

Introduction

Vodia Capital, LLC is registered as an investment adviser with the U.S. Securities and Exchange Commission. Investment Advisory Services and Brokerage 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 www.investor.gov/CRS, which also provides educational materials about broker-dealers, investment advisers, and investing.

What investment services and advice can you provide me?

We offer Portfolio management Services, Selection of Other Advisers, Financial Planning Services, and Pension Consulting Services to retail clients. **Accounts:** We service retail nonqualified and qualified accounts as well as all manner of institutional accounts. **Investments:** We use mutual funds, exchange traded funds, stocks, and bonds to construct portfolios. **Monitoring:** If you open an investment account with our firm, as part of our standard service, we will monitor your investments on an ongoing basis and conduct formal account reviews at least quarterly. **Investment Authority:** We manage investment accounts on a discretionary basis whereby we will decide which investments to buy or sell for your account. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing. We also offer non-discretionary investment management services whereby we will provide advice, but you will ultimately decide which investments to buy and sell for your account. You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis. **Limited Investment Offerings:** We provide advice on various types of investments. Our services are not limited to a specific type of investment or product. **Account Minimums and Other Requirements:** In general, we require a minimum account size of \$2,000,000 to open and maintain an advisory account, which may be waived at our discretion.

For more detailed information on our relationships and services, please see Item 4 – Advisory Services and Item 7 – Types of Clients of our Form ADV Part 2A.

Conversation Starters

- *Given my financial situation, should I choose an investment advisory 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?*

What fees will I pay?

You will pay an ongoing asset-based fee. This fee will be collected at the beginning of each quarter and is calculated as a percentage of the value of the cash and investments in your account[s] that we manage.

Conflicts of Interest: The more assets in your advisory account, the more you will pay in advisory fees, and we therefore have an incentive to encourage you to increase the assets in your account. **Other Fees and Costs:** Clients will also pay additional fees and/or expenses associated mutual funds, ETFs, and trading on margin. Clients will also be responsible for paying the custodial/brokerage fees, account maintenance fees, and transaction charges

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.

For more detailed information on our fees, please see Item 5 – Fees and Compensation of our Form ADV Part 2A.

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?*

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?

When we act as your investment adviser, we have to act in your best interest and not put our interests 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 can affect the investment advice we provide you. Here is an example to help you understand what this means: **Proprietary Products and Private Fund Affiliation:** Vodia Ventures, LLC and Vodia Ventures II, LLC, each an affiliated company, serve as the general partner to one or more private funds (private pooled investment vehicles) in which you may be solicited to invest. Vodia Capital, LLC, certain members of their management and other knowledgeable employees may acquire, directly or indirectly, investment interests in these funds or have other financial interests (e.g., General Partner, Officers, Board Members, etc.) in the funds. This presents a conflict of interest because we have investments and/or are compensated by the private funds of our affiliated company.

Conversation Starters

- *How might your conflicts of interest affect me, and how will you address them?*

For more detailed information on conflicts of interest, please see Item 12 – Brokerage Practices and Item 14 – Client Referrals and Other Compensation of our Form ADV Part 2A.

How Do Your Financial Professionals Make Money?

The financial professionals servicing your account(s) are compensated in the form of a salary and bonus, which is based on the amount of client assets they service and on the revenue the firm earns from the person's services or recommendations. This means financial professionals have an incentive to increase the asset size in the relationship or solicit new business.

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

No. You can visit www.investor.gov/CRS for a free and simple search tool to research our firm and our financial professionals.

Conversation Starters

- *As a financial professional, do you have any disciplinary history? For what type of conduct?*

Additional Information

You can find additional information about our investment advisory services by clicking the following link <https://adviserinfo.sec.gov/firm>. You can also request up to date information and a copy of our client relationship summary by contacting us at dmatias@vodiacapital.com or (978) 318-0900.

Conversation Starters

- *Who is my primary contact person?*
- *Is he or she a representative of an investment adviser?*
- *Who can I talk to if I have concerns about how this person is treating me?*