



C2
LEGACY

**INVESTMENT
OPPORTUNITY**

Private Equity



Introduction

02

ABOUT

Gaw Capital affiliate, is an independent private equity firm with +15 years of experience investing in the Portuguese market



GAW CAPITAL

Gaw Capital Partners is a uniquely positioned private equity fund management company, with global presence, managing approximately \$36 billion, in 14 countries

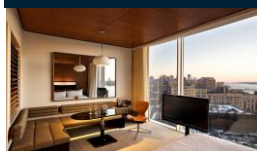
THE HOLLYWOOD ROOSEVELT



Los Angeles, USA **300 ROOMS**

Built in 1927 and located in the heart of Los Angeles, this historic hotel embodies the glamour of old Hollywood

THE STANDARD HIGH LINE



New York, USA **338 ROOMS**

Directly above High Line park, the hotel offers views of the Hudson river and the Manhattan skyline

LLOYD'S BUILDING



London, UK **OFFICE BUILDING**

An architectural icon and the headquarters of the world's premier insurance market

FOUR SEASONS BORA BORA



Motu Tehotu, French Polynesia **85 ROOMS**

Unique trophy asset located on a 54 scenic acres land on Bora Bora northeastern shore

CIRO'S PLAZA



Shanghai, China **MIXED-USE BUILDING**

Iconic mixed-use building in the core of Shanghai's premier shopping and business hub

Key indicators

- **≈ \$ 36B AuM**
- **+100 Investments**
 - Hospitality
 - Logistics
 - Office
 - Retail
 - Private Equity
 - Venture Capital
- **+10 countries**
- **+500 employees**

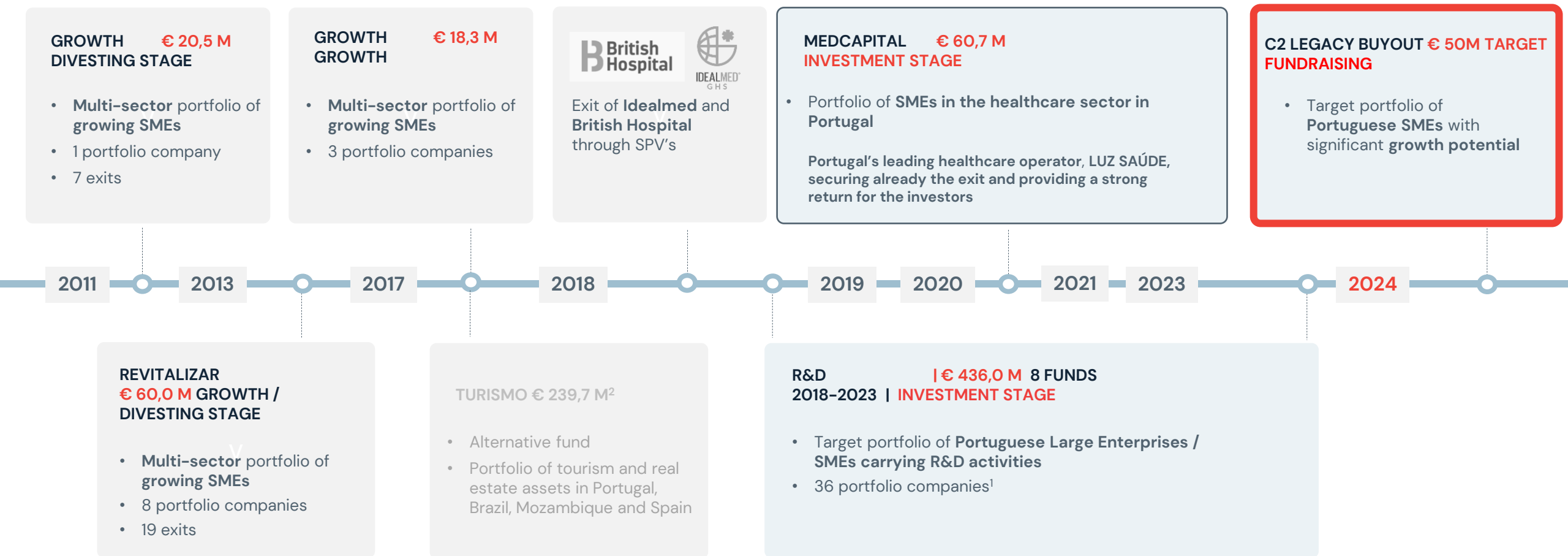
Countries

Australia, Greater China, Indonesia, Japan, Malaysia, Portugal, Singapore, Spain, South Korea, Tahiti, The Philippines, United Kingdom, Vietnam

Note: Data with reference to December 2024

MILESTONES

Since 2011, the FundM has **raised + € 860m in capital across a total of 14 Funds** with various profiles, sizes and investment strategies



¹ 33 investments performed across 25 enterprise groups

² The amount of capital raised corresponds to the subscribed capital of the Fund and the bank debt of the perimeter of FIAE's companies as of December 31, 2022

³ As of December 2024

PORTFOLIO

FM currently holds a portfolio of **51 Portuguese companies** with combined sales exceeding €1.3 billion and an EBITDA of over €200 million



1: Aggregated Sales and EBITDA 2024
 2: Earnings before interest taxes and depreciation and amortization

INVESTORS BASE

FundM. currently over **1,000 investors** from various sectors of activity, in which over 250 individuals gained access to the golden visa through their investments

#11 Institutional

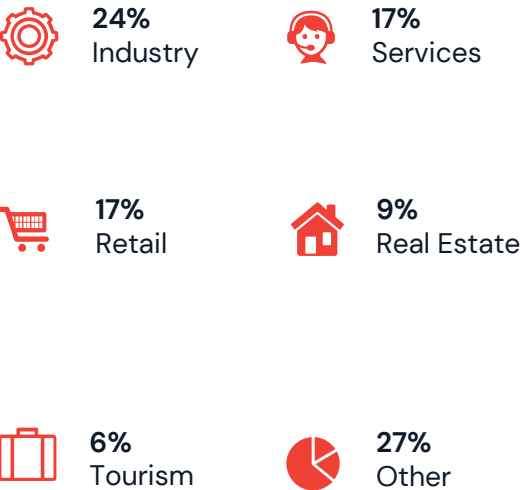


#258 Individuals



Mostly Golden Visa Investors

#797 Corporate



Note: Data with reference to Q2 2025

The background is a dark blue gradient. On the left, there is a faint, stylized pattern of a brick wall. On the right, there is a faint silhouette of a modern building with a series of windows.

Legacy

03

INVESTMENT STRATEGY

The Portuguese business landscape imposes challenges on SMEs that the fund will seek to respond to with a varied set of solutions

Acquire **majority positions** to gain control
(<100%)

Preserve **management teams** to ensure know-how

IN COMPANIES UNDERGOING SHAREHOLDER CHALLENGES



Succession

Difficulties in the **transition of leadership** leading to a potential vacuum



Conflicts

Disagreements among shareholders leading to significant implications on a company's performance



Management Buyouts

Transaction in which **management team pools resources** to acquire the business they manage



Expansion Hurdles

As a company grows, it encounters specific **challenges that an external investor can help address**

Generating steady cash flows with potential for growth

Through strategies including innovation, marketing initiatives and sector consolidation

BUSINESS LANDSCAPE

The Portuguese business landscape, primarily made up of family businesses, presents characteristics that make it attractive for a buyout fund



Ageing Entrepreneurial Community

- 2/3 of businessmen are + 45 years
- 70% of companies are family-owned



Dynamic M&A Market

- ~75% increase in M&A operations in the last 5 years, driven by technology and energy sectors



Fragmented Market

- 95% of companies w/ + €2M turnover
- 5th country in the EU in companies per capita



Operational Inefficiencies

- Poor management skills
- Slow pace adopting advanced technologies
- +70% of companies lagging in the digital transition

VALUE CREATION STRATEGY

The Fund aims to create value in the company by implementing growth strategies, accelerating professionalization, integrating new technologies and best practices



Top Line Growth

- Consolidating complementary businesses
- Expanding to new geographies
- Optimizing pricing strategy



Operational Inefficiencies

- Streamlining processes
- Optimizing supply chain (reducing lead time and capital tied up in inventory)



Digital Transformation

- Integrating advanced technology
- Promoting data-based decision making
- Fostering a culture of innovation



Governance Enhancement

- Strengthening corporate governance structures, policies, and procedures



Talent Management

- Attracting skilled professionals
- Identifying high-potential individuals who can be groomed for leadership roles



ESG Practices

- Investing in renewable energy sources
- Implementing employee well-being programs

INVESTMENT CRITERIA

The Fund's investment strategy aims to address the specificities of the market to create value and generate returns

COMPANIES



Revenues > **€3M**

EBITDA > **€1M**

Conservative level of debt (**ND¹ to EBITDA < 3,5x**)

EBITDA margin² > **10%**

Indicative numbers

TICKET & STRUCTURE



Majority stakes below < 100%

Investment ticket < **15%** of the fund

Average ticket **≈10%** of the fund

Preference for **leverage buyouts**

No capital reinvestment

SECTOR



Diversified multi-sectorial³ investment policy, prioritizing **non-cyclical** industries experiencing long-term tailwinds, for example:

- Industrial Manufacturing
- Education
- Agriculture
- Energy

EXIT



Preference for **Strategic Partners**

Sale to **Private Equity fund**

Trade sale, sale to promoter, IPO etc

**TARGET
PROFITABILITY**

IRR¹ > 15%

MoM² > 3,1x

Maturity 8 years

¹ Net Debt

² EBITDA margin = EBITDA / Total Revenue * 100

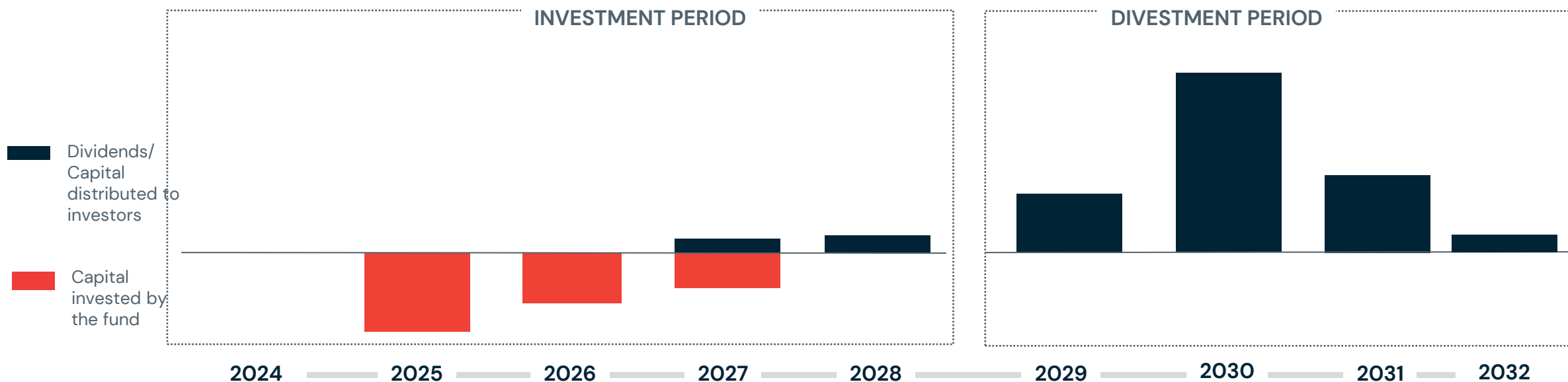
³ Excluding Real Estate, Finance sectors, highly regulated industries and non-ESG sector

1: Internal Rate of Return

2: Multiple of Money

ANNUAL CASH FLOWS TIMELINE¹

THE FUND EXPECTS TO DISTRIBUTE DIVIDENDS FROM 2027/8 AND DIVEST THE PORTFOLIO FROM 2028 ONWARDS



PATH TO RESIDENCY OR CITIZENSHIP TIMELINE:



(1) For illustration purposes only

PIPELINE

HAS ALREADY BUILT A RELEVANT PIPELINE OF OPPORTUNITIES CONSISTENT WITH THE FUND'S INVESTMENT THESIS

SECTOR	DESCRIPTION	SALES ¹	EBITDA ¹	EBITDA mg.	STAGE
 MARITIME	Fishing and port operations	€ 29,9M	€ 5,5M	19%	<i>Under Analysis</i>
 METALWORKING	Steel structures and metalwork	€ 6,5M	€ 0,8M	12%	<i>Under Analysis</i>
 METALWORKING	Construction, metalworking, automation, and sustainable energy group	€ 5,5M	€ 1,2M	22%	<i>Under Analysis</i>
 MANUFACTURING	Manufacturing of metal molds and plastic parts	€ 1,3M	€ 0,65M	50%	<i>Under Analysis</i>
 EDUCATION	Private school	€ 9,0M	€ 2,0M	22%	<i>Under Analysis</i>
 CONSTRUCTION	Natural stone kitchen counters	€ 21,8M	€ 2,7M	12%	<i>Under Analysis</i>
 DISTRIBUTION	Distribution of industrial and laboratory equipment	€ 13,1M	€ 1,4M	11%	<i>Under Analysis</i>

¹ Values of 2023

EXIT EXAMPLES

Track record of successful investments and exits across various industries



Investment
Minority stake

Value creation
Transformed Gypfor into a leading laminated plasterboard production unit on the Iberian Peninsula, with a dedicated industrial unit in Sines

Exit
Sold to majority shareholders

IRR
>15%

Cash-to-cash
>2X



Investment
Minority stake

Value creation
Product line expansion and targeted marketing. This strategy aimed at enhancing turnover in both domestic and export markets

Exit
Sold to one of the biggest global beverage groups: Heineken

IRR
>20%

Cash-to-cash
>2X



Investment
100% stakes

Value creation
Hospital in the center of Lisbon with 46 beds, 3 block rooms and 34 consultation rooms

Exit
Sold to one of the biggest Portuguese healthcare Groups, Luz Saúde

IRR
>30%

Cash-to-cash
>10X

EXIT EXAMPLES

Track record of successful investments and exits across various industries



Investment
Minority stake

Value creation
Assisted with international expansion and supported the business in vertically integrating production to enhance resilience

Exit
Sold to majority shareholders

Equity IRR >8,5%	Cash-to-cash 2X
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Investment
Minority stake

Value creation
Horizontal integration of new segments that allow for cross-selling of services, namely day tours & transfers and fleet management for groups and the corporate sector

Exit
Sold to majority shareholders

Equity IRR >6,5%	Equity Cash-to-cash >2X
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Investment
Minority stake

Value creation
Strengthened the company's capacity to respond to growing activity in international markets

Exit
Sold to majority shareholders

Equity IRR >25%	Equity Cash-to-cash >2.5X
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C2 LEGACY KEY TERMS

LEGAL FRAMEWORK¹	Private Equity Fund set up under the “Gestão de Ativos” legal regime (attached to Decree-Law n.º 27/2023)
FUND MANAGER	Share Capital: € 1.000.000
TARGET SIZE	€ 50 000 000
MINIMUM INVESTMENT	€ 150 000
FUND TERM²	8 Years (February 2032)
INVESTMENT PERIOD	4 Years (January 2028)
SUBSCRIPTION PERIOD	2 years (December 2025)
FUND SET-UP FEE (ONE-OFF)	3% on the amount of capital subscribed
MANAGEMENT FEE	2% on subscribed capital (adjusted for any capital reductions)
CARRIED INTEREST³	20% carried interest above hurdle rate of 6,5% IRR

1) There is no possibility of early redemptions.

2) The duration of the Fund may be extended at the proposal of the Fund Manager and by a simple majority decision of the Investors' General Meeting.

3) Carried interest with catch-up mechanism.

Supervision:



Depository Bank:



Auditor:



FUND ADVANTAGES

Fund subscription requires lower investment, less risk exposure, and is regulated by supervision authorities, with regular reports to investors

01 Less Complexity

Does not require high level of active management

Does not demand significant time from the investor

02 Investment diversification

Diversified allocation by geography and assets

Reduced limits of a single project investment

03 Higher regulation & transparency

Supervised by the Portuguese and the European regulators

Easy to monitor for overseas investors

04 No miscellaneous fees:

No holding costs
No income tax

No additional maintenance and other costs

05 Tax efficiency

Fund is fully exempt from corporate income tax (CIT)

No withholding taxes for non-resident investors

Investor

WHT = 0% for non-residents



Private Equity Fund ("LGF")

CIT ("ICR") = 0%



Project A Project B Project C

CIT ("ICR") = 21% (Typically)

INVESTOR REQUIREMENTS:

Maintain the qualifying investment for a **minimum of 5 years**
Stay in Portugal for a period of **7 or more days, in the first year**, and **14 or more days, in the subsequent years**

WHT = Withholding Tax, automatically retained by the Fund upon payment
CIT = Corporate Income Tax
For Golden Visa taxes please visit:
<https://www.sef.pt/en/>