

Pantheon invests in essential real estate sectors that benefit from secular demand drivers and offer strong risk-adjusted returns regardless of economic environment. This paper is designed to introduce the SFR sector, explain the inherent dynamics that differentiate SFR from other property types, and highlight elements of Pantheon's strategy to invest in the sector.



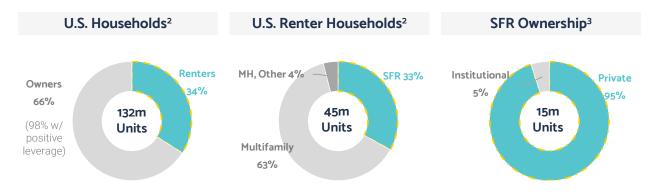
Summary of Patheon's SFR investment thesis and strategy:

- ▶ Despite institutional interest in the sector in recent years, SFR ownership remains highly fragmented, providing an attractive consolidation opportunity.
- ▶ Following the trends of workforce multifamily over the past decade, the affordable end of the SFR spectrum has experienced resilient demand and higher rates of both rent growth and value appreciation but has been overlooked by most institutional investors, creating a compelling opening to generate attractive returns without increased risk.
- ▶ A significant shortfall of single-family home supply (both new supply and re-sales), coupled with homeownership costs that continue to outpace household income growth, is keeping the largest generational cohort, Millennials, in an extended period of rentership during their prime family formation years.
- ➤ SFR is a beneficiary of post-pandemic lifestyle shifts, as remote work drives demand for larger living spaces and reduces the need to live within the urban core.
- ➤ Rent growth in excess of inflation and improvements in operating platforms / vendor ecosystems have enabled SFR owners to achieve operating margins in line with or in excess of multifamily operating margins.

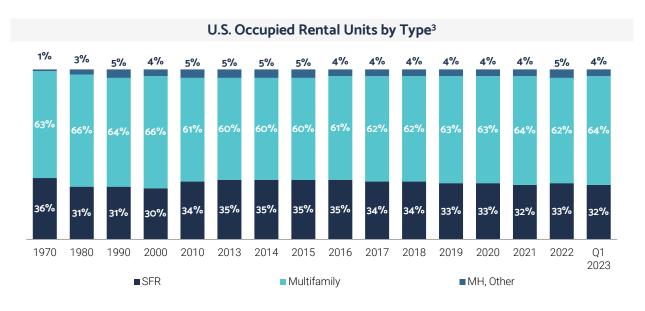


1. Market Size and Investment Landscape

SFR represents an underserved and highly fragmented market opportunity, with SFR homes representing only 11% of the U.S. housing stock and "institutional" ownership (portfolios of 100+ SFR homes) representing only ~5% of all SFR homes (compared to institutional ownership representing 55% of the multifamily sector).¹



- ► "Local" owners (1-2 homes each) control the majority of SFR housing stock, estimated at 10.6m units, typically occupied by "renters by need" paying rents below the institutional average.³
- ▶ As operating and borrowing costs rise, local owners of SFR (largely comprised of legacy owners with a low cost basis) are increasingly finding themselves facing downside risk for the first time, creating an attractive consolidation opportunity for institutional buyers that can operate and borrow more efficiently.
- ► There are currently 32 (and growing) "Mega" SFR investors (portfolios of 1,000+ homes) that make up 78% of institutionally owned SFR homes, providing for a deep pool of potential buyers for scaled portfolios.³
- ▶ The holdings of institutional SFR investors are concentrated, with top-20 largest institutional SFR markets (predominately high-growth Sun Belt MSAs) home to almost 77% of all institutional-owned properties.³
- ➤ SFR represents only 32% of all rental product nationally (in line with historical averages going back to 1970) and SFR homes as a percentage of all occupied single-family homes have only increased by 3-4% in the top-20 SFR markets since 1970.³



¹Source: Multi Housing News (Dec 2021).

²Source: John Burns Real Estate Consulting (Jun 2023).

³Source: Urban Institute (2023).



2. Pantheon's Differentiated Focus on Affordable SFR Segment

While institutional owners of SFR are mostly focused on buying and building larger / more expensive homes, Pantheon sees an attractive opening to aggregate a portfolio of affordably priced homes that offer less competition and higher yields without additional risk.

- ▶ Mega SFR operators tend to buy more expensive homes that are newer, larger, and in higher-income areas; by doing so, they overlook a large pool of low- to moderate-income tenants most in need of SFR product.
 - On average, as the income level of a U.S. household declines, their birthrate increases, implying that the population most in need of affordable rental options is also most in need of singlefamily offerings.¹
 - Additionally, while the unemployment rate remains historically low, increases in unemployment are more concentrated in households earning \$125k or more (up 60% this year, compared to a 40% increase for households earning \$50-125k).²
- Local investors have been successful in servicing the moderate- and lower-income population by buying homes that are older, smaller, and less expensive.
 - ➤ Given that the homes of local investors have roughly the same average bed / bath count as institutional investors (as shown below), they operate more efficiently by competing for the same size family, but paying less in OpEx per home.
 - Low- and moderate-income renters lack quality alternatives, setting a "rent floor" for the product
 - Local investors have the advantage of being micro-market experts who purchased their homes prior to institutions entering their market, meaning their homes are often better located in more mature, high barrier-to-entry markets.
- ▶ Given the low basis and lack of resources of many of these local owners, their properties are often undermanaged and can be sold at a discount to their stabilized value; as operating and borrowing costs rise for these local owners, Pantheon believes more local owners will elect or be forced to sell their homes, creating a large and attractive opportunity to consolidate small value-add / cash-flowing portfolios.³

Characteristics of SFR Homes by Ownership Type⁴

	Median Year Built	Median Size	Median Value	Median Bed / Bath
Mega Institutional Investors	1999	1,687 sf	\$354k	3/3
Local Investors	1964	1,260 sf	\$195k	3/3

▶ A comparison of Pantheon's portfolio, which prioritized relative affordability in high barrier-to-entry markets over the size and age of a home, to that of Altus' appraisal clients, who represent a large portion of the institutional SFR universe, shows that Pantheon's portfolio has similar market rents but a lower cost basis, providing Pantheon with higher rent yields.

Comparison of SFR Holdings (Q2 2023)

	Avg. Age	Avg. Size	Avg. Cost	Avg. Mkt. Rent	Avg. Rent Yield
Altus Comps	19	1,816 sf	\$348k	\$2,216	7.86%
Pantheon	32	1,623 sf	\$299k	\$2,101	8.58%

¹Source: U.S. Census Bureau (2019).

²Source: Bank of America, BLS (Jul 2023).

³Pantheon opinion. There is no guarantee these trends will continue or that the investment thesis will be achieved.

⁴Source: Urban Institute (2023).



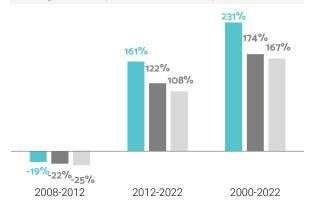
2. Pantheon's Differentiated Focus on Affordable SFR Segment (continued)

Pantheon Rent and Cost Basis Compared to Notable Institutional Operators¹



As the resiliency of lower cost homes continues to prove out because of limited supply and as SFR operators require higher yields to make up for rising borrowing costs, Pantheon expects high demand from institutional buyers for its scaled portfolio upon its election to sell.

Single-Family Home Values by Price Tier²



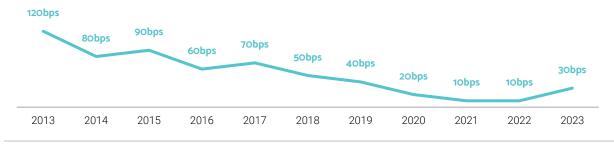




■ 5-35th Percentile ■ 6-64th Percentile ■ 65-95th Percentile

▶ Pantheon believes the evolution of institutional demand for "Class-B/C" apartments (i.e., workforce multifamily) provides an indicative roadmap for the lower-cost (affordable) segment of SFR; early concerns around CapEx and liquidity of workforce multifamily has since given way to widespread institutional acceptance, cap rate compression and high levels of liquidity.

Spread Between Garden and Mid/High-Rise Multifamily Avg. Cap Rates⁴



¹Source: Entera (avg. purchase price in TTM Jun 2023), John Burns Real Estate Consulting (Asking Rents in Jul 2023).

²Source: Zillow.

³Source: John Burns Real Estate Consulting.

⁴Source: Real Capital Analytics (Aug 2023).



3. Overview of Trends Impacting SFR and its Value Proposition

A combination of positive demographic trends, worsening home affordability, and changing lifestyles post-pandemic have created robust demand for SFR.

- ▶ While SFR and multifamily are supported by many of the same tailwinds increasing long-term rentership, demographics and the fallout from COVID-19 have led to an increased preference for detached single-family homes which offer more indoor and outdoor space.
- ▶ The evolution of SFR homes from mom-and-pop to professional management is providing residents with an improved experience, comparable with what Millennials are accustomed to experiencing from multifamily buildings, making the transition from multifamily to SFR easier.

General Rental Demand Drivers

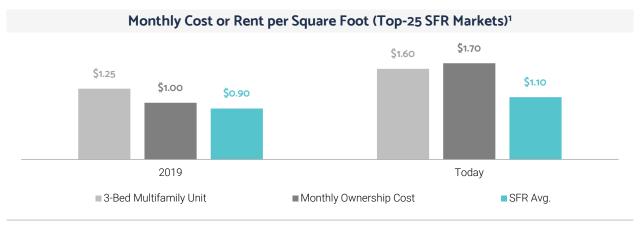
- Preference towards flexibility and spending on experiences
- ➤ Majority of future household formations expected to come from lower-income populations with a higher propensity to rent
- ► Home price growth exceeding wage growth due to supply shortfalls
- ► Tightened home mortgage requirements since the GFC, coupled with rising interest rates
- Low household savings rates and high personal debt
- ▶ Increasing 'aging in-place' trend among seniors, contributing to lower inventory turnover

SFR-Specific Demand Trends

- Millennial family formation
- ► Improving tenant experience (tech enablement and robust vendor networks)
- ► Post-COVID demand for more space (need for home office, yard for pets and kids)
- Work-from-home trends (short work commutes less important, access to suburban amenities becoming more important)
- ► Migration from expensive cities to less dense suburbs in the Sunbelt

SFR provides the highest value on a per-square-foot ("psf") basis when compared to multifamily rentals and home ownership; today, the average cost psf of SFR is 55% less than the average cost to own a home (the SFR psf discount to home ownership averaged just 5% in 2015-2019).

- ➤ The large gap between the monthly cost to own a home and lease an SFR home should help keep a floor under rents and implies a 50% upside case for SFR rents to return to its historical (2015-2019) relationship (assuming no changes to the cost of home ownership).
 - ▶ 65% of SFR homes contain 3+ bedrooms, compared to 11% of multifamily units, minimizing the level of direct competition between the two product types.



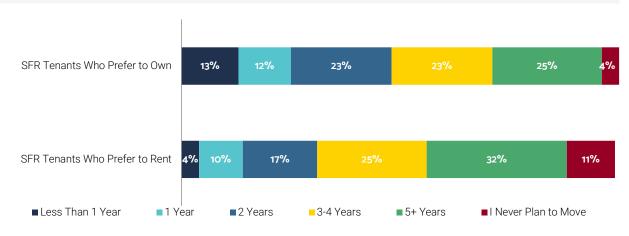
¹Source: REIT disclosures, Green Street assumptions, NAR (Jul 2023). Based on avg. monthly payments for a home after a 20% downpayment. Assumes a high-3% mortgage in 2019 and high-6% rate.



3. Overview of Trends Impacting SFR and its Value Proposition (continued)

The value proposition of SFR is also expected to reduce tenant turnover, leading to lower operating costs / higher operating margins for landlords compared to multifamily, which has an average annual tenant retention rate of just over two years.¹



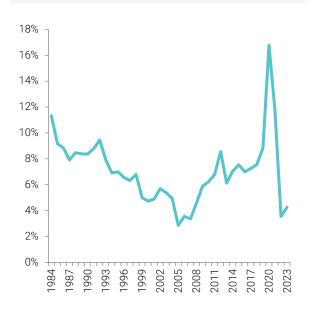


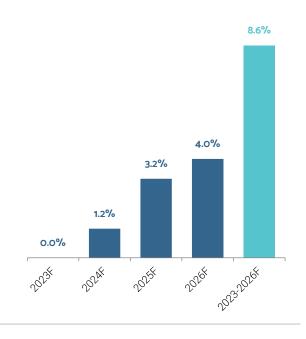
Despite an expected "correction" in the housing market due to rising interest rates, high demand and low supply are keeping home price appreciation positive; 100 economists surveyed by Zillow expect U.S. home prices to be flat in 2023 and then grow by 9% between 2024-2026.

- ▶ Due to inflation, rising interest rates, and the end of federal stimulus (cause of the 2020 spike), household savings are near a 40-year low at 4.3% of income in 2023.
- ▶ The negative impact of low household savings rates on home ownership is made worse by rising home prices, which have increased 121% since the GFC.



Economist Expectations for Home Prices





¹Source: Real Page (Aug 2022).

²Source: John Burns Real Estate Consulting.

³Source: FRED.

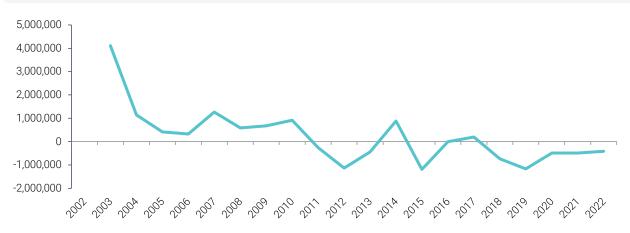


4. Housing Supply Shortage Keeping Values High

Single-family construction, especially of entry-level homes, declined substantially after the GFC and has yet to fully recover; the deficit of annual supply to demand for new housing is running at an estimated range of 100-135k per annum, with an aggregate estimated deficit of 1.7-2.3m units.¹

▶ In 11 of the last 13 years, the growth in the number of U.S. households has exceeded the growth in the number of housing units; given the current deficit, plus projected growth in demand and obsolescence, the U.S. will need an estimated 17.1m new housing units between 2020-2030 to bring supply and demand in balance, highlighting the structural challenges in the housing market.

Spread Between Annual Housing Inventory Growth and Household Formation Growth



The supply shortage of entry-level homes for sale (those most likely to compete for SFR tenants) is particularly acute, as the percentage of homes built with less than 1,800 sf and priced below \$300k has fallen by 10% and 85%, respectively, since 2002.

▶ In 2022, the median price of new homes was \$414k and the median size was 2,486 sf²



¹Source: John Burns Real Estate Consulting, Realtor.com (2023).

²Source: John Burns Real Estate Consulting.



4. Housing Supply Shortage Keeping Values High (continued)

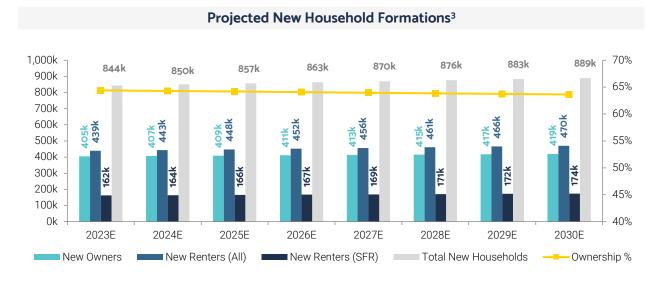
In addition to the shortage of new home supply, the number of existing homes on the market has fallen drastically because most owners do not want to replace their current mortgage with a new one at today's rates, further locking out first-time home buyers.

- ▶ 81% of mortgage borrowers are locked into a rate that is less than 5.00%, while the current average rate for a 30-yr fixed mortgage in the U.S. is 7.52%.^{1, 2}
- ► Total active listings have declined by ~575k units (almost 50%) from June 2019 (pre-COVID) to June 2023, with listings of homes priced below \$350k representing the largest share of the decline.¹
- Availability of lower-cost homes in the re-sale market has been lower than the other price tiers over the last decade and is expected to remain tight in the near term, further bolstering the demand for SFR as the viable alternative.



The number of renter households is expected to increase by \sim 500k per year through 2030, double the expected growth rate of homeowners.

▶ Assuming SFR's market share to be 37% of all renters going forward (5% above the current 32% market share today), Pantheon estimates SFR demand to increase by ~1.3m units by 2030 or ~170k per year (compared to 68k BTR deliveries in the past 12 months, which represented a one-year record).



¹Source: John Burns Real Estate Consulting (2023).

²Source: Bankrate.com (Aug 2023)

³Source: U.S. Census Bureau, Urban Institute, Pantheon projections and opinion.



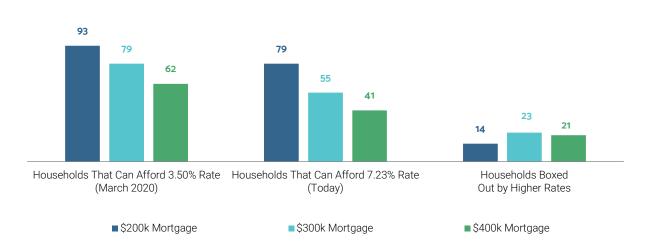
5. Rising Home Ownership Costs Driving Rental Demand

Payments on a new mortgage have increased 96% since March 2020, while incomes have only gained 12%, boxing out an estimated 14-23m people from affording a mortgage (depending on market and purchase price).





Number of Households Able to Afford a Mortgage Payment (in millions)²



Mortgage lending also remains restrained for individuals whose credit profiles are most like that of the typical SFR tenant (low-to-mid 600s FICO score); individuals with FICO scores below 660 account for less than 10% of mortgages today, compared to $\sim 25\%$ before the GFC.³

- As a result of much tighter supply and mortgage availability, the U.S. housing market is much more stable today than pre-GFC.
- ▶ Urban Institute's Housing Credit Availability Index ("HCAI"), which measures the percentage of owner-occupied home purchase loans that are likely to default, was at 21.8 in 2006 but has averaged only 2.7 since 2012.
- ▶ It is also expected that high borrowing costs and limited financing for local home builders will provide a barrier to new supply over the short-term.

¹Source: FRED, NAR. Assumes Avg. 30-year mortgage rate increasing from 3.40% to 7.23%.

²Source: U.S. Census Bureau, Current Population, Pantheon estimates. Assuming 2021 income levels, 30% rent-to-income ratio.

³Source: John Burns Real Estate Consulting, Urban Institute (2023).

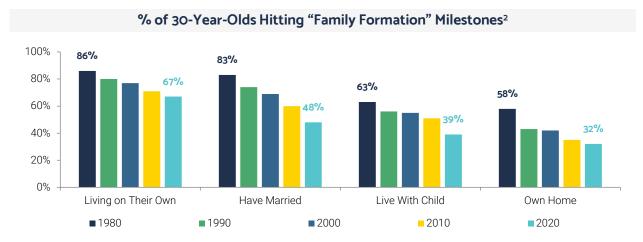


6. Demographic Tailwinds Impacting SFR

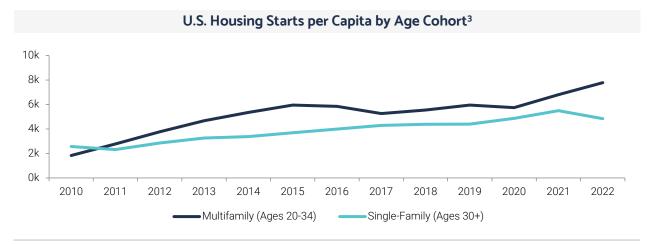
MILLENIALS

Millennials (born between 1981 and 1996) are the largest population cohort in the U.S., totaling 72.4m, and are accelerating demand for single-family homes.

- ▶ Millennials have deferred family formation past the age of 30 more than previous generations, but as Millennials reach the average age of 34+, Pantheon expects a significant pull-through in single-family home demand from Millennials leaving their parents' homes and apartments.
- ► Annual household growth in the U.S. averaged ~2.2m per year from 2019-2021, well above the ~1.5m per year pace averaged in 2017-2019; driven by a pickup in growth among Millennials.¹
 - ➤ The number of households headed by 25–44-year-olds grew by 700k per year in 2016-2021, compared to 195k households between 2011-2016.¹



- ▶ Across the top 25 SFR markets over the next five years, it is estimated that the population aged 25-34 years old, which historically drove demand for urban / multifamily products, will decline by 80%, and the population aged 35-44, or those expected to drive demand for single-family homes, will increase by 35% (2x the national average).¹
 - ▶ Despite this dynamic, new purpose-built SFR ("build-to-rent" or "BTR") housing starts represented only 11% of all rental housing starts in the past year.³



¹Source: Green Street.

²Source: U.S. Census Bureau, John Burns Real Estate Consulting.

³Source: U.S. Census Bureau, BLS, Statista Research Department.

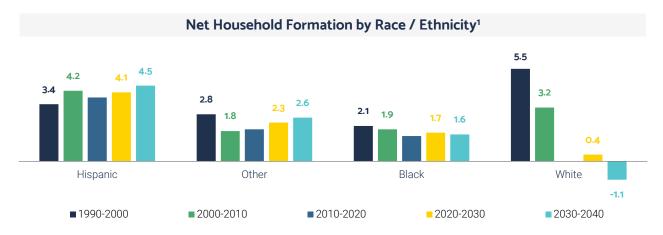


6. Demographic Tailwinds Impacting SFR (continued)

IMMIGRANTS

Immigrants and their children are expected to continue to drive strong demand for SFR housing, as 49% of the children of immigrants in the U.S. rent their home, compared to 33% of children with native-born parents.¹

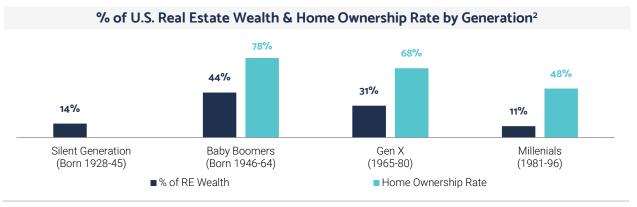
- ▶ While births among U.S.-born mothers have decreased since 1970, births from foreign-born mothers have tripled to almost 1m births annually, driving an overall increase in U.S. births; immigrant families now account for 23% of babies born in the U.S.
- ▶ Between 2020 and 2040, there will be an estimated 9.3m net new renters (an increase of 21%), comprised of 3.8m more Hispanic renters, 2.2m more Black renters, 2.1m more Asian and other ethnic renters, and 1.2m more White renters.



BABY BOOMERS

Millennials and recent immigrants are being crowded out of home ownership by the 70m+ U.S. Baby Boomers (born between 1946 and 1964), who control the highest proportion of real estate wealth, are living longer, and are increasingly able to age-in-place.

- ▶ Americans aged 65 and older are about 2x more likely to be homeowners than Americans under the age of 35 and approximately 48% of 25- to 34-year-olds own homes today, compared to 50% of 25- to 34-year-olds in 1960.²
- ▶ Baby Boomers are bucking the trend of previous generations who sold their homes late in life, which results in less home availability for Millennial buyers; the share of seniors that reported difficulty caring for themselves has fallen by 39% from 2007-2021, made possible by improved healthcare, home renovations, and increasingly prevalence of e-commerce / delivery services.³



¹Source: Urban Institute (2021).

²Source: U.S. Census Bureau (home ownership, 2023), New York Times (real estate wealth, 2021)

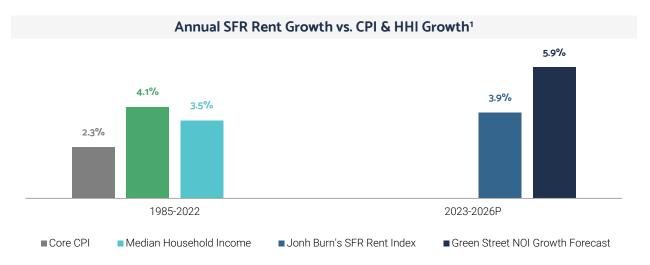
³Source: Redfin survey (Spring 2023).



7. Proven Operating Margins

SFR profit margins benefit from rent growth that has exceeded core inflation, as well as operating characteristics and costs that compare favorably to multifamily operating margins.

▶ Since 1985, SFR asking rent growth has exceeded core CPI, providing an inflation hedge, while remaining below median HHI growth, providing for healthy profit margin and rent-to-income ratios (implying SFR has more runway than multifamily to raise rents).



- ➤ SFR provides a higher value on a psf basis when compared to multifamily rentals and 65% of SFR homes contain 3+ bedrooms vs. only 11% of multifamily units, minimizing the level of direct competition between the two product types.
- ➤ SFR benefits from no on-site staffing requirement and lower instances of tenant turnover (46% in multifamily vs. <30% for SFR).

Average Operating P&L Comparison

	Garden-Style Multifamily ²	Single-Family Rentals ³
Gross Potential Rent (Per Unit)	\$1,367	\$2,171
Gross Potential Rent (Per SF)	\$1.43	\$1.27
Vacancy Loss (% of GPR)	5%	4%
Collection Loss (% of GPR)	1%	2%
Concession Loss (% of GPR)	1%	0%
OpEx Margin	40%	31%
NOI Margin	60%	69%

¹Source: John Burns Real Estate Consulting, Green Street.

²Source: National Apartment Association 2021 survey of properties with individual meters / recovery systems, plus sector average 2022 inflation as reported by Green Street (1.5% revenue, 5.1% OpEx).

³Source: Altus Q2 2023 valuation comps.



MPORTANT DISCLOSURE

This document and the information contained herein has been prepared by Pantheon and is the proprietary information of Pantheon; it may not be reproduced, provided or disclosed to others, without the prior written permission of Pantheon. For this purpose, "Pantheon" means the Pantheon operating entity that prepared and/or is distributing this document to the recipient. Pantheon operating entities are: Pantheon Ventures Inc. and Pantheon Ventures (US) LP which are registered as investment advisers with the U.S. Securities and Exchange Commission ("SEC"), Pantheon Securities LLC, which is registered as a limited purpose broker-dealer with the SEC and is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"), Pantheon Ventures (UK) LLP which is authorised and regulated by the Financial Conduct Authority ("FCA") in the United Kingdom, Pantheon Ventures (Ireland) DAC which is regulated by the Central Bank of Ireland ("CBI") and is an appointed representative of Pantheon Ventures (UK) LLP in respect of activities carried on in the United Kingdom, Pantheon Ventures (HK) LLP which is regulated by the Securities and Futures Commission ("SFC") in Hong Kong a corporation licensed by the SFC to conduct Type 1 (dealing in securities) and Type 4 (advising in securities) regulated activities and Pantheon Ventures (Asia) Limited, registered as a Type II Financial Instruments Business and Investment Advisory and Agency Business Operator under the registration entry "Director General of the Kanto Local Finance Bureau (Financial Instruments Business Operator) No. 3138" under the Financial Instruments and Exchange Act of Japan (the "FIEA") and a regular member of the Type II Financial Instruments Firms Association of Japan and Japan Investment Advisers Association. The registrations and memberships referred to above in no way imply any level of skill or training or that the SEC, FINRA, SIPC, FCA, CBI, SFC, the Type II Financial Instruments Firms Association of

In the EEA, this document is distributed by Pantheon Ventures (Ireland) DAC to persons who are professional clients within the meaning of the EU Markets in Financial Instruments Directive (Directive 2014/65/EU) ("MIFID"). Any investment product to which this document relates may not be advised on, offered or sold in EEA member states to retail investors within the meaning of Regulation (EU) No 1286/2014 of 26 November 2014 on key information documents for packaged retail and insurance-based investment products ("PRIIPS Regulation") and no key information document (within the meaning of the PRIIPS regulation) will be produced in relation to any such investment product.

In Hong Kong, this document is distributed by a licensed representative of Pantheon Ventures (HK) LLP to persons who are Professional Investors as defined in Schedule 1 to the Securities and Futures Ordinance of Hong Kong.

In Japan this document is provided by Pantheon Ventures (Asia) Limited, to "Professional Investors" (tokutei toshika) as defined in Article 2, paragraph 31 of the FIEA.

In the U.S. and Canada, this document is prepared by Pantheon and is distributed by Pantheon Securities LLC, with respect to funds managed or advised by Pantheon or its affiliates. Furthermore, this material is an institutional communication intended solely for institutional investors, as defined by FINRA. Materials related to potential managed accounts that carry out similar strategies to those discussed herein are distributed by Pantheon Ventures (US) LP in the U.S. and Canada. The distribution of this document in Canada is restricted to recipients that are qualified "permitted clients" for purposes of NI 31-103 and "accredited investors" for purposes of NI 45-106.

In the United Kingdom, this document is distributed by Pantheon Ventures (UK) LLP to persons who are both (i) professional clients within the meaning of MIFID and within the meaning of Article 2(1)(8) of Regulation (EU) No. 600/2014, as retained in UK law and amended ("UK Professional Clients") and (ii) persons who are professional investors as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or who are persons falling within any of the categories of persons described in Article 49(2)(a) to (d) of that Order, or (iii) persons to whom this document may otherwise lawfully be communicated. Any investment product to which this document relates is not intended for retail investors (within the meaning of Article 4 of the PRIIPS Regulation, as retained in UK law and amended ("UK PRIIPS Regulation") and will be offered in the UK only to persons who are UK Professional Clients. No key information document (within the meaning of the UK PRIIPS Regulation) will be produced in relation to any such investment product.

In Australia, this document is distributed by Pantheon Ventures (UK) LLP only to persons who are wholesale clients under section 761G of the Corporations Act 2001 (Cth) ("Wholesale Clients"). By receiving this document in Australia, you represent and warrant that you are a Wholesale Client. Pantheon Ventures (UK) LLP is exempt from the requirement to hold an Australian financial services licence under the Corporations Act 2001 (Cth) in relation to any financial services provided in Australia to Wholesale Clients under ASIC Class Order 03/1099. Pantheon Ventures (UK) LLP is regulated by the FCA under the laws of England and Wales, which differ from Australian laws. Pantheon Ventures (UK) LLP relies on the Australian Corporations (Repeal and Transitional Instrument) 2016/396 which grants transitional continuance relief to foreign financial services providers relying on Australian Class Order 03/1099 in order to provide financial services to Wholesale Clients in Australia.

In other countries, this document is distributed by Pantheon, or on Pantheon's behalf by a third-party distributing agent, only to persons which are institutional investors to whom this document can be lawfully distributed without any prior regulatory approval or action. This document is provided to the intended party only and may not be shared, in whole or in part, or distributed without the express written consent of Pantheon.

By accepting this document, you acknowledge and agree that this material is provided for your use only and that you will not distribute or otherwise make this material available to any other person without the prior written permission of Pantheon.

Important information regarding: Opening a new "Account"

To help the government fight the funding of terrorism and money laundering activities, federal law requires all financial institutions to obtain, verify, and record information that identifies each customer who opens an account. What this means for you: When you open an account, Pantheon may ask for documents or information related to your principal place of business, local office or other physical location; taxpayer identification number; and other documents demonstrating your lawful existence such as certified articles of incorporation, a government-issued business license, a partnership agreement, or a trust instrument, and other identifying documents.



IMPORTANT DISCLOSURE

This document is a marketing communication and has not been prepared in accordance with legal requirements designed to promote the independence of investment research and is not subject to any prohibition on dealing ahead of the dissemination of investment research. Nothing in this document constitutes an offer or solicitation to invest in a fund managed or advised by Pantheon or any of its affiliates or recommendation to purchase any security or service. This material is qualified in its entirety by the information contained in any investment product's offering documents or the governing documents of a separately managed account, including any prospectus or other offering memorandum related thereto (collectively, a "Prospectus") and any governing document of such product or account. Furthermore, this material is an institutional communication intended for institutional recipients. Any offer or solicitation of an investment in an investment product may be made only by delivery of the investment product's Prospectus to qualified investors. Prospective investors should rely solely on the Prospectus and governing documents of any investment product in making any investment decision. The Prospectus contains important information, including, among other information, a description of an investment product's risks, objectives, investment program, fees and expenses, and should be read carefully before any investment decision is made. An investment in an investment product is not suitable for all investors. The information contained in this document has been provided as a general market commentary only and does not constitute any form of legal, tax, securities or investment advice. It does not take into account the objectives, financial situation, risk tolerance, attitude to risk and investment restrictions of any persons, which are necessary considerations before making any investment decision. Unless stated otherwise all views expressed herein represent Pantheon's opinion. The general opinions and information contained in this document should not be acted or relied upon by any person without obtaining specific and relevant legal, tax, securities or investment advice. Certain information included in this document is derived from third-party sources that are believed by Pantheon to be reliable, but Pantheon does not guarantee their accuracy or completeness. The information contained in this document is current as of the dates indicated, however Pantheon does not undertake to update this document, and the information and views discussed may change without notice. Legal, accounting and tax restrictions, transaction costs and changes to any assumptions may significantly affect the economics and results of any transaction or investment. In general, alternative investments such as private equity, infrastructure and real assets, or private debt/credit involve a high degree of risk, including potential loss of principal invested. These investments can be highly illiquid, charge higher fees than other investments, and typically do not grow at an even rate of return and may decline in value. These investments are not subject to the same regulatory requirements as registered investment products. In addition, past performance is not indicative of future results. Future performance is not guaranteed and a loss of principal may occur. Market and exchange rate movements may cause the capital value of investments, and the income from them, to go down as well as up and an investor may not get back the amount originally invested. This document may include "forward-looking statements" that can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "estimate," "intend," "continue," or "believe" or the negatives thereof or other variations thereon or comparable terminology. All projections, forecasts or related statements or expressions of opinion are forward-looking statements. Although Pantheon believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct, and such forward-looking statements should not be regarded as a guarantee, prediction or definitive statement of fact or probability.

Portfolio, volatility or return targets or objectives, if any, are used solely for illustration, measurement or comparison purposes and as an aid or guideline for prospective investors to evaluate a particular investment product's strategies, volatility and accompanying information. Such targets or objectives reflect subjective determinations of an Investment Manager based on a variety of factors including, among others, the investment product's investment strategy and prior performance (if any), volatility measures, portfolio characteristics and risk, and market conditions. Volatility and performance will fluctuate, including over short periods, and should be evaluated over the time period indicated and not over shorter periods. Performance targets or objectives should not be relied upon as an indication of actual or projected future performance. Actual volatility and returns will depend on a variety of factors including overall market conditions and the ability of an Investment Manager to implement an investment product's investment process, investment objectives and risk management.

Potential investment program risks

- Pantheon's investment strategies relate to investments in private funds investing in alternative investments such as private equity, infrastructure and real assets, or private debt/credit, or direct real estate, or other direct investments in such alternative investments. In general, such alternative investments involve a high degree of risk, including potential loss of principal invested. These investments can be highly illiquid, charge higher fees than other investments, and typically do not grow at an even rate of return and may decline in value. These investments are not subject to the same regulatory requirements as registered investment products. An investment in a fund investing in alternative investments involves a high degree of risk. Such investments are speculative, subject to high return volatility and will be illiquid on a long-term basis. Investors may lose their entire investment.
- Managers of funds investing in alternative assets typically take several years to invest a fund's capital. Investors will not realize the full potential benefits of the investment in the near term, and there will likely be little or no near-term cash flow distributed by the fund during the commitment period. Interests may not be transferred, assigned or otherwise disposed of without the prior written consent of the manager or general partner.
- ► Funds investing in alternative assets are subject to significant fees and expenses, typically, management fees and a 20% carried interest in the net profits generated by the fund and paid to the general partner, manager or an affiliate thereof. Investments in such funds are affected by complex tax considerations.



IMPORTANT DISCLOSURE

- ▶ Funds investing in alternative assets may make a limited number of investments. These investments involve a high degree of risk. In addition, funds may make minority investments where the fund may not be able to protect its investment or control, or influence effectively the business or affairs of the underlying investment. The performance of a fund may be substantially adversely affected by a single investment. Private fund investments are less transparent than public investments and private fund investors are afforded fewer regulatory protections than investors in registered funds or registered public securities.
- Investors in funds investing in alternative assets are typically subject to periodic capital calls. Failure to make required capital contributions when due will cause severe consequences to the investor, including possible forfeiture of all investments in the fund made to date. A material number of investors failing to meet capital calls could also result in the fund failing to meet a capital call applicable to participating in an investment. Such a default by the fund could lead to the permanent loss of all or some of the applicable fund's investment, which would have a material adverse effect on the investment returns for non-defaulting investors participating in such investment.
- ▶ Governing investment documents or the related Prospectus or the managed account agreement, as the case may be, are not reviewed or approved by federal or state regulators and privately placed interests are not federally or state registered.
- ▶ Fees and expenses which may be substantial regardless of any positive return will offset an investment product's profits. If an investment product's investments are not successful, these fees and expenses may, over a period of time, deplete the net asset value of the investment product.
- Pantheon and its affiliates may be subject to various potential and actual conflicts of interest.
- ▶ An investment product may employ investment strategies or techniques aimed to reduce the risk of loss which may not be successful.

The above summary is not a complete list of the risks, tax considerations and other important disclosures involved in investing in an investment product and is subject to the more complete disclosures in such investment product's Prospectus and/or managed account agreement, and/or governing documents of any investment product which must be reviewed carefully prior to making any investment in such investment product.

Pantheon has taken reasonable care to ensure that the information contained in this document is accurate at the date of publication. However, no warranty or guarantee (express or implied) is given by Pantheon as to the accuracy of the information in this document, and to the extent permitted by applicable law, Pantheon specifically disclaims any liability for errors, inaccuracies or omissions in this document and for any loss or damage resulting from its use.

Any reference to the title of "Partner" in these materials refers to such person's capacity as a partner of Pantheon Ventures (UK) LLP. In addition, any reference to the title of "Partner" for persons located in the United States refers to such person's capacity as a limited partner of Pantheon Ventures (US) LP.

Copyright © Pantheon 2023. All rights reserved.