

## Infrastructure Market Pioneer

Gaia is considered a leading specialist secondary infrastructure transaction team in the Southern African region having concluded the first significant secondary transaction in the South African renewable energy programme, and the largest single renewable secondary transaction in South Africa to date. Gaia as a first mover and brand leader has concluded in excess of 12 infrastructure transaction with a total value of US\$250 million.

## Investment Highlights

### Proven Track Record

- Gaia's has consistently outperformed the acquisition assumptions.

### Strong Transaction Pipeline

- As industry pioneer Gaia is the preferred choice when assets become available on the market.

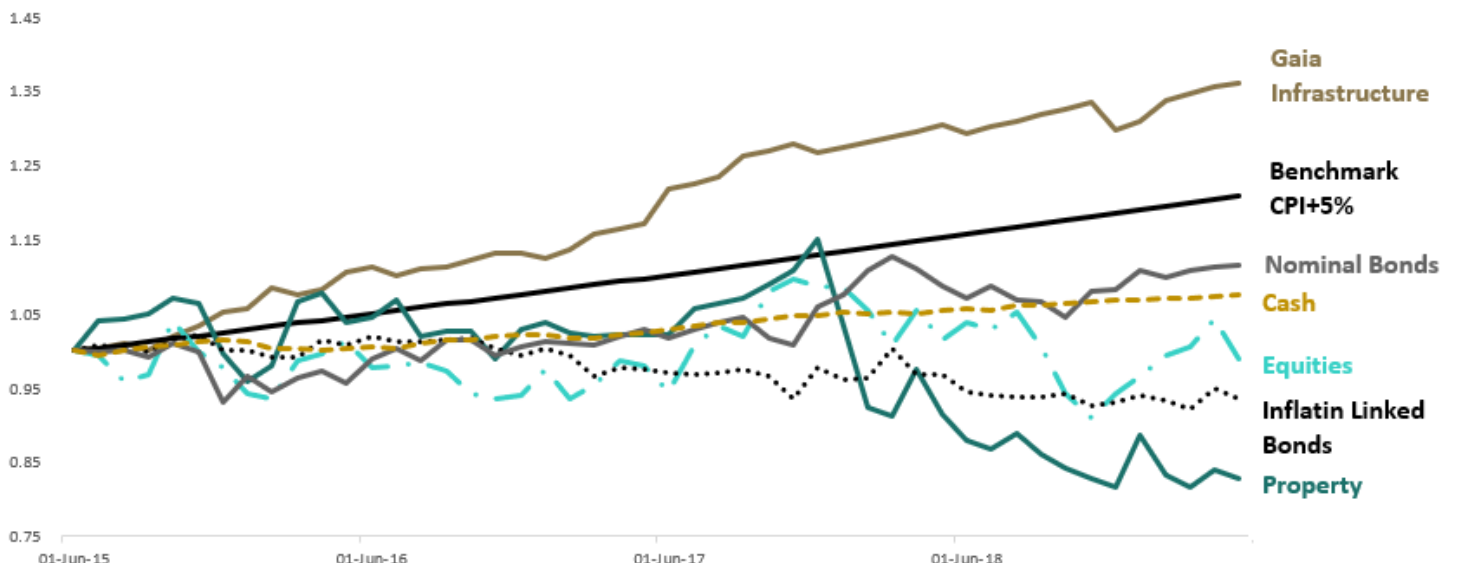
### Resilient Inflation Linked Cash Flows

- Infrastructure provides investors with uncorrelated, cash-yielding real returns with a high level of predictability.

### Attractive, Risk Adjusted Returns

- Bond risk at premium returns.

## Performance Vs Other Asset Classes



### DISCLAIMER:

Nothing in this document is to be construed as investing advice (FAIS Act 37 of 2002) to the public. This information is intended for professional clients and institutional investors. Although the utmost care was taken in the research and preparation of this document the opinions expressed in this document are the opinions of the writer and the quoted sources.

# Investment Focus & Strategy



Acquire **high-quality** infrastructure assets



Optimise cash flows by **applying our operating expertise** to enhance value



Refinance debt and **optimise the balance sheet**



Develop **value add** opportunities

Focus on core infrastructure assets which are:

1. mature beyond their ramp-up phases,
2. functioning in established and transparent regulatory environments,
3. serving demographically and economically sound service areas,
4. long-lived with minimal obsolescence or technology risks, and
5. the cash flows enable instrument structuring

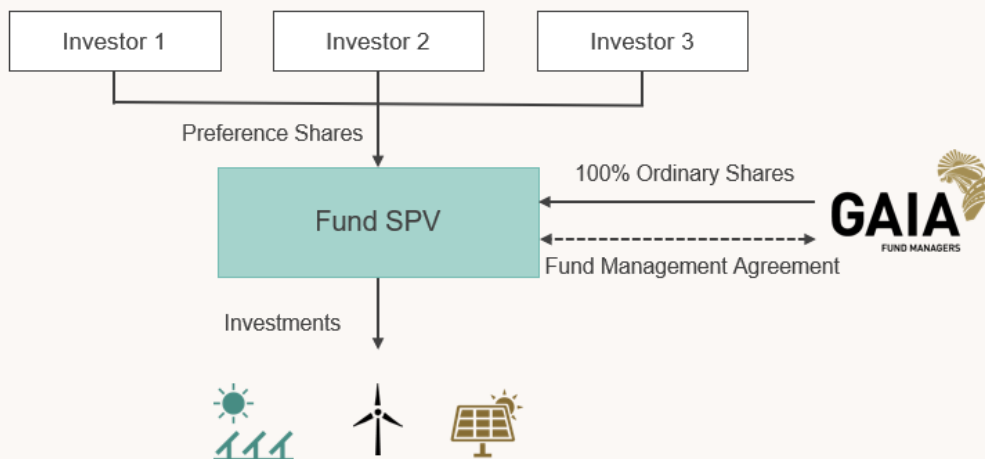
## Net of Fees Target Return

CPI + 7% ~ Target Return

CPI + 5% ~ Benchmark

## Structure & Classification

The fund is a Collective Investment Scheme compliant infrastructure fund with regards to the Collective Investment Schemes Control Act 2002 (“CIS Act”) and Board Notice 90 of 2014 (“BN90”) published by the Financial Services Board. The investor will hold non-equity securities as determined by sub-paragraph [12.b] of BN90 with an aggregate exposure limit of 10% to non-equity securities within the investor’s portfolio and 5% to a single issuer in the infrastructure fund.



# Key Fund Terms

<b>The Fund:</b>	The Fund is a Special Purpose Vehicle Structure.
<b>Fund Manager</b>	Gaia Fund Managers (Pty) Ltd, a registered FSP, license number 46028
<b>Target Fund Size:</b>	ZAR 1.5 Billion
<b>Minimum Investment:</b>	ZAR 20 Million
<b>Term:</b>	The Fund shall continue indefinitely, subject to termination in accordance with the Fund Management Agreement.
<b>Income/dividend distributions:</b>	Distributions will be made to investors bi-annually in arrears, or more frequently at the discretion of the Fund Manager.
<b>Advisory Fees:</b>	Management Fee: 0.5% of AUM Performance Fee: 3% of Distributions Total Expense Ratio: 1.4%
<b>Operating expenses:</b>	The Fund will bear all operating and administrative costs, charges and expenses properly attributable to the Fund's activities including Transaction Costs subject to a maximum of 1% of the acquisition value. Any excess transaction costs will be for the Fund Manager's account.
<b>Investment Committee:</b>	The Fund will establish an investment committee ("IC") which will comprise no less than three [3] but no more than five [5] members. Members of the Investment Committee ("IC Members") will be appointed and removed by the Advisory Board [provided that at least 1/3rd of IC Members are to be independent members].
<b>Advisory Board:</b>	The Fund will establish an Advisory Board comprising up to 5 [five] nominated representatives from the 5 [five] largest investors in the Fund, which the Fund Manager must consult with in respect of the Fund's general investment strategy, policies and guidelines, prospective investment sectors and material conflict of interest issues.
<b>Follow on Investments:</b>	Previous investors in the Fund will have the first right of refusal to fund follow on transactions, alternatively investors can swap their shareholding on a pro-rata basis in their existing infrastructure assets for exposure in new transactions where possible.
<b>Transfers:</b>	An investor may not transfer its Fund interest without the prior written consent of the Fund Manager, which consent will not be unreasonably withheld.
<b>Valuations:</b>	Daily pricing by mark-to-model. Quarterly revaluations by updating any assumptions.
<b>Liquidity:</b>	The investment is in unlisted preference shares with no readily available market. However, Gaia will endeavour to facilitate liquidity events on a case by case basis as initiated by individual investors which may take up to 6-12 months.
<b>Reports to Investors:</b>	Investors will receive audited financial statements and investor reports annually and unaudited investment reports quarterly.
<b>Fund Advisors &amp; Service Providers:</b>	Legal Advisor: Cliffe Dekker Hofmeyr Internal Auditors: The Office External Auditors: Moore Stephens Tax Advisor: Grayston Elliot