

BELPOINTE PREP, LLC

DIVERSIFIED. DIFFERENTIATED. DISRUPTIVE.

A publicly traded qualified opportunity zone fund offering up to \$1,500,000,000 of Class A units





Agenda

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Executive Summary

OZ

Belpointe PREP, LLC (**NYSE American: OZ**) is the **first and only publicly traded “Opportunity Zone” fund**, conducting an ongoing initial public offering of \$1,500,000,000 in Class A units.

WHO IS OZ?

OZ is backed by Belpointe, a leading investment firm with **fully integrated real estate investment, development, construction and management divisions**. Belpointe’s real estate success is due to its team of development and construction experts, which have **successfully built over \$1 billion in multifamily and mixed-use** developments. Belpointe’s financial management division **currently manages over \$4 billion in public securities**.

TAX ADVANTAGED INVESTING

OZ offers all the **traditional tax advantages of a real estate partnership** but with **substantial new tax benefits**.

WHY OZ?

We believe OZ offers **best-in-class**: management fees, carried interest, tax advantages, liquidity, transparency, diversification, real estate development and construction capabilities, and real estate investment management...which may ultimately lead to **superior after-tax returns for unitholders**.

Structural Advantages



- **Actively managed** by real estate professionals w/ \$1B of completed projects.
- **Diversification** by asset types and geography.
- **Pass-through depreciation** to investors.
- Ability to make **quarterly distributions**.*
- **Distributions of 90+% of operational income earned**.*
- **Fully integrated firm** actively managing development and asset management risks.

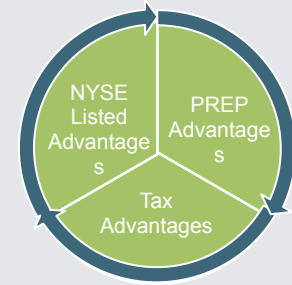


- **Deferral of previous capital gains** that are reinvested into OZ until December 31, 2026.
- **Elimination of capital gains taxes on OZ appreciation**, if OZ units held for 10+ years.
- Unitholders **may also receive State income tax benefits**.
- **Up to 20% tax deduction on dividend income** if income exceeds depreciation amount.
- **No depreciation recapture tax**, if OZ units held for at least 10 years.



- Available to **all investors**.
- Investing through any brokerage account **without any subscription paperwork**.
- **Low investment minimum**.
- **Daily liquidity available** to control investment exit amounts and timing (providing opportunity tax benefits for 20+ years).
- Provides unitholders with **better transparency** and SEC reporting.

BELPOINTE OZ ADVANTAGES



- **Superior economics** with more investor money going to work.
- **Reduced annual management fee**, only 0.75% (vs typical 2%).
- **Minimal carried interest**, only 5% (vs typical 20%).
- **No investor servicing fees**.
- **No capital calls**.
- Ability to **reduce construction risk and increase operating cash flow** by acquiring other QOFs and their stabilized assets.



About Belpointe Real Estate Group



Belpointe, LLC Overview

- Leading family office/investment firm
- Based in Greenwich, Connecticut
- 13+ lines of business including wealth management, legal, insurance and real estate services

\$4B+
AUM

200+
professionals

5
offices

Real Estate Group Overview

Belpointe OZ is led by a highly tenured team with substantial experience from some of the country's most highly regarded multifamily investment firms.

\$1.5 Billion+
investment volume

25 Years
average
executive tenure

\$1 Billion+
in multifamily and mixed-use
development experience



Belpointe's Competitive Advantages

- **ROBUST** vertically integrated platform
- **EXPERTS IN MULTIFAMILY REAL ESTATE** sourcing and underwriting, development and construction, operations
- **“EARLY LOOK” SOURCING** through a nationwide franchise and joint venture network
- **RIGOROUS UNDERWRITING PROCESS** to examine all elements of investing in real estate assets in QOFs

Our tightly managed and controlled underwriting process gives us a deep understanding of potential risks and rewards for investment opportunities.

MARKET FUNDAMENTALS

DEMOGRAPHICS

BUSINESS PLAN VIABILITY

POTENTIAL ASSET APPRECIATION

TAX CONSIDERATIONS

RISK FACTORS

Executive Management

BRANDON LACOFF, ESQ.
Chief Executive Officer

MARTIN LACOFF
Chief Strategic Officer

LORI WORTZ
Chief Operating Officer, Real Estate

FREDERICK STOLERU
Chief Operating Officer, Corporate

4 Independent Board Members

5 Executive Advisory Board Members

LAURENCE LACOFF
Chief Business Development Officer

25
Years
average
executive
tenure

ERIC FENTON
HIGHLIGHTED PAST FIRM EXPERIENCE
Vice President Development



Vice President Property Operations

JAMES CARNICELLI, JR.
Vice President Construction



Opportunity Zone Investing

What is an Opportunity Zone?

Created under the Tax Cuts and Jobs Act of 2017, Opportunity Zones aim to create a tax incentive for individuals who invest in certain, underdeveloped geographic areas via Qualified Opportunity Funds (“QOFs”), with the ultimate goal of stimulating job creation and economic growth.



TAX
INCENTIVE



JOB
CREATION



ECONOMIC
GROWTH

1 Novogradac

OPPORTUNITY ZONE FACTS

8,700+

designated Opportunity Zones
throughout the country

72%

of U.S. counties contain at
least one Opportunity Zone

32

million residents

24

million jobs

\$34+ Billion

invested through QOFs
through 2022¹

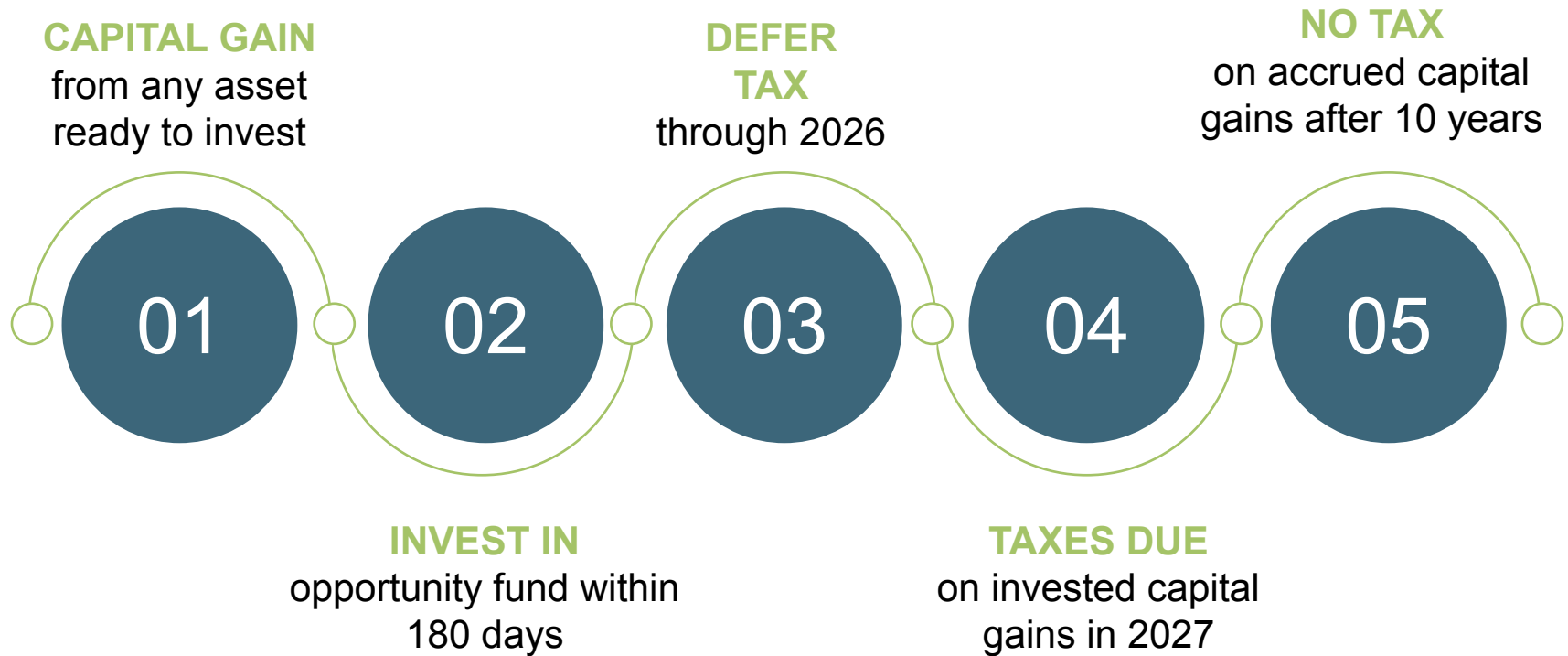
The Potential Benefits for Investors

- **TAX DEFERRAL** of previously earned capital gains taxes through 2026
- **ELIMINATION** of capital gains taxes from the QOF after 10 years
- Possible **STATE INCOME TAX BENEFITS**
- **ZERO DEPRECIATION** recapture tax liability
- **20% TAX DEDUCTION** on all income above pass-through depreciation amount, no matter the unitholders' income tax bracket



U.S investors are sitting on \$6.1 trillion of unrealized capital gains. Opportunity Zone Funds provide a way to re-invest and benefit from sizable tax advantages.

How It Works





Investment Overview

Our Investment Thesis is to Disrupt Opportunity Zone Investing to **Benefit Investors**

- **TRANSFORM ACCESS AND EASE OF INVESTING IN QOFS**
Typically, QOFs have been difficult to access and cumbersome to invest in but we've changed that
- **PUT MORE INVESTOR DOLLARS TO WORK**
We have reduced or eliminated many of the fees typically associated with real estate funds
- **BUY ASSETS THAT OTHERS CAN'T**
Our ability to source off-market assets and acquire other QOFs and their stabilized assets sets us apart from the competition
- **MANAGE RISK**
Where we invest, what we build, and how we manage our assets support our goal of providing superior after-tax returns for our investors

Disrupting QOF Investing to Benefit Investors

QOFs are typically only available to high-net-worth individuals, financial institutions and other large corporations, but Belpointe is changing that. We are the only QOF listed on a national securities exchange.

BENEFITS OF OUR UNIQUE STRUCTURE INCLUDE:



Simplified purchase process – buy/sell like any other traded security



Pass-through depreciation with no depreciation recapture if held for 10 years



Pass-through income that avoids double taxation



Reinvestment of capital gains into a diversified investment



Low minimum investments



Daily liquidity opportunity



Non-accredited investor access

BELPOINTE PREP, LLC

Disrupting QOF Investing to Benefit Investors

OZ charges some of the lowest fees in the industry — allowing us to put more money to work on behalf of our investors:

NO INVESTOR SERVICING FEES

NO DISPOSITION FEES

0.75% ANNUAL MANAGEMENT FEE
(less than half of the traditional 2%)

5% CARRIED INTEREST
(often 20% or more with other funds)



BELPOINTE PREP, LLC

Disrupting QOF Investing to Benefit Investors

There are 1,700+ QOFs in the marketplace today...and **only one like Belpointe OZ**

TYPICAL QOF

Privately offered

Limited investor access

Limited diversification potential

76.8%
focus on one city

93%
of those have a single asset

BELPOINTE OZ

Publicly traded

Broad investor access

Diversified with continued growth

4
high-growth
markets

13
development
assets

Ability to acquire stabilized
QOZ assets/funds

- Removes construction risk
- Increases cash flow faster
- Maintains tax benefits for all investors

Novogradac, as of June 30, 2023

Investment Strategy

Develop and acquire multifamily assets in high-growth suburbs of key metropolitan markets.

- Seismic shift in America towards renting
- Fundamental imbalance in supply and demand
- Generating higher income and cash flows not available with other asset classes

1. National Multihousing Council, July 27, 2022 | 2. U.S. Census and National Multifamily Housing Council, U.S. Apartment Demand Through 2035, July 27, 2022 | 3. RE Journals, Forever Renters? Nearly 20 Percent of Millennials not Interested in Owning a Home, February 18, 2021 | 4. CBS News, Rents Soared in Many U.S. Cities Last Year — and May Keep Rising, February 2, 2022

4.3 million

U.S. apartment supply shortfall¹

330,000

New units are needed annually, which has only happened 5x in last 30 years²

63%

Millennials who have saved \$0 for a down payment³

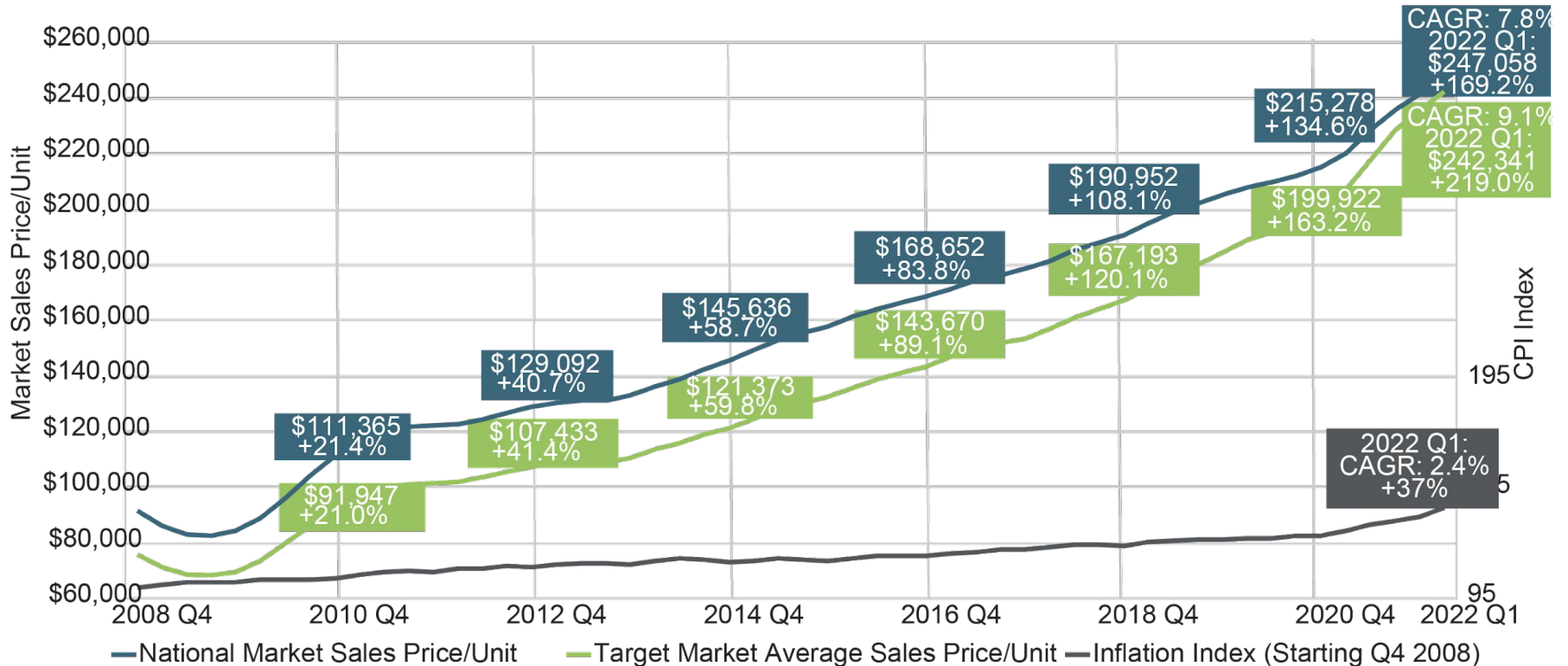
88%

U.S. markets with home prices rising faster than wages⁴

Investment Strategy

Apartment Performance Continues To Be A Standout

Total annual returns of U.S. apartments vs all properties⁵



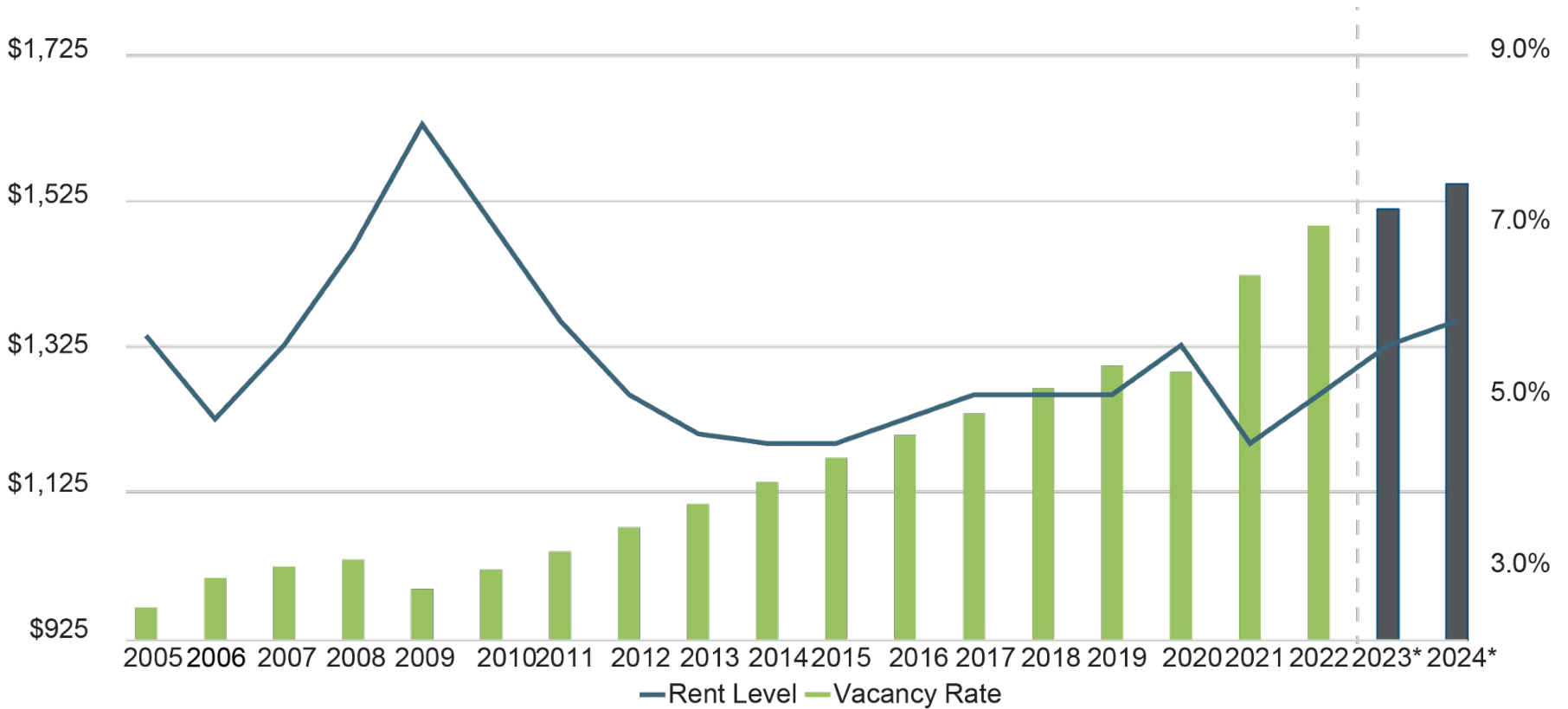
6. CAGR: Compound Annual Growth Rate

2008-2022, CoStar data was used for the national market sales price and target market sales price and the US Bureau of Labor Statistics was used for the CPI data through 2022 Q1.

Investment Strategy

Apartment Performance Continues To Be A Standout

Annualized Multifamily Rent and Vacancy – Estimated and Projected⁷



7. Fannie Mae MF ESR p= preliminary *Projected

OZ vs the Competition

			Acquisition of Stabilized OZ Assets
			Reduced Management Fee
			Minimal Carried Interest
			Liquidity on the NYSE
			Public Company Transparency and Reporting
			Unitholder Liquidity Control
			No Capital Calls
			No Investor Servicing Fees
			In-House Construction Expertise
			In-House Development Expertise
			Non-Accredited and Accredited Investor Access
			Low Investment Minimum for Investors
			Opportunity Zone Capital Gains Benefits
			No Deprecation Recapture Tax
			20% Pass-Through Tax Deduction on Dividends
			Diversified
			Reinvestment of Capital Gains and/or Basis from the Sale of any Asset
			Experienced Management Team
Experienced Management Team	No Deprecation Recapture Tax	No Deprecation Recapture Tax	
	Requires Reinvestment of Capital Gains + Basis from Real Estate Exclusively	20% Pass-Through Tax Deduction on Dividends	
		Diversified	
Experienced Management Team	Experienced Management Team	Experienced Management Team	
TRADITIONAL PRIVATE EQUITY FUNDS	1031 LIKE-KIND EXCHANGES	REAL ESTATE INVESTMENT TRUSTS	BELPOINTE OZ

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Important Information and Qualifications

Belpointe PREP, LLC (“Belpointe OZ”) has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (“SEC”) for the offer and sale of up to \$1,500,000,000 of Class A units representing limited liability interests in Belpointe OZ. You should read Belpointe OZ’s most recent prospectus and the other documents that it has filed with the SEC for more complete information about Belpointe OZ and the offering.

Investing in Belpointe OZ’s Class A units involves a high degree of risk, including a complete loss of investment. Prior to making an investment decision, you should carefully consider Belpointe OZ’s investment objectives and strategy, risk factors, fees and expenses and any tax consequences that may result from an investment in Belpointe OZ’s Class A units. To view Belpointe OZ’s most recent prospectus containing this and other important information visit www.sec.gov or www.belpointeoz.com. Alternatively, you may request Belpointe OZ send you the prospectus by calling (203) 883-1944 or emailing claidlaw@belpointe.com. Read the prospectus in its entirety before making an investment decision.

This communication may not be distributed in any jurisdiction where it is unlawful to do so. Nothing in this communication is or should be construed as an offer to sell or solicitation of an offer to buy Belpointe OZ’s Class A units in any jurisdiction where it is unlawful to do so.

Neither Belpointe OZ nor any of its affiliates provide investment or tax advice and do not represent in any manner that the outcomes described in this communication will result in any particular tax consequence. Prospective investors should consult their own investment and tax advisers concerning the U.S. federal, state and local income tax consequences, as well as any tax consequences under the laws of any other taxing jurisdiction, in relation to their personal tax circumstances, which may vary for prospective investors in different tax situations.

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), which reflect the current views of Belpointe PREP with respect to, among other things, our future results of operations and financial performance. Estimates, projections and other forward-looking statements can typically be identified by words and phrases such as “anticipate,” “estimate,” “believe,” “continue,” “could,” “intend,” “may,” “plan,” “potential,” “predict,” “seek,” “should,” “will,” “would,” “expect,” “objective,” “projection,” “forecast,” “goal,” “guidance,” “outlook,” “effort,” “target” or the negative of such words and other comparable terminology. However, the absence of these words does not mean that a statement is not forward-looking. Any forward-looking statement expressing an expectation or belief as to future events is expressed in good faith and believed to be reasonable at the time such forward-looking statement was made. However, these statements are not guarantees of future events and involve risks, uncertainties and other factors beyond Belpointe OZ’s control. Therefore, we caution you against relying on any forward-looking statements. Actual outcomes and results may differ materially from what is expressed in any forward-looking statement. Except as required by applicable law, including federal securities laws, Belpointe OZ does not intend to update any forward-looking statements to conform them to actual results or revised expectations.



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