

An aerial photograph of a white wind turbine standing in a vast, green agricultural field. The field is divided into sections by dark, winding lines, likely furrows or irrigation channels. In the background, a dirt road or path runs horizontally across the frame. The wind turbine has three blades and a tall tower, casting a shadow on the ground.

Brookfield

AFFILIATES

Investor Day

2022

Brookfield

Brookfield
Renewable
Partners



Agenda

- 01 State of the Business
- 02 The Case for Clean Power Generation Is as Strong as Ever
- 03 The Opportunity Set for Transition Investing is Growing
- 04 A Must-Own Stock
- 05 Key Takeaways and Q&A



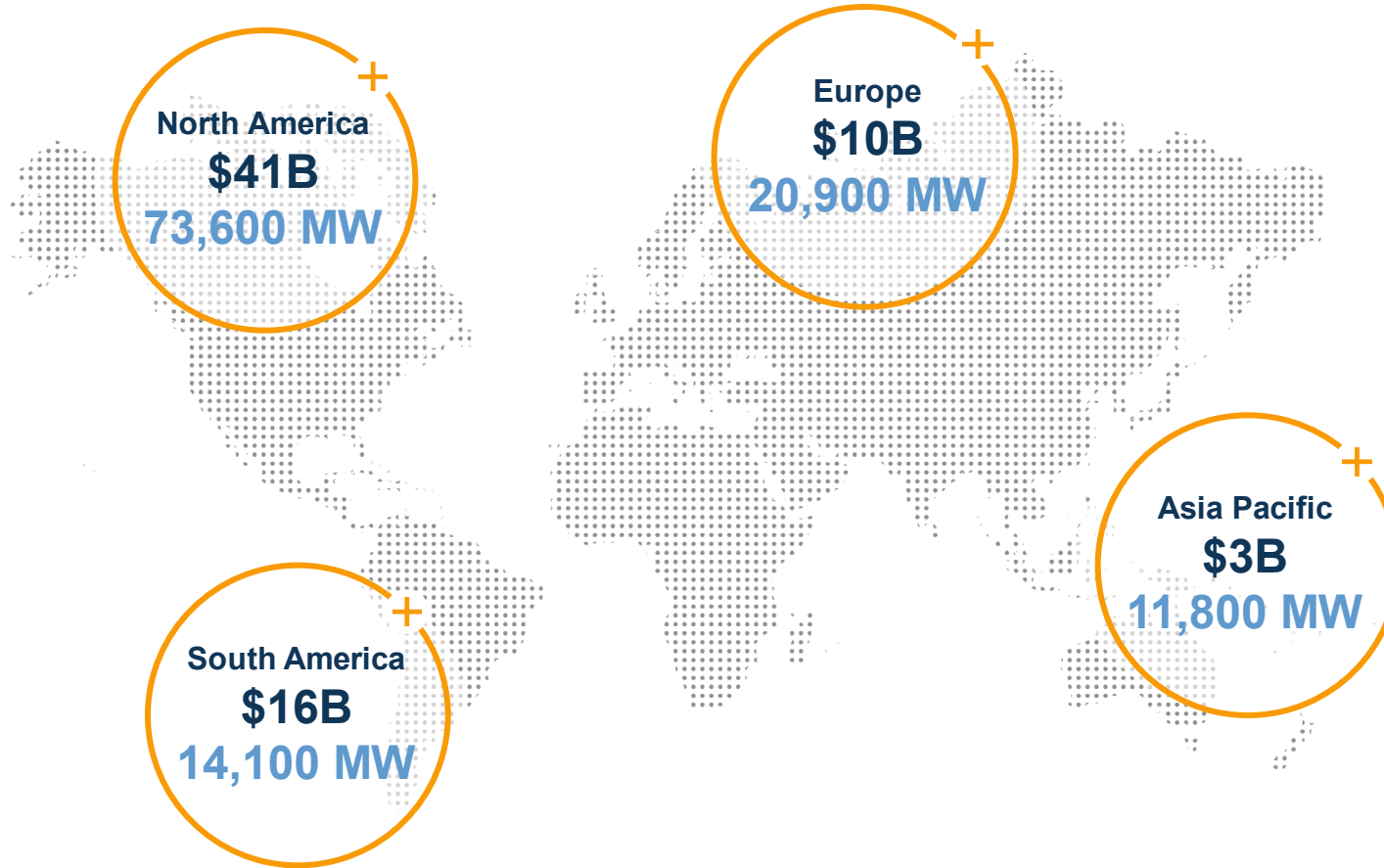
Brookfield

State of the Business

Connor Teskey, Chief Executive Officer
Brookfield Renewable Partners



We are a global clean energy supermajor with over 120,000 MW of operating and development capacity



10,600 MW
Hydro



25,300 MW
Wind



55,000 MW
Solar



12,200 MW
Distributed Generation



17,300 MW
Storage & Other

Differentiated growth capability



Global Presence

~30 power markets
across 20 countries



Operating and Development Expertise

3,200 employees with
significant industry
experience



Value Investing Approach

100+ investment
professionals

A best-in-class balance sheet



BBB+

Investment-grade rating

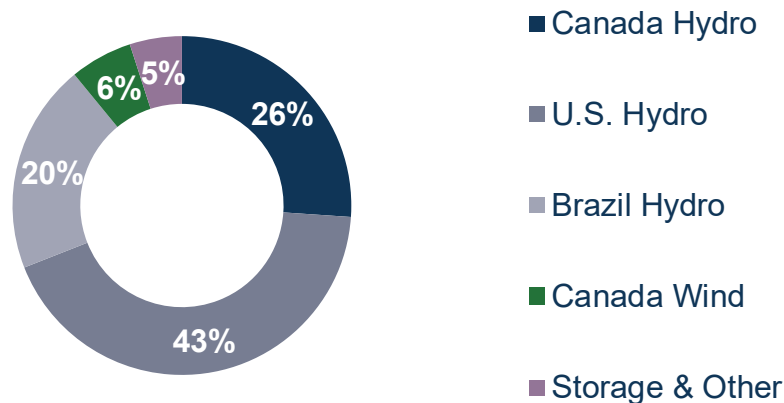


\$4B

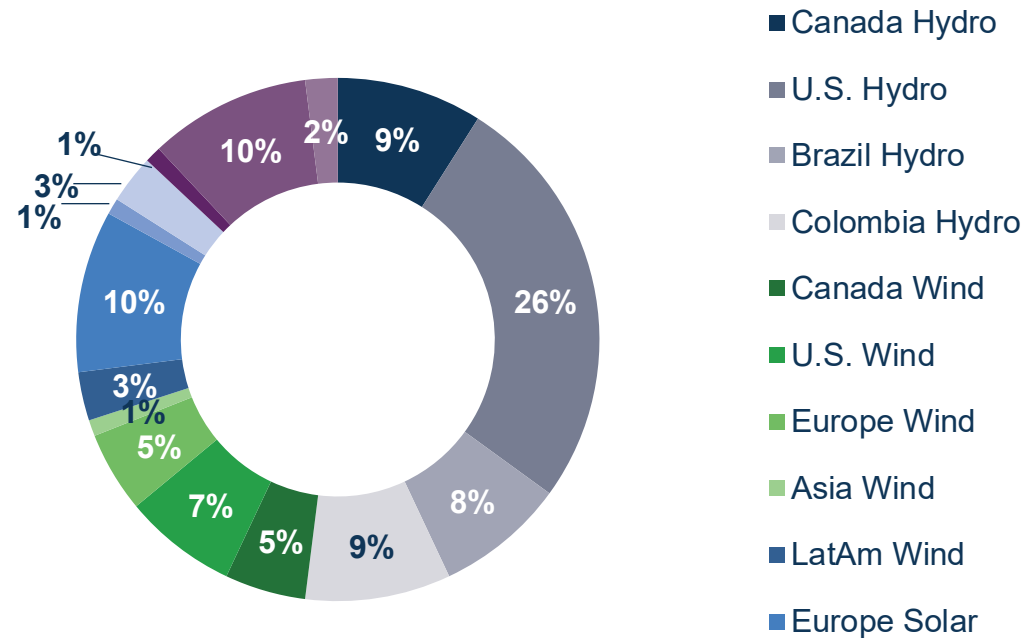
Available liquidity

High quality cash flows that have grown by almost 10% per unit annually over the last decade

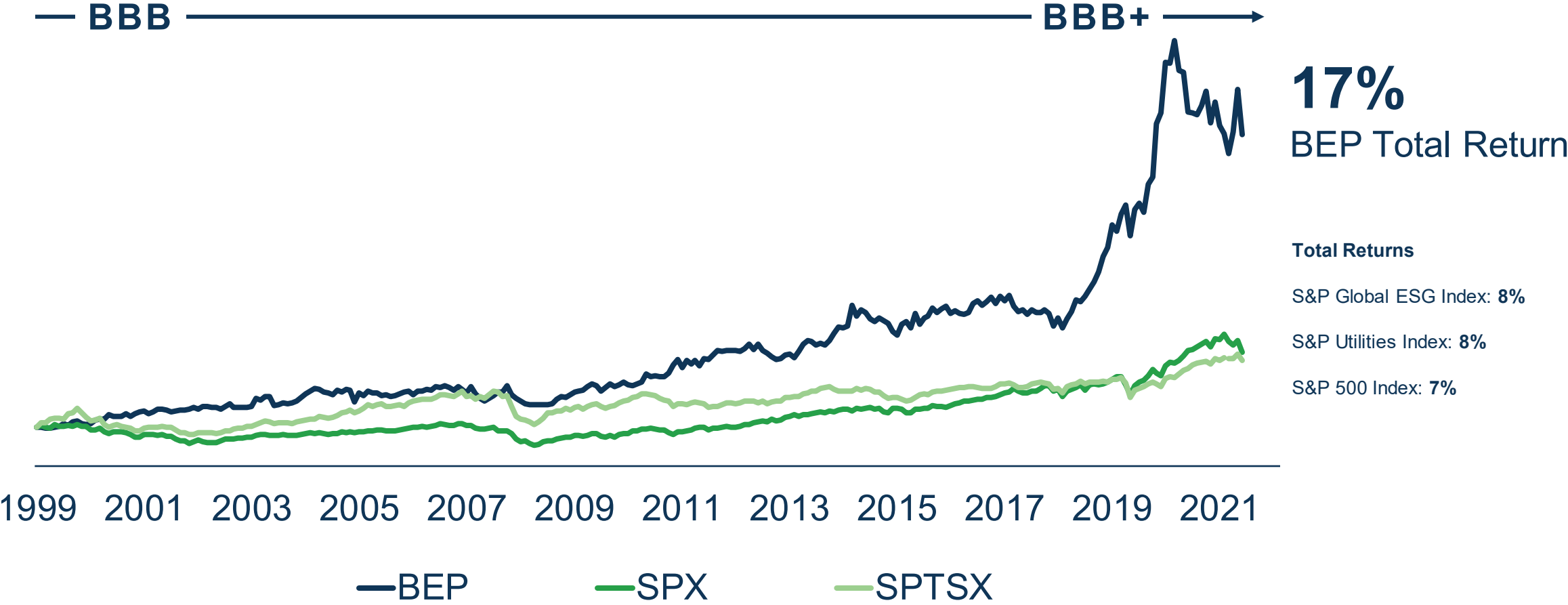
2011
\$0.65 FFO/unit



2021
\$1.45 FFO/unit

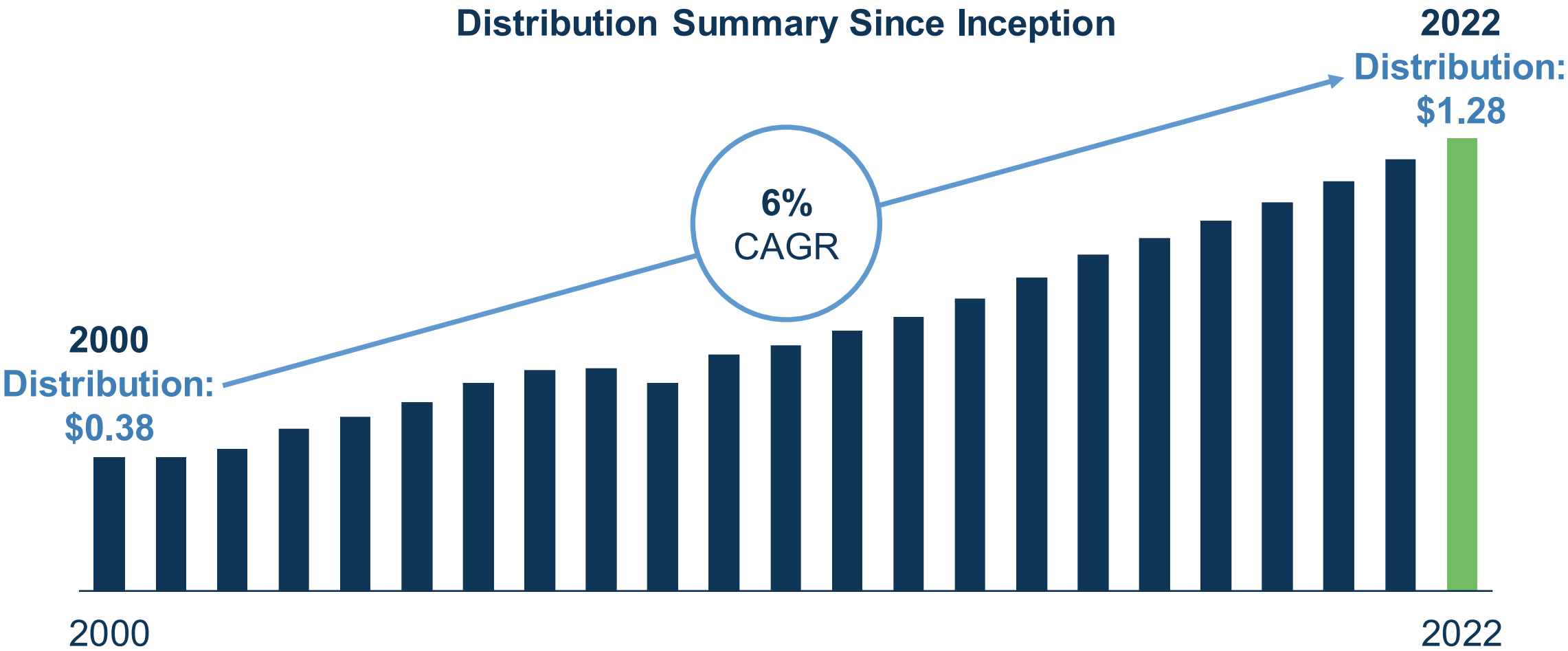


Translating into strong total returns over the past two decades



1. Source: Bloomberg
2. Chart indicates share price performance including reinvestment of dividends.
3. BEP and S&P 500 Index returns since 11/30/1999. S&P 500 ESG Index returns since its inception on 4/30/2010.

Consistent track record of distribution growth





Last year, we said the tailwinds for
our business have never been
stronger...





...Today, our business is in an
even better position



Key themes supporting deployment



Decarbonization
Objectives



Low Cost
Energy



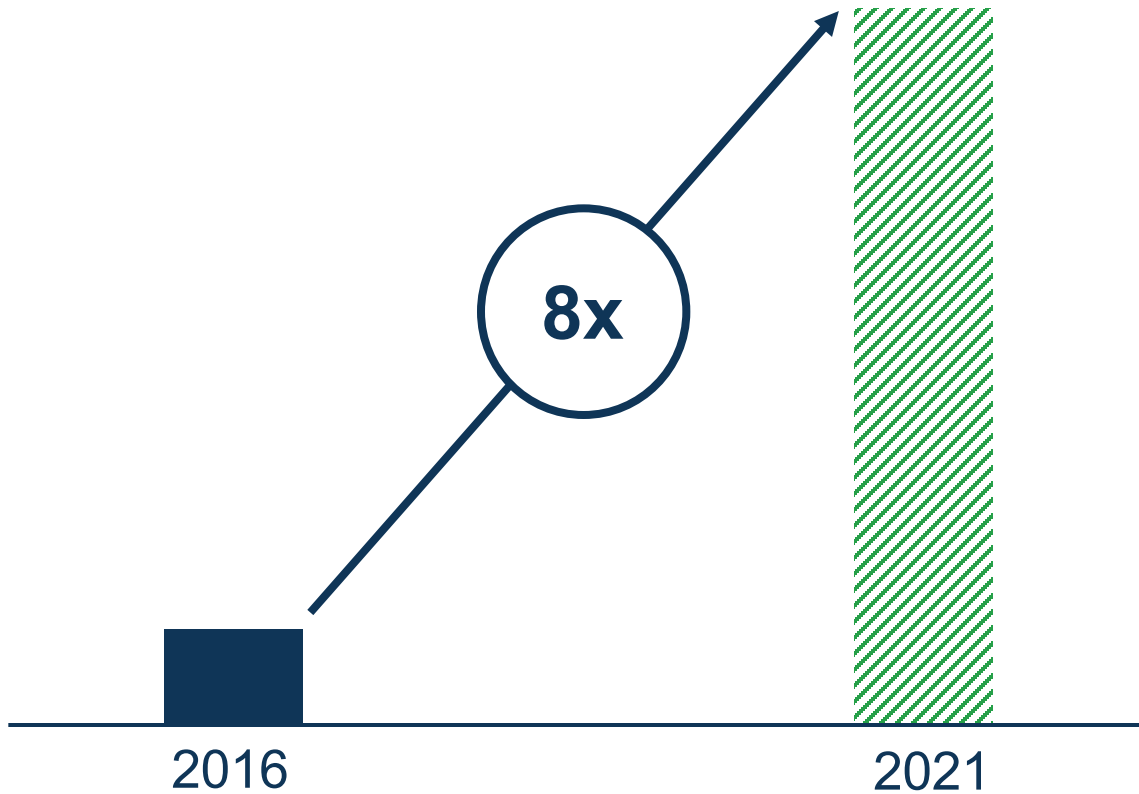
Growing
Electricity
Demand



Energy
Security

1 Corporate demand for decarbonization is growing

Global Corporate PPA Volumes



TRANE
TECHNOLOGIES

amazon

ENTROPY

Telefónica

verizon

JPMORGAN CHASE & CO.

CALIFORNIA
RESOURCES CORPORATION

BASF

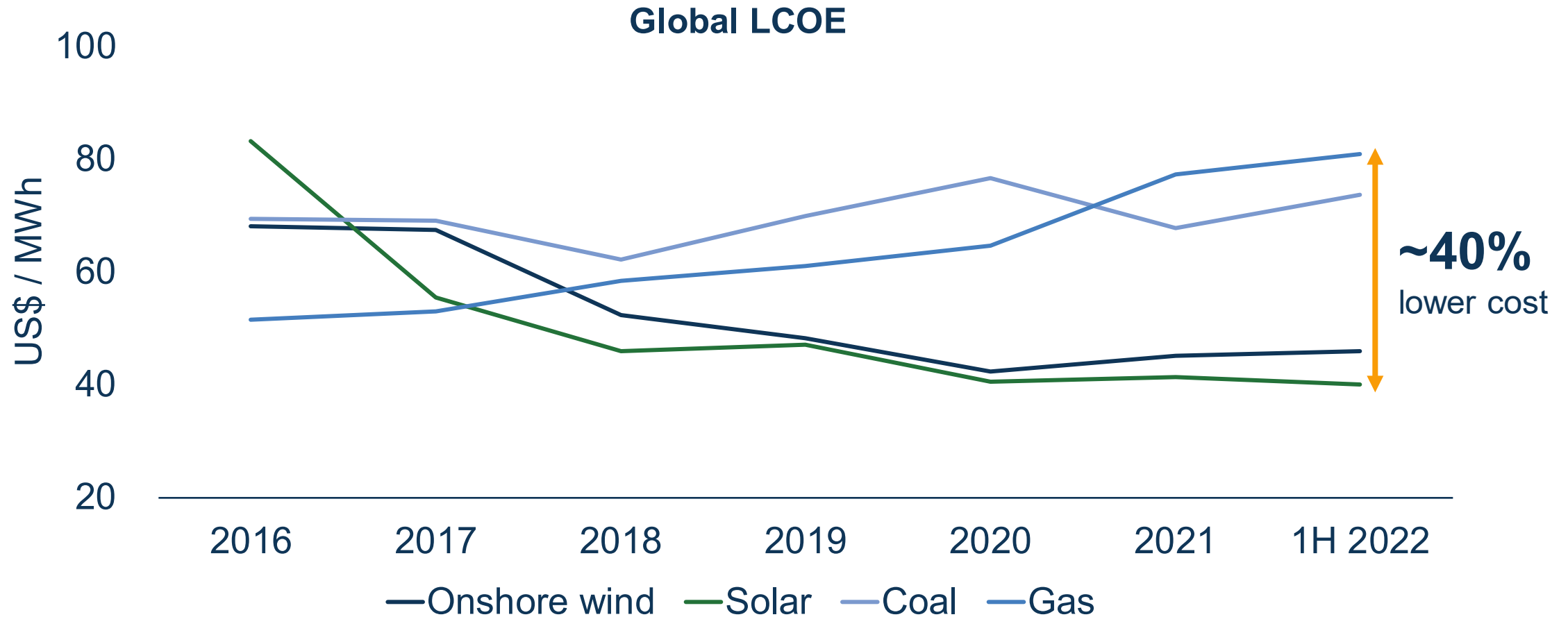
Source: Bloomberg New Energy Finance.

2 Governments have stepped up their commitment to policy action



3 Renewables continue to be cost leaders in the electricity sector

High and volatile fossil fuel prices are reinforcing advantages



Source: Bloomberg New Energy Finance.

4 Energy secure generation

Macroenvironment today is reminiscent of the 'Oil Crisis' in the 1970s that sparked a significant buildout of domestic energy production capacity

"The big takeaway is that renewables are the way forward if we want to pay less for imported fossil fuels, if we want to be more energy secure."

"The gas hike is the equivalent of a "massive" carbon tax, of around \$600—\$950 a tonne. If prices persist at anything like this level, he says, technologies like green hydrogen will be adopted much sooner than expected. The payback times for installing renewables and home insulation will also shorten dramatically."

"I talk to energy policymakers all the time and none of them complains of relying too much on clean energy. On the contrary, they wish they had "more". They regret not moving faster to build solar and wind plants, to improve the energy efficiency of buildings and vehicles or to extend the lifetime of nuclear plants. More low-carbon energy would have helped ease the crisis — and a faster transition from fossil fuels towards clean energy represents the best way out of it."

"We need far more clean energy, both because of climate risks and to reduce reliance on unreliable suppliers of fossil fuels. We learnt this lesson in the 1970s. We are learning it again. The case for an energy revolution has become stronger, not weaker."

Source: Financial Times.



Our business performs well in
all environments



This is a real asset business

Our assets perform well in an inflationary environment

- ✓ Rising commodity costs are a pass through as new PPAs are signed at higher prices
- ✓ Rising inflation increases the margin on over 70% of existing PPAs
- ✓ Our hydros are perpetual and highly scarce

...Therefore, cash flow and value naturally rises in this environment

We operate essential, low-cost infrastructure

1 **Electricity is Mission Critical** → **Stable and growing demand** for low-cost energy—not materially impacted by economic conditions



2 **Zero Input Cost** → Wind and solar are the **lowest cost bulk generation** options, reducing **fossil fuel imports** and **exposure to price volatility**



Growth is driven by long-term trends of a net-zero economy, energy security and low-cost energy, which far outweigh short-term market conditions

We have high-quality cash flows



90%+

Highly contracted¹
revenue under **14-**
year PPAs²



~70%

Revenues inflation-
linked³



70%+

High gross
margins



Diversified

No single market
>10%

¹ Based on contracted generation as a percentage of total generation, net to Brookfield Renewable, excluding Brazil and Colombia hydroelectric portfolios.

² Remaining useful lives, calculated on a weighted-average basis.

³ Based on PPAs with inflation escalators, net to Brookfield Renewable.

We are differentiated by our deep operational and development expertise



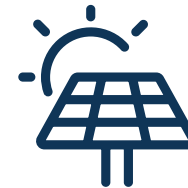
3,200

Operating employees in
20 countries globally



140+

Power marketing
experts



8,300

Renewable
generation facilities



24x7

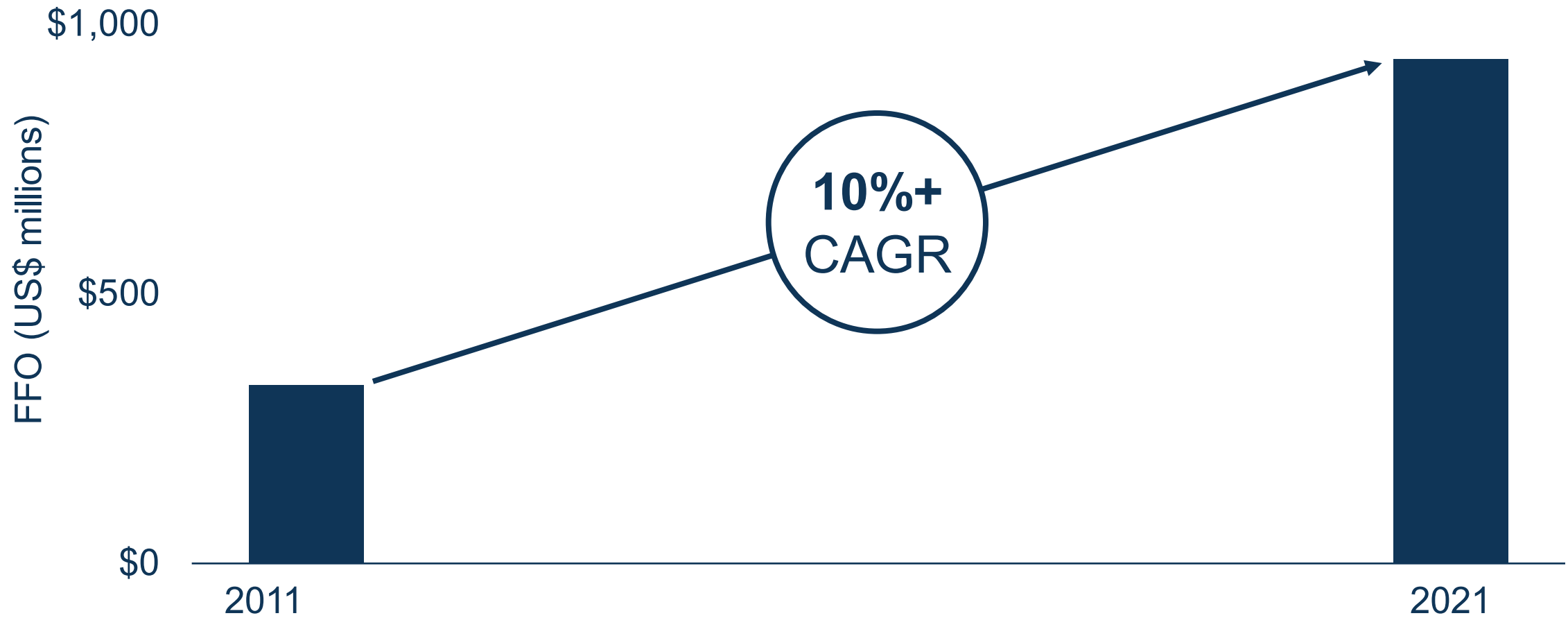
Renewable power
capabilities



2022 has been our **strongest year**
across virtually every aspect of our
business

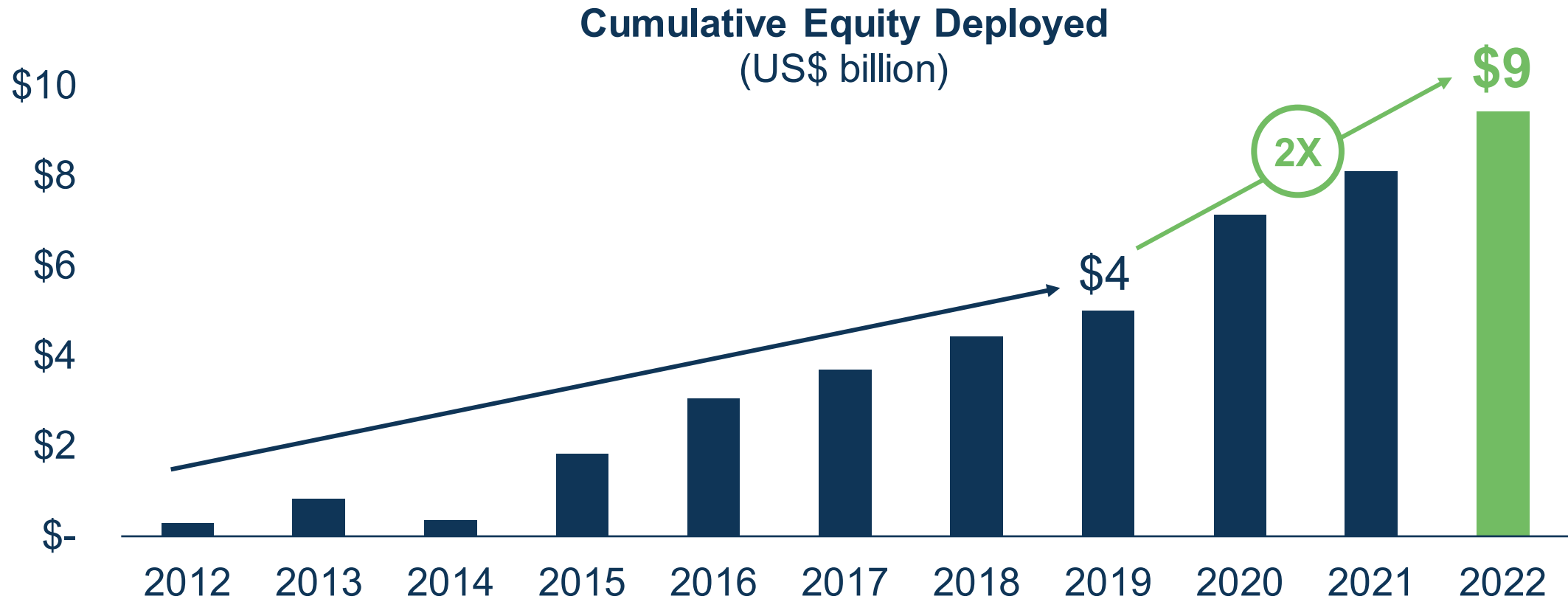


Record profits, continuing our track record of 10%+ annual FFO growth



Accelerating capital deployment

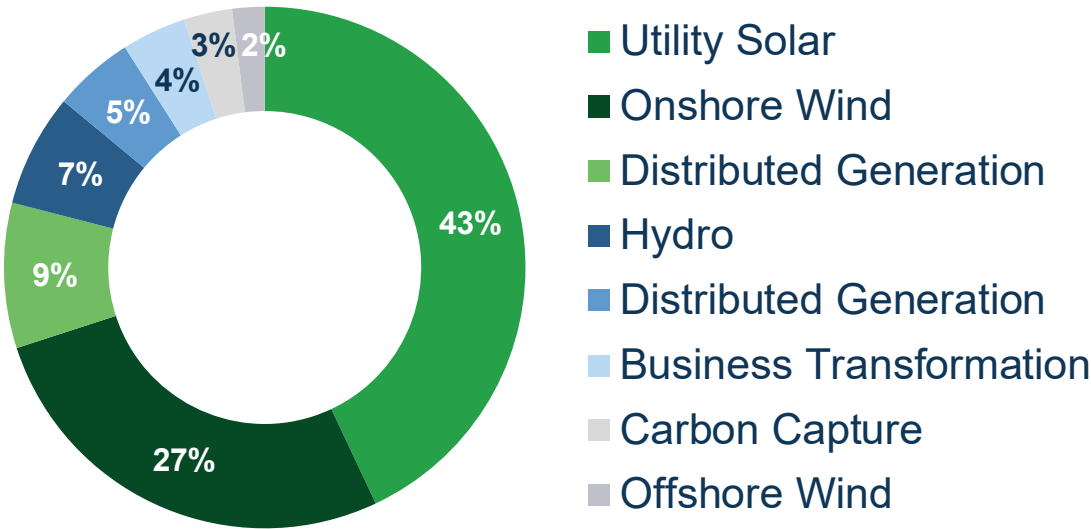
We are on track to have our biggest year of deployment to date



Cumulative equity deployed and committed, net to Brookfield Renewable.



Investing in new asset classes across the decarbonization spectrum



Figures based on capital deployed and committed, net to Brookfield Renewable, for the last twelve months.



Onshore Wind



Distributed Generation



Offshore Wind



Utility Solar



Battery Storage



Carbon Capture



Business Transformation

Commissioned our largest portfolio of development projects yet

Over the past 12 months, we have commissioned ~2,300 MW of projects, including:



**650 MW of wind
repowering**



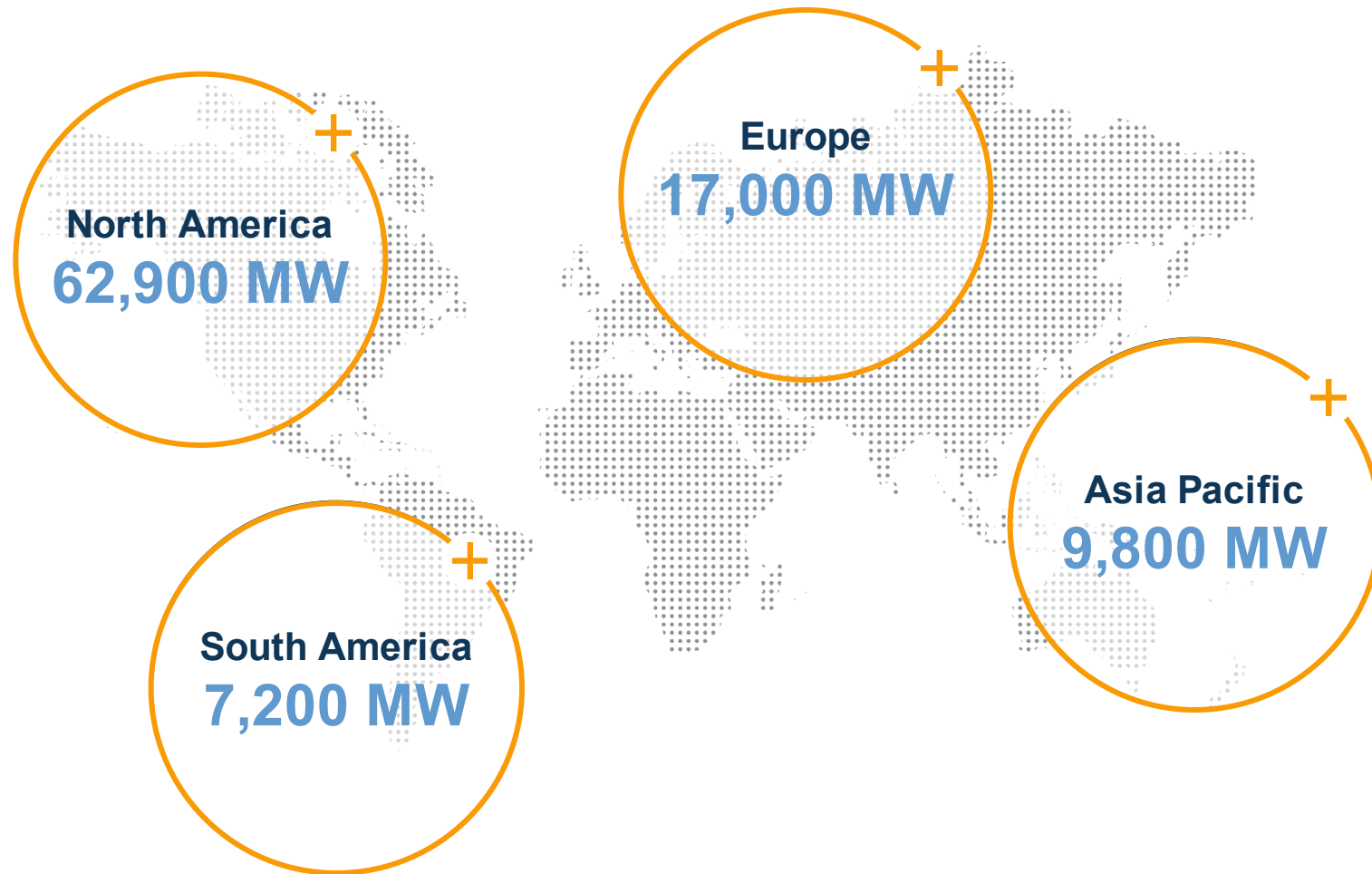
**Over 1,200 MW of
utility-scale solar**

=

~\$40 million

Annualized FFO

**Established an ~100,000 MW development pipeline—
more than 3x larger than last year**



11,900 MW to be
commissioned in the
next three years



Looking ahead, our strategy
remains the **same**





Over the past 12 months, we exceeded our deployment targets, and our **current pipeline suggests that this elevated run rate is likely to continue**



We see more opportunities for growth than ever, and the opportunity to do **large-scale deals** is growing



Market trends are in favor of investors like us with scale, global reach, and operating capabilities



Platforms

Leading to larger scale transactions



Business Transformations
Greening of critical utilities and power producers



New Asset Classes

Scaling of proven decarbonization solutions

As a result, we are increasing our capital deployment target



Accelerated growth
of renewables



Incremental transition
opportunities



11,900 MW near-term
development pipeline



**Expected capital deployment of
\$6-7+ billion over the next five years**



**Our business is well positioned to execute,
and expects to capture an increasing
amount of the growing market opportunity**



Brookfield

The Case for Clean Power Generation Is as Strong as Ever

Jehangir Vevaina, Chief Investment Officer
Renewable Power





Investment in clean power is the largest decarbonization opportunity today, and will represent most of our deployment for the foreseeable future



Macro tailwinds are stronger than ever



Corporate
Demand



Policy
Support

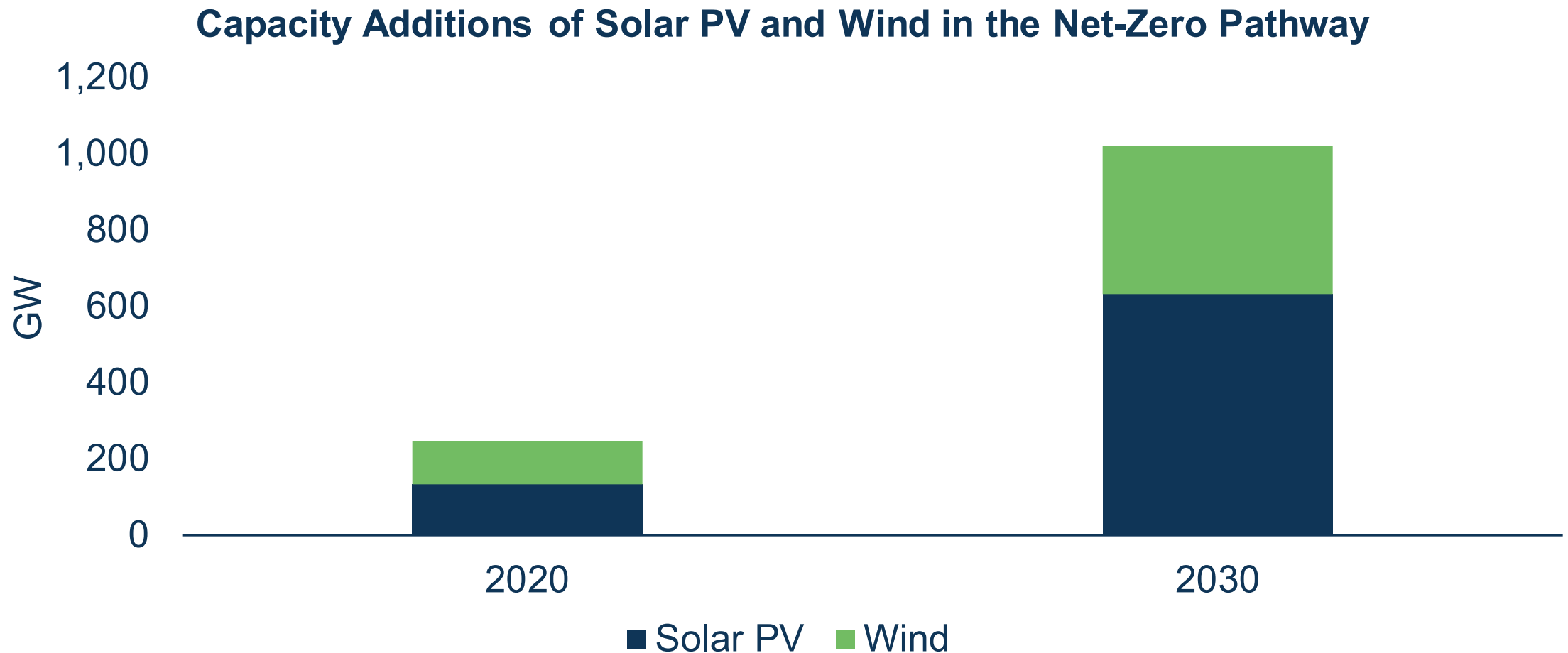


Affordability



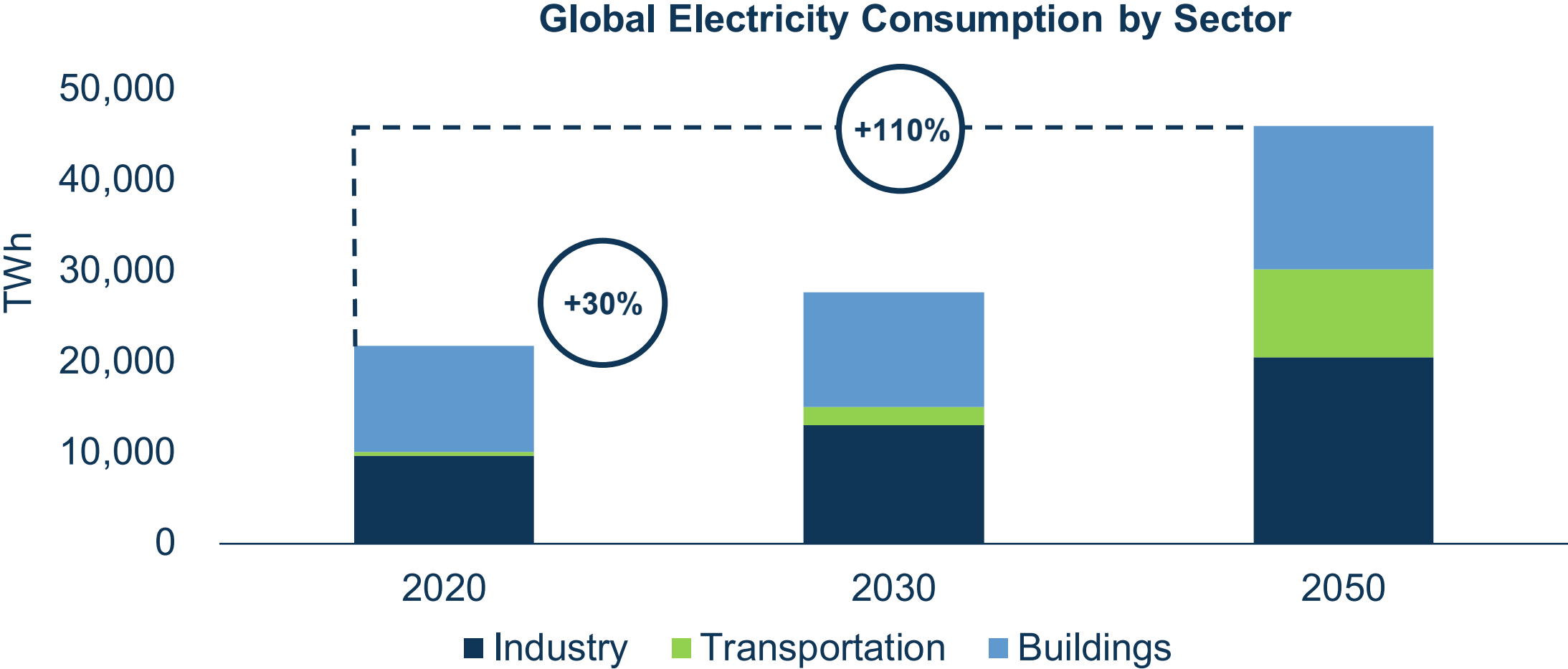
Energy
Security

Net-zero pathway requires wind and solar to exceed 2020 levels by 4x



Source: IEA.

Which will accelerate as electrification drives electricity demand growth



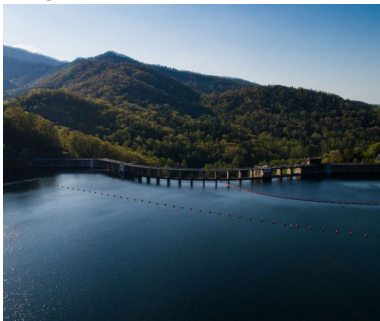
Source: IEA.

This market dynamic favors experienced operators



We have a leading presence across all major clean energy technologies

Hydro



8,100 MW
Operational

2,500 MW
Development



Wind



6,700 MW
Operational

18,600 MW
Development



Solar



2,800 MW
Operational

52,200 MW
Development



Distributed Generation



1,600 MW
Operational

10,600 MW
Development



Storage & Other

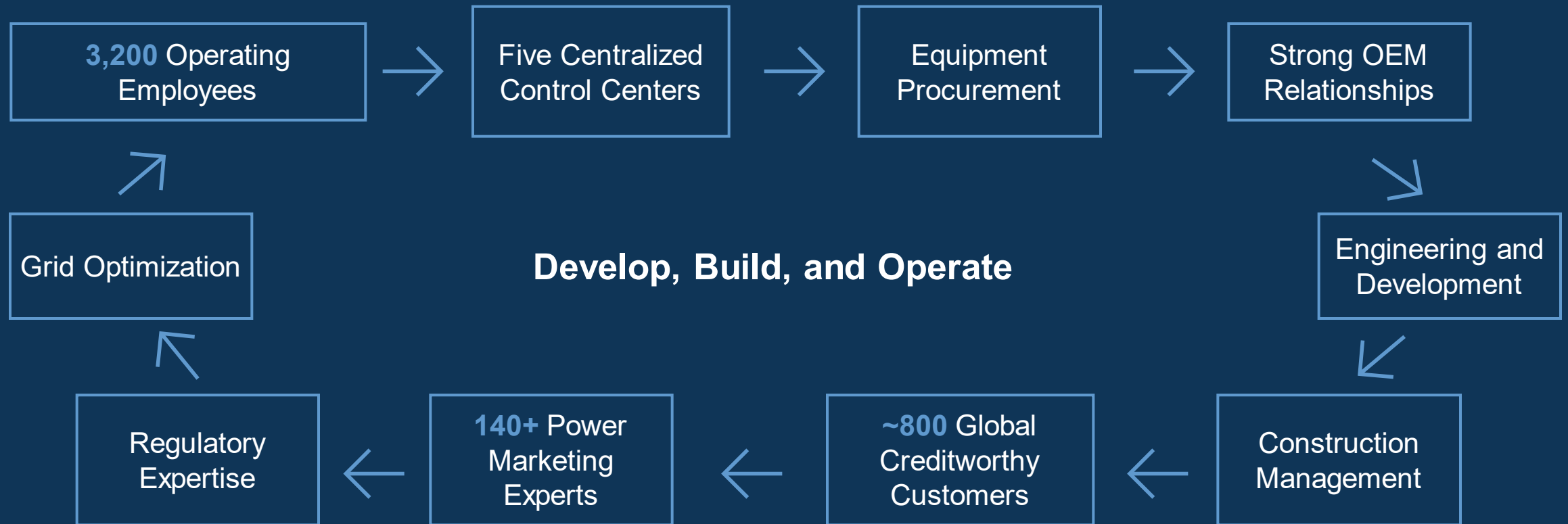


4,300 MW
Operational

13,000 MW
Development

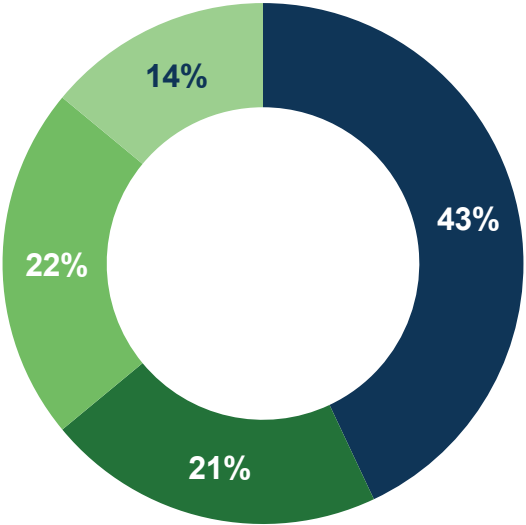


Supported by deep development and operational expertise



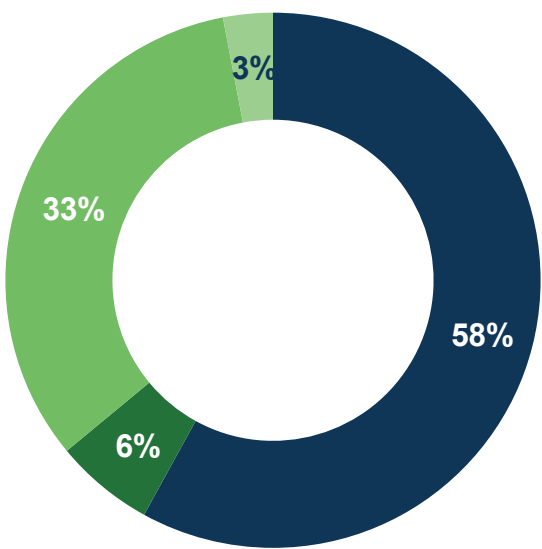
We have a diverse customer base of ~800

Type



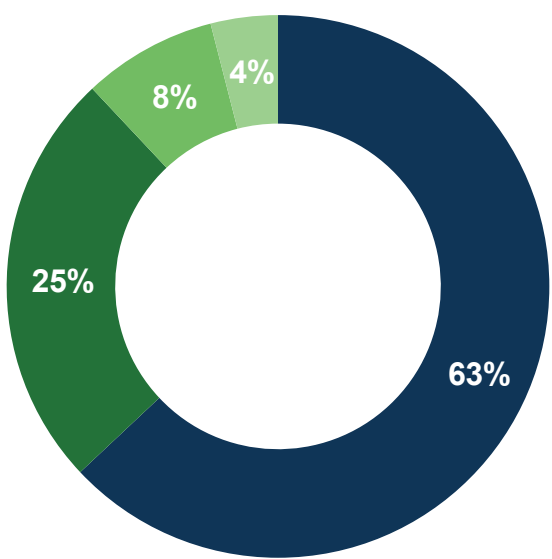
- Power Authorities
- Distribution Companies
- Industrial Users
- Brookfield

Region



- North America
- South America
- Europe
- Asia-Pacific

Technology



- Hydro
- Wind
- Solar
- Distributed energy & sustainable solutions

Based on contracted generation in GWh.



We are strategic partners to the biggest buyers of clean energy globally

- Generates recurring demand
- Enhances our ability to negotiate mutually favorable terms



Strategic collaboration to develop new renewable projects and partner on future clean energy opportunities



Long-term renewable supply agreement to decarbonize production facility emissions



We leveraged our core competitive advantages to secure attractive investments for **strong value**



Delivered and accelerated our development pipeline

Capacity Commissioned (MW)

Region	Technology	2021	2024E ¹
North America	Wind	160	2,100
	Solar	-	2,400
	Other	60	1,200
Europe	Wind	40	200
	Solar	210	1,400
	Other	-	600
South America	Various	360	2,700
Asia-Pacific	Various	120	3,200
Total		950	13,800

—————→ **15x**

¹ Figures are on a cumulative basis.

We acquired three leading U.S. development platforms

Leveraging our scale capital and operating expertise to accelerate growth

Urban Grid



Utility Scale Solar

20,000 MW

Pipeline

Standard Solar



Distributed Generation

2,000 MW

Pipeline

Scout Clean Energy



Utility Scale Wind

22,000 MW

Pipeline

U.S. Inflation Reduction Act provides meaningful upside to our pipeline

U.S. Development Pipeline by Technology		
	Wind	9,300 MW
	Solar	31,000 MW
	Distributed energy	7,300 MW
	Storage	9,400 MW
Total		57,000 MW



Enhanced cash flow visibility



Improved unit economics



Greater cash flow diversity

Multiple levers for value creation



Enhance
operations



Optimize the
capital structure



Identify **synergies**
with our **platform**



Drive **revenue**
growth and **enhance**
contracting profile



Growth
projects to
increase value



Execute exit strategy
to **maximize value**

Brookfield

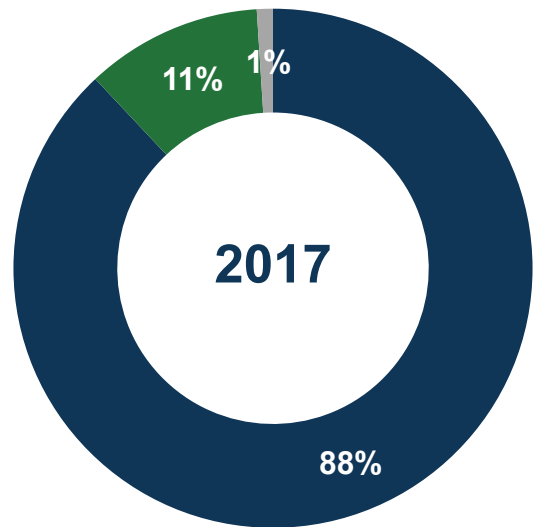
The Opportunity Set for Transition Investing is Growing

Natalie Adomait, Chief Investment Officer
Transition



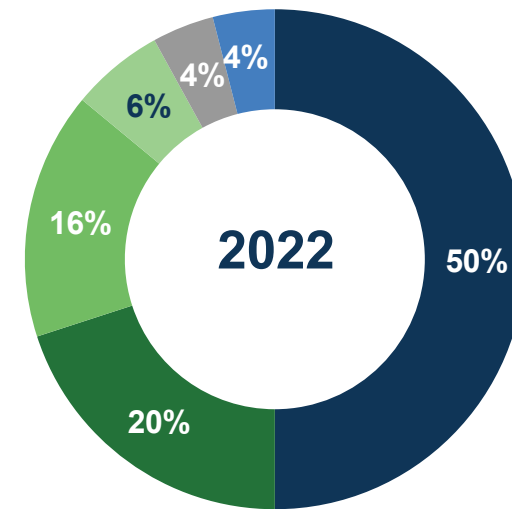
Renewable power remains the backbone of our business

\$26 billion AUM



■ Hydro ■ Wind ■ Business Transformation

\$70 billion AUM



■ Hydro ■ Wind
■ Solar Utility ■ Distributed Generation
■ Business Transformation ■ Sustainable Solutions



We expect transition investments to grow within our portfolio



Transition investing is a natural extension of our decarbonization franchise

Renewable Power Generation



Operating Assets



Development Pipeline



Technical Capabilities

Energy Transition and Decarbonization



Distributed Generation



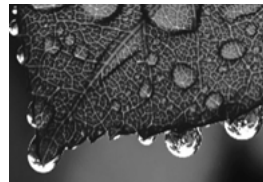
Storage and Flexible Capacity



Corporate Decarbonization Partnerships



Business Transformation



New Green Technology

1980s

2015

Prerequisites for Transition investing



Global Presence
~30 power markets
across 20
countries



**Large-Scale
Capital**
Supported by like-
minded partners



**Investing
Expertise**
100+ investment
Professionals

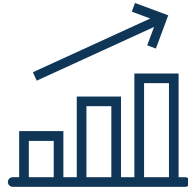


**Operating
Capabilities**
3,200 employees
with significant
industry experience

Applying a consistent strategy as we continue to expand



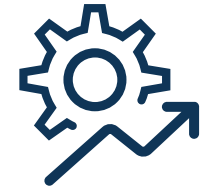
Proven
Technologies



Recurring Cash
Flows



Strong Downside
Protection



Potential for
Growth



So how are we investing?

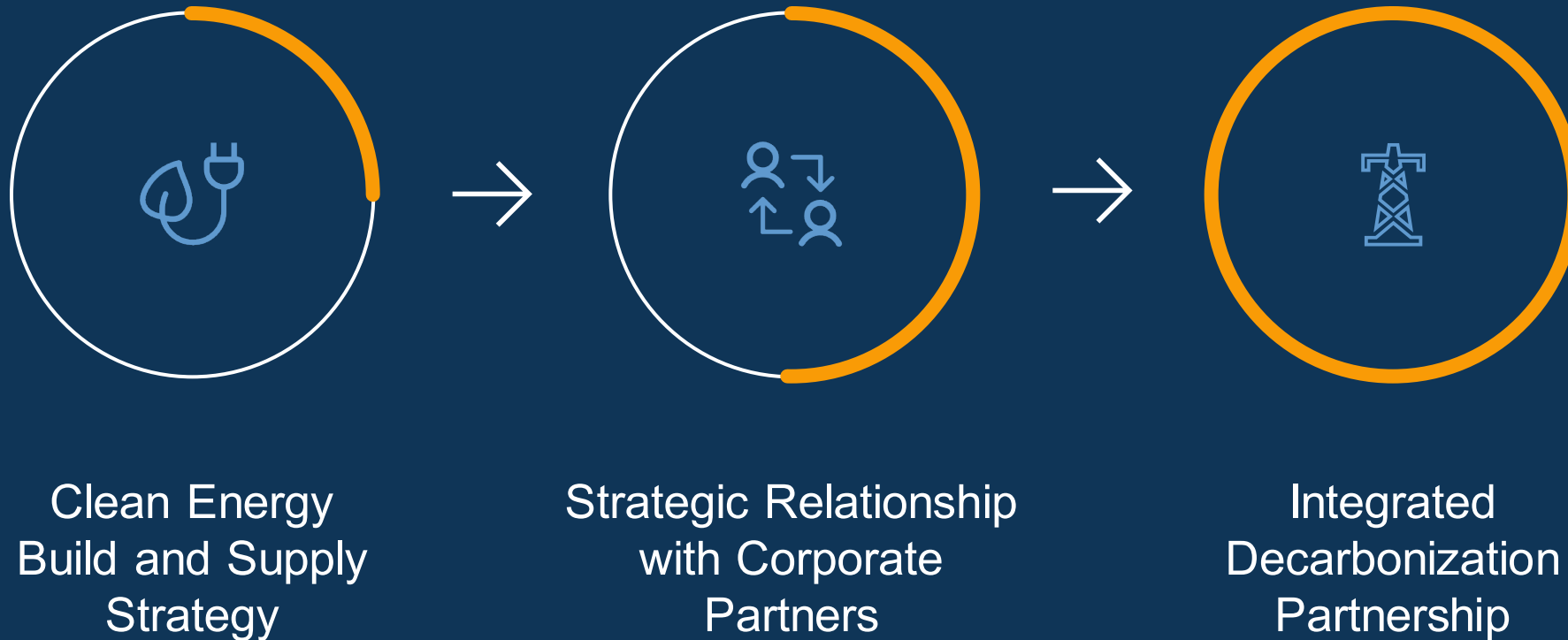




All decarbonization plans begin
with **clean energy**



Making us the partner of choice for businesses with net-zero goals





Establishing our business as a **one-stop-shop for decarbonization solutions**



We are going where the emissions are



Utilities



Industrials



Transport

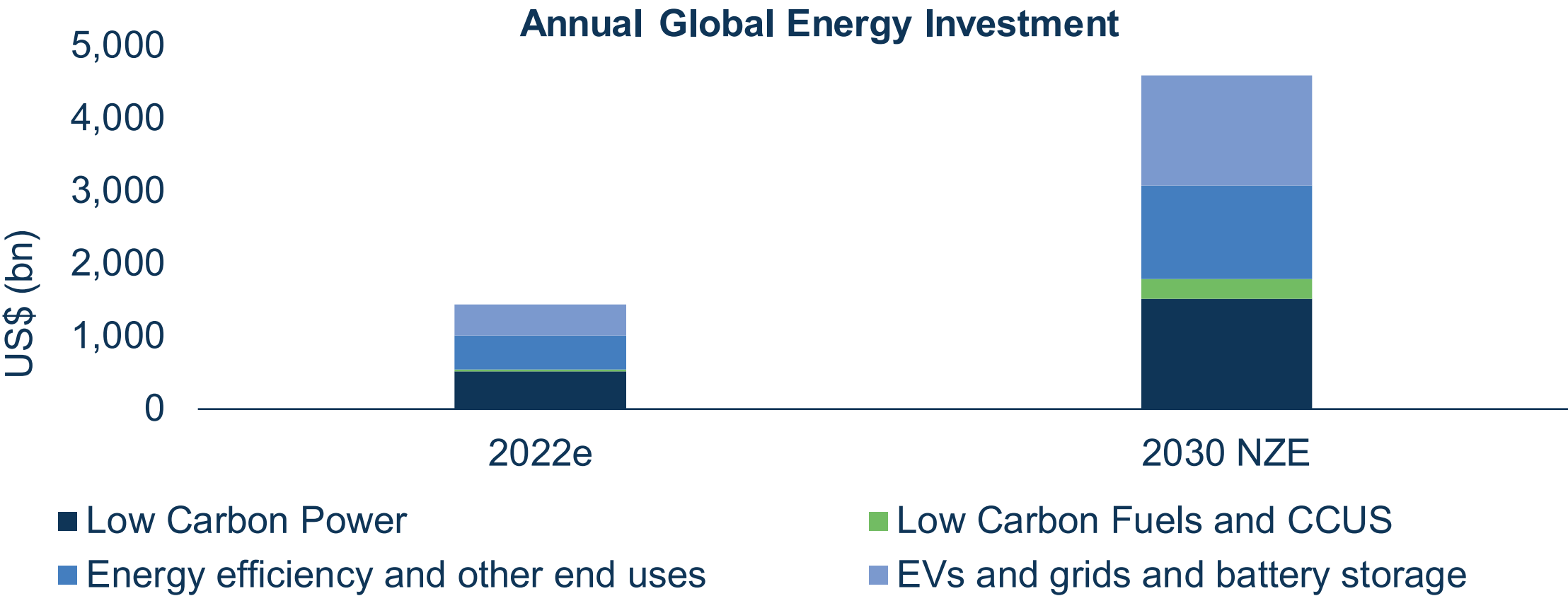


Energy

Focusing on emerging decarbonization solutions
yields an enhanced opportunity set

				
	Carbon Capture	Hydrogen	Renewable Fuels	Recycling
Power	✓	✓	✓	✓
Industry	✓	✓	✓	✓
Steel	✓	✓	✓	✓
Transportation		✓	✓	✓
Buildings			✓	✓
Agriculture			✓	✓

Positioning us well to benefit if the transition opportunity set develops the way many expect



Source: IEA. Energy efficiency and other end-use includes spending on energy efficiency, renewables for end use (e.g., solar thermal water heaters and biomass boilers) and electrification in the buildings, transport and industry sectors. Low carbon fuels include modern liquid and gaseous bioenergy, low-carbon hydrogen, as well as hydrogen-based fuels that do not emit any CO2 from fossil fuels directly when used and also emit very little when being produced.

Prudent approach to entering large and growing investible markets

Emerging Asset Classes

- Carbon capture
- Battery storage
- Recycling
- Biofuels

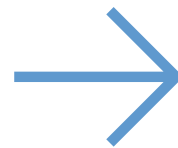
Strategy

- Small initial upfront investments
- Structured downside protection
- Full discretion over future investment
- Established partnerships with experienced leaders in growing space

Initial Investments



\$~100 million initial investment



Providing us with the preferred investor status on a **~\$5 billion** capital investment opportunity

Investment Spotlight: Carbon Capture Portfolio

Portfolio Overview and Investment Thesis

- ✓ Portfolio of two high-growth platforms with robust development pipelines
- ✓ Operate in some of the most attractive CCS regulatory market—Alberta and California
- ✓ First-mover advantage, positioned to capture significant share of increasing demand
- ✓ Structured with downside protection and full discretion over future investment



Investment Details

Acquisition Date	April—August 2022
Geography	North America
Initial Investment	~\$100 million
Investment Size	Up to ~\$2 billion
Capture Potential	Up to 8 MMTPA by 2030

MMTPA denotes million metric tons per annum of CO₂e.

Brookfield

A Must-Own Stock

Wyatt Hartley, Chief Financial Officer
Brookfield Renewable Partners



Last year we highlighted what makes BEP a must-own stock



**Distinguished
Growth Capabilities**



**Differentiated
Funding Model**



**Secured Cash Flow
Growth**



In the current environment, our business is further
differentiated by these factors





Starting with the strength of our **balance sheet** and access to deep and varied sources of **liquidity**



Underpinned by a conservatively capitalized balance sheet



BBB+
Investment-grade
balance sheet



\$4B
Available liquidity



\$20B
Partners' capital

Diverse funding sources have supported our growth



→ **~\$1,800M**
IG Debt on Existing Assets

→ **~\$600M**
Corporate Debt

→ **~\$1,800M**
Strategic Privatization

→ **~\$600M**
Preferred Units and Shares

→ **~\$1,600M**
Capital Recycling

Financing Spotlight: Lievre

- Long-term contract with **high-quality** counterparty
- **C\$1+ billion** of asset-level upfinancings on an **investment grade basis** at attractive rates
- Over **\$100 million** of expected annual net FFO through redeployment of upfinancing proceeds

~5,500 GWh available for
recontracting over the next
5 years



Asset Details

Location	Canada
Size	265 MW
PPA Term	40 years
Counterparty	Hydro Quebec
Financing Term	40 years
Financing Interest Rate	4% (fixed rate)

Differentiating our cost of capital

Sources of capital	BEP	Illustrative Peer
IG corporate financing	✓	✗
HY corporate financings	✗	✓
IG debt capacity on existing hydros	✓	✗
Asset recycling	✓	✗
Equity issuances	Strategically	✓

Our high-quality cash flows are resilient...



90%+
Contracted¹
under 14-year
PPAs²



~70%
Of revenues are
inflation linked³



70%+
High gross
margins



97%
Fixed-rate debt⁴

¹ Based on contracted generation as a percentage of total generation, net to Brookfield Renewable, excluding Brazil and Colombia hydroelectric portfolios.

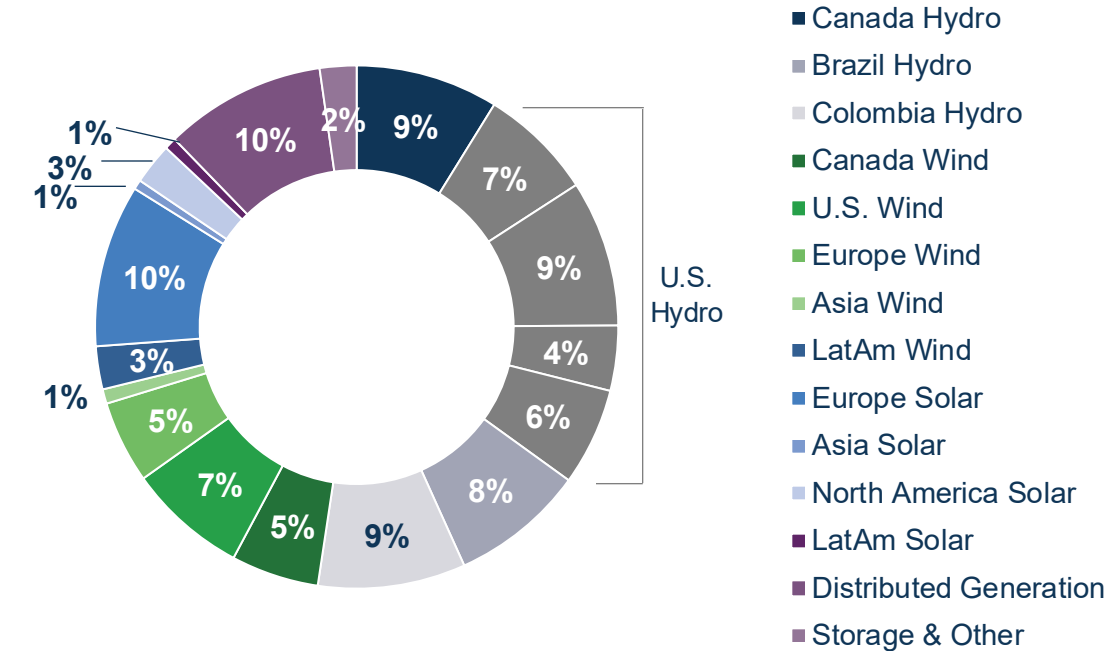
² Remaining useful lives, calculated on a weighted-average basis.

³ Based on PPAs with inflation escalators, net to Brookfield Renewable

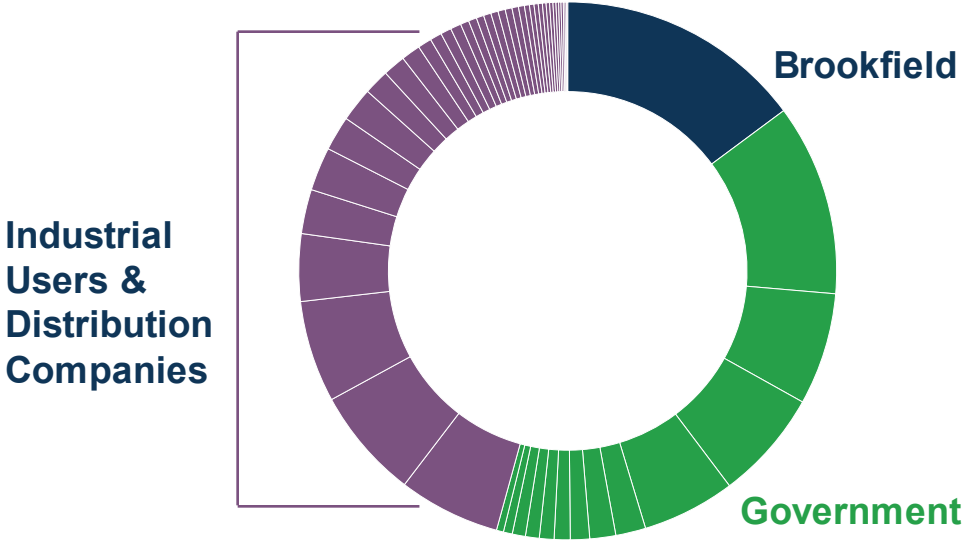
⁴ Excludes 7% floating rate debt exposure of certain regions outside of North America and Europe due to the higher cost of hedging associated with those regions.

...And diverse in all aspects

Technology and Region¹



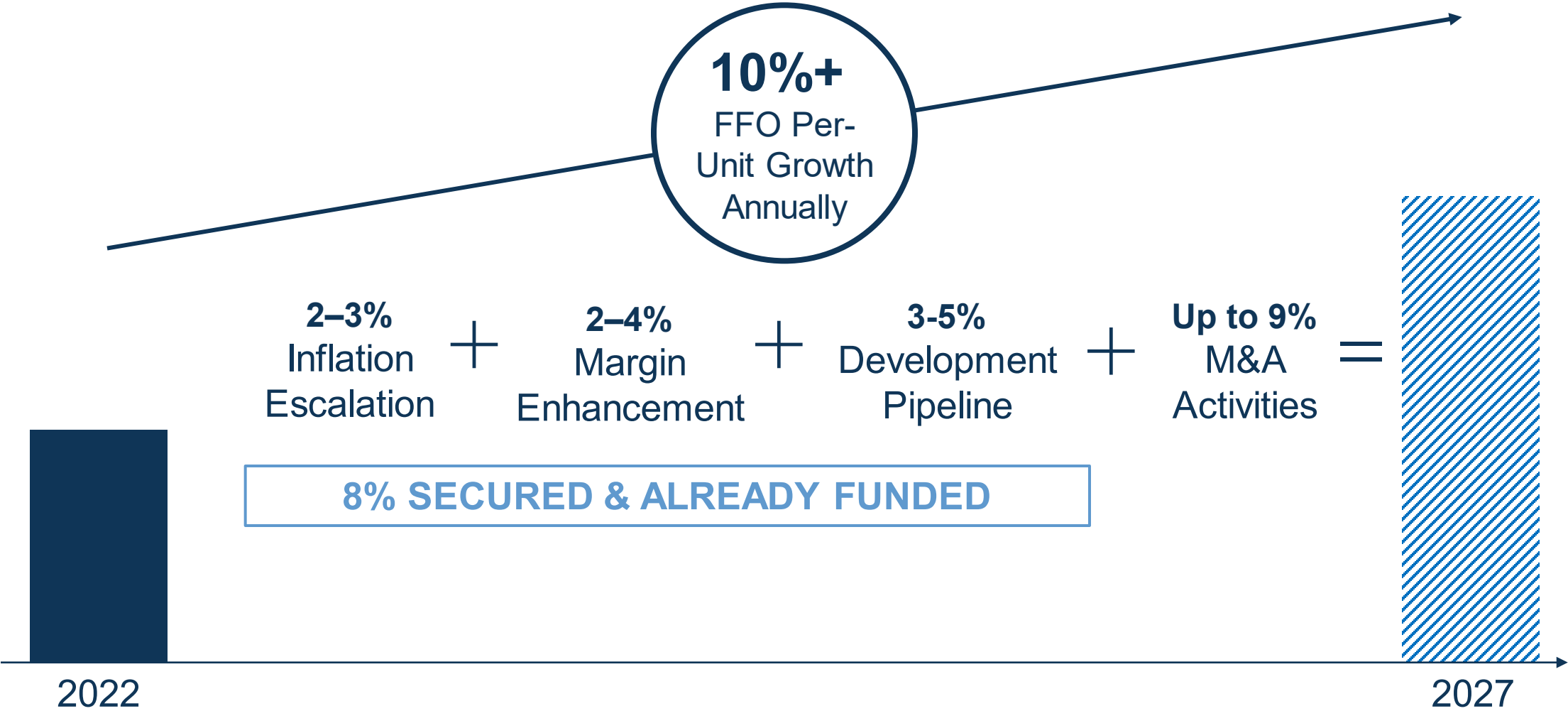
Counterparty²



And as result we have no material foreign exchange exposures

¹ Figures based FFO for the year ended December 31, 2021.
² Figures based contracted generation, proportionate to Brookfield Renewable.

Our cash flow growth levers are stronger than ever



Tailwinds from an inflationary environment

Our cash flow growth is stronger in a high inflation environment

Revenues (\$ million)	2,400			
% indexed to inflation	~70%			
Expected margin	55%+			
Inflation scenarios				
Estimated long-term inflation	2-3%	3-4%	4-5%	
Expected annual FFO uplift (\$ million)	20-25	25-30	30-35	



2% FFO/UNIT GROWTH

Our margins will benefit from stronger market prices

In the next five years, we will have increasing amounts of capacity across our fleet that will become available for re-contracting

$$\begin{array}{ccccc} \text{💧} & \sim\text{5,500 GWh} & \times & \$25/\text{MWh} & = & \text{💰} & \sim\$130 \text{ million} \\ \text{Generation} & & & \text{Increase in market} & & & \text{Incremental FFO} \\ & & & \text{prices} & & & \end{array}$$



3% FFO/UNIT GROWTH

We have a significantly de-risked and funded advanced stage development pipeline

In the next three years:



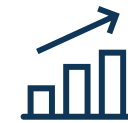
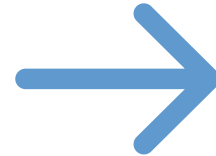
5,600 MW

Development Dollars in the Ground



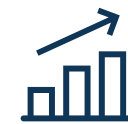
6,300 MW

Advanced Stage Development



~\$80 million

Annualized FFO



~\$85 million

Annualized FFO



3% FFO/UNIT GROWTH



With optionality to pursue an additional
~90,000-megawatt pipeline, representing
significant runway for growth





All roads lead to FFO per unit growth at our
most **historic rate**



Brookfield

Key Takeaways and Q&A

Connor Teskey, Chief Executive Officer
Brookfield Renewable Partners



Key takeaways

- Growth opportunities for our business and sector are better than ever
- The current environment plays to our operating and financial strengths
- We have a highly visible path to double-digit FFO growth
- We expected our recent elevated level of growth to continue
- We remain focused on delivering 5–9% distribution growth and 12–15% total returns

Brookfield

Q&A



Notice to Recipients

All amounts are in U.S. dollars unless otherwise specified. Unless otherwise indicated, the statistical and financial data in this presentation is presented as of June 30, 2022, adjusted for any signed transactions, and on a consolidated basis.

CAUTIONARY STATEMENT REGARDING FORWARD- LOOKING STATEMENTS

This presentation contains forward-looking statements and information, within the meaning of Canadian securities laws and “forward-looking statements” within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, Section 21E of the U.S. Securities Exchange Act of 1934, as amended, “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995 and in any applicable Canadian securities regulations, concerning the business and operations of Brookfield Renewable. Forward-looking statements in this presentation include, but are not limited to, statements regarding the quality of Brookfield Renewable’s assets and the resiliency of the cash flow they will generate, our anticipated financial performance, future commissioning of assets, contracted portfolio, technology diversification, acquisition opportunities, expected completion of acquisitions, future energy prices and demand for electricity, economic recovery, achieving long-term average generation, project development and capital expenditure costs, diversification of Brookfield Renewable’s investor base, energy policies, economic growth, growth potential of the renewable asset class, our future growth prospects and distribution profile, our access to capital and future dividends and distributions made to holders of LP units and BEPC’s exchangeable shares. In some cases, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “scheduled”, “estimates”, “intends”, “anticipates”, “believes”, “potentially”, “tends”, “continue”, “attempts”, “likely”, “primarily”, “approximately”, “endeavors”, “pursues”, “strives”, “seeks” or variations of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Although we believe that our anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information in this report are based upon reasonable assumptions and expectations, we cannot assure you that such expectations will prove to have been correct. You should not place undue reliance on forward-looking statements and information as such statements and information involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements include, but are not limited to, the following: changes to resource availability, as a result of climate change or otherwise, at any of our facilities; volatility in supply and demand in the energy markets; our inability to re-negotiate or replace expiring PPAs on similar terms; an increase in the amount of uncontracted generation in our portfolio; availability and access to interconnection facilities and transmission systems; concessions and licenses expiring and not being

renewed or replaced on similar terms; our real property rights for wind and solar renewable energy facilities being adversely affected by the rights of lienholders and leaseholders that are superior to those granted to us; increases in the cost of operating our facilities; our failure to comply with conditions in, or our inability to maintain, governmental permits; equipment failures, including relating to wind turbines and solar panels; the unavailability of necessary equipment, including spare parts and components required for project development or significant cost increases relating thereto; dam failures and the costs and potential liabilities associated with such failures; the severity, duration and spread of the COVID-19 outbreak, as well as the direct and indirect impacts that the virus may have; uninsurable losses and higher insurance premiums; changes in regulatory, political, economic and social conditions in the jurisdictions in which we operate; force majeure events; adverse changes in currency exchange rates and our inability to effectively manage foreign currency exposure; health, safety, security and environmental risks; energy marketing risks; the termination of, or a change to, the MRE balancing pool in Brazil; involvement in litigation and other disputes, and governmental and regulatory investigations; counterparties to our contracts not fulfilling their obligations; the time and expense of enforcing contracts against non-performing counterparties and the uncertainty of success; foreign laws or regulation to which we become subject as a result of future acquisitions in new markets; our operations being affected by local communities; our reliance on computerized business systems, which could expose us to cyber-attacks; newly developed technologies in which we invest not performing as anticipated; increases in water rental costs (or similar fees) or changes to the regulation of water supply; advances in technology that impair or eliminate the competitive advantage of our projects; labour disruptions and economically unfavorable collective bargaining agreements; fraud, bribery, corruption, other illegal acts or inadequate or failed internal processes or systems; our inability to finance our operations due to the status of the capital markets; operating and financial restrictions imposed on us by our loan, debt and security agreements; changes to our credit ratings; our inability to identify sufficient investment opportunities and complete transactions; changes to our current business, including through future energy transition investments; our inability to complete all or some of our capital recycling initiatives; the growth of our portfolio and our inability to realize the expected benefits of our transactions or acquisitions; our inability to develop greenfield projects or find new sites suitable for the development of greenfield projects; delays, cost overruns and other problems associated with the construction and operation of generating facilities and risks associated with the arrangements we enter into with communities and joint venture partners; Brookfield Asset Management’s election not to source acquisition opportunities for us and our lack of access to all renewable power acquisitions that Brookfield Asset Management identifies, including by reason of conflicts of interest; we do not have control over all of our operations or investments; political instability or changes in government policy; some of our acquisitions may be of distressed companies, which may subject us to increased risks, including the incurrence of legal or other expenses; a decline in the value of our investments in securities, including publicly traded securities of other companies; we are not subject to the same disclosure requirements as a U.S. domestic issuer; the separation of economic interest from control within our organizational structure; future sales and

issuances of LP units, preferred units or securities exchangeable for LP units, including BEPC exchangeable shares, or the perception of such sales or issuances, could depress the trading price of the LP units or BEPC exchangeable shares; the incurrence of debt at multiple levels within our organizational structure; being deemed an “investment company” under the Investment Company Act of 1940; the effectiveness of our internal controls over financial reporting; our dependence on Brookfield Asset Management and Brookfield Asset Management’s significant influence over us; the departure of some or all of Brookfield Asset Management’s key professionals; our lack of independent means of generating revenue; changes in how Brookfield Asset Management elects to hold its ownership interests in Brookfield Renewable; Brookfield Asset Management acting in a way that is not in our best interests or our unitholders; broader impact of climate change; failure of our systems technology; any changes in the market price of the LP units and BEPC exchangeable shares; and other factors described in our most recent Annual Report on Form 20-F, including those set forth under Item 3.D “Risk Factors”.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. The forward-looking statements represent our views as of the date of this presentation and should not be relied upon as representing our views as of any subsequent date. While we anticipate that subsequent events and developments may cause our views to change, we disclaim any obligation to update the forward-looking statements, other than as required by applicable law. For further information on these known and unknown risks, please see “Risk Factors” included in our most recent Annual Report on Form 20-F and other risks and factors that are described therein.

NON-SOLICITATION

No securities regulatory authority has either approved or disapproved of the contents of this presentation. This presentation shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.