

## Company Overview

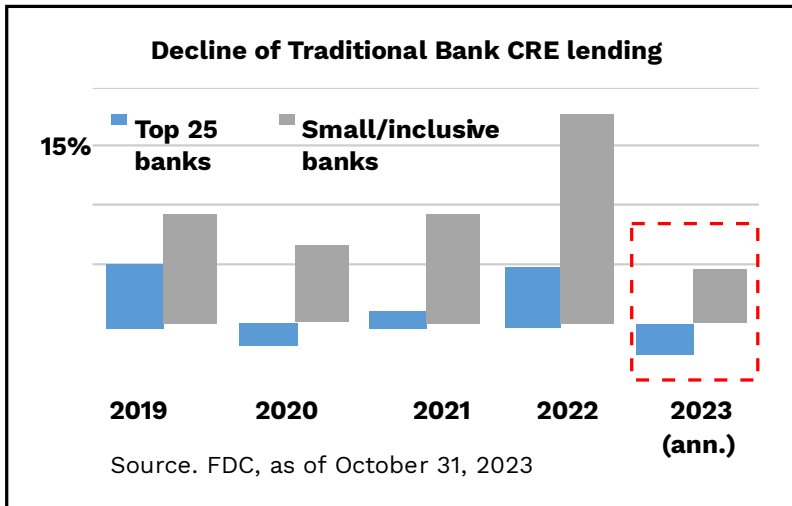
Red Oak Capital Holdings (the “Company” or ROCH) manages a vertically integrated, small balance sheet credit solutions strategy that targets short duration (12–36 months) commercial mortgage assets that are senior secured, in the first position and fully collateralized by high quality, income producing properties.

## Increased Banking Regulations

### DRIVING DEMAND & GROWTH FOR PRIVATE LENDERS

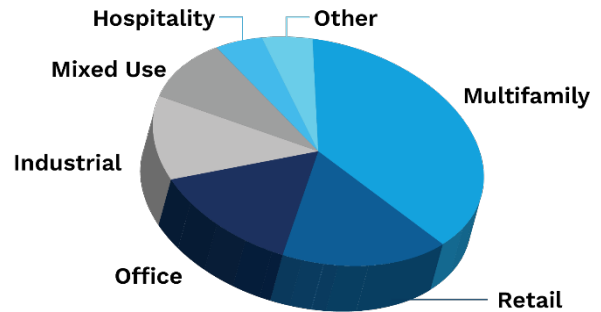
The Great Financial Crisis of 2008 triggered increased banking regulations and legislative requirements that created tighter credit conditions across the traditional bank lending market.

Increased regulations resulted in a retrenchment of capital from traditional banking sources, creating a unique opportunity for experienced private credit lenders to fill the lending void and generate attractive risk-adjusted returns.



## Portfolio Composition

Our lending strategy is diversified across geographical regions, industries, sectors, sponsors, and property types: **multifamily, industrial, retail, self-storage, manufactured housing, medical office, mixed-use, office and hospitality**, thus mitigating concentration risks.

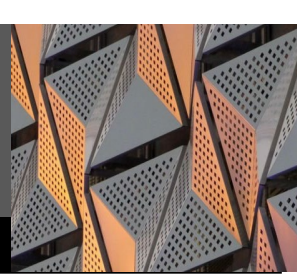


## Positioned to Meet Three Distinct Needs

- 1 **INVESTORS** need for **INCOME**
- 2 **CRE** need for **INVESTMENT CAPITAL**
- 3 **INDUSTRY** need for **TRANSPARENCY**



This summary is being distributed on a confidential basis and is intended only for the use of the recipient. This summary is for discussion purposes only, may not be relied upon in evaluating the merits of participating in the Fund and is qualified in its entirety by the information contained in the private placement memorandum and definitive agreements of the Fund. This summary does not constitute an offer to sell or a solicitation of an offer to buy any securities. This investment will involve significant risks and investors should review the “Risk Factors” specified in the Fund’s private placement memorandum. Actual performance of the Fund may differ materially from those reflected or contemplated herein.



## Red Oak Capital Holdings Offering

The Fund is designed to provide attractive current income and solid risk-adjusted returns with low correlation to broader financial markets. Compared to public debt, private credit in the CRE sector, which Red Oak provides, may deliver higher yields while limiting market-to-market volatility.

Red Oak's management team has extensive lending, asset management, servicing, and workout experience. Over the past three decades, the team has navigated through eight market cycles and successfully raised, deployed, and exited over \$10 billion of investor capital.

## Primary Areas of Investment

US commercial real estate debt represents a large, diverse market with over \$4.5 trillion in outstanding bank debt.\*

### Sectors:

- Multifamily
- Light Industrial
- Select Retail
- Mixed-Use
- Warehouse
- Storage
- Flagged Hotel Brands
- Medical Office
- Senior Living & Memory Care
- Office

### Senior Loan Advantages:

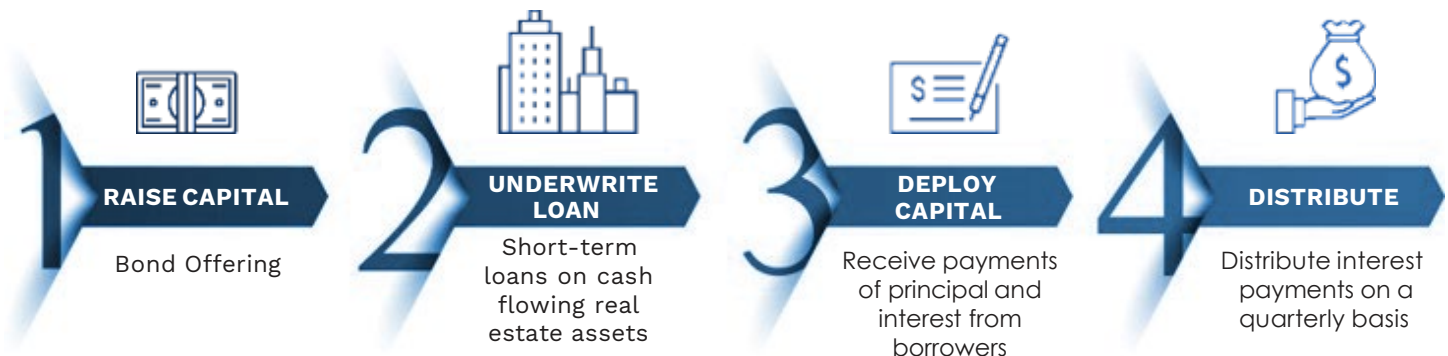
- Monthly Deal Flow in Excess of \$500M+/mo.
- Cash Reserves for Every Loan
- Rehabilitation Reserves for Every Loan
- Dutch\*\* Interest for Every Loan
- Lockbox for Every Loan

\*US Federal Reserve, Commercial/Multifamily Real Estate Mortgage Debt Outstanding, Q3 2019

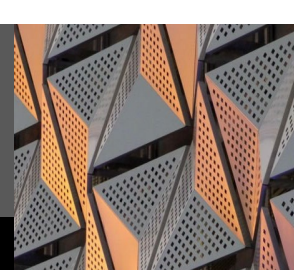
\*\*A term used in real estate lending when a private lender charges interest on the entire loan amount, including funds that have yet to be disbursed to the borrower

## The Investment Process

Red Oak Capital Fund VII seeks to generate returns for investors by originating, underwriting, and executing upon a diversified portfolio of short-term, senior secured loans backed by commercial real estate assets.



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## The Red Oak Capital Holdings Advantage

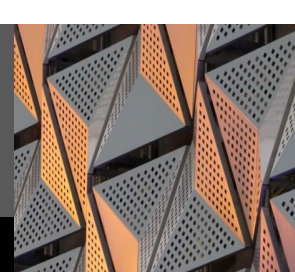
<b>DIVERSIFIED LOAN PORTFOLIO</b>	<ul style="list-style-type: none"> <li>• Focused on the top 200 USA MSAs</li> <li>• Short-term bridge loans</li> <li>• Multiple property types and geographies</li> <li>• <b>Senior secured position</b></li> </ul>
<b>EXCEPTIONAL SOURCING CAPABILITIES</b>	<ul style="list-style-type: none"> <li>• CRE Tier I, II &amp; III; Banks and real estate brokers drive originations</li> <li>• <b>Red Oak averages 15(x) loans originated to loans funded monthly: We have the ability to be very selective in the types of lending opportunities and assets brought into the Fund.</b></li> </ul>
<b>EXPERIENCED TEAM</b>	<ul style="list-style-type: none"> <li>• Managed through eight down-market cycles</li> <li>• Senior Management has originated, underwritten and closed and exited <b>over \$5 billion in the past 10 years*</b></li> <li>• Red Oak originates, analyzes, underwrites, closes and services loans</li> </ul>
<b>DISCIPLINED UNDERWRITING</b>	<ul style="list-style-type: none"> <li>• <b>Institutional level credit analysis and underwriting</b></li> <li>• Average 220+ due diligence checklist items</li> <li>• Participation: Insurance companies, banks, private lenders</li> </ul>
<b>TRANSPARENCY</b>	<ul style="list-style-type: none"> <li>• <b>Monthly update</b> calls for Advisors and Investors</li> <li>• Annual audited financials, semi-annual unaudited financials, quarterly statements, and monthly calls</li> </ul>

\*Includes experience of Management and affiliate companies.

## Key Terms<sup>1</sup> & Structure Attributes

<b>Structure:</b>	Bond
<b>Offering Target:</b>	\$75 million (12 months Max) - Regulation Tier II - A Plus
<b>Investor Qualifications:</b>	General solicitation
<b>Minimum Investment:</b>	\$10,000
<b>Preferred Return:</b>	8%
<b>Waterfall Distribution Priority:</b>	N/A
<b>Term:</b>	5-Years
<b>Coupon Payment:</b>	Paid quarterly in arrears, January 25, April 25, July 25, October 25
<b>Maturity Date:</b>	12.31.29
<b>Reporting:</b>	Annual Audited Financials, Bi-Annual financials, QT Portfolio Updates
<b>Valuation:</b>	Following GAAP
<b>Tax:</b>	1099-INT
<b>Management Fee:</b>	1% on invested capital
<b>Servicing/Renovation Mgt Fees:</b>	Paid by the borrower to OAK
<b>Credit Facility:</b>	May use credit facility up to 70% of the Fund's asset value

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## Disclaimer

This summary does not constitute an offer to sell or a solicitation of an offer to buy any securities. An investment in the Series A Bonds (the “Bonds”) of Red Oak Capital Fund VII, LLC (the “Company”) is considered speculative. There are no guarantees of distributions or returns. Investors may lose all or part of their investment. Certain information contained in this presentation constitutes “forward-looking statements,” which can be identified by the use of forward-looking terminology such as “may,” “will,” “should,” “expect,” “anticipate,” “project,” “estimate,” “intend,” “seeks,” “intends,” “continue” or “believe,” or the negatives thereof, or other variations thereon, or other comparable terminology. Due to various risks and uncertainties, actual events or results or the actual performance of the Fund may differ materially from those reflected or contemplated in such forward-looking statements. No representation or warranty is made as to future performance or such forward-looking statements.

There are various risks related to an investment in the Units which are described in the respective offering circular. These risks include, but are not limited to:

The Bonds may not be suitable for certain investors. The Bonds will be highly illiquid, no trading market exists or will ever develop. The Bonds are suitable for investors who have no need for liquidity in this investment. The offering is a “Best Efforts” offering, and if the Company is unable to raise substantial capital, the Company may be limited in the number and types of investments it is able to make, which could have a negative effect on diversification and investment results.

The Company is recently formed with no operating history and no assurance of success. Success is dependent on the performance of Red Oak Capital GP, LLC (the “GP”), which is the sole member of the Company, as well as individuals that are employees of the GP. The Company depends on key personnel and its affiliates, the loss of any of whom could be detrimental to the Company’s business. The Company will pay substantial fees and expenses to the GP or its affiliates and broker-dealers. These fees will increase Investors’ risk of loss.

The Company is a blind pool offering. Investors will not have an opportunity to evaluate investments before they are made. The Company will be subject to conflicts of interest arising out of relationships among Red Oak Capital, the GP, and their affiliates and employees. Real estate-related investments, including joint ventures, senior leverage and real estate-related securities, involve substantial risks.

There are substantial risks associated with making loans secured by real estate, and real estate investments may involve additional risks. Commercial real estate related investments that are secured by real property are subject to delinquency, foreclosure and loss which could negatively impact investors. The ability of a borrower to repay a loan secured by income producing property is dependent on the successful operation of the property. Economic, market and regulatory changes that impact the real estate market generally may decrease the value of the Company’s investments and weaken operating results.

Properties that have vacancies could be difficult to sell, which could negatively impact investors. The Company will likely obtain debt financing, which may increase costs, and may limit the Company’s ability to pay interest and or principal to investors. The Company indirectly depends on tenants in properties securing its loans for revenue; therefore, non-renewals, lease terminations, or lease defaults could reduce revenue and limit the Company’s ability to pay interest or principal to investors.

### **IMPORTANT INFORMATION**

These securities may not be sold nor may offers to buy be accepted prior to the time the company’s offering statement is qualified. This document shall not constitute an offer to sell or the solicitation of an offer to buy securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful. No money or other consideration is being solicited in connection this document, and if sent in response, will not be accepted. No offer to buy the securities can be accepted and no part of the purchase price can be received until the offering statement on Form 1-A is qualified pursuant to Regulation A of the Securities Act of 1933, as amended, and any such offer may be withdrawn or revoked, without obligation or commitment of any kind, at any time before notice of its acceptance given after the qualification date. Any person’s indication of interest involves no obligation or commitment of any kind.

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Certain statements contained in this Presentation may constitute “forward looking statements”. Any such statements, performance projections and results have been based upon assumptions, some of which will vary, perhaps materially, from actual events and do not constitute a prediction or representation as to actual performance. The projections and results are purely hypothetical and for illustration purposes only. Nothing contained herein has been reviewed by nor endorsed by the SEC or any other regulatory agency or trade organization.

Prior performance of Red Oak Capital or any of its affiliates is not indicative of future results for Red Oak Capital Fund VII, LLC. There is no assurance that future investments will achieve comparable results. Alternative investment performance can be volatile and real estate-related investments may involve additional risks. There is no assurance that the Company objectives will be achieved. A more complete discussion of risks associated with this offering can be found under Risk Factors in the offering circular.

The most recent offering circular can be found at:

[https://www.sec.gov/Archives/edgar/data/2023066/000165495424009701/redoakvii\\_253g2.htm](https://www.sec.gov/Archives/edgar/data/2023066/000165495424009701/redoakvii_253g2.htm)

Securities are offered through Crescent Securities Group, Inc., member FINRA/SIPC, 4975 Preston Park Blvd., Suite 820, Plano TX 75093

There will be no public market for any interest in the Fund. This summary does not constitute and should not be interpreted as either a recommendation or advice, including legal, tax or accounting advice.