

2024 Board of Trustees Retreat

March 19-20, 2024

The Westin Richmond 6631 West Broad Street Richmond, Virginia 23230

Virginia Retirement System Board of Trustees Retreat March 19-20, 2024 Westin Richmond Hotel Chesapeake Salon: A & B

Wednesday, March 20

8:00 a.m.	Buffet Breakfast – Chesapeake Foyer	10:35 a.m.	Geopolitical Environment
			Ken Mehlman– KKR
8:30 a.m.	Day 2 Opening Remarks Patricia Bishop - Virginia Retirement System		Partner, Global Head of Public Affairs, Co-Head of KKR Global Impact
	Director	11:20 a.m.	Real Assets
			Edmund Donaldson – Affinius
8:35 a.m.	Fiduciary & Governance Training Robert D. Klausner – Klausner Kaufman Jensen & Levinson <i>Principal</i>		Executive Managing Director, Portfolio Management
		12:05 p.m.	Private Credit
9:35 a.m.	Energy Chris Carter - NGP <i>Managing Partner</i>		Patrick Adelsbach – Aksia <i>Co-Head, Advisory Americas</i>
10:20 a.m.	15-Minute Break	12:50 p.m.	Closing Remarks Andrew Junkin - Virginia Retirement System Chief Investment Officer
			Buffet Lunch – Chesapeake Foyer



Opening Remarks

Patricia S. Bishop Director, VRS



Guest Speaker: Fiduciary & Governance Training

Robert D. Klausner

Principal,

Klausner Kaufman Jensen & Levinson





Robert D. Klausner Principal

Klausner Kaufman Jensen & Levinson



Mr. Klausner is the principal in the law firm of Klausner Kaufman Jensen & Levinson. For more than 46 years, he has been engaged in the practice of law, specializing in the representation of public employee pension funds. The firm represents state and local retirement systems in more than 25 states and territories. He is admitted to practice in Florida, Texas and Wisconsin. Mr. Klausner has assisted in the drafting of many state and local laws on public employee retirement throughout the United States. Mr. Klausner is a frequent speaker on pension education programs and has also published numerous articles on fiduciary obligations of public employee pension trustees. He is co-author of the book State and Local Government Employment Liability, published annually by Thomson-West Publishers and is the author of the first comprehensive book on the law of public employee retirement systems, State and Local Government Retirement Law: A Guide for Lawyers, Trustees, and Plan Administrators, published annually by Thomson-West Publishers. Mr. Klausner graduated Phi Beta Kappa from the University of Florida with a Bachelor of Arts and from the University Florida College of Law with the degree of Juris Doctor. For more than 25 years, Mr. Klausner has been listed in the publication The Best Lawyers in America and holds an AAV Pre-eminent rating, the highest rating for competence and ethics, from Martindale Hubbell national lawyer rating service. In 2008, Mr. Klausner successfully represented the Commonwealth of Kentucky and the Kentucky Retirement Systems in the United States Supreme Court in Kentucky Retirement Systems v. Equal Employment Opportunity Commission, 128 S. Ct. 2361 (2008). Mr. Klausner lives in Cooper City, Florida with his wife of 47 years, Kathy. They have four daughters, four sons-in law and seven grandchildren.



Guest Speaker: Energy

Chris Carter Managing Partner, NGP



Guest Speaker: Energy



Chris Carter Managing Partner

NGP



As Managing Partner, Chris oversees NGP's efforts in sourcing, structuring, executing and monitoring investments. He chairs the Investment, Investment Process and Monitoring Committees and is a member of NGP's Executive Committee. Chris joined NGP in 2004.

Previously, Chris was a summer Associate at McKinsey & Company and an Analyst with Deutsche Bank's Energy Investment Banking Group, where he focused on financing and merger and acquisition transactions.

Chris received a B.B.A. and an M.P.A. in Accounting from the University of Texas at Austin in 2002, where he was a member of the Canfield Business Honors Program. He also received an M.B.A from Stanford University Graduate School of Business in 2008, graduating as an Arjay Miller Scholar.



The Changing Energy Investment Environment

Virginia Retirement System Board of Trustees Retreat

March 20, 2024

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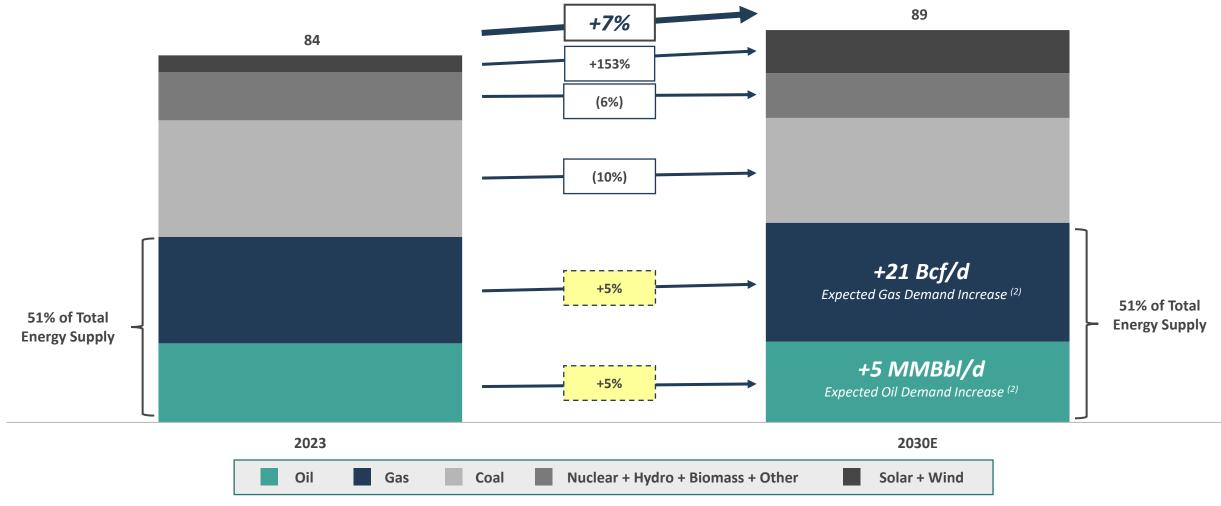
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Global Energy Consumption is Forecast to Continue to Grow

Oil & Gas Demand is Projected to Grow

Annual Global Energy Use by Energy Source (TWH)⁽¹⁾



Source: Thunder Said Energy: Global Energy Suppy Demand Model (January 2024).

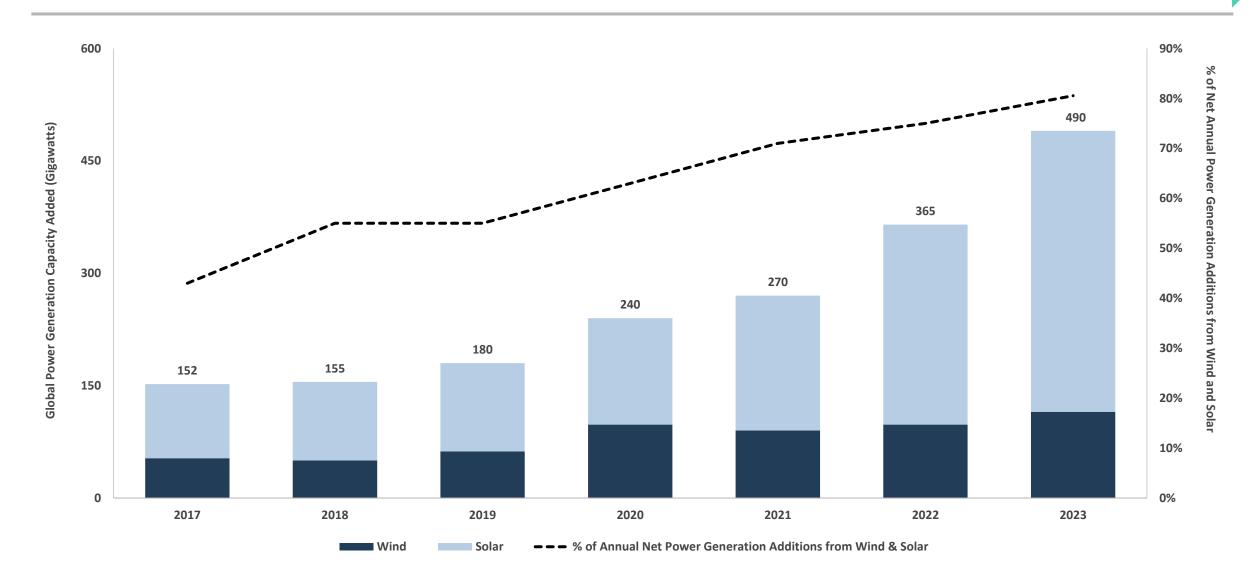
Note: There can be no assurance that any projections will ultimately materialize, or that historical trends will continue during the life of any NGP fund. Although NGP believes such determinations are reasonable, they are inherently subjective in nature.

Reflects chemical energy by fuel source harnessed for useful work.

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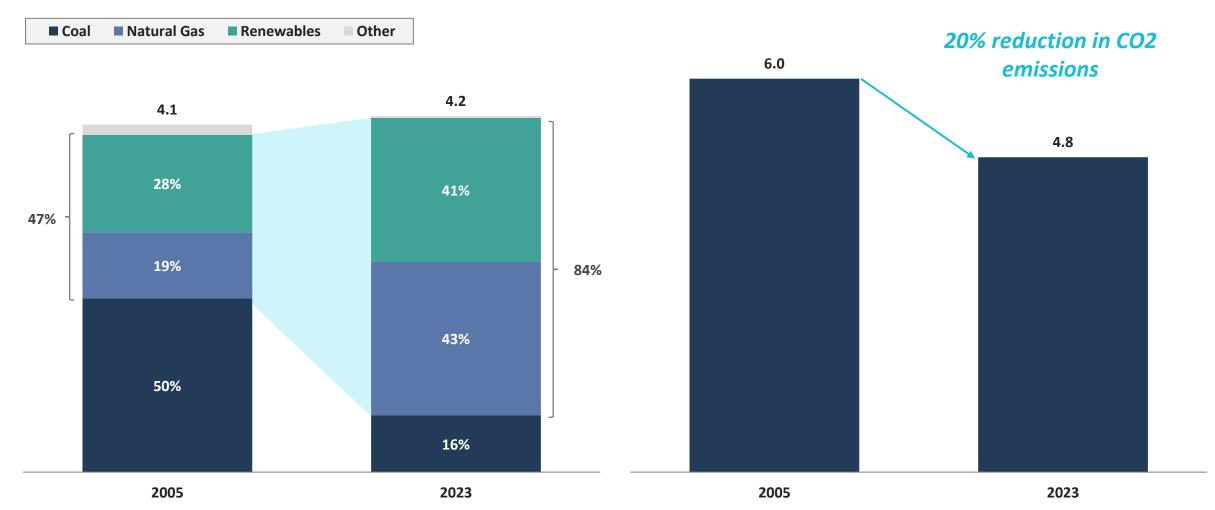
Sourced from EIA International Energy Outlook 2023 (dated October 11, 2023). Based on 2023 baseline.

Wind and Solar Are the Dominant Sources of Global Power Generation Additions



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Shift in U.S. Electricity Generation from Majority Coal to Majority Natural Gas plus Renewables Led to a 20% Reduction in Emissions



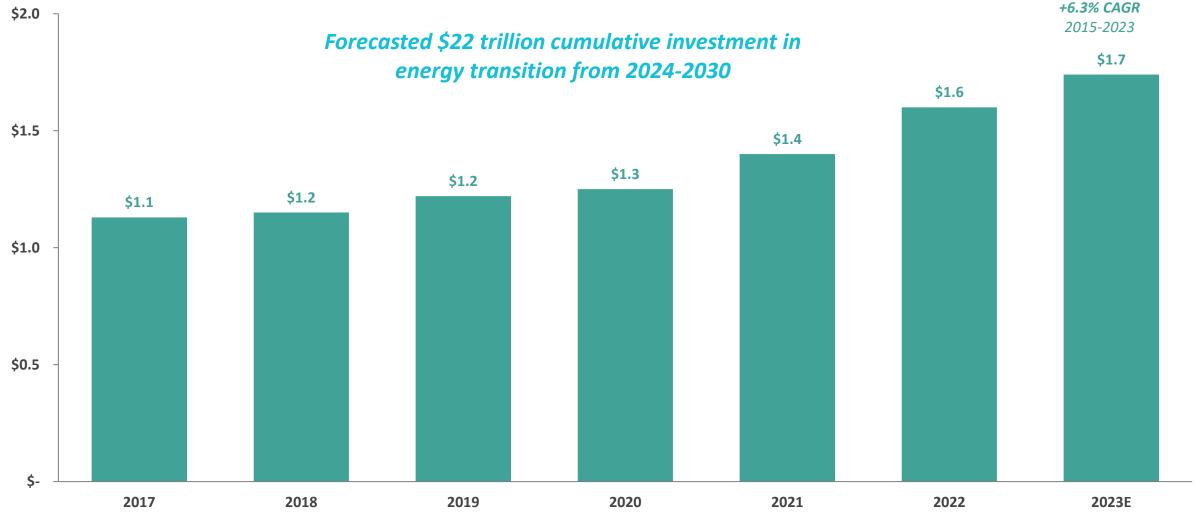
U.S. Electricity Generation by Source (Thousand TWh)

U.S. CO2 Emissions (Billion MT)

Energy Transition Investments are Scaling

Global Clean Energy Investments (\$ in Trillions)

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Source: IEA, "World Energy Investments" (March 2023), "Net Zero Roadmap A Global Pathway to Keep the 1.5 °C Goal in Reach, 2023 Update" (September 2023).

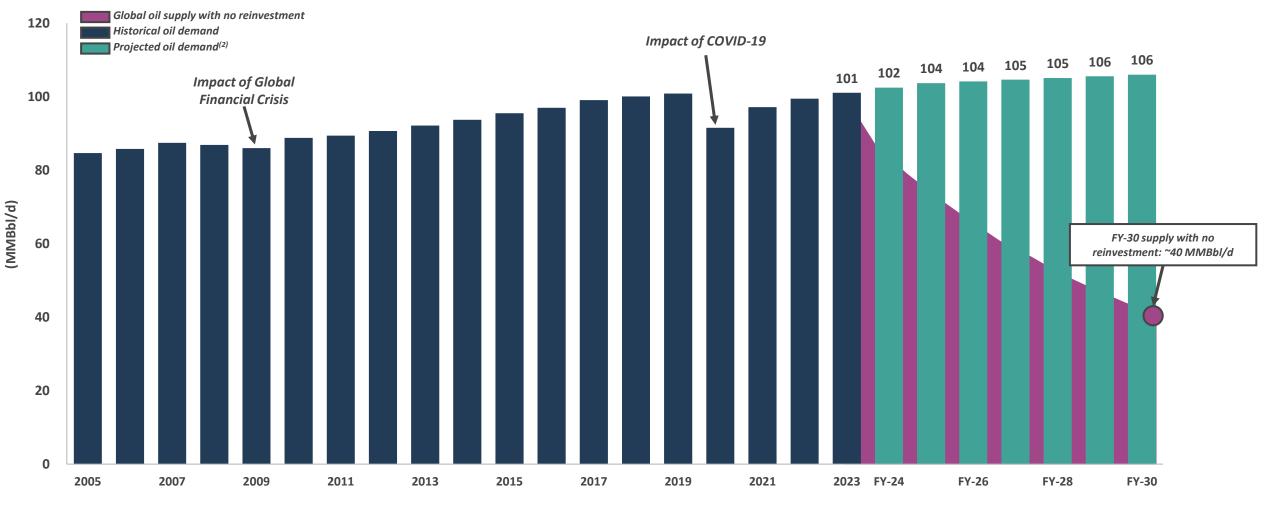
Energy Transition Headwinds

Elevated Interest Rates	High interest rate environment has put a strain on renewable project economics, resulting in higher PPA prices and project cancellations	Clean Energy and Oil and Gas E&P Indexed Performance Since January 2021 ⁽¹⁾ — Wilderhill Clean Energy Index — S&P Oil & Gas E&P Index
Valuation Correction in Public Markets	Average EV / FY-1 EBITDA multiple of ~15x today is roughly half of 2021's average of ~29x ⁽¹⁾	300% -
Inflation Reduction Act Uncertainty	Public markets appear to be discounting the benefits of the IRA due to slow guidance, repeal/intervention pathways and increasing investor scrutiny	200% -
Deployment Bottlenecks for Energy Transition Infrastructure	Ballooning interconnection queues are slowing the deployment of renewable power projects, and NIMBYism is hindering transmission, renewable power and CO2 pipeline projects	100%
Wind Markets in Disarray	U.S. annual wind capacity additions decreased in 2023 for the third straight year, from ~17GW in 2020 to ~7GW expected in 2023 ⁽²⁾	50% - -%

Global Oil Demand is Increasing While Capital to Fund Supply Growth is Limited

Estimated ~\$500 Billion per Year is Required to Meet Expected Demand ⁽¹⁾

Long-term Global Oil Demand Forecast



Source: EIA Short Term Energy Outlook (dated January 2024), NGP analysis.

NGF

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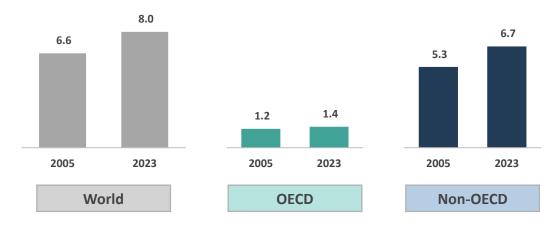
2)

: There can be no assurance that any projections will ultimately materialize or that historical trends will continue during the life of any NGP fund. Although NGP believes such determinations are reasonable, they are inherently subjective in nature.

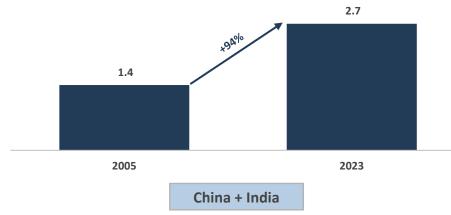
Sourced from Wood Mackenzie Doing More with Less: Is there Enough Upstream Investment? (Dated July 2023).

Global Population Growth and Increasing per Capita Energy Consumption in Emerging Economies is Driving Growing Oil Demand

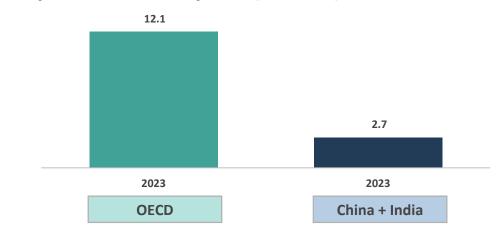
Global Population (Bn)



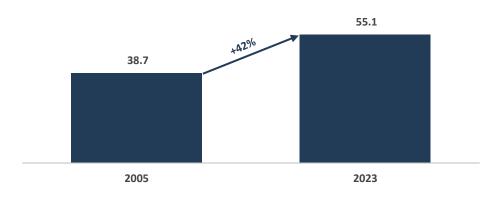
China & India Per Capita Oil Consumption (Bbl / Yr)



Per Capita Oil Consumption (Bbl / Yr)



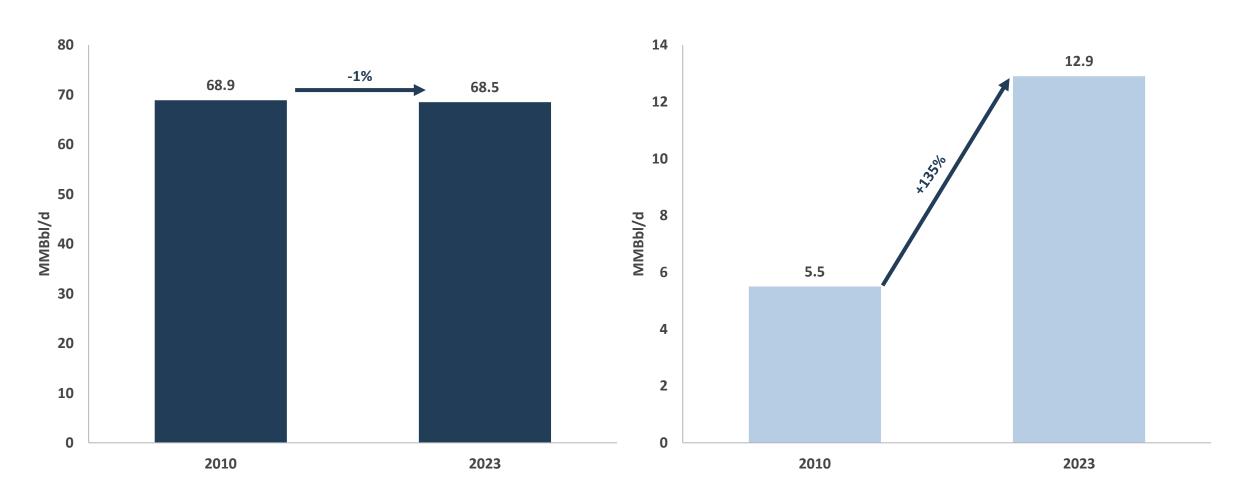
Non-OECD Oil Demand (MMBbl/d)



NGP Source: EIA Short Term Energy Outlook, Historical Oil Production, and Population database (January 2024).

Where is Oil Production Growth Coming From?

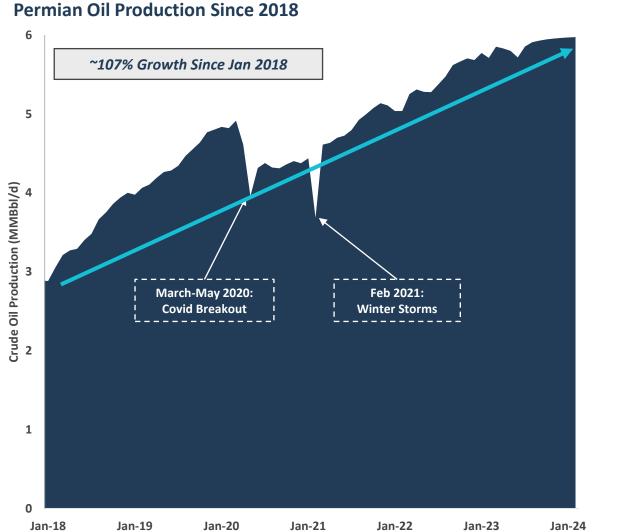


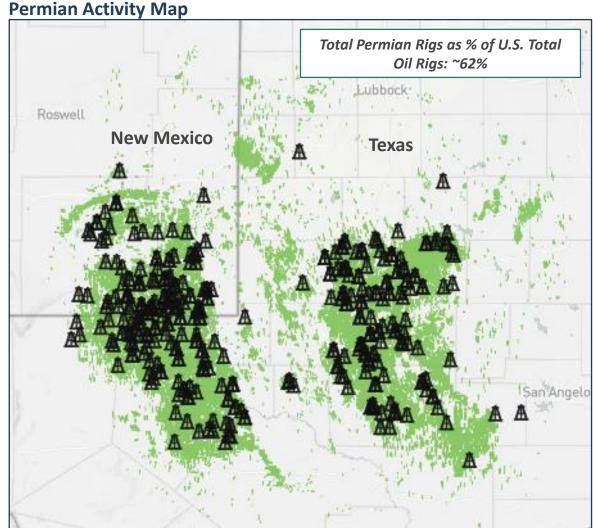


Rest of World Crude Oil Production (MMBbl/d)

U.S. Crude Oil Production (MMBbl/d)

The Permian Basin is the Most Attractive Oil Basin in the World





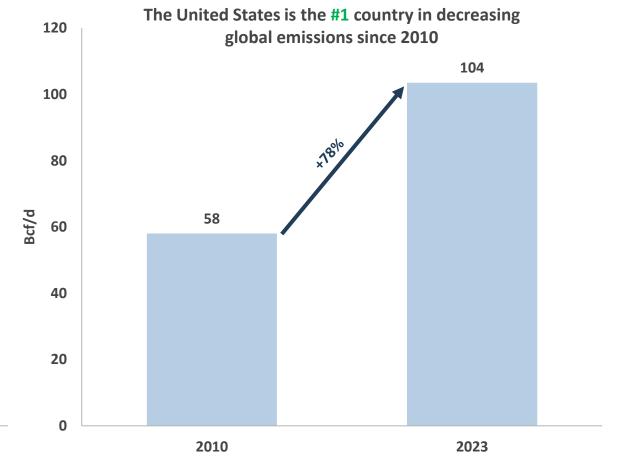
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EIA Drilling Productivity Report (January 16, 2024). Rig counts per Baker Hughes Rotary Rig Count as of 1/5/2024. There can be no assurance that historical trends will continue during the life of any NGP fund.

350 311 +23% 300 253 250 200 Bcf/d Bcf/d 150 100 50 0 2023 2010

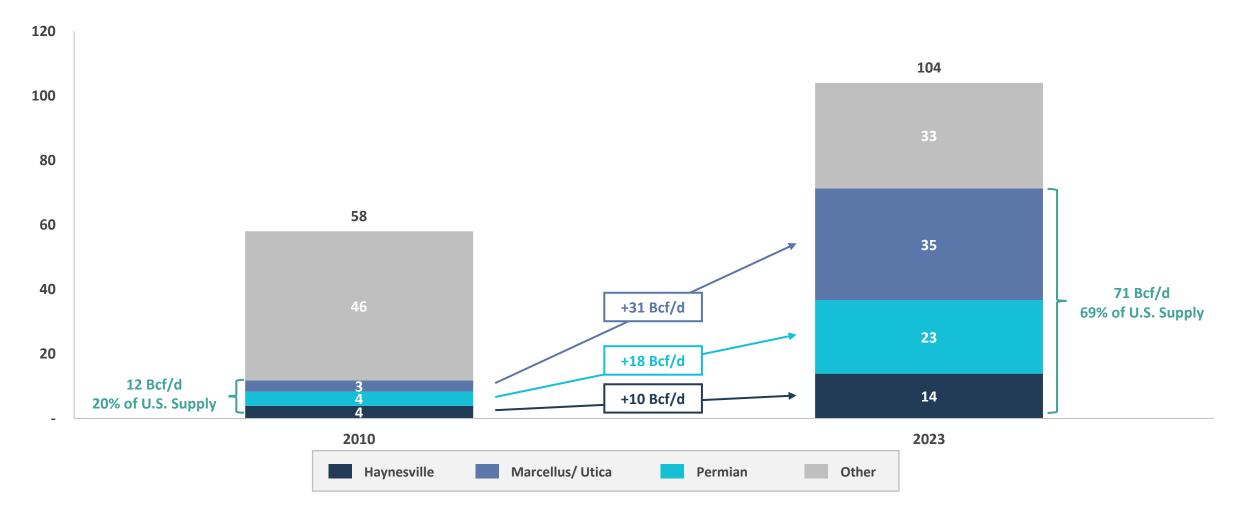
Rest of World Natural Gas Production (Bcf/d)

U.S. Natural Gas Production (Bcf/d)



U.S. Natural Gas Supply – The Big Three: Then and Now

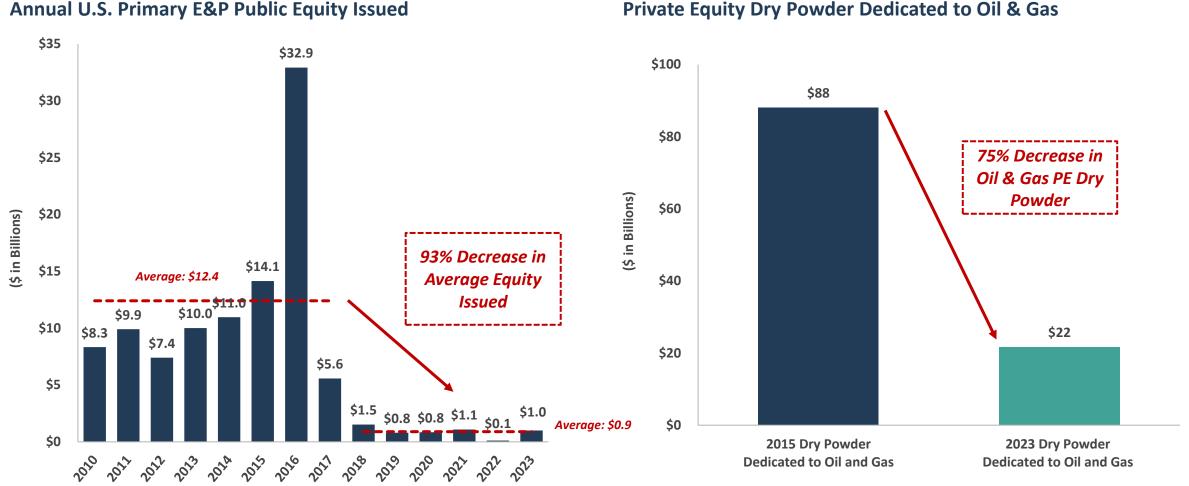
U.S. Natural Gas Production (Bcf/d)



Source: EIA Historical Natural Gas Production; EIA Short Term Energy Outlook (January 2024). Regional production data per Enverus as of February 2024.

The Industry Is Capital Starved: Both Public and Private Markets

Capital scarcity has created a more favorable competitive environment for new investments



Private Equity Dry Powder Dedicated to Oil & Gas

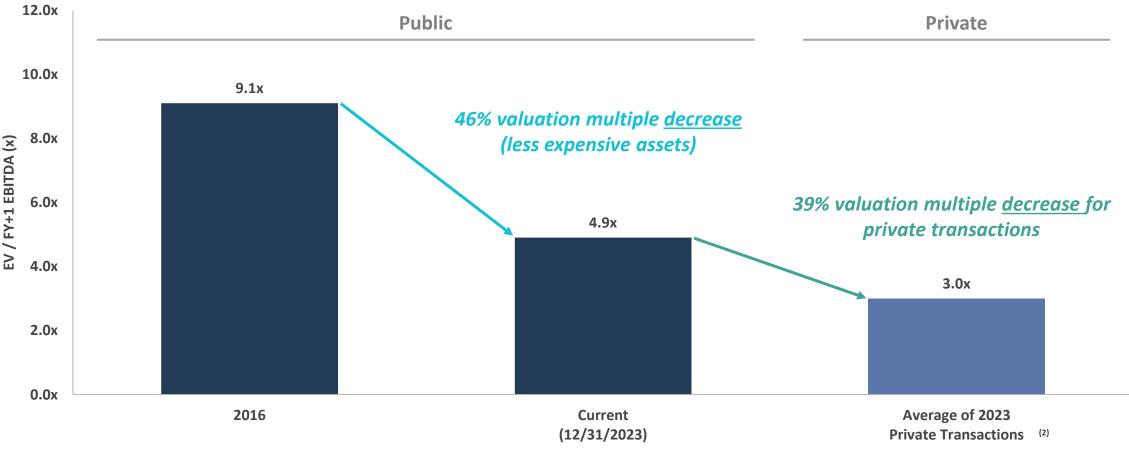
Source: Enverus as of December 31, 2023. WSJ ("Investor Shift From Fossil Fuels Leaves Surging Market to Smaller Players" dated October 13, 2021). RBC Capital Markets.

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Note: There can be no assurance that any projections will ultimately materialize or that historical trends will continue during the life of any NGP fund. Although NGP believes such determinations are reasonable, they are inherently subjective in nature

E&P Valuations Have Been Re-Priced to Attractive Levels for New Investments

E&P Valuations Have Compressed ⁽¹⁾



Source: FactSet as of December 31, 2023.

1)

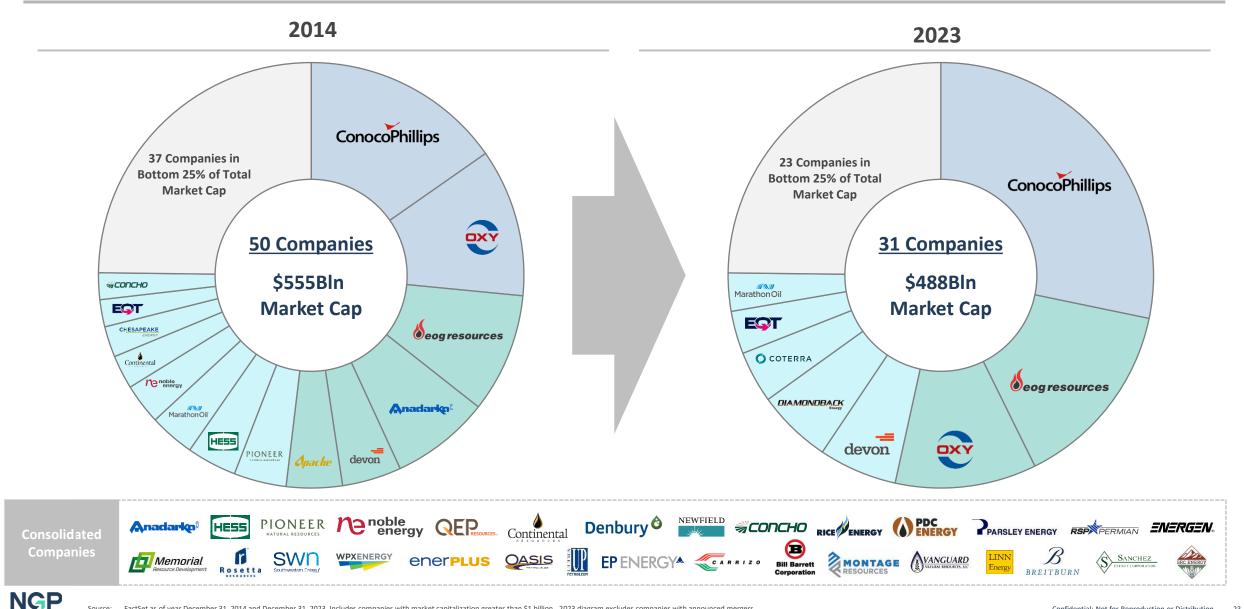
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Note: Multiples represent a weighted average based on market capitalization for each respective constituent grouping.

2015 and 12/31/2023 representative peer sets differ due to the large amount of M&A activity that has occurred since 2015. 2015 representative peer set includes Large-Caps: APA, COP, CXO, DVN, EOG, HES, NBL, and OXY; Mid-Caps: AR, CHK, CLR, COG, EQT, FANG, GPOR, MRO, MUR, PDCE, PE, QEP, RRC, SWN, and XEC; Small-Caps: BCEI, CNX, CPE, CRC, CRK, DNR, EPE, ESTE, HPR, KOS, LPI, MTDR, NOG, OAS, REI, SM, WLL, and WPX. 12/31/2023 peer set includes: APA, AR, CHK, CIVI, COP, CTRA, DVN, EOG, EQT, FANG, MGY, MRO, MTDR, OVV, OXY, PR, PXD, RRC, SWN.

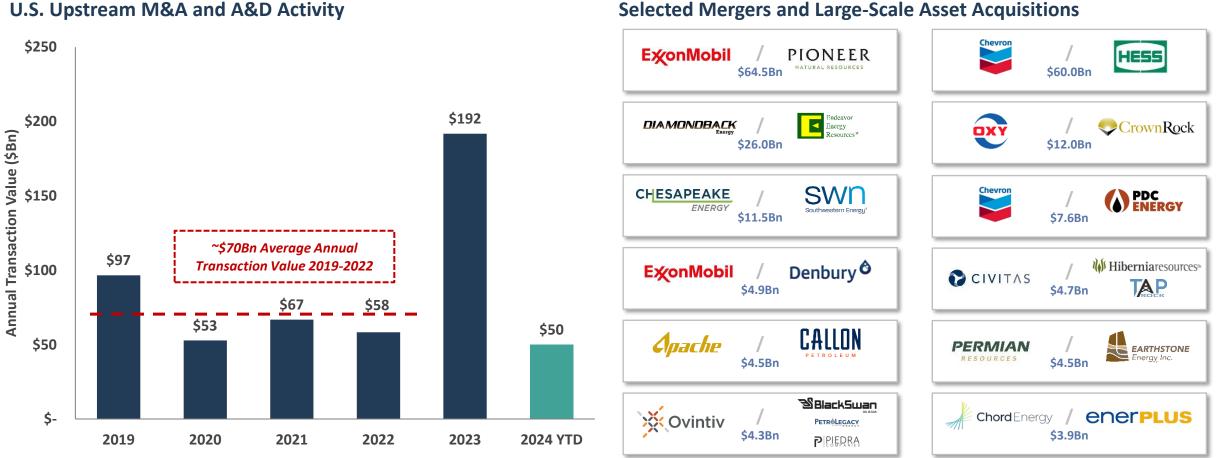
Sourced from Enverus Market Research. Based on weighted average of all transactions in 2023 involving a private operator as a buyer and/or seller

Public E&P Consolidation



Upstream M&A Market is Improving

2023 experienced the most M&A volume since 1998

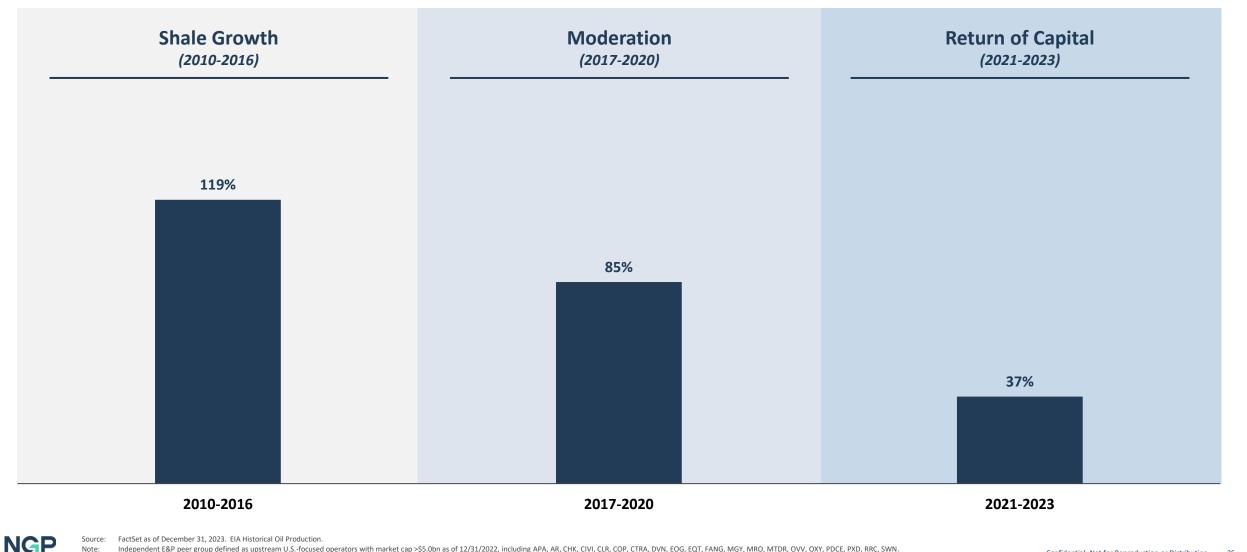


Selected Mergers and Large-Scale Asset Acquisitions

Upstream consolidation likely to create a unique buying opportunity while PE dry powder is down materially

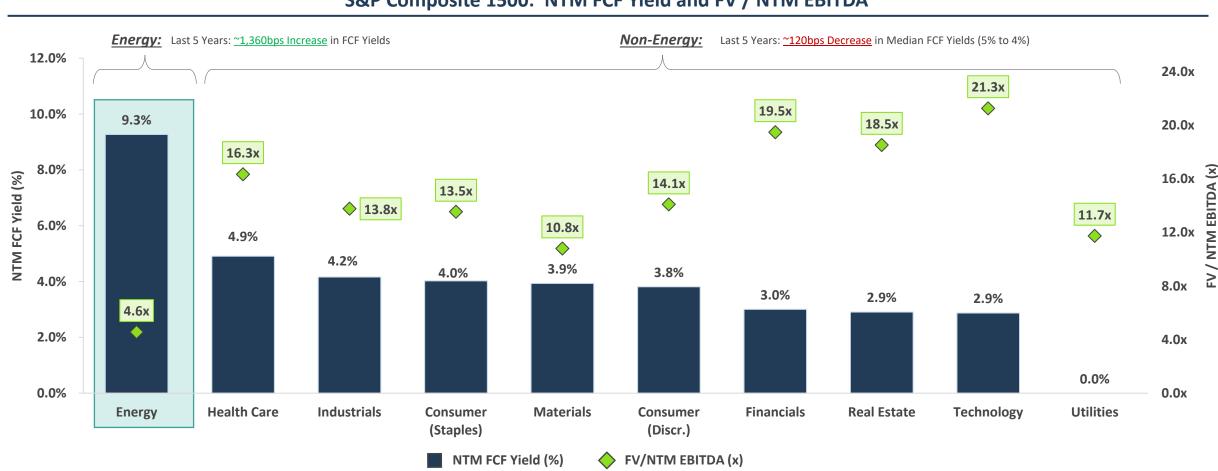
Public Company Shift: from Production Growth to Return of Capital

Independent E&P Reinvestment Rate (Average Capex/EBITDA)



Note: Independent E&P peer group defined as upstream U.S.-focused operators with market cap >\$5.0bn as of 12/31/2022, including APA, AR, CHK, CIVI, CLR, COP, CTRA, DVN, EOG, EQT, FANG, MGY, MRO, MTDR, OVV, OXY, PDCE, PXD, RRC, SWN.

The Upstream Sector is Providing Industry Leading Free Cash Flow Yields with **Attractive Entry Multiples**



S&P Composite 1500: NTM FCF Yield and FV / NTM EBITDA

Lack of capital in energy is creating a highly attractive investment environment – lower upfront multiples and higher FCF yields

FactSet (data as of 12/31/2023). 5 Years Ago data as of 12/31/2018 NGP Energy based on the SPDR S&P Oil & Gas Exploration & Production ETF (XOP). The XOP sub-industry allocation as of February 2024 is 72% Oil and Gas E&P, 21% Midstream and Refining, and 7% Integrated O&G. Note:

	2016	2023	Change	
Number of Active Oil and Gas Private Equity Firms	>40	<10	>75%	
Total Dry Powder for Upstream Private Equity	~\$90Bln	~\$20Bln	>75%	
New PE Backed Portfolio Companies Over Prior 3 Years	>320	<60	>80%	
NGP Portfolio Company Horizontal Wells Drilled	~50	~250	~400%	
Average Private Equity Sale Size	~\$400MM	~\$1.6Bln	~300%	

Source: Enverus and RBC Capital Markets.

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Conclusion

- Trillions of dollars will be invested in the energy transition, accelerating global renewables growth and the shift to electrification
 - The sheer magnitude of invested capital and government intervention requires thoughtful investing to generate attractive returns
- Total global energy demand and oil & gas demand will continue to increase
- The U.S. will continue to be the world's main source of additional oil and natural gas supply
- Capital scarcity and changing behavior of public companies has improved the investment environment
- Private equity model has adjusted: fewer, larger, and more operationally focused companies
- The improved investment environment combined with fewer, higher quality management teams should lead to attractive investment returns for the oil and gas sector



Thank You

ngpenergy.com





Break: 10:20 – 10:35 a.m.

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Notes



Guest Speaker: Geopolitical Environment

Ken Mehlman

Partner, Global Head of Public Affairs, Co-Head of KKR Global Impact, KKR





Ken Mehlman • Partner, Global Head of Public Affairs, Co-Head of KKR Global Impact

KKR



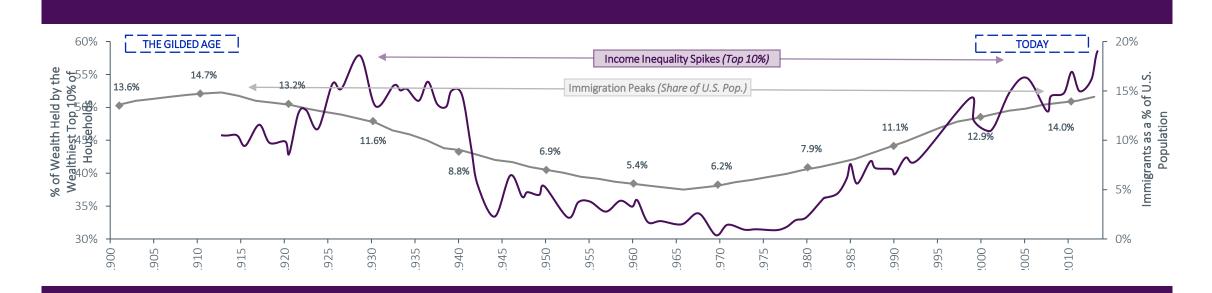
Ken Mehlman (New York) joined KKR in 2008 and is a Partner, Global Head of Public Affairs & Co-Head of KKR Global Impact. Since joining the firm, Ken has architected KKR's responsible investment efforts that seek to create shared value for KKR investors and other stakeholders. He has also worked to identify investment opportunities by leveraging geopolitical, public policy & sustainability trends. KKR's Global Impact strategy invests behind businesses that promote commercial solutions to global challenges associated with climate action/energy transition, sustainable living, lifelong learning & inclusive growth. Mr. Mehlman spent a dozen years in national politics and government service, including as 62nd Chairman of the Republican National Committee and Campaign Manager of President Bush's 2004 re-election campaign, the only Republican presidential campaign in 34 years to win the popular vote. Mr. Mehlman also served in high level positions in Congress and the White House. Mr. Mehlman, who currently lives in New York City, graduated with a B.A. from Franklin & Marshall College and holds a J.D. from Harvard Law School. Mr. Mehlman's philanthropic focus is opportunity, mobility & equality. He is a trustee of Mt. Sinai Hospital of New York, Teach for America, the United Negro College Fund (UNCF), Franklin & Marshall College and Sponsors of Educational Opportunity (SEO). Mehlman is a member of the Council on Foreign Relations.



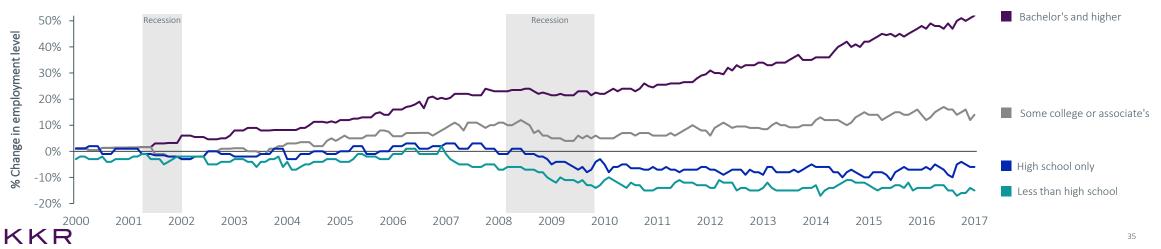
Presentation to VRS KEN MEHLMAN MARCH 20, 2024



Context: Living in disruptive times



Head of the Class (Change in employment level by educational attainment)



The political disequilibrium: Every election is a change election

No "Alignment" has lasted longer than two years

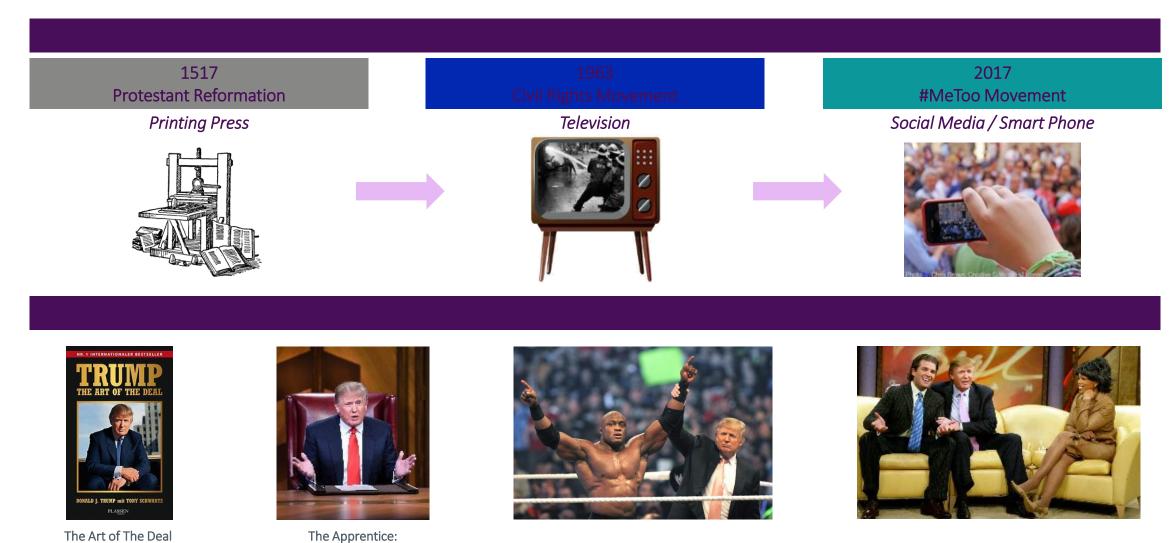
	2013-2014	2015-2016	2017-2018	2019-2020	2021-2022	2023-2024
POTUS						
SENATE						
HOUSE						
Change Election 2 years later?	YES	YES	YES	YES	YES	???

Average duration of control

Combined votes enabling victory (Historically small margins minimize mandates)

	House	Senate		House	Presidency
20 th Century	11.1 years	9.0 years	Last Election	6,675 votes in 5 races	42,922 votes in AZ, GA & WI
21 st Century	5.5 years	4.5 years	Prior Election	31,751 votes in 5 races	79,316 votes in PA, MI & WI

Trump is built for this disruptive moment.



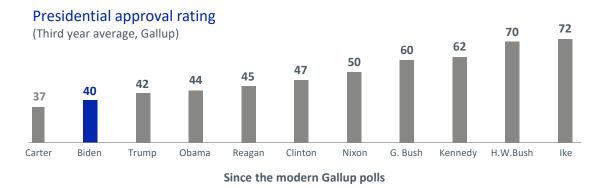
The Art of The Deal ~1.1 million copies sold

KKR

Avg. ~10 million viewers

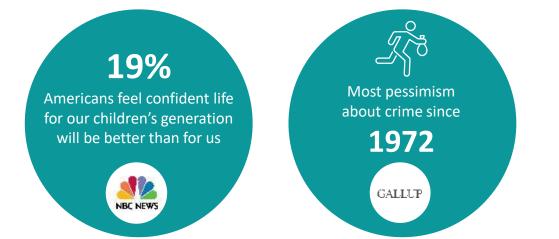
Americans are deeply dissatisfied.

Second worst approval rating of incumbent's third year



Worst Current and Future View of the Economy Since 2008





Bidenomics – December 2023				
Favorable	Net Difference			
29%	51%	-22%		



KKR

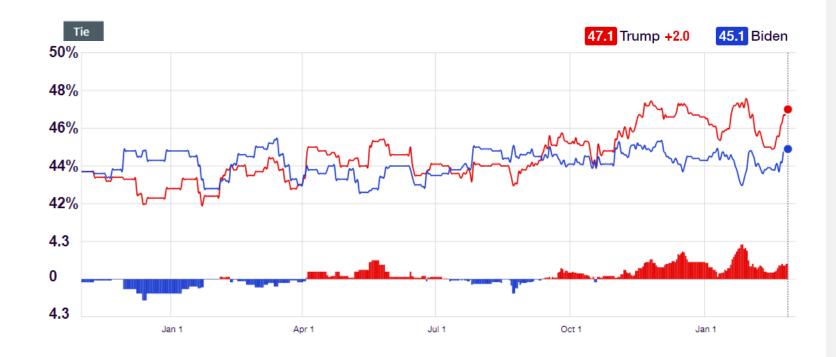
The public feels like things are out of control. Who can restore order?





Trump leads today

General Election: Trump vs. Biden



Arizona Trump 47.5% Biden 42.0%

0%

Georgia

Trump	48.5%		
Biden	42.0%		

Michigan

Trump	46.2%	
Biden	42.6%	

Nevada

Trump	48.7%		
Biden	41.0%		

Pennsylvania

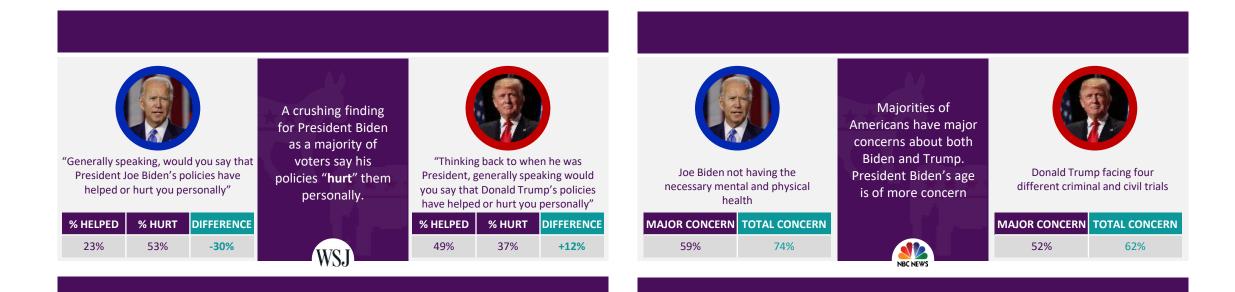
Trump	45.0%
Biden	44.2%

Wisconsin

Trump	46.4%	
Biden	45.4%	

KKR

Explaining Trump's lead today



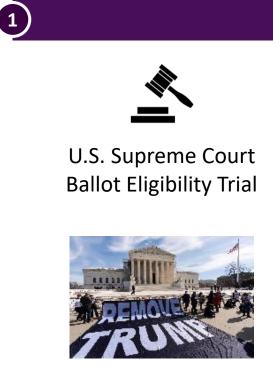
2020 Exit vs. Recent Polls

BIDEN	CURRENT	2020 EXIT POLL	DIFF.	TRUMP	CURRENT	2020 EXIT POLL	DIFF.
Hispanic	41%	65%	-24%	Hispanic	42%	32%	+10%
Black	75%	87%	- 12%	Black	16%	12%	+4%
18-29 years old	46%	60%	-14%	18-29 years old	38%	36%	+2%



KKR

Critical considerations: Remember the three T's



Can Trump be on the ballot? It's the Supreme Court's biggest election test since Bush v. Gore Robert F. Kennedy Jr. (Independent)

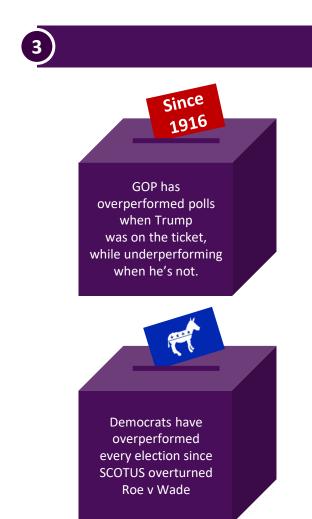
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Jill Stein (Green Party)



No Labels



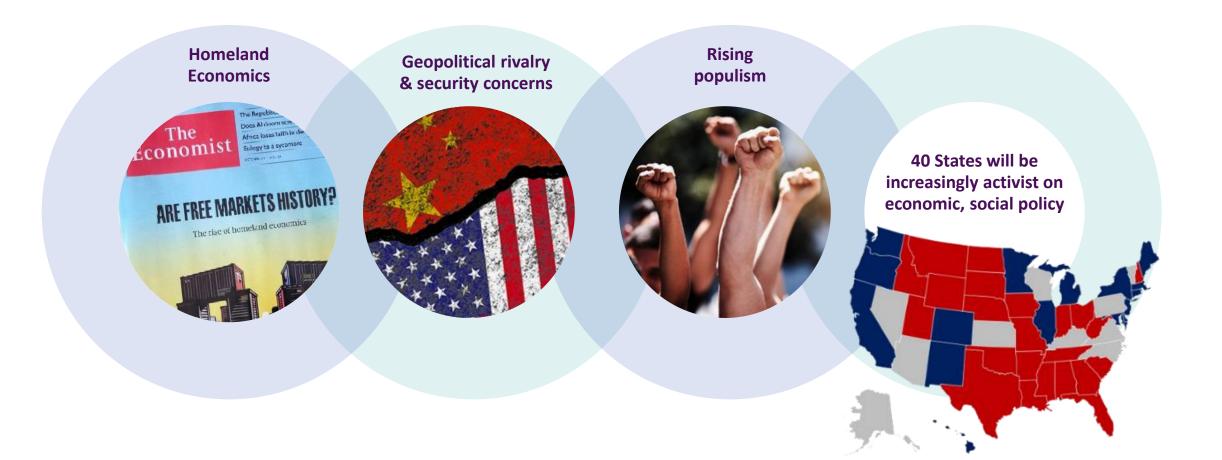


A competitive battle for both the U.S. House & Senate

Democrats have a GOP has a **3 seat** House majority **1** seat Senate majority ति Congressional Preference Poll Key Senate Primaries Republican's lead Democrats on 45% 49% congressional preference, which represents the 2nd largest advantage in the past century Arizona Montana Ohio

KKR

Separating the signal from the noise: what won't change



Areas that could change



Social policy



Foreign Policy



Regulations



Trade



Energy Policy



Ukraine



Defense



Courts



Some high-level policy implications

Sector	Biden/Democratic Policy Outlook	Trump/GOP Policy Outlook
Macro	 Fiscal More modest tax reduction (selective extension of 2017 reforms), more expansive social spending Trade More export controls, investment restrictions, and technology sanctions against China; emphasis on technology and supply chain cooperation with European and Asian allies and partners Foreign affairs Push for sustained support for Ukraine and Russia sanctions 	 Fiscal Major tax reduction (extending 2017 reforms), combined with limits on spending Trade More export controls, investment restrictions, and technology sanctions against China *and* significant increase in tariffs; zero-sum trade approach with European and Asian allies and partners Foreign affairs Uncertain Ukraine support, more hawkishness toward Iran
Financial	 Banks Continued aggressive approach to bank capital Non-banks Move toward some entity-based systemic designations Consumer finance Expanded focus on "junk fees" 	 Banks More flexible approach to bank capital Fintech More flexible approach to bank/fintech partnerships, crypto policy
Tech	 Antitrust Continued broad, aggressive approach to antitrust enforcement Telecom Finalize net neutrality regulation 	 Antitrust More selective approach to "Big Tech" antitrust Telecom More flexible approach to broadband deployment
Health	• Drug pricing Continued focus on PBM transparency/pricing, expand constraints on manufacturers	 Drug pricing Continued focus on PBM transparency/pricing, less focus on constraining manufacturers Medicaid Increased constraints on eligibility to slow program growth
Energy	 Renewables Additional spending, tax support Emissions Finalize power plant emissions regulation 	 Oil/gas More flexibility on permitting/leasing, greater regulatory certainty Renewables Reduce tax support for EVs and more mature tech (wind/solar) Emissions Less aggressive regulation of auto, power plant emissions

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economy...**which we can help develop**

What this means for us



Enhanced focus on 3 licenses to operate across our investments



Look for opportunities to be part of the solution



Maintain focus on value creation/ protection



Listen and learn from all of our partners



Guest Speaker: Real Assets

Edmund Donaldson

Executive Managing Director, Portfolio Management Affinius



Edmund Donaldson Executive Managing Director, Portfolio Management

Affinius



Edmund Donaldson serves as Executive Managing Director of Portfolio Management for Affinius Capital. Edmund is the portfolio manager for the firm's flagship, diversified open-end investment program. He is a member of the firm's Investment Committee.

Prior to joining Affinius Capital in 2014, Edmund worked for Hines where he was a Senior Managing Director and member of their Capital Markets Group. He also served as Chief Investment Officer of the Hines U.S. Core Office Fund, Hines REIT and Hines Global REIT. During his 20 years with Hines, Edmund invested across all asset classes across the globe.

Edmund earned his Bachelor of Arts in Quantitative Economics and Decision Sciences from the University of California, San Diego, and Master of Business Administration from Rice University (Jones Graduate School of Business), where he currently serves on the Council of Overseers as well as the Real Estate Advisory Committee.

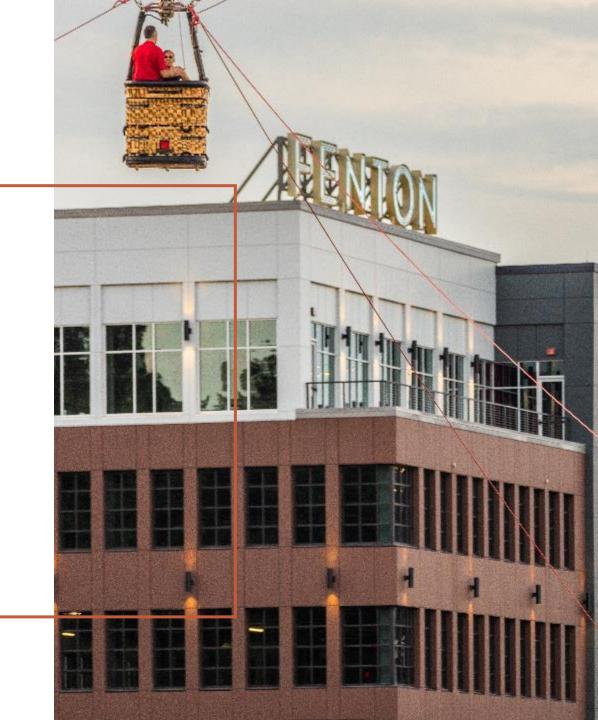


Affinius Capital Real Estate Update

2024 VRS BOARD RETREAT EDMUND DONALDSON

AGENDA

- **1**. Overview
- 2. Office Sector
- 3. Multifamily Sector
- 4. Industrial Sector
- 5. Retail Sector
- 6. Data Center Sector





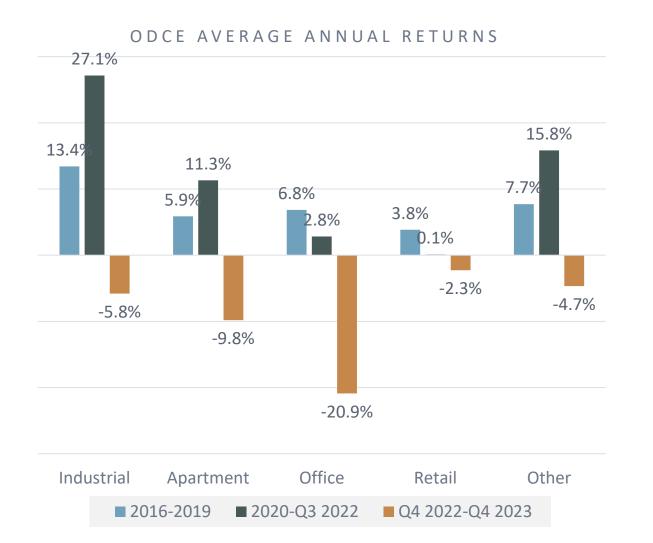
OVERVIEW



PARTNERS ADVISORS INVESTORS STEWARDS

- Market reset presents a unique investment opportunity across the Real Estate universe
- Near term weakness in market fundamentals across primary real estate sectors
- Long term shifts in investors sector preferences
- Emergence of alternative investment sectors as institutional targets
- Demographic patterns support long-term growth
- Current market repricing provides opportunity to invest at a basis that will enhance expected return

ONGOING MARKET RESET AND SHIFTS IN ALLOCATIONS



- Prolonged bull market followed by major reset in asset valuations
- Industrial and Multifamily outperform with Office facing greatest headwinds
- ODCE Industrial allocations nearly tripled from 2013 to 2023. Office and Retail fall by half
- Allocations to alternatives increase from 4% to 8%

PREA CONSENSUS FORECAST SURVEY OF THE NCREIF RETURNS FOURTH QUARTER 2023

Average of respondents' forecasts of the NCREIF Property Index (NPI) and sub-markets by property type.

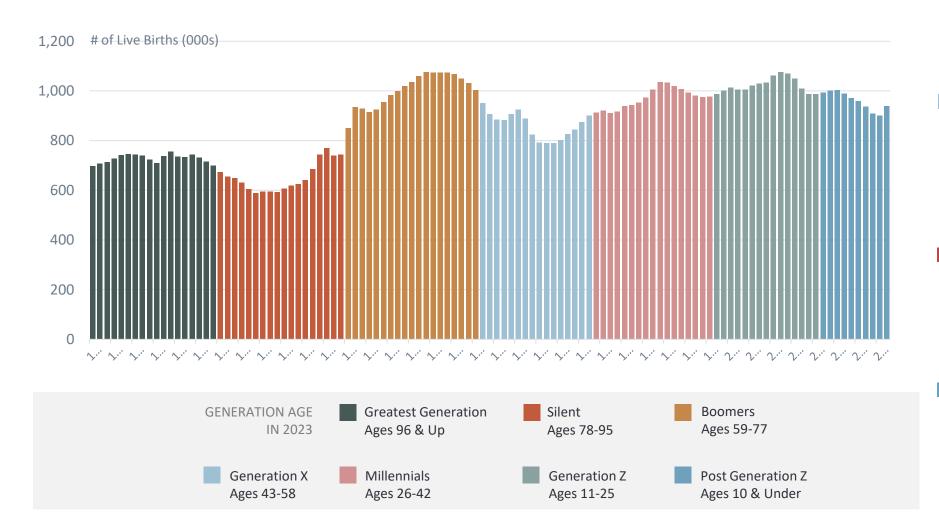
	Total Return (included income) 2023	Total Return (included income) 2024	Total Return (included income) 2025	Total Return (included income) 2023 to 2027 (per year)
National, All property types (NPI)	-7.7	0.2	6.8	3.4
Office	-17.4	-5.4	3.0	-2.1
Retail	-0.9	3.2	6.8	4.4
Industrial	-4.5	2.2	6.7	4.5
Multifamily	-6.8	0.1	6.8	3.5

Source: PREA; Affinius Capital Research

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DEMOGRAPHICS DRIVE LONG TERM TRENDS



BOOMERS

An average of 10,000 Baby Boomers will reach retirement age every day until the year 2030

GENERATION X

In prime spending years, but as smallest cohort, less impactful in driving economy. The oldest Millennials are entering prime spending years and will be more impactful

MILLENNIALS

The Millennial generation – approximately 73 million people – is the largest cohort in the U.S. labor force, and nearly 55% of them are renters today

GENERATION Z

Generation Z is larger than the Millennial cohort and will likely backfill the space eventually vacated by Millennials

Source: US Census, Moody's Analytics, as of March 2023



OVERALL OFFICE THEMES



PARTNERS ADVISORS INWESTORS STEWARDS

- Deterioration in underlying office market fundamentals
- New, Class-A, highly amenitized buildings continue to capture the limited demand and command strong rents across markets
- Obsolescence As with malls over the past five to ten years, office is not overbuilt but under demolished
- Appraisals remain significantly inflated relative to spot pricing, with ODCE office portfolios valued at <6% cap rate in Q4 2023
- Implied value resets of up to 40% combined with very little liquidity make Class-B and C office biggest risk
- Near term opportunity exists to recapitalize or acquire Class A office assets in poor capital structures

DECLINE IN U.S. OFFICE MARKET VALUE AS % OF NPI

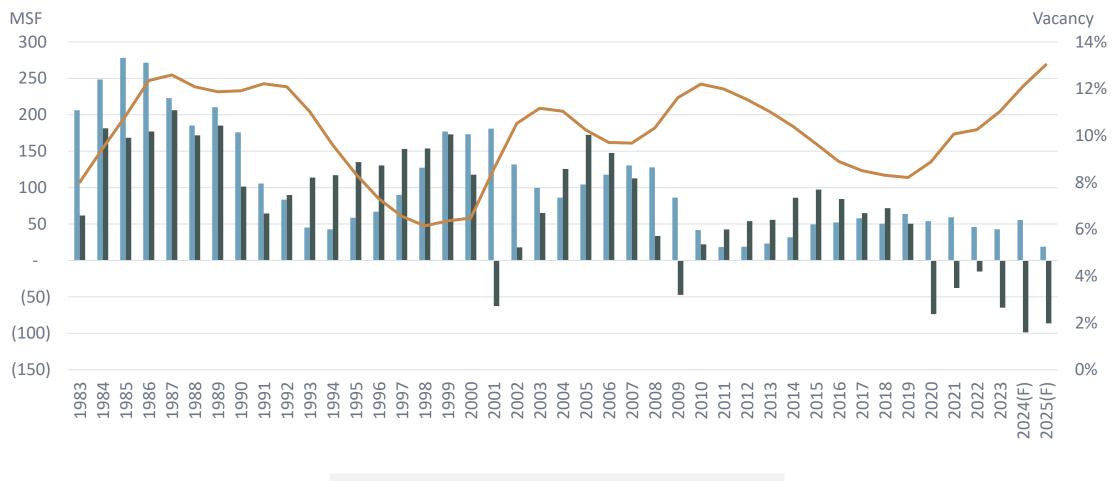


Office historically has had a large allocation in institutional portfolios

Other than valuation drop during RTC, historically has been 35% of the portfolio value or more, until recently falling to 20%

Source: NCREIF, Affinius Capital Research

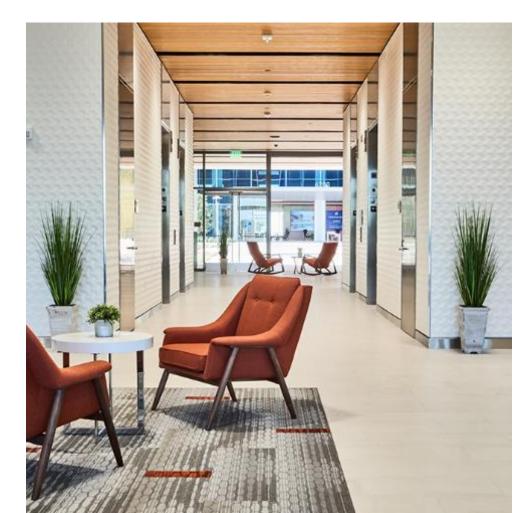
DEMAND DRIVEN DECLINE IN U.S. OFFICE FUNDAMENTALS



Net Delivered 🛛 🖿 Net Absorption — Vacancy

Source: CoStar, Affinius Capital Research

FACTORS IMPACTING NEAR TERM OFFICE FUNDAMENTALS DECLINE



DEMOGRAPHICS

- 10,000 retirement age each year
- Generation X is smaller age cohort
- Working age population growth rate falling by half

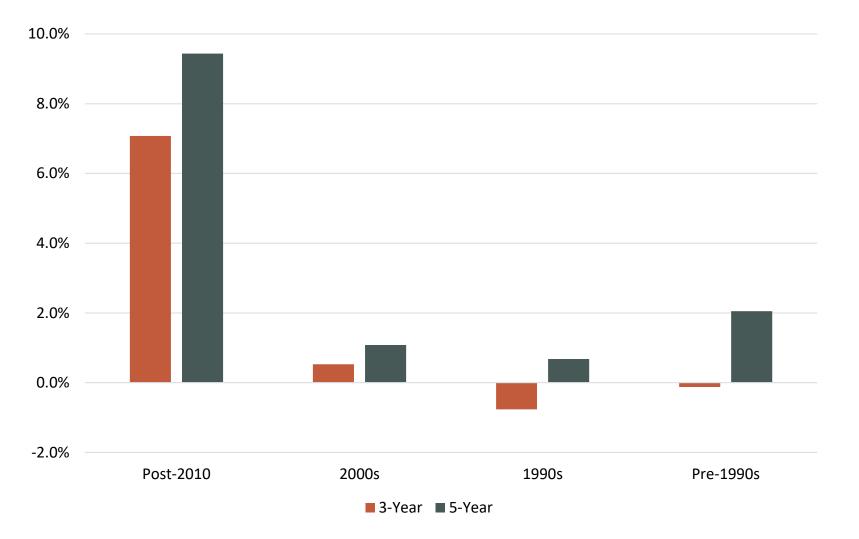
OBSOLESCENCE

- Location
 - Disconnected suburban campuses
 - Sterile CBD environments
- Physical Product
 - Lack of Amenities
 - Poor energy and design efficiency

TECHNOLOGY

- Reduction in square feet per employee
- Elimination of Libraries
- Reduced File storage
- Shared space solutions
- Cloud Storage versus onsite servers

OUTPERFORMANCE OF NEW VINTAGE PRODUCT



- Newer assets continue to see substantial rent growth the past 3 & 5 years
- Product built before 2010 has experienced minimal or negative rent growth

Source: NCREIF, Affinius Capital Research

OFFICE SECTOR SUMMARY

- Near-term fundamental headwinds to persist
- Strong long-term demographic drivers coupled with limited supply of modern product
- Distressed pricing environment presents opportunity
 - Discounts to replacement cost at levels not seen since early 1990s
 - Appraisal disconnect in Open End Funds closing
 - Attractive direct investing opportunities at protected positions in Capital stack
 - Importance of location and product selection
 - Long-term investment horizon required





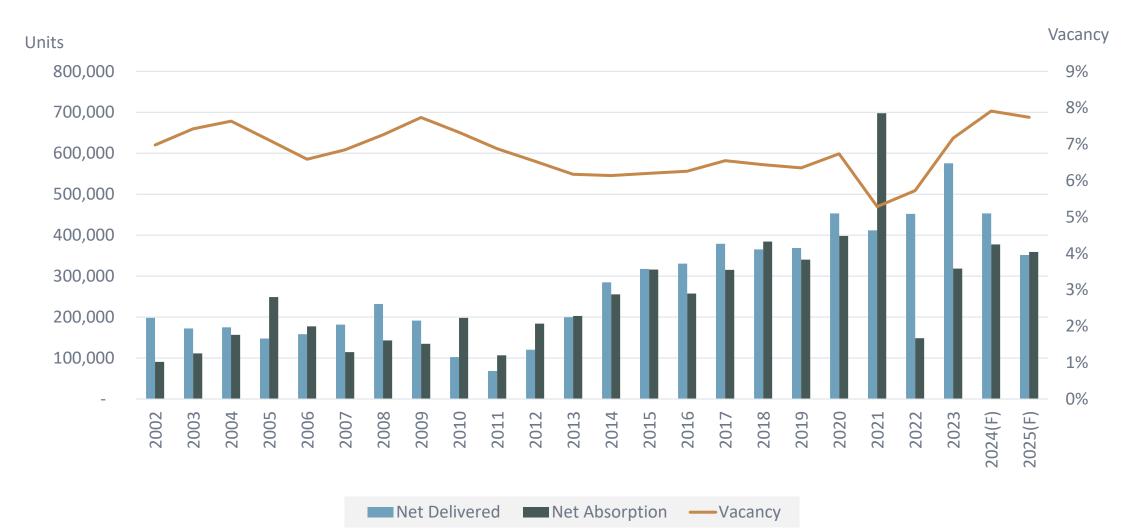
OVERALL RESIDENTIAL THEMES



PARTNERS ADVISORS INVESTORS STEWARDS

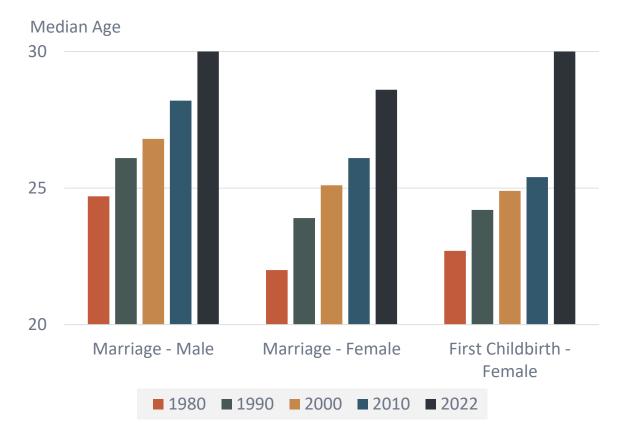
- Demographic tailwinds with millennial and generation Z cohorts
- Growing importance in institutional portfolios currently at 28% of NPI up from 5% 30 years ago
- Near-term softening in fundamentals in certain markets
- Shortage in total housing supply with 5-million-unit shortfall in development over past decade
- Continued growth in household formation 9 million over next decade
- Deepening affordability crisis
- Appraisal lag in open end fund valuations closing
- Capital markets driven pricing dislocation presents opportunity

U.S. MULTIFAMILY FUNDAMENTALS



MILLENNIALS RENTING LONGER THAN PRIOR GENERATIONS

DELAYING MAJOR LIFE EVENTS

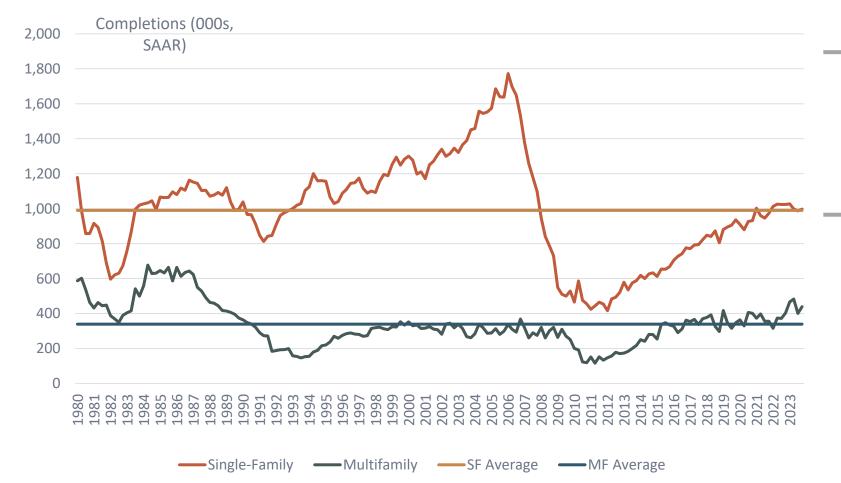


- Traditional family formation postponed
- Millennials facing severe financial challenges
- Millennial cohort burdened with unprecedented Student Loan debt
- Single-Family housing affordability at 40year lows

Source: US Census Bureau as of 2022

INADEQUATE U.S. HOUSING SUPPLY

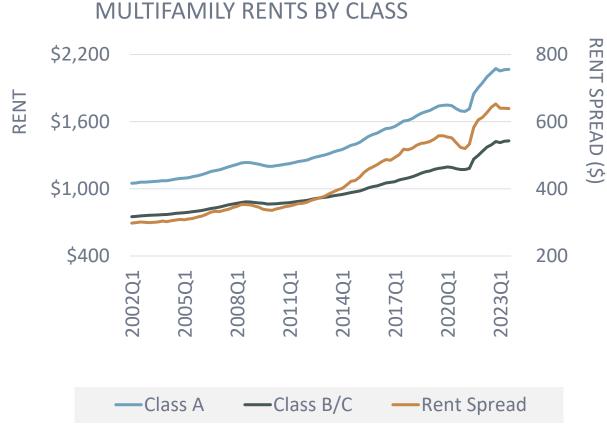
Both single family and multifamily deliveries have fallen short of their historical trends over the last decade, resulting in a severe housing shortage.



From 1980-2008 the U.S. averaged just over 1M single family completions per year, and since 2009, it has averaged only 734K units – a shortage of 4.0 million units over the past 14 years.

Multifamily recovered to its historical average of 335K units per year in 2015 and has increased recently. Still, the sector has been underdeveloped by nearly 600K units over the last 14 years when compared to the long run average.

HOUSING AFFORDABILITY IS A DEFINING ISSUE FOR THE CRE INDUSTRY



- One 3rd of Households are Cost Burdened – spending more than 30% of Household income for housing¹
- Millennials also burdened with unprecedented student debt – up 360% since 2006
- Spread in rents between class A and class B/C remains elevated

Source: REIS, Q3 2023

1. Joint Center for Housing Studies of Harvard University, 2023

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MULTIFAMILY SECTOR SUMMARY

- Demographic factors ensure sustained long-term demand
- Near-term supply/demand imbalance in certain markets
- Open-End Fund Appraisal challenges
- Capital market dislocation presents attractive direct Investment opportunities





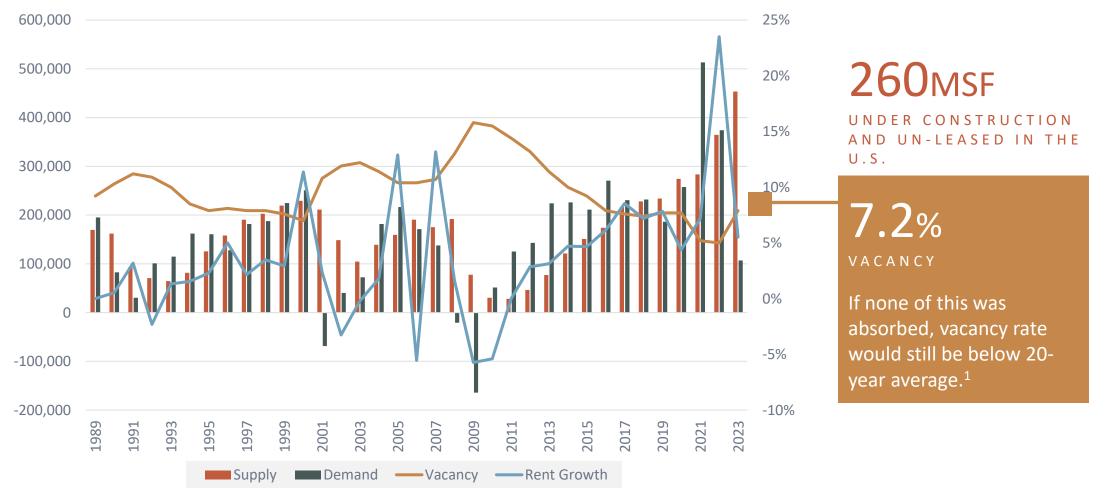
Overall Industrial Themes



PARTNERS ADVISORS INVESTORS STEWARDS

- Strength of growth in long term demand
- Increased component of institutional portfolios (34% of ODCE up from 13% in 2015)
- Evolution of e-commerce
- Opportunities for modern product in traditional industrial clusters
- Valuation disconnect pull back from 2021 historical peaks
- Declines in replacement cost
- Potential investment opportunities H2 2024 to 2025

VACANCY RATE RISING BUT STILL NEAR RECORD LOWS



Source: CoStar

1. This includes all industrial and logistics of all classes.

THE STRENGTH OF E-COMMERCE

Sales = \$1.67T

\$1B = 1.25MSF

SPACE

NEEDED

E-COMMERCE SALES

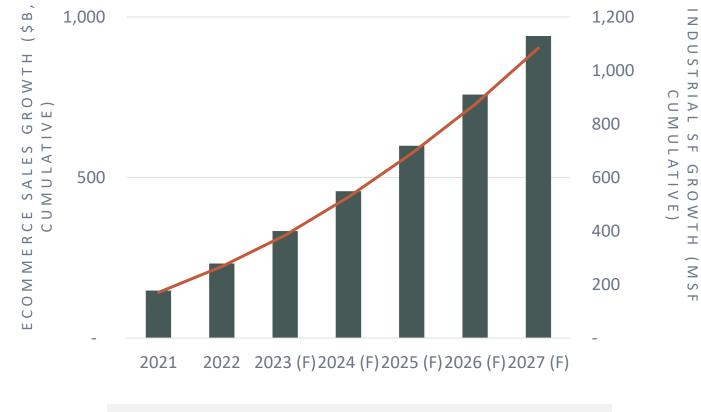
1. Last updated September 2023

2. Source: CoStar, e-Marketer: <u>https://www.insiderintelligence.com/content/</u> <u>us-retail-ecommerce-sales-growth-2027</u>

E-COMMERCE GROWTH REQUIRES SUBSTANTIAL DEVELOPMENT¹

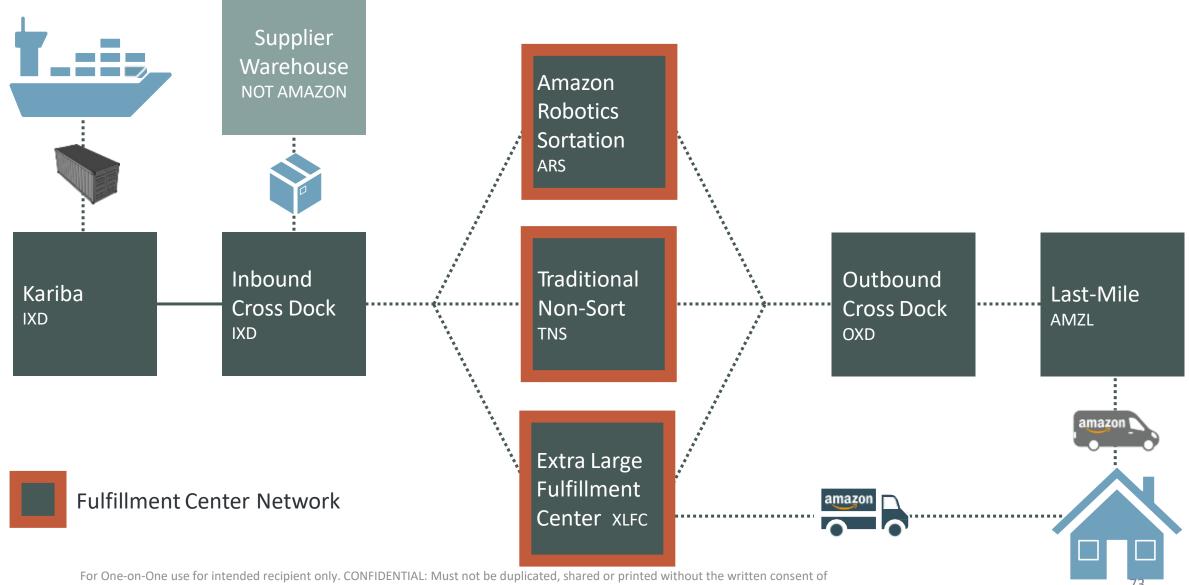


1.1BSF ADDITIONAL DEMAND FOR INDUSTRIAL SPACE



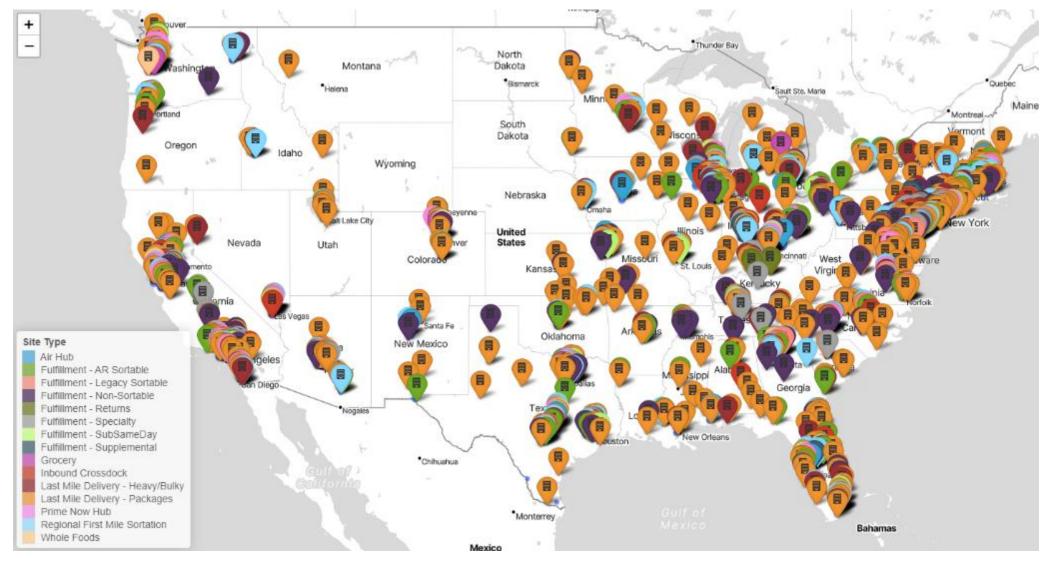
Industrial SF Growth —e-Commerce Sales Growth

AMAZON SUPPLY CHAIN



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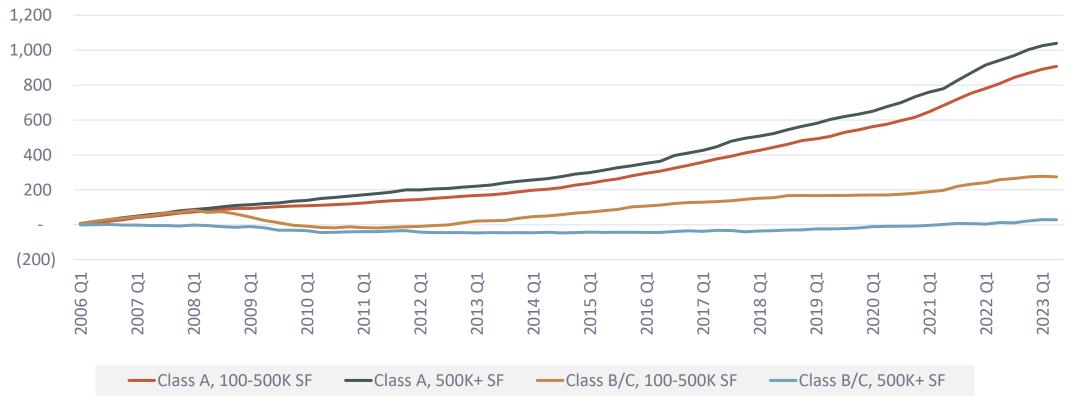
AMAZON U.S. DISTRIBUTION NETWORK



Source: MWPVL, Affinius Capital Research

MODERN PRODUCT CAPTURING MOST NET ABSORPTION

CUMULATIVE NET ABSORPTION (MSF)



Source: CoStar, Affinius Capital Research

INDUSTRIAL SECTOR SUMMARY

- Strong Fundamentals
- Low Volatility despite prior cycle anomaly
- On going valuation reset from prior cycle historic highs
- Significant appraisal lag in Open End Fund environment
- Potential Opportunity H2 2024 and into 2025
- Risks and Opportunities
 - Near Shoring
 - Panama Canal





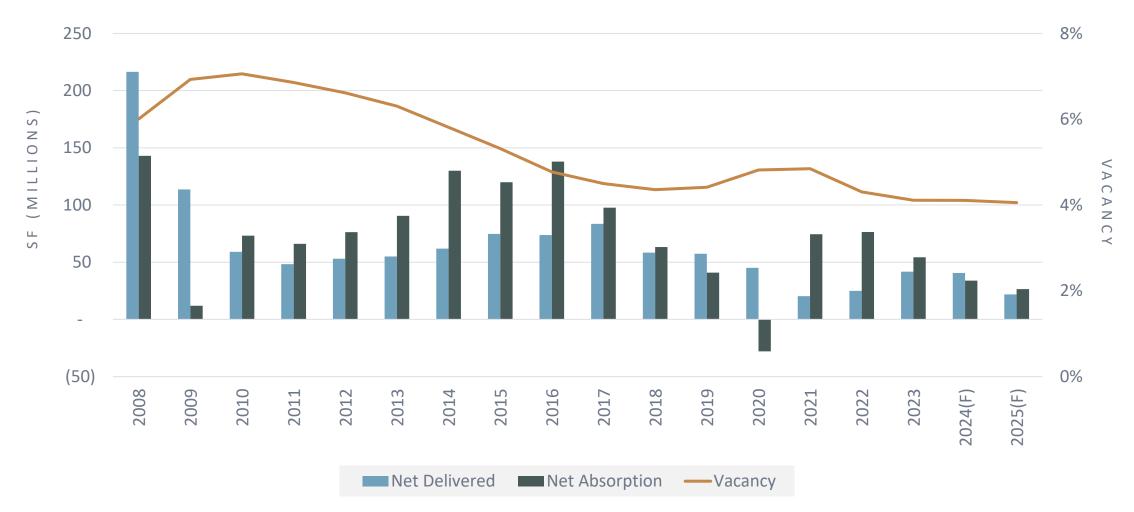
OVERALL RETAIL THEMES



PARTNERS ADVISORS INVESTORS STEWARDS

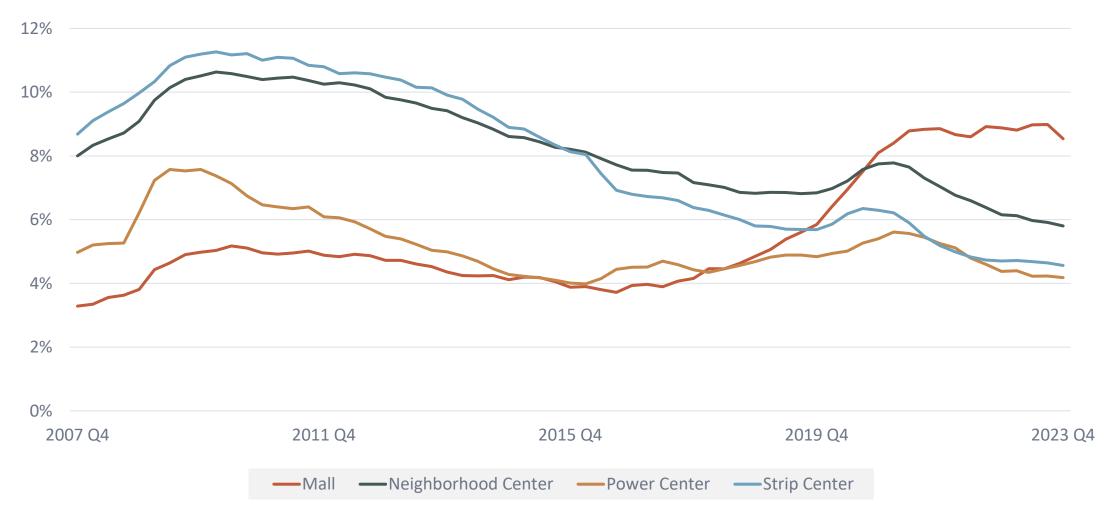
- Extended period of strength led to significant oversupply in prior cycles
- Growth in e-commerce coupled with oversupply led to deterioration in fundamentals
- ODCE allocations to sector fall by half
- Correction in Retail Sector begins Post GFC
 - Demand outstrips supply during last 15 years
 - Substantial Demolishing and repurposing of obsolete inventory
 - Capital Constraint limits new development
 - Supply further delayed by Covid
 - Importance of omni-channel delivery drives growth in tenant demand
- Pricing dislocation persists providing near term opportunities

U.S. RETAIL FUNDAMENTALS STRONGER THAN ADVERTISED



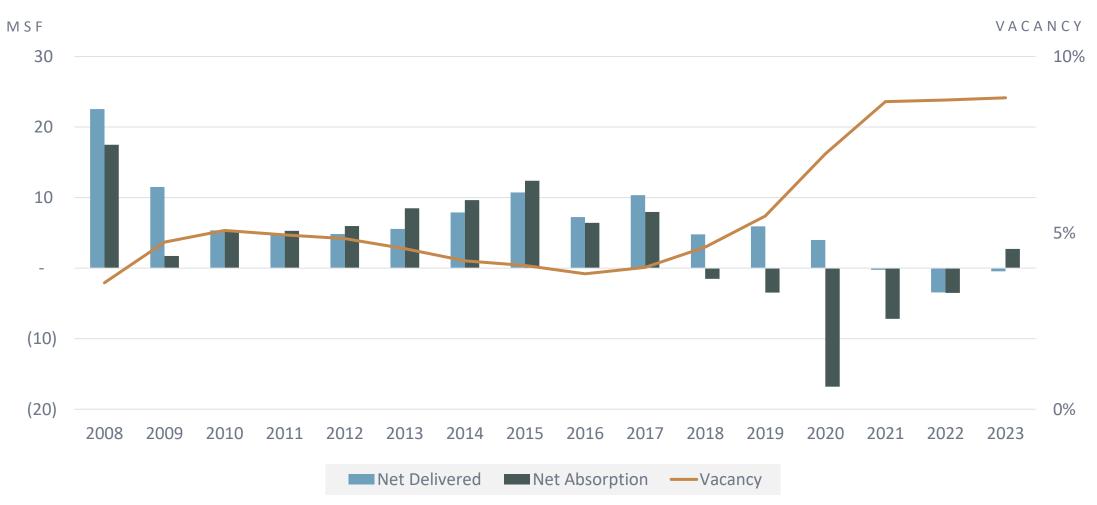
Source: CoStar

IMPROVING FUNDAMENTAL ACROSS MOST FORMATS



Source: CoStar, Affinius Capital Research

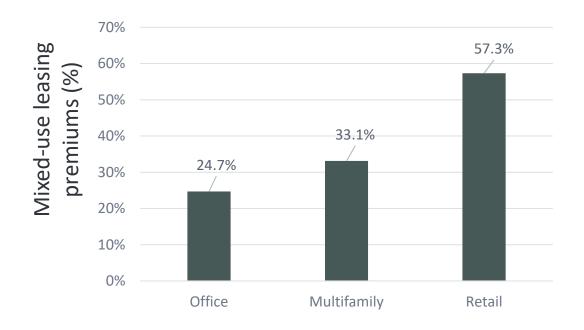
MALL REDEVELOPMENT OPPORTUNITIES

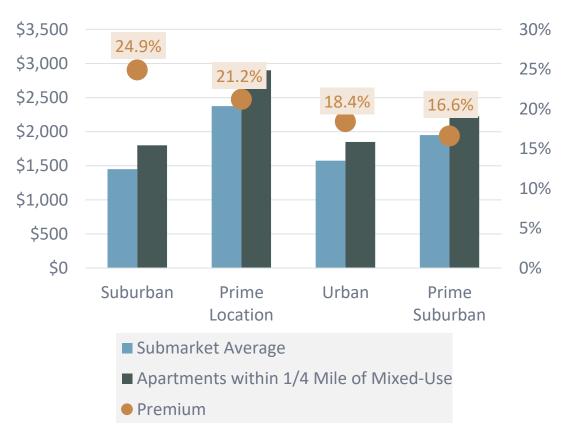


Source: CoStar, Affinius Capital Research

OUTPERFORMANCE IN MIXED-USE ENVIRONMENTS

COMMERCIAL & RESIDENTIAL SPACES SEE SIGNIFICANT LEASING PREMIUM OVER THE CLASS-A MARKET





SOURCE: CoStar Advisory Services, Second Quarter 2022 Note: Analysis limited to top 54 U.S. markets.

SOURCE: JLL Research, Axiometrics, CoStar 2022 Jones Lang LaSalle IP

DATA CENTER SECTOR





WHY DATA CENTERS

ADOPTION EXPANDING

Exponential growth trajectory of cloud services by hyperscale users requires additional capacity, compounded by the acceleration of AI.

SURGING DEMAND

Shortage of available power/transmission and entitled sites to fulfill growth needs of hyperscale users

HIGH-CREDIT QUALITY TENANCY

Top hyperscale companies with strong credit ratings signing long-term leases

CLOUD REVENUE GROWING AT 22% CAGR, AI DEMAND COULD ACCELERATE FURTHER

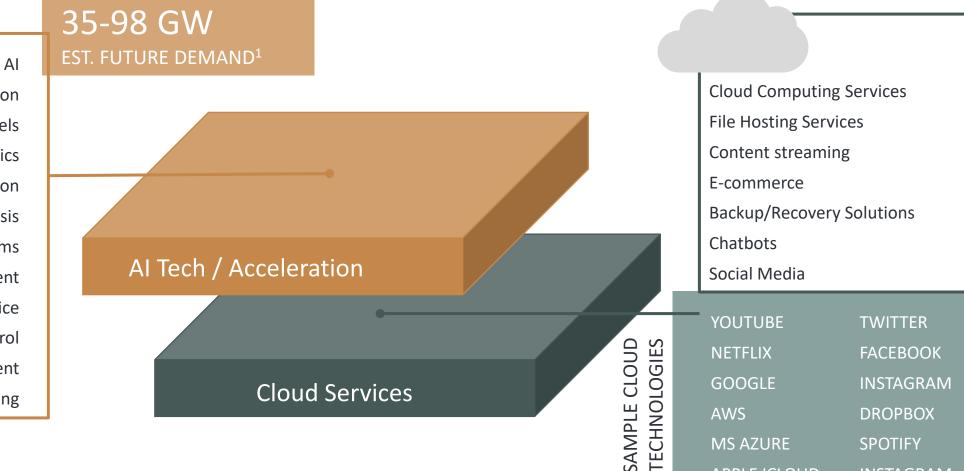
REVENUE - CLOUD SERVICES \$80 \$70 22% \$60 CAGR CLOUD REVENUES \$50 BILLIONS SINCE Q1 2016¹ \$40 \$30 68% \$20 MARKET SHARE OF \$10 GLOBAL CLOUD INFRASTRUCTURE SPENDING² \$-2016 2019 2020 2022 2023 2017 0 1 **0**7 С О З С 1 Q3 ∞ d ■ Amazon ■ Microsoft ■ Google ■ Oracle

1. CAGR represents Compound Annual Growth Rate calculated by Affinius Capital based on company financials (publicly available – 10K).

2. Technology Magazine, https://technologymagazine.com/top10/top-10-biggest-cloud-providers-in-the-world-in-2023

COMPOUNDING DEMAND LEADING TO INCREASED MARKET SIZE

Generative AI Automation Large Language Models **Predictive Analytics** Personalization Image & Video Analysis **Decision Support Systems Process Improvement Customer Service Quality Control Research & Development** Marketing & Advertising



1. Source: McKinsey & Company "Investing in the Rising Data Center Economy"

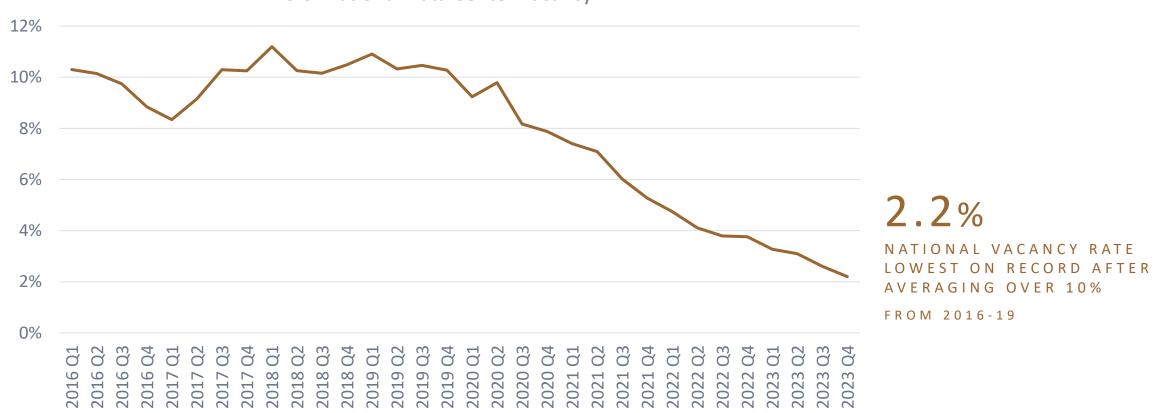
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INSTAGRAM

APPLE ICLOUD

VERY TIGHT VACANCY RATES AND PRE-LEASING ACTIVITY

U.S. National Data Center Vacancy



Source: datacenterHawk, https://www.datacenterhawk.com/insight

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This presentation identifies a number of benefits inherent in Affinius Capital's services and operations on behalf of an investment or Fund, although investments is also subject to a number of material risks associated with these benefits, as further identified in the Fund's Governing Documents. Although Affinius Capital believe that they and their personnel will have competitive advantages in identifying, diligencing, monitoring, consulting, improving and ultimately selling investments, there can be no guarantee that Affinius Capital will be able to maintain such advantages over time, outperform third parties or the financial markets generally, or avoid losses. For additional information regarding risks and potential conflicts of interest regarding an investment in the Fund, please see the risk factors in the Memorandum.

This document may contain forward-looking statements that include statements, express or implied, regarding current expectations, estimates, projections, opinions and beliefs of the general partner of the Fund, as well as the assumptions on which those statements are based. Words such as "believes", "expects", "anticipates", "intends", "plans", "estimates", "projects", "assumes", "potential," "should" and "objective" and variations of such words and similar words also identify forward– looking statements. Such statements are forward-looking in nature and involve a number of known and unknown risks, uncertainties and other factors, including those described in this document, and accordingly, actual results may differ materially, and no assurance can be given that the Fund will achieve the returns from its investments that it is targeting. Investors and prospective Investors are cautioned not to place undue reliance on any forward-looking statements or examples included in this document, and neither Affinius Capital, nor the general partner of the Fund, assume any obligation to update any forward-looking statements as a result of new information, subsequent events or any other circumstances. Such statements speak only as of the date that they were originally made.

Forward-looking statements and discussions of the business environment and investment strategy of the Fund included herein (e.g., with respect to financial markets, business opportunities, demand, investment pipeline and other conditions) are subject to the ongoing novel coronavirus outbreak ("COVID-19"). The full impact of COVID-19 is particularly uncertain and difficult to predict; therefore, forward-looking statements do not reflect its ultimate potential effects, which may substantially and adversely impact the Fund's execution of its investment strategy.

Investments and Market Risk. Investments involve significant risks, including risk of loss of the entire investment. Prospective investors should consult their own legal, tax and financial advisors as to the consequences of an investment in the Fund. Leveraged investments may present additional risks to the investor, including, capital structure risk. Dependence by the Fund on key personnel may result in operational risk. An investment in the Fund is intended to be a long-term investment. The Interests are highly illiquid, and an investor may not be able to transfer or redeem its Interest (or any part thereof), because of restrictions on transferability or redemption of the Interests.

Many factors may affect actual performance, including changes in market conditions and interest rates and changes in response to other economic, political or financial developments. Therefore, projections set forth in this presentation may not be meaningful. The information underlying any projections or other forecasts has been obtained from or is based upon sources believed to be reliable, but Affinius Capital does not assume any responsibility for, and makes no representation or warranty, express or implied as to the adequacy, accuracy or completeness of, any such information. Please contact us if you would like more information about our calculation methodologies.

Past performance is not a guarantee of future results. In considering the performance information, recipients should bear in mind that past performance is not necessarily indicative of future results, and there can be no assurance that the Fund will achieve comparable results or that return objectives or asset allocations will be met. Actual realized returns or unrealized investments will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs, and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the valuations used in the performance data contained herein are based. Accordingly, the actual realized returns on these unrealized investments may differ materially from the returns indicated herein.

EDMUND DONALDSON Executive Managing Director Portfolio Management Edmund.Donaldson@affiniuscapital.com



Notes



Guest Speaker: Private Credit

Patrick Adelsbach Co-Head, Advisory Americas

Aksia





Patrick Adelsbach Co-Head, Advisory Americas

Aksia



Patrick is Co-Head of Advisory, Americas and has over 26 years of financial markets experience including over 23 years in alternative investment management. He oversees Aksia's Americas Portfolio Advisory team alongside Michelle Davidson. Patrick focuses on portfolio governance, strategy allocation and portfolio construction in addition to supporting the ongoing management of alternative investment programs. While at Aksia, Patrick created and managed Aksia's private credit business and worked with the institutional investor community to help transition private credit as an institutional asset class. He previously ran event driven hedge fund research including strategies focused on liquid credit. Patrick is an instructor for ILPA's "Private Credit for the Limited Partner", a one day, deep-dive seminar offered to ILPA members.

Prior to joining Aksia, he was a Director and Head of the Event Driven and Fixed Income Emerging Markets sector team in the Alternative Capital Division at Credit Suisse and began his career in 1997 at Capital One Financial Corporation.

Patrick graduated cum laude from the Jerome Fisher Program in Management and Technology at the University of Pennsylvania, contemporaneously earning a BS in Economics from the Wharton School and a BAS in Systems Engineering from the School of Engineering and Applied Science.

In 2019, Patrick was recognized as a Knowledge Broker by Chief Investment Officer.

Private Credit Market Overview

Virginia Retirement System March 20, 2024



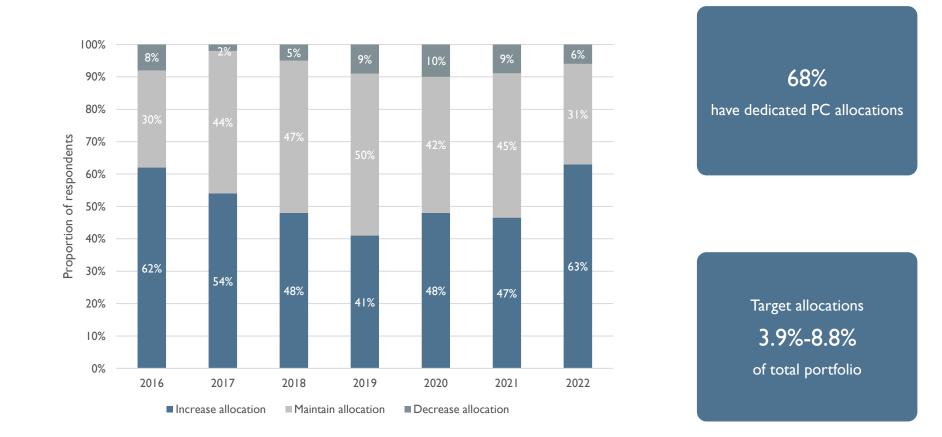
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Direct Lending	DISTRESSED DEBT & SPECIAL SITUATIONS	Specialty Finance	REAL ESTATE CREDIT	REAL ASSETS CREDIT	Mezzanine
U.S. Direct Lending Senior Opportunistic LMM (sponsored) LMM (non-sponsored) Private BDCs Industry Focused	Corporate Distressed Stress / Distressed Trading Influence / Control Diversified Distressed	Consumer & SME Lending	U.S. CRE Core Lending	Infrastructure Lending	U.S. Mezzanine Upper Middle Market Middle Market
		Marketplace Finance Lender/Platform Finance	U.S. CRE Transitional Lending Large Loan Middle Market	Senior Focus Sub-IG Focus Mezz Focus Energy Credit Energy Lending Energy Mezzanine Lending Opportunistic	
	Opportunistic Structured Credit 3 rd Party CLO Equity Captive CLO Equity CLO Debt CLO Multi Consumer ABS CMBS/CRE Esoteric ABS European Structured Credit RMBS Structured Credit Multi- Sector	Rediscount Lending			Lower Middle Market
		Factoring & Receivables	Small Balance		Structured Equity
Revolvers		Regulatory Capital Relief	Opportunistic U.S. CRE Bridge Lending		Structured Equity
European Direct Lending Senior Opportunistic LMM		Music/Film/Media Royalties	Large Loan	Trade Finance	
		Oil & Gas Minerals	Middle Market Small Balance	Metals & Mining Finance	
Country-Specific Funds Emerging Markets Lending		Royalties	European CRE Lending Bridge Transitional Core Emerging Markets CRE Lending	Agricultural Credit	
Asian African CEE/Middle East Latin American Pan-EM		Metals Royalties		Transportation Aviation Lending Maritime Lending Road & Rail Lending Transportation Lending (Multi)	
		Healthcare Lending & Royalties Healthcare Lending			
	Real Estate Distressed				
Global Direct Lending	NPLs	Healthcare Royalties	CRE Structured Credit Agency CRE B-Piece Non-Agency CRE B-Piece		
	Capital Solutions	Venture Lending			
	PC Special Situations	Technology Lending			
	PC Secondaries	Financial Services Credit	Residential Mortgages Residential NPLs		
		Insurance Linked Credit Diversified Life Insurance Non-Life	Single Family Rental Mortgage Servicing Rights Residential Origination		
		Litigation Finance Litigation Finance Merger Appraisal Rights			
		PE Portfolio Finance			
		Stretch ABL			
		Diversified Specialty Finance			





Source: Aksia Survey of ~141 institutional PC investors conducted between May 31, 2019 and December 31, 2020.





Diversification



Risk Mitigation



Secure Return





Source: Bloomberg, US Treasury: Long Index vs. S&P 500 Index, as of December 31, 2023.

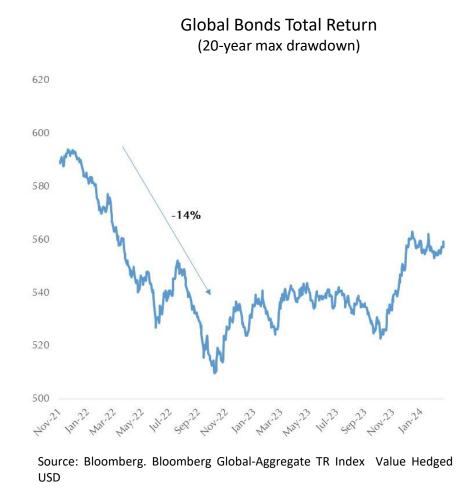
Private Credit Correlations

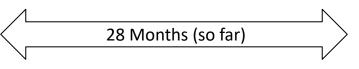
Correlation Matrix 2013 Q4 through 2023 Q3		Direct Lending	Distressed Debt & Special Situations	Mezzanine	Real Assets Credit	Real Estate Credit	Specialty Finance
2010 4	Bloomberg HY Index	0.62	0.70	0.54	0.37	0.52	0.38
Public	Barclays Agg Bond Index	0.03	-0.06	-0.01	-0.36	0.01	0.11
Credit	Morningstar Levered Loan Index	0.70	0.83	0.60	0.55	0.57	0.40
	MSCI ACWI Index	0.67	0.71	0.63	0.37	0.50	0.30

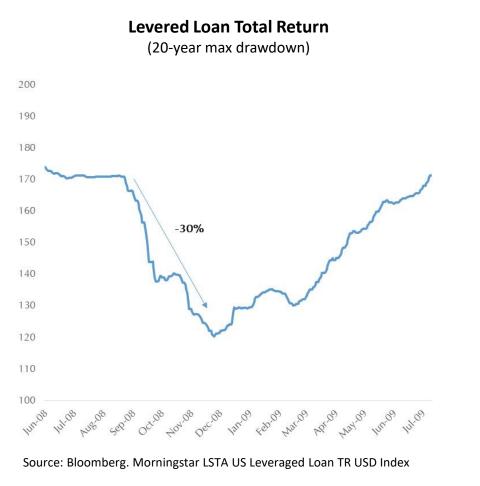
Source: Aksia, as of September 30, 2023. Past performance is not indicative of future results.







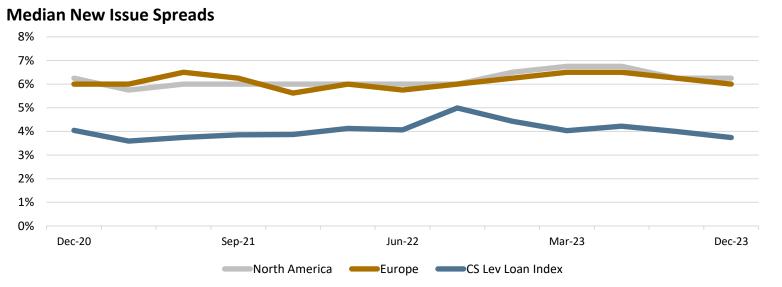




13 Months

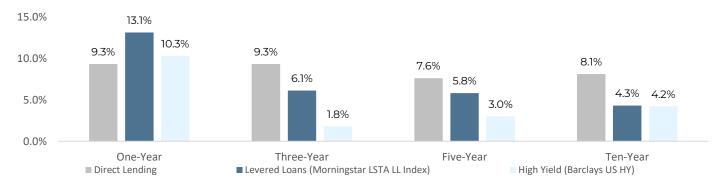
As of March 5, 2024. Past performance is not indicative of future results.





Source: Aksia, Credit Suisse LL Index, as of December 31, 2023.

Direct Lending vs. Traded Credit Market Returns



Source: Aksia, Morningstar, Barclays as of September 30, 2023. Past performance is not indicative of future results.



Return Related

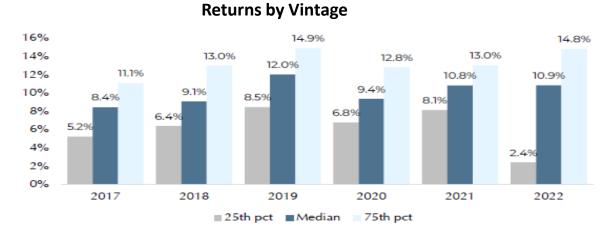
- o "speed of execution" and flexibility premium
- o origination fee capture

G Risk Related

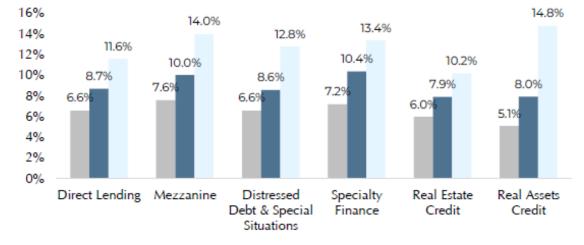
- o maintenance covenants
- o documentation and loopholes
- o streamlined restructuring process

Strong asset class performance has been accompanied by relatively low dispersion of private credit fund returns





Source: Aksia, as of September 30, 2023. Past performance is not indicative of future results.



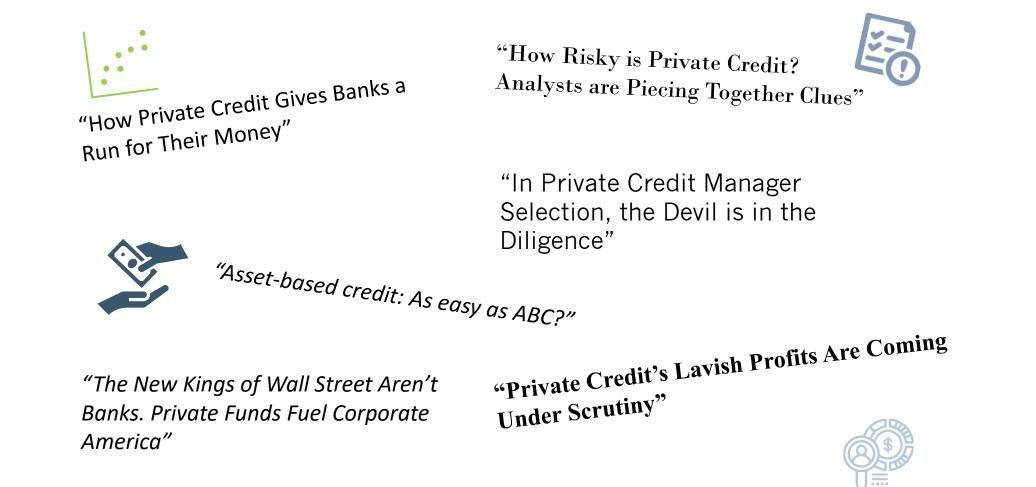
Returns by Strategy

■25th pct ■Median ■75th pct

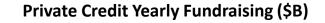
Source: Aksia, as of September 30, 2023. Past performance is not indicative of future results.

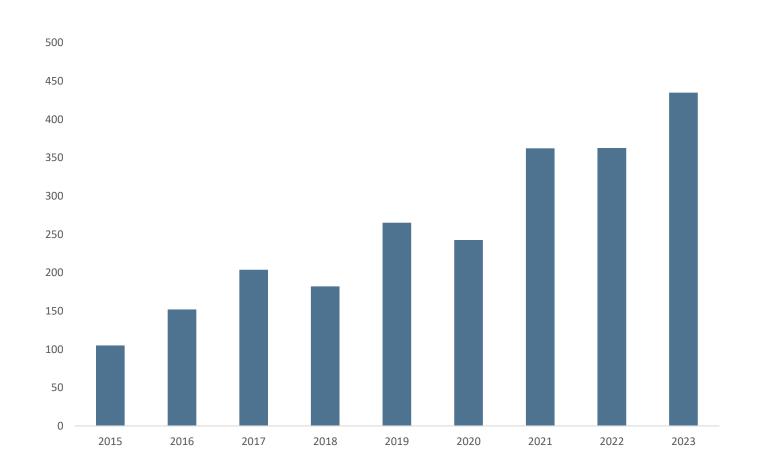




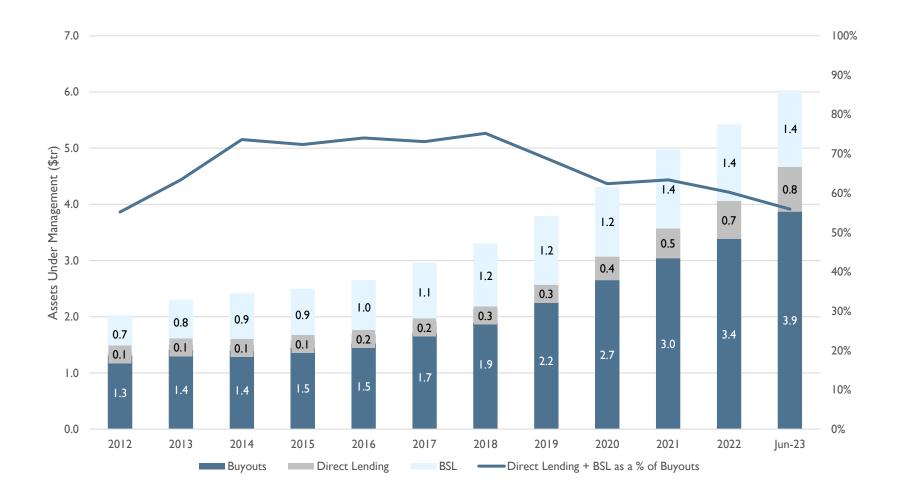








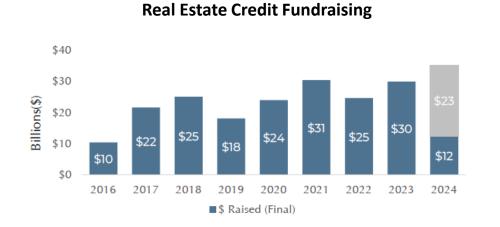




Source: Buyouts and Direct Lending data from Preqin, as of June 30, 2023. Data retrieved on January 15, 2024. BSL data from Credit Suisse (Credit Suisse Leveraged Loan Index), as of June 30, 2023.



Some recent trends favor less prevalent private credit sectors



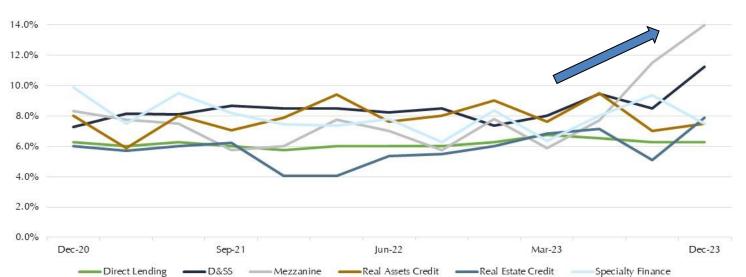


Source: Aksia, as of January 31, 2024.

16.0%

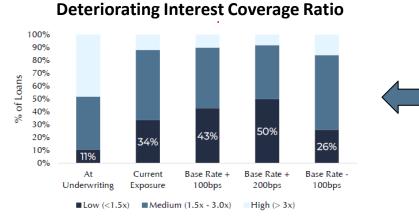
Source: Aksia, as of January 31, 2024.





Source: Aksia, as of December 31, 2023.



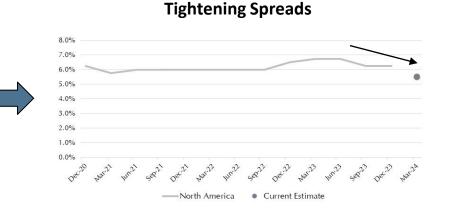


Source: Aksia, as of December 31, 2023.

Increasing Private Credit Fundraising

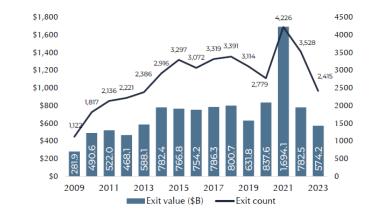


Source: Aksia, Fundraising Information as of February 13, 2024.



Source: Aksia, as of December 31, 2023.

Decreasing Private Equity Exits



Source: Pitchbook, as of December 17, 2023.





- NAV Lending / PE Portfolio Finance
- Venture Debt



Appendix – Sector & Strategy Descriptions

Private Credit Strategies – Summary Descriptions



Sector	Strategy	Description
Direct Lending	US/Euro/EM/Global Direct Lending	Senior capital provision (including unitranche, stretch senior, second lien, and "last-out" loans) to predominantly middle-marke businesses. Debt capital is typically used to finance buyouts, for refinancings/recaps, and for growth initiatives.
Distressed Debt &	Corporate Distressed	Stressed/distressed investments with control elements involving companies undergoing financial or operational challenges.
	Opportunistic Structured Credit	Investments in securitized debt obligations (e.g. CLOs, CDOs, etc.) and/or securities backed by diverse revenue streams (e.g. esoteric ABS).
	Real Estate Distressed	Strategy that encompasses stressed/distressed RE debt, which may also be structured to include an element of equity upside
Special Situations	NPL's	Focused on purchases of distressed non-performing loans or loan portfolios with loan negotiation component
	Capital Solutions	Wide range of debt financing solutions generally provided in the context of distressed situations, ranging from acquisitions of distressed companies or assets to bridge financing or other novel debt structures
	PC Special Situations	Lending to idiosyncratic situations including balance sheet restructurings, or opportunistic market dislocations
Specialty Finance	Consumer & SME Lending	Lending to consumer and small businesses across both whole loan strategies and structured lending.
	Factoring & Receivables	Accounts receivable and invoice factoring, working capital cash advances, and asset-based lending, typically against inventory.
	Regulatory Capital Relief	Synthetic securitization of bank balance sheet assets driven by regulatory restrictions/constraints. Common collateral may include, but is not limited to: investment or non investment grade corporate loans, RMBS/CMBS, trade finance, fund financing lines, and credit value adjustment ('CVA').
	Royalties (Music, Film, Media, gas, & Metals	Oil, Investments in loans collateralized by intellectual property and contractual royalty revenue streams tied to the performance of sales or volumes.
	Healthcare Lending & Royalties	Strategy focused on lending to healthcare companies using a variety of collateral including physical assets, intellectual property and contractual revenue streams; typically, on a senior secured basis with occasional equity warrant upside
	Venture Lending	Lending strategy to venture stage businesses. Capital may be often utilized as bridge between different equity financing rounds and is short-term in nature.
	Insurance Linked Credit	Strategy encompassing the illiquid spectrum of insurance (life and non-life), driven primarily by regulatory capital or funding relief (e.g. run-off portfolios and annuities) or opportunistic purchases, implemented as buy-and-hold portfolios.
	Litigation Finance	Lending strategy focused on participating in contingency outcome litigation, lending to law firms or against pools of ongoing cases, shareholder claims, and other legal pursuits.
	PE Portfolio Finance	Loans or preferred equity stakes collateralized by PE funds or PE fund assets that provide liquidity to the related funds, their PE LPs or GPs in exchange for contractual income and upside return potential
	Stretch ABL	Corporate or SPV loans on inventory, receivables, real estate etc.

Private Credit Strategies – Summary Descriptions



Sector	Strategy	Description
Real Estate Credit	CRE Core Lending	Senior lending strategy backed by commercial RE performing assets or assets [only requiring regular capex]
	CRE Transitional Lending	Senior secured (first mortgage), B-note, mezzanine lending strategy in the U.S. backed by commercial RE assets undergoing repositioning/stabilization or requiring some capex
	CRE Bridge Lending	Senior, B-note or mezzanine lending strategy in the U.S. backed by RE assets requiring heavy capital expenditures; typically includes ground-up construction, pre-development, and land loans
	CRE Structured Credit	Strategy that targets investments in securities ultimately backed by cash flows from commercial real estate assets
	Residential Mortgages	Strategy focused on the residential mortgages ecosystem including but not limited to origination, securitization, rental, and/or servicing.
	Infrastructure Lending	Direct lending strategy focused on infrastructure projects and/or companies. Cash flows are generated by long-life, capital intensive assets that typically provide essential products or services to the economy.
	Energy Credit	Specialized credit opportunities focused on issuers across the energy value chain (including upstream, midstream, refining, and power) in both developed and/or EM geographies
	Trade Finance	Lending strategy focused on companies involved in international trade. Products may include working capital and asset-based loans, inventory financing/factoring, export financing and receivables finance.
Real Assets Credit	Metals and Mining Finance	Specialized credit opportunities focused on issuers across the metals and mining sector (including upstream, midstream and downstream). The relatively small private funds market is mostly concentrated in direct origination strategies to smaller or growing mining businesses and often focuses on a specific mineral or resource (e.g. gold).
	Agricultural Credit	Lending strategy focused on companies participating across the agricultural value chain. Loans are typically shorter duration and secured by tangible collateral. Cash flows are generally derived from the production, processing, and distribution of commodities or globally traded goods coming from agricultural resources.
	Transportation	Hard asset leasing strategy with collateral ranging from aviation, maritime, to railcar leasing
Mezzanine	US/ European Mezzanine	Subordinated debt capital (including second lien, mezzanine, "pay in kind" (PIK) loans and bonds, and "last-out" loans) normally provided to corporate businesses. Debt capital is often utilized in conjunction with PE buyout transactions or balance sheet recapitalization/refinancings.
	Structured Equity	Hybrid debt and equity financing solutions that can take several forms, including equity-linked debt, preferred equity or convertible warrants



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Closing Remarks

Andrew Junkin Chief Investment Officer



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