

Rating Object:

Bearer notes "2023 MSCIF Notes" with the ISIN XS2648662513 (rating object) issued by Real Assets Holding S.C.S. SICAV-RAIF (company), acting for and on behalf of its Sub-Fund II (issuer)

Rating:

BBB-

Rating Outlook / Addition:

Outlook stable

Rating Information:

Initial Issue Date	17/07/2023
Jurisdiction Rating Object	German law
Exchange	---
Legal Form	SCS - Société en Commandite Simple
Issue Volumen	EUR 30 million
Seniority	Non-subordinated
Collateralisation	Unsecured
Credit Enhancement	Available
Legal Maturity	31/12/2042
Coupon	1,0% p.a.
Coupon Period	Annually
Coupon Type	Fix, non-deferrable
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Rating Rationale:

In the course of the initial rating of the rating object, CRA was informed about the ultimate investor's intention to amend parts of the structural parameters of the underlying fund structure by the end of 2023. Consequently, CRA placed the initial rating on "watch negative". On 22/09/2023, CRA was informed about the execution of the amendment, which took place at the end of August 2023. According to the documentation provided, the distribution cap was increased to 3.75% (from 2.35%) of the aggregated principal amount and a minimum cash reserve (EUR 500k) was implemented. CRA has assessed the impact on the rating object from such amendments and identifies an increase of structural risks due to elevated cash-out risks. While operational risks are almost unchanged compared to the previous rating action, CRA assesses portfolio and credit risks being slightly elevated due to the implications from the envisaged capital injection into Southern Water. The quantitative results of the rating object were negatively affected by the increase of the distribution cap, resulting in a deterioration of the rating result by three notches. Therefore, CRA has replaced the qualifier "watch negative" and downgraded the rating to BBB-/stable.

Primary Key Rating Factors:

- (+) Structural credit enhancement from pro-rata drawdown of 40% equity capital during investment period
- (+) Liquidity buffer from minimum cash reserve and additional commitment by the LP shareholder of the issuer
- (+) Long-term track record of the asset manager
- (+/-) Cash-out limitation on issuer level from distribution cap, however, high threshold given increased level at 3.75% of the aggregated principal amount
- (-) Implications from recent deterioration of the macroeconomic environment
- (-) Implicit subordination of the rating object due to the indirect investment in equity instruments
- (-) Credit quality of the currently invested portfolio below CRA's expectation for core strategy
- (-) Historically, poor issuer-related data quality provided for the underlying structure

Ratings Sensitivities:

Best-case scenario: In this scenario, we increased the expected return to 7.5% p.a., resulting in a rating result of BBB (ceteris paribus).

Worst-case scenario: In this scenario, we decreased the expected return to 6.0% p.a., resulting in a rating result of BB+ (ceteris paribus).

ESG-Criteria:

CRA generally takes ESG-relevant factors (environmental, social and governance) into account when assessing the rating object. In the present case, ESG criteria, taken as a whole, have no significant impact on the rating. Individual factors with a key rating influence were not identified.

Latest Rating Date / Disclosure to Rated Entity / Maximum Validity:

26/09/2023 / 26/09/2023 / 31/12/2042

Between the disclosure of the credit rating to the rated entity and the public disclosure, no amendments were made to the credit rating.

Initial Rating Date:

21/07/2023 / A- / Watch negative

Status of Solicitation:

The rating is a solicited rating. The degree of participation was as follows:

With Rated Entity or Related Third Party Participation: Yes

With Access to Internal Documents: Yes

With Access to Management: Yes

Notes:

This document is a CRA Press Release. The CRA Press Release outlines significant rating-relevant changes compared to CRA's most recent rating action. It immediately follows that the assigned rating must not be limited to the motivators mentioned in the CRA Press Release. Instead, a comprehensive acknowledgement of all explanations provided in previous reports, other forms of documentation, rating updates and, in particular, the CRA initial rating report is indispensable. At this point, CRA refers the reader to these forms of documentation, rating updates and reports.

Regulatory Requirements and Legal Disclosures :

Creditreform Rating AG was mandated on 04/07/2023 by Real Assets Holding S.C.S. SICAV-RAIF, acting for the account of its Sub-Fund II to conduct a rating for the bearer notes under German law, issued by Real Assets Holding S.C.S. SICAV-RAIF, acting for the account of its Sub-Fund II. This is a public rating which is regulatory applicable according to EU Regulation 1060/2009 (CRA-Regulation).

The rating was conducted on the basis of Creditreform Rating's "Issue Ratings" and "Technical Documentation - Portfolio Loss Distribution" in conjunction with Creditreform's basic document "Rating Criteria and Definitions".

Important sources of information in the context of the rating were, in addition to the submitted documents, a due diligence management call on 12/07/2023. The submitted documents and information provided were sufficient to meet the requirements of Creditreform Rating AG's rating methodology.

A complete description of Creditreform Rating's rating methodologies and Creditreform's basic document "Rating Criteria and Definitions" is published on the following internet page:

<https://creditreform-rating.de/en/about-us/regulatory-requirements.html>

On the subject of ESG (environment, social and governance), Creditreform Rating AG has published the basic document "The Impact of ESG Factors on Credit Ratings", which is available on the homepage under the following link:

<https://creditreform-rating.de/en/about-us/regulatory-requirements.html>

This rating was carried out by analysts Dominik Klunder (Lead), Jan Löckenhoff and Paul Zinn. The function of Person Approving Credit Ratings (PAC) was performed by Sascha Pomorin.

Closing of the transaction occurred on 17/07/2023. The rating is based on the portfolio information and transaction documentation as of 22/09/2023.

The issuer or all relevant parties have examined the rating report prior to publication and were provided with at least one full working day to appeal the rating committee decision and provide additional information. The rating decision was not amended following this examination.

Ancillary services were not provided.

In 2011 Creditreform Rating AG was registered within the European Union according to EU Regulation 1060/2009 (CRA-Regulation). Based on the registration Creditreform Rating AG (CRA) is allowed to issue credit ratings within the EU and is bound to comply with the provisions of the CRA-Regulation.

Conflicts of Interest

No conflicts of interest were identified during the rating process that might influence the analyses and judgements of the rating analysts involved or any other natural person whose services are placed at the disposal or under the control of Creditreform Rating AG and who are directly involved in credit rating activities or approving credit ratings and rating outlooks.

In case of providing ancillary services to the rated entity, CRA will disclose all ancillary services in the credit rating report.

Rules on the Presentation of Credit Ratings and Rating Outlooks

The approval of credit ratings and rating outlooks follows our internal policies and procedures. In line with our "Rating Committee" policy, all credit ratings and rating outlooks are approved by a rating committee based on the principle of unanimity.

To prepare this credit rating, CRA has used following substantially material sources:

1. Transaction structure and participants
2. Transaction documents
3. Issuance documents

There are no other attributes and limitations of the credit rating or rating outlook other than those displayed on the CRA website. Furthermore CRA considers satisfactory the quality and extent of information available on the rated entity. In regard to the rated entity Creditreform Rating AG regarded available historical data as sufficient.

Between the time of disclosure of the credit rating to the rated entity and the public disclosure, no amendments were made to the credit rating.

This rating was not endorsed by Creditreform Rating AG from a third country as defined in Article 4 (3) of the CRA-Regulation.

The "Basic Data" information card or the press release published on Creditreform Rating's website indicates the principal methodology or version of methodology that was used in determining the rating, with a reference to its comprehensive description.

In cases where the credit rating is based on more than one methodology or where reference only to the principal methodology might cause investors to overlook other important aspects of the credit rating, including any significant adjustments and deviations, Creditreform Rating AG explains this fact in the credit rating report and indicates how the different methodologies or other aspects are taken into account in the credit rating. This information is integrated in the credit rating report.

The meaning of each rating category, the definition of default or recovery and any appropriate risk warning, including a sensitivity analysis of the relevant key rating assumptions, such as mathematical or correlation assumptions, accompanied by worst-case scenario credit ratings and best-case scenario credit ratings are explained.

The date at which the credit rating was initially released for distribution and the date when it was last updated including any rating outlooks is indicated clearly and prominently in the "Basic Data" card or in the press release published on Creditreform Rating's website as a "rating action"; first release is indicated as "initial rating", other updates are indicated as an "update", "upgrade or downgrade", "not rated", "confirmed", "selective default" or "default".

In the case of a rating outlook, the time horizon is provided during which a change in the credit rating is expected. This information is available within „Basic data“ information card in Creditreform's basic document "Rating Criteria and Definitions".

In accordance to Article 11 (2) EU-Regulation (EC) No 1060/2009 registered or certified credit rating agency shall make available in a central repository established by ESMA information on its historical performance data, including the ratings transition frequency, and information about credit ratings issued in the past and on their changes. Requested data are available at the ESMA website:

<https://cerep.esma.europa.eu/cerep-web/statistics/defaults.xhtml>.

An explanatory statement of the meaning of Creditreform's default rates are available in the credit rating methodologies disclosed on the website. Further information can also be found on the CRA website in the document "Rating Criteria and Definitions".

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