

TRILANTIC | CAPITAL
PARTNERS
EUROPE

TRILANTIC CAPITAL PARTNERS – FUND IV EUROPE
2015 ANNUAL REPORT

EDITED FOR PUBLIC DISCLOSURE

Trilantic Capital Partners (Trilantic) is a global private equity firm focused on control and significant minority investments in Western Europe and North America. Trilantic employs flexible transaction structures and has a strong heritage of partnering with family-owned businesses as well as providing growth capital to outstanding management teams. Trilantic believes it is differentiated from its competition by the firm's history of disciplined, successful investing, its demonstrated capability to supply flexible and growth capital, and to be true partners with the management of its portfolio companies. The firm often applies a "buy in" not "buy out" approach and is determined to deliver value both to our Limited Partners and the management teams that we support. Currently, Western Europe investments are primarily targeted in the following industry sectors: consumer & leisure, industrials, TMT, healthcare and business services while North America investments are primarily targeted in the following industry sectors: business services, consumer, energy and financial services.

Trilantic was formed in 2009 by five founding partners, all of whom worked together at Lehman Brothers Merchant Banking (LBMB). At LBMB, the firm's principals created a strong track record of investing in and building first-class businesses, and established LBMB as a partner of choice for management teams, entrepreneurs and family-owned companies, a reputation further developed at Trilantic. Trilantic acquired LBMB from the estate of Lehman Brothers with the support of Reinet Investments S.C.A., an investment vehicle listed on the Luxembourg Stock Exchange, which made a minority economic investment in connection with the transaction. Trilantic Europe and Trilantic North America manage six private equity funds with aggregate capital commitments of \$7.4 billion

DISCLAIMER

The information contained in this document, including any attachments (collectively, "Information") has been prepared by Trilantic Capital Management GP Limited and its affiliates (together "Trilantic Europe") in relation to Trilantic Capital Partners IV (Europe) L.P. ("Fund IV") which may be distributed publicly in order to comply with the regulatory requirements of an investor in Fund IV.

Please note that the Information is not intended for distribution or use in any jurisdiction where it would be contrary to applicable laws, regulations or directives and does not constitute a recommendation, offer, solicitation or invitation to invest in Fund IV or in any other fund managed or advised by Trilantic Europe and this document does not form part of any confidential private placement memorandum.

While every care has been taken in preparing the Information; except as required by law, none of Trilantic Europe or its officers or employees makes any representation or warranty as to accuracy or completeness, including, without limitation, of any forecasts, or takes any responsibility for any loss or damage suffered as a result. Economic and market information contained herein has been obtained from published sources prepared by third parties, and while such sources are believed to be reliable, none of Trilantic Europe or its officers or employees assume any responsibility for the accuracy or completeness of such information.

Photographic images used are for illustrative purposes only and may not represent actual images of assets or opportunities described in the Information.

The Information contains information about the performance of investments previously made by Fund IV or by other entities advised or managed by Trilantic Europe. You should be aware that this information has not necessarily been audited or verified by an independent party, there can be no assurance that unrealized investments will be realized at the valuations shown, past performance is not a reliable indicator of future performance and Fund IV may not achieve the same level of returns as those achieved by previous investments. Internal Rates of Return (or "IRRs") presented on a "gross" basis do not reflect any management fees, carried interest, taxes or allocable expenses borne by investors, which in the aggregate may be substantial.

The Information does not purport to be complete, does not necessarily contain all information which may be considered material, and has been prepared without taking account of any particular person's objectives, financial situation or needs. Accordingly, the Information should not be relied on for any purpose. The delivery of the Information shall not under any circumstances create an implication that the information contained herein is correct as of any time after the date hereof. The contents herein are not to be construed as legal, business, or tax advice and a person should consider the appropriateness of the Information, and seek professional advice, having regard to the person's objectives, financial situation and needs.

"Trilantic Capital Partners" is a registered trade mark in the UK of Trilantic Capital Partners LLP and a Community trade mark of Trilantic Capital Partners LP Inc.

TABLE OF CONTENTS

I.	Letter from the Chairman of Trilantic Europe	4
II.	Fund IV Europe – Activity and Year-End Summary	8
III.	Fund IV Europe – Individual Current Portfolio Company Summaries	
	A. Marex Spectron	13
	B. Gamenet	14
	C. LeYa	15
	D. Talgo	16
	E. Elisabetta Franchi	17

SECTION I
LETTER FROM THE CHAIRMAN
OF TRILANTIC EUROPE

LETTER FROM THE CHAIRMAN



Dear Investor,

2015 has been characterised by a number of key developments in the world economy that have had and will have a lasting influence on currency movements, economic growth and asset prices. Among the economic trends that emerged in 2015 which we believe are relevant for Trilantic Europe's investment strategy are:

- The divergence of monetary policy between US and Europe where the latter, notwithstanding the pioneering move to negative interest rates, has not achieved a significant pickup in economic growth
- The reversal of a six year trend of growth and stability in developing economies, caused by a slowdown in global trade has placed even China, the world's second largest economy, in a difficult position. The slowdown in trade has in turn caused a massive drop in commodity export prices which have hit the countries that produce them, like Brazil and OPEC, exacerbating their economic and currency problems
- The challenges facing the European banking system, which, even after a massive injection of liquidity from the ECB, is showing weaknesses in terms of solvency ratios and is not providing the desired support to economies that European policy makers expected from quantitative easing monetary policies
- The low economic growth in Europe has not been an impediment to asset prices growth, which has been particularly significant in the fixed income and equities markets, to the point that the global correction that took place in Q1 2016 can be viewed as the inevitable reconciliation of economic fundamentals with market prices
- A tumultuous period in European politics in 2015 with populist parties gaining traction in Spain, France, Germany and to some extent the UK with the Brexit referendum. The new element is that, after reaching a historical agreement to save the Euro "at any cost", the same political leaders appear to be incapable of agreeing a united position on EU foreign policy, national security or fiscal policy

Despite being rather alarming, these trends can present opportunities for value-oriented investors like Trilantic Europe. However, these challenging environments require in-depth analysis and actions – both in terms of making decisions concerning existing portfolio companies and in terms of selecting new investment opportunities that are compatible with the challenging scenario outlined above.

Since its formation and through different cycles, Trilantic Europe has taken a consistently disciplined approach, choosing investment themes falling into our five broad sectors of expertise:

- **Industrials and energy**
- **Consumer and leisure**
- **TMT**
- **Healthcare**
- **Business services**

We have tasked our investment professionals supported by Trilantic Europe's Operating Partners and country Senior Advisors to distil specific investment themes for each of the above sectors. This has required a close monitoring within each industry theme of opportunities across the five European geographies in which we actively operate. In this context, Trilantic Europe has strengthened its support team by hiring six new Operating Partners and Senior Advisors in 2015. They bring strong expertise in diverse industry segments such as cosmetics and personal care, pharma, healthcare services and automotive, as well as adding to our strong local sourcing network in the French and Italian markets. In total, Trilantic Europe now benefits from the support of eleven seasoned Operating Partners and Senior Advisors, covering the five industries and five geographies on which we focus.

In 2015, Fund V Europe closed its first two new investments, Prettl Automotive in Germany and Doppel Farmaceutici in Italy. Both investments resulted from the pursuit of specific sector themes and did not materialise by chance. In the case of Prettl Automotive, in the 24 months prior to the acquisition, which corresponded to the rebound of the automotive industry, we had been actively reviewing several opportunities to invest in Tier 2 suppliers across Europe. In the pharma sector, prior to signing the Doppel Pharmaceutical deal, we reviewed ten similar targets in five geographies.

Our disciplined focus on industry themes continues to deliver results. In February 2016, following 12 months of work, we agreed the terms of Fund V's third investment with a significant co-control participation in Maugeri, a leading Italian operator of private hospitals focused on treatment of non-acute and post-acute patients. This investment, once again originated by one of our country Senior Advisors, is our third transaction in the Healthcare space following the investments in Mediclinic, a global hospital operator, and, more recently, in Doppel Farmaceutici, a pharmaceuticals producer.

Trilantic Europe continues to focus on non-auction situations, where pricing pressure is significantly lower. The family ownership structure of a majority of European mid-market companies means the pipeline of proprietary deal flow in Germany, Italy and Iberia remains strong. Trilantic Europe seeks out proprietary opportunities where our team can perform detailed due diligence, have in-depth discussions with management teams about their vision and business plan, and negotiate the transaction on a bilateral basis.

The Trilantic Europe mantra remains unchanged and we continue to work hard to identify investment opportunities with the characteristics that have worked well for us:

- Focus predominantly in the five sectors we know well and on non-auction situations, particularly avoiding other sponsors' portfolio companies
- Adhere to a conservative level of leverage
- Gain control or co-control. We define co-control as having, at minimum, the ability to change management and ultimately the right to trigger the sale of the company
- Focus on companies that are meaningful in the sector in which they operate and therefore are attractive to trade buyers who value synergies and do not require financing, thereby helping to facilitate exits at

maximum value even at times where bank financing is not readily available

- Deploy €50-125 million per transaction and targeting ten deals per fund

Our current pipeline is strong and is concentrated, within our five focus sectors, on businesses that are less dependent on the recovery in European consumer spending or global macro demand. We are working on specific investment opportunities in business service companies that target high growth segments, on healthcare and industrial technology.

As always, we would like to encourage each of you to contact us with questions or enquiries that you may have about the portfolio, our strategy and performance.

Vittorio Pignatti-Morano

Chairman of Trilantic Europe

23 March 2016



TRILANTIC EUROPE IN FIGURES



15 investment professionals with **137** years of cumulative private equity experience



11 operating partners / senior advisors



16 advisory council members

€1.5 billion of Assets Under Management¹

Since 2004:

€1.5 billion committed in **18** transactions in Europe^{2,3}

2.6x MOIC and **29%** gross IRR on realized investments

Notes

Figures above are updated as of the date of issuance of this report

1. Includes Trilantic Europe's funds and other co-investments managed / advised by Trilantic Europe

2. Including Fund IV Global side-by-side and other co-investors managed/ advised by Trilantic Europe and invited GPs

3. Includes Fondazione Salvatore Maugeri, signed in February 2016

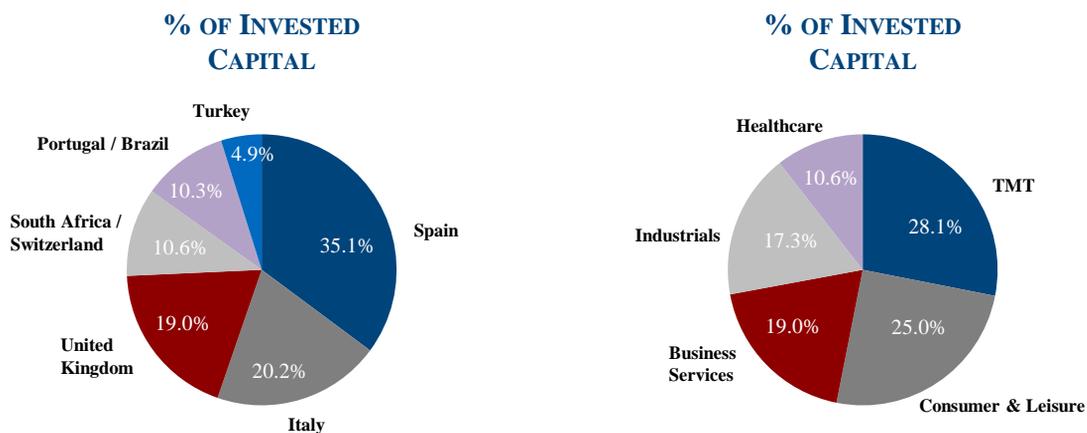
SECTION II

FUND IV EUROPE – ACTIVITY AND YEAR-END SUMMARY

FUND IV EUROPE OVERVIEW – 31 DECEMBER 2015

Vintage Year	2007
Original Capital Commitments (2007)	€650 million
Revised Capital Commitments (Effective 1 May 2009)	€574 million (€702 million including Trilantic IV Global's allocation)
Key Industries	Consumer & leisure, industrials, TMT, healthcare and business services
Typical Investment Size	€50 million to €100 million (with higher tickets including co-investors)
Investment Focus by Geography	Primarily targets European countries, although portfolio companies may have global operations
Investment Focus	Typically management buy-in with control or co-control positions in equity or equity-linked securities of companies with an enterprise value of €100 million to €1 billion

FUND IV EUROPE – INVESTMENT PROFILE



OUR PEOPLE

We believe our people are Trilantic Europe's single most important asset and we remain committed to recruiting top talent, retaining our best people and recognising excellent performance.

At the beginning of 2016, we were pleased to promote Javier Olascoaga to Partner and Romain Railhac, Victor Garcia and Marco Conte to Principals, strengthening the senior leadership of Trilantic Europe. These are all well-deserved promotions in recognition of meaningful contributions to our firm and, ultimately, the results

delivered to our investors. We have continued to strengthen our team with the appointments since January 2015 as Investment Associates of Phil Wiese (formerly at Merrill Lynch), Guillem Portella (Barclays) and Lorenzo Cirio (Boston Consulting Group). We have also made appointments to the finance and operations team recruiting Warren Yip (formerly Head of UK Private Equity Fund Accounting and Operations at JP Morgan) and Guillaume Le Bouar (previously with Commerzbank and E&Y tax as Sr. Manager).

FUND IV EUROPE – REALISATIONS

During 2015, Fund IV Europe made three realisations: Clarion Events, Talgo (partially) and Euskaltel.

In January 2015, **Clarion** was successfully sold. The company, the UK's leading independent exhibition organiser of B2B and B2C events and a global player, was acquired by Trilantic Europe in May 2008 with the support of a member of Trilantic Europe Advisory Council. During our ownership, Clarion executed 14 add-on acquisitions. The company doubled its size and transformed itself from a mainly UK and B2C event organiser into a well-diversified platform both in terms of products and geographies.

In May and July 2015, Trilantic Europe executed the IPOs of **Talgo** and **Euskaltel**, respectively.

FUND V EUROPE – INVESTMENTS

In parallel to managing the portfolio of Fund IV Europe and providing liquidity to its investors, the team has been focused on executing the first investments of Fund V Europe.

In February 2015, Fund V Europe invested in **Prettl Automotive**, a company headquartered near Stuttgart (Germany) and a leading producer of sensor wire-harnesses for the automotive industry.

In October 2015, Fund V Europe invested in **Doppel Farmaceutici**, a leading Italian operator in pharmaceutical research, development, formulation, manufacturing and packaging.

Finally, in February 2016 Fund V Europe entered into an agreement to invest in the Italian private hospital operator **Maugeri**. The transaction is expected to close in H2 2016.

These transactions underline Trilantic Europe's approach of investing in proprietary, primary opportunities, partnering with high-profile entrepreneurs and identifying growth companies with an international footprint.



Vittorio
Pignatti-Morano

Javier Bañon

Joe Cohen

RESPONSIBLE INVESTING

Trilantic Europe is committed to address environmental, social and governance (ESG) issues. We became a signatory of the United Nations Principles for Responsible Investment (UN PRI) in March 2014 and we will remain a responsible and attentive investor, considering a wide array of non-financial indicators when evaluating a transaction and during the life of our investments.

Trilantic Europe continues implementing and improving its ESG policies with specific ESG due diligence and focus during the 100 day plans made in all Fund V Europe investments.

To minimise the impact of our operations on climate change, and with the support of The CarbonNeutral Company, we offset the emissions generated during the year as a firm and aim at minimizing our carbon footprint. In recognition of this, we have been awarded the CarbonNeutral® certification.

Signatory of:



SECTION III

FUND IV EUROPE – INDIVIDUAL CURRENT PORTFOLIO COMPANY SUMMARIES

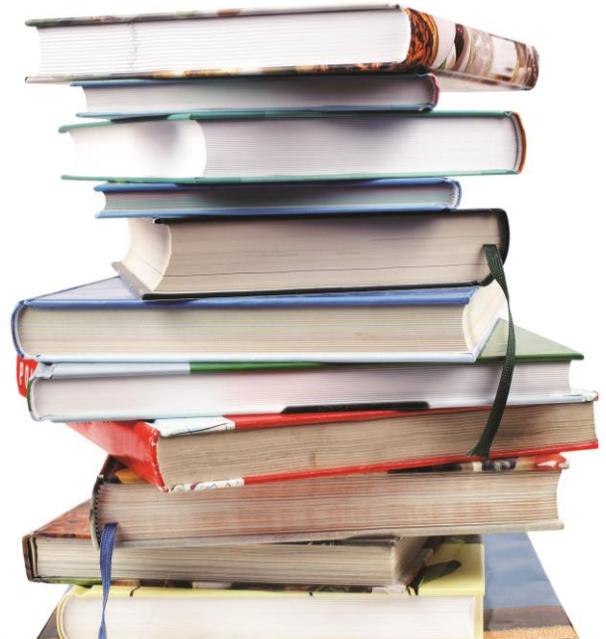
**THESIS: DEVELOP THE COMPANY INTO A MARKET LEADING GLOBAL
COMMODITIES AND FINANCIAL SERVICES FRANCHISE**



THESIS: INTRODUCTION OF VIDEO LOTTERIES AND OPPORTUNITY TO IMPROVE THE COMPANY'S PERFORMANCE



THESIS: FUND ORGANIC AND ACQUISITION-BASED GROWTH OF LEYA IN BRAZIL





**THESIS: EXECUTE ON STRONG CURRENT BACKLOG WHILE CONTINUING
ITS INTERNATIONALIZATION STRATEGY AND EXPANSION OF PRODUCT
RANGE**





ELISABETTA FRANCHI

**THESIS: SUPPORT INTERNATIONAL GROWTH IN THE RETAIL SEGMENT
AND EXPAND THE PRODUCT RANGE IN THE ACCESSORIES**



TRILANTIC | CAPITAL PARTNERS EUROPE

Europe

United Kingdom
35 Portman Square
London W1H 6LR

Guernsey
Heritage Hall
Le Marchant Street
St Peter Port GY1 4HY

Grand Duchy of
Luxembourg
26 Bd Royal
L-2449 Luxembourg

+44 20 3326 8600

+44 14 8173 7400

+352 22 99 99 52 16

www.trilantic.com