

Form ADV Part 2A: FIRM BROCHURE



GTIS PARTNERS

GTIS PARTNERS LP

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This Brochure provides information about the qualifications and business practices of GTIS Partners LP (“GTIS” or “Firm”). If you have any questions about the contents of this Brochure, please contact us at (212) 220-5200 or info@gtispartners.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

GTIS is a registered investment adviser. Registration status with the SEC does not imply a certain level of skill or training.

Additional information about GTIS also is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

There have been no material changes since the filing of GTIS' last Brochure on March 31, 2023. GTIS routinely makes changes throughout its Brochure to improve and clarify the descriptions of its business practices and compliance policies and procedures or in response to evolving industry best practices and Firm practices. In this year's filing, the following Items have been updated:

- Item 4: updated to reflect discretionary assets under management as of December 31, 2023, and
- Item 8: updated description of risks and potential conflicts of interest.

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Item 4 – Advisory Business

Advisory Business

GTIS Partners LP¹ (the “Firm” or “GTIS”) is a real assets investment Firm headquartered in New York, with offices in Sao Paulo, Brazil; Los Angeles, California; San Francisco, California; Atlanta, Georgia; Charlotte, North Carolina; Phoenix, Arizona; Dallas, Texas; Houston, Texas; and Munich, Germany. GTIS was founded in 2005 as a joint venture with GoldenTree Asset Management (“GTAM”). In 2011, GTIS became a registered investment adviser, with GTAM retaining a passive minority shareholder interest. GTIS pursues core-plus, value-added and opportunistic real estate investments, and since inception has committed approximately \$6.28 billion in equity capital to residential, single family rental, retail, industrial, office, infrastructure, hotel, real estate debt, land development and mixed-use projects in the U.S. and Brazil. As of December 31, 2023, GTIS had approximately \$4.48 billion in gross assets under management².

GTIS offers investment advisory services to:

- Real estate-related investment funds exempt from registration under the Investment Company Act of 1940, as amended, pursuant to Sections 3(a)(1), 3(c)(5)(C), 3(c)(7) or 3(c)(1) thereof, (each a “Fund” and collectively, the “Funds”);
- Co-investment vehicles that invest side-by-side with a Fund investment (“Co-Investment Vehicles”); and
- Separate account mandates that generally invest in the same strategies employed by one or more Funds but with modified investment guidelines tailored to the individual objectives of the client (“Separate Accounts”).

For purposes of this Brochure, all references to Funds shall also include Co-Investment Vehicles, unless otherwise noted. Funds, Co-Investment Vehicles and Separate Accounts are collectively referred to herein as the “Clients”.

In addition to the Clients, GTIS or an affiliate serves as the manager of investment partnerships and joint venture partnerships. These accounts do not involve investment management of securities and are therefore not included in this Brochure.

¹ For purposes of this filing, GTIS Partners LP includes the GTIS relying advisers, fund general partners and affiliates, each as described further herein and in GTIS’ Form ADV Part 1.

² Gross AUM represents the gross portfolio value of real estate and uncalled capital including property level debt managed by GTIS and our Joint Venture Partners, per the INREV definition of gross assets under management. Gross AUM also includes the value of real estate owned by Clients that are exempt from registering under Section 3(a)(1) of the Investment Company Act of 1940, which is not included in the calculation of regulatory assets under management, as reported in GTIS’ Form ADV Part 1.

GTIS' Funds include: (i) closed-ended Funds, where each investor makes an up-front commitment to contribute a stated amount of capital as called by GTIS for investment, and may not withdraw capital prior to the end of the stated multi-year term of the Fund; and (ii) open-ended Funds, where capital contributions and withdrawals are permitted at stated intervals (on a quarterly basis after an initial lock-up period, subject to the general partner's discretion per such Funds' governing documents) at then-current net asset values.

For each Client which is managed on a discretionary basis, a general partner has been appointed, which has the authority to make investment decisions on behalf of such Client. Each general partner is deemed to be registered under the Investment Advisers Act of 1940 ("Advisers Act") pursuant to GTIS' registration in accordance with SEC guidance. Each general partner has contracted with GTIS or an affiliate for day-to-day management of the Clients. For the Funds, the applicable general partner retains investment discretion and investors do not participate in the control or management of the Funds. For more information about the general partners of each Client, please see GTIS' Form ADV Part 1, Schedule D, Sections 7.A. and 7.B.(1); more information about GTIS' relying advisers is available in Form ADV Part 1, Schedule R.

Advisory Services

The principal investment objective of GTIS, on behalf of its Clients, is to seek core-plus, value added and opportunistic real estate related investments that have the potential for significant capital appreciation through development, redevelopment, repositioning or improved management. The investments acquired by GTIS on behalf of its Clients include (depending upon the investment objectives and/or restrictions of each Client) real estate, real estate related loans and equity investments in real estate related joint ventures and operating companies. Some of these investments take the form of private or publicly traded debt and equity securities directly or indirectly secured by real estate.

GTIS seeks to identify investment opportunities and themes on its own or through its relationships with real estate operators and developers, and attempts to validate these opportunities and themes with due diligence and research. GTIS' vision of where to find risk-adjusted value in real estate is constantly evolving based on the top-down findings of its dedicated research team as well as the bottom-up recommendations of its experienced investment and asset management teams. GTIS' investment opportunities typically require real estate development or re-development, obtaining zoning approvals, leasing or similarly improving the sales or operating income of the property.

GTIS seeks to apply its own real estate development, construction management and operational expertise to create value at the property level in its selection of both real estate projects and third-party operating partners. Where feasible, GTIS will generally use its own development and

construction personnel for its real estate projects. GTIS also uses its financial and structuring expertise to protect principal, mitigate investment risks and optimize investment returns. The Firm aims to manage its investments through its in-house capability, but also invests in projects with third-party joint venture partners. Such joint venture partners manage much of the day-to-day operations of the real estate projects and add value through investment sourcing, local market knowledge and/or specialized operational/developmental expertise. GTIS' asset management staff maintains an active oversight of the projects and GTIS retains major decision rights as defined in negotiated agreements with each of its joint venture partners. GTIS also sources real estate debt transactions for various Client accounts.

Services for the Separate Accounts include acquiring, managing and disposing of assets on either a discretionary or a non-discretionary basis, depending on each Client, using similar practices to those mentioned above.

GTIS does not tailor its advisory services to the individual needs of investors ("Investors") in its Funds; GTIS' investment advice and authority for each Fund are tailored to the investment objectives of that Fund. These objectives are described in and governed by the private placement memorandum, limited partnership agreement, investment management agreement, side letter agreements, subscription agreements and other governing documents of the relevant Fund (collectively, "Governing Documents") and Investors determine the suitability of an investment in a Fund based on, among other things, the Governing Documents.

Investors in Funds generally participate in the overall investment program for the applicable partnership. In accordance with common industry practice, GTIS has entered into side letters or similar agreements with certain Investors that have the effect of establishing rights under, or altering or supplementing, a Fund's partnership agreement. Examples of side letter provisions, restrictions and limitations that GTIS has entered into include reporting provisions, notification provisions, certain fee arrangements, provisions whereby Investors have expressed an interest in participating in co-investment opportunities, advisory board representation, "most favored nations" provisions, prohibitions on investing in a particular country, a limitation on how much capital is permitted to be invested in a single investment or a limitation on the incurrence of unrelated business taxable income. Side letters are negotiated at the time of the relevant Investor's capital commitment, and once invested in a Fund, Investors generally cannot impose additional investment guidelines or restrictions on such Fund. There can be no assurance that the side letter rights granted to one or more Investors will not in certain cases disadvantage other Investors.

GTIS advises Separate Accounts on both a discretionary and a non-discretionary basis. The owners of these Separate Accounts have specific investment restrictions and limitations, which

are typically set forth in agreements negotiated between GTIS and such Separate Account.

Principal Ownership

InSite Partners LP, which is controlled and principally owned indirectly by Thomas M. Shapiro, GTIS' President and Chief Investment Officer, is the principal owner of GTIS and has voting control over GTIS. GTAM also maintains a passive, non-voting minority ownership interest in GTIS Partners LP. GTAM does not have any authority over the day-to-day operations or investment decisions of GTIS as it relates to the Funds, but does have minority protection rights. GTAM does not have representation on the advisory boards of any of the GTIS Funds. For more information about GTIS' owners and executive officers, please see GTIS' Form ADV Part 1, Schedules A and B. For more information about the conflicts of interest inherent in third-party ownership of the management company, see Item 8, Conflicts of Interest.

Regulatory Assets Under Management

As of December 31, 2023, GTIS managed approximately regulatory assets under management of \$2.605 billion. Of this amount, \$1.739 billion is managed on a discretionary basis and \$866.55 million is managed on a non-discretionary basis. The calculation of regulatory assets under management duplicates certain assets managed by GTIS to the extent that such assets are invested in other GTIS Clients.

Item 5 – Fees and Compensation

In consideration for the investment management services provided, an affiliate of GTIS receives management fees ("Management Fees") and GTIS affiliates receive an incentive fee ("Incentive Fee" and together with Management Fees, "Compensation") from the Clients. GTIS also receives certain other fees as described below, which varies by Client but can include development fees, acquisition fees and monitoring fees. GTAM, through its ownership interest in GTIS, also indirectly receives a portion of certain Compensation from the Clients, as described below.

Investors should refer to the Governing Documents of the applicable Client for a complete understanding of how GTIS is compensated for its advisory services. The information contained herein is a summary only and is qualified in its entirety by such documents.

Management Fees

Generally, GTIS charges each Client a Management Fee of up to 1.75% as specified in each Client's Governing Documents. Management Fees are negotiated on a Client-by-Client basis during the fundraising period of the applicable Client and are not subject to negotiation thereafter. For certain Clients, the amount of Management Fees generally will not correspond with fluctuations

in a Client's net asset value, including following the stepdown date, and will not be reduced in connection with any write-downs, except in the case of investments that have been permanently written down. Permanent write-down determinations are made in the discretion of the Valuation Committee in accordance with the relevant Governing Documents and GTIS' valuation policy.

For certain Clients, Management Fees are reduced by an amount paid by GTIS in connection with marketing or management of such Client in accordance with the Governing Documents of such Client.

GTIS is permitted in its sole discretion to reduce or waive all or a portion of the Management Fee, and has done so for GTIS employees and their family members investing in a Client (although such Investors generally pay their pro rata share of certain Client expenses). Management Fees are often dependent upon the size of the Investor commitments within each Client.

GTIS has elected for some Clients, per the Governing Documents of such Client, to apply the Management Fee payable by a Client to satisfy the capital contribution obligations of the Client sponsor (GTIS). The Investors in such Clients are required to make a pro rata contribution according to their respective commitments to fund any contribution that would otherwise be required of the relevant sponsor in connection with any waiver and, as a result, the exercise of such waiver has the potential to result in an acceleration of Investors' capital contributions.

Generally, Investors participating in a subsequent closing after the initial closing of a Fund are responsible for paying the Management Fee as of the date of the initial closing of such Fund. In addition, Management Fees are payable during term extensions unless otherwise agreed to with Investors.

Management Fees are accrued and payable by the Clients either quarterly in advance or quarterly in arrears, depending on the Client and as detailed in each Client's Governing Documents. In the case of certain Client arrangements, GTIS is afforded with the right to be paid in advance, but not more than three months in advance. In most cases, Management Fees are either paid directly by the Client as a result of a capital call to its Investors or deducted from distributions to Client Investors and remitted to GTIS. Management Fees for the Separate Accounts are either paid as described above or paid directly to GTIS. Other fees (as detailed below), are paid either as a result of a capital call notice to Investors, as an investment expense, as a property level expense, as a Fund or Client expense or deducted from distributions to Investors.

For closed-ended Clients, Management Fees are expected to be paid, except as otherwise described in the relevant Governing Documents, over the term of the Clients, and Investors generally are not permitted to withdraw or redeem interests in the Clients. For open-ended

Clients, where Investors are permitted to withdraw (subject to various redemption restrictions), per the Governing Documents.

Investors in GTIS' open-ended Funds are permitted to invest or withdraw (entirely or partially and subject to various redemption restrictions) on a quarterly basis, subject to a minimum investment period and certain lock-up rights disclosed in the relevant Governing Documents. Withdrawing Investors must provide GTIS with proper advance written notice as per the Governing Documents of such Fund. For such open-end Investors, GTIS is only entitled to Management Fees for the time in which they are Investors.

Incentive Fees

Incentive Fees to which GTIS may be entitled, depending on performance, are generally 10% - 20% of cumulative realized Client profits following the return of Client capital (and the exceeding of a preferred return on such capital), as described briefly in Item 6 below and in full detail in each Client's Governing Documents.

Client Expenses

As further detailed in the Governing Documents for each Client, Clients, investment joint ventures or investments wholly-owned by Clients pay:

- During an offering period, all organizational and marketing expenses, up to maximums, if applicable, as detailed in such Client's Governing Documents.
- To the extent permitted under the Client's Governing Documents, all Client-related costs and expenses, including, without limitation, the expenses incurred in connection with investments (whether or not consummated, and whether or not co-investment was contemplated for the investment at the time acquired by the Fund) and the evaluation, acquisition, origination, construction, development, ownership, sale, insuring, hedging or financing of any investment, litigation-related and indemnification expenses, travel, relevant conferences, compliance, custodial, administrative, communication, legal and accounting expenses related to the Client. In many cases, this includes reimbursed out-of-pocket or third-party costs incurred by GTIS on the Client's behalf.
- To the extent permitted under the Client's Governing Documents, reimbursement from some Clients for personnel compensation (including base salary, discretionary bonus and benefits) incurred in connection with operating the Clients. Reimbursements permitted vary by Client, but generally include costs of maintaining the Client bank accounts and accounting services, as well as allocations of costs for maintaining the Client general ledger, investment reporting,

preparation of the Client financial statements and tax returns, performing in-house legal services, compliance, valuation review and construction and development oversight. In some cases, these costs are partially offset by fees and/or reimbursements paid by third-party joint venture partners.

- A development fee for some investments where GTIS performs or oversees the development duties in-house.
- An acquisition fee for some investments where Client Governing Documents permit.

Feeder Clients (defined in Item 7 below), Co-Investment Vehicles and Separate Accounts pay for their pro rata share of relevant expenses as determined by the relevant Governing Documents of such Client.

Co-Investment Fees and Expenses

In certain circumstances, GTIS permits certain investors to co-invest in investments alongside one or more Clients, subject to GTIS' related policies and procedures, the relevant Governing Documents and/or side letter(s) or similar arrangements. Where a Co-Investment Vehicle is formed, such entity will bear expenses related to its formation and operation, many of which are similar in nature to those borne by the Clients.

In the event a proposed transaction is not consummated, no such Co-Investment Vehicle generally will have been formed, and the full amount of any fees and expenses generated in the course of evaluating such investments, including out of pocket fees associated with due diligence, attorney fees, fees of other professionals and various other fees relating to such proposed but not consummated transaction ("broken deal expenses") therefore will generally be borne by the Fund(s) selected as proposed investors for such proposed transaction and not by any prospective co-investors that were to have participated in such transaction. As a result, the Fund(s) selected as proposed investors for such proposed transaction will bear more than what would otherwise have been its share of such broken deal expenses. Conversely, co-investors who commit to a transaction after a Fund signs a definitive purchase agreement will lower the risk of broken deal or similar expenses incurred by such Fund (and indirectly, by such Fund's Investors) in connection with such transaction based on the timing of when a co-investor becomes contractually obligated to invest.

Joint Venture Partner Fees and Expenses

GTIS generally invests in assets where the investment opportunity is shared with a joint venture partner that provides equity and/or services to the project. Joint venture partners can receive

compensation in the form of management fees or incentive allocations when investments outperform certain hurdles. This compensation is typically paid to the joint venture partner by the underlying asset, which is an indirect expense to the Funds.

Item 6 – Performance-Based Fees and Side-By-Side Management

GTIS, generally through one of its affiliated entities, is entitled to receive an Incentive Fee from certain Clients. An Incentive Fee represents an adviser's compensation based on a percentage of net profits. GTIS may be entitled to receive an Incentive Fee of 10% - 20% of the cumulative realized Client profits following the return of Client capital (and the exceeding of a preferred return on such capital), as described in more detail in each Client's Governing Documents.

Incentive Fee arrangements have been structured subject to Section 205(a)(1) of the Advisers Act in accordance with the available exemptions thereunder, including the exemption set forth in Rule 205-3. The general partner of each Client may, in its sole discretion, agree to waive all or a portion of this amount, as it does for GTIS employees and their family members investing in a Client.

Clients should be aware that Incentive Fees can be deemed to create a conflict of interest for GTIS, as there can be an incentive for GTIS to make investments that are riskier or more speculative than would be the case in the absence of an Incentive Fee or to allocate an investment to a Client that earns a higher Incentive Fee. In addition, the fact that different Clients (and/or different Investors within the same Client) pay different levels of Compensation to GTIS and its affiliates for making the same investments gives rise to certain conflicts of interest. GTIS will at all times act in a manner that it believes to be fair and equitable to its Clients, subject to any investment restrictions and investment capacities of its Clients, as set forth in the Governing Documents of each Client received by each Investor prior to investment in such Client.

GTIS manages multiple Clients with similar investment strategies on a side-by-side basis. As a result of the foregoing, GTIS and/or the general partners have a potential conflict of interest in: (i) allocating their time and activity among the multiple Clients; (ii) allocating investments among the multiple Clients; and (iii) effecting transactions among the multiple Clients, including ones in which GTIS and/or the general partners have a greater financial interest. These conflicts of interest have the potential to create an incentive for GTIS to favor a Client in which it and/or a general partner have a greater financial interest with respect to allocation of time and activity, limited investment opportunities, or investments that GTIS regards as more attractive or better performing. However, GTIS believes this incentive is mitigated due to the fact that: (i) the applicable Governing Documents create limitations on the ability of GTIS to establish new investment funds; (ii) the Funds are subject to certain contractual provisions requiring certain parallel funds to purchase and sell investments contemporaneously if they share an investment

through a contemporaneous initial investment; (iii) any losses the Clients sustain will reduce the general partner's Incentive Fee; (iv) the Incentive Fee is generally calculated only after Investors have received as distribution 100% of their capital contributions plus a preferred return; (v) a general partner often makes a substantial commitment to a Fund to invest its own capital alongside the Investors; and (vi) GTIS' ability to attract future Investors is tied to the performance of its investments. To the extent that GTIS has Clients with varying Incentive Fee terms (including amount, timing waterfall conditions or other terms) and/or GTIS personnel are assigned varying percentages of Incentive Fee from a Client, GTIS and such personnel are subject to potential conflicts of interest to the extent they are involved in identifying investment opportunities as appropriate for a Client from which they are entitled to receive a higher Incentive Fee percentage.

To address these conflicts of interest, GTIS has implemented policies and procedures to ensure that all Clients receive equitable and fair treatment over time with respect to the allocation of investment opportunities. These policies and procedures, along with each Client's Governing Documents, require GTIS to at all times allocate investments among the Clients in a manner which it believes to be fair and equitable. Investment allocation decisions are made by the Allocation Committee.

GTIS will not allocate investment opportunities based in whole or in part, on (i) the relative fee structure or amount of fees paid by any Client or (ii) the profitability of any Client.

Item 7 – Types of Clients

GTIS provides investment advice to (i) Funds that are offered as private placements and organized as limited partnerships or REITs, (ii) to Co-Investment Vehicles, and (iii) to Separate Accounts that invest through limited partnerships (all such entities, GTIS' Clients). Client Investors typically include public pension plans, corporate pension plans, university endowments, foundations, investment companies, insurance companies, sovereign wealth funds, fund-of-funds, banks, trusts, family offices, investment advisers, other institutional Investors, and high net worth individuals. Investment advice is provided directly to the Clients and not individually to Investors in such Clients.

Each Client generally limits its Investors to persons who are "accredited investors" and/or "qualified clients", "qualified purchasers" or "knowledgeable employees", in each case as defined respectively in the Securities Act of 1933, the Advisers Act or the Investment Company Act of 1940 ("Investment Company Act"). In regard to the Funds, minimum subscription amounts and other Investor suitability requirements are detailed in the respective Client Governing Documents. However, such minimum amounts can be waived by GTIS in its discretion. In regard to the Separate Accounts, the amount of capital to be invested is individually negotiated.

The Clients are not registered nor required to be registered under the Investment Company Act, their securities are not registered nor required to be registered under the Securities Act of 1933 and interests are privately placed to qualified investors. Qualified investors include individuals or entities to which interests are permitted to be sold, which generally includes (i) in the United States, people or organizations who meet certain net worth, income and/or financial sophistication requirements as described above or (ii) in other countries, as permitted by the relevant securities laws in such jurisdiction and in compliance with any foreign offering provisions applicable to GTIS and/or the Clients.

GTIS in its discretion will determine whether it is in the best interest of the Funds to solicit co-investment interests for a portfolio investment. GTIS generally will seek co-investors when (i) an investment opportunity requires additional capital, (ii) an investment opportunity is larger than the commitment amount a Fund is permitted to make under the Governing Documents, (iii) the investment amount is larger than is prudent for the Fund to make, (iv) allowing a co-investor is in the best interest of a Fund or (v) GTIS believes the Fund will benefit from the participation of the co-investor(s). Co-investment opportunities are generally offered first to those Investors who have indicated an interest in participating in co-investment opportunities during the subscription process and then to all Investors in the applicable Fund, although for some investments GTIS will determine in its sole discretion that it is in the best interests of the Client to offer a co-investment opportunity to a third party. Subject to any restrictions contained in the Governing Documents of the relevant Fund, any side letter or other terms negotiated with respect to such Fund or agreements with lenders, in general no Investor has a right to participate in any co-investment opportunity and co-investment opportunities may be offered to some, and not all, Investors in the Funds.

On occasion, GTIS offers co-investment opportunities for certain investors to invest alongside a Fund in certain investments. In its sole discretion and in accordance with the Governing Documents and its policies and procedures governing co-investment opportunities, GTIS can cause a Fund to invest side-by-side with a co-investor without offering a co-investment opportunity to existing GTIS Investors. Opportunities to co-invest are made available to any person or entity, including without limitation, strategic investors, lenders, deal sources, co-sponsors, joint venture partners, other investment advisers and other persons or entities affiliated, associated or otherwise known to GTIS or its employees. Reasons for offering a co-investment opportunity to a third party include, but are not limited to, instances where a co-investor provides investment opportunities, operating capabilities, financing or other strategic or competitive opportunities or advantages, as further detailed in the Firm's policies and procedures regarding co-investment. Some co-investors are offered rights not offered to other co-investors, such as forced sale provisions.

Co-investments typically involve investment and disposal of interests in the applicable investments at the same time and on the same terms as a Fund making the investment. However, from time to time, for strategic and other reasons, a co-investor or Co-Investment Vehicle will purchase a portion of an investment from a Fund after such Fund has consummated its investment (also known as a post-closing sell-down or transfer). Any such purchase from a Fund by a co-investor or co-investment vehicle generally occurs shortly after the Fund's completion of the investment to avoid any changes in valuation of the investment; however, in certain instances, a post-closing sell-down or transfer could occur well after the Fund's initial purchase. When appropriate and in GTIS' sole discretion, GTIS reserves the right to charge interest on the purchase to compensate the relevant Fund for the holding period. In addition, a co-investment generally will be required to reimburse the relevant Fund for related costs. However, to the extent such amounts are not so charged or reimbursed, they generally will be borne by the relevant Fund. When co-investors purchase their interest from a Fund after the Fund has consummated the investment, the price paid by co-investors is typically determined by the Fund's general partner in its sole discretion. The price may not reflect the full cost incurred by the Fund in connection with the investment, any interest charge on the co-investment amount, the cost of establishing the credit facility utilized to acquire the investment or the risk borne by the Fund in connection with purchasing and warehousing the investment, in each case as applicable. The Funds will bear the risk that any co-investors acquiring an interest in an investment after the closing of such investment will acquire such interest on terms that do not reflect the then-current value of such investment. In either case, potential co-investors typically do not bear any transaction costs of investments that are not consummated and are not subject generally to the same risks to which a Fund is throughout the investment process. In addition, to the extent that GTIS engages in a secondary liquidity transaction in connection with an investment, co-investors will not necessarily receive the same liquidity options as Investors in a Fund and may therefore be compelled to receive cash or continue to hold an interest in the investment, depending on the particular facts of the transaction.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

GTIS' primary investment objective is to seek core-plus, value-added and opportunistic real estate related investments on behalf of its Clients. GTIS pursues real estate investments in residential, single family rental, retail, industrial, office, hotel, real estate debt, land development and mixed-use projects in the U.S. and Brazil. Investments are usually in the form of direct or indirect ownership interests of, or in, real estate and real estate related loans and equity investments in real estate related joint ventures and operating companies. GTIS' investments also include publicly traded or privately offered equity and debt instruments and certain liquid investments, including cash and cash equivalents.

The Firm performs extensive due diligence prior to making any investment. In particular, GTIS evaluates potential investments with respect to financial, accounting, tax, legal, market, competitor, employee, joint venture partners, environment, construction, development, architectural, engineering and consumer issues, as well as other issues that may be particular to the proposed transaction.

GTIS focuses on generating optimal risk-adjusted returns by prioritizing capital preservation and risk mitigation in its investments. The GTIS investment process is characterized by several elements of risk management. The Firm seeks downside protection through a substantial margin of safety in pricing and/or underwriting and seeks to use equity, debt and hybrid capital structures specifically tailored to the situation in order to optimize the investment risk/return profile. GTIS conducts extensive due diligence including a rigorous financial, physical, environmental, legal and tax review. The Firm seeks to diversify portfolio exposures across multiple risk factors including asset classes, strategies and geographies.

Investing in securities involves risk of loss that Clients should be prepared to bear. Typically the investment risks associated with the investment strategies offered by GTIS and the types of investments pursued by GTIS are outlined in a Client's Governing Documents.

Risks

All investing involves risk of loss. Current and prospective GTIS Investors are cautioned that GTIS' investments involve risk, including the possibility of a complete loss of the amount invested, and that they should be prepared to bear those risks. There can be no assurance that any investment, investment program or portfolio will achieve its stated objectives. Client Investors should refer to their respective Governing Documents for a more detailed discussion of risks. Certain risks below are applicable across the GTIS investment platform and are not necessarily related to investments in securities by the Clients identified in GTIS' Form ADV Part 1. Different or new risks not addressed below may arise in the future and, therefore, the following list is not intended to be exhaustive.

For all Clients, the following are some of the more relevant risks to an investment with GTIS:

- *Changes in Market Circumstances.* The success of GTIS' activities will often be affected by international, U.S., regional and local economic and market conditions, including changes in interest rates, currency, instability in certain securities markets, changes in relative valuation of its target investment sectors, changes in the availability of, or the general terms and conditions for, investment financing, shifts in the supply and demand for the types of properties in which GTIS will invest Client funds, changes to the financial resources and

solvency of tenants and buyers and sellers of properties, among other factors—any one of which could adversely affect investment returns.

- *Enhanced Scrutiny and Certain Effects of Potential Regulatory Changes.* There continue to be discussions regarding enhanced governmental scrutiny and/or increased regulation of the private fund industry. In particular, the SEC has increased emphasis on investment adviser and private fund regulation and has both adopted and proposed a number of new rules that would impose significant changes on private fund advisers and their management of private funds. Such changes are expected to materially impact GTIS, the Clients and/or the investments, as well as increasing their expenses. Significant time and resources are expected to be required to comply with new regulations. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on the Clients' activities, including the ability of the Clients to effectively and timely address such regulations, implement operating improvements or otherwise execute their investment strategy or achieve their investment objectives.

In perhaps the most sweeping of rulemaking changes, on August 23, 2023, the SEC adopted new rules and amendments (collectively, the "Private Fund Rule") to existing rules under the Advisers Act specifically related to advisers to private funds. In particular, the Private Fund Rule (i) requires quarterly reporting by registered private fund advisers to investors concerning performance, fees and expenses; (ii) requires registered investment advisers to obtain an annual audit for private funds; (iii) requires registered investment advisers to obtain a fairness opinion or a valuation opinion and make certain disclosures in connection with adviser-led secondary transactions; (iv) imposes limitations and new disclosure requirements regarding preferential treatment of investors in private funds in side letters or other arrangements with the adviser; and (v) prohibits advisers to private funds from taking certain actions without providing disclosures to investors and, in some cases, without obtaining investor consent. The Private Fund Rule is expected to have a significant effect on GTIS, the Funds and their operations, including increased compliance burdens and associated regulatory costs, increased investor reporting and disclosures to investors, enhanced risk of regulatory action and additional regulatory uncertainty. Significant time and resources are expected to be required to comply with the Private Fund Rule.

- *Geopolitical Risks and Force Majeure.* An unstable geopolitical climate and continued threats of terrorism could have a material adverse effect on general economic conditions, market conditions and market liquidity. U.S. military actions around the globe; the threat or occurrence of terrorist attacks in the future; rising oil, energy and other commodity or material prices (including those resulting from the unavailability thereof); and the United States' military, economic and political responses to terrorism all can have material

consequences on the U.S. and global economies. GTIS is not able to predict the extent, severity or duration of the effect of any past or future terrorist attacks and related events or quantify the impact that these events can have on investment objectives or the markets where an investment will be located. For example, the United States and governments globally have seen a rise in populist and nationalist tendencies, with political parties espousing such themes gaining strength in local and national elections. The continued threat of terrorism and the impact of military or other action have led to and will likely lead to increased volatility in prices for certain commodities and could affect certain investments' financial results. Additionally, a serious pandemic or a natural disaster could severely disrupt the global, national and/or regional economies. A resulting negative impact on economic fundamentals and consumer confidence has the potential to increase the risk of default of particular portfolio investments, negatively impact market value, increase market volatility and cause credit spreads to widen, and reduce liquidity, all of which could have an adverse effect on a Client's returns and ability to make new investments. No assurance can be given as to the effect of these events on the value of or markets for portfolio investments.

Additionally, the Clients or portfolio investments can be affected by force majeure events such as events beyond the control of the party claiming that the event has occurred including, without limitation, fire, flood, earthquakes, outbreaks of an infectious disease, pandemic or any other serious public health concern, war, terrorism and labor strikes. Some force majeure events may adversely affect the ability of a party, including a Client, portfolio investment or a counterparty to a Client or a portfolio investment, to perform its obligations until it is able to remedy the force majeure event. In certain circumstances, a Client or a portfolio investment may be a party to a contract which does not provide a remedy in favor of the Client or such portfolio investment if a force majeure event occurs. In this event, the Client or such portfolio investment may be required to continue to comply with its obligations (including, but not limited to, payment or performance of its obligations) under the contract even though it may not receive some or all of the benefits to which it is entitled under such contract. Such a circumstance can cause the Client or such portfolio investment to suffer economic loss, and such loss has the potential to be exaggerated if a force majeure event subsists for an extended period of time.

Certain force majeure events, such as war or an outbreak of an infectious disease, could have broader negative impact on the world economy and international business activity generally or in any of the countries in which a Client has invested. A resulting negative impact on economic fundamentals and consumer confidence can increase the risk of default with respect to particular investments, negatively impact market value, increase market volatility and cause credit spreads to widen and reduce liquidity, each of which could have an adverse effect on the performance of portfolio investments, the Clients' returns and the ability of a

Client to make and/or dispose of portfolio investments. No assurance can be given as to the effect of these events on the value of, or markets for, portfolio investments, or a Client's or a portfolio investment's ability to recover therefrom.

- *Financial Institution Risk; Distress Events.* An investment in a Client is subject to the risk that one of the Client's banks, brokers, hedging counterparties, lenders or other custodians of some or all of the Client's assets (each, a "Financial Institution") fails to perform its obligations or experiences insolvency, closure, receivership or other financial distress or difficulty, similar to that experienced by Silicon Valley Bank, Signature Bank and First Republic Bank in 2023 (each, a "Distress Event"). Distress Events can be caused by factors including eroding market sentiment, significant withdrawals, fraud, malfeasance, poor performance or accounting irregularities. In the event a Financial Institution experiences a Distress Event, GTIS, the Clients and/or their portfolio investments may not be able to access deposits, borrowing facilities or other services for an extended period of time or ever. Although assets held by regulated Financial Institutions in the United States frequently are insured up to stated balance amounts by organizations such as the Federal Deposit Insurance Corporation ("FDIC"), in the case of banks, or the Securities Investor Protection Corporation ("SIPC"), in the case of certain broker-dealers, amounts in excess of the relevant insurance are subject to risk of loss, and any non-U.S. Financial Institutions that are not subject to similar regimes pose increased risk of loss. Although in recent years governmental intervention has resulted in additional protections for depositors, there can be no assurance that governmental intervention will be successful or avoid the risk of loss, substantial delays or negative impact on banking or brokerage conditions or markets.

Any Distress Event has a potentially adverse effect on the ability of GTIS to manage the Clients and their investments, and on the ability of GTIS, any Client and/or portfolio investments to maintain operations, which in each case could result in significant losses and unconsummated investment acquisitions and dispositions. Such losses have the potential to include a Client to pay fees and expenses in the event the Client is not able to close a transaction (whether due to the inability to draw capital on a credit line provided by a Financial Institution experiencing a Distress Event, the inability of Investors to make capital contributions or otherwise), as well the inability of a Client to acquire or dispose of investments at prices that the relevant general partner believes reflect the fair value of such investments and/or the inability of GTIS and/or the portfolio investments to make payroll, fulfill obligations and maintain operations. Although GTIS expects to exercise contractual remedies under the agreements with Financial Institutions in the event of a Distress Event, there can be no assurance that such remedies will be successful or avoid losses or delays. In addition, in the event GTIS determines to change Financial Institutions, there is a risk that the transfer of cash or other assets, especially if done in an expedited manner, will result in a technical violation

of Advisers Act Rule 206(4)-2 (the “Custody Rule”), even if performed in the Firm’s best judgment of its efforts to fulfill its obligations and maintain operations, including its ability to close transactions, make payroll or otherwise.

Many Financial Institutions require, as a condition to using their services or otherwise, that GTIS and/or the relevant Client maintain all or a set amount or percentage of their respective accounts or assets with such Financial Institution or its affiliate(s) (each, a “Custodian”), which heightens the risks associated with a Distress Event with respect to such Custodians. Although GTIS seeks to do business with Custodians that it believes are creditworthy and capable of fulfilling their respective obligations to the Funds, GTIS is under no obligation to use a minimum number of Custodians with respect to any Fund, or to maintain account balances at or below the relevant insured amounts.

- *Inflation.* The U.S. economy is currently in a period of high inflation. Investments could have revenues linked to some extent to inflation, including, without limitation, by government regulations and contractual arrangement. As inflation rises, an investment could earn more revenue but could incur higher expenses. As inflation declines, an investment might not be able to reduce expenses commensurate with any resulting reduction in revenue. Furthermore, wages and prices of inputs increase during periods of inflation, which can negatively impact returns on investments. Accordingly, there can be no assurance that a higher rate of inflation will not have a material adverse effect on the Funds’ investments.
- *Potential Lack of Diversification.* GTIS intends to limit the impact on financial performance of poorly performing investments by investing in investments of varying types, locations and degrees of risk. However, there can be no assurance that such diversification will be available on acceptable terms. It is possible that GTIS will make a limited number of investments and, as a consequence, the aggregate return and performance of a Client’s portfolio can be substantially adversely affected by the unfavorable performance of even a single investment. Furthermore, it is possible that the aggregate return to Clients will be affected by GTIS’ strategy to sell, foreclose upon, or refinance an asset once GTIS believes that its strategy has led to maximization of the asset’s potential value. That is, aggregate returns can be adversely affected if GTIS is not able to correctly time its refinancing or disposition strategy.
- *Competitive Market.* The activity of identifying, consummating, structuring and realizing property acquisitions utilizing GTIS strategies is highly competitive and involves a high degree of uncertainty. GTIS will be competing for acquisitions with other established investors with substantial resources and experience. Some of these competitors can have more purchasing and negotiating power than GTIS. It is possible that some of GTIS’ current and potential competitors will be able to leverage their existing resources to source and structure

acquisitions more efficiently or on better terms than those offered by GTIS. It is possible that competition for acquisitions will increase, thus reducing the number of acquisitions available to GTIS and adversely affecting the terms upon which acquisitions can be made. GTIS can incur significant expenses in connection with identifying acquisition opportunities and investigating other potential acquisitions which are ultimately not consummated, including expenses relating to due diligence, transportation, legal expenses and the fees of other third-party advisers. There can be no assurance that GTIS will be able to locate or consummate acquisitions that satisfy its objective and strategy, or that GTIS will be able to fully invest its capital.

In addition, the availability of investment opportunities generally will be subject to market conditions as well as, in many cases, the prevailing regulatory or political climate. Therefore, identification of attractive investment opportunities is difficult and involves a high degree of uncertainty, and competition for such opportunities can become more intense. There can be no assurance that GTIS will be able to execute and realize investments that satisfy its objectives.

- *Risks of Potential Leveraging.* Depending upon the Client mandate, GTIS is permitted to use leverage to increase the potential value of the assets to be acquired. While the use of leverage has the potential to enhance returns to Clients and increase the number of investments Clients can make, it also substantially increases the risk of loss to Clients. If GTIS utilizes leverage, the third-party lender would be entitled to cash flow generated by such investment prior to a Client receiving a return. If a Client defaults on secured indebtedness, the lender can foreclose and the Client could lose its entire investment securing such loan. In the instance that several investments held by a Client are cross-collateralized, multiple investments can be subject to the risk of loss.
- *Use of Credit Facilities.* The Clients are permitted to borrow funds pursuant to a revolving credit facility or other debt facility, including a facility based on the aggregate commitments available to be called. A Client's use of such facilities will be determined by GTIS, and the performance of a Client can be impacted by how GTIS causes a Client to utilize such facilities. Although the use of such a facility has the potential to increase a Client's ability to swiftly invest capital, it also will cause the Client to incur interest expense and other costs. Potential conflicts of interest are expected to arise in that the use of such facilities likely would delay the need for partners to make certain contributions to the Client, which has the potential to enhance the Client's performance figures and thereby benefit GTIS.

In borrowing on behalf of a Client, GTIS is subject to potential conflicts of interest between repaying its obligations and retaining such borrowed amounts for the benefit of the Client,

and in circumstances where interest accrues on any such outstanding borrowings at a rate lower than the relevant Client's preferred return, GTIS is expected to have incentives to cause the Client to borrow in this manner rather than drawing down capital commitments. Where a preferred return begins to accrue after capital contributions are due (regardless of when a Client borrows, makes the relevant investment, or pays expenses) and ceases to accrue upon return of these capital contributions, the use of borrowing to shorten the period between calling and returning capital limits the amount of time the preferred return will accrue. In circumstances where there is not a preferred return on funds borrowed in advance or in lieu of calling capital, Client-level borrowing typically will reduce the amount of preferred return to which the Investors would otherwise be entitled had GTIS called capital, and thus could result in GTIS receiving an Incentive Fee sooner than it would without borrowing. In addition, when the Management Fee is calculated as a percentage of invested capital, an Investor would pay Management Fees on borrowed amounts used to fund investments that have not yet been realized even though such amounts would not accrue preferred return as described above. It is expected that the costs relating to the establishment and/or maintenance of a subscription line of credit will be significant, and there can be no assurance that the benefits to Investors will be commensurate with such costs.

Utilizing the credit facility to borrow funds in advance or in lieu of calling capital affords the Firm flexibility to manage cash flows to and from a Client's Investors and ease the Investors' burden of responding to multiple capital calls. It also allows a Client to act more quickly on investment opportunities, since the period of time to draw capital under a credit facility is typically shorter than the period required for calling capital from Investors.

- *Projections.* The Funds use financial projections to help analyze potential current or future financing for portfolio investments, Investor reporting or other transactions. Projections prepared with respect to the financial performance of an investment in which the Clients invest will be based, in part, on information provided by the seller or borrower of an investment. Projections are only estimates of future results and are based upon assumptions made at the time projections are developed. The inaccuracy of certain assumptions, the failure to satisfy certain financial requirements and the occurrence of other unforeseen events could impair the ability of a portfolio investment to realize projected values. There can be no assurance that the results set forth in the projections will be attained, and actual results can be significantly different from the projections. Also, general economic factors, which are not predictable, can have a material impact on the reliability of projections.
- *Asset Valuation.* The Clients will provide quarterly and annual reports setting forth the estimated values for all of its investments. Investors will need to rely on the judgment of each Client's management and third-party consultants and appraisers for valuing and pricing

such Client investments both for financial statement purposes and in connection with disposing of such investments. A valuation is only an estimate of value and is not a precise measure of realizable value. Ultimate realization of the value of an asset depends to a great extent on economic and other conditions beyond the control of a Client. Further, valuations do not necessarily represent the price at which an investment would sell since market prices of investments can only be determined by negotiation between a willing buyer and seller. If a Client were to liquidate a particular investment, it is possible that the realized value will be more than or less than the appraised valuation of such asset.

- *Bridge Financings.* The Clients will, on occasion, provide bridge financing in connection with one or more of its investments. The Clients will bear the risk of any changes in financing markets, which can adversely affect the ability of a borrower to refinance any bridge financings. If the borrower were unable to complete a refinancing, the Client could be left holding an unexpected long-term investment.
- *Hedging Policies and Risks.* In connection with certain investments, GTIS on occasion employs hedging techniques designed to protect a Client against adverse movements in currency rates, interest rates, securities prices and other risks. While hedging transactions have the potential to reduce such risks, they can also result in a poorer overall performance for a Client than if it had not entered into such hedging transactions. In some foreign strategies, the Client does not hedge the majority of the investment; therefore, the Investors are exposed to currency risk which is mitigated through the Investor's own hedging strategy.
- *Counterparty Risk.* It is expected that the majority of investment purchases and dispositions on behalf of Clients will occur in private markets. The participants in such markets are typically not subject to the same credit evaluation and regulatory oversight as members of public exchange-based markets. Differing market standards for counterparty credit evaluation have the potential to expose Clients to the risk that a counterparty will not close a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (irrespective of whether bona fide) or because of a credit or liquidity problem, thus causing a Client to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where other events intervene to prevent closing, or where GTIS, on behalf of its Clients, has concentrated its transactions with a particular counterparty or group of counterparties. GTIS is not restricted from dealing with any particular counterparty or from concentrating its transactions with an individual counterparty. Despite the prospect that GTIS' risk management process will incorporate an assessment of counterparty risk, there can be no assurance that such assessment will mitigate counterparty risk.

- *Risk Management; Operational Controls.* The operational controls and risk management techniques used by the Clients involve third parties over whom GTIS does not exercise control, including outsourced providers of fund administration, legal, information technology and custodial services. The proper operation of a Client and safekeeping of its assets depend on the performance and financial wherewithal of these third parties, as well as the continued operation and security of their systems. The operational controls and risk management techniques GTIS uses also necessarily include subjective elements, making the judgment and discretion of the Firm's professionals fundamental to the risk management process. The greater the importance of subjective factors, the more challenging it becomes for the Firm to control for risk, which in turn increases the likelihood of unpredictable results with respect to a portfolio investment and a Client's overall performance.

Additional operational risks arise from such factors as processing errors, human errors, inadequate or failed internal or external processes, failures in systems and technology (including those highlighted below under "Cybersecurity Risk and Identity Theft"), changes in personnel, errors caused by third parties or other disruptive events. While GTIS has adopted a business continuity program designed to minimize the disruption these events could otherwise cause to normal business operations, business continuity programs are inherently limited. For example, the Firm could experience unanticipated contingencies or the planned controls and oversight may not function as intended. In addition, certain circumstances, including natural disasters, war, terrorism, public health crises, power or utility shortages and other system failures and malfunctions, could prevent the Firm and its service providers from performing certain tasks, potentially for extended periods of time, including funding an investment, finalizing valuations, making a distribution or reporting to Investors. Disruption to third parties, especially critical service providers, such as the Clients' auditors, external counsel, financial institutions, administrator, and custodian, can result in disruptions in the Clients' operations. Any such failure could cause losses to a Client.

- *Cybersecurity Risk and Identity Theft.* Cybersecurity incidents, cyber-attacks, denial of service attacks, ransomware attacks and social engineering attempts (including business email compromise and wire transfer fraud attacks), both generally and within the financial services industry, have been occurring globally at a more frequent and secure level and will likely continue to increase in frequency in the future. The Clients, their portfolio investments, their service providers, and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect the Clients and their portfolio investments, despite the efforts of service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks and other technology assets, as well as the

confidentiality, integrity and availability of information belonging to the Clients and their portfolio investments. For example, unauthorized third parties can attempt to improperly access, modify, disrupt the operations of, or prevent access to the systems of, the Clients, their portfolio investments, their service providers, counterparties or data within these systems. The use of internet or cloud-based programs, technologies and data storage applications generally heighten these risks, and the risks of attack are expected to be heightened in remote work environments. In addition, GTIS' systems could be vulnerable to supply-chain attacks, wherein attackers target third parties providing software or services in order to introduce vulnerabilities in GTIS' network or systems. Third parties can also attempt to fraudulently induce employees, customers, third-party service providers or other users of such systems to disclose sensitive information to gain access to the confidential data.

Although GTIS has implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, GTIS, the Clients and/or a service provider thereof would have to make a significant investment to fix or replace system components. The successful penetration or circumvention of the security of these systems, or a breach or failure of these service provider's systems and/or of disaster recovery plans for any reason could cause significant interruptions in GTIS', the Clients' and/or a service provider's operations. This could result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Investors (and the beneficial owners of Investors) and proprietary and/or confidential information relating to portfolio investments, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system and costs associated with system repairs. Data taken in such breaches can be used by criminals in identity theft, to commit insider trading, in obtaining loans or payments under false identities and other crimes that could affect the Investors directly as well as affect the value of assets in which a Client invests. Such a breach or failure could harm GTIS', the Clients' and/or a service provider's reputation, subject any such entity and their respective affiliates to legal claims, compliance costs and otherwise affect their business and financial performance. In addition, GTIS would likely incur substantial costs related to forensic analysis of the origin and scope of a cybersecurity breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, adverse Investor reaction or litigation which costs, under certain circumstances, can be borne by a Client.

- *Environmental, Social and Governance ("ESG")*. While GTIS has an ESG policy, certain ESG factors, such as environmental risks and incidences and workplace safety, could have a material effect on the return and risk of an investment. The act of selecting and evaluating material ESG factors is subjective by nature, and there is no guarantee that the criteria utilized

or judgment exercised by GTIS will reflect the beliefs or values of any particular Investor or align with the practices of other asset managers or with market trends. GTIS' ESG policy may cause a Client not to make an investment that it would have made or to make a management decision with respect to an investment differently than it would have made in the absence of such policy. Additionally, ESG factors are only some of the many factors GTIS considers in making an Investment, and there is no guarantee that GTIS will make Investments in companies or assets that create positive ESG impact or that consideration of ESG factors will enhance long-term investor value and financial returns. GTIS cannot guarantee that its ESG policy will positively affect the financial or ESG performance of any individual Investment or a Client as a whole. ESG goals are aspirational and not guarantees or promises that all goals will be met. ESG results can also be subjective and difficult to measure. There are distinctions and regional variations in the meaning and use of "ESG," and there can be no assurance that GTIS' ESG initiatives will meet certain ESG standards. Conscientious of economic, social and environmental impact, the GTIS ESG Policy includes business principles and procedures that align GTIS' strategic decisions and operational activities with its sustainability goals.

- *Climate Change.* Certain Clients have acquired investments that are located in, or have operations in, areas that are subject to climate change. Any investments located in coastal regions are expected to be affected by any future increases in sea levels or in the frequency or severity of hurricanes and tropical storms, whether such increases are caused by global climate changes or other factors. There can be significant physical effects of climate change which can have a material effect on the Clients' business and operations. Physical impacts of climate change can include increased storm intensity and severity of weather (e.g., floods or hurricanes), sea level rise, fires, and extreme and changing temperatures. As a result of these impacts from climate-related events, the Clients may be vulnerable to the following: risks of property damage to the Clients' investments; indirect financial and operational impacts from disruptions to the operations of the Clients' investments from severe weather; increased insurance premiums and deductibles or a decrease in the availability of coverage for investments in areas subject to severe weather; decreased net migration to areas in which investments are located, resulting in lower than expected demand for the properties of the Clients' investments; increased insurance claims and liabilities; increase in energy costs impacting operational returns; changes in the availability or quality of water, food or other natural resources on which the Clients' business depends; decreased consumer demand for consumer products or services resulting from physical changes associated with climate change (e.g., warmer temperature or decreasing shoreline could reduce demand for residential and commercial properties previously viewed as desirable); incorrect long-term valuation of an investment due to changing conditions not previously anticipated at the time of the investment; and economic distributions arising from the foregoing.

- *Investments in a REIT.* GTIS will not make acquisitions it knows at the time raise qualification or penalty tax issues under the REIT provisions of the Internal Revenue Code (the “Code”). Shareholders should be aware, however, that acquisitions that do not appear to present issues under the REIT requirements at origination can later, due to change of circumstance, change of law, change of market opportunities or change of business plan for an acquisition, or other reasons, present issues for REIT qualification.
- *Complying with REIT Requirements Could Have a Material Adverse Effect on Performance.* GTIS uses REITs in various of its Fund structures. To qualify as a REIT, GTIS is required to satisfy tests relating to, among other things, the sources of GTIS’ income, the nature and diversification of GTIS’ assets, the ownership of GTIS stock and the amounts distributed to Investors, distribution requirements, Investor concentration limitations as well as other requirements. Compliance with the REIT requirements can impair GTIS’ ability to operate solely on the basis of maximizing profits. For example, GTIS can, under certain conditions, be required to make distributions to Investors at disadvantageous times or when GTIS does not have funds readily available for distribution. GTIS works closely with its tax advisors to mitigate these risks and to effectively manage its REITs to avoid the tax consequences described in the applicable governing docs should a REIT not qualify under the U.S. Internal Revenue Code of 1986 (“the Code”).
- *Costs Associated with Maintaining REIT Status.* The costs of effectively managing a REIT to comply with the Code can be more than the costs incurred to manage other types of investment entities, such as partnerships. These additional costs can include but are not limited to consulting fees to ensure the REIT does not violate applicable REIT rules depicted in the Code. Moreover, any preferred shares to be sold to preferred Investors in order to maintain GTIS’ REIT status will accrue dividends at a rate of approximately 10-12% of the liquidation preference per preferred share plus accrued and unpaid dividends thereon and a preference on liquidation in the amount of \$1,000 per preferred share plus accrued and unpaid dividends. Payments and accruals to preferred shareholders will reduce GTIS’ net asset value.
- *General Risks of Real Estate.* All real estate investments, ranging from equity investments to debt investments, are subject to some degree of risk. For example, real estate investments are relatively illiquid and, therefore, tend to limit GTIS’ ability to promptly adjust a Client’s portfolio in response to changes in economic or other conditions. No assurances can be given that the fair market value of any real estate investments held by a Client will not decrease in the future or that the Client will recognize full value for any investment that the Client is required to sell for liquidity reasons.

In addition, GTIS' ability to realize anticipated sales proceeds, rental and interest income on its equity and debt investments will depend, among other factors, on the financial reliability of buyers, tenants and borrowers; the location and attractiveness of the properties in which it invests; the supply of comparable space in the areas in which its properties are located; and general economic conditions. Other risks include changes in zoning, building, environmental and other governmental laws; changes in operating expenses; changes in real estate tax rates; changes in interest rates and changes in the availability, costs and terms of mortgage funds; energy prices; changes in the relative popularity of properties; the ongoing need for capital improvements; cash-flow risks; construction risks; as well as natural catastrophes, acts of war, terrorism, civil unrest, uninsurable losses and other factors beyond the control of GTIS' management.

Additionally, a Client will, in certain instances, be responsible for structural repairs, improvements and general maintenance of real property. The expenditure of any sums in connection therewith beyond those budgeted for by the Client will reduce the cash available for distribution and potentially require a Client to fund deficits resulting from the operation of a property. No assurance can be given that a Client will have funds available to make such repairs or improvements. These factors and any others that would impede a Client's ability to respond to adverse changes in the performance of its assets could significantly affect the Client's financial condition and operating results.

- *Multifamily Residential Real Estate.* Certain jurisdictions regulate the relationship of an owner and its tenants. Commonly, these laws require a written lease, good cause for eviction, disclosure of fees and notification to residents of changed land use, while prohibiting unreasonable rules, retaliatory evictions and restrictions on a resident's choice of unit vendors. Apartment building owners have been the subject of lawsuits under various "Landlord and Tenant Acts" and other general consumer protection statutes for coercive, abusive or unconscionable leasing and sales practices. There can be provisions that limit the bases on which a landlord is authorized to terminate a tenancy or increase its rent or prohibit a landlord from terminating a tenancy solely by reason of the sale of the owner's building. In addition to state regulation of the landlord-tenant relationship, numerous towns and municipalities impose rent control on apartment buildings. These ordinances can limit rent increases to certain set percentages, to increases set or approved by a governmental agency, or to increases determined through mediation or binding arbitration. In addition, low-income areas in which GTIS will invest can have a higher concentration of tenants that receive rent subsidies pursuant to governmental assistance programs. These programs can influence tenant mobility and the amount of rent a tenant can pay. It is also possible that certain multifamily properties could be subject to existing regulatory agreements or restrictive

covenants that impose limits on the income of the tenants that can lease a unit in the property and/or the rent that is permitted to be charged to tenants.

- *Commercial Properties.* Commercial properties can be especially affected by: an economic decline in the business operated by the tenants; the physical attributes of the property and the adaptability of the property with respect to the technological needs of the tenants; the strength and nature of the local economy, including labor costs and quality, tax environment and quality of life for employees; and patterns of telecommuting or sharing of office space, and employment growth (which creates demand for office space). Moreover, the cost of refitting office space for a new tenant is often higher than the cost of refitting other types of properties for new tenants.
- *Industrial Properties.* Although owners of industrial properties are not generally required to expend substantial amounts for general capital improvements (absent Qualified Opportunity Fund (“QOF”) “substantial improvement” requirements), tenant improvements or re-leasing costs and various other factors can affect the returns from this type of property in addition to the risks generally applicable to real estate, including, among other things, the design and adaptability of the property and the degree to which it is generally functional for industrial purposes, the proximity to highways and other means for the transportation of goods, the number and diversity of tenants among businesses or industries and the cost of converting a previously adapted space to general use. An industrial property is often more likely to have one or only a few tenants, which increases the risk that a decline in their operations or their particular business or industry segments can adversely affect the returns from the property. Industrial properties typically have short-term leases, which can increase the risk of vacancies. Additionally, a property designed for a particular use or function can be difficult to re-lease to another tenant or can become functionally obsolete compared to other properties. In addition, because of unique construction requirements of many industrial properties, many vacant industrial property spaces cannot be easily converted to other uses. Thus, if the operations of any industrial property become unprofitable, the liquidation value of that industrial property can be substantially less than would be the case if the industrial property were readily adaptable to other uses. Properties historically used for industrial, manufacturing and commercial purposes are more likely to contain, or have in the past contained, underground storage tanks for the storage of petroleum products and other hazardous or toxic substances. Investing in these properties will cause GTIS to be subject to increased risk of liabilities under environmental laws and regulations. Furthermore, the presence of hazardous or toxic substances, or the failure to properly remediate these substances, can adversely affect GTIS’ ability to sell or rent an industrial property.

- Retail Properties.* In many cases, the tenants of retail properties can negotiate leases containing certain exclusive rights to sell particular types of merchandise or services within a particular retail center. When leasing other space after vacancy by another tenant, these provisions can limit the number and types of prospective tenants for the vacant space. In addition, certain retail properties are anchored by department stores and other large nationally recognized tenants. The value of investments could be materially and adversely affected if these “anchor” tenants fail to comply with their contractual obligations or cease their operations. In particular, certain department stores and other national retailers have experienced, and are expected to continue to experience for the foreseeable future, considerable decreases in customer traffic in their retail stores due to, among other factors, reduced traffic due to the effects of the COVID-19 pandemic or increased competition from alternative retail options such as those accessible via the internet. As pressure on these department stores and national retailers increases, their ability to meet their obligations as a tenant is likely to be impaired and result in closures of their stores or their seeking of lease modifications. Any lease modification could be unfavorable and could decrease rents or expense recovery charges. Other tenants in turn will in some cases be entitled to modify the economic or other terms of, or terminate, their existing leases in the event of closures by the “anchor” tenants.
- Hospitality Properties.* Because hotel rooms generally are rented for very short periods of time, hospitality properties tend to be affected more quickly by adverse economic conditions and competition than other commercial properties. Hospitality properties are also affected by other particularized factors, including: franchise affiliation (or lack thereof); continuing expenditures for modernizing, refurbishing and maintaining existing facilities prior to the expiration of their anticipated useful lives; a deterioration in the financial strength or managerial capabilities of the owner and/or operator of a hotel or motel; and changes in travel patterns caused by changes in access, energy prices, strikes, relocation of highways, the construction of additional highways or other factors. The performance of a hotel property affiliated with a franchise or hotel management company depends in part on: the continued existence and financial strength of the franchisor or hotel management company; the public perception of the franchise or hotel chain service mark; and the duration of the franchise licensing or management agreements. Furthermore, the ability of a hotel to attract customers, and some of the hotel’s revenues, can depend in large part on it having a liquor license. Liquor licenses will, in certain situations, not be transferable (for example, in connection with a foreclosure). Moreover, the hotel and lodging industry is generally seasonal in nature; different seasons affect different hotels depending on type and location. This seasonality can be expected to cause periodic fluctuations in a hospitality property’s room and restaurant revenues, occupancy levels, room rates and operating expenses. In

addition, acts of war, terrorist activities, natural disasters and environmental disasters and pandemics can have a material adverse impact on the tourism and convention industries, which directly affects the revenues generated by hospitality properties. Finally, hospitality properties are facing new and increased competition from non-traditional market players, including those focused on the sharing economy, which can disrupt the hospitality industry and reduce demand for traditional hotels.

- *Investments in Land/New Development and Redevelopment Risks.* As part of its strategy for some Clients, GTIS will acquire interests in undeveloped land or under-developed real property, which often is non-income producing. To the extent that GTIS acquires these assets, it will be subject to the risks normally associated with these assets, as well as the risks related to development and redevelopment activities. These risks include: the availability and timely receipt of zoning, building, land use and other regulatory or environmental approvals; the cost and timely completion of construction (including risks beyond the control of GTIS, such as weather or labor conditions, insolvency of building contractors, the inability of contractors to perform their obligations or material shortages); defects in plans and specifications; and the availability of both construction and permanent financing on favorable terms. These risks could result in additional time between the acquisition of an asset and the realization of GTIS' objectives for the asset, substantial unanticipated delays or expenses and, under certain circumstances, could prevent completion of development or redevelopment activities once undertaken, any of which could have an adverse effect on GTIS. Assets under development or redevelopment, or assets acquired to be developed or redeveloped, often receive little or no cash flow while costs and expenses continue to be incurred from the date of acquisition through the date of completion of development or redevelopment and can continue to experience operating deficits after the date of completion. Further, any delay in completing the development or redevelopment of an asset can result in increased interest and costs and the potential loss of previously identified purchasers or tenants. In addition, real estate market, economic and other conditions can change during the course of development or redevelopment, making the development or redevelopment less attractive than at the time it was commenced.
- *Ground Leases.* In some instances, GTIS expects to acquire real estate properties or projects that are subject to ground leases. As a lessee under a ground lease, GTIS would be exposed to the possibility of losing the property or project upon termination or an earlier breach by GTIS of the ground lease, which would adversely impact GTIS' investment performance. Furthermore, ground leases generally provide for certain provisions that limit the ability to sell certain properties subject to the lease. In order to assign or transfer rights and obligations under certain ground leases, GTIS will generally need to obtain consent of the landlord of the property or project, which, in turn, could adversely impact the price realized from any sale.

- *Investments Involving Multiple Assets.* Multi-asset acquisitions are often more complex and expensive than single-property acquisitions, and can place additional demands on GTIS. Where multiple assets are acquired as a group, GTIS can be required to purchase all assets as a package rather than declining the assets it does not want. If GTIS is required to purchase one or more assets that it does not wish to acquire as part of a multi-asset transaction, it is possible that it will not be able to identify a buyer to acquire these assets, and thus will be required to operate or attempt to dispose of these assets. In some circumstances, GTIS will also be required to accumulate a large amount of cash to fund the acquisitions. Because of the foregoing, acquiring multiple assets in a single transaction can reduce the overall yield on GTIS' portfolio.
- *Risks Associated with Commercial Mortgage Loans.* Some Clients invest in commercial mortgage loans. The value of a Client's commercial mortgage loans will be influenced by the historical rate of delinquencies, defaults experienced on the commercial mortgage loans and by the severity of loss incurred as a result of such defaults. The factors affecting delinquencies, defaults and loss severity include: (i) industry sector and economic and real estate market conditions (e.g. multifamily, retail, office, etc.); (ii) the terms and structure of the mortgage loans; and (iii) any specific limits to legal and financial recourse upon a default under the terms of the mortgage loan. Commercial loans generally expose a lender to a greater risk of loss through delinquency and foreclosure since the ability of the borrower to repay a loan secured by income-producing property typically is dependent primarily upon the successful operation and operating income of such property, rather than upon the existence of independent income or assets of the borrower. Most commercial mortgage loans provide recourse only to specific assets, such as the property, and not against the borrower's other assets or personal guarantees. Commercial mortgage loans generally do not fully amortize, which can necessitate a sale of the property or refinancing of the remaining debt amount at or prior to maturity of the mortgage loan. Accordingly, Investors in commercial mortgage loans bear the risk that the borrower will be unable to refinance or otherwise repay the mortgage at maturity, thereby increasing the likelihood of a default on the borrower's obligations. Exercise of foreclosure and other remedies typically involve lengthy delays and additional legal and other related expenses on top of potentially declining property values. In certain circumstances, the Clients could become liable upon taking title to an asset for environmental or structural damage existing at the property.
- *Real Estate CDO Securities.* Some Clients target debt and debt-like investment opportunities demonstrating strong current cash flow and/or the potential for value generation. These include, but are not limited to, subordinated classes of collateralized debt obligations ("CDOs"), securities investment vehicles or alternative structured securitizations collateralized primarily by asset-backed securities. Real estate CDO securities are, generally,

limited recourse obligations of the issuer thereof payable solely from the collateral owned by such issuer or the proceeds thereof. The holders of real estate CDO securities must rely solely on distributions on the underlying collateral or proceeds for payments in respect thereof. If distributions on the underlying collateral are insufficient to make payments on the CDO securities, no other assets will be available for the payment of a deficiency and following realization of the collateral debt securities, the obligations of an issuer to pay such deficiency shall be extinguished.

The underlying collateral of the real estate CDO securities is subject to credit, liquidity and interest rate risks. Such assets typically consist of loans, structured finance securities and other debt instruments, which can be rated either as investment grade or below investment grade (or of equivalent credit quality). The lower rating of below investment grade loans reflects a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both will impair the ability of the issuer to make payments of principal or interest.

- *Illiquidity.* The types of direct or indirect ownership interests of or in real estate, and real estate related loans and equity investments in real estate-related joint ventures and operating companies held as Client investments, will often require a substantial length of time to liquidate. Accordingly, GTIS' ability to respond to rapid changes in economic and other conditions can be relatively limited. In particular, no assurances can be given that all Client investments will be able to be liquidated on the scheduled time frame. GTIS generally will not be able to sell its Clients' investments held in the form of securities unless their sale is registered under applicable federal and state securities laws or an exemption from such registration requirements is available. In some cases, it is possible that GTIS will be prohibited by contract from selling investments for a period of time. No assurances can be given that the fair market value of any of the assets held for a Client will not decrease in the future.
- *Insurance.* GTIS will attempt to maintain insurance coverage for its properties against liability to third parties and property damage as is customary for similar businesses. However, there can be no assurance that insurance will be available or sufficient to cover any such risks. Insurance against certain risks, such as earthquakes, floods or terrorism will potentially be unavailable, unavailable at a reasonable cost, available in amounts that are less than the full market value or replacement cost of investments or subject to a large deductible. There can be no assurance that the particular risks that are currently insurable will continue to be insurable at a reasonable cost. If a property suffers an uninsured loss, all or a substantial portion of the investment in the relevant property can be lost. In addition, all of a Client's assets can be at risk in the event of an uninsured liability to third parties.

- *Investment in Distressed Assets.* GTIS originates performing debt investments and is authorized to acquire not only performing but sub-performing or non-performing debt interests as well, which are secured directly or indirectly by real estate. In addition to the risks of borrower default, the collateral has the potential to be mismanaged or otherwise decline in value during periods in which GTIS is seeking to maximize investment value. It is possible that GTIS will find it necessary or desirable to foreclose on collateral securing one or more real estate loans purchased or originated by GTIS. The foreclosure process can be lengthy and expensive. Borrowers often resist foreclosure actions by asserting numerous claims, counterclaims and defenses against the holder of a real estate loan including lender liability claims and defenses, even when such assertions have no basis in fact, in an effort to prolong the foreclosure action. In some states or countries, foreclosure actions can take up to several years to conclude. At any time during the foreclosure proceedings, the borrower can file for bankruptcy, staying the foreclosure action and further delaying the foreclosure process.

Investments in assets operating in workout modes under the U.S. Bankruptcy Code, or the equivalent in non-U.S. jurisdictions, are, in certain circumstances, subject to certain additional potential liabilities which has the potential to exceed the value of the Client's original investment.

It is possible that bankruptcy laws will delay the ability of a Client to realize on collateral for loan positions held by it or adversely affect the priority of such loans through doctrines such as equitable subordination or result in a restructure of the debt through principles such as the "cramdown" provisions of the bankruptcy laws.

- *Variable Rate Mortgages.* Certain investments are subject to financing that provides for adjustments in the interest rate at various monthly, annual or other intervals. An increase in the interest rate as a consequence of any such adjustment: (i) would result in less income to Clients; (ii) can reduce distributions to Clients; (iii) potentially cause negative amortization; and (iv) can cause the sale of an investment prematurely or on less favorable terms than might otherwise be obtained. Similarly, with respect to debt that is based on variable interest rates, Clients are subject to the risk that such interest rates will decline.
- *Third-Party Involvement.* Some investments are made on behalf of a Client as: (i) a joint venture partner with the seller of an asset; (ii) an affiliate of the seller; (iii) an investor unaffiliated with the Client or its affiliates; or (iv) other persons. The foregoing, and other non-specified investment examples, involve risks not inherent in other types of investment vehicles, including, for example, the possibility that such entities become insolvent and bankrupt, have economic or business interests or goals inconsistent with those of the Client

or otherwise be in a position to take action inconsistent or potentially competing with the Client's objectives, desires or policies. In addition, GTIS is permitted to rely upon the abilities, services or management expertise of an asset servicer or an investment partner. The return on such an investment will therefore depend in large part on the ability of the third-party manager to operate, lease or improve the properties on economically favorable terms. It is possible that GTIS will encounter challenges or resistance to disposing of an interest in an asset that is subject to a servicing contract or a joint venture transaction. A joint venture investment agreement will, at times, grant partners veto powers with respect to major decisions concerning management or disposition of an investment, which could increase the risk of deadlocks and adversely affect investment liquidity, values and returns.

- *Third-Party Servicer.* Certain of a Client's investments comprise securities collateralized by pools of loans or receivables for which certain management functions - such as, for example, payment collection and deposit, record-keeping or reporting with respect to payment collections and deposits - are performed by asset servicers. In the event that a third-party servicer for one of the Client's assets experiences operational or financial difficulties, the Client's investment has the potential to experience payment delay, reduction or suspension, thereby compromising the asset's value. In the event of a servicer bankruptcy or other adverse event, a Client's investment has the potential to experience payment delay, reduction or suspension during a transfer of servicing responsibilities to a conservator or receiver. Further, if a third-party servicer becomes a debtor in a bankruptcy case, a security structure representing the Investor interests of a Client would likely be unable to compel a third-party servicer to continue its servicing responsibilities, thereby compromising the liquidity or value of a Client's investment.
- *Litigation at the Property Level.* The acquisition, ownership and disposition of real properties carry certain specific litigation risks, which have the potential to result in losses to Clients. It is possible that litigation will be commenced with respect to a property acquired by a Client in relation to activities that took place prior to the Client's acquisition of such property. It is also possible that litigation will be commenced with respect to a property subsequent to the Client's acquisition of such property. In addition, at the time of disposition for an individual property, it is possible that a potential buyer will claim that it should have been afforded the opportunity to purchase the asset or alternatively that such buyer should be awarded due diligence expenses incurred or statutory damages for misrepresentation relating to disclosures made if such buyer is passed over in favor of another as part of GTIS' efforts to maximize sale proceeds. Similarly, it is possible that successful buyers will later bring suit under various damage theories, including those sounding in tort, for losses associated with latent defects or other problems not uncovered in their purchase due diligence.

- *Alternative Investment Fund Managers Directive.* The EU Alternative Investment Fund Managers Directive (the “AIFMD”) regulates the activities of certain private fund managers undertaking fund management activities or marketing fund interests to investors within the European Economic Area (“EEA”). If a Client is actively marketed to Investors domiciled or having their registered office in the EEA in circumstances where no transitional relief is available: (i) the Client will most likely be subject to certain reporting, disclosure and other compliance obligations under the AIFMD, which will result in the Client incurring additional costs and expenses; (ii) the Client and/or the general partner will most likely become subject to additional regulatory or compliance obligations arising under national law in certain EEA jurisdictions, which will result in the Client incurring additional costs and expenses or otherwise affect the management and operation of the Client; (iii) the general partner will most likely be required to make detailed information relating to the Client and its investments available to regulators and third parties; and (iv) the AIFMD will, in some instances, also restrict certain activities of the Client in relation to EEA portfolio investments including, in some circumstances, the Client’s ability to recapitalize, refinance or potentially restructure an EEA portfolio company within the first two years of ownership. In addition, it is possible that some EEA jurisdictions will elect to restrict or prohibit the marketing of non-EEA funds to investors based in those jurisdictions, which can make it more difficult for a Client to raise its targeted amount of commitments.
- *Fund Level Borrowing.* The Funds from time to time borrow funds, generally on a short-term basis, or enter into other financing arrangements for various reasons, including to bridge Investor capital calls to pay Fund expenses, Management Fees, or to make or facilitate new or follow-on investments.

To the extent a Fund uses borrowed funds in advance or in lieu of capital contributions, the Fund’s Investors generally make later capital contributions, but the Fund will bear the expense of interest on such borrowed funds. Because the interest rate of the borrowed funds is usually less than the preferred return to be earned on called capital, a Fund’s use of borrowed funds will impact the calculation of net performance metrics (to the extent that they measure Investor cash flows) and has the potential to make net IRR calculations higher than they otherwise would be without Fund-level borrowing (especially where financing remains outstanding for longer durations). The general partner therefore has a conflict of interest in deciding whether to borrow funds, because the use of borrowed funds has the potential to accelerate or increase the general partner’s Incentive Fee and benefit GTIS during fundraising from the enhanced IRR.

Borrowing by a Fund will generally be secured by capital commitments made by the Investors to the Fund and/or by the Fund’s assets, and documentation relating to such borrowing can

provide that during the continuance of a default under such borrowing, the interests of the Investors can be subordinated to such Fund-level borrowing, and the lenders have the ability to call capital directly from the Investors. Moreover, tax-exempt Investors should note that the use of borrowings by the Fund has the potential to cause the realization of UBTI.

- *Reliance on Joint Venture Partners.* Although each Fund's Board of Directors (or equivalent managing body) will be responsible for monitoring the performance of each investment, it is likely that in many cases GTIS will invest with joint venture partners. While in such cases GTIS intends to partner with strong management teams, there can be no assurance that the joint venture partner's management team existing at the time of investment, or any successor, will be able to operate in accordance with GTIS' plans and expectations.
- *Foreign Currency and Exchange Rate Risk.* Some Clients will be subject to currency risk exposures due to differences in the timing of capital contributions, income and sales receipts, fee and expense allocations, and return of capital and profit distributions due to foreign currency conversions associated with these events. GTIS is permitted to seek to mitigate these exposures but no assurance can be given that such effort will be undertaken or that it will succeed in limiting any or all foreign exchange risk. Any expense associated with such efforts will be borne by such Clients in proportion to their investments. Given the inherent risks associated with hedging (or not hedging) currency exchange risk exposure, GTIS cannot guarantee the effectiveness of any such hedging efforts.
- *Non-U.S. Investments.* Clients have made investments in real estate and the debt and equity instruments of public or private issuers domiciled outside of the United States, particularly in Brazil. With any investment in a foreign country, there exists certain risks not found in a similar investment in the U.S., including political and economic considerations, such as greater risks of expropriation and nationalization, the potential difficulty of repatriating funds and general social, political and economic instability; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that have the potential to restrict a Client's investment opportunities. In addition, accounting and financial reporting standards that prevail in non-U.S. countries generally are not equivalent to U.S. standards and, consequently, less information can be available to investors in issuers located in non-U.S. countries than is available to investors in issuers located in the United States. In addition, laws, regulations and conditions in foreign countries will, in some circumstances, impose restrictions or risks that would not exist in the U.S. and require financing and structuring alternatives which differ from those customarily used in the U.S.

- *Internal Political and Economic Instability.* Historically, the performance of the Brazilian economy has been affected by Brazil's political environment. Political crises have affected investor confidence in Brazil which adversely affects the development of the economy. It is possible that any such development will have a material adverse effect on the Clients' business. The Clients' investments have the potential to be adversely affected by economic destabilization in Brazil and by changes in laws and regulations or the interpretation thereof, including those governing the acquisition of land, the formation of joint ventures, repatriation of currency, anti-inflationary measures, laws governing rates and methods of taxation, and restrictions on currency conversion, imports and sources of supplies.
- *Brazilian Real Estate Industry.* The real estate industry in Brazil is highly competitive and fragmented, and there are no high entry barriers restricting new competitors from entering the market. The main competitive factors in the real estate development business include availability and location of land, price, funding, design, quality, reputation and partnerships with developers. A number of residential and commercial developers and real estate service companies compete with the Brazil Funds in seeking land for acquisition, financial resources for developments and prospective purchasers. Additional companies, including foreign companies, with alliances with local partners, can become active in the real estate development business in Brazil over the next few years, further increasing this competition. In addition, the marketability and value of the Clients' real property interests will depend on many factors beyond the control of the general partner, such as changes in the Brazilian National Monetary Council's policies regarding the application of funds from the Brazilian government's Housing Financial System.
- *Risk of Vacancy.* If a Client is unable to lease properties that are partially or completely vacant, it is possible that a Client will be required to recognize an impairment loss with respect to the carrying values of these properties, which carries the potential to seriously harm a Client's operating results and financial condition. Any of the Client's properties could become partially or completely vacant in the future. If a Client is unable to re-lease these properties and generate sufficient cash flow to replace or exceed that amount lost due to the vacancy, a Client will be required to recognize a financial loss as to that property, which can potentially reduce a Client's operating results and ability to make distributions.
- *Cash Flow for Income Fund.* The Income Fund's cash flow is not assured. It is possible that the Income Fund will not be able to make redemptions or distributions in the future. In addition, there can be no assurance that the level of distributions from the Income Fund will increase over time or upon the receipt of income from additional property acquisitions will necessarily increase the Income Fund's cash available for redemption or distribution to Investors.

- *Opportunity Zone Investment and Failure to Qualify as QOFs.* The Opportunity Zone Funds intend to conduct their operations so that they are treated as a QOF within the meaning of Subchapter Z of the Code (“Subchapter Z”). However, no assurances can be provided that the Funds will qualify as a QOF or that, even if they does qualify, the tax benefits will be available to any particular Investor in the Funds. The Final Regulations do not address every important issue, and there are aspects of Subchapter Z and the Tax Cut and Jobs Act (“TCJA”) that are subject to interpretation and would benefit from further clarification by the Treasury.

The Funds are permitted to make acquisitions it knows at the time raise qualification or penalty tax issues under the QOF provisions of the Code. Shareholders should also be aware that acquisitions that do not appear to present issues under the QOF requirements at origination can later, due to change of circumstance, change of law, change of market opportunities or change of business plan for an acquisition, or other reasons, present issues for QOF qualification. In addition, the Fund’s Board of Directors can determine, in its discretion, to sell an asset on behalf of the Funds even if the sale causes some or all of the shareholders to recognize U.S. federal income tax and/or fail to receive some or all of the benefits of Subchapter Z.

The Funds expects to operate so that it qualifies as a QOF under the Code. However, qualification as a QOF involves the uncertain application of highly complex Code provisions and proposed regulations. Various QOF compliance requirements could be failed and could jeopardize the Fund’s QOF status and/or result in the Funds being required to pay a penalty for non-compliance with the 90-Percent Test. New legislation, administrative guidance or court decisions, in each instance potentially with retroactive effect, could make it more difficult or impossible for the Fund to qualify as a QOF. If the Fund fails to qualify as a QOF in any tax year, it is possible that some or all of the shareholders will be unable to receive all or a portion of the tax benefits associated with investing in a QOF. There can be no guarantee that the Funds will qualify as a QOF, that a shareholder will be a qualified shareholder, or that, if treated as a qualified shareholder, it will be able to realize, through an investment in the Funds, any potential tax benefits.

Conflicts of Interest

The material conflicts of interest that a Client encounters include those discussed below and elsewhere in this Brochure. The following summary is not intended to be an exhaustive list of all conflicts or their potential consequences. Identifying potential conflicts of interest is complex and fact intensive and it is not possible to foresee every conflict of interest that will arise during a Client’s life. Investors should be aware that GTIS, its personnel and its affiliates will likely in the future engage in further activities that can result in additional conflicts of interest not addressed

below. There can be no assurance that GTIS will identify or resolve all conflicts of interest and, if resolved, that such conflicts will be resolved in a manner that is favorable to the Clients. In particular, GTIS expects in the future to identify additional conflicts of interest that currently are not apparent to the Firm or to the broader alternative investments industry, as well as conflicts of interest that arise or increase in materiality as the Firm develops new investment platforms or business lines and otherwise adapts to dynamic markets and an evolving regulatory environment. To the extent that GTIS identifies conflicts of interest in the future, the Firm may, but is under no obligation to, disclose these conflicts and their implications to Investors through a variety of channels, including in subsequent Brochures or in other written or oral communications to the advisory boards or to Investors more generally. However, Investors are not entitled to receive notice or disclosure of the actual occurrence of conflicts nor do Investors have any right to consent to conflicts as they arise except as otherwise required by law or in the Governing Documents.

- *Advisory Board.* Each of GTIS' Funds has an advisory board which is established under the respective Fund's Governing Documents. A conflict of interest exists in that not all Investors are asked to join a Fund's advisory board. All Investors are bound by the determinations of the relevant advisory board, regardless of whether an Investor is directly represented by a member of such advisory board. The Governing Documents will provide that to the fullest extent permitted by applicable law, none of the advisory board members shall owe any fiduciary duties to the Funds or any other Investor. Members of the advisory board can have conflicts of interest that do not disqualify such members from voting or consenting to matters submitted to the advisory board for consideration or review. Members of the advisory board typically have various business and other relationships with GTIS and its members, partners, managers, directors, officers, employees and affiliates. These relationships have the potential to influence their decisions as members of the advisory board. To the extent that an Investor is not directly represented by a member of the advisory board, such Investor will have no influence over matters submitted to the advisory board for review or approval. On any issue involving actual conflicts of interest, GTIS will be guided by its good faith discretion.

In addition, members of one Fund's advisory board can also be a member of another Fund's advisory board. In such instances, a conflict of interest exists if an advisory board is requested to provide consent with respect to transactions which involve a conflict of interest between two or more Funds on which such Investor advisory board members serve, and such members would be unlikely to recuse themselves from any such vote. To the extent members of an advisory board vote regarding conflicts or otherwise participate in matters involving a vote or action, such members may not vote solely in accordance with their interests related to one Fund vis a vis another Fund, including for example, if such a member is required to vote on issues regarding conflicts between the Funds. Such members are unrestricted from voting

and have the potential to affirmatively vote in a manner that is in their own interest and adverse to the interest of other limited partners. Finally, advisory board members may choose to abstain from voting on certain issues, which means that certain votes and issues could be decided only by non-abstaining members and less than a complete group of advisory board members.

- *Conflicting Investor Interest.* Each Client's Investors include persons or entities resident in various jurisdictions, including the United States and other countries, who often have conflicting investment, tax and other interests with respect to their investments. The conflicting interests of individual Investors relate to or arise from, among other things, the nature of investments made by each Client, the structuring of the acquisition of investments and the timing of the disposition of investments. Such structuring of investments can result in different after-tax returns being realized by different Investors. As a consequence, conflicts of interest can arise in connection with decisions made by GTIS that have the potential to be more beneficial for one Investor than another Investor, especially with respect to Investors' individual tax situations. GTIS considers the investment and tax objectives of each Client as a whole, and not the individual investment, tax or other objectives of any particular Investor.
- *Investment Allocation.* From time to time, GTIS is presented with investment opportunities that are suitable for more than one Client. In determining which investment vehicle(s) should participate in such investment opportunities, GTIS and its affiliates are subject to conflicts of interest. GTIS attempts to resolve these conflicts of interest in light of its obligations to the Clients and attempts to allocate investment opportunities among in a fair and equitable manner in accordance with the relevant Client Governing Documents and GTIS' policies and procedures regarding investment allocation. Where necessary, GTIS is authorized to consult with and/or receive consent to conflicts from the requisite percentage interest of Investors in or an advisory board consisting of Investors in the applicable Clients.
- *Investor Transfer of Interest.* In certain cases, GTIS will have an opportunity (but, subject to any applicable restrictions or procedures in the relevant Governing Documents, no obligation) to identify one or more secondary transferees of interest in a Fund. In the case of ordinary transfers, GTIS will not receive compensation for identifying such transferees and will use its discretion to select such transferees based on eligibility and other factors, and unless required by the relevant Governing Documents, will determine in its sole discretion whether the opportunity to receive a transfer of Fund interests should be offered to one or more existing Fund Investors. On occasion, GTIS has purchased the interest of an Investor.
- *Reimbursements for Services.* Under the Governing Documents, GTIS is entitled to receive reimbursement from some of its Clients for personnel compensation (including base salary,

discretionary bonus and benefits) incurred in connection with operating its investments. Reimbursements include costs of maintaining the Client bank accounts and accounting services, as well as allocations of costs for maintaining the Client general ledger, investment reporting, preparation of the Client financial statements and tax returns, performing in-house legal services, compliance, valuation review and construction and development oversight. These reimbursement costs are calculated by reviewing and calculating employees' time card submissions and based on each employee's current compensation. While GTIS generally intends to obtain benchmarking data regarding the rates charged or quoted by third parties for similar services, relevant comparisons are not always available for a number of reasons, including, without limitation, as a result of a lack of a substantial market of providers or users of such services or the confidential and/or bespoke nature of such services. Therefore, such market comparisons do not always result in precise market prices for comparable services and compensation for certain employees results in being benchmarked at the top of the market range.

- *Joint Venture Partners.* The Clients have and will from time to time enter into one or more joint venture arrangements with strategic partners that have significant expertise in a particular segment of the real estate industry. Investments made with joint venture partners will on occasion involve performance-based compensation and/or other fees payable to such joint venture partners payable by the joint vehicle or investment, which will reduce the actual returns realized by Investors on their investment in a Client.

As part of the agreements with certain of its joint venture partners, GTIS receives compensation reimbursements related to functions performed by GTIS, which reduces the reimbursements absorbed by Client Investors in the amount equal to those made by third-party joint venture operating partners according to the operating partner's pro-rata share of the joint ventures. In some instances, the Clients will pay more than their allocable ownership portion of a joint venture's reimbursements. GTIS does not believe this to be a conflict of interest in that any fees received from the joint venture operating partner serve to offset, to some extent, the amount of reimbursements paid by Client Investors. In addition, as mentioned above, joint ventures incur fees and expenses which are borne by the Clients as part of their investment, as specified in each Client's Governing Documents.

- *Expense Allocation.* Subject to any relevant restrictions or other limitations contained in the Governing Documents of each Client, GTIS will allocate fees and expenses in a manner that it believes in good faith is fair and equitable under the circumstances and considering such factors as it deems relevant, but in its sole discretion. In exercising such discretion, GTIS can be faced with a variety of potential conflicts of interest. As a general matter, expenses incurred on behalf of multiple Clients will be allocated among such Clients in accordance with

the relevant Governing Documents and GTIS' policies and procedures governing expense allocation. The allocations of such expenses are not always proportional.

A conflict of interest could arise in GTIS' determination of whether certain costs or expenses that are incurred in connection with the operation of the Clients meet the definition of Client operational expenses for which such Client is responsible, whether such expenses should be borne by GTIS or the manner in which GTIS allocates expenses. The Clients will be reliant on the determinations of GTIS in this regard. Because the allocation process can be subjective, from time to time, it is possible that subsequent review of allocations will result in an identification of expenses that should have been allocated in a different manner, in which case measures will be undertaken to correct such circumstance, which might include a reversal of the original expense allocations, if possible, or such other equitable adjustment believed by GTIS to be the most appropriate corrective measure to ensure allocations are equitable on an overall basis in GTIS' good faith judgment.

- *Time and Attention.* Employees are permitted to spend a portion of their business time and attention pursuing investment opportunities that do not fall within the objectives, strategy, scope and investment criteria of the Clients. Unless restricted by the Governing Documents or GTIS' policies, GTIS personnel are permitted to serve on boards or act in other roles unaffiliated with GTIS, the Clients or their portfolio investments, including boards of charitable and educational institutions, public companies and former portfolio investments, and receive compensation in connection with such services and roles. Any compensation received by an employee is not shared with the Clients and/or Investors.
- *Data and Information.* GTIS receives and generates various kinds of data and other information, including information related to financial, industry, market, business operations, trends, budgets, customers, suppliers, competitors and other metrics. This information allows GTIS to better anticipate macroeconomic and other trends and otherwise develop investment strategies. As a result, GTIS often gains industry, sector and other general expertise and knowledge in connection with a company that will benefit a different Client. In such circumstances where the benefitting investment is in another Client, one Client will have borne the cost for value that will benefit the other. It is possible that GTIS will in certain instances use this information in a manner that would provide a material benefit to, or present a conflict of interest between, GTIS, its affiliates, or to certain other Clients or Investors without compensating or otherwise benefitting Client(s) from which such information was obtained.
- *Transactions with Investors.* It is possible that GTIS will enter into transactions with certain Investors such as, for example, Investors who are also business partners, such as insurance

agents, investment banks, broker-dealers, legal counsel or others who provide services (including mezzanine and/or other lending arrangements) to the Firm, its Clients and portfolio investments. The terms of these transactions are negotiated on an arms' length basis; however, GTIS is subject to a conflict of interest when determining such terms because GTIS can benefit from retaining such Investors' investment in the Clients.

- *Industry Relationships.* As with many other private fund sponsors, as part of GTIS' business, GTIS and its employees have developed relationships with third parties which have the potential to raise conflicts of interest. Such third parties include lenders, consultants, professional advisors (such as attorneys and accountants), finders, Investors, co-investors, joint venture partners and former employees and members of GTIS as well as family members or close contacts of such persons. Certain of these third parties may, on occasion: (i) introduce investment opportunities to GTIS; (ii) arrange for, or facilitate the financing of, the purchase or recapitalization of current and potential portfolio investments; (iii) facilitate the disposition of portfolio investments; or (v) provide financing, consulting, legal or advisory services to GTIS, the Clients, or portfolio investments. Such third parties also on occasion provide goods or services to or have business, personal, familial, financial or other relationships with the principals. In other instances, such third parties provide personal banking, private wealth or lending arrangements (including lending arrangements with respect to personal investments in or through GTIS' entities) to Firm personnel and their estate planning vehicles. In addition, such third parties are sometimes Investors in one or more Clients; co-invest in one or more portfolio investments; or provide other significant business or investment services to GTIS, the Clients and/or their portfolio investments. These relationships have the potential to influence GTIS in deciding whether to select or recommend any such third party to perform services for the Clients or a portfolio investment. The cost of many services provided by such third parties are expected to be borne by the Clients or their portfolio investments, as applicable.
- *Strategic Relationships with Certain Investors.* As mentioned in Item 4 above and Item 10 below, GTAM is a minority limited partner and indirectly receives a portion of certain Compensation from the Clients through its ownership interest in GTIS. GTAM does not have authority over the day-to-day operations or investment decisions of GTIS as it relates to the Clients and does not maintain a seat on any Fund advisory boards.

From time to time, GTAM invests side-by-side with select GTIS Clients. In such circumstances, in electing to invest side-by-side with a GTIS Client, GTAM will pay their proportionate share of investment costs with each Client. Given the investment allocation policy described above in Item 6, and the proportionate basis by which GTAM invests in or alongside each Client, GTIS does not consider this arrangement to create a material conflict of interest between

Clients. There can be no guarantee that any potential conflicts of interest created by GTAM's interest in GTIS and its affiliates will not have a material adverse effect on the Clients or other Investors.

- *Employee Personal Investments.* On occasion, certain GTIS employees make investments for their personal accounts, some of which are in the real estate related sectors. Some of these businesses could provide products and services to GTIS sponsored investments. Should this occur, while any such transactions would be on an arms-length basis, nonetheless such transaction could stand to benefit the GTIS employees if the company increases in profitability as a result of such business with GTIS sponsored investments.
- *Continuation Fund.* GTIS may from time to time establish other accounts for the purpose of purchasing one or more investments from a Client and/or making one or more investments alongside a Client or a seller in a transaction or a series of transactions (such transactions, "Continuation Funds"). The affiliated nature of these transactions and GTIS' involvement with both the selling and purchasing entities give rise to conflicts of interests for which the general partner expects to seek the guidance and/or approval of the advisory board as necessary or appropriate. While certain conflicts of interest related to Continuation Funds often require approval by a Fund's advisory board, certain transactions may be able to be completed without any such approval.

As part of a Continuation Fund, the selling Client is typically approaching the end of its term and as a result, GTIS has an incentive to maximize the purchase price for the investments on behalf of the selling Client which would benefit GTIS by potentially making it more likely that GTIS will earn a Management Fee and/or Incentive Fee (or will earn more Incentive Fee) with respect to the selling Client to the detriment of a purchasing Client. Furthermore, following a Continuation Fund, GTIS will likely be entitled to receive Management Fees and potentially Incentive Fees with respect to the purchasing Client, which it would not receive if the investments were sold to an unrelated third party. Accordingly, Continuation Funds benefit GTIS because GTIS has the potential to receive an aggregate amount of fees greater than it otherwise would have received in a sale transaction to an unrelated third-party.

A Continuation Fund also gives rise to conflicts relating to the initial allocation of the transferred investments. The selling Client's investment can be subject to allocations elected by rollover investors in the selling Client, as well as certain minimum allocation requirements, each of which will reduce the portion of an investment available to a purchasing Client. As a result, a purchasing Client can be allocated a smaller or larger amount of an investment than GTIS originally anticipated. Further, in some cases there will be no other third-party market check or bidding process involved in a Continuation Fund. Accordingly, the consideration paid

by a purchasing Client has the potential to be more or less than what the transferred investments are ultimately worth had they been sold to one or more other buyers in one or more separate transactions, including an outright sale to a third-party. Additionally, conflicts of interest arise in continuation transactions as a result of the allocation of fees and expenses because GTIS might determine to allocate fees and expenses solely to selling Investors and not to certain Investors in the Continuation Fund or vice versa.

Subject to applicable legal, tax, regulatory, accounting, political or similar reasons, GTIS expects to offer Investors the right to participate in any such Continuation Fund related to an investment pro rata based on their investment percentages with respect to the assets being sold or otherwise transferred to such Continuation Fund. It is possible that new Investors will be subscribing for interests in the Continuation Fund (“New Investors”) alongside Investors that will be rolling their interests in the underlying investment(s) (“Rolling Limited Partners”) and that New Investors may participate in any such Continuation Fund on terms that are more or less favorable than the terms offered to Rolling Limited Partners, resulting in additional conflicts of interest between the interests of New Investors and Rolling Limited Partners. In addition, New Investors may participate on terms that could result in dilution of Rolling Limited Partners’ indirect interests in the relevant underlying investments and could adversely affect returns to such Rolling Limited Partners. The amount and timing of returns to a Rolling Limited Partner from a Continuation Fund may not be the same as those for the New Investors, which may have preferred economics and may be paid in priority to returns to the Rolling Limited Partners.

- *Cross Fund Transactions.* In infrequent circumstances, GTIS effects a cross transaction between Clients. Such cross fund transactions create conflicts of interest because by not exposing such buy and sell transactions to market forces, it is possible that a Client will not receive the best price possible or that GTIS will have an incentive to improve the performance of one Client by selling underperforming assets to another Client in order, for example, to earn fees. In effecting a cross transaction, the Firm will seek to ensure that the purchase or sale is effected at a price that is comparable to what price could be obtained through an arm’s-length transaction with a third party and that is otherwise fair to both parties, which in some cases can include receiving a fairness opinion, receiving a legal opinion, engaging a placement agent and/or third-party valuation, each as appropriate. In certain circumstances, GTIS reserves the right to determine that the willingness of a third party to make an investment on the same terms demonstrates the fairness of the relevant transaction to the Client under then-current market conditions. The Firm will maintain documentation to memorialize the basis for determining fairness in pricing.

- *Employee Investors.* It is expected that certain of GTIS' employees and personnel will invest in a Client directly or as part of a general partner's commitment to a Client. Subject to applicable law, the terms of an investment by an employee differ from, and are more favorable than, those of an investment by an external Client Investor. For example, employee Investors generally will not be subject to a Management Fee and/or Incentive Fee with respect to their investment and may receive information regarding investments at different times than other Investors.
- *Conflicts Related to the Interpretation of Governing Documents and Other Legal Requirements.* The Governing Documents of each Client and related documents are detailed agreements that establish complex arrangements among GTIS, the Investors, the Client, the general partner and other entities and individuals. Questions can arise under these agreements regarding the parties' rights and obligations in certain situations, some of which will not have been contemplated at the time of the agreements' drafting and execution. In these instances, the operative provisions of the agreements, if any, can be broad, general, ambiguous or conflicting, and permit more than one reasonable interpretation. At times there will not be a provision directly applicable to the situation. While GTIS will construe the relevant agreements in good faith and in a manner consistent with its legal obligations (and, when appropriate, in consultation with external legal counsel), the interpretations GTIS adopts will not necessarily be, and need not be, the interpretations that are the most favorable to the Clients or their Investors.
- *Tangible and Intangible Benefits.* In connection with its services to the Clients and their investments, GTIS expects to receive the benefit of certain tangible and intangible benefits. For example, in the course of GTIS' operations, including research, due diligence, investment monitoring, construction, development and investment activities, GTIS and its personnel expect to receive and benefit from information, "know-how," experience, analysis and data relating to Client or portfolio investment (as applicable) operations, terms, trends, market demands, customers, vendors and other metrics (collectively, "the GTIS Information"). In many cases, GTIS Information will include tools, procedures and resources developed by GTIS to organize or systematize GTIS Information for ongoing or future use. Although GTIS expects its Clients and their portfolio investments generally to benefit from GTIS' possession of GTIS Information, it is possible that any benefits will be experienced solely by other or future Clients or portfolio investments (or by GTIS and its personnel) and not by the Client or portfolio investment from which GTIS Information was originally received. GTIS Information will be the sole intellectual property of GTIS and solely for the use of GTIS.

Additionally, GTIS and its employees receive certain intangible and/or other benefits or perquisites arising or resulting from their activities on behalf of a Client, including benefits

and other discounts provided from service providers. For example, airline travel or hotel stays incurred as Client expenses often result in “miles” or “points” or credit in loyalty/status programs to GTIS and/or its employees, and such rewards or amounts will exclusively benefit GTIS and/or such employees and will not be shared with such Client, its Investors, or the portfolio investments.

Item 9 – Disciplinary Information

No events have occurred at GTIS that are applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

No GTIS management persons are registered or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer. Neither GTIS nor any of its management persons is registered or has an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity-trading adviser, or associated person of the foregoing, and GTIS does not anticipate such affiliations in the future. A GTIS relying adviser and a general partner have filed as an exempt commodity pool operator with the CFTC pursuant to Regulation 4.13(a)(3), due to their de minimis amount of commodity interest trading. GTIS has no arrangement with a related person who is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company, financial planner, futures commission merchant, commodity pool operator, commodity trading adviser, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, or sponsor or syndicator of limited partnerships that are material to its advisory services or its Investors.

As mentioned in Item 4 above, GTIS has a relationship with GTAM, an investment adviser that is also registered with the SEC. GTAM manages a variety of absolute return strategies, which invest in bank debt, high yield bonds, distressed debt, middle market loans, and equities. GTAM is a minority limited partner of GTIS and receives a portion of GTIS’ income, except for income that is attributable to investment management services rendered to GTAM. GTIS acquires, manages and disposes of equity investments on behalf of GTAM entities and receives Compensation in connection therewith.

From time to time, GTAM invests side-by-side with select GTIS Clients. In such circumstances, in electing to invest side-by-side with a GTIS Client, GTAM will pay its proportionate share of investment costs with each Client. Given the investment allocation policy described above in Item 6, and the proportionate basis by which GTAM invests in or alongside each Client, GTIS does not consider this arrangement to create a material conflict of interest between Clients.

As mentioned in Item 4 above, GTIS is affiliated with the general partners of each of its Clients and with its relying advisers. These general partners and relying advisers are deemed registered with the SEC under the Advisers Act pursuant to GTIS' registration. GTIS provides personnel and other services to the general partners and relying advisers who operate as a single advisory business together with GTIS. These general partners and the relying advisers do not have employees of their own; GTIS, the general partners and relying advisers share common owners, officers, partners, employees, consultants or persons occupying similar positions.

GTIS has and will continue to develop relationships with professionals who provide services it does not provide, including legal, accounting, banking, investment banking, tax preparation, insurance brokerage, information technology, compliance and other services. Some of these professionals may provide services to the principals, the Funds or their portfolio investments. Additionally, some of these professionals invest in GTIS Clients, either personally or through their company.

GTIS does not recommend or select other investment advisers for its Clients.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics and Personal Trading

As fiduciaries, GTIS and its supervised persons have certain legal obligations to put Clients' interest ahead of their own. GTIS has adopted a Code of Ethics (the "Code of Ethics") in accordance with the requirements of Rule 204A-1 of the Advisers Act which is based on principles of openness, honesty, integrity and trust. The Code of Ethics sets out standards of business and personal conduct for each supervised person and policies regarding personal trading and reporting of personal securities transactions, gifts and entertainment, outside business activities, among other topics.

All supervised persons must acknowledge adherence to the terms of the Code of Ethics initially upon hire and annually thereafter. Supervised persons of GTIS who violate the Code of Ethics will be subject to remedial actions. Supervised persons are also required to promptly report any violations of the Code of Ethics of which they become aware; a confidential hotline has been put in place to make reporting easier.

With respect to third parties that are not subject to the trading restrictions under GTIS' Code of Ethics and that may otherwise obtain sensitive and nonpublic information relating to a Client deal (e.g., co-investors, legal, financial, diligence, public relations and other similar service providers), such persons typically are subject to contractual provisions in confidentiality agreements or professional obligations that prohibit the misuse of any such information.

The personal trading policy for GTIS supervised persons is set forth in GTIS' Code of Ethics and is acknowledged as received and understood by each supervised person. GTIS' personal trading policies are designed to ensure that no Client is disadvantaged by the transactions executed by a supervised person and that supervised persons in no respect misappropriate any benefit properly belonging to a Client.

The Code of Ethics includes a prohibition on insider trading and outlines strict policies that dictate how any such information is treated. Because GTIS' business focuses primarily on private market investments, GTIS expects that instances of supervised persons having access to material nonpublic information regarding publicly traded securities will be relatively infrequent. GTIS' supervised persons and their covered family members are prohibited from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding publicly traded securities or communicating material non-public information about such securities to others. The Code of Ethics establishes guidelines for certain personal trading requirements, insider trading and reporting of personal securities transactions. GTIS maintains a restricted list of issuers about which it has or may have material nonpublic information. Supervised persons are required to submit annual and quarterly brokerage account reports of security transactions for their own accounts or any account in which they have a direct or indirect beneficial interest and/or to link such brokerage accounts to the Firm's compliance software to enable monitoring of personal trading by the Compliance Department. Supervised persons and their covered family members are also required to pre-clear with the Compliance Department certain reportable securities transactions. As such, provided that they comply with the Code of Ethics, GTIS supervised persons are permitted to engage in certain personal securities transactions, including investing in GTIS Clients.

The principals and employees of GTIS carry on investment activities for their own account and for family members, friends or others and in connection therewith, can potentially give advice and recommend securities which differs from advice given to, or securities recommended or bought for, the Clients, even if their investment objectives are the same or similar. In addition, principals and employees are permitted to buy securities in transactions offered to but rejected by Clients or that are outside the Clients' investment mandate. For example, in an effort to build relationships with companies and in certain industries, supervised persons at times make personal investments in order to form deeper connections with such companies, get insight into their industries and ecosystems over time, and further develop their networks and relationships with the founders, CEOs and boards of such endeavors. All such employee private investments are subject to pre-approval and review by the Compliance Department.

Because of the private nature of its portfolio investments, GTIS does not typically face a situation where a supervised person buys or sells a security for his or her own account at or about the

same time that the Firm is also buying or selling the same securities for Client accounts. In the event this were to occur, the supervised person would be required to seek pre-approval from the Compliance Department for such transaction.

GTIS will provide a copy of its Code of Ethics to any existing or prospective Investor upon request to its Compliance Department at (212) 220-5200.

Participation or Interest in Client Transactions

GTIS and certain employees and affiliates have invested in and alongside the Clients, either through the general partners, as direct Investors in the Clients or otherwise. A Client or its general partner, as applicable, is permitted to exempt such person from all or a portion of the Management Fee or Incentive Fee. GTIS does not believe this arrangement presents any material conflict of interest since the general partners' interests are aligned with the interests of Investors in such Clients.

Section 206(3) of the Advisers Act generally prohibits investment advisers from engaging in principal, cross and agency cross transactions without the appropriate disclosure and consent. GTIS will only enter into a principal, cross or agency cross transaction with the appropriate disclosure and consent. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account, knowingly buys from or sells a security to an advisory client (*i.e.*, an owner, employee or affiliate of the adviser, such as a Fund general partner). Cross trades between clients can be deemed to be principal transactions if the adviser (and/or its affiliates, owners, or controlling persons) own, in the aggregate, 25% or more of either client. In the context of GTIS' business, a principal transaction would most likely refer to the practice of warehousing an investment for the formation of a future Client or GTIS or a general partner purchasing the interest of an existing Investor. Cross transactions occur when an adviser or an affiliate arranges a transaction (*i.e.*, acts as broker) between two or more different clients that are managed by that same adviser or an affiliate. An adviser is not "acting as a broker" if the adviser receives no compensation (other than the advisory fee earned in the ordinary course of managing the asset) for effecting the transaction and therefore is not considered to be conducting a cross transaction under Section 206(3) of the Advisers Act. In the context of GTIS' business, a cross transaction would occur when selling an investment from one Client to another. Agency cross transactions occur when an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer, which is not applicable to GTIS.

In the event GTIS recommends a principal transaction or cross transaction, it would only be after:

- (i) the Firm has determined the transaction to be in the best interest of both participating Clients;
- (ii) the transaction is permitted by the relevant Governing Documents; (iii) proper disclosure is

given to the Investors, general partner or advisory board, as appropriate; (iv) if necessary, consent is obtained from the appropriate parties; and (v) the Firm ensures that best execution is achieved for the transaction. During 2023, a property in one Client was sold to another Client and GTIS closed on a continuation vehicle. GTIS followed the above procedures with regard to both transactions.

Conflicts of Interest

If any matter arises that GTIS determines in its good faith constitutes an actual conflict of interest, GTIS will take such actions as are necessary or appropriate, within the context of any applicable Client's Governing Documents, to address the conflict. The Governing Documents of each Client include a description of what GTIS believes to be the most significant conflicts of interest associated with an investment in that Client. Some of these conflicts are summarized in Item 8 above.

Item 12 – Brokerage Practices

Based on the nature of the investment strategies employed for the Clients, GTIS does not frequently make use of securities broker-dealers in the traditional sense to buy and sell portfolio investments on behalf of the Clients; rather, the majority of GTIS investments consist of privately negotiated real estate transactions (*e.g.*, purchases, sales, joint ventures or financings). In executing transactions, best execution is met by the consummation of the deal with the best possible terms for the Client and is not necessarily determined by lowest possible commission rates. In pursuit of best execution in both privately negotiated or publicly traded transactions, GTIS or an affiliate will on occasion engage the services of a broker-dealer for the execution of public securities, a real estate broker for the purchase or sale of a property or a mortgage broker for the financing or refinancing of debt on a property.

When considering retaining the services of such brokers, GTIS will consider factors based on GTIS' best judgment of who can provide best execution and will take into consideration a variety of factors, including: GTIS' prior experience in working with the broker; the broker's execution capability, financial responsibility, reputation and expertise within the industry; the broker's responsiveness to the Firm; the broker's expertise in dealing with investments that may be restrictive or illiquid in nature; the type and size of the transaction involved; the value of any research services provided; and the commission rates, among other factors the Firm deems relevant to the specific transaction.

While GTIS generally seeks competitive commission rates, it is possible that it will not necessarily pay the lowest commission or commission equivalent, especially in private securities transactions that rely heavily on the specialty services or experience of a broker that operates outside of a

competitive bidding environment. Transactions that involve specialized services on the part of the broker can thereby entail higher commissions or their equivalents than would be the case with other transactions requiring more routine services. GTIS believes the commissions or mark-ups charged are competitive with those that other third parties charge.

GTIS does not receive research or other soft dollar benefits in connection with securities transactions for any Client accounts, does not receive investor referrals in connection with selecting or recommending broker-dealers for the Clients and does not engage in directed brokerage. In the event GTIS were to aggregate the purchase or sale of securities for Client accounts, it will do so on a pro rata basis or according to the terms of each Client's Governing Documents.

Item 13 – Review of Accounts

Each Client has specific investment criteria and limitations set forth in its Governing Documents. Before GTIS makes an investment on behalf of a Client, members of the applicable Investment Committee evaluate whether the investment will satisfy the particular investment criteria and limitations applicable to that Client. In addition, in the case of the Separate Accounts managed on a non-discretionary basis, generally Client approval will be required before GTIS can make an investment.

After an investment is made, GTIS' asset management, finance and compliance personnel, together with the Partner(s) who are responsible for that investment who are also member(s) of the Investment Committee, will continuously monitor the investment. Any decision to sell or materially modify the business or financial terms of investments is made and formally documented by the members of the applicable Investment Committee for that Client. Any decision to sell or materially modify the business or financial terms of investments of the Separate Account Clients are subject in certain cases to the approval of such Separate Account Client.

As a part of the regular asset management and reporting process, GTIS reviews and monitors the capital allocations to different property types, asset classes and geographies, which is regularly examined and discussed by the investment team and the relevant Investment Committee. The overall management of GTIS' investments occurs in regular weekly, monthly and quarterly meetings held via phone or in person; many of these reviews include the participation of GTIS' joint venture operating partners. Any strategic recommendations for adjustment to the concentration of capital in a sector or geography is reviewed and submitted, as warranted, to the relevant Investment Committee.

Throughout the investment identification, asset management and disposition process, GTIS focuses on generating optimal risk-adjustment returns by prioritizing capital preservation and risk mitigation in its investments.

Client Investors receive quarterly and annual reports summarizing the performance of portfolio investments. Investors also receive financial statements and fair market valuations in accordance with the applicable accounting standards followed for that Client. Investors of each Client receive unaudited financial statements for the first three quarters of each fiscal year within 45 or 60 days (depending on the Governing Documents) of each quarter's close and an annual audited financial statement within 90 to 120 days of calendar year end. All reports are written and delivered to Investors electronically. GTIS also has frequent contact with Investors (personal visits, telephone, email, video and telephone calls) throughout the year as requested and as conditions warrant.

In the course of conducting due diligence, Investors periodically request information pertaining to GTIS' investments and track record. GTIS responds to these requests, and in answering these requests provides information that is not always made available to other Investors who have not requested such information. While GTIS does not have an obligation to update any such information provided, the Firm endeavors to provide the information requested in the most current form available. Additionally, as it pertains to existing Investors, upon request or pursuant to contractual obligations, certain Investors receive additional information and reporting that other Investors do not receive. As a result, certain Investors will have more information about a Fund than other Investors. GTIS will ensure that the disclosure of preferential information rights complies with the Private Fund Rule commencing with its effective date in September 2024.

Item 14 – Client Referrals and Other Compensation

As mentioned in Item 8, above, as part of the joint venture arrangement with some of its operating partners in managing real estate projects, GTIS receives compensation reimbursements related to functions performed by GTIS, which reduces the reimbursements absorbed by Client Investors in the amount equal to those made by third-party joint venture operating partners according to the operating partner's pro-rata share of the joint ventures. The fee is a negotiated amount between the Client and the joint venture partners and varies by investment. If the fee is less than the compensation reimbursement, the Clients will pay more than their allocable ownership portion of a joint venture's reimbursements. GTIS does not believe this to be a conflict of interest in that any fees received from a joint venture operating partner serve to offset, to some extent, the amount of reimbursements paid by Client Investors.

Additionally, although not material, a GTIS Partner serves on the Board of Directors of a publicly traded homebuilder, LGI Homes ("LGI"). LGI was previously a privately held investment of a GTIS Client, during which time the GTIS partner was appointed to LGI's Board of Directors. While LGI

was an investment, the fees earned by the GTIS partner for his board duties were remitted to the Client. LGI is now a public company and is no longer owned by the GTIS Client. The GTIS partner retained his seat on the LGI Board of Directors and now remits his board fees to GTIS directly, not to the Client.

GTIS has relationships with various types of intermediaries in connection with offering interests in the Funds to prospective Investors. Such intermediaries include, for example, other individuals and firms that market interests in a Fund to prospective Investors in return for compensation based upon the subscriptions made by such prospective Investors (each, a “Placement Agent”).

To date, when Placement Agents are used, the relevant Fund is charged a fee that is generally a percentage of total commitments received through the Placement Agent. Management Fees paid by the Fund to GTIS are offset by any such Placement Agent fees (although related expenses incurred pursuant to the relevant Placement Agent agreement, including but not limited to Placement Agent travel, meals and entertainment expenses, typically are borne by the relevant Fund). Some Placement Agents require Investors they close into the relevant Fund to pay them an upfront selling commission; such commission is paid by the relevant Investor and not the Fund.

Item 15 – Custody

For the discretionary U.S. Clients, GTIS is deemed to have custody over such assets because the general partners are not operationally independent from GTIS: each Client’s general partner generally has full discretion and control over Client investments and cash, including the ability to deduct fees from Client accounts. In order to comply with Advisers Act Rule 206(4)-2 (the “Custody Rule”), GTIS has elected to undergo an annual audit pursuant to United States generally accepted accounting principles (“GAAP”) by an independent public accountant registered with and subject to inspection by the Public Company Accounting Oversight Board for each of the U.S. Clients over which it is deemed to have custody. These GTIS Clients are audited annually by nationally recognized accounting firms in accordance with each Client’s Governing Documents, and GTIS delivers to the Clients and their Investors a copy of the annual audited financial statements within 90 to 120 days of the fiscal year end. In addition, upon the final liquidation of a Client, GTIS will obtain a final audit and distribute audited financial statements prepared in accordance with GAAP with respect to such Client to all underlying Investors promptly upon completion of the audit.

For certain non-U.S. Clients, audits are performed in accordance with International Financial Reporting Standards (“IFRS”) or Luxembourg GAAP, in accordance with each Client’s Governing Document requirements.

Financial statements for Clients organized outside of the U.S. that have U.S. Investors are (i) prepared in accordance with IFRS, including an audited U.S. GAAP reconciliation footnote in relation to any material differences; (ii) audited in accordance with U.S. Generally Accepted Auditing Standards; and (iii) distributed to the Client's Investors within 120 days after the Client's fiscal year-end.

Financial statements for Clients organized outside of the U.S. that do not have U.S. Investors are (i) prepared in accordance with IFRS or GAAP in the country in which the Client is organized; (ii) audited in accordance with U.S. Generally Accepted Auditing Standards; and (iii) distributed to the Client's Investors within 120 days after the Client's fiscal year-end.

GTIS does not accept physical possession of client money or securities (other than certain privately offered securities to the extent permitted by the Advisers Act); called capital is directly deposited or wired into Client bank accounts and public securities are held with broker-dealers or transfer agents who act as custodians for such securities. Each Client uses a bank as a qualified custodian for Investor cash accounts and, if necessary, a qualified custodian for certificated securities. GTIS (on behalf of the Funds and Co-Investment Vehicles) and the Separate Account Clients receive monthly statements from the appropriate qualified custodial bank(s) for capital account balances and activity and quarterly statements from the appropriate qualified custodian(s) for security balance and activity, if any. The Separate Account Clients receiving custodial statements are encouraged to compare these statements with those received from GTIS, but to note that for some of the Separate Accounts, these custodial statements will only represent a portion of the investment in such Separate Account.

Item 16 – Investment Discretion

Except for its non-discretionary Separate Account Clients, GTIS is retained on a fully discretionary basis and is authorized to determine and direct the execution of portfolio transactions pursuant to the terms of each Client's Governing Documents. Such discretion is granted through the Governing Documents of such Client, which contains a power of attorney or similar authority. With limited exceptions, such as certain conflicts of interest as discussed elsewhere in this Brochure, GTIS is not required to contact an Investor prior to transacting business once an Investor executes these documents. Approval for transacting business is required, however, for an investment in the non-discretionary Separate Accounts as GTIS does not have similar discretionary authority over such Clients.

An Investor can seek to impose limitations on GTIS' authority through a side letter agreement and GTIS can choose to accept reasonable limitations or restrictions at its discretion. All limitations and restrictions placed upon GTIS' investment authority with respect to an Investor's account must be presented to GTIS in writing and agreed to by GTIS and such Investor.

Item 17 – Voting Client Securities

By virtue of the Client Governing Documents, GTIS has the authority to vote proxies on behalf of its Clients that are managed on a discretionary basis. As such, GTIS has adopted proxy voting policies and procedures pursuant to Advisers Act Rule 206(4)-6. GTIS' proxy voting policy seeks to ensure that it votes proxies in the best interest of its Clients with a goal towards maximizing overall value. GTIS is an active investor on behalf of its Clients, and retains material rights to participate in the governance of its non-public investments and, when applicable, to vote proxies on publicly traded securities in which it invests on behalf of its Clients. Because of the active role GTIS takes in connection with many of its investments, it is GTIS' practice to review and vote proxies on a case-by-case basis. Neither Clients nor Investors in such Clients can direct how GTIS votes proxies, nor is GTIS required to seek Client or Investor approval or direction when voting proxies.

GTIS' Partner responsible for the particular investment is generally responsible for: (i) monitoring matters requiring voting (for example, major leases, capital improvements, financings, asset sales, and other major decisions); (ii) identifying any potential conflicts of interest that may arise in the proxy voting process and informing the Chief Compliance Officer in the event such a conflict arises; and (iii) deciding what is in the best interest of each particular Client when determining how proxies are voted based on all of the facts and circumstances known to the Partner at that time and voting as appropriate. GTIS will act in a timely manner and in the best interest of each Client with respect to any such actions.

As required by Rule 204-2 of the Advisers Act, GTIS maintains records regarding the manner in which it: (i) administers its policies and procedures; and (ii) votes proxies for its Clients. Clients can obtain a copy of GTIS' proxy voting policy upon request, free of charge, from GTIS' Compliance Department at (212) 220-5200. Clients can also obtain information from GTIS, free of charge, about how GTIS voted previous proxies, if any.

Item 18 – Financial Information

GTIS does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance; has no financial condition reasonably likely to impair its ability to meet contractual commitments to Funds or investors; and has not been the subject of a bankruptcy proceeding.