Apax Global Alpha Limited

Apax GLOBAL ALPHA

Annual Report and Accounts

31 December 2015

Apax Global Alpha overview

Overview

Apax Global Alpha Limited ("AGA", "Apax Global Alpha" or the "Company") is a closed-ended investment company that invests in a diversified portfolio of private equity funds and Derived Investments identified as a result of the private equity activities of Apax Partners LLP ("Apax Partners" or "Apax"). The Company was admitted to trading on the main market of the London Stock Exchange on 15 June 2015.

Objective

The Company's investment objective is to provide shareholders with capital appreciation from its investment portfolio and regular dividends. The Company is targeting an annualised Total Return across economic cycles of 12-15%, net of fees and expenses. Once fully invested, the Company aims to pay an annualised dividend yield of 5% of Net Asset Value ("NAV") per annum.

Expertise

The Investment Advisor, Apax Partners LLP, is a leading global private equity advisory firm. It has more than 30 years of investing experience. Apax Partners has raised and advised funds that total over €34 billion in aggregate as at 31 December 2015. Apax Partners advises on investments globally in companies across four sectors: Tech & Telco, Services, Healthcare and Consumer.

Key financial highlights

as at 31 December 2015

For details of calculations used please see the Calculations table on page 26 or the Glossary on page 117

Adjusted NAV
as at 31 December 2015
€923.6m

Adjusted NAV per Share
as at 31 December 2015
€1.88/ £1.38

Total Return[1]
in 2015
13.6%

Gross IRR of Invested Portfolio
since inception of the PCV Group in 2008
25.5%

% of Funds Invested
as at 31 December 2015
98%

Market Capitalisation
as at 31 December 2015
£582.0m/ €789.6m

The financial statements cover the period from 2 March 2015 to 31 December 2015. Where we discuss the trading period to 31 December 2014 this refers to the period for PCV Lux S.C.A ("PCV Group" or "PCV") and its subsidiaries (collectively the "PCV Group") prior to the acquisition by AGA. Irrespective of whether the text refers to AGA or PCV, references to the trading period from 1 January 2015 include trading as PCV prior to the transfer of assets to AGA following the acquisition and listing on 15 June 2015.

1 Total Return for a period means the return on the movement in the Adjusted NAV per share at the end of the period together with all dividends paid during the period, to the Adjusted NAV per share at the beginning of the period. NAV per share used in the calculation is rounded to 5 decimal places.

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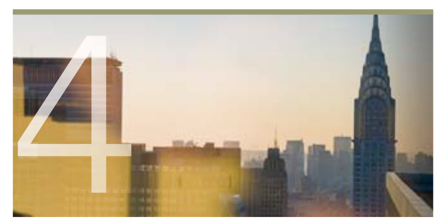


Apax Global Alpha aims to provide long-term, superior returns to shareholders through unique access to our diversified portfolio of Private Equity Investments, as well as Derived Investments in debt and equity.

In the following section, we describe our investment strategy and our Chairman, Tim Breedon, addresses the year in review.

1

In this section

The financial statements cover the period from 2 March 2015 to 31 December 2015. Where we discuss the trading period to 31 December 2015 this refers to the period for PCV Lux S.C.A ("PCV Group" or "PCV") and its subsidiaries (collectively the "PCV Group") prior to the acquisition by AGA.

Irrespective of whether the text refers to AGA or PCV, references to the trading period from 1 January 2015 include trading as PCV prior to the transfer of assets to AGA following the acquisition and listing on 15 June 2015.

Company overview

AGA provides investors with access to the investment expertise of Apax Partners, a leading global private equity advisory firm. It aims to provide long-term, superior returns to shareholders through its diversified portfolio of Private Equity Investments, as well as Derived Investments in debt and equity.

Investment strategy

AGA employs a strategy of investing its capital in Private Equity and in Derived Investments, which include a mixture of debt and equity securities.

AGA invests in private equity by making commitments to funds advised by Apax Partners ("Apax Funds"). AGA does not invest in any third-party managed private equity funds.

In the course of researching private equity investments, Apax Partners regularly identify value opportunities in situations or asset classes which do not fit with the private equity mandate of its private equity funds.

These opportunities typically include investments in public or private debt as well as equity, predominantly public equity, and form the basis of the Derived Investments portfolio.

Investors in AGA therefore benefit from a unique investment proposition, gaining exposure to Apax Partners' track record in private equity, as well as a range of Derived Investment opportunities as part of a diversified portfolio.

Private Equity
Funds advised by Apax Partners

Derived Investments
Debt and equity investments

Unique access to a portfolio of private equity funds advised by Apax Partners.

Investments derived from Apax Partners Private Equity activities.

Our portfolio

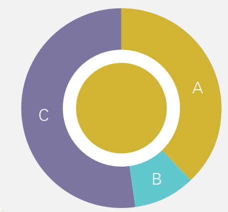
As at 31 December 2015, AGA was 98% invested. This reflects excellent progress in investing the net proceeds of the IPO. The Invested Portfolio was split 52% in Private Equity and 48% in Derived Investments.

AGA's Private Equity Investments amount to €473.6 million and are diversified across Apax Partners' four core sectors.

AGA has outstanding commitments to existing Apax Funds of €68.9 million. In line with its investment strategy, AGA would expect to invest in any new Apax fund launches and to this end has recently announced an intention to commit US$350 million to the newly launched Apax IX fund.

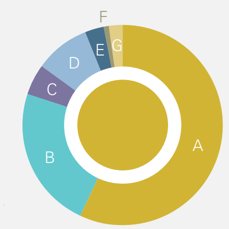
AGA's Derived Investments of €441.1 million are invested 79% in debt and 21% in listed equities. The Derived Investments portfolio is predominantly invested in North America. This is a reflection of the Investment Manager's view as to where the most attractive investment opportunities arose during 2015 and before.

Portfolio split by asset type
31 December 2015



A.	Debt	38%
B.	Equity	10%
C.	Private Equity	52%

Portfolio split by geography
31 December 2015



A.	North America	57%
B.	Rest of Europe	23%
C.	United Kingdom	5%
D.	India	9%
E.	China	3%
F.	Switzerland	1%
G.	Rest of World	2%

Our structure

The Company
Apax Global Alpha
Apax GLOBAL ALPHA

The Investment Manager
Apax Guernsey Managers Limited

The Investment Advisor
Apax Partners
Apax PARTNERS

About Apax Global Alpha

Apax Global Alpha is a closed-ended investment company that invests in a diversified portfolio of Private Equity Investments and Derived Investments in equities and debt.

About AGML See p58

AGA has appointed Apax Guernsey Managers Limited ("AGML" or the "Investment Manager") as its discretionary Investment Manager.

AGML is managed by a board of experienced investment professionals and operational private equity executives. AGML draws on investment advice from Apax Partners, its Investment Advisor.

About Apax Partners See p10

Apax Partners is a leading global private equity advisory firm and acts as Investment Advisor to AGML. It operates globally and has more than 30 years of investing experience. Apax Partners has raised and advised funds that total over €34 billion in aggregate as at 31 December 2015. Apax Partners advises globally on investments in companies across four sectors: Tech & Telco, Services, Healthcare and Consumer. Apax Partners also acts as the Investment Advisor to the Apax Europe VI, Apax Europe VII, Apax VIII, Apax IX, AMI Opportunities Funds and predecessor Apax Private Equity Funds ("Apax Funds").

Chairman's statement

I am pleased to present AGA's first annual report and accounts following our successful IPO in June 2015. During this period, AGA has made excellent progress in investing the net proceeds of the IPO in attractive opportunities, both through the Apax Funds and the portfolio of Derived Investments. The portfolio is performing well and we will be paying our first semi-annual dividend in April 2016.

Tim Breedon CBE, Chairman

Background and the Initial Public Offering ("IPO")

AGA is a closed-ended Guernsey investment company incorporated on 2 March 2015. AGA was admitted to trading on the main market of the London Stock Exchange on 15 June 2015. Immediately prior to admission, AGA acquired the PCV Group and PCV Group investors exchanged their shares for shares in AGA. The PCV Group was an investment vehicle established in 2008 in which current and former Apax Partners, personnel and others were invested. It was originally set up to invest in Apax Funds, but steadily broadened its investment strategy to include both investments in Apax Funds and Derived Investments. Prior to the IPO, the PCV Group was almost fully invested. As the PCV Group continued to see a strong pipeline of attractive investment opportunities in both Private Equity and Derived Investments, the IPO was sought to raise additional capital to continue this investment strategy. The IPO successfully raised proceeds of £218.2 million and was oversubscribed. Costs and expenses relating to the IPO were in line with the estimates contained in the prospectus and effectively borne by the former shareholders of the PCV Group.

Investment activity during the year

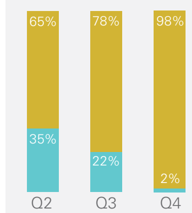
AGA has made excellent progress in investing the net proceeds from the IPO in line with its investment strategy. Immediately following the IPO, cash and cash equivalents, together with remaining legacy hedge fund investments, totalled €323.3 million. As at 31 December 2015, this balance has reduced to just €22.9 million[1] or 2% of Net Asset Value. AGA has therefore deployed the net proceeds of the IPO well within the time frame of up to twelve months which was envisaged at the time of admission in June 2015. It remains AGA's intention to keep its portfolio fully invested at all times.

The net proceeds were deployed into Apax Funds and Derived Investments. As at 31 December 2015, 52% of the Invested Portfolio is held in Apax Funds, and 48% in Derived Investments. AGA's Private Equity Investments are split between four Apax Funds which were raised between 2005 and 2015, providing AGA with diversification across private equity vintages. AGA's investment in Apax VIII represents its largest Private Equity commitment, amounting to 80% of its total Private Equity Investments NAV. AGA's Board has also recently announced its intention to commit US$350 million to the latest global private equity fund raised by Apax Partners, Apax IX.

The Derived Investments portfolio is split 79% in investments of different types of debt securities and 21% in listed equity holdings. The Investment Manager has identified these investments through insights gained from the core private equity processes of the Investment Advisor, Apax Partners. The debt investments in the Derived Investments portfolio are currently overweight in North America and in floating rate subordinated debt instruments. This is a reflection of the Investment Manager's view as to where the most attractive investment opportunities arose during 2015 and before. More generally, AGA believes that its commitments to the Apax Funds together with its Derived Investments strategy allows it flexibility to allocate capital in geographies, sectors and asset classes as appropriate. Whilst it is expected that the ratio between Apax Fund investments and Derived Investments will fluctuate over time, the ratio at the end of 2015 is close to the preferred longer-term balance of 50:50 which AGA aims to achieve and maintain.

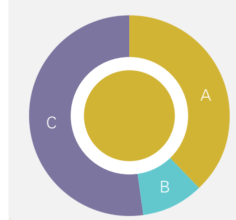
I am also pleased to report that AGA has fully exited its remaining investments in legacy hedge funds and no longer has exposure to this asset class.

Total NAV split
31 December 2015



Invested portfolio
Cash and other net current assets

Portfolio split by asset type
31 December 2015



A. Debt	38%
B. Equity	10%
C. Private Equity	52%

1 Including cash of €1.4 million held by the PCV Group.

Chairman's statement continued

Portfolio performance

Once fully invested, AGA is targeting an annualised Total Return across economic cycles of 12-15%. AGA's investment performance since the IPO has remained strong. Adjusted Net Asset Value per share has increased from €1.79 to €1.88 since the IPO, an increase of 5%. The performance of the Invested Portfolio has been ahead of target over the period, cash awaiting deployment has however diluted returns. Both our Private Equity and Derived Investments have contributed to this performance.

For details of calculations used please see the Calculations table on page 26 or the Glossary on page 117.

Financial markets became significantly more volatile in the second half of 2015. Concerns around China's future economic growth as well as the significant depreciation of main commodity prices triggered a broad equity sell off, and high yield bond markets, especially in the United States, became significantly more challenging.

These developments and their implications for AGA's investment portfolio are discussed in more detail in the "Market overview and outlook" section of this report on page 18.

Notwithstanding these more challenging developments, AGA's Private Equity and Derived Investments performed well during 2015. A key driver of this positive development was the underlying operational performance of the portfolio companies.

Since December 2014, average EBITDA growth of the private equity portfolio companies in which AGA has indirectly invested was 9%. The companies in which AGA has invested through its Derived Debt Investments strategy showed an average EBITDA growth of 5%, and the listed equity investments showed average earnings growth of 15% during the year.

Apax Partners is a sector-focused private equity firm and typically advises on investments across four sectors: Tech & Telco, Services, Healthcare and Consumer. This is reflected in the sector distribution of AGA's Invested Portfolio – more than 98% of our Investments in both Private Equity and Derived Investments are in these four sectors. During 2015, these sectors have been less affected by negative investment sentiment than the broader market.

A more detailed discussion of the performance of the investment portfolio can be found in the section "Our portfolio" later in this report.

Dividend

In line with AGA's dividend policy, the Board has approved a first, semi-annual dividend payment in respect of the financial period to 31 December 2015, of 3.69p per share. The dividend payment is equal to 2.5% of AGA's Net Asset Value as of 31 December 2015, equivalent to €4.76c using the closing exchange rate on 4 March 2016. The dividend will be paid on 5 April 2016 to members on the register on 18 March 2016. The shares will be marked ex-dividend on 17 March 2016.

Board and governance

AGA has a strong, independent Board of experienced professionals. In the lead up to and immediately following the IPO, the Board was predominantly occupied with the preparation for, and the admission of, the Company to trading on the London Stock Exchange.

The Board has established an audit committee. It has determined not to establish separate remuneration, management engagement, risk or nomination committees, the functions of which will be fulfilled by the Board as a whole. The Board has appointed Aztec Financial Services (Guernsey) Limited as AGA's administrator, company secretary and depositary. The Board has also appointed KPMG Channel Islands Limited as external auditors, subject to the approval of shareholders.

As directors of a UK listed entity, the Board is committed to the principles of effective corporate governance. AGA recognises the importance of the requirements of the AIC's Code of Corporate Governance (the "AIC Code") and the UK Corporate Governance Code published by the Financial Reporting Council (the "UK Code"). With effect from admission to trading on the London Stock Exchange, the Company has complied with the AIC Code and, as a consequence, the UK Code. AGA is subject to, and complies with, the Guernsey Financial Services Commission ("GFSC") and the Finance Sector Code of Corporate Governance ("GFSC Code").

Responsibility for the Company's risk management systems lies with the Board. The risk management framework is designed to identify, evaluate, and mitigate the risks that the Company faces. The Board has initiated a further review of the existing risk management arrangements to identify where improvements can be made.

Outlook

Looking into 2016, our intended commitment to Apax IX will allow us to continue to build our investments in Private Equity. Recent market corrections and volatility have created opportunities for new investments. As our Company is now close to fully invested, the Investment Manager will focus on actively managing our Derived Investments portfolio. New Derived Investments opportunities will have to be evaluated based not only on their absolute investment merits but also their relative attractiveness compared with existing investments. A key theme for AGA's Derived Investments strategy going into 2016 will be the divergence of debt markets in the United States and Europe and the opportunities this creates.

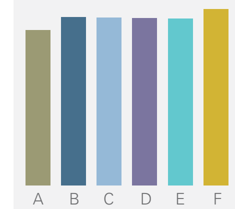
AGA's investment strategy provides the Investment Manager with flexibility to pursue investments identified by Apax Partners across a variety of assets classes – private equity, debt, and listed equity.

AGA believes it is well positioned to achieve ongoing value accretion in its portfolio.

Tim Breedon
Chairman

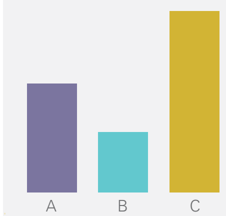
7 March 2016

Adjusted NAV progression
since December 2014



A. Dec 2014 €812.9m[1]
B. Mar 2015 €881.7m[1]
C. At IPO €879.0m
D. Jun 2015 €877.9m
E. Sep 2015 €874.7m
F. Dec 2015 €923.6m

Portfolio growth
since December 2014



A. Private Equity EBITDA growth 9%
B. Derived Investments debt EBITDA growth 5%
C. Derived Investments equities average earnings growth 15%

1 Adjusted for net IPO proceeds

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Generating Alpha

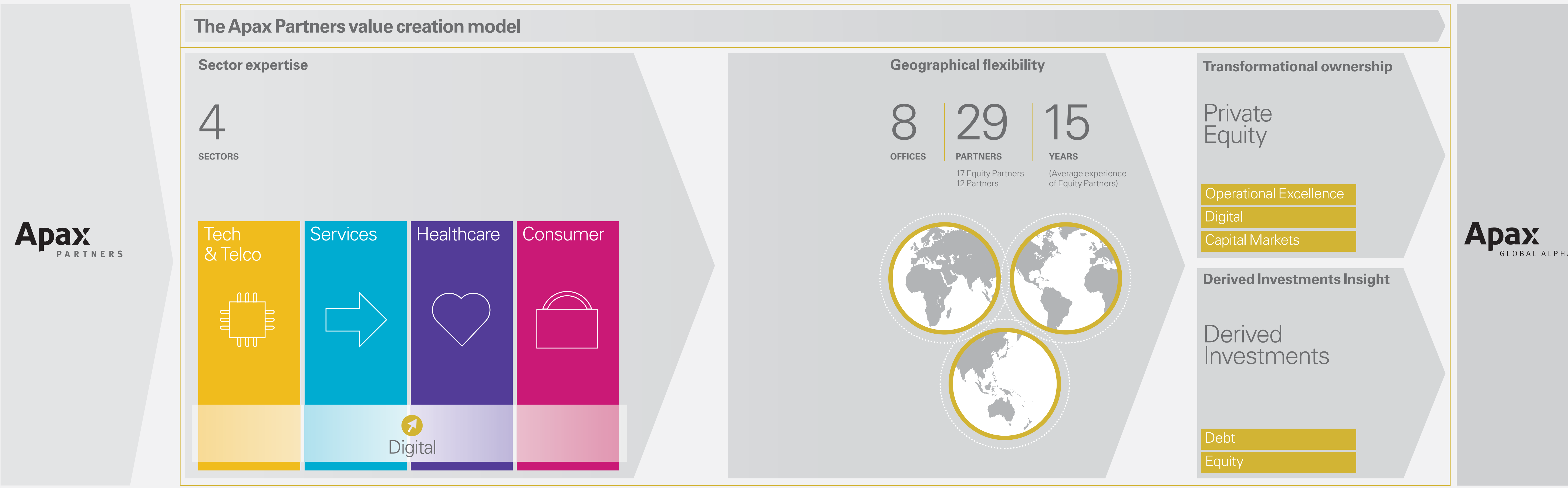
AGA provides investors with unique access to the investment expertise of Apax Partners, a leading global private equity advisory firm. Investors in AGA benefit from gaining exposure to Apax Partners' track record in private equity as well as a range of Derived Investment opportunities identified through their core private equity activities.

Investment objective

AGA's investment objective is to provide shareholders with capital appreciation from its investment portfolio and regular dividends. Its investment approach reflects the Apax Funds' strategy to drive superior returns through sector expertise, geographic flexibility and transformational ownership. AGA's Derived Investments leverage off this same platform. AGA offers a diversified exposure to Private Equity and Derived Investments. AGA is targeting an annualised Total Return across economic cycles of 12-15%.

Investment policy

AGA's investment policy is to make (i) Private Equity Investments, which are primary and secondary commitments to, and investments in, existing and future Apax Funds, and (ii) Derived Investments, which comprise direct or indirect investments other than Private Equity Investments, including investments in public and private debt, as well as limited investments in equity, primarily in listed companies, which in each case are typically identified by Apax Partners as part of its private equity activities.



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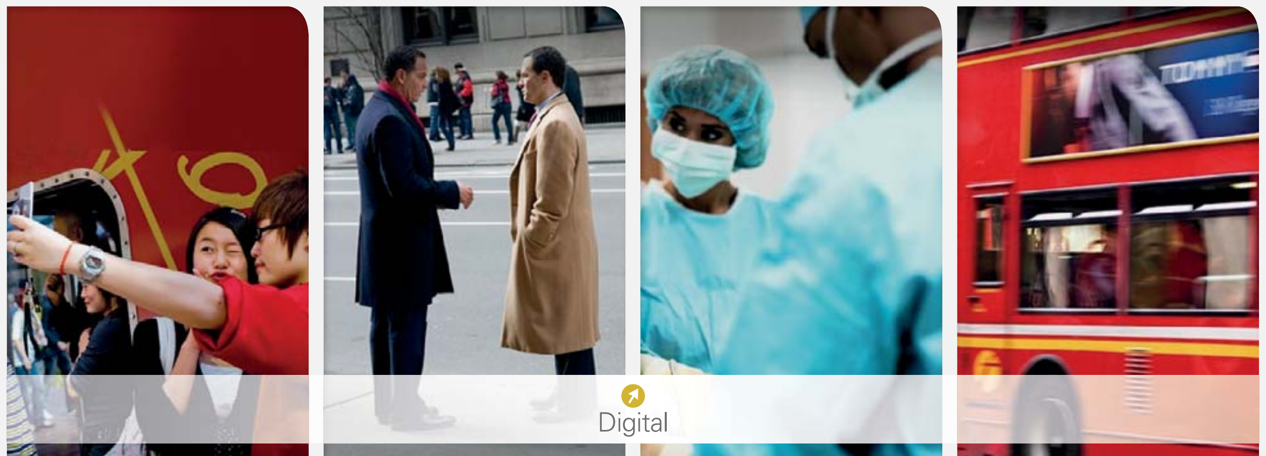
Generating Alpha continued

Sector expertise



Tech & Telco

Tech & Telco covers the software, information technology services / business process outsourcing, mobile-only telecommunications and integrated fixed or mobile telecommunications sub-sectors. Apax Funds have invested more than €5.3 billion in the space to date.

Services

Services includes a diverse range of businesses from financial services to industrial or support services. Apax Funds have invested more than €3.7 billion in the space to date.

Healthcare

Healthcare covers the key sub-categories of services, devices & products, pharmaceuticals, and healthcare IT. Apax Funds have invested more than €3.7 billion in the space to date.

Consumer

Consumer includes retail, leisure and digital consumer businesses. Apax Funds have invested approximately €5.9 billion in the space to date.

Apax Partners has a strategy and track record of recommending investments in four core sectors: Tech & Telco, Services, Healthcare and Consumer. Apax Partners' investment professionals typically have previous experience in these sectors, either in industry, consulting or financial services. Apax Partners believes that its track record in these sectors allows its team to spot trends, recommend investments "ahead of the curve", and formulate strong plans to transform and/or grow businesses.

As a result of the experience and knowledge gained within these sectors, AGA's Derived Investments will typically follow the same sectors and geographical focus as the Apax Funds.

Investment executives in each of the four global sector teams are therefore responsible for sourcing and reviewing potential investments for the Apax Funds, and for identifying potential Derived Investment opportunities. They do so by identifying specific sub-sectors where they believe that micro trends, valuations or competitive, technological or regulatory trends can lead to attractive investment opportunities.

Competitive advantage

The Investment Advisor believes that its sector knowledge allows its team to spot emerging global trends early and invest "ahead of the curve" in companies and sub-sectors that have a greater potential for growth. This same expertise gives Apax executives insight into the underlying growth drivers that will inform business plans and help unlock the potential of the business over the lifetime of an investment.

Geographic flexibility

8 OFFICES

29 PARTNERS
17 Equity Partners
12 Partners

15 YEARS AVERAGE EQUITY PARTNER EXPERIENCE IN PRIVATE EQUITY

1. **US**
2. **Brazil**
3. **UK**
4. **Germany**
5. **Israel**
6. **China:** Shanghai
7. **China:** Hong Kong
8. **India**

Investment opportunities are evaluated on a global basis by the Investment Advisor, which uses its extensive office and management networks to identify the best opportunities, spot emerging trends, and support the international expansion of the Apax Funds' portfolio companies.

The Investment Advisor's office network enables it to source and evaluate opportunities across Europe, North America, India, China, Brazil and Israel. Both Private Equity and Derived Investment opportunities are identified by the sector teams and evaluated by the Investment Advisor's Investment Committee on a global basis.

Competitive advantage

The Investment Advisor believes that this geographical reach and flexibility allows it to identify price dislocations and attractive valuations that will ultimately help to generate returns. The Investment Advisor believes that this global network also supports the Apax Funds' portfolio companies to make acquisitions and grow organically in new geographies. Having the network and expertise to help portfolio companies expand into new markets can be a key competitive advantage in an ever-globalising marketplace. Finally, the Investment Advisor believes that it is able to use its global network to maximise exit opportunities to sell portfolio companies.

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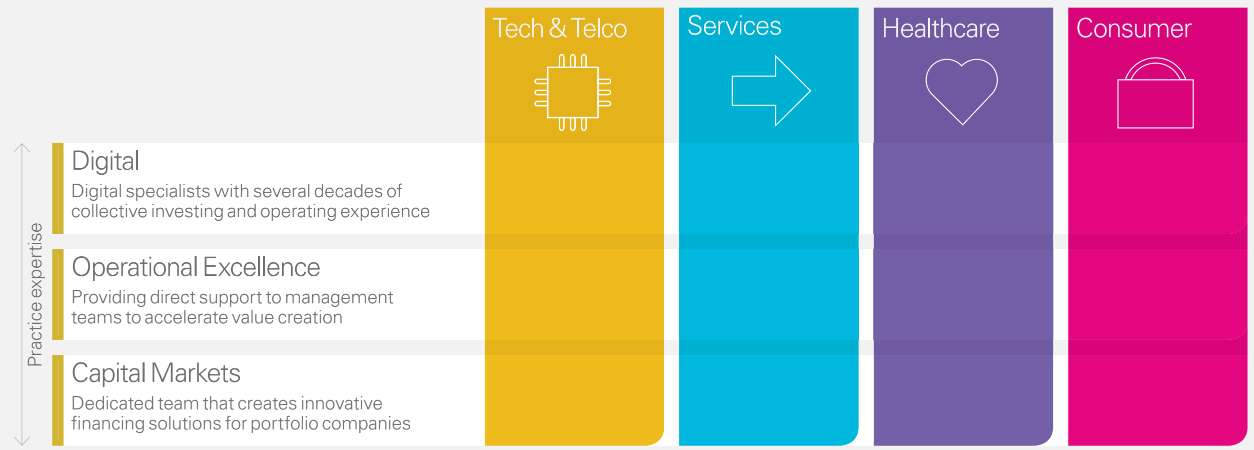
Generating Alpha continued

Transformational ownership



The sector teams work in close collaboration with executives from the Operational Excellence Practice ("OEP"), who bring decades of hands-on operating experience to bear on investment decisions.

In addition, the Digital Practice ensures that all investment opportunities that have a significant online or digital element benefit from their deep operational and strategic knowledge.

Finally, the Capital Markets Practice provides support to the Apax Funds on the financing and structuring of investments, and also to the Derived Investments team on debt investments.

The **Digital Practice** comprises members of the OEP and the investment team with specific digital expertise who also have roles in the sector teams. Capabilities include expertise in site monetisation, conversion, multivariate testing, search engine marketing and data architecture. As a result, Apax Partners has been able to support management teams to advance market leaders in a wide variety of sectors including online personal finance, automotive sales, gaming and real estate.

The Operational Excellence Practice is a key part of the Apax Partners transformational ownership objective, utilising vertical domain expertise throughout the lifecycle of a deal to drive value. There are currently eight vertical practice areas: Digital Acceleration, Analytics and Big Data, Portfolio Efficiency, Information Technology, 100-Day Execution, Change & Transformation, Environmental, Social and Governance. The OEP combines the experiences of its distinctive in-house team with a powerful network of fit-for-purpose "preferred partners". These efforts are augmented with a coordinated process for best practice sharing and cross portfolio networking ("KnowledgeNow"), and innovative tools and technologies developed to accelerate growth across the portfolio using big data analytics.

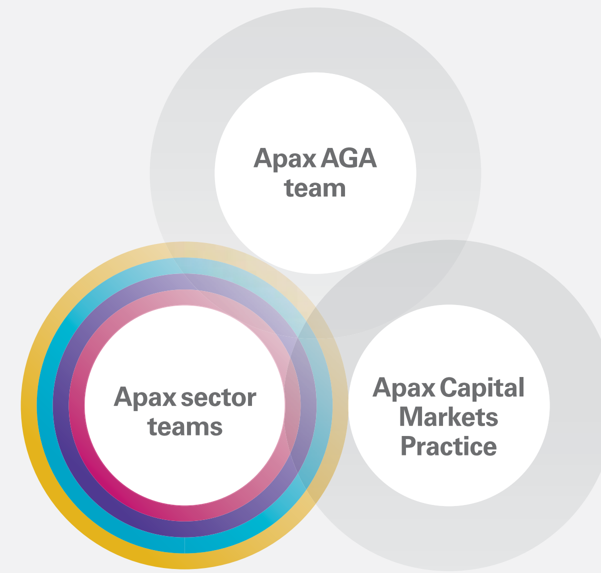
The **Capital Markets Practice** provides the Apax Funds with innovative financing solutions for portfolio companies. These activities include debt and equity issuance, debt and equity syndication, restructuring and foreign exchange.

Competitive advantage

The Apax Funds typically own portfolio companies for around five years on average during which time they seek to transform them by appointing sector-focused investment professionals to their boards and by giving them access to a suite of dedicated in-house resources. This is the primary source of value creation for Apax private equity investments.

The areas in which the Investment Advisor seeks to transform businesses, through the work of its investment professionals and the OEP, are: improving management teams; facilitating technology implementation; enhancing digital presence; accelerating mergers; acquisitions and divestitures; implementing functional excellence; efficiency initiatives; and facilitating internationalisation.

Derived Investment insight



In its core strategy, Apax Partners combines the extensive industry knowledge of the sector teams with the expertise of its capital markets team to identify the best risk adjusted investments across the entire capital structure in each of Apax Partners' sectors. The AGA team at

Apax Partners benefits from close collaboration with both the sector and the capital markets teams to identify, analyse, execute, monitor, and exit investments.

Each **Apax Partners sector team** operates globally and has advised the Apax funds for many years. As a result, the investment professionals and the respective partners responsible for each sector have acquired strong knowledge of the workings of their industry. AGA is aiming to benefit from this insight, allowing it to quickly understand the industry and company-specific dynamics of potential investment opportunities when they present themselves.

The **Apax Partners Capital Markets Practice** typically coordinates and leads all Apax Fund portfolio company financings and refinancings globally. The team has a strong understanding of the respective market dynamics at any given point in time and excellent relationships with the large global financing banks. Apax Partners leverages this market understanding to identify the best available investment opportunities in the market, both from a relative value as well as from a market timing point of view.

Working very closely with the sector and the capital markets teams, the **Apax AGA team** is involved in identifying and formulating all AGA investment recommendations. Additionally, the Apax AGA team advises AGA on its strategic direction helping to plan the Company's liquidity and risk profile bringing together the deep expertise of the Investment Advisor with a broader portfolio management approach.

Competitive advantage

The knowledge and experience gained from 30 years of private equity investment provides several clear advantages for the Derived Investments portfolio. The Investment Advisor's in-depth sector knowledge and continuous dialogue with relevant management teams, experts and advisors provide it with a deep understanding of market dynamics, business models, value dislocations and capital structures. This knowledge, combined with the extensive due diligence that is routinely carried out in the course of private equity investments, creates actionable investment ideas both within the Apax Funds' existing portfolio and in situations which do not meet its private equity investment criteria.

AGA offers a diversified portfolio concentrated in four key sectors. Over the next six pages, the Investment Manager reviews the market in 2015 and looks ahead to 2016.

In this section

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Market overview

The Investment Manager reviews the market in 2015 and considers the likely impact of economic events on AGA's portfolio strategy looking forward into 2016.

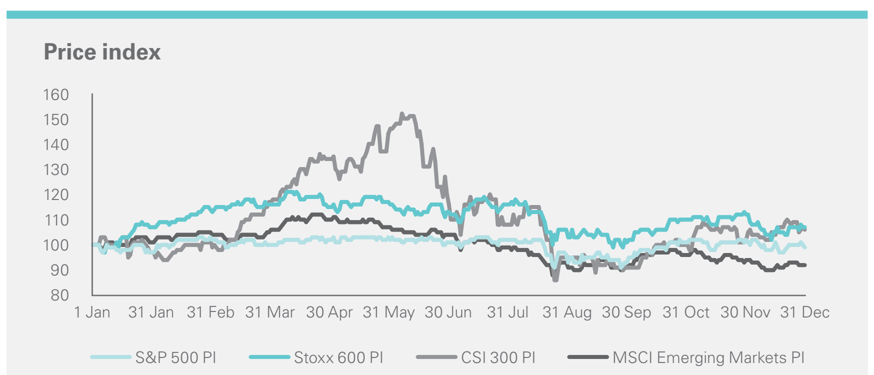
2015: A year of two halves

2015 was very much a year of two halves. The first half was largely a continuation of many of the themes we witnessed in 2014. The story was positive for much of the Western world, driven by continued growth in the US and the emergence of more European countries out of recession. The financial markets largely reflected this, as the North American indices were flat and European equity markets rallied. The story in mainland China was different, as stock markets de-coupled from macro realities and quickly rose to unprecedented highs. Debt issuance was plentiful, and spreads were close to their 2014 lows both in investment and non-investment grade debt. Emerging markets, while clearly under pressure from a slowdown in China in the second half of 2015 and the resultant impact on commodity prices, looked as if they were holding up.

China crisis

The second half of the year was a very different story. The Chinese stock market collapse during the summer dampened growth expectations and led to a slump in worldwide demand for raw materials during the autumn. The decline in commodity prices, particularly energy, had a knock-on effect on commodities companies and the future income streams of many developing countries. The shale revolution turned North America into the world's largest oil and gas producer which had a major impact on the industry. As oil dropped below US$30 a barrel, it undermined the equity and debt value of many North American oil manufacturers and led to a broader market decline because of the heavy exposure of many lenders to the sector.

The uncertainty was compounded by constant speculation about if, when and by how much the Federal Reserve ("Fed") would start tightening interest rates, eventually leading to a first 25 bps step up in December 2015. By year-end 2015, the US junior debt markets were largely frozen, and even liquidity and prices for debt in industries with no energy exposure suffered as we saw a de-risking across the board. These developments have extended into 2016 and equity markets globally have moved into bear market territory.



Assessing the impact

Despite the turbulence in the second half of 2015, the overall macro-economic performance and base-case forecasts in the Western world remained largely unchanged over the course of the year.

In certain industries, such as energy and industrials with emerging market exposure, it is possible to talk of an ongoing sector recession. However, we believe that the US economy as a whole remained healthy, a view shared by the Fed and evidenced by the minor base rate increase. In growth terms, Europe has done better than expected in 2015, and it appears to be carrying that momentum forward into 2016 with countries like Spain, Portugal and Ireland recovering and evidence of some positive indicators in Italy.

Limited exposure

The actual exposure of Western economies to China and other emerging markets is relatively limited. Exports to China from the US and the vast majority of European countries are below one percent of GDP, so a further slowdown in China should have only limited real primary impact. As a consequence, the reaction of Western stock markets to Chinese newsflow and stock market gyrations looks overdone. One hypothesis is that Western markets have been looking for an excuse for correction from levels that appeared quite elevated in 2014 and most of 2015. In our opinion, after the most recent correction, they now appear more reasonably valued – at least in the absence of another recession.

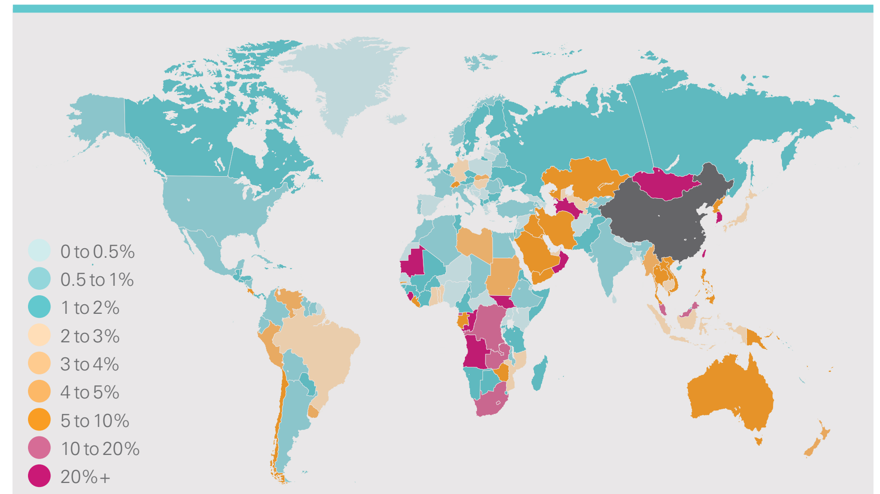
The downturn in the oil markets that has played out over the past 18 months, and which has turned into an outright capitulation in the first weeks of 2016, has led to counter-intuitive reactions from the capital markets. The positive impact of lower energy prices for consumers seems to have been overlooked, and most market commentary appears to project the problems in the energy sector onto the whole economy. We believe that a much more nuanced view on the wider impact of falling energy prices is needed especially as the turmoil is supply driven with underlying demand moderately increasing.

In fact, a large number of economies are unambiguous winners from these developments, including most of Western and Central Europe, as well as China and India. As a consequence, we believe that the macro-economic momentum in Europe (and India) remains broadly positive. The US is, however, more of a mixed picture. While the oil price drop is a windfall to the American consumer, there are clearly victims in the US as well. The net effect remains unclear, but the market sentiment is presently focused on the downside.

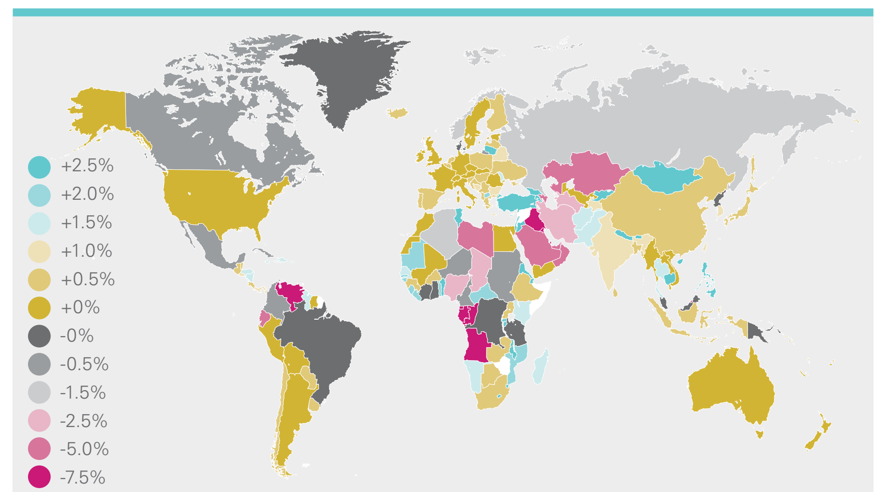
In our view much of the commentary surrounding the Fed's first interest rate hike was hyperbolic given that it only represented a marginal change in US monetary policy. The rate increase was baked into expectations and asset prices, and as a result, should not have had a major effect on capital markets and the real economy. The fact that the rise was underpinned by the Fed's belief in the sustained recovery of the economy seems to have been widely overlooked.

By-and-large, we believe that the Western economies will remain on a slow growth track. The risks to that view are twofold. Firstly, that a sector recession in energy and industrials in North America turns into something broader, having repercussions in Europe and secondly, that the slowdown in China accelerates and affects export oriented countries such as Germany, or that this slowdown triggers market hysteria influencing sentiment and thus economic actions or the long-term cost of capital for companies. Clearly the world today is more inter-connected, but as we are learning all the time, the impact of the ripples are not easy to predict.

Export to China as a % of GDP



Winners and losers of falling oil prices
December 2015 vs December 2014, % of GDP



Market outlook

Recent volatility in public debt and equity markets has created new opportunities for AGA to invest. We expect this to continue in 2016.

Apax Partners sectors

Within its four core sectors, Apax Partners aims to identify attractive sub-sectors, which, in its view, often display unique characteristics or compelling investment themes. Through executing deals in targeted sub-sectors over a period of years, Apax Partners has built specialist expertise, as well as a strong reputation and network. The combination of these factors enhance our ability to source proprietary deal flow and create significant value over the course of an investment.

Although we do not focus on investments in oil and gas or industrials, we are focusing on uncovering opportunities within the core sectors that may have been punished by market sentiment without having significant exposure to the issues in energy and commodities (discussed on page 18). We are seeing good examples of this trend in distribution and other services, healthcare and tech and telecoms.

We have also witnessed a disruption in the US retail market driven by trends independent of the energy downturn. At some stage, US consumers might start spending their "gasoline dividend" which could, in turn, help to stimulate a recovery in the retail sector. The most likely beneficiaries will be those companies with significant e-tailing or omni-channel capabilities, or those which have the largest upsides from omni-channel introductions. As digital transformation is one of Apax Partners' core strengths it is well positioned to exploit these opportunities.

Overall, we believe that the current valuation levels will open up interesting investment opportunities across different sub-sectors, geographies and asset classes. Exploiting market imperfections and the resultant irrationalities and arbitrage opportunities, are a core component of AGA's strategy. Therefore, a continuation of the volatile market environment throughout 2016 will lead to more of these opportunities and, with liquidity carefully managed, AGA is set to capitalise on them.

Private equity exit markets

Apax Funds were very active in terms of portfolio company realisations in 2014 and 2015. However, in late 2015 and early 2016, the capital markets environment deteriorated making private equity backed IPOs far harder and leading to several companies pulling their intended flotations.

As a consequence, strategic buyers have become more important as an exit channel for private equity firms. The three recently announced divestitures for the Apax Funds; the sale of King (in Apax Europe VI, 2015) to Activision; the sale of Rhiag (in Apax VIII, 2015) to LKQ; and the sale of Tommy Hilfiger China (in Apax Europe VII, 2016) to PVH have been successful manifestations of that trend.

Several indicators point to a period of continued volatility through 2016 which appear to have a negative impact on the availability of buyout debt.

Given all this, we expect strategic acquirers to be the primary buyers of private equity owned assets, with fewer exits via the capital markets and to other financial sponsors. Corporate coffers are generally well-filled and investment grade debt remains cheap and accessible, making the strategic corporate buyer an increasingly important exit route for portfolio companies. A number of AGA's Private Equity Investments (held via the Apax Funds) are currently evaluating exit options and strategic buyers are the most likely acquirers.

Private equity buy side opportunities

Despite (and to some extent because of) the choppy financial markets, we believe that acquisition opportunities in private equity remain attractive. In particular we think that the worldwide correction in the public markets will create opportunities for private equity firms to acquire listed companies at more attractive valuations. While this is unlikely to result in a slew of bargains, we do think that some of the capital markets' fears are excessive and valuation levels are now more sensible in Western markets.

In particular we would like to highlight the following regional trends in our global outlook:

Europe

The macro-economic environment for Europe has generally improved over the past year and we believe that this is likely to continue. As a consequence, the number of European investment opportunities continues to increase. Countries like Spain, Italy and the Netherlands are showing strong macro-economic momentum, which is translating into an increase in investable opportunities. The European economies with most rebound potential also have the most limited exposure to China. The Apax Funds are currently evaluating situations in these countries and have already announced an investment in Italy (Ingegneria Informatica, Apax VIII) in early 2016.

Although much of Northern Europe has greater export exposure to China through specific industries (automotive, machinery, engineering, etc.) the internal momentum in these economies is generally positive which mitigates their export exposure.

US

In terms of investment opportunities, the US looks more interesting than it has in the last couple of years because the most recent stock market correction has deflated prices, while other economic indicators, such as GDP and employment growth have until recently pointed to a healthy economy. In addition, regulatory developments have dampened the use of leverage in private equity transactions, leading to a corresponding effect on pricing. This development has made entry price points more attractive, although they remain at an elevated level in the longer-term historical context. These valuations can be justified if there are consolidation opportunities that can be exploited to create synergies and tuck-in value arbitrage.

India

We believe that India is the most interesting of the emerging markets for equity investments (both in private and public equities). Even without the energy and commodities price drops, the country was on a solid macro-economic path. The direction and momentum should be reinforced by the lower price of most commodities, because India is a net importer of most raw materials and fuels. While the speed of reforms introduced by the Modi government has been disappointing, the direction of change seems to be generally positive.

The wider macro-economic strength is, to some extent, reflected in valuations in the country, especially as it is currently a very buoyant and competitive market. Despite these high prices, we are seeing pockets of value in sub-sector plays such as transforming Tier 2/3 IT services/business process outsourcers in to a Tier 1/1.5 or investing in private entrants such as specialty lenders that can compete effectively with state-owned banks.

China

We remain cautious on China, as the extent of the slowdown is still hard to gauge, but we note that some important sectors like real estate seem to be stabilising. The most worrying aspect about China is the high, and rising, level of public and private indebtedness which, given the experience in other countries tends to result in a hard landing. It remains to be seen whether the country's economic toolkit is really different from those of Western economies, or whether the debt problems will create major issues.

In spite of our caution, it is important to note that sector performance in China is much more varied than in more developed markets, leading to 20% plus growth rates for some services sub-sectors while other industrial sectors are contracting at double-digit rates. The resulting landscape of investment opportunities is therefore much more heterogeneous than in Western economies. We are therefore looking for sectors and sub-sectors that are less likely to be seriously affected by a slow-down but whose valuations have been impacted by cautious market sentiment.

Israel

Israel's financial market performance and macro-economic growth remained relatively strong during the period, with a high number of opportunities arising as a result of strong anti-concentration laws. Particular opportunities are: under-penetrated outsourcing service plays, conglomerate break-ups and corporate carve outs.

We expect Israel to continue to provide a steady flow of attractive investment opportunities that the Apax Funds and subsequently AGA, can exploit.

Brazil

The macro-economic down cycle remains pronounced in Brazil, driven by poor political decisions and bickering, as well as the commodity price crash. That said, valuations have also dropped and, in terms of price multiples alone, Brazil is probably the "cheapest" of the Apax Funds' investment markets. While we are unable to call the bottom of Brazil's current crisis, we believe the risk reward profile over a five-year investment horizon could become attractive during the course of 2016. Again, investments by the Apax Funds would be centred on their core four (non-commodity) sectors. In particular, outsourcing service plays are currently under-penetrated in Brazil and the cyclical headwinds find some secular trends which balance them.

Market Outlook continued

Derived Investments

While the reaction times in the Private Equity allocation of AGA are generally too long to exploit short-term capital markets volatility, the Derived Investment allocation and the patience of AGA's capital are extraordinarily well-suited to benefit from "irrational" market volatility and dislocations.

Derived Debt Investments

One of the most fascinating market developments in the Derived Investments arena is the divergence in the junior debt markets (including high yield) in North America and Europe. While these markets have moved in parallel for a long time, the last few months have seen the two sides of the Atlantic drift apart. The US market went through an initial energy-driven hiccup towards the end of 2014. It then recovered, and by the summer of 2015 spreads had narrowed significantly, only for another rout to hit in the autumn and winter, which left spreads close to historic peaks at year-end. The developments were again energy-related, and the trading of many high yield bonds in the oil and gas space suggests that a wave of bankruptcies is imminent. While other sectors have witnessed less dramatic price changes, they have nonetheless moved in the same direction. Technically, the selling accelerated because of pressure from fund vehicles, which are (or were) offering redemptions to their customers. This forced them to quickly liquidate assets that in reality were "not so liquid" in a down-market. The resulting selling and the absence of buyers - still licking their wounds following the energy collapse - is driving yields up well into double digits, even in sectors with little or no energy exposure. Liquidity has dried up in the North American junior debt markets for now, offering potentially interesting opportunities in 2016 if the market freeze persists. AGA will be focusing on non-energy/non-commodities sectors which have been overly punished by weakening market sentiment.

In contrast, European junior debt has less exposure to energy and commodities, coupled with continuing accommodation by the European Central Bank, which has led to lower spreads than in North America. The investor base backing European debt is also more institutional than in the US and thus redemptions on short notice do not play a major role. Thus, for a value-oriented debt investor like AGA the European debt markets continue to offer fewer opportunities than the US.

Liquidity

The developments in the North American debt markets since November 2015 have shown how quickly liquidity can evaporate in an environment which overreacts to negative sentiment and where regulation (restrictions on banks) and monetary policy become problematic. The resulting swings in pricing have been significant and traded volumes have also slumped. This creates an opportunity for AGA to be in the right place at the right time. However, it also creates a challenge in terms of its own liquidity management and the "pricing" of liquidity risks, now that AGA is fully invested and new investments require the monetisation of existing portfolio positions, liquidity could prove to be an unreliable friend when needed most. As a consequence, the focus on the liquidity of current and future portfolio positions has intensified.

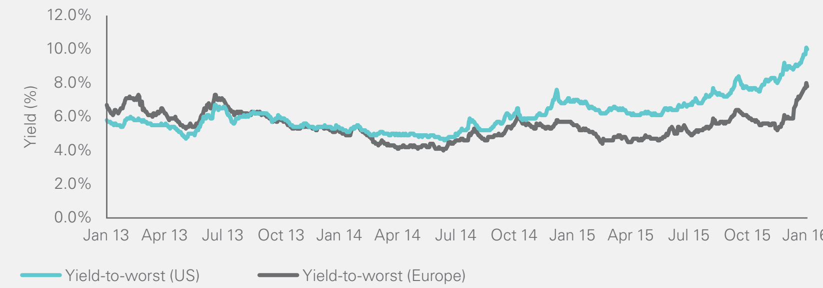
Derived Equity Investments

AGA has historically been overweight in its exposure to listed equities in emerging markets. Despite the market rout in the last few months of the reporting period, AGA's listed equities portfolio has performed well. This superficially paradoxical development is due to AGA's focus on sectors that had, and continue to have, little exposure to energy and commodities, and which in fact could be beneficiaries of raw material price drops.

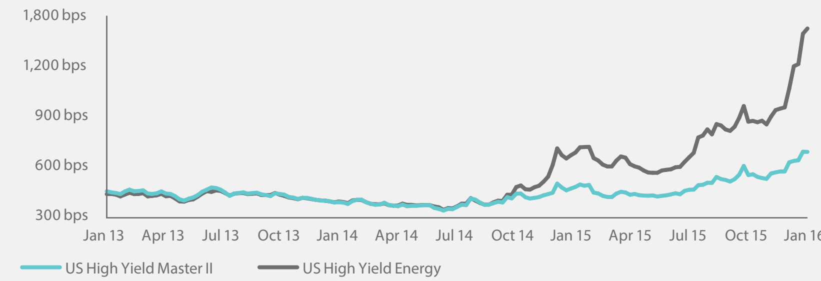
Generally, equity investments in the Derived Investments portfolio are driven by an opportunistic strategy that seeks to leverage insights generated by Apax Partners. As such, the geographic and sector focus of AGA's Derived Investments in equity closely follows the trends and exposure of the Apax Funds.

We are seeing positive opportunities in India, which offers a counter-cyclical play relative to China and the energy and commodities malaise. As a consequence, in a perfectly rational world, Indian equity capital markets should also be more de-coupled than they currently are. In the long-term, we would expect real factors to influence valuations and for value opportunities to begin to arise. Similarly to Private Equity, we would expect these opportunities to be skewed toward Tech & Telco and Services.

Yields have widened on market volatility



High yield energy spreads



1 Spread over forward LIBOR spot rate

The Investment Manager is pleased to report that the portfolio has delivered a strong performance during 2015. Adjusted NAV increased from €812.9 million to €923.6 million. Private Equity Investments outperformed all major global indices during 2015 with Derived Investments showing robust performance in difficult markets.

AGA's Invested Portfolio made strong returns in 2015, offsetting the impact of high uninvested cash balances held following the IPO.

3

In this section

The financial statements cover the period from 2 March 2015 to 31 December 2015. Where we discuss the trading period to 31 December 2014 this refers to the period for PCV Lux S.C.A ("PCV Group" or "PCV") and its subsidiaries (collectively the "PCV Group") prior to the acquisition by AGA.

Irrespective of whether the text refers to AGA or PCV, references to the trading period from 1 January 2015 include trading as PCV prior to the transfer of assets to AGA following the acquisition and listing on 15 June 2015.

1 Our business
2 Market overview and outlook
3 Our portfolio
4 Our governance
5 Our finances
6 Shareholder information

Track record

Long-term track record

AGA and its predecessor, the PCV Group (acquired at the time of the IPO) have a strong record of delivering growth in Net Asset Value. When the PCV Group was launched in 2008, it raised initial contributions of €332.8 million in the period to June 2010, growing to €611.1 million at 31 March 2015 prior to the IPO. Together with net proceeds from the IPO of €275.0 million, the combined company, AGA, has grown its net assets to €936.5 million at 31 December 2015.

The Invested Portfolio of both the PCV Group and AGA has delivered Gross IRRs on its portfolio of Private Equity Investments and Derived Investments of 25.5% from inception of the PCV Group in 2008 to 31 December 2015. Over the same time period, Private Equity Investments and Derived Investments have generated a Gross IRR of 28.6% and 24.0% respectively.

PCV group / **AGA**

August 2008	March 2015	June 2015	31 December 2015
PCV Group launched	Prior to IPO NAV grows to	IPO net proceeds of	NAV
€332.8m	€611.1m	€275.0m	€936.5m
Initial contributions to June 2010		PCV Group acquired upon listing	

Total portfolio

Financial highlights

Total portfolio

Invested Portfolio[1] as at 31 December 2015	€914.7m
Adjusted NAV as at 31 December 2015	€923.6m
Gross IRR since inception of the PCV Group in 2008	25.5%
Total Return in 2015	13.6%

Private Equity / Derived Investments

	Private Equity	Total Derived Investments	Derived Debt Investments	Derived Equity Investments
Value of current investments as at 31 December 2015	€473.6m	€441.1m	€346.7m	€94.4m
Adjusted NAV as at 31 December 2015	€469.4m	€432.4m	€341.2m	€91.2m
Gross IRR since inception since inception of the PCV Group in 2008	28.6%	24.0%	23.1%	25.9%
Total proceeds and income for the period 31 December 2014 to 31 December 2015	€24.6m	€149.7m	€98.7m	€51.0m

Calculations

Adjusted NAV

Calculated by adjusting the Proforma NAV as at 31 December 2014 and March 2015 and NAV at subsequent reporting periods, by performance fee reserves. There was no performance fee reserve at 31 December 2014.

Proforma NAV

Calculated for the periods at 31 December 2014 and 31 March 2015 respectively by adjusting reported NAV for net IPO proceeds received and reducing for tax share redemptions made, based upon the future IPO of AGA. Proforma NAV is provided to facilitate comparability of the reported NAV at 31 December 2015 to prior periods.

NAV

Means the value of the assets of the Company less its liabilities as calculated in accordance with the Company's valuation policy. NAV has no adjustments related to the IPO proceeds or performance fee reserves.

Gross IRR

Gross IRR means an aggregate, annual, compound, gross internal rate of return calculated on the basis of cash receipts and payments together with the valuation of unrealised investments at the measurement date. Foreign currency cash flows have been converted at the exchange rates applicable at the date of receipt or payment by the Company. For the Company's Private Equity Investments, Gross IRR is net of fees and carried interest paid to the underlying investment manager and/or general partner of the relevant fund. For Derived Investments, Gross IRR does not reflect expenses to be borne by the relevant investment vehicle or its investors including, without limitation, performance fees, management fees, taxes and organisational, partnership or transaction expenses.

1 Excluding investments in subsidiaries.

Portfolio overview and our performance

AGA has a strategy to invest in Private Equity and Derived Investments. AGA invests in private equity by making primary and secondary commitments to, and investments in, Apax Funds. Derived Investments are typically identified as a result of the core private equity advisory business of Apax Partners – the Investment Advisor. Derived Investments are primarily investments in debt and listed equities. AGA expects to invest in approximately equal proportion between Private Equity and Derived Investments over time, although this mix will fluctuate due to market conditions and other factors.

Capital deployment since the IPO

AGA's intention at the time of the IPO was to deploy the net proceeds raised into both Private Equity and Derived Investments within 12 months following its admission to the London Stock Exchange. We are pleased to report that significant progress has been made in achieving this objective.

Whilst the value of cash, cash equivalents, and legacy hedge funds was €323.2 million or 37% of Adjusted NAV as at 30 June 2015, this was reduced to €22.9 million[1] or 2% of Adjusted NAV by the end of 2015. We have also succeeded in fully realising AGA's remaining legacy hedge fund investments during the second half of 2015. These legacy hedge funds no longer form part of AGA's portfolio as at 31 December 2015.

Portfolio structure

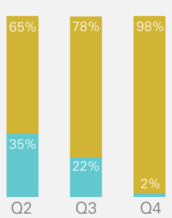
The net proceeds raised during the IPO were deployed into new investments achieving a well balanced portfolio: Private Equity Investments represented 52% of the Invested Portfolio and Derived Investments represented 48% at 31 December 2015.

The overlap between portfolio companies in which AGA has invested through its Derived Investments portfolio and Private Equity portfolio is 48% of the total Derived Investment portfolio (representing 15 of the 31 Derived Investments).

AGA's investments are primarily in the Investment Advisor's four key sectors: Tech & Telco, Services, Healthcare and Consumer, with the Services sector representing the largest portfolio weight, accounting for 31% of the Invested Portfolio.

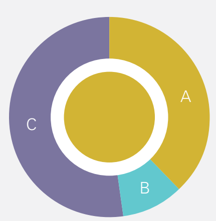
Notably, AGA does not have direct investments in the commodity or energy markets. We consider that just two portfolio companies with a total NAV of €49.6 million or 5.4% (Private Equity and Derived Investments taken together) of the Invested Portfolio have a meaningful end market exposure to these markets.

Total NAV split
31 December 2015



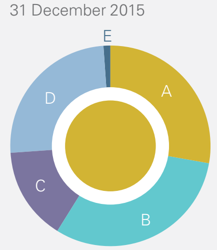
- Invested portfolio
- Cash and other net current assets

Portfolio split by asset type
31 December 2015



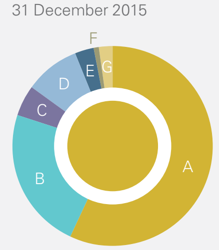
A. Debt 38%
B. Equity 10%
C. Private Equity 52%

Portfolio split by sector
31 December 2015



A. Tech & Telco 28%
B. Services 31%
C. Healthcare 15%
D. Consumer 25%
E. Legacy Media 1%

Portfolio split by geography
31 December 2015



A. North America 57%
B. Rest of Europe 23%
C. United Kingdom 5%
D. India 9%
E. China 3%
F. Switzerland 1%
G. Rest of World 2%

1 Including cash of €1.4 million held by the PCV Group.

These companies are not specifically energy companies, but they are involved in providing services to the oil and gas industries. We therefore believe that AGA's portfolio is well positioned in increasingly volatile markets.

Sector diversification

Whilst AGA follows a global strategy, AGA was overweight with its investments in North America, which represented 57% of the Invested Portfolio at the end of 2015. This geographical bias should be seen as a reflection of where the most attractive investment opportunities were identified in the past. Over the longer-term, we expect the portfolio to be more balanced between North America and Europe. The share of investments in Europe has already increased during 2015 to a level of 29% of the Invested Portfolio compared to 26% at the beginning of 2015. Given the market environment and outlook, we would expect this share to increase further in 2016, especially for Private Equity Investments. AGA also continues to have exposure to India and China, mainly through its Private Equity and Derived Equity Investments. India represented 9% and China 3% of the Invested Portfolio as at 31 December 2015. The weighting across those two geographies reflects our continued belief that India currently represents the more attractive investment environment.

A more cautious approach is taken towards investments in China, given overall uncertainty regarding China's future growth trajectory and volatility in its financial markets as more fully described in the market overview and outlook sections.

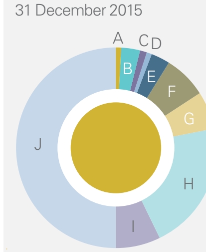
Private Equity and Derived Investment exposures

AGA's Invested Portfolio is diversified within the Private Equity and Derived Investment Portfolio. Private Equity Investments are made through commitments into four Apax funds with deal vintages spanning from 2005 to 2015. AGA's largest commitment is to Apax VIII (AVIII), a global buyout fund raised in 2012, and the other commitments and investments are to Apax Europe VII ("AEVII", raised in 2007), Apax Europe VI ("AEVI", raised in 2005) and AMI Opportunities Fund ("AMI", raised in 2014). The size of assets under management in these funds and the exposure of AGA to private equity investment vintages are depicted in the charts below.

The AGA Board has also recently announced its intention to commit US$350 million into the new global buyout fund raised by Apax Partners, Apax IX ("AIX"). This commitment is expected to be split 50:50 between the Euro and US$ tranches of the fund and is in accordance with the Company's investment policy to invest in new private equity funds advised by Apax Partners and with a view to maintaining a balanced exposure to Private Equity and Derived Investments.

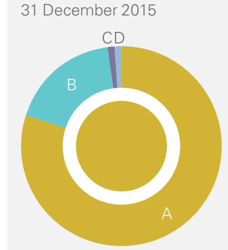
The Derived Investment portfolio was split 79% in debt and 21% in equity at 31 December 2015. Maturities of Derived Debt Investments vary between 2018 and 2023 however, 91% of Derived Debt Investments are of the floating rate nature, significantly mitigating the interest rate sensitivity of the longer dated maturities.

Portfolio split by Private Equity vintage
31 December 2015



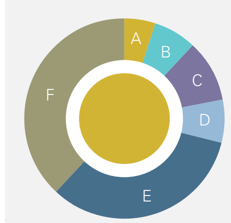
A. 2005: 1% **E.** 2009: 1% **I.** 2013: 21%
B. 2006: 0% **F.** 2010: 3% **J.** 2014: 7%
C. 2007: 3% **G.** 2011: 7% **K.** 2015: 50%
D. 2008: 1% **H.** 2012: 6%

Portfolio Split by fund exposure
31 December 2015



A. AVIII 80%
B. AEVII 18%
C. AEVI 1%
D. AMI 1%

Derived Debt Investments by maturity
31 December 2015



A. 2018: 5% **D.** 2021: 7%
B. 2019: 7% **E.** 2022: 33%
C. 2020: 10% **F.** 2023: 38%

NAV development and performance

NAV development

We are pleased to report that the portfolio has delivered a strong performance during 2015. Proforma NAV increased from €812.9 million as at 31 December 2014 to €936.5 million as at 31 December 2015, up 15.2%. Adjusted NAV (which includes a proforma performance fee reserve calculated on a liquidation basis, see note 12 in the notes to the financial statements) reached €923.6 million, a net increase of 13.6% in the course of the year.

Immediately preceding the admission to trading, AGA redeemed certain shares held by former PCV Group shareholders to fund tax payments due following the acquisition of the PCV Group by AGA. These tax redemptions had a negative effect of €7.6 million on Adjusted NAV during 2015. Costs and expenses incurred as part of the IPO had a negative impact of €18.6 million on Adjusted NAV. Total IPO costs were €18.9m, representing, €0.3m borne by the Company for issuing new shares in excess of the initial target of €250m and IPO costs of €18.6 million which were in line with the estimates made at the time of the IPO and were, together with the amounts paid for tax redemptions, effectively borne by the former shareholders of the PCV Group on acquisition.

Please refer to note 16 in the financial statements for further details.

NAV performance

On a per share basis, Adjusted NAV per Share was €1.88 (£1.38) as at 31 December 2015, increasing from €1.66 (£1.29) at 31 December 2014.

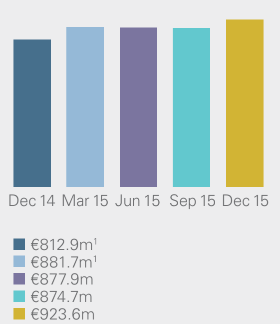
As AGA is now essentially fully invested and there is no remaining "cash drag" on returns, we believe that Total Return rather than Invested Portfolio IRR is the most appropriate measure for AGA's investment performance from here onwards. Total Return will be measured as the annual rate of Adjusted NAV per share movement, including (i.e. adding back) dividend payments. This concept includes fees and costs incurred by AGA, including potential performance fees (or proforma reserves for such fees) and thus we believe is a true and fair measure of net investment performance.

Total Return since December 2014 was 13.6%, and in line with AGA's longer-term targets of 12-15%.

AGA outperformed all major global indices during 2015 for asset classes included in its portfolio, including benchmarks for private equity, equities and junior debt. The outperformance was a particularly positive achievement in light of the negative effect of the IPO costs and the cost of share redemptions of €0.05 per share (or 2.8%) and the significant balances of cash and cash equivalents during 2015 which had a dilutive effect on the performance.

We believe that these latter two effects are unique to 2015 and should not recur in the future.

Adjusted NAV
31 December 2015

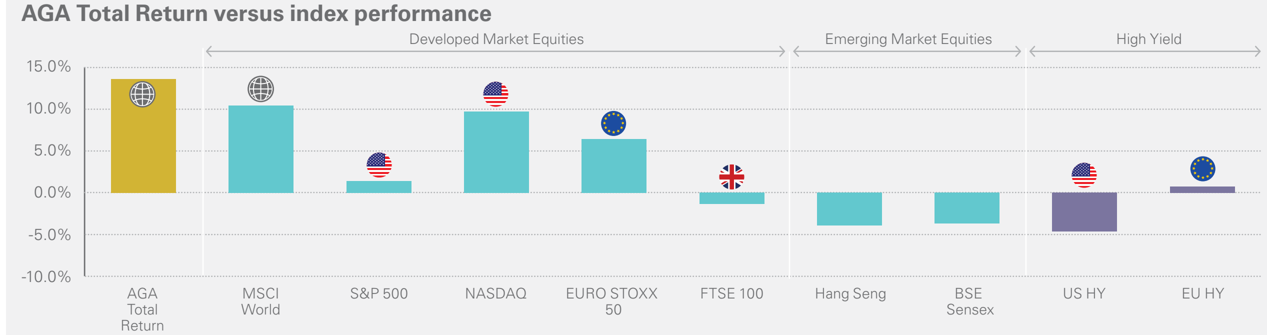


1 Adjusted for IPO proceeds

Net Asset Values development	31 December 2014 €m	31 March 2015 €m	30 June 2015 €m	30 Sept 2015 €m	31 December 2015 €m
NAV	537.2	611.1	885.9	882.4	936.5
Proforma NAV	812.9	891.9	885.9	882.4	936.5
Adjusted NAV	812.9	881.7	877.9	874.7	923.6
Private Equity	198.8	245.4	263.8	344.0	473.6
Derived Investments	294.8	325.2	309.0	345.9	441.1
Cash and Legacy Hedge Funds	38.7	37.9	323.3	190.7	22.9
Others	4.9	2.6	(10.2)	1.8	(1.1)

Net Asset Values per share	31 December 2014 €/£	31 March 2015 €/£	30 June 2015 €/£	30 Sept 2015 €/£	31 December 2015 €/£
NAV per Share	1.72/1.34	1.96/1.42	1.80/1.28	1.80/1.33	1.91/1.41
Proforma NAV per Share	1.66/1.29	1.82/1.32	1.80/1.28	1.80/1.33	1.91/1.41
Adjusted NAV per Share	1.66/1.29	1.80/1.30	1.79/1.27	1.78/1.32	1.88/1.38

AGA Total Return versus index performance



Sources of investment performance

The increase in Adjusted NAV from €812.9 million to €923.6 million during 2015 was predominantly driven by an increase in unrealised gains of €73.8 million and income of €23.2 million. AGA also benefited from changes in foreign exchange rates, predominantly the further appreciation of the US$ against the Euro, which contributed €33.3 million to growth in Adjusted NAV. Due to strong value creation in the portfolio, the performance fee reserve had a negative impact of €12.9 million on Adjusted NAV.

During the year AGA invested €211.1 million and €249.1 million into Private Equity and Derived Investments. This compares to distributions received of €24.6 million from AGA's Private Equity Investments and realisations of €117.2 million in Derived Investments. The main contributor to unrealised gains was the Private Equity part of the portfolio, showing an increase in unrealised gains of €82.8 million. Unrealised losses in the Derived Investments portfolio were €9 million or just 2% of 31 December 2015 NAV of €441.1 million, a strong result in light of debt and public market developments during 2015. Unrealised losses in the Derived Investment portfolio were more than offset by foreign currency gains, predominantly due to the concentration of Derived Debt Investments in North America where good opportunities arose.

Net Asset Value performance	Private Equity €m	Derived Investments €m	Cash and legacy hedge funds €m	Others €m	Total €m
NAV as at 31 December 2014	**198.8**	**294.8**	**38.7**	**4.9**	**537.2**
+ Net IPO Proceeds[1]	–	–	275.0	–	275.0
+ Investments	211.1	249.1	(460.2)	–	–
– Divestments	(24.6)	(117.2)	143.8	–	2.0
+ Income	–	–	23.2	–	23.2
+/– Unrealised Gains (Losses)	82.8	(9.0)	–	–	73.8
+/– FX Gains (Losses)	5.5	23.4	4.4	–	33.3
+/– Costs and Others	–	–	(2.0)	(6.0)	(8.0)
NAV as at 31 December 2015	473.6	441.1	22.9	(1.1)	936.5
+/– Change in Performance Fee Reserve	(4.2)	(8.7)	–	–	(12.9)
Adjusted NAV as at 31 December 2015	469.4	432.4	22.9	(1.1)	923.6

1 Net IPO proceeds comprise gross IPO proceeds of €301.4 million less IPO costs paid and accrued at 31 December 2015.

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Portfolio Review: Private Equity

Through its commitments to the Apax Funds, AGA has exposure to Private Equity Investments in a range of companies. These portfolio company participations represent a total NAV of €473.6 million as at 31 December 2015. As the investments have been made over the period of a decade, the portfolio is well balanced across investment vintages.

Value of current investments as at 31 December 2015

€473.6m

Percentage of Invested Portfolio

52%

Gross IRR since inception of the PCV Group in 2008

28.6%

AGA is an investor in Apax Funds. Apax Partners, the Investment Advisor, adopts a three-pillared strategy focusing on delivering superior returns through sector expertise, geographic flexibility and transformational ownership by the Apax Funds.

Strategy

Sector expertise

Apax Partners has a proven strategy of sector-focused investment advice; looking for opportunities where capital, experience and insight can release the potential of businesses and generate superior returns. The four sectors in which the Apax Funds invest on a global basis are: Tech & Telco, Services, Healthcare and Consumer.

In addition to the four sectors, Apax Partners has a digital practice which operates on a cross sector basis. The Digital Practice helps create a flow of investment opportunities and optimises the performance of digital or digitally-enabled portfolio companies.

Apax Partners has employed a sector-focused investment strategy since inception and has built deep knowledge and a global contact book in its chosen sectors. Apax Partners currently employs approximately 100 investment professionals who are organised along sector lines and whose executives typically have considerable relevant experience either in industry, consulting or investment banking.

Geographic flexibility

Investment opportunities are evaluated on a global basis by the Investment Advisor. Local teams are integrated into global sector teams, reinforcing a collaborative culture and allowing the Investment Advisor to recommend geographically diversified investment opportunities.

The Investment Advisor believes that its global platform provides a differentiated advantage, specifically allowing it to find pockets of relative value within its sectors, better evaluate investment opportunities in specific sub-sectors, support portfolio companies' international expansion and maximise exit opportunities.

Transformational ownership

Apax Partners seeks to create value by transforming the businesses in which the Apax Funds hold majority or significant stakes, thereby generating enhanced returns. The Apax Funds seek to transform them by appointing investment professionals from the Investment Advisor to their boards and giving them access to a suite of dedicated in-house resources, including the OEP. The OEP includes professionals who support the Apax Funds' investment strategy by participating in due diligence, and providing assistance to portfolio companies in specific functional areas such as, for example, digital acceleration.

Finally, the Capital Markets Practice provides support to the Apax Funds on the financing and structuring of investments, and also to the Derived Investments team on debt investments.

Investment process

The Apax Partners private equity investment process can be summarised as follows:

Identify

Apax Partners generates investment ideas through its sector team networks globally. The sector teams typically identify sub-sectors within the four core investment sectors that they believe will benefit from secular growth trends. Within each sub-sector, the relevant members of the investment team identify companies expected to be among the biggest beneficiaries of growth and other developments in a sector. Apax Partners' sector-focused philosophy requires global coordination amongst its geographically dispersed investment teams, which takes place through frequent communication and cross-office deal resourcing. Investment opportunities are also subject to assessment by the Operational Excellence Practice and, where relevant, the Digital Practice.

Potential investment ideas are assessed by the Apax Partners Investment Committee. The Investment Committee provides guidance to deal teams on key areas of due diligence, assessment of risks and rewards, and general attractiveness and suitability of a deal as it pertains to an Apax Fund's investment mandate. The Investment Committee (and an earlier stage Approval Committee) also formally approves the deal expense budgets and the external advisors to be engaged in due diligence. In analysing potential investments, Apax Partners conducts due diligence of a scope that it considers appropriate for the type and size of that investment and which it believes to be consistent with general practice for private equity investments, including, amongst others, legal, financial, compliance and management due diligence. The Investment Committee makes investment recommendations to the relevant Apax Fund's investment manager and/or general partner and provides ongoing guidance on pricing, contractual negotiations and other considerations prior to signing or closing. Members of the relevant investment team are actively involved throughout the process and participate in, and contribute to, investment recommendations.

Support

Apax Partners seeks to play an active role in the development of the portfolio companies in which Apax Funds invest. Apax believes that value can be created by being able to influence portfolio company strategy, execution, exit timing and process. It seeks to provide portfolio companies with input on deal and industry experience, project management and planning capabilities and corporate finance insights. Typically, Apax Funds seek to acquire the right to nominate one or more directors on the boards of portfolio companies, which they generally seek to fill with individuals from Apax Partners with relevant industry expertise.

The Apax Partners Investment Committee aims to review each portfolio company and its development approximately twice a year, or more often where necessary. The review of portfolio companies assesses their progress compared to original plans and considers items such as ongoing management changes, capital structure and further funding requirements.

Realise

The average length of an investment by Apax Funds is approximately five years. In situations where investment goals have been realised, where interest is received from a potential acquirer, where an investment is underperforming compared to original goals without the expectation of future improvement, or where it otherwise is appropriate to review the possibilities of exiting an investment, the Investment Committee will review the investment. The focus of the review is to prepare a recommendation towards exiting an investment, including advising on optimal exit timing and the expected returns and evaluating purchase offers. The Investment Committee makes a recommendation to the relevant Apax Fund's investment manager and/or general partner when it believes it is an appropriate time to sell a portfolio company.

Portfolio composition: Private Equity

As at 31 December 2015, AGA has made investments in, and commitments to, four Apax Funds.

AEVI and AEVII are fully invested and the focus of these funds is to make use of current market conditions to realise investments that have generated value, either through the public markets or in private transactions.

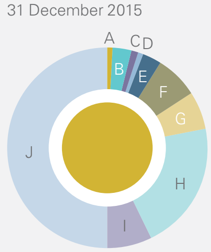
AVIII and AMI are in their investment periods.

- Apax VIII is a dual currency fund consisting of a Euro and US$ tranche, both of which AGA has invested in.
- AVIII was c.80% invested and committed as at 31 December 2015 (including, where relevant, any transactions funded through the capital call facilities of the Apax Funds where capital calls have not yet been made but excluding any new investments that have been announced but not completed during the reporting period). Due to strong deal flow for the Apax Funds, the proportion of AVIII which is invested or committed increased significantly during 2015 from 29% at the start of the year.
- AMI closed its first two investments during 2015 totalling 11% of committed capital, which have now been fully financed by committed capital drawdowns.

Commitments to Apax Funds

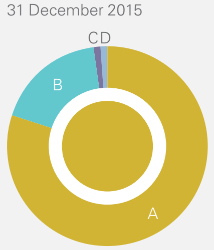
Fund name	Currency	Vintage	Commitment amount (m)	Invested and Committed	NAV as at 31 December 2015 (m)
AMI Opportunities Fund	US$	2014	$30.0	11%	€3.5
Apax VIII	EUR	2012	€159.5	79%	€173.9
	US$	2012	$218.3	80%	€202.6
Apax Europe VII	EUR	2007	€86.5	107%	€87.1
Apax Europe VI	EUR	2005	€10.6	105%	€6.5
Total					**€473.6**

Portfolio split by Private Equity vintage
31 December 2015



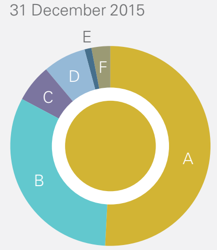
A. 2005: 1% E. 2009: 1% I. 2013: 21%
B. 2006: 0% F. 2010: 3% J. 2014: 7%
C. 2007: 3% G. 2011: 7% K. 2015: 50%
D. 2008: 1% H. 2012: 6%

Portfolio Split by fund exposure
31 December 2015



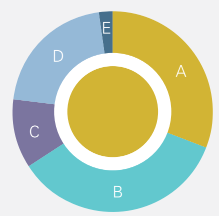
A.	AVIII	80%
B.	AEVII	18%
C.	AEVI	1%
D.	AMI	1%

Portfolio split by geography
31 December 2015



A.	North America	51%
B.	Rest of Europe	32%
C.	United Kingdom	6%
D.	India	7%
E.	China	1%
F.	Rest of World	3%

Portfolio split by sector
31 December 2015



A.	Tech & Telco	31%
B.	Services	35%
C.	Healthcare	11%
D.	Consumer	21%
E.	Legacy Media	2%

NAV development and investment performance: Private Equity

NAV development

During the year NAV attributable to the Private Equity portfolio increased from €198.8 million to €473.6 million. Adjusted NAV of the Private Equity portfolio increased from €198.8 million to €469.4 million. Adjusting for capital flows during the year NAV has increased by 21.5%[1] and Adjusted NAV by 20.5%[2]. Unrealised gains were €82.8 million, whilst FX movements of €5.5 million in the period had a positive contribution to the Adjusted NAV of the Private Equity portfolio.

NAV performance

Ten portfolio companies were fully or partially realised during this period at an average Multiple of Invested Capital ("MOIC") of 3.7x to the Apax Funds, as at 31 December 2015, with AGA receiving €24.6 million in distributions from AEVII and AEVI during the year. In addition, 11 new investments have been made in the year by AVIII and two by AMI. AGA has invested €211.1 million in Private Equity during the year by virtue of being a limited partner in the Apax Funds.

Underlying portfolio companies grew Last Twelve Months ("LTM") Revenue by 7.8% and LTM EBITDA by 9.0% on average which compares to 14.4% LTM Revenue growth and 11.8% LTM EBITDA growth in the prior year. The decline in growth rates reflects a number of factors. Although some portfolio companies continued to grow significantly in the year, this was from a much higher base due to 2014's strong growth, thus nominally reducing the growth rate. In addition, the addition of new portfolio companies in 2015 where the Investment Advisor's transformational efforts still take time to take effect had an impact on EBITDA growth rates. However, a minority of portfolio companies have also faced tougher trading environments, which is being closely monitored by the Investment Advisor.

Valuation multiples at which the portfolio companies are held in the Apax Funds have increased from 11.3x LTM EBITDA to 12.4x LTM EBITDA between 31 December 2014 and 31 December 2015, reflecting higher public market multiples in the four core sectors Apax Funds invest in, used to value the Private Equity portfolio. Although the majority of portfolio companies saw valuation multiple accretion during the year, a minority of investments contributed the majority of the uplift in valuation multiples. However, the change also includes the impact of full exits of six companies from the portfolio and thirteen new additions to the portfolio during the year.

The average leverage level of portfolio companies in the Private Equity portfolio was 4.6x LTM EBITDA as at 31 December 2015, down from 4.9x LTM EBITDA as of 31 December 2014. This change reflects the portfolio companies' efforts to de-lever and increase EBITDA, but also includes the change due to exits and additions to the underlying portfolio. It is noteworthy, however, that the portfolio has been able to de-lever to this extent given that a number of portfolio companies made use of additional leverage to finance M&A activity. We consider the leverage level of the portfolio companies in the Private Equity portfolio to be appropriate.

Private Equity performance drivers

As at 31 December 2015	€m
NAV as at 31 December 2014	198.8
+ Investments	211.1
– Realisations	(24.6)
+/– Unrealised Gains (Losses)	82.8
+/– FX Gains (Losses)	5.5
NAV as at 31 December 2015	473.6
+/– Performance Fee Reserve	(4.2)
Adjusted NAV as at 31 December 2015	469.4

Operating metrics

	31 December 2014	31 December 2015
Portfolio year-over-year LTM revenue growth[3]	14.4%	7.8%
Portfolio year-over-year LTM EBITDA growth[3]	11.8%	9.0%
Average EV/ EBITDA Multiple[3]	11.3x	12.4x
Average Net Debt/ EBITDA[3]	4.9x	4.6x
Number of new investments[4]	4	13
Number of exits[4]	6	10

3 Represents the weighted average of the respective metrics across the underlying portfolio companies, current per the indicated date, using latest available information.

4 Represents investments and exits during the year ending at the indicated date. Note that the 13 new investments during 2015 excludes the additional AEVII stake acquired by AGA during 2015. In addition the 10 exits during 2015 includes six full exits and four significant partial exits.

1 Calculated by taking the NAV as at 31 December 2015 and adding back realisations received divided by the sum of NAV at 31 December 2014 and investments and calls paid.

2 Calculated by taking the Adjusted NAV as at 31 December 2015 and adding back realisations received divided by the sum of NAV at 31 December 2014 and investments and calls paid.

Investment activity: Private Equity

Deal activity within the Apax Funds during 2015 was strong, particularly on the exit side, where the Apax Funds fully or partially realised a total of ten investments at an average MOIC of 3.7x and gross IRR of 31% to the Apax Funds, as at 31 December 2015. AGA received €24.6 million in distributions during 2015.

New investments 2015

Apax Funds have maintained discipline in pursuing investments, drawing on the Investment Advisor's sector knowledge and global reach to identify opportunities. These are in niches with reasonable entry prices, early value creation and transformation potential. The Apax Funds in which AGA has invested have made the following investments during 2015:

- Acquisition of a majority stake in **EVRY**, a Scandinavian provider of IT services. The investment thesis is to optimise the cost structure of this former state/utility-owned asset. AGA's indirect NAV exposure in EVRY corresponds to €43.5 million.
- Take private of **Exact**, a Dutch ERP and accounting software provider to small and medium-sized businesses. The investment thesis is to help the Company expand its international business whilst continuing to grow domestically. AGA's indirect NAV exposure in Exact corresponds to €27.8 million.
- Purchase of a controlling stake in **Azelis**, a pan-European specialty chemical distributor. Azelis was able to leverage the Investment Advisor's global reach and capabilities to acquire Koda, the leading speciality chemicals distributor in North America. As part of this transaction the Apax Funds invested additional capital. The investment thesis remains the pursuit of both organic and inorganic growth in a consolidating market. AGA's indirect NAV exposure in Azelis corresponds to €28.4 million.
- Buying a large minority stake in publicly listed **Shriram City Union Finance**, a leading specialty lender to small and mid-sized enterprises ("SMEs") in India. The investment thesis recognises that lending to SMEs is under-penetrated in India which coupled with an improving Indian economy will allow for above average, sustained growth in specialty lending. AGA's indirect NAV exposure in Shriram City Union Finance corresponds to €14.7 million.
- A majority stake in **Schultz Catering**, a market leader in corporate catering services in Israel. AGA's indirect NAV exposure to Schultz Catering is c. €1.2 million.
- Take private of **Quality Distribution**, the number 1 chemical bulk tank truck logistics network in North America. The investment thesis is based on secular growth in chemical transportation volume and market share growth through M&A. AGA's indirect NAV exposure to Quality Distribution is €11.8 million.
- Acquisition of RFS Holland, which has as its core business **Wehkamp**, the leading Dutch online retailer in fashion, electronics, and home and garden; and Lacent, a provider of consumer finance to Wehkamp consumers. This investment represents a transformation opportunity in relation to migrating to a new state-of-the-art distribution centre and new technology platform and optimising its marketing strategy. AGA's indirect NAV exposure to RFS Holland corresponds to €21.2 million.
- Purchase of a majority stake in **Idealista**, Spain's leading real estate classifieds market place with monthly unique users of over 10 million. The investment thesis is contextualised in an expected strong real estate recovery in Southern Europe, with digital optimisation through the Apax Partners digital and OEP practices representing strong value creation drivers. AGA's indirect NAV exposure corresponds to €13.7 million.
- Acquisition of a majority stake in **Ideal Protein**, a leading comprehensive weight loss solutions provider targeting the clinical market in the US and Canada. The investment thesis is to enhance the management team, including a new CFO, improved consumer engagement through OEP initiatives, and leveraging the Apax Partners global network to drive international expansion. AGA's indirect NAV exposure to Ideal Protein corresponds to €7.1 million.
- Acquisition of **Golden Pages Group**, the leading consumer internet group in Israel with the dominating "Zap" brand for online price comparison. The investment thesis is based on further growth of online information usage for consumer purchasing decisions, and the possible building of a national online platform. AGA's NAV indirect exposure to Golden Pages Group is €2.4 million.
- Acquisition of a large minority stake in publicly listed **Zensar Technologies**, an Indian technology services provider to global clients in manufacturing, retail and hi-tech verticals. The investment thesis benefits from an attractive valuation, and recognises the impact of a new high-quality CEO, enhanced capabilities through M&A, and portfolio synergies that could be achieved through OEP initiatives. AGA's indirect NAV exposure to Zensar Technologies corresponds to €8.7 million.
- Acquisition of a majority stake in **Assured Partners**, a leading middle market insurance brokerage firm that distributes property and casualty, personal lines, and healthcare insurance. The investment thesis is similar to a prior investment in AEVII and relies on value creation through M&A, organic growth and margin improvement. AGA's NAV indirect exposure to Assured Partners corresponds to €28.8 million.
- Purchase of a majority stake in **Full Beauty,** a direct-to-consumer market leader in the US plus-size apparel market. The investment thesis is based on a continued evolution of the catalogue to online, Apax Partners Digital Practice operating initiatives, and widening the focus of commercial investment. AGA's indirect NAV exposure corresponds to €25.3 million.
- AGA was also able to increase its exposure to **AEVII** by acquiring a stake in the partnership vehicle entitling AGA to what is commonly referred to as "Carried Interest", which is the share of profits of a private equity fund that is paid to the investment manager or sponsor of a private equity fund. AGA has invested €10.5 million into the purchase of the carried interest stake. The carried interest stake can deliver a very attractive return upside to its existing limited partnership interest in AEVII. The investment in the AEVII Carried Interest partnership is shown as part of the AEVII stake throughout this report.

Full and partial exits 2015[1]

The following portfolio companies were fully or partially exited from the Apax Funds in which AGA invests in, during 2015:

- **Orange Communications**, a Swiss mobile operator, was sold to a strategic acquirer for a total return including prior recapitalisations of 2.2x MOIC and 50% IRR. Significant value was created by carving out Orange Communications successfully from France Telecom and improving its operating margins during the ownership period.
- **Tnuva**, the largest food company in Israel, was sold for a total MOIC of 5.5x and IRR of 38%. This result was made possible by the seven-year transformation of the former co-operative run by over 600 members into a lean, for-profit business.
- **Travelex**, a global retail foreign exchange business, was sold to a strategic acquirer for a total MOIC of 1.0x, after expanding the business into new markets.
- **Auto Trader**, the leading auto classifieds business in the United Kingdom, was listed in the largest ever UK sponsor–backed IPO at the time. AEVII still retains a 25% stake in Auto Trader as at 31 December 2015. The price at the close of the first trading day represented a MOIC of 4.2x and 25% IRR. The key driver of investment performance was the transformation of Auto Trader from a print publisher into an online company with a significant presence on mobile devices, which allowed for growth and valuation multiple re-rating.
- **Sophos**, a security software business, successfully listed in London during June 2015 in the largest-ever IPO of a technology business in the UK. The issue was significantly oversubscribed. The IPO valuation represented a MOIC of 2.8x and 24% IRR. A key driver of Sophos' investment performance was its transformation from an end point security provider to a strategy of providing "Complete Security" and focusing on network security, mobile security and security solutions delivered via the cloud.
- **Capio**, a pan-European hospital and healthcare services operator, also completed a public market listing in Sweden during the period. The IPO valuation represented a MOIC of 1.8x and 8% IRR. Significant value was created by the Company's market position enabling it to benefit from positive demographic trends and growth in the private healthcare sector.
- **Epicor**, a leading ERP software maker based in the US, completed a second refinancing of its capital structure during the period. As part of the refinancing, the retail services division of Epicor was spun out and renamed into Aptos. The Apax Funds continue to hold stakes in both Epicor and Aptos.
- **iGate**, a Nasdaq-listed provider of offshore-based IT and business process outsourcing services to Global 1000 clients, was sold to Cap Gemini for a total MOIC of 3.8x and 38%. This result was made possible by the synergistic combination of iGate and Patni, which created a strongly growing Tier 1.5 company and achieved a 5.5x valuation multiple rerating on exit.
- **SouFun**, China's leading online real estate portal, was fully exited on the public markets for a MOIC of 3.2x and IRR of 38%. The Company grew significantly during the hold period, through Operational Excellence Practice initiatives including the development of core KPIs and instrumentation to run the business in addition to a focus on mobile development.
- **Farmafactoring**, a leading provider of credit management and non-recourse factoring services to suppliers to the Italian and Iberian public sectors, was sold for a MOIC of 5.4x and IRR of 23%. Key to delivering these returns was the growth of factoring and the strengthening of the Company's market leadership during the investment period.

(1) Maturities for Cengage Nelson, an investment of AEVII valued at zero for the entirety of 2015, fell due in the second half of 2014. As of the 31 December 2015, AEVII holds no residual value with the investment fully written down.

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Selected case studies: Private Equity

Tech & Telco | Current

EPICOR

Investment details	
Date of investment	May 2011
Sector	Tech & Telco
Headquarters	United States
Apax Partners office involvement	New York and London
Status	Unrealised
Website	www.epicor.com

Business description

Epicor Software Corporation is a leading provider of business software to mid-market companies in manufacturing, distribution, retail and services formed through the combination of the Epicor Software Corporation and Activant Solutions. The Company provides fully integrated systems and services that are mission critical to its customers.

Investment rationale

There was a strong industrial logic in combining Epicor's market-leading ERP software with Activant's leading distribution software products. In addition, the merger of the two businesses would create a scale vendor that would be able to achieve significant cost savings from combined operations and serve as a platform to further consolidate acquisition targets.

Apax Partners insight

- Strong focus on software sub-sector
- M&A opportunity with Activant identified through deep sector knowledge

Sourcing

- Pro-actively targeted sub-sector
- First approached Epicor in 2007
- Deal signed with Activant and Epicor in 2011

Value creation

- A new CEO and senior managers have been hired to drive improvements in go-to-market effectiveness, product quality and topline growth
- Apax Partners worked with Epicor to drive post-merger integration and to achieve the underwritten synergies
- Further cost efficiencies have been achieved through centralising operations and off-shoring initiatives
- Aptos has been spun-out to drive focus on the retail technology market and to create a separate opportunity for monetisation

Services | Current

RHIAG

Investment details	
Date of investment	December 2013
Sector	Services
Headquarters	Italy
Apax Partners office involvement	London
Status	Unrealised[1]
Apax Return	Gross IRR: 78.4% Gross MOIC: 3.2x
Website	www.rhiag.com

Business description

Rhiag is the leading distributor of auto parts in the independent aftermarket in Italy and Central & Eastern Europe.

Rhiag has a wide product offering with over 1 million SKUs and distributes parts to more than 100,000 professional clients via 227 distribution centres.

Investment rationale

Rhiag is a market leader with a strong relative market share position in each of its main markets. The Company operates in stable end markets underpinned by long-term growth trends of an ageing 'car park', growth in consumer repair and service spending, favourable regulation and consumer preferences towards independent parts suppliers. The Company is diversified geographically and benefits from the opportunity to execute accretive M&A deals, both horizontally and vertically in the value chain.

Apax Partners insight

- Strong focus on distribution and logistics assets, with further knowledge of the automotive spare parts sub-sector
- Deep understanding of cyclical market downturn resulting in attractive valuation

Sourcing

- Over 12 months engagement with Rhiag prior to deal signing

Value creation

- Apax Partners has supported Rhiag's management team with a number of initiatives including developing an in-house M&A function leading to the acquisition of ERA in 2014
- It also assisted with strategic direction in areas including managing local distributors, receivables and developing its private label product offering
- In collaboration with the Apax Operational Excellence team, e-commerce opportunities in the Italian automotive parts market were also explored for additional value opportunities

1 As at 31 December 2015. The sale of Rhiag was announced on 22 December 2015.

Selected case studies: Private Equity continued

Healthcare | New investment

Ideal Protein

Investment details

Date of investment	September 2015
Sector	Healthcare
Headquarters	Canada
Apax Partners office involvement	New York
Status	Unrealised
Website	www.idealprotein.com

Business description

Ideal Protein is a weight loss system which aims to move dieters towards their ideal target weight using a system of meals, support tools and coaching.

The system is available to dieters through thousands of physicians and healthcare practitioner's offices throughout North America.

Ideal Protein manufactures its products in Quebec City, Canada.

Investment rationale

The business offers a comprehensive, well regarded program with an established position in the medical channel – a unique offering that would be difficult to replicate. Combined with an ever-expanding number of obese and overweight consumers, there is an opportunity to further grow the business through formal marketing channels and international expansion.

Apax Partners insight

- Pro-actively targeted sub-sector
- Highly cash generative business with substantial growth opportunities via expansion into whitespace in the North American market

Sourcing

- First approached Ideal Protein in June 2015
- Deal signed in September 2015

Value creation

- Apax Partners has assisted with hiring a new CFO who will join the Company in 2016 and has added an independent board member
- The Apax Partners OEP is assisting with the development of a formal marketing and technology plan to grow the business
- In addition, several potential M&A and business partnership opportunities are being evaluated

Consumer | Current

AutoTrader

Investment details

Date of investment	June 2007
Sector	Consumer
Headquarters	United Kingdom
Apax Partners office involvement	London
Status	Part realised
Apax Return	Gross IRR: 27.8% Gross MOIC: 5.2x
Website	www.autotrader.co.uk

Business description

Auto Trader is the operator of Auto Trader.co.uk, the largest digital automotive marketplace in the UK.

Its primary activity is helping vehicle retailers to compete effectively on the marketplace in order to sell vehicles.

It brings together the largest, most engaged consumer audience with the biggest pool of sellers and offers the widest stock choice in the market.

Investment rationale

As an established market leader with 90% online market share, Auto Trader was well placed to capitalise on the secular shift of classified advertising online when Apax Funds first took a 50% share in 2007. Opportunities for price increases and to refocus on the core UK business also made a compelling investment case.

In 2014, Apax Funds took a 100% stake in the Company with a plan to further focus on digital best practices and customer-centricity with a new management team.

Apax Partners insight

- Strong Consumer and Digital sector focus
- Expert Digital practice and network of managers and advisors
- Deep understanding of the classifieds marketplace from other investments in the space

Sourcing

- Pro-actively targeted sub-sector
- 15 months engagement pre-deal

Value creation

- Having identified key areas of growth for the business, Apax Partners was able to attract a world-class management team including CEO, Trevor Mather and a strong board with proven digital experience to deliver on the business plan
- In addition, the Apax Operational Excellence team supported the development of new products and product bundles

Portfolio review: Derived Investments

While seeking private equity opportunities, the Apax Partners investment teams frequently identify undervalued assets and attractive investment opportunities in asset classes outside their classic private equity mandate. These opportunities typically include investments in public or private debt as well as equity, predominantly public equity, and form the basis of AGA's Derived Investments portfolio. Derived Investments are made both in debt and equity instruments. These investments represent a total NAV of €441.1 million as at 31 December 2015.

Value of current investments as at31 December 2015

€441.1m

Total NAV as at 31 December 2015

Debt

€346.7m

Equities

€94.4m

Gross IRR since inception of the PCV Group in 2008

24.0%

Strategy

Overview

AGA's Derived Investments are typically made in Apax Partners' four core industry sectors – Tech & Telco, Services, Healthcare and Consumer – and utilise Apax Partners' global footprint. The Investment Manager leverages Apax Partners' extensive investment expertise gained through its core private equity business. Its global approach of pro-active deal generation provides the Investment Advisor with the necessary insight into business models, intrinsic value, and capital structures to identify attractive investment opportunities it can recommend to the Investment Manager. In addition, the Capital Markets Practice plays an integral role in evaluating the attractiveness and risks of Derived Investments in debt. The CMP can leverage its detailed insight and knowledge of debt financing markets globally which it has accumulated over years by advising on structuring debt financings for the Apax Funds' portfolio companies.

In contrast to investments by the Apax Funds, Derived Investments in equity are typically non-controlling stakes.

Focus on value investing

The investment approach of the Investment Advisor is typically to identify assets and opportunities which appear to be undervalued on a risk-adjusted basis. The Investment Advisor's team are sector specialists, with the knowledge and expertise to identify opportunities where value can be created. Potential investments are usually assessed on an individual asset basis and portfolio risk is, in the first instance, managed at the individual asset level. As the intention is to manage the portfolio on a fully invested basis, additions to the portfolio are also evaluated on a relative basis comparing a new investment to the future investment merits of the existing portfolio.

Once added to the portfolio, the Investment Advisor and the Investment Manager monitor the investment against its return expectation and performance targets to identify the right point to crystallise the value that has been generated. Typical holding periods for Derived Investments vary between one and three years.

AGA does not currently hedge its Derived Investment portfolio.

Minimising cash drag

The traditional listed private equity fund model faces meaningful liquidity management challenges due to the uncertainty around timing of private equity investments as well as their illiquid nature. AGA's unique combination of Private Equity and Derived Investments optimises cash management by allowing AGA to deploy excess liquidity into Derived Investments and sourcing liquidity for deployment into Private Equity out of its existing Derived Investment portfolio. Return drags from large cash balances are therefore minimised for investors. Investment sizes in Derived Investments are typically smaller than AGA's Private Equity fund commitments. In addition, AGA has access to a revolving credit facility which it can use in accordance with its investment policy to finance or refinance short-term investments such as the draw down on commitments to the Apax Funds. Through this structure, AGA also has the instruments in place to protect shareholder returns in periods of temporary market dislocations.

Apax Partners pipeline creates a broad perspective of the investment market

Investment process

The investment process for Derived Investments largely mirrors the process the Investment Advisor has for private equity investments: while the Investment Advisor has responsibility for sourcing and recommending Derived Investments, the Investment Manager manages AGA's assets and investments on a discretionary basis.

Identify

Potential investment opportunities are derived from the core private equity process of the Investment Advisor. Typically members of the sector teams of the Investment Advisor raise potential investment opportunities they identify as part of their work on advising the Apax Funds with the Apax AGA team. In addition, the Apax AGA team support the sector teams through processes and tools to systematically monitor their respective sectors for investment opportunities that could be of interest to AGA. In addition, the Capital Markets Practice is inherently part of the process to identify Derived Investments due to their in-depth insight into debt capital markets. The process to identify investment opportunities is carried out on a global basis.

Once identified, the Apax AGA team and, for Derived Debt Investments, the Capital Markets Practice work together with members of the sector team to evaluate the attractiveness and risks of an opportunity. The precise scope of review that the Investment Advisor undertakes on a potential Derived Investment opportunity depends on the nature of the opportunity. Where the Derived Investment opportunity relates to a company which is well known to the Investment Advisor, either due to a current or past investment by the Apax Funds or otherwise, the Investment Advisor is able to leverage its knowledge of the Company to provide insight into the potential investment without needing to undertake as fulsome a review as would be necessary for a new investment. The scope of the Investment Advisor's review also varies based on several other factors, including whether the Company is publicly listed in which case access to information could be limited. Analysis is also carried out in relation to the asset class the investment is proposed in. Following a due diligence review, potential investment ideas are assessed by the AGA Investment Committee. The AGA Investment Committee makes investment recommendations to the Investment Manager. Members of the relevant sector team are actively involved throughout the process and participate in, and contribute to, investment recommendations. The AGA Investment Committee, where relevant, can also draw on advice from the Operational Excellence Practice and the Digital Practice.

Support

Typically AGA's Derived Investments are non-controlling equity investments or investment in debt. The Investment Advisor's role in supporting a portfolio company is therefore significantly more limited in comparison to the support the Investment Advisor can provide to a portfolio company in private equity. For Derived Investments, the Investment Advisor will typically focus on regularly evaluating the progress the investment makes against the initial and updated investment goals, updating due diligence where relevant, and providing an exit recommendation to the Investment Manager at an appropriate time. Where the Company makes a Derived Investment in a portfolio company of an Apax Private Equity Fund, AGA believes its Derived Investment benefits indirectly through the ongoing support that the Investment Advisor can provide the portfolio company through the influence that the Apax Funds have as shareholders in such companies.

Realise

The average hold period of a Derived Investment is typically between one to three years, although the hold period may vary depending on the nature of the investment, progress made in achieving the investment objectives, and general market conditions. In situations where the Investment Advisor believes that the initial investment goals have been realised, where an investment is underperforming compared to original goals without the expectation of future improvement, or where it otherwise is appropriate to review the possibilities of exiting an investment for example, to fund capital calls of the Private Equity portfolio, the AGA Investment Committee will generally review the investment. The focus of the review is to prepare a recommendation to the Investment Manager which enables the Investment Manager to exit the position or not, including advising on optimal exit timing and terms. In addition to event driven investment reviews, the Apax AGA team constantly monitors the trading levels of the portfolio and reviews the portfolio in its entirety on a regular basis.

Portfolio composition: Derived Investments

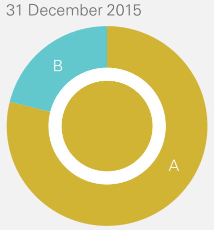
Overview

As at 31 December 2015, the Derived Investment portfolio had a NAV of €441.1 million, with €94.4 million (or 21% of the Derived Investments portfolio) held in 12 equity investments in listed companies and €346.7 million (or 79% of the Derived Investment portfolio) invested in 21 debt positions in 19 companies. Of those 31 companies, 14 are portfolio companies of the Apax Funds. All except €3.2 million of the Derived Investments portfolio are in the Investment Advisor's four focus sectors with the Consumer sector representing the highest portfolio weight accounting for 28% of the Derived Investment portfolio.

AGA's Derived Investments in debt are predominantly in US$ denominated instruments, which represented 64% of the Derived Investment debt portfolio as at 31 December 2015. Spreads in the US subordinated debt markets have widened both on an absolute basis and on a relative bases compared to similar rated debt instruments in Europe. More attractive investment opportunities were therefore available in North America during 2015. This is reflected in the portfolio composition as at 31 December 2015, though we expect currency exposure to be more balanced in the long run. Maturities of Derived Debt Investments vary between 2018 and 2023 however 91% of Derived Debt Investments are of a floating rate nature, significantly mitigating the interest rate sensitivity of the longer-dated maturities. We believe that the portfolio is prudently positioned given its sector exposure and in light of credit markets increasingly starting to differentiate between higher and lower quality credits, with high yield and junior loans exposed to the energy and commodity markets being most affected.

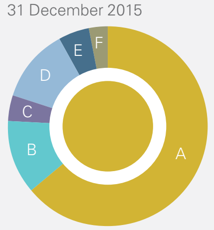
AGA's Derived Investments in equity are €94.4 million (or 21% of the Derived Investment portfolio), of this €74.3 million is invested in listed equities in emerging markets. Valuation levels for listed equities in many developed markets peaked during the first half of 2015, reducing the availability of value opportunities. We believe that equity in emerging markets offers an attractive opportunity for Derived Investments, especially where companies receive less analyst coverage either due to size or competitive positioning. €74.3 million (or 16.8% of the Derived Investment portfolio) is invested in listed equity across India and China. We have reduced the exposure to investments in China during 2015 (down to 3% of the Derived Investment portfolio from 4% at 31 December 2014) due to its uncertain growth trajectory.

Derived Investments by portfolio composition
31 December 2015



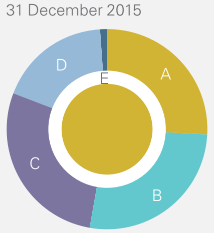
A. Debt	79%
B. Equities	21%

Derived Investments by geography
31 December 2015



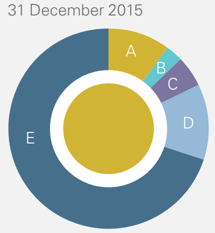
A. North America	64%
B. Rest of Europe	12%
C. United Kingdom	4%
D. India	12%
E. China	5%
F. Switzerland	3%

Derived Investments by sector
31 December 2015



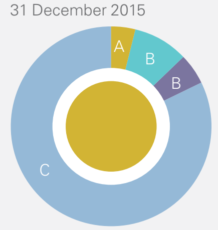
A. Tech & Telco	26%
B. Services	27%
C. Consumer	28%
D. Healthcare	18%
E. Legacy Media	1%

Derived Investments by currency
31 December 2015



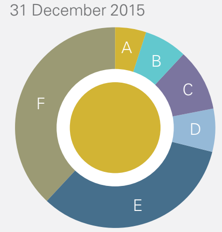
A. EUR	10%
B. GBP	3%
C. HKD	5%
D. INR	12%
E. US$	70%

Derived Debt Investments by category
31 December 2015



A. EUR fixed	4%
B. EUR floating	9%
C. USD fixed	5%
D. US$ floating	82%

Derived Debt Investments by maturity
31 December 2015



A. 2018: 5%	**D.** 2021: 7%
B. 2019: 7%	**E.** 2022: 33%
C. 2020: 10%	**F.** 2023: 38%

NAV development and investment performance: Derived Investments

NAV development

The Derived Investment portfolio has grown from €294.8 million at 31 December 2014 to €441.1 million at 31 December 2015, an increase of 49.6%. The main driver of the increase in NAV was the deployment of additional capital: €210.0 million was invested in new debt investments, and €39.1 million was invested in listed equities. Realisations during 2015 were €73.1 million for debt investments and €44.1 million for equity investments. Realisations out of the equity portfolio exceeded new investments as AGA took advantage of high valuations available in the public markets during the first half of 2015. Debt investments generated an unrealised loss of €14.8 million (or 3.4% of Derived Investment NAV as at 31 December 2015) due to widening spreads in credit markets. Unrealised gains in equities together with foreign exchange gains across both debt and equity added €14.4 million to the Derived Investment NAV during 2015.

Investment performance

The Derived Investment portfolio had a strong performance in the year, with an increase in Adjusted NAV to €432.4 million and a like-for-like performance of 8.9%[1]. Performance was driven by unrealised fair value movements of €14.4 million of which €23.4 million was attributable to foreign currency gains partially offset by an unrealised loss of €9.0 million. Four equity positions were fully or partially realised generating a total gross IRR of 77%. Of the four positions which were fully exited, three generated a gross IRR between 36% and 171%. One position was sold at a loss of €2.1 million, as it was not performing to plan and no opportunity for further improvement was expected. Four debt positions were either redeemed or repaid during the same period: these positions generated a total gross IRR of 14%.

Derived Investments, in both debt and equity contributed positively to the overall increase in Adjusted NAV since 31 December 2014. As the majority of Derived Investments in debt are denominated in US$ the weakening of the Euro against the US$ had a positive impact on the development of Derived Investments Adjusted NAV of 5.8% from debt investments only, and 5.4% from all Derived Investments.

Derived Investments, most importantly investments in debt, continue to be a significant component of the ongoing investment income. As at 31 December 2015, the average running income yield on debt investments in the Derived Investment portfolio was 9.6%. This is calculated by taking the weighted average of current full year income yield of each debt position in the debt portion of the Derived Investments portfolio as at 31 December 2015.

Operating performance

Portfolio companies in the Derived Investments portfolio demonstrated a strong full operational performance during 2015. Average LTM EBITDA growth at 31 December 2015 was 5.0% for Derived Debt Investments. Seven portfolio companies out of 19 in which AGA has invested in debt showed negative LTM EBITDA growth, whereas the remaining 12 portfolio companies grew their EBITDA at levels between 2.0% and 45.0%. Average LTM earnings growth was 14.8%. Four portfolio companies out of 12 equity investments showed negative LTM earnings growth trends. The remaining eight grew their earnings at levels between 6.3% and 36.9%.

The Investment Manager is monitoring those companies where current operating performance is lagging expectations. Where a Derived Investment in debt is made in a portfolio company in the Apax Funds, the Investment Advisor is also actively involved in supporting and identifying improvement opportunities.

Derived Investments – performance drivers (€m)

	Debt	Equity	Total
Adjusted NAV as at 31 December 2014	204.8	90.0	294.8
+ Investments	210.0	39.1	249.1
– Realisations	(73.1)	(44.1)	(117.2)
+/– Unrealised Gains/(Losses)	(14.8)	5.8	(9.0)
+/– FX Gains (Losses)	19.8	3.6	23.4
NAV as at 31 December 2015	346.7	94.4	441.1
+/– Performance Fee Reserve	(5.5)	(3.2)	(8.7)
Adjusted NAV as at 31 December 2015	341.2	91.2	432.4

Operating metrics: Derived Investments

	31 December 2014	31 December 2015
YTM of debt investments[2]	9.7%	11.5%
Average years to maturity for debt investments (in years)	6.7	6.1
Average income yield of debt investments[3]	8.0%	9.6%
Year-over-year LTM EBITDA Growth debt investments[4]	9.3%	5.0%
Year-over-year LTM Earnings Growth equity investments[5]	8.7%	14.8%
Average P/E multiple of equity investments[6]	19.9x	20.0x
Number of new investments	23	16
Number of full exits	5	8

1 Calculated by taking NAV as at 31 December 2015, adding back realisations, income received of €23.2 million and realised gains of €10.6 million divided by the sum of NAV at 31 December 2014 and new investments.
2 GAV weighted average yield to maturity (YTM) of the Derived Investments Debt portfolio.
3 GAV weighted average of the current full year income (annual coupon/clean price as at 31 December 2015) for each debt position in the Derived Debt Investments as at 31 December 2015.
4 GAV weighted average of latest available year-over-year LTM EBITDA growth of the underlying Derived Debt Investments.
5 GAV weighted average of latest available year-over-year LTM earnings growth of the underlying Derived Equity Investments.
6 GAV weighted average Price Earnings multiple of Derived Equity Investments.

Investment activity: Derived Investments

New investments 2015

The Investment Advisor continued to identify an attractive deal flow in 2015, and the Company made the following investments:

- A €5.3 million investment in the stock of **Hinduja Global Solutions** ("HGS"), an Indian PBO service provider. HGS has a strong healthcare offering in the US market and the longer-term potential of HGS was not fully reflected in their share price.
- AGA invested €8.9 million in the debt (second lien senior secured notes) of **Azelis**, alongside a private equity investment made by the Apax Funds. Azelis is a stable and cash generative chemical distribution company operating in Europe. This investment was repaid later in 2015 as part of a refinancing, supporting Azelis' acquisition of a US competitor (see Disposals 2015 for details). €19.0 million was reinvested in the debt (second lien senior secured notes) issued by Azelis as part of the acquisition.
- A €22.3 million investment was made in the debt (second lien senior secured notes) in **Epicor**, an AEVI and AEVII portfolio company, as part of a refinancing. The Investment Advisor is highly familiar with the Epicor business and identified the debt investment as an attractive risk return profile for AGA.
- A total debt investment of €24.6 million into **Exact Holding**. Both the first lien senior notes and the second lien notes became available during general syndication at discounts which presented an attractive price for AGA.
- An €8.8 million investment in the debt (second lien term loan) of **Physiotherapy** was made as part of a refinancing following a change in ownership. Physiotherapy is a North American provider of physiotherapy services which the Investment Advisor's healthcare team has closely followed.
- AGA also increased its stake in the debt of **Genex** (second lien secured notes) when additional notes became available so as to fund an acquisition that Genex was undertaking.
- AGA participated with €15.0 million in the syndication of the bonds (senior secured notes) financing LabCo's acquisition of **Synlab**. The European lab space is a sector the Investment Advisor knows well through an Apax Fund's investment in Unilabs. The bonds offered an attractive relative value to the rest of the traded lab universe, and we were able to realise the LabCo investment later in 2015 at an attractive return (see Disposals 2015 for details).
- AGA invested €16.6 million in the second lien term loans issued by **Quality Distribution**, an AVIII portfolio company active in the US chemicals distribution market.
- As part of the debt syndication process, AGA invested €28.6 million in the second lien term loans of **Assured Partners**, an AVIII portfolio company in the US insurance brokerage market. The US insurance market is a sector the Investment Advisor knows well from advising on the Apax Funds former investment in HUB International.
- A €30.4 million investment was made in the second lien term loans of **Full Beauty**, a plus size fashion retailer in the US. The Company is an AVIII portfolio company. The transaction was priced at a point in time where markets showed significant volatility driven by technical reasons rather than fundamental concerns around the credit.
- AGA also increased its existing position in **rue 21** first lien term loans by €11.6 million in the light of a technical driven sell-off of US retail companies which presented AGA with an attractive opportunity to increase its existing position.
- AGA invested €9.8 million in **Sinopharm**, a Chinese pharmaceuticals distribution company, as well as €13.7 million in **Cinda Asset Management**, a distressed asset manager. AGA believes that these two companies are well positioned even in a weakening economic environment in China.
- AGA also increased its existing position in **LIC**, an Indian housing finance service provider, by €7.6 million at what the Investment Advisor believes to be attractive valuation levels.
- AGA invested €2.8 million in the IPO of **Alkem Laboratories**, an Indian pharmaceutical company, with strong brands and a solid growth outlook driven by significant past investment

Disposals 2015

During 2015 the following Derived Investments were fully disposed of:

- In the course of its IPO, **Auto Trader** – an AEVII portfolio company – repaid debt in which AGA had participated. The gross IRR from this investment was 33.0%.
- The **Apax Europe VII** Co-Invest facility was fully repaid during April 2015. The Apax Europe VII Co-Invest facility produced a gross IRR of 12.2% over the four-year hold period.
- Full realisation of the equity investment in **KPIT**, an Indian based technology provider. A loss of €2.1 million was realised from the transaction. Following the Investment Advisor's review of the position, we concluded that the investment underperformed expectations and that it was unlikely that the original investment thesis could be realised.
- Full realisation of equity investment in **China Rundong**. Concerns around overall macro and micro-economic factors affecting the sector Rundong operates in triggered the decision to sell AGA's position. The investment generated a gross IRR of 41.2% over a holding period of circa one year.
- Full realisation of equity investment in **Telecity**. Given very attractive valuation levels of Telecity following the announcement of the takeover offer made by Telecity's competitor Equinix, AGA disposed of its investment in Telecity which delivered a gross IRR of 171%.
- The position in **HDFC** was fully realised. Following strong operational performance in line with the investment thesis, the investment was exited at an overall gross IRR of 96.1%.
- As a result of the add-on acquisition by **Azelis** in Q4 2015, the Company refinanced the previous capital structure repaying the debt above par per the call structure. As a result, AGA was repaid generating a gross IRR of 16.0%.
- At issuance, **Synlab** bonds offered attractive pricing versus its peers. The Investment Advisor identified a relative price correction to its peers as a key element of the investment thesis. This thesis materialised quicker than anticipated and AGA divested its holding in December 2015 generating a Gross IRR of 18.7%.

Selected case studies: Derived Investments

Tech & Telco | Exited

TelecityGroup

Investment details

Date of investment	December 2014
Exit date	May 2015
Sector	Tech & Telco
Headquarters	London, United Kingdom
Investment type	Equity
Status	Realised
Website	www.telecitygroup.com

Business description

Telecity is Europe's leading provider of carrier-neutral data centers with 37 facilities across 11 countries. Approximately 45% of revenue is generated in the UK. Over 50% of customers are carriers/ISPs and content providers.

Telecity has since been acquired by Equinix.

Investment rationale

The Investment Advisor viewed Telecity as a stable asset with solid growth potential, despite some headwinds in the UK market which had led to slower growth in 2014 relative to historical rates. It was likely that future growth would continue to be driven by supply and demand dynamics in Europe. Furthermore, Telecity was trading at a valuation discount to its key peers, and the stock price in December 2014 represented an attractive entry point.

Derived Investments insight

The Apax Partners Tech & Telco sector team had been following the European data center market for many years, and knew the Telecity business well.

Services | Current

Berlin Packaging

Investment details

Date of investment	December 2014
Sector	Services
Headquarters	Chicago, United States
Investment type	Debt, Second Lien Loan
Status	Unrealised
Website	www.berlinpackaging.com

Business description

Berlin Packaging is a leading distributor of rigid packaging in North America, serving customers globally.

Through its sales force, Berlin Packaging distributes over 150,000 annual shipments from over 90 domestic warehouse locations, achieving a best-in-class, on-time delivery rate for ten consecutive years. In 2014, Oak Hill Capital Partners announced that it had entered into a definitive agreement to acquire the Company.

Investment rationale

Berlin Packaging has exceptional customer and supplier diversification and retention making it a stable business with good customer loyalty.

Furthermore, it has a long-running track record of organic growth outperformance and recession resilience.

The Company has exceptional cash flow characteristics, which has spurred deleveraging historically under previous ownership. It is currently on track to continue that trend.

Derived Investments insight

Apax Partners' had been tracking the rigid packaging distribution space for over a year when the Berlin Packaging sale process kicked off in 2014. The team developed a deep understanding of industry dynamics, Berlin's cash generation profile and history. In doing so, the deal team identified the second lien as an attractive investment for AGA.

Selected Case studies:
Derived Investments continued

Healthcare | New investment

Synlab Labordienstleistungen

Apax GLOBAL ALPHA

Investment details

Date of investment	July 2015
Exit date	December 2015
Sector	Healthcare
Headquarters	Augsburg, Germany
Investment type	Debt, Senior unsecured bond
Status	Realised
Website	www.labco.eu and www.synlab.com

Business description

In 2015, Cinven, acquired LabCo, merging it with a subsequent investment in Synlab. This combination created a market-leading provider of clinical laboratory testing services to private and public healthcare providers, insurance companies and pharmaceutical companies. The group covers 35 countries, mainly in Europe. The merger had a strong strategic rationale. LabCo represented a Western European presence and strong skills in specific testing niches and Synlab provided most other European countries, and a management team with proven experience at integrating acquisitions.

Investment rationale

Apax Partners viewed the underlying logic of the LabCo/Synlab merger and the creation of a diversified European champion, as strongly compelling and believed that this contributed to the asset's stability. Additionally, there was a potential long-term upside to the marketed synergies. At issuance, the bond pricing offered relative value to comparable bonds – a thesis, which played out quickly – and AGA exited the investment by December 2015.

Derived Investments insight

AGA combined the experience of the Apax Partners' sector teams with the knowledge of the Apax Capital Markets Practice. The Investment Advisor has gained a deep understanding of the dynamics of the European lab sector through a prior investment in Unilabs, which at the time of the original investment allowed it to quickly form a view on the forces at play post-merger of the two companies. At exit, the understanding of relative value in the markets helped identify the right point in time to dispose of the position.

Consumer | New investment

fullbeauty THE PREMIER FASHION DESTINATION FOR SIZES 12+

Apax GLOBAL ALPHA

Investment details

Date of investment	October 2015
Sector	Consumer
Headquarters	United States
Investment type	Debt, Second lien loan
Status	Unrealised
Website	www.fullbeauty.com

Business description

Full Beauty is the direct-to-consumer market leader in the North American plus-size apparel market. Through its portfolio of six distinct but complimentary brands, Full Beauty offers an unparalleled plus-size assortment to both men and women that includes apparel, lingerie, swimwear, footwear and home décor. The Company's brands and products are marketed through Full Beauty's integrated print and digital channels.

Investment rationale

Apax Partners had extensive knowledge of the Company from due diligence conducted prior to the acquisition. Full Beauty has a high free cash flow operating model and has shown resilience in times of economic slowdown, making it an attractive debt issuer. At the time of the second lien syndication debt, pricing was dislocated due to high volatility in the broader debt and equity markets. This resulted in an attractive risk adjusted yield for the second lien debt relative to comparable companies in a credit well-known to Apax Partners.

Derived Investments insight

Apax Partners first engaged with Full Beauty's predecessor entity in 2012 but ultimately decided not to pursue a transaction at the time. In early 2015, Apax Partners reached out to Full Beauty and subsequently joined a limited process resulting in the Apax Fund's investment in the Company. This gave the deal team over five months to conduct in-depth diligence prior to the second lien syndication and allowed AGA to make an informed decision as a debt investor.

Top 10 portfolio investments

Top 10 portfolio investments – Private Equity funds

AGA's indirect exposure as of 31 December 2015

Top 10 Private Equity	Fund	Sector	Valuation €m[1]	% of NAV	% of Invested Portfolio
Evry	AVIII	Tech & Telco	43.5	5%	5%
GlobalLogic	AVIII	Tech & Telco	37.8	4%	4%
AssuredPartners	AVIII	Services	28.8	3%	3%
azelis	AVIII	Services	28.4	3%	3%
exact	AVIII	Tech & Telco	27.8	3%	3%
fullbeauty	AVIII	Consumer	25.3	3%	3%
onecallcare management	AEVII & AVIII	Healthcare	24.6	3%	3%
GARDA	AVIII	Services	23.1	2%	2%
wehkamp	AVIII	Consumer	21.3	2%	2%
Answers	AVIII	Services	15.6	2%	2%
Other			197.4	21%	22%
Total Private Equity			**473.6**	**51%**	**52%**

1 Valuations reflect a pro-rata allocation of the respective utilised leverage facilities (where relevant), excluding fees and expenses.

Top 10 portfolio investments – Derived Investments

As of 31 December 2015

Top 10 Derived Investments	Instrument	Valuation €m[1]	% of NAV	% of Invested Portfolio
fullbeauty	Second lien term loan	31.4	3%	3%
AssuredPartners	Second lien term loan	30.8	3%	3%
exact	First and second lien term loans	25.4	3%	3%
EPICOR	Second lien term loan	21.2	2%	2%
Compuware	Second lien term loan	20.7	2%	2%
azelis	Second lien term loan	19.6	2%	2%
genex	Second lien term loan	19.1	2%	2%
rue21	First lien term loan	19.0	2%	2%
Acelity	Second lien senior secured note	18.1	2%	2%
Answers	First and second lien term loan	17.9	2%	2%
Other		217.9	23%	24%
Total Derived Investments		**441.1**	**47%**	**48%**

As a newly incorporated Company, AGA has put in place the necessary arrangements to meet the requirements of the AIC Code which its Directors have adopted and against which it will report.

More information on these arrangements, Board structures and a risk management overview can be found in the following section.

In this section

4

The financial statements cover the period from 2 March 2015 to 31 December 2015. Where we discuss the trading period to 31 December 2014 this refers to the period for PCV Lux S.C.A ("PCV Group" or "PCV") and its subsidiaries (collectively the "PCV Group") prior to the acquisition by AGA.

Irrespective of whether the text refers to AGA or PCV, references to the trading period from 1 January 2015 include trading as PCV prior to the transfer of assets to AGA following the acquisition and listing on 15 June 2015.

Chairman's governance overview

AGA has fully embraced the governance requirements of a public company both in preparation for and following admission to the London Stock Exchange ("LSE") on 15 June 2015.

Tim Breedon CBE, Chairman

Overview

The Directors recognise the importance of sound corporate governance. The Directors have adopted the Association of Investment Companies ("AIC") Code of Corporate Governance (the "AIC Code") as the corporate governance principles and recommendations against which the Company shall report.

The AIC represents closed-ended investment companies whose shares are traded on public markets. The purpose of the AIC Code is to provide a framework of best practice in respect of the governance of investment companies. The AIC Code enables the Directors to satisfy the requirements of the UK Corporate Governance Code ("UK Code").

A copy of the AIC Code is available on the AIC's website at:
www.theaic.co.uk

Regulation

Compliance with the AIC Code and the UK Code

The Board considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Guide, it will provide better information to its shareholders.

The UK Code recommends that at least half the board of directors of a UK-listed company, excluding the Chairman, should comprise non-executive directors determined by the board to be independent in character and judgement and free from relationships or circumstances that may affect, or could appear to affect, the directors' judgement. The AIC Code recommends that, in addition to this provision, a majority of the board of directors should be independent of the investment manager.

Independence is determined by ensuring that, apart from receiving their fees for acting as directors or owning shares, non-executive directors do not have any other material relationships or additional remuneration from, or transactions with, the Company, its promoters, its management or its partners, which in the judgement of the Board may affect, or could appear to affect, the independence of their judgement.

The Company complies with the recommendations regarding board composition, in that the Board of Directors comprises entirely of independent non-executive directors.

The Directors believe that the terms of the relationship agreements with the Company's Investment Manager, Apax Guernsey Managers Limited, will enable the Company to carry on its business independently.

The UK Code also recommends that the Chairman of the Board of Directors should meet the independence criteria set out in the UK Code on appointment.

I confirm that I was independent on appointment and remain so to date.

Compliance with Guernsey Financial Services Commission ("GFSC") Finance Sector Code of Corporate Governance ("GFSC Code")

The Company is subject to, and complies with the GFSC Code, which applies to all companies that hold a licence from the GFSC under the regulatory laws or which are registered or authorised as collective investment schemes in Guernsey. As the Company reports against the AIC Code, it is deemed to meet the requirements of the GFSC Code.

Apax Global Alpha

The Company has a strong, independent board of experienced professionals. Since the listing, the Board has been further strengthened by the addition of Sally-Ann (Susie) Farnon. Susie brings an extensive experience in listed funds and has an accounting background.

The Directors are responsible for the determination of the investment policy of the Company and have overall responsibility for overseeing the performance of the Investment Manager and the Company's activities. Brief biographies of the Board of Directors, all of whom are non-executive and considered independent, including details of their relevant experience, are shown on page 59 and are available on the Company's website at:
apaxglobalalpha.com/about-us/the-board

The UK Code includes provisions relating to the role of the chief executive, executive directors' remuneration, and the need for an internal audit function. For the reasons set out in the AIC Code, and as explained in the UK Code, the Board considers these provisions are not relevant to the position of AGA, being an externally managed investment company. In particular, all of the Company's day-to-day management and administrative functions are outsourced to third-parties. As a result, the Company has no executive directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

Our structure

The Company
Apax Global Alpha

The Investment Manager
Apax Guernsey Managers Limited

The Investment Advisor
Apax Partners

About Apax Global Alpha

Apax Global Alpha is a closed-ended investment company that invests in a diversified portfolio of Private Equity Investments and targeted Derived Investments in equities and debt.

About AGML See p58

AGA has appointed Apax Guernsey Managers Limited ("AGML" or the "Investment Manager") as its discretionary Investment Manager.

About Apax Partners See p10

Apax Partners acts as Investment Advisor to AGML. Apax Partners is a leading global private equity advisory firm. It operates globally and has more than 30 years of investing experience.

1 Our business
2 Market overview and outlook
3 Our portfolio
4 Our governance
5 Our finances
6 Shareholder information

Chairman's governance overview continued

Apax Guernsey Managers Limited (AGML)

The Company has an Investment Management Agreement with AGML to manage, on a discretionary basis, all of the assets and investments of the Company.

AGML is responsible for the implementation of the investment policy of the Company and has overall responsibility for overseeing the investment management services provided to the Company.

Biographies of the Directors of AGML are shown on page 60.

AGML reports to the Board at each quarterly Board meeting regarding the performance of the Company's investment portfolio, which provides the Board with an opportunity to review and discuss the implementation of the investment policy of the Company. In addition, the Board holds regular conference calls with AGML and the Investment Advisor regarding developments in the investment portfolio.

The AGA Board regularly assesses the performance of AGML and has determined that it is in the interests of the shareholders to continue with their appointment as Investment Manager.

Apax Partners

AGML, in turn, draws on the resources and expertise of Apax Partners for investment advice through an Investment Advisory Agreement and the AGA Investment Committee. The AGA Investment Committee is composed of several senior team members from Apax Partners.

Biographies of the members of the AGA Investment Committee are shown on page 61.

Culture and approach

The Board is committed to a culture of openness, dialogue and accountability to shareholders and will not only report regularly but also ensure that they are available for effective engagement, whether at the Annual General Meeting, or other investor relations activities. AGA intends to conduct an ongoing program of meetings with investors.

Contact details for shareholder queries can be found on page 110.

Annual General Meeting

Finally, my Board colleagues and I look forward to meeting shareholders at our first Annual General Meeting.

Please refer to page 112 for the notice and agenda of the Annual General Meeting and voting instructions.

Tim Breedon CBE
Chairman

7 March 2016

AGA Board of Directors

Tim Breedon CBE
Chairman

Tim Breedon is a non-executive director of Barclays PLC.

Tim worked for the Legal & General Group plc for 25 years, most recently as Group Chief Executive between 2006 and 2012.

He was a director of the Association of British Insurers (ABI), and also served as its Chairman between 2010 and 2012. He served as Chairman of the UK Government's non-bank lending task-force, an industry-led task-force that looks at the structural and behavioural barriers to the development of alternative debt markets in the UK. He was previously lead non-executive director of the Ministry of Justice between 2012 and 2015.

Tim was formerly a director of the Financial Reporting Council and was on the board of the Investment Management Association. He has over 25 years of experience in financial services and has extensive knowledge and experience of regulatory and government relationships.

He brings to the Board experience in asset management and knowledge of leading a major financial services company.

Tim holds an MSc in Business Administration from the London Business School and is a graduate of Oxford University.

Chris Ambler
Non-Executive Director

Chris Ambler has been the Chief Executive of Jersey Electricity Plc since 1 October 2008.

He has experience in a number of senior positions in the global industrial, energy and materials sectors working for major corporations including ICI/Zeneca, The BOC Group and Centrica/British Gas, as well as in strategic consulting roles.

He is a director on other boards, including a non-executive director of Foresight Solar Fund Limited, a listed fund on the London Stock Exchange.

Chris is a Chartered Engineer and a Member of the Institution of Mechanical Engineers. He holds a First Class Honours Degree from Queens' College, Cambridge and an MBA from INSEAD.

Steve Le Page
Non-Executive Director

Steve Le Page is a Chartered Accountant and a Chartered Tax Advisor. Steve was a partner with PwC in the Channel Islands from 1994 until his retirement from the firm in September 2013. As an Audit Partner, he worked with a wide variety of financial services businesses and structures, including many listed investment funds. He also led PwC's Audit and Advisory businesses for approximately ten years, and for five of those years was the Senior Partner (equivalent to Chief Executive) of the Channel Islands firm.

Steve is a non-executive director and the Chairman of the Audit Committee of listed funds Highbridge Multi-Strategy Fund Limited , MedicX Fund Limited and Volta Finance Limited.

He is a past Chairman of the Guernsey International Business Association and a past President of the Guernsey Society of Chartered and Certified Accountants.

Susie Farnon
Non-Executive Director

Susie Farnon is a Chartered Accountant. Susie was a Banking and Finance Partner with KPMG Channel Islands from 1990 until 2001 and was Head of Audit at KPMG Channel Islands from 1999 until 2001. She served as President of the Guernsey Society of Chartered and Certified Accountants, as a member of The States of Guernsey Audit Commission and as a Commissioner of the Guernsey Financial Services Commission.

Susie is currently a non-executive director of Ravenscroft Limited, HICL Infrastructure Fund, Dexion Absolute Limited, Standard Life Investments Property & Income Trust Limited, Breedon Aggregates Limited and Threadneedle UK Select Trust Ltd. Previously, within the last five years, she was a non-executive director of New River Retail Limited and Bailiwick Investments Limited.

Susie joined the AGA board on 22 July 2015.

The Directors are responsible for the determination of the investment policy of the Company and have overall responsibility for overseeing the performance of the Investment Manager and the Company's activities.

The Directors, all of whom are non-executive and considered independent for the purposes of Chapter 15 of the Listing Rules, are listed above.

Investment Manager Board of Directors

Paul Meader
Director

Paul Meader has acted as non-executive director of several insurers, London and Euronext listed investment companies, funds and fund managers in real estate, private equity, hedge funds, debt, structured product and multi-asset funds. He is a senior investment professional with 28 years of multi-jurisdictional experience, 14 years of which were at chief executive level.

Paul was Head of Portfolio Management at Collins Stewart (now Canaccord Genuity) between 2010 and 2013 and was the Chief Executive of Corazon Capital Group from 2002 to 2010. Paul was Managing Director at Rothschild Bank Switzerland C.I. Limited from 1996 to 2002 and previously worked for Matheson Investment Management, Ulster Bank, Aetna Investment Management and Midland Montagu (now HSBC).

Paul is a graduate of Oxford University where he received an MA (Hons) in Geography. He is also a Chartered Fellow of the Chartered Institute of Securities and Investment.

Martin Halusa
Director

Martin Halusa became Chairman of Apax Partners in January 2014 after ten years as Chief Executive Officer of the firm (2003-2013).

In 1990, he co-founded Apax Partners in Germany as Managing Director. His investment experience has been primarily in the telecommunications and service industries.

He began his career at The Boston Consulting Group (BCG) in Germany, and left as a Partner and Vice President of BCG Worldwide in 1986. He joined Daniel Swarovski Corporation, Austria's largest private industrial company, first as President of Swarovski Inc (US) and later as Director of the International Holding in Zurich.

A graduate of Georgetown University, Martin received his MBA from the Harvard Business School and his PhD in Economics from the Leopold-Franzens University in Innsbruck.

Andrew Guille
Director

Andrew Guille is a director of Apax Partners Guernsey Limited.

Andrew has held directorships of regulated financial services businesses since 1989 and has worked for more than thirteen years in the private equity industry. Andrew has been employed in the finance industry for over 30 years, with his early career spent in retail and institutional funds, trust and company administration, treasury and securities processing.

Andrew is a Chartered Fellow of the Chartered Institute for Securities and Investment, a qualified banker (ACIB), and he also holds the Institute of Directors' Diploma in Company Direction.

Trina Le Noury
Director

Trina Le Noury is a director of Apax Partners Guernsey Limited.

Trina has been employed in the finance industry for over thirteen years, and has held senior roles in both the open and closed-ended fund administration functions covering private equity funds, hedge funds, fund of funds, property funds and traditional long-only investment funds.

Trina holds a First Class MA (Hons) in Mathematics from the University of Aberdeen, and is a fellow of the Association of Chartered Certified Accountants.

The AGML Board is responsible for the implementation of the investment policy of the Company and has overall responsibility for overseeing the investment management services provided to the Company and the Investment Manager's activities.

AGA Investment Committee

Andrew Sillitoe
Co-CEO / Apax Partners

Andrew Sillitoe is co-CEO of Apax Partners and a partner in its Tech & Telco team. Andrew is also a member of the Apax Partners' Executive, Investment and Approval Committees. He joined the firm in 1998 and has focused on the Tech & Telco sectors in that time. Andrew has been involved in a number of deals, including Orange, TIVIT, TDC, Intelsat, Inmarsat and King Digital Entertainment PLC.

Prior to joining Apax Partners, Andrew was a consultant at LEK where he advised clients on acquisitions in a number of sectors.

Andrew holds an MA in Politics, Philosophy and Economics from Oxford University and an MBA from INSEAD.

Mitch Truwit
Co-CEO / Apax Partners

Mitch Truwit is co-CEO of Apax Partners and a partner in its Services team. He is also a member of the Apax Partners Executive and Investment Committees and a Trustee of the Apax Foundation. Since joining Apax Partners in 2006 Mitch has been involved in a number of transactions including HUB International, Advantage Sales and Marketing, Bankrate, Dealer.com, Trader Canada, Garda and Answers.

Prior to joining Apax Partners in 2006, Mitch was the President and CEO of Orbitz Worldwide, a subsidiary of Travelport, between 2005 and 2006, and was the Executive Vice President and Chief Operating Officer of priceline.com between 2001 and 2005.

Mitch is a graduate of Vassar College where he received a BA in Political Science. He also has an MBA from Harvard Business School.

Nico Hansen
CIO / Apax Partners

Nico Hansen is a partner at Apax Partners, is a member of its Investment Committee and chairs its Approval Committee. Nico originally joined Apax Partners in 2000, specialising in the Tech & Telco sector. He has both led and participated in a number of key deals including Kabel Deutschland, Sulo, Versatel, Bezeq, Capio, Tnuva, HUB International and Trizetto.

Prior to joining Apax Partners, Nico was a consultant with McKinsey & Company where he specialised in advising clients in the telecom sector.

Nico holds a PhD in Economics from the University of Bonn and an MA in Economics from the University of Göttingen.

John Megrue
Chairman / Apax Partners US

John Megrue is Chairman of Apax Partners US. He is a member of the Apax Partners Investment and Approval Committees.

John originally joined Apax Partners in 1988 and rejoined in 2005 from Saunders, Karp & Megrue. Prior to Saunders, Karp & Megrue, John served as Vice President and Principal at Patricof & Co (an Apax Partners predecessor), where he specialised in buyouts and late stage growth financings.

John is a graduate of Cornell University, where he received a BSc in Mechanical Engineering. He received his MBA from the Wharton School of the University of Pennsylvania.

Martin Halusa
Chairman / Apax Partners

Martin Halusa became Chairman of Apax Partners in January 2014 after ten years as Chief Executive Officer of the firm (2003-2013). In 1990, he co-founded Apax Partners in Germany as Managing Director. His investment experience has been primarily in the telecommunications and service industries.

He began his career at The Boston Consulting Group (BCG) in Germany, and left as a Partner and Vice President of BCG Worldwide in 1986. He joined Daniel Swarovski Corporation, Austria's largest private industrial company, first as President of

Swarovski Inc (US) and later as Director of the International Holding in Zurich.

A graduate of Georgetown University, Martin received his MBA from the Harvard Business School and his PhD in Economics from the Leopold-Franzens University in Innsbruck.

Ralf Gruss
COO / Apax Partners

Ralf Gruss is Chief Operating Officer of Apax Partners and a partner at Apax. He is a former member of the Apax Partners Services team. Ralf has been involved in a number of deals, including Kabel Deutschland, LR Health and Beauty Systems and IFCO Systems.

Ralf originally joined Apax Partners in 2000. Prior to joining the Apax Partners, he was a consultant with Arthur D. Little International Inc., where he specialised in advising clients in the financial services sector.

Ralf holds a diploma in industrial engineering and business administration from the Technical University in Karlsruhe. He also studied at the University of Massachusetts and the London School of Economics.

The AGA Investment Committee is composed of several senior members of the Apax Partners team. Through the Investment Committee, the Investment Advisor is expected to provide the Investment Manager with valuable industry insight, augment its global network of relationships, work with the Investment Manager to evaluate industry trends, and assist the Investment Manager to constantly improve its services to AGA.

Board composition and roles

The Board of the Company is composed of four non-executive directors. The Board considers that the range and experience of its members is sufficient to fulfil its role and provide the required level of leadership, governance and assurance.

The terms and conditions of appointment for non-executive directors are outlined in their letters of appointment, and are available for inspection by any person at the Company's registered office during normal business hours and at the AGM for 15 minutes prior to and during the meeting.

Chairman of the Board of Directors

The Chairman is responsible for the leadership of the Board, the creation of conditions necessary for overall Board and individual Director effectiveness and ensuring a sound framework of corporate governance, which includes a channel for shareholder communication.

The responsibilities of the Chairman therefore include:

- chairing the Board and general meetings of the Company, including setting the agenda of such meetings;
- promoting the highest standards of integrity, probity and corporate governance throughout the Company, and in particular at Board level;
- ensuring that the Board receives accurate, timely and clear information;
- ensuring effective communication with shareholders of the Company;
- facilitating the effectiveness of the contributions and constructive relationships between the Directors of the Company;
- ensuring that any incoming Directors of the Company participate in a full, formal and tailored induction program; and
- ensuring that the performance of the Board, its committees and individual directors is evaluated at least once a year.

Tim Breedon fulfils the role of Chairman of the Board of Directors.

There have been no significant changes to the external commitments of the Chairman during the year.

Chairman of the Audit Committee

The Audit Committee is appointed under a terms of reference from the Board of Directors available on the Company's website at:

www.apaxglobalalpha.com/investor-information/results-and-publications

The Chairman of the Audit Committee is appointed by the Board of Directors and, principally, the role and responsibility of the chairman of the Audit Committee is to set the agenda for meetings of the Audit Committee and, in doing so, take responsibility for ensuring that the Audit Committee fulfils its duties under its terms of reference. These include external audit, audit planning and review, preparation, review and integrity of financial information, internal control systems and financial risk management systems, whistleblowing, compliance and fraud.

The Audit Committee does not fulfil the role of a risk committee with regard to investment risk management systems. Overall responsibility for the Company's risk management and control systems lies with the Board.

Steve Le Page fulfils the role of Chairman of the Audit Committee.

Non-executive directors

The role of the non-executive directors is:

- to constructively challenge and develop proposals on strategy;
- to scrutinise the performance of management based on agreed goals and objectives;
- monitoring the performance of management;
- to satisfy themselves of the integrity of financial information and that financial controls and systems of risk management are robust and defensible; and
- to appoint, and where necessary, to remove executive directors and in succession planning.

The non-executive directors have a responsibility to ensure that they allocate sufficient time to the Company to perform their responsibilities effectively. Accordingly, non-executive directors are required to make sufficient effort to attend Board or Committee meetings, to disclose other significant commitments to the Board before accepting such commitments and to inform the Board of any subsequent changes.

Tim Breedon, Steve Le Page, Susie Farnon and Chris Ambler each fulfil the roles and responsibilities of non-executive directors, as set out in their appointment letters.

Shareholders are provided with the opportunity to re-elect the non-executive directors on an annual basis at the annual general meeting of the Company and to review their remuneration in doing so.

Senior Independent Director

The position of Senior Independent Director ("SID") provides shareholders with someone to whom they can turn if they have concerns which they cannot address through the normal channels, for example with the Chairman, and is available as an intermediary between fellow directors and the Chairman. The role serves as an important check and balance in the governance process. They also serve as a sounding board for the Chairman.

The Board is considering the appointment of a SID during the course of 2016. In the meantime, shareholder queries may be addressed to the Chairman of the Audit Committee, via the Company Secretary, in the event the Chairman is not the appropriate channel.

Gender composition

The Board have adopted a board management policy which, broadly, includes guidance for gender diversity in its succession planning and recruitment policies.

The Board will review the requirement for a prescriptive gender policy and, as a result, measurable objectives for achieving that policy, during the course of 2016.

Governance framework

Board activity

The Board intends to meet formally at least four times a year and has met ten times in the period from incorporation on 2 March 2015, i.e. before the IPO, until 31 December 2015.

The Board of Directors have adopted a schedule of matters reserved for the Board.

In summary, the Board's reserved matters include:

- Strategy, management, and performance review;
- Structure and capital;
- Financial reporting and controls;
- Internal controls;
- Contracts and expenditure;
- Communication;
- Board membership and other appointments;
- Corporate governance; and
- Policies and codes.

Board focus during 2015 – what the Board has done

Establishing sound governance

The Board were actively engaged in the preparations leading up to the IPO, admission to the LSE and acquisition of the PCV Group during the first half of the year, wherein the Board adopted corporate governance policies and made certain regular appointments, which included, but are not limited to:

- adoption of a conflicts of interest policy;
- adoption of a disclosure panel policy;
- adoption of a insider dealing and market abuse policy;
- adoption of an anti-bribery and corruption policy;
- appointment of Aztec Financial Services (Guernsey) Limited as company secretary, administrator and depositary;
- appointment of KPMG Channel Islands Limited as external auditors;
- appointment of Capita Registrars (Guernsey) Limited; and
- the appointment of certain custodians and bankers.

Strategy and performance monitoring

The Board has been pursuing the investment strategy of the Company during the year through the discretionary management arrangements with AGML as reflected in the Investment Manager's Report.

The Board has agreed broad guidelines for the monitoring of performance of both the Investment Manager and other third-party service providers. It receives an Investment Report, a Finance Report and an Investor Relations Report on a quarterly basis. The Board intends to discuss the performance of the Investment Manager and third-party service providers at each quarterly board meeting, with a formal review to take place on at least an annual basis. The Board aim to agree a formal policy in this regard during the course of 2016.

Board calendar or focus for 2016 – what the Board plans to do

In order to position AGA to enable it to deliver on its objectives, the Board has set out the key activities that need to be achieved through 2016. An annual plan and budget has been agreed that include enhancements to financial reporting and the website. These will be monitored during the year and appropriate action taken to drive these initiatives forward.

Election and re-election of Directors at the 2016 AGM

Sally-Ann (Susie) Farnon was appointed to the Board of Directors and as a member of the Audit Committee on 22 July 2015. Neither an external search consultancy nor open advertising was used.

Susie was appointed to add to the breadth of experience and skills of the Board following the IPO on 15 June 2015.

Susie was appointed from a short-list of suitably-qualified candidates through an interview process involving both the Chairman and each of the Directors of the Board.

In accordance with the Company's Articles of Incorporation and the principles of the AIC Code, all Directors of the Company will offer themselves for election or re-election at the 2016 AGM.

For further details of the Company's first AGM, please refer to page 112.

Board induction and development

The Board have adopted a board management policy which includes policies with regard to director induction, training and development. A summary of these policies is available on the Company's website at:

www.apaxglobalalpha.com/investor-information/results-and-publications

Governance Framework continued

Information and support

The Board ensures that it receives, in a timely manner, information of an appropriate quality to enable it to adequately discharge its responsibilities. Papers are provided to the Directors in advance of the relevant Board or Committee meeting to enable them to make further enquiries about any matters prior to the meeting, should they so wish. This also allows Directors who are unable to attend to submit views in advance of the meeting.

The Company Secretary takes responsibility for the distribution of board papers and aims to circulate such papers at least five working days prior to board or committee meetings. The Board have adopted electronic board pack software which aids in the efficiency and adequacy of delivery of board papers.

Evaluation

As the Company was listed on 15 June 2015, the Board has decided that an evaluation of the Board, the Audit Committee and individual Directors may not be appropriate and may add little value to shareholders given the period for which it would relate, as the Board had not been in place for a sufficient length of time to provide a meaningful review.

A rigorous evaluation will be completed on an annual basis, with the first evaluation being carried out during 2016. The Board have adopted a board management policy which includes policies with regard to director evaluation and performance review.

A summary of these policies is available on the Company's website at:

www.apaxglobalalpha.com/investor-information/results-and-publications

Conflicts of interest

The Board have adopted a formal conflicts of interests policy, in addition to the requirements for the disclosure of Directors' interests in accordance with the Articles of Incorporation.

A summary of these policies is available on the Company's website at:

www.apaxglobalalpha.com/investor-information/results-and-publications

Audit Committee

The Company has established an Audit Committee with formally delegated duties and responsibilities set out in its terms of reference which comply with the requirements of the AIC Code and are available on the Company's website.

The Company's Audit Committee will meet formally at least four times a year for the purpose, amongst other things, of considering the appointment, independence and remuneration of the external auditors and reviewing the annual statutory accounts and half-yearly reports. Audit Committee meetings are scheduled around the reporting cycle of the Company to ensure appropriate review of related matters.

The report of the Audit Committee can be found on page 68.

Board Committees

The Company has not established a separate Remuneration Committee as it has no executive officers and the Board is satisfied that any relevant issues that arise can be properly considered by the Board or by the shareholders at Annual General Meetings.

The Board as a whole considers matters relating to the Directors' remuneration. An external assessment of Directors' remuneration has not been undertaken. The Company's policy is that the fees payable to the Directors should reflect the time spent by the Directors on the Company's affairs and the responsibilities borne by the Directors and be sufficient to attract, retain and motivate directors of a quality required to run the Company successfully.

The Board will also fulfil the functions of a management engagement committee, regularly reviewing the performance of and fee arrangements with the Investment Manager.

The Board has not established a separate Nomination Committee as it considers its size to be such that it would be unnecessarily burdensome to establish a separate nomination committee.

The Board will appoint committees of the Board on occasion to deal with specific operational matters, these committees are not established under a separate terms of reference as their appointment is conditional upon terms resolved by the Board in formal Board meetings and authority conferred to such committees will expire upon the due completion of the duty for which it has been appointed. Such committees are referred to as Other Committee meetings in the attendance table on page 65.

Board succession planning

The Board have adopted a board management policy which includes succession planning.

A summary of this policy is available on the Company's website at:

www.apaxglobalalpha.com/investor-information/results-and-publications

Administrator and secretary

The Company has appointed Aztec Financial Services (Guernsey) Limited ("Aztec Group") as administrator and secretary of the Company.

The administrator is responsible for the Company's general administrative requirements such as the calculation of the Net Asset Value and Net Asset Value per share and maintenance of the Company's accounting and statutory records.

The administrator may delegate certain accounting and bookkeeping services to Apax Partners Fund Services Limited or other such parties and / or group entities, as directed by the Company. The administrator is licensed by the GFSC under the Protection of Investors (Bailiwick of Guernsey) Law to act as "designated administrator" under that law and provide administrative services to closed-ended investment funds.

In fulfilling the role of Company Secretary, Aztec Group has due regard to the provisions of the GSFC Code and the AIC Code and statutory requirements in this respect.

Registrar

Capita Registrars (Guernsey) Limited has been appointed as registrar of the Company. The Registrar is licensed by the GFSC under the POI Law to provide registrar services to closed-ended investment funds.

Approach to risk management

Overall responsibility for the Company's risk management and internal control systems (the risk management framework) lies with the Board of Directors.

It is aided in some key elements of oversight by the Board's Audit Committee, which provides the Board with advice on the Company's overall risk appetite and strategy, and a view on current risk exposures, the future risk strategy and the effectiveness of the Company's risk management and internal control processes.

The risk management framework is designed to identify, evaluate and mitigate the risks that the Company faces. The underlying process aims to understand and mitigate, rather than eliminate, the risk and, therefore, can only provide reasonable and not absolute assurance against loss.

Appetite for risk is considered at Board meetings whenever significant strategic, financial or operational decisions are made, and is a key part of ongoing discussions about strategy.

The Board recognises that it has limited control over many of the risks it faces, such as macro-economic events and the complex regulatory environment, and it periodically reviews the potential impact of such ongoing risks on the business and actively considers them in its decision making.

An outline of the principle risks the Company faces can be found on page 66.

Risk management and internal controls

For more information on the Company's risk management processes, see page 76 and for further detail on internal controls, please see the Audit Committee Report on page 68.

Corporate risks

All significant risks facing the Company are captured within a risk register and are assessed in terms of likelihood and potential impact. The risk register has been subject to detailed review by the Board and the Audit Committee.

An outline of the principle risks the Company faces can be found on page 66.

Board and Committee attendance

Directors have attended Board, Audit Committee and Other Committee meetings during the period ended 31 December 2015 as follows (with their eligibility to attend the relevant meeting in brackets):

Director	Total Board	Total Audit Committee	Total Other Committees[1]
Chris Ambler	8 (10)	4 (5)	1 (4)
Tim Breedon	8 (10)	1[2] (2)	0 (4)
Susie Farnon	2[3] (2)	4[3] (4)	0 (1)
Steve Le Page	10 (10)	5 (5)	3 (4)

1 Other Committees refer to those committees of the Board appointed on an ad hoc basis to consider specific matters. Please refer to Board Committees on the page opposite.

2 Tim Breedon was a member of the Audit Committee for the period 28 April 2015 to 12 August 2015, during which time he was eligible to attend two Audit Committee meetings.

3 Susie Farnon was appointed as a Director and member of the Audit Committee on 22 July 2015, during which time she was eligible to attend two Board meetings and four Audit Committee meetings.

Principal risks and uncertainties

Identifying risks

The Board has overall accountability for ensuring that risk is effectively managed within the Company and on behalf of the Board, the Audit Committee has undertaken an exercise for identifying, assessing and managing the risks within the Company. Risks have been identified and measured both for likelihood of occurrence and potential impact to the Company. The outcome of this exercise forms a consolidated view of the risks within the business which is reviewed and challenged by the Board.

A summary of the main risks faced by AGA is outlined opposite.

For more information on financial risk management see note 14 of the financial statements on page 101.

The Company and its investments

The target return and target dividend yield are based on estimates and assumptions that are outside the control of the Company. The actual rate of return and dividend yield may be materially lower than the targets which may affect the market price of the Company's shares.

The direct and indirect investments may be difficult to value accurately and there can be no assurance that the values of investments reported will in fact be realised which may impact the market price of the Company's shares.

Due diligence of investments (both direct and indirect) may fail to identify relevant facts or circumstances which may lead to unsuccessful investment decisions.

The Company through its direct and indirect investments is vulnerable to risks related to non-controlling investments and investments with third-parties which may affect the Net Asset Value of the Apax Private Equity Funds and therefore the market price of the Company's shares.

The investment amount may exceed the amount realised on exit of an investment resulting in losses on part or all of an investment.

Past performance of the portfolio is not an indicator of the Company's future performance. Various factors including fee arrangements, structure, terms leverage and investment horizons can affect returns and actual returns will vary from historical returns.

There is a risk of over-exposure to one asset in the portfolio or to a high correlation amongst the assets.

Derived Investments

The Company's Derived Investments in portfolio companies in which Apax Funds invest may give rise to conflicts of interest. Whilst a conflicts of interest policy has been put in place, there is a risk that the Company may be limited in voting in its own interests as a result.

The illiquidity of Derived Investments in loans and other credit investments may have an adverse impact on their price and the Company's ability to trade in them.

The Company's Derived Investments may include investing in sub-investment grade and unrated debt obligations, which are subject to greater risk of loss than higher-rated securities. In addition, the market for non-investment grade securities may be smaller and less active than that for higher-rated securities, all of which may adversely affect the prices at which the securities can be sold and result in losses to the Company.

Private Equity Investments

The Company's investments will be affected by the investment policies and decisions and other activities of the Apax Funds and, although the Investment Manager will monitor the performance of the Company's investments, it and the Company will have little or no control over the activities of the underlying Investment Managers and/or general partners of the Apax Funds in which the Company invests.

The Company may be unable to meet its investment commitments in the Apax Funds, which could affect the value of the Company's investments in the Apax Funds and the market price of the shares.

The Investment Manager and the Investment Advisor

The Company will depend on the services and the management performance of the Investment Manager and the Investment Advisor, respectively, and on the expertise of the Investment Manager's and Investment Advisor's personnel in providing investment management and advisory services.

Other client relationships and investment activities of Apax Partners may conflict directly or indirectly with the activities of the Company and could prejudice investment opportunities available to, and investment returns achieved by, the Company. Loss of investment opportunities for the foregoing reasons and/or prejudice towards investment returns may affect the Company's performance and have a material adverse impact on the market price of the Company's shares .

Britain's membership of the European Union

Whilst AGA has limited direct exposure to UK-based positions, a vote to leave the European Union could potentially have a material impact on both the share price and on the value of the Invested Portfolio.

Operational risks

The Company relies extensively on third parties for services and is subject to the operational risk controls at these entities. A control failing at any of these entities could have a material adverse impact on the market price of the Company's shares.

Audit Committee report

I am pleased to present to you the Audit Committee report prepared in accordance with the current AIC Code, which reflects the 2014 edition of the UK Code to the extent that it is applicable to investment companies.

Steve Le Page, Chairman of the Audit Committee

The terms of reference for the Committee are available on the Company's website and its principal role is set out on page 64.

www.apaxglobalalpha.com/investor-information/results-and-publications

Readers of this annual report are reminded in particular that the scope of the Committee in respect to internal control does not include controls around risk arising from the Company's investment portfolio. Such risks are overseen directly by the Board, which sets policies in this area to govern the day-to-day management of these risks by the Investment Manager.

During this first period of the Company and to the date of this report, the main areas of activity for the Audit Committee have been:

- reviewing the initial accounting policies for the Company as set out in the prospectus to ensure they remain appropriate for the preparation of the Company's interim and annual reports;
- considering those areas of judgement or estimation arising from the application of international financial reporting standards to the Company's activities and documenting the rationale for the decisions made and estimation techniques selected;
- meeting with the external auditors, KPMG Channel Islands Limited("KPMG"), to review and discuss their independence, objectivity and proposed scope of work for their review of the interim report and their audit of this annual report;
- meeting with the Company's principal service providers to review the controls and procedures operated by them to ensure that the Company's risks are properly managed and that its financial reporting is complete, accurate and reliable; and
- reviewing in detail the content of this annual report, the work of the service providers in producing it and the results of the external audit.

Steve Le Page
Audit Committee Chairman

7 March 2016

Membership

The Audit Committee membership currently consists of Chris Ambler, Susie Farnon and Steve Le Page. Tim Breedon was a member of the Committee for the period 28 April 2015 to 12 August 2015.

The Audit Committee discharges its responsibilities through a series of scheduled meetings, the agendas of which are linked to events in the financial calendar of the Company. The Audit Committee met five times during the period ended 31 December 2015.

Attendance at meetings in that period is included in the table on page 65.

Role of the Audit Committee

The principal role of the Audit Committee is to consider the following matters and to make appropriate recommendations to the Board in respect of them:

- the appointment and reappointment or removal of the external auditors, taking into account their independence and objectivity (including any non-audit services they provide) and the effectiveness and quality of their audit;
- the internal control systems operated by the Company and its service providers to ensure proper management of all risks other than risks arising from the investment portfolio (which are dealt with directly by the Board);
- the accounting policies adopted by the Company and the format and content of the Company's financial reporting, both internal and external, and whether the latter is fair, balanced and understandable and complies with all applicable rules, accounting standards, law and other requirements; and
- provide the information necessary for the shareholders to assess the Company's position, performance, business model and strategy.

Review of accounting policies and areas for judgement or estimation

After the Company had successfully completed its IPO in June 2015, the Audit Committee first met in early July. At this meeting the initial accounting policies set out in the Prospectus were reviewed and the resulting areas of judgement or estimation were decided upon for recommendation to the Board. The significant areas considered are set out in the financial statements. The most important area was the determination of the fair value of the Company's investment portfolio for reporting purposes.

Please see note 4 to the financial statements for more information.

The recommendations of the Audit Committee have all been adopted by the Board.

Valuation of investments

The valuation of investments is a significant area of judgement in the preparation of the financial statements and performance reporting and represent a particular focus for the Audit Committee.

The Derived Equity Investments held by the Company, and certain of the investments underlying the Company's Private Equity positions are quoted leaving the focus on the other Private Equity and Derived Debt Investments.

At each quarterly valuation point, and particularly at the year end, members of the Audit Committee have reviewed the detailed valuation schedules prepared by the Investment Advisor for the unquoted investments underlying the Private Equity positions. Discussions were also held with the Investment Advisor and the external auditors (in respect of the year end valuation only). The aim of these reviews and discussions was to ensure as far as possible, that the valuations were prepared in line with the valuation process and methodology set out in the Company's accounting policies. No material discrepancies were identified.

The valuation of the Derived Debt Investments has been reviewed by an independent third-party which has reported to the Committee and the Board on whether, in their opinion, the valuations used are reasonable and in accordance with the stated accounting policies.

The valuation of the Company's investment portfolio remains a significant area of judgement and of estimation, but the Audit Committee is satisfied that it is reasonable overall and has been prepared in accordance with the Company's stated accounting policies.

Performance fee

The detailed basis for calculation and settlement of the performance fee due to the Investment Manager is set out in the Company's prospectus, and is summarised in the notes to the financial statements. Although this fee may not always be material in amount to the financial performance or position of the Company, its calculation is complex, and because it is due to the Investment Manager the Audit Committee consider it to be material by nature. The Audit Committee has commissioned a specific report on the calculation of the fee provided for in these financial statements and of the amount to be settled during the current period. This report has not identified any issues.

External audit

Since the IPO, and up to the date of this report, the Audit Committee has met formally with the external auditors, KPMG, on four occasions and in addition, the Chairman of the Audit Committee has met

Audit Committee report continued

them informally on three further occasions. These informal meetings have been held to ensure the Chairman is kept up-to-date with the progress of their work and that their formal reporting meets the Audit Committee's needs.

The formal meetings included detailed reviews of the proposed scope of the work to be performed in their review of the Company's report for the period to 30 June 2015 and in their audit for the period to 31 December 2015. They also included detailed reviews of the results of this work, their findings and observations. I am pleased to report that there are no matters arising which should be brought to the attention of shareholders.

The Audit Committee has also reviewed KPMG's report on their own independence and objectivity, including their team structure for the audit of the Company and of the underlying Apax Funds, and the level of non-audit services provided by them, including in respect of the IPO. In addition the Audit Committee assessed the effectiveness of KPMG .

The Audit Committee has concluded that the external auditors are independent and objective, carry out their work to a high standard and provide concise and useful reporting. Accordingly, the Audit Committee has recommended to the Board that KPMG be put forward to the AGM for reappointment.

Where non-audit services are to be provided to the Company by the auditors, full consideration of the financial and other implications on the independence of the auditors arising from any such engagement will be considered before proceeding.

Risk management and internal controls

In common with most investment companies, the Company itself has no employees and no internal systems of control. The Company therefore relies on the internal control within its service providers, namely Aztec Group, AGML and Capita.

At the time of the IPO, the services to be provided were agreed with each of these service providers and the detailed operations of the Company were documented and reviewed by various third-parties involved in the IPO process. At that time those third-parties and the Board concluded that the controls operated by the service providers should prove adequate and effective for the operation of the Company.

Since the IPO, the Audit Committee has focused on monitoring the output of the service providers and on receiving assurances from them that controls are operating as planned. This monitoring has included regular reporting by the Depositary on the establishment of title to investments, by the Administrator on the detail of expenditure and on compliance with laws and regulations, and by the Investment Manager on compliance with the investment objective and policies. The Audit Committee has not identified any concerns with the operation of controls during this initial period or to date.

Corporate risks

All significant risks facing the Company are captured within a risk register and are assessed in terms of likelihood and potential impact. The risk register has been subject to detailed review.

An outline of the principle risks the company faces can be found on page 66.

Service providers

The Audit Committee has met regularly with the key service providers (besides KPMG) involved in the preparation of the Company's reporting to its shareholders and in the operation of controls on its behalf, Aztec Group and APFS, both of whom have attended each formal Audit Committee meeting as well as other informal meetings. Through these meetings, supported by review and challenge of supporting documentation, the Audit Committee has satisfied itself, as far as is possible in the circumstances of a Company with outsourced functions, that financial and operational risks facing the Company are appropriately managed and controlled.

Adjusted and unadjusted differences in the financial statements

The external auditors, KPMG, have reported to the Audit Committee that they found two reportable differences during the course of their audit work. Both differences arose in areas of judgement, were immaterial and were not indicative of control deficiencies.

Whistle-blowing

The Company does not have any employees. Each of the service providers have whistle-blowing policies in place.

Anti-bribery and corruption

The Company has a zero-tolerance approach to bribery and corruption, in line with the UK Bribery Act 2010. An anti-bribery and corruption policy was adopted at the time of the IPO and is regarded as sufficient for managing the anti-bribery and corruption risks faced by the Company. The policy will be reviewed periodically to ensure its effectiveness.

Annual report

The Audit Committee members have each reviewed this annual report and earlier drafts of it in detail, comparing its content with their own knowledge of the Company, reporting requirements and shareholder expectations. Formal meetings of the Audit Committee have also reviewed the report and its content and have received reports and explanations from the Company's service providers about the content and the financial results. The Audit Committee has concluded that the annual report, taken as a whole, is fair, balanced and understandable, and that the Board can reasonably and with justification make the Statement of responsibilities on page 74.

To read the Statement of responsibilities in full, see page 74.

Shareholder relations

Shareholders relations

The Directors place a great deal of importance on communication with shareholders. The interim report and accounts, annual report and financial statements are distributed to shareholders and to other parties who have an interest in the Company's performance.

Shareholders may obtain up-to-date information on the Company through the Company's website
www.apaxglobalalpha.com

The Notice of the first Annual General Meeting ("AGM") included within the annual report and financial statements is sent out at least 21 working days in advance of the meeting. All shareholders have the opportunity to put questions to the Board or Investment Manager, either formally at the Company's AGM, informally following the meeting or in writing at any time during the year via the Company Secretary.

The Company Secretary is available to answer general shareholder queries at any time throughout the year and may be contacted by email at:
AGA-Admin@aztecgroup.co.uk

The Board recognises and supports the investor relations activities which include close engagement with shareholders. On a quarterly basis the Company provides a performance update presentation and holds a conference call for analysts and investors. The Board receives regular reports and updates from the Investor Relations team and the Corporate Brokers. Details of investor meetings can be found on the Results and Publications page of the Investor Information section of the Company's website.

www.apaxglobalalpha.com/investor-information/results-and-publications

The Company has continued to build a dialogue with its shareholders following the IPO. As part of this, our Investor Relations team and Company Secretary support communications with investors. Since the IPO, we have commenced a program of meetings between senior management of Apax Partners on behalf of AGA, and institutional investors, fund managers and equity analysts. The wide range of relevant issues discussed at investor presentations and meetings covers business strategy, financial performance, operational activities and corporate governance. The Chairman will also have his own investor contact program and will bring relevant issues to the attention of the Board.

To give all shareholders access to the Company's announcements, all material information reported via the London Stock Exchange's regulatory news service is published on the Company's website.

www.apaxglobalalpha.com/investor-information/announcements

AGA has hosted conference calls to support the release of its interim and quarterly results. An investor presentation will also be held for the full year results. Details will be published on the London Stock Exchange. These events are made available to the market, subject to relevant marketing restrictions in certain jurisdictions, with the facility for all listeners to ask questions, as well as having a permanent replay facility, and a full transcript is published on the Company's website.

Going forward, AGA also intends to organise several short analyst and investor events.

Please refer to page 112 for details of the first Annual General Meeting of the Company.

Remuneration

Introduction

The UK Code includes provisions relating to executive directors' remuneration. The Board considers these provisions are not relevant to the position of AGA, being an externally managed investment company.

In particular, all of the Company's day-to-day management and administrative functions are outsourced to third-parties. As a result, the Company has no executive directors, employees or internal operations. The Company has therefore not reported further in respect of these provisions.

Remuneration report

The Directors who served in the period from 28 April 2015 to 31 December 2015 (with the exception of Susie Farnon who was appointed on the 22 July 2015) received the fees detailed in the table opposite.

No taxable benefits were paid to Directors in respect of this period and no remuneration above that was paid to the Directors for their services. Remuneration paid reflects the duties and responsibilities of the Directors and the value of their time.

Fees are pro-rated where an appointment takes place during a financial year. None of the fees disclosed opposite were payable to third-parties by the Company. Chris Ambler is obliged to pay 20% of the fee he receives from the Company for his services as a non-executive director to a third-party, being a company to which he is appointed as an Executive Director. The Directors are entitled to be reasonably reimbursed for expenses incurred in the exercise of their duties as Directors. Expenses paid to the Directors are also listed in the table opposite.

Directors' fees and expenses 2015

Director	Fees €	Expenses €	Total €
Chris Ambler	41,565	1,147	42,712
Tim Breedon	115,450	801	116,251
Susie Farnon	27,196	389	27,585
Steve Le Page	50,802	1,107	51,909
Total (€)	**235,013**	**3,444**	**238,457**
Total (£)	171,339	2,474	173,813

Appointment of Directors took place in April 2015 with the exception of Susie Farnon who was appointed on the 22 July 2015.

1 Our business
2 Market overview and outlook
3 Our portfolio
4 Our governance
5 Our finances
6 Shareholder information

Directors' report

Directors' report

The Directors submit their annual report together with the audited financial statements of the Company for the period ended 31 December 2015.

The Company's registered office and principal place of business is:

East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey, GY1 3PP

Listing on the London Stock Exchange

On 15 June 2015, the entire issued ordinary share capital of the Company was admitted to the premium listing segment of the Official List of the Financial Conduct Authority and to unconditional trading on the London Stock Exchange's main market for listed securities.

Dividend

The Directors have approved a first semi-annual dividend of 3.69p as a final dividend in respect of the financial period ended 31 December 2015.

Board of Directors

The Directors of the Company and their biographical information is set out on page 59. All directors will retire at the AGM and offer themselves for re-election. The non-executive directors do not have service agreements.

For Director's biographies see page 59.

Powers of Directors

The business of the Company is managed by the Directors who may exercise all the powers of the Company, subject to any relevant legislation, any directions given by the Company by passing a special resolution and to the Company's Articles of Incorporation (the "Articles"). The Articles, for example, contain specific provisions concerning the Company's power to borrow money and issue shares.

Appointment and removal of Directors

Rules relating to the appointment and removal of the Directors are contained within the Company's Articles of Incorporation

Amendment of Articles of Incorporation

The Company may only make amendments to the Articles of Incorporation of the Company, by way of special resolution of the shareholders, in accordance with The Companies (Guernsey) Law, 2008, as amended.

Employees

The Company does not have any direct employees.

Political donations and expenditure

The Company has made no political donations in the period since incorporation or since admission.

Share capital

As at the date of this report, the Company had an issued share capital of €873.8 million. The rights attaching to the shares are set out in the Articles of Incorporation. There are no restrictions on the transfer of ordinary shares in the capital of the Company other than those which may be imposed by law from time to time. There are no special control rights in relation to the Company's shares and the Company is not aware of any agreements between holders of securities that may result in restrictions on the transfer of securities or on voting rights, except for the lock-ins agreed at the time of admission as set out in the prospectus.

In accordance with the Disclosure and Transparency Rules, Board members and certain employees of the Company's service providers are required to seek approval to deal in the Company's shares.

Allotment of shares and pre-emption rights

Details of the Company's ability to allot shares and pre-emption rights are included in the Articles of Incorporation which can be found in full on the Company's website at:

www.apaxglobalalpha.com/investor-information/results-and-publications

Voting rights

In a general meeting of the Company, on a show of hands, every member who is present in person or by proxy and entitled to vote shall have one vote. On a poll, every member who is present in person or by proxy shall have one vote for every share of which they are the holder.

Restrictions on voting

Unless the Directors otherwise determine, a shareholder shall not be entitled to vote either personally or by proxy;

- if any call or other sum currently payable to the Company in respect of that share remains unpaid; or
- having been duly served with a notice requiring the disclosure of member's interests and given under article 10 of the Articles of Incorporation of the Company, and has failed to do so within 14 days, in a case where the shares in question represent at least 0.25 per cent of the number of shares in issue of the class of shares concerned, or within 28 days, in any other case, from the date of such notice.

Directors' interests in shares

The Directors' share interests in the Company are detailed in note 11 of the financial statements.

Material interests in shares

The Company has been notified in accordance with DTR 5 of the Disclosure and Transparency Rules of the interests in its issued ordinary shares as at 31 December 2015 detailed in the table opposite.

Significant agreements

The following agreements are considered to be significant to the Company:

- AGML as Investment Manager under the terms of the Investment Management Agreement;
- Aztec Group as Administrator, Company Secretary and Depositary under the Administration Agreement and Depositary Agreement;
- Capita as Registrar under the Registration Agreement; and
- KPMG as appointed external auditors.

Compensations for loss of office

There are no agreements between the Company and its Directors providing for compensation for loss of office that occurs as a result of change of control.

Disclosures required under Listing Rule 9.8.4R

There are no disclosures required under Listing Rule section 9.8.4R.

Events after the reporting period

The Audit Committee noted that there were three main post balance sheet events:

Subject to finalising terms, the Board of Directors agreed an intention to invest in a new private equity fund, AIX, which is advised by Apax Partners. The total investment of US$350 million is expected to be split equally between the Euro and US$ funds.

On the same date, the Board approved an amendment to the terms of the existing revolving credit facility. These changes result in an increase in the current facility from €90 million to €140 million, with an extension to the maturity date by three years to 4 February 2019 and an increase in the margin from 200 bps to 210 bps.

On 7 March, the Board of Directors approved a first semi-annual dividend of 3.69p per share in respect of the financial period ended 31 December 2015.

Going concern

After making enquiries and given the nature of the Company and its investments, the Directors, after due consideration, conclude that the Company should be able to continue for the foreseeable future. In reaching this conclusion the Board is mindful of the nature of the Company's assets, and considers that adverse investment performance should not have a material impact on the Company's ability to meet its liabilities as they fall due. Accordingly, they are satisfied that it is appropriate to adopt the going concern basis in preparing these financial statements

Disclosure of information to the auditor

Having made enquiries of fellow directors, each of the Directors confirms that:

- to the best of their knowledge and belief, there is no relevant audit information of which the Company's auditor is unaware; and
- they have taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

Re-appointment of auditor

Resolutions for the re-appointment of KPMG Channel Islands Limited as the Auditor of the Company and to authorise the Directors to determine its remuneration are to be proposed at the AGM.

AGM

AGA's first AGM will be held at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP on Friday, 8 April 2016 at 11:00 AM (UK Time).

The notice, agenda and voting instructions for the AGM are contained within the AGM circular at page 112.

The Directors' Report has been approved by the Board and is signed on its behalf by:

Tim Breedon CBE
Chairman

7 March 2016

Table of shareholders over 5% as at 31 December 2015

			Voting rights		% of Voting rights		
Shareholder	**Class of share**	**Shares held**	**Direct**	**Indirect**	**Direct**	**Indirect**	**Threshold**
Martin Halusa	Ordinary Shares of NPV	2,869,735	2,869,735	25,908,817	0.6%	5.3%	5%
Apax Guernsey (Holdco) PCC Ltd[1]	Ordinary Shares of NPV	27,709,711	27,709,711	0	5.6%	0%	5%
NorTrust Nominees Limited	Ordinary Shares of NPV	32,701,581	32,701,581	0	6.6%	0%	5%
Investec Wealth & Investment Limited	Ordinary Shares of NPV	32,624,250	32,624,250	0	6.6%	0	5%

1 Held by the PCV cell within this protected cell company

Statement of Directors' responsibilities

in respect of the annual report and audited financial statements

Annual report and financial statements

The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies (Guernsey) Law, 2008 (as amended). They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

The Directors confirm that they have complied with the above requirements in preparing the financial statements and that to the best of their knowledge and belief:

- this annual report includes a fair review of the development and performance of the business and the position of the Company together with a description of the principal risks and uncertainties that the Company faces;
- the financial statements, prepared in accordance with IFRS adopted by the EU, give a true and fair view of the assets, liabilities, financial position and results of the Company, taken as a whole as required by DTR4.1.6, and are in compliance with the requirements set out in the Companies (Guernsey) Law, 2008 as amended; and
- the annual report includes a fair review of the information required by DTR4.1.8R and DTR 4.1.11R, which provides an indication of important events and a description of principal risks and uncertainties which face the Company.
- the Investment Manager's report, together with the Director's report and Chairman's statement, includes a fair review of the information required by DTR 4.1.12R; and
- the annual report and financial statements, taken as a whole, provides the information necessary to assess the Company's position and performance, business model and strategy and is fair, balanced and understandable.

Signed on behalf of the Board of Directors

Tim Breedon CBE
Chairman

7 March 2016

Signed on behalf of the Audit Committee

Steve Le Page
Chairman of the Audit Committee

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Viability statement

As stated on page 2, the investment objective of the Company is to provide shareholders with capital appreciation from its investment portfolio and regular dividends. The Company's investment performance depends upon the performance of its portfolio of Private Equity and Derived Investments. The Directors, in assessing the viability of the Company have paid particular attention to the risks faced by the Company in seeking to achieve its stated objective, which are set out on page 66. The Board has established a risk management framework within which the Investment Manager operates and which is intended to identify, measure, monitor, report and where appropriate, mitigate the risks to the Company's investment objective. The Board does not consider the other risks faced by the Company to be principal risks, as defined in the UK Code.

The Directors confirm that their assessment of the principal risks facing the Company was robust and in doing so they have considered models projecting future cash flows during the three years to 31 December 2018. These models have also been stressed to reflect the impact on the portfolio of some plausible but severe scenarios similar to those experienced by investment markets in the past. The projections consider cash balances, covenants, limits, the split of the investment portfolio in addition to investment policy. The stress testing examines the potential impact of the principal risks occurring individually and together. These projections are based on the Investment Manager's expectations of future investment performance, income and costs. The viability assessment covers a period of three years which reflects the average holding period of Derived Investments and the expected period between the launch of new funds by Apax Partners. The Directors consider this period to be sufficient given the inherent uncertainty of the investment world.

The Company's assets exceed its liabilities by a considerable margin. Further, the majority of the Company's most significant liabilities, being the fees earned by the Investment Manager fluctuate by reference to the Company's investment performance or Net Asset Value. The Company also has access to a significant credit facility to enable it to manage cash demands without resorting to urgent sales of its less liquid portfolio assets. Diversification of the portfolio, split between Private Equity and Derived Investments also helps the Company withstand risks it is most likely to meet.

The continuation of the Company in its present form is dependent on the Investment Management Agreement with the Investment Manager remaining in place. The Directors note that the Investment Management Agreement ("IMA") with the Investment Manager is terminable with a minimum of one year's notice by either party. The Directors have no current reason to assume that either the Company or the Investment Manager would serve notice of termination of the IMA during the three-year period covered by this viability statement. The initial term of the IMA is six years and shall automatically continue unless the Investment Manager or the Company (by special resolution) serves notice electing to terminate at the expiry of the initial term. The earliest termination would be 15 June 2020. The articles require that the Directors put a discontinuation resolution to the AGM of the Company to be held in 2018. However, the Directors have reasonable grounds to believe that it is unlikely that the extraordinary resolution would be passed so early in the life of the Company, and so for the purposes of the viability assessment they have assumed that it will not do so.

The Directors, having duly considered the risks facing the Company, their mitigation and the cash flow modelling, have a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the three-year period of their assessment.

For more information on how AGA is satisfied with its ability to operate as a going concern, see page 73.

AGA prepares its financial statements in accordance with international financial reporting standards and applicable law, on a going concern basis.

The Company's first financial statements are set out in the section that follows, which includes the independent auditor's report.

In this section

5

Independent auditor's report

to the members of Apax Global Alpha Limited

Opinions and conclusions arising from our audit

We have audited the financial statements of Apax Global Alpha Limited (the "Company") for the period from 2 March 2015 to 31 December 2015 which comprise the statement of financial position, the statement of profit and loss and other comprehensive income, the statement of changes in equity, the statement of cash flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards as adopted by the European Union ("EU"). In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 and of its total comprehensive income for the period from 2 March 2015 to 31 December 2015;
- have been properly prepared in accordance with International Financial Reporting Standards as adopted by the EU; and
- comply with the Companies (Guernsey) Law, 2008.

Our assessment of risks of material misstatement

The risks of material misstatement detailed in this section of this report are those risks that we have deemed, in our professional judgement, to have had the greatest effect on: the overall audit strategy; the allocation of resources in our audit; and directing the efforts of the engagement team. Our audit procedures relating to these risks were designed in the context of our audit of the financial statements as a whole. Our opinion on the financial statements is not modified with respect to any of these risks, and we do not express an opinion on these individual risks.

In arriving at our audit opinion above on the financial statements, the risk of material misstatement that had the greatest effect on our audit was as follows:

Valuation of investments (€914,714,115 – without subsidiaries)

Refer to page 69 of the Audit Committee Report, note 2 (Use of estimates and judgements), note 3 (Subsequent measurement of financial instruments), note 4 (Critical accounting estimates and judgements), note 9b (Investments held at fair value through profit or loss) and note 15 (Fair value estimation).

The risk – As at 31 December 2015 the Company had invested 98% of its net assets in Derived Investments (debt and listed equities) and investments in existing Private Equity funds. As described in the Audit Committee Report on Page 69, the valuation of the Company's investments, given that it represents the majority of the Company's net assets, is a significant area of our audit. The Company's holdings in unquoted debt investments (representing 35% of net assets) and quoted debt investments (representing 2% of net assets) are valued based upon models that take into account the factors relevant to each investment and use relevant third-party market data where available. The Company will utilise the resources of Apax Guernsey Managers Limited (the "Investment Manager") and Apax Partners LLP (the "Investment Advisor"), to augment its own fair value analysis of investments in debt to determine the most appropriate fair value for such assets. The Company's holdings in listed debt and equity investments (representing 10% of net assets) are valued based upon the market bid price as at 31 December 2015 or such last traded price depending upon the convention of the exchange on which the investment is quoted. The Company's holdings in Private Equity Investments (representing 51% of net assets) are valued as the Company's attributable portion of the Net Asset Value of the Private Equity funds, as determined by the general partners of such funds, adjusted as considered necessary by the Board of Directors, including any adjustment necessary for Carried Interest. The general partners consider the International Private Equity and Venture Capital (IPEV) guidelines when valuing the private equity funds, which involves the use of significant judgement.

Our response – Our audit procedures with respect to the Company's investments included, but were not limited to: testing the design and implementation of the controls in relation to the valuation of both Derived and Private Equity Investments and evaluating the appropriateness of the valuation of such investments; using our own financial instrument valuation specialist to validate the pricing of the derived investments, including an assessment of both the methodology and conclusions drawn by the independent expert engaged by the Company on the corporate debt portfolio and also the trading volumes behind the prices of the listed equity portfolio; for Private Equity Investments, obtaining audited financial statements, where possible, and capital statements from the Private Equity funds to verify the Net Asset Values and considering the composition of the underlying portfolios and their valuation; considering any accounting policy discrepancies which may require the Net Asset Value to be adjusted in respect of Private Equity Investments; and attending the fair market valuation committee meetings held to establish the valuation of the Private Equity funds, assessing the methodology applied to the valuation of the portfolios and the challenge process applied by the Investment Manager.

We also considered the Company's disclosures (see note 2 and note 4) in relation to the use of estimates and judgements regarding the fair value of investments and the Company's investment valuation policies adopted and fair value disclosures in note 3, Note 9b and note 15 for compliance with International Financial Reporting Standards as adopted by the EU.

Our application of materiality and an overview of the scope of our audit

Materiality is a term used to describe the acceptable level of precision in financial statements. Auditing standards describe a misstatement or an omission as "material" if it could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements. The auditor has to apply judgement in identifying whether a misstatement or omission is material and to do so the auditor identifies a monetary amount as "materiality for the financial statements as a whole".

The materiality for the financial statements as a whole was set at €35,296,000. This has been calculated using a benchmark of the Company's Net Asset Value (of which it represents approximately 4%) which we believe is the most appropriate benchmark as Net Asset Value is considered to be one of the principal considerations for members of the Company in assessing the financial performance of the Company.

We agreed with the Audit Committee to report to it all corrected and uncorrected audit misstatements we identified through our audit with a value in excess of €1,764,000, in addition to other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Our audit of the Company was undertaken to the materiality level specified above, which has informed our identification of significant risks of material misstatement and the associated audit procedures performed in those areas as detailed above. The audit was performed at the offices of the sub-administrator.

Whilst the audit process is designed to provide reasonable assurance of identifying material misstatements or omissions it is not guaranteed to do so. Rather we plan the audit to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements does not exceed materiality for the financial statements as a whole. This testing requires us to conduct significant depth of work on a broad range of assets, liabilities, income and expense as well as devoting significant time of the most experienced members of the audit team, in particular the Responsible Individual, to subjective areas of the accounting and reporting process.

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Board of Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Independent auditor's report continued

Disclosures of principal risks

Based on the knowledge we acquired during our audit, we have nothing material to add or draw attention to in relation to:

- the Directors' viability statement on page 75, concerning the principal risks, their management, and, based on that, the Directors' assessment and expectations of the Company's continuing in operation over the three years to 2018; or
- the disclosures in note 2 of the financial statements concerning the use of the going concern basis of accounting.

Matters on which we are required to report by exception

Under International Standards on Auditing (ISAs) (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the Annual Report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

In particular, we are required to report to you if:

- we have identified material inconsistencies between the knowledge we acquired during our audit and the Directors' statement that they consider that the Annual Report and financial statements taken as a whole is fair, balanced and understandable and provides the information necessary for members to assess the Company's performance, business model and strategy; or
- the Audit Committee Report does not appropriately address matters communicated by us to the Audit Committee.

Under the Companies (Guernsey) Law, 2008, we are required to report to you if, in our opinion:

- the Company has not kept proper accounting records; or
- the financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations, which to the best of our knowledge and belief are necessary for the purpose of our audit.

Under the Listing Rules we are required to review the part of the Corporate Governance Statement on Page 56 relating to the Company's compliance with the eleven provisions of the UK Corporate Governance Code specified for our review.

We have nothing to report in respect of the above responsibilities.

Scope of report and responsibilities

The purpose of this report and restrictions on its use by persons other than the Company's members as a body.

This report is made solely to the Company's members, as a body, in accordance with section 262 of the Companies (Guernsey) Law, 2008 and, in respect of any further matters on which we have agreed to report, on terms we have agreed with the Company. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibility Statement set out on page 74, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and ISAs (UK and Ireland). Those standards require us to comply with the UK Ethical Standards for Auditors.

Neale D Jehan
For and on behalf of KPMG
Channel Islands Limited

Chartered Accountants and Recognised Auditors
Glategny Court
St Peter Port
Guernsey GY1 1WR
Channel Islands
7 March 2016

Statement of financial position

as at 31 December 2015

	Notes	31 December 2015 €'000
Assets		
Non current assets		
Financial assets		
Investments held at fair value through profit or loss	9	915,095
Total non current assets		915,095
Current assets		
Cash and cash equivalents	10	21,525
Investment receivables		20
Other receivables		2,092
Total current assets		23,637
Total assets		938,732
Liabilities		
Current liabilities		
Accrued expenses		2,203
Total current liabilities		2,203
Total liabilities		2,203
Capital and reserves		
Shareholders capital	16	873,804
Share-based payment performance fee reserve	12	12,968
Retained earnings		49,757
Total equity		936,529
Total shareholders equity and liabilities		938,732

On behalf of the Board of Directors

Tim Breedon CBE
Chairman

7 March 2016

Steve Le Page
Chairman of the Audit Committee

7 March 2016

	31 December 2015 €	31 December 2015 £ equivalent[1]
Net Asset Value ("NAV") ('000)	936,529	690,231
Adjusted Net Asset Value ('000)[2]	923,561	680,674
NAV per share	1.91	1.41
Adjusted NAV per share[2]	1.88	1.38

1 The sterling equivalent has been calculated based on the GBP/EUR exchange rate as at 31 December 2015.

2 Adjusted NAV is the total NAV net of the share-based payment performance fee reserve. Adjusted NAV per share is calculated by dividing the Adjusted NAV by total shares.

The accompanying notes form an integral part of these financial statements.

Statement of profit or loss and other comprehensive income

for the period from 2 March 2015 to 31 December 2015

	Notes	Period ended 31 December 2015 €'000
Income		
Investment income		**9,413**
Net changes on investments at fair value through profit or loss	9	**53,110**
Realised FX gains or losses		**(5,615)**
Net unrealised foreign currency gains or losses		**4,415**
Total income		**61,323**
Operating and other expenses		
Performance fee	12	**(5,810)**
Management fee		**(3,116)**
Administration and other operating expenses	6	**(2,130)**
Total operating expenses		**(11,056)**
Finance costs	13	**(475)**
Total finance costs		**(475)**
Profit before tax		**49,792**
Taxation	8	**(35)**
Profit after taxation for the period		**49,757**
Other comprehensive income		**–**
Total comprehensive income		**49,757**
Total comprehensive income attributable to owners		**49,757**
Earnings per share	17	
Basic (cents)		**0.10**
Diluted (cents)		**0.10**
Adjusted (cents)[1]		**0.10**

1 The adjusted earnings per share have been calculated based on the following profit attributable to ordinary shareholders adjusted for the total accrued performance fee as at 31 December 2015 per note 12 and the weighted average number of ordinary shares.

The accompanying notes form an integral part of these financial statements.

Statement of changes in equity

for the period from 2 March 2015 to 31 December 2015

	Notes	Shareholders capital €'000	Retained Earnings €'000	Share-based payment performance fee reserve €'000	Total €'000
Balance as at 2 March 2015		–	–	–	**–**
Total comprehensive income		–	49,757	–	**49,757**
Share for share exchange	16	580,290	–	–	**580,290**
Transfer of performance fee liability to reserves	12, 16	–	–	7,158	**7,158**
Redemptions	16	(7,589)	–	–	**(7,589)**
New share issuance	16	301,103	–	–	**301,103**
Share-based payment performance fee reserve movement	12	–	–	5,810	**5,810**
Balance as at 31 December 2015		**873,804**	**49,757**	**12,968**	**936,529**

The accompanying notes form an integral part of these financial statements.

Statement of cash flows

for the period from 2 March 2015 to 31 December 2015

	Notes	Period ended 31 December 2015 €'000
Cash flows from operating activities		
Interest received		6,103
Interest paid		(312)
Dividend received		1,406
Operating expenses paid		(3,322)
Net cash used in operating activities		3,875
Cash flows from financing activities		
Proceeds received from Initial Public Offering[1]		293,993
Redemption of shares	16	(7,589)
IPO costs paid (borne by PCV Lux SCA)[2]		(13,388)
Net cash from financing activities		273,016
Cash flows from investing activities		
Capital calls from Private Equity Investments		(177,065)
Capital distributions from Private Equity Investments		13,093
Purchase of Derived Investments		(182,817)
Sale of Derived Investments		37,239
Net flows from investment in subsidiaries		49,769
Net cash from investing activities		(259,781)
Net increase in cash and cash equivalents		17,110
Cash and cash equivalents at the beginning of the period		–
Effect of foreign currency fluctuations on cash and cash equivalents		4,415
Cash and cash equivalents at the end of the period	10	21,525

1 Proceeds received from the IPO "Initial Public Offering" were received net of banking advisor fees of €4.9m and a foreign currency loss of €2.2m on settlement of a foreign currency trade.

2 IPO costs paid relate to costs paid in cash by the Company, however, these costs have been effectively borne by PCV Lux SCA as the liability was accrued in the valuation of that subsidiary on acquisition at 15 June 2015. Please refer to note 16 for further details.

The accompanying notes form an integral part of these financial statements.

Notes to the financial statements

for the period ended 31 December 2015

1 Reporting entity

Apax Global Alpha Limited (**the "Company**" or "**AGA**") is a limited liability Guernsey company that was incorporated on 2 March 2015. The address of the Company's registered office is PO Box 656, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP. The Company was admitted to the premium market of the London Stock Exchange on 15 June 2015 and trades under the ticker Apax.LN. On the same date, the Company acquired PCV Lux SCA and its subsidiaries. The financial statements of the Company for the period from 2 March 2015 to 31 December 2015 comprise of the statement of financial position and the results of the Company. The Company invests in Private Equity funds, listed and unlisted securities including debt instruments. The Company's main corporate objective is to provide shareholders with capital appreciation from its investment portfolio and regular dividends. The Company's operating activities are managed by its Board of Directors and its investment activities are managed by Apax Guernsey Managers Limited (the "**Investment Manager**") under a discretionary investment management agreement. The Investment Manager obtains investment advice from Apax Partners LLP (the "**Investment Advisor**").

2 Basis of preparation

Statement of compliance
These financial statements have been prepared in accordance with International Financial Reporting Standards "IFRS" as adopted by the European Union. These financial statements are for the period from the date of incorporation 2 March 2015 to the 31 December 2015. IAS 1 "Presentation of Financial Statements" requires presentation of comparative information. As these financial statements have been prepared for the first period of operation, no comparative information is available. These financial statements were approved by the Board of Directors of the Company on 7 March 2016.

Basis of measurement
The financial statements have been prepared on the historic cost basis except for investments, which are measured at fair value through profit or loss and loans payable which are measured at amortised cost.

Functional and presentation currency
These financial statements are presented in Euro (€), which is the Company's functional and presentation currency. All amounts are stated to the nearest one thousand Euro unless otherwise stated. Please see note 4 for further details on this assessment.

Accounting period and operating history
The Company was incorporated on 2 March 2015, however, it had no trading history until 15 June 2015, when the Company acquired PCV Lux SCA and its subsidiaries through a share-for-share exchange. On the same date, the Company was admitted onto the London Stock Exchange and issued a further 183,037,695 ordinary shares on the London Stock Exchange in exchange for cash proceeds. During the period to 31 December 2015, all investment assets held by the subsidiaries were transferred to the Company and all subsidiaries have been placed in liquidation. Please see note 9 for further details.

Going concern
The Directors consider that it is appropriate to adopt the going concern basis of accounting in preparing the financial statements. In reaching this assessment, the Directors have considered a wide range of information relating to present and future conditions, including the statement of financial position, future projections, cash flows and the longer-term strategy of the business.

Investment entity
The Company has determined that it meets the definition of an investment entity which is mandatorily exempted from consolidation in accordance with IFRS 10 "Consolidated Financial Statements" as amended. As a result, the Company's unconsolidated subsidiary investments which it acquired on the 15 June 2015 are accounted for in accordance with IAS 39 "Financial Instruments recognition and measurement" as investments at fair value through profit or loss ("**FVTPL**").

The Company is presented as an investment entity and as a result, the Company does not consolidate its subsidiaries on a line-by-line basis. All subsidiaries, which are incorporated for the purpose of holding the underlying investments (the "**Portfolio Companies**") on behalf of the Company, are held as investments at fair value through profit or loss. During the period ended 31 December 2015, the Company transferred all assets held by subsidiaries to the Company and all subsidiaries have been placed in liquidation. Please see note 9 for further details.

Notes to the financial statements continued

2 Basis of preparation (continued)

Use of estimates and judgements
The preparation of the financial statements in accordance with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimates are revised and in any future years affected.

Information about significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are included in notes 4, 14 and 15.

3 Accounting policies

The accounting policies adopted by the Company and applied consistently in these financial statements are set out below and overleaf:

Initial recognition of financial instruments
The Company designates all financial assets and financial liabilities, except loans payable and cash, at fair value through profit or loss. These are initially recognised at cost which equates to the best indicator of fair value on the trade date, the date on which the Company becomes a party to the contractual provisions of the instrument. All transaction costs are immediately recognised in profit or loss. Financial assets or financial liabilities not at fair value through profit or loss are initially recognised at cost plus transaction costs that are directly attributable to their acquisition or issue.

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. When available the Company measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as 'active' if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis. If a market for a financial instrument is not active, then the Company establishes fair value using an alternative valuation technique.

In the absence of an active market, the Company determines fair value taking into account the International Private Equity and Venture Capital ("**IPEV**") valuation guidelines. Valuation techniques include, but are not limited to, market multiples, using recent and relevant arm's length transactions between knowledgeable, willing parties (if they are available), reference to the current fair value of other instruments that are substantially the same, and where deemed appropriate, augmented by, discounted cash flow analyses and option pricing models. The chosen valuation technique seeks to maximise the use of market inputs and incorporates factors that market participants might consider in setting a price. Inputs to valuation techniques aim to reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument. The Company calibrates valuation techniques where possible using prices from observable current market transactions in the same instrument or based on other available observable market data.

Subsequent measurement of financial instruments
The Company has two main asset portfolios that are split between "**Private Equity Investments**" and "**Derived Investments**". Private Equity Investments comprise primary and secondary commitments to, and investments in, existing Private Equity funds advised by the Investment Advisor. Derived Investments comprise of investments in debt and listed equities. At each reporting date these are measured at fair value, and changes therein are recognised in the statement of profit or loss and other comprehensive income.

Fair values of the Private Equity portfolio are generally considered to be the Company's attributable portion of the Net Asset Value (the "**NAV**") of the Private Equity funds, as determined by the general partners of such funds, adjusted as considered necessary by the Board of Directors, including any adjustment necessary for carried interest. The general partners consider the IPEV guidelines when valuing the Private Equity funds.

For unquoted debt investments, the fair value is calculated based upon models that take into account the factors relevant to each investment and use relevant third-party market data where available. The Company will utilise the resources of the Investment Manager and the Investment Advisor, to augment its own fair value analysis of investments in debt to determine the most appropriate fair value for such assets.

For investments traded in an active market, the fair value is determined by taking into account the latest market bid price available, or such last traded price depending upon the convention of the exchange on which the investment is quoted.

3 Accounting Policies (continued)

Derecognition of financial instruments
The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition in accordance with IAS 39 "Financial Instruments". The Company uses the first-in first-out method to determine realised gains and losses on derecognition. A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expired.

Realised gains and losses on disposals of quoted investments are calculated using the first-in first-out cost method. Unrealised gains and losses comprise changes in the fair value of investments for the period.

Share based payments
The Company will apply the requirements of IFRS 2 "Sharebased Payment" in respect to its performance fee. The Company maintains a separate performance fee reserve in equity, showing the expected performance fee calculated on a liquidation basis on eligible assets. This is revised at each reporting period and the movement is credited or expensed through profit or loss. Please refer to note 12 for further details.

Subsidiaries
Subsidiaries are investees controlled directly or indirectly by the Company. The Company controls an investee if it is exposed to, or has rights to, variable returns from its investment with the investee and has the ability to affect those returns through its power over the investee. As previously noted, the Company has determined that it meets the definition of an investment entity and consequently all subsidiaries are held as investments at fair value through profit or loss.

Operating Segments
Per IFRS 8 "Operating Segments", the criteria for identifying an operating segment is that the chief operating decision maker of the Company regularly reviews the performance of these operating segments and determines the allocation of resources based on these results. It is determined that the Company's chief operating decision maker is the Board of Directors. As previously noted, the Company invests into two separate portfolios, Private Equity Investments and Derived Investments. These have been identified as segments on the basis that the Board of Directors use information based on these segments to make decisions about assessing performance and allocating resources. The Company has a third administration segment for central functions which represents general administration costs that cannot be specifically allocated to the two portfolios. The analysis of results by operating segment is based on management accounts information. The segment analysis of the Company's results and financial position are set out in note 5.

Investment receivables
Investment receivables are recognised on the Company's statement of financial position when it becomes party to a contractual provision for the amount receivable. Investment receivables are held at their nominal amount. They are reviewed at each statement of financial position date to determine whether there is any indication of impairment. If any such indication exists, the receivables recoverable amount is estimated based on expected discounted future cash flows. Any change in the level of impairment is recognised directly in the statement of profit or loss and other comprehensive income. Investment receivables are also revalued at the reporting date if held in a currency other than Euro.

Liabilities
Liabilities, other than those specifically accounted for under a separate policy, are stated at the amounts which are considered to be payable in respect of goods or services received up to the reporting date on an accruals basis.

Investment payables
Investment payables are recognised on the Company's statement of financial position when it becomes party to a contractual provision for the amount payable. Investment payables are held at their nominal amount. Investment payables are also revalued at the reporting date if held in a currency other than Euro.

Loans payable
Loans payable are held at amortised cost. Amortised cost for loans payable is defined as the amount at which the loan is measured at initial recognition, less principal repayments, plus or minus the cumulative amortisation using the effective interest method.

Cash and cash equivalents
Cash and cash equivalents comprise cash balances, call deposits and cash held in money market funds with original maturities of three months or less.

Finance income
Finance income comprises interest income on cash and cash equivalents and interest earned on financial assets on the effective interest rate basis. Finance income is recognised in investment income in the statement of profit and loss.

Dividend income
Dividend income is recognised in the statement of profit or loss and other comprehensive income on the date that the Company's right to receive payment is established, which in the case of quoted securities is the ex-dividend date. For unquoted equity securities, this is usually the date on which the payee's Board approve the payment of a dividend. Dividend income from equity securities designated as at fair value through profit or loss is recognised in profit or loss in investment income.

1 Our business
2 Market overview and outlook
3 Our portfolio
4 Our governance
5 Our finances
6 Shareholder information

Notes to the financial statements continued

3 Accounting Policies (continued)

Net change in investments at fair value through profit or loss
Unrealised gains and losses
Net change in Derived Investments at fair value through profit or loss includes all unrealised changes in the fair value of investments since the beginning of the period or since designated upon initial recognition as held at fair value through profit or loss and excludes dividend and interest income.

Net change in the fair value of Private Equity Investments is calculated based on the movement of fair value since the beginning of the reporting period adjusted for all calls paid and distributions received. Total Private Equity distributions received from this portfolio are treated as unrealised movements until the commitment for primary investments or cost and undrawn commitment for secondary investments have been fully repaid.

Realised gains and losses
Realised gains and losses from financial instruments at fair value through profit or loss represents the gain or loss realised in the period. The realised gain or loss for Derived Investments is calculated based on the carrying amount of a financial instrument at the beginning of the reporting period, or the transaction price if it was purchased in the current reporting period, and its sale or settlement price. Realised gains and losses on disposals of these investments are calculated using the first-in first-out cost method.

Realised gains on the Private Equity portfolio are recognised when the commitment on primary investments or the cost and undrawn commitment for second investments has been fully repaid. Distributions received in excess are recognised as realised gains in the statement of profit or loss and other comprehensive income.

The unit of account for Derived Investments is the individual share or debt nominal which can be sold on an individual basis. The unit account for Private Equity Investments is commitment. The resulting accounting treatment for the realised gains and losses is based on these units of account.

Brokerage fees and other transaction costs
Brokerage fees and other transaction costs are costs incurred to acquire investments at fair value through profit or loss. They include fees and commissions paid to agents, brokers and dealers. Brokerage fees and other transaction costs, when incurred, are immediately recognised in the statement of profit or loss and other comprehensive income as an expense.

Other expenses
Fees and other operating expenses are recognised in the statement of profit or loss and other comprehensive income on an accruals basis.

Provisions and contingent liabilities
Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. Contingent liabilities are possible obligations whose existence will be confirmed only by uncertain future events or present obligations where the transfer of economic benefit is uncertain or cannot be reliably measured. Contingent liabilities are not recognised but are disclosed unless the probability of their occurrence is remote.

Foreign currency transactions
Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the date of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date.

For loans payable, the foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the period, adjusted for effective interest payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the reporting period.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured in terms of historical cost in foreign currency are translated using the exchange rate at the date of the transaction.

Foreign currency differences arising on retranslation of non investment assets are recognised in the statement of profit or loss and other comprehensive income. For investment assets held at fair value through profit or loss, foreign currency differences are reported as part of the fair value gain or loss.

3 Accounting Policies (continued)

Taxation
The Company is domiciled in Guernsey and is exempt from taxation in Guernsey under the provisions of the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989. Occasionally, the Company may incur withholding taxes imposed by certain countries on investment income or capital gains taxes upon realisation of its investments. Such income or gains are recorded gross of withholding taxes and capital gains taxes in the statement of profit or loss and other comprehensive income. Withholding taxes and capital gains taxes are shown as separate items. It is the Company's policy to limit withholding taxes and, where possible, it is the Company's intention to hold assets for the minimum period required to be exempt from such taxes.

Deferred tax assets and liabilities are recognised for future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the statement of profit or loss and other comprehensive income, unless related to items directly recognised in equity, in the year the new laws are substantively enacted.

Shareholders capital and reserves
Shareholders capital
Shareholders capital issued by the Company is recognised as the proceeds or fair value received less incremental costs directly attributable to the issue of shareholders capital, net of tax effects recognised as a deduction from equity.

Own shares (treasury shares)
Where the Company purchases its own shares, the consideration paid is deducted from total shareholders' equity as treasury shares until they are cancelled. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity. Any changes in the value of own shares held are recognised in equity at the time of the disposal.

Dividends payable
Dividends on ordinary shares are recognised in equity in the period in which they are contractually due, which is when they are approved by the Company's Board of Directors.

Earnings per share
The earnings per share is calculated based on the profit attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the period. The diluted earnings per share is calculated based on the profit attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the period adjusted for items that would cause a dilutive effect on the ordinary shares. The adjusted earnings per share is calculated based on the profit attributable to ordinary shareholders and the weighted average number of ordinary shares in issue during the period adjusted for the performance fee.

New standards and interpretations not yet adopted
The following standard, which will be relevant to the Company but which is not effective for annual periods ending on 31 December 2015 has not been applied in preparing these financial statements.

IFRS 9, "Financial Instruments", which has been postponed until the accounting period beginning on or after 1 January 2018 and specifies how an entity should recognise, derecognise, classify and measure financial assets and liabilities, including some hybrid contracts. The standard improves and simplifies the approach for classification and measurement of financial assets compared with the requirements of the current standard, IAS 39 "Financial Instruments". Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged. The standard applies a consistent approach to classifying financial assets and replaces the numerous categories of financial assets in IAS 39, each of which had its own classification criteria. The standard is not expected to have a significant impact on the Company's financial position or performance, as it is expected that the Company will continue to classify its financial assets as being at fair value through profit or loss.

Notes to the financial statements continued

4 Critical Accounting Estimates and Judgements

In preparing the financial statements, the Company makes estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Estimates and judgements are continually evaluated and are based on the Board of Directors and Investment Managers' experience and their expectations of future events. As these judgements involve an estimate of the likelihood of future events, actual results could differ from those estimates which could affect the future reported amounts of assets and liabilities. The estimates and judgements that have had the most significant effect on the amounts recognised in the Company's financial statements are set out below:

(i) Assessment as an investment equity

The Board of Directors believe that the Company meets the definition of an investment entity per IFRS 10 as the following conditions exist:

(a) the Company has obtained funds from investing shareholders for the purpose of providing them with professional investment and management services;

(b) the Company's business purpose, which was communicated directly to investors, is investing for returns from capital appreciation and investment income; and

(c) all its investments are measured and evaluated on a fair value basis.

As the Company meets all the requirements of an Investment Entity as per IFRS 10 "Consolidated Financial Statements", it is required to hold all subsidiaries at fair value rather than consolidating them on a line-by-line basis.

(ii) Investments at fair value through profit or loss

The fair value of investments traded in an active market at fair value through profit or loss is determined by reference to their bid-market pricing at the reporting date. For underlying instruments not traded in an active market, the fair value is determined by using appropriate valuation techniques and methodologies. Please refer to note 3 for further details on recognition and measurements of these assets.

The Investment Manager also makes estimates and assumptions concerning the future and the resulting accounting estimates, will by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined in notes 14 and 15.

(iii) Functional currency

The Company has determined that Euro is the Company's functional and presentation currency. As per IAS 21 "The effects of changes in foreign exchange rates", the Company's functional currency is not obvious as it is a global investment entity and holds investments and generates income in several currencies. On consideration of the following, the Board of Directors has determined that Euro is its functional currency:

(a) the Company raised cash proceeds with a Euro share price and a sterling equivalent as part of the listing process;

(b) it is stated in the prospectus, that the Company will publish quarterly NAV and NAV per share in Euro with a sterling equivalent;

(c) the Company holds a revolving credit facility with the base currency in Euro;

(d) the Company has commitments to Private Equity Investments which are generally denominated in Euro.

5 Segmental analysis

The segment analysis of the Company's results and financial position is set out below. The Company has identified two reportable operating segments, which are as follows: Private Equity Investments and Derived Investments and a third administration segment for Central functions. Each pursue a different investment strategy thesis as approved by the Chief Operating decision maker, the Board of Directors.

These segments have been identified on the basis that the Board of Directors uses information based on these segments to make decisions about assessing performance and allocating resources.

The Company prepares the analysis using accounting policies that are the same as those referenced in the accounting policies in note 3 above. On an ongoing basis, the Board of Directors monitors the portfolio allocations to ensure that it is in line with the investment strategy.

Reportable Segments

Statement of profit or loss and other comprehensive income	For period from 2 March to 31 December 2015 Private Equity Investments €'000	For period from 2 March to 31 December 2015 Derived Investments €'000	For period from 2 March to 31 December 2015 Central functions[1] €'000	For period from 2 March to 31 December 2015 Total €'000
Investment income	–	9,403	10	**9,413**
Net changes on fair value of investments at FVTPL	51,928	(708)	1,890	**53,110**
Realised foreign exchange gains or(losses)		(3,140)	(2,476)	**(5,615)**
Net unrealised foreign currency gains or (losses)	–	–	4,415	**4,415**
Total income	**51,928**	**5,555**	**3,839**	**61,323**
Performance fees	(2,776)	(3,034)	–	**(5,810)**
Management fees	(451)	(2,665)	–	**(3,116)**
Administration and other operating expenses	–	–	(2,130)	**(2,130)**
Total operating expenses	**(3,227)**	(5,699)	(2,130)	**(11,056)**
Finance costs	–	–	(475)	**(475)**
Profit/(loss) before taxation	**48,701**	**(144)**	1,234	**49,792**
Taxation	–	(35)	–	**(35)**
Total comprehensive income/(deficit)	**48,701**	**(179)**	1,234	**49,757**

Statement of financial position	Private Equity Investments €'000	Derived Investments €'000	Cash and other NCA's[2] €'000	Total €'000
Net assets	473,566	441,168	23,998	**938,732**
Net liabilities	–	–	(2,203)	**(2,203)**
Net Asset Value	**473,566**	**441,168**	**21,795**	**936,529**

1 Central functions represents interest income earned on cash balances held and other general administration costs and financial costs. Assets and liabilities, as well as movements related to investments in subsidiaries are also included.

2 NCA's refers to net current assets of the Company.

Notes to the financial statements continued

5 Segmental analysis (continued)

Geographic information

Statement of profit or loss and other comprehensive income	For the period from 2 March 2015 to 31 December 2015 North America €'000	For the period from 2 March 2015 to 31 December 2015 Europe €'000	For the period from 2 March 2015 to 31 December 2015 BRIC €'000	For the period from 2 March 2015 to 31 December 2015 Rest of World €'000	For the period from 2 March 2015 to 31 December 2015 Total €'000
Investment income	6,753	2,577	83	–	**9,413**
Net changes on fair value of investments at FVTPL	12,835	35,777	4,818	(320)	**53,110**
Realised foreign exchange gains or (losses)	(2,958)	(2,483)	(174)	–	**(5,615)**
Net unrealised foreign currency gains or (losses)	–	4,415	–	–	**4,415**
Total income/(loss)	**16,630**	**40,286**	**4,727**	**(320)**	**61,323**
Performance fee	(959)	(4,087)	(764)	–	**(5,810)**
Management fee	(1,608)	(1,030)	(478)	–	**(3,116)**
Total operating and finance expenses	–	(2,605)	–	–	**(2,605)**
Profit/(loss) before taxation	**14,063**	**32,564**	**3,485**	**(320)**	**49,792**
Taxation	–	–	(35)	–	**(35)**
Total comprehensive income/(loss)	**14,063**	**32,564**	**3,450**	**(320)**	**49,757**
Statement of financial position					
Net assets	484,638	376,197	74,354	3,543	**938,732**
Net liabilities	–	(2,203)	–	–	**(2,203)**
Net Asset Value	**484,638**	**373,994**	**74,354**	**3,543**	**936,529**

6 Administration and other expenses

	31 December 2015 €'000
Directors' fees	**235**
Administration and other fees	**429**
General expenses	**1,223**
Auditors' remuneration	
Statutory audit	**156**
Other assurance services	**56**
Tax services	**17**
Other non-audit services	**14**
Total administration and other expenses	**2,130**

Included in administration fees are €0.08m related to initial one off set up costs of the Administrator, Depositary and Registrar. Management fees of €3.1m were payable to the Investment Manager for the period from 15 June 2015 to 31 December 2015. See note 11 for further details.

7 Staff costs

The Company has no employees and there were no other pension or staff cost liabilities incurred during the period.

8 Taxation

The Company is exempt from taxation in Guernsey under the provisions of the Income Tax (Exempt Bodies) (Guernsey) Ordinance, 1989 and is charged an annual exemption fee of £1,200.

The Company, at times, may be required to pay tax in other jurisdictions as a result of specific trades in its investment portfolio. During the period ended 31 December 2015, the Company incurred tax expenses of €35k related to taxes on the purchase of listed equities in China and India. No deferred income taxes were recorded as there are no timing differences.

9 Investments

(a) Unconsolidated subsidiaries

The Company does not have any other subsidiaries other than those determined to be controlled subsidiary investments. These subsidiary investments are measured at fair value through profit or loss and not consolidated, in accordance with IFRS 10. The fair value of subsidiary investments is determined on a consistent basis to all other investments measured at fair value through profit or loss.

The table below describes the types of unconsolidated entities that the Company does not consolidate but in which it holds a direct interest. The maximum exposure is the loss in carrying amount of the financial assets held:

Name of subsidiary	Type of fund	Proportion of ownership interest and voting power held by Apax Global Alpha	Principal place of business and place of incorporation	Carrying amount included in investments at FVTPL €'000
PCV Lux SCA	Multi-strategy investment fund	100%	Luxembourg	**381**
RDS Guernsey PCV GP Co Ltd	Special purpose entity	100%	Guernsey	**–**
Twin Guernsey PCV GP Co Ltd	Special purpose entity	100%	Guernsey	**–**

PCV Lux SCA was placed in liquidation on the 25 June 2015. During the period ended 31 December 2015, all its remaining assets were transferred to the Company at fair value. Net assets remaining of €0.4m in the Company comprise of cash and liquidation costs accrued. In addition, PCV Lux SCA's subsidiary PCV Investment S.à r.l., SICAR was fully liquidated during the period ended 31 December 2015 and its investment in AARC (Offshore), Ltd was fully realised. RDS Guernsey PCV GP Co Ltd and Twin Guernsey PCV GP Co Ltd are in the process of being placed in liquidation.

During the period, the Company also liquidated its subsidiary Apax Global Alpha (Luxembourg) S.à r.l. and the three remaining subsidiaries are expected to be liquidated within the next 12 months.

(b) Investments in subsidiaries

The Company commenced transferring the assets held by its investment entity subsidiaries upon restructuring immediately after listing on the London Stock Exchange. As at 31 December 2015, all investment assets have been transferred and the Company is in the process of finalising the liquidations of these subsidiaries. Net flows from subsidiaries in the period to the 31 December 2015 are summarised below:

	31 December 2015 €'000
Opening balance at 2 March 2015	**–**
Investment in subsidiary acquired on share-for-share exchange on 15 June 2015	**580,290**
Net movement of assets to/(from) investment subsidiaries	**(579,872)**
Fair value movement on investment subsidiaries	**(37)**
Closing balance at 31 December 2015	**381**

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9 Investments (continued)

(c) Investments held at fair value through profit or loss at 31 December 2015

	31 December 2015 €'000
Opening fair value	–
Additions	901,394
Disposals	(37,147)
Net change in fair value	50,848
Closing fair value	**915,095**
Private Equity Investments	473,566
Derived Investments	
Debt	346,748
Listed equities	94,400
Total Invested Portfolio	914,714
Investment in subsidiaries	381
Closing fair value	**915,095**

(d) Net changes in value on investments at fair value through profit or loss

	31 December 2015 €'000
Private Equity Investments	
Net unrealised gains on investments	51,928
Total net gains on investments	**51,928**
Derived Investments	
Net unrealised losses on investments	(1,042)
Net realised gains on investments	334
Total net losses on investments	**(708)**
Total other net gains	**1,890**
Total net gains on investments at fair value through profit or loss	**53,110**

During the period ended 31 December 2015, the Company had a net gain on investments at fair value through profit or loss of €53.1m.

Net unrealised gains on the Private Equity portfolio were €51.9m, representing total unrealised gains of €53.3m offset by total losses of €1.3m during the period.

Derived Investments had an overall net loss of €0.7m, with net realised gains of €0.3m and net unrealised losses of €1.0m. Total realised gains in the Derived Investments portfolio were €1.5m offset by a loss of €1.1m. The total unrealised losses on this portfolio were €15.9m compensated by an unrealised gain of €14.9m.

Total other net losses were related to realised gains of €1.9m recognised on the transfer of assets from subsidiaries to AGA offset by an unrealised loss on investment in subsidiaries of €37k and write off of subsidiary PCV Lux GP, S.à r.l of €14k upon acquisition at IPO.

10 Cash and cash equivalents

	31 December 2015 €'000
Cash held at banks	21,168
Cash held in money market funds	357
Total	**21,525**

Cash held at banks and cash held in money market funds earn interest at floating rates. Cash deposited in money market funds is redeemable for the same day value and is held in funds rated a minimum of S&P or Fitch rating AAA only.

11 Related party transactions

The Investment Manager was appointed by the Board of Directors under a discretionary Investment Management Agreement ("**IMA**") dated 22 May 2015. Such agreement sets out the allocation and payment of the management fee.

The management fee is calculated in arrears at a rate of 1.25% per annum on the fair value of Derived Investments and non-fee paying Private Equity Investments held by the Company and its subsidiaries which do not already pay a management fee and/or an advisory fee to the Investment Manager or Investment Advisor. During the period ended 31 December 2015, €3.1m of management fees were earned by the Investment Manager. The Investment Manager is also entitled to a performance fee on realised gains when they reach or exceed a benchmark performance. Please refer to note 12 below for further details.

The IMA has an initial term of six years and shall automatically continue for further three year additional periods unless prior to the fifth anniversary of the start of the initial term or prior to the second anniversary of the start of any additional period thereafter either the Investment Manager or the Company (by a special resolution) serves a written notice electing to terminate the IMA at the expiry of the initial term or the commencement of the next additional period. The Company shall pay the Investment Manager during the notice period all fees and expenses accrued and payable as at the date of termination.

The Investment Advisor, has been engaged by the Investment Manager to provide advice on the investment strategy of the Company. An Investment Advisory Agreement, dated 22 May 2015, exists between the two parties. Though not legally related to the Company the Investment Advisor has been determined to be a related party. The Company paid no fees and had no transactions with the Investment Advisor during the period.

The Company has an Administration Agreement with Aztec Financial Services (Guernsey) Limited ("**Aztec**") dated 22 May 2015. Under the terms of the agreement, Aztec has delegated certain accounting and bookkeeping services related to the Company to Apax Partners Fund Services Limited ("**APFS**"), a related party of the Investment Advisor, under a sub administration agreement dated 22 May 2015. A fee of €0.3m was paid by the Company in respect of administration fees and expenses, of which €0.1m was paid to APFS.

The Company's investment subsidiaries held investments and cash and cash equivalents that were transferred to the Company at fair value during the period ended 31 December 2015. A summary of these transfers and transactions have been included in note 9 above. As at 31 December 2015, all subsidiaries have been liquidated or placed in liquidation.

Tim Breedon held 40,000 shares (0.01%) of the Company at 31 December 2015.

All related party transactions disclosed above where made on arms-length basis in the ordinary course of business and are in line with prevailing market standards.

Notes to the financial statements continued

12 Performance fee

	31 December 2015 €'000
Performance fee liability acquired and transferred to performance fee reserve	7,158
Performance fee charge to statement of profit or loss	5,810
Total performance fee reserve	**12,968**

A performance fee is payable on an annual basis once realised gains on the Derived Investments and non-fee paying Private Equity Investments exceed the benchmark of an 8% internal rate of return. Performance fees are only payable to the extent any fees payable do not dilute the returns below the 8% benchmark and are calculated at 20% on total realised gains. Where there are realised losses these are carried forward and netted against future performance fees that may become payable.

The performance fee is payable to the Investment Manager by way of ordinary shares of the Company. The mechanics of the payment of the performance fee are explained in the prospectus but it is expected that these shares will be acquired on the open market. In accordance with IFRS 2 "Share-based Payment", performance fee expenses are charged through the statement of profit or loss and allocated to a share-based payment performance fee reserve in equity.

On the 15 June 2015, the Company acquired a performance fee liability that was accrued in the valuation of PCV Lux SCA on acquisition. Post acquisition the terms of the performance fee payable to the Investment Manager were amended such that it would be equity settled in shares of the Company. Accordingly the liability acquired for performance fees payable to the Investment Manager was transferred to a separate performance fee reserve in equity. Please see note 16 below for further details on the acquisition.

At the 31 December 2015, management's best estimate of the expected performance fee was calculated on the eligible portfolio on a liquidation basis. In the period from 15 June 2015 to 31 December 2015, there was a charge of €5.8m resulting in an increase in the performance fee reserve. Of this, €2.1m is related to realised gains earned in the year and is payable to the Investment Manager for the year ended 31 December 2015 in accordance with the Investment Management Agreement. The total performance fee reserve at 31 December 2015 was €12.9m. The effect of the performance fee on NAV per share is disclosed in note 17.

13 Loan payable and finance costs

Revolving credit facility
The Company entered into a two-year multi-currency revolving credit facility agreement on 22 May 2015 (the "**Loan Agreement**") with Lloyds Bank plc for general corporate purposes. The Company may borrow under the Loan Agreement; including letters of credit subject to a maximum borrowing limit set at €90.0m.

The interest rate charged is LIBOR or EURIBOR plus a margin of 2%. During the period there was no interest paid as the facility remained unutilised, however, a charge of €0.5m was included in the statement of profit or loss related to a non-utilisation fee on the undrawn facility. Under the Loan Agreement, the Company is required to provide collateral for each utilisation. Collateral can be provided in the form of underlying investments. The Loan to Value must not exceed 1:5 of the portfolio's NAV. On 31 December 2015, the facility remained unutilised.

14 Financial risk management

The Company maintains positions in a variety of financial instruments in accordance with its Investment Management strategy. The Company's underlying investment portfolio comprises Private Equity Investments and Derived Investments. The Company's exposure to the portfolio as at 31 December 2015 is split as follows:

	31 December 2015
Private Equity Investments	52%
Derived Investment	48%
Debt	38%
Listed equities	10%
Total	**100%**

Investments in debt are dated debt securities. Private Equity Investments have a limited life cycle given the average legal term of 10 years, unless extended by investor consent. The Company actively manages the listed equities held and realises investments as opportunities arise.

The Company's overall risk management program seeks to maximise the returns derived for the level of risk to which the Company is exposed and seeks to minimise potential adverse effects on the Company's financial performance. Accordingly, investments made by the Company potentially carry a significant level of risk. There can be no assurance that the Company's objectives will be achieved or that there will be a return of capital invested.

The management of financial risks is carried out by the Investment Manager under the policies approved by the Board of Directors. The Investment Manager regularly updates the Board of Directors , at a minimum four times a year, on its activities and any material risk identified.

The Investment Manager manages financial risk against an investment reporting and monitoring framework tailored to the Company. The framework monitors investment strategy, investment limits and restrictions as detailed in the prospectus along with additional financial metrics deemed to be fundamental in the running and monitoring of the Invested Portfolio. The Invested Portfolio is monitored in real time which enables the Investment Manager to keep a close review on performance and positioning.

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk including price risk, foreign currency risk and interest rate risk. The Company is also exposed to operational risks such as custody risk. Custody risk is the risk of loss of securities held in custody occasioned by the insolvency or negligence of the custodian. Although an appropriate legal framework is in place that mitigates the risk of loss of title of the securities held by the custodian, in the event of failure, the ability of the Company to transfer the securities might be temporarily impaired.

The Company considers that it is not exposed to any significant concentration of risks. The Company has a diversified underlying portfolio of investments in Private Equity Investments and Derived Investments. The underlying investments are further diversified as they are split across a number of sectors and operate in a number of different geographic regions.

Notes to the financial statements continued

14 Financial risk management (continued)

Credit risk

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations. This risk arises principally from the Company's investment in debt, cash and cash equivalents, investment receivables and other receivables.

	31 December 2015 €'000	% of NAV
Debt investments	346,748	38%
Cash and cash equivalents	21,525	2%
Investment receivables	20	0%
Other receivables	2,092	0%
Total	**370,385**	**40%**

(a) Debt investments

The Investment Manager manages the risk related to debt investments by assessing the credit quality of the issuers and monitoring this through the term of investment, diversifying the portfolio across different industry sectors and actively reviewing the overall portfolio and its underlying risks. As at 31 December 2015, the Company has analysed the credit quality of its debt investments which are summarised in the table below:

Rating (S&P)	31 December 2015 €'000	% of Debt Investments	% of NAV
B	22,657	6%	3%
B-	37,074	11%	4%
CCC+	231,911	67%	25%
CCC	36,319	10%	4%
CCC-	9,575	3%	1%
N/R (not currently rated by S&P)	9,212	3%	1%
Total	**346,748**	**100%**	**38%**

The Investment Manager also reviews the debt investments' industry sector concentration. As at 31 December 2015, the Company was exposed to concentration risk in the following industry sectors:

	31 December 2015 €'000	% of Debt Investments	% of NAV
Tech & Telco	114,245	33%	12%
Services	76,363	22%	8%
Consumer	104,971	30%	11%
Healthcare	51,169	15%	7%
Total	**346,748**	**100%**	**38%**

14 Financial risk management (continued)

(b) Cash and cash equivalents

The Company limits its credit risk exposure in cash and cash equivalents by depositing cash only with adequately rated institutions, with significant balances invested in liquidity funds of suitably credit rated banking institutions. No allowance for impairment is made for cash and cash equivalents.

The exposure to credit risk to cash and cash equivalents is set out below:

	Credit Rating	31 December 2015 €'000
Cash held in banks	A+	21,149
Cash held in banks	BBB+	19
Cash held in money market funds	AAA	357
Total		**21,525**

The Company's cash is held with JP Morgan Chase, RBS International in Guernsey, HSBC, Credit Suisse and ING. Significant liquidity balances are held with, amongst others JP Morgan, Deutsche Bank and Goldman Sachs. The Company spreads its cash and cash equivalents across a number of banking groups to diversify credit risk.

(c) Other receivables

The Company monitors the credit risk of other receivables on an ongoing basis. None of these assets are impaired nor overdue for repayment.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's obligation requirements are met through a combination of liquidity from the sale of investments and the use of cash resources. In accordance with the Company's policy, the Investment Manager monitors the Company's liquidity position on a regular basis; the Board of Directors also reviews it, at a minimum, on a quarterly basis.

The Company invests in two portfolios, Private Equity Investments and Derived Investments. Each portfolio has a different liquidity profile.

Derived Investments in the form of listed securities are considered to be liquid investments that the Company may realise on short notice. These are determined to be readily realisable, as the majority are listed on major global stock exchanges. Derived Investments in the form of debt has a mixed liquidity profile as some positions may not be readily realisable due to an inactive market or due to other factors such as restricted trading windows during the year. Debt investments held in actively traded bonds were considered to be readily realisable.

The Company's Private Equity Investments are not readily realisable unless in a secondary market, potentially at a discounted price. In addition, the timing and quantum of Private Equity distributions and capital calls on the remaining undrawn commitments are difficult to predict.

The table overleaf summarises the maturity profile of the Company's financial liabilities at 31 December 2015 based on contractual undiscounted repayment obligations. The contractual maturities of most financial liabilities are less than three months, with the exception of commitments to Private Equity Investments. These commitments in the next 12 months are based on the estimated aggregate amounts these funds are expected to call within a financial year. At 31 December 2015, the Company had undrawn commitments of €68.9m, of which €49.9m is expected to be drawn within 12 months. In line with the investment strategy of the Company, the Derived Investment portfolio is expected to be invested in equities, predominantly listed equity, and debt. These asset classes provide additional liquidity management options as many of them are readily realisable. As per note 13, the Company also has access to a short-term revolving credit facility upon which it can draw up to €90.0m. The Company may utilise this facility in the short-term to bridge Private Equity calls and ensure that it can realise the Derived Investments at the best price available.

The Company does not manage liquidity risk on the basis of contractual maturity. Instead the Company manages liquidity risk based on expected cash flows.

The balances may not agree directly to the Company's statement of financial position as the table incorporates all cash flows and commitments, on an undiscounted basis, related to both principal and interest payments.

Notes to the financial statements continued

14 Financial risk management (continued)

Liquidity risk (continued)
31 December 2015

Contractual maturity	Up to 3 months €'000	3-12 months €'000	1-5 years €'000	Total €'000
Accrued expenses	2,203	–	–	**2,203**
Private Equity Investments	–	49,992	18,976	**68,968**
Total	2,203	49,992	18,976	**71,171**

The Company has outstanding commitments to its Private Equity Investments, which are as follows:

	31 December 2015 €'000
Apax Europe VI	–
Apax Europe VII	**648**
Apax VIII	**44,600**
AMI Opportunities	**23,720**
Total	**68,968**

The Company's carrying amounts of financial assets and liabilities approximate fair value. As at period end the Company's investments are recorded at fair value and the remaining assets and liabilities being of a short-term nature indicate that fair values approximate carrying values.

Market risk
Market risk is the risk that changes in market prices such as foreign currency exchange rates, interest rates and equity prices will affect the Company's income or the value of its investments. The Company aims to manage this risk within acceptable parameters while optimising the return.

(a) Price risk
The Company is exposed to price risk on its Derived Investments. These consist of investments in listed equities, bonds, first lien and second lien term loans. All positions within the Derived Investments portfolio involve a degree of risk and there are a wide variety of risks that affect how each individual investments price will perform. The key price risks in the Company's portfolio include, but are not limited to; investment liquidity – where a significant imbalance between buyers and sellers can cause significant increases or falls in prices; the risk that a company who has issued a bond or a loan has its credit rating changed, this can lead to significant pricing risk; and general investment market direction, where various factors such as the state of the global economy or global political developments can impact prices.

In the period ended 31 December 2015, the main price risks for the Company's portfolio were economic growth warnings in emerging markets which affected the price of listed investments held; a significant fall in oil prices directly affected the prices of energy company bonds and loans in the US. Due to the size of the energy sector contagion this was felt throughout the US debt market; decreased willingness and ability of banks to make a market as a result of new regulation and structural imbalances has resulted in lower levels of liquidity in the loan market, directly affecting prices; and a change in Central Bank polices, where the prospect of slowing and eventual withdrawal of stimulus has led to increased price volatility. The Investment Manager actively manages and monitors price risk.

14 Financial risk management (continued)

Price risk (continued)
The table below reflects the sensitivity of price risk to the Derived Investments and the impact on NAV:

31 December 2015

	Base Case €'000	Bull Case (+20%) €'000	Bear Case (-20%) €'000
Investments	**441,148**	**529,378**	**352,918**
Change in NAV		**9.4%**	**-9.4%**
Change in total income		**143.9%**	**-143.9%**
Change in profit for the period		**177.3%**	**-177.3%**

(b) Currency risk
The Company is exposed to currency risk on those investments, cash, interest receivable and other non-current assets which are denominated in a currency other than the Company's functional currency, which is the Euro. The Company does not hedge the currency exposure related to its investments. The Company regards its exposure to exchange rate changes on the underlying investments as part of its overall investment return and does not seek to mitigate that risk through the use of financial derivatives. The Company is also exposed to currency risk on fees which are denominated in a currency other than the Company functional currency.

The Company's exposure to currency risk from investments on a fair value basis is as follows:

At 31 December 2015	EUR €'000	USD €'000	GBP €'000	INR €'000	HKD €'000	Total €'000
Investments at fair value through profit or loss	311,054	514,644	16,081	52,304	21,012	**915,095**
Cash and cash equivalents	14,073	4,453	1,241	1,758	–	**21,525**
Investment receivables	–	–	–	–	20	**20**
Interest receivable	–	2,026	–	–	–	**2,026**
Other receivables	–	–	66	–	–	**66**
Accrued expenses	(1,712)	(95)	(396)	–	–	**(2,203)**
Total net foreign currency exposure	**323,415**	**521,028**	**16,992**	**54,062**	**21,032**	**936,529**

The Company's sensitivity to changes in foreign exchange movements on net assets held at 31 December 2015 is summarised below.

31 December 2015

	Base Case €'000	Bull Case (+15%) €'000	Bear Case (-15%) €'000
USD	**521,028**	**599,182**	**442,874**
GBP	**16,992**	**19,541**	**14,443**
INR	**54,062**	**62,171**	**45,953**
HKD	**21,032**	**24,187**	**17,877**
Change in NAV (%)		**9.8%**	**-9.8%**
Change in total income		**150%**	**-150%**
Change in profit for the period		**185%**	**-185%**

Notes to the condensed financial statements continued

14 Financial risk management (continued)

(c) Interest rate risk

Interest rate risk arises from the effects of fluctuations in the prevailing levels of market interest rates on financial assets and liabilities and future cash flows. The Company holds debt investments, loans payable and cash and cash equivalents that expose the Company to cash flow interest rate risk. The Company's policy makes provision for the Investment Manager to manage this risk and to report to the Board of Directors as appropriate.

The Company's exposure to interest rate risk was €368m:

31 December 2015

	Base Case €'000	Bull Case (+500bps) €'000	Bear Case (-500bps) €'000
Cash and cash equivalents	**21,525**	**22,601**	**20,449**
Debt	**346,748**	**364,085**	**329,411**
Change in NAV		**2%**	**-2%**
Change in total income		**30%**	**-30%**
Change in profit for the period		**37%**	**-37%**

Capital management

The Company's capital management objectives are to maintain a strong capital base to ensure it will continue as a going concern and to maximise capital appreciation and provide regular dividends to its shareholders. The Company's capital comprises of ordinary shares and is managed in accordance with the investment policy.

15 Fair value estimation

(a) Investments measured at fair value

The Company classifies for disclosure purposes fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes "observable" requires significant judgement by the Company. The Company considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

15 Fair value estimation (continued)

(a) Investments measured at fair value (continued)

The following table analyses within the fair value hierarchy the Company's financial assets (by class) measured at fair value at 31 December 2015:

Assets	Level 1 €'000	Level 2 €'000	Level 3 €'000	Total €'000
Private Equity Investments	–	–	473,566	**473,566**
Derived Investments	94,400	18,115	328,633	**441,148**
Investments in subsidiaries	–	381	–	**381**
Total	**94,400**	**18,496**	**802,199**	**915,095**

Investments whose values are based on quoted market prices in active markets are classified as level 1 investments. As at 31 December 2015, the Company holds €94.4m as level 1.

Financial instruments that trade in markets that are not considered to be active but are valued based on quoted market prices, dealer quotations or alternative pricing sources supported by observable inputs are classified within level 2. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information. As at 31 December 2015, the Company holds €18.5m classified as level 2 investments. Investment in subsidiaries was deemed to be level 2 as it only holds cash and accrued expenses to be paid.

Investments classified within level 3 have significant unobservable inputs, as they trade infrequently. Level 3 instruments include Private Equity and debt investments. As observable prices are not available for these securities, the Company has used valuation techniques to derive the fair value.

The Company receives NAV statements for each of its Private Equity Investments and uses these as the basis for its valuation. The NAV statements are calculated by the Apax Funds and the main input into their valuation models for these level 3 investments comprises earnings multiples (based on the budgeted earnings or historical earnings of the issuer and earning multiples of comparable listed companies). The Apax Funds also consider the original transaction price, recent transactions in the same or similar instruments and completed third-party transactions in comparable instruments and adjusts the model as deemed necessary. The Company values debt based upon models that take into account factors relevant to each investment and uses third-party market data where available. As at 31 December 2015, the Company holds €802m of level 3 assets.

Fair value measurements using significant unobservable inputs (Level 3):

	31 December 2015 €'000
Opening fair value	–
Additions	**779,133**
Disposals and repayments	**(13,199)**
Realised gains/(losses)	–
Unrealised gains/(losses)	**36,683**
Transfers in/out of Level 3	**(418)**
Closing fair value	**802,199**

Notes to the financial statements continued

15 Fair value estimation (continued)

(b) Significant unobservable inputs used in measuring fair value
The table below sets out information about significant unobservable inputs used at 31 December 2015 in measuring financial instruments categorised as level 3 in the fair value hierarchy.

Description	Fair value at 31 December 2015 €'000	Valuation technique	Unobservable inputs	Sensitivity to changes in significant unobservable inputs
Private Equity Investments	**473,566**	NAV adjusted for carried interest	NAV	See 15 (b) (i) below
Debt	**328,633**	Discounted cashflow models and income based models	Broker quotes, market yield movements, risk premiums, credit quality and instrument repayment dates	See 15 (b) (ii) below

(i) The key inputs of Private Equity Investments are the NAV and carried interest as determined by the general partner of the funds. This NAV is subject to changes in the valuations of the underlying portfolio companies. These can be exposed to a number of risks, including liquidity risk, price risk, credit risk and interest rate risk. A movement of 10% in the value of Private Equity Investments would move the NAV at the period end by 5.1%.

(ii) The fair value of debt is determined by market prices if available and relevant in size and date. Illiquid debt position are valued via debt valuation models. Valuations derived from these models consider, where appropriate, broker quotes, credit computations, market yield movements, risk premiums, the credit quality of the borrower and expected repayment dates. A movement of 10% in the value of debt would move the NAV at period end by 3.5%.

(c) Financial assets and liabilities not measured at fair value
The Company's cash and cash equivalents, investment receivables, other receivables and other payables are held at amortised cost. The carrying value of such instruments approximates fair value.

16 Shareholders' capital

As at 31 December 2015, the Company had 491,100,768 ordinary shares fully paid with no par value in issue. All ordinary shares rank pari passu with each other, including voting rights.

Ordinary shares in issue	Number of shares	31 December 2015 €'000
Opening balance at 2 March 2015	–	–
Share-for-share exchange	311,937,228	**580,290**
Redemption of shares	(3,874,155)	**(7,589)**
Issue of shares for cash	183,037,695	**301,384**
Cost of issuing shares	–	**(281)**
Balance at 31 December 2015	491,100,768	**873,804**

The Company issued 308,069,073 ordinary shares and 3,874,155 redeemable shares on the 15 June 2015 in a share-for-share exchange to acquire its subsidiary, PCV Lux SCA. The 3,874,155 redeemable shares were immediately redeemed by the relevant investors to fund certain tax liabilities as noted in the prospectus. The Company issued a further 183,037,695 new shares to investors as part of the listing on the London Stock Exchange for cash proceeds of €301.4m. As disclosed in the prospectus, and in accordance with IAS 32 "Financial Instruments" the incremental costs of banking advisor fees of €0.28m were determined to be listing costs borne by the Company for issuing new shares in excess of the initial target of €250.0m and these have been deducted from equity.

The Company has only one share class, however, a number of investors are subject to lock-up periods between 5-10 years, which restricts them from disposing of ordinary shares issued at admission. For investors with five-year lock up periods, 20% of ordinary shares are released from lock up each year from the first anniversary of admission, 15 June 2016. For investors with ten-year lock up periods, 20% of ordinary shares are released from the sixth anniversary of admission, 15 June 2021.

Share-for-share exchange
As part of the share-for-share exchange, the shareholders of PCV Lux SCA received shares in the Company that equalled the fair value of the assets transferred. The fair value of PCV Lux SCA was revalued at close of business on 12 June 2015. A summary of the assets and liabilities of the PCV Lux SCA have been set out below:

PCV Lux SCA	15 June 2015 €'000
Investments at fair value through profit or loss	575,318
Cash and cash equivalents	37,102
Investment receivables	3,100
Total assets	**615,520**
Investment payables	679
Other payables	8,775
Performance fee liability accrued	7,158
Listing costs accrued	18,618
Total liabilities	**35,230**
Net Asset Value	**580,290**

On acquisition, the Company acquired a liability of €7.2m related to performance fee on PCV Lux SCA's eligible portfolio, as defined in note 12, at 12 June 2015. On receipt and in line with the Investment Management Agreement, the Company determined that as the liability would be settled in shares, it should be accounted for in line with IFRS 2 "Share based Payment" and the liability was converted into a performance fee reserve on the statement of financial position.

Notes to the financial statements continued

16 Shareholders' capital (continued)

Listing costs associated with the initial public offering were reflected as a deduction to the NAV of PCV Lux SCA, with the exception of the additional banking advisor fees of €0.28m, where the increase in fee due to the additional capital raised was borne by all shareholders as set out in the prospectus. All other outstanding listing costs were accrued and reduced the fair value of PCV Lux SCA on the date of acquisition, 15 June 2015.

Summary of listing costs	15 June 2015 €'000
Banking advisors fees and costs	7,131
Cornerstone fees	3,098
Legal fees	6,868
Auditor review and advisory fees	475
Other advisors	987
Other general expenses	59
Total	**18,618**

In the period from 15 June 2015 to 31 December 2015, all listing costs accrued were paid. Listing costs applicable to the original shareholders have not been borne or expensed in the income statement of the Company, as they reduced the fair value of PCV Lux SCA at acquisition. Total listing costs paid were €30k over the original allowance expected, as set out in the table above. This was mainly due to fluctuations in foreign exchange rates between the IPO date and the date of payment.

17 Earnings and Net Asset Value per share

Earnings €'000	31 December 2015
Profit or loss for the period attributable to equity shareholders	**49,757**
Weighted average number of shares in issue	
Ordinary shares at 31 December 2015	**491,100,768**
Shares issued in respect of performance fee	–
Total weighted ordinary shares	**491,100,768**
Dilutive adjustments	–
Total diluted weighted ordinary shares	**491,100,768**
Effect of performance fee adjustment on ordinary share	
Performance shares to be awarded based on liquidation basis	**8,065,448**
Adjusted shares	**499,166,216**
Earnings per share (cents)	
Basic	**0.10**
Diluted	**0.10**
Adjusted	**0.10**

At 31 December 2015, there were no items that would cause a dilutive effect on earnings per share. The adjusted earnings per share have been calculated based on the following profit attributable to ordinary shareholders adjusted for the total accrued performance fee as at 31 December 2015 per note 12 and the weighted average number of ordinary shares. This has been calculated on a full liquidation basis inclusive of performance fee attributable to realised investments. Performance shares to be issued are calculated based on the trading price of shares and foreign exchange rate at close of business on the 31 December 2015.

17 Earnings and Net Asset Value per share (continued)

NAV €'000	31 December 2015
NAV at 31 December 2015	**936,529**
NAV per share (€)	
NAV per share	**1.91**
Adjusted NAV per Share	**1.88**

The Company had a NAV per share of €1.91 at 31 December 2015. This was calculated based on the NAV of the portfolio divided by the weighted average number of ordinary shares. The adjusted NAV per share of €1.88 was adjusted to account for the accrued performance fee shares as described above.

18 Subsequent events

On 5 February 2016, subject to finalisation, the Board of Directors agreed an intention to invest in a new private equity fund, Apax IX, which is advised by Apax Partners LLP. The total commitment of $350m is expected to be split equally between the Euro and US$ funds. In addition, the Board approved an amendment to the terms of the existing revolving credit facility. These changes result in an increase in the current facility from €90m to €140m, with an extension to the maturity date by 3 years to 4 February 2019 and an increase in the margin from 200 bps to 210 bps.

On 7 March 2016, the Board of Directors approved a dividend of 3.69p per share with an ex-dividend date of 17 March 2016 and expected payment date of 5 April 2016. The dividend payment is equal to 2.5% of AGA's Net Asset Value as of 31 December 2015, equivalent to 4.76c (Euro) using the closing exchange rate of 1.2909 on 4 March 2016.

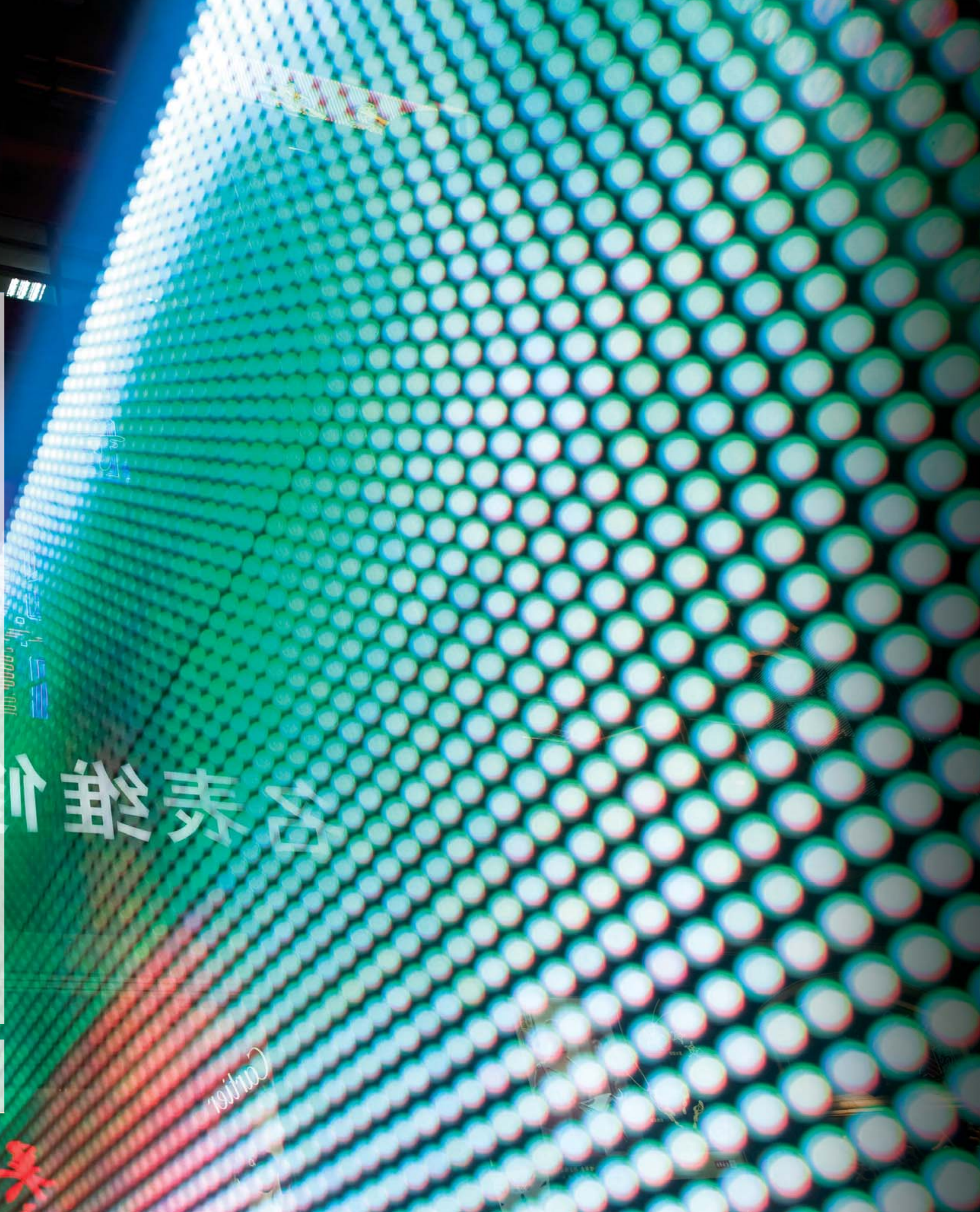
AGA's Board is committed to a culture of openness and transparency and considers shareholder engagement an important priority. The Company plans to hold its first AGM in April 2016 details of which can be found in the following section.

6

In this section

The financial statements cover the period from 2 March 2015 to 31 December 2015. Where we discuss the trading period to 31 December 2014 this refers to the period for PCV Lux S.C.A ("PCV Group" or "PCV") and its subsidiaries (collectively the "PCV Group") prior to the acquisition by AGA.

Irrespective of whether the text refers to AGA or PCV, references to the trading period from 1 January 2015 include trading as PCV prior to the transfer of assets to AGA following the acquisition and listing on 15 June 2015.



Shareholder information and administration

Directors (all Non-Executive)

Tim Breedon CBE, (Chairman)
Steve Le Page (Chairman of the Audit Committee)
Chris Ambler
Susie Farnon

Registered Office of the Company

PO Box 656
East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey GY1 3PP
Channel Islands

Investment Manager

Apax Guernsey Managers Limited
Third Floor, Royal Bank Place
1 Glategny Esplanade
St Peter Port
Guernsey GY1 2HJ
Channel Islands

Investment Advisor

Apax Partners LLP
33 Jermyn Street
London
SW1Y 6DN
United Kingdom

www.apax.com

Administrator, Company Secretary and Depositary

Aztec Financial Services (Guernsey) Limited
PO Box 656
East Wing
Trafalgar Court
Les Banques
St Peter Port
Guernsey GY1 3PP
Channel Islands

Tel: +44 (0)1481 749 700
AGA-admin@aztecgroup.co.uk
www.aztecgroup.co.uk

Corporate Broker

Jefferies International Limited
Vintners Place
68 Upper Thames Street
London EC4V 3BJ
United Kingdom

Registrar

Capita Registrars (Guernsey) Limited
Mont Crevelt House
Bulwer Avenue
St Sampson
Guernsey GY2 4LH
Channel Islands

Tel: +44 (0) 871 664 0300
www.capitaassetservices.com
shareholderenquiries@capita.co.uk

Auditor

KPMG Channel Islands Limited
Glategny Court
St Peter Port
Guernsey GY1 1WR
Channel Islands

Association of Investment Companies – AIC

The AIC is the trade body for closed-ended investment companies. It helps its member companies deliver better returns for their investors through lobbying, media engagement, technical advice, training, and events.

www.theaic.co.uk

Alternative Investment Fund Managers Directive ('AIFMD')

Status and legal form

The Company is a non-EU Alternative Investment Fund ('AIF'), being a closed-ended investment company incorporated in Guernsey and listed on the London Stock Exchange. The Company's registered office is PO Box 656, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey GY1 3PP.

Remuneration disclosure

The total amount of remuneration paid by the Investment Manager, AGML, to its staff was €227,000. This was composed solely of fixed remuneration and no variable remuneration was paid. Fixed remuneration was composed of agreed fixed fees and any other expenses paid. There were four beneficiaries of this remuneration. This number also equates to the aggregate remuneration paid for 2015 to senior management and members of staff whose actions have a material impact on the risk profile of AGA. Senior management includes Board members.

Investment policy

The Company's investment policy is to make (i) Private Equity Investments, which are primary and secondary commitments to, and investments in, existing and future Apax Private Equity Funds and (ii) Derived Investments, which Apax will typically identify as a result of the process that Apax Partners undertakes in its private equity activities and which will comprise direct or indirect investments other than Private Equity Investments, including primarily investments in public and private debt, as well as limited investments in equity, primarily in listed companies. Once fully invested, the Company expects to be invested in approximately equal proportion between Private Equity Investments and Derived Investments, though the investment mix will fluctuate over time due to market conditions and other factors, including calls for and distributions from Private Equity Investments, the timing of making and exiting Derived Investments and the Company's ability to invest in future Apax Private Equity Funds. The actual allocation may therefore fluctuate according to market conditions, investment opportunities and their relative attractiveness, the cash flow requirements of the Company, its dividend policy and other factors.

Private Equity Investments

The Company expects that it will seek to invest in any new Apax Private Equity Funds that are raised in the future. Private Equity Investments may be made into Apax Private Equity Funds with any target sectors and geographic focuses and may be made directly or indirectly. The Company will not invest in third-party managed funds.

Derived Investments

The Company will typically follow the Apax Group's core sector and geographical focus in making Derived Investments, which may be made globally. Derived Investments may include among others, (i) direct and indirect investments in equity and debt instruments, including equity in private and public companies, as well as in private and public debt which may include sub-investment grade and unrated debt instruments, (ii) co-investments with Apax Private Equity Funds or third-parties, (iii) investments in the same or different types of equity or debt instruments in portfolio companies as the Apax Private Equity Funds and may potentially include (iv) acquisitions of Derived Investments from Apax Private Equity Funds or third-parties, (v) investments in restructurings; and (vi) controlling stakes in companies.

Investment restrictions

The following specific investment restrictions apply to the Company's investment policy:

- no investment or commitment to invest shall be made in any Apax Private Equity Fund which would cause the total amounts invested by the Company in, together with all amounts committed by the Company to, such Apax Private Equity Fund to exceed, at the time of investment or commitment, 25 per cent of the Gross Asset Value; this restriction does not apply to any investments in or commitments to invest made to any Apax Private Equity Fund that has investment restrictions restricting it from investing or committing to invest more than 25 per cent of its total commitments in any one underlying portfolio company;
- not more than 15 per cent of the Gross Asset Value may be invested in any one portfolio company of an Apax Private Equity Fund on a look-through basis;
- not more than 15 per cent. of the Gross Asset Value may be invested in any one Derived Investment; and
- in aggregate, not more than 20 per cent of the Gross Asset Value is intended to be invested in Derived Investments in equity securities of publicly listed companies. However, such aggregate exposure will always be subject to an absolute maximum of 25 per cent of the Gross Asset Value.

The above restrictions apply as at the date of the relevant transaction or commitment to invest. Hence, the Company would not be required to effect changes in its investments owing to appreciations or depreciations in value, distributions or calls from existing commitments to Apax Private Equity Funds, redemptions or the receipt of, or subscription for, any rights, bonuses or benefits in the nature of capital or of any acquisition or merger or scheme of arrangement for amalgamation, reconstruction, conversion or exchange or any redemption, but regard shall be had to these restrictions when considering changes or additions to the Company's investments (other than where these investments are due to commitments made by the Company earlier).

The Company may borrow in aggregate up to 25 per cent of Gross Asset Value at the time of borrowing to be used for financing or refinancing (directly or indirectly) its general corporate purposes (including without limitation, any general liquidity requirements as permitted under its Articles of Incorporation), which may include financing short-term investments and/or buybacks of ordinary shares. The Company does not intend to introduce long-term structural gearing.

Notice of the first Annual General Meeting

In accordance with the Articles of Incorporation of the Company adopted by special resolution dated 21 May 2015 (the "Articles"), NOTICE IS HEREBY GIVEN that the first annual general meeting of the Company (the "AGM") will be held at the offices of Aztec Group, East Wing, Trafalgar Court, Les Banques, St Peter Port, Guernsey, GY1 3PP on Friday, 8 April 2016 at 11:00 AM (UK Time).

Agenda of the Annual General Meeting

The business and resolutions proposed to be considered at the AGM are as follows:

1. **Chairman of the meeting**

1.1. To appoint a Chairman of the AGM.[1]

2. **Notice and quorum**

2.1. To confirm that due notice of the AGM has been given.

2.2. To confirm that, in accordance with the Articles, that the meeting is quorate and may proceed to business, by way of reviewing a summary of those members in attendance by person or by proxy.[2]

3. **Proxy forms and voting rights**

3.1. To inform the meeting of the total number of shares cast by proxy and to confirm those appointed in respect of those shares.

3.2. To inform the meeting of the procedure for voting during the AGM, in accordance with the Articles.

Members are invited to refer to the notes to the Form of Proxy for information regarding voting procedure and rights.

4. **Final dividend**

4.1. To note that the Directors have approved a first, semi-annual dividend payment to members holding ordinary shares in the Company in the amount of 3.69p which was paid on 5 April 2016 to members on the register as at 18 March 2016 and the shares were ex-dividend on 17 March 2016.[3]

5. **Ordinary resolutions**

5.1. To adopt the annual report and audited financial statements of the Company for the period ended 31 December 2015, including the reports of the Directors and the Auditor.[4]

5.2. To re-appoint KPMG Channel Islands Limited of Glategny Court, Glategny Esplanade, St Peter Port, Guernsey, GY1 1WR as the external auditor of the Company (the "Auditor") to hold office until conclusion of the next annual general meeting.[5]

5.3. To authorise the Board to negotiate and fix the remuneration of the Auditor in respect of the financial year ended 31 December 2016.[6]

5.4. To re-elect Tim Breedon as an independent non-executive director of the Company. Mr Breedon was appointed to the Board on 28 April 2015 and further information is available about Mr Breedon on the Company's website.[7]

5.5. To re-elect Steve Le Page as an independent non-executive director of the Company. Mr Le Page was appointed to the Board on 28 April 2015 and further information is available about Mr Le Page on the Company's website.[7]

5.6. To re-elect Chris Ambler as an independent non-executive director of the Company. Mr Ambler was appointed to the Board on 28 April 2015 and further information is available about Mr Ambler on the Company's website.[7]

5.7. To elect Sally-Ann (Susie) Farnon as an independent non-executive director of the Company. Mrs Farnon was appointed to the Board on 22 July 2015 and further information is available about Mrs Farnon on the Company's website.[7]

6. **Special resolutions**

The following resolutions are proposed as special resolutions.

6.1. To renew the authorisation of the Company to generally and unconditionally for the purposes of section 315 of the Companies (Guernsey) Law, 2008 (as amended) (the "Law") to make one or more market acquisitions (within the meaning of section 316 of the Law) of ordinary shares in the Company (and to the extent permitted by the Law, to hold such ordinary shares as treasury shares) provided that:[8]

(a) the Company's authority to make market acquisitions pursuant to the authority granted by this resolution shall, (except with prior shareholder approval) be limited to a maximum of 14.99% of the number of ordinary shares in issue as at the date of this notice (or, if different, 14.99% of the number of ordinary shares in issue as at the date of the annual general meeting);

(b) the maximum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be an amount equal to 105 per cent of the average of the middle market quotation as derived from the London Stock Exchange for the five business days immediately preceding the date on which the purchase is made;

(c) the minimum price (exclusive of expenses) which shall be paid for the Ordinary Share pursuant to this authority shall be £0.01; and

(d) unless previously revoked or varied, the authority hereby conferred shall expire at the earlier of 15 months after the date of the AGM or at the conclusion of the next annual general meeting of the Company, save that the Company may, prior to such expiry, enter into a contract to acquire ordinary shares which will or may be completed or executed wholly or partly after such expiry and make an acquisition of such ordinary shares pursuant to any such contract.

6.2. In accordance with article 6.7 of the Articles, to authorise the Directors, in accordance with article 4.3 of the Articles, to issue up to a maximum number of 49,110,077 of ordinary shares (being not more than 10% of the number of ordinary shares in issue as at the date of this notice) or such other number being not more than 10% of the ordinary shares in issue at the date of the annual general meeting, whether generally in relation to the issue by the Company of equity securities, in relation to issues of a particular description or in relation to a specified issue of equity securities which, in accordance with the Listing Rules, could only be issued at or above Net Asset Value per share (unless offered pro rata to existing Shareholders or pursuant to further authorisation by shareholders), as if the pre-emption provisions contained in article 6.2 of the Articles do not apply to any such issue, and that, unless previously revoked or varied, such authority will remain valid until the conclusion of the next annual general meeting of the Company, save that the Company may make prior to such expiry any offer or agreement which would or might require ordinary shares or equity securities to be issued after the conclusion of the next annual general meeting of the Company and the Directors may issue ordinary shares or equity securities pursuant to such an offer or agreement notwithstanding the expiry of the authority given by this resolution.[9]

7. **Any other business**

7.1. To invite the meeting to present any other business for consideration by the members.

8. **Matters arising from the meeting**

8.1. To confirm any matters arising from the AGM and the appropriate action to be taken.

9. **Closure of meeting**

9.1. To confirm the time of closure of the AGM.

Shareholder queries

Shareholders are invited to meet the Board following conclusion of the AGM to discuss any other queries outside of the formalities of the AGM.

Should shareholders wish to attend the AGM, address any specific queries, concerns or discussions with the Board outside the formalities of the AGM or in respect of the proposed agenda of the AGM, please inform the Company Secretary and Investor Relations at AGA-admin@aztecgroup.co.uk and investor.relations@apaxglobalalpha.com respectively.

Whether or not you propose to attend the AGM, please complete and submit a Form of Proxy in accordance with the instructions printed on the enclosed form. The Form of Proxy must be received by 11:00 AM on Wednesday, 6 April 2016 to be valid and must be deposited at the address provided in the notes to the Form of Proxy.

Notes to the notice and agenda for the first Annual General Meeting

Information Regarding the Agenda and Proposed Resolutions

All capitalised terms not otherwise defined in these notes to the notice and agenda for the annual general meeting shall have the meanings given to them in the Articles. The Articles are available on the Company's website at:
http://www.apaxglobalalpha.com/investor-information/constitutional-documents/

1. In accordance with article 20.3 of the Articles the Chairman of any general meeting shall be either:
   (i) the Chairman of the Board;
   (ii) in the absence of the Chairman, or if the Board has no Chairman, then the Board shall nominate one of their number to preside as Chairman;
   (iii) if neither the Chairman of the Board nor the nominated Director are present at the meeting then the Directors present at the meeting shall elect one of their number to be the Chairman;
   (iv) if only one Director is present at the meeting then he shall be Chairman of the general meeting; or
   (v) if no Directors are present at the meeting then the members "present in person" shall elect a Chairman for the meeting by an Ordinary Resolution.
2. In accordance with article 20.1 of the Articles the quorum for a general meeting shall be two members "Present in Person", including being present by attorney or by Proxy or, in the case of a corporate member, by duly authorised corporate representative.
3. The Company will publish its dividend timetable and other information regarding the dividend payment on the London Stock Exchange. A copy of such publication will also be made available on the Company's website at:
   www.apaxglobalalpha.com/investor-information/announcements

   The effect of the Ordinary Resolutions proposed at items 5.1 and 5.7 of the Agenda being passed are outlined below. Further information on each of the proposed resolutions may be obtained from the Company Secretary available at:
   AGA-admin@aztecgroup.co.uk

   Ordinary Resolutions are passed if more than half of votes are cast in favour of the resolution.
4. If this Ordinary Resolution is passed, members shall be deemed to have adopted, and to have received, the contents and statements included within the annual report and audited financial statements of the Company for the period ended 31 December 2015, including the reports of the Directors and the Auditor, accordingly the requirements under section 251 and 252 of the Companies (Guernsey) Law, 2008 (as amended) shall be satisfied.
5. If this Ordinary Resolution is passed, the Auditor shall be re-appointed to hold office until conclusion of the next annual general meeting and may, unless such office becomes vacant before then, be eligible for re-election at that annual general meeting, in accordance with article 40.7 of the Articles.
6. If this Ordinary Resolution is passed, the Board shall be authorised to negotiate and fix the remuneration of the Auditor for the financial year ended 31 December 2016, in accordance with article 40.5 of the Articles. The Board shall have due discretion to the appropriateness of such remuneration.
7. In accordance with article 22.3 of the Articles, each Director at the date of the notice convening the annual general meeting shall retire from office and may offer themselves for election or re-election by the members. Each Director has so retired and is offering himself for re-election. If this Ordinary Resolution is passed, the relevant Director shall therefore be re-elected to continue to hold office as a Director of the Company until conclusion of the next annual general meeting, unless such office becomes vacant before then, in which case a casual vacancy shall be filled in accordance with the Articles.

   Where any member may intend to vote against the re-election of a Director, the Directors encourage shareholders to discuss their intentions and rationale for doing so with the Chairman, prior to casting their vote. If such vote is against re-election of the Chairman, shareholders are invited to discuss their intentions and rationale for doing so with the Chairman of the Audit Committee.

   In accordance with article 23.2 of the Articles, the Board is authorised to fix the fees of the Directors (other than any alternate Directors) for their services, subject to an overall cap of £315,000 per financial year on the aggregate fees (such fees being distinct from any salary, remuneration for any executive office or other amounts payable to a Director pursuant to any other provisions of the Articles). The Board intends to fix the Directors' fees for 2016 in accordance with article 23.2. The total of Directors' fees (and expenses) paid for 2015 are disclosed in the annual report and audited financial statement of the Company for the period ended 31 December 2015, which is available from the Company's website.

   The effect of the Special Resolutions proposed at items 6.1 and 6.2 of the Agenda being passed are outlined below. Further information on each of the proposed resolutions may be obtained from the Company Secretary available at:
   AGA-admin@aztecgroup.co.uk

   Special Resolutions are passed if more than 75% of votes are cast in favour of the resolution.
8. If this Special Resolution is passed, the Company shall continue to be authorised to make market acquisitions of its own shares in accordance with section 315 the Companies (Guernsey) Law, 2008 (as amended) on the basis set out in the prospectus of the Company dated 22 May 2015 (Part X: 2.5).
9. If this Special Resolution is passed, the Company shall be able to issue ordinary shares or equity securities up to the maximum amount specified in this Special Resolution, without having regard to the pre-emption provisions that are set out in article 6.2 of the Articles.

Voting procedure and rights

As at 7 March 2016 (being the last business day prior to publication of this notice) the Company's issued share capital consisted of 491,100,768 ordinary shares of no par value, carrying one vote each. Therefore, the total voting rights in the Company as at 7 March 2016 are 491,100,768.

The provisions for proceedings for voting at the annual general meeting and rights as to the votes of members are included in articles 20 and 21 of the Articles respectively. Members are encouraged to review these provisions before casting their vote, appointing a proxy and/or attending the annual general meeting.

The below is provided as a summary for members. It is not inclusive of all provisions of the Articles and may be paraphrased. Members should review the Articles in detail.

Voting procedure – casting your vote

Shareholders who hold their shares in certificated form are requested to complete and return the enclosed Form of Proxy to the Company's registrars at Capita Asset Services, The Registry, PXS 1, 34 Beckenham Road, Beckenham, Kent, BR3 4ZF as soon as possible, but in any event, to be valid, so as to arrive no later than 11:00 AM on Wednesday, 6 April 2016, being not less that 48 hours before the start time of the meeting.

Shareholders who hold their shares in uncertificated form may user the CREST electronic proxy appointment service. In order for a proxy appointment made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with CRESTCo's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's' registrars, Capita Asset Services (CREST ID:RA10) by 11:00 AM on Wednesday, 6 April 2016, being not less than 48 hours before the start time of the meeting.

The return of a Form of Proxy or the appointment of a proxy through CREST will not preclude a member from attending and voting at the Annual General Meeting in person, should they subsequently decide to do so.

The **Form of Proxy** can be downloaded and printed from the Company's website at the following address:
www.apaxglobalalpha.com/investor-information/results-and-publications

Notes to the notice and agenda for the first Annual General Meeting continued

Voting rights and rights to appoint a proxy

A member shall not be entitled in respect of any share to take part in any proceedings or vote at any general meeting or class meeting of the Company or to exercise any right conferred by membership:

(i) unless all calls due from that member in respect of their shares have been paid;

(ii) unless that member has been registered as the holder of such shares;

(iii) if so determined by the Board, any member who has failed to comply with a notice requiring the disclosure of members' interests and given under article 10 of the Articles, as set out in article 21.2 of the Articles.

Unless one of their number has been elected to represent them and to vote whether in person or Proxy in their name, join registered holders whose name stands first on the Register of the Company shall alone be entitled to vote.

Pursuant to the Articles and the Companies (Guernsey) Law, 2008 (as amended):

(i) a member of the Company is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and speak and vote at a meeting of the Company.

(ii) a member may appoint more than one proxy in relation to a meeting, provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

(iii) the appointment of a Proxy shall not preclude a member from attending at voting in person at a meeting or poll concerned, subject to article 21.12 of the Articles.

(iv) a Proxy need not be a member and an instrument of proxy may be valid for one or more meetings.

The instrument appointing a Proxy and the power of attorney or other authority (if any) under which it is signed, or a copy of that power or authority certified notarially or in some other way approved by the Directors shall, whether in writing or in electronic form, be deposited at the Registered Office of the Company or, if in electronic form, to such address as specified in this notice, not less than 48 hours before the time for holding the annual general meeting or adjourned meeting at which the person named in the appointment proposes to vote.

Proceedings at the Annual General Meeting

Two members present In person shall be deemed to form a quorum for the purposes of the meeting. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned for five business days at the same time and place or to such other day and at such other time and place as the Board may determine.

A resolution put to a vote shall be decided by a show of hands or by a poll at the option of the Chairman. A poll may be demanded by:

(i) the Chairman; or

(ii) not less than five members having the right to vote on the resolution; or

(iii) one or more of the members present In person representing at least ten per cent of the total voting rights of all of the members having the right to vote on the resolution.

The demand for a poll may be withdrawn.

In the case of an equality of votes, the Chairman shall have a second or casting vote in addition to any other vote he may have.

Unless a poll is demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or lost and an entry to that effect in the minute book shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded.

Glossary

Adjusted NAV	Calculated by adjusting the Proforma NAV as at 31 December 2014 and 31 March 2015 and the NAV at subsequent reporting periods, by performance fee reserves. There was no performance fee liability at 31 December 2014.
AEVI	Means the limited partnerships that constitute the Apax Europe VI Private Equity fund.
AEVII	Means the limited partnerships that constitute the Apax Europe VII Private Equity fund.
Apax Global Alpha or Company or AGA	Means Apax Global Alpha Limited.
AGML or Investment Manager	Means Apax Guernsey Managers Limited.
AIX	Means the limited partnerships that will constitute the Apax IX Private Equity fund.
AMI	Means the limited partnerships that constitute the AMI Opportunities Fund focused on investing in Israel.
Apax Group	Means Apax Partners LLP and its affiliated entities, including its sub-advisors, and their predecessors, as the context may require.
Apax Partners or Apax or Investment Advisor	Means Apax Partners LLP.
Apax Private Equity Funds or Apax Funds	Means Private Equity funds managed, advised and/or operated by Apax Partners.
AVIII	Means the limited partnerships that constitute the Apax VIII Private Equity fund.
Benchmarks	Benchmarks presented in this report, which were obtained from third parties without further verification, include: (i) the MSCI World Index, a free float-adjusted market capitalisation weighted index that is designed to measure the equity market performance of developed markets through the use of 23 developed market country indices; (ii) the MSCI Total Return Indexes, which measure the price performance of markets with the income from constituent dividend payments; (iii) Bank of America Merrill Lynch High Yield Master II, an index of below-investment grade, US dollar-denominated corporate bonds that are publicly traded in the US; and (iv) the FTSE 250 Index, which is a capitalisation-weighted index of the 250 most highly capitalised companies, outside of the FTSE 100, traded on the London Stock Exchange.
Capital Markets Practice or CMP	Consists of a dedicated team of specialists within the Apax Partners Group having in depth experience of the leverage finance debt markets, including market conditions, participants and opportunities. The CMP was initially set up to support the investment advisory teams within Apax Partners in structuring the debt component of a private equity transaction. The CMP has over the years expanded its mandate to working alongside the investment advisory teams to advise on debt Derived Investments.
Custody Risk	The risk of loss of securities held in custody occasioned by the insolvency or negligence of the custodian.
Derived Investments	Comprise investments other than Private Equity Investments, including primarily investments in public and private debt, with limited investments in equity, primarily in listed companies, which in each case typically are identified by Apax Partners as part of its private equity activities.
Derived Debt Investments	Comprise of debt investments held within the Derived Investments portfolio.
Derived Equity Investments	Comprise of equity investments held within the Derived Investments portfolio.
EBITDA	Earnings before interest, tax, depreciation and amortisation.
Gross Asset Value or GAV	Means the Net Asset Value of the Company plus all liabilities of the Company (current and non-current).

Glossary continued

Gross IRR or Internal Rate of Return	Means an aggregate, annual, compound, internal rate of return calculated on the basis of cash receipts and payments together with the valuation of unrealised investments at the measurement date. Foreign currency cash flows have been converted at the exchange rates applicable at the date of receipt or payment. For Private Equity Investments, IRR is net of all amounts paid to the underlying Investment Manager and/or general partner of the relevant fund, including costs, fees and carried interests. For Derived Investments, IRR does not reflect expenses to be borne by the relevant investment vehicle or its investors including, without limitation, performance fees, management fees, taxes and organisational, partnership or transaction expenses.
Invested Portfolio	Means the part of AGA's portfolio which is invested in Private Equity and Derived Investments, however excluding any other investments such as legacy hedge funds and cash.
IPO	Initial public offering.
LSE	London Stock Exchange.
LTM	Last twelve months.
Market Capitalisation	Market Capitalisation is calculated by taking the share price at the reporting period date multiplied by the number of shares in issue. The Euro equivalent is translated using the exchange rate at the reporting period date.
MOIC	Multiple of invested capital.
Net Asset Value or NAV	Means the value of the assets of the Company less its liabilities as calculated in accordance with the Company's valuation policy. NAV has no adjustments related to the IPO proceeds or performance fee reserves.
Net IPO Proceeds	Calculated based on the gross IPO proceeds of €301.4 million adjusted for IPO costs of €18.6 million (less any already accrued) and the cost of the redemption of shares of €7.6 million by relevant investors to fund certain tax liabilities. IPO costs and share redemptions – other than the fees and costs caused by the increased size of the offering – are effectively borne by the pre-IPO shareholders.
Operational Excellence Practice or OEP	Professionals who support the Apax Funds' investment strategy by providing assistance to portfolio companies in specific areas such as devising strategies, testing sales effectiveness and cutting costs.
PCV	Means PCV Lux S.C.A.
PCV Group	Means PCV Lux SCA and its subsidiaries. PCV Group was established in August 2008.
Performance fee reserve	The performance fee reserve commenced accruing on 1 January 2015 in line with the Investment Management Agreements of PCV Group and AGA. There was no adjustment to the NAV at 31 December 2014 as the liability has accrued on unrealised gains and realised gains since the fair value at 31 December 2014 or from the cost if purchased in 2015.
Private Equity Investments or Private Equity	Means primary commitments to, secondary purchases of commitments in, and investments in, existing and future Apax Funds.
Proforma NAV	Calculated for the periods at 31 December 2014 and 31 March 2015 respectively by adjusting reported NAV for net IPO proceeds received and reducing for tax share redemptions made, based upon the future IPO of AGA. Proforma NAV is provided to facilitate comparability of the reported NAV at 31 December 2015 to prior periods.
Reporting Period	Means the period from incorporation of AGA on 2 March 2015 to the financial reporting period ending on 31 December 2015.
SME	Small and mid-sized enterprises.
Total Return or TR	For a period means the return on the movement in the Adjusted NAV per share at the end of the period together with all dividends paid during the period, to the Adjusted NAV per share at the beginning of the period. NAV per share used in the calculation is rounded to 5 decimal places.
Total Shareholder Return or TSR	For the period means the net share price change together with all dividends paid during the period.