

Valen Private Capital, LLC.

Form CRS - Customer Relationship Summary

June 5, 2026



Introduction

Valen Private Capital, LLC ("Valen") is registered with the Securities and Exchange Commission (SEC) as an investment adviser. This document provides a summary of the services we offer and how you pay. Please ask us for additional information.

We provide advisory accounts and services rather than brokerage accounts and services. Brokerage and investment advisory services fees can differ, and it is important for you to understand these differences. Free, simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials on broker-dealers, investment advisers, and investing.

Relationships and Services

What Investment Services and Advice Can You Provide Me?

Valen offers investment advisory services to retail investors, including investment management, financial planning, wrap-fee programs, and consulting. Our services are designed to serve a wide range of investors and their specific objectives, needs, and preferences.

If you retain our firm for investment management services, you will pay an ongoing asset-based fee at the end of each month, based on the value of the cash and investments in your advisory account at the end of the previous month. At the beginning of our advisory relationship, we will meet with you in person if possible, or, if not, by phone and/or computer to determine your investment objectives, risk tolerance, and other relevant information. We will use this information to develop a strategy that enables our firm to provide you with continuous, focused investment advice and/or make investments on your behalf. Once we construct an investment portfolio for you, we will monitor and rebalance it on an ongoing basis. If you participate in our discretionary investment management services, the authorization will allow us to manage your account for the purchase and/or sale of investments without your prior approval for each transaction until the termination of our agreement. You may limit our discretion by providing our firm with your restrictions and guidelines in writing. If you enter into a non-discretionary arrangement with our firm, you are required to make the ultimate decision regarding the purchase and/or sale of investments, and we must obtain your approval prior to executing any transactions on behalf of your account.

The Firm offers a wrap fee program and will follow the same services as the investment management services above. The difference is in how fees are paid, which is discussed below in *Fees, Costs, Conflicts, and Standard of Conduct*.

The Firm offers financial planning services, which typically involve providing a variety of advisory services to clients on managing their financial resources based on an analysis of their individual needs. If you retain our firm for financial planning services, we will meet with you to gather information about your financial circumstances and objectives and make investment allocation recommendations based on your investment profile. You will be responsible for implementing our investment advice.

The Firm offers investment advisory services with a large selection of investments to individuals, trusts, estates, charitable organizations, corporations, and other business entities.

In general, the Firm does not require a minimum asset value to open and maintain an advisory account; however, our services are typically designed for clients seeking comprehensive, long-term wealth management

For additional information, please see Valen's ADV at www.adviserinfo.sec.gov (Part 2A brochure, Items 4 and 7 or Part 2A Appendix (Wrap Supplement) Items 4.A and 5).

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?*

Fees, Costs, Conflicts, and Standard of Conduct

What Fees Will I Pay?

For investment management services, you will be charged an ongoing management fee based on the assets under management in accordance with the fee schedule presented in your agreement. Fees are typically charged monthly in advance based on the value of your account on the last day of the previous period. The asset-based fee reduces the value of your account and will be deducted from your account. Our current fee schedules are described in our Form ADV Part 2.

Investment management clients generally pay a tiered management fee ranging up to 2%, depending on the size of their account. At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee. Combining account values will increase your total assets under management, which may result in your paying a reduced advisory fee percentage. Although the effective management fee rate will decrease with the size of your account, the total management fees you will pay will likely increase as the total amount of assets under our management increases; therefore, we generally have an incentive to encourage transferring or depositing additional assets into your account.

Asset-based fees associated with a wrap fee program include most transaction costs and are typically higher than non-wrap advisory fees. In a non-wrap arrangement, clients generally pay transaction costs separately. In either arrangement, clients may incur additional fees for third-party

investment managers or strategies, which are separate from and in addition to our advisory fee. As a result, the total cost to the client may be higher when third-party managers are utilized.

We generally require a minimum relationship size of \$10,000,000; however, this minimum may be waived at our discretion.

Other fees and costs may include custodian fees and account maintenance fees. Some investments (such as mutual funds) impose additional fees that will reduce the value of your investment over time. Also, with certain investments, such as variable annuities, you may have to pay fees such as “surrender charges” to sell the investment.

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 additional information, please see Valen’s ADV at www.adviserinfo.sec.gov (Part 2A brochure, Item 5).

Conversation Starters. 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 must act in your best interests 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 these conflicts and ask us about them, as they can affect the investment advice we provide you. Here are examples to help you understand what this means.

- The Firm and its Investment Advisor Representatives (IARs) are allowed to invest for their own accounts in the same securities that we recommend or acquire for your account and may engage in transactions that are the same or different than transactions recommended or made for you. This creates a conflict of interest, which we mitigate by maintaining a Code of Ethics and compliance program that sets forth standards of conduct to be adhered to by all the Firm’s personnel.
- Certain of the Firm’s Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully disclosed basis. A conflict of interest exists to the extent that the Firm recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. We take our fiduciary duty and professional responsibility very seriously and always endeavor to act in the Clients’ best interest, regardless of any such affiliations.
- Certain of the Firm’s Supervised Persons are registered representatives of Sanctuary Securities, Inc., and may provide clients with securities brokerage services under a separate commission-based arrangement. A conflict of interest exists to the extent that the Firm recommends the purchase or sale of securities where its Supervised Persons receive commissions or other additional compensation as a result of the Firm’s recommendation. We take our fiduciary duty and professional responsibility very seriously and always endeavor to act in the Clients’ best interest, regardless of any such affiliations.
- We may provide advice on assets held at other institutions (for example, through platforms such as Pontera). If we do so, we may include those assets in the value used to calculate our advisory fee. This creates a conflict of interest because it provides an incentive for us to include those assets in our advisory services.

For additional information, please see Valen’s ADV at www.adviserinfo.sec.gov (Part 2A brochure, Item 10).

How do your financial professionals make money?

Our financial professionals are paid a salary plus discretionary bonuses based on Firm and individual performance, which includes metrics such as client retention. Salaries are ultimately derived from the revenue the Firm earns from the financial professional’s advisory services or recommendations.

Disciplinary History

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

No. Visit Investor.gov/CRS for a free and simple search tool to research our financial professionals and us.

Conversation Starters. Ask your financial professional –

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

Additional Information

For additional information about our services, including up-to-date information about the firm and/or a copy of this disclosure, please call Stacy Sizemore, IACCP®, at 971-371-3450. 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, you may contact us in writing at 43 Leopard Rd, Suite 102, Paoli, PA 19301.

Conversation Starters. Ask your financial professional –

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