ReHybrid
CAPITAL

FUND OVERVIEW

Hybrid capital for Namibian real estate

Downside protection, enhanced income yield and structured upside, through bespoke capital that sits between senior debt and ordinary equity.

Managed by VG Capital · Namibia · 2026

01 THE OPPORTUNITY

A differentiated real estate strategy for Namibia

ReHybrid Capital is VG Capital's flagship fund. It gives investors disciplined exposure to Namibia's real estate market through a structure that sits between conventional debt and ordinary equity, combining downside protection, enhanced income yield and equity-related upside.

Namibia presents an attractive environment for a specialist real estate hybrid capital strategy. The market remains underpenetrated from a specialist private capital perspective, particularly where capital needs do not fit neatly within standard senior debt parameters or ordinary equity solutions.

The capital gap

Many real estate businesses and projects need capital that is more flexible than senior debt, but less dilutive than equity, especially in transitional, expansionary or event-driven situations.

Our competitive edge

Local market knowledge, active structuring capability and institutional discipline, combined in one manager.

Much of the opportunity lies in originating transactions proactively, finding off-market or underdeveloped situations, and shaping the capital solution before a formal funding process begins.

Investment proposition: three core pillars

Our objective is not simply to generate returns. It is to generate returns while protecting downside and preserving optionality.

01

Downside protection

Careful structuring, disciplined underwriting and a focus on capital preservation: negotiated security, covenants, contractual cash flows, reserve mechanisms, sponsor support, structural seniority and active monitoring rights.

02

Yield premium

Bespoke hybrid capital earns a premium to traditional debt. That premium reflects flexibility, speed, structuring capability and a willingness to act where standard lenders cannot, supporting strong current income.

03

Equity-related upside

Equity-linked or performance-related features let the Fund share in value creation when the project, asset or sponsor performs well, without relying solely on common equity exposure.

02 THE NAME

Why ReHybrid

ReHybrid CAPITAL

Re for real estate, and for the work bespoke capital makes possible: recapitalise, restructure, reposition, renew.

Hybrid for capital that sits between senior debt and ordinary equity.

We manage this strategy under the name ReHybrid Capital.

The name brings together the two things the Fund is built on. **Re** stands for real estate, the asset class we invest in, and for the renewal that well-structured capital makes possible: recapitalising sponsors, restructuring balance sheets, repositioning assets and refinancing growth.

Hybrid describes the capital itself: flexible structures between senior debt and ordinary equity that combine contractual income with selective upside. Where a transaction requires it, we can also provide senior debt.

The growth stroke in the R reflects our approach: a strong structure first, then participation in value creation.

How the name shapes our positioning

Disciplined risk mitigation

Every position is structured for capital preservation first: security, covenants, structural seniority and active monitoring rights.

Resilience through cycles

Structures designed to hold their shape through market cycles, with contractual cash flows and reserve mechanisms that protect the path to yield.

Growth with protection

Selective equity-related upside layered on protected income, with active involvement from origination to exit.

ReHybrid Capital. Managed by VG Capital. Predictable, asset-backed yield with protected downside and structured upside.

03 WHAT WE DO

Bespoke capital for real commercial problems

We fund situations where a conventional senior debt facility is too rigid, too slow or too limited, and where ordinary equity is too expensive, too dilutive or not the right fit.

Growth capital

Expansion capital for real estate businesses scaling operations or portfolios.

Acquisition and recap

Acquisition and recapitalisation funding for sponsors needing flexible transaction support.

Bridge and transitional

Capital for situations that need speed and structuring flexibility.

Preferred and structured equity

Solutions tailored to sponsor and project needs.

Mezzanine capital

Subordinated capital in the space between senior debt and equity.

Special situations

Restructuring, stabilisation and event-driven capital.

Hybrid capital is our focus, but we can also provide senior debt where a transaction requires it. Our role is often broader than one layer of the capital stack. Where appropriate, we support the full capitalisation of an opportunity, packaging the right combination of senior debt, equity capital, co-investment and specialist development or operating expertise.

OUR APPROACH

Active partnership, not passive capital

VG Capital is an entrepreneurial, solution-oriented manager with a strong structuring mindset. The best opportunities often need thoughtful structuring rather than standard products. We are comfortable with complexity where it can be understood, priced and actively managed.

01

Deep understanding

Know the asset, sponsor and capital structure in depth, and find the true funding need.

02

Intelligent structuring

Balance protection, return and flexibility for each commercial reality.

03

Active engagement

Stay engaged through transitions, milestones and inflection points.

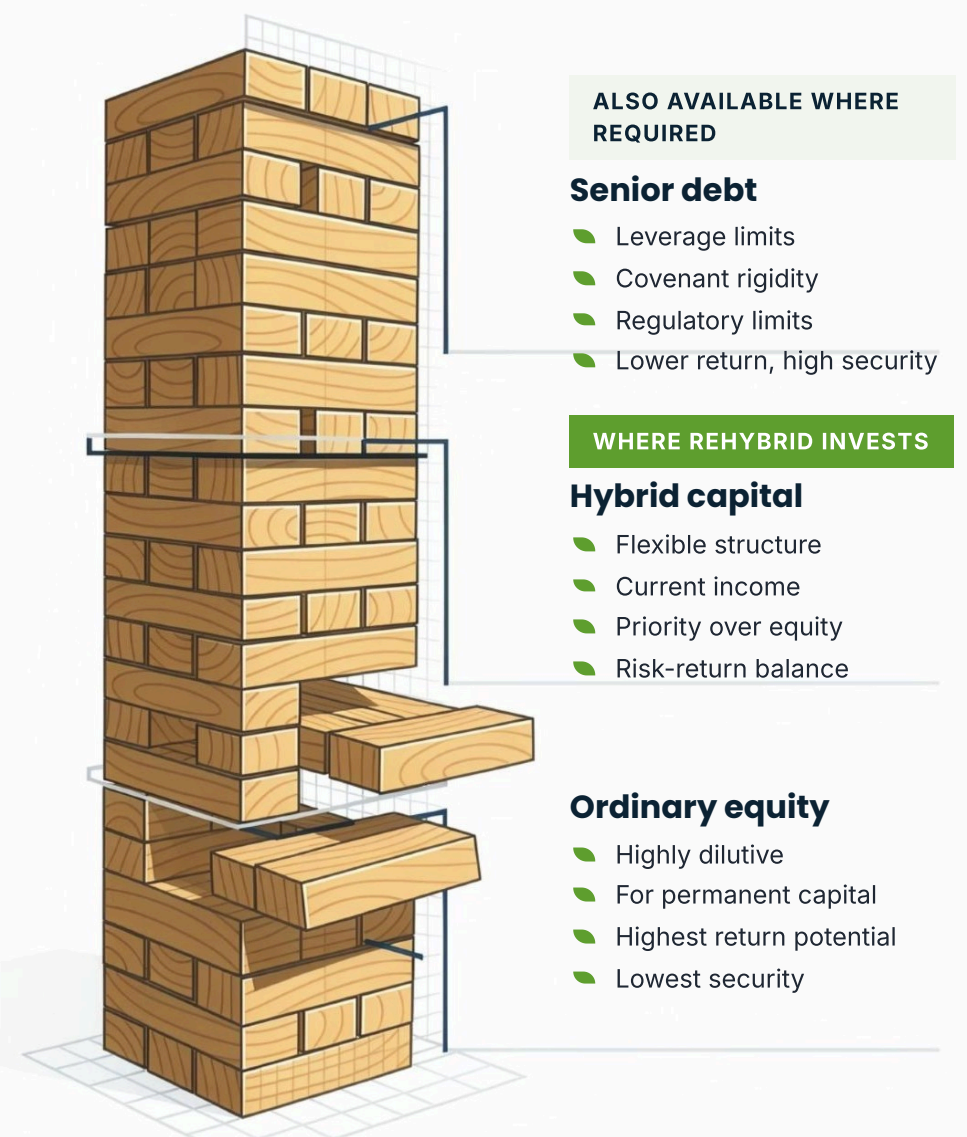
04

Decisive action

Act decisively when conditions change or intervention is required.

Our role in the capital stack

Many real estate funding needs do not fall neatly into debt or equity. The Fund operates between senior debt and ordinary equity, often where the need is greatest and pricing is most attractive for disciplined investors.



The objective is consistent: well-structured capital that delivers attractive risk-adjusted returns while protecting downside and keeping flexibility. Our role is not limited to hybrid capital: where required, the Fund can also provide senior debt. We can help shape the whole stack, engaging senior lenders, introducing equity partners, identifying co-investors and aligning developers and operators with the right capital providers.

In Namibia, with fewer specialist capital providers and a greater need for bespoke solutions, hybrid capital is especially powerful when paired with a manager that originates proprietary opportunities, engages counterparties early and arranges the broader funding framework around an asset.

05 WHERE WE INVEST

Target asset focus

We consider a wide range of real estate, with a strong preference for sectors where capital scarcity, complexity and structural demand create attractive entry points.

Industrial real estate

Logistics, warehousing, light industrial, production-linked facilities and other assets tied to business activity, distribution, infrastructure and trade.

Strong cash flow characteristics, strategic tenant relevance and tangible asset backing, often needing flexible capital for expansion, stabilisation, redevelopment or sponsor recapitalisation.

Special purpose real estate

Assets that serve specific operational or business functions, linked to infrastructure, services, industrial operations or specialised occupier needs.

These often fall outside the comfort zone of conventional lenders and generalist real estate capital. Our real asset and infrastructure experience is especially relevant here.

A KEY POINT OF DIFFERENTIATION

Special situations capability

For us, special situations do not mean distressed investing for its own sake. They are situations where a transition, event, imbalance, recapitalisation need, restructuring or timing issue creates an opportunity to provide capital on attractive terms.

Stabilisation capital

Interim capital that bridges assets or projects to a more permanent solution.

Recapitalisation

Flexible, timely capital for maturity pressure or shareholder transitions.

Interim bridge solutions

Bridging to longer-term solutions where conventional lenders are constrained.

Event-driven capital

A fast and flexible response where timing is critical.

Selective restructurings

Unlocking value by separating temporary dislocation from permanent impairment.

We are developers, investors and entrepreneurs, not only credit underwriters. We can tell a capital problem from a business problem.

06 THE MANAGER

Why VG Capital

Our role is not simply to deploy capital. It is to structure capital intelligently, align stakeholders and support better outcomes for investors and counterparties.

Real asset understanding

Infrastructure and development perspective, structuring capability and institutional investment discipline.

Off-market origination

We source transactions off-market, see complexity others overlook and package opportunities for the right blend of capital and expertise.

Cross-border partnerships

Partnership and capital formation spanning Namibia, South Africa and other relevant markets.

Credit and mezzanine mindset

Combined with entrepreneurial execution and active involvement through the investment lifecycle.

We see opportunities holistically, evaluating them through both a real asset and a credit lens. We can also be a valuable partner to senior lenders in situations that need active management, recapitalisation, restructuring or strategic repositioning.

FUND PHILOSOPHY

> Capital should be structured to solve problems, not merely allocated to them.

The strongest opportunities arise where a capital need is real, the situation is not perfectly standard, and the manager has the judgement to structure an intelligent solution. That is where hybrid capital is most powerful, and where VG Capital is most differentiated.

Identify	Structure	Attract	Remain
Identify early	**Structure intelligently**	**Attract capital and expertise**	**Remain actively involved**
Proactive origination and off-market sourcing.	Development thinking, investment discipline and credit capability.	The right combination around each opportunity.	Shaping outcomes, not just observing them.

Why Namibia

A concentrated, relationship-driven market with fewer specialist capital providers than more developed markets, creating a meaningful opportunity for a manager that can find attractive counterparties and tailor solutions.

For investors

Local relevance with the potential for strong structuring economics in a less crowded competitive environment.

For borrowers and sponsors

A capital partner that understands the local context and responds with more flexibility than generic financing providers.

For co-investors and partners

A specialist manager bridging local origination with regional and international capital and expertise.

The "New Namibia" macro-opportunity

01

The energy catalyst

Namibia is moving from a pastoral and mining economy to a global energy hub. Offshore discoveries by Shell and TotalEnergies (Graff and Venus) and the multi-billion dollar Hyphen green hydrogen project are creating a permanent shift in demand. We are in the pre-production "frontier alpha" phase: a high-conviction window for early movers to secure land and develop logistics-linked real estate.

02

Structural undersupply in strategic hubs

An influx of expatriate professionals, technical consultants and specialised labour has overwhelmed high-quality stock in Windhoek, Walvis Bay and Lüderitz. There is a critical shortage of institutionally managed residential units, and a major opportunity for Plant Infrastructure as a Service (PlaaS): bespoke warehousing and industrial plants on long-term, inflation-linked leases.

03

Regulatory and economic stability

Namibia offers a "safe haven" profile within SADC: clear property rights, a reliable legal framework, the NAD pegged 1:1 to the ZAR, and institutional support from entities such as the GIPF, increasingly deploying capital into domestic unlisted assets.

04

The observational edge: why now?

Consumer trends and professional migration send a "Peter Lynch style" signal: hotel occupancy in Walvis Bay is at capacity, and executive rentals in Windhoek have seen double-digit yield growth. This is a classic precursor to a sustained property bull market.

08 VALUE CREATED

Value to stakeholders

The Fund is built to create value for every party around a transaction, not only for the capital it deploys.

Investors

- Real estate exposure through a differentiated hybrid capital strategy
- Contractual income potential with enhanced yield
- Downside-focused structuring with selective upside
- Access to off-market, proactively originated opportunities
- Active management by a specialist with structuring capability
- A manager that packages both its own capital and the wider transaction

Borrowers and sponsors

- Flexible capital designed around real commercial needs
- Funding that bridges the gap between debt and equity
- Less dilution than ordinary equity in many situations
- A practical, solutions-oriented funding process
- Support where senior lenders alone may not provide the full answer
- A partner that coordinates wider capital and strategic stakeholders

Senior lenders and institutions

- A constructive partner in asset-backed or property-linked transitional credit
- Active management of exposures needing recapitalisation or restructuring
- Additional capital and partners around an opportunity
- Portfolio or securitisation-related solutions where specialist expertise adds value
- Solutions not achievable through traditional credit processes

Namibia is not only a place to invest. It is a place to build strong multi-party capital and partnership solutions.

Frequently asked questions

Understanding the Fund

01 What is ReHybrid Capital?

Namibia's first institutional Unlisted Real Estate Hybrid Capital Fund, a specialist investment vehicle focused on providing tailored hybrid capital solutions to real estate businesses, sponsors, and projects in Namibia. Its return strategy combines downside protection, enhanced yield, and selective equity-related upside.

02 What does "hybrid capital" mean?

Investment structures that sit between traditional senior debt and ordinary equity, including preferred equity, mezzanine funding, subordinated debt, structured bridge capital, or other bespoke forms combining contractual income with upside participation. Useful where conventional debt is too restrictive and ordinary equity is too dilutive.

03 Why is hybrid capital attractive in real estate?

Real estate often requires more flexible capital than standard financing providers can offer. Many projects face funding needs that do not fit neatly into normal senior lending criteria, but also do not justify a full equity solution. Hybrid capital addresses this gap with a more tailored and efficient funding option.

04 How is the Fund different from a traditional real estate debt fund?

A traditional debt fund focuses on standardised lending with fixed return mechanics and limited upside. This Fund is broader and more flexible, able to structure equity-linked features, recapitalisation support, event-driven capital, and selected special situations. It is also differentiated by a manager combining real asset, infrastructure, entrepreneurial, development, and credit perspectives.

05 How is the Fund different from a private equity real estate fund?

A private equity real estate fund typically takes direct equity exposure and relies heavily on asset appreciation and exits. This Fund targets more protected positions in the capital stack, aims to generate contractual or structured income, and may still participate in upside, creating a more balanced and downside-aware return model than pure common equity exposure.

Investment strategy and sectors

06 What kinds of opportunities will the Fund invest in?

Industrial assets, logistics and warehousing, special purpose real estate, recapitalisations, sponsor liquidity solutions, acquisition support, stabilisation or transitional capital, event-driven situations, and selected restructurings. The common thread is that bespoke capital can solve a real problem and be structured on attractive terms.

07 What is the Fund's sector focus?

The Fund considers most real estate types, but has a strong focus on Industrial and Special Purpose Real Estate, sectors involving strategic assets, real operational relevance, and funding needs that require more thoughtful structuring. They tend to offer differentiated opportunities that are less crowded and less commoditised.

08 Does the Fund only invest in distressed situations?

No. The Fund is not a distress-only strategy. It is a broader hybrid capital strategy with the ability to participate selectively in transitional, event-driven, or restructuring situations. Many investments may be performing, growth-oriented, or recapitalisation-related rather than distressed.

09 What does "special situations" mean in your context?

Situations where a transition, recapitalisation need, restructuring, event, timing issue, or capital dislocation creates the ability to invest on attractive terms. This may include recapitalisations, maturity-driven funding needs, interim bridge solutions, stabilisation capital, or selected restructurings, not uncontrolled distress or speculative turnarounds.

10 How does the Fund protect downside?

Through disciplined underwriting and careful structuring, including security, covenants, structural seniority, reserve mechanisms, information rights, sponsor support, negotiated control features, cash flow protections, and active portfolio monitoring. Capital preservation is central to the Fund's investment philosophy.

Frequently asked questions

Returns, investors and borrowers

11 Where does the return come from?

The Fund's return profile may include contractual cash yield, structuring premium, coupon or preferred return features, fees or negotiated economics linked to the investment structure, equity-related upside participation, and exit or redemption-related return components. The return mix varies by transaction, but the objective is strong risk-adjusted returns through disciplined structuring.

12 Why should investors allocate to this Fund?

The Fund offers a differentiated way to access Namibia's real estate market, combining yield, protection, and upside. Particularly attractive to investors seeking real-asset-backed exposure, enhanced income potential, less reliance on pure equity appreciation, a specialist strategy in an under-served market, and access to a manager that can originate off-market opportunities.

13 Why should borrowers or sponsors work with the Fund?

Not all capital needs are well served by senior lenders or ordinary equity. The Fund offers tailored, commercially pragmatic solutions that help counterparties bridge capital gaps, reduce dilution, navigate transitions, and access a strategic partner rather than a purely transactional lender.

14 Why is Namibia an attractive market?

Namibia has credible real estate activity, a need for more specialist and flexible capital, and a relatively under-penetrated private capital market. A specialist manager with strong structuring capability can find attractive opportunities with less competition than in larger and more heavily intermediated markets.

15 Is the Fund only for institutional investors?

The Fund is designed to be institutional in quality, governance, and investment discipline. Depending on the structure and applicable requirements, it may also be relevant to other sophisticated or eligible investors seeking exposure to a differentiated real estate hybrid capital strategy. The Fund is built to institutional standards, regardless of investor type.

Senior debt where required. Hybrid capital is our focus, but the Fund can also provide senior debt where a transaction requires it, giving sponsors a single partner across the capital stack.

Frequently asked questions

Manager, differentiation and execution

16 What kind of manager is VG Capital?

A solution-focused fund manager with a strong entrepreneurial and structuring-led approach, combining institutional discipline with practical commercial insight. Not just a capital provider, but a value-adding and strategic capital partner with a combined perspective as real asset and infrastructure developers, investors, entrepreneurs, and credit-focused capital providers.

17 What is the key differentiator of the Fund?

The combination of several capabilities in one platform: focus on the under-served space between debt and equity, ability to operate in complex or transitional situations, structuring skill, real asset understanding, entrepreneurial perspective, active partnership capability, off-market origination, and the ability to package the broader capital stack.

18 Is the Fund trying to replace senior lenders?

No. The Fund exists precisely because there are situations where senior debt alone does not provide a complete solution. It complements conventional financing by providing flexible capital where standard lending structures are insufficient, too slow, or too rigid, and can be a useful partner to senior lenders in recapitalisation, structured co-investment, or securitisation-related situations. Where a transaction requires it, the Fund can also provide senior debt itself.

19 How active is the Fund after investing?

The Fund is intended to be an active manager, not a passive capital pool. It remains engaged through the life of an investment, with a focus on monitoring, information flow, alignment, and support through key milestones or periods of transition, especially important in hybrid capital and special situations.

20 Can the Fund help assemble the rest of the capital stack?

Yes. One of VG Capital's competitive advantages is its ability to help shape and package the broader capital solution, working with senior lenders, equity investors, co-investors, developers, or other strategic partners from Namibia, South Africa, and other relevant markets. The Fund can play a catalytic role in bringing together the right capital and expertise.

21 Can the Fund originate off-market opportunities?

Yes. Proactive origination is a major source of competitive advantage. By combining local market understanding, real asset insight, entrepreneurial capability, and structuring experience, VG Capital is often able to identify and engage opportunities before they become widely marketed, leading to better alignment, less competition, and more attractive structuring outcomes.

Core message in one sentence: ReHybrid Capital provides investors with a differentiated Namibia-focused real estate strategy that combines downside protection, enhanced yield and structured upside through bespoke hybrid capital solutions, supported by a manager that can originate off-market opportunities and help assemble the broader capital stack around high-quality assets and projects.

10 OUR AMBITION

The preferred strategic capital partner for real estate across Namibia

Designed for a market that increasingly needs more than standard debt, and more discipline than ordinary equity.

Downside awareness

Disciplined underwriting and careful structuring to protect capital through every cycle.

Yield generation

Contractual and structured income, with a premium for flexibility, speed and bespoke capability.

Structured upside

Selective equity-linked participation in value creation.

Active, entrepreneurial approach

Real asset, infrastructure, investment and credit expertise in one execution platform.

Our strength lies not only in deploying capital, but in originating, shaping and helping fully capitalise attractive opportunities through the right combination of funding, partnerships and execution support.

Have an opportunity or mandate?

We partner with sponsors, corporates, governments and financiers to provide capital, structuring and execution support.

connect@valuegrowth.capital

Bring an opportunity

Transactions that need speed, certainty and strategic capital.

Explore a mandate

Structured capital solutions aligned to your objectives.

Discuss a partnership

Long-term value creation across Namibia.

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