

SDCL Energy Efficiency Income Trust plc

Results Presentation:
Financial year to 31 March 2020

18 June 2020

Contents

1. Overview and Highlights
2. Portfolio Update
3. Financial Results
4. Conclusion
5. Appendices

Investment Manager Presentation Team

Jonathan Maxwell, CEO



- Established SDCL in 2007
- 25 years experience in international financial markets, with over 10 years focused on energy efficiency
- Overall responsibility for SDCL's investment activities. Chair of the Investment Committee for SEEIT

Purvi Sapre, Managing Director



- Responsibility for investment origination and fund management for SEEIT
- Over 15 years' experience investing on behalf of debt, equity and impact investment funds
- Transaction and management experience across energy efficiency, solar, wind and hydro projects

Eugene Kinghorn, CFO



- Chartered accountant with over 15 years' experience in financial services with a focus on portfolio management and financial control
- Experience in listed and unlisted infrastructure and PE Funds focusing on social and renewable infrastructure
- 11 years at InfraRed in portfolio management and financial control

Keith Driver, Investor Relations



- 15 years of experience in private equity and infrastructure fund investment and fundraising
- Experience across both managed fund and direct investment opportunities
- Previous infrastructure investment experience with Pantheon including development of the first infrastructure fund-of-funds

Overview and Highlights

Overview and Financial Highlights

SEEIT is the first publicly listed UK investment company focused on energy efficiency projects

Financial Performance

- Net asset value (“NAV”) of 101.0p at 31 March 2020, up 2.6p per share from 31 March 2019
- Earnings per share of 5.2p for the year ended 31 March 2020

Distributions

- Dividends of 5.0p per share declared relating to the year ended 31 March 2020, in line with target
- Target dividends of 5.5p per share for the year to 31 March 2021; moving to quarterly dividends

Capital Raising

- £226 million new equity issues through three successful placings during the financial year
- New Prospectus and Placing launched in June 2020

Investment Activity

- Supermarket Solar UK: June 2019 – framework agreement to deliver rooftop solar in the UK for Tesco
- Spark US Energy Efficiency: Sept 2019 – 264 US energy efficiency contracts structured as a portfolio of loans
- Oliva Spanish Cogeneration: Oct 2019 – 9 CHP⁽¹⁾, biomass and olive pomace processing projects in southern Spain
- Primary Energy: February 2020 – investment in a portfolio of 5 recycled energy and cogeneration projects in the US

Growth

- Gross asset value increasing to c. £390 million from c. £100 million at IPO
- Increased liquidity with market capitalisation over £330 million⁽²⁾ following three new issues of Ordinary shares
- Further diversification of the portfolio to include 26 projects across the UK, Continental Europe and North America

Outlook

- Resilience in capital value and robust returns through the early stages of the COVID-19 pandemic crisis
- Increasing focus on the role that energy efficiency can play in reducing costs and carbon and improving resilience

Portfolio Update

Highlights

Investor support, capital raising and financing facilities have enabled the Company to make four further acquisitions in the year

Funding and Capital

- In April 2019, the Company raised gross proceeds of £72 million through an equity issue
- In October 2019, the Company raised gross proceeds of £100 million through an equity issue
- In December 2019, the Company raised gross proceeds of £54 million through a tap issue
- In April 2019 SEEIT HoldCo, the Company's direct subsidiary, secured a revolving debt facility of £25 million together with an acquisition financing facility of £40 million

Investment

The four additional investments made in the year are consistent with SEEIT's targeted technologies and geographies. Each investment delivers contracted returns with strong income generating characteristics.

- **Supermarket Solar UK:** June 2019, framework to install, own and operate rooftop solar projects across a section of Tesco's estate in the UK. The initial contracted investment is £5 million and a further £10 million committed
- **Spark US Energy Efficiency:** September 2019, US\$22m investment structured as a portfolio of secured senior and subordinated loans, into a widely diversified portfolio of 264 energy efficiency contracts in the USA, developed by Sparkfund
- **Oliva Spanish Cogeneration:** November 2019, EUR150m acquisition of an operational portfolio of 9 CHP, biomass and olive pomace processing projects in southern Spain from a leading Spanish industrial group, Sacyr
- **Primary Energy:** February 2020, \$110m acquisition of a 50% interest in Primary Energy, a portfolio of 5 recycled energy and cogeneration projects located in Indiana, USA

Dividends

- On 22 May 2020, the Company announced its second interim dividend of 2.5p per share, providing aggregate dividends of 5.0p per share for the year ended 31 March 2020
- The Board is targeting aggregate dividends of 5.5p per share for the year to 31 March 2021 and progressive dividend growth thereafter

Portfolio Update (1/2)

Performance across the operational assets in the portfolio was in line with expectations, with the COVID-19 pandemic emerging at the end of the period in March 2020

UK

Operational assets

- **Santander UK Lighting:** In January 2019, Santander announced the closure of up to 140 branch closures over 2019. To date, Santander has provided details of c.70 of the branches for which SEEIT received an early termination payment as per the energy services agreement
- The remainder of the operational portfolio has performed in line with expectations

Development and Construction assets

- **Huntsman Energy Centre:** Commissioning for the project has been temporarily paused due to the project EPC, Engie demobilising all on-site commissioning works due to government advice on the COVID-19 pandemic. Current commencement of operations is targeted by the end of the financial year
- **Supermarket Solar UK:** six roof-top solar PV projects have been completed to date and are generating power; further development roll out was paused due to COVID-19

Continental Europe

Operational assets

Oliva Spanish Cogeneration

- **Operational:** all nine assets within the Oliva Spanish Cogeneration portfolio are operating in line with expectations. The portfolio has managed any potential disruption due to the COVID-19 pandemic through effective operations management at the sites, which are located in a remote agricultural setting
- **Revenue:** Calculations of payments under RoRi⁽¹⁾ mechanism were rebased (as part of a six year cycle) in Q1 2020. The rebasing was not in line with the expectations and reduced the projected revenues associated with it. Nonetheless, upsides in the value attributable to the Company's renewable energy production from biomass, compensation for costs and other factors effectively mitigated this

1. RoRi is the "Return on Operations" incentive payment and the "Return on Investment" incentive payment under Spain's Royal Decree-Law 9/2013 under which qualifying energy generation assets are compensated, in the medium to long term, for fluctuations in revenues and costs against an established base case

Portfolio Update (2/2)

Performance across the operational assets in the portfolio was in line with expectations, with the COVID-19 pandemic emerging at the end of the period in March 2020

USA

Operational assets

- **Primary Energy:** The portfolio has been performing as expected since the acquisition in February 2020. The key blast furnaces for Arcelor Mittal and US Steel continue to operate during the downturn given their strategic importance. However, Arcelor Mittal has temporarily idled one of the smaller operations, Blast Furnace 4, associated the slowdown of US car manufacturing. The idling is expected to be temporary and is not expected to have a material financial impact on value. Re-contracting terms on one of the portfolio assets have been negotiated and substantially agreed.
- **Spark US Energy Efficiency:** The debt investment into Spark US Energy Efficiency has generated returns as expected with scheduled payments to the Company being made on time. The underlying portfolio of loans to which the Company's investment relates has seen delays to a small number of payments associated with repercussion of the COVID-19 pandemic, however the client base is substantially diversified, minimising impact from any single credit counterparty. The Investment Manager is monitoring the situation closely, including a review of all contractual rights and remedies.

Environmental, social and governance

Energy efficiency generates substantial environmental benefits



Responsible Investment

- In July 2019, the Company's Principles for Responsible Investment were published on the Company's website
 - The policy seeks that all investments and the associated contractors and delivery partners of the Company's investments apply a set of defined ESG standards
 - The Investment Manager is tasked with promoting this Responsible Investment Policy to all Service Providers, and to monitor their performance with the aim of ensuring compliance and best practice is followed
- The Investment Manager is now a signatory to the United Nations Principles for Responsible Investment (UNPRI)
- The Investment Manager continues to work to strengthen and improve the company's ESG procedures for both making new investments and managing the existing portfolio
- The Investment Manager intends to produce an ESG report later in the year

Accreditation

- The Company seeks to contribute to a greener future, along with attractive returns. In recognition of this, in December 2019 the London Stock Exchange (LSE) awarded SEEIT the Green Economy Mark. The Green Economy Mark identifies London-listed companies and funds that generate between 50% and 100% of total annual revenues from products and services that contribute to the global green economy

Performance

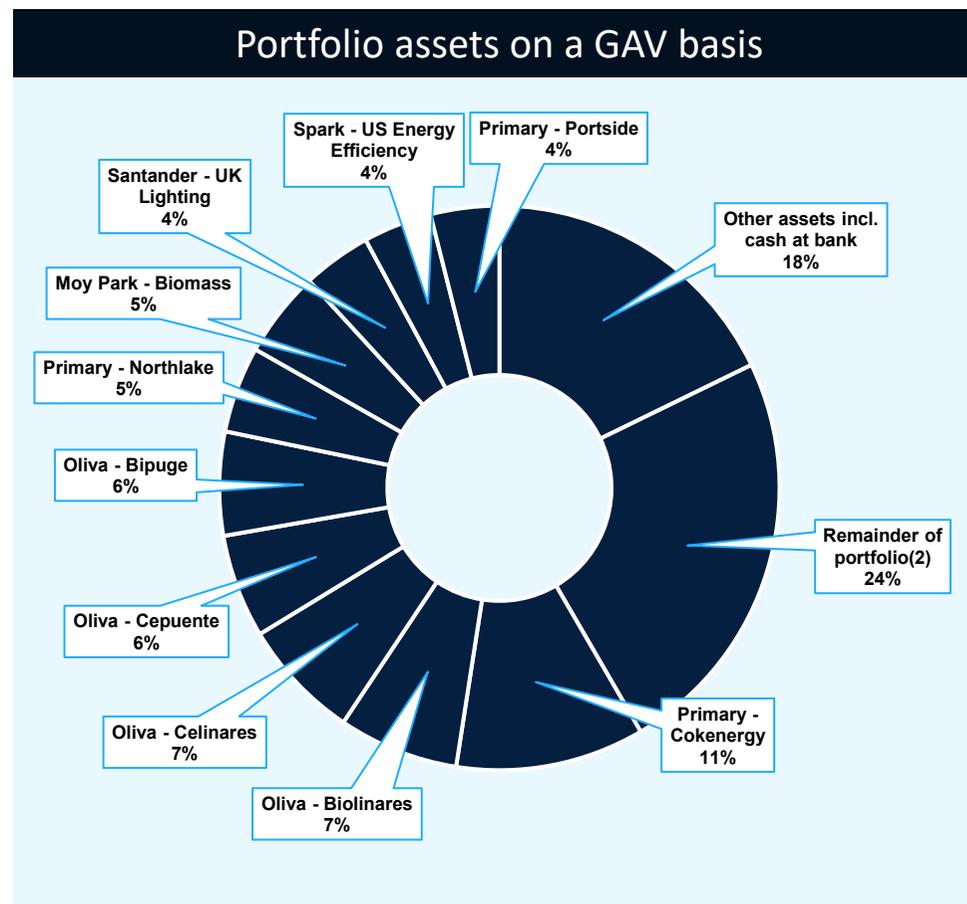
- During the year, the Company's portfolio produced 71,256 MWh of electricity and has provided carbon savings of 43,231 tCO₂.¹

1. Proportional to the Company's holding of each underlying investment and the period of the ownership

SEEIT: Portfolio overview as at 31 March 2020

Portfolio expansion and diversification achieved through investments consistent with SEEIT's targeted technologies and geographies

Investment		Acquired	No. of Projects	Contract remaining
Huntsman Energy Centre		Dec-18	1	15 years
Santander UK Lighting		Dec-18	1	5 years
Clarke		Dec-18	1	11 years
Moy Park Biomass		Dec-18	1	15 years
Moy Park Lighting		Dec-18	1	4 years
Citi Riverdale CCHP		Dec-18	1	7 years
St. Barts CHP		Dec-18	1	3 years
Smart Energy		Dec-18	1	1-3 years
Kingspan Solutions		Dec-18	1	6 years
Northeastern US CHP		Mar-19	1 ¹	14 years
Supermarket Solar		Jun-19	1	20 years
Spark US Energy Efficiency		Sep-19	1 ²	9 years
Oliva Spanish Cogeneration		Nov-19	9	13 years
Primary Energy		Feb 20	5	9 years

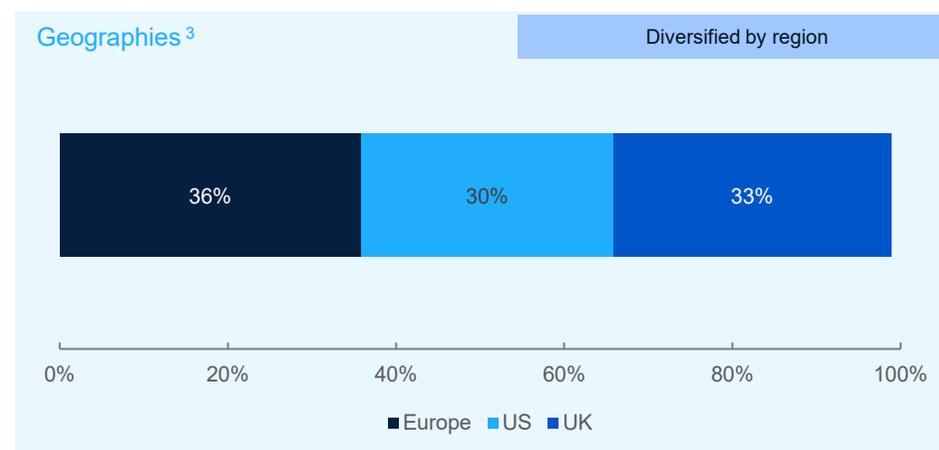
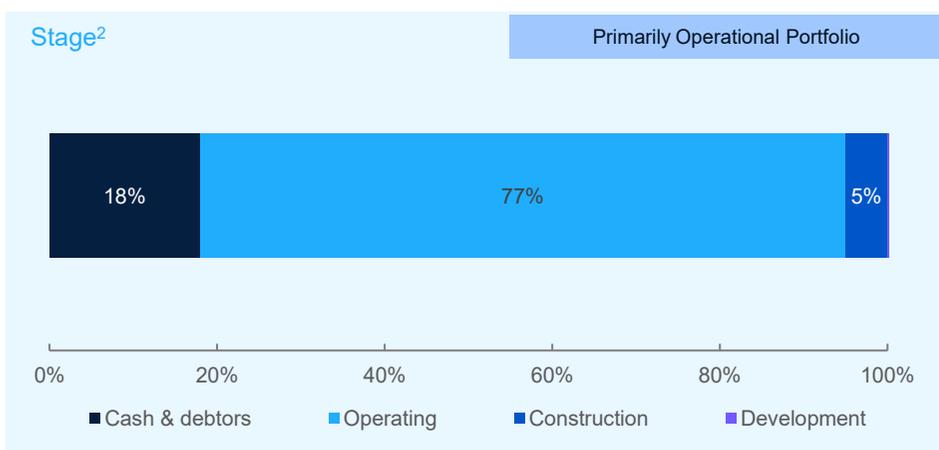
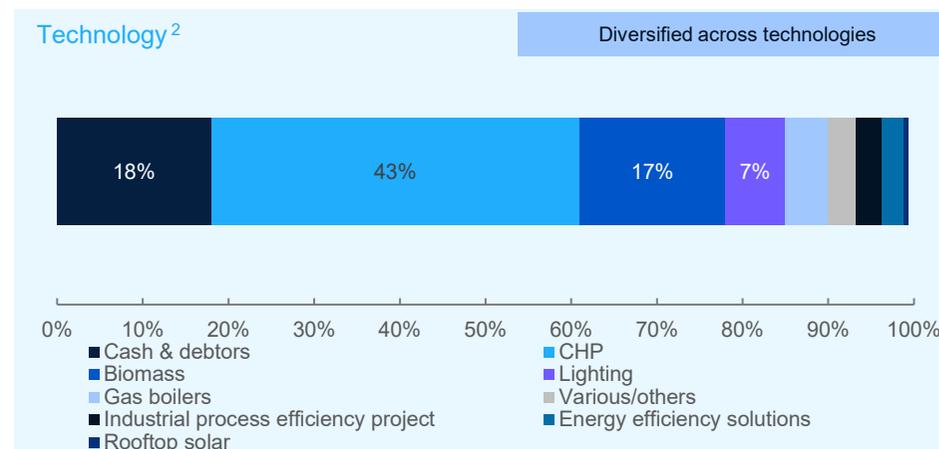
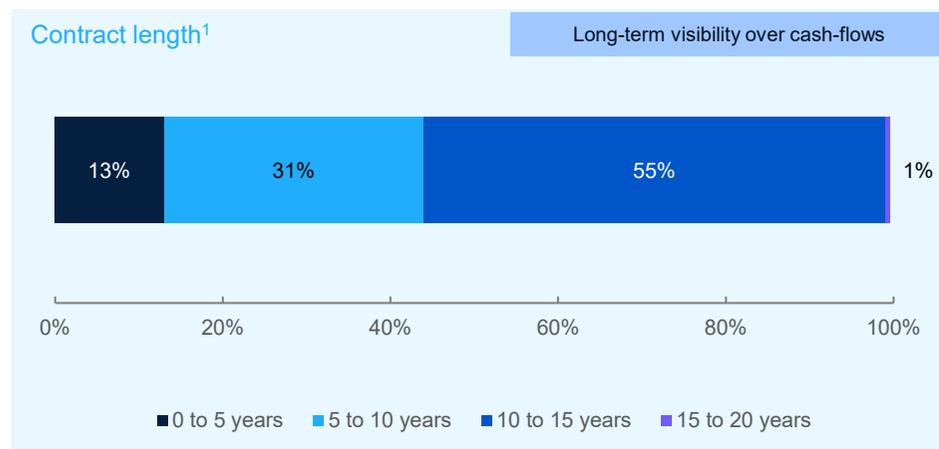


A diversified portfolio with a number of high-quality Counterparties

- 71% interest in a high-quality Combined Heat and Power ("CHP") portfolio of eight operational CHP projects with eight individual counterparties, financed via Tecogen.
- The Spark portfolio comprises a portfolio of 264 loans, leases and subscription agreements relating to energy systems outsourcing and energy efficiency projects.

SEEIT: Portfolio overview as at 31 March 2020 (continued)

SEEIT's portfolio is well diversified by contract length, technology, stage and geographical exposure



1. Presented on a portfolio value basis as at the latest published valuation date (31 March 2020)
 2. Presented on a GAV basis as at the latest published valuation date (31 March 2020). Cash at bank is distributed across multiple UK bank accounts and includes undrawn commitments to investment opportunities in UK Energy Efficiency Projects
 3. Presented on a GAV basis as at the latest published valuation date (31 March 2020). UK includes both portfolio assets, cash at bank and undrawn capital commitments to UK Energy Efficiency Projects

Investment: Supermarket Solar

A portfolio of rooftop solar projects across the estate of Tesco



High level overview

Location:	UK
Technology:	Rooftop solar
Stage:	Construction and part operational
Capacity:	5MW 1 st tranche (15MW total)
Deal size:	£5 million 1 st tranche (£15 million total)
Project life:	20 year PPA
Acquired:	June 2019



Strategic rationale

- Scalable opportunity with a leading host Counterparty
- Well established technology with equipment provider and installation partners
- Long-term contracted revenues underpinned by a PPA
- Low construction and operational risk

Additional considerations

- Developed by SDCL
- Partnering with Kingspan Energy Ltd., a leading UK-based rooftop solar developer
- Scalability of the project allows for substantial increase in the size of investment
- Portfolio diversification through both technology (rooftop solar) and sector (retail)

Investment: Spark US Energy Efficiency

Investment structured as a debt investment into a widely diversified portfolio of 264 energy efficiency contracts in the USA, developed by Sparkfund



High level overview

Location:	USA
Technology:	LED, HVAC, Monitoring and controls
Stage:	Operational
Capacity:	N/A
Deal size:	\$22m
Project life:	9 years
Acquired:	September 2019



Strategic rationale

- Structured to provide fully contracted and predictable cash flows
- Security over project cashflows and underlying equipment assets
- Diversification - 264 underlying counterparties across 36 US states

Additional considerations

- Highly cash generative investment, supporting SEEIT's dividend target
- Banking level credit analysis applied in selection of underlying counterparties
- Bilateral sourcing and execution by SDCL

Investment: Oliva Spanish Cogeneration

Acquisition of an operational portfolio of 9 CHP, biomass and olive pomace processing plants in southern Spain from a leading Spanish industrial group



High level overview

Location:	Southern Spain
Technology:	CHP, Biomass and olive processing
Stage:	Operational
Capacity:	125MW
Deal size:	c. €150m
Project life:	Weighted average 13 years
Acquired:	November 2019



Strategic rationale

- Long-term contracted revenues making up significant majority of total revenues
- Provides geographic diversification
- Fully operational and cash generative

Additional considerations

- Opportunity to acquire an operational portfolio of scale
- Security of fuel supply and mitigation of commodity price risk
- Upsides associated with extension of life and expansion of capacity

Investment: Primary Energy

Investment in a portfolio of five operational projects, including three recycled energy projects, one natural gas fired CHP project and an industrial efficiency project



High level overview

Location:	Indiana, USA
Technology:	Recycled energy, CHP and cogeneration
Stage:	Operational
Capacity:	298MW
Deal size:	\$110m (50% interest)
Project life:	Weighted average 9 years
Acquired:	February 2020



Strategic rationale

- Predictable revenues from leading industrial Counterparties
- Significant environmental benefits from recycling of waste gases
- Strong operating history

Additional considerations

- Co-investor retaining significant interest and management responsibilities
- Integrated in the operations of the off-takers; high barriers to entry

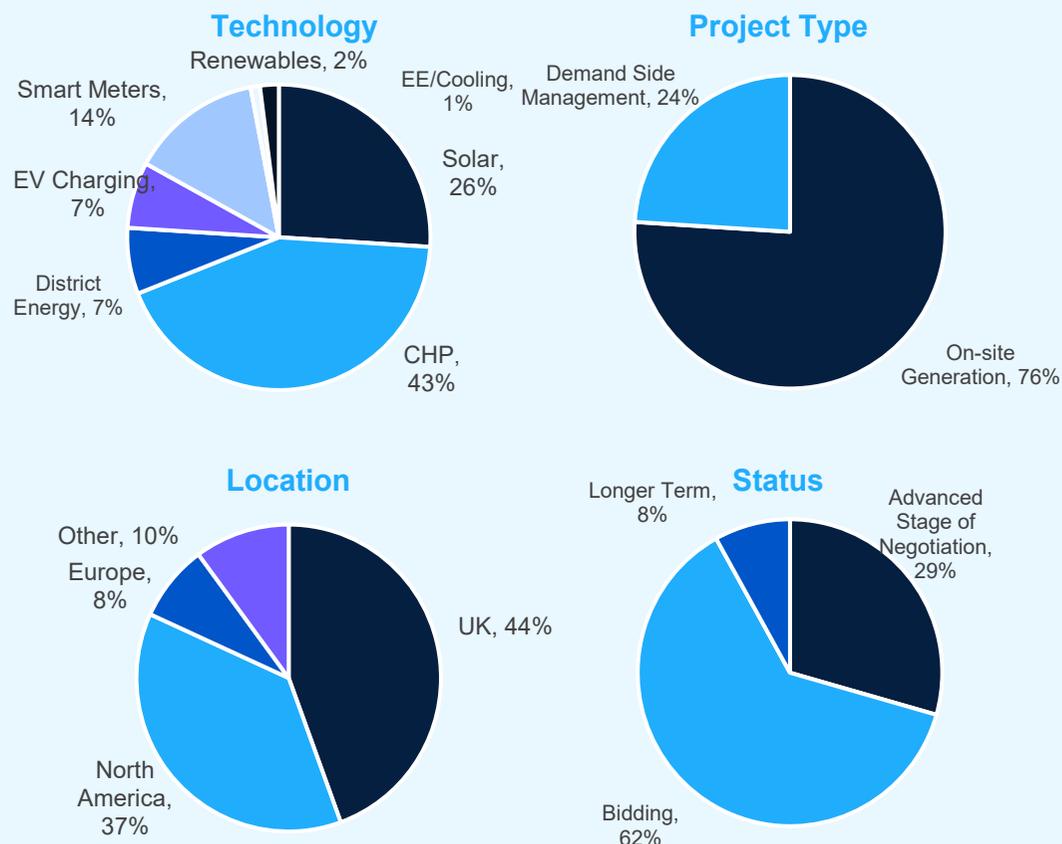
Investment Pipeline Overview – June 2020

£400 million investment pipeline of potential acquisition opportunities

Pipeline Overview

- Extensive pipeline of investment opportunities that exceeds **£400m**, including 3 projects at an advanced stage of negotiation, which in aggregate exceed **£100m**
- The total pipeline of investment opportunities includes:
 - A pan-European rooftop solar project for an international retailer
 - An electrical vehicle charging infrastructure network in the UK
 - A district energy project in North America
- The Company does not intend to acquire all of the pipeline assets
- The large pipeline allows the Company to **exercise pricing discipline** and to be selective without materially compromising on the pace of investment, if acceptable terms cannot be reached with its preferred counterparties
- There can be no guarantee that the Company will be able to secure any of these pipeline assets
- Given the size of the current pipeline and current market conditions, the Investment Manager believes that it is in the best of interests of the Company to have sufficient cash available to it to take as full advantage of the pipeline as possible

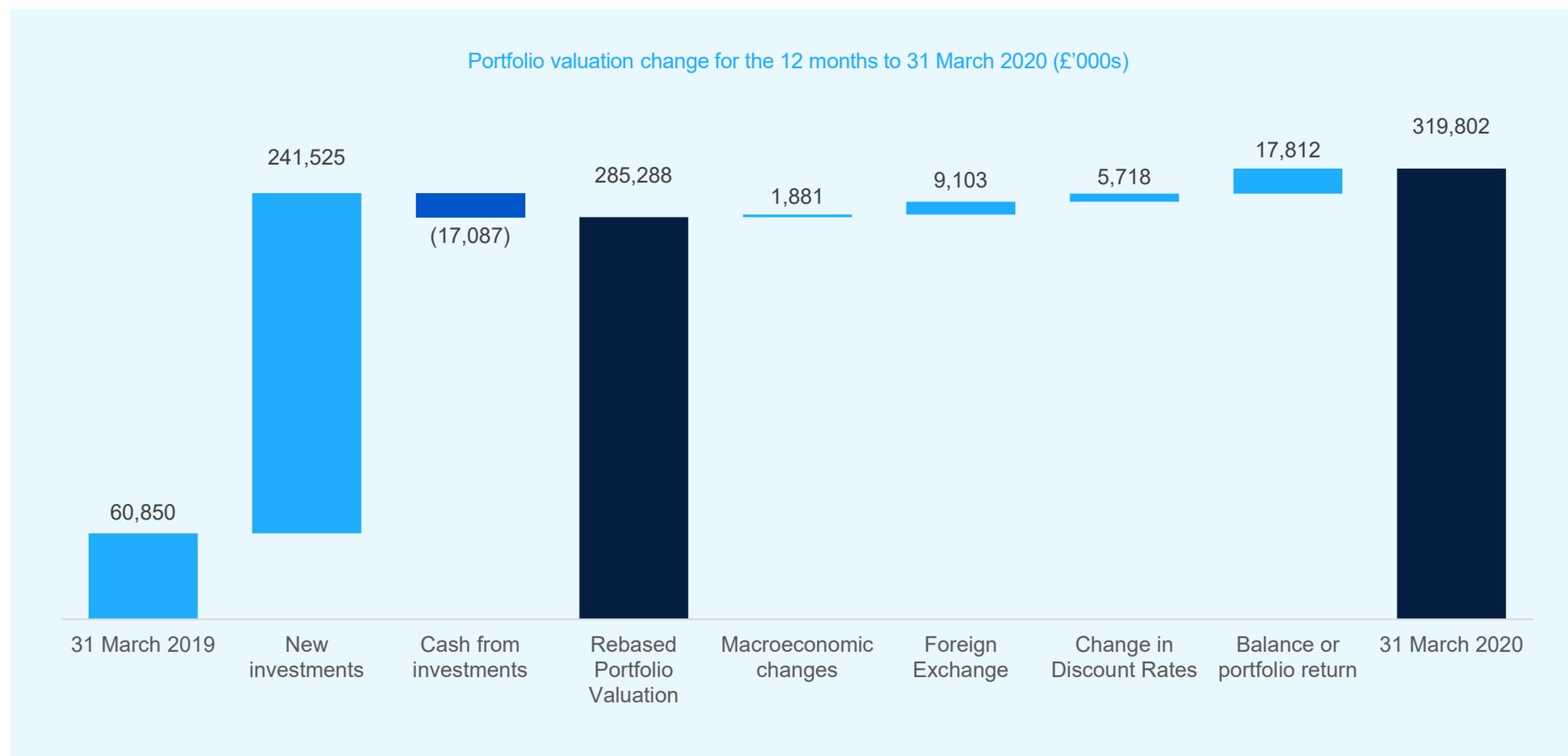
Pipeline Summary



The Company has the opportunity to expand and further diversify its portfolio

Financial Results

Analysis of Change in Portfolio Valuation - Bridge



Analysis of Change in Portfolio Valuation – key items

Investments	<ul style="list-style-type: none">■ New investments in UK, Spain and US of £242m
Cash from investments	<ul style="list-style-type: none">■ Cash receipts from investments in line with expectations, delivering 1.55x cash cover for dividends paid in the year
Discount rates	<ul style="list-style-type: none">■ Reductions in US discount rates from market factors, including increase in demand■ Portfolio blended rate is 7.5%, up from 7.1% in September 2019■ New investments in the year had higher returns■ Directors received independent report on discount rates as at 31 March 2020 from a valuation expert
Macroeconomic changes	<ul style="list-style-type: none">■ Minor changes by lowering near term inflation assumption in Spain
Foreign exchange	<ul style="list-style-type: none">■ Increase due to weakening of GBP relative to rates at acquisition of Oliva Spanish Cogeneration (Nov 2019) and Primary Energy (Feb 2020)■ Is materially offset in NAV by hedging losses
COVID-19	<ul style="list-style-type: none">■ Impact on valuation relatively minor with some near-term disruption resulting in lower cash flows
Other items	<ul style="list-style-type: none">■ Unfavourable outcome of scheduled RoRi¹ rebasing in the period largely offset by additional value in biomass production, compensation for costs and other operational factors

1. **RoRi** is the “Return on Operations” incentive payment and the “Return on Investment” incentive payment under Spain’s Royal Decree-Law 9/2013 under which qualifying energy generation assets are compensated, in the medium to long term, for fluctuations in revenues and costs against an established base case

Summary Financial Highlights¹

Income Statement	Year to 31 March 2020	Period from IPO to 31 March 2019 ²
Total income	£17,054k	£1,626k
Fund expenses & finance costs	(£5,442k)	(£1,211k)
Profit before tax	£11,612k	£415k
Earnings per share (pence)³	5.2p	0.4p
Ongoing charges⁴	1.17%	1.38%
Balance Sheet	31 March 2020	31 March 2019
Investments at fair value	£319,802k	£60,850k
Cash	£70,763k	£39,569k
Debt	(£62,826k)	-
Working capital	(£4,209k)	(£2,004k)
Net assets	£323,530k	£98,415k
NAV per share (pence)³	101.0p	98.4p

1. Presented on a Portfolio Basis. See 31 March 2020 Annual Report for further details.

2. For the period from incorporation on 18 October 2018 to 31 March 2019

3. Earnings per share and NAV per share are the same under Portfolio Basis and IFRS.

4. Ongoing charges as calculated in accordance with the AIC guidance

Summary Financial Highlights (Continued)¹

Cashflow Statement	Year to 31 March 2020	Period from IPO to 31 March 2019 ²
Cash from investments	£17,087k	£1,687k
Operating and finance costs	(£4,028k)	(£425k)
Cash from operations	£13,059k	£1,262k
Equity issuance (net of costs)	£222,058k	£97,813k
New investments (including costs) ³	(£254,312k)	(£59,507k)
Movement in borrowings	£62,826k	-
Movement in capitalised debt costs and FX hedging	(£4,015k)	-
Dividends paid	(£8,422k)	-
Cash movement in year	£31,194k	£39,569k
Opening cash balance	£39,569k	-
Cash at end of year	£70,763k	£39,569k

1. Presented on a Portfolio Basis. See 31 March 2020 Annual Report for further details

2. For the period from incorporation on 18 October 2018 to 31 March 2019

3. Includes investments in Supermarket Solar UK, Spark US Energy Efficiency, Oliva Spanish Cogeneration and Primary Energy and payment of retention related to Seed Portfolio. This includes a short-term cash collateral requirement relating to the acquisition of Oliva Spanish Cogeneration

Summary Remarks

Summary Remarks

SEEIT has delivered across the objectives outlined at launch in 2018 and continues to seek to deliver positive outcomes for shareholders

Financial

- Capital placings of £226 million over the year increasing liquidity for investors
- Net asset value (“NAV”) growth of 2.6p per share to 101.0p at 31 March 2020
- Total NAV return for the year of 6.2%
- Earnings per share of 5.2p relating to the year ended 31 March 2020

Portfolio

- No material impairment to long term portfolio value as a result of the challenges brought about by COVID-19
- Significant growth in the portfolio resulting in increased diversification by geography, technology and counterparty
- Investment in two large portfolios: Oliva Spanish Cogeneration and Primary Energy
- Operationally, the portfolio has performed in line with expectations

Outlook

- Investment pipeline in excess of £400 million, including over £100 million of projects at advanced stage of negotiation
- Potential for significant policy tailwind from global stimulus and recovery measures prioritising energy efficiency
- Delivered on dividend target of 5.0p per share for FY to 31 March 2020 and targeting 5.5p per share for the FY to March 2021¹
- New Prospectus and Placing

Appendices

SEEIT Financial Key performance indicators

The Company sets out below its financial KPIs which it uses to track the performance of the Company over time against the objectives as described in the Strategic Report.

KPI	Definition	31 March 2020	31 March 2019	Commentary
NAV per share (pence)	NAV divided by no. of shares outstanding as at 31 March	101.0	98.4p	NAV has increased compared with the prior year
Share price (pence)	Closing share price as at 31 March	92.50	102.75p	The share price was greatly affected by extreme market conditions in the short-term as a result of global uncertainty around COVID-19. It has since recovered in the period since financial close
Dividends per share (pence)	Aggregate dividends declared per share in respect of the financial year	5.0	1.0p	The Company met its stated dividend target of 5.0 pence per share for the year ended 31 March 2020
Cash dividend cover (x)	Operational cash flow divided by dividends paid to shareholders during the year	1.55x	n/a	Dividends were covered by cash flows for the year ended 31 March 2020
Annualised Total Return (%)	Annualised NAV growth and dividends paid per share since IPO in the year[, calculated against the opening NAV, net of the final dividend for the previous year, and adjusted	6.2%	n/a	Total return combines the increase in NAV and dividend distributions to shareholders, and reflects continued progress during the initial ramp-up phases
Total Return since IPO (%)	NAV growth and dividends paid per share since IPO/annualised, calculated against the opening NAV at IPO, net of the final dividend for the period since IPO, and adjusted (on a time weighted average basis) to take into account any equity issued and capital returned in the year]	1.17%	1.38%	Ongoing charges have reduced on a comparative basis as economies of scale were achieved through continued growth in the size of the Company

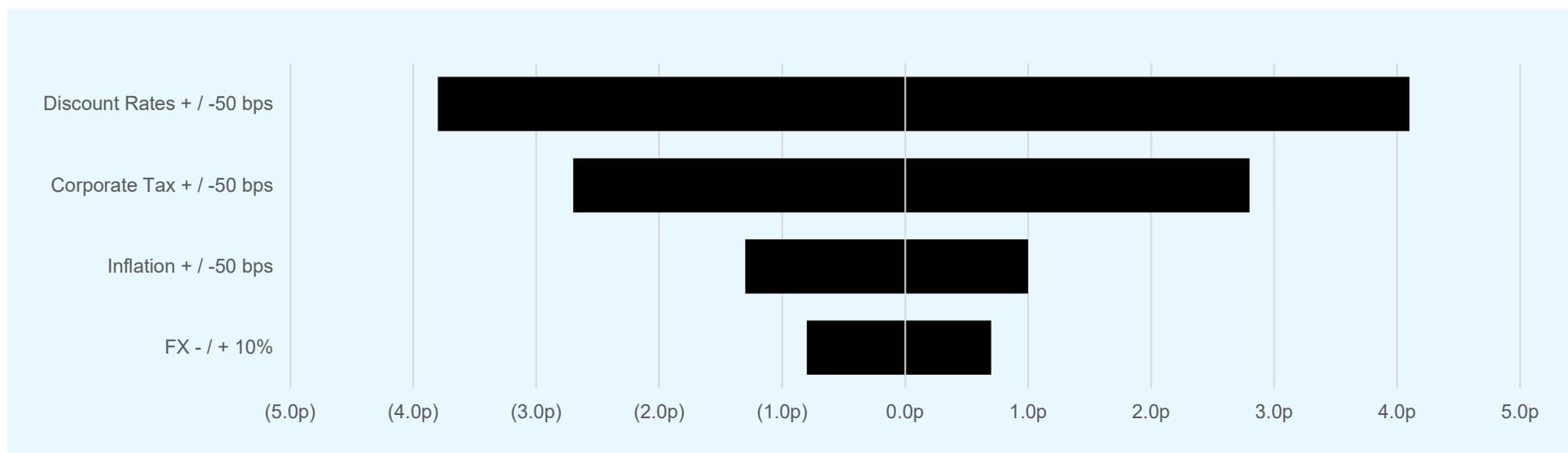
SEEIT Operational Key performance indicators

The Company sets out below its financial KPIs which it uses to track the performance of the Company over time against the objectives as described in the Strategic Report

KPI	Definition	31 March 2020	31 March 2019	Commentary
Weighted average project life (years)	Weighted average number of years assumed to be remaining in project contracts	11.3	11.3	Maintained through acquisitions during the year
Largest investment as a % of GAV (%)	Value of largest investment divided by the sum of all investments held in the Portfolio together with any Cash and Cash Equivalents, calculated at period end	13%	17%	The Company continues to stay well within the limits set by its Investment Policy, demonstrating diversification of the portfolio
Largest five investments as a % of Portfolio Valuation (%)	Total value of five largest investments divided by the sum of all investments held in the Portfolio together with any Cash and Cash Equivalents, calculated at period end	43%	88%	Achieved further diversification during the year and reflects a lower concentration risk

Key NAV Sensitivities

Based on portfolio position at 31 March 2020



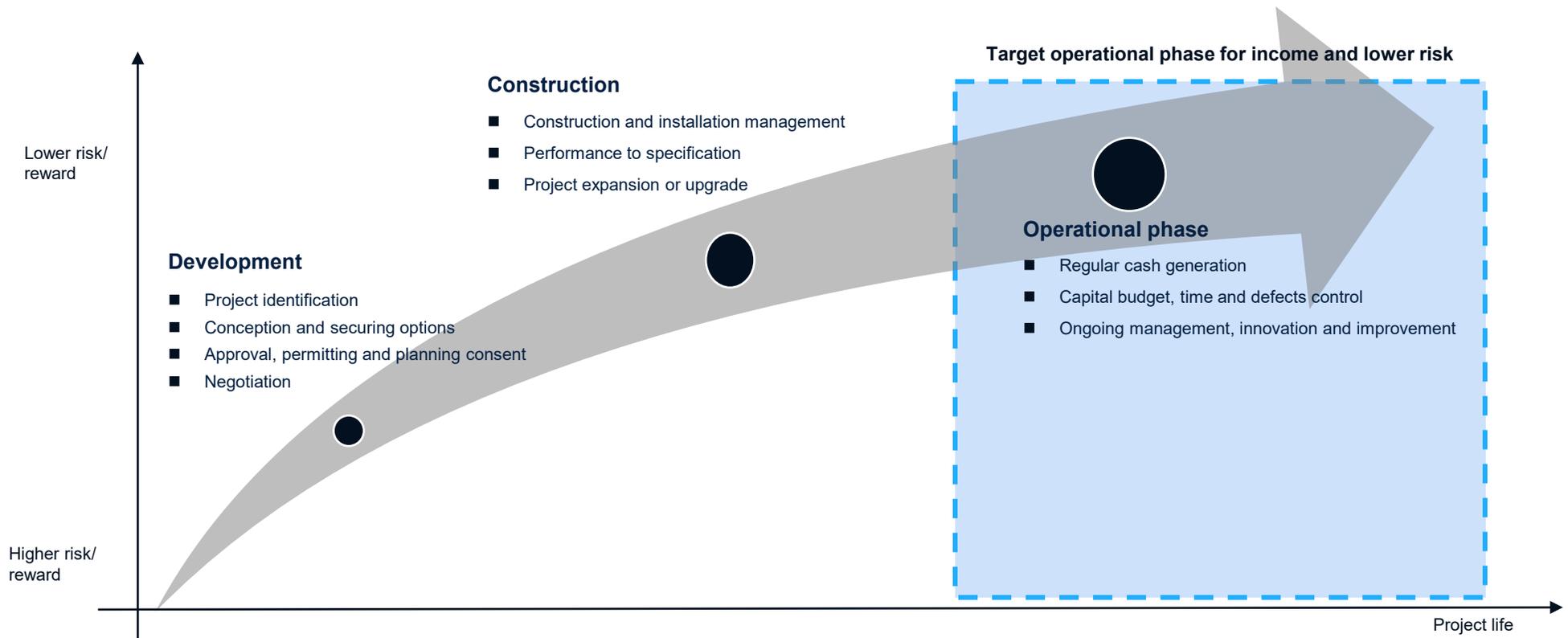
Valuation Assumptions		31 March 2020	31 March 2019
Inflation rates	UK (RPI)	2.75% p.a.	2.75% p.a.
	Spain (CPI)	1.1% to 1.6% until 2022, thereafter 2.00% p.a.	n/a
	USA (CPI)	2.00% p.a.	2.00% p.a.
Tax rates	UK	19%	19% to March 2020, 17% thereafter
	Spain	25%	n/a
	USA	21% Federal & 3-9% State rates	21% Federal & 3-9% State rates
Foreign exchange rates	USD/GBP	0.80	0.77
	EUR/GBP	0.88	n/a

SEEIT Investment Strategy

SEEIT focuses on operational assets

Predominantly operational and geographically diversified across the UK, Continental Europe and North America

- Operational projects offer immediate exposure to regular cash yield with limited or zero ramp-up
- Significantly reduces investment risk by eliminating construction exposure



SEEIT predominantly invests in operating projects, generating an immediate cash yield

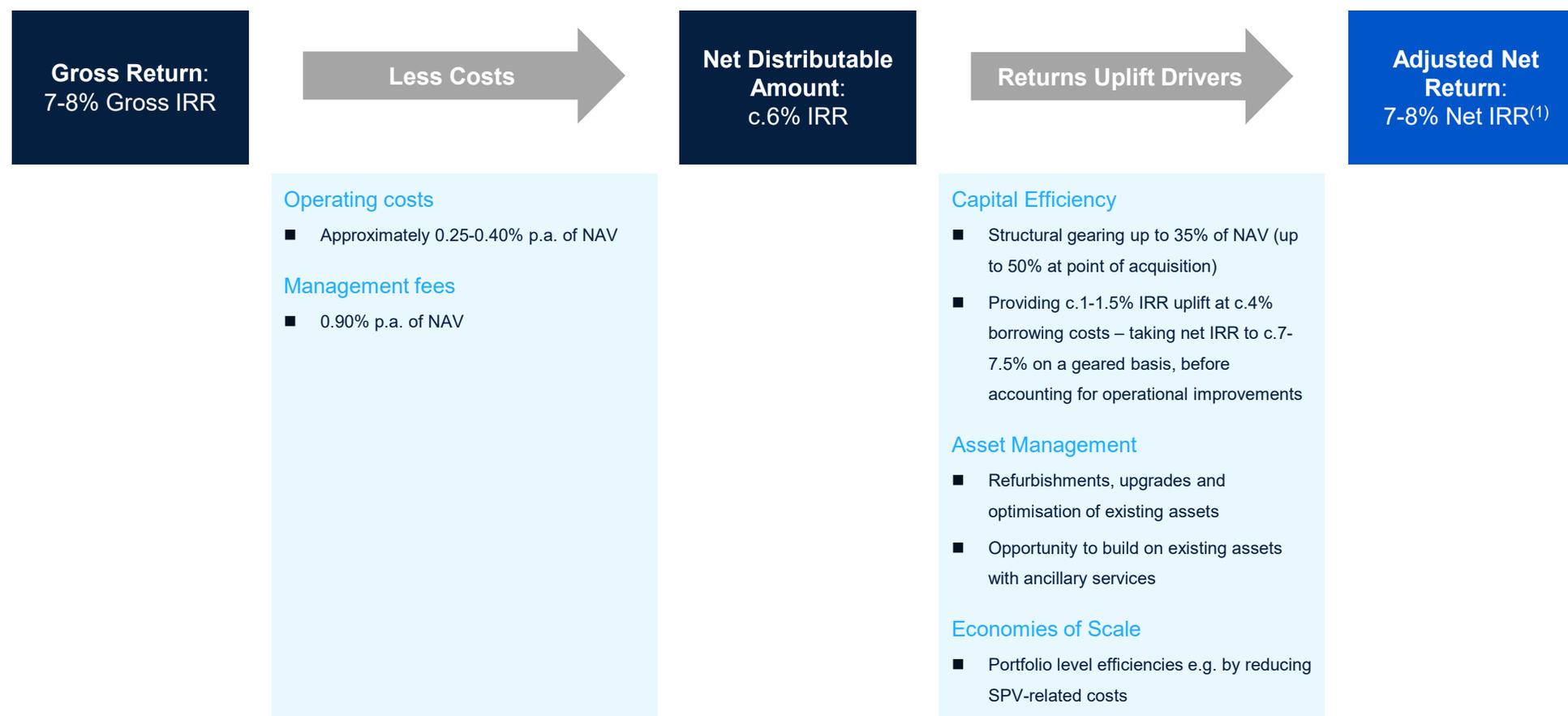
Energy efficiency investment: risks and mitigants

SDCL's experience allows for effective identification and mitigation of potential risks

Risk	Description	Mitigant
Host Counterparty Credit Risk	The host's ability (or willingness) to make the contracted payments	<ul style="list-style-type: none"> ■ Qualitative and quantitative credit assessment ■ Credit enhancement (if appropriate and available) ■ Securing of parent company guarantees (where appropriate)
Performance Risk	The energy efficiency solution delivered does not result in the expected savings	<ul style="list-style-type: none"> ■ Performance guarantees from energy service companies (ESCOs) ■ For smaller energy service companies, qualitative risk assessment is undertaken
Technology Risk	Technology used in the energy efficiency project fails	<ul style="list-style-type: none"> ■ Using commercially proven technologies with strong track record and equipment warranties
Operating and Maintenance Risk	Energy efficiency equipment is not maintained resulting in equipment failure and financial loss	<ul style="list-style-type: none"> ■ Operations & maintenance (O&M) counterparties with strong track records ■ O&M contract matching the life of the performance guarantee, with operational failure covered by the performance guarantee ■ The inability of the host company to meet the terms of the O&M contract is covered under the terms of the energy service agreement (ESA) and may result in termination
Feedstock Risk	Availability of feedstock drops, price of feedstock rises, adversely affecting the project's financial performance	<ul style="list-style-type: none"> ■ Where feedstock is required, the host has supply arrangements in place ■ If required, SDCL contracts with established suppliers with local presence and strong credit ■ In case of any shortage in supply, pre-determined payments or 'liquidated damages' may be payable by the supplier under a feedstock supply agreement

SEEIT: Illustrative target returns

- SEEIT targets a base case gross IRR of 7-8% on its investments and acquisitions (including seed portfolio and pipeline assets). It then applies financial and asset management techniques to enhance net returns to investors
- SEEIT also seeks to maximise returns via employing greater capital efficiency, with ability to leverage the portfolio by up to 35% of NAV (up to 50% of NAV for short-term acquisition financing) on a consolidated basis, and benefiting from economies of scale



SDCL overview

SDCL is a London based investment firm with proven track record of investment in energy efficiency and decentralised generation projects in the UK & Europe, North America and Asia

SDCL Background

- Established in 2007, SDCL is an investment firm focussed on efficient and decentralised energy generation
- Since 2012, the group has raised over £750 million capital commitments including four funds exclusively focused on energy efficiency
- SDCL manages SEEIT as well as private funds in the UK & Europe, North America and Asia, including the UK (launched Q4 2012), Ireland (launched Q1 2014), Singapore (launched Q2 2014) and USA (launched Q1 2015)
- Team of 27, including 15 investment professionals across offices in London, Dublin, New York & Singapore
- Institutional shareholders in SDCL include First Eastern investment Group, Mitsui and Earth Capital

Key institutional investors



Strategic partnerships



SEEIT UK organisational structure

SEEIT Board

Chairman: Tony Roper
Directors: Helen Clarkson, Chris Knowles

SDCL Team (Investment Manager)

Investment Team

CEO: Jonathan Maxwell
Managing Director: Purvi Sapre
Senior Investment Manager: Ben Richmond
Investment Manager: Ben Cameron

Portfolio and Asset Management, Accounting, ESG, Compliance and Risk

COO: Joseph Muthu
CFO: Eugene Kinghorn
Head of Compliance: Neil Sweeney
Portfolio Director: Miles Alexander
Investment Director/ESG: Peter Hobson

Investor Relations

Head of Investor Relations: Keith Driver

Highly Experienced Independent Board of Directors



Tony Roper
Non-Executive Chairman

Over 24 years' experience of making and managing infrastructure equity investments in the UK, Europe, North America and Australia

From 2011 to June 2018 Tony was a Managing Partner at InfraRed Capital Partners where he helped to develop InfraRed's three infrastructure yield funds, and was the HICL Infrastructure Company fund manager until June 2017

Prior to this he worked at John Laing PLC and HSBC Specialist Investments



Helen Clarkson
Chair of Audit Committee, Independent Non-Executive Director

Chief Executive Officer of The Climate Group, having joined in March 2017

Helen sits on the board of the We Mean Business Coalition and served on the advisory board for the 2018 Global Climate Action Summit, leading the work on Healthy Energy Systems

Prior to joining The Climate Group, Helen worked at Forum for the Future working with large US corporations to solve complex sustainability challenges at both the organisational and broader systemic level



Christopher Knowles
Senior Independent Director

Extensive knowledge of development economics, project finance, infrastructure and climate and environmental finance

Has spent the majority of his career at the European Investment Bank ("EIB"), most recently heading the climate investment business

From 2006 to 2017 he was part of an initiative by EIB to reinforce its activity in sectors of high policy priority for the EU and in which the EIB seeks to develop innovative approaches

SDCL team



Jonathan Maxwell

CEO

Established SDCL in 2007 to focus on investments in the environmental infrastructure markets

25 years experience in financial markets, with over 10 years focused on energy efficiency

Overall responsibility for SDCL's investment activities. Chair of SEEIT's Investment Committee



Purvi Sapre

Managing Director

Managing Director with responsibility for investment origination and fund management for SEEIT

15 years' investment experience in the UK and emerging markets

Transaction and management experience across energy efficiency, solar, wind and hydro projects



Joseph Muthu

COO

Group COO of SDCL and supports investment and portfolio management for SEEIT

He has more than 20 years of energy industry experience focussed on renewables across Europe

Previously held senior positions at Duke Energy Europe and Eastern Electricity.



Eugene Kinghorn

CFO

Chartered accountant with over 15 years' experience in financial services with a focus on portfolio management and financial control

Experience in listed and unlisted infrastructure and PE Funds focusing on social and renewable infrastructure

Spent 11 years at InfraRed in portfolio management and financial control



Neil Sweeney

Chief Risk and Compliance Officer

30 years of experience in audit and compliance

Previously held senior positions for both Aberdeen Asset Management and HSBC Global Asset Management

Extensive experience in regulatory, compliance and procedural matters, across asset management projects



Peter Hobson

Investment Director/ ESG

Over 35 years' experience in energy finance including project development and sustainability

Prior to joining SDCL he spent 20 years in the EBRD Energy Efficiency and Climate Change

He has also been a programme manager for the International Institute for Energy Conservation – Europe

SDCL team



Miles Alexander

Portfolio Director

Over 20 years of experience in finance
Extensive experience in the development and project management of energy efficiency projects
Previous roles include energy efficiency investment, portfolio management and corporate finance roles at the Green Investment Bank, Ares and GE



Luis Fontecha

Iberia Managing Director

Joined SEEIT Oliva to manage Company's Iberian assets
15 years experience in the Iberian infrastructure and real estate market
Experience across renewable technologies from PV to CSP and from Wind to CHP. From roles with RREEF, Antin and Cubico.



Ben Richmond

Senior Investment Manager

14 years' experience of working in energy, with a focus on finance and renewables
Focused on transaction execution and portfolio management
Prior to SDCL, Ben held roles with Downing, Temporis and Mott MacDonald



Ben Cameron

Investment Manager

9 years' finance and investment experience of which the past 4 focused on sustainable energy
Responsible for origination and execution of energy efficiency and distributed energy opportunities
Prior to SDCL, Ben worked in the Energy Corporate Finance team at PwC



Enrico Casari

Investment Manager

10 years' experience in the energy sector, in engineering, strategy consulting and private equity
Specialising across a broad range of energy efficiency and renewable energy technologies
Enrico is an electrical engineer, he holds a Master in Energy and Environmental Economics from Bocconi University and an MBA degree from London Business School.



Tim Meyer

Project Manager

Tim joined SDCL in 2020 and he is responsible for the project development and management of new energy efficiency and distributed energy opportunities.
Prior to joining SDCL, Tim worked at BuroHappold where he was responsible for the planning, design and delivery of numerous projects across the education and commercial sectors.

SDCL team



Vassos Kyprianou

New York Managing Director

Vassos joined SDCL in April 2015, as a Managing Director of the SDCL New York office

25 years career in banking, including 19 years with Citigroup, managing investments in energy efficiency, renewables, healthcare, shipping and rail

Vassos has an MBA from Columbia Business School



David Maxwell

New York Managing Director

David leads SDCL's origination, project development and greenfield (new-build) investment opportunities

Prior to his move to the US, David originated and managed investments for SDCL retail, healthcare, hospitality and leisure, datacentres and industrial

David holds a Masters degrees in English and Italian from Edinburgh University and Media & Communications from the University of London.



Keith Driver

Head of Investor Relations

15 years of experience in private equity and infrastructure fund investment and fundraising

Experience across both managed fund and direct investment opportunities

Previous infrastructure investment experience with Pantheon including development of the first infrastructure fund-of-funds

SEEIT media coverage

EveningStandard.

Small-cap spotlight

Mark Shapland, 18 October 2019

MONEYWEEK

Go green and make money with this energy-efficiency investment trust

Helping the environment needn't mean sacrificing profits, as this energy-efficiency investment trust shows.

by: Max King © 13 JAN 2020

The Adventurous Investor

Investment trusts, ETFs, alternatives and more.....

Energy efficiency fund finally hits the market

INVESTMENT WEEK

What impact will lower oil prices have on clean energy?

SHARES

Archives > Magazine - 29 Nov 2018

SEEIT eyes 'third wave' of infrastructure trusts

SDCL Energy Efficiency Income Trust is hoping to float on 11 December

© 29 November 2018 | Investment Trusts

masterinvestor

RESEARCH • ANALYSE • INVEST

SDCL Energy Efficiency Income Trust and its ESG credentials

By Jonathan Maxwell

UtilityWeek

Energy efficiency investor raises £72m in share placing

Energy efficiency investor SDCL Energy Efficiency Income Trust (SEEIT) has raised £72 million in a share placing to fund future acquisitions.

Money Observer

Yields of 6%-plus: the attractions of renewable energy trusts

We look at the popular infrastructure sector, and in particular review the latest additions to the burgeoning fields of renewable energy and storage.

June 17, 2019 by Fiona Hamilton

Share on: [Twitter](#) [Facebook](#) [LinkedIn](#) [Email](#)

UK INVESTOR MAGAZINE

SDCL Energy Efficiency Income Trust acquires 50% of recycled energy project

Jamie Gordon, 5 February 2020

the energyst

Energy efficiency fund launches £40m placing

Brendan Coyne, 18 December

SEET media coverage

 Callaway Climate Insights

Zeus: If it's not commercial, it's not sustainable
A publicly-traded UK investment trust finds profit and purpose in energy efficiency.

 David Callaway
May 14

Environmental Finance

Energy efficiency's key role in Coronavirus recovery
Ahren Lester, 24 April 2020

PRESS ASSOCIATION
Energy fund debuts on London market

Shares in London's first listed energy efficiency fund began trading on Tuesday as the firm raised £100 million.

GlobalCapital

Energy efficiency fund could use ECM in 2020 to finance growth

By Sam Kerr 11 Feb 2020

SDCL Energy Efficiency Income Trust (SEET), the London-listed investment trust that focuses on investment in energy efficiency, is targeting ambitious growth in 2020. Its CEO talks GlobalCapital through its plans.



SEET floated on the London Stock Exchange in

INVESTMENT TRUST INSIDER
OPENING THE DOOR TO INVESTMENT TRUSTS

SDCL Energy Efficiency Income seeks £150m for 5% yield
By Michelle McGagh / 23 Nov, 2018

IJGlobal

SEET closes Spanish cogen acquisition
Sophie Mellor, 06 November 2019

Money Observer

Renewable energy investment trusts retain appeal among income investors
Fiona Hamilton, 26 March 2020

insider
MEDIA LIMITED

Power Production Starts At Tesco Solar Projects
Laurence Kilgannon, 20 November 2019

CITYWIRE **INVESTMENT TRUST INSIDER**
OPENING THE DOOR TO INVESTMENT TRUSTS

SDCL Energy Efficiency Income raising £40m for US acquisition
Gavin Lumsden, 18 December 2019

IPE & REAL ASSETS
THE ONLY FINANCIAL / ASSET / PORTFOLIO GLOBAL MARKET INTELLIGENCE FOR INSTITUTIONAL INVESTORS

Energy efficiency investor SDCL raises £100m to fund acquisition pipeline
BY IPE STAFF | 18 OCTOBER 2019

This is MONEY
FINANCIAL WEBSITE OF THE YEAR

SMALL CAP SHARE IDEAS: SDCL waves the flag for energy efficiency as an alternative to renewables
Philip Whiterow, 09 December 2019

Important Notice

THIS PRESENTATION IS BEING PROVIDED TO YOU SOLELY FOR YOUR INFORMATION. THIS PRESENTATION IS NOT FOR PUBLICATION OR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN WHOLE OR IN PART, INTO OR WITHIN CANADA, AUSTRALIA, JAPAN OR THE REPUBLIC OF SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO MIGHT CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION. ANY FAILURE TO COMPLY WITH THESE RESTRICTIONS MAY CONSTITUTE A VIOLATION OF APPLICABLE SECURITIES LAWS.

This presentation, comprising certain written materials/slides and any accompanying oral presentation (together, the "presentation"), is strictly private and confidential and has been prepared by SDCL Energy Efficiency Income Trust plc (the "Company") and Sustainable Development Capital LLP (the "Investment Manager"). The information contained in this announcement is for background purposes only and does not purport to be full or complete. This presentation is based on management beliefs and is subject to updating, revision and amendment.

Jefferies International Limited ("Jefferies"), which is authorised and regulated in the United Kingdom by the Financial Conduct Authority ("FCA"), is acting exclusively for the Company and for no-one else in connection in respect of the Transaction (as defined below) and will not regard any other person (whether or not a recipient of this Presentation) as a client in relation to the Transaction and will not be responsible to any other person for providing the protections afforded to their respective clients, or for advising any such person on the contents of this Presentation or in connection with any transaction referred to in this Presentation. Jefferies has not verified the contents of this presentation.

This presentation is an advertisement and is not a prospectus for the purposes of the Prospectus Rules of the FCA and has not been approved by the FCA. Investors should not subscribe for any Shares on the basis of this presentation. No investment decision should be made except solely on the basis of information contained in the prospectus published by the Company in connection with an initial public offering ("IPO") of ordinary shares ("Ordinary Shares") and a share issuance programme (the "Share Issuance Programme") for Ordinary Shares and C shares of the Company ("C Shares" and together with the Ordinary Shares, the "Shares") of the Company and the admission of the Company to the premium listing category of the Official List of the UK Listing Authority and to trading on the Premium Segment of the Main Market of the London Stock Exchange ("Admission", and together with the IPO and the Share Issuance Programme, the "Transaction") (the "Prospectus"). Jefferies has not authorised the contents of, or any part of, this presentation. The IPO comprises a placing and an offer for subscription.

You should conduct your own independent analysis of all relevant data provided in the Prospectus and you are advised to seek expert advice before making any investment decision.

In this notice, "affiliates" includes, in relation to each of the Company, Investment Manager, Jefferies their respective holding companies, companies under control of such holding companies, and subsidiaries and their respective directors, officers, employees, sub-contractors, agents and representatives.

The information and opinions contained in this presentation are provided as at the date of this presentation (unless otherwise marked) and are subject to verification, change, material updating and revision and no reliance may be placed for any purposes whatsoever on the information contained in this presentation or on its accuracy, completeness or fairness. No representation or warranty, express or implied, is given by or on behalf of the Company, Investment Manager, Jefferies or any of their respective affiliates or partners with respect to the accuracy or completeness of the information contained in this presentation or on which this presentation is based or any other information or representations supplied or made in connection with the presentation or as to the reasonableness of any projections which this presentation contains. The aforementioned persons disclaim any and all responsibility and liability whatsoever, whether arising in tort, contract or otherwise, for any errors, omissions or inaccuracies in such information or opinions or for any loss, cost or damage suffered or incurred howsoever arising, directly or indirectly, from any use of this presentation or its contents or otherwise in connection with this presentation. Persons reading this document must make all trading and investment decisions in reliance on their own judgement. No statement in this presentation is intended to be nor may be construed as a profit forecast. Certain of the industry and market data contained in this document comes from third party sources. Third party industry publications, studies and surveys generally state that the data contained therein have been obtained from sources believed to be reliable, but that there is no guarantee of the accuracy or completeness of such data. This presentation is given in connection with an oral presentation and should not be taken out of context.

No part of this presentation may be reproduced, redistributed, published or passed on, directly or indirectly, to any other person or published, in whole or in part, in any manner without the written permission of the Company and Investment Manager. No person has been authorised to give any information or to make any representation not contained in this presentation. The securities described in this presentation may not be eligible for sale in some states or countries and it may not be suitable for all types of investors.

This Presentation is not intended to provide, and should not be construed as or relied upon for legal, tax, financial, business, regulatory or investment advice, nor does it contain a recommendation regarding the purchase of any Shares. The merits or suitability of any securities must be independently determined by the recipient on the basis of its own investigation and evaluation of the Company. Any such determination should involve, among other things, an assessment of the legal, tax, accounting, regulatory, financial, credit and other related aspects of the securities. Potential investors are advised to seek expert advice before making any investment decision.

Nothing in this presentation is, or should be relied on as a promise or representation as to the future. In furnishing this presentation, none of the Company, Investment Manager, Jefferies nor any of their respective affiliates undertakes to provide the recipient with access to any additional information or to update this presentation or to correct any inaccuracies therein which may become apparent.

The information contained in this presentation is confidential and may not be reproduced, redistributed, published or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. In addition, certain information contained in this presentation has been obtained from published and non-published sources prepared by other parties, which in certain cases have not been updated to the date hereof. While such information is believed to be reliable for the purpose used in this presentation, none of the Company, Investment Manager, Jefferies or their respective affiliates assumes any responsibility for the accuracy, fairness or completeness of such information and such information has not been independently verified by the Company, Investment Manager, Jefferies or their respective affiliates.

Important Notice (Cont'd)

This presentation is only addressed to and directed at: (a) persons in member states of the European Economic Area ("Member States") who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC, as amended (including amendments by Directive 2010/73/EU to the extent implemented in the relevant Member State)) provided that the giving or disclosing of this presentation to such person is lawful under the applicable securities laws (including any laws implementing Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers (the "AIFM Directive")) in the relevant Member State ("Qualified Investors"); (b) within the United Kingdom, to persons who (i) have professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended) (the "Order"), or (ii) are persons who are high net worth entities falling within Article 49(2)(a) to (d) of the Order, and/or (iii) persons to whom it may otherwise be lawfully communicated and (iv) are "qualified investors" as defined in section 86 of the Financial Services and Markets Act 2000, as amended; (c) outside the United States to persons that are not U.S. Persons (as defined in Regulation S ("Regulation S") ("US Persons") under the US Securities Act of 1933, as amended (the "Securities Act")) in reliance upon Regulation S; (d) in the United States or to US Persons, only to persons that are both "qualified purchasers" ("QPs") as defined in the US Investment Company Act of 1940, as amended (the "Investment Company Act") and "qualified institutional buyers" ("Qualified Institutional Buyers") as defined in Rule 144A under the Securities Act; (e) persons in Canada who are "permitted clients" as defined in National Instrument 31-103 – Registration Requirements, Exemptions and Ongoing Registrant Obligations; and (f) other persons to whom it may otherwise lawfully be communicated (all such persons referred to in (a) to (f) above together being referred to as "Relevant Persons"). This presentation must not be made available to persons who are not Relevant Persons. No person should act or rely on this presentation and persons distributing this presentation must satisfy themselves that it is lawful to do so. Outside of the United Kingdom, the Transaction (as defined below) is directed at Qualified Investors only in the following Member States: Belgium, Denmark, Finland, Iceland, Ireland, Netherlands, Norway and Sweden. The Investment Manager has not registered a passport for marketing under the passporting programme set out in the AIFM Directive in any other Member State (each an "Ineligible Member State"). No offers pursuant to the Transaction may be made or accepted in any Ineligible Member State. No steps have been taken by any person in respect of any Member State to allow the Shares to be marketed (as such term is defined in the relevant legislation implementing the AIFM Directive) lawfully in that Member State. By accepting this presentation you represent, warrant and agree that you are a Relevant Person.

The Shares have not been and will not be registered under the Securities Act. Outside the United States, the Shares may be sold to persons who are not US Persons pursuant to Regulation S under the Securities Act. Any sale of shares in the United States or to US Persons may only be made to persons reasonably believed to be QIBs that are also QPs. There will be no public offering of the Shares in the United States. This presentation is not an offer of securities for sale in the United States. The Company will not be registered under the Investment Company Act, and investors in the Shares will not be entitled to the benefits of regulation under the Investment Company Act. Furthermore, the Investment Manager is not registered under the U.S. Investment Advisers Act of 1940, as amended (the "Investment Advisers Act"), and investors in the Shares and the Company will not be entitled to the benefits of the requirements applicable to investment managers registered under the Investment Advisers Act.

The distribution of Shares in Canada will only be made on a private placement basis in accordance with applicable securities laws. As a consequence, certain protections, rights and remedies provided by such securities laws will not be available to investors in Canada. The Shares, if and when issued, will be subject to restrictions on transfer pursuant to their terms, and are subject to further restrictions on transfer and resale in Canada, and in some cases outside of Canada, until such time as: (a) the appropriate "restricted periods" have been satisfied; (b) a further statutory exemption is relied upon by the investor; (c) an appropriate discretionary order is obtained pursuant to the applicable securities laws; or (d) a final receipt is issued by the relevant securities regulatory authority for a prospectus prepared with respect to distribution of the Shares. Please note that as the Company will not be a reporting issuer in any Canadian jurisdiction, the applicable restricted period may never expire and if no further statutory exemption may be relied upon, if no discretionary order is obtained, or no prospectus issued for which a receipt is obtained, this could result in an investor having to hold the securities for an indefinite period of time. The Company is not responsible for ensuring compliance by investors with any resale restrictions. Canadian purchasers are advised to seek legal advice prior to any resale of the Shares.

This presentation does not constitute or form part of any offer for sale or subscription or any solicitation of any offer to buy or subscribe for any securities and neither this document nor any part of it forms the basis of or may be relied on in connection with or act as an inducement to enter into any contract or commitment whatsoever. The distribution of this presentation and the offering and sale of participation rights or other securities in certain jurisdictions may be restricted by law and therefore persons into whose possession this presentation comes should inform themselves and observe any applicable restrictions. This presentation is not for transmission to, publication or distribution or release in Canada, Australia, Japan or the Republic of South Africa, or to any other country where such distribution may lead to a breach of any law or regulatory requirement, or to any national, resident or citizen of such jurisdiction.

Certain statements in this presentation constitute forward-looking statements. All statements that address expectations or projections about the future, including statements about operating performance, market position, industry trends, general economic conditions, expected expenditures and financial results, are forward-looking statements. Some of the forward-looking statements may be identified by words like "expects", "anticipates", "targets", "continues", "estimates", "plans", "intends", "projects", "indicates", "believes", "may", "will", "should", "would", "could", "outlook", "forecast", "plan", "goal" and similar expressions (or negatives and variations thereof). Any statements contained herein that are not statements of historical fact are forward-looking statements. These statements are not guarantees of future performance and involve a number of risks, uncertainties and assumptions. Accordingly, actual results or the performance of Investment Manager, the Company or their respective subsidiaries or affiliates may differ significantly, positively or negatively, from forward-looking statements made herein. Due to various risks and uncertainties, actual events or results or actual performance may differ materially from those reflected or contemplated in such forward-looking statements. As a result, you should not rely on such forward-looking statements in making any investment decision. No representation or warranty is made as to the achievement or reasonableness of, and no reliance should be placed on, such forward-looking statements. Nothing in this presentation should be relied upon as a promise or representation as to the future. Certain figures contained in this presentation have been subject to rounding adjustments. Accordingly, in certain instances, the sum or percentage change of the numbers contained in this presentation may not conform exactly to the total figure given.

The information with respect to any projections presented herein is based on a number of assumptions about future events and is subject to significant economic and competitive uncertainty and other contingencies, none of which can be predicted with any certainty and some of which are beyond the control of the Company and Investment Manager. There can be no assurances that the projections will be realized, and actual results may be higher or lower than those indicated. None of the Company, Investment Manager, Jefferies or any of their respective affiliates, assumes responsibility for the accuracy of the projections presented herein.

Important Notice (Cont'd)

By attending the meeting where this presentation is made and/or accepting or reading a copy of this presentation, you agree to be bound by the foregoing limitations and conditions and, in particular, will be taken to have represented, warranted and undertaken that: (i) you have read and agree to comply with the contents of this notice including, without limitation, the obligation to keep this presentation and its contents confidential, (ii) you will not at any time have any discussion, correspondence or contact concerning the information in this presentation or any related presentation with any of the directors or employees of the Company, Investment Manager, or their respective subsidiaries or affiliates nor with any of their respective suppliers, customers, sub-contractors or any governmental or regulatory body without the prior written consent of the Company or Investment Manager or, (iii) you have not received this presentation on behalf of persons in the United States other than QIBs who are also QPs) or persons in the European Economic Area other than Qualified Investors in eligible Member States or persons in the United Kingdom other than Relevant Persons, for whom you have authority to make decisions on a wholly discretionary basis, and that you understand the legal and regulatory sanctions attached to the misuse, disclosure or improper circulation of this presentation.

INFORMATION TO DISTRIBUTORS

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("Directive 2014/65/EU"); (b) Articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing Directive 2014/65/EU; and (c) local implementing measures (together, the "MiFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, the Ordinary Shares and C Shares have been subject to a product approval process, which has determined that the Ordinary Shares and C Shares to be issued pursuant to the Initial Issue and the Share Issuance Programme are: (i) compatible with an end target market of retail investors and investors who meet the criteria of professional clients and eligible counterparties, each as defined in Directive 2014/65/EU; and (ii) eligible for distribution through all distribution channels as are permitted by Directive 2014/65/EU (the "Target Market Assessment").

Notwithstanding the Target Market Assessment, distributors should note that: the price of the Ordinary Shares and C Shares may decline and investors could lose all or part of their investment; the Ordinary Shares and the C Shares offer no guaranteed income and no capital protection; and an investment in the Ordinary Shares and/or C Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to the requirements of any contractual, legal or regulatory selling restrictions in relation to the Share Issuance Programme. Furthermore, it is noted that, notwithstanding the Target Market Assessment, Jefferies will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of Directive 2014/65/EU; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Ordinary Shares and/or the C Shares.

Each distributor is responsible for undertaking its own Target Market Assessment in respect of the Ordinary Shares and the C Shares and determining appropriate distribution channels.

PRIIPS REGULATION

In accordance with the Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs) and its implementing and delegated acts (the "PRIIPs Regulation"), a key information document in respect of the Ordinary Shares has been prepared by the Investment Manager and is available to investors at www.sdcleit.com. If you are distributing the Ordinary Shares, it is your responsibility to ensure that the relevant key information document is provided to any clients that are "retail clients".

The Investment Manager is the only manufacturer of the Ordinary Shares for the purposes of the PRIIPs Regulation and Jefferies is not the manufacturer for these purposes. Jefferies makes no representations, express or implied, and accepts no responsibility whatsoever for the contents of the key information document prepared by the Investment Manager nor accepts any responsibility to update the contents of the key information document in accordance with the PRIIPs Regulation, to undertake any review processes in relation thereto or to provide such key information document to future distributors of Ordinary Shares. Jefferies and its Affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it or they might have in respect of the key information document prepared by the Investment Manager.