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Auction Rate Preferred Shares (“ARPS”) Presentation Materials for:



Regarding:

**Proxy Contest for Preferred Share Trustees at  
PIMCO Municipal Closed-End Funds  
(*PMF, PML, PMX, PCQ, PCK, PZC, PNF and PNI*)**

December 2018

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## Executive Overview – Dryden Believes Change is Preferable

- Dryden is seeking one seat on each board for 8 PIMCO municipal closed-end funds (collectively, “PIMCO”) that still have a substantial amount of Auction Rate Preferred Shares (“ARPS”) outstanding.
  - Each board consists of 8 trustees, 2 of which are elected by the preferred shareholders as a class, and Dryden is seeking representation as one of these preferred trustees. **Thus, Dryden is seeking minority representation on each board.**
- Dryden’s nominee will demonstrate a commitment to serving the best interests of ARPS holders in terms of **both** maximizing value **and** addressing the liquidity issues. **Dryden believes now is the time to refinance PIMCO’s ARPS.**
- **PIMCO’s recent lowball tender offer price at 85% of par was insufficient...**
  - 1) PIMCO’s tender offer price was significantly below where its peers have provided liquidity to their own ARPS shareholders and it was below the trading prices in the secondary market.
  - 2) PIMCO’s tender offer price was significantly below where the same trustees had tendered for less attractive ARPS within the same Fund Complex where they also serve on the board.
  - 3) PIMCO’s lowball tender offer price was not an adequate offer of liquidity. **With only 4% of unincentivized ARPS shareholders participating in the tender, our fellow ARPS shareholders agree.**
- **PIMCO has not kept pace with the municipal closed-end fund industry in terms of ARPS redemptions.**
  - Recent innovations in the closed-end fund (“CEF”) municipal financing market over the last few years have created attractive financing alternative to ARPS – **PIMCO’s peers have already taken advantage of these alternatives.**
  - **Over 90% of the outstanding ARPS across the municipal CEF industry have been redeemed since 2008 versus only 38% having been redeemed at PIMCO.**

## Calculating the Breakeven Rate for PIMCO ARPS

When do rates on alternative financing sources become equivalent to paying the penalty rate on ARPS?

**Current PIMCO Muni ARPS  
Interest Rate <sup>(1)</sup>  
(aka the “Max Rate”)**

$$= 110\% \times 90\% \times \frac{SIFMA}{(100\% - 37\%)} = 157\% \times SIFMA$$

VERSUS

**Interest Rate for Alternative  
Financing Sources  
(See page 6 for details)**

$$= SIFMA + 100\text{bps}$$

So we can calculate the “Breakeven SIFMA Rate” where PIMCO shareholders are indifferent between the ARPS interest expense and the interest expense of a refinancing:

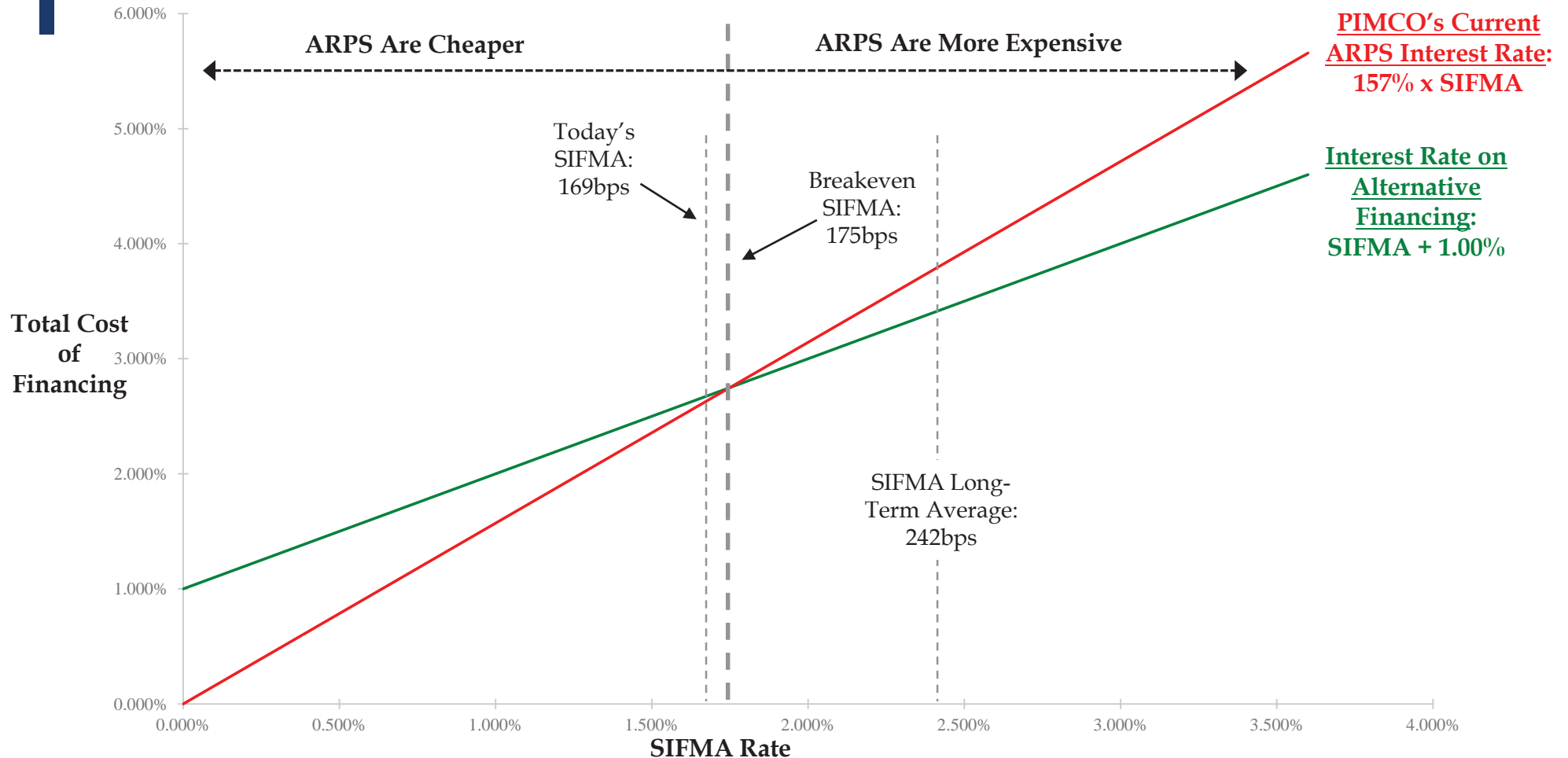
$$\begin{aligned} \text{ARPS Current Interest Rate} &= \text{Interest Rate for Alternative Financing Sources} \\ 157\% \times SIFMA &= SIFMA + 100\text{bps} \end{aligned}$$

$$\text{Breakeven SIFMA Rate} = 1.75\%$$

(1) Source: PIMCO’s “ARPS Max Rate” PDFs found at <https://www.pimco.com/en-us/search/?q=Max%20Rate>.



## ARPS Get More Expensive than Alternative Financing Very Soon!



If the Fed follows through on its continued rate hike expectations, ARPS will become even more expensive this year. PIMCO's own portfolio manager, David Hammer, believes SIFMA "will continue to grind higher..." (1)

(1) <https://blog.pimco.com/en/2018/04/Tax%20Time%20Creates%20Opportunity%20in%20Short%20Term%20Munis>.

## Today's Alternative Floating-Rate Financing Sources versus ARPS

**Most alternative sources of financing have an interest rate less than the “SIFMA + 100bps” we used on prior slides, implying an even lower breakeven rate**

	TOBs	VRDPs	VMTPs	iMTPs
Name	Tender Option Bonds	Variable Rate Demand Preferreds	Variable Rate MuniTerm Preferreds	Institutional MuniFund Term Preferreds
Typical Interest Rate Formula	SIFMA + 66bps	SIFMA + 100bps <sup>(1)</sup>	SIFMA + (81bps to 130bps)	SIFMA + 96bps
Maturity / Duration	Short-Term (1 year)	Long-term maturity for CEF, Weekly liquidity for investors <sup>(2)</sup>	Medium-Term (3-7 years)	Medium-Term (3-5 years)
1940 Act Asset Coverage Requirement (%)	N.A. (if “covered”)	Same as ARPS (200%)	Same as ARPS (200%)	Same as ARPS (200%)
Muni CEF Examples Currently Employing the Leverage	Numerous	MNP, MMU, NZF, NVG	MHI, MAV, AFB, AKP, NMZ, NAD, NEA	EIV, EVN, EIA, NYH, MAB, MIW, EMJ, EIO, EIP

**In recent years, great strides have been made in improving the quality of non-taxable financing alternatives. PIMCO's peers have already been taking advantage of them...**

Source: Annual reports / semi-annual reports filed with the SEC and press releases.

(1) The 100bps spread is inclusive of the credit spread to SIFMA (~10bps), the 10bps of remarketing fee and ~80bps of liquidity fees.

(2) Liquidity agreements usually run 2 to 3 years with high-quality 3<sup>rd</sup> party.

## PIMCO's Lowball Tender Offer Price was Insufficient... (1 of 3)

**PIMCO's recent tender offer price was the lowest in at least 4 years and below trading prices in the secondary market**

#	Municipal CEF Name	Ticker	Tender Date	Tender Price	#	Municipal CEF Name	Ticker	Tender Date	Tender Price
1	EATON VANCE CALI MUN BOND	EIA	3/26/2018	100.00%	28	EATON VANCE CA MUNI INC	CEV	2/23/2016	95.50%
2	EATON VANCE MASSACH MUN	MAB	3/26/2018	100.00%	29	EATON VANCE MA MUNICIPAL	MMV	2/23/2016	95.50%
3	EATON VANCE MICH MUNI	MIW	3/26/2018	100.00%	30	EATON VANCE MI MUNICIPAL	EMI	2/23/2016	95.50%
4	EATON VANCE MUNI II BOND	EIV	3/26/2018	100.00%	31	EATON VANCE NJ MUNICIPAL	EVJ	2/23/2016	95.50%
5	EATON VANCE NJ MUN BD	EMJ	3/26/2018	100.00%	32	EATON VANCE NY MUNICIPAL	EVY	2/23/2016	95.50%
6	EATON VANCE NY MUNI II	NYH	3/26/2018	100.00%	33	EATON VANCE OH MUNICIPAL	EVO	2/23/2016	95.50%
7	EATON VANCE OHIO MUN BD	EIO	3/26/2018	100.00%	34	EATON VANCE PA MUNICIPAL	EVP	2/23/2016	95.50%
8	EATON VANCE PA MU BD	EIP	3/26/2018	100.00%	35	EATON VANCE CALI MUN BOND	EIA	12/2/2015	95.50%
9	EATON VANCE CA MUNI INC	CEV	3/26/2018	100.00%	36	EATON VANCE MASSACH MUN	MAB	12/2/2015	95.50%
10	EATON VANCE MA MUNICIPAL	MMV	3/26/2018	100.00%	37	EATON VANCE MICH MUNI	MIW	12/2/2015	95.50%
11	EATON VANCE MI MUNICIPAL	EMI	3/26/2018	100.00%	38	EATON VANCE MUNI II BOND	EIV	12/2/2015	95.50%
12	EATON VANCE MUNICIPAL	EVN	3/26/2018	100.00%	39	EATON VANCE NJ MUN BD	EMJ	12/2/2015	95.50%
13	EATON VANCE NJ MUNICIPAL	EVJ	3/26/2018	100.00%	40	EATON VANCE NY MUNI II	NYH	12/2/2015	95.50%
14	EATON VANCE NY MUNICIPAL	EVY	3/26/2018	100.00%	41	EATON VANCE OHIO MUN BD	EIO	12/2/2015	95.50%
15	EATON VANCE OH MUNICIPAL	EVO	3/26/2018	100.00%	42	EATON VANCE PA MU BD	EIP	12/2/2015	95.50%
16	EATON VANCE PA MUNICIPAL	EVP	3/26/2018	100.00%	43	DREYFUS STRATEGIC	LEO	2/28/2018	95.00%
17	PIONEER MUNI HI INC ADV TRST	MAV	2/20/2018	100.00%	44	DREYFUS STRATEGIC MUNI BD	DSM	2/28/2018	95.00%
18	PIONEER MUNI HI INCOME	MHI	2/15/2018	100.00%	45	DREYFUS MUNICIPAL INCOME	DMF	2/28/2018	95.00%
19	BLACKROCK MUNICIPAL 2020	BKK	12/4/2017	100.00%	46	EATON VANCE MUNICIPAL	EVN	2/23/2016	94.50%
20	MANAGED DURATION	MZF	7/14/2017	100.00%	47	ALLIANCE CALIF MUNI INCOME	AKP	8/24/2015	94.00%
21	MFS HIGH YIELD MUNICIPAL	CMU	2/10/2016	100.00%	48	ALLIANCE NATIONAL MUNI INC	AFB	8/24/2015	94.00%
22	MFS HIGH INCOME MUNICIPAL	CXE	2/10/2016	100.00%	49	WESTERN ASSET MUNICIPAL	MNP	3/6/2015	90.00%
23	MFS INVESTMENT GRADE	CXH	2/10/2016	100.00%	50	WESTERN ASSET MANAGED	MMU	2/27/2015	90.00%
24	MFS MUNICIPAL INCOME TRUST	MFM	2/10/2016	100.00%	51	WESTERN ASSET INTERMEDIATE	SBI	2/20/2015	90.00%
25	DEUTSCHE STRATEGIC	KSM	6/1/2015	100.00%	52	PUTNAM MANAGED MUNI	PMM	8/9/2017	89.75%
26	DEUTSCHE MUNICIPAL INCOME	KTF	6/1/2015	100.00%	53	PUTNAM MUNI OPPORTUNITIES	PMO	8/9/2017	89.75%
27	ALLIANCE NATIONAL MUNI INC	AFB	12/13/2018	98.75%	<b>Average: 2015 - 2018 YTD</b>				<b>97.14%</b>

Over the last 4 years, compared to 53 other muni funds from 10 different sponsors, PIMCO's tender offer at 85% of par was the **LOWEST** offered.

**Offering dramatically lower prices than industry norms to PIMCO's ARPS holders is not a bonafide offer of liquidity**



## PIMCO's Lowball Tender Offer Price was Insufficient... (2 of 3)

- On June 28, 2018 (approximately 1 month before PIMCO's tender offer announcement), two AllianzGI corporate bond CEFs (NYSE: NCV and NCZ) both launched tender offers for 100% of their ARPS outstanding at **94% of par**. These AllianzGI-managed funds and the PIMCO-managed funds are considered to be in the same "Fund Complex" according to PIMCO's proxy materials.
- In fact, **6 of the 8** current PIMCO trustees, including the preferred trustees we are trying to replace at this year's Joint Annual Meeting (Messrs. Kertess and Rappaport), also sit on both of NCV & NCZ's boards. **Mr. Rappaport is the preferred trustee at both PIMCO and NCV / NCZ.** How did PIMCO's current trustees, **WHO CONTROL A MAJORITY OF SEATS AT BOTH PIMCO AND NCV/NCZ**, choose such different prices for these instruments?

	PIMCO Funds' ARPS	NCV / NCZ ARPS	
Taxable-equivalent Coupon <sup>(1)</sup>	3.7%	2.9%	← All PIMCO ARPS have higher taxable-equivalent coupons...
1940 Act Asset Coverage Level prior to recent tenders (%) <sup>(2)</sup>	252%-300% (7 of 8 funds are 265%+)	263% / 261%	← 7 of 8 PIMCO ARPS have better asset coverage...
Moody's ARPS Credit Rating	Aa2	Aa3	← All PIMCO ARPS have a higher credit rating...
Underlying Collateral	Municipal Bonds	Convertible & High-Yield Corporate Bonds	← All PIMCO ARPS have higher quality collateral...
Maturity	Perpetual	Perpetual	← Same maturities...
<b>Tender Offer Price</b>	<b>85% of par</b>	<b>94% of par</b>	← Yet these were the tender prices the current trustees chose?

**Why did the SAME trustees treat NCV/NCZ ARPS holders so much better than PIMCO's ARPS holders?**

(1) As of 6/25/18 – 6/27/18 using series A ARPS for PIMCO and assumes current marginal tax rate of 37%. As of 6/25/18 using series A ARPS for NCV / NCZ. Dates represent coupons immediately prior to NCV / NCZ's tender offer announcement.

(2) As of 6/30/18 for PIMCO and as of 2/18/18 for NCV/NCZ (both from the most recent financial statements filed before the NCV / NCZ tender offer announcement).



## PIMCO's Lowball Tender Offer Price was Insufficient... (3 of 3)

- Wells Fargo, who had unique incentives not available to other ARPS holders because of its refinancing arrangement with PIMCO, represented the vast majority of shares tendered.
- In fact, only 4% of ARPS holders excluding Wells Fargo accepted the lowball tender offer price.
  - Even including Wells Fargo, this was the lowest municipal ARPS tender participation rate seen in at least 4 years.
- The tender offer results speak for themselves on whether the tender offer price was sufficient:

	ARPS Shares Outstanding Pre-Tender	Wells Fargo Shares Tendered	Other ARPS Holders Shares Tendered	Total ARPS Shares Tendered	% of ARPS Tendered Excluding Wells Fargo
PMF	7,600	646	286	932	4%
PML	14,680	2,123	626	2,749	4%
PMX	7,560	1,081	291	1,372	4%
PNF	1,880	25	214	239	11%
PNI	3,160	381	459	840	15%
PCQ	6,000	1,078	97	1,175	2%
PCK	6,520	1,276	97	1,373	1%
PZC	5,000	970	115	1,085	2%
<b>Total</b>	<b>52,400</b>	<b>7,580</b>	<b>2,185</b>	<b>9,765</b>	<b>4%</b>

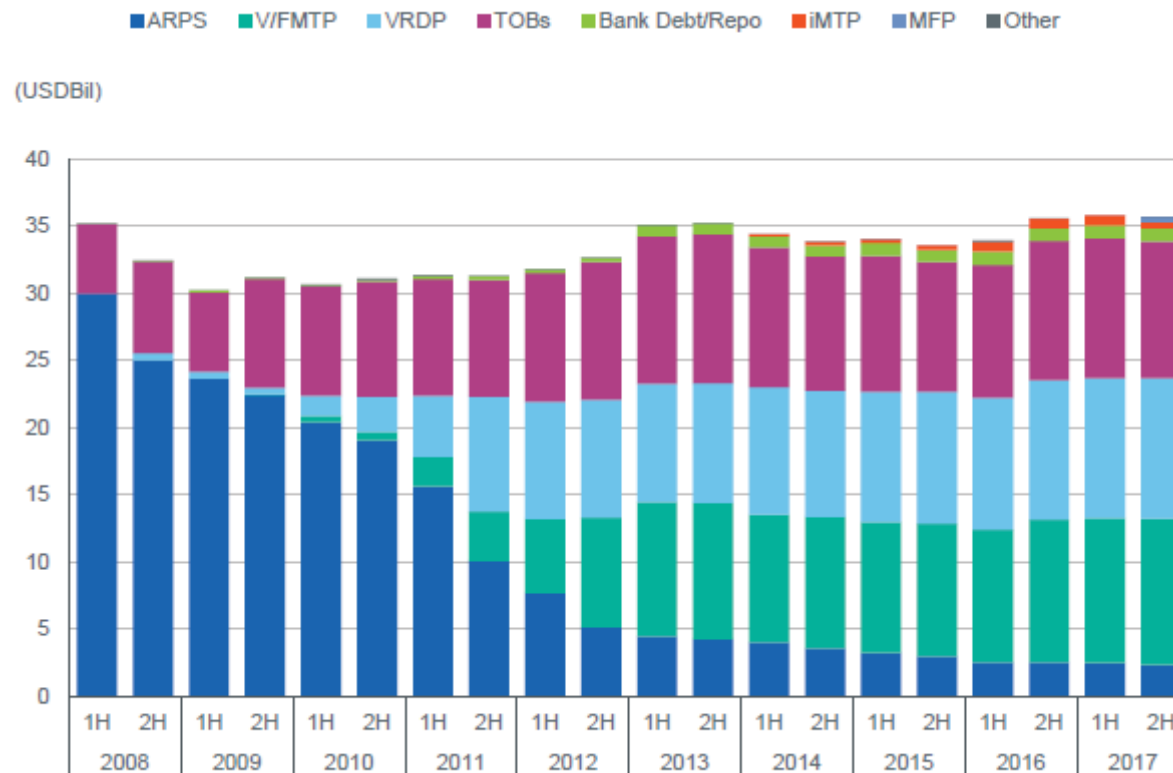
- PIMCO's own tender offer documents make clear who the tender offer was actually intended for (emphasis Dryden's):  
 "With Wells Fargo's commitment to tender 100% of its Preferred Shares... **PIMCO is of the view that the [tender] Offers will be viable and will provide a benefit to the common shareholders at this minimum level of possible participation,** taking into account the costs associated with conducting the Offers and other factors."

**As seen in the low participation rate for the tender, PIMCO's lowball tender offer price was not an adequate offer of liquidity to unincentivized ARPS shareholders**



## PIMCO Has Not Kept Pace with the Municipal CEF Industry in terms of ARPS Redemptions

Over 90% of the municipal CEF industry has redeemed their ARPS...



Source: Fitch, public financial statements, and press releases.  
Data in billions as of 12/31/2017, covers \$35.6 billion in outstanding leverage across 159 U.S. closed-end funds.



## PIMCO Has Not Kept Pace with the Municipal CEF Industry in terms of ARPS Redemptions

...and PIMCO has not kept pace with the industry in even ONE of its relevant funds. Furthermore, the majority of ARPS redeemed to date was done in January 2009 at 100% of par due to asset coverage / covenant concerns.

	ARPS Outstanding As of 11/2/2007 <sup>(1)</sup>	ARPS Redeemed in Jan. 2009 <sup>(2)</sup>	ARPS Redeemed in 3Q18 <sup>(3)</sup>	ARPS Outstanding As of 10/19/2018 <sup>(4)</sup>	Jan. 2009 Redemption %	3Q18 Redemption %	Total Redemption % Since 12/31/07
PMF	8,000	(400)	(932)	6,668	5%	12%	17%
PML	20,200	(5,520)	(2,749)	11,931	27%	14%	41%
PMX	10,800	(3,240)	(1,372)	6,188	30%	13%	43%
PNF	2,520	(640)	(239)	1,641	25%	9%	35%
PNI	3,600	(440)	(840)	2,320	12%	23%	36%
PCQ	6,000	0	(1,175)	4,825	0%	20%	20%
PCK	10,400	(3,880)	(1,373)	5,147	37%	13%	51%
PZC	7,400	(2,400)	(1,085)	3,915	32%	15%	47%
<b>Total</b>	<b>68,920</b>	<b>(16,520)</b>	<b>(9,765)</b>	<b>42,635</b>	<b>24%</b>	<b>14%</b>	<b>38%</b>

Before this most recent lowball tender offer, it had been 9+ years since PIMCO took any action with respect to its ARPS, a glaring divergence versus its peers.

(1) Source: PIMCO's definitive proxy filed 11/20/07.

(2) Source: PIMCO's definitive proxy filed 11/23/09.

(3) Source: PIMCO press release dated 9/12/18.

(4) Source: PIMCO's definitive proxy filed 11/2/18.



## “Which Nominee is More Likely to Effect the Necessary Change?”

### Dryden’s Nominee – T. Matthew Buffington

- Co-founder and Portfolio Manager of Dryden Capital, LLC since 2013
  - Over 10 years of buyside experience including roles at Southpoint Capital (a hedge fund with ~\$3 billion AUM) and Clayton, Dubilier & Rice (a private equity firm that has managed over \$26 billion since inception)
  - Cornell University, B.A. with honors in Computer Science and Economics
- **Dryden actually owns ARPS**, aligning our interest with other ARPS holders while also providing a unique point of view to PIMCO’s boards.
- Dryden’s primary due diligence on ARPS within the CEF industry has lead to an expertise in that arena that is lacking with PIMCO’s nominees and should **add value to board deliberations.**
- Dryden would pursue actions that benefit **ALL** stakeholders, providing a fresh perspective and being a much needed advocate at the board level for long-suffering ARPS holders.

### PIMCO’s Nominees

- PIMCO’s nominees each sit on **90+** different boards within PIMCO’s Fund Complex leading to concerns about how much time / attention these nominees can devote to each Fund.
- Board entrenchment is a concern: PIMCO’s stated strategy appears to be to increase the size of its boards and to add back its current nominees regardless of how preferred shareholders vote at this year’s meeting <sup>(1)</sup>.
- PIMCO’s nominees own **\$0** of ARPS themselves. In fact, **Dryden owns more ARPS than all the current trustees combined!**
- The current nominees have been in their trustee seat for between 8 to 17 years – a fresh viewpoint on ARPS issues is needed given recent innovations in financing alternatives.
- In every case where the interests of ARPS holders have diverged from the interests of common shareholders, PIMCO’s nominees have consistently and substantially favored common shareholders when their actions are compared to their peers.

### ARPS Holders Deserve a Voice at the Board Level!

(1) The following language appeared in PIMCO’s 2018 definitive proxy statement (filed 11/2/18) despite being absent in 2017’s definitive proxy statement (filed 10/23/17): “In the event that Messrs. Kertess and/or Rappaport are not re-elected by Preferred Shareholders of each Fund, as applicable, the Board of that Fund may increase its size to add one or more non-Preferred Shares Trustee positions, and may determine to appoint Messrs. Kertess and/or Rappaport to fill a vacancy.”



## Conclusion: NOW is the Time for Change

- Dryden believes preferred shareholders deserve a trustee that will demonstrate a commitment to serving in their best interest on both addressing the liquidity issue and maximizing value:
  - Prior to 2018, the current preferred trustees had taken NO voluntary action in addressing the ARPS liquidity issues, only acting when forced to by asset coverage / covenant concerns over 9 years ago.
  - Then, the current preferred trustees pursued an ARPS tender offer in July 2018 that seemed targeted at a SINGLE incentivized ARPS holder at a price that was 1) below PIMCO's peers, 2) below the secondary market, and 3) below where the same trustees had tendered for less attractive ARPS within the same Fund Complex!
- Offering "liquidity" to long-suffering ARPS holders at an unfair price and a large discount to par isn't truly an offer of liquidity.
- The net result is that current trustees have allowed PIMCO to significantly lag the industry in terms of ARPS redemptions.
- Change is warranted given the current trustees' failure to provide liquidity to ARPS holders at levels consistent with the industry.

**Dryden will add value to board deliberations by filling the preferred trustee seat with someone who is aligned with ALL ARPS holders and who will consider ARPS issues from a different viewpoint than the current board members.**



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## Appendix



## Timeline

- Dryden began purchasing the Funds' ARPS in 2016.
- On April 17, 2018, Dryden began expressing its concerns about the ARPS to representatives of PIMCO who are not members of the Board ("Management"). Management's responses to our concerns lacked substance.
- On April 27, 2018, Dryden sent Management a presentation that specifically laid out our concerns in more detail.
- On May 7, 2018, Dryden and Management held a conference call to discuss the materials Dryden had sent. Again, Management refused substantive engagement. Given the lack of progress, Dryden alerted Management that Dryden planned to raise its concerns to the Board level and the Preferred Trustees.
- On May 18, 2018, Dryden e-mailed Management and members of the Boards, informally declaring an intent to nominate T. Matthew Buffington as a Preferred Trustee at the Annual Meeting while also suggesting a meeting to search for a more cooperative solution.
- On June 20, 2018, Dryden e-mailed Management and the Preferred Trustees to follow up on scheduling the meeting to search for a more cooperative solution, but Dryden did not receive a response.
- On July 9, 2018, Dryden e-mailed Management and the Preferred Trustees to again follow up on scheduling the meeting, but Dryden, again, did not receive a response.
- On July 20, 2018, PIMCO announced the tender offer at 85% of Par and on July 23, 2018, PIMCO subsequently e-mailed Dryden offering a phone call with members of Management (but denied Dryden's request to involve the Preferred Trustees).
- On July 25, 2018, Dryden held a call with Management, discussed the tender offer dated July 20, 2018, and expressed Dryden's displeasure with the price; the tender offer price was below recent prices seen in the secondary market and it represented a meaningful discount to where PIMCO's peers had tendered. In the absence of a cooperative solution from Management, Dryden alerted Management that it intended to formally nominate its own trustee candidate to the Boards.
- On August 21, 2018, after not responding to all our previous attempts to engage, the Funds' Preferred Trustees finally requested to meet with Dryden. Dryden accepted that same day.
- The meeting occurred August 30, 2018 and Dryden, again, did not receive responses to simple questions about the ARPS.
- On September 11, 2018, Dryden sent its formal notice nominating T. Matthew Buffington for election.
- On September 12, 2018, PIMCO announced the results of its tender offer. The majority of ARPS Shareholders did not participate in the tender offer. Participation was dominated by a single holder of ARPS (Wells Fargo, which also happened to be the firm providing the new VMTPS financing for any tendered ARPS).
- On September 27, 2018, PIMCO notified Dryden it would not be nominating Dryden's proposed candidate for election.



## About the Nominee

### **T. Matthew Buffington**

Mr. Buffington is a co-founder and has been the Portfolio Manager of Dryden Capital, LLC since January 2013. Previously, Mr. Buffington was a research analyst at Southpoint Capital Advisors LP, a value-oriented equity investment firm with AUM of ~\$3 billion. Mr. Buffington was responsible for idea generation, investment research and portfolio monitoring across a variety of industries. Prior to joining Southpoint, Mr. Buffington worked at the private equity firm Clayton, Dubilier & Rice, LLC ("CD&R"), where he helped identify new private equity investments across a wide range of industries, advised portfolio companies as they explored strategic acquisitions and helped analyze performance. Prior to joining CD&R, Mr. Buffington worked in the Mergers & Acquisitions Group at Merrill Lynch where he advised in analyzing strategic alternatives, structuring transactions and determining valuation. Mr. Buffington graduated with honors from Cornell University where he earned a Bachelor of Arts with a double major in Computer Science and Economics. Based on Mr. Buffington's career in investment banking and principal investing, as well as his financial industry expertise, we believe he is well-qualified to serve as a trustee of the Funds.





## Historical SIFMA Rate

