TriMesa Capital Partners
Private Emerging Special Opportunities I (PESO)
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Executive Summary

- **Fund Name:** Private Emerging Special Opportunities I ("PESO")
- **Legal Form:** Cayman Islands Exempted Limited Partnership (ELP), CIMA-regulated.
- **Holding Jurisdiction:** Mauritius GBC1 (TCP Holdings Limited) -> Mauritius SPV (HoldCo) for underlying investments.
- **Regulatory Status:** CIMA registration and ongoing supervision; PESO documentation and registration in accordance with CIMA rules.
- **Eligible Investors:** Institutional and accredited investors only.
- **Objective:** Generate capital appreciation and income through equity investments in sustainable African businesses. Create real social impact by addressing missing markets. Develop market leadership in niche markets whilst vertically integrating suppliers and customers.
- **Strategy:** Acquire minority or majority stakes in scalable, impact-focused SMEs through Mauritius SPVs. Use proprietary deal flow to access off-market companies and make targeted investments to help businesses gain market share and build market leadership in their niches. Use proactive origination with local partners to enter missing markets. Acquire majority stakes in private companies which are targeting underserved markets and have scalable business models. Capture upstream supply chains in growing economies.
- **Geography:** Africa (with focus on Zambia, Kenya, Tanzania and DP World Economic Zones as set out in the investment policy).
- **Sectors:** Renewable Energy, Critical Infrastructure, Real Estate, Hospitality, Technology as set out in the investment policy.
- **Ticket Size:** USD 1.00 - 3.00 million per transaction.
- **Pipeline:** Private Chauffeur Service App SAAS (Kenya), Luxury Nature Lodge business 1 (Zambia-Kenya), Ice Cubes Manufacturing business (Zambia), Dry & Cold Storage (DP World Free Zone, Horn of Africa), Luxury Lodge business 2 (Kenya), Solar Farm (DP World Free Zone, Horn of Africa), Commercial Real Estate (Kenya), Nightclub (Zambia), Cold Storage (Zambia), Residential Real Estate (Zanzibar, Tanzania), Commercial Real Estate and Hotels (Zanzibar, Tanzania).
- **Target Fund Size:** USD 35,000,000
- **GP Commitment:** USD 700,000 (2.00% of target). GP will fund formation and start-up costs (incorporation, legal, initial set-up) from its own resources; thereafter the GP will use management fees to fund annual upkeep and compliance.
- **Maximum LP Commitment:** USD 14,000,000 per investor (subject to GP discretion).
- **Minimum LP Commitment:** USD 100,000 (subject to GP discretion).
- **Fund Term:** 12 years (with 4 possible 12-month extensions) from Final Closing.
- **Investment Period:** Five years from Final Closing (deal origination and deployment window).
- **Management Fee:** 2.25% per annum of called (drawn) capital during investment period, 1.25% per annum of called (drawn) capital during harvest period, 0.25% per annum of called (drawn) capital during extensions.
- **Fund Expenses:** Estimated 1.00% per annum of called capital.
- **Placement commission:** 1.00% of committed capital (paid by GP directly).
- **Carried Interest:** 30.00% carry over 14.00% preferred return and principal.
- **Preferred Return:** 14.00% per annum compounded annually preferred return to LPs before carry.
- **Catch-up:** 100% catch-up.
- **Fund Administrator:** CIMA-licensed — confirmed.
- **Legal Counsel:** Hassans — engaged.
- **Bank / Custodian:** MUFG Alternative Fund Services (Cayman) Limited

What sets PESO apart from other emerging market funds?

PESO Goes Where Others Won't

Most "African PE funds" concentrate capital in South Africa, Nigeria, and Egypt - the continent's most liquid but most saturated markets. They claim continental scope but systematically avoid the markets that hold Africa's highest growth potential. PESO is engineered for greenfield institutional development and offers exposure to the following markets: Zambia, Tanzania, underserved regions within Kenya and strategic ports operated by DP World. These markets cannot be accessed through short-term diligence trips; they require permanent presence, trusted relationships, and operational execution.

Emerging markets offer persistent structural imbalances that simply do not exist in more mature markets. The lack of affordable ice production in Zambia, the absence of cold storage infrastructure at the Port of Berbera, and the 10.00%+ yields on luxury real estate in Zanzibar are not temporary mispricings, they are persistent market failures caused by a lack of institutional capital and operational expertise. In these markets, larger funds cannot deploy capital efficiently at this ticket size (USD 1.00-3.00 million per transaction). The due diligence costs, operational complexity, and perceived risks do not justify the effort for a $500 million fund writing $20-50 million checks. This scale mismatch creates a lasting competitive structural advantage for PESO.

Recession-Resistant Returns

Most PE funds in Africa invest in consumer discretionary sectors (retail, luxury goods, entertainment) that are highly sensitive to economic cycles. When growth slows or currencies depreciate, these businesses suffer. PESO focuses on necessity goods and services where demand is inelastic and persists regardless of short-term economic fluctuations.
Sector Focus:

- Cold storage, ice production, logistics, and grid infrastructure. These are essential services that businesses and consumers cannot do without, even during economic downturns.
- Solar power in markets with chronic electricity shortages and high energy costs. Demand for electricity is inelastic, and renewable energy offers a cost-competitive alternative to diesel generators.
- Lodges and hotels that serve business travelers, NGOs, and government officials. These customers travel regardless of economic conditions.

Proprietary Deal Flow

Most PE funds in Africa source deals through investment banks, intermediaries, and competitive auction processes. This drives up valuations, reduces returns, and creates adversarial relationships with founders. PESO's Investment Team lives full-time in Zambia, Kenya, and Tanzania. They are not expatriates on rotation; they are embedded members of the business ecosystems in which PESO invests.

Over years of operating in these markets, PESO's Investment Team has built a reputation as patient, operationally-focused partners who help businesses scale, not just extract value. This reputation generates inbound deal flow from entrepreneurs seeking strategic capital. On the ground presence and investment sourcing allows PESO to identify portfolio companies earlier in the business cycle enabling lower entry multiples whilst in many cases the business model has already been proven.

Proprietary deal flow allows PESO to enter investments at reasonable valuations (4-7x EBITDA for infrastructure, 4-5x for hospitality) versus the inflated multiples (10-15x+) common in competitive processes. This valuation discipline is the foundation of our return profile.

Prescience

Most PE funds analyze investment entry through a purely financial lens—revenue growth, EBITDA margins, and exit multiples. They treat policy and macroeconomic trends as exogenous variables to be monitored but not actively leveraged. PESO's team uniquely combines expertise in African business operations, European banking, lobbying, geopolitical analysis, and development project structuring. The ability to anticipate and position for macro trends allows PESO to enter investments ahead of the market, capture outsized returns, and exit before conditions deteriorate. Theses Examples:

- Zambian Kwacha appreciated 24.00% year-to-date in 2025, making it Africa's best-performing currency. This currency strength, combined with stable GDP growth and declining inflation, creates a favorable environment for USD-denominated investments with local currency revenues.
- Real Estate in Zanzibar in Tanzania appreciates +10.00% annually and generates rental yields >10.00%. Tourism is set to continue expanding, supporting investments in airport infrastructure and real estate.
- Somaliland has electricity prices of $0.67/kWh (among the highest in the world), no tariffs on Chinese solar panels, and a government desperate to reduce energy costs. Land adjacent to the DP World-controlled Berbera Port alongside a solar farm investment that benefits from political insulation, government support, and a feasibility study showing 70.00% higher efficiency than comparable US solar panel efficiencies.
- US trade policy recommendations explicitly call for investment in cold storage infrastructure at the Port of Berbera to support agricultural and fish exports. PESO is positioned to capture first-mover advantages in a market that will inevitably attract institutional capital.

Agility

PESO is not competing with Helios, Carlyle, or Actis. We are not trying to raise a $500 million fund I, write $50 million checks, or invest in Nigeria's fintech sector. PESO is building a hyper-specialized, high-growth, operationally-intensive, emerging markets investment platform that thrives precisely where traditional funds cannot operate.

PESO's Edge:

- Low cap ticket size enables us to access niches in the 'perfect' gap between bank financing and institutional capital, allowing portfolio companies to achieve minimum efficient scale in their markets and develop market leadership through expansion capital.
- On the ground presence enables us to access portfolio companies earlier in the business cycle at more attractive entry multiples.
- Diversified portfolio across multiple countries, sectors and investment types.
- Local authorities engaged from the start ensuring alignment with national development priorities.
- Investment in sectors that involve finite resources like land, electricity, water, storage. PESO recognizes these resources will become more valuable as the market grows.
- Targeting sectors which are underinvested yet needed by local communities. PESO creates real social impact and economic development whilst insulating political and sovereign risk.
- Active analysis of the economic and regulatory landscape to help select portfolio companies and sub-sectors.
- Anticipation of structural shifts and proactive project origination to maximally capitalise on market evolution.
- Strong GP network of EMEA development finance institutions (DFIs), funds and family offices for exit execution once portfolio companies enter minimum ticket size.
- Continuation fund for high income assets experiencing an unfair emerging markets valuation gap.

For prospective General Partners seeking to join a fund that offers not just a job but a mission—to build market-leading businesses in the world's fastest-growing markets—PESO represents a unique opportunity. For investors seeking outsized returns in a truly differentiated strategy, PESO offers access to opportunities that simply do not exist elsewhere.

TriMesa Capital Partners GP & Management Team

Team Composition & Expertise

The PESO fund is managed by TriMesa Capital Partners (Cayman) Limited, a specialized emerging markets private equity manager with deep expertise in private African markets.

The GP has full responsibility for the management and operation of PESO, including:

- Investment Management
- Portfolio Management
- Risk Management
- Compliance & Reporting
- Investor Relations
- Exit Execution

Core Investment Team

Henry Serafime Romantsov, Founding Partner & Fund Manager

- Role: Overall fund management, investment strategy, portfolio oversight, Investor Relations Team, Southern Deal Committee, Investment Committee Chairman.
- Experience: 2 years in African private equity and emerging markets investing. Trade Structuring International Regulation and Compliance multi-national commodities trading hedge fund, 2 years SAAS investor and consulting.
- Background:
    - Geography Expertise: Zambia
    - Sector Expertise: Technology, Logistics

Jens-Peter Dyrbak, Operating Partner

- Role: Local market expertise with full-time on-the-ground presence in Kenya. Network Development Committee, Northern Deal Committee, **Key Person**, Investment Committee,
- Experience: 10 years in African private equity and emerging markets investing, 6 years as Chief Adviser Green Development Finance Danish Embassy Kenya, 4 years Senior Public Sector Management Adviser Prime Minister's office Uganda, 3 years Decentralisation Adviser Office of the President Tanzania, 2 years Management Adviser Zanzibar, 3 years Sustainable Livelihoods Adviser International Labour Organisation Zambia.
- Background:
    - Geography Expertise: Kenya, Uganda, Somalia, Tanzania, Zambia,
    - Sector Expertise: Renewable Energy, Real Estate, Hospitality,

Private Equity Partner I, Founding Partner (to be announced)

- Role: NDC
- Experience: 15+ years in emerging markets private equity for an institutional fund.
- Background:
    - Geography Expertise: Kenya, Horn of Africa
    - Sector Expertise: Technology, Real Estate,

Tazana Kamanga-Dyrbak, Operating Partner

- Role: Local market expertise with full-time on-the-ground presence in Zambia and Tanzania. Southern Deal Committee, **Key Person,** Investment Committee,
- Experience: 4 years in African private equity and 3 years in African entrepreneurship, Olympian (100 meter, Denmark 2021), Somaliland Ambassador-at-large
- Background:
  - Geography Expertise: Zambia, Tanzania
  - Sector Expertise: Technology, Hospitality, Real Estate, Critical Infrastructure

Private Equity Partner II, Founding Partner (to be announced)

- Role: SDC
- Experience: 15+ years in emerging markets private equity for an institutional fund.
- Background:
  - Geography Expertise: Zambia, Tanzania
  - Sector Expertise: Hospitality, Infrastructure Development,

Senior Institutional Partner, Founding Partner & Banking Advisor

- Role: Investor Relations Director, Network Development Committee, Anonymous pending wall-street exit (2 months),
- Experience: 7+ years MD level or higher banking experience handling client relationships
- Background:
  - Geography Expertise: United Kingdom, France, United States of America
  - Sector Expertise: Fixed-Income Securities, Banking, FinTech,

Advisory Partners

Christopher Pincher, Senior Advisor - Political Risk

- Role: Network Development Committee,
- Experience: 17 years at Accenture Business Consulting and Mobilisation, Former UK Minister of State for Housing, Former UK Minister of State for Europe and the Americas
- Background:
  - Geography Expertise: Global
  - Sector Expertise: Real Estate, Technology

Geographic Presence & Local Networks

The GP maintains local presence and operational capabilities in each focus market to ensure effective deal origination, due diligence, and portfolio management.

Cayman Islands

- Office Location: Nairobi, Kenya
- Local Team: Audit, Tax, Legal, Investor Relations Team, LPACC, Fund Service Providers

Mauritius

- Office Location: Port Louis
- Local Team: Audit, Tax, Legal

Kenya

- Home of the Northern Deal Committee
- Office Location: Nairobi
- Local Team: Audit, Legal, Tax, Jens-Peter Kamanga Dyrbak, Private Equity Partner, Henry Serafime Romantsov

Zambia

- Home of the Southern Deal Committee
- Office Location: Lusaka
- Local Team: Audit, Legal, Tax, Tazana Kamanga-Dyrbak, Private Equity Partner II, Henry Serafime Romantsov

Investment Policy

Primary Objective

PESO's primary investment objective is to generate superior risk-adjusted returns by making equity and equity-related investments in high-growth, scalable businesses operating in underserved and emerging markets across Africa. PESO seeks to achieve a gross internal rate of return (IRR) of 25.00% and a net IRR to LPs of 18.00%+ over the life of the Fund.

Secondary Objectives

In addition to financial returns, PESO seeks to:

- Create measurable social and environmental impact by investing in businesses that address critical development needs, including access to clean energy, infrastructure, employment, and essential services.
- Support sustainable economic development in target markets by providing growth capital, operational expertise, and governance improvements to portfolio companies.
- Demonstrate and maintain institutional-grade investment discipline through rigorous due diligence, active portfolio management, and transparent reporting.

Investment Horizon

PESO targets an investment horizon of 4-7 years per portfolio company, with flexibility to hold investments for longer periods where value creation opportunities justify extended holding periods.

Core Strategy

PESO employs a control-oriented, value creation strategy focused on acquiring majority or significant minority stakes in scalable, impact-focused small and medium-sized enterprises (SMEs) in African emerging markets. PESO's competitive advantage is derived from:

- Targeting businesses that address critical market gaps and local development needs
- Proprietary deal flow through local networks, government relationships, and sector specific expertise
- Operational value creation through hands-on management support, systems implementation, and strategic guidance
- Patient capital with flexibility to support longer-term value creation initiatives
- Local market expertise with on-the-ground presence in target markets

Value Creation Levers

PESO seeks to create value through multiple levers, including:

Revenue growth
  - Market expansion, new product/service development, customer acquisition, pricing optimization.

Operational improvement
  - Cost reduction, margin expansion, working capital management, supply chain optimization.

Strategic repositioning
  - Market leadership development, vertical integration, consolidation strategies.

Governance and management
  - Professionalization of management teams, board strengthening, financial controls, compliance systems.

Access to capital
  - Lower cost of capital, refinancing, growth capital infusions.

Technology and systems
  - Implementing modern systems, digitization, process automation.

ESG enhancement
  - Environmental, social, and governance improvements that reduce risk and enhance value.

Investment Types

PESO may make the following investments:

- Majority equity investments (50.00>% ownership);
- significant minority equity investments (30.00-45.00% ownership with board representation and veto rights on key decisions); and
- structured equity with downside protection mechanisms where appropriate.
- PESO will not make pure debt investments without equity participation rights.

Geographic Focus & Macro Support

PESO's primary geographic focus is Sub-Saharan Africa, with particular emphasis on the following markets:

Kenya

- GDP is expected to grow by 4.50% in 2025 and growth is projected to recover to 4.90% on average during 2026–2027, driven by easing inflation, accommodative monetary policy, and a pickup in credit growth that should support household and business incomes, driving private consumption and investment. (World Bank).

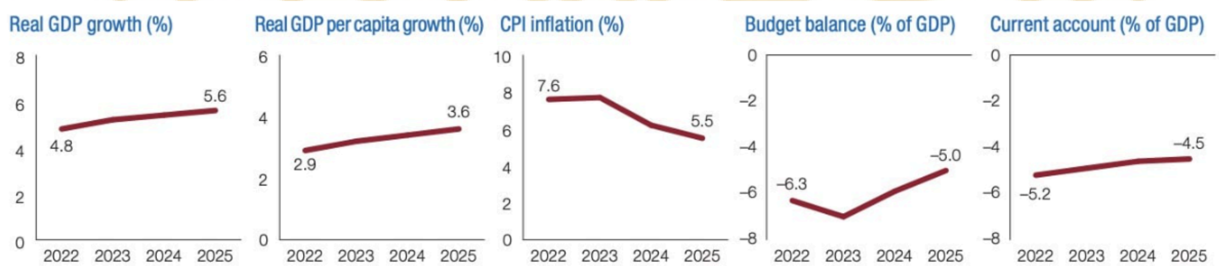
Zambia

- Real GDP has grown steadily, from 5.20% in 2022 to 5.80% in 2023, driven by wholesale and retail trade, agriculture, and mining and quarrying on the supply side and by household and corporate consumption on the demand side. Inflationary pressures persist, with inflation at 11.00% at the end of 2022 and 10.90% at the end of 2023, driven mainly by food, transport costs, and the nominal exchange rate. (AFDB) The Zambian Kwatcha has appreciated more than 24.00% year-to-date making it Africa's best performing currency in 2025. (Efficacy News Africa)

Tanzania

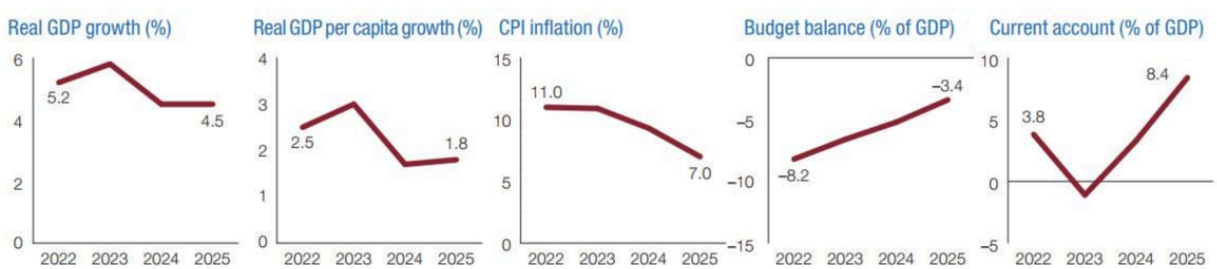
- Real GDP grew 5.30% in 2023, up from 4.70% in 2022, driven by agriculture, construction, and manufacturing on the supply side and private investments on the demand side. Tight monetary policy, together with moderation in food and energy prices, helped reduce inflation from 4.30% in 2022 to 3.80% in 2023. (AFDB)

Kenya Macro Outlook 2022-2025 (AFDB)



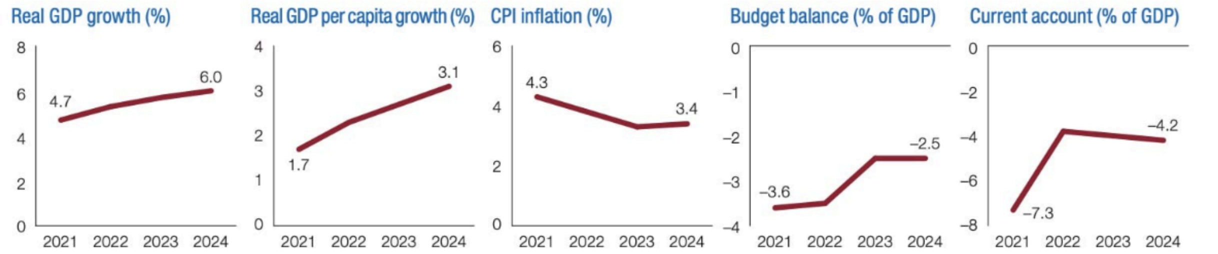
Source: Data are as of April 2024 and are from domestic authorities; figures for 2023 are estimates and figures for 2024 and 2025 are projections by the African Economic Outlook team. Data on the budget balance correspond to Kenya's fiscal year, which runs from July 1 to June 30.

Zambia Macro Outlook 2022-2025 (AFDB)



Source: Data are as of April 2024 and are from domestic authorities; figures for 2023 are estimates and figures for 2024 and 2025 are projections by the African Economic Outlook team.

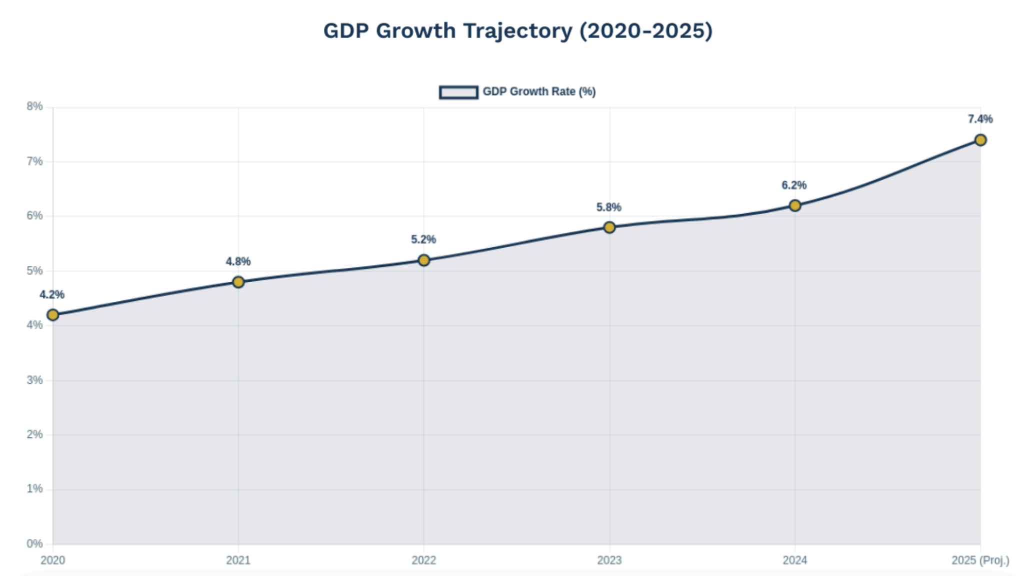
Tanzania Macro Outlook 2022-2025 (AFDB)

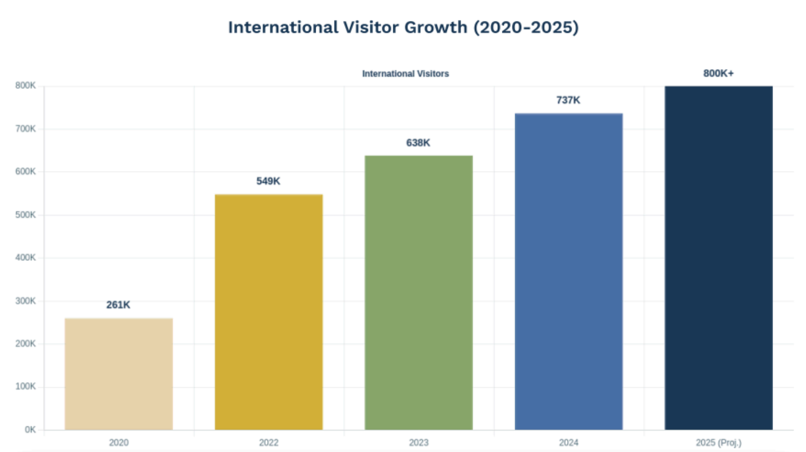


Source: Data are as of April 2024 and are from domestic authorities; figures for 2023 are estimates and figures for 2024 and 2025 are projections by the African Economic Outlook team. Data on the budget balance correspond to Tanzania's fiscal year, which runs from July 1 to June 30.

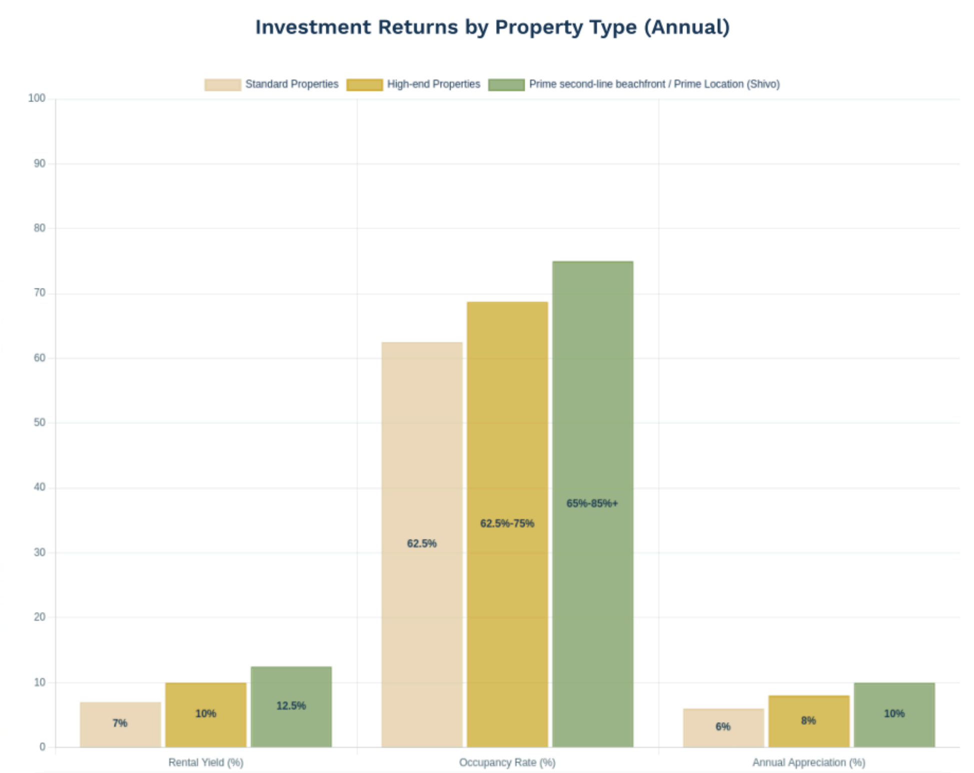
Zanzibar, Tanzania

According to the Bank of Tanzania's Monetary Policy Committee statement (July 2024), "the Zanzibar economy expanded by 7.4% in 2023, compared to 6.8% in 2022, driven largely by tourism activities, food services, construction, and real estate." This robust growth provides a solid foundation for real estate investment returns.





71.6% of visitors in 2024 came from Europe, with Italy, Germany, France, and Poland as leading source markets (OCGS/The Citizen). European tourists typically seek high-end accommodations, creating sustained demand for luxury properties. The Tanzania National Business Council (TNBC) forecasts tourism's contribution to national GDP will reach 19.5% by 2025/26.



Geographic Restrictions
PESO shall not invest in:

- Countries subject to comprehensive U.S., EU, or UN sanctions at the time of investment;
- countries on the FATF 'black list' at the time of investment; and
- countries where adequate political risk insurance is not available.

Country Risk Assessment
Prior to making any investment in a new country, PESO shall conduct a comprehensive country risk assessment covering:

- Political stability and governance;
- legal and regulatory framework;
- currency convertibility and capital repatriation;
- availability of political risk insurance;
- access to international dispute resolution (ICC arbitration); and
- corruption and rule of law indicators.

Sector Focus

PESO focuses on the following sectors, which align with critical development needs and offer attractive growth opportunities:

Renewable Energy

- Solar, wind, pyrolysis, hydro, and other clean energy generation **- (4911)**
- Energy storage and distribution **- (3699, 3621)**
- Off-grid and mini-grid solutions **- (1629, 4911)**

Critical Infrastructure
- Dry storage and cold chain infrastructure **- (4789, 4225)**
- Water and sanitation infrastructure **- (4941, 4952)**
- Transportation and logistics solutions **- (1622, 4789, 4213)**

Real Estate
- Commercial real estate (warehouses, office space) **- (6512, 6552)**
- Affordable residential real estate **- (6513, 6552)**
- Luxury housing developments **- (6512, 6552)**

Hospitality
- Eco-tourism and sustainable hospitality **- (7011, 7033)**
- Luxury hotels, resorts and lodges **- (7011)**
- Entertainment **- (7999, 7933)**
- Hospitality services and management **- (8741, 7011)**

Technology
- Financial technology (fintech) **- (6199, 7372, 7379)**
- Logistics and supply chain technology **- (7373, 7374, 3571)**

Sector Restrictions

No more than 27.50% of total committed capital shall be invested in any single defined sector.

Sector Evolution

The GP may refine sector definitions and add sub-sectors within the broad categories above, provided such refinements are consistent with the PESO's overall investment strategy and are disclosed to the LPACC.

Investment Criteria

All investments must meet the following mandatory criteria:

- **Company Stage**
  - Established operating businesses with proven business models;
  - minimum 2.5 years of operating history (exceptions may be made for infrastructure projects with offtake agreements or government concessions); and
  - demonstrated revenue generation (minimum 750,000 USD, annual revenue).
- **Growth Potential**
  - Clear path to revenue growth of >30.00%+ annually;
  - scalable business model with addressable market opportunity; and
  - competitive advantages or defensible market position.
- **Management Quality**
  - Capable and committed management team;
  - willingness to accept governance improvements and board oversight; and
  - alignment with PESO's value creation strategy.
- **Financial Viability**
  - Positive EBITDA or clear path to profitability within 6 months;
  - sustainable capital structure; and
  - Ability to service debt obligations (if leveraged).
- **Impact Alignment**
  - Demonstrable positive social or environmental impact;
  - alignment with UN Sustainable Development Goals; and
  - measurable impact metrics (jobs created, CO_2 avoided, etc.).
- **Legal and Regulatory Compliance**
  - Valid and recently renewed licenses and permits for operations;

- compliance with applicable laws and regulations; and
- Mauritian SPV holding company exercising ultimate beneficial ownership.

Preferred Criteria

PESO prefers investments with the following characteristics:

- Market leadership or potential for market leadership in defined niche;
- recurring revenue streams or rolling contracts with business with market leadership;
- asset backing or tangible collateral value;
- export potential or hard currency revenue generation;
- co-investment opportunities with strategic partners, DFIs and investment funds;
- government support or alignment with national development priorities;
- proven exit precedents in sector and geography; and
- local community engagement and development.

Investment Ticket Size

PESO targets equity investments of USD 1.00-3.00 million per transaction. PESO may make larger investments (up to USD 5.95 million) in exceptional circumstances with Investment Committee approval, subject to concentration limits.

Investment Restrictions and Limitations

Concentration Limits

To ensure appropriate diversification and risk management, PESO shall adhere to the following concentration limits:

- **Single Investment Limit**
  - No more than 17.00% of total committed capital shall be invested in any single portfolio company (measured at the time of initial investment and follow-on investments).
- **Country Concentration**
  - No more than 35.00% of total committed capital shall be invested in any single country.
- **Sector Concentration**
  - No more than 27.50% of total committed capital shall be invested in any single defined sector.
- **Vintage Year Concentration**
  - PESO shall deploy capital over the 5-year Investment Period with a target of investing 32.50% of committed capital per year to ensure vintage year diversification.

Portfolio Size

PESO targets a portfolio of 15 investments to balance diversification with the ability to provide hands-on value creation support. The minimum portfolio size is 10 investments and the maximum is 25 investments.

Follow-On Investment Reserves

PESO shall reserve 10.00% of total committed capital for follow-on investments in existing portfolio companies. The Investment Committee must approve follow-on investments and must demonstrate clear value creation opportunities or downside protection benefits.

Leverage and Borrowing

- **Fund-Level Leverage:**
  - PESO may utilize subscription lines of credit for temporary bridge financing and administrative convenience;
  - subscription lines shall not exceed 20.00% of committed capital;
  - subscription lines shall not be outstanding for more than 90 days; and
  - subscription lines shall not be used to artificially enhance IRR calculations or accelerate carried interest distributions.

- **Portfolio Company Leverage:**
  - Portfolio companies may utilize leverage as part of their capital structure;
  - PESO shall ensure that portfolio company debt-to-equity ratios are sustainable and appropriate for the business and market conditions; and
  - PESO shall not guarantee portfolio company debt beyond its equity investment amount.
- **Co-Investments:**
  - PESO may co-invest alongside strategic partners, development finance institutions (DFIs), or other institutional investors;
  - PESO shall not be obligated to participate in any co-investment opportunity.
- **Syndication:**
  - PESO may syndicate portions of investments to manage concentration risk or access specialized expertise; and
  - syndication terms must be approved by the Investment Committee and LPACC;
  - PESO shall retain sufficient ownership and control rights to execute its value creation strategy.

Opportunistic Markets

PESO may make opportunistic investments in other African markets where compelling opportunities arise, subject to the concentration and geographic restrictions set.

Investment Management

Proprietary Deal Flow

PESO GP are not remote managers; they reside and operate full-time in our target markets. This daily immersion provides unparalleled access to information, relationships, and opportunities that are invisible to foreign or fly-in, fly-out investors.

- PESO deal flow is generated through:
  - Long-standing relationships with family-owned businesses, entrepreneurs, and local business associations.
  - Trusted referrals from a curated network of legal advisors, accountants, and commercial banks.
  - High-level connections with government ministries, DFIs and multilateral agencies.
  - PESO proactively identifies "missing markets" that are underserved but have clear demand signals and structures greenfield investments to capture first-mover advantages.
- Over time, PESO GP has built a reputation as value-added, reliable capital providers. This reputation generates a steady stream of inbound opportunities from entrepreneurs seeking not just capital, but strategic partners who can help them scale.
- The IC anticipates reviewing approximately 16 investment opportunities annually through our combined NDC and SDC networks, with a target of closing 4-8 transactions per year. This represents a highly selective conversion rate of 25-50%, reflecting PESO's disciplined approach and the quality of our proprietary pipeline.

Pipeline

- **Kenya - Technology - SAAS - Gate 2 - Exclusive - Expansion Capital -** Mid market uber style online taxi service with IGO secured revenue
- **Zambia - Hospitality - Eco-Tourism - Gate 2 - Exclusive - Growth Equity -** Portfolio of luxury boutique lodges in stunning conservation areas with +75% occupancy
- **Zambia - Critical Infra - Water Infrastructure - Gate 3 - Exclusive - Growth Equity -** Lowest cost ice cube producer in Zambia with clear plan to develop regional market leadership
- **Berbera Economic Zone - Critical Infra - Dry Storage then Cold Chain - Gate 3 - Exclusive - Proactive Origination -** US trade policy recommendations explicitly call for investment in storage infrastructure at the Port of Berbera to support agricultural and fish exports. Local dry storage price is 15x higher than in Europe
- **Kenya - Technology - FinTech - Gate 2 - Exclusive - Expansion Capital -** Collateralised, low default rate, micro-financing solutions for high networth individuals and athletes
- **Kenya - Hospitality - Luxury Hotels - Gate 1 - Exclusive - Growth Equity -** Chain of luxury hotels with opportunity to merge with other hospitality investments to build a global brand
- **Berbera Economic Zone - Renewables - Solar Farm - Gate 1 - Exclusive - Proactive Origination -** Price of electricity in Somaliland is $0.67 per kilowatt hour, there are no tariffs on solar panels and panels are 70% more efficient in Somaliland
- **Zambia - Critical Infra - Cold Chain - Gate 1 - Exclusive - Growth Equity -** Portfolio company with good synergy potential with other local investments such as ice and 75% operating profit
- **Zanzibar, Tanzania - Real Estate - Luxury Residential - Gate 1 - Non-Exclusive - Outright Asset Purchase -** Luxury real estate yields averaging 12%+ with tourism and development set to growth exponentially on an island with limited land
- **Kenya - Real Estate - Data Centres - Gate 1 - Non-Exclusive - Outright Asset Purchase -** Growing middle class, technology sector and PPP potential support a pick-and-shovel investment
- **Zambia - Hospitality - Entertainment - Gate 1 - Non-Exclusive - Growth Equity -** Most popular nightclub in Zambia with distressed management and therefore a low entry multiple
- **Zanzibar, Tanzania - Hospitality - Luxury Hotels - Gate 1 - Exclusive - Growth Equity -** Luxury resort with strong financials, branding and merger synergies with other portfolio companies.

While PESO is the team's first institutional fund, the GP has developed a robust pipeline of 12 investment opportunities through its existing business networks and local presence. The current pipeline represents USD 20,000,000 in potential equity investments across 12 transactions in Kenya, Zambia, Tanzania and the Horn of Africa across technology, hospitality, ice, critical infrastructure, real estate and renewables.

The Deal Committee Structure

To ensure effective deal origination, evaluation, and execution, PESO operates through two geographically-focused Deal Committees: the Southern Deal Committee (SDC) and the Northern Deal Committee (NDC). This structure leverages regional expertise, prevents internal competition, and creates clear lines of accountability.

Southern Deal Committee (SDC):

The SDC is responsible for all investment activities in Zambia and Tanzania. Its composition includes:

- Tazana Kamanga-Dyrbak, Operating Partner, **Key Person**
- Henry Serafime Romantsov, Founding Partner & Fund Manager
- Private Equity Partner (to be appointed)

Northern Deal Committee (NDC):

The NDC is responsible for all investment activities in Kenya and DP World Economic Zones markets as defined in the investment policy. Its composition includes:

- Jens-Peter Dyrbak, Operating Partner, **Key Person**
- Henry Serafime Romantsov, Founding Partner & Fund Manager
- Private Equity Partner 2 (to be appointed)

Decision Thresholds

Both committees operate under a consensus-driven framework with clearly defined approval thresholds:

- Initial Opportunity Engagement: Majority approval (2 of 3 members)
- Preliminary Due Diligence: Majority approval (2 of 3 members)
- Full Due Diligence: Supermajority approval (unanimous, 3 of 3 members)

This escalating threshold ensures that as we deepen our commitment of time and resources, we have full alignment within the Deal Committee.

The Investment Process

PESO employs a rigorous, multi-stage investment process designed to systematically evaluate opportunities, mitigate risk, and ensure that only the highest-quality investments are approved.

Investment Process:

1. Deal Committee (DC) Vote: Initial Opportunity Engagement: Majority approval (2 of 3)
2. Origination & Screening: Deal sourced through proprietary networks; initial screening against investment criteria (geography, sector, size, impact alignment)
3. DC Vote: Preliminary Due Diligence: Majority approval (2 of 3)
4. Preliminary Due Diligence: Financial analysis, market assessment, management evaluation; IC pre-approval to proceed to full due diligence
5. DC Vote: Full Due Diligence: Supermajority approval (3 of 3)
6. Full Due Diligence: Comprehensive financial, legal, commercial, operational, and ESG due diligence; third-party advisors engaged as needed
7. IC Investment Memorandum: Detailed investment memo prepared covering investment thesis, financial projections, risk analysis, value creation plan, ESG assessment, and exit strategy
8. IC Vote: DC presents the Investment Memorandum to the IC. The opportunity is accepted, rejected or altered. If altered, DC moves back to step 3. If accepted, DC moves forward.
9. Negotiations: DC negotiates terms with potential portfolio companies based on IC feedback.
10. IC Vote: After mutual terms agreement by the portfolio company and DC, the business case is once again presented to the IC. The opportunity is accepted, rejected or altered. If altered, DC moves back to step 5. If accepted, DC moves forward.
11. Transaction Execution: Legal documentation, regulatory approvals, closing

Valuation Methodology

PESO employs a disciplined, market-standard approach to valuation, tailored to the realities of emerging markets:

- EBITDA Multiples: For established businesses with positive EBITDA, PESO applies sector-specific multiples.
- Target entry multiples are:
    - Hospitality: 4-5x EBITDA
    - Critical Infrastructure: 5-7x EBITDA
    - Technology: 6-8x revenue
    - Real Estate: Yield-based (targeting 11.00%+ cash-on-cash returns)
- Discounted Cash Flow (DCF): For infrastructure and real estate investments with predictable cash flows, PESO utilizes DCF analysis with a discount rate of 25.00-30.00%, reflecting the risk profile of African frontier markets.
- Net Asset Value (NAV): For asset-heavy businesses (e.g., real estate), PESO may use NAV as a floor valuation, adjusted for market conditions.
- Revenue Multiples: For high-growth, pre-EBITDA companies (particularly in technology), Peso uses revenue multiples derived from comparable companies, adjusted for market conditions and liquidity.

Gate 1: Origination & Initial Screening

Opportunities are sourced through the proprietary networks of the Deal Committees. Each opportunity is screened against PESO core investment criteria:

- Geographic focus (target markets)
- Sector alignment (Renewable Energy, Critical Infrastructure, Hospitality, Real Estate, Technology)
- Ticket size (USD 1.00-3.00 million)
- Impact alignment (positive social or environmental contribution)
- Preliminary financial profile (revenue, EBITDA, growth trajectory)

Opportunities that pass this initial filter proceed to Preliminary Due Diligence.

Gate 2: Preliminary Due Diligence (4-6 weeks)

The Deal Committee conducts a focused, high-level assessment to validate the investment thesis and identify any major red flags. This phase includes:

- Review of historical financials (typically 3 years), assessment of revenue quality, EBITDA margins, and working capital dynamics.
- Analysis of market size, growth drivers, competitive landscape, and the company's competitive positioning.
- Initial meetings with the founder/management team to assess capability, integrity, and alignment.
- Development of an indicative valuation range using comparable company multiples and discounted cash flow (DCF) analysis.

At the conclusion of this phase, the Deal Committee prepares a Preliminary Due Diligence Package and presents it to the Investment Committee (IC) for approval to proceed to Full Due Diligence. This gate ensures that PESO does not commit significant resources to opportunities that do not meet specified core criteria.

Gate 3: Full Due Diligence & Structuring (8-12 weeks)

Upon IC approval, the Deal Committee initiates comprehensive due diligence, engaging third-party advisors as necessary. This phase covers:

- Financial due diligence conducted by a third-party accounting firm. This includes a Quality of Earnings (QoE) analysis, validation of historical financials, assessment of accounting policies, and identification of any financial irregularities. In markets with limited audited financials, we place significant emphasis on:
  - Verification of rolling contracts with established institutional customers (e.g., Shoprite, multinational corporations).
  - Analyzing wholesale versus retail sales ratios and customer concentration.
  - Churn rate analysis and customer reference calls.
  - Competitive intelligence gathering through local networks to benchmark performance.
- Legal due diligence conducted by a reputable local law firm. This covers corporate structure, ownership verification, material contracts, regulatory compliance, intellectual property, litigation history, and land title verification.
- Specialized consultants conduct technical due diligence for infrastructure, real estate, or technology investments, to assess the technical feasibility, condition of assets, and execution risk.
- Commercial due diligence conducted in-house by the Deal Committee, this involves customer interviews, supplier assessments, and market validation of the company's competitive positioning.

- ESG due diligence is conducted using a standardized questionnaire aligned with IFC Performance Standards and SFDR Article 8 requirements. This assessment identifies any ESG risks and establishes a baseline for post-investment improvement plans.
- Management background checks are conducted using industry-standard KYC and PEP screening tools (e.g., Crool, PEPchecker), supplemented by in-depth reference calls and background investigations conducted through our trusted local legal and private investigator networks.

Deal-Breakers:

PESO's due diligence process is designed to identify and eliminate investments with unacceptable risks.

- Unclear or disputed ownership structures
- Material tax non-compliance or outstanding tax liabilities
- Regulatory non-compliance or expired/expiring licenses
- Ongoing litigation or sanctions on any Ultimate Beneficial Owners (UBOs)
- Onshore final holding company structure (unless the seller agrees to restructure)
- Conflicts with existing investors or shareholders
- Absence of valid land deeds or property titles
- Political affiliations or positioning that could expose the investment to regime change risk

Gate 4: Investment Committee Memorandum & First IC Vote

Upon completion of due diligence, the Deal Committee prepares a comprehensive Investment Memorandum for presentation to the IC. This document includes:

- Executive summary and investment thesis
- Detailed company overview and market analysis
- Financial model and valuation analysis
- Risk assessment and mitigation strategies
- Proposed transaction structure and terms
- Value creation plan and 100-Day Plan
- ESG assessment and action plan
- Exit strategy and projected returns (IRR, MOIC)

The IC reviews the memorandum and votes to accept, reject, or request modifications. If modifications are required, the Deal Committee returns to Full Due Diligence (Gate 3) to address the IC's concerns.

Gate 5: Negotiations & Term Sheet

Following IC approval, the Deal Committee enters into negotiations with the target company to finalize transaction terms. Key negotiation points include:

- Valuation and purchase price
- Governance rights (board seats, veto rights, information rights)
- Downside protection mechanisms (liquidation preferences, anti-dilution provisions)
- Drag-along and tag-along rights
- Founder vesting schedules (for minority investments where founder retention is critical)
- Use of proceeds and capital deployment milestones

Gate 6: Final IC Vote & Transaction Execution

Once terms are mutually agreed upon by the Deal Committee and the target company, the final business case is presented to the IC for a second vote. Upon approval, the Deal Committee proceeds to transaction execution, which includes:

- Finalization of legal documentation (Share Purchase Agreement, Shareholders Agreement, etc.)
- Securing regulatory approvals (if required)
- Establishment of the Mauritius SPV holding structure
- Closing and capital deployment

Investment Committee Structure & Decision-Making

The Investment Committee (IC) is the ultimate decision-making body for all PESO investments. It is composed of the most senior and experienced members of the GP team:

- Henry Serafime Romantsov, Founding Partner & Fund Manager (Chairman)
- Jens-Peter Dyrbak, Operating Partner (Key Person)
- Tazana Kamanga-Dyrbak, Operating Partner (Key Person)
- Private Equity Partner (to be announced)
- Private Equity Partner 2 (to be announced)
- R, Independent IC Member (external, non-GP)
- I, Independent IC Member (external, non-GP)

Approval Threshold: Investment decisions require a supermajority vote (5 of 7 members). This ensures that no single individual can unilaterally approve an investment, while also preventing gridlock.

IC Responsibilities:

- Approve or reject all investments presented by the Deal Committees.
- Review and approve annual budgets and strategic plans for portfolio companies.
- Approve all follow-on investments and material changes to investment strategy.
- Review quarterly portfolio performance and address underperforming investments.
- Monitor investment policy compliance and LPA restrictions.

Conflict of Interest Management

Integrity and transparency are paramount. Both the IC, SDC and NDC operate under strict conflict of interest protocols:

- Any Committee member with a potential conflict of interest (personal, financial, or professional relationship with the target company or its principals) must immediately disclose the conflict to the IC.
- The IC assesses both conflict and investment opportunity. If the conflict cannot be resolved but the opportunity remains attractive, the Deal Committee must forfeit the opportunity and transfer all work product to a newly formed, independent committee.
- This new committee is subject to supermajority approval by the IC, LPACC, and GP, ensuring the highest level of scrutiny and protection for LPs.

Portfolio Management

Proactive Governance & Board Representation

Upon acquisition, PESO establishes a robust governance framework to ensure strategic alignment, financial discipline, and professional oversight. We do not operate as passive investors; we take a leading role in shaping the future of our portfolio companies.

- For majority-owned investments, PESO will typically appoint a majority of the board members, including the Chairman. For significant minority positions, we will secure at least one board seat and extensive observer rights, coupled with strong protective provisions. The lead GP partner from the relevant Deal Committee, possessing deep sector expertise, will always take a primary board role.
- Each lead GP partner is expected to dedicate a minimum of 2-3 days per month to each portfolio company, ensuring consistent engagement beyond quarterly board meetings.
- PESO board representatives are tasked with driving a clear agenda focused on strategic planning, capital allocation, executive compensation, performance management, and the implementation of PESO value creation initiatives.

Strategic & Operational Leadership

Post-acquisition, the responsibility for hands-on management and value creation transitions to the Deal Committee that originated the investment. The SDC (Zambia, Tanzania) and NDC (Kenya, DP World Economic Zones) act as dedicated regional management hubs, leveraging their on-the-ground presence and local networks to drive performance. Following a successful investment decision by the Investment Committee (IC), the originating Deal Committee is mandated to:

1. Implement the approved 100-Day Plan.
2. Oversee the execution of the long-term value creation strategy.
3. Act as the primary point of contact and support for portfolio company management.
4. Monitor performance against budget and KPIs, reporting material deviations to the IC.
5. Identify and execute on opportunistic bolt-on acquisitions or strategic initiatives.

The 100-Day Plan Framework

To ensure immediate impact and set the foundation for long-term success, every PESO investment is launched with a comprehensive 100-Day Plan. This plan is developed during the final stages of due diligence and is a core component of the Investment Memorandum approved by the IC. It serves as a detailed operational roadmap for the Deal Committee and portfolio company management.

Below is a template of PESO 100-Day Plan framework, which is customized for each investment:

Category	Key Objectives & Initiatives	Deliverables
Financial & Governance	• Establish institutional-grade financial reporting and controls. • Finalize board composition and establish a regular meeting cadence. • Optimize capital structure.	Monthly management accounts & cash flow statements. First board meeting minutes. Refined budget and treasury policy.
Strategic Alignment	• Align management on the 3-5 year strategic plan and key value drivers. • Finalize and cascade Key Performance Indicators (KPIs) across the organization.	Signed-off strategic plan. Company-wide KPI dashboard.
Operational Quick Wins	• Identify and execute on immediate cost-saving or efficiency opportunities. • Review key operational processes and supply chain vulnerabilities.	Report on initial cost savings. Process improvement roadmap.

Commercial Acceleration	• Integrate the company with PESO's centralized sales and marketing platform. • Conduct a comprehensive pricing review and customer analysis.	Onboarding to shared sales CRM. Pricing strategy recommendations.
ESG & Impact	• Conduct a baseline ESG and impact assessment against IFC standards. • Develop and agree upon an ESG action plan with clear targets and timelines.	ESG baseline report. Board-approved ESG action plan.
Human Capital	• Evaluate key management and high-potential employees. • Ensure incentive structures are aligned with long-term value creation and fund objectives.	Management assessment report. Revised incentive plan proposal.

Hands-On Value Creation Initiatives

Strategic & Network Expansion

- **Platform Roll-Up Strategy**: PESO actively seeks to merge existing businesses within a sector to create a single, dominant platform. This strategy is designed to consolidate market share, achieve significant cost synergies, and ultimately drive a higher exit multiple through a re-rating of the combined entity.
- **Brand Development:** PESO looks to build portfolio companies' brand and goodwill through marketing campaigns and PR.
- **Geographical Expansion:** Leverage GP network to obtain licences in relevant markets to expand portfolio companies and penetrate markets with licensing barriers to entry.
- **Vertical Integration**: PESO pursues strategic acquisitions of suppliers and customers to capture the full value chain, reduce operational risks, and build a defensible economic moat.
- **Proprietary Market Intelligence**: PESO utilizes extensive local networks to gather competitive intelligence, providing PESO portfolio companies with a unique understanding of market dynamics, pricing strategies, and emerging opportunities.

Operational Excellence

- **International GC Network**: PESO leverages a pre-vetted network of trusted international General Contractors (GCs) to execute on greenfield projects and major expansions, ensuring quality, cost control, and timely delivery.
- **Phased Capital Deployment**: For large projects, PESO employs a milestone-based funding approach. This de-risks the investment by allowing for go/no-go decisions at key stages and enables flexible repositioning if market conditions change.
- **Specialist Advisors:** PESO hires third party advisors and utilises GP in-house sector experts to onboard modern sector-specific operational systems and processes.
- **Lead GP:** Dedicated GP partner with deep sector expertise leads every investment and dedicates 2-3 days per month to strategically guiding the portfolio company and implementing value creation initiatives.

Cost-Cutting

- **Variable Costs:** PESO reduces operational expenses by leveraging bulk orders, pre-existing relationships and outsourcing to reduce variable costs which we can then pass along to our clients.
- **Fixed Costs:** Patient capital infrastructure support for portfolio companies helps lower their fixed costs. This is particularly important in fragile supply markets where fixed costs from utilities can vary significantly. Upfront capital investments into infrastructure such as boreholes (groundwater supply), diesel generators or solar capabilities (electricity supply), reduces fixed costs and enables PESO to build more structurally efficient portfolio companies.
- **Price-Sensitive Markets:** This allows PESO portfolio companies to compete on price and develop market leadership in highly price sensitive markets.

Capital & Financial Engineering

- **Access to Cheaper Capital**: By leveraging the PESO's balance sheet and PESO's international banking relationships, PESO provides portfolio companies with access to growth capital at interest rates significantly lower than those available from local banks, often with downside equity protection to enable aggressive expansion.
- **Financial Discipline**: PESO professionalizes the finance function, implementing robust budgeting, cash flow management, and treasury controls to improve efficiency and reduce risk.

Synergistic Platform Services

- **Centralized Sales Taskforce**: PESO is establishing a dedicated, professional sales team that works across PESO's portfolio companies. This team is responsible for securing contracts with large institutional customers (e.g., multinational corporations, NGOs, government agencies), managing key accounts, and implementing best-in-class sales processes. This allows portfolio companies to punch far above their weight in business development.
- **Outsourced Marketing & Branding**: PESO engages a single, high-caliber marketing provider to service all portfolio companies, ensuring consistent brand development, professional digital marketing, and cost-effective execution.

Co-Investment

- **Investment Structure:** PESO prefers to bring on other funds, DFIs and investment groups alongside itself to make investments in portfolio companies. To help create value through investment bundling, PESO has two IC seats for non-GP members who are part of other investment firms.

Follow-On Investment Strategy

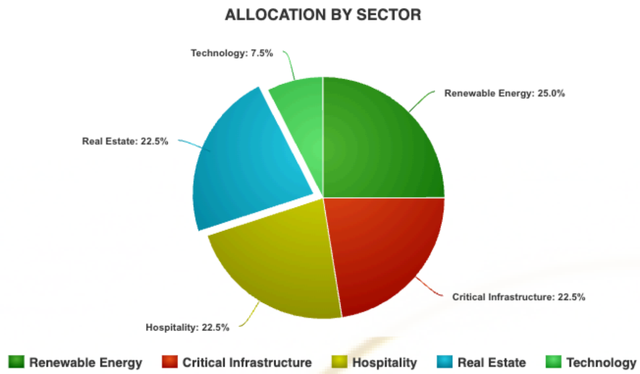
PESO recognizes that growth is not always linear. PESO reserves a significant portion of its capital (approximately 10.00% of the fund) for follow-on investments to support PESO portfolio companies throughout their lifecycle.

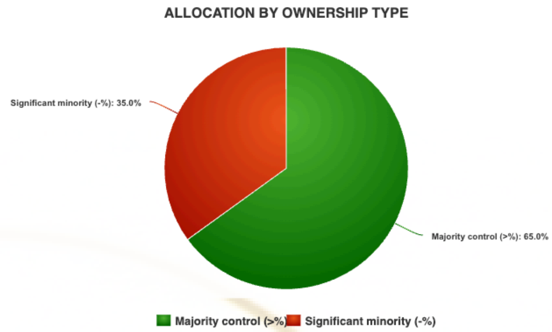
- PESO provides additional capital to companies that are successfully executing their plans and have identified new opportunities for expansion, market entry, or M&A.
- Barring temporary setbacks or unforeseen challenges, PESO can provide bridge financing to stabilize the business, provided the core investment thesis remains intact.
- PESO will co-invest alongside our portfolio companies to fund large-scale, transformative acquisitions that can significantly accelerate their growth trajectory.

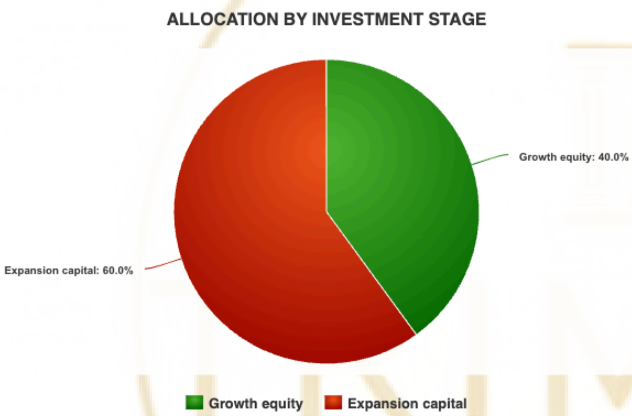
Portfolio Composition

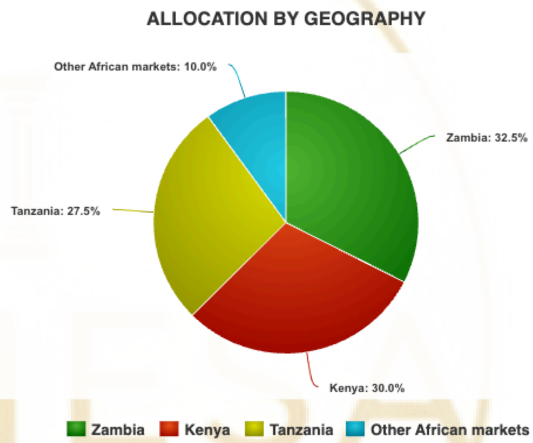
PESO targets the following portfolio composition at full deployment:

- **By Geography**
    - Zambia: 25.00%
    - Kenya: 27.50%
    - Tanzania: 27.50%
    - Other African markets (DP World Economic Zones): 20.00%
- **By Sector**
    - Renewable Energy: 25.00%
    - Critical Infrastructure: 22.50%
    - Hospitality: 22.50%
    - Real Estate: 22.50%
    - Technology: 7.50%
- **By Investment Stage**
    - Growth equity: 40.00%
    - Expansion capital: 60.00%
- **By Ownership Type**
    - Majority control (>%): 65.00%
    - Significant minority (-%): 35.00%


ALLOCATION BY SECTOR
Technology: 7.5%
Renewable Energy: 25.0%
Real Estate: 22.5%
Critical Infrastructure: 22.5%
Hospitality: 22.5%
Renewable Energy
Critical Infrastructure
Hospitality
Real Estate
Technology


ALLOCATION BY OWNERSHIP TYPE
Significant minority (-%): 35.0%
Majority control (>%): 65.0%
Majority control (>%)
Significant minority (-%)


ALLOCATION BY INVESTMENT STAGE
Growth equity: 40.0%
Expansion capital: 60.0%
Growth equity
Expansion capital


ALLOCATION BY GEOGRAPHY
Other African markets: 10.0%
Zambia: 32.5%
Tanzania: 27.5%
Kenya: 30.0%
Zambia
Kenya
Tanzania
Other African markets

Risk Management

Risk Management Framework

PESO employs a comprehensive risk management framework covering:

- Investment Risk
- Company-specific risk (business model, management, competition)
- Sector risk (regulatory changes, technological disruption, commodity prices)
- Portfolio risk (single investment, sector, country, market correlation)
- Market Risk
    - Economic cycles and macroeconomic conditions
    - Currency fluctuations and convertibility risk
    - Interest rate risk
- Political and Regulatory Risk
    - Political instability and regime change
    - Regulatory changes and policy uncertainty
    - Expropriation and nationalization risk
    - Capital controls and repatriation restrictions
- Operational Risk
    - Portfolio company operational failures
    - Key person risk (loss of critical management)
    - Fraud and misappropriation
    - Cybersecurity and data breaches
- ESG Risk
    - Environmental incidents and liabilities
    - Social conflicts and community opposition
    - Governance failures and corruption
    - Reputational damage
- Liquidity Risk
    - Inability to exit investments in reasonable timeframe
    - Forced sales at unfavorable valuations
    - Capital call defaults by Limited Partners

Risk Mitigation Strategies

For each category of risk, PESO has developed specific, actionable mitigation strategies that are implemented at the deal level and monitored continuously throughout the holding period.

A. Portfolio Risk Mitigation

Incentive Alignment:
One of the most powerful risk mitigation tools is the alignment of GP and LP interests. The GP's compensation structure is designed to ensure that the GP only benefits when PESO LPs achieve exceptional returns. Specifically, GP carried interest is only paid after LPs receive a return of their invested capital plus a preferred return of 14.00% compounded annually. This high hurdle rate means that the GP must deliver truly outstanding performance before receiving any performance-based compensation, creating a powerful incentive to manage risk prudently.

Correlation Management:
PESO actively avoids investments in positively correlated, volatile real assets and businesses that rely on the same commodities or inputs. This reduces the risk of simultaneous portfolio-wide underperformance during sector-specific downturns.

Diversification:
PESO maintains a diversified portfolio across multiple dimensions:

- No single investment will exceed 17.00% of committed capital (at cost).
- No single country will exceed 35.00% of committed capital (at cost).
- No single sector will exceed 27.50% of committed capital.
- We target a mix of 40.00% growth equity and 60.00% expansion capital to balance risk and return.

Concentration Monitoring:
While PESO does not actively rebalance based on fair value drift, PESO monitors portfolio concentration on a quarterly basis and reports any deviations from target ranges to LPs. When making new investment decisions, PESO explicitly considers diversification targets to avoid excessive concentration.

DFI and Co-Investor Diversification:
PESO avoids over-reliance on any single Development Finance Institution (DFI) or co-investor, ensuring that PESO maintains flexibility and optionality in PESO capital partnerships.

B. Market Risk Mitigation

Currency Fluctuations and Convertibility Risk:

- All investments are structured in USD, with the onshore operating company responsible for managing local currency revenues and converting them to USD.
- PESO prioritizes businesses that generate a significant portion of their revenues in USD or have the potential to do so. For example, PESO actively works with portfolio companies to secure contracts with multinational corporations, IGOs, NGOs, and export-oriented customers who transact in hard currency.
- Where possible, PESO structures businesses to have both USD revenues and USD costs (e.g., importing equipment, GC fees or raw materials), creating a natural hedge.
- For large, predictable local currency cash flows, PESO may utilize forward contracts to lock in exchange rates and reduce volatility.
- PESO's Mauritius SPV structure is specifically designed to facilitate efficient currency conversion and capital repatriation, leveraging Mauritius's extensive network of Double Taxation Avoidance Agreements (DTAAs) and its status as a reputable international financial center.
- PESO works closely with local and international banking partners to secure favorable terms for currency conversion and to establish contingency plans in the event of capital controls.

Interest Rate Risk:
PESO avoids investments in businesses that are overburdened with variable-rate debt. During periods of monetary tightening, PESO diversifies investment activity by focusing on businesses with lower debt exposure or by providing equity capital to refinance existing debt.

Economic Cycles:
PESO sector focus is specifically designed to mitigate sensitivity to economic cycles. We invest in necessary goods and services—critical infrastructure (cold storage, ice production), essential hospitality services, and renewable energy—where demand is relatively inelastic.

Manager Expertise:
PESO leverages its GP's deep experience navigating economic downturns in emerging markets. This expertise enables PESO to manage declining revenues, cost pressures, and supply chain disruptions more effectively than less experienced operators.

Access to Capital ("Dry Powder"):
PESO's significant dry powder reserves enables it to support existing portfolio companies and invest in new opportunities when liquidity dries up for public equities and banks, particularly in shallow capital markets such as those in Africa. This counter-cyclical investment capability is a significant competitive advantage.

Undervalued Assets:
Economic downturns create opportunities to acquire high-quality businesses at lower valuations. PESO focuses on acquiring established businesses with market leadership during these periods, positioning them for accelerated growth when the market recovers. This long-term, patient capital approach is a core element of PESO's strategy.

C. Political & Sovereign Risk Mitigation

Public-Private Partnerships:
For large infrastructure investments, PESO structures deals with local government involvement from inception. This creates a shared interest in the success of the project and generates revenue for the local government, making expropriation or adverse regulatory action politically costly.

Engage Local Government Prior to Entry:
PESO does not invest in any market without first engaging with relevant government officials, regulators, and policymakers. This engagement serves multiple purposes: it signals PESO commitment to operating transparently and in compliance with local laws, it allows PESO to gauge the political climate, and it helps build relationships that can be leveraged if issues arise.

Stress Test Projects with Local Consul and Market Knowledge:
Before committing capital, PESO obtains project feasibility studies and reports from local experts, including legal advisors, industry consultants, and, where appropriate, local consuls or embassy officials. This helps PESO build a comprehensive investment memorandum that accounts for political and regulatory nuances.

Analyze Political Cycles and Landscape Before Market Entry:
PESO actively monitors political cycles and avoids making investments immediately before expected regime changes. Conversely, PESO may accelerate investments directly after a regime change (once the new government is established) or during periods of political stability when no regime change is expected.

Political Capital:
PESO only enters markets where PESO has sufficient political capital—either directly through PESO GP's relationships or indirectly through local partners—to mitigate political risk. This political capital is cultivated through years of engagement, reputation-building, and demonstrated commitment to local economic development.

Lobbying:
PESO works proactively with local governments to:
- Increase foreign direct investment and improve the attractiveness of the local market.
- Create legislative safeguards for large investments through protective frameworks.
- Reduce regulatory and policy uncertainty by engaging the government directly and advocating for clear, stable rules.

Long Duration Licenses:
PESO ensures that all licenses used by target businesses are up-to-date, valid, and renewed well before expiration (ideally with a remaining term of at least 30 years for land).

Political Risk Insurance (PRI):
For investments in higher-risk jurisdictions, PESO obtains Political Risk Insurance from reputable providers. This insurance covers expropriation, currency inconvertibility, political violence, and breach of contract by government entities.

Local Partnerships:
PESO partners with local investors, family offices, or strategic partners who provide not only political capital and local expertise but also a degree of protection. Local partners with strong government relationships can often navigate political challenges more effectively than foreign investors.

D. Foreign Exchange (FX) / Currency Risk

As detailed above, PESO's primary strategy for managing FX risk is structural:

- Operating companies are responsible for converting local currency revenues to USD and remitting dividends upstream.
- Patient capital and majority equity holdings provide PESO with control over the timing of repatriation, allowing PESO to wait for favorable exchange rates or efficient capital routes.
- PESO facilitates customer and vendor transactions in USD through Mauritius Corporate Accounts, increasing the proportion of USD revenues and reducing local currency exposure.

E. Liquidity & Exit Risk

Grow Portfolio Companies to Institutional Ticket Size:
PESO focuses on growing portfolio company EBITDA to levels that are attractive to larger institutional buyers (typically $5.00-10.00 million EBITDA or higher). This significantly expands the universe of potential acquirers.

Develop Relationships with DFIs and Larger PE Funds:
PESO is actively cultivating relationships with Development Finance Institutions (IFC, AfDB, FMO) and larger private equity funds (Helios, Actis, Carlyle Sub-Saharan Africa, Debretts, Investlink) who have higher ticket sizes and may be interested in acquiring PESO's portfolio companies as they scale. These relationships provide a clear path to secondary sales.

Recapitalization Transactions:
In low-interest-rate environments, PESO can offer LPs liquidity through recapitalization transactions. This involves taking loans secured by the real assets of portfolio companies and distributing the proceeds to LPs. Loans are repaid using business cash flows. To ensure prudent leverage, PESO obtains solvency opinions from experienced independent providers before executing any recapitalization.

Exit Liquidity Thesis:
PESO believes that the growth of regional capital markets, geopolitical developments, increased access to capital, globalization, and rising allocations to alternative assets will lead to significantly larger and more liquid capital markets in PESO's investment countries over our hold period. This secular trend supports PESO's exit strategy.

Population Growth:
According to the Institute for African Studies, from 2021 to 2035, an additional 517 million people will be born and live in Africa, while developed countries will gain only 27 million people. This represents a 37.65% increase in market size by population growth alone, creating a massive tailwind for PESO's portfolio companies and enhancing exit prospects.

Extended Hold Period & Continuation Fund:
For investments that generate significant cash flows but lack a clear exit path, PESO may choose not to exit and instead transfer the investment to a continuation fund (PESO Fund II). An independent fairness opinion will be obtained to ensure that LPs in both the prior and continuation funds are treated equitably.

Contingency Planning:
PESO develops exit contingency plans for each investment during the due diligence phase and establishes clear escalation procedures for problem investments.

F. Operational / Execution Risk

Founder Vesting:
For significant minority equity investments where the founder is critical to business expansion, PESO implements vesting schedules to ensure incentive alignment and reduce the risk of founder departure.

International General Contractors (GCs):
For greenfield infrastructure projects, PESO leverages a network of trusted international GCs to ensure quality execution, cost control, and timely delivery.

Capital Direct from China:
PESO utilizes its GP network to source machinery and equipment directly from China, often bundling orders across multiple portfolio companies to increase bargaining power and reduce costs.

Local Partner Risks:
Peso aligns economic incentives with local partners by staging remuneration and profit splits through KPI based contractual agreements.

ESG Integration:
Strong ESG practices reduce long-term regulatory, legal, and governance risks. PESO focuses on the dynamics of sustainability through direct engagement with portfolio companies, implementing a best-in-class ESG approach that mitigates operational risks.

Fraud and Misappropriation:
PESO implements strict controls to prevent fraud:

- Remove cash and physical currency from investment companies wherever possible, mandating electronic payments.
- Interview all management staff before investing and conduct thorough background checks.
- Engage management regularly through interviews, performance reviews, and board meetings.
- Monitor for red flags: unexplained cash withdrawals, lack of financial detail, and flashy lifestyles inconsistent with compensation.

Retain Existing Managers and Operators:
PESO prioritizes retaining existing management to reduce transitory risk, leverage their expertise to train new workers, and minimize teething issues during the transition period.

Infrastructure and Security Risk:
PESO exclusively and proactively originates projects in economic development zones (e.g., Berbera Economic Zone) where applicable, leveraging the institutional status of free zone operators and port authorities (such as DP World) to safeguard investments.

Related Party Transaction Monitoring:
Ongoing related party transaction monitoring is reviewed by the LPACC and IC quarterly to identify and address any potential conflicts or inappropriate transactions.

Robust Compliance Frameworks:
PESO establishes clear anti-fraud and anti-corruption policies aligned with regulatory requirements, develop whistleblower programs with secure reporting channels, implement mandatory compliance training for portfolio company leadership, and conduct regular internal audits with third-party validation.

Force Majeure Clause:
PESO leverages strong force majeure provisions in contracts with local partners, operators, and target businesses to suspend payments in crisis situations and prioritize repayments to the fund.

Value Preservation Protocols:
PESO develops rapid response plans for identified red flags, establish crisis communication protocols for reputational events, structure earn-outs and escrows to mitigate post-close risks, and engage independent specialists for investigations and dispute resolutions.

Rigorous Due Diligence:
PESO conducts thorough financial forensics on quality of earnings (QoE), implements background checks on key management and major shareholders, validates key customers and suppliers through interviews and site visits, and assess regulatory compliance history and pending litigation exposure.

G. Legal & Regulatory / Compliance Risk

Land and Licensing:
PESO never invests in projects where land, permits, permissions, and licenses are not owned and valid.

Local Partner Capital Contribution:
PESO never invests without local partners who also contribute financial capital to the project, ensuring they have "skin in the game" and are incentivized to navigate local regulatory challenges.

Merge Portfolio Companies Across Target Markets:
PESO leverages inter-governmental relationships and agreements to facilitate cross-border mergers and expansions, reducing regulatory friction.

Structuring and Documentation:
PESO negotiates appropriate governance rights (board seats, veto rights, information rights), include downside protection mechanisms (liquidation preferences, anti-dilution, drag-along rights), and ensure clear exit rights (put options, tag-along rights, IPO registration rights).

Legal Expertise:
PESO retains comprehensive legal and tax counsel in all target investment countries and leverages their expertise for all portfolio company decision making.

H. Security & Social License Risk

Security Agreements:
PESO negotiates security agreements with local authorities or private security providers to protect assets and personnel.

Risk Monitoring and Reporting

The GP shall:

- Monitor portfolio risk metrics on a quarterly basis;
- report risk exposures and concentration levels to LPs quarterly;
- conduct annual portfolio risk reviews with the LPACC; and
- maintain a risk register for each portfolio investment with identified risks, mitigation strategies, and monitoring procedures.

Currency and Hedging Currency Exposure

- PESO recognizes that investments in African markets involve currency risk;
- PESO may only make investments denominated in USD; and
- PESO may utilize currency hedging strategies where cost-effective hedging instruments are available.

Hedging Policy

- Currency hedging is permitted but not required;
- hedging decisions shall be made on a case-by-case basis considering cost, availability, and risk/reward trade-offs; and
- PESO shall not engage in speculative currency trading.

Compliance & Reporting

Ad Hoc Reporting

PESO shall promptly notify LPs of:

- Material adverse developments in portfolio companies;
- Key Person events;
- regulatory or legal actions affecting PESO;
- material breaches of investment policy or LPA; and
- proposed material amendments to fund documents.

Quarterly Reporting and Monitoring

PESO shall provide LPs with:

Portfolio Summary
- NAV and performance metrics (**IRR**, **MOIC**, **DPI**, **RVPI**, **TVPI**);
- portfolio company listing with key metrics;
- capital activity (calls, distributions, commitments); and
- portfolio diversification analysis.

Investment Activity
- New investments made during quarter;
- follow-on investments and exits; and
- pipeline and investment pacing.

Portfolio Company Updates
- Financial performance vs. budget;
- key operational developments;
- value creation progress; and
- risk and issue tracking.

Impact Reporting
- ESG incidents and corrective actions;
- impact metrics (jobs, energy, emissions, etc.); and
- progress on ESG Action Plans.

Market and Economic Commentary
- Macroeconomic conditions in target markets;
- sector trends and developments; and
- regulatory and policy changes.

Annual Reporting

In addition to quarterly reports, PESO shall provide:

Annual Audited Financial Statements
- Prepared by CIMA-approved auditor and delivered within 21 days of fiscal year end.

Annual Impact Report
- Prepared by independent third-party impact measurement firm;
- aligned with IFC Performance Standards and SFDR requirements;
- assessment of ESG risks and performance;
- recommendations for improvement; and
- detailed impact metrics and case studies.

Annual LPACC Meeting
- Comprehensive review of fund performance;
- strategy and portfolio review;
- governance and conflicts review; and
- Q&A with LPs.

Valuation Policy
PESO shall value portfolio investments in accordance with:
- International Financial Reporting Standards (IFRS);
- International Private Equity and Venture Capital Valuation Guidelines (IPEV); and
- Generally Accepted Accounting Principles (GAAP) where applicable.

Valuation Methodology
PESO shall use the following valuation methodologies in order of preference (Fair Value Hierarchy):

Recent Transaction Price
- For investments held less than 3 months, valuation at cost is generally appropriate unless there has been a material change in circumstances.

Market Multiples
- Comparable company multiples (EV/EBITDA, EV/Revenue, P/E) applied to portfolio company financials, with appropriate discounts for illiquidity, size, and market conditions.

Discounted Cash Flow (DCF)
- Projected cash flows discounted at appropriate risk adjusted discount rate.

Net Asset Value (NAV)
- For asset-heavy businesses, NAV may be appropriate with adjustments for market conditions.

Orderly Liquidation Value
- For distressed investments, liquidation value may be appropriate.

Illiquidity Discount
A discount for lack of marketability (DLOM) of -40.00% shall be applied to valuation multiples derived from public company comparables

Valuation Process Quarterly Valuation
- Portfolio investments shall be valued quarterly by PESO Fund Administrator and supported by independent valuations from local audit firms;
- valuations shall be prepared in accordance with the PESO's valuation policy; and
- the IC shall review and approve all valuations.

Annual Independent Valuation
- At least annually, PESO shall engage an independent third-party valuation firm to review and opine on all portfolio valuations.

Conflicts Committee Review
- The LPACC shall review and approve valuation methodology and any material changes to valuation assumptions.

Valuation Adjustments
The GP may adjust valuations between quarterly valuation dates in the event of:
- Material adverse changes in portfolio company performance;
- material changes in market conditions or comparable company valuations;
- impairment events (loss of key customers, regulatory action, etc.); and
- material positive developments (new contract wins, successful fundraising, etc.).

Limited Partners (LPs)

The GP is committed to maintaining best-in-class investor relations that foster trust, transparency, and long-term partnership with LPs.

Guiding Principles for LP relations

Transparency	The GP commits to providing complete, accurate, and timely information to LPs. We will proactively disclose material information, both positive and negative, and will not withhold information that LPs need to monitor their investment effectively.
Consistency	All LPs will receive the same information at the same time, subject only to regulatory requirements or side letter provisions that have been disclosed to the LPACC. We will maintain consistent reporting formats, metrics, and communication standards across all reporting periods.
Timeliness	The GP will deliver all reports, notices, and communications within the timeframes specified in the LPA.
Accessibility	The GP will maintain open lines of communication and be responsive to LP inquiries. We will provide multiple channels for LPs to access information and communicate with the Investment Team.
Professionalism	All communications will be conducted professionally, respectfully and courteously. We will maintain the highest standards of business ethics and integrity in all interactions with LPs.
Confidentiality	The GP will protect the confidentiality of sensitive information while ensuring that LPs receive the information necessary to monitor their investment. We will follow all applicable confidentiality obligations and data protection regulations.

Team Structure:

Investor Relations Director (Senior Institutional Partner - Svetlana Zakharova)
- Overall responsibility for IR function, primary LP contact.

Investor Relations Associate (Senior Institutional Partner - Svetlana Zakharova)
- Supporting role for reporting, communications, and administration.

Chief Financial Officer (to be appointed)
- Financial reporting oversight, audit coordination.

Fund Manager (Henry Romantsov)
- Strategic communications, portfolio updates, LP relationship management.

Roles and Responsibilities

The GP Board of Partners is ultimately responsible for all investor relations activities and shall:

- Ensure compliance with this Policy and all contractual and regulatory obligations;
- approve all material communications to LPs;
- maintain oversight of the Investor Relations function;
- allocate sufficient resources to support effective investor relations; and
- promote a culture of transparency.
- Maintain a dedicated Investor Relations function responsible for:
  - Coordinating and delivering all periodic reporting (quarterly, annual, ad hoc);
  - managing LP communications and inquiries;
  - organizing and facilitating LPACC meetings and Annual General Meetings;

    - maintaining LP database and contact information;
    - coordinating capital calls and distributions;
    - managing LP onboarding and offboarding processes; and
    - maintaining an investor relations portal and technology system.

The Investment Team and DCs shall support investor relations by:
- Providing timely and accurate portfolio company information;
- participating in LPACC meetings and Annual General Meetings;
- responding to LP due diligence inquiries;
- contributing to quarterly portfolio company updates; and
- ensuring ESG and impact data is collected and reported.

LPs are expected to:
- Maintain current contact information with the General Partner;
- respond promptly to capital calls and information requests
- maintain confidentiality of Fund information;
- provide feedback on reporting and communications; and
- participate actively in LPACC (if elected) and Annual General Meetings.

Service Providers are expected to:
- Fund Administrator:
    - Prepare quarterly financial statements;
    - calculate NAV and performance metrics;
    - process capital calls and distributions; and
    - maintain books and records.
- Auditor:
    - Conduct annual financial statement audits;
    - provide audit opinions and management letters; and
    - attend Annual General Meetings (as requested).
- Legal Counsel:
    - Review material communications for legal compliance;
    - advise on disclosure obligations; and
    - support LPACC meetings and governance matters.
- Anti-Money Laundering Compliance Officer:
    - Have sufficient skills and experience;
    - Report directly to the Board of Partners (Board) and have sufficient seniority and authority so that the Board reacts to and acts upon any recommendations;
    - Have regular contact with the Board so that the Board is able to satisfy itself that its statutory obligations are being met and that sufficiently robust measures are being taken to protect itself against money laundering, proliferation financing and terrorist financing risks;
    - Have sufficient resources, time and support to carry out the role, as well as unfettered access to all business lines and information necessary to perform the function;
    - Develop and maintain internal AML systems and controls in line with evolving requirements;
    - Ensure regular audits of the internal AML programme;
    - Maintain logs required, including of declined business, politically exposed persons and requests from competent authorities;
    - Advise the Board on compliance issues and report periodically to the Board on the FSP’s systems and controls; and
    - respond promptly to requests from relevant authorities.

- Money Laundering Reporting Officer:
  - Receive reports of any information or other matter which comes to the attention of a person carrying out relevant financial business, which gives rise to an actual knowledge or suspicion of money laundering, proliferation financing or terrorist financing;
  - Consider and investigate such reports in light of all other relevant information to determine if the information or other matter gives rise to such knowledge or suspicion;
  - Have access to other information which may assist in considering such report;
  - Make prompt disclosures to the Cayman Islands Monetary Authority (CIMA) in the standard SAR form if after considering a report there is knowledge or a suspicion of money laundering, proliferation financing or terrorist financing;
  - Establish and maintain a register of money laundering, proliferation financing or terrorist financing reports made by staff; and
  - maintain a register of reports to CIMA.

Communication Channels and Methods

- Investor Portal (Primary Channel)
  - Secure online portal for accessing all reports, documents, and communications
  - 24/7 access to historical reports and fund documents
  - Portal provider: Dynamo
  - Access credentials provided during onboarding
- Email Communications
  - Official Fund email: managingteam@trimesa.it.com
  - Used for time-sensitive notices, capital calls, and ad hoc updates
  - All LPs will receive email notifications when new materials are posted to the portal
- Direct Phone/Video Calls
  - Fund Manager: +1 714 222-0114
  - Available for LP inquiries, one-on-one updates, and relationship management
  - Video conferencing available via Zoho Meeting
- In-Person Meetings
  - Annual General Meeting
  - LPACC meetings (for LPACC members)
  - One-on-one meetings (available upon request)
  - Site visits to portfolio companies (coordinated through IR team)

Exit Execution

Exit Strategy & Timeline

PESO's exit strategy is grounded in realism about the liquidity constraints of our target markets, while also capitalizing on the significant secular trends that are expanding the universe of potential buyers and exit routes.

Base Case Hold Periods:
PESO expected hold periods vary by investment type and are explicitly underwritten at the time of investment:

- Growth Equity (Established Businesses): 3-5 years. These are businesses with proven business models, established customer bases, and predictable cash flows. PESO value creation focuses on operational improvements, market share gains, and strategic positioning for sale to larger players.
- Expansion Capital (Scaling Businesses): 4-7 years. These businesses require more time to scale, build infrastructure, and achieve the EBITDA levels that attract institutional buyers. PESO value creation involves significant capital deployment, team building, and market expansion.

Opportunistic Exits:
While PESO has target hold periods, PESO maintains a pragmatic, opportunistic approach to exits. Given the shallow capital markets in Africa, PESO will pursue any credible exit opportunity that delivers attractive returns, even if it occurs earlier than expected. This flexibility is critical in markets where liquidity windows can be narrow and unpredictable.

Extended Hold Periods:
For investments that generate significant cash flows but lack a clear exit path after 10+ years, we have two options:

- Transfer to Continuation Fund (PESO Fund II): High-performing, cash-generating assets may be transferred to a successor fund, allowing existing LPs to exit while providing ongoing management and value creation. An independent fairness opinion will be obtained to ensure equitable treatment of LPs in both funds.
- Fund Term Extension: Subject to LP approval, the fund term may be extended by up to four 12-month periods to allow additional time for exit execution.

Exit Routes & Expected Mix

PESO's exit strategy is diversified across multiple routes, each suited to different types of portfolio companies and market conditions. Our expected exit mix is as follows:

- Strategic Sale (20.00-30.00%): Sale to a strategic acquirer (multinational corporation, regional conglomerate, or larger local player) seeking to enter or expand in our target markets.
- Continuation Fund II (20.00%-30.00%): Transfer of high income generating assets and portfolio companies to continuation funds if unable to bridge emerging markets valuation gap.
- Secondary Sale (20.00-30.00%): Sale to a larger private equity fund, family office, or institutional investor with a higher ticket size and longer investment horizon.
- Recapitalization (20.00-30.00%): Refinancing of portfolio company debt to return capital to LPs while retaining equity upside.
- Initial Public Offering (IPO) (<5.00%): Listing on a regional stock exchange for the largest, most mature portfolio companies.
- Management Buyback (<5.00%): Sale back to founders or management, typically for smaller investments or situations where other exit routes are not viable.

Strategic Acquirers:
PESO has already identified potential strategic acquirers by sector, and we actively cultivate relationships with these parties throughout the hold period:

- Ice & Critical Infrastructure: Debretts, multinational logistics companies, DFIs seeking infrastructure exposure.
- Hospitality: Marriott, Hilton, Radisson, and other international hotel groups seeking to expand their African footprint; regional hospitality platforms.
- Technology: EMEA-focused venture capital and growth equity funds (e.g., Partech, TLcom Capital, Novastar Ventures); strategic acquirers in fintech and SaaS.
- Renewable Energy: Utilities, independent power producers (IPPs), development finance institutions, and impact investors focused on clean energy.

Exit Preparation & Timing

PESO does not wait until the end of the hold period to begin exit preparation. PESO's approach is proactive and phased:

- Year 3 (or earlier): PESO initiates formal exit preparation, which includes:
    - Engaging with potential strategic acquirers to gauge interest and valuation expectations.
    - Ensuring that financial reporting, governance, and compliance are at institutional standards.
    - Commissioning independent valuations and quality of earnings (QoE) reports to support sale processes.
    - Addressing any outstanding legal, regulatory, or ESG issues that could impede a sale.
- Year 4-5 (for growth equity) / Year 6-7 (for expansion capital): Active sale process, including preparation of marketing materials, management presentations, and engagement with multiple potential buyers.

Sell-Side Process:
PESO employs a bilateral negotiation approach rather than formal auctions. In our target markets, the universe of potential buyers is often limited, and relationships matter significantly. A bilateral process allows PESO to:

- Maintain confidentiality and avoid signaling distress or urgency.
- Tailor PESO's approach to each potential buyer, emphasizing the strategic fit and value proposition.
- Negotiate more favorable terms by building trust and demonstrating asset quality.

Investment Bank Engagement:
For larger exits (particularly those targeting international buyers or IPOs), PESO will engage investment banks with African emerging markets capabilities. PESO has established relationships with:

- African Development Bank (AfDB): For infrastructure and impact-focused exits.
- Regional and international investment banks: Including Standard Bank, Rand Merchant Bank, and boutique M&A advisors with sector-specific expertise.

Co-Investor and Founder Alignment:

- At Entry: PESO negotiates drag-along rights (for majority investments) and tag-along rights (for minority investments) to ensure that PESO can execute exits without being blocked by co-investors or founders.
- During Hold Period: PESO maintains regular communication with co-investors and founders about exit expectations and timelines, seeking to align interests well in advance of any sale process.
- At Exit: If alignment cannot be achieved, PESO exercises contractual rights (drag-along or tag-along) to execute the exit.

Exit Valuation & Pricing

Target Exit Multiples:
PESO's underwriting assumes that PESO will at least double the entry EBITDA multiple by the time of exit. This multiple expansion is driven by:

- Increased EBITDA through revenue growth, margin expansion, and cost optimization.
- Transformation from a small, subscale player to a market leader with defensible competitive advantages.
- Professionalization of management, financial reporting, governance, and ESG practices, making the company attractive to institutional buyers.
- Growth in absolute EBITDA, which moves the company into higher valuation tranches and expands the universe of potential buyers.

Bridging the Valuation Gap:
Emerging market companies often face a valuation discount relative to developed market peers. PESO bridges this gap by:

- PESO focuses on businesses with strong, predictable cash generation, which reduces perceived risk and justifies higher valuations.
- PESO's portfolio companies often have substantial real estate, equipment, or infrastructure assets that provide downside protection and collateral value.
- Vertical integration and control over key inputs or distribution channels reduce operational risk and enhance strategic value.
- Developing portfolio companies in partnership with institutional-grade entities such as DP World.
- Businesses with USD revenues are significantly more attractive to international buyers and command premium valuations.
- Developing market leadership in niches with significant licensing barriers to entry.
- Offering control of global supply chains at key upstream chokepoints.
- Developing revolving lines of credit for portfolio companies with local banking partners.
- Engineering tax-efficient sale.
- Developing durable business moats and structural cost advantages for portfolio companies.
- Developing clear and effective governance structures in portfolio companies.
- Acquiring portfolio company suppliers and customers. PESO merges portfolio companies enabling the increase of exit multiples, development of cost-synergies and brand growth.

Earnouts and Deferred Consideration:
PESO does not structure exits with earnouts or deferred consideration. These mechanisms add complexity, reduce transparency for LPs, and create ongoing exposure to the performance of sold assets. Instead, PESO prefers clean, cash exits. In situations where a buyer insists on earnouts, PESO will consider selling down from a majority to a minority stake, but PESO will not retain significant economic exposure tied to future performance.

Exit Taxation & Withholding

- PESO sells the equity of the Mauritius holding company (HoldCo), not the underlying operating company (OpCo). This structure allows PESO to benefit from Mauritius's favorable tax treaties and avoid withholding taxes in the local jurisdiction.
- Mauritius does not impose capital gains tax on the sale of shares, making it an extremely tax-efficient exit jurisdiction.
- Proceeds are repatriated to the Cayman ELP and distributed to LPs without additional layers of taxation (subject to each LP's individual tax circumstances).

Initial Public Offering (IPO) Strategy

While IPOs represent a small portion of PESO's expected exit mix (<5.00%), they are a viable route for PESO's largest and most mature portfolio companies. An IPO provides not only liquidity but also a currency for future acquisitions and enhanced credibility.

Target Exchanges
PESO is targeting the following stock exchanges for potential IPO exits:

- Nairobi Securities Exchange (NSE): For Kenyan portfolio companies, particularly in hospitality, real estate, and technology.
- Johannesburg Stock Exchange (JSE): For larger, more mature companies seeking access to deeper capital markets and international investors.
- Frankfurt Stock Exchange: For companies with significant international operations or appeal to European impact investors.

Minimum Viable Size
Based on PESO's analysis and discussions with advisors, the minimum EBITDA required for a viable IPO is approximately USD 40,000,000. This threshold ensures sufficient liquidity, analyst coverage, and investor interest.

IPO Advisors & Underwriters
PESO will engage local and international underwriters with expertise in PESO target exchanges.

IPO Timeline:
The realistic timeline from the decision to pursue an IPO to actual listing is approximately 48 months. This extended timeline reflects the need for:

- Financial and governance readiness (audited financials, independent directors, compliance infrastructure).
- Regulatory approvals and exchange listing requirements.
- Market conditions and investor appetite.

Partial Exit via IPO:
In many cases, an IPO will represent a partial exit, allowing PESO to sell down a portion of its stake at listing while retaining a position for future appreciation. Lock-up periods and market conditions will dictate the timing of secondary sales post-IPO.

Partial Exits & Distribution Policy

Partial Exits:
PESO will actively consider partial exits, particularly selling down from a majority to a minority stake. This strategy allows PESO to:

- Return capital to LPs while retaining upside exposure.
- De-risk the portfolio by reducing concentration in a single investment.
- Maintain strategic influence and board representation if the company continues to perform well.

Distribution Policy:
PESO's distribution policy is aligned with the fund's lifecycle:

- During Investment Period (Years 1-5): Proceeds from exits are reinvested into new opportunities, subject to the recycling provisions in the LPA. This maximizes capital deployment and accelerates portfolio construction.
- During Harvest Period (Years 6-12): Proceeds from exits are distributed to LPs as quickly as practicable, typically within 30 days of receipt. This ensures that LPs receive timely cash returns and can redeploy capital as they see fit.

Exit Execution:

1. Exit Planning (Year 3 or earlier): Develop a detailed exit strategy, identify potential buyers, and address any impediments to sale.
2. Buyer Engagement (Year 4-5 / Year 6-7): Initiate discussions with strategic acquirers, PE funds, or IPO advisors.
3. Marketing Materials: Prepare a comprehensive Information Memorandum (IM), management presentation, and supporting due diligence materials.
4. Negotiations: Conduct bilateral negotiations to maximize valuation and terms.
5. Due Diligence: Support buyer due diligence, addressing any issues that arise.
6. Transaction Execution: Finalize legal documentation, secure regulatory approvals, and close the transaction.
7. Distribution: Distribute proceeds to LPs pursuant to the LPA waterfall.

ESG & Impact Framework

1. Standards and SDGs

- SFDR Article 8 (Light Green) Compliance: PESO is classified under Article 8 of the EU's Sustainable Finance Disclosure Regulation.
- IFC Performance Standards: All investments are screened and managed according to the IFC Performance Standards on environmental and social sustainability.
- UN Principles for Responsible Investment (PRI): Our investment process is aligned with the UN PRI, committing PESO to incorporate ESG factors into our investment analysis, decision-making, and ownership practices.
- SDG 8 (Decent Work & Economic Growth): Job creation in underserved regions.
- SDG 7 (Affordable & Clean Energy): Investments in solar and alternative energy projects.
- SDG 9 (Industry, Innovation & Infrastructure): Building critical infrastructure like cold storage and logistics.
- SDG 12 (Responsible Consumption & Production): Reducing food waste through efficient cold chains.

2. Exclusion List

PESO maintains a strict exclusion list and will not invest in companies or projects involved in:

- Production or distribution of weapons, munitions, or military equipment;
- tobacco production or related products;
- gambling or casino operations;
- coal mining or coal-fired power generation;
- illegal logging or activities contributing to deforestation;
- any business practices involving forced or child labor;
- pornography creation or distribution;
- commodities or mineral exploration, extraction or trade; and
- trade of animal products.

3. ESG Due Diligence Process

PESO's ESG due diligence is a formal, integrated component of PESO's investment process, occurring at Gate 2: Due Diligence & Structuring. ESG Due Diligence helps PESO understand target investment businesses and work with them

- Pre-Screening: All potential investments are screened against PESO's Exclusion List.
- ESG Risk Assessment: A dedicated ESG questionnaire and assessment is conducted, evaluating:
    - Resource efficiency, pollution, waste management, climate risk exposure;
    - labor practices, community relations, health and safety standards, customer welfare;
    - board structure, business ethics, transparency, anti-corruption policies;
    - gaps between the target's current operations and the requirements of the IFC Performance Standards and SFDR disclosure; and
    - ESG remediation and improvement actions are written directly into investment terms, shareholder agreements, and the 100-day post-acquisition plan.

4. Impact Measurement Approach

PESO commissions and provides LPs with an annual Development Impact Report, prepared with third-party input and verification against IFC & SFDR Performance Standards, which details our portfolio's aggregate social and environmental performance.

We track a core set of KPIs specific to our investment themes:

- **Job Creation**: Number of direct and indirect jobs created, disaggregated by gender and location.
- **Food Security**: Tonnes of food waste reduced annually through our cold storage investments.
- **Clean Energy Access**: MW of renewable energy capacity installed; tonnes of CO_2 emissions offset.
- **Economic Inclusion**: Number of smallholder local businesses and production connected to formal supply chains.
- **Essential Services**: Number of people gaining access to reliable electricity, clean water, or preserved food.

PESO Principal Terms

Fund Name: Private Emerging Special Opportunities I ("PESO")

Date: 10/2025

GP: TriMesa Capital Partners ELC (the "GP")

Vehicle, Domicile & Regulation

Legal Form: Cayman Islands Exempted Limited Partnership (ELP), CIMA-regulated.

Governing Law: Cayman Islands law.

Holding Jurisdiction: Mauritius SPV(s) for underlying investments.

Regulatory Status: CIMA registration and ongoing supervision; PESO documentation and registration in accordance with CIMA rules.

Fund Size, Commitments & Capital Structure

Target Fund Size: USD 35,000,000

GP Commitment: USD 700,000 (2.00% of target). GP will fund formation and start-up costs (incorporation, legal, initial set-up) from its own resources; thereafter the GP will use management fees to fund annual upkeep and compliance.

Maximum LP Commitment: USD 14,000,000 per investor (subject to GP discretion).

Minimum LP Commitment: USD 100,000 (subject to GP discretion).

Capital Structure: LP interests pari passu unless otherwise provided by side letters or the LPA.

Term, Investment Period & Extensions

Fund Term: 12 years (with 4 possible 12-month extensions) from Final Closing.

Investment Period: Five years from Final Closing (deal origination and deployment window).

Extensions: GP may extend PESO term by up to four twelve month extensions in aggregate; the four twelve month extensions may be exercised by the GP with simple majority LP consent (as defined in the LPA). During extensions, the management fee will be reduced to 0.25% of NAV.

Capital Calls, Deployment & Recycling

Call Structure: Deal-by-deal capital calls against committed capital.

Notice: Minimum ten business days' written notice for capital calls.

Called Capital Basis: Management fees, ordinary fund expenses and expense accruals are charged only on called (drawn) capital (not on uncalled commitments).

Recycling: 100% of committed capital can be reinvested during the investment period. Recycled capital resets the preferred return clock.

Excuse from Participation: Any LP may elect to be excused from participating in any proposed investment (an "Excused Investment") if such investment would violate such LP's internal investment policies, legal or regulatory restrictions, or ethical guidelines (including, without limitation, restrictions related to environmental, social and governance criteria, geographic limitations, sector prohibitions, or conflicts of interest).

Notice and Procedure: A LP seeking to be excused must provide written notice to the GP within five business days of receiving detailed information regarding the proposed investment. The GP shall use commercially reasonable efforts to provide such information sufficiently in advance of the investment closing to allow LPs adequate time to evaluate the investment and exercise their excuse rights.

No Penalty: A LP who exercises its excuse rights with respect to an Excused Investment shall not be subject to any penalty, default interest, or adverse consequences due to such election. The LP's capital commitment shall remain unchanged, and the GP shall not call capital from such LP for the Excused Investment.

Reallocation: The GP may, at its discretion, reallocate the investment opportunity among the non-excused LPs on a pro-rata basis, or reduce the size of the investment accordingly. No LP shall be obligated to increase its participation in an investment beyond its pro-rata share due to another LP's exercise of excuse rights.

Confidentiality: LPs exercising excuse rights shall maintain the confidentiality of all information received regarding the proposed investment in accordance with the confidentiality provisions of the LPA.

Fees, Commissions & Expense Allocation

Management Fee: 2.25% per annum of called (drawn) capital, accrued quarterly and payable quarterly in arrears during the Investment Period. After the Investment Period the Management Fee steps down to 1.00% per annum of called capital. Fee step-down mechanics as set forth in the LPA.

Fund Expenses: Estimated 1.00% per annum of called capital to cover administration, audit, legal, regulatory and ordinary fund expenses; actual expenses borne by PESO per LPA.

Expense Cap: The GP will bear any ordinary operating expenses in excess of 1.00% per annum of committed capital. Extraordinary expenses (litigation costs (not resulting from a GP breach), taxes, and the impact of new laws or regulations) are not subject to this cap and will be borne by the Fund. If the cumulative total of extraordinary expenses is greater than 1.00% of committed capital every expense thereafter will be approved by the LPACC.

Arrangement / Monitoring Fees: 100% of all transaction, arrangement and monitoring fees will be used to offset the management fee.

Placement / Entry Fees (GP paid directly):

- Placement commission: 1.00% of committed capital (paid by GP directly).
- The GP pays the placement commission and is not deducted from the PESO's NAV.

Carried Interest: 30.00% carry over 14.00% preferred return and principal

Preferred Return: 14.00% per annum compounded annually preferred return to LPs before carry

Catch-up: 100% catch-up

Waterfall (for distributions)

1. First, one hundred percent (100%) to LPs, pro rata, until LPs have received aggregate distributions equal to their total contributed capital (the "Return of Capital");
2. Second, one hundred percent (100%) to LPs, pro rata, until LPs have received a cumulative fourteen percent (14.00%) compounded annual return on their contributed capital, calculated from the date of each capital contribution (the "Preferred Return");
3. Third, one hundred percent (100%) to the GP until the GP has received an amount equal to thirty percent (30.00%) of the sum of amounts distributed to LPs including the Return of Capital and the Preferred Return (the "Capital Catch-Up");
4. Thereafter, seventy percent (70.00%) to LPs, pro rata, and thirty percent (30.00%) to the GP (the "Capital Carry").

Waterfall Type: European-style waterfall. All distributions are calculated on an aggregate, fund-level basis across all investments and all periods.

Fund-Level Clawback: Upon the final liquidation of PESO or the end of PESO Term, a final accounting will be performed to ensure that LPs have received their full Preferred Return and that the GP has not received carried interest in excess of the amounts to which it is entitled under the waterfall.

GP Obligation: This clawback obligation is backed by personal guarantees from the principals of the GP. If the final accounting reveals that the GP has received excess carried interest, the GP will be obligated to return such excess to PESO for distribution to LPs.

Crystallisation: Crystallisation at distributions only (i.e., incentive fee accruals are crystallised and payable at fund termination).

Liquidity, Transfers & Redemption

Redemptions: Closed-end structure. No routine redemptions prior to Fund maturity.

Secondary Transfers: Transfers of partnership interests permitted with GP consent and subject to transferee qualification, GP fees and compliance with KYC/AML and applicable securities laws.

Gates & Suspension: GP may suspend distributions, redemptions or repurchase programs.

Valuation, Reporting & Audit

Valuation: NAV prepared quarterly by independent fund administrator and target country local audit firms in accordance with the PESO's valuation policy consistent with IFRS and IPEV guidance. Illiquid investments valued using independent NAVs, pricing models or discounted cash-flow techniques with appropriate disclosure of assumptions and illiquidity discounts.

Reporting Cadence:

- Quarterly: Portfolio Summary, Investment Activity, Portfolio Company Updates, Impact Reporting, Market and Economic Commentary.
- Annual: Annual Audited Financial Statements, Annual Impact Report, Annual LPACC Meeting.
- Ad Hoc: Material adverse developments in portfolio companies, Key Person events, regulatory or legal actions affecting PESO, material breaches of investment policy or LPA and proposed material amendments to fund documents.
- Monthly portfolio monitoring available at GP discretion.

Audit: Annual financial statements audited by a Cayman-based, CIMA-approved audit firm.

ESG / Impact Reporting: Annual third-party ESG review aligned to IFC & SFDR Performance Standards and annual impact report (water access, jobs, emissions…).

AML / FATCA / CRS: Annual AML compliance report; Fund to follow FATCA, CRS and Cayman AEOI requirements.

Governance & Investor Protections

Key Person Provisions: Named key persons; suspension of investment activities upon a key person event until cured as specified in the LPA.

Removal of GP: For cause and, in specified circumstances, without cause subject to LP 66.00% majority vote.

Side Letters: Permitted; existence and economically material terms will be disclosed to the LPACC.

Fund-Level Clawback: Upon the final liquidation of PESO or the end of the PESO Term, a final accounting will be performed to ensure that LPs have received their full Preferred Return and that the GP has not received carried interest in excess of the amounts to which it is entitled under the waterfall.

GP Obligation: This clawback obligation is backed by personal guarantees from the principals of the GP. If the final accounting reveals that the GP has received excess carried interest, the GP will be obligated to return such excess to PESO for distribution to LPs.

Key Person Commitment

The following individuals are designated as Key Persons for PESO:

- Jens-Peter Dyrbak, Operating Partner
- Tazana Kamanga-Dyrbak, Operating Partner

A "Key Person Event" occurs if either Key Person (i) ceases to devote substantially all of their professional time to PESO and its portfolio companies, (ii) dies or becomes permanently disabled, or (iii) is terminated for cause.

Upon a Key Person Event, the Investment Period shall automatically suspend. The Investment Period may be reinstated only upon an affirmative vote of 66.67% of LP interests (excluding GP interests). If not reinstated within 180 days, the suspension becomes permanent, and PESO shall focus solely on managing and exiting existing investments.

Time Commitment:

Each Key Person commits to devoting substantially all (minimum 80.00%) of their professional time and attention to PESO and its portfolio companies for the duration of the Investment Period. During the harvest period, Key Persons commit to devoting sufficient time to ensure proper portfolio oversight and exit execution.

Exclusivity & Conflicts:

Key Persons shall not, without prior LPACC approval:

- Raise or manage any other fund with a similar investment strategy or geographic focus during the Investment Period
- Serve on the boards of companies that compete with portfolio companies
- Receive compensation from portfolio companies beyond standard director fees (which shall be 100% offset against management fees)

LPs Advisory & Conflicts Committee (LPACC)

Independent LP Advisory & Conflicts Committee to consider conflicts, related-party transactions and valuation disputes. 3 members elected by LPs, with advisory rights on conflicts and binding approval on related-party transactions. LPACC shall have:

- Advisory Authority on matters related to:
    - Valuations
    - Conflicts of interest
    - Fund strategy and policy matters
- Binding Approval Authority on matters related to:
    - Related-party transactions
    - Co-investments with GP affiliates
    - Extraordinary expenses 1.00>% of committed capital
    - Material amendments to investment policy.

Disclosure Requirements

The GP shall promptly disclose to the LPACC:

- All potential conflicts of interest as they arise
- Quarterly report on related-party transactions and co-investments
- Annual report on service provider relationships and fees paid
- Annual report on Key Person time allocation and outside activities

Subscription, Eligibility & Compliance

Eligible Investors: Institutional and accredited LPs only.

Subscription Documents: Subscription Agreement, Limited Partnership Agreement, investor questionnaire, and KYC/AML documentation required. GP reserves the right to reject any subscription.

Tax: PESO is expected to be treated as a partnership for many jurisdictions. LPs should obtain independent tax advice. PESO will withhold amounts as required by applicable tax laws.

Service Providers

Fund Administrator: CIMA-licensed — confirmed.

Auditor: Cayman Islands CIMA-approved auditor — confirmed.

Legal Counsel: Hassans — engaged.

Bank / Custodian: MUFG Alternative Fund Services (Cayman) Limited

AML Officers (AMCLO/MLRO/Deputy MLRO): CIMA approved — confirmed.

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Henry Serafime Romantsov, Fund Manager & Founding Partner

TriMesa Capital Partners

23/10/25

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Disclaimers

Not an Offer: This term sheet is provided for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to buy interests in the Fund. Any such offer or solicitation will be made only through the PESO's confidential private placement memorandum and subscription documents.

Forward-Looking Statements: This term sheet contains forward-looking statements regarding the PESO's investment strategy, target returns, and expected performance. These statements are based on current expectations and assumptions and are subject to risks and uncertainties. Actual results may differ materially from those expressed or implied.

No Guarantee of Returns: The target returns set forth in this term sheet are targets only and are not guaranteed. Past performance is not indicative of future results. Investors may lose some or all of their invested capital.

Investing in PESO involves significant risks, including:

- Illiquidity and long-term capital commitment
- Emerging market risks (political, economic, currency, regulatory)
- Credit risk and default risk
- Collateral risk and recovery risk
- Concentration risk
- Valuation risk
- Conflicts of interest
- Reliance on the GP and Key Persons

Prospective investors should carefully review the PESO's private placement memorandum and consult with their legal, tax, and financial advisors before making an investment decision.

This term sheet is dated October 2025 and supersedes all prior versions. Terms are subject to change and will be finalized in the Limited Partnership Agreement.

Appendix A

Definitions

- EBITDA: Earnings Before Interest, Taxes, Depreciation, and Amortization
- ESG: Environmental, Social, and Governance
- GP: GP
- DC: Deal Committee
- NDC: Northern Deal Committee
- SDC: Southern Deal Committee
- IC: Investment Committee
- IFC: International Finance Corporation
- ILPA: Institutional Limited Partners Association
- IPEV: International Private Equity and Venture Capital Valuation Guidelines
- IRR: Internal Rate of Return
- LPA: Limited Partnership Agreement
- LPACC: Limited Partner Advisory & Conflicts Committee
- MOIC: Multiple on Invested Capital (Total Value / Invested Capital)
- DPI: Distributions to Paid-In Capital (Realized Returns)
- RVPI: Residual Value to Paid-In Capital (Unrealized Returns)
- TVPI: Total Value to Paid-In Capital (DPI + RVPI)
- NAV: Net Asset Value PRI: Political Risk Insurance
- SFDR: EU Sustainable Finance Disclosure Regulation
- SDG: United Nations Sustainable Development Goals
- SME: Small and Medium-Sized Enterprise