

Cogent Private Wealth, Inc. (“Cogent”) is an investment adviser registered with the U.S. Securities and Exchange Commission. Investment advisory and brokerage services and fees differ; therefore, it is important for you to understand the differences.

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 investment advisers, broker-dealers, and investing.

What investment services and advice can you provide me?

We offer investment advisory services to retail investors, including asset management and financial planning. As part of our standard services, we monitor our clients’ portfolio holdings and the overall asset allocation strategy on a quarterly basis, or when market conditions or other triggers would warrant a review. Triggers include a change of investment objectives, a change in employment, or a change in recommended asset allocation weightings. Financial planning services are delivered over a 12-month period with some planning topics being addressed and recommendations being made based on deadlines that occur throughout a calendar year. Clients that have gone through the comprehensive financial planning process can elect to engage Cogent for continued monitoring of their financial plan and for updates on asset allocation recommendations.

We offer our asset management services on a discretionary or nondiscretionary basis. Discretionary asset management allows us the limited authority to buy and sell investments in your account without asking you each time a transaction is placed. With non-discretionary asset management, we provide investment recommendations but require your approval before placing trades for your account. You make the ultimate decision regarding the purchase or sale of investments. Our level of authority is determined at the beginning of our relationship with you in our advisory agreement but can be changed upon request.

We provide investment recommendations and construct portfolios using a wide array of securities types to meet the investment objectives of clients. We do not have any minimum requirements for opening or maintaining accounts for retail investors.

For additional information, please see our Form ADV Part 2A (with special emphasis on Items 4, 7, and 16) which can be found on the SEC website at [adviserinfo.sec.gov](https://www.adviserinfo.sec.gov) (CRD# 319092).

Conversation Starters – Ask Your Financial Professional:

Given my financial situation, should I choose investment advisory services? 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?

Principal Fees: We are compensated for providing the investment advisory services by charging an ongoing asset-based fee of 0.50% on the first \$5 million of assets under management with a minimum fee of \$5,000 and a maximum fee of \$25,000. Cogent’s investment management fee will never exceed 2% of assets under management. The fee is payable quarterly in arrears, based on the on the daily market value of portfolio assets during the quarter. With the asset-based fee, the more assets there are in your advisory account, the more you will pay in fees, and we may therefore have an incentive to encourage you to increase the assets in your account. Cogent will charge a fixed fee for financial planning and consulting services that is calculated based on the expected time the financial planning and consulting services will take Cogent to complete with the client multiplied by the hourly rate of \$450 per hour. The fixed fees are divided into four quarterly invoices which are delivered at the end of each quarter. All of Cogent’s fees are negotiable at the discretion of Cogent.

Other Fees and Costs: Cogent's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. All fees paid to us for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders which are disclosed in the funds' prospectuses.

Additional Information: You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce the amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. **More detailed information about our fees and costs are included in our Form ADV Part 2A (Item 5).**

Conversation Starter – Ask Your Financial Professional:

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 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 can affect the investment advice we provide you. Here is an example to help you understand what this means.

Cogent is a wholly-owned subsidiary of Cogent Bancorp, Inc. Cogent may recommend the bank's services to its advisory clients if they require such services. In that case, Cogent's clients may incur additional fees charged for those bank services. This creates a conflict of interest due to the receipt of additional compensation at Cogent's parent company. Clients always have the right to choose whatever bank they wish to meet their banking needs. If client utilizes Cogent Bank for banking services, all additional fees will be disclosed to the client prior to the client engaging in the bank services.

These arrangements and additional information about other conflicts of interest are discussed in more detail in our Form ADV Part 2A.

Conversation Starter – 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?

Our IARs are compensated through the receipt of a portion of revenue we receive for the advisory services we provide. The portion paid to your IAR generally does not vary based on the type of investments that are recommended.

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

No. We invite you to visit [Investor.gov/CRS](https://www.investor.gov/crs) for a free and simple search tool to research our firm and financial professionals.

Conversation Starter – Ask Your Financial Professional:

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

We encourage you to seek out additional information about our investment advisory services in our Form ADV Brochure on [Investor.gov](https://www.investor.gov) or [adviserinfo.sec.gov](https://www.adviserinfo.sec.gov) (CRD# 319092). Alternatively, you can call us at (407) 887-4965 to speak with us directly to request up-to-date information and 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?