



Noctua International WMG, LLC
Form ADV Part 3 – CRS (Customer Relationship Summary)
March 24, 2025

Item 1: Introduction

Noctua International WMG, LLC (“we” or “the Adviser”) is registered with the Securities and Exchange Commission (“SEC”) as an investment adviser.

It is important for you to understand the difference in fees and services between brokerage firms and investment advisers. Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/crs), which also provides educational materials about broker-dealers, investment advisers, and investing.

Item 2: Relationships and Services

What investment services and advice can you provide me? We provide asset management, research, and other financial advice to a diverse pool of clients, including individuals, corporations, as well as pooled unregistered investment vehicles. Our investment advisory services are provided through various types of discretionary and non-discretionary accounts pursuant to an Investment Advisory Agreement (“IAA”), which is tailored to specific needs, goals, and objectives of each client. If we service you on a non-discretionary basis, you make the ultimate decision regarding the purchase or sale of investments recommended by us. We also furnish family office advice to clients on matters not involving securities, such as financial planning matters, retirement planning and trust services. **The Adviser from time-to-time provides introductions to its affiliates, Noctua Strategic, One Bric, Noctua Digital, One Sunrise, AAMA and/or One KB, herein referred to as “Investment LLCs” for parties interested in real estate investments and opportunities by way of SPVs. The Adviser does not manage or provide advisory services to such SPVs but it maintains common ownership with the Investment LLCs** (entities that manage the SPVs) by way of Affinis Partners II, LLC and related control persons. Accounts are typically reviewed by the portfolio managers and Chief Compliance Officer on a periodic basis or as needed due to market conditions or transactional activity, amongst other items. On a quarterly basis, the Adviser also reviews allocation reports and account performance to ensure compliance with Noctua’s policies and procedures with respect to the treatment of client accounts. The Chief Compliance Officer reviews client accounts to ensure that any applicable account restrictions are being followed. Monitoring of your account is included as part of the standard services we provide to you. We do not offer advice only with respect to proprietary products, or a limited menu of products or types of investments. We work with different asset classes and can customize clients’ portfolios based on individual needs and investment goals. We are able to, in our sole discretion, waive any of the account and/or subscription requirements as it pertains to initial investment amounts. *Please see Form ADV Part 2A (Brochure) Items 4 and 7 for more detailed information.*

Conversation Starters Ask your financial professional

- **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?**

Item 3: Fees, Costs, Conflicts and Standard of Conduct

What fees will I pay? For advisory accounts, **we charge management fees that typically range from .25% to 1% of the average capital base of assets under management.** Management fees are negotiable, vary due to account size and other factors, are payable quarterly in arrears, and are set in and governed by the IAA. Generally, you provide us with authorization to debit your account for the corresponding fee on a quarterly basis. **If your account is subject to performance fees pursuant to the IAA, such fees will range depending on the Incentive Fee plus LIBOR of the annual net profits attributable to your account,** in most cases, with hurdle rates. Performance fees are also negotiable and are payable in arrears at year end. All fees related to participation in unregistered pooled investment opportunities are outlined and reported in each product’s governing documents. Expenses such as directors’ fees, accounting services, regulatory filing fees and expenses, and legal fees, among others, are absorbed by the investment vehicle put in place for the specific transaction. For investment portfolios/advisory accounts, you would be responsible for execution costs charged by the custodian involved in your account. Legal and tax services are hired and paid directly by you. The more assets you have in the advisory account, including cash, the more you will pay us. We therefore have an incentive to increase the assets in your account in order to increase our fees. 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. *Please see Form ADV Part 2A (Brochure) Item 5 for more detailed information.*

Conversation Starters Ask your financial professional

- **Help me understand how these fees and costs might affect my investments. If I give you \$1,000,000 to invest, how much will go to fees and costs, and how much will be invested for me?**



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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 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: we and our associated persons are typically invested in certain securities and/or pooled investment vehicles that we also offer to you. We may invest in similar investments that are recommended to you, creating a potential conflict as it relates to the recommendations given to you, affecting the neutrality of the advice. We have conflicts of interest in (i) allocating the time and resources of our personnel between and among clients; (ii) allocating investment opportunities between and among clients; and (iii) effecting transactions between clients, including clients in which we or our personnel may have different financial interests. If we engage placement agents to solicit you to invest in our products, such agent will be compensated in connection with their solicitation activities. **Additionally, the Investment LLCs serve as manager to limited liability companies that invest in real estate assets through pooled investment vehicles. The Adviser and the Investment LLCs are under common ownership and control and also share the same office location and supervised persons. The common owner(s) of the Adviser and the Investment LLCs indirectly receive economic benefit from any fees paid.** In instances where there is a conflict of interest, we will provide proper disclosures and you should be aware of any and all conflicts that are outlined in the governing documents of such investments. We have developed internal procedures, outlined in our Manual or Code of Ethics, to monitor and address such conflicts. We render only disinterested and impartial advice to clients and our goal is to comply with fiduciary obligations. We are responsible for recommending investments based on your investment objectives and risk tolerance. *Please see [Form ADV Part 2A \(Brochure\) Items 6, 10, 11](#) for more detailed information.*

Conversation Starters Ask your financial professional

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

How do your financial professionals make money? Neither we nor any of our supervised persons (employees) accept compensation for the sale of securities or other investment products. Our financial professionals are solely compensated on a salary basis.

Item 4: Disciplinary History

Do you or your financial professionals have legal or disciplinary history? No, we do not, as noted on Form ADV Part 1, Item 11, Part 2A Item 9, or disclosures for any of our financial professionals in Items 14 A-M of their Form U4. Please visit Investor.gov/CRS for a free and simple search tool to research us or our financial professionals.

Conversation Starters Ask your financial professional

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

Item 5: Additional Information

To obtain more information, you may visit Investor.gov for a free and simple search tool to research our firm and our financial professionals. To report a problem to the SEC, visit Investor.gov or call the SEC's toll-free investor assistance line at (800) 732-0330. If you have a problem with your investments, investment account or a financial professional, contact us in writing at 2011 S Miami Ave. Miami, FL 33129. For additional information on our investment advisory services, see our Form ADV and additional details on [IAPD](#) or Investor.gov. Information regarding our firm can also be found at adviserinfo.sec.gov or by calling our firm at (786) 220-0330 for up-to-date information or to request a copy of the relationship summary.

Conversation Starters Ask your financial professional

- **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?**