



OPEROSE
C A P I T A L

Nelson's Retreat Project

Apartment Hotel | Caribbean Island of Antigua & Barbuda

Investor Presentation

September 2016 | Strictly Confidential: Not for distribution

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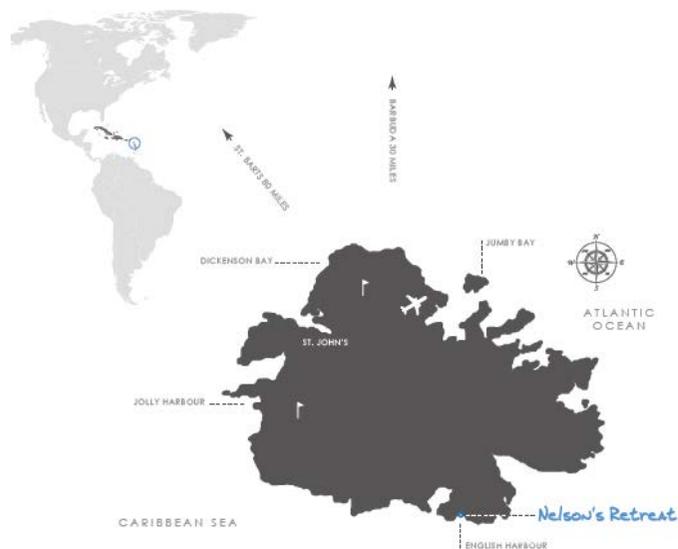
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Nelson's Retreat

THE OPPORTUNITY

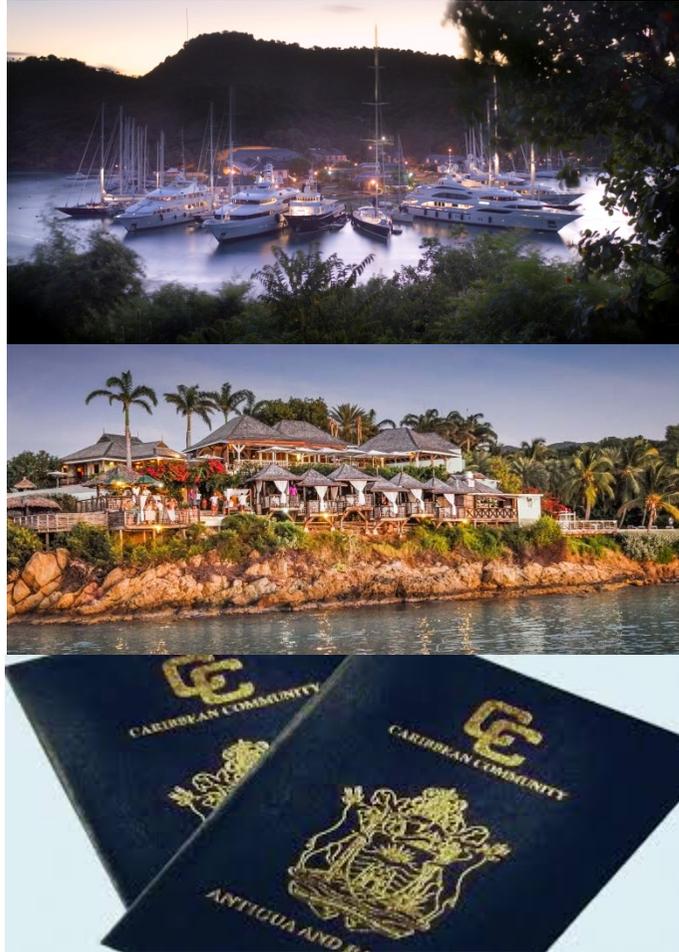
Operose Capital presents a remarkable opportunity to participate in the development of Nelson's Retreat, a waterfront apartment hotel project situated at the epicenter of the famous English Harbour in the Caribbean island of Antigua.

Nelson's Retreat is supported by:

- a) a strong development team,
- b) micro and macro-economic factors of a prime touristic destination,
- c) Citizenship by Investment Program ("CIP") approved status, and access to global CIP sales network,
- d) Superior returns with controlled risk profile.

Nelson's Retreat is a strong and sound investment that is well positioned to provide the investor with:

- a) superior investor returns with a projected investor **net IRR exceeding 25%** (after profit sharing and fund expenses) at a **multiple exceeding 1.5x** and exit within a period of **2.5 to 3 years**; and
- b) eligibility for **investor and family** to obtain, subject to Government due diligence, the **Citizenship** of Antigua & Barbuda within **12 weeks**.



Nelson's Retreat

INVESTMENT FUNDAMENTALS

Why Antigua & Barbuda Apartment Hotel

- Antigua is a prime touristic destination in the Caribbean. The UK, Europe, and North America are the strongest performing markets for tourism in Antigua.
- Easily accessible from its primary tourism source. The newly inaugurated VC Bird International Airport welcomes daily and/or regular direct flights from London, New York, Miami, Atlanta, Charlotte, Toronto, Montreal, Frankfurt and other international cities as well as most regional destinations. Visitor Arrivals by air to Antigua grew by 14% in 2016.
- Antigua has six ports of entry for yachts, the primary hubs for luxury yachts being English Harbour and Falmouth Harbour.
- Over one hundred Yachts participate every year in the Sailing Week, an event that is considered one of the world's major sailing events and the granddaddy of Caribbean regattas, with the main event being held at English Harbour.
- Luxury hotel market-capacity in Antigua is currently at around 3,000 beds and operating at 69% average annual occupancy.
- Room revenue grew 9.2% in the last 5 years for independent boutique hotels compared to 6.6% for traditional branded hotels.
- Wellness travel growing 50% faster than regular travel.
- Increase in demand for second and vacation homes for the aging North American baby-boomers.
- The Citizenship by Investment Program of Antigua & Barbuda is an exciting opportunity. It was introduced in 2013 in order to encourage resort development and attract new investors and residents to the independent British Commonwealth nation.
- An investment into an approved business, such as Operose Capital ATG Investors Limited, or a property purchase into an approved project, such as Nelson's Retreat, permits application to the Citizenship by Investment Program for investor/purchaser and eligible family members. While the program requires all applicants to undergo a thorough background check, approval usually takes about 12 weeks.

Nelson's Retreat

PROJECT OVERVIEW

Property and Location

One of the most exciting elements of Nelson's Retreat Apart-Hotel is its exclusive location in English Harbour, an international yachting mecca and luxury Caribbean hotspot. The property comprises 24 spacious studio apartments inspired by their incredible waterfront location, each constructed to bring more natural light, sound and texture inside, inviting the calm of the water and million-dollar views over the historic Nelson's Dockyard into our living spaces.

Nelson's Retreat is a 'Smart Hotel', a new generation property designed to offer immersive travel experiences in a design-led, high-tech, boutique property.

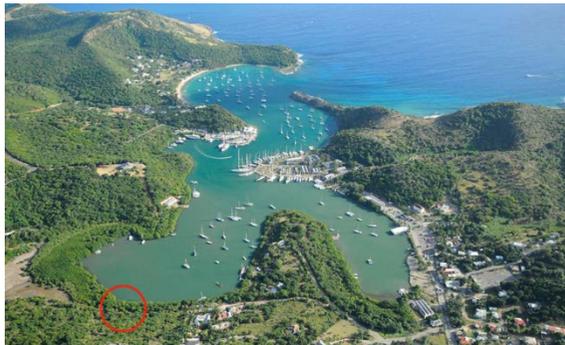
Land:	0.5 acres (2,000 sq.m)
Units:	24 ultra-modern apartments with unique harbour views
Common:	Pools, terraces, lounge, gymnasium
Ownership:	Free-hold of full apartment unit

Citizenship

Nelson's Retreat offers freehold whole-ownership of Apartments and gives Apartment buyers the right to apply for *Citizenship* of Antigua & Barbuda under *Citizenship by Investment Program: Investment in an Approved Project Option*.



Illustration of hotel lower level units



Aerial view of English Harbour. Property location in red marker



View from property overlooking English Harbour



Nelson's Retreat

INVESTMENT TERMS & FEE STRUCTURE

KEY COMMERCIAL TERMS

Target Total Raising:	USD	3,200,000	
Minimum subscription:	USD	100,000	<i>(Not eligible to apply for Citizenship)</i>
	USD	400,000	<i>(Is eligible to apply for Citizenship)</i>
Investment Manager:	Operose Capital		
Investment type:	Real estate development of single apartment hotel in the Caribbean island of Antigua		
Offering period:	Target close on 31-Jan-2017		
Form of Investment:	Subscription in "Participating Shares" (None Voting) of Operose Capital CYM Investors (I) Limited (the "Fund"), a Cayman Islands Exempted Company Limited by Shares.		
Target Net Investor IRR:	≥ 25% (≥ 1.5x multiple)		
Target Exit Period:	2.5 to 3 years		
Target Annual Dividend:	12.5% per annum distributed quarterly or semi-annually		
Hurdle/Preferred Rate:	12.5%		
Security:	Investors will share ownership of land and hotel development proportional to their number of shares		
Citizenship Eligibility:	For Investor who subscribes for USD 400,000 or more, the Investor and his family are eligible to apply for citizenship of Antigua & Barbuda under Citizenship by Investment Program: Approved Business Investment option ; and may receive citizenship within 12 weeks, subject to paying additional Government Application and Due Diligence Fees.		

FEE STRUCTURE

Subscription Fee:	1% one-time on Subscription Amount
Management Fee:	1.35% per annum on Subscription Amount
Carried Interest:	25%, with catch-up, above Hurdle/Preferred Rate of 12.5%

The investment will be structured by subscribing in Participating Shares (non-voting) of **Operose Capital CYM Investors (I) Limited** (the “Fund”), a Cayman Islands Exempted Company Limited by Shares, to provide a tax efficient investment with current projections for equity investors.

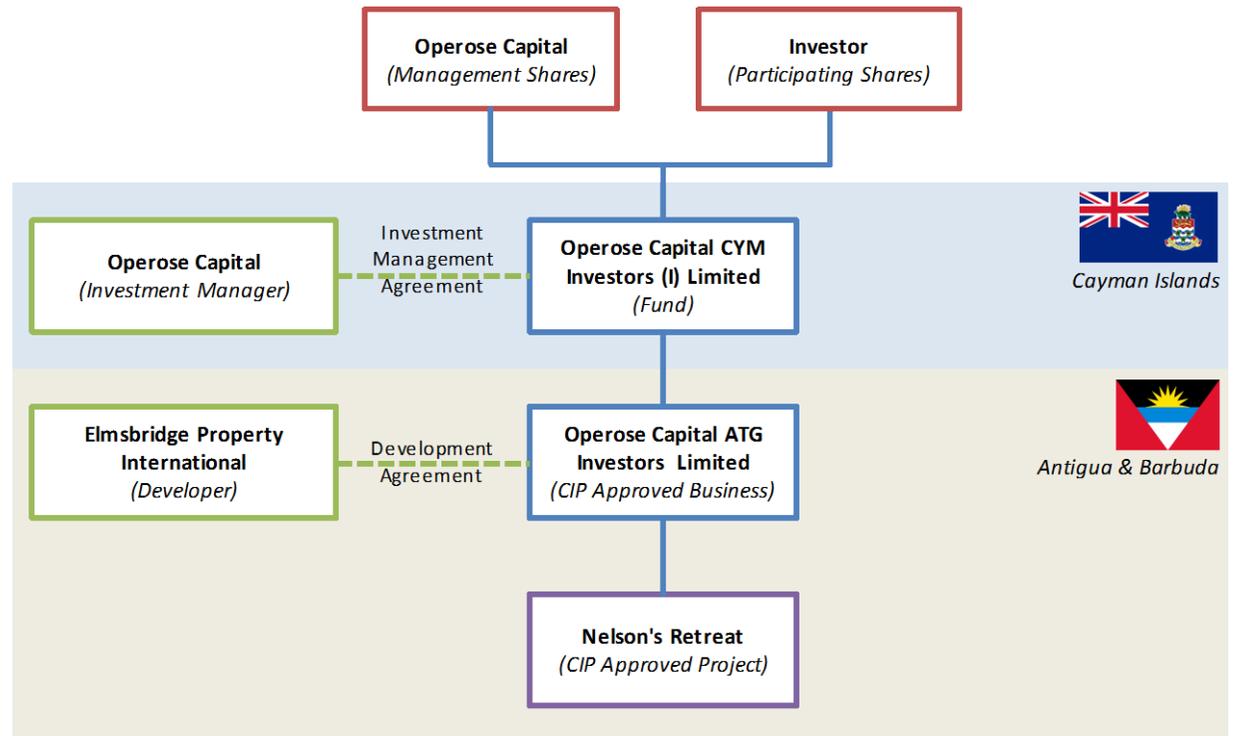
The Fund will be managed by Operose Capital, which will act as the Investment Manager through an investment management agreement with the Fund, and will hold 100% of Management Shares (voting) in the Fund.

The Fund will invest in Nelson’s Retreat Development through **Operose Capital ATG Investors Limited** (the “Approved Business”), an investment vehicle incorporated in Antigua and Barbuda which is or will be:

- a) granted a status of Approved Business under the Citizenship by Investment Program, thus allowing eligible investors to apply and receive citizenship within 12 weeks, and
- b) benefiting from tax and other concessions applied for and supported by the government of Antigua & Barbuda in order to maximize investor returns.

Nelson’s Retreat

INVESTMENT DEAL STRUCTURE



The target is to provide investors with a quarterly distribution comprising 12.5% p.a. (Preferred Return) on their Subscription Amount starting first year after closing, in addition to return of their initial Subscription Amount in distributions as quickly and as permitted by the underlying investment cash flows.

At the end of the term, the fund will distribute the remaining Subscription Amount along with investor carried interest to the investors. The targeted investor **net IRR (post fund expenses and investment manager carried interest) is exceeding 25% p.a.** in a period of **2.5 years**.

The projected investors' cash flows are driven by the cash flows of the underlying investment in Nelson's Retreat Development which are based on conservative cost and sales projections (see page 11).

Nelson's Retreat

INVESTORS' PROJECTED CASH FLOW & RETURNS

OUT FLOW:	Total Subscription	<u>(USD 3,200,000)</u>
IN FLOW:	Return of Subscription	USD 3,200,000
	Preferred Return	811,050
	Investor Carried Interest	979,527
	Total Inflow	<u>USD 4,990,577</u>
NET CASH FLOW:		<u>USD 1,790,577</u>
PROJECTED INVESTORS' NET IRR		26.34%
PROJECTED INVESTORS' MULTIPLE		x 1.56
INVESTMENT HORIZON		2.5 to 3 years

Quarter No.	Year 1				Year 2				Year 3		Total
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	
Subscription Amount	(3,200,000)	-	-	-	-	-	-	-	-	-	(3,200,000)
Total Investors' Outflow	(3,200,000)	-	-	-	-	-	-	-	-	-	(3,200,000)
Return of Subscription Amount	-	-	-	-	-	-	160,132	762,996	840,010	1,436,861	3,200,000
Preferred Return	-	100,000	100,000	100,000	100,000	100,000	100,000	94,996	71,152	44,902	811,050
Investor Carried Interest	-	-	-	-	-	-	-	-	-	979,527	979,527
Total Investors Inflows	-	100,000	100,000	100,000	100,000	100,000	260,132	857,992	911,163	2,461,290	4,990,577
Net Investors' Cashflows	(3,200,000)	100,000	100,000	100,000	100,000	100,000	260,132	857,992	911,163	2,461,290	1,790,577



The Fund will receive a total of \$3.2MM in Subscriptions from investors, and will invest \$3.0MM into Nelson's Retreat Development. The balance of \$0.2M is retained in the fund to cover fund expenses during the initial investment period.

Nelson's Retreat

FUND SOURCES & USES SUMMARY

SOURCES	
Subscription Amount	3,200
Return of Investment in Nelson's	3,000
Fund Share of Profit form Nelson's	2,760
Total Sources	8,960

USES	
Investment in Nelson's Retreat	(3,000)
Fund Expenses	(373)
Return of Subscription Amount	(3,200)
Distribution of Profit to Investors	(1,791)
Distribution of Profit to Investment	(597)
Total Uses	(8,960)

The adjacent table sets out a summary of the expected cash flow and returns for the minimum investment ticket of USD100,000.

The below table illustrates the distribution and timing of such cash flows.

Nelson's Retreat

INVESTOR'S CASE (SUBSCRIPTION AMOUNT - USD100,000)

OUT FLOW:	No. Of participating shares	100
	Subscription price per share	USD 1,000
	Total Subscription	(USD 100,000)
IN FLOW:	Return of Subscription	USD 100,000
	Preferred Return	25,345
	Investor Carried Interest	30,610
	Total Inflow	USD 155,956
NET CASH FLOW:		USD 55,956
PROJECTED INVESTORS' NET IRR		26.34%
PROJECTED INVESTORS' MULTIPLE		x 1.56
INVESTMENT HORIZON		2.5 to 3 years

Quarter No.	Year 1				Year 2				Year 3		Total
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	
Subscription Amount	(100,000)	-	-	-	-	-	-	-	-	-	(100,000)
Total Investors' Outflow	(100,000)	-	-	-	-	-	-	-	-	-	(100,000)
Return of Subscription Amount	-	-	-	-	-	-	5,004	23,844	26,250	44,902	100,000
Preferred Return	-	3,125	3,125	3,125	3,125	3,125	3,125	2,969	2,224	1,403	25,345
Investor Carried Interest	-	-	-	-	-	-	-	-	-	30,610	30,610
Total Investors Inflows	-	3,125	3,125	3,125	3,125	3,125	8,129	26,812	28,474	76,915	155,956
Net Investors' Cashflows	(100,000)	3,125	3,125	3,125	3,125	3,125	8,129	26,812	28,474	76,915	55,956

PROJECT SOURCES & USES SUMMARY

SOURCES	
Investment from Fund	3,000
Unit Sales	11,798
Total Sources	14,798

USES	
Land acquisition	1,200
Construction & Finishing	4,820
Development Overhead	1,000
Sales & Marketing	1,625
Legal & Consulting	136
Inflation and Contingencies	145
Return of Equity	3,000
Fund Share of Profit	2,760
Developer Share of Profit	113
Total Uses	14,798

Nelson's Retreat

PROJECT CASH FLOW SUMMARY

PROJECT COST SCHEDULE

Quarter No.	Year 1				Year 2				Year 3		Total
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	
Land acquisition	(1,080)	-	-	-	-	-	-	-	-	(120)	(1,200)
Construction & Finishing	-	(440)	(560)	(411)	(274)	(536)	(817)	(971)	(811)	-	(4,820)
Development Overhead	-	(150)	(150)	(130)	(110)	(110)	(100)	(90)	(80)	(80)	(1,000)
Sales & Marketing	(75)	(81)	(12)	(59)	(108)	(156)	(208)	(245)	(231)	(450)	(1,625)
Legal & Consulting	(122)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(2)	(136)
Inflation and Contingencies	-	(13)	(17)	(12)	(8)	(16)	(25)	(29)	(24)	-	(145)
Total Operating Outflows	(1,277)	(685)	(740)	(614)	(502)	(820)	(1,151)	(1,337)	(1,147)	(652)	(8,925)

PROJECT SALES REVENUE SCHEDULE

Quarter No.	Year 1				Year 2				Year 3		Total	
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2		
Sales (Units)	-	1	2	3	4	5	5	4	-	-	24	
Average Sales Price (Per Unit)	465	465	465	465	488	488	513	513	513	513	492	
Sales Inflow												
Sales Deposit	10%	-	47	93	140	195	244	256	205	-	-	1,180
Approval in principle of citizenship	27%	-	-	-	126	251	377	527	659	692	554	3,186
Foundations	23%	-	-	-	105	209	314	439	549	577	461	2,655
Roof and building envelope	23%	-	-	-	105	209	314	439	549	577	461	2,655
Practical completion	14%	-	-	-	-	-	-	-	-	-	1,593	1,593
30 day hold back	4%	-	-	-	-	-	-	-	-	-	531	531
Total Sales Inflow	-	47	93	474	865	1,249	1,662	1,963	1,846	3,600	11,798	

NET OPERATING CASH FLOW SCHEDULE

Quarter No.	Year 1				Year 2				Year 3		Total
	Q1	Q2	Q3	Q4	Q1	Q2	Q3	Q4	Q1	Q2	
Operating Inflows	-	47	93	474	865	1,249	1,662	1,963	1,846	3,600	11,798
Operating Outflows	(1,277)	(685)	(740)	(614)	(502)	(820)	(1,151)	(1,337)	(1,147)	(652)	(8,925)
Net Quarter Operating Cash Flow	(1,277)	(639)	(647)	(140)	363	429	512	626	699	2,949	2,873
Cumulative Operating Cash Balance	(1,277)	(1,916)	(2,563)	(2,703)	(2,340)	(1,911)	(1,400)	(774)	(75)	2,873	

As shown above, the maximum operating cash deficit, excluding equity, is \$2.7MM. Given that all sales projections and cost schedules are conservative and carefully reviewed, the Investment Manager believes that an equity investment of \$3MM from the fund into Nelson's Retreat Development is optimum to achieve the required operational and investment results.



Nelson's Retreat

RISKS

Operose Capital recognizes and understands development, construction and sales risks; for that purpose, we were diligent in identifying and selecting the adequate developer, construction contractor, quantity surveyor & construction consultant, sales agent, and citizenship sales & processing agent for Nelson's Retreat given its location and nature.



DEVELOPER

- Elmsbridge Property International (www.elmsbridge.com) is a private development and sales company with offices in Antigua & Barbuda.
- Elmsbridge has a team of international professionals that have relocated to Antigua over the last five years.
- The principals of Elmsbridge have significant international experience developing projects in the Americas, Asia, and Europe, and have been active with developments in the Caribbean over the last twenty years.
- The principals of Elmsbridge have successfully marketed and sold in excess of US \$350,000,000 of tourism properties worldwide.
- The principals of Elmsbridge have built and operated over 1,000 rooms in North America and the Caribbean for tourism operations, including two successful boutique hotels.

DESIGN & CONSTRUCTION CONTRACTOR

- Blueprint Development (www.blueprint-development.com) is an Antiguan based design and construction company with European management.
- Blueprint is known for its high level of finish and quality of construction in contemporary tropical design.
- Blueprint has a strong design component with UK and Italian architectural design personnel.
- Blueprint's key construction site personnel have over 25 years of experience with concrete-block construction in Antigua & Barbuda and have worked on a number of the islands existing resorts and hotels.

QUANTITY SURVEYOR & CONSTRUCTION CONSULTANT

- BCQS (www.bcqs.com) is the leading property and development consultancy in the Caribbean region providing its services for five decades.
- BCQS have offices in 30 countries and the organization includes structural and civil engineering departments.
- BCQS are on the approved list of quantity surveyors and appraisers for the majority of major banks in the region including Scotiabank, Royal Bank of Canada, Canadian Imperial Bank of Commerce, Butterfield Bank, Banco Popular, and Barclay's Bank.



Nelson's Retreat

RISKS (CONTINUED)

SALES & CITIZENSHIP PROCESSING AGENT

- Citizens International (www.citizensinternational.com) is a Caribbean-based professional firm offering citizenship investment products in multiple countries and the authorized and legal services required for application and processing of citizenship applicants.
- Citizens International is an Authorized Representative and an Approved Agent of the Antigua Citizenship-by-Investment program, maintaining an office in Antigua.
- The principals of Citizens International have sold citizenship investments to c. 300 international clients including c. 50 to date into the new Antigua citizenship program.
- Citizens International has conducted pre-sales activity for Nelson's Retreat over the last months and has over 60 sub-agency agreements in place worldwide.
- The principals of Citizens International were instrumental in establishing citizenship programs in Canada, St Kitts and Antigua, with the company's presentations to the Antigua Cabinet in 2011 laying the foundations for the current program.
- The principals of Citizens International have successfully processed c. 300 citizenship clients globally including c. 50 to date into the new Antigua citizenship program.
- The fastest time to receive approval in principle in Antigua to date has been 5 weeks (average c. 12 weeks) and the fastest time to receive passport post-approval has been 4 days (average c. 3 weeks).

ABOUT US

Operose Capital is an investment management company, a strategic subsidiary of Operose Holding, registered in Cayman Islands, with offices in New York, Dubai, and Riyadh.

Our name defines who we are and how we transact; we are diligent in performance with high attention to detail. We strive for continuous pursuit of global investment opportunities; we understand our investors' objectives; we capitalize on our knowledge and network of professionals, developers, and service providers to identify remarkable opportunities with superior returns.

INVESTMENT MANAGER



NADER MARDINI

Managing Director & Chief Investment Officer | Co-Founder

Mr. Mardini is the Managing Director and Chief Investment Officer of Operose Capital. He is one of the founding partners of the company.

Mr. Mardini is also a board member and Managing Director of Operose Holding and a board member of several real estate development companies in the Middle East and abroad. He has more than 20 years of extensive experience in corporate and structured finance as a Senior Director of one of the leading general contractors and developers in the Middle East heading the Financial Planning & Control Division where he raised financing in excess of US\$ 8 billion and managed the company's financial operations in construction, printing, infrastructure development, and facilities management with annual turnover in excess of US\$10 billion. Mr. Mardini is a Certified Business Manager (CBM) from the Association of Professionals in Business Management (APBM) in Chicago; a member of the Institute of Management Accountants (IMA) in New Jersey; and holds a degree from the Lebanese American University (BS Business Studies).

ADVISORY COMMITTEE



NASSER BAKR ALKAHTANI

Chairman | Advisory Committee

Mr. Alkahtani is the Chairman of Operose Capital Advisor Committee. He is also Co-Founder of Gulf Navigation Holding and currently serves as Executive Director of Arab Gulf Fund for Development (AGFUND) and Chairman of its Investment Committee; Mr. Alkahtani is the Chairman of The Bank of Innovation and Partnership and member of the Board of Directors of Alwatani Microfinance Bank, Alamal Microfinance Bank and Al Ebdaa Microfinance Bank. In addition, Mr. Alkahtani serves as member of the Board of Trustees of Center for Arab Woman for Training & Research (Tunisia), Arab Network of NGO's (Egypt), Arab Open University (Kuwait) and Arab Union of Small Enterprises (Egypt). Mr. Alkahtani holds a degree from University of Miami (MBA).



ZAKI SOUBRA

Member | Advisory Committee

Mr. Soubra is a member of Operose Capital Advisory Committee. He sits on the board of several real estate companies in Lebanon and in Europe. He is also a partner in RIMA Industries, a company specialized in developing eco-friendly waste disposal technologies. Mr. Soubra also leads the Corporate Finance activities of a major conglomerate in the region and is the Senior Director of Finance for its facility management division. Mr. Soubra has conducted a large number of transactions with value exceeding USD 10 billion. His extensive experience in corporate transactions and deal-making lies on solid foundations acquired during his time with both Ernst and Young's Transaction Advisory Services (EY) and PricewaterhouseCoopers' Transaction Services (PwC). Mr. Soubra holds degrees from the American University of Beirut (BA Economics) and Syracuse University in New York (MBA).



H.E. DR. KHALID AL SWEILEM

Member | Advisory Committee

H.E. Dr. Al Sweilem is a member of Operose Capital Advisory Committee. He also serves as Chairman of Ashmore Investment Saudi Arabia; an independent board member at Fajr Capital; and investment committee member at Arab Gulf Fund for Development (AGFUND); a Global Sovereign Wealth Funds (SWF) Advisor with PricewaterhouseCoopers (PwC); and a nonresident fellow at the Belfer Center for Science and International Affairs, Harvard Kennedy School of Government. He is the former Chief Counselor and Director General of Investment at the Saudi Arabian Monetary Agency (SAMA) where he managed the Kingdom's vast foreign assets, managed risk through diversification among global currencies and instruments, and implemented SAMA's monetary policy operations to ensure banking sector liquidity and strength. Dr. Al Sweilem is one of the longest serving and most successful sovereign investment practitioners, having held senior investment positions at SAMA for over two decades. He holds degrees from the University of Arizona (BS Industrial Engineering), Boston University (MA Economics) and University of Colorado at Boulder (PhD Economics), and was a post-doctoral fellow at Harvard University (Department of Economics).

INVESTMENT PHILOSOPHY



Pursuit of Global Investment Opportunities

At Operose Capital, we strive for continuous pursuit of global investment opportunities that are both sound and well-structured to fit our investors' profiles in terms of risk-reward. We capitalize on our understanding of world economic developments and their effect on market conditions in order to identify wise investment opportunities.



Optimum Financial Structure

We are creative in dealing with the intricacies of each transaction. We target superior returns by engineering the optimum financial structures, each specifically tailored to meet different investor objectives and risk profiles.



Diversified Investment Options

We understand that investors have different risk-reward profiles and we appreciate the fact that they have different investment motives. Our funds provide a diversity of opportunities in real estate investments. We work closely with our investors to determine the allocation that best matches their investment strategy. We offer our investors a selection of opportunistic, core, and value-add real estate funds in the United States, Europe, and the Caribbean.



Hands-On Management of Assets

We put our knowledge into action by actively managing our assets with the prime aim of mitigating risk while increasing efficiency, profits, and ultimately value.



External Partnerships

We value the locality of each market and understand the importance of collaborating with top-tier local stakeholders to source the best deals with superior returns. We have a wide network of trustworthy prime developers, management and service providers, legal and financial consultants in the markets we enter into.

Nelson's Retreat

THE INVESTMENT MANAGER (CONTINUED)

VISIT OUR WEBSITE

www.operose.net

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