

KM Capital Management, Ltd.  
Form CRS Relationship Summary  
March 30, 2023

Introduction	<p>KM Capital Management, Ltd. (“KMC”) is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser. Brokerage and investment advisory services and fees differ, and it is important for you to understand these differences. Free and simple tools are available to research firms and financial professionals at <a href="https://www.investor.gov/CRS">Investor.gov/CRS</a>, which also provides educational materials about broker-dealers, investment advisers, and investing.</p>
<p>What investment services and advice can you provide me?</p>	<p>We offer investment advisory services to retail investors including portfolio management, bill pay and bookkeeping services, insurance planning, large asset purchase assistance, and other concierge and administrative services. Our client portfolios will typically be invested in a variety of investment products on a <b>discretionary basis</b>, including but not limited to, exchange traded funds, mutual funds, stocks, bonds, digital assets and money market funds or other cash equivalents.</p> <p>KMC also recommends and monitors private placements in alternative investments for qualified managed account clients. On occasion, we may establish a stand-alone private equity vehicle to hold the investment, and the relevant clients will then invest in such a vehicle (“KMC Fund”). Alternatively, KMC will recommend the managed account client to invest directly in the private placement offering (“Direct Private Placement”). All KMC managed account client recommendations in a KMC Fund or Direct Private Placements are offered on a <b>non-discretionary</b> basis, which requires client approval, and as such, the client makes the ultimate decision regarding such investments. We generally require a minimum amount of assets or \$500,000 (cash or securities) to be deposited to an account for the purpose of obtaining portfolio management services. However, account minimums can be waived at our discretion.</p> <p>KMC has engaged 55i, LLC d/b/a 55ip (“55ip”), a registered investment adviser with SEC, as a sub-adviser to assist certain Clients with the administration of tax-aware transitions into model portfolios and provide ongoing, automated tax management. KMC Clients must sign a limited power of attorney form via TD Ameritrade (“TDA”) to participate in 55ip’s services. 55ip supervises and executes trades with respect to assets in Client’s 55ip accounts (“55ip Accounts”) in accordance with the investment objective and strategies as instructed by KMC. Within its sub-advisory agreement with 55ip, KMC has engaged BlackRock Fund Advisors (“BlackRock”) and the use of BlackRock’s Custom Model Solutions (“CMS”) to manage Client 55ip accounts.</p> <p><b>For additional information</b>, please see our <a href="#">Form ADV, Part 2A brochure</a>.</p> <p><b>Conversation Starters.</b> Ask your financial professional—</p> <ul style="list-style-type: none"> <li>• Given my financial situation, should I choose an investment advisory service? Why or why not?</li> <li>• How will you choose investments to recommend to me?</li> <li>• What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?</li> </ul>
<p>What fees will I pay?</p>	<p>While we maintain a fee schedule for our clients, advisory fees are often negotiated individually and may result in a reduced fee or other fee arrangement, including a flat fee or <b>asset-based fee</b>. The more assets there are in a retail investor’s account, the more a retail investor will pay in fees, and the firm may therefore have an incentive to encourage the retail investor to increase the assets in his or her account. Clients may also incur fees for custodial services, account maintenance fees, transaction fees, and other fees associated with maintaining the account. Additionally, clients may pay a proportionate share of the fund’s management and administrative fees and sales charges, as well as the adviser’s fee of any mutual fund they purchase.</p> <p>Bookkeeping fees are based on the client’s personal circumstances, financial situation, and the estimated time needed each month to provide the services described within our bookkeeping agreement. Also, clients are responsible for additional service fees charged by banks, such as, ACH, wire, custodial charges, etc. Occasionally, KMC charges an administrative flat fee for certain non-advisory/concierge services. Fees applicable to the KMC Fund are set forth in the KMC Fund’s offering documents. <b>Asset-based fees</b> related to the KMC Fund pay carried interest compensation to KMC or affiliate general partners. KMC Fund offering documents allow for the General Partner to receive a performance fee under certain circumstances. KMC may also receive performance-based fees related to a private placement made by select clients.</p>

	<p>You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.</p> <p>BlackRock subsidizes any fees typically charged to 55ip clients who invest in BlackRock Affiliated Funds (“BlackRock Funds”) and iShares. KMC and KMC’s Managed Account Clients will not be charged a fee for 55ip services as long as the Firm uses BlackRock’s CMS. In line with Client objectives, KMC will recommend a portion of each Client’s portfolio hold BlackRock Funds or iShares to avoid additional costs to KMC and Managed Account Clients utilizing 55ip for tax management services.</p> <p><b>For additional information</b>, please see our <a href="#">Form ADV, Part 2A brochure</a>.</p> <p><b>Conversation Starters.</b> Ask your financial professional—</p> <ul style="list-style-type: none"> <li>• 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?</li> </ul>
<p>What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?</p>	<p><b>When we act as your investment adviser</b>, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they affect the recommendations we provide you. Here are some examples to help you understand what this means.</p> <p>KMC’s managing member is a licensed insurance agent/broker with various companies. He may recommend insurance products and may also, as an independent insurance agent, sell those recommended insurance products to clients. When such recommendations or sales are made, a conflict of interest exists in that earning insurance commissions for the sale of those products creates an incentive to recommend such products over other noncommission or lower commission-generating recommendations.</p> <p>Limited Capacity Investments: KMC Principals may, on occasion, invest in the same private placement offerings that we recommend to our clients. The inclusion of a KMC Principal’s personal investment in a private offering alongside a client creates an inherent conflict of interest relating to the allocation of limited investment capacity offerings and diligence costs.</p> <p>Employee Personal Trading: Employees may purchase and sell the same securities for personal accounts that are recommended to clients.</p> <p><b>For additional information</b>, please see our <a href="#">Form ADV, Part 2A brochure</a>.</p> <p><b>Conversation Starters.</b> Ask your financial professional—</p> <ul style="list-style-type: none"> <li>• How might your conflicts of interest affect me, and how will you address them?</li> </ul>
<p>How do your financial professionals make money?</p>	<p>Financial professionals at KMC are compensated solely based on salary, and not based on the amount of client assets they service, the time and complexity required to meet a client’s needs, commissions, nor revenue from advisory services or recommendations.</p>
<p>Do your financial professionals have legal or disciplinary history?</p>	<p>No.</p> <p>Visit <a href="http://Investor.gov/CRS">Investor.gov/CRS</a> for a free and simple search tool to research us and our financial professionals.</p> <p><b>Conversation Starters.</b> Ask your financial professional—</p> <ul style="list-style-type: none"> <li>• As a financial professional, do you have any disciplinary history? For what type of conduct?</li> </ul>
<p>Additional Information</p>	<p><b>For additional information about our services</b>, our website is <a href="http://www.kmcapitalmgt.com/">http://www.kmcapitalmgt.com/</a>. If you would like additional, up-to-date information or a copy of this disclosure, please call (512) 697-0290.</p> <p><b>Conversation Starters.</b> Ask your financial professional—</p> <ul style="list-style-type: none"> <li>• 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?</li> </ul>