

GoldenTree Asset Management Presentation to SBCERA

March 4, 2021



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Notes

This material is for information purposes only and is not an offer to sell or a solicitation of any offer to buy shares or interests in a fund. Such offer or solicitation may be made only by the current Offering Memorandum. Accordingly, in regard to any fund products noted within this presentation, please see the Offering Memorandum for complete terms and conditions as available. The net returns noted herein include all components of net income, including investment management fees, incentive fees and special allocations. **Past performance is no guarantee and is not indicative of future performance.**

Transactions of the type described herein may involve a high degree of risk, and the value of such instruments may be highly volatile. Such risks may include, without limitation, risk of adverse or unanticipated market developments, risk of counterparty or issuer default and risk of illiquidity. To that end, Investors may lose their entire investment. This brief statement does not disclose all the risks and other significant aspects of the transactions of the type described herein, and investors should ensure that they fully understand the terms of any fund investment, including the relevant risk factors and any legal, tax and accounting considerations applicable to them, prior to investing.

Exhibit A: Page 3





Firm Overview				
People	 Founded in 2000 100% employee owned with 22 partners Over 40% of partners internally promoted Over 60 investment professionals with on average 16 years' experience Physical presence in Europe for over 15 years 			
Process	 Conservative, value oriented, total return philosophy Proprietary research on over 1,000 issuers Disciplined capital base Rigorous relative value approach using proprietary technology Sophisticated, dynamic approach to risk management 			
Infrastructure	 Significant investment in infrastructure comprising over 120 employees Ability to execute dedicated, customized SMAs or Fund of One Global Business Development Team providing valuable insight 			

Exhibit A: Page 5 Assets Under Management

GoldenTree is one of the largest independently owned global credit asset managers with assets under management of nearly \$40 billion

Alterna	tive Strategies	Master Fund Strategy		
Master Funds	Loans, Bonds, Distressed, Structured Products, Equities, Hedging	 The Master Fund strategy is flexible across asset classes capturing the best value across instruments 		
Distressed Funds	Distressed	 Master Fund has delivered annualized net returns to investors of 9-10% since inception 		
Structured Products Funds	Structured Products			
Credit Opportunities Funds	Loans, Bonds, Hedging	Distressed Strategy		
Long O	nly Strategies	 GoldenTree captures Distressed opportunities across regions and industries, using both contro style and more trading oriented approaches 		
Multi-Sector	Loans, Bonds, Structured Products	 GoldenTree has delivered average IRRs on realized distressed investments of 24% since inception¹ 		
Value Fund	Bonds & Loans			
Structured Products	Structured Products	Structured Strategy		
Emerging Markets	Sovereign, Quasi-Sovereign, Corporate	 GoldenTree captures the best value across asset type within Structured Products 		
European Value	Bonds & Loans	 GoldenTree has delivered positive IRR outcomes on 98% of its fully realized Structured 		
Bank Loans & CLO Vehicles	Loans	investments with an average IRR of 20%		

As of January 1, 2021. Includes assets managed by GoldenTree Loan Management, LP, an affiliated US based registered investment adviser. 1. Realized Distressed investments in the Master Fund as of June 30, 2020. Past performance is not indicative of future performance.



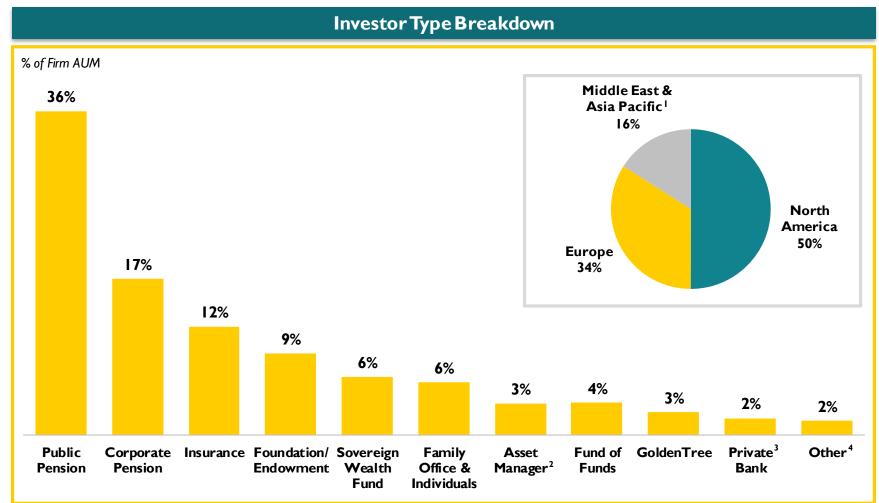
GoldenTree has one of the most experienced investment and management teams in the marketplace

Executive Committee			Investment Te	eam
	Industry Experience	Years at GoldenTree		Industry Experience
Steven Tananbaum	34	21	Industry Specialists	13
Steven Shapiro	29	21	Restructuring & Turnaround	17
Lee Kruter	21	14	Structured Products	15
Joseph Naggar	27	14	Structured Products	IJ
Ted Lodge	38	14	Emerging Markets	18
Kathy Sutherland Christopher Hayward	25	13 2	Capital Markets	21
Deeb Salem	20	9	Trading	16
Average	28	14	Average	16

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GoldenTree maintains strong, strategic relationships with institutional investors globally



Figures are estimated as of November 30, 2020. The above investor AUM breakdown excludes CLO vehicles assets under management.

- 1. Middle East and Asia Pacific also includes investor capital from South America
- 2. Asset Manager also includes Financial Advisor, RIA, Outsourced CIO and Independent Platform
- 3. Private Bank includes Wirehouse and Global Private Bank
- 4. Other includes Commercial Bank, Investment Bank and Sovereign Nation



Mission Statement				
PERSISTENT Outperformance ¹	GoldenTree aims to deliver Persistent Outperformance across Market Cycles and Credit Sectors while maintaining a High Margin of Safety			
ENSURE Compensation for Risk	We seek to ensure we are compensated for risks based on our Fundamental Value Analysis and our Assessment of the Liquidity and Volatility Profile of an investment			
PRESERVE Capital	Through market cycles, we construct portfolios and actively Manage Portfolio Risk with a focus on Capital Preservation			
DISCIPLINED Capital Raise	Our offerings are sized based on our Target Return Objectives . We actively Manage our Capital Base to achieve our target returns			

1. Past performance is not indicative of future results. The potential for profit is accompanied by the possibility of loss

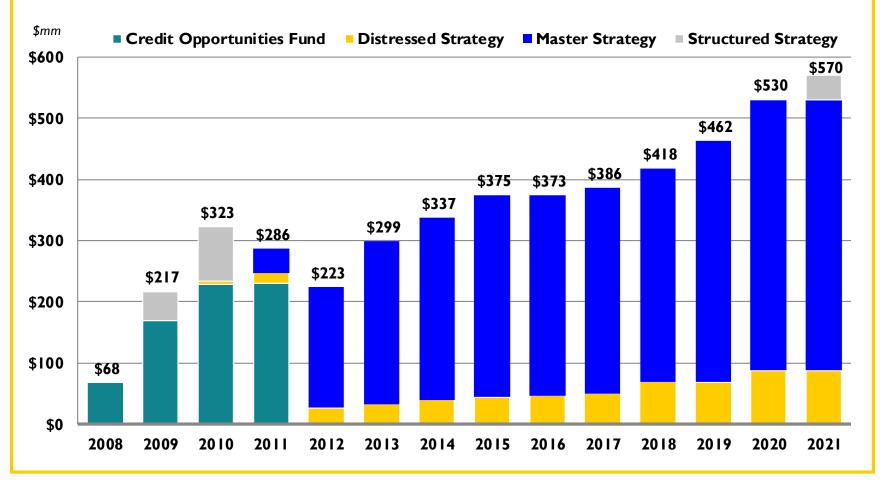
Exhibit A: Page 9





GoldenTree has a long history with SBCERA across an array of products and strategies

Summary of SBCERA Exposure



Estimated exposures as of January 1, 2021.

Exhibit A: Page 11 SBCERA SMA Performance

GoldenTree aims to deliver returns in the top of its peer group

SBCERA SMA (Master & Distressed Strategy) Performance¹

	Net Returns (%)						
	2021 YTD	2020	2019	Annualized Since Inception	Relative Performance	Sharpe Ratio ²	Sortino Ratio ²
SBCERA SMA	5.40	8.50	11.01	10.10		1.3x	1.9x
HFRI Relative Value Fixed Income Corporate Index ²	1.89	7.61	8.07	6.22	+388 bps	0.9x	I.2x
HFRI Event Driven Distressed & Restructuring Index ²	-0.20	8.66	1.05	5.81	+429 bps	0.7x	0.9x
S&P / LSTA Leveraged Loan Index	1.54	3.12	8.64	4.76	+534 bps	0.8×	0.9×
ICE BofAML US High Yield Index	1.39	6.17	14.41	7.16	+294 bps	0.9×	I.4x

Information as of February 14, 2021 unless otherwise noted.

1. SBCERA's SMA was launched in December 2011.

2. HFRI Indices are asset-weighted and as of January 31, 2021. Sharpe Ratio and Sortino Ratio are shown since inception through January 31, 2021.

Past performance is not indicative of future returns. Future performance results may be materially lower. Performance of investments in securities held in the above noted funds may be volatile and as a result an investment in such securities is speculative and involves a high degree of risk. The net return includes all components of net income, including investment management fees, incentive fees and special allocations. Not an offer to sell or a solicitation of any offer to buy shares or interests in a fund. Further data is available upon request. Neither benchmarks by itself, is an exact representation of SBCERA's portfolio. SBCERA utilizes a multi-strategy style that invests in a variety of securities and products.



GoldenTree aims to deliver returns in the top of its peer group

Performance Overview				
Credit Opportunities Fund	 Invested Capital: \$129mm Realized Capital: \$266mm Annualized Net Return: 25.9% 			
CLO Debt SMA	 Committed Capital: \$90mm ITD Net IRR: 15.4% TVPI: 1.2x 			
Distressed Fund I	 Committed Capital: \$25mm ITD Net IRR: 10.1% TVPI: 1.8x 			

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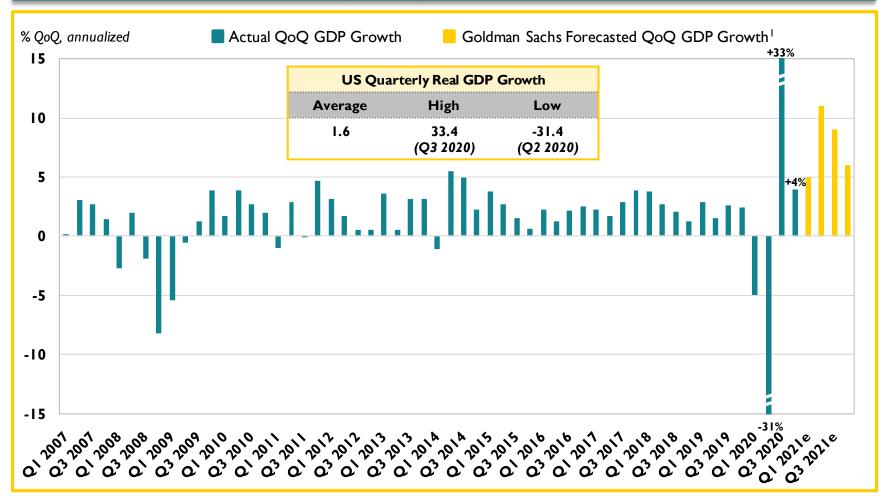
Exhibit A: Page 13



Exhibit A: Page 14 US Quarterly Real GDP Growth

After a significant disruption in 2020, the US is anticipated to deliver 5%+ GDP growth in 2021

US Quarterly Real GDP Growth



Actual GDP Growth as of February 9, 2021. Forecasted GDP Growth as of February 9, 2021. Source: Bureau of Economic Analysis, Goldman Sachs adjusted annual rates ("SAAR"). 1. Source of forecasted QoQ Real GDP growth is Goldman Sachs.

Exhibit A: Page 15 US Market Barometer of Asset Classes

Credit valuations have approached pre-pandemic levels while equity valuations are near all-time highs

US Market Barometer Across Asset Classes						
	USI	Equities				
	LTM P/E	Price / Prior Year Earnings	US High Yield	US High Grade	US Loan	
Jan 2, 2020	20.2	24.5	356	101	458	
Percentile	82%	51%	81%	77%	69%	
Feb 12, 2021	27.3	28.0	348	97	428	
Percentile	97%	68%	83%	82%	78%	
Start Date	1985	1990	1996	1996	1997	

As of February 12, 2021. Source: Bloomberg, Datastream, JPMAM. US Equities metrics based on S&P 500 Index; US High Yield Spreads based on ICE BofA US High Yield Index; US High Grade Spreads based on ICE BofA US Corporate Index; and US Loan Spreads based on S&P LSTA Index 3 year discounted spread.

Exhibit A: Page 16 Global Market Barometer of Asset Classes

European credit valuations have approached pre-pandemic levels while equity valuations are near all-time highs

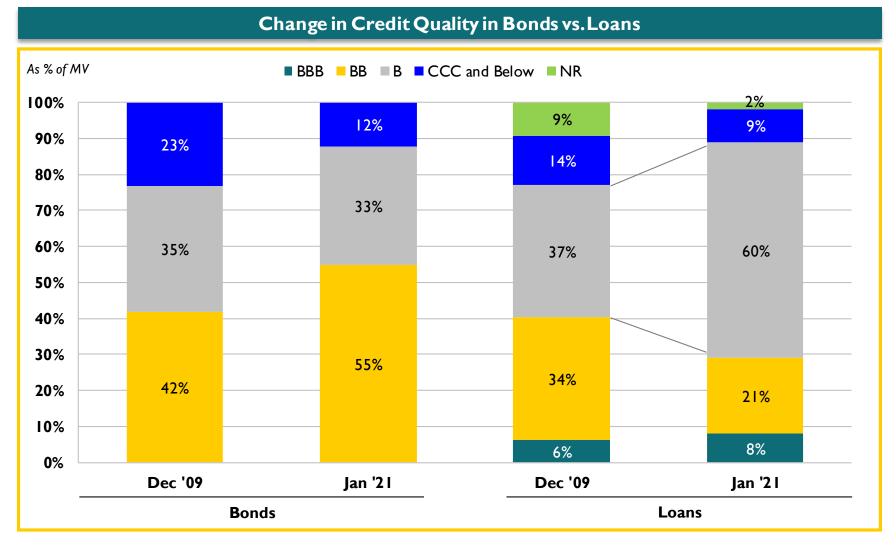
	Europea	n Equities	EM Equities		Debt Spreads (Bps)			
	LTM P/E	Price / Prior Year Earnings	LTM P/E	Price / Prior Year Earnings	European High Yield	European High Grade	European Loan	EM Hard Currency
Jan 2, 2020	16.3	18.7	14.7	13.8	306	94	463	292
Percentile	64%	49 %	54%	43%	88%	55%	63%	73%
Feb 12, 2021	23.2	19.8	21.4	20.0	320	88	474	341
Percentile	94%	50%	72%	80%	86%	59%	59%	48%
Start Date	2000	2002	1988	2000	1997	1996	2002	2002

Global Market Barometer Across Asset Classes

As of February 12, 2021. Source: Bloomberg, Datastream, JPMAM. European Equities metrics based on STOXX EUROPE 600 Index; EM Equities metrics based on MSCI Emerging Markets Index; European High Yield Spreads based on ICE BofA European High Yield Index; European High Grade Spreads based on ICE BofA European Corporate Index; European Loan Spreads based on S&P ELLI Loan Index 3 year discounted spread; and EM Hard Currency Spreads based on JPM EMBI Global Diversified Index.

Exhibit A: Page 17 Loans are now Lower Quality than Bonds

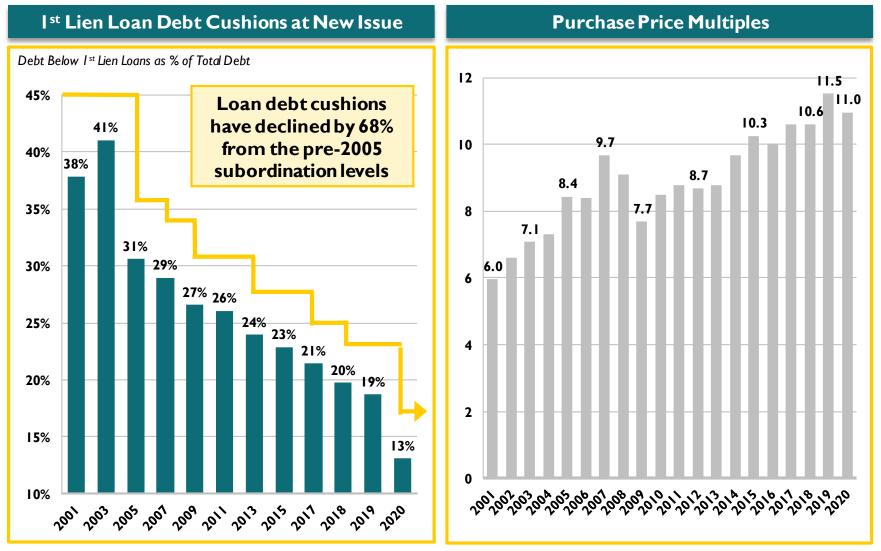
The loan market currently has 26% more **B** & below exposure than the bond market



As of January 31, 2021. Source: BAML US HY Bond Index & SP LSTA Loan Index.

Exhibit A: Page 18 Loan Recovery Rates Will be Lower

High transaction multiples and low subordination suggest little margin for error



As of September 30, 2020. Source: SP LCD; Based on primary market data at new issue for all loan issuers. SP LCD; Comps Purchase Price Multiples: PPM for All LBOs. Captures Purchase Price Multiple for Loan LBO Issuers in given year.

Exhibit A: Page 19 Changing Loan Risk Profile

Given less Ist lien subordination and increased tranche width of Ist lien loans, we anticipated recovery rates could be less than 60%

Potential for Lower I st Lien Recoveries						
	~20 Years Ago	10 Years Ago	Today			
	2000 – 2004	2005 – 2010	2020			
I st Lien Tranche Width	60%	67 %	~85%			
I st Lien Subordination ¹	40%	33%	15%	➡		
Cov-Lite Issuance	<1%	20%	90+ %			
Potential Loan Recovery Rate	80%	70%	<60%			

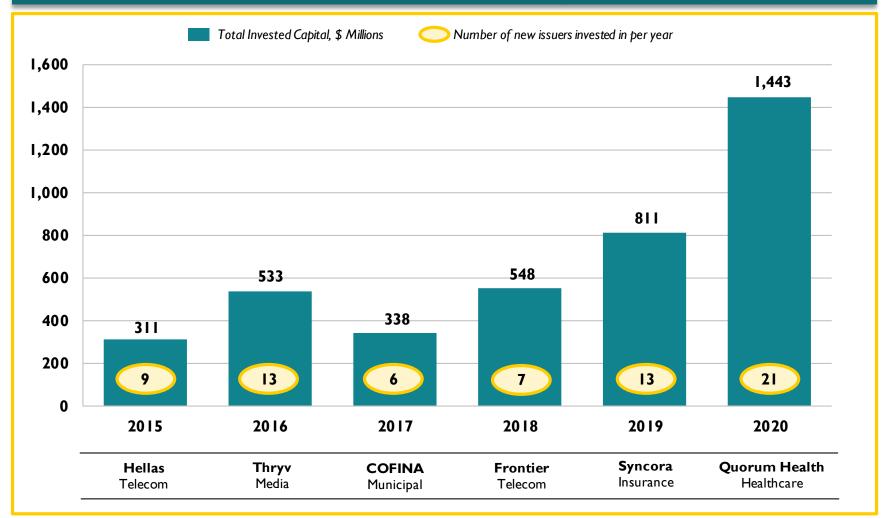
Source: GoldenTree Estimates

1. Based on Debt Below 1st Lien Loans as % of Total Debt

Exhibit A: Page 20 Distressed Fund Investments

Nearly \$4 billion of capital deployed in the Firm's Distressed Funds over the last five years

Broad Deployment of Capital Illustrates Evergreen Opportunity



As of December 31, 2020. Please note that this is not an indication of how capital will be drawn for future Funds. Data represents invested capital for Distressed Fund I, Distressed Fund II, and Distressed Fund III.



Shifting Industry Dynamics Create Opportunities

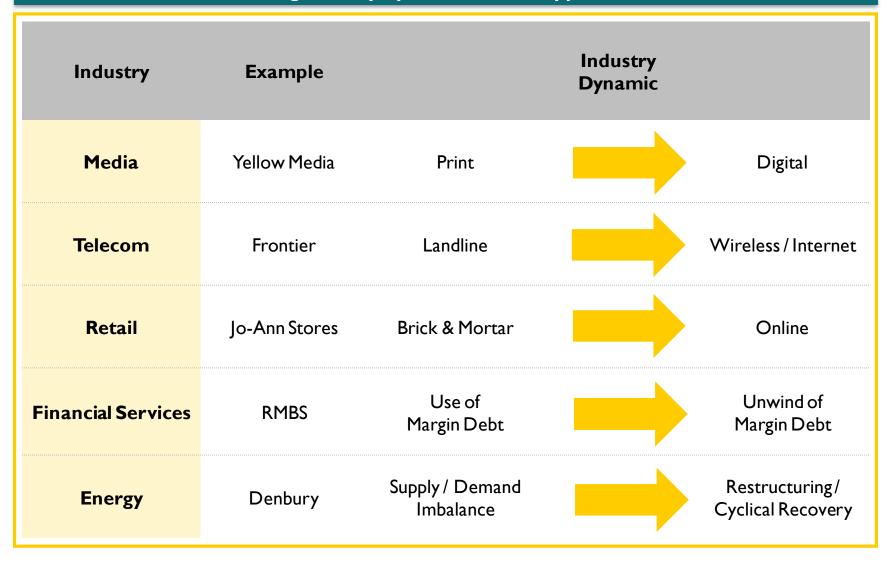


Exhibit A: Page 22 Municipal and EM Corporate Opportunities

Complex capital structures provide attractive opportunities

Multiple Factors to Consider in Complex Situations

	Puerto Rico	Digicel
Complexity	Over 20 Different Issuers	Holding Company Multiple Operating Entities
2020 Headwinds	Pandemic Impact, Political Turmoil	Pandemic Impact, Over-levered Capital Structure
2021 Tailwinds	Improved Political Dynamic Growing Cash Position	2020 Debt Reduction Stronger Operating Performance
Catalysts	Emergence from Bankruptcy	Asset Sales RefinancingActivity
Opportunities	Demand from Municipal Bond Investors Post-Restructuring	Demand from EM and HY Investors as Company de-levers

Exhibit A: Page 23 Structured: Investment Themes

Market Volatility to Create Opportunities	 Further market volatility may cause fund outflows that lead to forced selling across credit asset classes. GoldenTree's differentiated ability to source and underwrite dislocated assets that are being forcesold to meet redemptions and margin calls can create highly attractive opportunities with asymmetric return profiles
Weaker Underwriting Standards	 Certain recently originated assets were underwritten to a strong economic environment with significant investor appetite. For example, loan issuance has been characterized by high leverage, weak or no maintenance covenants, reduced junior debt subordination and an increase in loan-only structures. This will impact loan recovery rates which can lead to impairments and downgrades in CLOs
COVID Economic Impact	 The broad impact from COVID-19 may lead to a more prolonged period of economic weakness with a substantial increase in unemployment, followed by a slower recovery. This could have broad implications across collateral type, including higher default rates, and create attractive dislocations in areas such as CMBS, certain consumer-related ABS, and other structured products
Orphaned Asset Classes	 As banks globally have deemphasized non-core asset classes, many collateral types remain underbanked (e.g., private student loans, trust preferred debt, manufactured housing) creating unique asset finance opportunities for managers with extensive structured experience with solid infrastructures that can process and handle these asset classes
Securitizations to Transform Risk and Unlock Value	 GoldenTree has been actively securitizing various collateral types for nearly two decades. These collateral types have included student loans, manufactured housing, credit card receivables, and corporate loans Securitizations allow investors to be deliberate in their exposure and risk return profile, while unlocking value and opportunities for realization
Idiosyncratic Opportunities	 The Firm's sourcing capabilities, coupled with the expectations for further economic disruption, will increase the opportunity set in idiosyncratic situations – such as whole business securitizations – that have low correlation and execution can drive value

Exhibit A: Page 24 Structured: Investment Opportunities

The current market dislocation and GoldenTree's experienced team are driving unique opportunities

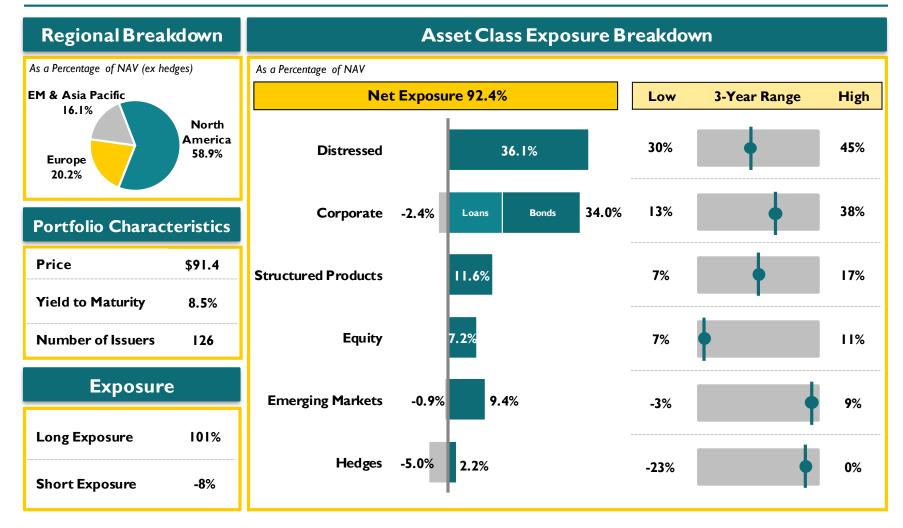
Broad Opportunity Set Across Asset Class					
Asset Type	Examples	Commentary			
I Residential	Legacy RMBS, Affordable Housing, Manufactured Housing	Forced selling to meet redemptions, coupled with under-banked asset classes, can create attractive opportunities to source seasoned, delevered assets at substantially discounted prices			
2 Idiosyncratic	Monoline Insurers	There are diverse underlying products backing ABS that often take multiple levels of expertise to analyze. GoldenTree is able to leverage its significant industry expertise to take advantage of various hybrid opportunities, such as monolines			
3 Consumer	Private Student Loans, Salary Loans, Autos, Marketplace Lending	An increase in unemployment and a slower economic recovery will create opportunities in various consumer loans and securitizations, through which high quality collateral can be sourced with strong structural protections and attractive risk-adjusted return profiles			
4 Corporate	TruPS CDOs, CLOs, Whole Business Securitizations	Weaker underwriting standards and pressure on operating performance driven by a weaker economic environment will lead to opportunities in securitizations supported by corporate collateral and whole business securitizations			
5 Commercial	Single Borrower CMBS and opportunistically conduit CMBS	The current economic environment is leading to structural changes in commercial real estate which can drive mispricing of risk and create opportunities for misunderstood assets.			

Past performance is not indicative of future results. Future performance results may be materially lower.

Exhibit A: Page 25



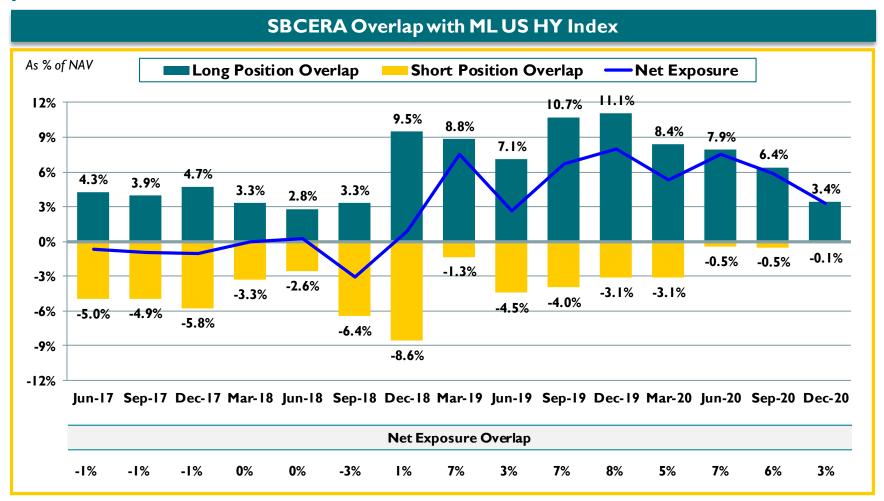
Exhibit A: Page 26 **SBCERA** Investment Strategy



As of January 31, 2021. Results reported herein are preliminary and unaudited, and are subject to change. Final results will differ from the above noted preliminary number. Number of issuers does not include any shorts or issuers held in the Fund of less than 10bps. The percentage weightings stated herein are not guidelines or absolute limitations, but merely informational showing the portfolo breakdown as of a specified date. The only investment limitations and restrictions are those described in SBCERA's Investment Management Agreement. The weightings and allocations referenced here are subject to change at the sole discretion of GoldenTree. Not an offer to sell or a solicitation of any offer to buy shares or interests in a fund.

Exhibit A: Page 27 Low High Yield Index Exposure

SBCERA's Master portfolio has consistently had a low exposure overlap with the high yield index



As of December 31, 2020. Index overlap based on the BofA Merrill Lynch High Yield index. The percentage weightings stated herein are not guidelines or absolute limitations, but merely informational showing the portfolio breakdown as of a specified date. The only investment limitations and restrictions are those described in SBCERA's Investment Management Agreement. The weightings and allocations referenced here are subject to change at the sole discretion of GoldenTree. Short exposure overlap includes HY Index hedges.

Exhibit A: Page 28 Capitalizing on Market Dislocation

SBCERA's portfolio capitalized on various themes across sector and industry during 2020 that drove differentiated returns

Capitalizing on Themes Across Asset Class

Theme	Example	Commentary	
Retailers	JoAnn Stores L Brands Michaels	Pandemic relevant products and shifting digital presence	
Cruise Line Rescue Financing	Carnival Viking Royal Caribbean	Senior financing with high asset coverage	
Forced Selling	RMBS COFINA	Use of margin debt and fund redemption cause forced selling	
Complex EM Corporates	Digicel Pemex	Identifying value in fragmented, complex capital structures	

The investment example noted within the presentation has been included for informational purposes only. No assurance can be given that similar opportunities will arise or that the performance of these investments will be typical or representative of any or all future investments associated with GoldenTree. Accordingly, it should not be assumed that investments made in the future will be profitable or will equal the performance of the investments referenced within this presentation. The above analysis is based on GoldenTree's internal assumptions based in part on the current market environment. Accordingly, there can be no guarantee as to the results or accuracy of the information noted above. Assumptions and projections are necessarily speculative in nature, and it can be expected that some or all of the underlying assumptions will not materialize or will vary significantly from actual results, and such variations may be material.

Exhibit A: Page 29 Mispriced EM Corporate Opportunities

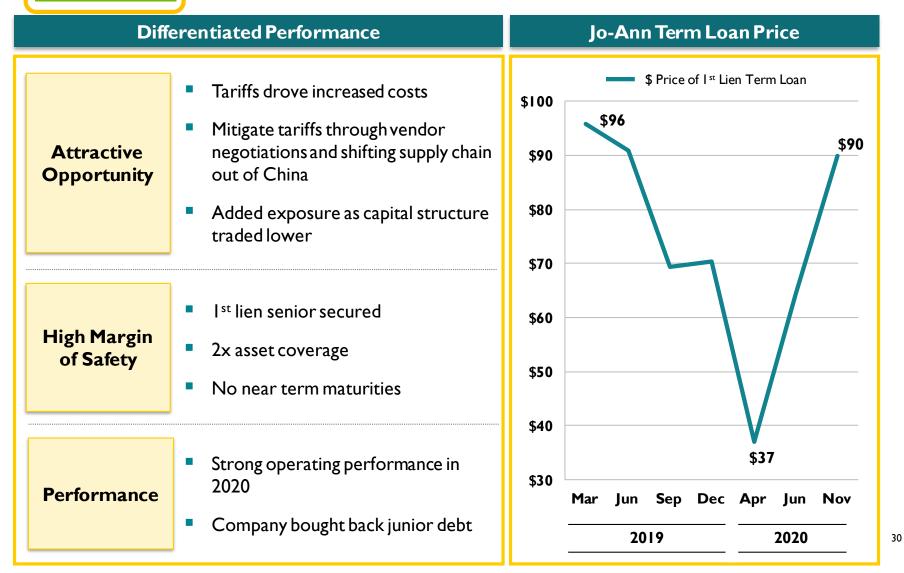
High margin of safety with multiple catalysts to drive value

Digicel Characteristics	Issuance	
 Leading communications and broadband provider across 32 countries generating nearly \$1 bn in EBITDA 	Digicel 10% Secured Notes	
 Digicel 10% secured notes are secured by Digicel Asia Pacific assets, receivable on Panama assets and equity in the Caribbean business 	Price	\$92
 Digicel 10% secured notes have Asset Coverage of 2.3x 	Yield	13%
 Company has opportunities to further de-lever including asset sales in Panama, El Salvador and Asia 	Asset Coverage	2.3x
Multiple catalysts to reduce leverage and improve balance sheet	Create	4.0×

Jo-Ann Stores

Exhibit A: Page 30

Jo-Ann Stores is one of the largest U.S. specialty retailers of fabric, arts and crafts





Investment Opportunity		Pool Characteristics	
	Sourced \$1 billion in market value of securities across two pools	Price of RMBS Securities	55 cents
Y		Average years of borrower payment	14 years
	Underwrote ~600 individual tranches utilizing the Firm's propriety technology	LTV	~60%
Ť	the minis propriety technology	Home Equity / Annual Payment	9x
	Borrowers have paid their mortgage for 14 years on average including through the GFC	Average Pool Statistics	
	The pool has de-levered from over 80% to 60%	Home Price \$455k	Mortgage \$275k
	Home prices could decline 30% and borrowers would still have 2x home equity / annual payments		Home Equity \$180k

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Exhibit A: Page 32



Exhibit A: Page 33





Steven A. Tananbaum

Founding Partner & Chief Investment Officer

Steven Tananbaumis Founder, Managing Partner and Chief Investment Officer of GoldenTree Asset Management, overseeing the firm's investments across all fund offerings. In addition, Mr. Tananbaum is a Lead Portfolio Manager for GoldenTree Loan Management. Mr. Tananbaum chairs GoldenTree Asset Management's Executive Committee and is a member of the Risk Committee and Distressed Committee A veteran of the credit markets with over 25 years of investing experience, Mr. Tananbaum founded GoldenTree in 2000 and was instrumental in building the firm into an organization that is highly regarded for its investment process and partnership culture. Known for its focus on fundamental and relative value analysis, GoldenTree has produced strong competitive returns across product lines since its inception. The firm has grown into an organization of 22 partners, approximately 250 employees and nearly \$40 billion of assets under management. Prior to forming GoldenTree, Mr. Tananbaum spent over a decade at MacKay Shields. He was head of the firm's high yield group beginning on June 1, 1991 and, in 1997, founded its hedge fund business and served as the lead portfolio manager. Under Mr. Tananbaum's leadership, MacKay Shields' high yield mutual funds were rated in the top 5% by Lipper from June 1, 1991 through December 31, 1999. Prior to joining MacKay Shields, Mr. Tananbaum worked primarily on high yield and merger & acquisition transactions in the corporate finance department of Kidder, Peabody & Co. He is a graduate of Vassar College with a B.A. in Economics. Mr. Tananbaum is a CFA charterholder. He is a Member of the Board of Trustees of The Museum of Modern Art and a Member of the Council on Foreign Relations.

Joseph Naggar

Partner, Head of Structured Products & Chair of Risk Committee



Joseph Naggar is a Partner and Head of Structured Products at GoldenTree Asset Management. In addition, Mr. Naggar is a Portfolio Manager at GoldenTree Loan Management. Mr. Naggar is a member of GoldenTree Asset Management's Executive Committee and chairs the firm's Risk Committee. GoldenTree expanded its investing efforts in Structured Products in 2007 with the hiring of Mr. Naggar, who has been instrumental in building the firm's structured products investment team. Under Mr. Naggar's direction, GoldenTree built highly sophisticated, proprietary systems to analyze opportunities in structured products, which integrate the firm's proprietary knowledge of single name credits into the analysis of structured products investments. Prior to joining GoldenTree, Mr. Naggar was a Managing Director at Morgan Stanley in its Global Fixed Income Division and Global Principal Credit Group. Mr. Naggar is a member of The MIT Sloan School Americas Executive Board supporting engagement in North and Latin America. He also serves on the advisory board of the MIT Center for Finance and Policy. He holds an M.B.A from the MIT Sloan School of Business with a concentration in Financial Engineering and a B.S. from the Pennsylvania State University in Mechanical Engineering through the University Scholars program.



Kathy Sutherland

Partner & Head of Business Development and Strategy

Kathy Sutherland is a Partner and Head of Business Development and Strategy at GoldenTree Asset Management. In addition, Ms. Sutherland is a member of GoldenTree's Executive Committee. Ms. Sutherland oversees the firm's global Business Development effort located in New York, London, Singapore, Tokyo and Sydney. Prior to joining GoldenTree, Ms. Sutherland was a Managing Director at JP Morgan where she was responsible for Fund and Structured Product Distribution across the Americas, Europe, the Middle East, and Asia from 2005 to 2008. During that period, JPMorgan became recognized as a leading Fund and Structured Product franchise, advising many of the most important asset managers and investors globally. In her 12 years at JP Morgan, Ms. Sutherland held several management positions across Portfolio Management, Structured Credit and High Yield including Senior US CLO Structurer, Co-Head of European Secondary Loan Trading, Head of High Yield Credit Derivatives Marketing, and Global Head of Structured Syndicate. Ms. Sutherland graduated from the University of Virginia with a B.A. in Chemistry and specialization in Biochemistry.

Exhibit A: Page 34 Legal Disclosures

Past performance is not indicative of future results. Future performance results may be materially lower. Performance of investments in the securities described herein may be volatile and as a result an investment in such securities is speculative and involves a high degree of risk. The net returns noted herein include all components of net income, including investment management fees, incentive fees and special allocations. This performance information is being provided as a supplement to our GIPS® composite returns which is included herein. The examples of investment themes, strategies and representative investments noted within the presentation have been included for informational purposes only. No assurance can be given that similar opportunities will arise or that the performance of these investments will be typical or representative of any or all future investments associated with GoldenTree. Accordingly, it should not be assumed that investments made in the future will be profitable or will equal the performance of the investments referenced within this presentation. For further information regarding the performance of past investments purchased/sold by GoldenTree during the prior twelve months, with respect to its managed accounts/funds, please contact GoldenTree's Business Development Group. All information and any forward-looking statements contained herein are based on GoldenTree's expectations and assumptions as of the date noted in this presentation and is subject to change without notice.

AUM figures represent total capital committed and include assets managed by GoldenTree Loan Management, LP, an affiliated US based registered investment adviser. With respect to CLO vehicles, total assets include the effects of leverage and all available capital to invest.

The private funds referred to in this presentation have not been registered under the securities laws of any jurisdiction. This material is for informational purposes only and is not an offer to sell or a solicitation of any offer to buy shares or interests in a fund. Such offer or solicitation will be made only through the applicable Private Offering Memorandum and subscription application, and is qualified in its entirety by the terms and conditions contained in such documents. Each Private Offering Memorandum contains additional information needed to evaluate an investment in a fund and provides important disclosures, including, but limited to, disclosures regarding risks, fees and expenses. Examples of certain risk factors associated with an investment in a private fund may include the following:

Loss of all or a substantial portion of an investment due to leveraging, short-selling and investing in speculative securities. Lack of liquidity in that there is generally no secondary market for an investor's interests in a non-registered private fund. Volatility of returns. Restrictions on transferring an investor's interest in the fund. Absence of information regarding pricing and valuations. Delays in tax reporting. Less regulation and higher fees than mutual funds.

Accordingly, before making an investment in a private fund, potential investors should carefully read the applicable Private Offering Memorandum and subscription application and consult their professional advisor as an investment in a private fund is speculative, not appropriate for all clients, and is intended for experienced and sophisticated investors who are willing to bear the high risks of such an investment.