

Item 1 – Cover Page

Citizen.VC Management Group, LLC

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January 1, 2016

This brochure (the “Brochure”) provides information about the qualifications and business practices of Citizen.VC Management Group, LLC. If you have any questions about the contents of this Brochure, please contact us at compliance@citizen.vc. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Citizen.VC Management Group, LLC is an SEC registered investment adviser. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training. Additional information about Citizen.VC Management Group, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov. You may search this site using a unique identifying number, known as a CRD number, Citizen.VC Management Group, LLC’s CRD Number is 226633.

Currently, our Brochure may be requested by contacting Citizen.VC Management Group, LLC at info@citizen.vc. We will provide you with a copy of this Brochure at any time, without charge.

Item 2 – Material Changes

As this is the initial filing, there have been no material updates. Any future material changes will be noted in this section.

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Item 4 – Advisory Business

Citizen.VC Management Group, LLC (hereinafter “CVC Management” or “Firm”) is an SEC registered investment adviser with its principal place of business located in New York, New York. CVC Management is a Delaware limited liability company that was founded in January 2014.

CVC Management serves as the investment adviser with discretionary authority to private investment vehicles, the securities of which are offered to investors on a private placement basis (each, a “Fund” and collectively, the “Funds”). As used herein, the term “Client” generally refers to each Fund.

Citizen VC, Inc. is the principal owner of CVC Management. Citizen VC, Inc. is developing an online platform to facilitate investments in the Funds. The Citizen VC, Inc. platform will be the primary distribution channel for interests in the Funds managed by CVC Management. Emilio DiSanluciano via Statler & Waldorf Inc. and Zain Khan are the principal owners of Citizen VC, Inc.

The goal of each Fund is to produce long-term capital appreciation by making investments primarily in later-stage venture companies¹. CVC Management primarily concentrates on certain sectors, including information technology, social media and consumer technology sectors.

CVC Management provides investment advice directly to the Funds and not individually to the investors in the Funds. As such, the Firm does not tailor advisory services to the individual needs of the investors in the Funds. CVC Management generally does not permit investors in the Funds to impose restrictions on investing in certain securities or types of securities. CVC Management does not participate in wrap fee programs.

As of December 31, 2014, CVC Management managed approximately \$69,800,000 on a discretionary basis.

Item 5 – Fees and Compensation

CVC Management generally charges each Client a fixed fee based on the value of the Client’s initial investment.

¹ The state of a company that has proven its concept, achieved significant revenues compared to its competition and is approaching cash flow break even or positive net income. A later-stage company is approaching a liquidity event such as an Initial Public Offering (“IPO”) or buyout.

The fees applicable to each Fund are set forth in detail in each Fund's offering materials, any supplement thereto and/or disclosure documents. CVC Management's compensation may differ among Clients based upon multiple factors including, without limitation, the complexity of the underlying investment, account size and other opportunity-specific considerations.

Although a brief summary of certain Fund fees is provided below, please note that such brief summary is not a substitute for the detailed terms provided in each Fund's applicable offering materials, any supplement thereto and/or disclosure documents. Fund investors/prospective investors are thus strongly urged to closely review such disclosure documents for information with respect to management fee and performance compensation terms. Please note, lower fees for comparable services may be available from other sources.

Any management fee paid to CVC Management shall be referred to herein as a "Management Fee". Each Fund generally pays a one-time, up-front Management Fee based on total capital invested. The Management Fee is generally as follows:

- 3% of initial capital contributions

Any performance-based incentive allocation paid to CVC Management shall be referred to herein as a "Performance-Based Fee". Each Fund generally pays a one-time Performance-Based Fee based on performance of the Fund. The Performance-Based Fee is generally as follows:

- 10% of cumulative gains.

This Performance-Based Fee is typically allocated upon the capital distribution to investors of a Fund.

The Management Fee and Performance-Based Fee are generally deducted by CVC Management from the assets of such Client. As discussed above, the Management Fee is generally deducted at the time of the initial investment and the Performance-Based Fee is generally deducted upon the capital distribution to investors of the Fund. In the event the advisory contract is terminated prior to the distribution event the Management Fee and Performance-Based Fee are generally not refundable.

Each Fund is responsible for the payment of its organizational and ongoing operational expenses, as provided under the terms of the applicable operating agreement, any supplement thereto and/or the governing documents (the "Governing Documents"). Such charges and fees are exclusive of and in addition to the Management Fee paid to CVC Management. Fund expenses may include, without limitation, investment-related expenses (e.g., brokerage

commissions, custodial fees, bank service fees, and interest expenses) and other transaction-related expenses; investment-related research; professional fees (including, without limitation, expenses of consultants and experts); administrative expenses; accounting expenses; operating expenses (e.g., corporate action processing, pricing services, portfolio management reporting software and reconciliation); legal expenses; auditing and tax preparation expenses; costs of printing and mailing reports and notices; reasonable travel and travel-related expenses incurred in connection with the Client; interest on balances due and other fees and charges of financial counterparties, banks and custodians; any taxes and other governmental charges and duties imposed on or payable by the Client; organizational expenses; corporate licensing; governmental fees and regulatory expenses (including filing fees); assignment fees; establishment of operation of the Clients' subsidiaries or special purpose vehicles; expenses incurred in connection with the offering and sale of membership interests and other similar expenses related to the Client; premiums for liability insurance covering the Client's directors (if any), CVC Management and its partners, directors, officers, employees and agents; any fees and expenses associated with the organization and conduct of any board of directors' and shareholders' meeting; any fees and expenses associated with maintaining the Client's registered office; litigation and indemnification expenses and other extraordinary expenses not incurred in the ordinary course of the Client's business; and other expenses related to the Client as determined in sole discretion of CVC Management, a CVC Management affiliate or board of director (if any), as applicable.

Emilio DiSanluciano and Joseph Dempsey are Registered Representatives with Morpheus Securities LLC. In such a capacity, they may sell securities through Morpheus Securities LLC and receive normal and customary commissions as a result of such purchases and sales. This presents a conflict of interest to the extent that either recommends that a Client invest in a security which results in a commissions being paid to them. When recommending the sale of securities or investment products for which the person received compensation, they will document the conflict of interest and inform the investor of the conflict of interest. Investors always have the option to purchase recommended products through other brokers or agents that are not affiliated with the Firm. Commissions are not a primary source of income for Mr. DiSanluciano or Mr. Dempsey. Advisory fees that are charged to Clients are not reduced to offset any commissions or markups on securities or investment products recommended.

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

CVC Management, subject to the conditions set forth in the Governing Documents of each Fund, is entitled to receive performance-based fees or carried interest ("Performance-Based Fees") from each Fund. The rate of the Performance-Based Fee paid to CVC Management varies from Fund to Fund and is disclosed in each Fund's Governing Documents.

The variation of performance compensation structures among and within CVC Management's Clients may create an incentive for CVC Management to direct the best investment ideas to the favor of Clients that pay or allocate performance compensation (or pay or allocate a higher performance compensation than a Client that is subject to a lower performance compensation). In addition, the Performance-Based Fees may provide a possible incentive for CVC Management to make riskier or more speculative investments on behalf of a Client than it might make otherwise. Notwithstanding this potential incentive, CVC Management will evaluate investments in a manner that it considers to be in the best interest of its Clients, given those Clients' investment objectives, investment objectives and investment strategy.

Item 5 describes the performance-based compensation charged by CVC Management generally, and detailed information with respect to such CVC Management compensation is set forth in more detail in the applicable Governing Documents.

Item 7 – Types of Clients

CVC Management generally provides investment advice to Funds that are formed for the purpose of investment and are exempt from registration as investment companies pursuant to section 3(c)(1) of the Investment Company Act.

The minimum initial investment amount in any Fund is typically no less than \$50,000. Exceptions to such minimum investment requirements may generally be made at the sole discretion of CVC Management or its affiliates and/or the boards of directors of certain Funds to the extent permitted under applicable law. Additionally, CVC Management requires that all U.S. investors in CVC Management's Funds be "accredited investors" and "qualified clients" as each is defined under U.S. federal securities laws.

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

The descriptions set forth in this Brochure of specific advisory services that CVC Management offers to Clients, and investment strategies pursued and investments made by CVC Management on behalf of its Clients, should not be understood to limit in any way CVC Management's investment activities. CVC Management may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that CVC Management considers appropriate, subject to each Client's investment objectives and guidelines.

The investment strategies CVC Management pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved.

On behalf of the Funds, CVC Management seeks to identify investments that offer opportunities to realize substantial long-term appreciation. CVC Management applies a deep fundamental approach to source investment opportunities. Fundamental analysis of a business involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Each position stands on its own based on CVC Management's assessment of whether a significant discrepancy exists between a company's current market value and its future business value. CVC Management intends to invest Fund assets in sectors and companies in which it has differentiated expertise and understanding. It is the intention that most of the Funds' capital be invested in generally illiquid securities.

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the Clients advised by CVC Management. These risk factors include only certain of those risks CVC Management believes to be material, significant or unusual and relate to particular significant investment strategies (and the types of securities and instruments used to implement those strategies) and methods of analysis employed by CVC Management.

Investors and potential investors in CVC Management Clients are cautioned that it is crucial to review the risk factors set forth in the specific Fund's applicable disclosure documents, because such risk factors are tailored for risks applicable to the specific Fund.

Risks of Investments in Securities Generally. All securities investments risk the loss of capital. No guarantee or representation is made that CVC Management's investment programs will be successful. CVC Management's investment in securities may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where CVC Management may invest the Clients' assets.

Lack of Diversification. The portfolios of the Funds may not be diversified among a wide range of types of investments or at all. It is anticipated that each Fund's portfolio will likely be concentrated in part or in whole on a single issuer. Such concentration of risk may increase the losses suffered by the Funds or reduce its ability to hedge its exposure and to dispose of depreciating assets. Accordingly, the investment portfolio may be subject to concentration risks and more rapid change in value than would be the case if it were required to maintain a broader diversification among types of securities, industry, geographic or sector areas or other investments or issuers. Limited diversity could expose the Funds to losses disproportionate to those incurred by the market in general if the areas in which the Funds' investments are concentrated are disproportionately adversely affected by price movements in those financial instruments or assets.

Private Investments. The ability to realize value from an investment in a private company will depend largely upon successful completion of the company's initial public offering or the sale of the company to another company, which may not occur for a period of several years after the date of the initial investment, or may not occur at all. There can be no assurance that any of

the companies in which the Funds invests in will complete public offerings or be sold, or, if such events occur, as to the timing and value of such offerings or sales. In addition, the Funds may be subject to, or may agree to become subject to, lock-up periods subsequent to an initial public offering or other liquidity event. The Funds may also lose all or part of its entire investment if these companies fail or their product lines fail to achieve an adequate level of market recognition or acceptance.

Early-Stage Companies/Later-Stage Companies/Startups. Investing in early-stage, later-stage and startup companies involve a high degree of business and financial risk that can result in substantial or total loss. Because such early stage companies have unproven business models that may never scale, they may expose Clients to greater risk and lower returns than companies with longer operating histories. Many of these companies will need substantial additional capital to support additional research and development activities or expansion or to achieve or maintain a competitive position. These companies may face intense competition, including from companies with greater financial resources, more extensive development, manufacturing, marketing and service capabilities.

Liquidity Risks. Investment in a Fund requires a long-term commitment with no certainty of return. Each Fund primarily invests in highly illiquid investments, and there is no assurance that a Fund will be able to sell such investments in a timely manner. Fund assets may, at any given time, include securities and other financial instruments or obligations which are thinly-traded or for which no market exists and/or which are restricted as to their transferability pursuant to the terms of the Fund's investment or under applicable securities laws. CVC Management may be unable to dispose of certain assets, which would adversely affect the Clients' ability to rebalance their portfolios or to meet any permitted redemption requests, as applicable. In addition, such circumstances may force CVC Management to dispose of assets at reduced prices, thereby adversely affecting the Clients' performance. If there are other market participants seeking to dispose of similar assets at the same time, CVC Management may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if the Clients incur substantial trading losses, the need for liquidity could rise sharply while their access to liquidity could be impaired.

Lack of Transferability. The membership interests offered by each Fund will not be registered under the federal securities laws and therefore are subject to restrictions on transfer. In addition, no Fund is obligated to redeem any member's interest and there may be significant restrictions on the ability of members to transfer their interests in the applicable Fund. No market exists for the members' interests of any Fund, and none is expected to develop. Consequently, an investor should not expect to liquidate its investment in a Fund readily and must be able to bear the economic risk of such investment for an extended period of time.

Technology Companies. Technology-related companies can be volatile, and the marketplaces in which these companies operate are extremely competitive particularly since this sector may not present capital intensive barriers to entry. Because the markets in which these

companies operate are so competitive, there can be no assurance that a company which has significant market share will be able to protect that market share as competitors develop technologies or interfaces that are substantially equivalent or superior to the technology of such company. In addition, many of these companies trade at stock prices reflecting significant future growth which may or may not occur.

Competition. The markets in which many technology companies operate are extremely competitive. New technologies and improved products and services are continually being developed, rendering older technologies, products and services obsolete.

Companies with Limited Information Available. Under certain circumstances the Funds may invest in companies in which limited information is available with respect to its operations and performance, thereby severely limiting the ability to (i) verify any representation made by such company, (ii) monitor any investment strategy being employed by such company, or (iii) detect any misconduct or fraud engaged in by such company.

Intellectual Property Protections. Certain companies the Funds may invest in will often rely on a combination of patent, copyright, trademark and trade secret protection and non-disclosure agreements, to establish and protect their proprietary rights, which are frequently essential to the growth and profitability of the company. There can be no assurance that a particular company will be able to protect these rights or will have the financial resources to do so, or that competitors will not develop or patent technologies that are substantially equivalent or superior to the technology of a company in which the Fund invests.

Inexperienced Management and Operating History. The companies the Funds invest in may have limited operating histories. As a result, these companies may have inexperienced management, face undeveloped or limited markets, have limited products, have no proven profit-making history, may operate at a loss or with substantial variations in operating results from period to period, have limited access to capital and/or be in the developmental stages of their businesses.

Global Investments; Emerging Markets. CVC Management may invest a portion of the Clients' assets in the securities of issuers located outside the U.S., including securities of non-U.S. corporations. Such investments involve certain considerations not usually associated with investing in securities of U.S. companies or U.S. markets, including political and economic considerations, such as greater risks of expropriation and nationalization, and confiscatory taxation; the potential difficulty of repatriating funds and the ability to exchange local currencies for U.S. dollars; general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and price volatility; greater volatility, less liquidity and smaller capitalization of markets; greater controls on foreign

investment and limitations on realization of investments; increased likelihood of governmental involvement in and control over the economy; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict CVC Management's investment opportunities. In addition, accounting and financial reporting standards that prevail in such countries generally are not equivalent to U.S. standards and, consequently, less information may be available to investors in companies located in such countries than is available to investors in companies located in the U.S. There is also less regulation, generally, of the securities markets in such countries than there is in the U.S., and less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors. An issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

Debt Securities Generally. CVC Management may invest in private and public convertible debt securities and instruments. Convertible debt instruments in which CVC Management invests may be unrated, and whether or not rated, the debt instruments may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal or convert the debt to equity. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest, repay principal and convert to equity in accordance with the terms of the obligations and involve major risk exposure to adverse conditions.

Preferred Stock. CVC Management may invest in preferred stock securities. Preferred stock generally has a preference as to dividends and upon the event of liquidation over an issuer's common stock, but it ranks junior to debt securities in an issuer's capital structure. Although rare for venture companies preferred stock pay dividends in cash (or additional shares of preferred stock) at a defined rate, but unlike interest payments on debt securities, preferred stock dividends are payable only if declared by the issuer's board of directors. Dividends on preferred stock may be cumulative, meaning that, in the event the issuer fails to make one or more dividend payments on the preferred stock, no dividends may be paid on the issuer's common stock until all unpaid preferred stock dividends have been paid. Preferred stock may also be subject to optional or mandatory redemption or conversion provisions.

In addition to reviewing Item 8, current and prospective investors in the Funds should carefully review each relevant Fund's Governing Documents for additional information and a more detailed discussion of the relevant risks.

Item 9 – Disciplinary Information

Zain Khan, Emilio DiSanluciano, Morpheus Securities, LLC, Rhino Financial Group, LLC (the owner of Morpheus Securities, LLC which is 100% owned by Zain Khan) and Citizen VC, Inc. were Respondents, Counter Claimants and Third-Party Claimants in a FINRA arbitration² initiated by a former employee of Citizen VC, Inc. and a former Registered Representative at Morpheus Securities, LLC. The arbitration centered on the amount of money the former employee was owed as a separation payment from Citizen VC, Inc. and his claim of commissions earned at Morpheus Securities, LLC. The arbitration panel awarded the claimants \$1,527,728.91 in compensatory damages against Citizen VC, Inc., Zain Khan, and Emilio DiSanluciano. All other claims were denied. The award is currently being reviewed in New York Supreme Court.

In 2012, when Emilio DiSanluciano was a Registered Representative at Felix Investments LLC, FINRA alleged that Mr. DiSanluciano's firm, acting through him and others, in communications with the public made claims or omitted material facts such that the communications were not fair and balanced and did not provide a sound basis for evaluating investment opportunities, which violated NASD Rules 2210(D)(1)(A) and (B) and FINRA Rule 2010. Without admitting or denying the findings, Mr. DiSanluciano settled and consented to a fine of \$20,000 and a suspension of 10 business days.³

In 2012, Emilio DiSanluciano was named in a lawsuit against J.P. Turner & Company LLC where he had been a Registered Representative, commenced by the trustee for a company that had gone bankrupt. Mr. DiSanluciano was released from the case which was subsequently settled by J.P. Turner & Company LLC for undisclosed monetary compensation believed to exceed \$15,000.⁴

In 2004, when Emilio DiSanluciano was a former Registered Representative at Sands Brothers & Co., LTD., a customer alleged misrepresentation, unsuitability and unauthorized trading. The matter was settled and a monetary compensation amount of \$1,000 was paid.⁵

In 2010, a customer alleged excessive and risky trading during Emilio DiSanluciano's tenure as a Registered Representative at J.P. Turner & Company LLC that resulted in losses of capital. The matter was closed with no action taken.

² FINRA Arbitration Number 14-02823

³ Docket /Case Number: 2010020933302

⁴ Docket / Case Number: 2012-53884

⁵ Arbitration / Reparation Claim filed with and Docket/Case Number: NYSE Arbitration Number 2003-012100

In 2009, when Emilio DiSanluciano was a Registered Representative at J.P. Turner & Company LLC, a customer alleged misrepresentation during a private placement offering. The matter was closed with no action taken.

The details of the above events regarding Emilio DiSanluciano can be found on FINRA's BrokerCheck system. The BrokerCheck link is www.finra.org/brokercheck. If you need help searching BrokerCheck, you can use the following help link <http://www.finra.org/Investors/ToolsCalculators/BrokerCheck/P015184> or call the BrokerCheck Hotline at (800) 289-9999.

Item 10 – Other Financial Industry Activities and Affiliations

Emilio DiSanluciano and Joseph Dempsey are each registered representatives of Morpheus Securities LLC, a registered broker-dealer and member of the Financial Industry Regulatory Authority ("FINRA"). Individuals who are registered representatives are paid fees/commissions based on sales of securities. When acting in the capacity of a registered representative the associated person may place clients in investment products sold through this broker-dealer and may receive the customary commissions or fees on the products that the client purchases. Receiving commissions on products may cause a conflict of interest. It is expected that there will be few, if any, transactions on behalf of the Funds executed through Morpheus Securities LLC. When such a situation does occur CVC Management will address this conflict by taking the following steps:

- The Firm will disclose to the potential investor of the Fund the existence of any commission or fee arrangement prior to the applicable transaction;
- The Firm will disclose to the potential investor of the Fund that they are not obligated to purchase the recommended investment product from CVC Management or Morpheus Securities LLC;
- The Firm will collect, maintain and document accurate, complete and relevant investor background information, including the investor's financial goals, objectives and risk tolerance;
- The Firm educates its employees regarding the responsibilities of a fiduciary, including the need for having reasonable and independent basis for the investment advice given.

CVC Management is not registered and does not have an application pending as a futures commission merchant, commodity pool operator, commodity trading adviser or an associated

person thereof. All material conflicts of interest are disclosed which could be reasonably expected to impair the rendering of unbiased and objective advice.

Item 11 – Code of Ethics

CVC Management has adopted a Code of Ethics (“Code”) which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal and state securities laws. The Code incorporates the general principle that CVC Management partners, officers and employees (“personnel”) are under a duty at all times to place the interests of CVC Management’s Clients first and foremost. The Code also includes specific policies and procedures that are designed to address actual or potential conflicts of interest with CVC Management’s Clients and are consistent with CVC Management’s fiduciary duty to its Clients.

The Code incorporates the following general principles that all employees are expected to uphold at all times:

- Employees owe a fiduciary obligation to all Clients;
- Employees must place the interests of Clients first and foremost;
- Employees must conduct all personal securities transactions in a manner consistent with the Code and seek to avoid both actual conflicts of interest and the appearance thereof; and
- Employees may not take inappropriate advantage of their positions.

Subject to the Code, CVC Management’s personnel may invest on behalf of themselves through their own accounts in securities and other instruments that would be appropriate for, are held by, or may fall within the investment guidelines of CVC Management’s Clients. CVC Management and CVC Management’s personnel may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given to or action taken for Clients. CVC Management and CVC Management’s personnel may also have ongoing relationships with companies whose securities are in or are being considered for the portfolios of CVC Management’s Clients. CVC Management has established policies and procedures to monitor and address conflicts and will endeavor to address conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances.

CVC Management will provide a copy of our Code of Ethics to any client or prospective client upon request.

Item 12 – Brokerage Practices

CVC Management, on behalf of each Fund, primarily purchases securities through unregistered, private offerings directly from the issuer of such securities or from their shareholders. In certain circumstances, CVC Management, on behalf of a particular Fund, may purchase securities using the services of a broker-dealer. CVC Management is authorized to determine the broker-dealer to be used for such securities transactions for Clients. In cases where a broker-dealer is used to effect portfolio transactions for any Fund, CVC Management will seek to obtain “best execution” in connection with any such transaction. In seeking to achieve best execution, CVC Management considers the full range and quality of a broker’s services including the value of any research provided, execution capabilities, commission rate, financial responsibility, and responsiveness.

CVC Management does not currently use or have any intent to use “soft dollars” but has the right to do so. Soft dollar arrangements generally arise when an adviser receives research or brokerage products or services from a broker-dealer in exchange for placing securities transactions with that broker-dealer. If CVC Management uses soft dollars, brokerage and research services provided to CVC Management in exchange for certain levels of brokerage business may include research reports on particular industries and companies, economic surveys and analyses, advice from legal, strategic, financial and industry consultants and advisors, recommendations as to specific other services (e.g., research related computer software) providing lawful and appropriate assistance to CVC Management in connection with its investment advisory responsibilities. Any use of “soft dollars” will fall within the safe harbor created by Section 28(e) of the Securities Exchange Act of 1934, as amended. Under Section 28(e), brokerage and research services obtained with “soft dollars” generated by one of CVC Management’s Clients may be used by CVC Management to service other Clients, including Clients that may not have paid for the soft dollar benefits. Where brokerage or research services obtained with soft dollars provides both research and non-research assistance to CVC Management (e.g., a “mixed use” item), CVC Management will not seek to allocate soft dollar benefits to Client accounts in proportion to the soft dollar credits the Client accounts generate. CVC Management notes that if it were to use Client brokerage commissions to obtain products or services that are not Fund expenses, CVC Management would obtain a benefit because it would not have to pay for such services. As a result, in such circumstances, CVC Management would have an incentive to select or recommend a broker based on its own interest in receiving research or other products and services, rather than selecting brokers based on the Client’s interest in receiving best execution.

CVC Management may place transactions with a broker that (i) provides it with the opportunity to participate in capital introduction events sponsored by the broker, (ii) refers investors to funds or other products managed by CVC Management or (iii) invests or whose

affiliate invests in a Fund. CVC Management may have an incentive to direct trades to a broker based on its interest in receiving these benefits rather than the Client's interest in receiving the most favorable execution. CVC Management believes this potential conflict of interest is mitigated by the fact that capital introduction services and referrals from brokers are not a significant source of capital for the Funds. In addition, it is generally not CVC Management's practice to direct commissions to such brokers to compensate them for the opportunity to participate in such capital introduction events, the referral of investors or any direct investment in a Fund by a broker (or an affiliate).

CVC Management will generally aggregate orders for shares of the same securities purchased. CVC Management will then distribute a portion of the shares to participating investors in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to total capital invested, but it is not based on performance or the amount or structure of the management fees. Subject to CVC Management's discretion, regarding particular circumstances and market conditions, when orders are aggregated, each participating Client pays an average price per share for all transactions and pays a proportionate share of all transaction costs.

Item 13 – Review of Accounts

The investment portfolio of each Fund is regularly reviewed by CVC Management's Chief Executive Officer, President and other investment professionals in the course of managing the portfolios. These reviews are generally conducted quarterly and are designed to ensure that the Funds' investments are performing within acceptable ranges.

The financial statements of the Funds are prepared and audited in conformity with accounting principles generally accepted in the United States of America ("GAAP") at each calendar year-end. Investors in the Funds will typically receive the calendar year-end audited financials.

Item 14 – Client Referrals and Other Compensation

CVC Management may agree to pay, or cause a Fund to pay, third-party placement agents that refer investors to a Fund. The compensation typically paid to these agents includes a portion of the fixed fee and/or incentive allocation earned by CVC Management in respect of investors referred by such agents or where applicable, a fixed fee based on the aggregate capital commitments to a Fund.

The referral arrangements described above involve potential conflicts of interest because the placement agent may have an incentive to favor sales of interests in a Fund over sales of other investment products for which the agent will receive lower or no fees. Prospective and existing investors should consider this potential conflict of interest when evaluating any recommendation or referral by an agent regarding an investment in a Fund.

CVC Management may also receive investor referrals from broker-dealers that provide execution and other services to Clients. See the description in Item 12 above.

Where required, all such referral arrangements will be made in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements.

Item 15 – Custody

CVC Management is deemed to have custody of the Funds assets and securities because it has authority to obtain these assets and securities. Accordingly, CVC Management complies with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940.

CVC Management maintains Fund assets with Deutsche Bank as custodian.

Item 16 – Investment Discretion

CVC Management has full discretionary authority to manage fiduciary accounts for its Clients, including the ability to decide which securities and/or assets are bought and sold, the amount and price of those securities and/or assets, the principals or brokers, if any, selected to execute a particular transaction and commissions paid, where applicable. Investment terms are further set forth in detail in each Fund’s Governing Documents.

Item 17 – Voting *Client* Securities

CVC Management generally has discretion to make decisions regarding corporate actions or proxies, if any, in connection with investments held by its Clients. CVC Management will refrain from voting proxies where CVC Management believes that voting would be inappropriate. CVC Management will generally vote proxies relating to routine matters consistent with the recommendation of the company’s management unless it determines that it is in the best interest of the relevant Clients to do otherwise. Routine matters include, without limitation, routine election of directors (where no corporate governance issues are implicated), selection of auditors and increases in or reclassification of common stock. For all non-routine

matters, CVC Management will consider the proxy proposal on a case-by-case basis taking into account various factors, including without limitation, the analysis, research and recommendation provided by a third party proxy service, whether the proposal was recommended by management and other factors it deems relevant in light of the proposal(s).

Upon written request, investors of the Clients may obtain details as to how the securities or corporate actions were voted in their respective portfolios by contacting CVC Management at info@citizen.vc.

Item 18 – Financial Information

CVC Management is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to Clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.