds’ portfolio. The Underlying Hedge Funds will be selected based on multiple criteria, including: (i) the Portfolio Managers’ historical ability to generate attractive risk-adjusted returns over time; (ii) the Portfolio Managers’ historical ability to monitor and control risk appropriate to their strategy; (iii) the overall sustainability risk profile of the Portfolio Manager; and (iv) the adequacy of the Portfolio Managers’ business and operational infrastructure to support current and future projected assets under management. It is expected that certain of the Portfolio Managers included in a Fund of Hedge Funds will also be on the HedgeForum Platform. After undergoing Citi Alternatives’ initial due diligence and approval process, all of the Underlying Hedge Fund Portfolio Managers will be subject to ongoing monitoring by Citi Alternatives’ investment professionals.

Citi Alternatives will determine the initial allocation among the Underlying Hedge Funds, perform on-going due diligence on the Underlying Hedge Funds, and regularly rebalance the allocation among the Underlying Hedge Funds based on, among other factors, the Fund of Hedge Funds’ strategies, investment limitations and investment restrictions as well as Citi Alternatives’ assessment of global market conditions. Citi Alternatives expects that it will utilize its proprietary asset allocation methodology and processes to determine strategic allocations for each Fund of

Hedge Funds. It will also consider macroeconomic and market factors along with its qualitative views in both constructing the initial portfolio as well as providing ongoing monitoring and rebalancing advice. See Item 8 “Methods of Analysis.”

Structure

There are two Fund of Hedge Funds vehicles, one onshore and one offshore, that have been structured as “umbrella” structures which either issue shares in separate sub-funds or issue interests in series, depending on the vehicles’ jurisdiction of organization. Each series or sub-fund (each a “HF Portfolio”) will seek to achieve its own investment objective and policy, have separate rights and privileges as established in the vehicles’ respective constitutive documents and bear separate liabilities. Each HF Portfolio will invest substantially all of its assets in Underlying Hedge Funds.

Currently, the onshore vehicle has two active HF Portfolios and the offshore vehicle has three active HF Portfolios that are operated as fund of hedge funds vehicles, and will accept investors at a minimum subscription amount of \$100,000 for the onshore vehicle and \$175,000 for the offshore vehicle. The minimum subscription amounts may be waived by the HF Portfolios, subject to applicable law. Additional HF Portfolios are expected to be established in the future.

Each Fund of Hedge Funds vehicle has established, or is also expected to establish, HF Portfolios that will be customized for, and available for investment by, certain eligible clients of Citigroup affiliates (“Dedicated Portfolios”). Similar to the Discretionary Managed Accounts, in constructing a Dedicated Portfolio, Citi Alternatives will first consider and assess, among other factors, the Dedicated Portfolio client’s financial goals, investment objectives, investment time horizon, risk tolerance, investment preferences and other factors deemed appropriate by Citi Alternatives. Citi Alternatives expects that it will utilize its proprietary asset allocation methodology and processes to determine strategic allocations for the Dedicated Portfolios. It will also consider macroeconomic and market factors along with its qualitative views in both constructing the initial portfolio as well as providing ongoing monitoring and rebalancing advice. See Item 8 “Methods of Analysis.”

Dedicated Portfolios may be referred to as part of the “Custom Hedge Fund Portfolios” platform.

Citi Alternatives currently serves as a sub-advisor to fund of hedge funds vehicles established, sponsored and/or advised by a third party and may in the future serve as a sub-advisor to additional such fund of hedge funds vehicles, including vehicles investing in insurance and other sectors. Citi Alternatives utilizes substantially similar investment management, due diligence and risk management processes described above for such sub-advised fund of funds vehicles as it does for the Fund of Hedge Funds.

Services Provided: Fund of Private Equity/Real Estate Funds

General

Citi Alternatives provides investment advice to Fund of PERE Funds that are organized to invest primarily in a portfolio of other private equity or real estate funds and co-investment opportunities. Such investments include within a Fund of PERE Funds: PE Feeders or PE Master Companies on the Private Equity Platform; RE Feeders or RE Master Companies on the Real Estate Platform;

and related co-investment vehicles (collectively, “Underlying PERE Funds”). Citi Alternatives serves as the investment manager or sub-investment manager of the Fund of PERE Funds.

Citi Alternatives will determine the initial allocation among the Underlying PERE Funds based on the criteria set forth in the relevant fund governing documents.

Structure

Currently, there are seven Fund of PERE Funds and each invests substantially all of its assets in Underlying PERE Funds. These Fund of PERE Funds will generally accept investors at a minimum subscription amount of \$250,000. The minimum subscription amounts may be waived by the Fund of PERE Funds, subject to applicable law.

In addition, there is currently one Fund of PERE Funds vehicle that is structured as an “umbrella” vehicle, which issues shares in separate sub-funds. Each sub-fund (each a “PERE Portfolio”) will seek to achieve its own investment objective and policy, have separate rights and privileges as established in the vehicles’ respective constitutive documents and bear separate liabilities. Each PERE Portfolio will invest substantially all of its assets in Underlying PERE Funds either directly or through a PE Feeder, RE Feeder or another Fund of PERE Funds vehicle. This umbrella structure currently has three PERE Portfolios which consist of Custom PERE Portfolios as defined below and two Funds of PERE Fund. Minimum investment for each PERE Portfolio is \$10,000,000. There are currently two sub-funds within this vehicle structured as feeders (i.e., each of these sub-funds is allocated to a specified PE Master Company) and it is expected that additional future sub-funds within this vehicle will be structured as feeders (i.e., allocated to a specified PE Master Company or RE Master Company) or Fund of PERE Funds.

Certain PERE Portfolios may be created for individual clients of Citigroup affiliates or related groups of investors and would be managed on a more customized basis in accordance with those clients’ and/or investors’ particular objectives (“Custom PERE Portfolios”).

Additional Fund of PERE Funds and PERE Portfolios are expected to be established in the future.

Services Provided: Co-Investment Funds

General

Citi Alternatives provides investment advice to Co-Investment Funds that are each organized to invest in a diversified portfolio of private equity and real estate co-investments (“Co-Investments”). Each Co-Investment Fund’s portfolio is anticipated to include investments in single asset co-investment vehicles and is expected to be diversified as provided in the Co-Investment Funds’ governing documents, including by underlying investment group, geography, strategy and sector. Co-Investments in which the Co-Investment Funds are expected to invest will focus on strategies that include, but are not limited to, buyouts, growth, venture, structured credit, mezzanine, infrastructure, distressed/turnarounds, core real estate, value-add real estate, and opportunistic real estate.

It is expected that the Co-Investments will be sourced from Portfolio Managers on the Platforms, thus leveraging Citi Alternatives’ experience in manager sourcing, due diligence and risk

management capabilities in evaluating and selecting third party Portfolio Managers and the related Co-Investments.

Co-investments will be selected based on Citi Alternatives' detailed qualitative and quantitative analysis of the investment merits of a selected opportunity in addition to the analysis that is performed on respective Portfolio Manager when they were onboarded to the Platform, the characteristics and diversification of existing investments, the desired pace of deployment of capital and the expected pipeline of investment opportunities and any investment limitations and investment restrictions of the Co-Investment Fund.

Citi Alternatives serves as the investment manager of the Co-Investment Funds and will determine the allocation among the Co-Investments based on the criteria set forth in the relevant fund governing documents.

Structure

Currently, there are two Co-Investment Funds expected to be launched on or around the second quarter of 2024, and each is expected to invest substantially all of its assets in Co-Investments. These Co-Investment Funds will generally accept investors at a minimum subscription amount of \$250,000. The minimum subscription amounts may be waived by the Co-Investment Funds, subject to applicable law.

Additional Co-Investment Funds are expected to be established in the future.

Services Provided: Portfolio Diagnostic Reviews

Citi Alternatives provides investment portfolio analysis (a "Portfolio Diagnostic Review") on a non-fee basis to certain select clients of Citigroup affiliates. A Portfolio Diagnostic Review is performed by Citi Alternatives for an individual client to provide them with a better understanding of their alternative fund holdings and portfolio construction issues. Citi Alternatives will evaluate a client's portfolio for, among other things, diversification, liquidity and allocation of investment strategies. Citi Alternatives' evaluation of the client's portfolio is based on the data provided by the client on existing alternative fund holdings. Citi Alternatives only provides information with respect to the client's portfolios, and clients are solely responsible for all investment decisions relating to the client's portfolios. After receiving a Portfolio Diagnostic Review, clients may decide to invest in one or more Feeders, Funds of Funds or Co-Investment Funds; invest in a Dedicated Portfolio; or retain Citi Alternatives to advise a Managed Account for the client. See Item 8 "Methods of Analysis."

Definitions

The term "Feeder" includes a HedgeForum Feeder, a PE Feeder, and a RE Feeder. The term "Master Company" includes a HedgeForum Master Company, a PE Master Company and a RE Master Company. The term "Underlying Fund" includes, where applicable, a HedgeForum Master Company, a PE Master Company, a PE Co-investment SPV Vehicle, a RE Master Company, a RE Co-investment SPV Vehicle, a Co-Investment, an Underlying Hedge Fund and an Underlying PERE Fund. The term "Platforms" includes the HedgeForum Platform, hedge funds considered as part of the Citi Wealth Investments – Alternatives platform and available as a fund investment in

Managed Accounts, Fund of Hedge Funds or Co-Investment Funds, the Private Equity Platform and the Real Estate Platform. The term “Portfolio Manager” includes an HF Portfolio Manager, a PE Portfolio Manager and a RE Portfolio Manager or portfolio manager of an Underlying Hedge Fund, Underlying PERE Fund or Co-Investment. The term “Co-investment SPV Vehicle” includes any PE Co-investment SPV Vehicle or RE Co-investment SPV Vehicle as applicable. The term “Fund(s) of Funds” includes the Fund(s) of Hedge Funds and the Fund(s) of PERE Funds (as well as the Custom PERE Portfolios part of the Fund of PERE Funds structure).

Particular Investment Restrictions

Individual investors in the Feeders, the Fund of Funds and Co-Investment Funds are not consulted in the design or implementation of investment programs. Each Feeder’s account documentation will describe such Feeder’s investment program and will identify the respective Master Company. Each Fund of Funds’, Co-Investment Fund’s and Dedicated Portfolio’s account documentation will describe its investment program and any related investment restrictions.

With respect to Managed Accounts, each advisory agreement and related account documentation will specify the particular investment program and any related investment restrictions. It is expected that in general each Managed Account and each Dedicated Portfolio will be customized to reflect a particular investor profile. An investor profile generally addresses existing investments, income preferences, liquidity preferences, investment time horizon, investment objectives, risk tolerance and investment experience.

Wrap Fee Programs

Citi Alternatives does not participate in wrap fee programs.

Assets Under Management

As of December 31, 2023, Citi Alternatives managed \$20,590,054,868 of discretionary assets and \$24,101,863 of non-discretionary assets. The discretionary assets consisted of (i) Feeders on the HedgeForum Platform and special purpose vehicles related to the HedgeForum Platform; (ii) Feeders in the Private Equity Platform; (iii) Feeders in the Real Estate Platform; (iv) two Funds of Hedge Funds consisting collectively of multiple portfolios (including Dedicated Portfolios), (v) eight Funds of PERE Funds (including Custom PERE Portfolios); and (vi) advisory contracts for Discretionary Managed Accounts. Citi Alternatives managed six advisory contracts for Non-Discretionary Managed Accounts during 2023.

Item 5. Fees and Compensation

Citi Alternatives offers investment management and advisory services for a percentage of assets under management or fees based on performance as described below and in Item 6, and such fees are based upon the scope of the engagement and the services required by the relevant Feeder, Fund of Funds, Co-Investment Fund, or Managed Account and disclosed in the relevant investment advisory agreement or account documentation, as applicable. As among Feeders, Fund of Funds and Co-Investment Funds, fees differ based upon a number of factors, including the structure of such Feeder, Fund of Funds or Co-Investment Funds and the complexity and trading strategy of such fund and any relevant Underlying Funds or Co-Investments. For the Managed Accounts, fees

may differ based upon a number of factors, including without limitation, account complexity and size, assets under management, overall relationship with Citi Alternatives and its affiliates and relevant negotiated commercial terms, including any relevant investment objectives and restrictions. As compensation for its investment management and advisory services, Citi Alternatives' advisory or management fees are typically calculated based on committed capital, net asset value, current fair value and/or remaining invested capital, with respect to such Citi Alternatives' clients. The amounts of such fees and allocations, including how and when fees are calculated, charged and paid, and how allocations are calculated and made, are described in detail in the offering documents for each Feeder, Fund of Funds and Co-Investment Fund and the account documentation for each Managed Account, and investors and potential investors should review these materials carefully when making their investment decisions so that they have a complete understanding of the fees and expenses that can be charged to investors.

The following descriptions of fees are current as of the date of this brochure. Citi Alternatives may in the future charge other types of fees and use different fee structures, including variations of performance or incentive fees and allocations (referred to herein as "incentive" fees or allocations), payment and termination terms. The management fees, other fees and distributions described herein are generally subject to modification, waiver or reduction by Citi Alternatives in its sole discretion, both voluntarily and on a negotiated basis with selected investors and clients via side letter and other arrangements, which, to the extent permitted by applicable law, may not be disclosed to other investors in the same Citi Alternatives' client or other clients. The fee structures described herein may be modified from time to time. Fees may differ from one Citi Alternatives client to another, as well as among investors in the same Citi Alternatives client.

Employees of Citi Alternatives and its affiliates invest in Feeders, Funds of Funds, Co-Investment Funds and Managed Accounts on the same terms as other clients and generally do not receive any reductions in management fees and incentive fees and allocations; however, employees that are Managing Directors receive a 50% discount on placement fees payable to the affiliate distributors. Additionally, in respect of certain products, employees will be considered affiliated with one another for purposes of determining applicable fees where the aggregate commitment amount of any affiliated investors could entitle individual investors to invest in series with lower fees than the series for which their individual commitment amounts would otherwise make them eligible.

Fees Charged: Feeder Platforms

Each Feeder will charge a management fee payable to Citi Alternatives (a "Platform Management Fee"), which fees at present range from 0.00% to 1.00% per annum of assets under management. Certain Feeders included on the Private Equity and Real Estate Platforms will also charge incentive fees or incentive allocations ("Feeder Incentive Payments") allocable or payable to Citi Alternatives, which fees at present range from 0.00% to 10.00% of profits. The Platform Management Fee and Feeder Incentive Payments will vary by class and/or series within a Feeder, and for certain clients investing via Managed Accounts or other Citi advised programs, such clients will be charged either no fees or a reduced fee (as described below). In addition to the Platform Management Fee and Feeder Incentive Payments, typically management and incentive fees or allocations will be paid by the Feeders to the relevant Portfolio Manager based on the assets invested into the relevant Master Company or Co-investment SPV Vehicle and the performance they experience. Citigroup Global Markets, Inc. ("CGMI"), an affiliate of Citi Alternatives, CPA,

and certain other affiliated placement agents typically also receive from a Portfolio Manager an investor servicing fee (“Servicing Fees”). In addition, in some cases, Citi Alternatives’ affiliated placement agents will also receive an incentive fee or allocation from the Portfolio Manager which represents a portion of the management fees and incentive fees or allocation, respectively, paid to such Portfolio Manager (“Incentive Payments”). In addition, affiliated placement agents typically will also receive from the Portfolio Manager a one-time distribution fee based on the amounts invested by the Custom PERE Portfolios, Feeders and by clients who invest directly in the relevant Underlying PERE Funds, Master Company or Co-investment SPV Vehicle (“Upfront Fees”). In certain cases, Citi Alternatives’ affiliated placement agents will receive a non-solicitation fee from the Portfolio Manager. Each Feeder, Fund of Funds and Underlying Fund will generally pay custodial and administration fees and expenses.

Citi Alternatives will share all or a portion of the Platform Management Fee and Feeder Incentive Payment with certain placement agents, including affiliates of Citi Alternatives, in connection with the offering of Feeder interests or investments made by clients referred or sourced by the placement agents directly into the relevant Master Company or Co-investment SPV Vehicle. Investors will typically also be subject to a placement fee payable to the placement agents affiliated with Citi Alternatives which is in addition to the Upfront Fees. In certain cases, Citi Alternatives may agree to waive part or all of the asset based fee and/or otherwise reimburse or pay a Feeder, to the extent necessary to prevent such Feeder’s expenses from exceeding a certain amount, as may be contemplated in such Feeder’s offering or governing documentation.

Fees Charged: Managed Accounts

The investment advisory agreement and account documentation relating to each Managed Account will specify the fees payable to Citi Alternatives or its affiliates. Such fees will typically include management fees that are asset-based and range from 0.00% to 0.95% per annum for the presently advised Managed Account clients, and may vary for each particular client based on a number of factors and considerations, which may include size of the account, account investment mandate and related complexity, assets under management and requested commercial terms which are subject to negotiation, such as whether the account is discretionary or non-discretionary. Clients with similar investment objectives or other similarities (such as account size) may be charged different management fees. There are no current arrangements for performance fees, which are typically determined as a percentage of profits, or for non-asset-based fixed management fees. Fees are payable in arrears, typically monthly or quarterly as provided in the relevant account documentation. Citi Alternatives will typically share a portion of such fees with certain placement, sales or referral agents. Any Servicing Fees or Incentive Payments received by Citi Alternatives or its affiliates in respect of a Managed Account’s investment in a Feeder, an Underlying Fund or Non-Platform Fund will be credited or refunded to the Managed Account holder. To the extent that a Managed Account invests in a Feeder, it will generally invest in a “no fee” share class, which is a class that either does not charge a Platform Management Fee or Feeder Incentive Fee or that charges reduced Platform Management Fees or Feeder Incentive Fees. In the event of a termination of a Managed Account, such investor will no longer be eligible to participate in such “no-fee” share class and such shares/interests will automatically be exchanged for or converted into shares/interest of the corresponding class for which such investor qualifies for and such Feeder will charge the fees as provided in the relevant offering documents.

Citigroup affiliates will in most instances provide certain administrative and custodial services related to the support of the Managed Accounts at no additional cost. It is expected that Citi Alternatives will share a portion of its fees with such affiliated service providers.

As noted above, BNY has been appointed to provide certain sub-custodial and related services for the Managed Accounts. For Managed Accounts established after February 2016, such Managed Accounts will be subject to any fees charged by BNY. For Managed Accounts established prior to such date, Citi Alternatives or one of its affiliates shall pay any fees charged by BNY.

Managed Account clients will generally be able to terminate their contractual relationship upon written notice given within certain specified times as provided in the relevant account documentation. If a Managed Account is terminated, Citi Alternatives will typically be entitled to fees so long as any assets remain in the Managed Account as compensation for administrative services provided by Citi Alternatives in connection with the termination of the Managed Account.

Fees Charged: Fund of Hedge Funds

Each Fund of Hedge Funds will pay Citi Alternatives a management fee either monthly or quarterly in arrears, at an annual rate ranging at present from 0.00% to 1.25% per annum based on the aggregate capital accounts of the Fund of Hedge Funds' investors or the net asset value of the Fund of Hedge Funds. Except for certain Dedicated Portfolios, there are no current arrangements for incentive fees or allocations, which are typically determined as a percentage of profits, or for non-asset-based fixed management fees. In addition to the management fee, certain Dedicated Portfolios will pay or allocate to Citi Alternatives an incentive allocation and/or incentive fee based on the return of the Dedicated Portfolio and its investments, and such allocations or fees at present range from 0.00% to 10.00% of profits. The amount of the management fee, incentive allocation and/or incentive fee for a particular HF Portfolio within a Fund of Hedge Funds vehicle will be set forth in the account documentation for that HF Portfolio. In certain cases, Citi Alternatives will agree to waive part or all of the asset-based fee and/or otherwise reimburse or pay a Fund of Hedge Funds, to the extent necessary to prevent such Fund of Hedge Funds' expenses from exceeding a certain amount, as may be contemplated in such Fund of Hedge Funds' offering documentation.

Fees Charged: Fund of Private Equity/Real Estate Funds

Each Fund of PERE Funds will pay Citi Alternatives a management fee quarterly in arrears, at an annual rate ranging at present from 0.00% to 0.75% per annum based on the aggregate unreturned invested capital called from the Fund of PERE Funds' investors. There are no current arrangements for incentive fees or allocations, which are typically determined as a percentage of profits, or for non-asset-based fixed management fees. The amount of the management fee, incentive allocation and/or incentive fee for a particular PERE Portfolio within a Fund of PERE Funds Vehicle will be set forth in the account documentation for that PERE Portfolio. CGMI, CPA and certain other affiliated placement agents typically also receive Servicing Fees, Incentive Payments and Upfront Fees from a Portfolio Manager of an Underlying PERE Fund.

Investors will typically also be subject to a placement fee payable to the placement agents affiliated with Citi Alternatives which is in addition to the Upfront Fees. Investors who make an initial or an additional commitment into the Custom PERE Portfolios in the form of one or more in-kind

contributions of all or a portion of such investor's interest in any Citi platform investment (each "In Kind Contribution") will also be subject to a one-time upfront administrative fee (the "Administrative Fees") payable to the placement agents affiliated with Citi Alternatives in connection with their transfer services with respect to each such In-Kind contribution, which is in addition to the Upfront Fees. Placement fees and Administrative Fees may be waived at the discretion of the placement agents affiliated with Citi Alternatives and such decision typically will be based on an investor's overall relationship with the investor's account representative.

Fees Charged: Co-Investment Funds

Each Co-Investment Fund will pay Citi Alternatives a management fee quarterly in arrears, at an annual rate ranging at present from 0.50% to 1.00% per annum based on the aggregate capital commitments to each Co-Investment Fund during the investment period, and based on aggregate invested capital thereafter. Citi Alternatives will generally receive an incentive allocation of 10% of profits after an 8% annual preferred return to investors. For certain series of interests available to early investors in a Co-Investment Fund, Citi Alternatives will receive an incentive allocation of 5% of profits after an 8% annual preferred return to investors.

Investors will typically also be subject to a placement fee payable to the placement agents affiliated with Citi Alternatives.

Citi is generally not expected to receive fees from Investment Managers for the Co-Investments sourced for the Co-Investment Funds. However, to the extent that the Co-Investment Funds participate in an underlying investment that is being globally offered on the PERE Platform, CGMI, CPA and certain other affiliated placement agents would likely receive Upfront Fees and Servicing Fees with respect to the commitments attributable to the Co-Investment Funds.

Fund Terminations

The procedures and conditions under which a Feeder, Fund of Funds or Co-Investment Fund can terminate an investment management agreement, investment advisory agreement or portfolio management agreement, as applicable, with Citi Alternatives are described in such agreements; generally such agreements can be terminated upon written notice given within certain time periods.

Multiple Layers of Fees and Expenses

Investors in the Feeders, the Fund of Funds, Co-Investment Funds and the Managed Accounts will in effect pay multiple sets of fees and expenses: one at the Feeder, Fund of Funds, Co-Investment Fund or Managed Account level and one at the Underlying Fund level. As a result of the payment of multiple levels of fees and expenses, investors will typically pay more in fees by investing in a Feeder, Fund of Funds, Co-Investment Fund or a Managed Account than they would by investing directly in the Underlying Funds or Co-Investments. Because of high minimum investment levels and other reasons, many investors in a Feeder, Fund of Funds or Co-Investment Fund would generally not have the opportunity to invest directly in an Underlying Fund or Co-Investment. In addition, by investing in a Fund of Funds, Co-Investment Fund or a Managed Account, investors receive professional management of a portfolio of alternative investments consisting of multiple Feeders, Underlying Funds or Co-Investments, as applicable.

Method of Payment of Fees

The Feeders (or the individual investors in the Feeders depending on the relevant fund documentation) will pay the Platform Management Fee and any Feeder Incentive Payment at such times and in the manner specified in the respective operative agreements; with respect to fees paid directly by the Feeders, the investors in the Feeder will bear those expenses. Generally, the Platform Management Fee will be calculated and allocable on a monthly or quarterly basis and payable quarterly in arrears and any Feeder Incentive Payment if applicable may be calculated and payable as of the end of each fiscal year and/or in connection with distributions to investors in a Feeder. In certain instances, a Feeder or Master Company may pay certain fees in advance as provided in its constituent documents. With respect to individual investors into the Feeders, their capital accounts or net asset value in the respective Feeder will reflect the payment of all Feeder level, and Master Company or Co-investment SPV Vehicle level fees and expenses.

Portfolios within the Fund of Hedge Funds will accrue or allocate any management and incentive fees at such times and in such manner specified in their respective account documentation. Generally, such funds will accrue any management fees monthly and payment will be made quarterly in arrears. Such fees will be deducted from the respective HF Portfolio and reflected in an investor's net asset value per share or capital account, as applicable.

It is expected that a Managed Account's management fees will be calculated and payable monthly in arrears and will be deducted from the client's account as provided in the applicable account documentation. To the extent performance fees are charged for future Managed Accounts, any such fees or incentive allocations would be expected to be calculated and payable at the end of each fiscal year and also deducted from the relevant Managed Account.

Investors in Fund of PERE Funds, PERE Portfolios and Co-Investment Funds will directly pay Citi Alternatives any management fees as specified in the respective fund and account documentation.

Additional Fees and Expenses

As described in more detail in their respective constituent agreements, each Feeder, Fund of Funds and Co-Investment Fund bears all of its operating and administrative expenses including: (a) legal (including, without limitation, a proportionate amount of the salaries, bonuses, benefits and other applicable compensation paid to full or temporary in house legal counsel employed or retained by Citi Alternatives with respect to such counsel's support and time devoted to the administration and operation of the Feeder, Fund of Funds or Co-Investment Fund), auditing, tax preparation, consulting, financing, valuation, investor servicing and accounting fees and expenses, printing costs, fees and expenses incurred by any advisory board, the annual fee paid to the general partner and the establishment costs of the general partner, administration fees, investment advisory fees, custodian fees and expense reimbursements to the administrator, Citi Alternatives and the custodian (including expenses relating to ongoing regulatory compliance matters and regulatory reporting obligations specifically relating to the Feeder's, Fund of Funds' or Co-Investment Fund's activities (including, for greater certainty, regulatory compliance matters and regulatory filings of Citi Alternatives and its affiliates relating to the Feeder, Fund of Funds or Co-Investment Fund and its activities), and bank charges, interest and other borrowing costs); (b) all expenses

associated with the preparation of financial statements, tax returns and associated documentation and maintaining books and records; (c) out-of-pocket expenses of transactions (whether or not consummated) and other expenses associated with the pursuit, acquisition, holding and disposition of investments; (d) any taxes, fees or other governmental charges levied against the Feeder, Fund of Funds or Co-Investment Fund (unless allocable to a specific investor); (e) all expenses with respect to insurance (including liability insurance) and indemnification obligations; (f) extraordinary expenses, including litigation expenses; and (g) all fees and expenses incurred in connection with the liquidation and winding-up and cancellation of the Feeder, Fund of Funds or Co-Investment Fund and its governing body.

Each Feeder, Fund of Funds or Co-Investment Fund will generally bear, pro rata based on the aggregate capital commitments of each vehicle, all organizational and offering expenses (including legal (including, without limitation, a proportionate amount of the salaries, bonuses, benefits and other applicable compensation paid to full or temporary in house legal counsel employed or retained by Citi Alternatives with respect to such counsel's support and time devoted to the organization and offering of the Feeder, Fund of Funds or Co-Investment Fund interests), travel and entertainment, accounting, tax, consulting, filing, due diligence, printing and other expenses) incurred by them or on their behalf in connection with the formation and offering of the Feeder, Fund of Funds or Co-Investment Fund and the negotiation of related documents, including any agreement with the Portfolio Managers related to the offering of Feeder, Fund of Funds or Co-Investment Fund interests.

As described in more detail in each client's advisory agreement and related account documentation, each Managed Account client may incur custody fees as described under "Fees Charged: Managed Accounts" above and other costs and charges in certain circumstances (for example where individual securities are held in the Managed Account).

In addition, investors will bear comparable organizational, offering, operating and other expenses as described above in respect of each Underlying Fund or Co-Investment as described in its constituent documents.

The applicable governing document for the Co-Investment Funds and Funds of Funds contain provisions allowing such funds to borrow money for investment and other purposes. To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions, the Fund's investors generally make correspondingly later capital contributions, but the Fund will bear the expense of interest on such borrowed funds. As a result, the Fund's use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure investor cash flows) and generally make net IRR calculations higher than they otherwise would be without fund-level borrowing as these calculations generally depend on the amount and timing of capital contributions. It is expected that the interest will accrue on any such outstanding borrowings at a lower rate than any preferred return, which will begin accruing when capital contributions to fund such investments, or repay borrowings used to fund such investments, are actually made to the relevant Fund. Thus, while the Fund will bear the expense of borrowed funds, such borrowings can also increase the incentive allocation or carried interest, as applicable, received by Citi Alternatives or its affiliates or will result in the receipt of an incentive allocation or carried interest, as applicable, earlier than it would otherwise have by decreasing the amount of distributions from the Fund that are required to be made to Fund investors in satisfaction of any preferred return. Citi

Alternatives therefore has a conflict of interest in deciding whether to borrow funds because Citi Alternatives and its affiliates may receive disproportionate benefits from such borrowings. Furthermore, the use of Fund-level borrowing for investment purposes are treated as investment capital for purposes of calculating the relevant Fund's management or advisory fee. Therefore, investors pay management or advisory fees on borrowed amounts used to fund an investment even though such amounts would not accrue a preferred return as described above.

When certain expenses are incurred in common, Citi Alternatives will determine in its sole discretion the appropriate allocation of investment and other expenses borne by each Feeder, Fund of Funds, Co-Investment Fund and Managed Account pursuant to their respective account documentation. Citi Alternatives attempts to allocate such expenses in a fair and equitable manner. Typically, such an expense item is allocated among funds and accounts benefiting from such expense item and at times the allocation decision will reflect judgement on the part of Citi Alternatives. While an allocation can have the effect of reducing expenses that a fund or account might otherwise be required to pay in full, it may also result in differences in the relative cost and benefits across funds and accounts.

Citi Alternatives, its affiliates and their respective employees can be expected to receive certain intangibles and/or other benefits and perquisites arising and resulting from their activities on behalf of Feeders, Funds of Funds, Co-Investment Funds and Managed Accounts and relevant Underlying Funds and Co-Investments including benefits and other discounts provided from service providers. Third party Portfolio Managers and their service providers may provide such employees with occasional meals, leisure or entertainment outings, small gifts, and promotional items. In addition, these third parties may pay for certain expenses—including travel, lodging, meals, presentation materials, and room rentals—that are related to training meetings or meetings with clients or prospective clients where their investment products or service offerings are discussed or promoted. The benefits that such third parties provide to such employees may incline them to favor certain Portfolio Managers and their funds or products over others that do not provide the same benefits.

Payment of Fees in Advance

In general, clients do not pay advisory fees to Citi Alternatives in advance, other than Platform Management Fees that may be payable by each Feeder. However, all fees are paid in respect of a particular Feeder, Fund of Funds or Co-Investment Fund as provided in its constituent documents.

Compensation of Citi Alternatives Personnel

Neither Citi Alternatives nor any of Citi Alternatives' personnel or supervised persons providing investment management services directly receives any compensation for the sale of securities or other investment products advised by Citi Alternatives. However, CPA and affiliates of Citi Alternatives that serve as placement agents, referral agents or distributors for Citi Alternatives products and third-party marketers do receive such compensation. See Item 10 "Citi Distributor Compensation" below.

Statement of Allocation Policy and Procedure

Except as otherwise discussed below, it is Citi Alternatives' policy that no Feeder, Fund of Funds, Co-Investment Fund, Managed Account, Custom PERE Portfolio or other account for which Citi

Alternatives has investment decision responsibility shall receive preferential treatment over any other Feeder, Fund of Funds, Co-Investment Fund, Managed Account, Custom PERE Portfolio or account. Investment opportunities shall be allocated among Citi Alternatives' clients in a manner that is fair, equitable, and consistent with applicable regulatory and contractual investment restrictions, investment criteria and/or business and tax considerations. Citi Alternatives portfolio managers have a duty to act in the best interests of their accounts.

Where a Portfolio Manager or other investment opportunity has limited capacity and the investment is suitable for more than one Feeder, Fund of Funds, Managed Account, Custom PERE Portfolio or account, Citi Alternatives is not obligated to cause a Feeder, Fund of Funds, Managed Account, Custom PERE Portfolio or other account that invested first to withdraw to free up capacity for another Feeder, Fund of Funds, Managed Account, Custom PERE Portfolio or account.

Investment opportunities generally will be allocated among those Feeders, Funds of Funds, Managed Accounts, Custom PERE Portfolios and accounts for which participation in the respective opportunity is considered appropriate by Citi Alternatives. In making such determinations for its clients, where investment opportunities are suitable for one or more of Citi Alternatives' clients, Citi Alternatives may consider the primary investment mandate of the relevant clients, the size of the clients, the size of the proposed investment, the liquidity, holding period and anticipated maturity of the applicable investment and the remaining investment period and term of the investments as well as the investment period and term of relevant Citi Alternatives' clients, the availability of other comparable investment, any tax, regulatory or legal restrictions applicable to the relevant investment, the contractual obligations and investment restrictions applicable to the relevant clients, the co-investment arrangements with respect to the relevant clients, diversification concerns with respect to the relevant clients, anticipated returns and risk profile of the applicable investment, other anticipated needs or uses of capital by each of the relevant clients, relative available capital of the relevant clients, along with such other relevant investment criteria and other considerations as Citi Alternatives deems appropriate and is consistent with its internal allocation policy, which is expected to vary from time to time. Allocation considerations referenced with respect to investments above also include such considerations with respect to Underlying Funds, to the extent applicable.

Each Fund of PERE Funds (other than the Custom PERE Portfolios), during its investment period, will have a pre-established allocation to participate in each available investment or co-investment on the Private Equity Platform and Real Estate Platform provided such investments meet the criteria for inclusion in its portfolio and subject to the oversight and approval of an internal investment committee comprised of individual representatives of Citi Alternatives and other Citi Private Bank professionals.

With respect to Co-Investment opportunities that are not considered globally available opportunities as determined by Citi Alternatives in its sole discretion, priority allocation will generally be made pro rata among the Co-Investment Funds and any eligible Custom PERE Portfolios, and will generally not be allocated to any other funds or Managed Accounts advised by Citi Alternatives, unless any such other funds or Managed Accounts have pre-existing primary co-investment rights.

Allocation determinations are inherently subjective and give rise to conflicts of interest due to the inherent biases in the process. For example, in allocating an investment opportunity among the Feeders, Funds of Funds, Managed Accounts, Custom PERE Portfolios and other of Citi Alternatives' clients with differing fee, expense and compensation structures, Citi Alternatives has an incentive to allocate investment opportunities to the clients from which Citi Alternatives and/or its related persons derive, directly or indirectly, higher fees, compensation or other benefits. Notwithstanding the foregoing, Citi Alternatives will not allocate investment opportunities among its clients based, in whole or in part, on (i) the relative fee structure or amount of fees paid by any client or (ii) the profitability of any client. Citi Alternatives and Citigroup personnel invest indirectly in and may be permitted to invest directly in Citi Alternatives' clients and therefore participate in investments made by the clients in which they invest. Such interests will vary client by client and may create an incentive to allocate particularly attractive investment opportunities to such clients in which such personnel hold a greater interest. The existence of these varying circumstances presents conflicts of interest in determining how much, if any, of certain investment opportunities to offer to a Citi Alternative's client.

Citi Alternatives will make the ultimate determinations with respect to the number, mix and allocation of investments that are appropriate for the Feeders, Funds of Funds, Managed Accounts, Custom PERE Portfolios and other of Citi Alternatives' clients. Accordingly, a Citi Alternatives' client may be allocated investments suitable for another Citi Alternatives' client that are not allocated to such client, or investments may be made by Citi Alternatives' clients at different times or on different terms. The deployment of capital and investment performance of a Citi Alternatives' client may be negatively affected by such allocations. A Citi Alternatives' client may invest in opportunities that another client has declined, and likewise, a Citi Alternatives' client may decline to invest in opportunities in which another Citi Alternatives' client has invested or such investments may be made at different times or on different terms. There can be no assurance that the return on the investments by a Citi Alternatives' client will not be less than the returns obtained by any other client participating in the same transaction or that a client will participate in each investment opportunity that is appropriate for it or on the same or similar terms and conditions as any other client participates.

Item 6. Performance-Based Fees and Side-By-Side Management

Citi Alternatives will not charge incentive fees or allocations for Feeders on the HedgeForum Platform or directly at the Fund of Funds level (other than Dedicated Portfolios as described below).

Citi Alternatives expects that it will charge incentive fees or allocations for the Co-Investment Funds and for certain Feeders and Co-investment SPV Vehicles on the Private Equity and Real Estate Platforms, for certain Managed Accounts and for certain Dedicated Portfolios within the Fund of Hedge Funds. See Item 8 "Use of Underlying Fund Managers" and "Valuation Risks." Incentive fees can vary depending upon the Feeder, Fund of Funds, Co-Investment Fund or Managed Account. In certain instances, the incentive-based compensation will create an incentive for Citi Alternatives to cause certain of the Feeders, Fund of Funds, Co-Investment Funds or Managed Accounts to make investments which would be riskier or more speculative than those made under a different compensation arrangement. See "Statement of Allocation Policy and Procedure" above.

The Feeders offer different fee arrangements to different investors, with the result that, in some cases, an investor in one Feeder will pay an incentive-based fee or allocation and an investor in another Feeder will not pay an incentive-based fee or allocation or pay a reduced incentive-based fee. Ordinarily, such an arrangement could create a conflict of interest by providing an incentive for an adviser to offer better investment opportunities to the Feeder that is charged an incentive fee or allocation, which would represent a conflict of interest. However, as each Feeder is a dedicated feeder into a particular Master Company, Citi Alternatives has little ability to favor an investor that pays an incentive-based fee or allocation, which mitigates that conflict of interest. Should Citi Alternatives offer investors the option to pay incentive-based compensation for other kinds of accounts, Citi Alternatives will seek to address this conflict of interest through disclosure to clients, and policies and procedures relating to the equitable treatment of clients with respect to investment opportunities. Placement agents affiliated with Citi Alternatives will have an incentive to recommend Feeders or other investments that have higher fees.

Item 7. Types of Clients

With respect to the Feeders, Funds of Funds and Co-Investment Funds, Citi Alternatives' clients are the respective funds, not the underlying investors. The Feeders on the HedgeForum Platform require a minimum investment from investors ranging from \$100,000 to \$5,000,000, which may be waived, subject to applicable law. The Feeders on the Private Equity and Real Estate Platforms generally require a minimum investment ranging from \$250,000 to \$500,000, however, such minimum investment amount may, in certain cases, be waived in the discretion of the general partner or the directors of the relevant Feeder. The Fund of Hedge Funds (other than the Dedicated Portfolios) require minimum investments ranging from \$100,000 to \$5,000,000, which may be waived, subject to applicable law. The Fund of PERE Funds (other than Custom PERE Portfolios) and the Co-Investment Funds require minimum investments ranging from \$250,000 to \$5,000,000, which may be waived, subject to applicable law. Citi Alternatives expects that investors in the Dedicated Portfolios and Custom PERE Portfolios may include individuals, trusts, institutions and pension plans. Citi Alternatives generally requires a minimum investment of \$10,000,000 for Dedicated Portfolios and Custom PERE Portfolios, which may be waived, subject to applicable law, and which can be made in cash or in the form of one or more In Kind Contributions, as described above. The acceptance of an In Kind Contribution will be made on an ad hoc basis and will be subject to the approval of the governing body of a Custom PERE Portfolio.

With respect to the Managed Accounts, the clients are the holders of the Managed Accounts. Citi Alternatives expects that such clients may include individuals, trusts, institutions and pension plans. Citi Alternatives generally requires a minimum investment of \$10,000,000 for both Discretionary Managed Accounts and Non-Discretionary Managed Accounts, which may be waived, subject to applicable law.

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

See Item 4 for a description of the method of selecting and monitoring Feeders on the Platforms, the selection of Co-Investments for the Co-Investment Funds and the selection of Underlying Hedge Funds and Underlying PERE Funds for inclusion in the Fund of Funds. In constructing

portfolios for the Managed Accounts and the Fund of Hedge Funds, Citi Alternatives' process is iterative and includes multiple levels of research inputs from both research teams within Citi Alternatives and other areas of Citigroup. Citi Alternatives uses a proprietary and innovative hedge fund portfolio construction, management and monitoring tool created specifically for and by Citi Alternatives. This tool provides real time oversight of the portfolios, quality statistical analysis and enhanced connectivity to relevant systems and databases.

The strategic asset allocation process of portfolio construction formulates a top down and bottom up review incorporating both quantitative and qualitative components. The top down and bottom up reviews are overlaid with thematic investment ideas and forward looking views on market opportunities.

The monitoring and rebalancing process is designed to dynamically assess the portfolio based on, among other things, market themes, opportunities and views, and benchmark and performance analysis. With respect to Managed Accounts and Dedicated Portfolios, Citi Alternatives may also consider, among other factors, the client's lifestyle, needs and objectives and its risk and return expectations. In certain instances, depending on an individual client's needs and preferences, Citi Alternatives may construct more concentrated portfolios that are more concentrated in terms of strategies, sectors or number of funds. See Item 4 "Particular Investment Restrictions."

The processes described above will also be utilized in varying degrees with respect to the Portfolio Diagnostic Reviews.

Risks

Alternative Investments entail a high degree of risk. Investors should give careful consideration to the following risk factors and conflicts of interest detailed in this Item 8 and also review the more detailed risk factors and conflicts of interests set forth in the relevant offering memorandum and other product-specific information provided by the product or Citi Alternatives, which are incorporated herein by reference, in evaluating the merits and suitability of any Alternative Investment products. The following does not purport to be a comprehensive summary of all the risks and conflicts of interest associated with Alternative Investments. "Alternative Investments" means the Feeders, the Fund of Funds, the Co-Investment Funds, the Managed Accounts and the Dedicated Portfolios, and unless the context indicates otherwise, all references to "Alternative Investments" in this Item 8 should be read to include "Underlying Funds." "Investment Managers" includes Citi Alternatives and the Underlying Fund Managers unless the context indicates otherwise. "Underlying Fund" includes, where applicable, a HedgeForum Master Company, a PE Master Company, a PE Co-investment SPV Vehicle, a Co-Investment, a RE Master Company, a RE Co-investment SPV Vehicle, an Underlying Hedge Fund and an Underlying PERE Fund. "Underlying Fund Manager" means the investment manager or investment adviser to the Underlying Fund, including a Portfolio Manager.

General Investment Risks

General. Any prospective client or investor must be able to bear the risks involved and must meet the suitability requirements of the Alternative Investments. Some or all alternative investment strategies employed by the Alternative Investments may not be suitable for certain investors. No

assurance can be given that the Alternative Investments' investment objectives will be achieved. Investments in hedge funds, private equity funds, real estate funds and other types of private investment funds are typically speculative and involve a substantial degree of risk. Past results of the Alternative Investments or any other private investment funds or accounts managed by Investment Managers are not necessarily indicative of future performance of any Alternative Investment and the performance of such Alternative Investment may be volatile. Moreover, Citi Alternatives will place the Alternative Investment's assets with an Underlying Fund Manager based upon Citi Alternatives' evaluation of, among other factors, the past performance of such Underlying Fund Manager. Such past performance may not be an accurate indicator of future returns delivered by such Underlying Fund Manager. Investment results may vary substantially on a monthly, quarterly or annual basis. The establishment and use of an Alternative Investment does not constitute a complete investment program. A prospective client or investor must realize that it could lose all or a substantial amount of its investment in an Alternative Investment.

Citi Alternatives expects that certain Alternative Investments may underperform or experience financial difficulties, which difficulties may never be overcome. Certain Alternative Investments may be highly illiquid and/or permit redemptions infrequently and under very restrictive terms. Investment Managers may utilize highly speculative investment techniques, including extremely high leverage, highly concentrated portfolios, workouts and startups, control positions and illiquid investments. Neither Citi Alternatives nor any investor will have the ability to direct or influence the management of an Underlying Fund Manager's investments. As a result, the returns of any Alternative Investment that allocates to an Underlying Fund will depend primarily on the performance of such Underlying Fund Manager and could suffer substantial adverse effects by the unfavorable performance of such Underlying Fund Manager. There are no assurances that any Investment Manager will be able to identify suitable investment opportunities. No assurance can be given that an Alternative Investment will achieve its goals or investment objectives. If an Alternative Investment receives distributions in kind from an Underlying Fund, it may incur additional costs and risks to dispose of such assets.

Dependence on the Investment Managers. All decisions with respect to the assets and the general management of the Feeders, the Fund of Funds and Co-Investment Funds will be made by Citi Alternatives and all decisions with respect to Underlying Funds' assets and the general management of the Underlying Funds will be made by the Underlying Fund Managers. All decisions with respect to the assets and the general management of the Discretionary Managed Accounts and Dedicated Portfolios will be made either directly by Citi Alternatives or where Citi Alternatives is serving as a sub-advisor to another Citi affiliate, directly by such Citi affiliate as provided in the relevant account information. All recommendations made to clients with respect to the Non-Discretionary Managed Accounts will be made either directly by Citi Alternatives or where Citi Alternatives is serving as a sub-advisor to another Citi affiliate, directly by such Citi affiliate as provided in the relevant account information. Investors in the Alternative Investments will have no right or power to take part in the management of the Alternative Investments. As a result, the success of the Alternative Investments will depend largely upon the ability of the Investment Managers and their personnel, in particular the ability of the Investment Managers to identify and consummate appropriate investments that generate a profit or which the Alternative Investment disposes of at a profit. There can be no assurance that an Investment Manager will be able to identify a sufficient number and/or mix of appropriate investments for the particular

Alternative Investment, that such investments generate a profit or that the Investment Manager will be able to dispose of such investments in a timely and/or profitable manner.

There can be no assurance that any key persons of an Investment Manager will continue to be associated with the relevant Alternative Investment throughout its term. The loss of the services of one or more key persons with respect to any Alternative Investment could have an adverse impact on such Alternative Investment's ability to realize its investment objective. Additional risks associated with Investment Managers include significant structural changes to an Investment Manager's operations; fraud or misrepresentation on the part of an Investment Manager or its personnel; an Investment Manager's failure to comply with applicable legal, registration, tax or regulatory requirements; human error or poor judgement on the part of an Investment Manager's personnel; and system malfunctions and other operational failures of an Investment Manager.

Financial Market Fluctuations. Various sectors of the U.S. and global financial markets and the broader current financial environment have been, and continue to be, characterized by uncertainty, volatility and instability. The financial services industry generally and investment activities are affected by general economic and market conditions, including interest rates, availability of credit, lack of price transparency, inflation rates, economic uncertainty, changes in tax and other applicable laws and regulations, trade barriers, national and international and environmental and socioeconomic circumstances. These financial market fluctuations have the tendency to reduce the availability of attractive investment opportunities for the Alternative Investments and may affect the Alternative Investments' ability to make investments and the value of the investments held by the Alternative Investments. Instability in the securities markets and economic conditions generally may also increase the risks inherent in the Alternative Investments' investments. The public securities markets have seen increased volatility and the ability of companies to obtain financing for ongoing operations or expansions may be severely hampered by any tightening of credit markets and ongoing financial turmoil. It is unclear what the repercussions of this market turmoil may be. Moreover, it remains unknown whether governmental measures undertaken in response to such turmoil (whether regulatory or financial in nature) will have a positive or negative effect on market conditions. There can be no assurance that the market will, in the future, become more liquid than it is at present, and it may well continue to be volatile for the foreseeable future. The ability to realize investments depends not only on underlying investments and their historical results and prospects, but also on political, market and economic conditions at the time of such realizations. In the past, many private funds have looked to the public securities markets as a potential exit strategy and there can be no assurance, particularly given the recent volatility in the financial markets and a potential lack of investor appetite for new issues in the public securities markets, that certain Alternative Investments will be able to exit from their investments in underlying investments by listing their shares on securities exchanges. The trading market, if any, for the securities of any underlying investment may not be sufficiently liquid to enable an Alternative Investment to sell securities when an Investment Manager believes it is most advantageous to do so, or without adversely affecting the stock price. Continued or renewed volatility in the financial sector may have an adverse material effect on the ability of the Alternative Investments to buy, sell and partially dispose of their underlying investments. The Alternative Investments may be adversely affected to the extent that they seek to dispose of any of their underlying investments into an illiquid or volatile market, and an Alternative Investment may find itself unable to dispose of investments at prices that an Investment Manager believes reflect the fair value of such investments. The duration and ultimate effect of current market conditions and

whether such conditions may worsen cannot be predicted and there can be no assurances that conditions in the financial markets will not worsen or adversely affect one or more of Alternative Investments' underlying investments.

Market Disruption and Political Risk. The success of any investment activity is influenced by general geopolitical, economic and financial conditions that can impact the level and volatility of asset prices, liquidity, inflation/deflation, interest rates, currency exchange rates and controls, commodity prices and the extent and timing of investor participation in the markets for both equity and interest-rate-sensitive securities. Volatility, illiquidity, governmental action, currency devaluation, geopolitical events, trade policies, export controls, economic sanctions, national and international political tensions, taxation or other events in global markets in which the Alternative Investments directly or indirectly hold positions could impair the Alternative Investments' ability to achieve their investment objectives and could cause the Alternative Investments to incur substantial losses. Recent inflation rates in the U.S. and Europe have been at historically high levels. Heightened inflation and rising input costs have in many instances adversely impacted, and may in the future continue to pressure, the profit margins of investments held by the Alternative Investments. Continued inflation will likely have an adverse impact on the valuations of the Alternative Investments and adversely affect their performance, results of operations and the implementation of their investment strategies.

Events such as wars, terrorist attacks, political and social unrest, riots, power or technology failures, climate change, natural disasters and the rapid spread of infectious diseases may increase short-term market volatility and may have adverse long-term effects on U.S., European and other non-U.S. economies and markets generally. Such events could impair the Alternative Investments' ability to achieve their investment objectives and could cause the Alternative Investments to incur substantial losses by, among other things: causing disruptions in global economic conditions; decreasing investor confidence; disrupting financial markets and the ability to conduct business in key business centers; causing the loss or displacement of employees; triggering large-scale technology failures or delays; breaching information and cybersecurity infrastructure; and requiring substantial capital expenditures and operating expenses to remediate any such disruptions and restore normal operations.

Political tensions between the United States and China have escalated due to, among other things, the imposition of tariffs by both the U.S. and China, the COVID-19 outbreak and certain activities of China in and relating to Hong Kong and Taiwan. Rising political tensions could reduce levels of trade, investments, technological exchanges and other economic activities between the world's two largest economies, which would have a material adverse effect on global economic conditions and the stability of global financial markets within and outside the United States.

An ongoing military conflict exists between Russia and Ukraine which has caused various disruption to global financial systems, trade and transport, and food security in certain regions of the world, among other things. In response, multiple other countries have put in place global sanctions and other severe restrictions or prohibitions on the activities of individuals and businesses connected to Russia. The U.S. and allied countries have taken steps to prevent certain Russian banks from accessing international payment systems and implemented sanctions on certain Russia exports, including oil and natural gas. Additionally, the U.S. and allied countries have issued sanctions on certain foreign individuals and national leaders who have supported

Russia's invasion of Ukraine, restricting such persons from particular transactions in the U.S. and allied countries. Russia's invasion of Ukraine, related cyberattacks, the displacement of persons both within Ukraine and to neighboring countries and the increasing international sanctions could have a negative impact on various economies and business activity globally (including in the countries in which an Alternative Investment invests), and therefore could adversely affect the performance of an Alternative Investment. It may also limit the ability of an Alternative Investment to source, diligence and execute new investments and to manage, finance and exit investments in the future. Given the ongoing and evolving nature of the conflict and its ongoing escalation (such as Russia's decision to place its nuclear forces on high alert, its potential involvement in the conflict between Israel and Hamas, its recent suspension of its participation in its last nuclear arms treaty and the possibility of significant cyberwarfare against military and civilian targets globally), it is difficult to predict the conflict's ultimate impact on global economic and market conditions, and, as a result, the situation presents material uncertainty and risk. Given the involvement of the broader international community in the conflict, including via the supply of weapons to Ukraine and China's role in proposing various ceasefires, there remains a risk of spread of the conflict beyond Eastern Europe.

On October 7, 2023, Hamas, a Palestinian militant group who has sought to control the Gaza Strip since 2006, conducted a coordinated surprise attack on Israel. In response, Israel declared war on Hamas and began a ground combat mission in the Gaza Strip. Across the Middle East region, tensions have risen, and the conflict has begun to spill over into Lebanon, Iraq, Syria, and Yemen, including attacks on U.S. presence in those countries. There is concern that the Hamas-Israel conflict could continue to expand to involve other regional powers and global actors. If an Alternative Investment invests a portion of its assets in Israeli or Israeli-related investments, the conflict may have a particularly significant adverse impact and result in significant losses to an Alternative Investment. Any major hostilities involving Israel, continued boycotts of Israeli firms and others doing business in Israel or with Israeli companies, the interruption or curtailment of trade between Israel and its present trading partners, or a downturn in the economic or financial condition of Israel could have a material adverse effect on such investments' operations. The ultimate course of a conflict such as the Israel-Hamas war, and its impact on global economic and commercial activity and conditions, and on the operations, financial condition and performance of Alternative Investments or any particular industry, business or investee country, in particular companies in Israel, as well as the duration and severity of such effects, is impossible to predict. This impact may include reductions in revenue and growth, cyber-attacks, unexpected operational losses and liabilities, reductions in the availability of capital and reductions in the availability and productivity of the workforce. It may also limit the ability of an Alternative Investment to source, diligence and execute new investments and to manage, finance and exit investments in the future. The conflict could also deter an Alternative Investment from making investments in Israel or with exposure to the region, and as a result, an Alternative Investment could experience lower returns than if it had made such investments, in particular if the conflict resolves more quickly than anticipated. Developing and further governmental actions (military or otherwise), regional spillover, and international negotiations over such conflicts may cause additional disruption and constrain or alter existing financial, legal and regulatory frameworks and systems in ways that are adverse to an Alternative Investment, all of which could affect its ability to fulfill its investment objectives.

Public Health Crises and COVID-19. The 2019 novel coronavirus (“COVID-19”) has meaningfully disrupted the global economy and markets. The global impact of COVID-19 has been evolving over the course of the pandemic and, at different points of time has, and may to continue to have ongoing material adverse effects across many, if not all, aspects of the regional, national and global economy. The spread of COVID-19 among the Investment Managers’ personnel and its service providers would also significantly affect the Investment Managers’ ability to properly oversee the affairs of the Alternative Investments (particularly to the extent such impacted personnel include key investment professionals or other members of senior management). The full effects, duration and costs of the COVID-19 pandemic are impossible to predict, and the circumstances surrounding the COVID-19 pandemic will continue to evolve.

Business Continuity. Citi Alternatives has business continuity plans that 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 firm’s presence in the marketplace and servicing client accounts. Although these plans are designed to limit the impact on clients from such business interruptions, unforeseen circumstances may create situations where Citi Alternatives is unable to fully recover from a significant business interruption. Citi Alternatives believes its planning and implementation process reduces the risk in this area.

Considerations Regarding Particular Types of Alternative Investments

The Alternative Investments will be subject to certain risks, including, but not limited to, those described below.

Acquisition Risks. Certain Alternative Investments, and/or their investments, may be acquisitions of business and companies. Such transactions may be subject to a variety of risks, including the risk that the purchase price was too high, the risk of unforeseen liabilities, risks associated with new or unproven management or business strategies and the risk that the newly acquired business will not be successfully integrated with existing businesses or produce the expected synergies. Additionally, businesses acquired through leveraged buyout transactions by their nature require companies to operate with a high ratio of leverage to available income. Such leverage may result in such companies being subject to restrictive financial and operating covenants and may make the financial condition of such companies inherently more sensitive to declines in revenues and to increases in interest rates and expenses.

Once acquired, businesses may face significant fluctuations in and unexpected operating results, may need to engage in acquisitions or dispositions of assets to successfully compete within their industries, may be operating at a loss, may be engaged in a rapidly changing business environment (and subject to obsolescence), and may require substantial additional capital (which may not be forthcoming) to support operations, finance expansion or maintain competitive positions.

Debt Investments Generally. Investments in debt securities may be unsecured and/or subordinated to other senior indebtedness (which may be secured). Debt securities are also subject to specific creditor risks, which include (i) characterization of an investment transaction as a “fraudulent conveyance” under creditors’ rights laws, (ii) the possibility of “lender liability” claims by the

issuer of the obligations, and (iii) environmental liabilities associated with real property collateral securing the debt obligations.

Growth Equity Investing. Certain Alternative Investments, and/or their investments, may be growth equity investments which are frequently made to finance expansions for conceptual or early-stage companies. Growth equity investments involve a high degree of business and financial risk that can result in substantial losses, including the loss of the entire investment. Such companies may not yet be developed or may have little or no operating history or performance, may be operating at a loss or have substantial fluctuations in operating results from period to period, and may have or seek to market products that are not fully developed and/or that may not have a proven market. Certain early-stage companies may also have less mature internal operating and administrative procedures and policies than more established companies, putting such early-stage companies at a higher risk of having reliability and comprehensiveness issues with financial and tax reporting.

Real Estate Investments Generally. Investment in Alternative Investments that are real estate funds expose investors to additional risks. Because real estate, like many other types of long-term investments, historically has experienced significant fluctuations and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of the investments made by real estate funds. The marketability and value of real estate fund investments will depend on many factors beyond the control of the Alternative Investment or the Investment Manager, including, without limitation: changes in general economic or local conditions and/or specific industry segments; declines in rental or occupancy rates; competition from other developments; changes in the supply of or demand for competing properties in an area (as a result, for instance, of overbuilding); geographic or market concentration; the ability of the Underlying Funds or property managers to manage the real properties; changes in interest rates; the promulgation and enforcement of governmental regulations relating to land use and zoning restrictions, environmental protection and occupational safety rules and standards; unavailability of mortgage funds which may render the sale or refinancing of a property difficult; location of the properties; the financial condition of borrowers and tenants, and buyers and sellers of property; changes in real estate tax rates and other operating expenses; the imposition of rent controls; energy and supply shortages; various uninsured or uninsurable risks; liability under changing environmental and other laws, natural disasters, force majeure acts and other changing laws and factors that may also significantly affect real estate values in ways that are beyond the control of the Underlying Fund Managers. Real estate investments have been adversely affected by COVID-19 as a result of several factors including, among others, lower demand for office space. Furthermore, certain Underlying Fund investments may acquire interests in undeveloped or development stage real property that may be non-income producing and subject to increased risk with respect to cost and timely completion of construction. These factors may have an adverse impact on the performance of Alternative Investments that are real estate funds, and there can be no assurance that such Alternative Investments will effectively manage these risks.

Infrastructure Assets. Certain Alternative Investments may be in infrastructure assets that are distinct in both location and market and accordingly highly illiquid. Political and regulatory considerations and local population sentiment could affect the ability of an Underlying Fund to buy or sell such investments on favorable terms and/or the cash flows and value of such investments. Infrastructure assets require a skill set for operation that is limited to a relatively

small population of managers and operators who possess the expertise necessary to successfully maintain and operate infrastructure projects. Any unexpected issues with contractors or suppliers, including delays and/or insolvency problems, could result in significant disruptions and costs that may impair the financial viability of an infrastructure project and materially adversely affect the applicable Alternative Investment.

Energy Sector Investments. Certain Alternative Investments may target investments in companies seeking investment in the exploration, development, production, processing, delivery and/or marketing of oil and natural gas as well as in similar activities associated with other natural resources. These types of investments have specific associated risks, including loss of well control, blowouts, cratering, pollution and fires, each of which could result in significant damage to property, personal injury or loss of life and a corresponding significant decrease in the value of an investment. Generally speaking, operators in the energy sector are not fully insured against all of these risks. Additionally, all drilling activities entail the risk that the drilling may not lead to the recovery of oil or natural gas in commercially useful quantities, especially in exploratory drilling. Natural resource industries such as oil, natural gas and timber are subject to U.S. federal, state, local and sometimes even non-U.S. environmental laws and regulations. Changes to any such laws and regulations that expand regulatory requirements, obligations and oversight could increase the costs associated with an energy sector project, cause delay in operations and/or result in significant costs and penalties for noncompliance, each of which could materially adversely affect the energy sector investment.

Life Sciences and Healthcare. Investments in companies in the life sciences and/or healthcare industries are subject to certain particular risks, including (i) the dependence on governmental approvals of products which can be a lengthy and costly process and which may ultimately not come to fruition, (ii) changing regulatory frameworks (including with respect to efforts to change the costs of services and products), (iii) necessary patents or other intellectual property, and (iv) dependence on reimbursement from third-party payors. In the event that a company is unable to successfully manage these risks or bring a product to market, there could be material adverse effects on such company and accordingly the Alternative Investment.

Privately Held Companies. It is expected that certain Alternative Investments will make investments in privately held companies, which may be intrinsically riskier than publicly listed companies as the private companies are often smaller, more vulnerable to changes in markets and technology, and/or depend on the skills and commitment of a smaller management team. Accordingly, there can be no assurance of the success of an Alternative Investment's investment plan and ability to carry out such plan in the event the respective management is no longer employed by the investee company. Privately held companies often produce and evaluate less comprehensive financial information than listed companies. Therefore, an Alternative Investment may make investment decisions, and monitor such investments, after reviewing information that is less comprehensive than that which is available to an investor in a public company.

Risks of Controlling Positions. One or more of the Alternative Investments may take control positions in certain portfolio companies. The exercise of control over a company may subject the Alternative Investment to a risk of potential liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of claims in which the general limited liability characteristic of a corporation may be ignored. If these

liabilities were to occur, the Alternative Investment may be more likely to suffer losses from its investment in the affected portfolio company.

Highly Regulated Industries. Certain Alternative Investments may make investments in companies operating in highly regulated industries that are subject to greater amounts of regulation than other industries generally, including energy and power, gaming and healthcare. Investments in companies that are subject to greater amounts of governmental regulation pose additional risks compared to investments in other companies generally. Such companies may be subject to extensive legal and regulatory restrictions and limitations and may be subject to supervision, examination and enforcement by regulatory authorities. Ongoing compliance with applicable laws, rules or regulations, which may be subject to change and could vary among jurisdictions, is likely to result in significant costs that could materially impact the value of the applicable Alternative Investment's investments in such companies, while the failure to comply with such laws, rules or regulations could result in costly penalties, as well as civil or criminal liability. Furthermore, potentially illiquid investments in an industry subject to a comprehensive regulatory scheme exposes Underlying Funds to increased risk relating to future adverse changes in the laws or regulations applicable to such industry during the terms of the applicable Alternative Investment. Governments have considerable latitude in implementing regulations that could impact the operations of such regulated companies. Additionally, governments may be influenced by political considerations and may make politically driven decisions that adversely affect an issuer's business. Also, significant regulatory uncertainty may make it difficult to appropriately value investments in industries subject to such uncertainty, and there is no guarantee that the Alternative Investment will be able to accurately account for such uncertainty when determining the value of such investments.

Non-U.S. Investments. Alternative Investments may invest in companies that are headquartered or that primarily operate outside of the U.S. or that are dependent on international markets. There are specific risks associated with international investing.

Non-U.S. economies may differ significantly from the U.S. economy in terms of growth, gross national product, rate of inflation, currency values, capital reinvestment, resource self-sufficiency, and balance of payments position. Authorities in some non-U.S. jurisdictions exert significantly more control over private sector investments and companies than the U.S. government does, which can adversely affect economic and market conditions, productivity, and regulation and oversight.

In addition, there may be less publicly available information about non-U.S. issuers than about U.S. issuers, and non-U.S. issuers may not be subject to uniform accounting, auditing and financial reporting standards, practices and disclosure requirements that are comparable to those of U.S. issuers. This potentially increases the risk of fraud or other deceptive practices and can also make information relating to such issuers more difficult to evaluate and less reliable than information relating to U.S. issuers. Furthermore, the quality and reliability of official data published by non-U.S. governmental authorities or securities exchanges may not accurately reflect the actual circumstances being reported. Moreover, the transaction costs of investing in non-U.S. securities markets are generally higher than in U.S. markets, and Alternative Investments may have greater difficulty taking appropriate legal action in non-U.S. courts than in U.S. counterparts. Non-U.S. markets also have different clearance and settlement procedures, which in some markets have at

times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Alternative Investment's performance.

Emerging and developing markets investments involve certain additional risks that do not typically exist with investments in developed markets such as the United States, including: (i) heightened price volatility and relative trading illiquidity of securities, insufficiently robust and uniform regulations, accounting, auditing and financial reporting standards, practices and disclosure requirements, (ii) fewer investor protection laws and regulations, less stringent fiduciary requirements, and difficulty enforcing contractual obligations, (iii) political and economic instability, exchange control regulations, restrictions on foreign investment and repatriation of capital, confiscatory taxation, and higher rates of inflation, and (iv) the imposition of local taxes on income and gains.

Finally, some non-U.S. countries may impose restrictions on foreign investment requiring significant governmental approvals and financing and structuring frameworks that differ from those used in the United States, which may increase costs associated with investments in such countries. Furthermore, the repatriation of investment income, capital and proceeds of sale of an investment by U.S. investors may require governmental approval and/or registration.

Currency Risks. Certain investments made by an Alternative Investment may be subject to significant currency exchange risks in the event that commitments and/or investments are denominated in currencies other than the U.S. dollar. Any fluctuation in exchange rates could significantly and materially affect the value of such an investment and an Alternative Investment's equivalent commitment to such Underlying Funds may vary over time based on currency fluctuations. An Alternative Investment may reserve a reasonable portion of its capital commitments to cover increases in the U.S. dollar amount of capital contributions required for commitments to non-U.S. dollar denominated funds resulting from adverse currency movements. Furthermore, investors may be required to contribute additional capital to the Alternative Investment to cover the U.S. dollar amount of capital contributions to non-U.S. denominated funds, but the payment of such amounts, and the contributions made by investors for the purposes of funding such payment, may not reduce the unfunded capital commitment of any investor. Consequently, the aggregate amount that an investor may be required to contribute to the Alternative Investment may materially exceed such investor's capital commitment.

Unanticipated changes in interest rates, securities prices or currency exchange rates may have an adverse effect on the value of investments, the gains and losses realized in respect of such investments and the Alternative Investment's rate of return on its investment in such Underlying Funds.

In the event that an Underlying Fund Manager with respect to an Underlying Fund that is not denominated in U.S. dollars is unwilling to assume the currency risk associated with investment in such Underlying Fund by the Alternative Investment, the Alternative Investment may be unable to invest in such Underlying Fund even if other funds or accounts advised by Citi Alternatives participate in such Underlying Fund.

Ongoing trade negotiations may create uncertainty for the investment strategies of the Underlying Funds (and thus the Alternative Investments) and adversely affect profitability. Since March 2018,

the U.S. has imposed tariffs and other trade restrictions and signalled that it may additionally alter trade agreements and terms between the U.S. and China, the EU, Canada and Mexico, among others, including limiting trade and/or imposing tariffs on imports from such countries. In addition, China, the EU, Canada and Mexico, among others, have either threatened to or put into place retaliatory tariffs of their own. A “trade war” or other governmental action related to tariffs or international trade agreements or policies has the potential to increase costs, decrease margins, reduce the competitiveness of products and services, and adversely affect the revenues and profitability of current and future issuers in which an Underlying Fund may directly or indirectly invest.

Events such as wars, terrorist attacks, political and social unrest, riots, power or technology failures, climate change, natural disasters and rapid spread of infectious diseases may increase short-term market volatility and may have adverse long-term effects on U.S., European and other non-U.S. economies and markets generally.

Such events could impair the Underlying Funds’ and the Alternative Investments’ ability to achieve their investment objectives and could cause the Underlying Funds and the Alternative Investments to incur substantial losses by, among other things: causing disruptions in global economic conditions; decreasing investor confidence; disrupting financial markets and the ability to conduct business in key business centers; causing loss or displacement of employees; triggering large-scale technology failures or delays; breaching information and cyber-security infrastructure; and requiring substantial capital expenditures and operating expenses to remediate damage and restore operations.

Currency exchange rates have been highly volatile in recent years and certain Alternative Investments may invest in currencies with nearly unlimited leverage. The combination of volatility and leverage gives rise to the possibility of large profits and large losses. In addition, there is counterparty risk since currency trading is done on a principal-to-principal basis. Based on the market environment and availability of hedging instruments, Alternative Investments may engage in hedging transactions to seek to offset currency risk. Unless an Investment Manager hedges its positions against fluctuations in exchange rates between the USD and the currencies in which trading is done on non-U.S. securities exchanges, any profits which an Alternative Investment might realize in such trading could be eliminated as a result of adverse changes in exchange rates, and the Alternative Investment could even incur losses as a result of any such changes.

Alternative Investments may invest in securities of investment companies. There may be no liquid secondary market for these securities and some of the companies may limit the intervals at which shares may be redeemed. Finally, Alternative Investments may invest in partnership interests and other privately offered, restricted and/or illiquid securities for which no secondary market exists. Most partnerships provide for withdrawal of interests only at specified intervals during a year. Restricted securities may not be transferable for a specified period of time, if at all. Consequently, such Alternative Investments would be unable to liquidate those interests other than at the specified date. Moreover, valuation of illiquid securities may be difficult.

Distressed Securities. Alternative Investments may invest in the securities of issuers in a weak financial condition, that are experiencing poor operating results, that have substantial capital needs or negative net worth, that are facing special competitive or product obsolescence problems, or

that are involved in bankruptcy or reorganization proceedings. Investments of this type may involve substantial financial and business risks that can result in substantial or, at times, even total losses. Among the risks inherent in investments in the securities of troubled issuers is the fact that it frequently may be difficult to obtain information as to their true condition. The market prices of such securities may also subject to abrupt and erratic market movements and heightened price volatility, and the spread between the bid and ask prices of such securities may be greater than that prevailing in other securities markets. It may take a number of years for the market price of such securities to reflect their intrinsic value, if at all. In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (e.g., due to failure to obtain requisite approvals), will be delayed (e.g., until various liabilities, actual or contingent, have been satisfied), or will result in a distribution of cash or a new security, the value of which will be less than the purchase price to the Alternative Investment of the security in respect to which such distribution was made.

Under certain circumstances, payments to the Alternative Investments and distributions by the Alternative Investments may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance, preferential payment, or similar transaction under applicable bankruptcy and insolvency laws. In addition, under certain circumstances, a lender that has inappropriately exercised control of the management and policies of a debtor may have its claims subordinated or disallowed, or may be found liable for damages suffered by certain parties as a result of such actions. Furthermore, such investments could also subject the Alternative Investments to litigation risks or prevent the Alternative Investments from disposing of securities. In any reorganization or liquidation proceeding relating to companies in which the Alternative Investments invest, the Alternative Investments may lose their entire investment, may be required to accept cash or securities with a value less than the Alternative Investments' original investment, and/or may be required to accept payment over an extended period of time.

Distressed Debt. Certain Alternative Investments are expected to include investments in portfolio companies whose capital structures may have significant leverage. Such investments are inherently more sensitive to declines in the respective companies' revenues and increases in their expenses, as well as higher interest rates. During an economic downturn or recession, securities of financially troubled or operationally challenged issuers are more likely to go into default than securities of other issuers. Because investors generally perceive that there are greater risks associated with both lower-rated and comparable unrated securities, the yields and prices of such securities may be more volatile than those for higher-rated securities and debt instruments. The market for lower-rated and comparable unrated securities is generally less liquid and less active than that for higher-rated securities and debt instruments, and the market prices of the less liquid or less active securities are generally more prone to experiencing erratic and abrupt movements. The spread between bid and ask prices for such securities may be greater than for more liquid or more active securities. Such factors can adversely affect the prices at which lower-rated or comparable unrated securities can be sold and may even make it difficult to transact in such securities.

Interest Rate Risks. The Alternative Investments may have exposure to interest rate risks, meaning that changes in prevailing interest rates, or expectations about future interest rates, could adversely affect the value of the Alternative Investments. Factors that may affect current interest rates and expectations about future interest rates include inflation, slow or stagnant economic growth or recession, unemployment, the money supply and monetary policies of the Federal Reserve Board,

international disorders, and instability in domestic and foreign financial markets. If the Alternative Investments are unable to manage interest rate risk effectively, their performance could be adversely affected. If an Alternative Investment or its investments are unable to increase revenue in times of higher inflation, its profitability might be adversely affected. The Alternative Investments or the underlying investments they invested in could have long-term rights to income linked, to some extent, to inflation, including, without limitation, by government regulations and contractual arrangements. Typically, as inflation rises, an investee underlying investment of an Alternative Investment will earn more revenue but also will incur higher expenses; as inflation declines, such company might be unable to reduce expenses in line with any resulting reduction in revenue. A rise in interest rates would likely result in higher financing costs for such companies and could therefore result in a reduction in the amount of cash available for distribution to investors.

Below Investment-Grade Investments. Certain Alternative Investments may invest in private and government debt instruments, which may be unrated or rated below investment grade. The debt instruments in which certain Alternative Investments invest may be unrated, and whether or not they are rated, such debt instruments may have speculative characteristics. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine their ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations, and they may be significantly impacted by adverse economic or operational conditions. In addition, an economic recession could severely disrupt the market for such debt instruments and may have an adverse impact on their value. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such instruments to repay principal and pay interest, raising the risk that such issuers may default.

Certain Alternative Investments may invest in high-yield securities. Such securities generally do not trade on an exchange and, as a result, they may be less liquid or more volatile than exchange-traded bonds. Additionally, certain Alternative Investments may invest in the instruments of issuers that do not have publicly traded equity securities, which can make it more difficult to hedge the risks associated with such investments. Issuers of high-yield securities that are rated below investment grade or unrated may face ongoing uncertainties and heightened exposure to adverse business, financial or economic conditions, which could undermine their ability to satisfy interest payments and principal payments on a timely basis. The market values of certain lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater degree than those of higher-rated securities, which tend to be primarily influenced by fluctuations in the general level of interest rates and expectations about future interest rates. Unrated and lower-rated instruments tend to be more sensitive to economic conditions than higher-rated counterparts. As a result (and as noted above), the market prices of such securities may be subject to abrupt and erratic market movements and changes in liquidity, as well as above-average price volatility, while the spreads between the bid and ask prices of such securities may be greater than those prevailing in other markets. Companies that issue such securities are often highly leveraged and may not have more traditional methods of financing available to them. It is possible that a major economic recession could severely disrupt the market for such securities and have an adverse impact on their value. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest, raising the risk that such issuers

may default. The potentially concentrated exposure to such risks by an Alternative Investment targeting such investments could magnify their impact.

Equity Risks. Alternative Investments may invest in equity securities and equity-like securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets. As a result, an Alternative Investment may suffer losses if it invests in equity securities and equity-like securities of issuers whose performance diverges from the Investment Manager's expectations or if equity markets generally move in an adverse direction and the Alternative Investment has not hedged against such a general move.

Fixed-Income Investments. The value of fixed-income securities that may be held by Alternative Investments changes as the general levels of interest rates or market expectations about future interest rates fluctuate. When interest rates decline, or when expectations increase that they will decline in future, the value of fixed-income securities can be expected to rise. Conversely, when interest rates rise, or when expectations increase that they will rise in future, the value of such securities can be expected to decline. Investments in lower-rated or unrated fixed-income securities, which can offer greater opportunity for gain and income than higher-rated counterparts, tend to be less liquid, more volatile, and entail greater risk (including the possibility of default or bankruptcy of the issuers of such securities). In addition, the markets for such securities may be limited. No assurance can be given that fixed-income securities purchased by an Alternative Investment will continue to earn yields comparable to those that were earned historically, nor can any assurance be given that issuers whose obligations an Alternative Investment acquires will make payment on such obligations as they become due.

Event Driven Investments. The Alternative Investments may invest in companies involved in (or the target of) acquisition attempts or tender offers or companies involved in work-outs, liquidations, spin-offs, reorganizations, bankruptcies and similar transactions. Likewise, an Alternative Investment's investment may be in markets or companies in the midst of a period of economic or political instability. In any investment opportunity involving any such type of business enterprise, there exists a number of risks, such as the risk that the transaction in which such business enterprise is involved either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to the Alternative Investment of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Alternative Investment may be required to sell its investment at a loss. Further, in any investment in an unstable political or economic environment, there exists the risk of default as to debt securities and bankruptcy or insolvency with respect to equity securities. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies or situations in which an Alternative Investment may invest, there is a potential risk of loss by the Alternative Investment of its entire investment in such companies.

Derivative Instruments. The Alternative Investments may utilize derivative instruments that seek to modify or replicate the investment performance of particular securities, commodities, currencies, interest rates, indices or markets on a leveraged or unleveraged basis. Other risks related to the use of derivative instruments include, but are not limited to:

- **Tracking**—When used for hedging purposes, an imperfect or variable degree of correlation between price movements of a derivative instrument and an underlying investment for which it is being utilized as a hedge may prevent an Alternative Investment from achieving the intended hedging effect or expose the Alternative Investment to the risk of loss.
- **Liquidity**—Derivative instruments, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile or thinly traded markets an Alternative Investment may not be able to close out a position without incurring a loss. In addition, daily limits on price fluctuations and speculative position limits at exchanges where the Alternative Investment may conduct its transactions in derivative instruments may prevent prompt liquidation of positions, subjecting the Alternative Investment to the potential of worse-than-expected losses.
- **Leverage**—Trading in derivative instruments may bring about exposure to significant leverage. Consequently, such leverage can magnify the gains and losses experienced by an Alternative Investment and could cause the Alternative Investment's value to be subject to wider fluctuations than would be the case if the Alternative Investment did not make use of the leverage associated with various derivative instruments.
- **Over-the-Counter Trading**—Derivative instruments that may be purchased or sold by an Alternative Investment may not be traded on an exchange. The risk of non-performance by the obligor on such an instrument may be greater, and the ease with which the Alternative Investment can dispose of or enter into closing transactions involving such an instrument may be less, than with an exchange-traded instrument. In addition, significant disparities may exist between "bid" and "ask" prices for derivative instruments that are not traded on an exchange. Derivative instruments that are not traded on exchanges may not be subject to the same type of government regulation as exchange-traded counterparts, while many of the protections afforded to participants in a more highly regulated environment may not be available in a less highly regulated environment.

Certain Alternative Investments may engage in the purchase and sale of options. The purchase or sale of an option involves the payment or receipt of a premium payment by the investor and the corresponding right or obligation, as the case may be, to either purchase or sell the underlying security, commodity or other instrument for a specific price at a certain time or during a certain period. Specific movements in the prices of options and instruments underlying options cannot be predicted. No assurance can be given that a liquid offset market will exist for any particular option or at any particular time. If no liquid offset market exists, an Alternative Investment might not be able to effect an offsetting transaction in a particular option. To realize any profit in the case of an option, therefore, the option holder would need to exercise the option and comply with margin requirements relating to the underlying instrument. Typically, a writer of the option could not terminate the obligation until the option expired or the writer was assigned an exercise notice. Purchasing options involves the risk that the underlying asset does not change in price in the manner expected, so that the option expires at a level where the investor loses some or all of its premium. Selling options, on the other hand, involves potentially greater risk because the investor is exposed to the extent of the actual price movement in the underlying asset rather than only the premium payment that was received. In addition, an option purchased or sold over-the-counter may involve counterparty solvency risk.

Swap Transactions. Some Alternative Investments may invest in swap transactions. A swap transaction is an individually negotiated, non-standardized agreement between two parties to exchange cash flows based on interest rates, exchange rates, or asset prices. Typically, payments are calculated by reference to a principal amount or quantity, and may involve or be related to interest rates, currencies, securities, commodities, and other items. Transactions in these markets present certain risks similar to those in the futures, forward, and options markets: (i) there generally are no limitations on daily price moves in swap transactions; (ii) participants in the swaps markets are not required to make continuous markets in swaps contracts; and (iii) the swap markets are often “over-the-counter” markets, in which performance with respect to a swap contract is the responsibility only of the counterparty with which the investor has entered into a contract (or its guarantor, if any), and not of any exchange or clearing corporation. As a result, the affected Alternative Investments will be subject to the risk of the inability of or refusal to perform with respect to such contracts on the part of the counterparties in question.

Separately, the Dodd-Frank Wall Street and Consumer Protection Act (the “Dodd-Frank Act”) has brought about a significant increase in the regulation of swaps and other derivatives in the United States since the measure was enacted in 2010. While the overall effects of the consequent rulemaking remain unclear, a series of requirements has been imposed on derivatives market participants, including mandatory clearing for some swaps, increased margin requirements, reporting, possible new registration requirements for funds or their advisers, and additional reporting, recordkeeping and other compliance responsibilities. It is generally presumed that the costs of trading in swaps and other derivatives in the United States has increased and will continue to do so. Similar regulatory changes have been adopted in the European Union.

Loan Participations. Certain Alternative Investments may invest in loan participations. Investment in loan participations involves certain risks in addition to those associated with direct loans. As a result, the participant is generally dependent upon the lead manager of such financings to enforce its rights and obligations under the loan agreement in the event of a default, and may not have the right to object to amendments or modifications of the terms of such loan agreement. A participant in a syndicated loan generally does not have the voting rights, which are retained by the lender. In addition, a loan participant is subject to the credit risk of the lender as well as the borrower, since a loan participant is dependent upon the lender to pay its share of principal and interest received on the underlying loan.

Bankruptcy Proceedings. Certain Alternative Investments may invest in companies involved in bankruptcy proceedings, which involves a number of significant risks. First, many events in a bankruptcy are the product of contested matters and adversary proceedings that are beyond the control of the creditors. Second, a bankruptcy filing may have adverse and permanent effects on a company. For instance, the company may lose its market position and key employees and otherwise become incapable of restoring itself as a viable entity. Further, if the proceeding is converted to a liquidation, the liquidation value of the company may not equal the liquidation value that was believed to exist at the time of the investment by the Alternative Investment. Third, the duration of a bankruptcy proceeding is difficult to predict. A creditor’s return on investments can be adversely impacted by delays while a plan of reorganization is being negotiated, approved by creditors and confirmed by the bankruptcy court, until it ultimately becomes effective. Fourth, the administrative costs relating to a bankruptcy proceeding are frequently high and will be paid out of the debtor’s estate prior to any return to creditors. Fifth, creditors can lose their ranking and

priority if they exercise “domination and control” over a debtor and other creditors can demonstrate that they have been harmed by such actions, especially in the case of investments made prior to the commencement of bankruptcy proceedings. Sixth, some claims, such as claims for taxes, may have priority by law over the claims of certain creditors. Seventh, if an Alternative Investment seeks representation on creditors’ committees, it may have certain obligations generally with respect to all creditors similarly situated that the committee represents and it may be subject to various trading or confidentiality restrictions.

Special Situations / Event Driven Investments. Certain Alternative Investments may invest in companies involved in (or are the target of) acquisition attempts or tender offers, or that are involved in workouts, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In addition, an Alternative Investment’s investment may be associated with markets or companies that are being impacted by economic or political instability. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, will take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price to an Alternative Investment of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, the Alternative Investment may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which the Alternative Investment may invest, there is a potential risk of loss by the Alternative Investment of its entire investment in such companies. In connection with such transaction (or otherwise), the Alternative Investment may purchase securities on a when-issued basis, which means that delivery and payment take place sometime after the date of the commitment to purchase and are often conditioned upon the occurrence of a subsequent event, such as approval and consummation of a merger, reorganization or debt restructuring. The purchase price or interest rate receivable with respect to a when-issued security can be fixed when the Alternative Investment enters into the commitment. Such securities are subject to changes in market value prior to their delivery. Further, in any investment in an unstable political or economic environment, there exists the risk of default of debt securities and bankruptcy or insolvency, which may impact debt and/or equity securities.

Asset-Backed and Mortgage-Backed Securities. Certain Alternative Investments may invest in structured finance obligations, specifically asset-backed and/or mortgage-backed securities. Investing in asset-backed and mortgage-backed securities may entail a variety of unique risks, including prepayment risk, credit risk, liquidity risk, market risk, structural risk, legal risk, and interest rate risk (which may be exacerbated if the interest rate payable on an asset-backed or mortgage-backed security changes based on multiples of changes in interest rates or inversely to changes in interest rates), among others. Furthermore, (i) the performance of a structure of the issuer thereof, the availability of any credit enhancement, the level and timing of payments and recoveries on and the characteristics of the underlying receivables, loans or other assets that are being securitized, remoteness of those assets from the originator or transferor, the adequacy of and ability to realize upon any related collateral and the capability of the servicer of the securitized assets and (ii) the price of an asset-backed or mortgage-backed security, if required to be sold, may also be subject to certain market and liquidity risks for securities of its type at the time of sale.

Short Selling. Some Investment Managers may engage in selling securities short, which involves the sale of borrowed securities (i.e., a covered short sale). In the case of uncovered (or “naked”) short sales, the securities sold short generally must be offset by subsequent market purchases, which means that any appreciation in the market price of the securities in question results in a loss. Whether covered or uncovered, a short sale involves the theoretically unlimited risk of increase in the market price of the security, which would result in a correspondingly unlimited loss. Purchasing securities to close out short positions can itself cause the market price of such securities to increase further, deepening losses. Furthermore, a short seller may be prematurely forced to close out a short position if a counterparty demands the return of the associated borrowed securities.

Digital Asset Investment Risks. An Alternative Investment may invest in virtual or “crypto” currencies, coins, token (e.g., NFTs), crypto-assets and other similarly distributed ledger-based digital assets (collectively, “Digital Assets”). An Alternative Investment may also gain exposure to Digital Assets indirectly, for example, through investments in exchange-traded and OTC securities (including Digital Asset ETFs or investment trusts), futures, and other instruments that are linked to an underlying Digital Asset and/or investments in businesses related to Digital Assets and their foundational elements, including blockchain technology, more broadly (together with Digital Assets, “Digital Asset Investments”).

Digital Assets are a relatively new and highly speculative asset. Digital Assets have a relatively limited history and are rapidly evolving, including with respect to the development of new Digital Assets, advancements in the related underlying technologies, markets for trading Digital Assets, and the regulation thereof. Therefore, it is not possible to know all the risks associated with Digital Asset Investments, and new risks may emerge at any time. The emergence of new Digital Assets or changes to existing Digital Assets may expose an Alternative Investment to additional risks which are impossible to anticipate or quantify. The characteristics of particular Digital Assets within its asset class may differ significantly, and the investment characteristics of Digital Assets as an asset class differ from those of traditional currencies, securities and commodities.

Digital Assets may be subject to significant price volatility and have been subject to periods of significant volatility in the past. Digital Assets are not legal tender in the United States. Digital Assets generally are not backed by a central bank, a national or international organization, assets or other forms of credit, although in some specific cases they may be backed by physical assets to an extent. Digital Assets may have no inherent value; in most cases, the price of Digital Assets is entirely dependent on the value that market participants place on them, meaning that any increase or loss of confidence in Digital Assets may affect their value. This lack of intrinsic value makes Digital Assets highly volatile. There is no assurance that Digital Assets will maintain their long-term value or become more widely adopted as a form of currency. On the contrary, they may cease to be used altogether. In the event that the prices of Digital Assets decline, the value of the Digital Assets held by Alternative Investments may also decline. Liquidity risk exists when particular investments are difficult to purchase or sell, possibly preventing an Alternative Investment from selling out of these illiquid investments at an advantageous price. Thin markets can also amplify volatility. Any markets for these investments can be expected to involve wider price spreads and more sensitivity to buying and selling pressures than is found in more active markets. Digital Assets may be illiquid investments that are not easily and readily convertible into fiat currencies, and some Digital Asset markets may be thinner than others. Digital Assets can be traded through

privately negotiated transactions and through numerous exchanges and intermediaries around the world. The lack of a centralized pricing source poses a variety of valuation challenges. In addition, the dispersed liquidity may pose challenges for an Alternative Investment in exiting positions, particularly during periods of stress. Most Digital Assets are controllable only by the possessor of unique private keys relating to the blockchain addresses or wallets in which the Digital Assets are held. To the extent a private key of such Digital Assets is lost, destroyed or otherwise compromised and no backup of the private key is accessible, the Digital Assets held in the related wallet will be inaccessible, and the private key will not be capable of being restored. The loss or destruction of a private key required to access a Digital Asset may be irreversible. The regulatory environment for Digital Assets is constantly evolving, and Digital Assets face an uncertain regulatory status. Digital Assets may be subject to varying federal and state regulatory oversight in the United States and other global jurisdictions. Various legislative bodies, regulators and government agencies are considering intervention in Digital Asset markets. The liquidity of Digital Asset markets will be influenced by new laws, regulations, policies and guidance, which may vary significantly among international, federal, state and local jurisdictions and are subject to significant uncertainty.

Investments in Digital Assets carry significant risk. An Alternative Investment may lose the value of its entire investment or part of its investment in Digital Asset Investments.

Risks in Respect of Blockchain Technology. Digital Assets and their underlying blockchain networks are subject to risks of flawed or ineffective source code or cryptography. If the source code or cryptography of the blockchain network underlying an Alternative Investment's Digital Asset Investments proves to be flawed or ineffective, malicious actors may be able to steal and/or compromise the Digital Asset Investments or otherwise harm participants engaged with the affected blockchain network. Several errors and defects have been publicly found and corrected, including those that disabled some functionality for users and exposed users' personal information. In the past, malicious actors have exploited flaws to take or create Digital Assets in contravention of known blockchain network rules and otherwise tamper with the blockchain network. In addition, the cryptography underlying a Digital Asset could prove to be flawed or ineffective, or developments in mathematics and/or technology, including advances in digital computing, algebraic geometry and quantum computing, could result in such cryptography becoming obsolete and ineffective over time and permit malfeasance by a malicious actor (including stealing Digital Assets). Blockchain networks are frequently based on open-source software, which may result in developers having insufficient incentive to continue maintaining and/or participating in such networks. If one or more Digital Assets related to an Alternative Investment's Digital Asset Investment were affected by any of the foregoing, such Alternative Investment could experience substantial losses. Even if the Alternative Investment did not have investments in the affected Digital Asset, any reduction in confidence in the source code or cryptography underlying Digital Assets generally could negatively affect the demand for Digital Assets generally and therefore adversely impact the Alternative Investment.

Digital Asset Derivatives. An Alternative Investment may invest in exchange-traded and OTC instruments that are linked to an underlying Digital Asset ("Digital Asset Derivatives"). Digital Asset Derivatives are derivative contracts, such as futures and options, that have a contingent liability and involve the payment of margin, and accordingly they are subject to certain risks. Investments in Digital Asset Derivatives are also subject to certain additional risks due to the nature and operation of Digital Asset networks.

Risk of Minority Positions; Investments with Third Parties in Funds and Other Entities. Certain Alternative Investments are expected to hold minority positions in investments. While Alternative Investments may seek to secure the appropriate governance and exit rights at the time of making an investment, there may be instances in which the Alternative Investment may not be able to exercise control over such investments. In addition, in certain situations, including where the businesses are in bankruptcy or undergoing a reorganization, minority investors may be subject to the decisions taken by majority investors, and the outcome of the Alternative Investment's investment may depend on such majority-controlled decisions, which may not be consistent with the Alternative Investment's objectives. For certain Alternative Investments, other investors (whether majority investors, affiliated investors, strategic investors or other investors) may have contractual agreements with the relevant portfolio company that provide for beneficial or advantageous rights to such investors that are not similarly afforded to the Alternative Investment in connection with its investment in such investment, including, without limitation, with respect to fees, liquidity or provision of additional information and reporting. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to such investment without the consent of the Alternative Investment or any other equity holder of such investment. Furthermore, increased or more detailed reporting provided to certain investors in an investment that is not provided to the Alternative Investment may offer such other investors greater insights into such investment's activities, enhancing such investors' ability to make investment decisions with respect to such investments in a manner that is not shared with the Alternative Investment.

An Alternative Investment may co-invest with third parties through consortiums of private equity investors, joint ventures, or other similar arrangements. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third-party co-venturer may have financial, legal or regulatory difficulties, resulting in a negative impact on such investments or the Alternative Investment; may have economic or business interests or goals that are inconsistent with those of such Alternative Investment; or may be in a position to take (or block) action in a manner that is contrary to the Alternative Investment's investment objectives. The Alternative Investment may also be exposed to the increased possibility of default by, or the diminished liquidity or insolvency of, such third party, due to a sustained or general economic downturn. In addition, the Alternative Investment may in certain circumstances be liable for the actions of its third-party partners or co-venturers. Investments made with third parties in joint ventures or other entities may involve incentive compensation and fees payable to such third-party partners or co-investors (in addition to the fees and incentive allocations paid to Citi Alternatives), which would reduce the Alternative Investment's returns with respect to such investments.

Alternative Investment Vehicles. If an Investment Manager determines that for legal, tax, regulatory or other reasons that an investment should be made or held through an alternative investment structure, the equity holders of the applicable investment (including the Alternative Investment) may be required to make or hold such investment through a separate entity or entities. Allocations, distributions and/or clawback obligations of an alternative investment vehicle may not be aggregated with those of an Alternative Investment, as applicable, or any other alternative investment vehicle, which may have a detrimental effect on the returns for such investment. There are typically additional costs and expenses (including potentially any taxes, including with respect to any alternative investment vehicle or intermediate vehicle that is classified as a corporation for

U.S. federal income tax purposes) associated with any such alternative investment structure that would reduce the returns for such investment.

Regulatory Related Risks

Potential Impact of Brexit. The United Kingdom left the European Union on January 31, 2020 (commonly referred to as “Brexit”). During an 11-month transition period, the United Kingdom and the European Union agreed to a Trade and Cooperation Agreement which sets out the agreement for certain parts of the future relationship between the European Union and the United Kingdom from January 1, 2021. The Trade and Cooperation Agreement does not provide the United Kingdom with the same level of rights or access to all goods and services in the European Union as the United Kingdom previously maintained as a member of the European Union and during the transition period. In particular the Trade and Cooperation Agreement does not include an agreement on financial services, which is yet to be agreed. Accordingly, uncertainty remains in certain areas as to the future relationship between the United Kingdom and the European Union.

From January 1, 2021, European Union laws ceased to apply in the United Kingdom. However, many European Union laws have been transposed into English law and these transposed laws will continue to apply until such time that they are repealed, replaced or amended. Depending on the terms of any future agreement between the European Union and the United Kingdom on financial services, substantial amendments to English law may occur, and it is impossible to predict the consequences on the Alternative Investments and their underlying investments. Such changes could be materially detrimental to investors. Although one cannot predict the full effect of Brexit, it could have a significant adverse impact on the United Kingdom, European and global macroeconomic conditions and could lead to prolonged political, legal, regulatory, tax and economic uncertainty. This uncertainty is likely to continue to impact the global economic climate and may impact opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the United Kingdom or the European Union, including companies or assets held or considered for prospective investment by the Alternative Investments.

The future application of European Union-based legislation to the private fund industry in the United Kingdom and the European Union will ultimately depend on how the United Kingdom renegotiates the regulation of the provision of financial services within and to persons in the European Union. There can be no assurance that any renegotiated terms or regulations will not have an adverse impact on the Alternative Investments and their underlying investments, including the ability of the Alternative investments to achieve their investment objectives. Brexit may result in significant market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, in particular, asset and liability management due in part to redenomination of financial assets and liabilities, an adverse effect on the ability of the Investment Managers to manage, operate and invest the Alternative Investments and increased legal, regulatory or compliance burden for the Investment Managers and/or the Alternative Investments, each of which may have a negative impact on the operations, financial condition, returns or prospects of the Alternative Investments.

Areas where the uncertainty created by the United Kingdom’s withdrawal from the European Union is relevant include, but are not limited to, trade within Europe, foreign direct investment in

Europe, the scope and functioning of European regulatory frameworks (including with respect to the regulation of alternative investment fund managers and the distribution and marketing of alternative investment funds), industrial policy pursued within European countries, immigration policy pursued within European Union countries, the regulation of the provision of financial services within and to persons in Europe and trade policy within European countries and internationally. The volatility and uncertainty caused by the withdrawal may adversely affect the value of the Alternative Investments' underlying investments and the ability to achieve the investment objectives of the Alternative Investments.

Financial Regulatory Reform and Future Changes in Applicable Law. Future legislative, judicial or administrative action could adversely affect an Alternative Investment's ability to implement its investment program, as well as the ability of an Alternative Investment to conduct its operations.

The Dodd-Frank Act, among other things, expanded the regulation of derivative transactions and of the participants in the over-the-counter derivatives markets in the United States, required registration of many U.S. advisers to "private funds" and subjected such registered advisers to heightened disclosure, recordkeeping and reporting obligations with respect to the private funds they advise.

Other elements of the Dodd-Frank Act include, among numerous other things:

- the establishment of comprehensive regulation of the U.S. over-the-counter derivatives markets (including those markets in which certain Investment Managers have historically traded on behalf of certain of the Alternative Investments), which can be expected to increase the historical costs of, and otherwise potentially impede, such trading activity; and
- the designation of certain financial institutions (potentially including Citigroup and its affiliates as well as private investment funds, such as certain of the Alternative Investments) as "systemically important," which institutions would be subject to substantive regulation relating to various aspects of their operations, including, among other things, leverage limits.

While many of the Dodd-Frank Act reforms have already been implemented, certain reforms are still pending and there is uncertainty as to whether and how such legislation and reforms will be implemented, applied or amended in the future. Such actions may prove detrimental to the Alternative Investments.

Furthermore, the private fund industry has been subject to increased legislative and regulatory scrutiny resulting in additional regulations that have been adopted and proposed as described below.

The SEC has adopted various rulemakings and interpretations that address the standards of conduct and disclosure obligations applicable to investment advisers and broker-dealers. In addition, several states have taken actions to potentially introduce new conduct standards for investment advisers and broker-dealers, operating in these states. In addition, the SEC's amended rules for investment adviser marketing became effective in November 2022. These rules impose more prescriptive and onerous requirements in relation to marketing, and will impact the marketing of

Alternative Investments and the Investment Managers' other investment advisory functions, as well as related placement agent arrangements.

The SEC has recently adopted new rules and amendments to enhance the regulation of private fund advisors. These include amendments to Form PF for SEC-registered investment advisers that add new required disclosures to the Form, require advisers to file reports within short timeframes for certain significant events and require separate reporting for certain fund structures.

The SEC has also adopted additional rules that will impose new and substantial requirements on private fund advisers, including with respect to quarterly reporting, restricted activities, preferential treatment of investors, audit requirements, adviser-led secondaries and annual compliance reviews.

Compliance with the new rules will result in higher compliance and operational costs for an Investment Manager that will increase, to the extent permitted under applicable law and fund and other governing documents, expenses payable by investors in respect of these obligations.

Additionally, the SEC recently proposed rules regarding cyber-security which would require investment advisers to adopt and implement formal cyber-security policies, report significant cyber-security incidents to the SEC and provide enhanced disclosure of cyber-security risks and incidents to investors. The SEC has proposed rules that would require advisers to (1) disclose whether and how they incorporate environmental, social and governance ("ESG") factors into their investment process and (2) to adopt compliance policies to ensure advisers are in compliance with their ESG disclosure. Further, the SEC recently proposed new rules and amendments to the custody requirements set forth in Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended ("Advisers Act") that would (1) expand the types of assets subject to the rule; (2) expand the definition of "custody" to include discretionary trading authority; and (3) impose substantial new custodial requirements intended to protect clients of investment advisers. If adopted as proposed, these rules and amendments would significantly increase reporting, disclosure and compliance obligations and costs for Citi Alternatives and the Underlying Fund Managers, resulting in, as permitted under applicable law and fund and other governing documents, increased expenses payable by investors in Alternative Investments in respect of these obligations.

The private fund industry may continue to be subject to increased legislative and regulatory scrutiny. This scrutiny may continue to increase the exposure of Alternative Investments and Investment Managers to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight can also impose administrative burdens on Alternative Investments and Investment Managers, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may divert an Investment Manager's time, attention and resources from portfolio management activities. There is a material risk that regulatory agencies in the U.S., Europe, or elsewhere will propose or adopt additional burdensome laws (including tax laws) or regulations, or in the interpretation or enforcement thereof, which are specifically targeted at the private fund industry, that could adversely affect the Alternative Investments and Investment Managers.

SEC Investigations. There can be no assurance that the Investment Managers, the Alternative Investments or any of their respective affiliates will avoid regulatory examination and possibly

enforcement actions in the future. If the SEC or any other governmental authority, regulatory agency or similar body were to take issue with past or future practices of any of the aforementioned parties, then such parties or their respective affiliates may be at risk for regulatory sanction. Even if an investigation or proceeding did not result in a sanction or the sanctions imposed against such parties or their respective affiliates were small in monetary terms, such parties or their respective affiliates may be subject to adverse publicity relating to the investigation, proceeding or imposition of any such sanction. Any such investigations could be costly, distracting and/or time consuming for such parties or their respective affiliates or their management, as applicable.

Sustainability-Related Considerations. The negative impact that investments may have on ESG factors are subject to increasing scrutiny from legislators and regulators in certain jurisdictions. By way of example, the EU brought into force Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector on December 29, 2019 and Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment, and amending Regulation (EU) 2019/2088 on July 12, 2020 (together the “ESG Regulations”). The ESG Regulations may require the Investment Managers to provide additional disclosures to investors on the impact of the Alternative Investments on ESG factors. Compliance with additional disclosure requirements could increase costs for the Investment Managers, potentially reducing returns for investors. The ESG Regulations may also create a risk of regulatory non-compliance, particularly given their developing nature, which could lead to regulatory action being taken against the Investment Managers. In addition to the introduction of the ESG Regulations, fund managers such as the Investment Managers are coming under increasing scrutiny from certain investors regarding the possible negative impacts of investments with respect to ESG factors. This may mean that to access capital from certain sources, the Investment Managers will need to limit potential investments to those that meet certain ESG criteria. This could reduce the ability of Investment Managers to diversify investments which could prejudice or detriment returns for all investors. A reorientation in the market to focus on ESG factors could also negatively impact the value of any investments that do not meet relevant ESG criteria.

Consideration of ESG factors could increase an Alternative Investment’s exposure to certain companies, sectors, regions, countries or types of investments, which could negatively impact an Alternative Investment’s performance depending on the performance of the negatively impacted companies, sectors, regions, countries or investments. Other factors may be given greater weight than ESG factors, particular ESG factors may be disregarded, and an Investment Manager may not consider all of the ESG factors that an investor believes are important. An Investment Manager’s investments may not result in positive ESG impact and could adversely impact one or more ESG attributes. In addition, an Investment Manager’s ESG integration may not align with the policies of or regulatory requirements applicable to a particular investor. Developments within or otherwise impacting an investment that take place subsequent to an Alternative Investment’s investment might not conform to the Investment Manager’s expectations regarding ESG. ESG integration practices are evolving, including without limitation due to regulation, new and changing issues and areas of stakeholder focus, shifting investor sentiment (including so-called anti-ESG sentiment) and requirements and evolving investee company practices. Accordingly, an Investment Manager’s ESG integration practices will continue to evolve and change, and they may do so in a manner that is adverse to financial return or a particular investor’s goals.

Anti-Money Laundering, Sanctions and other Anti-Corruption Legislation. The Alternative Investments and the Investment Managers are subject to anti-money laundering, embargo and trade sanctions, or similar laws, regulations, requirements (whether or not with force of law) and regulatory policies (collectively, “AML Laws”) in a number of jurisdictions, and many jurisdictions are currently in the process of changing or creating their respective AML Laws. The Alternative Investments and the Investment Managers (or their respective service providers or delegates) are permitted in accordance with the applicable governing documents to take such actions as considered necessary in relation to an investor’s holding or redemption proceeds, as a result of AML Laws, including, but not limited to, disclosing certain information relating to an investor to financial intermediaries or governmental, regulatory or other authorities or taking other related actions in the future. Such disclosed information may include, without limitation, confidential information such as financial information concerning an investor’s investment in an Alternative Investment, and any information relating to any shareholders, principals, partners, beneficial owners (direct or indirect) or controlling persons (direct or indirect) of such investor. Additionally, an Alternative Investment or its investments are permitted to compulsorily redeem, delay or hold a requested redemption (where making such redemption could result in a breach of applicable AML Laws) of any interests held by an investor. Furthermore, Alternative Investments are permitted to deduct relevant amounts so that any related costs, debts, expenses, obligations or liabilities (whether internal or external to the Alternative Investment) are recovered from such investor(s) whose action or inaction (directly or indirectly) gave rise or contributed to such costs or liabilities. Failure by an investor to assist an Alternative Investment in meeting its obligations pursuant to applicable AML Laws may therefore result in pecuniary loss to such investor. Further, due to the commingled structure of the Alternative Investments, an investor may be compulsorily redeemed and/or have payment of its redemption proceeds delayed or held due to the failure by another investor to meet obligations of the Alternative Investment relating to applicable AML Laws.

In some instances, the AML Laws may conflict with other laws or regulations of an applicable jurisdiction, such as data protection and privacy laws and regulations. If an Alternative Investment is unable to provide information to an Underlying Fund due to such conflicting requirements, the Underlying Fund Managers may determine to take any actions permitted by the relevant Underlying Fund agreements or required by applicable law. These actions may include freezing the Alternative Investment’s investment in the Underlying Fund or compulsorily withdrawing the Alternative Investment from the Underlying Fund. Any such action by the Underlying Fund Managers could have a material adverse effect on the Alternative Investments.

Economic sanction laws in the United States and other jurisdictions may prohibit the Alternative Investments and the Investment Managers and their respective affiliates from transacting with certain countries, individuals and companies. In the United States, the U.S. Department of the Treasury’s Office of Foreign Assets Control (“OFAC”) administers and enforces laws, Executive Orders and regulations establishing U.S. economic and trade sanctions, which prohibit, among other things, transactions with, and the provision of services to, certain foreign countries, territories, entities and individuals. These types of sanctions may significantly restrict or completely prohibit certain investment activities outside the United States and if any Alternative Investment or its underlying investment were to violate any such laws or regulations, it may face significant legal and monetary penalties.

The U.S. Foreign Corrupt Practices Act (“FCPA”) and other anti-corruption laws and regulations, as well as anti-boycott regulations, may also apply to and restrict the activities of the Alternative Investments and their respective underlying investments. If any Alternative Investment or its underlying investment were to violate any such laws or regulations, such Alternative Investment may face significant legal and monetary penalties. The U.S. government has indicated that it is particularly focused on FCPA enforcement, which may increase the risk that the Alternative Investments or their respective underlying investments become the subject of such actual or threatened enforcement.

Considerations Relating to the Volcker Rule. A significant feature of the Dodd-Frank Act is the so-called “Volcker Rule,” which takes the form of Section 13 of the Bank Holding Company Act of 1956 and imposes a number of restrictions on the relationship and activities of banking entities, such as Citigroup and its affiliates, with hedge funds and private equity funds. Specifically and subject to certain limited exceptions, the Volcker Rule prohibits any “banking entity” (generally defined as any insured depository institution, any company that controls such an institution, a non-U.S. banking organization that is treated as a bank holding company for purposes of U.S. banking law, and any affiliate or subsidiary of the foregoing entities) from engaging, as principal, in proprietary trading or sponsoring or investing in “covered funds,” except as permitted pursuant to certain available exemptions. In addition, a “banking entity” may not enter into certain so-called “covered transactions,” as discussed further below, with any “covered fund” that the banking entity sponsors, organizes and offers or for which the banking entity serves as investment manager, investment adviser or commodity trading adviser. The term “covered fund” includes hedge funds and private equity that are privately offered in the United States and that rely on Sections 3(c)(1) or 3(c)(7) of the Investment Company Act of 1940, as amended, to avoid being treated as “investment companies” under such Act. Citigroup and its affiliates are “banking entities,” and each of the Alternative Investments is a “covered fund” for purposes of the Volcker Rule.

As noted above, the Volcker Rule will restrict Citigroup and its affiliates from entering into “covered transactions,” as defined in Section 23A of the U.S. Federal Reserve Act, as amended, with or for the benefit of the Alternative Investments. For example, Citigroup will be prohibited from providing loans and hedging transactions with extensions of credit or other credit support to its covered funds.

In addition, further restrictions and limitations on Citigroup, Citi Alternatives, and the Alternative Investments may emerge as additional regulatory guidance and interpretations are provided on the Volcker Rule, while certain aspects of the Volcker Rule remain unclear and susceptible to alternative interpretations. For example, in June 2020, the U.S. federal regulatory agencies adopted amendments to the Volcker Rule’s current restrictions on banking entities sponsoring and investing in certain covered hedge funds and private equity funds, including new exemptions allowing banking entities to sponsor and invest in credit funds, venture capital funds, customer facilitation funds and family wealth management vehicles (which amendments became effective in October 2020). The amendments also reduce certain other restrictions such as banking entities’ extensions of credit to covered funds and extraterritorial fund activities. The foregoing is, thus, not an exhaustive discussion of the potential risks the Volcker Rule poses for Citigroup, Citi Alternatives, Portfolio Managers, the Alternative Investments, and investors.

Lack of Regulation of Alternative Investments. The Alternative Investments are generally not subject to many provisions of the federal securities and commodities laws that are designed to protect investors in pooled investment vehicles offered to the public in the United States. The interests in Alternative Investments generally are not offered pursuant to registration statements effective under the Securities Act of 1933, as amended. In addition, the Alternative Investments generally are not subject to the periodic information and reporting provisions of the Securities and Exchange Act of 1934, as amended, nor in most cases will those Alternative Investments be registered as investment companies under the Investment Company Act. Similarly, the Investment Managers of Alternative Investments that trade in commodity interests may be exempt from the disclosure, reporting and record-keeping requirements of the Commodity Exchange Act of 1936, as amended. Moreover, certain Underlying Fund Managers may not be registered under the Advisers Act. Accordingly, only a relatively small amount of publicly available information about Alternative Investments or Underlying Fund Managers will be available to Citi Alternatives in assessing an Alternative Investment and in providing advice to the Alternative Investments. In addition, it is likely that the Citi Alternatives will not be able to ascertain investment positions taken by many of the Underlying Funds in which the Alternative Investments invest and it is unlikely that Citi Alternatives will be able to effectively verify many of the valuations provided by Underlying Fund Managers.

Alternative Investment Fund Managers Directive. The EU Alternative Investment Fund Managers Directive (the “Directive”), as transposed into national law within the member states of the EU, imposes requirements on non-EU alternative investment fund managers (“AIFM”) that market alternative investment funds (“AIF”) to professional investors within the EU.

The Directive imposes certain disclosure and reporting requirements in relation to Alternative Investments (and, potentially, the investments held by them), compliance with which may involve additional costs. In parallel with the implementation of the Directive, certain member states of the EU also changed their domestic private placement rules, restricting the ability of Investment Managers and Citi Alternatives in similar ways and imposing additional disclosure, reporting and operational requirements. The Directive is currently subject to review by European authorities and the outcome of such review is uncertain.

European Market Infrastructure Regulation. Regulation (EU) No 648/2012 (“EMIR”) governs the execution, collateralization and clearing of derivative contracts. EMIR applies primarily to “financial counterparties” (“FCs”) such as EU-authorized investment firms, credit institutions, insurance companies, Undertakings for Collective Investment in Transferable Securities and alternative investment funds, such as the Alternative Investments, and “non-financial counterparties” (“NFCs”) which are entities established in the EU, that are not financial counterparties. NFCs whose transactions in over the counter (“OTC”) derivative contracts exceed EMIR’s prescribed clearing threshold (“NFC+s”) are generally subject to more stringent requirements under EMIR than NFCs whose transactions in OTC derivative contracts do not exceed such clearing threshold (including because such contracts are excluded from the threshold calculation on the basis that they are entered into in order to reduce risks directly relating to the NFC’s commercial activity or treasury financing activity).

Directive 2014/65/EU on markets in financial instruments and Regulation (EU) No 600/2014 of 15 May 2014 on markets in financial instruments (“MiFID II”) requires certain derivative contracts

between FCs and NFC+s in sufficiently liquid OTC derivatives to be executed on a trading venue that meets the requirements of the MiFID II regime.

MiFID II. The package of EU market infrastructure reforms known as MiFID II came into effect in January 2018. MiFID II increased regulation of trading platforms and firms providing investment services in the EU. Among its many market infrastructure reforms, MiFID II materially changed market transparency requirements, enhanced protections afforded to investors, and increased operational complexity for participants in European capital markets such as Investment Managers and Citi Alternatives. The broad nature of the MiFID II reforms impact Citi Alternatives' product development, client servicing and distribution models. In particular, additional disclosures are required to be made in respect of costs and fees Citi Alternatives charges to certain of its clients.

Securitisation Regulation. To the extent the Alternative Investments are actively marketed to investors domiciled or having their registered office in the EEA or (until the revocation of the EU Securitisation Regulation pursuant to the Financial Services and Markets Act 2023 comes into force) the United Kingdom, the EU Securitisation Regulation (EU) 2017/2402 (the "EU Securitisation Regulation") may prohibit the Alternative Investments from acquiring securitization positions that do not comply with the EU's or the United Kingdom's risk retention criteria, where the securities/instruments of such securitizations were issued on or after January 1, 2019. The EU's or the United Kingdom's risk retention criteria for securitizations may not be aligned with the criteria for securitizations under the laws of other non-EU jurisdictions, where such laws exist, including under U.S. law. This could result in the Alternative Investments being prohibited from acquiring positions in certain securitizations or similar structures, whether originated in the EU or the United Kingdom or otherwise, notwithstanding that such transactions would otherwise be permitted in accordance with the Alternative Investments' investment strategy/restrictions.

Data Privacy Regulation. The legislative and regulatory framework for privacy and data protection issues worldwide is rapidly evolving and is likely to remain uncertain for the foreseeable future. Personal data may be subject to a variety of U.S. federal and state laws, as well as international laws and regulations, including: in respect of individual customers and corporate entities domiciled in the EU, the European Economic Area or the United Kingdom, the General Data Protection Regulation (EU) 2016/679 (the "GDPR") and the European Directive on Privacy and Electronic Communications 2002/58/EC ("ePrivacy Directive"); the Data Protection Act (As Amended) of the Cayman Islands (the "DPA"); China's Cybersecurity Law ("CSL"); and in respect of California residents, the California Consumer Privacy Act of 2018 (the "CCPA") and the California Privacy Rights Act (the "CPRA"). Governments are continuing to focus on privacy, cybersecurity, data protection and data security and it is possible that new privacy or data security laws will be passed or existing laws will be amended in a way that is material to Citigroup, Citi Alternatives, the Underlying Fund Managers and the Underlying Funds.

The EU's GDPR came into force in May 2018 and created new requirements regarding the protection of personal data and significantly increased the financial penalties for noncompliance, which can be up to the greater of four percent of global revenue or 20 million euros, and also confers a private right of action on data subjects for breaches of data protection requirements. The Cayman Islands' DPA, which took effect September 30, 2019, creates new obligations for "data controllers" and "data processors" regarding the protection of personal data. Breach of the DPA

may lead to enforcement action, including the imposition of remediation orders, monetary penalties or referral for criminal prosecution. China's CSL took effect in June 2017 and is the first Chinese law that systematically lays out the regulatory requirements pertaining to cybersecurity and data protection, subjecting many previously underregulated or unregulated activities in cyberspace to government scrutiny. Additionally, California's CCPA/CPRA have together created new individual privacy rights for consumers and increased privacy and security obligations on entities handling personal data of consumers or households. The CCPA, which went into effect on January 1, 2020, requires covered companies to provide new disclosures to California consumers, and provides such consumers with new ways to "opt out" of certain sales of personal information. The CCPA provides for civil penalties for violations, as well as a private right of action for data breaches that is expected to increase data breach litigation. The CPRA amended the CCPA in a number of ways. Specifically, it introduced the concepts of data minimization, purpose limitation, and storage limitation preventing businesses from collecting, using, retaining, or sharing more personal information than is required for the specific business purpose. The CPRA also created a new subcategory of personal information in "sensitive personal information" and added new rights, such as the right for consumers to correct information that isn't accurate and the right to opt out of automated decision-making technology. Consumers are also allowed the right to access information about the automated decision-making process. In addition, it provided rights to restrict sensitive personal information ("PI") from reaching third parties, and new audit obligations to ensure PI data is being handled, stored, and used in accordance with the law. The CPRA is subject to further regulations and guidance, so the law's requirements and impact may change in the future.

The costs of compliance as well as the consequences of noncompliance with global privacy and data security requirements may adversely affect the Alternative Investments. Further, given that the scope, interpretation, and application of these laws and regulations are often uncertain and may be conflicting, it is possible that these obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with other laws or regulations of an applicable jurisdiction, such as anti-money laundering laws and regulations. If an Alternative Investment is unable to provide information to an Underlying Fund due to such conflicting requirements, the Underlying Fund Managers may determine to take any actions permitted by the relevant Underlying Fund agreements or required by applicable law. These actions may include freezing the Alternative Investment's investment in the Underlying Fund or compulsorily withdrawing the Alternative Investment from the Underlying Fund. Any such action by the Underlying Fund Managers could have a material adverse effect on the Alternative Investments.

Tax-Related Risks

The Foreign Account Tax Compliance Act ("FATCA") May Subject Certain Alternative Investments to a Reporting Regime and Possibly Withholding Tax. All entities in a broadly defined class of foreign financial institutions ("FFIs") are required to comply with FATCA or be subject to a 30% withholding tax on certain U.S. source payments made to the FFIs (including U.S. source fixed or determinable annual or periodical income such as dividends and interests). The FATCA rules also impose a 30% withholding tax with respect to certain payments made by FFIs that enter into an agreement with the U.S. Internal Revenue Service ("IRS") that are attributable to withholdable payments ("foreign passthru payments"); however, the withholding requirement for foreign passthru payments is currently deferred until two years after the publication of final regulations defining the term "foreign pass-thru payments." The Alternative Investments may be

characterized as FFIs and, accordingly, subject to these rules, which are also subject to modification pursuant to an Intergovernmental Agreement (“IGA”). IGAs are generally intended to result in the automatic receipt by the IRS of tax information reported by an FFI to the government or tax authorities of the country in which the FFI is domiciled. FATCA also requires certain non-U.S. entities that are not FFIs to either certify they have no substantial U.S. beneficial ownership or to report certain information with respect to their substantial U.S. beneficial ownership, or be subject to the withholding rules described above. Citi Alternatives will have no control over whether an Underlying Fund or investment complies with FATCA, and non-compliance may reduce cash available to investors.

Legislative Developments in Tax Laws. Developments in the tax laws of the United States or other jurisdictions, which may be applied retroactively, could have a material effect on the tax consequences to Alternative Investments and their investors. Such legislation could affect investors even if not specifically targeted at such investors. Moreover, the interpretation and application of tax laws and regulations by certain tax authorities may not be clear, consistent or transparent. Prospective investors should consult their tax advisors regarding the status of any legislation and/or regulatory guidance on their investment in an Alternative Investment.

Tax Information Provision. Failure by an investor to provide information, representations, certifications, waivers and forms requested, as required by the subscription documentation of the applicable Alternative Investment, could lead to adverse consequences for such investor, including mandatory withdrawal, delayed payment of redemption proceeds and/or mandatory tax withholding. Further, investors will be responsible for, and should expect to bear, a share of the economic burden of any withholding or other taxes that are paid or deemed paid with respect to an Alternative Investment and may not be able to obtain a refund of such taxes in the U.S. or a foreign tax credit in their local jurisdiction.

Delayed IRS Schedules K-1. An Alternative Investment may not be able to provide IRS Schedule K-1s (or their equivalents) to investors who are subject to U.S. taxes for any given fiscal year until after April 15 of the following year. Investors subject to U.S. taxes may be required to obtain extensions of the filing dates for their federal, state, and local income tax returns.

Appropriateness of Investment for Investors with Special Circumstances. An Alternative Investment may not be an appropriate investment for investors with special circumstances, such as non-U.S. investors or U.S. tax-exempt investors. Such investors should review the more detailed risk factors set forth in the relevant offering memorandum and other product-specific information provided by the product or Citi Alternatives and consult their tax advisors as to the tax consequences of participating in an Alternative Investment.

GloBE Rules. The OECD published on May 31, 2019 a report entitled “Programme of Work to Develop a Consensus Solution to the Tax Challenges Arising from the Digitalisation of the Economy” (as updated on several occasions since) in furtherance of its work arising out of its base erosion and profit shifting project and in which it proposed a “Two-Pillar Solution”. On October 8, 2021, the OECD and G20 issued a “Statement on a Two Pillar Solution” to which 139 OECD member jurisdictions have subsequently agreed. The second pillar of the “Two-Pillar Solution” seeks to introduce a global minimum corporate tax rate of 15% (the “GloBE Rules”).

The status of the implementation of the GloBE Rules varies among countries but came into effect in EU member states and in the UK from January 1, 2024. The impact could be to raise the overall effective tax rate of the Alternative Investments to 15% or higher, although this will be fact-specific and will depend on the application of the GloBE Rules in practice. If applicable, the GloBE Rules could adversely affect the returns to investors from the Alternative Investments.

DAC 6. On May 25, 2018, the EU Council adopted Directive 2018/822, amending Directive 2011/16/EU as regards mandatory automatic exchange of information in the field of taxation, which imposes a reporting obligation on parties involved in cross-border transactions that may be associated with aggressive tax planning (“DAC 6”).

The reporting obligation applies to cross-border arrangements that, among other things, satisfy one or more “hallmarks” provided for in DAC 6 and that, in certain cases, are coupled with a tax advantage main benefit (the “Reportable Arrangements”). In the case of a Reportable Arrangement, the information that must be reported includes the names of all relevant taxpayers and intermediaries as well as an outline of the Reportable Arrangement, the value of the Reportable Arrangement and identification of any member states likely to be concerned by the Reportable Arrangement. The reporting obligation rests in principle with the persons that design, market, organize or make available for implementation or manage the implementation of the Reportable Arrangement or provide assistance or advice in relation thereto. The information reported will be automatically exchanged between the tax authorities of all member states of the EU.

Alternative Investments may fall within the scope of DAC 6 and thus be reportable.

Other Risks

Anti-Tax Avoidance Directives. EU member states have implemented Council Directive (EU) 2016/1164 of July 12, 2016 laying down rules against tax avoidance practices that directly affect the functioning of the internal market (“ATAD 1”) and Council Directive (EU) 2017/952 of 29 May 2017 amending ATAD 1 regarding hybrid mismatches with third countries, introducing, inter alia, new hybrid mismatch rules (“ATAD 2”). In addition, on December 22, 2021, the European Commission published a proposal for a Council Directive to prevent the misuse of shell entities for tax purposes (referred to as “ATAD 3” and, together with ATAD 1 and ATAD 2, the “ATADs”). ATAD 3 aims to introduce an EU-wide substance test facilitating the identification of undertakings that are engaged in an economic activity but which do not have sufficient substance and, in the view of the European Commission, are misused for the purpose of obtaining tax advantages (i.e., shell entities).

The ATADs may have an adverse impact on the tax position of an Alternative Investment and its investors. Among other things, “transparent” fund vehicles could eventually become taxable entities for certain investors, depending on how such investors’ tax regimes treat them. These new and/or proposed rules may adversely affect the tax position of an Alternative Investment and its investors.

Clarification as regards ATAD 1, ATAD 2 and their interpretation may be enacted with retroactive effect, and could negatively alter the tax position of an Alternative Investment and its investors. The final implementation of ATAD 3 remains uncertain as the proposal remains subject to the EU

legislative process. Prospective investors should make an investment decision only after careful consideration, with their independent advisers, as to the consequences of the ATADs.

Limitations on Disclosure. Alternative Investments may be subject to various confidentiality restrictions with respect to Underlying Funds, as set forth in the relevant Underlying Fund documents, and as a result may be limited in disclosing to investors any non-public information regarding Underlying Funds (including actual or potential investments and portfolio entities) and Underlying Fund Managers. Consequently, investors may not receive the level of information regarding Underlying Funds and Underlying Fund investments as they would if they were to invest in the Underlying Funds directly. In addition, as a result of the application of certain requirements to certain categories of investors and not others, some investors may receive different or additional disclosures to other investors that are not similarly situated.

Material Non-Public Information. As a result of the activities of, and investments made by, Citi Alternatives and its affiliates for their own and others' accounts, Citi Alternatives may acquire confidential or material non-public information and therefore be restricted from initiating certain transactions. Disclosure of such information to Citi Alternatives' personnel responsible for the affairs of Alternative Investments will be on a need-to-know basis only, and Alternative Investments may not be free to act upon any such information. Therefore, Alternative Investments may not be provided access to material non-public information in the possession of Citi Alternatives that might be relevant to an investment decision to be made by an Alternative Investment, and an Alternative Investment may take actions that, if such information had been known to it, may not have been undertaken.

In the event any material non-public information is disclosed to any of the personnel of Citi Alternatives or any other person responsible for the affairs of an Alternative Investment, then such Alternative Investment may be prohibited by applicable securities laws and Citi Alternatives' internal policies from acting upon any such information. Due to these restrictions, such Alternative Investment may not be able to take certain actions.

Citi Alternatives and its affiliates have no obligation to seek information and there is no obligation on the part of Citi Alternatives, its affiliates or their personnel to make available to an Alternative Investment any information known or developed in connection with other clients or in connection with activities unrelated to such Alternative Investment.

Citigroup's Provision of Advisory, Financing or Other Services. In the regular course of business, and subject to the Bank Holding Company Act and other applicable law, Citigroup from time to time is engaged to act, and seeks to act, as a financial advisor in connection with the offering, sale or purchase of investments made by, or investments similar to the investments intended to be made by the Alternative Investments, and in addition from time to time provides lending and other related financing services in connection with such transactions. The compensation for such activities is usually based upon realized consideration that is contingent, in substantial part, upon closing. Because such compensation will in many cases be payable at, and contingent upon, the closing of such transactions, Citigroup's interests may conflict with those of the Alternative Investments to the extent that the Alternative Investments purchase such investments. The potential for such compensation incentivizes Citigroup to engage in the offering, sale or purchase of investments that compete with the investments of the Alternative Investments.

In the regular course of business, and subject to the Bank Holding Company Act and other applicable law, Citigroup from time to time is engaged to act, and seeks to act, as financial advisor to a potential third-party buyer of a potential investment that an Alternative Investment also seeks to buy, or a potential buyer of an existing entity or any assets or businesses held by an existing entity.

In the ordinary course of its business, and subject to the Bank Holding Company Act and other applicable law, Citigroup and its affiliates hold, deal in obligations of, have interests in, and generally engage in any kind of commercial or investment banking or other business in connection with the entities in which Alternative Investments invest. In this regard, Citigroup and its affiliates lend, extend credit, provide credit protection, originate, sponsor, securitize, act as a derivatives counterparty, or otherwise participate in transactions constituting certain investments of the Alternative Investments. Citigroup and its affiliates may act with respect to such activities regardless of whether any such relationship or action might have an adverse effect on such investments, an Alternative Investment, or any investor. For example, Citigroup and its affiliates may act as arranger, dealer, provide quotations, own interests, buy, sell, or exercise voting or consent rights, and in each case such activities may be conducted or exercised in a manner that may be adverse to the interests of the Alternative Investments and investors.

Subject to compliance with the Bank Holding Company Act and other applicable law, Citigroup or one or more of its affiliates may provide financing to the Alternative Investments and/or entities in which the Alternative Investments invest. As a secured lender, Citigroup or its affiliates may, and in the event of the borrower's financial distress or insolvency will, have interests substantially divergent from those of the Alternative Investments.

These circumstances will create conflicts of interest for Citigroup and the Alternative Investments.

Qualified Financial Contracts. Regulations adopted by U.S. federal banking regulators now require that certain qualified financial contracts (including many derivatives contracts, securities lending agreements repurchase agreements, and fund distribution agreements) entered into with certain counterparties that are part of a U.S. or foreign banking organization designated as a global systemically important banking organization (including Citigroup, Inc.) include contractual provisions that limit or delay the rights of certain counterparties, such as the Alternative Investments, to exercise certain rights, including counterparties' default rights (such as the right to terminate the contracts or foreclose on collateral) and restrictions on assignments and transfers of credit enhancements (such as guarantees) arising in connection with the banking organization or an applicable affiliate becoming subject to a bankruptcy, insolvency, resolution or similar proceeding. Qualified financial contracts are subject to a stay for a specified time period during which counterparties, such as the Alternative Investments, will be prevented from closing out a qualified financial contract if the counterparty is subject to resolution proceedings. These regulations prohibit the Alternative Investments from exercising default rights due to a receivership or similar proceeding of an affiliate of the counterparty. Implementation of these requirements by the Alternative Investments may increase credit and other risks relating to such investments. Additionally, Citi Alternatives may terminate its relationship with certain counterparties, including Alternative Investments, if such counterparties do not include the necessary contractual provisions in their agreements with Citi Alternatives.

Illiquidity of the Alternative Investments. The documents governing the Alternative Investments generally impose substantial restrictions on transfers of interests in the Alternative Investments and require the consent of the Investment Managers to be obtained before any such transfer. Some Investment Managers may withhold such consent for any reason or no reason. Interests in the Alternative Investments will be offered without registration under the Securities Act, in reliance upon an exemption contained in Section 4(a)(2) of the Securities Act, Regulation D and/or Regulation S under the Securities Act. There will be no public market for such interests in the Alternative Investments and, for a variety of regulatory reasons, no such market will be permitted to exist. The only source of liquidity typically lies in an investor's right to redeem from the Alternative Investments (if any such right even exists). Redemptions from the Alternative Investments, may be subject to various restrictions, including prior notice and minimum redemption requirements, lock-up periods of one year or more, side-pocketed investments, and the right of the Alternative Investments to reduce the amount of redemptions in accordance with a redemption gate. In addition, in the event of a complete redemption from an Alternative Investment, a portion of the redemption proceeds may be retained by such Alternative Investment until the completion of such Alternative Investment's annual audit. The Alternative Investments may have discretion to further defer payment of redemption proceeds, to suspend redemptions indefinitely and to satisfy redemptions in kind. In addition, redemption payments from certain Alternative Investments may be based on inaccurate/or estimated data, and may be subject to a return of any overpayments by the investor. Accordingly, an investment in an Alternative Investment is suitable only for certain sophisticated investors who have no need for immediate liquidity in their investment.

Illiquidity of Underlying Investments. Generally, there may be no readily available market for certain of the underlying investments of the Alternative Investments. Market illiquidity could prevent an Alternative Investment from effecting dispositions of its assets at desired times or require the Alternative Investment to accept "in-kind consideration" and consequently result in distributions "in-kind" to investors, all of which could negatively impact the rate of return achieved on such investments.

Certain underlying investments of an Alternative Investment may consist of securities that are subject to restrictions on sale if they were acquired from the issuer in "private placement" transactions or if the Alternative Investment is deemed to be an affiliate of the issuer. Generally, an Alternative Investment will not be able to sell these securities publicly in the United States without the expense, time and other burdens required to register the securities under the Securities Act, or will be able to sell the securities only under Rule 144 or other rules under the Securities Act, which permit limited sales under specified conditions. When restricted securities are sold to the public, an Alternative Investment may be deemed an "underwriter," or possibly a controlling person, with respect thereto for the purpose of the Securities Act and be subject to liability as such under the Securities Act.

In addition, practical limitations may inhibit an Alternative Investment's ability to liquidate certain investments if the issuer is privately held and the Alternative Fund owns a relatively large percentage of the issuer's equity securities. Sales may also be limited by market conditions, which may be unfavorable for sales of securities of particular issuers or issuers in particular industries. The above limitations on liquidity of underlying investments could prevent a successful sale

thereof, result in the delay of any sale, or reduce the amount of proceeds that might otherwise be realized.

Investment Advisory Fee Payable Regardless of the Underlying Investments' Performance. Generally, management fees will be required to be paid to an Investment Manager even if an Alternative Investment experiences net losses in a particular year or over the term of the Alternative Investment. In the event any management fees are payable to an Investment Manager, such fees will similarly be payable to the Investment Manager even if the applicable underlying investment experiences net losses.

Extended Investment Period. In the event that an Investment Manager does not identify sufficient suitable investments for an Alternative Investment during the investment period or in the event that the identified investments do not have sufficient allocations available, there may be a material amount of uncalled commitments at the end of the investment period and the Investment Manager may need to extend the investment period which would result in a delay in the Alternative Investment's deployment of capital.

Compulsory Redemption. The documents governing the Alternative Investments generally grant the Investment Manager authority to require an investor to redeem its interest in the Alternative Investment under certain circumstances, such as where the Investment Manager determines that the continued participation by the investor in the Alternative Investment could have a material adverse effect on the Alternative Investment.

Use of Underlying Fund Managers. Investment Managers may manage other accounts (including collective investment vehicles and accounts in which the Investment Managers may have an interest) that, together with accounts already being managed, could increase the level of competition for the same trades the Investment Managers might otherwise make, including the priorities of order entry. This could make it difficult to take or liquidate a position at a price indicated by the Investment Manager's strategy.

In investing in an Alternative Investment, investors will incur the costs of multiple levels of investment advisory services: the fees to Citi Alternatives and its affiliates as described more fully above, and the management and incentive and other fees paid, or allocations made, to the Underlying Fund Managers themselves. Such management and incentive and other fees may be payable from the initial closing of an Alternative Investment, even if, for a drawdown fund or similar investment, such Alternative Investment does not call capital following its initial closing. For example, investors will bear such fees from the initial closing of an Alternative Investment where amounts are advanced under a subscription facility. The asset-based fees of the Underlying Fund Managers generally are expected to range from 0.5% to 3%, and the performance-based allocations or fees of the Underlying Fund Managers generally are expected to range from 10% to 30% of net capital appreciation. Citi Alternatives and some Underlying Fund Managers may manage or invest in other funds or funds-of-funds, which would add additional layers of fees. In addition to advisory fees and its own investment and operational expenses, each Alternative Investment will incur its share of all of the expenses of the Underlying Funds, including, but not limited to, brokerage commissions and legal and accounting fees. It is possible that affiliates of the Investment Managers will receive fees or other compensation as a result of the Alternative Investments' investments.

Citi Alternatives and its affiliates may, and the Underlying Fund Managers of many, and possibly all, of the Underlying Funds will, be compensated through incentive fee or allocation arrangements. Under these incentive fee arrangements, Citi Alternatives, its affiliates and the Underlying Fund Managers may benefit from appreciation, including unrealized appreciation, in the value of the account, but may not be similarly penalized for realized losses or decreases in the value of the account. Such fee or allocation arrangements may create an incentive for Citi Alternatives, its affiliates and the Underlying Fund Managers to make investments that are unduly risky or speculative. Because Citi Alternatives, its affiliates and the Underlying Fund Managers are compensated based on their performance and not the performance of the Underlying Fund or the Alternative Investment as a whole, some Underlying Fund Managers, Citi Alternatives and its affiliates may receive fees, including incentive fees or allocation, even though the relevant Underlying Fund or Alternative Investment as a whole is not profitable. In the event the Alternative Investment calls capital prior to the initial closing of the Underlying Fund then investors will not receive a return on such capital unless and until it is contributed to the Underlying Fund.

Underlying Fund Managers may provide limited transparency to Citi Alternatives into their respective investment activities and operations. While Citi Alternatives has policies and procedures in place to evaluate and monitor the operations of Underlying Fund Managers with whom the Alternative Investments invest, there can be no assurance that Alternative Investments will not be exposed to losses due to operational failure, business interruptions, or improper or illegal activities by Underlying Fund Managers. In addition, Citi Alternatives' access to information about the Alternative Investments' investments on a daily or regular basis will be limited. Investors in the various Alternative Investments typically have no right to demand such information.

No assurance can be given that adequate diversification will occur, or that if it does, that it will increase, rather than reduce, potential net profits. The use of multiple Investment Managers may cause the Alternative Investments indirectly to hold opposite positions in an investment, thereby decreasing or eliminating the possibility of positive returns from such investment. To the extent that the Alternative Investments do, in fact, hold such positions, the Alternative Investments, each considered as a whole, may not achieve any gain or loss despite incurring expenses.

Citi Alternatives will not have any control over the investments made by Underlying Funds. It will be difficult, if not impossible, for an Alternative Investment and Citi Alternatives to protect investors from the risk of any Underlying Fund Manager engaging in fraud, misrepresentation or material strategy alteration. Investors themselves will generally have no direct dealings or contractual relationships with any Underlying Fund Manager or the funds they manage.

Generally, investment opportunities within the investment objectives of the Underlying Funds will be available to the Underlying Funds only if the Underlying Fund Manager determines that such investment opportunities are suitable for the Underlying Funds and will be subject to the Underlying Fund Manager's investment allocation policy. Accordingly, not all investment opportunities that fall within the investment objectives of the Underlying Funds will be available to the Underlying Funds.

Underlying Fund Managers may cause Underlying Funds to co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-

party involvement, including the possibility that a third-party co-venturer may have financial, legal or regulatory difficulties or that such third-party co-investor's interest may not be sufficiently aligned with the interest of the Underlying Fund. In addition, the Underlying Fund, and indirectly, the Alternative Investment, may in certain circumstances be liable for the actions of its third-party co-venturers.

The Underlying Fund Managers and their affiliates may make additional investments separate and apart from, or alongside, the Underlying Funds. The Underlying Fund Managers and their affiliates may from time to time also engage in transactions with prospective and actual investors that entail business benefits to such investors or the Underlying Fund Managers or their affiliates. Certain Underlying Funds will generally be permitted to enter into contracts and transactions with Underlying Fund Managers and their affiliates, which may present a substantial conflict of interest.

There is generally no limitation of the size or operating experience of the Alternative Investments. Some smaller Alternative Investments may lack management depth or the ability to generate internally or obtain externally the capital necessary for growth.

Other risks relating to the use of Underlying Fund Managers include: an Underlying Fund Manager's dependence on a limited number of key professionals; significant future structural changes in an Underlying Fund Manager's operations; an Underlying Fund Manager's failure to comply with applicable legal, registration, tax or regulatory requirements; Alternative Investments' "monetization" of "fair value," which is a structural disadvantage of Alternative Investments that are hedge funds; human error and/or poor judgement on the part of the Underlying Fund Manager's personnel and trade errors; and systems malfunctions and other operational failures. None of the Investment Managers nor any of their affiliates will be able to protect investors from the risk that the management team or any individual member of an Underlying Fund Manager engages in fraud, misrepresentation or material investment strategy alteration, any of which could have a material adverse effect on the Alternative Investments and the investors.

Misconduct by Employees or Third-Party Service Providers. Misconduct by employees or third-party service providers of the Investment Managers could cause significant losses to the Alternative Investments. Employee misconduct may include binding the Alternative Investments to transactions that present unacceptable risks and unauthorized activities or concealing unsuccessful activities (which, in either case, may result in unknown and unmanaged risks or losses). Losses could also result from actions by third-party service providers, including failing to record transactions or improperly performing custodial, administrative and other responsibilities. In addition, employees and third-party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting the business prospects of the Alternative Investments. There can be no assurance that the measures that the Investment Managers or their affiliates expect to implement to prevent and detect employee misconduct and to select reliable third-party providers will be effective in all cases.

Third Party Litigation. An Alternative Investment's investment activities will subject it to risks of becoming involved in litigation by third parties. Different investor groups may have qualitatively different, and frequently conflicting, interests. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Alternative Investment and would reduce net assets.

Valuation Risks. Valuations of assets of the Alternative Investments’ directly or indirectly held positions may involve uncertainties and require the application of business judgment. If such valuations should prove to be incorrect, the net asset value of an Alternative Investment could be adversely affected. Valuation of assets of the Alternative Investments is generally based on the net asset value of Alternative Investments reported by the Investment Manager in accordance with its practices and policies. With respect to Alternative Investments that allocate to an Underlying Fund, valuation of the assets of such Alternative Investments is generally based on the net asset value of the relevant Underlying Fund reported by its Underlying Fund Manager in accordance with its practices and policies, without independent verification by Citi Alternatives. Such practices and policies may not be consistent among Underlying Fund Managers. These valuations may be based on unaudited financial records and, in some cases, may be only a preliminary or estimated calculation of the net asset value and, therefore, may be subject to adjustment (upward or downward) upon the auditing of such financial records.

Because of the way they are compensated, Underlying Fund Managers have an incentive to exaggerate the valuations of the investments they manage. Because the compensation of Citi Alternatives, its affiliates and the Underlying Fund Managers are tied to the net asset value of the Alternative Investments and their investments in Underlying Funds and such valuation includes gains which may never be realized, situations involving uncertainties as to the valuation of the Alternative Investments’ assets could have an adverse effect on the net asset value or result in Citi Alternatives, its affiliates (and/or the Underlying Fund Managers) receiving compensation for gains that are never realized by the Alternative Investments if valuations should prove incorrect. If an Underlying Fund Manager were to incorrectly value or misrepresent the value of an investment in an Underlying Fund, such incorrect value or misrepresentation could have a material adverse effect on the relevant Alternative Investment.

Investment Managers have an incentive to overvalue their Alternative Investments for the purpose of inflating their “track records” to attract new investors and/or retain existing investors, and to the extent such valuations impact the fees paid to the Investment Managers. Conversely, Investment Managers managing funds that permit redemptions are incentivized to exercise any valuation discretion in a manner that undervalues less liquid assets, because under valuations of these assets could discourage redemptions. To the extent Investment Managers have authority to classify investments in a so-called “designated” or “side-pocket” investments, they have the incentive to so classify poorly performing illiquid assets if the effect of such classification results in higher fees to the Investment Managers or enables the Investment Managers to report better performance.

Risk Management. Citi Alternatives’ risk analysis team includes professionals with technical expertise in analyzing the risks of investing in Alternative Investments. Where applicable, Citi Alternatives believes that risk management for a fund of funds requires an understanding of market risk and leverage, at both the Alternative Investment level and Underlying Fund level. Accordingly, Citi Alternatives’ risk analysts maintain a proprietary risk management system that provides processes and tools designed for the complex strategies used by Alternative Investments. However, no risk management process is fail-safe, and no assurances can be given that Citi Alternatives’ risk management process will achieve its objective. From time to time, Citi Alternatives may modify or change its risk management system in its sole discretion.

Leverage. The Alternative Investments are generally authorized to borrow funds in order to employ leverage, to manage liquidity and for any other purpose (as specified in their respective account documentation and governing documents). Such borrowings may be secured by a pledge of assets to the lender. Leverage increases the Alternative Investments' exposure to capital risk and higher current expenses through greater exposure to losses, interest charges, fees imposed by lenders and transaction costs. The interest expenses or other costs incurred by the Alternative Investments in connection with a borrowing may not be recovered by appreciation in the investments carried, which could adversely affect the returns on the Alternative Investments. Any leverage at the Alternative Investment level will be in addition to the often substantial leverage (and related costs and expenses) employed by the Underlying Fund Managers both at the Underlying Fund level and the investment level, which would serve to further increase the risk associated with these positions. In some instances, management fees are payable in respect of borrowed amounts.

In the event investments held by an Alternative Investment fail to perform as expected, suffer losses or fail to cover the cost of borrowings, and the Alternative Investment has incurred leverage, the value of the Alternative Investment's interest in such investment will decrease more than if the Alternative Investment had not incurred such leverage and any adverse consequences will be magnified as a result. Repayment of any indebtedness by the Alternative Investment will be an obligation senior to the investment of the investors as equity holders of the Alternative Investment and such repayment obligations may prohibit distributions to investors from the Alternative Investment. Finally, decreases in the value of investments may increase the effective amount of the Alternative Investment's leverage and could result in significant adverse effect on the Alternative Investment.

In connection with the incurrence of leverage by an Alternative Investment, such Alternative Investment may seek identifying information about the beneficial owners of its direct investors, including investors of the Alternative Investment and their beneficial owners and, to the extent relevant, nominee investors investing in the Alternative Investment through a Citigroup entity acting as nominee. The provision of such information may exceed the information that investors or nominee investors wish to share with Alternative Investments and their unaffiliated third-party lenders.

Effect of Substantial Redemptions. With respect to Alternative Investments that allow periodic redemptions, substantial redemptions by investors within a short period of time could require an Investment Manager to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the value of the Alternative Investment's assets. The resulting reduction in the Alternative Investment's assets could make it more difficult to generate a positive rate of return or to recoup losses due to a reduced equity base. Because substantial redemptions may be funded by liquidating the more liquid assets in the portfolio, such redemptions may cause the remaining portfolio to be substantially less liquid overall. Substantial redemptions may also trigger penalty fees as assets are withdrawn from the Underlying Funds to fund such redemptions and/or trigger other limitations on redemptions such as gates and/or suspensions. Amounts due to redeeming investors may be reduced by any such penalties and other costs resulting from such redemptions.

Citigroup and its affiliates may hold a substantial percentage of the Alternative Investment's assets but may withdraw their interests in such Alternative Investments at any time, subject to any lock-

up provisions imposed by the Alternative Investments. Such a withdrawal or other substantial withdrawals could require withdrawal of the Alternative Investment's investment in the Underlying Fund which could lead to a rapid liquidation of positions by the Underlying Fund, possibly reducing the value of the Alternative Investment's assets.

Effects of In-Kind Redemptions. Proceeds of an in-kind redemption may be distributed to an investor directly or indirectly through a distribution of, without limitation, interests in one or more special purpose vehicles holding assets owned by an Alternative Investment or participations therein. To the extent an investor is distributed interests in one or more special purpose vehicles holding participation interests in the assets of such Alternative Investment, an investor may continue to be at risk of such Alternative Investment's business until all such assets are sold. The value of proceeds distributed in kind may increase or decrease before they can be sold either by an investor, if received directly, or by the Investment Manager of such Alternative Investment, if held through a special purpose vehicle. In the case of interests in special purpose vehicles, an investor will share a proportionate portion of the operating and other expenses borne by such vehicle, including possibly fees to the Investment Manager. Additionally, proceeds distributed in kind, either directly or indirectly, may not be readily marketable. The risk of loss and delay in liquidating these assets will be borne by investors. Furthermore, to the extent that an investor receives interests in one or more special purpose vehicles, such investor will generally have no control over when and at what price the assets in which such vehicles have an interest are sold.

Investment Selection. Citi Alternatives will select investments on the basis of information and data prepared by the issuers of such securities or their Underlying Fund Managers or made directly available to Citi Alternatives by the issuers of the securities and other instruments or through sources other than the issuers. Although Citi Alternatives evaluates available information and data and seeks independent corroboration when it considers it appropriate and when it is reasonably available, Citi Alternatives is not in a position to confirm the completeness, genuineness or accuracy of such information and data.

Risk of Limited Number of Underlying Fund Managers; Lack of Diversification. An Alternative Investment may, as a result of client instructions or investment objectives, invest in one or a limited number of Underlying Funds or investments and, as a consequence, the aggregate returns of the Alternative Investment may be substantially and adversely affected by the unfavorable performance of even a single investment in such instance. Investors have no assurance as to the degree of diversification in an Alternative Investment's investments. To the extent an Alternative Investment concentrates investment with one or more particular Underlying Funds or investments, the Alternative Investment's overall performance may become more susceptible to fluctuations in value resulting from adverse economic and business conditions with respect thereto. A Fund of Funds' or Co-Investment Fund's assets may become concentrated with one or a limited number of Underlying Fund Managers or Underlying Funds. In that event, a Fund of Funds' or Co-Investment Fund's portfolio will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of the Underlying Fund(s) in question than a less concentrated portfolio. A Feeder will lack diversification since each Feeder will only invest in a single Underlying Fund, and there is no assurance that an Underlying Fund will be diversified. The Underlying Funds may hold a few relatively large equity positions and consequently, a loss in any such position could result in significant losses to the associated Alternative Investments and a proportionately higher reduction in the net asset value of such Alternative Investments than if

the Underlying Funds had invested in a wider number of positions. Such concentration may involve risks greater than those generally associated with more diversified accounts, including significant fluctuations in returns.

Counterparty Risk. The Alternative Investments are subject to the risk of the failure or default of any counterparty to the transactions of the Alternative Investments. The institutions, including brokerage firms and banks, with which the Alternative Investments do business, or to which securities have been entrusted for custodial purposes, may encounter financial difficulties that impair the operational capabilities or the capital position of an Alternative Investment. Other risks include the failures of relevant exchanges and clearinghouses and any suspensions of trading. Hedging transactions, margin trading and other financial mechanisms designed to implement various trading strategies involve counterparty risk elements that may be impossible or impractical to eliminate or that may create unforeseen exposures. If there is a failure or default by the counterparty to such a transaction, the contractual and other legal remedies available may be limited or inadequate. Counterparty risk may be reduced but not eliminated through the selection of appropriate financial institutions and the types of transactions employed.

Underlying Funds are generally not restricted from dealing with any particular issuer or counterparty, or from concentrating any or all of its transactions with one counterparty. These issuers or counterparties may not be subject to credit evaluation or regulatory oversight and the Underlying Funds may have no internal credit function that evaluates counterparty creditworthiness. Such counterparties may hold assets in unregulated rather than regulated accounts. The ability of the Underlying Funds to transact business with any one or number of issuers or counterparties, the lack of any meaningful and independent evaluation of such counterparties' financial capabilities and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Alternative Investments.

Proprietary Investment Strategies. Underlying Fund Managers may use proprietary investment strategies based on considerations and factors that are not fully disclosed to Citi Alternatives. These strategies may involve risks under some market conditions that are not anticipated by Citi Alternatives or the Underlying Fund Managers. Underlying Fund Managers generally use investment strategies that are different than those typically employed by traditional managers of portfolios of stocks and bonds. The investment niche, arbitrage opportunity, or market inefficiency targeted by an Underlying Fund Manager may become less profitable over time as competing investors manage a larger group of assets in the same or similar manner (tending to arbitrage away the profit opportunities), or as market conditions change. The strategies employed by an Underlying Fund Manager may involve significantly more risk and higher transaction costs than more traditional investment methods. It is possible that the performance of some or all of the Alternative Investments may be closely correlated in some market conditions, resulting in significant losses to the Alternative Investments.

Correlation Risk. The success or failure of an investment strategy that may be employed by certain Investment Managers may depend on the correlation between securities within the overall portfolio. In many cases, the strategy will be based on an assumption that historical pricing correlations accurately represent future correlations. In contexts where a strategy is based on identifying apparent pricing anomalies based on historical correlations, a short- or long-term

change in those correlations could adversely affect the anticipated market gain achievable from trading on the basis of the strategy.

Historical pricing patterns do not necessarily predict future pricing relationships, particularly during times of serious market disruption, unusual trading, or market events. Consequently, the adoption of certain strategies will not necessarily eliminate or modulate market risk. Since many strategies assume a continuation of historical pricing patterns, any substantial deviation from those patterns can result in volatility and losses.

Cybersecurity Risk. Citigroup, Citi Alternatives, the Underlying Fund Managers, the Underlying Funds and each of their affiliates rely on the development and implementation of appropriate systems for their activities. They may rely on computer programs to evaluate certain securities and other investments, to monitor their portfolios, to trade, clear and settle securities transactions, and to generate asset, risk management and other reports that are utilized in the management and oversight of their activities. In addition, certain of their operations interface with or depend on systems operated by third parties, including loan servicers, custodians and prime brokers, and they may not always be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures or interruptions, including, but not limited to, those caused by computer “worms,” viruses and power failures. Such failures could cause settlement of trades to fail, lead to the inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the Alternative Investments’ ability to monitor their investment portfolios and their risks. Any such defect or failure could cause the Alternative Investments to suffer financial loss and/or disruption of their business, incur liability to clients or third parties, be subjected to regulatory intervention, or experience reputational damage.

Citi Alternatives, the Alternative Investments, the Underlying Fund Managers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are susceptible to operational, informational security, and related risks that could adversely affect Citi Alternatives, the Alternative Investments and their respective investors and clients. Cyber incidents can result from deliberate or unintentional events and may arise from external and internal sources. Like other financial services firms, Citi Alternatives and its affiliates experience malicious cyber activity directed at its computer systems, software, networks, and users on a daily basis. This malicious activity includes attempts at unauthorized access, the implantation of computer viruses or malware, and denial-of-service attacks. Citi Alternatives and its affiliates also experience large volumes of phishing and other forms of social engineering attempted for the purpose of perpetrating fraud against Citi Alternatives, its affiliates, its associates, and/or its clients. Attacks may be carried out by causing disruptions and affecting business operations, potentially resulting in financial losses, the inability to transact business or trade, the destruction of equipment and systems, the loss or theft of investor data, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs. Similar adverse consequences could result from cyber incidents affecting the investments in which the Alternative Investments invest, including those impacting Underlying Fund Managers, issuers of securities and other interests, brokers, dealers, exchanges and other financial institutions and market operators.

The increased use of mobile and cloud technologies, including as a result of the increase in work-from-home arrangements as a result of the COVID-19 pandemic has heightened these and other operational risks, and any failure by Citi Alternatives and its mobile or cloud technology service providers to adequately safeguard the systems Citi Alternatives uses and prevent or quickly detect and remediate cyber attacks could disrupt Citi Alternatives' operations and result in misappropriation, corruption, or the loss of confidential or proprietary information.

Custody and Banking Risks. The Alternative Investments will maintain funds with one or more banks or other depository institutions ("banking institutions"), which may include U.S. and non-U.S. banking institutions, and may enter into credit facilities or have other financial relationships with banking institutions. The distress, impairment or failure of one or more banking institutions with whom the Alternative Investments, their underlying investments and/or the Investment Managers transact may inhibit the ability of the Alternative Investments or their underlying investments to access depository accounts or lines of credit at all or in a timely manner. In such cases, the Alternative Investments may be forced to delay or forgo investments or to call capital when it is not desirable to do so, resulting in lower performance for the Alternative Investments. In the event of such a failure of a banking institution where an Alternative Investment or one or more of its underlying investments holds depository accounts access to such accounts could be restricted and U.S. Federal Deposit Insurance Corporation ("FDIC") protection may not be available for balances in excess of amounts insured by the FDIC (and similar considerations may apply to banking institutions in other jurisdictions not subject to FDIC protection). In such instances, the Alternative Investments and their affected underlying investments may not recover such excess, uninsured amounts and instead, would only have an unsecured claim against the banking institution and participate pro rata with other unsecured creditors in the residual value of the banking institution's assets. The loss of amounts maintained with a banking institution or the inability to access such amounts for a period of time, even if ultimately recovered, could be materially adverse to the Alternative Investments or their underlying investments. One or more investors or an Investment Manager could also be similarly affected and unable to fund capital calls, further delaying or deferring new investments. In addition, an Investment Manager may not be able to identify all potential solvency or stress concerns with respect to a banking institution or to transfer assets from one bank to another in a timely manner in the event a banking institution comes under stress or fails.

Risks of Artificial Intelligence ("AI"). The Investment Managers' ability to use, manage and aggregate data may be limited by the effectiveness of its policies, systems and practices that govern how data is acquired, validated, used, stored, protected, processed and shared. Failure to manage data effectively and to aggregate data in an accurate and timely manner may limit an Investment Manager's ability to manage current and emerging risks, as well as to manage changing business needs and to adapt to the use of new tools, including AI. While an Investment Manager may restrict certain uses of third-party and open source AI tools, such as ChatGPT, the Investment Manager's employees and consultants and an Alternative Investment's underlying investments may use these tools, which poses additional risks relating to the protection of the Investment Manager's and such underlying investments' proprietary data, including the potential exposure of the Investment Manager's or such underlying investments' confidential information to unauthorized recipients and the misuse of the Investment Manager's or third-party intellectual property, which could adversely affect an Investment Manager, an Alternative Investment or its underlying investments. Use of AI tools may result in allegations or claims against an Investment Manager, an Alternative

Investment or its underlying investments related to violation of third-party intellectual property rights, unauthorized access to or use of proprietary information and failure to comply with open-source software requirements. Additionally, AI tools may produce inaccurate, misleading or incomplete responses that could lead to errors in an Investment Manager's and its employees' and consultants' decision-making, portfolio management or other business activities, which could have a negative impact on the Investment Manager or on the performance of an Alternative Investment and its underlying investments. Such AI tools could also be used against an Investment Manager, an Alternative Investment or its underlying investments in criminal or negligent ways. As the use and availability of AI tools has grown, the U.S. Congress and a number of U.S. federal and state agencies have been examining the AI tools and their use in a variety of industries, including financial services. These agencies have issued proposed or adopted a variety of rules and other guidance regarding the use of AI. AI similarly faces an uncertain regulatory landscape in many foreign jurisdictions. Ongoing and future regulatory actions with respect to AI generally or AI's use in any industry in particular may alter, perhaps to a materially adverse extent, the ability of an Investment Manager, an Alternative Investment or its underlying investments to utilize AI in the manner it has to-date, and may have an adverse impact on the ability of an Investment Manager, an Alternative Investment or its underlying investments to continue to operate as intended.

Inflation and Deflation Risk. Inflation risk is the risk that the value of assets or income from the underlying investments in which the Alternative Investments invest will be worth less in the future as inflation decreases the value of payments at future dates. As inflation increases, the real value of such underlying investments could decline. Deflation risk is the risk that prices throughout the economy decline over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely or materially impair the ability of distressed issuers to restructure, which may result in a decline in the value of such underlying investments.

Benchmark Rate Risk. Prior to June 30, 2023, certain bonds and loans held by an Alternative Investment and/or its underlying investments may have had floating interest rates based on the London Inter Bank Offered Rate ("LIBOR"). LIBOR is an estimate of the interest rates to borrow U.S. dollars, sterling, euros and certain other currencies in the London unsecured interbank market, and was widely used as a reference for setting the interest rate on loans, bonds and derivatives globally. Consistent with prior announcements by the United Kingdom's Financial Conduct Authority, the representative settings for all Swiss franc, euro, British pound sterling, Japanese yen, and U.S. dollar LIBORs are no longer available as of June 30, 2023, while synthetic 3-month British pound sterling LIBOR and 1-, 3- and 6-month U.S. dollar LIBOR settings are expected to cease at the end of March 2024 and September 2024, respectively.

On March 15, 2022, the United States enacted the Adjustable Interest Rate (LIBOR) Act of 2021 ("LIBOR Act"). The federal LIBOR Act preempts similar state legislation (including that enacted in New York) and provides one national approach for replacing U.S. dollar LIBOR as a reference interest rate in certain contracts, including those with no fallback provisions or with fallback provisions that identify neither a specific replacement rate nor a "determining person" as defined in the legislation, once U.S. dollar LIBOR is no longer published or is no longer representative. The U.S. Federal Reserve has adopted the final rule that implements the LIBOR Act, which established certain Secured Overnight Financing Rate ("SOFR")-based benchmark replacements for contracts governed by U.S. law that reference overnight and one-, three-, six- and 12-month tenors of U.S. dollar LIBOR that do not have suitable fallback provisions after June 30, 2023.

As a result of the transition away from LIBOR as a benchmark reference for interest rates, certain bonds and loans held by an Alternative Investments and/or its underlying investments may have floating interest rates based on SOFR or, if otherwise provided in the underlying contracts, other alternative benchmark rates.

Inadvertent Concentration. It is possible that a number of Underlying Fund Managers might take substantial positions in the same strategy, security or trade at the same time. It is likely that Citi Alternatives will not be able to ascertain or control investment positions taken by the Underlying Fund Managers. This could interfere with a Managed Account's, Fund of Funds' or Co-Investment Fund's goal of diversification or result in unforeseen exposures. Inadvertent concentration in strategies, positions or sectors will reduce portfolio diversification and may result in volatility and losses.

No Current Income. An Alternative Investment's investment policies should be considered speculative, as there can be no assurance that Citi Alternatives' assessments of the short-term or long-term prospects of investments in the Alternative Investments will prove accurate. In view of the fact that there may be no assurance the Alternative Investments will make distributions, that such distributions may be infrequent and that investors may have limited rights to redeem from the Alternative Investments, an investment in an Alternative Investment is not suitable for investors seeking current income for financial or tax planning purposes.

No Manager Liability Beyond Investment Assets. Subject to certain limitations that will vary between Investment Managers, an Investment Manager shall generally have no liability to an investor for the return of any investment in such Alternative Investment, it being understood that any such return shall be made solely from such Alternative Investment's assets, if any.

Indemnification. Investment Managers and other persons retained by an Alternative Investment are entitled to indemnification and/or exculpation for liability and losses incurred or arising out of their performance of services, except under certain circumstances, from the respective Alternative Investment as set forth in more detail in the respective account documents. An Alternative Investment may also enter into indemnification and other arrangements that impose limitations on liability with its service providers and other parties, including Citi Alternatives. To satisfy a particular debt or obligation, an investor may be required to make additional contributions or payments to the Alternative Investment. These indemnification and/or exculpation provisions will limit the right of Citi Alternatives, a client and/or an investor to maintain an action against such indemnified persons to recover losses or costs incurred by the client and/or investor as a result of actions or failures to act of any Underlying Fund Manager or other indemnified person.

Liability for Return of Distributions. Pursuant to applicable law and/or the relevant Alternative Investment governing documents, investors may be obligated to return cash distributions previously received from an Alternative Investment, in some instances with interest and any such returns shall generally be required to be made without taking into account any taxes previously paid on such distributions.

Reinvestment; Excess Contributions and Obligations. Pursuant to the relevant Alternative Investment governing documents, an Underlying Fund may reinvest distribution proceeds in additional investments, amounts distributed may be subject to recall, and/or an Alternative

Investment may commit to invest or have investment obligations and liabilities that exceed its aggregate capital commitments or assets. Accordingly, an investor may be required to fund a cumulative amount in excess of its commitment, and an investor's aggregate investment exposure may otherwise exceed its aggregate capital contributions to Alternative Investments.

Early Termination. In the event of the early termination of an Alternative Investment, it is possible that, at the time of the associated sale or distribution, certain securities held by the Alternative Investment would be worth less than the initial cost or previously reported value of such securities, resulting in a loss to investors. Early termination of an Alternative Investment may lead to a rapid liquidation of the Underlying Funds, which may have a negative impact on performance. Alternative Investments may also be faced with limited liquidity because the interests in the Underlying Funds are not freely transferrable or subject to suspensions, gates and other restrictions.

Limited Operating History. Some Alternative Investments may be newly established and have no or limited operating or investment history. The past performance of the principals of, or entities associated with, the Investment Managers should not be construed as an indication of the future results of an investment in such Alternative Investments. Despite Citi Alternatives' initial due diligence and ongoing oversight of an Underlying Fund Manager, the Underlying Fund and, indirectly, the Alternative Investment may suffer losses resulting from a failure of the Underlying Fund Manager's operations, which may include, without limitation, inadequate business continuity policies and procedures or preparedness, procedural failures, weakness of operational controls, and fraud.

Limited Voting Rights. The documents governing the Alternative Investments will generally provide that investors have no voting rights except in limited circumstances. Generally, investors will have no right to vote on many matters affecting the Alternative Investments, including, without limitation, the election and dismissal of directors, most amendments, supplements or other modifications to the governing documents of the Alternative Investments, a proposed merger and/or consolidation of the Alternative Investments or the liquidation of the Alternative Investments.

No Direct Interest in Underlying Funds. Investors in Feeders will have no direct interest in Underlying Funds, will have no direct voting rights in Underlying Funds, will not be parties to Underlying Fund agreements, and, accordingly, will not have any standing, recourse or rights under Underlying Fund agreements, and they may not bring any action for any breach thereof against the Underlying Funds or Underlying Fund Managers.

Timing of Investments in Underlying Funds. Decisions with respect to the timing of the initial closing of Underlying Funds and capital calls by Underlying Funds will be made by the Underlying Fund Managers and are not within the control of Citi Alternatives. It is possible that the initial closing of a potential Underlying Fund in which an Alternative Investment seeks to invest may occur after the initial closing of, and potentially after subsequent closings of, such Alternative Investment. Such delay may be significant, or the initial closing of such potential Underlying Fund may never occur. It is also possible that an Underlying Fund will not call capital for a significant period of time after its initial closing. Notwithstanding the timing of the initial closing of an Underlying Fund or its initial capital calls, Alternative Investments generally may have closings

and call capital in accordance with their governing documents. During any period in which capital has been called to an Alternative Fund prior to the closing of an Underlying Fund, no preferred return will accrue.

Consequences of Default. Investors may not be required to pay the entire amount of their investment at the time of their investment in an Alternative Investment. Alternative Investments may call for portions of an investor's commitment on an "as needed" basis. However, if investors fail to make amounts available at the request of the Alternative Investment within the time limits specified, they may forfeit a significant portion, and potentially all, of the amounts that they have already invested and forfeit their right to make further contributions to the Alternative Investment. Investors must therefore be able to make the entire amount of their uncalled commitments available at any time during the lifetime of such Alternative Investment.

If an investor fails to pay when due installments of its commitment or satisfy its other payment obligations to an Alternative Investment when due, such Alternative Investment may be unable to pay its obligations when due. As a result, such Alternative Investment may be subjected to significant penalties that could materially adversely affect the returns to the investors in the Alternative Investment (including non-defaulting investors). In addition, if an investor in an Alternative Investment fails to fund its investment or make another required payment to the Alternative Investment and, as a direct result of such default, the Alternative Investment is unable to and fails to make all or any portion of any contribution or other payment to an Underlying Fund as required pursuant to the Underlying Fund Agreement, the Underlying Fund Manager may treat the Alternative Investment as a defaulting investor under the Underlying Fund Agreement. In this case, the Alternative Investment and the non-defaulting investors may bear costs and expenses in respect of a defaulting investor in the Underlying Fund. If an investor in an Alternative Investment defaults, Citi Alternatives or an affiliate may turn over such investor's identification information to the Underlying Fund Manager or an affiliate to the extent permitted by law and the Underlying Fund Manager or an affiliate may exercise remedies directly against the investor.

Substantial Fees and Expenses. The Alternative Investments are required to meet certain fixed costs, including organizational and offering expenses, investment-related expenses, and ongoing administrative and operating expenses (such as fees payable to service providers). These fees and expenses may be substantial and are payable regardless of whether any profits are realized by the Alternative Investments.

Side Letters and Other Agreements. Some Alternative Investments may enter into separate agreements with certain investors, such as those that are affiliated with, or that are deemed to be involved in a significant or strategic relationship with, the Investment Managers, to waive or modify certain terms, or to allow such investors to invest in separate classes of interests or separate vehicles with different terms than those of the other investors, including, without limitation, with respect to fees, liquidity or depth of information provided to such investors concerning the Alternative Investment. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to other investors of the Alternative Investment. In addition, the Investment Manager may specifically allocate capacity with respect to some of the Alternative Investment's investments to clients or investors who desire increased exposure to such investments. New classes of interests of the Alternative Investment may be established without the approval of the existing investors.

Some Alternative Investments offer certain investors additional or different information and reporting than that offered to other investors. Such information may provide the recipient greater insights into the Alternative Investment's activities than is included in standard reports to investors, thereby enhancing the recipient's ability to make investment decisions with respect to the Alternative Investment.

Developments from Mass Communication. The use of social networks such as Facebook, Twitter, and Instagram, message boards such as Reddit, and other internet channels has become widespread within the US and globally. As a result, individuals now have the ability to rapidly and broadly disseminate information or misinformation without relying on traditional media intermediaries. Information often spreads rapidly across large segments of the US and global population, frequently without any independent verification as to its accuracy, which has led to the spread of misinformation in many cases. The spread of information or misinformation regarding an investment manager, an Alternative Investment, an Alternative Investment's underlying investments, or their respective affiliates could result in material and adverse effects on any of the foregoing. Furthermore, certain administrators of or other service providers to social networks, message boards, app stores, websites, and other internet outlets have taken actions to ban, block, verify, or censor the content disseminated on their networks. Such actions, or similar actions taken by government regulators or courts, could negatively affect an investment manager, an Alternative Investment, an Alternative Investment's underlying investments, or their respective affiliates (e.g., if a portfolio company were to face public backlash or regulatory penalties for taking such actions, or if a portfolio company were itself the subject of such a ban). In addition, the debt or equity securities of an Alternative Investment's or its underlying investments' portfolio companies or their affiliates could become the subject of speculation, including speculation stemming from posts on websites, applications, widely-followed social networks, or message boards. Such speculation could result in volatility in the prices of such securities, disruptions in capital availability for, or the operations of, such portfolio companies and/or short-term or long-term losses for such portfolio companies, their affiliates, the applicable underlying investments, and/or the relevant Alternative Investments.

Proprietary Assets. A percentage of a Feeder's, Fund of Funds' or Co-Investment Fund's assets may be indirectly held by Citigroup and its affiliates. These investments are not subject to any lock-up provisions beyond those imposed by the relevant Master Company, Feeder or Fund of Funds, as applicable. There can be no assurance that the assets of Citigroup will remain invested in a Feeder, Fund of Funds or Co-Investment Fund, as applicable, and Citigroup and its affiliates reserve the right to redeem at any time. In instances where such assets are provided to "seed" a Fund, it is the intention of Citigroup and its affiliates to withdraw or redeem the Citigroup assets once sufficient assets (as determined by Citigroup) have been raised by the Feeder, Fund of Funds or Co-Investment Fund from investors that are not affiliates with Citigroup. Any adverse impact on performance relating to the liquidation of positions to meet any withdrawal or redemption of the Citigroup assets will be borne by the investors.

Capacity Restraints of Underlying Fund Managers. Underlying Funds may impose or be subject to capacity restraints. In the event that capacity with any one Underlying Fund Manager is limited or may be limited in the future, subject to Citi Alternatives' allocation procedures, certain Managed Account clients may be allowed to invest ahead of other investors, even if such investors have previously allocated assets to such Underlying Fund Manager or its relevant Feeder, with the result

that certain investors may no longer have any additional future capacity with such Underlying Fund Managers.

Public Company Risk. As a consequence of Citi Alternatives being the indirect subsidiary of Citigroup, Inc, a publicly traded company, the officers, directors, members, managers, and employees of Citi Alternatives may have duties or incentives related to the interest of Citigroup, Inc.'s shareholders that could differ from, and could conflict with, the interests of Citi Alternatives' clients and investors in Alternative Investment. Any such conflicts would not necessarily arise if Citigroup, Inc. was not publicly traded.

Natural Disasters and Other Major Events Alternative Investments and their investments may be vulnerable to disruption in the case of catastrophic events such as fires, natural disasters (e.g. tornados, floods, hurricanes, volcanic eruptions, and earthquakes), epidemics, pandemics, terrorist attacks, public unrest, war and other armed conflicts and related cyber-attacks, or other circumstances resulting in, among other things, property damage, network interruption, and/or prolonged power outages, disruptions in markets or supply chains and/or prolonged office closures. Although Alternative Investments and their investments are expected to have implemented various measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. If such business operations are disrupted or suspended for extended periods of time, the Alternative Investments could be adversely affected.

Broken Deal Expenses. Alternative Investments can require extensive due diligence activities and regulatory approvals prior to investment, which may entail significant third-party expenses. In the event that an investment is not consummated, an Alternative Investment will bear all or some of such third-party expenses and any termination fees.

Item 9. Disciplinary Information

No legal and disciplinary events that may be material to clients and prospective clients are required to be disclosed as required by this Item 9. Additional information about legal and disciplinary events involving Citi Alternatives or its management person is available in Item 11 of Part 1A of Citi Alternatives' Form ADV, available at www.adviserinfo.sec.gov.

Item 10. Other Financial Industry Activities and Affiliations

Many of the officers and employees of Citi Alternatives making investment decisions have in the past held, and will continue to hold, similar positions as officers and employees of affiliates of Citi Alternatives. Citi Alternatives may share resources, other employees and management, as well as investment ideas and opportunities, with any or all affiliates engaged in similar activities. Certain employees of Citi Alternatives are registered as broker-dealer representatives of CGMI and/or CPA.

Other Registrations

Citi Alternatives is a registered as a Commodity Trading Advisor and a Commodity Pool Operator with the CFTC and is a member of the National Futures Association. Certain HedgeForum Feeders and Fund of Funds operate under relief from commodity pool operator reporting requirements pursuant to CFTC Rule 4.7, other HedgeForum Feeders, Fund of Funds, Co-Investment Funds and

the Managed Accounts are operated in accordance with the certain applicable exemptions from commodity pool operator and commodity trading advisor registration, as applicable, in each case as described in the applicable account documentation.

Material Relationships or Arrangements with Certain Related Persons

Broker-Dealer

CGMI, a registered broker-dealer, and CPA, a registered broker-dealer, each serve as a distributor or referral agent of the Feeders, Funds of Funds, Co-Investment Funds and Managed Accounts. Citibank, N.A. and other Citigroup affiliated entities also serve as distributors, placement agents or referral agents for these Citi Alternatives advised funds and accounts. Such affiliated distributors may charge placement or other fees to clients as provided in the relevant account documentation. CGMI, CPA and certain other affiliated placement agents may also receive from a Portfolio Manager an investor Servicing Fee which may give such placement agents an incentive to place investments in Alternative Investments with higher Servicing Fees. In addition, they may share in certain fees paid to Citi Alternatives in its capacity as investment manager to an Alternative Investment. See Item 5 “Fees and Compensation” and “Compensation from Portfolio Managers” below.

Citi Alternatives may, in certain limited circumstances select either or both of CPA and CGMI as a broker-dealer in respect of the Feeders, Managed Accounts, and Fund of Funds. See Item 12.

Custodian

Citibank, N.A., a national bank, serves as custodian for the assets in the Managed Accounts and it has appointed an unaffiliated sub-custodian for some Managed Accounts, as described in Item 4, above. This arrangement is fully disclosed in the Managed Accounts terms and conditions.

Banking Institutions

As described above, certain Citigroup affiliates serve as distributors or referral agents for Citi Alternatives advised funds and accounts.

As described in Item 4 “Services Provided: Managed Accounts,” Citibank, N.A. and other Citigroup affiliates provide administrative, custodial and other services to the Managed Accounts.

Certain Feeders, Fund of Funds and Co-Investment Funds may retain Citibank, N.A. to provide certain cash account services.

Citi Distributor Compensation

Citi financial advisers, including the bankers, investment counselors and product specialists who provide services in connection with clients’ advisory account(s), receive a fixed base salary plus a discretionary annual bonus, which evaluates the employee’s performance over the entire year. To determine the bonus, Citi has established a balanced assessment model through a scorecard that incorporates a qualitative assessment based on talent management, partnership, leadership,

participation in corporate initiatives, and adherence to Citi's risk management and compliance requirements; and a quantitative assessment based on various financial metrics described below.

Quantitative financial performance assessment is focused primarily on revenue growth, new client acquisition, asset growth, investment advisory account (managed investments) assets under management growth and net product sales (which subtracts client redemptions from gross sales). The scorecard also considers internal referral activity. The way Citi distributors compensate financial advisers creates a conflict of interest because financial advisers receive compensation that is influenced by the revenue, asset growth and product sales that he or she generates. This conflict incentivizes financial advisers to generally recommend the purchase of additional products and services, and that clients increase their existing investment advisory account assets. These metrics, as they are based in part on net sales, also disincentivize recommendations to redeem products. Moreover, the scorecard weighs more heavily certain types of investment products and services over others, which creates an incentive to sell such products or services. For example, the conflict of interest arises because financial advisers earn more for selling products and services that generate ongoing revenue, such as the certain products described in this brochure. Finally, the consideration of internal referral activity incentivizes financial advisers to recommend that clients purchase products and services from Citi affiliates.

While these financial performance measures are taken into account, financial advisers do not receive any direct percentage of the brokerage or advisory revenue they generate. Other core factors on the scorecard include a measure of overall performance against the financial adviser's goals and relative performance against peers in similar roles to determine a final performance rating. The ultimate decision to grant the bonus, and the value and form it takes, are in the sole discretion of management, and depends on factors as Citi's overall performance, such relevant Citi distributor's performance, the financial adviser's business or functional group's performance, as well as the individual's final performance rating.

Compensation from Portfolio Managers

Certain Master Companies will pay CPA, CGMI, or other affiliates of Citi Alternatives, as consideration for investor services conducted by Citi Alternatives and its affiliates in connection with the investment in such Master Company by the relevant Feeder or Fund of Funds, a Servicing Fee. Non-Platform Funds may also pay CPA, CGMI or other affiliates Servicing Fees. See [Item 5](#) "Fees Charged: HedgeForum, Private Equity and Real Estate Platform." Such Servicing Fees may influence CPA, CGMI and such other affiliates to make positive statements about and to recommend investments in these Master Companies.

Citi Alternatives and other Citigroup affiliates will receive fees or other compensation for services, including placement or distribution services, (including but not limited to financial advisory, prime brokerage, lending, investment banking and custodian services) rendered to the Portfolio Managers on the Platforms (including the Servicing Fee) or to issuers of any securities in which such Portfolio Managers invest. This arrangement presents certain conflicts of interest as the Servicing Fee and other fees or compensation payable to the Citi Alternatives and Citigroup-affiliated placement agents can vary among the Feeders, Funds of Funds and Co-Investment Funds, which may give the Citigroup affiliated placement agents an incentive to propose investments in Feeders, Funds of Funds and Co-Investment Funds with higher fees. The Feeders, Funds of Funds and Co-

Investment Funds will not share in any such compensation; however, Managed Account clients will receive rebates or credits of any Servicing Fees attributable to the Managed Accounts as provided in the relevant account documentation.

Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

General

Employees and certain other persons who perform services that support the investment advisory business of Citi Alternatives are bound by the Personal Trading and Investment Policy (“PTIP”) and the Fiduciary Code of Ethics Standard (“Code of Ethics”). The Code of Ethics is designed to comply with applicable regulatory requirements including Rule 204A-1 of the Advisers Act.

Both the ETP and the Code of Ethics govern the trading of employees who support the investment advisory business of Citi Alternatives and the family member/related persons accounts over which the employee has investment discretion.

Certain representatives within Citi Alternatives are considered covered persons under the ETP. This policy governs the manner in which the covered persons’ trading account information is made available to the firm’s compliance department and defines instances where pre-clearance or supervisory pre-approval may be appropriate. Covered persons are subject to a number of restrictions including 1) prohibition on conduct of personal trades in securities for which they are in possession of material, non-public information; 2) prohibition on securities noted on the firm’s restricted list, and 3) prohibition on trading in securities where new and material research has been published. Other restrictions exist with respect to “new issue”/public offerings and trading of Citigroup shares.

Covered persons are further prohibited from engaging in market timing strategies with respect to mutual fund transactions in covered accounts.

Certain supervisory staff are responsible for reviewing all personal trading activity of their covered employees for indications of improper trading activity and insider trading.

When Citi Alternatives personnel purchase or sell certain securities for their own accounts on the same day that transactions in these securities are affected for client accounts, the price paid or realized by advisory personnel generally may not be more advantageous than the price at which the client transactions are effected. If orders by Citi Alternatives personnel are part of a batched client order and the entire block of securities is then not executed on the same day, no part of the order executed is permitted to be allocated to any advisory personnel.

The Code of Ethics describes the standards of business conduct for Citi Alternatives’ investment advisory business, including the fiduciary obligations owed to the clients and the obligation to comply with applicable laws. The Code of Ethics incorporates and is supplemented by other Citi policies and procedures, including policies and procedures designed to protect the flow of material non-public information and the confidentiality of client information and those imposing personal trading and investment restrictions, maintenance of personal securities trading accounts and reporting of personal securities holdings and transactions. The purposes of the Codes of Ethics and

the related policies and procedures include minimizing potential conflicts of interests between employees and investment advisory clients and assuring compliance with applicable laws and regulations. Each person covered under the Code of Ethics receives a copy of the Code of Ethics upon being designated as a covered person and annually thereafter. They must sign an attestation that indicates that they have read and understand such Code of Ethics. In conjunction with this attestation, all covered persons are required to report any violation or potential violation of which they might become aware.

A copy of the Fiduciary Code of Ethics will be provided to any client or prospective client who mails a written request to:

Citi Global Alternatives, LLC
388 Greenwich Street
New York, NY 11013
Attention: Scott Spilkevitz, Chief Compliance Officer

Participation and Interest in Client Transactions

Citi Alternatives and its affiliates from time to time recommend securities in which they directly or indirectly have a financial interest and may buy and sell securities that are recommended to clients for purchase and sale. They also may provide advice and take action in the performance of their duties to clients which differs from advice given, or the timing and nature of action taken, for other clients' accounts. Moreover, Citi Alternatives or any of its affiliates may advise or take action for itself or themselves differently than for clients. In addition, Citi Alternatives, its affiliates, and employees, may invest with any investment manager. Citigroup and certain of its affiliates manage a number of affiliated funds and investment products for their own account that may invest in Alternative Investments.

Citi Alternatives or its affiliates may, from time to time, act as principal for their own accounts in connection with a Feeder's, Fund of Funds' or Co-Investment Fund's securities transactions, including selling securities as principal to, and buying securities as principal from, the Feeder. Citi Alternatives or its affiliates may retain any profits that they may make in such transactions. Citi Alternatives or its affiliates may retain any commissions, remuneration or other profits which may be made in such transactions. From time to time, Citi Alternatives imposes restrictions to address the potential for self-dealing by Citi Alternatives and conflicts of interest that may arise in connection with Citi Alternatives' businesses. Citi Alternatives has adopted various procedures to guard against insider trading.

However, Citi Alternatives personnel are not subject to additional personal trading restrictions, such as extended blackout periods, that are applicable to Citi Alternatives employees who are associated with an affiliated manager.

Other Conflicts of Interest

As an indirect subsidiary of Citigroup, Citi Alternatives is a member of a large corporate conglomerate consisting of many affiliated entities. There may be situations in which the interests of an Underlying Fund or Alternative Investment may conflict with the interests of one or more general accounts of Citi Alternatives and/or Citigroup. In addition, Citigroup has existing and

potential relationships with a significant number of institutions and individuals. Affiliates of Citi Alternatives engage in a broad spectrum of activities, including financial advisory activities, merchant banking, lending, arranging securitizations and other financings, sponsoring and managing private investment funds, engaging in broker-dealer activities, and other activities, and they have extensive investment activities that are independent from, and may from time to time present potential conflicts of interest with, Citi Alternatives' clients. Many of these potential conflicts of interest arise in connection with the investment banking activities and other investment management activities of Citi Alternatives affiliates.

Citi Alternatives has taken certain steps to ameliorate these potential conflicts of interest. Citi Alternatives is organizationally and legally separate from and reports through different channels from the investment banking businesses of Citigroup. Citi Alternatives' compensation, including that of its employees, is independent of the activities of its affiliates (not including distribution activities related to Citi Alternatives' advised funds and accounts), although Citi Alternatives has an inherent interest in the value of the Citigroup conglomerate. Information barriers have been erected that are designed to prevent the flow of non-public information between Citigroup's investment management activities, which include Citi Alternatives, on the one hand and its investment banking and direct investment activities, which include CPA and CGMI, on the other hand.

Citi Alternatives affiliates may provide services to, invest in, advise, sponsor and/or act as investment manager to investment vehicles and other persons or entities which may have similar structures and investment objectives and policies to those of the Alternative Investments and/or the Underlying Funds and which may compete with the Underlying Funds for investment opportunities. Citi Alternatives and its affiliates may give advice and take action in the performance of their duties to clients and certain Alternative Investments that may differ from the timing and nature of actions taken with respect to investments made by other Alternative Investments (or the Underlying Funds in which they invest). In addition, Citi Alternatives and its affiliates, principals, directors, officers, employees and clients may themselves invest in securities that are investments of, or that would be appropriate for, the Underlying Funds and may compete with the Underlying Funds for investment opportunities. It is possible that such persons or entities will take positions either similar or opposite to positions taken in respect of Alternative Investments (or the Underlying Funds in which they invest). As a result of Citigroup's compliance protocols, such as conflict walls, Citi Alternatives will not know about all potential conflicts of interest.

Either Citigroup or Citi Alternatives may determine in its discretion to seek advice and approval regarding any particular conflict of interest from one or more conflict advisory boards that may be convened by Citigroup from time to time. Citigroup and Citi Alternatives shall each determine in its discretion whether to follow the advice and direction of any such conflict advisory board. Any such conflict advisory board will consist of officers and employees of Citigroup and will not be an independent body.

Citigroup affiliates will receive fees (including but not limited to financial advisory, prime brokerage, lending, investment banking and custodian services) or other compensation for services rendered to the Underlying Fund Managers or to issuers of any securities in which such Underlying Fund Managers invest. The Alternative Investments will not share in any such compensation. In

addition, Citigroup affiliates may earn higher fees or compensation for services rendered to certain Alternative Investments by the Underlying Fund Managers, which may give Citigroup affiliates an incentive to make positive statements about these Underlying Fund Managers and to allocate additional capacity, or recommend allocation, to certain Underlying Fund Managers or Alternative Investments.

Generally speaking, the officers and employees of Citi Alternatives will devote such time in respect of the Feeders, Funds of Funds, Co-Investment Funds and Managed Accounts as they deem necessary to carry out the operations of such funds and accounts. However, officers and employees of Citi Alternatives are not necessarily required to devote full time to a given fund's, account's or clients' business and they may have conflicts of interest in allocating their time between such fund, account or client and other related or unrelated activities.

Investors in the Feeders, Funds of Funds and Co-Investment Funds are expected to include entities and persons located in various jurisdictions, who may have conflicting investment, tax and other interests with respect to their various investments. As a result, with respect to a particular Feeder, Fund of Funds or Co-Investment Fund, conflicts of interest may arise in connection with decisions made by Citi Alternatives or its affiliates that may be more beneficial for one type of investor than another type of investor. Citi Alternatives will follow the investment objective and standards for resolving such conflicts set forth in each Feeder's, Fund of Funds' or Co-Investment Fund's governing documents—e.g., by focusing on the pre-tax investment objectives of a fund as a whole.

Certain advisors and other service providers, or their affiliates, (including, without limitation, accountants, administrators, lenders, bankers, brokers, attorneys, consultants, investment or commercial banking firms and certain other advisors and agents) to the Alternative Investments (or to the Underlying Funds or Co-Investments in which they invest) may also provide goods or services to or have business, personal, political, financial or other relationships with Citi Alternatives or its affiliates. These relationships may influence Citi Alternatives in deciding whether to select or recommend such a service provider to perform services for the Alternative Investment and/or the Underlying Funds or Co-Investments in which they invest (the cost of which will generally be borne directly or indirectly by the Alternative Investment). In certain circumstances, advisors and service providers, or their affiliates, may charge different rates or have different arrangements for services provided to Alternative Investments (or to the Underlying Funds or Co-Investments in which they invest), Citi Alternatives and/or each of their affiliates as compared to services provided to the Alternative Investments, which may result in more favorable rates or arrangements than those payable by the Alternative Investments.

Further, other present and future activities of Citi Alternatives, the Investment Managers, the Underlying Funds, the Alternative Investments and/or their respective affiliates may give rise to additional conflicts of interest not contemplated herein.

Procedures for Resolving Conflicts of Interest

On any issues involving actual conflicts of interest, Citi Alternatives will be guided by its legal obligations, including but not limited to the contractual requirements governing such situation, as well as its good faith judgment as to a client's best interests. Citi Alternatives may refer the matter to a committee designed to monitor fiduciary relationships. Subject to the applicable investment

management agreement and other governing documents, Citi Alternatives may take such actions as it may deem necessary or appropriate to ameliorate the conflict. Any such committee will consist of officers and employees of Citigroup and will not be an independent body.

Item 12. Brokerage Practices

Citi Alternatives does not utilize client's agency commission dollars to purchase research and other services (i.e., soft dollars).

Given the nature of Citi Alternatives' investment management services, which typically do not involve direct investing or selecting brokers, it is not expected that Citi Alternatives' activities in the normal course will involve selecting broker-dealers in respect of its advised funds and accounts. However, a Feeder, Fund of Funds or Co-Investment Fund may receive in-kind distributions from a Master Company or an Underlying Fund in the form of securities or otherwise and such in-kind distributions may be illiquid or in the form of restricted securities. With respect to such distributions, Citi Alternatives may have the discretion to sell such securities and distribute the cash proceeds, distribute such securities in-kind or offer the Alternative Investment's investors the option, subject to Citi Alternatives' consent, either to receive the securities in-kind or have the Alternative Investment sell them and distribute the cash proceeds. To the extent Citi Alternatives engages in services which require selecting broker-dealers, Citi Alternatives generally is not limited in its authority to select broker-dealers for trade execution. Citi Alternatives generally considers it appropriate (unless there are relevant factors such as customer direction or legal requirements or policy decisions to the contrary) to use the execution services of affiliated broker-dealers for the purchase and sale of such securities for investment advisory clients. Citi Alternatives' affiliates will receive compensation in connection therewith. As discussed below in connection with unaffiliated broker-dealers, in light of all of the factors bearing upon the execution services provided by Citi Alternatives' affiliated broker-dealers, the commissions charged may exceed those that other broker-dealers may charge. Any such transactions will be executed by Citi Alternatives' affiliated broker-dealers only to the extent permitted by, and in compliance with, applicable law and regulations, including Section 11(a) of the Securities Exchange Act of 1934.

In selecting an unaffiliated broker-dealer for trade execution, Citi Alternatives uses its best judgment to select a broker-dealer that provides prompt and reliable execution at favorable securities prices and reasonable commission rates. Ordinarily, the best net price, giving effect to brokerage commissions and other costs, is the determining factor, but a number of other factors also may enter into the decision. These factors may include: the nature of the security being traded; the size and complexity of the transaction; the desired timing of the transaction; the existing and expected activity in the market for particular securities; confidentiality; and the execution, clearance, and settlement capabilities and financial condition and other relevant and appropriate services of the broker-dealer.

Citi Alternatives does not intend to aggregate the securities to be sold or purchased with respect to the Feeders, the Funds of Funds, Co-Investment Funds or the Managed Accounts.

Item 13. Review of Accounts

With respect to the Feeders, the Funds of Funds and Co-Investment Funds, Citi Alternatives' clients are the respective Feeders, the Funds of Funds or Co-Investment Funds, not the underlying investors. Citi Alternatives will provide each Feeder's, Funds of Funds' or Co-Investment Fund's governing body with periodic reports from its senior portfolio managers and/or research analysts concerning such Feeder's, Funds of Funds' or Co-Investment Funds investments and performance. Such reports will be provided at least annually. While the Feeders', Funds of Funds' and Co-Investment Funds' underlying investors are not advisory clients of Citi Alternatives and will not receive periodic reports from Citi Alternatives as advisory clients, such investors will be provided by the Feeders, Funds of Funds and Co-Investment Funds with annual audited financial statements of the applicable Feeder, Funds of Funds or Co-Investment Funds. In addition, investors will receive monthly statements, certain periodic performance reporting (either monthly or quarterly depending on the Feeder, Fund of Funds or Co-Investment Fund) from the applicable Feeder, Fund of Funds or Co-Investment Fund that is available to the Feeder's, Fund of Funds' or Co-Investment Fund's placement agents and investors can receive such reports upon request.

With respect to the Managed Accounts, Citi Alternatives' clients are the holders of the Managed Account. The relevant advisory agreement and related account documentation will specify the reports to be provided to the client, but generally holders of Managed Accounts receive at least a monthly statement. Non-Discretionary Managed Account clients will receive directly any reporting provided by the Underlying Funds in which such accounts invest. Clients will also receive periodic "Client Reviews," which are statistical reviews and analysis of their Managed Account performed by either senior portfolio managers or senior research analysts.

Generally, absent extraordinary circumstances, Citi Alternatives does not intend to review accounts except as otherwise described above or set forth in the particular account documentation.

Item 14. Client Referrals and Other Compensation

Many of the officers and employees of Citi Alternatives making investment decisions, have in the past held, and may continue to hold, similar positions as officers and employees of affiliates of Citi Alternatives, including Citibank N.A., Citibank Europe plc, CPA and CGMI. Citi Alternatives may share resources, other employees and management, as well as investment ideas and opportunities, with any or all affiliates engaged in similar activities. Certain employees of Citi Alternatives are registered as broker-dealer representatives of CGMI and/or CPA.

CPA, CGMI, Citibank, N.A. and other affiliates may act as placement agents for securities issued by vehicles or accounts managed by Citi Alternatives and will receive fees in respect of such activities. See Item 10 "Compensation from Portfolio Managers" for a discussion of the Servicing Fees that affiliates of Citi Alternatives may receive from certain Portfolio Managers.

Item 15. Custody

Citi Alternatives will cause the Feeders, Funds of Funds, Co-Investment Funds and any other Citi fund client to maintain its funds and securities with a qualified custodian, which includes a U.S. bank, an SEC-registered broker-dealer, a CFTC-registered futures commission merchant, and a foreign financial institution that segregates client assets.

In addition, each Feeder, Fund of Funds, Co-Investment Fund or other Citi fund client is required to be audited by an independent auditor (i.e. independent of Citigroup, Inc., as determined by applicable SEC rules and/or regulations) at least annually and to provide audited financial statements to its investors within 120 days (or longer time periods as permitted) after the end of its fiscal year, or the relevant fund custodian will send each such fund investor an account statement at least quarterly showing such fund's quarter-end positions and NAV, and the Feeder's, Fund of Funds' or other fund client's aggregate account transactions during the quarter.

With respect to Managed Accounts, Citi Alternatives will be deemed to have custody of a client's funds and securities in certain circumstances, including if Citi Alternatives has possession of those funds or securities or is authorized or permitted to withdraw funds or securities held by the account custodian by instruction to the custodian. Quarterly account statement procedures will apply to any Managed Account for which Citi Alternatives is deemed to have custody.

Citi Alternatives clients receiving quarterly statements from a broker-dealer, bank, or other qualified custodian should carefully review such statements. In certain cases and/or for certain Managed Accounts, Citi Alternatives or its affiliates or service providers also sends the client, or a client's independent representative, a separate quarterly or monthly statement, and Citi Alternatives urges the client to carefully review such statements and compare such official custodial records to any account statements that Citi Alternatives provides. Citi Alternatives' statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. As discussed above a third-party sub-custodian has been appointed to maintain custody of certain funds and securities.

Item 16. Investment Discretion

Feeders, Funds of Funds and Co-Investment Funds

Citi Alternatives has the authority to determine, without obtaining specific client consent, the investments and temporary investments a Feeder, Fund of Funds or Co-Investment Fund will acquire, subject in each case to the limitations and restrictions described in the Feeder's, Fund of Funds' or Co-Investment Fund's account documentation and governing documents. A Feeder, Fund of Funds or Co-Investment Fund may receive in kind distributions from a Master Company or an Underlying Fund or Co-Investment in the form of securities or otherwise and such in kind distributions may be illiquid or in the form of restricted securities. With respect to such distributions, Citi Alternatives may have the discretion to sell such securities and distribute the cash proceeds, distribute such securities in kind or offer the Feeder, Fund of Funds or Co-Investment Fund investors the option, subject to Citi Alternatives' consent, either to receive the securities in kind or have Feeder, Fund of Funds or Co-Investment Fund sell them and distribute the cash proceeds. While Citi Alternatives will generally endeavor in such instances to sell or to distribute marketable securities promptly, investors will bear any associated costs or market risks during the disposition process. With respect to a Dedicated Portfolio of a Fund of Funds, the related account documentation will specify any limitations on the Investment Manager's investment authority.

Managed Accounts

The relevant advisory agreement and related account documentation will specify the investment authority (including limitations on it) granted to Citi Alternatives or its affiliates by the holder of the Managed Account.

Item 17. Voting Client Securities

In providing investment advisory services to its clients, Citi Alternatives generally does not vote proxies with respect to the securities held by the underlying portfolios. Proxies are typically voted by Underlying Fund Managers in accordance with their proxy voting policies.

Because Citi Alternatives' products are Managed Accounts, Feeders, Funds of Funds, and Co-Investment Funds and rarely engage in direct trading of equities, the exercise of proxy voting rights typically involves votes with respect to terms and structure changes governing underlying, third party funds. In evaluating these proxies, Citi Alternatives considers numerous factors relating to each product, which may include how the vote could affect the value of the investment, the liquidity of the underlying fund in the overall context of the portfolio as well as in comparison to peer fund managers implementing similar strategies. In voting or abstaining from voting a proxy, Citi Alternatives will act as it deems is in the best interest of the relevant Alternative Investment, and in accordance with Citi Alternatives' proxy voting policy.

In voting proxies, Citi Alternatives is guided by general fiduciary principles. The goal to act prudently, solely in the best interest of the beneficial owners of the accounts and funds it manages. Citi Alternatives will attempt to consider all factors that could affect the value of the investment and will vote proxies in the manner that they believe will be consistent with efforts to maximize investor values.

Item 18. Financial Information

Under relevant SEC rules, Citi Alternatives is not required to disclose information about its financial position or balance sheets because all client fees owed Citi Alternatives are paid in arrears and Citi Alternatives believes that, as of the date hereof, there is no financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients.

Item 19. Requirements for State-Registered Advisers

Citi Alternatives does not believe it is required to register with any state securities authorities and has not done so.