

Operated by Goldman Sachs Asset Management

# Petershill Partners

Company Presentation Q1 2022

PETERSHILL PARTNERS PLC

# Important notice

Petershill Partners plc commenced conditional trading on the London Stock Exchange on 28 September, 2021, on which date the initial acquisition of the portfolio of Partner-firms by the Company was completed, necessitating a focus in this first preliminary announcement on Q4 results. The Company was incorporated in March 2021, but did not trade prior to the end of September 2021 and Q4 results are reported both for the Company and for our interests in the Partner-Firms in aggregate. In addition, for completeness and transparency, this document provides full-year results for our interests in the Partner-firms in aggregate, including operating metrics for periods prior to the initial acquisition date, presented as if the Company's assets as at the time of the IPO had been owned by the Company during the historical period presented.

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#### Alternative Performance Measures ("APMs")

Throughout this presentation, reference is made to adjusted measures which the Company considers to be alternative performance measures ("APMs") or Operating Metrics. As part of the initial acquisition of the portfolio of Partner-firms on 28 September 2021, the Company acquired interests in several trusts ("Issuers"), which previously issued \$350m of long term debt with a 5% coupon and a maturity date of 2039. The debt is secured by the rights to the cash flows of certain Partner-firm investments held by the Company and other investments held by the Petershill Funds, under IFRS, the Company is required to consolidate them. This consolidation results in reflecting all of the assets and liabilities of these entities in the consolidated statement of financial position and all of the income, investment gain and finance cost in the consolidated statement of comprehensive income. However, shareholder returns are only affected by the interests that the Company owns. The APM basis, which presents the financial information on a non IFRS basis, excluding the impact of the assets, liabilities, income, investment gain and finance cost which do not affect shareholder returns, aids shareholders in assessing their investment in the Company. The IFRS and APM basis numbers discussed and presented herein include significant 'unrealised change in fair value of investments and it should be noted that while permitted, it is not the Company's core strategy to exit or realise these investments. Therefore, management results are also presented excluding the unrealised change in fair value of investments at fair value through profit and loss and related unrealised divestment fee. APMs are used by the Directors and the Operator to analyse the business and financial performance, track the Company's progress and help develop long-term strategic plans and they also reflect more closely the cash flow of the Company. The Directors believe that these APMs are used by investors, analysts and other interested parties as supplemental measures of

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# Overview of Petershill Partners

# Overview of Petershill Partners

Operated by Goldman Sachs Asset Management, under a fully independent Board

### Who we are a diversified publicly listed global alternatives investment group that generates revenues across leading, predominately private capital independent Partner-firms What we do generate recurring management fee, performance fee and investment income from the substantial assets under management of our Partner-firms partnering through direct interests in independent Partner-firms leveraging value-add resources of Goldman Sachs How we do it **Private Equity Private Credit Private Real Assets Absolute Return** WIND POINT PARTNERS H HARVEST Lakewood **CAXTON** WESTBROOK PARTNERS **Today** Piney Lake **♠ FORT Imr** partners MUSTRY VENTURES ARCLIGHT **PELHAM AKKR** GENERAL (C) CATALYST further development driven by organic growth and strong acquisition pipeline with a focus on private markets **Tomorrow**

Petershill Partners Plc
Operated by Goldman Sachs Asset Management

# Petershill Partners is a diversified alternative asset manager, providing exposure across asset classes and market cycles

#### **KEY HIGHLIGHTS**

1Q22 unless specified

\$266B

AGGREGATE PARTNER-FIRM AUM1

# #1 in Europe

BY AUM (#6 GLOBALLY (2020))

23

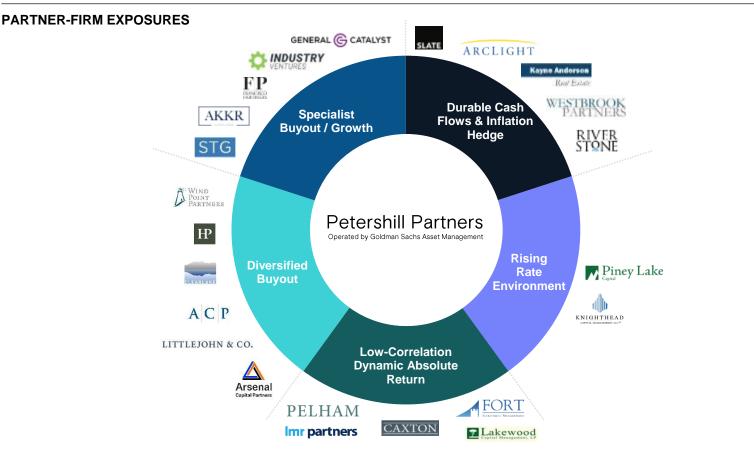
PARTNER-FIRMS MANAGING 80 STRATEGIES

\$387m

PARTNER DISTRIBUTABLE EARNINGS (LTM 1Q22)

88%

PARTNER-FIRM AUM FROM PRIVATE MARKETS<sup>2</sup>



Source: Company information, as of March 31, 2022. For illustrative purposes only. Diversification does not protect an investor from market risk and does not ensure a profit. Aggregate Partner-Firm AuM is the consolidated AuM across all the Partner-Firms. Private markets includes Private Equity, Private Credit, and Private Real Assets. Any reference to a specific company or security does not constitute a recommendation to buy, sell, hold or directly invest in the company or its securities.

# Petershill Partners' earnings model consists of three long-term and stable income streams generated by our Partner-firms

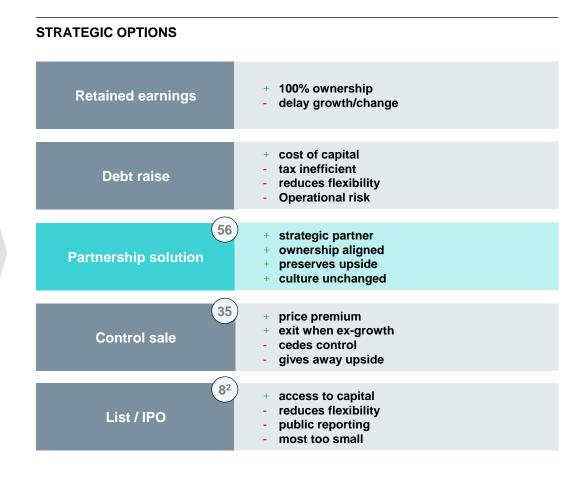


For illustrative purposes only and not representative of the actual number of Partner-firms.

<sup>&</sup>lt;sup>1</sup> Represents average contribution (2019-2021), based on PHLL Partner revenues.

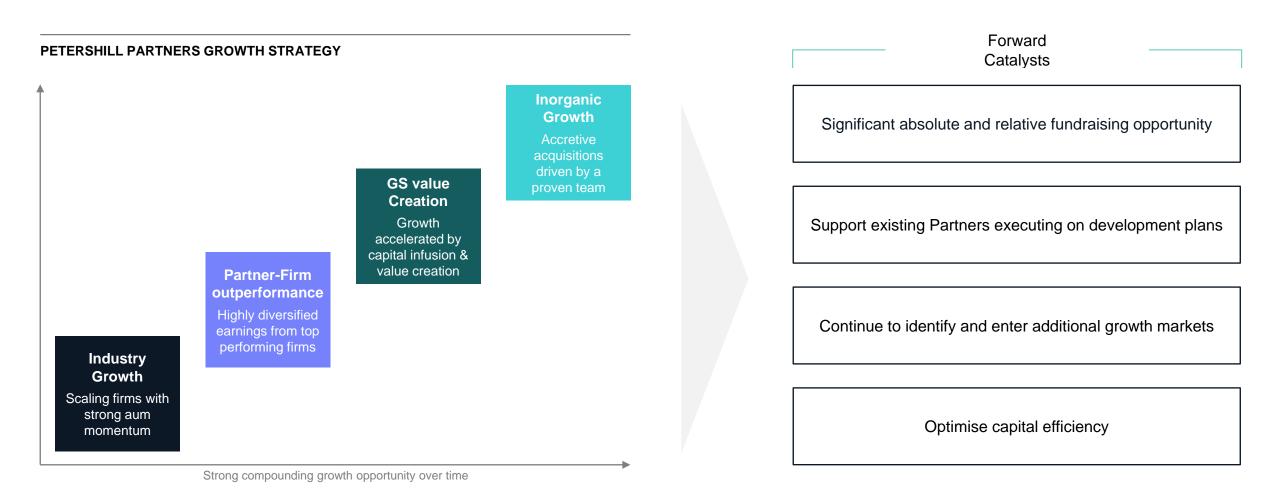
# Why do successful alternatives firms partner with us?

# REASONS FOR SUCCESSFUL FIRMS TO RAISE CAPITAL **Growing Fund GP Commitment** Typically increases with fund increase **New Products and Platform Expansion** initial seed capital or expansion into geographic or adjacent strategies Institutional Balance Sheet move funding from individuals to firm liability **Simplify Capital Structure or Leadership Transition** Retire loans or complex succession structures or buyout inactive partners

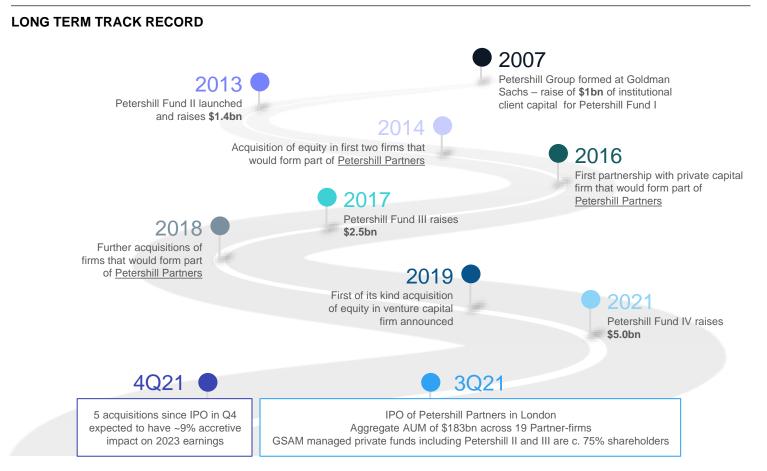


Represents the number of transactions, 2018-2021. 
 Based on Petershill's experience. 
 Includes transactions listed via traditional IPO processes as well as all SPACs. Excludes Petershill Partners.

# Our organic Partner-firm growth prospects are complemented by continued inorganic growth opportunities



# Goldman Sachs Asset Management has operated in the space over 15 years, with the IPO setting the company up for the opportunity ahead



#### WHY DID PETERSHILL PARTNERS IPO?

Permanent capital base to fund the development of Partner-firms

Primary capital raised for further growth and acquisitions

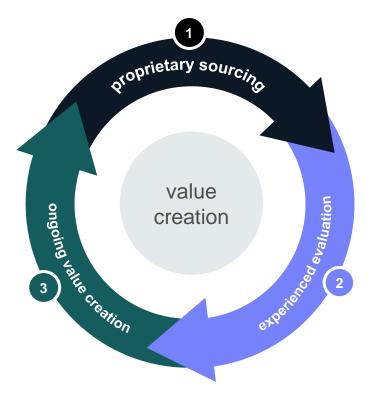
Demonstration of leading governance, profile and brand as the company grows

#### PETERSHILL PARTNERS OWNERSHIP TODAY

75% held in Goldman Sachs Asset Management's long dated private funds

# Value-add strategic affiliation with Goldman Sachs

#### PETERSHILL PARTNERS VALUE CREATION CYCLE



#### **KEY STATS**

leverage the global GS network and proprietary pipeline

70%+

of transactions are exclusive and bilateral <sup>1</sup>

c.20%

lower acquisition pricing than peers on average since 2017 <sup>2</sup>

leverage GS's proprietary data for insights, analysis and evaluation

10,000+

funds evaluated

600+

private equity funds invested in

leverage GS's global platform and dedicated GP Services team to drive value creation

200+

typical GP Services engagements with Partnerfirms per year 7.5

engagements per Partnerfirm in 2021, vs. 4.2 in 2018

<sup>&</sup>lt;sup>1</sup> Source: Petershill, as of December 2021. Includes transactions closed by Petershill Drivate Equity Seeding, and Petershill IV portfolios since 2017. Data on peer transactions is sourced by Petershill and represents all transactions where Petershill participated in an advisor-led sale process and became aware of the clearing price since 2017. <sup>2</sup> As of December 2020. Data represents all lock up capital transactions Petershill has closed in the Petershill II, Petershill II, Petershill IV funds since 2017. Data on peer transactions is sourced by Petershill and represents all transactions where Petershill and represents all transactions where Petershill participated in an advisor-led sale process and became aware of the clearing price since 2017. Past performance does not guarantee future results, which may vary. There is no guarantee these objectives are met. GSAM leverages the resources of Goldman Sachs & Co. LLC subject to legal, internal and regulatory restrictions.

# 2

# Our opportunity set and key differentiators

# Our business is built to be resilient in different market conditions

We believe 2022 could be a more nuanced fundraising and operating environment

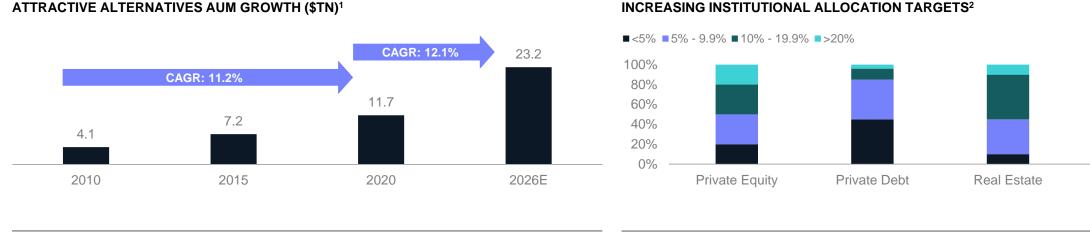
Currency and stability risks in Eastern Europe and EM

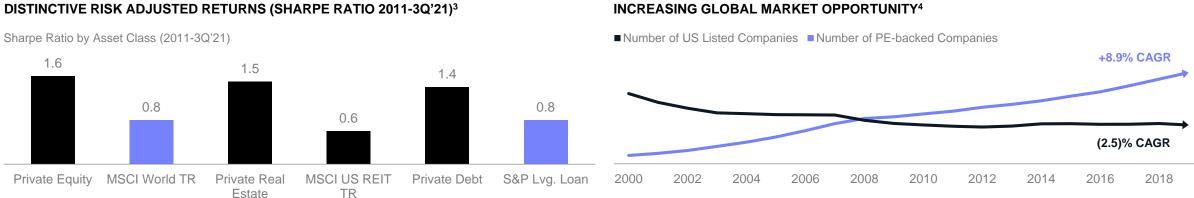
### **CHALLENGES SECTOR MITIGANTS** PHLL DIFFERENTIATION Strongest private capital firms have pricing power and can **Nuanced Fundraising** distinguish themselves Compressed fundraising environment, rapid raises with slower Overall allocations to Private Alternatives are increasing • Largest fund is <5% of AuM – no make or break raises or margin realisations means LPs are selective sensitivity • Credit market over past decade has shifted from banks to private **Interest Rates** Business driven by long-term lockup FRE centric revenue model credit, to 'cov-lite' model, mitigating default rate on leveraged loans · Exposure across credit and liquid alts Rising interest rate environment Demonstrated prior sector growth in 2016-19 interest hike period Real asset earnings footprint at 32% of Aggregate Partner AuM Inflation Partner-firm costs governed by expense protections and • Real asset portfolios can perform well in inflationary environments Ability to hold assets to duration in order to achieve return targets structured equity that has enhanced historic margins Inflation impact on growth, profits Limited fixed cost base for Petershill Partners 87% of AuM is long-term lockup Geopolitical risk Contingent on direct geographic exposure and indirect input cost 90% of AuM in North America

and supply chain impact

Negligable EM / Eastern European exposure

# Strong long-term secular growth trends in the alternatives industry

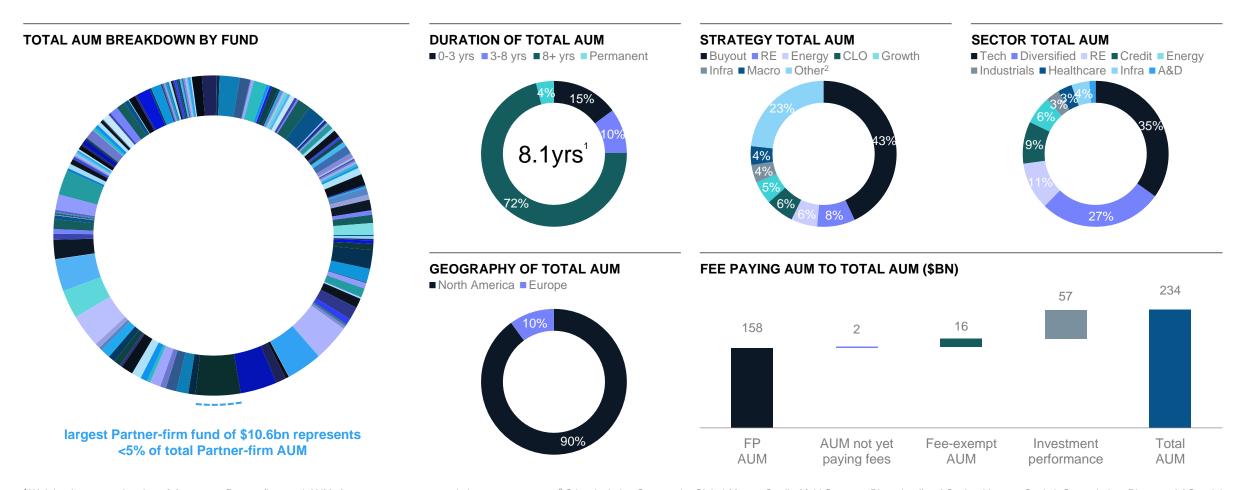




<sup>&</sup>lt;sup>1</sup> Source Preqin, as at December 2021. Assets under management figure for 2021 is annualised based on data to March. 2022-2026 are Preqin's forecasted figures. <sup>2</sup> Source: Preqin Investor Outlook Alternative Assets H1 2022. <sup>3</sup> Source: Bloomberg. Sharpe Ratio risk free rate assumed to be 10-year US Treasury rate as of 30 September 2021. <sup>4</sup> Source: Pitchbook, World Bank. Publicly listed and PE-backed company counts as of December 31, 2019, which is the latest available data as of April 2022.

Infrastructure

# Our earnings are drawn from a diversified asset and product base with embedded fee growth



<sup>&</sup>lt;sup>1</sup> Weighted average duration of Aggregate Partner-firm total AUM. Assumes permanent capital as twenty years. <sup>2</sup> Other includes Systematic, Global Macro, Credit, Multi-Strategy, Direct lending / Senior, Venture Capital, Secondaries, Distressed / Special Situations, Fixed Income RV.

Diversification means fees are generated from multiple different growth engines with significant duration delivering high quality of earnings

23

PARTNER-FIRMS

212

TOTAL PARTNER-FIRM FUNDS

75

TOTAL PARTNER-FIRM STRATEGIES

3.1yrs

WEIGHTED AVERAGE CAPITAL DURATION

#### PETERSHILL PARTNERS' PARTNER-FIRMS HAVE RAISED CAPITAL EVERY YEAR

	Pre-'11	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021
Petershill Partners Operated by Goldman Sachs Asset Management	•	•	•	•	•	•	•	•	•	•	•	•
AKKR	•	•	•		•	•			•	•	•	
ARCLIGHT		•				•		•			•	•
A C P	•						•			•		
Arsenal Capital Partners	•						•			•	•	•
21 22 20 21	•		•			•	•		•	•	•	•
FP	•					•	•	•			•	•
GENERAL (© CATALYST									•	•	•	•
H HARVEST	•		•				•		•	•	•	
INDUSTRY VENTURES	•	•		•	•		•		•		•	•
Kayne Anderson Real Estate	•			•		•	•	•	•	•	•	•
Marie Company	•									•	•	
Littlejohn & Co.	•				•	•	•	•	•	•	•	•
RIVER STONE	•			•		•	•	•	•	•	•	
SLATE					•		•	•	•		•	•
STG	•								•		•	•
WESTBROOK PARTNERS	•		•		•	•	•	•		•	•	•
WIND POINT PARTNERS	•						•			•		•

#### **SIGNIFICANT INDUSTRY RECOGNITION IN 2021**









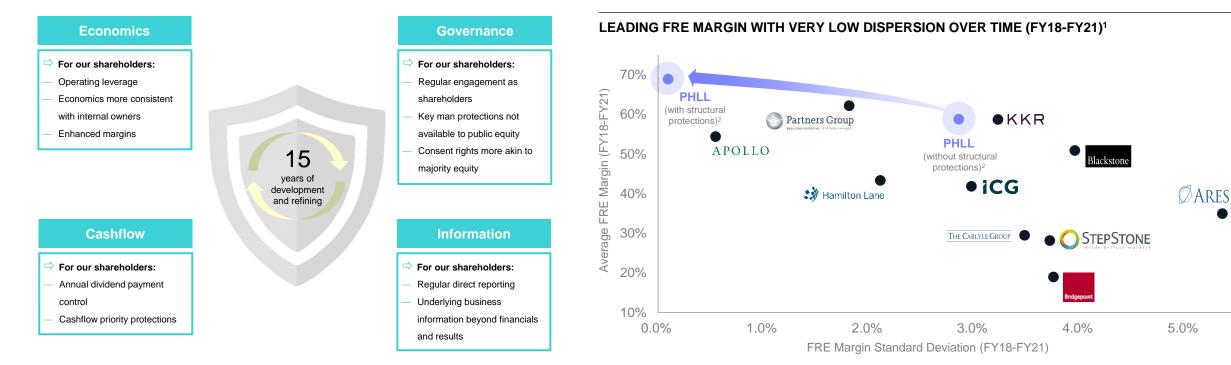




<sup>&</sup>lt;sup>1</sup> Dots represent the vintage year in which a GP launched a fund, as of December 2021. There is no guarantee the firms listed above will launch any funds in the future. For illustrative purposes only. Diversification does not protect an investor from market risk and does not ensure a profit. Partner-firms shown represent all private capital investments in Petershill Partners plc.

# We negotiate contractual economic protections as part of our distinctive risk-adjusted earnings growth profile

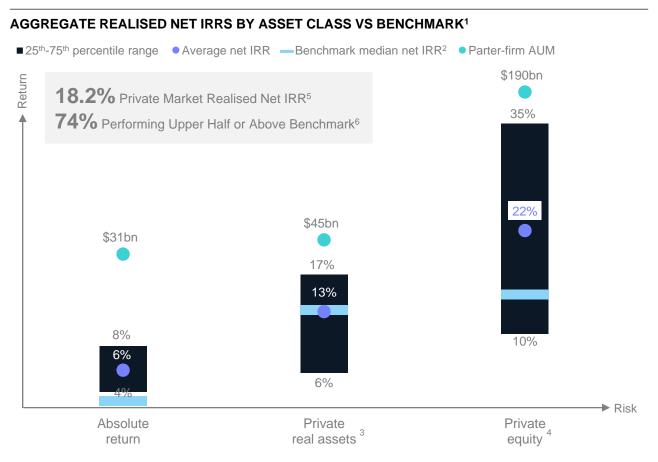
Petershill terms empower management and clearly establish economic and other governance protections, translating to a lower FRE volatility relative to peers



Source: Company information. ¹The FRE Margin average and FRE Margin standard deviation are calculated from FY 2018 to FY 2021, except for Hamilton Lane, ICG and StepStone. Hamilton Lane, ICG and StepStone metrics are calculated from FY 2019 to FY 2022 given March financial year-end. EQT excluded due to high FRE margin standard deviation. Partners Group's FRE is calculated as management fees less regular personnel expenses, other operating expenses, and depreciation & amortisation. ICG figures refer to ICG's Fund Management Company ("FMC") division. ICG FRE calculated as third-party management fees plus inter-segmental fee, minus staff costs, incentive scheme costs, and other administrative expenses. ²Shown as Partner FRE margin before go-forward Plc expenses. Without structural protections based on FY18-20 only given data availability.

# We believe management ownership is a critical driver behind the outperformance of our Partner-firms

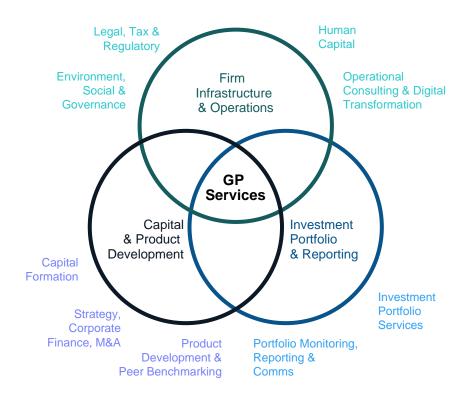
# BENEFITS OF INDEPENDENT PARTNER-FIRMS Alignment of interests through management ownership Preserves entrepreneurial culture Investment-centric focus, with performance fee profits Supports team and next-generation retention Drives franchise development

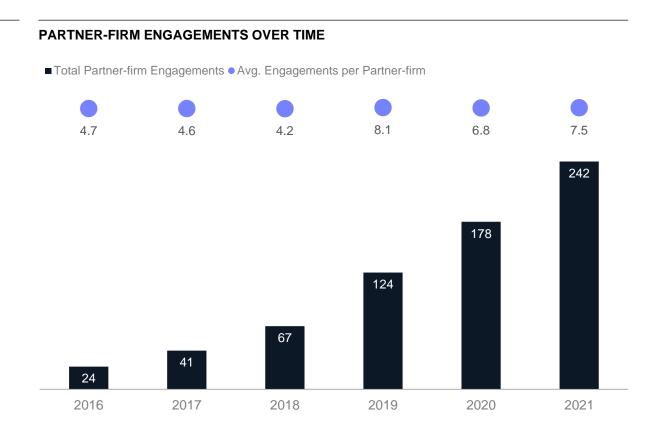


<sup>&</sup>lt;sup>1</sup>Represents median performance across Partner-firms' Flagship Funds >5 years as at 31-Dec-21. Includes 75 funds comprising of 35 Private Real Assets and 12 Absolute Return. 10-year portfolio ANR calculated on monthly basis since 2010. <sup>2</sup> Median net IRR of private market funds, per Preqin, averaged across vintages between 1980-2016. 10-year ANR of absolute return funds, per HFRX Absolute Return Index. <sup>3</sup> Private Real Assets include Private Real Estate, Private Infrastructure and Private Natural Resources. <sup>4</sup> Private Equity includes Private Credit. <sup>5</sup> Partner-firms' performance based on 63 Partner-firms' Flagship Funds >5 years. <sup>6</sup> Private markets performance per realised net IRR quartiling based on percentage of Aggregate Partner-firm AuM, and absolute return by Aggregate Partner-firm AuM over 10 years relative to HFRX Absolute Return Index. Private markets weighted at 88% and absolute return at 12% in line with Mar-22 Aggregate Partner-firm AuM split.

# Value-creation over time through active partnership

### **PETERSHILL GP SERVICES**





Source: Petershill Partners, as of December 2021. Engagements are inclusive of all Partner-firms across the Petershill Platform.

# We are delivering on the active drivers of our growth

Our active GP Services engagement and targeted acquisitions drive organic and inorganic growth



242

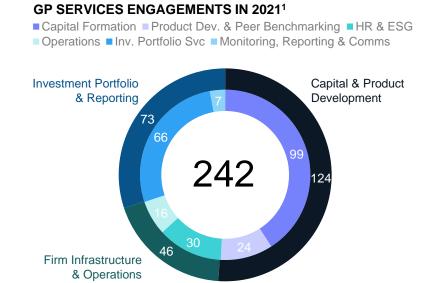
GP SERVICES PLATFORM ENGAGEMENTS

\$84bn

AGGREGATE PARTNER AUM INCREASE

56%

INCREASE IN AGGREGATE PARTNER AUM







<sup>&</sup>lt;sup>1</sup> Includes FY 2021 engagements, inclusive of all Partner-firms across the Petershill Platform. <sup>2</sup> 'Other' includes redemptions, mark-to-market, and any adjustments to previously reported numbers from Partner-firms.

# 3

# Performance highlights and outlook

# Our private markets focused company is growing strongly

2021 Key AUM and Partner-firm results



# 2021 Management results (non-IFRS)

Adjusted profit after tax of \$98m

+57%

TOTAL INCOME (PARTNER DE) GROWTH FY 21

87%

ADJUSTED EBIT MARGIN 4Q21

8.1yrs

WEIGHTED AVERAGE CAPITAL DURATION

23

PARTNER FIRMS

		Q4			FY 2021			
(in \$millions, except as noted and per share data)		2021	2020	(Δ%)	2021	2020	(Δ%)	
Partner Fee Related Earnings (Partner FRE)	(\$m)	52	47	12%	211	156	35%	
Partner Realised Performance Revenues (Partner PRE)	(\$m)	62	26	142%	129	51	153%	
Partner Realised Investment Income	(\$m)	8	31	(75%)	42	36	16%	
Partner Distributable Earnings (Total Income APM)	(\$m)	122	104	18%	382	243	57%	
Directors' fees and expenses	(\$m)	(1)	-	-	-	-	-	
Operator charge	(\$m)	(9)	-	-	-	-	-	
Other operating expenses <sup>1</sup>	(\$m)	(6)	-	-	-	-	-	
Adjusted earnings before interest and tax (EBIT)	(\$m)	106	-	-	-	-	-	
Interest Expense	(\$m)	(5)	-	-	-	-	-	
Tax and related expenses <sup>2</sup>	(\$m)	(3)	-	-	-	-	-	
Adjusted profit after tax	(\$m)	98	-	-	-	-	-	
Adjusted EPS	(cents)	8.5	-	-	-	-	-	
Dividend	(\$m)	30	-	-	-	-	-	
Dividend per share	(cents)	2.6	-	-	-	-	-	
Adjusted EBIT margin	(%)	87.0%	-	-	-	-	-	
Adjusted tax & related expense rate <sup>3</sup>	(%)	3.3%	-	-	-	-	-	
Excluded non-recurring exceptionals (IPO and formation)	(\$m)	7	-	-	-	-	_	

Totals may not add due to rounding.

<sup>&</sup>lt;sup>1</sup> Includes annual charges for audit and tax. <sup>2</sup> Includes annual cash taxes (\$0.0) plus TRA payments. <sup>3</sup> Adjusted tax & expense rate includes estimated TRA payment, which will be recorded cashflow statements rather than IFRS profit and loss statements.

# We have clear strategic direction and goals for 2022

1

**Support and assist our Partner-firm development** 

2

Continue to identify and enter attractive growth markets through acquisitions

3

Drive capital efficiency and total shareholder returns

**Broaden market understanding of the business** 

# Our 2022 guidance reflects our strong performance in FY21 and our confidence on our outlook

## Company Headline Guidance **Organic AUM growth Acquisitions Dividends Company margin** \$40-45bn FY 2022 gross fee \$100-300m across 3-6 dividend set at \$120m FY 85%-90% adjusted EBIT margin paying AUM raise transactions equivalent and progressive **Detailed Business Guidance** Partner FRE margin Partner net mgt fee rate **PRE Revenue Mix** Tax and Tax Equivalent **Partner FRE ownership** Stable on an organic Stable on an organic Stable on an organic c.20-30% of total Partner c.12-14% on medium basis at c.65-70% basis at 13%-14% basis at ~1.5% term basis revenues Changes driven by change in business mix; no change in-

underlying Partner-firm margins



# Appendix

# Governance through fully independent Board

# Independeent, non-executive Board with relevant and diverse experience

Independent Chairman, Naguib Kheraj (Chairman of Nomination and Management Engagement Committees)

- Chairman of Rothesay Life
- Previously Deputy Chairman of Standard Chartered, Group Finance Director and Vice Chairman at Barclays, and CEO of JP Morgan Cazenove



#### Senior Independent Non-Executive Director, Everard Barclay Simmons

- · Chairman and CEO of Rose Investment Limited and Chairman of the Bermuda Public Funds Investment Committee
- Vast array of Board experience following qualification as a barrister including Director roles at Fidelity International



#### Non-Executive Directors

# Annemarie Durbin (Chair of Renumeration Committee)

- Over 30 years of international business and banking experience
- Significant UK plc experience, including currently NED at WH Smith, Persimmon and Santander UK



## **Erica Handling**

- Over 30 years of legal experience
- Previously a partner at Ashurst and European General Counsel at Blackrock



# Mark Merson (Chair of Audit and Risk Committee)

- Over 30 years of accounting and finance experience
- Held various leadership positions at Barclays
- Founding partner of Veritum Partners



decisions reserved

corporate governance

one share class

key governance matters<sup>1</sup>

potential conflicts of interest and related party transactions

capital allocation and capital structure

dividend policy

changes to acquisition strategy and investment policy<sup>2</sup>

Petershill co-heads are not Board members but will attend Board meetings as representatives of the Operator

<sup>&</sup>lt;sup>1</sup> Expected arrangements. <sup>2</sup> Also requires shareholder approval.

# Our capital allocation policy can finance growth as well as deliver significant cash to shareholders – overseen by our Independent Board

# CapEx-like M&A

• Expect c.\$100-300m+ per annum

# **Net leverage**

- Target <1.5x LTM EBIT for long-term capital planning purposes
- Capacity to go up to 3x LTM EBIT for acquisitions

**Dividends and return of capital** 

Dividend policy	Progressive dividend policy
Proposed FY21 dividend	2.6¢ cents per share (based on proposed \$30m dividend payments for 2021, equivalent to \$120m for the full year given IPO in Q4)
Dividend split	Interim dividends set at one third of prior year annual amount; the Board intends to propose the final dividend to reach the target for the applicable year

# The Board intends to launch share buyback of up to \$50m reflecting...

- ✓ Strong set of Q4 numbers exceeding IPO expectations
- Confidence driven from constructive outlook in 2022 around capital raising, deployment and performance
- ✓ Supplementing maiden dividends of \$30m with additional buyback of up to \$50m using distributable earnings
- Maintain the opportunity set and guidance towards annual investments in new acquisitions

# Financial results highlights

(in \$millions, except as noted and per share data)

IFRS Results & Dividend	Profit after tax Total liabilities and shareholders equity Investments at fair value	<b>4Q'21</b> <sup>1</sup> \$248 \$5,296 \$6,023	Per Share <sup>2</sup> 21¢ 458¢ 521¢
Company Financial Measures	Total Income APM (Partner Distributable Earnings) Adjusted Profit after tax Adjusted Fee Related Earnings Adjusted EBIT Adjusted EBIT Margin	4Q'21 <sup>1</sup> \$122 \$98 \$52 \$106 87%	Per Share <sup>2</sup> 11¢ 9¢ 5¢ 9¢ 87%
Operating Metric Measures	Partner Distributable Earnings (Total Income APM) Partner Fee Related Earnings Partner FRE Margin Implied Blended Partner-firm FRE Ownership	1Q'22 <sup>1</sup> \$77 \$50 64% 13.5%	<b>FY'21</b> \$382 \$211 69% 14.2%
Assets Under Management	Aggregate Partner-firm AuM (\$bn) Aggregate Fee-paying Partner-firm AuM (\$bn) Aggregate Performance-fee Eligible Partner-firm AuM (\$bn)	1Q'22 <sup>1</sup> \$266 \$184 \$241	FY'21 \$234 \$158 \$208

<sup>&</sup>lt;sup>1</sup> The financial performance began meaningfully on the 28 of September 2021 when the Company made its initial acquisition of Partner-firm investments. <sup>2</sup>¢ refers to USD cents.

# IFRS Financials and Reconciliations

# IFRS results

# Income statement

For the period from 24-Mar-21 to 31-Dec-21 (in \$millions, except as noted and per share data)	APM basis	Adjustments	IFRS basis
Income			
Income from Investments in Partner-firms derived from :			
Management fee income	52.3	(3.0)	49.3
Performance fee income	62.3	17.0	79.3
Investment income	7.7	1.2	8.8
Total income	122.3	15.2	137.5
Movement in financial assets and liabilities held at fair value			
Change in fair value of investments at fair value through profit or loss	217.6	16.4	234.0
Total Investment gain	217.6	16.4	234.0
Expenses			
Board of Directors' fees and expenses	(1.0)	-	(1.0)
Operator charge	(9.2)	-	(9.2)
Other operating expenses	(12.6)	-	(12.6)
Unrealised divestment fee	(45.2)	-	(45.2
Total expenses	(68.0)	-	(68.0
Operating profit for the period	271.9	31.6	303.5
Finance cost			
Interest expense	(4.6)	-	(4.6)
Movement in payable to Petershill Funds	-	(31.6)	(31.6
Change in liability for Tax Receivables Agreement	(6.8)	-	(6.8)
Total finance cost	(11.4)	(31.6)	(43.0
Profit for the period before tax	260.5	•	260.5
Tax charge	(12.6)	-	(12.6
Profit for the period after tax	247.9	-	247.9
Profit and total comprehensive income for the period	247.9	-	247.9
Profit and total comprehensive income attributable to:			
Equity holders of the Company	247.9	-	247.9
Earnings per share			
Proforma earnings per share (cents)	21.4		21.4
No of Shares in issue at period end	1,156,696,029		

#### **2021 NOTES**

Presenting the financial information on a non IFRS basis, excluding the impact of the assets, liabilities, income and finance cost for which the Group does not have the exposure to, aids shareholders in assessing their investment in the Group. This use of the non IFRS basis is consistent with how performance is reviewed by the Board, the Operator and other stakeholders.

- ① One time charge of \$7m related to the organisation of the Company's corporate structure and IPO is included in Other operating expenses.
- 2 Interest cost of \$350m debt is unchanged at \$17.5m p.a.; adjustments relate to expenses that shareholders do not have exposure to.
- 3 Under IFRS, the group is required to consolidate certain entities relating to the \$350m of debt that it does not wholly own. This consolidation results in reflecting certain assets, liabilities, income and finance cost in the financial statements that the shareholders do not have exposure to.
- Tax charge includes material unrealized accrued capital gain taxes on change in fair value of investments at fair value; these would only be expected to be paid if assets were sold which is not part of the Operator's strategy

Totals may not add due to rounding.

<sup>&</sup>lt;sup>1</sup> There is a difference of \$1.2 million in the FRE reported for APM basis versus the KPI numbers. This is attrbutable to investment income reported by the Partner-firms which has been adjusted against FRE for KPI reporting whereas the same has been reported under Investment income in the financials. There is no difference in Total income.

# IFRS results

# **Balance Sheet**

Non-current assets   Investments at fair value through profit or loss   5,524.3   498.8   6,023.1   Current assets     Investments at fair value through profit or loss (money markets)   453.1   - 453.1   Cash and cash equivalents   68.7   56.1   124.8   Trade and other receivables   64.8   37.2   102.0   Total assets   6,110.9   592.1   6,703.0     Non current liabilities	As at	31-Dec-21 (in \$millions, except as noted and per share data)	APM basis	Adjustments	IFRS basis
Current assets         Current sat fair value through profit or loss (money markets)         453.1         -         453.1           Cash and cash equivalents         68.7         56.1         124.8           Trade and other receivables         64.8         37.2         102.0           Non current liabilities         -         592.1         6703.0           Payable to Petershilf funds         -         597.2         597.2           Notes payable         350.0         (9.1)         340.9           Payable for Tax Receivables Agreement         133.4         -         133.4           Payable for Tax Receivables Agreement         166.7         -         166.7           Deferred Divestment Fee payable         45.2         -         45.2           Deferred Divestment Fee payable         45.2         -         45.2           Tax de and other payables         28.3         -         28.3           Deferred payment obligations         74.8         -         74.8           Interest payable         41.1         40.0         8.1           Interest payable served         38.5         59.1         1,40.2           Equity         50.36.3         -         1,40.2           Equity         5.036.3	Non-	-current assets			
Investments at fair value through profit or loss (money markets)         453.1         -         453.1           Cash and cash equivalents         68.7         56.1         124.8           Trade and other receivables         610.9         37.2         102.0           Non current liabilities         −         597.2         597.2           Payable to Petershill funds         350.0         (9.1)         340.9           Poleferred payment obligations         133.4         -         133.4           Payable for Tax Receivables Agreement         166.7         -         166.7           Deferred bivestment Fee payable         45.2         -         45.2           Deferred tax liability         12.6         -         12.6           Trade and other payables         28.3         -         28.3           Deferred payment obligations         74.8         -         74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5,036.3         -         2.27.9           Share capital         11.6         -         1.16.           Other equity         5,036.3         -         5,036.3 <td>Inves</td> <td>stments at fair value through profit or loss</td> <td>5,524.3</td> <td>498.8</td> <td>6,023.1</td>	Inves	stments at fair value through profit or loss	5,524.3	498.8	6,023.1
Cash and cash equivalents         68.7         56.1         124.8           Trade and other receivables         64.8         37.2         102.0           Total assets         6,110.9         592.1         6,703.0           Non current liabilities         9ayable to Petershill funds         -         597.2         597.2           Notes payable         350.0         (9.1)         340.9           2 Deferred payment obligations         133.4         -         133.4           3 Payable for Tax Receivables Agreement         166.7         -         166.7           Deferred Divestment Fee payable         45.2         -         45.2           4 Deferred tax liability         12.6         -         12.6           Current liabilities         28.3         -         28.3           Deferred payment obligations         74.8         -         74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5,036.3         -         5,036.3           Retained earnings         247.9         247.9           Total Shareholders' equity         5,295.8         -         5,295.8	Curr	rent assets			
Trade and other receivables         64.8         37.2         102.0           Total assets         6,110.9         592.1         6,703.0           Non current liabilities         94.2         597.2         606.7         606.	1 Inves	stments at fair value through profit or loss (money markets)	453.1	-	453.1
Total assets         6,110.9         592.1         6,703.0           Non current liabilities         597.2         247.2         457.2	Cash	n and cash equivalents	68.7	56.1	124.8
Non current liabilities           Payable to Petershill funds         -         597.2         597.2           Notes payable         350.0         (9.1)         340.9           Deferred payment obligations         133.4         -         133.4           Payable for Tax Receivables Agreement         166.7         -         166.7           Deferred Divestment Fee payable         45.2         -         45.2           Deferred tax liability         12.6         -         12.6           Current liabilities           Trade and other payables         28.3         -         28.3           Deferred payment obligations         74.8         -         74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         59.1         1,407.2           Equity         5,036.3         -         5,036.3           Retained earnings         11.6         -         11.6           Other equity         5,036.3         -         5,036.3           Retained earnings         247.9         -         247.9           Total Shareholders' equity         5,036.3         -         5,295.8           Total liabilities and	Trade	e and other receivables	64.8	37.2	102.0
Payable to Petershill funds         597.2         597.2           Notes payable         350.0         (9.1)         340.9           Deferred payment obligations         133.4         - 133.4           Payable for Tax Receivables Agreement         166.7         - 66.7           Deferred Divestment Fee payable         45.2         - 45.2           Deferred Liabilities         - 12.6         - 28.3           Trade and other payables         28.3         - 28.3           Deferred payment obligations         74.8         - 74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,072.2           Equity         5,036.3         - 5,036.3         - 5,036.3           Retained earnings         247.9         - 247.9           Total Ishalities and shareholders' equity         5,295.8         - 5,295.8           Total Isand Shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Tota	l assets	6,110.9	592.1	6,703.0
Notes payable         350.0         (9.1)         340.9           ② Deferred payment obligations         133.4         -         133.4           ③ Payable for Tax Receivables Agreement         166.7         -         166.7           Deferred Divestment Fee payable         45.2         -         45.2           ② Deferred tax liability         12.6         -         12.6           Current liabilities           Trade and other payables         28.3         -         28.3           Deferred payment obligations         74.8         -         74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5,036.3         -         5,036.3           Retained earnings         247.9         -         247.9           Total Shareholders' equity         5,295.8         -         5,295.8           Total liabilities and shareholders' equity         5,295.8         -         5,295.8           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Non	current liabilities			
② Deferred payment obligations         133.4         - 133.4           ③ Payable for Tax Receivables Agreement         166.7         - 166.7           Deferred Divestment Fee payable         45.2         - 45.2           ④ Deferred tax liability         12.6         - 12.6           Current liabilities           Trade and other payables         28.3         - 28.3           Deferred payment obligations         74.8         - 74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5,036.3         - 5,036.3         - 5,036.3           Retained earnings         247.9         - 247.9         - 247.9           Total Shareholders' equity         5,295.8         - 5,295.8           Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Paya	able to Petershill funds	-	597.2	597.2
Payable for Tax Receivables Agreement         166.7         - 166.7           Deferred Divestment Fee payable         45.2         - 45.2           Deferred tax liability         12.6         - 12.6           Current liabilities           Trade and other payables         28.3         - 28.3           Deferred payment obligations         74.8         - 74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5,036.3         - 5,036.3         - 5,036.3           Retained earnings         247.9         - 247.9         - 247.9           Total Shareholders' equity         5,295.8         - 5,295.8           Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents) <sup>1</sup> 457.8         457.8	Note	s payable	350.0	(9.1)	340.9
Deferred Divestment Fee payable         45.2         -         45.2           Deferred tax liability         12.6         -         12.6           Current liabilities           Trade and other payables         28.3         -         28.3           Deferred payment obligations         74.8         -         74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5         -         11.6           Other equity         5,036.3         -         5,036.3           Retained earnings         247.9         -         247.9           Total Shareholders' equity         5,295.8         -         5,295.8           Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	2 Defe	rred payment obligations	133.4	-	133.4
● Deferred tax liability         12.6         - 12.6           Current liabilities         - 28.3         - 28.3           Trade and other payables         28.3         - 74.8           Deferred payment obligations         74.8         - 74.8           Interest payable         4.1         4.0         8.1           Total liabilities         815.1         592.1         1,407.2           Equity         5,036.3         - 50.36.3         - 50.36.3           Retained earnings         247.9         - 50.36.3         - 50.36.3           Retained earnings         247.9         - 247.9         - 50.295.8         - 50.295	Paya	able for Tax Receivables Agreement	166.7	-	166.7
Current liabilities         Trade and other payables       28.3       -       28.3         Deferred payment obligations       74.8       -       74.8         Interest payable       4.1       4.0       8.1         Total liabilities       815.1       592.1       1,407.2         Equity       5,036.3       -       11.6         Other equity       5,036.3       -       5,036.3         Retained earnings       247.9       -       247.9         Total Shareholders' equity       5,295.8       -       5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Defe	rred Divestment Fee payable	45.2	-	45.2
Trade and other payables       28.3       -       28.3         Deferred payment obligations       74.8       -       74.8         Interest payable       4.1       4.0       8.1         Total liabilities       815.1       592.1       1,407.2         Equity       5hare capital       11.6       -       11.6         Other equity       5,036.3       -       5,036.3         Retained earnings       247.9       -       247.9         Total Shareholders' equity       5,295.8       -       5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)1       457.8       457.8	Defe	erred tax liability	12.6	-	12.6
Deferred payment obligations       74.8       -       74.8         Interest payable       4.1       4.0       8.1         Total liabilities       815.1       592.1       1,407.2         Equity       Share capital       11.6       -       11.6         Other equity       5,036.3       -       5,036.3         Retained earnings       247.9       -       247.9         Total Shareholders' equity       5,295.8       -       5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Curr	rent liabilities			
Interest payable       4.1       4.0       8.1         Total liabilities       815.1       592.1       1,407.2         Equity       Share capital       11.6       -       11.6         Other equity       5,036.3       -       5,036.3         Retained earnings       247.9       -       247.9         Total Shareholders' equity       5,295.8       -       5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Trad	e and other payables	28.3	-	28.3
Total liabilities         815.1         592.1         1,407.2           Equity         Share capital         11.6         -         11.6           Other equity         5,036.3         -         5,036.3           Retained earnings         247.9         -         247.9           Total Shareholders' equity         5,295.8         -         5,295.8           Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Defe	rred payment obligations	74.8	-	74.8
Equity         Share capital       11.6       -       11.6         Other equity       5,036.3       -       5,036.3         Retained earnings       247.9       -       247.9         Total Shareholders' equity       5,295.8       -       5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Intere	est payable	4.1	4.0	8.1
Share capital       11.6       -       11.6         Other equity       5,036.3       -       5,036.3         Retained earnings       247.9       -       247.9         Total Shareholders' equity       5,295.8       -       5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Tota	I liabilities	815.1	592.1	1,407.2
Other equity         5,036.3         -         5,036.3           Retained earnings         247.9         -         247.9           Total Shareholders' equity         5,295.8         -         5,295.8           Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Equi	ity			
Retained earnings       247.9       - 247.9         Total Shareholders' equity       5,295.8       - 5,295.8         Total liabilities and shareholders' equity       6,110.9       592.1       6,703.0         Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Shar	re capital	11.6	-	11.6
Total Shareholders' equity         5,295.8         -         5,295.8           Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Othe	er equity	5,036.3	-	5,036.3
Total liabilities and shareholders' equity         6,110.9         592.1         6,703.0           Number of Shares in issue at period end         1,156,696,029         1,156,696,029           Book value per share (cents)¹         457.8         457.8	Reta	ined earnings	247.9	-	247.9
Number of Shares in issue at period end       1,156,696,029       1,156,696,029         Book value per share (cents)¹       457.8       457.8	Tota	l Shareholders' equity	5,295.8	-	5,295.8
Book value per share (cents) <sup>1</sup> 457.8	Tota	Il liabilities and shareholders' equity	6,110.9	592.1	6,703.0
		<u>'</u>	1,156,696,029		1,156,696,029
Book value per share (pence) <sup>2</sup> 338.6 338.6	Book	c value per share (cents) <sup>1</sup>	457.8		457.8
	Book	c value per share (pence) <sup>2</sup>	338.6		338.6

Totals may not add due to rounding.

#### **2021 NOTES**

Under IFRS, the group is required to consolidate certain entities relating to the \$350m of debt that it does not wholly own. This consolidation results in reflecting certain assets, liabilities, income and finance cost in the financial statements that the shareholders do not have exposure to.

Presenting the financial information on a non IFRS basis, excluding the impact of the assets, liabilities, income and finance cost for which the Group does not have the exposure to, aids shareholders in assessing their investment in the Group. This use of the non IFRS basis is consistent with how performance is reviewed by the Board, the Operator and other stakeholders.

- Represents cash equivalents in money markets
- **2** Remaining payables under acquisition agreements with partner-firms
- 3 Payable to GSAM's private funds as part of the initial IPO agreement; this represents the present value of 75% of the potential tax savings to the Company 25% of which are retained by Petershill Partners
- Tax accrual of unrealized accrued capital gain taxes on change in fair value of investments at fair value; these would only be expected to be paid if assets were sold which is not part of the Operator's strategy

<sup>&</sup>lt;sup>1</sup>¢ refers to USD cents. <sup>2</sup>p refers to pence sterling. Exchange rate as at December 31, 2021; 1 USD = 0.73947 GBP.

# IFRS results

# Statement of Cash Flows

For the period from 24-Mar-21 to 31-Dec-21 (in \$millions, except as noted and per share data)	APM basis	Adjustments	IFRS basis
Cash flows from operating activities			
Operating profit for the period	303.5	-	303.5
Adjustments to reconcile operating profit for the financial period to net cash used in operating activities:			
Purchase of investments in money market	(806.7)	-	(806.7)
Sale of investments in money market funds	353.6	-	353.6
Reinvestment of income from Investments in Partner-firms	(8.1)	-	(8.1)
Movement in fair value of investments	(217.6)	(16.4)	(234.0)
Movement in trade and other receivables	(97.0)	42.8	(54.2)
Increase in trade and other payables	22.6	-	22.6
Increase in liability to Petershill Funds	-	29.7	29.7
Deferred divestment fee payable	45.2	-	45.2
Net cash outflow from operating activities	(404.5)	56.1	(348.4)
Cash flows from investing activities			
Purchase of investments at fair value through profit or loss	(247.0)	-	(247.0)
Net cash outflow from investing activities	(247.0)	-	(247.0)
Cash flows from financing activities			
Issue of shares	725.0	-	725.0
Payment of issue costs	(4.8)	-	(4.8)
Net cash inflow from financing activities	720.2	-	720.2
Net increase in cash and cash equivalents during the period	68.7	56.1	124.8
Cash and cash equivalents at the beginning of the period	-	-	-
Cash and cash equivalents at the end of the period	68.7	56.1	124.8

Totals may not add due to rounding.

### **2021 NOTES**

Under IFRS, the group is required to consolidate certain entities relating to the \$350m of debt that it does not wholly own. This consolidation results in reflecting certain assets, liabilities, income and finance cost in the financial statements that the shareholders do not have exposure to.

Presenting the financial information on a non IFRS basis, excluding the impact of the assets, liabilities, income and finance cost for which the Group does not have the exposure to, aids shareholders in assessing their investment in the Group. This use of the non IFRS basis is consistent with how performance is reviewed by the Board, the Operator and other stakeholders.

1 Represents short-term cash position

Represents the amount funded for investments in Partnerfirms

# IFRS to non-IFRS reconciliation

# Reconciliation of Adjusted Profit to IFRS

For the period from 24-Mar-21 to 31-Dec-21 (in \$millions, except as noted and per share data)

Adjusted proft	98.4
+ Movement in financial assets and liabilities held at fair value	217.6
+ Unrealised Divestment Fee	(45.2)
+ Non recurring expenses incurred in connection with the IPO	(6.9)
+ Change in liability for Tax Receivables Agreement	(6.8)
+ Adjustment for Tax and tax related expenses	(9.2)
IFRS Profit and total comprehensive income for the period	247.9

Totals may not add due to rounding.

# Key Operating Metrics

# **Key Operating Metrics**

as of March 31, 2022

			Q1		Q1 LTM (Last Twelve Months)		
As at 31-Mar-22 (in \$millions, except as noted)		2022	2021	(Δ%)	2022	2021	(Δ%)
Aggregate Partner-firm AUM	(\$bn)	266	172	55%	266	172	55%
Aggregate Fee-paying Partner-firm AUM	(\$bn)	184	138	33%	184	138	33%
Partner Blended Net Management Fee Rate	(%)	1.35%	1.45%	-10 bps	1.48%	1.39%	+9 bps
Implied Blended Partner-firm FRE Ownership	(%)	13.5%	14.0%	-50 bps	14.0%	14.0%	+0 bps
Partner Net Management and Advisory Fees	(\$m)	77	69	12%	315	241	31%
Management Fees	(\$m)	77	63	22%	281	223	26%
Transaction and Advisory Fees	(\$m)	1	7	(86%)	34	19	79%
Partner Fee Related Expenses	(\$m)	(28)	(19)	47%	(105)	(72)	46%
Partner Fee Related Earnings (FRE)	(\$m)	50	50	0%	210	169	24%
Partner Realised Performance Revenues (PRE)	(\$m)	17	13	31%	133	61	118%
Partner Realised Investment Income	(\$m)	11	9	22%	44	44	0%
Partner Distributable Earnings	(\$m)	77	73	5%	387	274	41%
Partner FRE Margin	(%)	64%	73%	-9 pts	67%	70%	-3 pts
Partner Distributable Earnings Margin	(%)	74%	79%	-5 pts	79%	79%	+0 pts
Partner Realised PRE as a percentage Partner Revenue	(%)	16%	15%	+1 pts	27%	18%	+9 pts
Partner Realised PRE over Average Performance Fee Eligible AUM*	(bps)	0.8 bps	0.9 bps	+0 bps	7.0 bps	4.7 bps	+2.3 bps
Additional Metrics:							
Partner Private Markets accrued carried interest	(\$m)	710	321	121%	710	321	121%
Investment capital	(\$m)	369	226	63%	369	226	63%

Aggregate Partner-firm AuM, Aggregate Fee-paying Partner-firm AuM, Partner Private Markets accrued carried interest and Investment capital are all reported by the Partner-firms on a one quarter lag and are as of 31 December 2021.

Totals may not add due to rounding.

<sup>\*</sup> Realised Performance Fee Revenues for the period divided by the Aggregate Average Performance Fee Eligible AuM. The Aggregate Performance Fee Eligible AuM represents the mean of the start and each quarter end of the reporting period.

## **Additional Operating Metrics**

as of March 31, 2022

							Q4 QOQ	YTD**	LTM
As at 31-Mar-22 (in \$billions, except as noted)		Mar-31-2022	Dec-31-2021	Sep-30-2021	Jun-30-2021	Mar-31-2021	(Δ%)	(Δ%)	(Δ%)
Aggregate Partner-firm AUM	(\$bn)	266	234	203	187	172	14%	14%	55%
Aggregate Fee-paying Partner-firm AUM	(\$bn)	184	158	145	137	138	16%	16%	33%
Average Aggregate Fee-paying Partner-firm AUM*	(\$bn)	153	141	138	134	128	8%	8%	20%
Aggregate Performance Fee Eligible Partner-firm AUM	(\$bn)	241	208	178	169	154	16%	16%	56%
Average Aggregate Performance Fee Eligible Partner-firm AUM*	(\$bn)	187	167	156	142	131	12%	12%	43%
Additional Metrics:									
Partner Private Markets Accrued Carried Interest	(\$m)	710	649	575	419	321	9%	9%	121%
Investment capital	(\$m)	369	369	282 <sup>1</sup>	253	226	0%	0%	63%

All AuM figures are based on a one-period (3-month) lag due to the timing of the financial information received by the Operator from the Partner-firms.

Totals may not add due to rounding.

<sup>\*</sup> Average Aggregate AuM figures represent the mean at the start and each quarter end of the reporting period.

<sup>\*\*</sup> Percentage change relative to 31 Dec 2021.

<sup>&</sup>lt;sup>1</sup> Amount has been updated to reflect revised information reported by the Partner-firms. Amount reported in the Q3 trading statement ending 30 September 2021 was \$226 million.

# How the Model Works

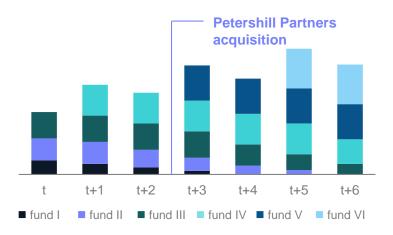
## How does a Partner-Firm generate cash flow?<sup>1</sup>

## Acquisitions of Partner-Firms provides access to distinct cash flow streams

#### **PARTNER FRE**

- Partner-Firm's operating income associated with managing the business
- expenses include employee compensation and standard operating expenses of the firm, subject to expense protection

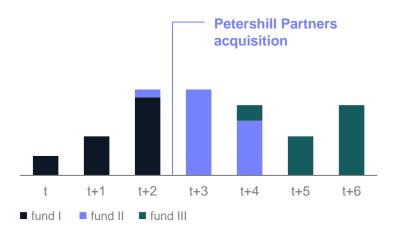
#### illustrative FRE transaction level cash flows



#### PARTNER REALISED PERFORMANCE REVENUES

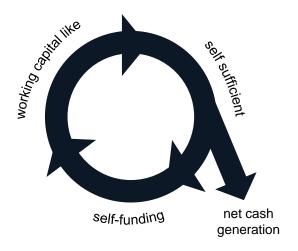
- performance based fees earned on fund's profits
- structured as fixed revenue share, i.e. no expenses against carried interest
- Absolute Return typically generates performance fees subject to high watermark

#### illustrative PRE transaction level cash flows



#### PARTNER REALISED INVESTMENT INCOME

- returns associated with GP commitments invested in the fund, typically ~2% of the fund size, of which PHLL contributes its minority share<sup>2</sup>
- represents "working capital" and self-funding



<sup>&</sup>lt;sup>1</sup> The results shown are illustrative and do not represent actual data. Illustrative results do not reflect actual investments and have certain inherent limitations. There is no guarantee that the same or similar portfolio characteristics will be achieved for any current or future portfolio of GP stakes investments made by Petershill Partners. <sup>2</sup> Assumes returns exceed any preferred return threshold.

## How do Partner-Firm management fees work?<sup>1</sup>

Petershill Partners' Partner-Firms have 197 funds currently generating management fees

## Management fees are contractually agreed for each fund's life

- management fees are <u>recurring</u> in nature, as they extend through the fund's life
- B typically charged on committed AuM during the fund's investment period, with both fee and fee base contractually fixed
- post the investment period (i.e. harvesting period), management fees step down and the fee base shifts to invested capital
- typically, successor funds are established 3-4 years into the investment period



<sup>&</sup>lt;sup>1</sup> The results shown are illustrative and do not represent actual data. Illustrative results do not reflect actual investments and have certain inherent limitations. There is no guarantee that the same or similar portfolio characteristics will be achieved for any current or future portfolio or GP stakes investment made by Petershill Partners. <sup>2</sup> Represents management fees on illustrative original \$5bn fund only (i.e. does not contemplate management fees on successor fund). <sup>3</sup> Assumes a \$5bn successor fund.

## How do Partner-Firm performance fees work?<sup>1</sup>

Petershill Partners' Partner-Firms have 179 carry eligible funds

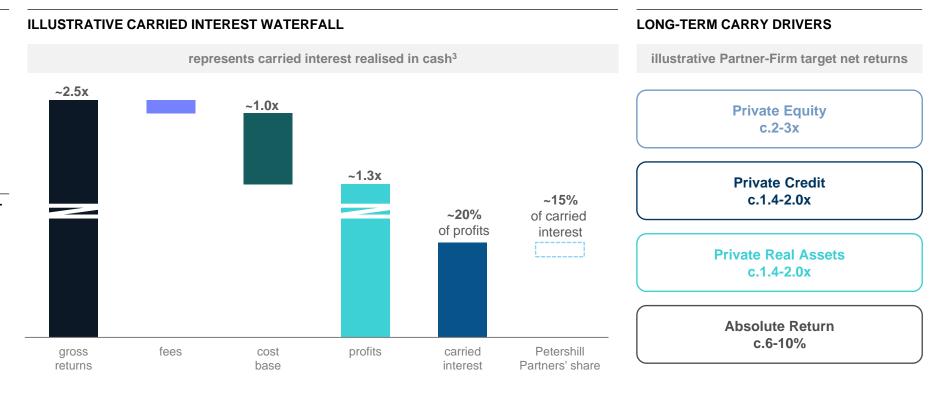
## Carried interest is a performance-based fee generated by Partner-Firms

#### PERFORMANCE FEE RECOGNITION

- Performance fees are recognised on a realised basis
- Fees are typically recognised once assets are sold in the fund's realisation period, which is typically 5+ years into the fund's life<sup>2</sup>

#### **FACTORS AFFECTING CARRIED INTEREST**

- Waterfall type (American, European)
- Waterfall structure (catch-up, etc.)
- Preferred return, i.e. minimum threshold return that LPs must receive
- Partner-Firm investment performance
- Percentage of total fund profits



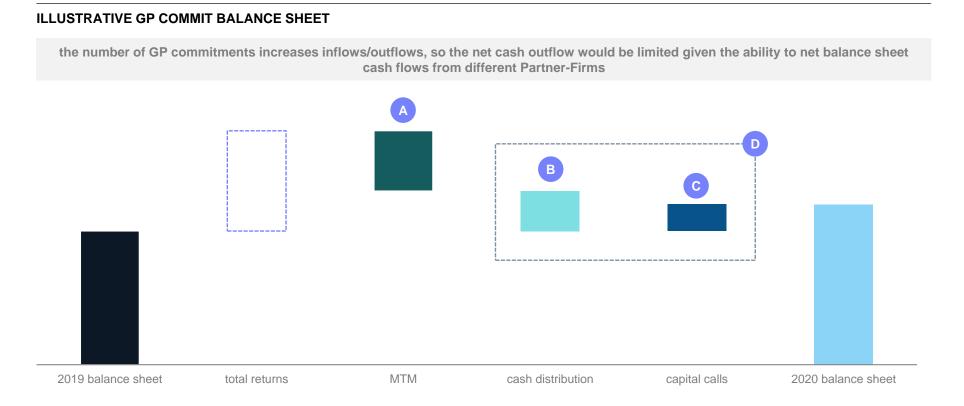
<sup>&</sup>lt;sup>1</sup> The results shown are illustrative and do not represent actual data. Illustrative results do not reflect actual investments and have certain inherent limitations. There is no guarantee that the same or similar portfolio characteristics will be achieved for any current or future portfolio or GP stakes investment made by Petershill Partners. Targets are subject to change and are current as of the date of this presentation. Targets are objectives and do not provide any assurance as to future results. <sup>2</sup> Absolute return incentive fees are recognised when the fees crystallise with no risk of reversal. <sup>3</sup> For simplicity, Illustrative example assumes LP preferred return threshold is cleared, i.e. does not consider the preferred return proceeds that are delivered to the LPs prior to distribution of carried interest. Typically funds have a 100% GP catch up once preferred return hurdle is met. Note, preferred interest affects timing but not aggregate amount of carried interest.

## How does the investment income and GP commit work?<sup>1</sup>

Petershill generates net positive cash flows from its GP commitments

## GP commit represents working capital and generates net positive cash flow

- A GP commitment marked to market each year
- B A portion of the annual balance sheet returns may be realised income received in cash. This represents Petershill Partners revenue
- As the firm grows, additional capital calls for either an existing or newly establish fund may be required
- For Petershill Partners, capital calls are self-financing given they are exceeded by cash distributions



The results shown are illustrative and do not represent actual data. Illustrative results do not reflect actual investments and have certain inherent limitations. There is no guarantee that the same or similar portfolio characteristics will be achieved for any current or future portfolio or GP stakes investment made by Petershill Partners.

## Illustrative profit sharing charge on new acquisitions

## Modest and capped operator charges aligned with profit, cash flow and growth

#### **EXPENSE COMPONENTS\***



FRE related GS expenses

7.5% of management fee income (as defined under IFRS)



PRE related GS expenses

7.5% of performance fee income (as defined under IFRS)



Profit sharing charge<sup>1</sup> 20% of total income<sup>2</sup>

(average annual return above 6% profit sharing required investment return, 2-year moratorium)

#### **ILLUSTRATIVE PROFIT SHARING CHARGE ON \$150M ACQUISITION**

(in \$millions)		Year 1	Year 2	Year 3	Year 4	Year 5
Management fee income <sup>3</sup>		9.4	10.8	12.4	14.3	16.4
Performance fee income <sup>4</sup>		4.7	5.4	6.2	7.1	8.2
Total income*		14.1	16.2	18.6	21.4	24.6
Recurring operator charge:						
FRE related GS expenses 1		(0.7)	(8.0)	(0.9)	(1.1)	(1.2)
PRE related GS expenses 2		(0.4)	(0.4)	(0.5)	(0.5)	(0.6)
Total income net of recurring operator charge		13.0	15.0	17.2	19.8	22.8
% change in fair value of acquisition		15%	15%	15%	15%	15%
6% required return	6% of \$150m acquisition	9.0	9.0	9.0	9.0	9.0
Profit sharing charge <sup>1</sup>	2-year moratorium	-	-	(3.4)	(4.0)	(4.6)
Operator fee subject to cap 1 + 2 + 3		1.1	1.2	4.8	5.6	6.4
Cap test: 15% combined charge cap as a portion of I	Petershill Partners' total incon	ne				

\*Note: For illustrative purposes only. For simplicity, only management fee income and performance fee income considered (i.e. 7.5% GS related expenses charged on investment income are excluded from illustrative example). ¹ Profit sharing charge calculated on semi-annual basis and equal to 20% of total income net of any recurring operating charge, if the average annual return (comprising total income and change in fair value of acquisition) since the date of acquisition, as defined under IFRS, exceeds a 6% profit sharing required investment return. Illustrative example excludes any additional profit sharing charge related to realisations/divestments, where the Operator will charge 20% of total profits from the divestment (excluding total income received), in respect of any investments held by the Company. ² As defined under IFRS. ³ Management fee income expected to be similar to Partner Realised Performance Fees on a go-forward basis.

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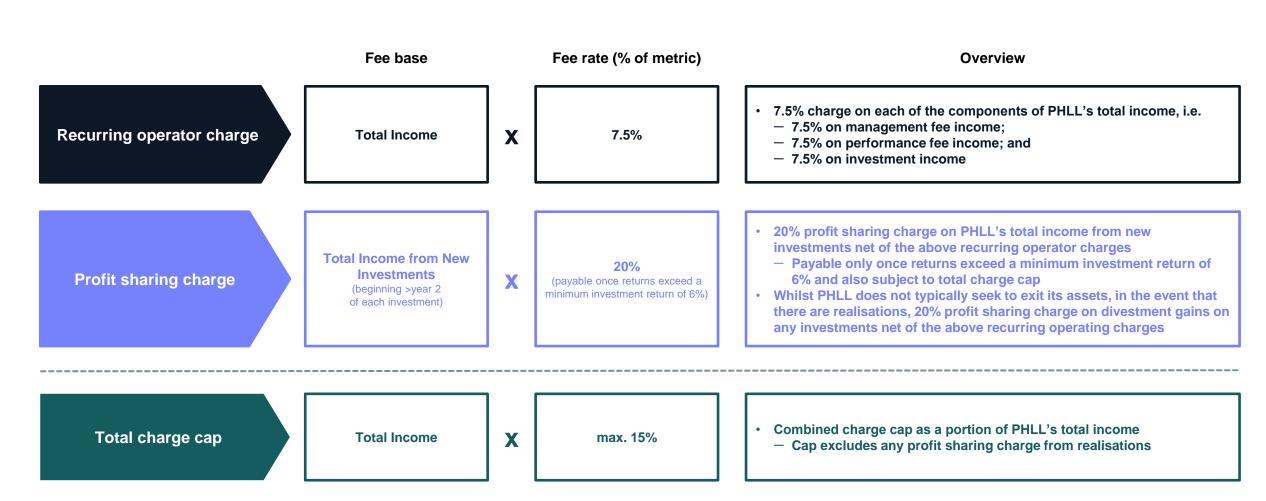
cquisition

ofit sharir

required

return

## Modest and capped operator charges aligned with PHLL's profit, cash flow and growth



**APPENDIX D** 

# Glossary of Terms

Metric	Definition
Acquisitions	The Company's strategy is to combine organic growth of existing Partner-firms with acquisitions of additional Partner-firm stakes. 2022 guidance for acquisitions is \$100-300m across 3-6 transactions.
Adjusted EBIT	Adjusted EBIT is an Alternative Performance Metric and a key measure of profitability. It is defined as the sum of revenues including other income and expenses before net finance result and before income taxes
Aggregate Partner-firm AuM	Aggregate Partner-firm AuM is defined as the sum of (a) the net asset value of the Partner-firms' underlying funds and investment vehicles, and in most cases includes co-investment vehicles, GP commitments and other non-fee paying investment vehicles and (b) uncalled commitments from these entities, as reported by the Partner-firms to the Operator from time to time and aggregated by the Operator without material adjustment. This is an aggregated figure across all Partner-firms and includes Partner-firm AuM outside of the Company's ownership interest in the Partner-firms. The Operator and the Directors consider Aggregate Partner-firm AuM to be a meaningful measure of the size, scope and composition of the Partner-firms, as well as of their capital raising activities. The Operator uses Aggregate Partner-firm AuM to inform operating, budgeting and reinvestment decisions.
Aggregate Fee-paying AuM	Aggregate Fee-paying AuM is defined as the portion of Aggregate Partner-firm AuM for which Partner-firms are entitled to receive management fees, as reported by the Partner-firms to the Operator. The principal difference between Aggregate FP AuM and Aggregate Partner-firm AuM is that Aggregate FP AuM typically excludes co- investment on which Partner-firms generally do not charge fees and, to a lesser extent, fund commitments in Partner-firm funds (i) on which fees are only earned on investment, rather than from the point of commitment and (ii) where capital has been raised but fees have not yet been activated. This may also include legacy assets where fees are no longer being charged. The Operator and the Directors consider Aggregate Fee-paying AuM to be a meaningful measure of the Partner-firms' capital base upon which they earn management fees and use the measure in assessing the management fee- related performance of the Partner-firms and to inform operating, budgeting and re-investment decisions.
Aggregate Performance Fee Eligible Partner-firm AuM	The amount of Aggregate Partner-firm AuM that is eligible for carried interest.
AuM and associated data	The data presented in this document for the following key operating metrics reflects AuM data reported to the Operator on a three-month lag. This three-month data lag is due to the timing of the financial information received by the Operator from the Partner-firms, which generally require at least 90 days following each period end to present final financial information to the Operator. The key operating metrics reflected on a three-month lag are: Aggregate Partner-firm AuM, Aggregate FP Partner-firm AuM, Average Aggregate FP Partner-firm AuM, Aggregate Performance Fee Eligible Partner-firm AuM, Partner Blended Net Management Fee Rate, Implied Blended Partner-firm FRE Ownership, Investment Capital. In respect of Investment Capital, the data may be adjusted for any known valuation impacts following the reporting date of the information received from the Partner-firms.
Book Value	Total Shareholders' equity
Book value per share	Total Shareholders' equity divided by Ordinary Shares Outstanding at the end of the period

Metric	Definition
Implied Blended Partner-firm FRE Ownership at 31-Dec-2021, Including New Acquisitions	The weighted average of Petershill's ownership stake in the Partner-firms' management fee-related earnings and is calculated based on the contribution of Aggregate FP AuM from Partner-firms at the end of the period. It will therefore be expected to change to some degree from period to period based on the contribution to Aggregate Fee-paying AuM of each Partner-firm at the end of the period, even if the actual ownership of each underlying Partner-firm does not change.
Implied Blended Partner-firm FRE Ownership at 31-Dec-2021, Excluding New Acquisitions	Implied Blended Partner-firm FRE Ownership is defined as the weighted average of the Company's ownership stake in the Partner-firms' management fee-related earnings and is calculated based on the contribution of average Aggregate FP AuM from Partner-firms in each period. It will therefore be expected to change to some degree from period to period based on the contribution to average Aggregate FP AuM of each Partner-firm, even if the actual ownership of each underlying Partner-firm does not change. Excludes new acquisitions where Petershill has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees. The Operator and the Directors consider Implied Blended Partner-firm FRE Ownership to be a meaningful measure of the composition of the Company's investments.
Average Implied Blended Partner-firm FRE Ownership at 31-Dec-2020 and 31-Dec- 2021, Excluding New Acquisitions	The average of the weighted average of Petershill's ownership stake in the Partner-firms' management fee-related earnings at the beginning and end of the period and is calculated based on Petershill's ownership stake in the Partner-firms' management fee-related and the contribution of Aggregate FP AuM from Partner-firms, both at the beginning and the end of the period. It will therefore be expected to change to some degree from period to period based on the contribution to Aggregate Fee-paying AuM of each Partner-firm at the beginning and the end of the period, even if the actual ownership of each underlying Partner-firm does not change. Excludes new acquisitions where Petershill has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees.
Investment Capital	Investment Capital is defined as the sum of the reported value of the balance sheet investments from the Partner-firms. The Operator and the Directors consider Investment Capital to be a meaningful measure of the performance of the Partner-firms' balance sheet investments and potential future Partner Realised Investment Income. The Operator therefore uses Investment Capital to assess future expected Partner Realised Investment Income and inform operating, budgeting and re-investment decisions.
Ownership weighted AuM	Ownership weighted AUM represents Petershill's ownership stake of each Partner-firms' Aggregate Partner-firm AuM.
Ownership weighted Fee-paying AuM	Ownership weighted Fee-paying AUM represents on Petershill's ownership stake of each Partner-firms' Aggregate Fee-paying AuM.
Partner Blended Net Management Fee Rate	Partner Blended Net Management Fee Rate is defined as Partner Net Management and Advisory Fees for the period divided by the average Aggregate Fee-paying AuM weighted for the Company's ownership interests in each Partner-firm. The average Aggregate Fee-paying AuM is calculated as the mean of the Aggregate Fee-paying AuM at the start and the end of the reporting period. Excludes new acquisitions where the Company has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees. The Operator and the Directors consider Partner Blended Net Management Fee Rate to be a key metric in assessing the Company's overall management fee-related performance.

Metric	Definition
Partner Distributable Earnings and Partner Distributable Earnings Margin	Partner Distributable Earnings is defined as the sum of Partner FRE, Partner Realised Performance Revenues and Partner Realised Investment Income. Partner Distributable Earnings Margin is defined as Partner Distributable Earnings divided by the sum of Partner Net Management and Advisory Fees, Partner Realised Performance Revenues and Partner Realised Investment Income. The Operator and the Directors consider Partner Distributable Earnings and Partner Distributable Earnings Margin to be meaningful measures of the overall performance of the Partner-firms and key performance indicators of the Company's total income from investments in management companies. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and re-investment decisions. These measures reflect any contractual margin protections or revenue share interests that the Company may have with the Partner-firms, which means that the Partner Distributable Earnings Margin may differ from the margins achieved by other shareholders or partners of the Partner-firms.
Partner Fee-Related Earnings (FRE) and Partner FRE Margin	Partner FRE is defined as Partner Net Management and Advisory Fees, less the Partner-firms' operating expenses and fixed and bonus compensation (but not performance feerelated expenses) allocable to the Company's share of Partner Net Management and Advisory Fees, as reported by the Partner-firms to the Operator, and subject to applicable contractual margin protections in respect of certain Partner-firms. Partner FRE Margin is defined as Partner FRE divided by Partner Net Management and Advisory Fees. The Operator and the Directors consider Partner FRE and Partner FRE Margin to be meaningful measures of the management fee-related earnings of the Partner-firms and key performance indicators of the Company's income from investments in management companies derived from management fee income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and re-investment decisions.
Partner FRE concentration by Largest Fund	Partner FRE concentration by largest fund is calculated as estimated FRE from the largest fund divided by total FRE
Partner-firms	Partner-firms is defined as the alternative asset managers in which Petershill Partners own non control ownership positions
Partner-firm Funds	Partner-firm funds is defined as the Company's exposure to the number of underlying Partner-firm funds
Partner Net Management and Advisory Fees	Partner Net Management and Advisory Fees is defined as the Company's aggregate proportionate share of the Partner-firms' net management fees (as reported by the Partner-firms to the Operator), including monitoring and advisory fees, payable by the Partner-firms' funds to their respective Partner-firms for the provision of investment management and advisory services. The Operator and the Directors consider Partner Net Management and Advisory Fees to be a meaningful measure of the management fee-related performance of the Partner-firms, and the Operator uses this metric to analyse and test income received from the Partner-firms and to inform operating, budgeting and re-investment decisions.
Partner Private Markets Accrued Carried Interest	Partner Private Markets Accrued Carried Interest is defined as the Company's proportionate share of the Partner-firms' balance sheet accrued carry (as reported by the Partner-firms to the Operator) and represents the Company's proportionate share of the accumulated balance of unrealised profits from the Partner-firms' funds. The Operator and the Company consider Partner Accrued Carried Interest to be a meaningful measure of the performance of the private markets Partner-firms and potential future private markets Partner Realised Performance Revenues. Absolute return performance fees are not accrued and are instead realised annually. The Operator uses Partner Accrued Carried Interest to assess future expected carried interest payments and inform operating, budgeting and re-investment decisions. This key operating metric reflects data reported to the Operator on a three-month lag.

Metric	Definition
Partner Realised Investment Income	Partner Realised Investment Income is defined as the Company's aggregate proportionate share of Partner-firm earnings resulting from the realised gains and losses or any distributed income from the investments held on Partner-firms' balance sheets, as reported by the Partner-firms to the Operator. Partner Realised Investment Income is also realised by the Company through a limited number of direct stakes in certain Partner-firms' funds. Realised Investment Income includes income that has been realised but not yet paid, as well as amounts that are realised and either fully or partially reinvested. The Company's share of the Partner-firms' investment and balance sheet income will be lower than its share of the Partner-firms' management fee-related earnings because the Company's ownership stake in the Partner-firms' investment and balance sheet income is lower than its ownership stake in the Partner-firms' management fee-related earnings. The Operator and the Directors consider Partner Realised Investment Income to be a meaningful measure of the investment performance of certain assets held by the Partner-firms and key performance indicator of the Company's income from investments in management companies derived from investment income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and re-investment decisions.
Partner Realised Performance Revenues	Partner Realised Performance Revenues is defined as the Company's aggregate proportionate share of the Partner-firms' realised carried interest allocations and incentive fees payable by the Partner-firms' funds to their respective Partner-firms, less any realised performance fee-related expenses of the Partner-firms allocable to the Company's share of performance fee-related revenues, as reported by the Partner-firms to the Operator. The Company's share of the Partner-firms' performance fee-related earnings will be lower than its ownership stake in the Partner-firms' management fee-related earnings. The Operator and the Directors consider Partner Realised Performance Revenues to be a meaningful measure of the performance fee-related earnings of the Partner-firms and key performance indicator of the Company's income from investments in management companies derived from performance fee income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and re-investment decisions.
Partner Revenues	Partner Revenues is defined as the sum of Partner Net Management and Advisory Fees, Partner Realised Performance Revenues and Partner Realised Investment Income. The Operator and the Directors consider Partner Revenues to be a meaningful measure of the overall performance of the Partner-firms. The Operator uses this metric to inform operating, budgeting and re-investment decisions.
Petershill Funds	The Petershill Funds refers to the following entities: - Petershill II L.P. and Petershill II Offshore L.P., Petershill Private Equity L.P., Petershill Private Equity Offshore L.P., Vintage VII L.P. and related entities and certain co-investment vehicles.
Weighted Average Capital Duration	Weighted Average Capital Duration is a key measure of the long term, locked-up capital of Aggregate Fee-paying Partner-firm AuM. It is defined as the average life of the underlying Partner-firm funds weighted based on Fee-Paying AuM.

## Important Disclosures

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