

## Executive Summary

RIN II Ltd. (the "**Issuer**" or "**RIN II**"), an exempted company incorporated with limited liability in the Cayman Islands, is a new investment fund managed by RREEF America L.L.C. (the "**Portfolio Advisor**"), an investment advisor subsidiary of Deutsche Asset Management ("**DeAM**"). The Issuer's objective will be to generate attractive risk adjusted returns by making investments in private infrastructure debt. RIN II will be a successor investment fund to RIN Ltd. ("**RIN I**"), which is currently managed by the Portfolio Advisor. RIN II intends to follow a strategy similar to that of RIN I. RIN I has invested approximately \$450 million across 38 distinct Obligor, from inception in November 4, 2014 through November 30, 2017, and has and will continue to invest and reinvest in private infrastructure debt through its RIN II Reinvestment Period. In addition, the Portfolio Advisor has demonstrated the ability to source attractive loans in the primary market, with 77% of RIN I's portfolio (as of November 30, 2017) comprised of loans sourced in the primary market.<sup>2</sup>

The Issuer's investments will be funded by equity capital received from investors in the Preferred Shares being offered hereby and from debt financing, which is expected to occur in two phases, as described below. RIN II will seek to generate a Target Equity IRR of 12%-15%<sup>3</sup> comprised predominantly of current yield for the Preferred Shares. For individual portfolio investments, the target rate of return will be commensurate with the assessed degree of risk.

To provide a significant alignment of interest with investors in Preferred Shares and to comply with any applicable risk retention requirements then in effect, the Retention Holder intends to purchase, and retain, not less than 5% (or any other amount that is sufficient for the Issuer to comply with the requirements imposed pursuant to the US (to the extent applicable) and EU Risk Retention Rules) of the Preferred Shares, the loans comprising the Initial Facility and the Issuer's securities issued pursuant to the Refinancing during the life of such Refinancing Securities.

Initially, on the date of issuance of the Preferred Shares, the Issuer will enter into the Initial Facility in a maximum aggregate outstanding principal amount up to \$168,425,000, which may be increased up to an amount up to \$463,168,750 subject to satisfaction of certain conditions described herein. During the term of the Initial Facility, the Preferred Share Purchasers will be required to fund their Capital Commitment in capital contributions.

During an 18 month ramp-up period (the "**Ramp-Up Period**"), subject to the availability of financing under the Initial Facility, the Issuer intends to accumulate a portfolio of private infrastructure loans of at least \$375 million which represents 75% of the portfolio's targeted aggregate principal amount of approximately \$500 million (the "**Target Principal Balance**"). During the Ramp-Up Period, the portfolio will be funded by the proceeds of the Initial Facility and the Contributions.

After the Preferred Share Issuance Date and during the term of the Initial Facility, the Issuer may issue Additional Preferred Shares in accordance with the terms of the PS Issuing and Paying Agency Agreement and the PS Purchase Agreement. Following the Ramp-Up Period, the Issuer intends to enter into a Refinancing of the Initial Facility by issuing tranching, floating rate (and possibly fixed-rate) Refinancing Securities and, subject to the satisfaction of the applicable conditions set forth in the Transaction Agreements, issue additional debt and/or increase the Aggregate Capital Commitment (as defined below). However, the occurrence of such Refinancing and the issuance of additional debt and/or increase in the Aggregate Capital Commitment will depend on market conditions, the satisfaction of requisite approvals and a number of other factors.

<sup>2</sup> Past performance is not necessarily indicative of future results.

<sup>3</sup> The target return of the Preferred Shares is net of the Issuer's Advisory Fees, expenses, performance fees, portfolio company taxes, taxes payable by the Issuer and related withholding taxes from portfolio investments. There can be no assurance that the assumptions underlying the target returns of the Preferred Shares will prove to be accurate. There can be no assurance that any favorable return of the Preferred Shares will be met or that significant losses on the Preferred Shares will be avoided. The projections contained herein are subject to a number of assumptions and uncertainties and may or may not be realized, including that a CLO refinancing is completed on favorable terms. Please refer to Section 12 "Certain Risk Factors" and Section 13 "Conflicts of Interest" for further important information relating to target returns of the Preferred Shares.