

Part 2A of Form ADV: Firm Brochure

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THIS BROCHURE PROVIDES INFORMATION ABOUT THE QUALIFICATIONS AND BUSINESS PRACTICES OF TREMONT REALTY CAPITAL LLC (THE “FIRM”). IF YOU HAVE ANY QUESTIONS ABOUT THE CONTENTS OF THIS BROCHURE, PLEASE CONTACT THE FIRM AT 617-867-0700, OR IN WRITING AT 255 WASHINGTON STREET, SUITE 300, NEWTON, MASSACHUSETTS 02458. THE INFORMATION IN THIS BROCHURE HAS NOT BEEN APPROVED OR VERIFIED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (“SEC”) OR BY ANY STATE SECURITIES AUTHORITY.

ADDITIONAL INFORMATION ABOUT THE FIRM MAY ALSO BE AVAILABLE ON THE SEC’S WEBSITE AT WWW.ADVISERINFO.SEC.GOV.

WE MAY REFER TO OURSELVES AS A “REGISTERED INVESTMENT ADVISER.” YOU SHOULD BE AWARE THAT REGISTRATION WITH THE SEC OR A STATE SECURITIES AUTHORITY DOES NOT IMPLY A CERTAIN LEVEL OF SKILL OR TRAINING. THE REGISTRATION DOES NOT IMPLY A RECOMMENDATION BY THE SEC OR ANY STATE SECURITIES AUTHORITY.

THIS COVER PAGE CONSTITUTES ITEM 1 TO THE FIRM’S BROCHURE, FORM ADV, PART 2A.

ITEM 2: MATERIAL CHANGES.

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, the Firm will notify clients of material changes on an annual basis. However, where we determine that an interim notification is important or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

There have been no changes that may be deemed material since the Firm's previous brochure dated December 19, 2022.

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ITEM 4: ADVISORY BUSINESS.

Tremont Realty Capital LLC (the “Firm”) is a registered investment adviser formed on March 29, 2016. The Firm advises a mortgage real estate investment trust (“REIT”) and a privately-owned proprietary investment vehicle and may in the future advise private funds (the “Funds”) and/or separately managed accounts (collectively, the “Clients”) that invest in commercial real estate debt, including secured mortgage debt, with mezzanine and preferred equity financing considered on a selected basis. The Firm also provides advice with respect to real estate that becomes owned by Clients as a result of their ownership of such commercial real estate debt.

The Firm’s advice is generally limited to the types of investments discussed above. The investment guidelines for each Client will be defined in such Client’s organizational documents, management agreement with the Firm or other records and will be tailored to the specific goals, objectives and operating guidelines of such Client. Each Client has, or will have prior to becoming a Client, established a policy prohibiting investments in publicly traded securities and generally limiting permissible investments to commercial real estate debt, mortgages, mezzanine financing and preferred equity investments.

The Firm is headquartered in Newton, Massachusetts and is a wholly owned subsidiary of The RMR Group LLC (“RMR LLC”), an alternative asset management company. RMR LLC is a majority owned subsidiary of The RMR Group Inc., a public holding company that conducts substantially all of its business through RMR LLC. Mr. Adam Portnoy controls The RMR Group Inc. through his voting ownership, and position as sole trustee, of the controlling shareholder of The RMR Group Inc.

As of September 30, 2023, the Firm managed \$749,984,874 of Client assets on a discretionary basis.

ITEM 5: FEES AND COMPENSATION.*Management and Performance Fees*

Compensation earned by the Firm for the provision of investment advisory services to Clients will generally be comprised of management fees based on a percentage of the equity of a Client that is a Fund and may also be comprised of performance-based fees or allocations. The Firm does not have a fee schedule and fees are individually negotiated, which could include, for example, renegotiations or full or partial waivers of Clients’ existing fees. The duration and extent of any such renegotiated or waived fees would be expected to vary based on a Client’s individual circumstances. The Firm expects that all of its Clients will be “qualified purchasers” as defined in Section 2(a)(51)(A) of the Investment Company Act of 1940. Fees and compensation for each Client will be described in the management agreement related to a Client. Management fees are generally assessed monthly or quarterly in arrears and are either billed to Clients or deducted from Client assets depending on the specific terms of the Firm’s agreement with such Client. The Firm, in addition to the management fee, will be paid or reimbursed for

certain costs in consideration of business management services the Firm provides, including, among others as agreed with a Client, providing executive and administrative personnel, office space and office services, regulatory, tax and legal compliance services, auditing, investor relations services, administering the Client's day to day operations and liaising with the Client's board of directors/trustees on a variety of operational and compliance matters.

Other Fees and Expenses

Clients will bear administrative, operating and other expenses to the extent set forth in their respective agreements with the Firm.

ITEM 6: PERFORMANCE BASED FEES AND SIDE BY SIDE MANAGEMENT.

It is expected that some of the investment advisory fees that the Firm may earn will be incentive performance fees or allocations (that is, a fee or allocation based on a share of capital gains on or capital appreciation of client assets). These fees or arrangements are described in the management agreements and offering documents, as applicable, for such Clients and in the Firm's other relevant negotiated agreements with such Clients.

It is expected that all Clients will be charged an incentive performance fee or allocation which may be partially, primarily or wholly based on metrics involving net income rather than capital gain or appreciation; however, the amount of such fee may vary among Clients, which could create an incentive for the Firm to allocate more attractive investment opportunities to Clients with higher fees. This risk may be mitigated to the extent any applicable Clients have different investment objectives and guidelines such that they would generally not be expected to compete with one another for the same investments. The Firm will monitor Clients' accounts for compliance with their respective investment guidelines and follow certain allocation policies. Under the allocation policies, if a particular investment is appropriate for two or more applicable Clients, the Firm will allocate the investment in a manner determined in good faith to be fair and equitable and consistent with the Firm's allocation policies, as applicable. The allocation will depend on the determination of all relevant factors, such as the Clients' respective investment objectives, desired allocations and cash availability, including certain arrangements where the Firm is only providing investment advice with respect to specific investments. Please also refer to Item 10 regarding the Firm's allocation policies.

Incentive performance fees or allocations create a risk that the Firm will cause a Client to make investments that are more speculative than it would if the Client did not pay incentive performance fees or allocations.

ITEM 7: TYPES OF CLIENTS.

The Firm's Clients include a REIT and a privately-owned proprietary investment vehicle and may in the future include private funds and separately managed accounts.

The Firm has not currently established a minimum investment amount for clients.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.

The investment criteria that the Firm uses for investing in or disposing of an individual real estate related asset is governed by the specific investment strategy adopted for each Client. The Firm will generally have discretionary authority to invest Client assets. The Firm's analysis of any particular investment will include a comprehensive review of the investment, negotiation of the terms of the transaction, due diligence regarding the investment and underwriting of the terms of the investment.

An investment in a Client will involve risk, including the risk that an investor may lose money. Investing in securities, including commercial real estate debt, mortgages and mezzanine financings, involves risk of loss that investors should be prepared to bear.

Investments in commercial real estate debt, mortgages and mezzanine financings generally expose Clients to the risks of owning real estate and the risks of leveraged investing.

General Risks of Owning Real Estate-Related Investments

Risks associated with real estate related investments, such as commercial real estate debt, mortgages and mezzanine financings, and the potential ownership of real estate as a result of owning such investments, may result from downturns in the U.S. or global economy, local conditions, possible adverse changes in zoning laws, changes in market demand for leasing or owning commercial real estate, limitations on rents, the quality and philosophy of property managers and leasing agents, competition based on rental rates, attractiveness and location of the properties, environmental liability, the financial condition of tenants, availability of buyers and sellers of properties, quality of maintenance, the risk of casualty or condemnation losses and terrorist attacks, war or other acts that destroy real property, changes in operating costs, government regulations, interest rate levels, tax rates, and availability of financing. Significant portions of the commercial real estate markets in the United States were significantly negatively impacted during the recession that occurred during the early stages of the COVID-19 pandemic. The commercial real estate markets continue to be adversely affected by economic conditions in the United States and global financial markets generally, including current inflationary pressures, rising interest rates, supply chain issues, geopolitical risks and possible economic recession. Investments in commercial real estate debt, mortgages and mezzanine financings may also be affected with risks arising from the use of real estate; for example, environmental cleanup risks for properties used to store hazardous materials or compliance costs arising from American with Disabilities Act for real estate which is open to public access.

Risks of Leveraged Investing

Leverage strategies are generally designed to enhance returns to investors but also increase the risk associated with the investment. Use of borrowed funds to leverage investments involves a significant degree of financial risk and can rapidly multiply the effect of any increase or decrease in the value of any investment. For example, a leverage strategy may increase the exposure of the leveraged investments to adverse economic factors, such as interest rate fluctuations, economic downturns and other circumstances that could cause deterioration in the value of the investments.

ITEM 9: DISCIPLINARY INFORMATION.

The Firm has no information to disclose applicable to this Item.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.

Certain conflicts of interests related to fees and other compensation to the Firm or its affiliates are described above under Item 5 and Item 6.

The Firm or its affiliates expect to act as loan originator for some or all of the transactions presented to Clients. The Firm and its affiliates will not receive any origination fees or other compensation from borrowers in connection with its or their origination activities for Clients, and the Firm and its affiliates will not represent borrowers in transactions where a Client is acting as lender. Clients, however, may receive such fees from borrowers. In some cases, the Firm or its affiliates may represent an owner of an asset (i.e., a borrower). Where the Firm or its affiliates are representing a borrower, the Firm or its affiliates may be paid a commission or origination fee as a result of any such transaction. The Firm's and its affiliates' activities in representing borrowers may, in some cases, create a conflict of interest when the financing sought by such borrowers falls within a Client's investment objective. The Firm seeks to manage this conflict by generally limiting its borrower-side activities to financing opportunities that do not overlap with Clients' investment objectives and by actively monitoring involved employees to ensure that their activities are conducted fairly and reasonably and without resulting in material disadvantages to Clients.

While the Firm or its affiliates expect to act as loan originator for certain transactions presented to Clients, the Firm also sources investment opportunities for its Clients from third party intermediaries or brokers and makes recommendations to, or discretionary investment decisions for, Clients based on its evaluation of what investment opportunities are in a particular Client's best interests.

The Firm or an affiliate of the Firm serves, and may in the future serve, as general partner, managing member or external business manager of a Client and has, and may in the future further have, limited partnership or other economic interests in a Client. In particular, as of the date of this brochure, the Firm has an approximately 11.5% ownership interest in Seven Hills

Realty Trust, a Client that is a REIT. These arrangements create conflicts of interest, particularly because personnel of the Firm, its affiliates and their managed entities serve as trustees, directors or officers of Clients, and engage in other activities or lines of business similar to those in which such Clients engage. The Firm or its affiliates provide or may provide management or investment advisory services to other clients, including clients or accounts in which the Firm, its affiliates or their personnel have a controlling, substantial or sole economic interest; therefore, conflicts of interest exist with regard to the allocation of investment opportunities and for the time and attention of the Firm's personnel. The Firm and its affiliates seek to resolve such conflicts in good faith and in their fair and reasonable discretion. In the case of such a conflict, the Firm and its affiliates will endeavor to allocate such investment opportunities in a fair and equitable manner, consistent with the Firm's allocation policies, taking into account such factors as they deem appropriate. With respect to mortgage loan investments, which are the only types of investment opportunity that may be appropriate for more than one Client, the Firm has established an investment committee (the "Investment Committee") that is responsible for evaluating mortgage loan origination opportunities and making determinations as to whether to move forward with funding a loan, taking into account Clients' investment considerations. The Investment Committee may consider, without limitation, any or all of the following factors with respect to such opportunity and each Client (listed below without regard to any order of importance):

- investment objectives, strategy and criteria;
- any known investment policies and restrictions, guideline limitations or investment objectives that are relevant to the transaction, including the need for distributions;
- effect of the investment on the diversification of the Client's portfolio, including by geography, size of investment, type of investment and risk of investment;
- ability of a Client to commit to an investment opportunity within the required timeframe for a particular transaction;
- leverage policy, the availability of financing for the investment by each client and cash requirements;
- anticipated cash flow of the asset to be acquired;
- tax profile of the Client and the tax characteristics of the investment;
- the size of the investment;
- whether the Client has any existing positions in the opportunity;
- the extent to which a Client has been provided a greater or lesser volume or quality of investment opportunities relative to others;
- availability and cost of capital;
- risk return profiles;
- targeted distribution rates;
- anticipated future pipeline of suitable investments;
- the expected holding period of the investment and the Client's investment period, if applicable; and such other factors as the Firm deems relevant and believes to be appropriate under the circumstances.

The Investment Committee has broad discretion in making these determinations and is not required to take any of these factors into account or to assign greater, lesser or equal importance

to any of these factors. The Investment Committee is also not limited in the factors that it may consider in making these determinations to those set forth above, and may take into account such other matters as it may, in its discretion, consider appropriate from time to time. Differences among accounts will impact the investment decision for each account, and the Investment Committee is under no obligation to make similar investments in accounts with similar investment objectives.

If the Investment Committee determines mortgage loan investment opportunities are equally appropriate for more than one client, it will generally allocate such opportunities on a rotational basis.

Additionally, current and future business activities by and investments of the Firm, its affiliates, and entities to which they provide management or investment advisory services or their affiliates create conflicts of interest. For example, the Firm may determine to offer a Client and one or more other entities also managed by it or its affiliates opportunities to co-invest in commercial real estate loans. Similarly, an affiliate of the Firm manages equity real estate investment trusts and real estate related operating businesses that have in the past assumed or placed mortgage financing on some of the real estate they own and may consider doing so in the future, and a Client may be offered opportunities to provide commercial real estate loan financing to entities the Firm or its affiliates manage. These activities would give rise to conflicts of interest. Whenever a co-investment opportunity or other potential transaction between a Client and any other entity to which the Firm or its affiliates provides management or investment advisory services arises, such investment or transaction will not be made unless it is approved by the Client in the manner contemplated by its governing documents or account agreements.

ITEM 11: CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.

The Firm will follow a Code of Ethics and a Code of Business Conduct and Ethics (collectively, the “Code”) that is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940, as amended (“Advisers Act”). A copy of the Code is available to current and prospective investors upon request.

The Code establishes rules of conduct for all employees of the Firm which rules are intended to, among other things, govern personal securities trading activities. The Code includes safeguards designed to avoid conflicts of interests that could adversely affect the Firm’s Clients. In addition to requiring compliance with the applicable securities laws, the Code establishes policies and procedures designed to prevent the misuse of material, non-public information, and identifies activities that are either expressly prohibited or that require approval. The Code is based upon the principle that the Firm and its employees owe a duty to the Firm’s Clients to conduct Client affairs, including personal securities transactions, in such a manner as to avoid serving employees’ own personal interests ahead of those of the Clients, taking inappropriate advantage of employees’ positions with the Firm, and any actual or potential conflicts of interest or any abuse of their position of trust and responsibility. The purpose of the Code is to preclude

activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct.

Additional conflicts of interest present in connection with the Firm's management of Client accounts, and how the Firm addresses those conflicts, are described under Item 5, Item 6 and Item 10. The Firm or an affiliate of the Firm serves, and may in the future also serve as general partner, managing member or external business manager of a Client and further has, and may in the future further have, limited partnership or other economic interests in a Client. The Firm or an affiliate of the Firm also seeks to invest for its own account in the same types of securities recommended to Clients.

ITEM 12: BROKERAGE PRACTICES.

The Firm does not typically place trades or otherwise purchase publicly traded securities except for short term investments as part of its temporary cash management activities. Instead, the Firm originates mortgage loans on behalf of Clients and therefore does not engage in public market trading apart from cash management activities. As a result, the Firm does not expect to contract with securities broker-dealers except in connection with short-term investments, including temporary short-term investments of cash received from funding pending investment, cash flow from operations or the sale or refinancing of assets pending further investment or distribution. The Firm has not and does not expect to enter into any soft dollar arrangements.

ITEM 13: REVIEW OF ACCOUNTS.

The Firm's asset management teams monitor the performance and investments of Clients on a regular and current basis.

Clients generally receive some or all of the following written reports:

- Quarterly financial statements;
- Annual audited financial statements;
- Tax returns or information appropriate to assist Clients in preparing their own tax returns; and/or
- Such other or different information as may be specified in Client documents or Firm agreements with Clients.

Additionally, all Clients are provided from time to time with any information or reports that are reasonably requested as well as updates on the operations of the Firm.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION.

The Firm may retain the services of one or more third parties, consultants, placement agents or investment bankers, including agents or investment bankers that may be affiliates of the Firm (collectively, “Solicitors”), to market its Clients, raise capital for its Clients or solicit advisory clients from time to time. Generally, Solicitors will be paid a success or referral fee amounting to a percentage of capital placed with a Client or in an advisory account as a result of the Solicitor’s efforts. Some Solicitors may be paid a monthly retainer that may be offset by a success or referral fee. Unless the client documents expressly provide otherwise, such fees will be paid by the Firm and not by the Client. In no case will such payments be made if in violation of any state or federal law, rule or regulation, including without limitation Rule 206(4)-1 under the Advisers Act or similar state rules regarding solicitation and/or state rules requiring registration of investment adviser representatives.

ITEM 15: CUSTODY.

The Firm may be deemed to have “custody” within the meaning of Rule 206(4)-2 under the Advisers Act as a result of activities or arrangements related to the operations of the real estate or real estate related debt under the Firm’s management or certain promissory notes related to debt investments in underlying real estate assets or because the Firm or an affiliate is the managing member of a Client. The Firm may further have discretionary authority to establish bank accounts on behalf of certain Clients in which to deposit funds received on behalf of Clients as a result of investments made by the Firm for Clients. Clients are expected to receive account statements directly from any qualified custodian bank or institution holding Client funds. In addition, unaffiliated REIT investors are expected to receive annual financial statements within 120 days of the REIT’s fiscal year end that are prepared in accordance with U.S. generally accepted accounting principles and audited by third party auditors that are regulated by the Public Company Accounting Oversight Board.

ITEM 16: INVESTMENT DISCRETION.

The terms of the investment management agreements that the Firm and its Clients may enter into in some cases grant the Firm full discretion to make investments on behalf of Clients subject to investment guidelines or conflicts procedures that are established by the Clients and incorporated in the agreement. The documentation relating to each Client account will describe in each case the extent to which the Firm has discretion over investment decisions.

ITEM 17: VOTING CLIENT SECURITIES.

The Firm does not currently intend to invest in securities on behalf of its Clients that carry voting rights. If the Firm becomes entitled to vote or consent on any matter with respect to Client securities, it intends to seek instructions from the applicable Client.

ITEM 18: FINANCIAL INFORMATION.

The Firm has no financial commitment(s) that impairs its ability to meet contractual and fiduciary commitments to Clients and has not been the subject of a bankruptcy proceeding.

ITEM 19: REQUIREMENTS FOR STATE-REGISTERED ADVISERS.

The Firm has registered with the SEC and is not required to be registered at the state level.