### The Sustainable Farmland Trust D (AGRI)

### Intl. Farming

# Farmland Strategy Overview

- Strategy dedicated exclusively to farmland and related agricultural assets
- Diversification by geographic region and crop type including row, specialty and permanent crops
- Investment strategies focused on leased US farmland, direct farming operations, and agricultural supply chain and infrastructure assets
- Exposure to these assets is achieved via investment in existing IFC Core Farmland Fund "Core Fund" and Core Plus assets

### **Investment Objective**

To provide its shareholders with an attractive level of income together with the potential for capital growth by investing in a diversified portfolio of farmland and related agricultural assets.

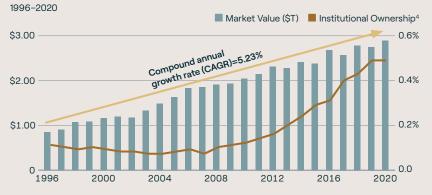
## Why AGRI Now?

Market: US farmland market is undercapitalised with few institutional investors Profile: Stable income with low/negative correlation to traditional asset classes

Macro: Current unprecedented intersection of ageing farmer demographics, changing consumer preferences, and farmers' need for capital

Risk: Farmland investments can provide favorable risk adjusted real returns even during periods of elevated inflation

#### **GROWTH OF INSTITUTIONAL OWNERSHIP OF US FARMLAND<sup>3</sup>**

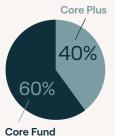


# **Company Portfolio**

### 60% CORE FUND<sup>6</sup>

- Seeks to provide a secure and reliable food supply at scale and generate attractive risk adjusted returns.
- Net 10.55% IRR since inception.<sup>7</sup>
- Leverages scale, relationships, and intellectual property to build and manage a diversified portfolio of large acreage, high-quality US farmland leased to sophisticated Top Growers®
- 20+ crop types to date.<sup>8</sup>
- Intl. Farming has historically generated a 75% rent premium over the USDA weighted state average.
- The Company will gain exposure to the entire existing Core Fund portfolio, as well as any additional investment made by the Core Fund.<sup>9</sup>
- Core Fund pipeline has \$2B+ of diversified opportunities.

### COMPANY TARGET **ALLOCATIONS<sup>6</sup>**



### **AGRI Investment Case**

- (1) Inflation Protected Income and Growth: AGRI seeks to provide positive real investment returns by growing income and additional total return that will surpass potential future inflation over an extended period of time.
- (2) Access to US Farmland: AGRI offers exposure to a large, historically under-invested asset class that is gaining traction.
- (3) Value-add Top Grower<sup>®1</sup> Network: Intl. Farming's long history and operator experience has enabled a network of large progressive growers. The 49 Top Growers® farm an average of 14,360 acres compared to the US national average farm size of 441 acres.<sup>2</sup>
- (4) **Experience:** Intl. Farming employs over 50 professionals and has ~200 years of agricultural heritage.
- (5) **ESG Focused:** Intl. Farming takes a sustainable approach to investing in farmland with its stewardship initiative to "Leave the land better than we found it."

### CORRELATION TO US FARMLAND

Correlation from 1970-2020<sup>5</sup>

Inflation	0.64	REITs	0.13
Gold	0.26	S&P 500	-0.20
Ag Commodities	0.17	LT Govt. Bonds	-0.20

#### 40% CORE PLUS<sup>6</sup>

- Higher return potential and additional diversification.
- Core Plus opportunities include additive strategies such as direct farming, supply chain infrastructure, cold storage, grain processing facilities, grain storage and water assets.
- Core Plus pipeline is an extension of Core Fund sourcing universe and includes non-US opportunities and other agriculture-related strategies.
- Core Plus Assets will leverage Intl. Farming's vertically integrated platforms to maximise sourcing and return potential.

1 Farmers that have been pre-qualified by Intl. Farming and to whom Intl. Farming leases its US farmland assets. 2 Source: 2017 USDA Census of Agriculture. 3 Source: USDA, Economic Research Service and National Agricultural Statistics Service (NASS), Agricultural Resource Management Survey. Data as of December 16, 2021. 4 Institutional ownership represents the total market value of the NCREIF Farmland index plus Intl. Farming farmland asset values for each applicable year. 5 Source: Internal analysis, USDA, "Stocks, Bonds, Bills, and Inflation Yearbook" (used for inflation, S&P 500, and LT Govt. Bond data) by Ibbotson Associates, Wilshire US REIT Index (Begins 1978). The appreciation component of farmland returns is the return on US cropland for 1998-2020 and for farmland and buildings for 1968-1997. Past performance is not indicative of future results. Ag Commodities tracks the price changes in the time period for a basket of staple crops including corn, cotton, soybeans, and wheat. It is not possible to invest directly in an index. As of 30 June 2022. 6 This is a target allocation; actual allocations may vary by plus or minus 10% from time to time. 7 As of 30 June 2022. Core Fund inception: October 2019. Net IRR is displayed net of fund level management and outperformance fees. Return displayed is preliminary and unaudited. 8 As of 30 June 2022. 9 More information on the Core Fund's existing portfolio can be found on the following page.

# Intl. Farming Competitive Advantages

Intl. Farming's experience, scale, relationships, and intellectual property enables us to be a market leader in farmland investing:

- ~200 years of agriculture heritage
- Experienced, internal Agricultural Services team provides guidance and research to the firm and its tenants
- · Extensive in-house data collection, management, and analysis
- provides meaningful and actionable insights
- Intl. Farming's operator perspective and experience

#### RESULTS

- 88% of farms acquired off market via extensive networks
- 80+ crop types grown across 420,000+ acres historically
- 5,000+ soil samples per year<sup>1</sup>
- Over 340 Top Trials<sup>®</sup> with 50 industry partners

#### **FIRM DETAILS**

- Inception: 2009
- Headquarters: Raleigh, NC
- AUM: \$2.2B (as of 30/6/22)2

### **RISK MITIGATION**

- Crop Insurance
- Soil and Water Management .
- **Counterparty Risk**



Ů

4

**INVESTMENT PROCESS** 

\$

Proprietary Technology

Food sourcing solutions

J.

In-house farm management and agronomy services

# Core Fund Existing Portfolio<sup>3</sup> as of 30/6/2022

**Regional Diversification** 

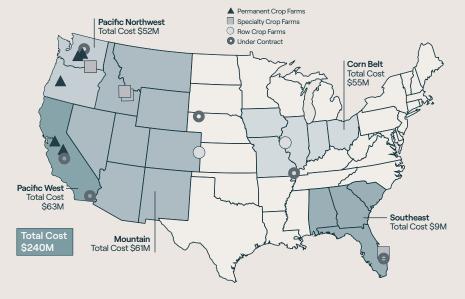
Almonds

nuts and tree fruits.

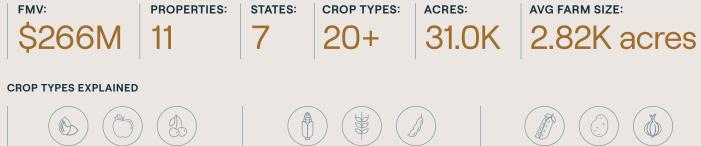
Apples

Permanent: Crops that produce each season without replanting, including tree

Cherries



CORE FUND REGIONAL DETAILS <sup>4</sup>					
NCREIF Geographical Region	Gross Acres	Fair Market Value (\$M)	% of Total Fair Market Value		
Corn Belt	6,063	\$69.21	26%		
Mountain	17,578	\$67.25	25%		
Pacific West	2,569	\$61.90	23%		
Pacific Northwest	3,563	\$57.65	22%		
Southeast	1,210	\$9.95	4%		
Total	30,983	\$265.96	100%		



Wheat

Row: Commodity and other crops typically

grown and harvested annually, including

corn, wheat, soybean, and cotton.

Sovbean

Corn

Peas Potatoes Onions

Specialty: Annual crops often grown for higher margins compared to row crops, including onions, potatoes, and vegetables.

1 On average from inception (2009) through 2021. 2 Includes fair value of existing fund investments (c.US\$1.88 billion) plus uncalled capital commitments for IFC's USFRT series (USFRT, USFRT II, USFRT III), related co-investments and the Core Fund (c.US\$310 million) managed by IFC Core Investment Management LLC. AUM displayed is as of 30 June 2022 and is preliminary and subject to change. 3 There can be no guarantee that the properties under contract will close. 4 Regional breakdown reflects NCREIF guidelines.

## **ESG** Commitments

- Intl. Farming's Responsible Stewardship Promise<sup>®</sup> to "Leave the land better than we found it"<sup>®</sup>
- Founding participant member of Leading Harvest Farmland Management Standard-certified in first enrolled year 2021
- Signatory of United Nations Principles for Responsible Investment since 2016
- Article 8 fund under Sustainable Finance
   Disclosure Regulations
- Detailed environmental assessments focused on soil and water analysis, labour needs, endangered species and cultural findings
- Strategies align with and report against 11 different UNSDGs<sup>1</sup> with a particular focus on seven
- Annual ESG report
- Dedicated team including Director of Sustainability



### Intl. Farming Key Professionals



**Charlie McNairy** 

CEO/CIO



**Brian Uken** Partner



Dr. Gabriele Onorato Partner



Bob Zimardo Managing Principal



Logan Yonavjak Director of Sustainability

### Independent Board of Directors

### Andy Crossley, Chair of Board

Andy has over 30 years of fund management and investment banking experience, primarily at Invesco Perpetual where he managed a range of open ended and closed ended equity funds. He subsequently moved to the sell side where his main role was raising equity capital for corporate clients.

#### Don Sleight, Senior Independent Director

Don has over 35 years of executive and non-executive experience in farmland management, most recently as president and CEO of Farmland Reserve and its operating subsidiary AgReserves, Inc. until his retirement in 2021.

#### Helen Vaughan, Chair of Audit Committee

Helen is a chartered accountant with over 30 years of management experience in operations and business development across several asset management firms, most recently as the former Chief Operating Officer for the JOHCM Group.

### Summary Term Sheet

Ticker	AGRI	Pipeline	Clearly identified pipeline of quality assets	
Investment Manager	Intl. Farming Investment Management LLC ("Intl. Farming")	Currency	allow for consistent capital deployment GBP (unhedged)	
Exchange	London Stock Exchange Main Market – Premium Segment	Term	Ordinary resolution for continuation proposed at the fifth annual general	
Strategy	Actively managed farmland assets including diversified US permanent, specialty, and row	NAV Frequency	meeting and every five years thereafter Quarterly	
	crop farms, international agricultural supply chain and infrastructure assets, and direct farming opportunities.	Distribution Frequency	Quarterly	
		Management Fee	1.00% of NAV payable on invested capital	
Structure	UK Investment Trust	Leverage	The Company may employ leverage with with an expected range of 35 – 40% of gross asset value (max 50%).	
Target Return <sup>2,3</sup>	7.0% – 9.0%			
Target Yield <sup>2,3</sup>	~2.0% in the first 12 months, 4.5%+ annually thereafter	Expected Timing	Intermediaries Offer Opens 15 Sept 2022 Intermediaries Offer Closes 7 Oct 2022	
Target Raise	£200M		Admission 12 Oct 2022	

This is a financial promotion and is not intended to be investment advice. The content of this document, which has been prepared by and is the sole responsibility of The Sustainable Farmland Trust PLC (the "Company"), has been approved by Liberum Capital Limited ("Liberum") solely for the purposes of section 21(2)(b) of the Financial Services and Markets Act 2000 (as amended). Liberum is authorised and regulated in the United Kingdom by the FCA (FCA number: 465050) and has its registered office at 25 Ropemaker Street, Ropemaker Place, London, EC2Y 9LY, United Kingdom.

This document is an advertisement and does not constitute a prospectus and investors must subscribe for or purchase any shares referred to in this document only on the basis of information contained in the prospectus to be published by the Company in due course (and in any supplementary prospectus) (the "Prospectus") and not in reliance on this document. Investors should read the Prospectus before making an investment decision in order to fully understand the potential risks and rewards associated with the decision to invest in ordinary shares in the Company (the "Shares"). Approval of the Prospectus by the Financial Conduct Authority (if such approval is obtained) should not be understood as an endorsement of the Shares and the Company is neither authorised nor regulated by the Financial Conduct Authority. If approved by the Financial Conduct Authority, copies of the Prospectus may, subject to any applicable law, be obtained from the registered office of the Company and will be made available for viewing at the National Storage Mechanism at https://data. fca.org.uk/#/nsm/nationalstoragemechanism and on the Company's website. This document does not constitute, and may not be construed as, an offer to sell or an invitation to purchase investments of any description, a recommendation regarding the issue or the provision of investment advice by any party. No information set out in this document is intended to form the basis of any contract of sale, investment decision or any decision to purchase Shares in the Company. Similarly, nothing in this document constitutes investment advice and any recommendations that may be contained herein have not been based upon a consideration of the investment objectives, financial situation or particular needs of any specific recipient.

The information contained in this document is given at the date of its publication (unless otherwise marked) and is subject to updating, revision and amendment when the Prospectus is published. In addition, this document contains only summary information and is incomplete.

Before investing you should consider the suitability of such investment in consideration of your investment objectives, attitude and appetite to risk. The attention of investors is drawn to the risks associated with an investment in the Shares which are detailed in the Company's Prospectus. These risks include the following.

- The value of an investment in the Company, and the returns derived from it, if any, may go down as well as up and an investor may not get back the amount invested.
- The Company's investment portfolio may not perform as anticipated at the time of investment and may be loss-making.
- The market price of the Shares may fluctuate independently of their Net Asset Value and the Shares may trade at a discount or premium to their Net Asset Value at different times and it may be diffcult for Shareholders to realise their investment.
- The Company is newly incorporated and has no track record of past performance. No reliance can be placed on Intl. Farming's past performance in respect of other funds.

Liberum Capital Limited ("Liberum") is authorised and regulated by the Financial Conduct Authority. Each of the Intl. Farming Investment Management, LLC (the "Investment Manager" and Liberum is acting exclusively for the Company in connection with the matters described in this document and neither the Investment Manager nor Liberum is acting for or advising any other person, or treating any other person as their respective client, in relation thereto and neither the Investment Manager nor Liberum will be responsible for providing the regulatory protection afforded to their respective clients or advice to any other person in relation to the matters contained herein. This does not exclude any responsibilities or liabilities of Liberum under the Financial Services and Markets Act 2000 (FSMA) or the regulatory regime established thereunder.

This document is not for publication, distribution or transmission, directly or indirectly, in whole or in part, in or into the United States of America. This document is not an offer to sell or a solicitation of any offer to buy securities in the United States. This document pertains to the Company and does not constitute an offer to sell or the solicitation of an offer to buy any securities or interests associated with the Investment Manager's Core Fund. The private fund managed pursuant to Investment Manager's Core Fund is only offered to qualified investors via private placement under Regulation D under the Securities Act, and is not open to investment by the general public. Any terms associated with the Core Fund are addressed in a private placement memorandum and other governing documents that are provided to select prospects and investors that satisfy eligibility requirements. The Company is registered as an investment company under section 833 of the Companies Act 2006. Shares in the Company may not be offered, sold, resold, pledged, delivered, assigned or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, any "US persons" as defined in Regulation S under the Securities Act. The securities referred to herein may not be offered or sold in the United States, except pursuant to an applicable exemption from registration. No public offering of securities is being made in the United States.

The Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the **"US Securities Act"**), or with any securities regulatory authority of any state or other jurisdiction of the United States, and may not be offered, sold, resold, pledged, delivered, distributed or otherwise transferred, directly or indirectly, into or within the United States or to, or for the account or benefit of, US persons (as defined in Regulation S under the US Securities Act ("**Regulation S**")) except pursuant to an exemption from the registration requirements of the US Securities Act. The securities mentioned herein are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S (as defined in the US Securities Act). Any sale of Shares in the United States or to US Persons may only be made to persons reasonably believed to be "qualified institutional buyers" ("**QIBs**"), as defined in Rule 144A under the US Securities Act, that are also "qualified purchasers" ("Qualified Purchasers"), as defined in the US Investment Company Act of 1940, as amended (the "US Investment Company Act"). The Company has not been and will not be registered under the US Investment Company Act and investors are not and will not be entitled to the benefits of the US Investment Company Act. There will be no public offer of the securities mentioned herein in the United States.

In addition, the Shares have not been, nor will they be, registered under the applicable securities laws of Australia, Canada, New Zealand, the Republic of South Africa or Japan. The Shares may not be offered or sold in, Australia, Canada, New Zealand, the Republic of South Africa, Japan or any member state of the EEA (other than to professional investors in certain EEA member states in which the Company is registered with the national private placement regime) or to, or for the account or benefit of, any national, resident or citizen of the United States, Australia, Canada, New Zealand, the Republic of South Africa, Japan or any member state of the EEA (other than to professional investors in certain EEA member states in which the Company is registered with the national private placement regime). The issue of Shares, and the distribution of this document, in other jurisdictions may be restricted by law and the persons into whose possession this document comes should inform themselves about, and observe, any such restrictions.

The value of shares and the income from them is not guaranteed and can fall as well as rise due to stock market and currency movements. When you sell your investment you may get back less than you originally invested. Figures refer to past performance and past performance is not a reliable indicator of future results. Returns may increase or decrease as a result of currency fluctuations.

This document may include statements that are, or may be deemed to be, "forwardlooking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. All statements other than statements of historical facts included in this document, including, without limitation, those regarding the Company's financial position, strategy, plans, proposed acquisitions and objectives, are forward-looking statements.

Forward-looking statements are subject to risks and uncertainties and, accordingly, the Company's actual future financial results and operational performance may differ materially from the results and performance expressed in, or implied by, the statements. These factors include but are not limited to those which will be described in full in the Prospectus. These forward-looking statements speak only as at the date of this document and cannot be relied upon as a guide to future performance. The Company, the Investment Manager and Liberum expressly disclaim any obligation or undertaking to update or revise any forward-looking statements contained herein to reflect actual results or any change in the assumptions, conditions or circumstances on which any such statements are based unless required to do so by the Financial Services and Markets Act 2000, EU Prospectus Regulation (2017/1129) which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time (including, but not limited to, by the UK Prospectus Amendment Regulations 2019 and The Financial Services and Markets Act 2000 (Prospectus) Regulations 2019), the Prospectus Regulation Rules of the Financial Conduct Authority, the UK version of Regulation (EU) No 596/2014 of the European Parliament and of the Council on 16 April 2014 on market abuse which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as amended and supplemented from time to time) or other applicable laws, regulations or rules.

None of the Company, the Investment Manager, Liberum, or any of their respective affiliates, accepts any responsibility or liability whatsoever for, or makes any representation or warranty, express or implied, as to this document, including the truth, accuracy or completeness of the information in this document (or whether any information has been omitted from the document) or any other information relating to the Company or associated companies, whether written, oral or in a visual or electronic form, and howsoever transmitted or made available or for any loss howsoever arising from any use of the document or its contents or otherwise arising in connection therewith. Save in the case of fraud, the Company, the Investment Manager, Liberum, and their respective affiliates, accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of this document or its contents or otherwise have arising in connection there of the source of the term.

#### PRIIPS REGULATION

In accordance with the UK version of Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents for packaged retail and insurance-based investment products (PRIIPs), which forms part of UK law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "**UK PRIIPs Laws**"), key information documents in respect of the Shares will be prepared by the Company at the time of the publication of the Prospectus and will be available to investors on the Company's website.

The Company is the only manufacturer of the Shares for the purposes of the UK PRIIPs Laws or the PRIIPs Regulation and Liberum is not a manufacturer for these purposes. Liberum does not make any representation, express or implied, or accept any responsibility whatsoever for the contents of any Key Information Documents prepared by the Company nor accepts any responsibility to update the contents of any Key Information Documents in accordance with the UK PRIIPs Laws or the PRIIPs Regulation, to undertake any review processes in relation thereto or to provide such Key Information Documents to future distributors of Shares. Liberum and its affiliates accordingly disclaim all and any liability whether arising in tort or contract or otherwise which it or they might have in respect of any Key Information Documents prepared by the Company.

#### AGREEMENT TO TERMS

By accepting this document you agree to be bound by the foregoing provisions, limitations and conditions and, in particular, you have represented, warranted and undertaken that you have read and agree to comply with the contents of this notice.