

1. Introduction

Crito Capital LLC (“Crito” or “we”) is registered with the Securities and Exchange Commission as a broker-dealer. We make introductions to clearing brokers and to private investment opportunities. We can open a traditional securities account for you, or introduce you to fund managers or deal opportunities. In the case of a direct introduction to a fund manager or deal, you will be responsible for keeping track of your investments directly with these providers. Free and simple tools are available to research firms and financial professionals at investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

2. What investment services and advice can you provide me?

- If you establish a relationship with us, typically by opening a securities account with a clearing broker or by sharing personal information about yourself, you can choose to invest in equity securities or in a fund or deal we introduce to you, and we will be paid transaction-based compensation either as a commission or by the issuer of the securities
- You may select opportunities which we recommend to you and the choice of investments and the decision to purchase or to sell investments will be up to you
- We offer a limited selection of investments. Other firms could offer a wider range of choices, some of which might be offered at a lower cost to you
- We do not have an account minimum per se. In the case of a brokerage account, the minimum investment amount is determined by the clearing firm. In the case of a direct opportunity, it is the responsibility of the issuer to establish and this information would be clearly communicated to you in any recommendation made to you by Crito

Conversation starters: Given my financial situation, should I choose a brokerage service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean? Responses to these questions can be found at: [Conversation starters](#)

3. What Commissions or Fees Will I Pay?

- The fee you pay is based on the specific transaction and not the value of your account
- Our fees vary and are typically negotiated with the issuer of the securities, who would generally pay Crito
- You will generally not make a direct payment to us
- We may charge an additional fee to monitor your investments or to provide other services to you. If we do so, such fees will be clearly spelled out in a written agreement with you
- The more investments we introduce to you which are approved by you will result in a larger dollar amount of fees paid by the issuer to Crito

You will pay fees and costs whether you make or lose money in your investments. Fees and costs will reduce the amount of money you make on your investments over time. Please be sure you understand what fees and costs you are paying.

Conversation starters: Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me? Responses to these questions can be found at: [Conversation starters](#)

What are your legal obligations to me when providing recommendations? How else does your firm make money and what conflicts of interest do you have?

- Crito's legal obligation when providing recommendations is to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money may create a conflict with your interests. You should seek to understand and ask us about these actual and perceived conflicts, because our conflicts may affect the recommendations we make to you.
- With respect to direct introductions of investment opportunities, Crito typically has limited contractual legal obligations to its Customers.

Here are some examples to help you understand what this means:

- As a reference point, investment advisers provide advice on a regular basis. They discuss your investment goals, design a strategy to achieve your investment goals, and regularly monitor your account. We do not provide these services to our customers, as we only introduce investment opportunities to you
- We can make more money by selling you investments which entail a higher degree of risk. Typically, a private placement broker-dealer will receive more compensation from the issuer for the sale of an equity investment in comparison with other lower risk investments
- We have an incentive to offer or recommend certain investments to you, such as equity investments, because the manager or sponsor of those investments shares with us a fee for promoting the investment to customers
- We do not act as a principal, buying investments for our own account, and reselling them to you. Instead, we only act as agent, introducing you to investment opportunities. Therefore, in the case of directly introduced opportunities, our primary alliance is to the issuer, who is compensating us for placing the security offering with you

Conversation starters: How might your conflicts of interest affect me, and how will you address them? Our response to this question can be found at: [Conversation starters](#)

How do your financial professionals make money?

Crito's financial professionals are paid a percentage of the fees received from the issuer. Compensation received from an issuer is disbursed to financial professionals based on their success at placing an issuer's securities with Customers.

4. Do you or your financial professionals have legal or disciplinary history?

No, Crito does not have a disciplinary history. Yes, for our financial professionals. Visit www.brokercheck.com for a free and simple search to research our firm and our financial professionals. Free and simple tools are available to research firms and financial professionals at investor.gov/CRS.

Conversation starters: As a financial professional, do you have any disciplinary history? For what type of conduct? Our responses to these questions can be found at: [Conversation starters](#)

5. For more information about our services or financial professionals or to request an up-to-date version of this form please email info@critocapital.com or call 203-423-5600.

Conversation starters: Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me? Our responses to these questions can be found at: [Conversation starters](#)