

CONFIDENTIAL MEMORANDUM

Private Capital Advisory & Structured Investment Solution

Effective 1 September 2025

Executive Overview

Changoo & Associates Capitaux Privés (“C&A”), in collaboration with regulated investment partners (the “Investment Partner”), presents this memorandum outlining a suite of **institutional-grade financing facilities** designed for corporate and project sponsors seeking to scale capital formation globally.

The facilities combine:

- **Non-recourse leverage** to protect sponsor balance sheets.
- **Equity-linked structures** aligning investor and sponsor incentives.
- **Flexible tenors** supporting both development-stage and long-term infrastructure.
- **Jurisdictional safeguards** ensuring compliance with global banking and insurance standards.

These facilities are **not retail products**; they are structured for institutional borrowers, sovereign-backed projects, and large corporate sponsors.

Facility Matrix

Facility	Type	Size Range (€)	Tenor	Rate (p.a.)	Equity/Deposit Requirement	Repayment	Remarks
LEF 2	Loan Equity Facility	2m – 500m	≤ 8 yrs	3.0%	30% equity stake (Investment Partner)	Equity repurchased at FMV on repayment	Zero sponsor capital contribution
LDF 1	Loan Debenture Facility	2m – 200m	≤ 8 yrs	4.5%	Security deposit €350k–€600k	P+I after last drawdown	Designed for mid-cap corporates
LDF 2	Loan Debenture (SBLC-Backed)	150m – 750m	≤ 15 yrs	3.0%	SBLC: €10m–30m, cash-backed Top 100 bank	Standard amortisation	Large-cap & sovereign-scale projects

Transaction Rationale

- **Alignment of Interests:** Investment Partner’s 30% equity stake in LEF 2 creates true risk-sharing.
- **Balance Sheet Efficiency:** All facilities are **non-recourse**, shielding sponsor assets.
- **Flexibility:** Zero capital contribution under LEF 2 and alternative SBLC-backed structures under LDF 2 expand eligibility across sponsor profiles.

- **Scalability:** Ticket sizes ranging from €2m to €750m enable application from corporate expansion to utility-scale infrastructure.

Risk & Compliance Considerations

- **Geographic Scope:** Global acceptance except sanctioned jurisdictions or war zones.
- **Insurance:** Political risk coverage required in high-risk regions.
- **Legal Framework:** Facilities governed by international investment law; jurisdiction specified in definitive agreements.
- **Due Diligence:** Full KYC/AML, financial, and legal compliance required prior to disbursement.

Cost Allocation Framework

Category	Recipient	Purpose	Structure
€80,000 Refundable Contribution	Investment Partner	Facility onboarding, underwriting, and risk allocation	Paid directly; fully refundable under term sheet
Pre-Development Advisory	Changoo & Associates	Capital stack design, KYC readiness, project packaging	Milestone-based; Master Advisory Agreement governs
Structuring & Syndication	Changoo & Associates	Preparation of IC memos, trustee/escrow structures, placement readiness	Recoverable against success fees
Ongoing Advisory	Changoo & Associates	Investor relations, governance oversight, syndication support	Retainer or success-linked

Legal & Disclaimer

This Financing Facilities Memorandum (the “Memorandum”) is issued by **Changoo & Associates Capitaux Privés** with regulated investment partners, for the exclusive use of qualified institutional clients.

The contents are **indicative and non-binding**. This does not constitute an offer of securities or financial instruments in any jurisdiction. Terms remain subject to due diligence, credit approval, and execution of definitive documentation.

Cost Allocation Note: The **€80,000 refundable contribution** is payable directly to the Investment Partner. **Changoo & Associates’ advisory and structuring fees** are separate and governed under a Master Advisory Agreement.

Recipients should obtain their own independent financial, tax, legal, and technical advice before entering into any transaction. Neither C&A nor the Investment Partner accepts liability for reliance on this document.

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