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Direct lenders thrive on
market dislocation

Deloitte Alternative Lender Deal Tracker Autumn 2020

This issue covers data for the first half of 2020 and includes 140 Alternative Lender deals, which represents a 29% decrease in the number of deals from H1 2019.

Deloitte Alternative Lender Deal Tracker editorial team



Robert Connold
Director
+44 (0) 20 7007 0479
rconnold@deloitte.co.uk



Andrew Cruickshank
Director
+44 (0) 20 7007 0522
acruickshank@deloitte.co.uk



Tim Mercorio
Manager
+44 (0) 20 7007 6841
timercorio@deloitte.co.uk



Varun Bambarkar
Assistant Manager
+91 22 6185 6311
varbambarkar@deloitte.co.uk



Megan de Jager
Assistant Manager
+44 (0) 20 7007 5914
megandejager@deloitte.co.uk

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Deloitte Alternative Lender Deal Tracker Introduction

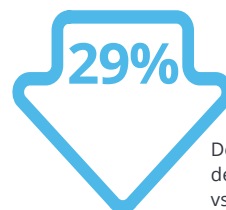
In March of this year, the stability of the global financial system was put to the test. With the arrival of COVID-19, measures of stress in financial markets exceeded 2008 levels. US Treasuries (usually a safe haven asset) experienced sharp falls, and the equity market collapsed on a global basis. Fortunately, financial markets recovered from some early losses and currently remain relatively liquid in the face of a deep recession. Central banks responded at pace and in scale, slashing interest rates and taking a bazooka-style approach to quantitative easing, and there is ongoing speculation of continued market intervention.

In the US, the Federal Reserve delivered a series of measures, going beyond those it took during the financial crisis, including ramping up liquidity injections into the treasury market. In Europe, a historic €750bn stimulus package was agreed in July, financed for the first time by collective EU borrowing. Germany and France announced significant new spending measures and tax cuts. The result was that volatility dissipated and confidence returned, stoking a recovery in global markets. Policymakers effectively tore up the rulebook to counter the crisis, delivering support in new areas, and the fact that financial markets have continued to function testifies to the effectiveness of the government response.

Financial markets aside, the response to the pandemic has been largely national in character, and lockdown restrictions have varied extensively across the globe in terms of both timing and severity. After what is now widely considered as a kitchen sink approach, the UK suffered from a 20.4% fall in GDP compared with the previous month. This was felt most acutely in the leisure industry, where more than 22,000 jobs were lost this year due to the pandemic – almost double the 11,280 job losses reported during the whole of 2019. Across a number of other industries, working from home became the ‘new

norm’, as employers and nearly half of the nation’s workforce mobilised in the first week of lockdown, with the proportion of those in employment working remotely rising from 5% to 47%, fundamentally bringing forward the inevitable change to working patterns in this virtual age in a very short period of time.

Whilst the outlook brightened for a short period of time on the back of warm weather, pent-up demand, a rise in staycations, the ‘Eat Out to Help Out’ initiative and reduced rates of stamp duty, the hopes of a ‘V’ shaped recovery from early in the pandemic have now been dashed in the face of a second wave of infections and renewed local lockdowns. Rising unemployment is likely the biggest threat to



Decrease in
deal flow H1'20
vs H1'19



Deals
completed
to date

recovery, at the point the government ends its furlough scheme. The virus has also driven an enormous credit binge, largely underwritten by governments, but eventually this money will need to be repaid and the effects of high indebtedness could weigh on the economy for years to come. It is for that reason that the Chief Economist of the World Bank suggests the global economic recovery from the recession created by COVID-19 will likely take at least five years. This was echoed by US investment firm Blackstone's executive vice-chair Tony James, who said that companies and investors could suffer a "lost decade" for equity returns as global governments grapple with the economic fallout from the first wave of the pandemic, referring to higher taxes, an increase in operating costs, less efficient supply chains and "de-globalisation" that will hurt productivity. Global trade has dropped 20% in the past year. Supply chains have faced bottlenecks as countries imposed travel and lockdown restrictions. Governments are borrowing on a grand scale to subsidise and protect domestic capacity in a way which, in normal times, would be seen as anti-competitive. Due to ongoing fragility, a distancing of the world's two great economies, the US and China further exacerbates this.

As a result, a large number of sectors of the economy will struggle to return to previous levels of profitability in the coming years, and for those with already over-leveraged balance sheets – restructuring of the debt is inevitable. Whilst sticky tape has been applied to help a number of businesses muddle through via access to emergency liquidity from the government, as well as temporary covenant waivers from their lenders, this will ultimately come to a head for a large number of borrowers looking for structural solutions to over indebtedness, including forced sales by creditors, debt for equity swaps, or in extreme cases where there is no residual value, a liquidation.

Turning to the loan markets, in the week to the 18 September, the average bid on the S&P European Leveraged Loan Index (ELLI) broke through 95 for the first time since early March, finishing the week at 95.2. In essence, opportunities to trade in high quality names due to technical dislocation have now dissipated since the lows of 78 in March. Opportunities to deploy in the primary market also remain limited. According to Leveraged Commentary & Data (LCD), when the market re-opened in early September there was no deluge of deals waiting behind the raising curtain. Whilst it is expected that more deals will come, LCD reports that the pipeline is far from full. This is

shown quite starkly in the numbers. In September 2019 there was roughly \$18.8bn of leverage loans issued in Europe, vs. \$4bn to the 18th September 2020. A good gauge of appetite is also highlighted in loan fundamentals, and notably, having hit a floor of 350bps in March 2020, the spread on TLB loans has risen to 450bps in September 2020. YTM for primary deals is also 489bps vs. 369bps and leverage is down to 4.1x on average vs. 4.8x across the same period.

This lack of issuance will be music to the ears of the Private Debt market, as it increasingly becomes viewed as a replacement for an unpredictable syndicated market. Adding to the growing list of managers targeting large cap deals is Apollo, who recently announced their new direct lending platform in conjunction with Mubadala, one that is targeting to deploy roughly \$12bn of capital in transactions up to \$1bn. This news comes shortly after Mubadala also struck a similar but smaller partnership in September with Barings, and we understand that Credit Suisse, in a similar vein, has teamed up with the Qatar Investment Authority to launch its own direct lending platform. It is not hard to see a world where a number of these sovereign wealth funds eventually begin to set up and deploy into the asset class on their own, as already seen in the case of GIC and Temasek, who are deploying capital in the form of Junior Debt. This trend has also further accelerated growth of direct lending in the mid-market, as banks immediately focused their efforts on supporting existing clients while direct lenders, after a short pause for breath, resumed activity, lending to primary deals and taking further market share. Even well-known First Out Last Out (FOLO) structures, where banks provide the first lien and direct lenders the second lien have become less popular as banks appetite has waned, and certainty of delivery is key in the current climate.

Governments are borrowing on a grand scale to subsidise and protect domestic capacity in a way which, in normal times, would be seen as anti-competitive.

Nevertheless, lockdown has also hurt the asset class. Debt Publisher reports that private debt funds are set to deliver the worst performance since the global financial crisis. According to the report, a number of listed asset managers marked down their credit portfolios aggressively in the first quarter of the year, ranging from 8.1% to 21%. This immediately impacted the market capitalisation of these firms and whilst some have recovered earlier losses, others are still trading below pre lockdown highs. The pandemic has also severely impacted fundraising this year, where global direct lending is on pace for its slowest year since 2015 in terms of capital raised, with fundraising totalling just \$18.2bn across 17 vehicles globally. As a comparison, in the first half of last year, 29 funds amassed \$52.6bn. Those funds that were able to raise multi-billion plus funds immediately prior to the lockdown will now count themselves lucky in their timing, as this vintage might well become one of the best performing since the last crisis.

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What we have seen in the direct lending market is a real dichotomy for resilient versus COVID-19 impacted assets, which often results in a binary outcome of only backing the least impacted companies. Ironically, given the lack of supply and pressure for funds to deploy; those resilient companies in the Healthcare, Financial Services and Software sectors continue to attract strong demand, and it appears headline commercial terms are not far off from Pre-COVID times, with businesses in these sectors still able to command 5.5x – 6.0x leverage at pricing of 600-650 bps. The main difference has been the focus on Cash EBITDA and limiting the amount of EBITDA adjustments for structuring and financial covenant purposes.

The last crisis accelerated a number of trends and addressed some market imbalances. At the time, Private Debt was in its infancy, before going on to become a trillion-dollar alternative asset class. The reality is, the asset class is likely to retain favour amongst investors as it offers attractive risk adjusted premiums in what will likely continue to be a low-yielding environment for the next decade. Cycle downturns also favour senior secured lenders, so those managers who are successfully able to 'weather the storm' will become the main beneficiaries, further consolidating their position. It is also highly likely that these managers will continue to diversify their product offerings. Obvious areas to diversify and create new funds are in the credit opportunity and distressed fund strategies where we have seen growth over the last nine months. But asset-based finance also does well in uncertain economic times. Boston-based fund manager First Eagle Alternative Credit is the latest to add asset-based lending to its product portfolio. The sheer scale of the market and the structural protections provides a good risk adjusted return for end investors.

What we do also know is that there is a considerable amount of dry powder 'in market', not only for direct lending strategies but also by managers of distressed strategies. Our initial hypothesis was that these funds would act as the 'knight in shining armour' in the immediate period following lockdown across a range of emergency liquidity situations – however, government intervention with cheap lending has stifled that market of its opportunity to deploy in any meaningful way. For reasons mentioned earlier around structural overleveraged sectors we would expect distressed M&A and full-blown restructuring activity to increase over the next 24 months, as borrowers seek long-term solutions to their capital structure.

Whilst it is also too early to call a consensus on how restructurings with direct lenders will differ from the last recession, there is some evidence to suggest that direct lenders have more appetite to call a sponsors bluff and take the keys of an asset, relative to that of their banking counterparts. Following a material reduction in EBITDA, many companies in exposed sectors will find themselves in positions where the value breaks deeply in the debt. Stuck in this scenario, there is no incentive for shareholders to put more money in without a significant debt write down. Previously, banks were hesitant to take control of underperforming businesses given the accounting balance sheet consolidation issue and associated reputational risk when implementing uncompromising operational restructurings.

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In the old days this often resulted in shareholders putting more money into businesses in exchange for debt write downs and giving a share of the upside to the lenders. Many direct lenders however will find it difficult to write off their debt and have to decide if they want to take control of the company, becoming the funder of last resort and potentially throwing good money after bad. However, the silver lining for taking this risk is the potential for outsized returns beyond that of their typical debt yield, if and when the recovery takes place. It might therefore take some time before we find out who the real winners will be amongst the direct lending funds.



Robert Connold
 Director - Alternative Lender Deal Tracker
 Tel: +44 (0) 20 7007 0479
 Email: rconnold@deloitte.co.uk

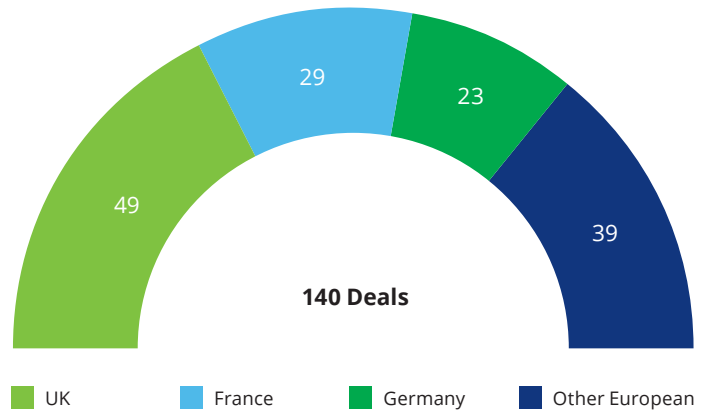


Chris Skinner
 Partner - Head of UK Debt Advisory
 Tel: +44 (0) 20 7303 7937
 Email: chskinner@deloitte.co.uk



Andrew Cruickshank
 Director - Alternative Lender Deal Tracker
 Tel: +44 (0) 20 7007 0522
 Email: acruickshank@deloitte.co.uk

H1 2020 deals completed



H1 headline figures



Borrowers: Access Direct Lending to power growth
 Businesses rely on access to growth capital, yet due to risk appetite and stringent regulation, banks are more constrained. Bringing in alternative and flexible capital allows companies to grow, yet the market can be overwhelming with numerous complex loan options offered to borrowers. Direct Lenders can offer effective rates with little or no equity dilution of your business, enabling businesses to make acquisitions, refinance bank lenders, consolidate the shareholder base, and grow activities. To read more, turn to our Direct Lending guide on page 27.

Alternative Lending in action: Case study



Direct lenders provide innovative hybrid facility to fund Silverfleet's acquisition of Collectia



Acquired by Silverfleet in February 2020, Collectia A/S is a leading credit management services provider based in Denmark. Collectia's proprietary technology-enabled platform has supported the business' rapid historical growth and, supported by Silverfleet's investment, will enable the Company to continue this growth trajectory and expansion.



Mark Piasecki
Partner –
Silverfleet Capital

Founded in 1998, and headquartered in Brøndby, Collectia is a leading credit management services provider based in Denmark. The Company has both debt collection and debt purchase businesses, and operates primarily in Denmark, with a niche presence in Sweden, Norway and Germany. Collectia employs over 175 staff and serves approximately 13,000 corporate customers, across over 600,000 active cases.

where the Company provides credit score information to its customers. In addition, Collectia has made several strategic acquisitions to expand its presence across the Nordic region and in Germany.

Due to the unusual dual nature of the business with both debt collection ("DC") and debt purchase ("DP"), Silverfleet recognised they would need a unique financing structure and appointed the Deloitte Debt & Capital Advisory team as advisors to explore potential financing options. The primary objective was to provide a bespoke structure with flexibility to support the Company's growth strategy across both debt collection and debt purchase. Prior to Silverfleet's acquisition, the Company's debt had been provided exclusively by a local Danish bank on an ad-hoc need-based-basis, with funding needs being assessed on the Company as a whole rather than separating the DC and DP businesses. The Company's rapid growth and the varying funding needs of the debt purchase and debt collection sides of the business meant that the company required a financing structure that reflected and supported this dynamic.



Robert Knight
Principal –
Silverfleet Capital

Collectia is a highly differentiated business, with its proprietary technology platform, credit database and advanced data analytics capabilities, and has experienced strong top-line growth as a result. This has translated into a more-than-doubling of EBITDA from 2017 to 2019 due to the business' scalable operational platform. These characteristics, along with attractive macro dynamics in the debt collection sector, mean that Collectia has significant potential to build market share in both existing and new markets. In recent years, Collectia has diversified beyond its core debt collection business by increasing its exposure to debt purchasing. It is also launching a credit control service for the Danish market,

Collectia's scalable business model and impressive financial profile naturally lent itself to a debt structure including favourable and flexible acquisition criteria, both for the acquisition of new loan books and traditional M&A, with the ability to debt fund a strong pipeline of opportunities. Coupled with this was the requirement for a covenant suite that protected both parts of the business, segregated for the purposes of testing, but maintaining the flexibility to utilise cash across both businesses.

With this objective in mind, Silverfleet and Deloitte worked collaboratively to devise a funding structure that would work for the growth objectives of the business, and give lenders appropriate protection across the two aspects of the business. Given the unique nature of the business, a bespoke financing structure was designed to fund both the DC piece, with a cashflow-type facility, and the DP piece, with an Asset Based Lending type facility. The complexity of the chosen structure immediately moved the preferred lending partner away from banks to a direct lender, with the preference of a single lender to provide all of the funding.

The standout difference between the banks and direct lenders was the ability to provide asset backed financing alongside a more traditional cashflow lend..

Rob Knight, Principal, Silverfleet on Deloitte Debt & Capital Advisory's value add through the auction process – "There are many well-known differences between direct lenders and the banks, but there are also huge differences among the direct lenders themselves. This was particularly apparent in this transaction, with several lenders being able to provide either the cashflow lend or Asset Based Lend, but not both. Deloitte's knowledge and experience of direct lenders allowed us to identify those parties that met the desired criteria, whilst also exploring other viable options, in a lending market where Collectia had no previous experience"

Another reason for selecting a direct lender was the ability to provide further capital and a greater desire to deploy in larger quantities.

The process continued with the Deloitte Debt & Capital Advisory team supporting negotiation of terms, documentation, and working closely with the due diligence providers and lawyers to ensure the efficient completion of the transaction. This included the design of proprietary financial covenant technology whereby secondary conditions enabled cash sweeping between the two parts of the business whilst still keeping them segregated. Each part of the Company was assessed on a standalone basis, with Net Leverage or LTV covenants for the DC and DP businesses, respectively, with an overarching Group covenant in place to track the potential future shift in weighting of the two parts of the business.

Mark Piasecki on deal close said of the Deloitte team "The attitude and level of professionalism you approach every deal with us is stand out."

Collectia A/S

Founded in 1998 and headquartered in Brøndby, Collectia is a fast-growing debt collection and debt purchase business operating primarily in Denmark with a niche presence in Sweden, Norway and Germany. The Company employs over 175 staff and serves approximately 13,000 corporate customers across over 600,000 active cases.

Silverfleet's investment in Collectia builds on Silverfleet's extensive experience in the Financial Services sector and complements the firm's strategy of leveraging attractive macro dynamics – in this case increasing regulation. New Danish and EU-wide regulation is driving continued outsourcing of debt collection to specialist service providers such as Collectia.

Silverfleet's investment will enable Collectia to accelerate its growth trajectory by using its superior technology to develop further its debt collection processes; scale its debt purchase operations; and continue its expansion internationally through selective acquisitions in attractive niche verticals.

Alternative Lender Deal Tracker H1 2020 Deals

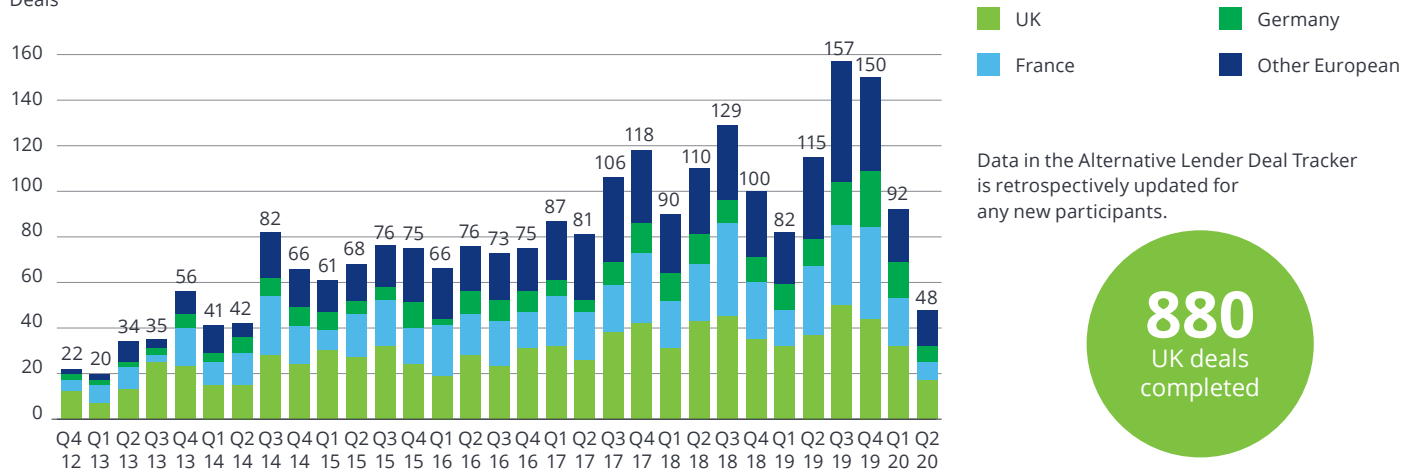


The Alternative Lender Deal Tracker now covers 60 lenders and a reported 2433 deals

Alternative Lender Deal Tracker

Currently covers 60 leading Alternative Lenders. Only UK and European deals are included in the survey.

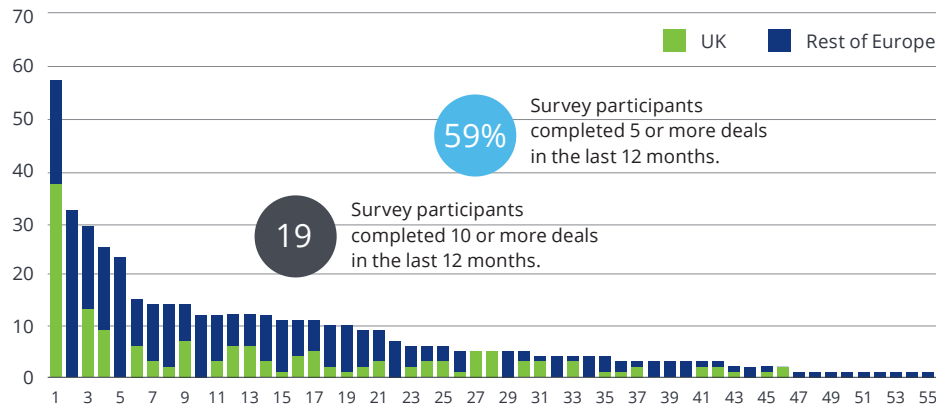
Deals



Data in the Alternative Lender Deal Tracker is retrospectively updated for any new participants.

880
UK deals completed

Deals completed by each survey participant (Last 12 months)



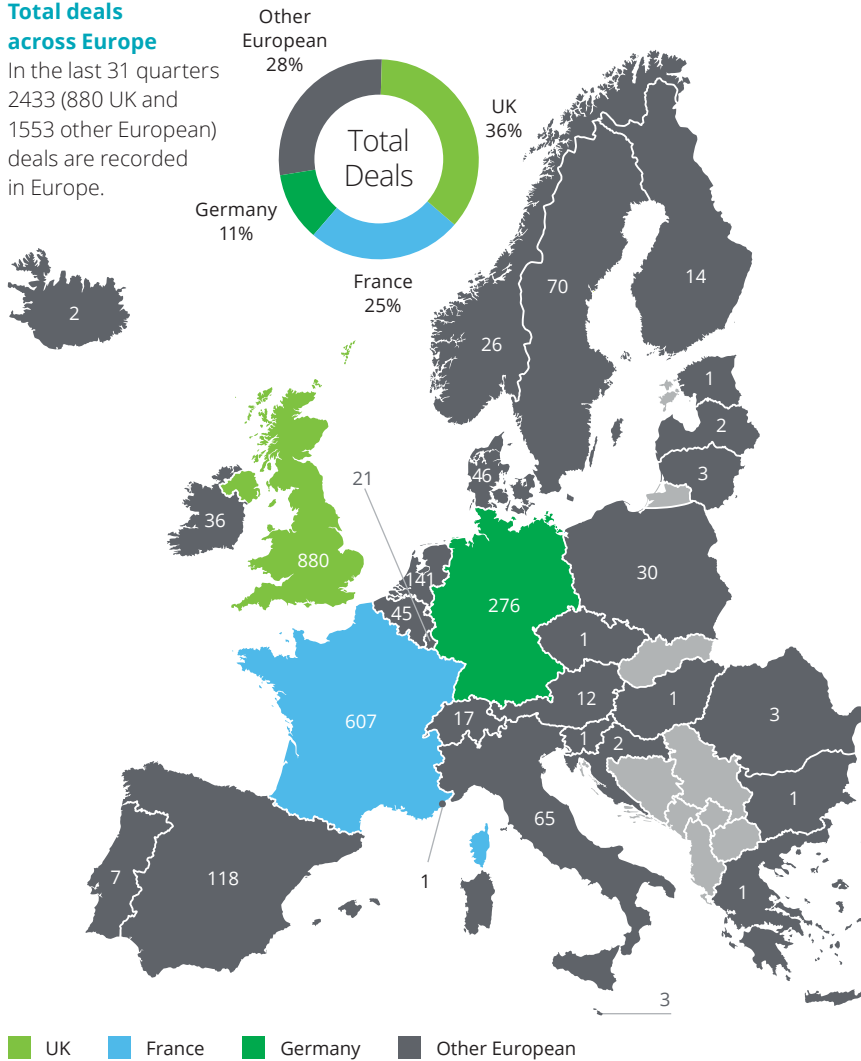
1,553
Euro deals completed

2,433
Total deals completed

Direct Lenders increasingly diversifying geographies

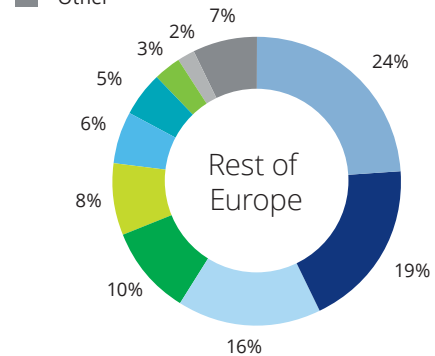
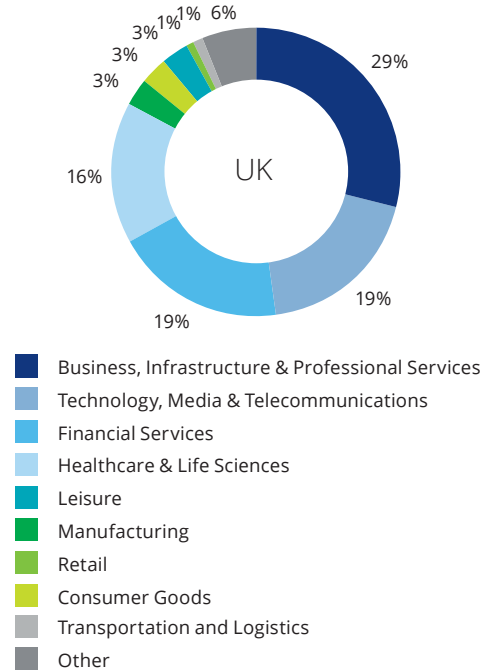
Total deals across Europe

In the last 31 quarters 2433 (880 UK and 1553 other European) deals are recorded in Europe.



Total deals across industries (Last 12 months)

Within the UK, the the Business, Infrastructure & Professional Services industry has been the dominant user of Alternative Lending with 29% followed by TMT with 19%.

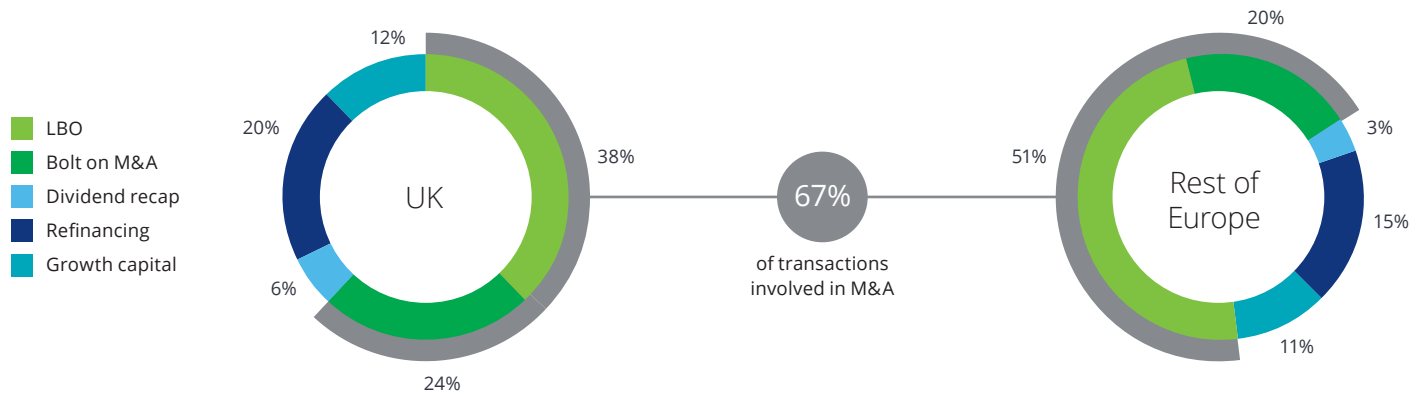


In the rest of Europe there are 5 main industries: TMT, Business, Infrastructure & Professional Services, Healthcare & Life Sciences, Manufacturing and Consumer Goods.

M&A activity still the key driver for Direct Lending deals

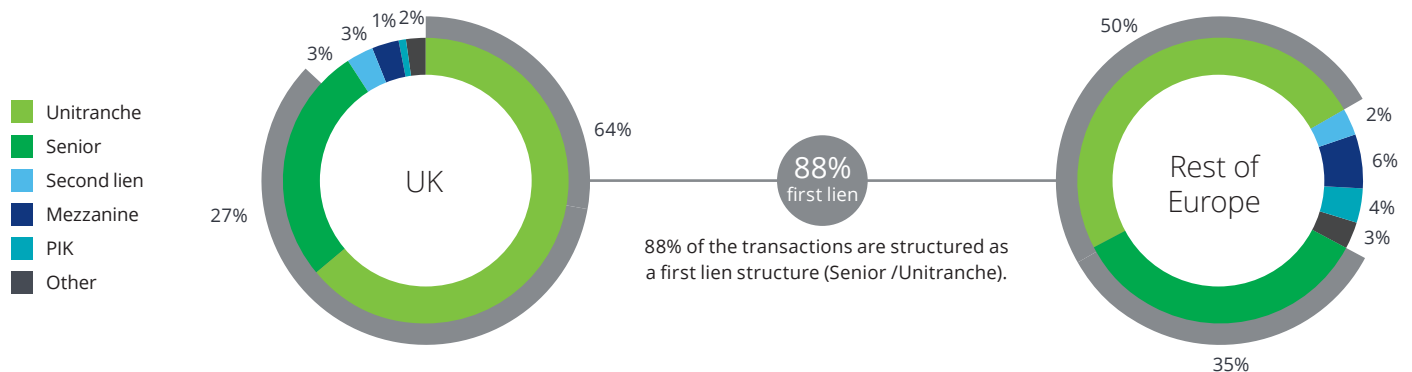
Deal purpose (Last 12 months)

The majority of the deals are M&A related, with 67% of the UK and Euro deals being used to fund a buy out. Out of the 447 deals in the last 12 months, 83 deals did not involve a private equity sponsor.



Structures (Last 12 months)

Unitranche is the dominant structure, with 64% of UK transactions and 50% of European transactions. Subordinate structures represent only 12% of the transactions.



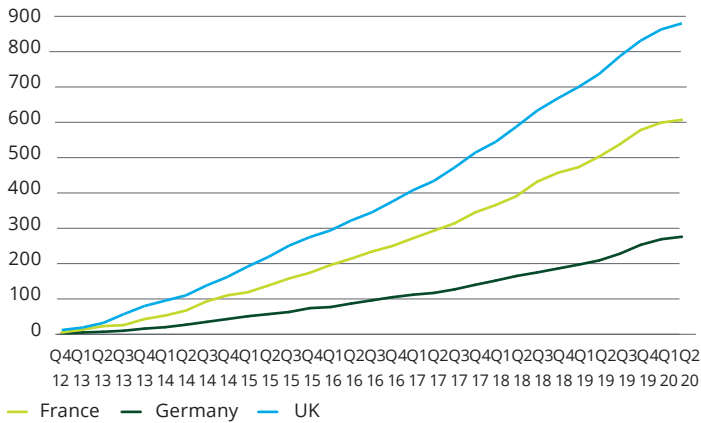
*For the purpose of the deal tracker, we classify senior only deals with pricing L + 650bps or above as unitranche. Pricing below this hurdle is classified as senior debt.

The UK still leading as the main source of deal volume for Direct Lenders in Europe

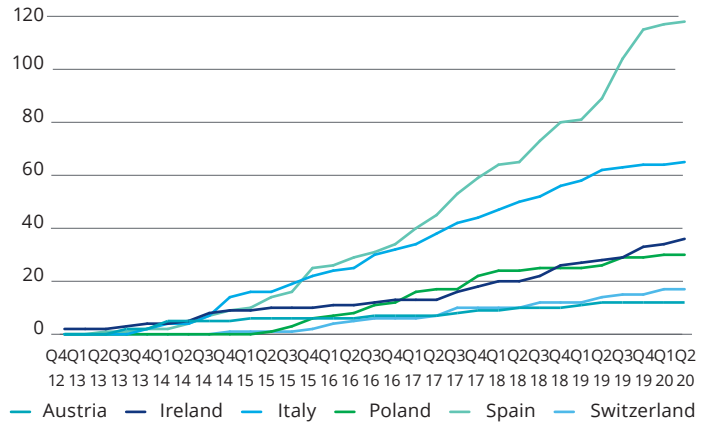
Cumulative number of deals per country

The number of deals is increasing at different rates in various European countries. The graphs below show countries that have completed 5 or more deals up to and including H1 2020.

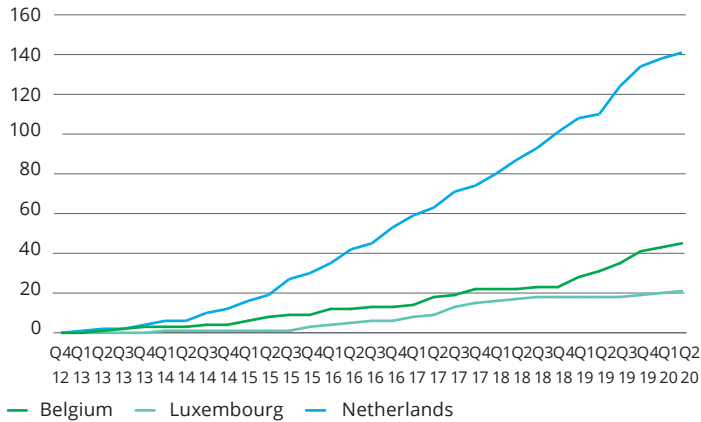
Largest geographic markets for Alternative Lenders



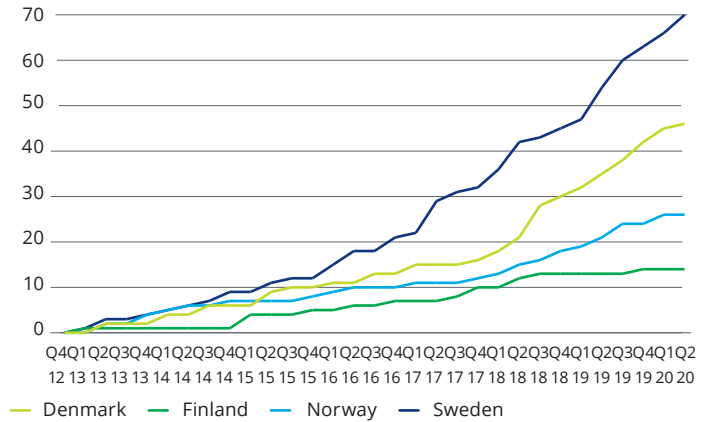
Other European



Benelux



Nordics

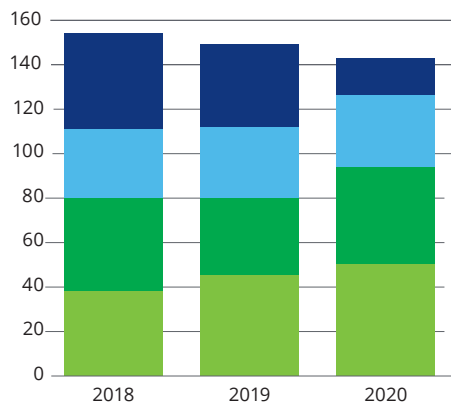


Direct Lending is growing in each of the main European markets

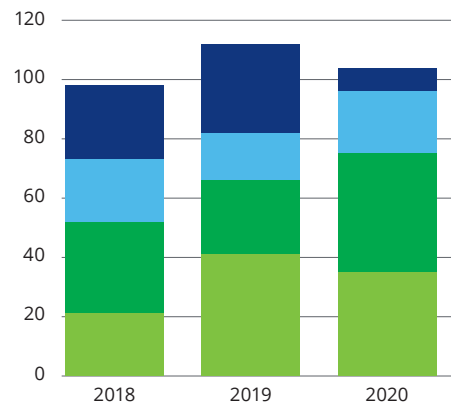
Comparison of deals for the last three years on a LTM basis for selected European countries

On average, over time the number of deals is increasing with positive CAGR between 2018 and 2019 in all of the countries shown below. Volatility in H1 2020 may disrupt this trend but it is too early to determine the long-term impact.

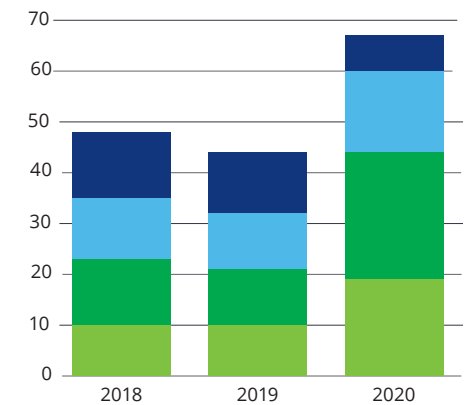
UK



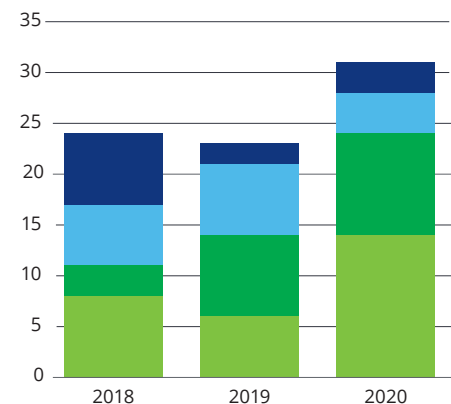
France



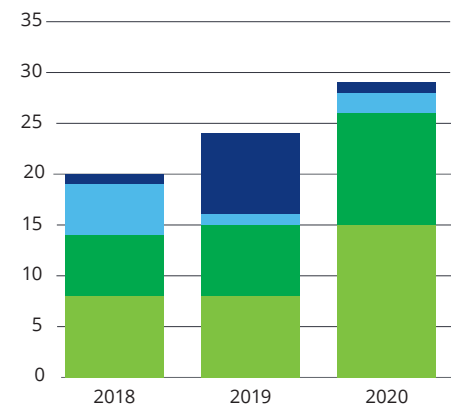
Germany



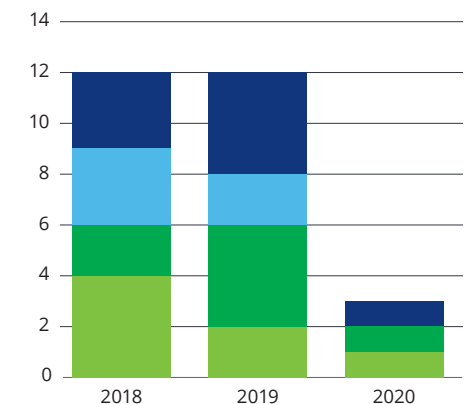
Netherlands



Spain



Italy



■ Q3 ■ Q4 ■ Q1 ■ Q2

Which landmark unitranche deals have been completed?

Selected Landmark Unitranche Deals (>€90m)

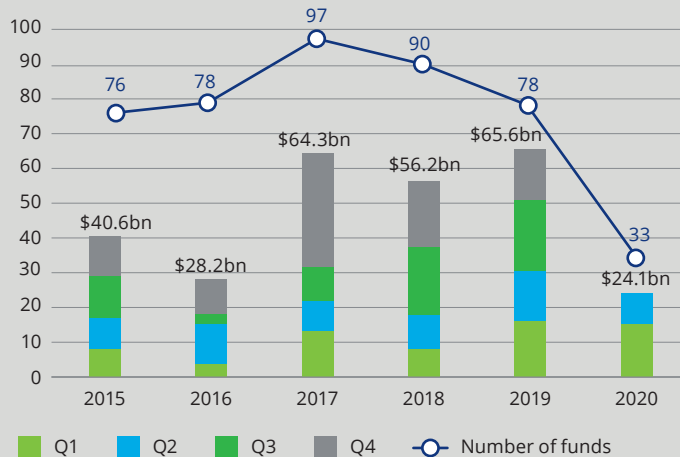
Borrower	Country	Unitranche in €m	Lenders	Sponsor	Date
TSG Solutions	France	~300	ICG	✓	Jun-20
Vision Healthcare	Belgium	~100	Hayfin	✓	Jun-20
Weka	Germany	~100	Hayfin	✓	Jun-20
Laboratoire X.O (Proton)	France	~150	Ares	✓	Jun-20
EuroParcs	Netherlands	~100	Ares	✓	Jun-20
Eleda	Sweden	~250	Ares	✓	Jun-20
Rosemont/ Primrose	UK	~150	Ares	✓	Jun-20
Ardonagh	UK	~1100	Ares	✓	Jun-20
BBI Group	UK	~100	Ares	✓	May-20
Dedalus	Italy	~150	Tikehau Capital, THCP	✓	May-20
Polyplus	France	~150	Tikehau Capital, Goldman Sachs Private Debt	✓	Apr-20
Schuelke	Germany	~400	HPS	✓	Apr-20
Fishawack	UK	~150	Arcmont, Goldman Sachs Private Debt	✓	Mar-20
QSPR	Germany	~500	Ares	✓	Mar-20
M247 Group	UK	~100	Ares	✓	Mar-20
Collectia	Denmark	~100	Alcentra	✓	Mar-20
Marston Group	UK	~200	Alcentra, Arcmont	✓	Mar-20
Auction Technology Group	UK	~100	Crescent	✓	Feb-20
GRP Group	UK	~350	Ares	✓	Feb-20
Mark System	France	~150	Ares	✓	Feb-20
Lumenis	Netherlands	~400	Alcentra	✓	Feb-20
Destiny	Belgium	~100	Tikehau Capital	✓	Jan-20
Aspen Pumps	UK	~200	Park Square, SMBC	✓	Jan-20
Ocorian / Eстера	UK	~500	Ares	✓	Jan-20
Circle-BMI Group	UK	~250	Ares	✓	Dec-19
Opus Group	Sweden	~300	Ares	✓	Dec-19
Primonial	France	~100	Ares	✓	Dec-19
Kids Foundation	Netherlands	~100	Ares	✓	Dec-19
Wifirst	France	~100	Pemberton, Tikehau	✓	Dec-19
EuroTechnoCom	France	~300	Pemberton, Permira	✓	Dec-19
Looping	France	~200	Hayfin	✓	Dec-19
Sogelink	France	~150	Hayfin	✓	Dec-19
Valeur & Capital	France	~50	Hayfin	✓	Dec-19
Kerridge Commercial Systems	UK	~100	Guggenheim	✓	Dec-19
Siblu	France	~100	Arcmont	✓	Dec-19
Accelya	Spain	~100	Arcmont	✓	Dec-19

200 400 600 800 1000 1200 1400

Source: LCD, an offering of S&P Global Market Intelligence, Deloitte research and other publicly available sources.

Direct Lending fundraising

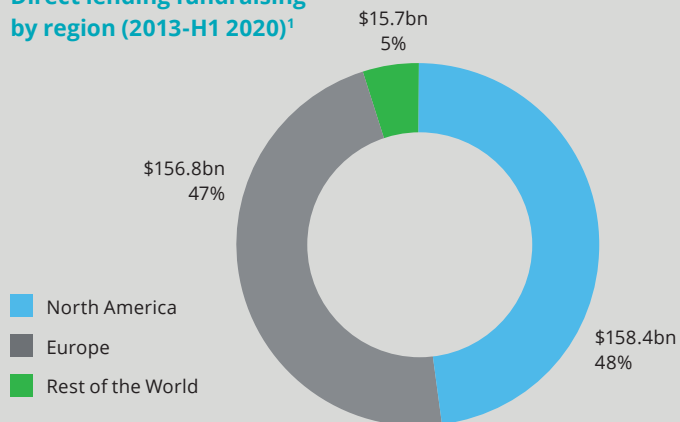
Global Direct Lending fundraising by quarter¹



Select largest European funds with final closing in 2020¹

- GSO European Senior Debt Fund II – **\$4,550m**
- Permira Credit Solutions Fund IV – **€3,400m**
- Crescent European Specialty Lending Fund II – **€1,600m**
- Tresmares Direct Lending I – **€900m**

Direct lending fundraising by region (2013-H1 2020)¹

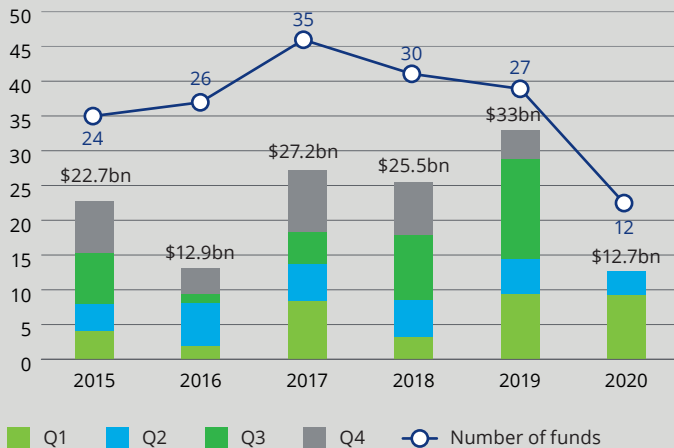


Select largest US funds with final closing in 2020¹

- Antares Senior Loan – **\$3,000m**
- Churchill Middle Market Senior Loan Fund II – **\$2,000m**
- H.I.G. WhiteHorse Principal Lending Fund – **\$1,100m**
- AEA Middle Market Debt Fund IV – **\$1,064m**

¹ Data sourced from preqin

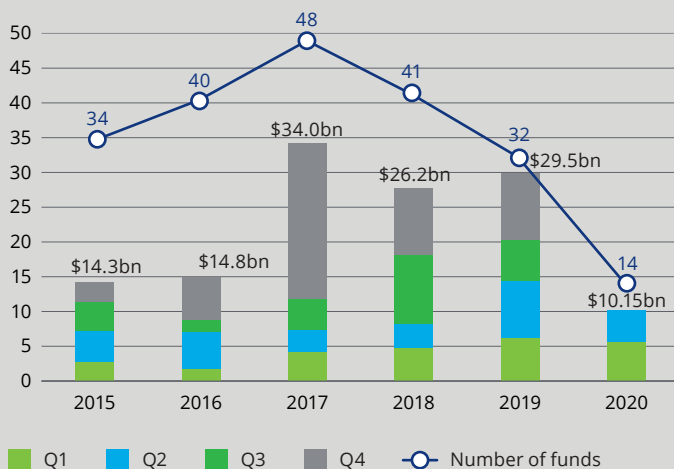
Europe Direct Lending fundraising by quarter¹



Global Trends¹

- Demand for private debt remains strong, as companies around the world refinance legacy debt, often extending maturities at significant discounts. Firms with solid underlying businesses may be experiencing short-term COVID-19 induced cash flow issues and the private debt market is well-placed to step-in and alleviate these pressures, often using varying structures, depending upon the nature of the business.
- Companies are also becoming increasingly creative in their search for financing, with asset-backed deals on the rise.
- In-line with other asset classes, the private debt market is experiencing a process of capital consolidation, with the largest fund managers and large-scale funds benefiting, at the expense of new fund managers. Where large fund managers have existing relationships, they can be leveraged, particularly in times such as now, when cultivating new relationships can be difficult.

North America Direct Lending fundraising by quarter¹



European Market¹

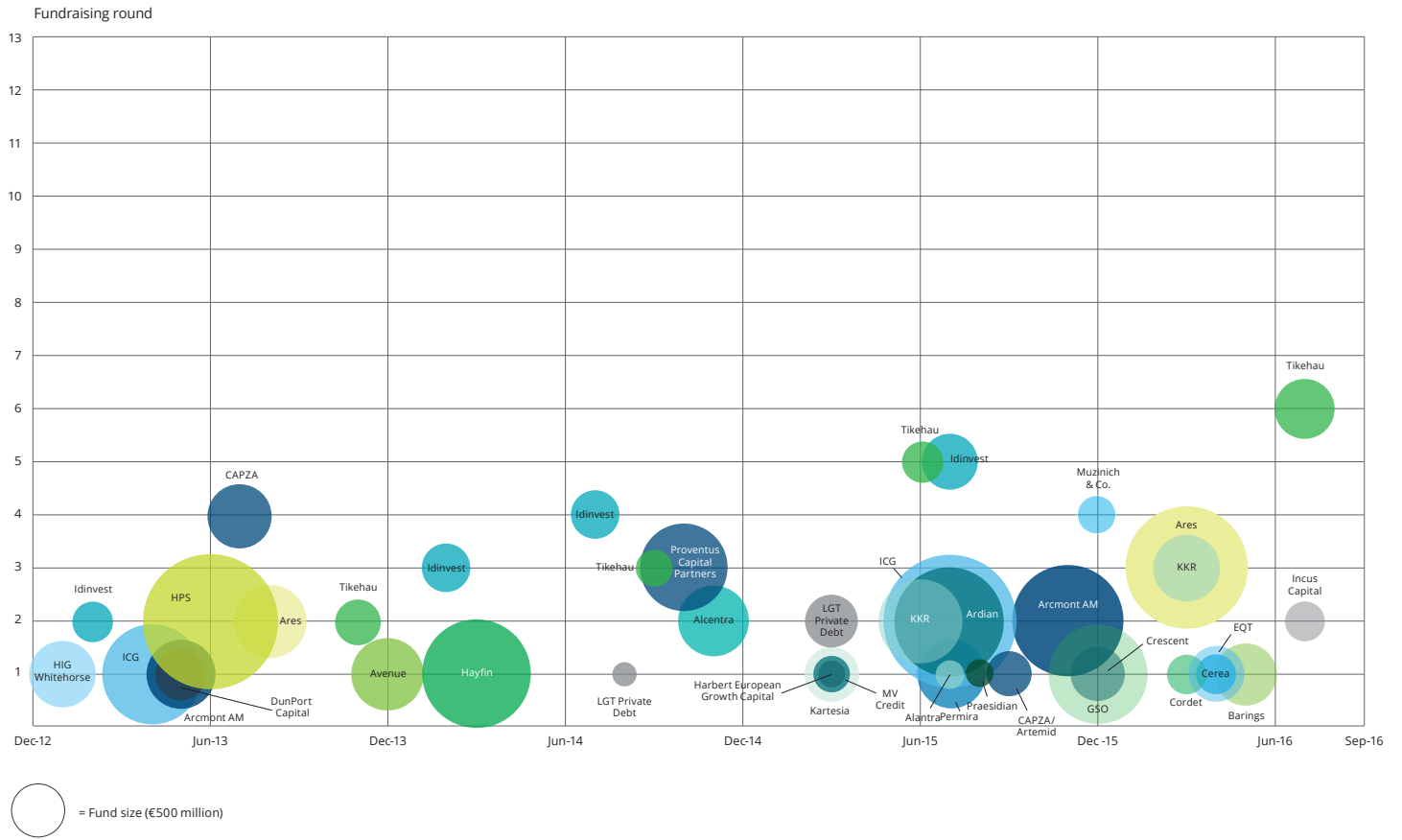
- Average fund sizes in 2019 and YTD 2020 are above \$1bn, indicating demand for allocations to the largest funds.

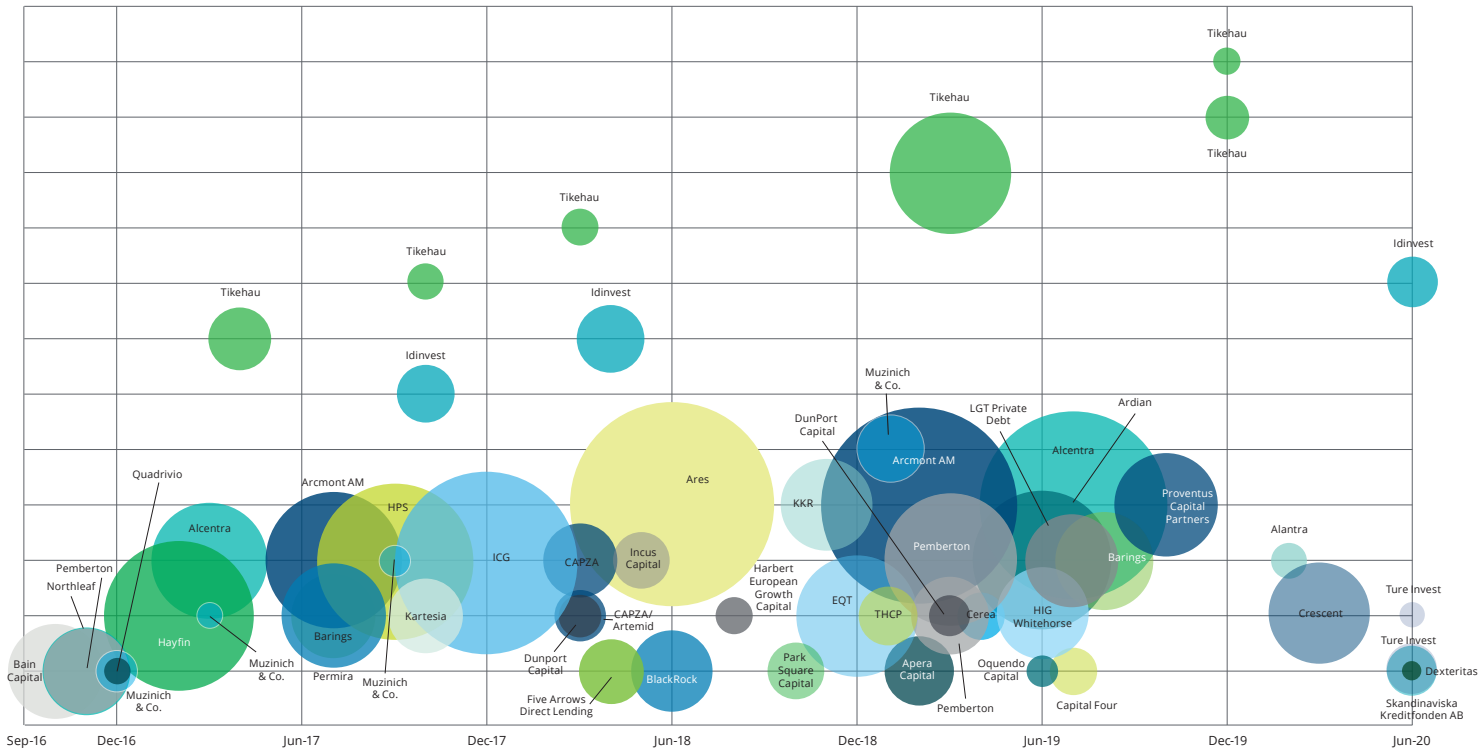
US Market¹

- Both aggregate capital and the number of funds closed peaked during 2017, yet since then aggregate capital raised has remained elevated, while the number of funds closed has gradually fallen.

Senior: How much funds have been raised by which Direct Lending managers?

Senior Direct Lending fundraising focused on the European market

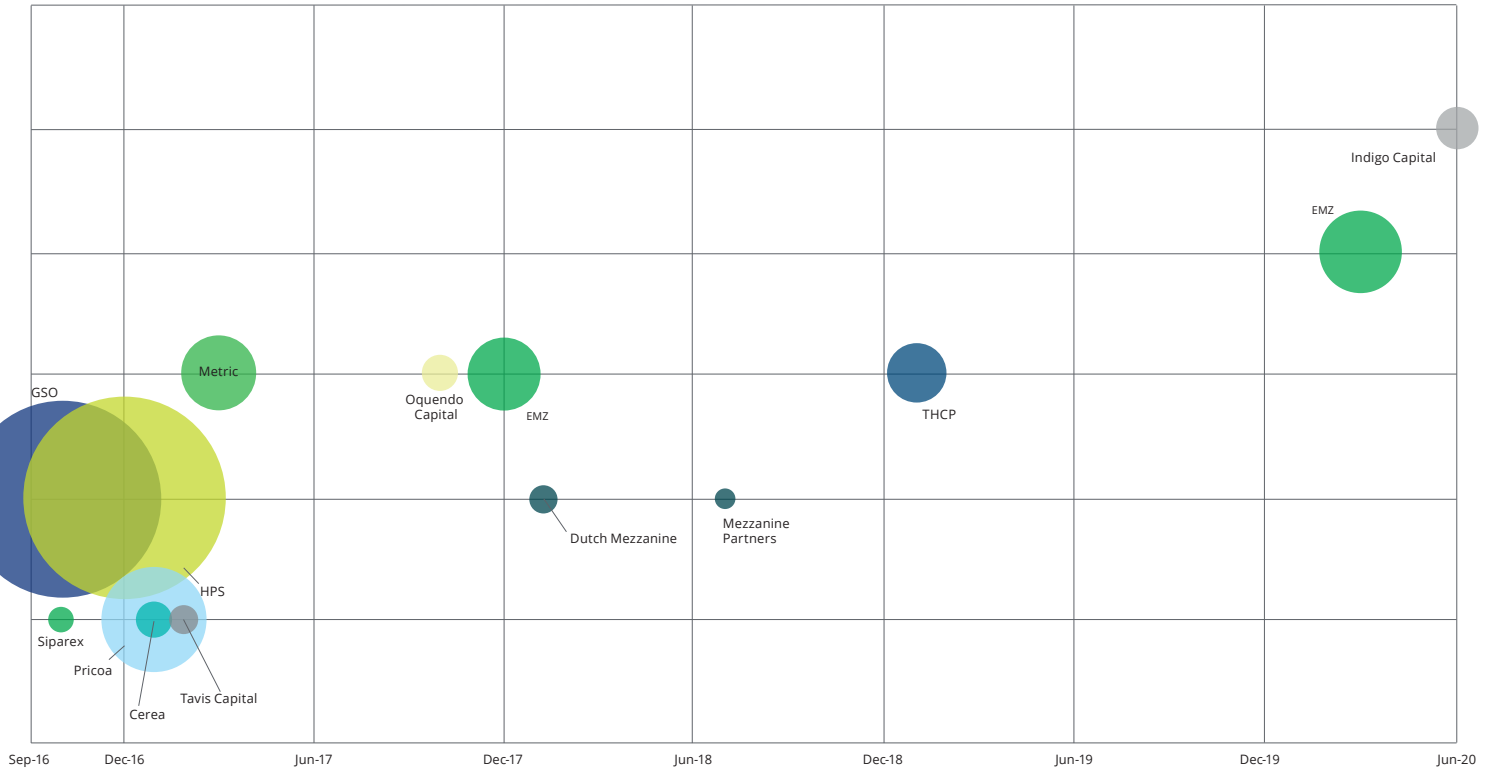




Junior/Growth: How much funds have been raised by which Direct Lending managers?

Junior/Growth Capital Direct Lending fundraising focused on the European market





How much funds have been raised by which Direct Lending managers?

An overview of some of the largest funds raised in the market

Alternative Lenders	Date	Size (m) w/o leverage	Investment Strategy	Geography
Alantra				
Alteralia SCA SICAV RAIF	Q1 20	€200	Senior	Europe
Alteralia SCA SICAR	Q3 15	€139	Senior	Europe
Alcentra				
European Direct Lending Fund III	Q3 19	€5,500	Senior and Junior	Europe
Direct Lending Fund	Q1 17	€2,100	Senior and Junior	Europe
European Direct Lending Fund	Q4 14	€850	Senior and Junior	Europe
Direct Lending Fund	Q4 12	€278	Senior and Junior	Europe
Apera Capital				
Apera Capital Private Debt Fund I	Q1 19	€750	Senior and Junior	Europe
Arcmont Asset Management				
Arcmont Senior Fund III	Q1 19	€6,000	Senior and Junior	Europe
Arcmont Senior Loan Fund I	Q3 17	€2,900	Senior	Europe
Arcmont Direct Lending Fund II	Q4 15	€2,100	Senior and Junior	Europe
Arcmont Direct Lending Fund I	Q2 13	€810	Senior and Junior	Europe
Ardian				
Axa Private Debt Fund IV	Q2 19	€3,300	Senior and Junior	Europe
Ardian Private Debt Fund III	Q3 15	€2,026	Senior and Junior	Europe
Axa Private Debt Fund II	Q2 10	€1,529	Senior and Junior	Europe
Ares				
ACE IV	Q2 18	€6,500	Senior	Europe
ACE III	Q2 16	€2,536	Senior and Junior	Europe
ACE II	Q3 13	€911	Senior and Junior	Europe
ACE I	Q4 07	€311	Senior	Europe
Bain Capital				
Bain Capital Specialty Finance	Q4 16	€1,406	Senior	Global
Bain Capital Direct Lending 2015 (Unlevered)	Q4 15	€56	Junior	Global
Bain Capital Direct Lending 2015 (Levered)	Q1 15	€433	Junior	Global
Bain Capital Middle Market Credit 2014	Q4 13	€1,554	Junior	Global
Bain Capital Middle Market Credit 2010	Q2 10	€1,017	Junior	Global
Barings				
European Private Loan Fund II	Q3 19	€1,500	Senior and Junior	Europe
Global Private Loan Fund II	Q3 17	\$1,300	Senior and Junior	Global
Global Private Loan Fund I	Q2 16	\$777	Senior and Junior	Global

Alternative Lenders	Date	Size (m) w/o leverage	Investment Strategy	Geography
Blackrock				
BlackRock European Middle Market Private Debt Fund I	Q2 17	€602	Senior	Europe
Capital Four				
Capital Four Strategic Credit Fund	Q3 19	€350	Senior and Junior	Europe
Capital Four Strategic Lending Fund	Q3 15	€135	Junior	Europe
Capital Four Nordic Leverage Finance Fund	Q4 13	€200	Junior	Europe
Capzanine				
Capzanine 4 Private Debt	Q1 18	€850	Senior and Junior	Europe
Artemid Senior Loan 2	Q1 18	€413	Senior	Europe
Artemid CA	Q3 15	€70	Senior	Europe
Artemid Senior Loan	Q3 15	€345	Senior	Europe
Capzanine 3	Q3 12	€700	Senior and Junior	Europe
Capzanine 2	Q3 07	€325	Senior and Junior	Europe
Capzanine 1	Q1 05	€203	Senior and Junior	Europe
Céréa				
Céréa Dette II	Q2 19	€350	Senior	Europe
Céréa Mezzanine III	Q1 17	€200	Junior	Europe
Céréa Dette	Q2 16	€270	Senior	Europe
Dexteritas				
Dexteritas Dutch Credit Opportunities Fund	Q4 20	€55	Senior	Europe
Dunport Capital Management				
Elm Corporate Credit DAC	Q2 18	€283	Senior and Junior	Europe
Ireland Corporate Credit DAC	Q3 13	€450	Senior and Junior	Europe
Dutch Mezzanine				
Dutch Mezzanine Fund II	Q1 18	€122	Junior	Europe
Dutch Mezzanine Fund I	Q1 13	€60	Junior	Europe
EMZ				
EMZ 9	Q1 20	€1,043	Junior	Europe
EMZ 8	Q4 17	€815	Junior	Europe
EMZ 7	Q1 14	€695	Junior	Europe
EMZ 6	Q1 09	€640	Junior	Europe
EQT				
EQT Mid-Market Credit II	Q2 20	€2,300	Senior	Europe
EQT Mid Market Lending	Q2 16	€530	Senior	Europe
Five Arrows				
Five Arrows Direct Lending	Q1 18	€655	Senior and Junior	Europe
Five Arrows Credit Solutions	Q2 14	€415	Junior	Europe
GSO				
Capital Opportunities Fund II	Q4 16	\$6,500	Junior	Global
European Senior Debt Fund	Q4 15	\$1,964	Senior	Europe
Capital Opportunities Fund I	Q1 12	\$4,000	Junior	Global
Harbert European Growth Capital				
Harbert European Growth Capital Fund II SCSp	Q3 18	€215	Senior and Junior	Europe
Harbert European Growth Capital Fund I	Q1 15	€122	Senior	Europe

Alternative Lenders	Date	Size (m) w/o leverage	Investment Strategy	Geography
Hayfin				
Direct Lending Fund II	Q1 17	€3,500	Senior	Europe
Direct Lending Fund I	Q1 14	€2,000	Senior	Europe
HIG				
H.I.G. Whitehorse Loan Fund III	Q1 13	€750	Senior and Junior	Europe
H.I.G. Bayside Loan Opportunity Fund V (Europe)	Q2 19	\$1,500	Senior and Junior	Europe
HPS Investment Partners				
Speciality Loan Fund 2016	Q3 17	\$4,500	Senior	Global
Mezzanine Partners Fund III	Q4 16	\$6,600	Junior	Global
Highbridge Speciality Loan Fund III	Q2 13	€3,100	Senior	Global
Mezzanine Partners Fund II	Q1 13	\$4,400	Junior	Global
Highbridge Speciality Loan Fund II	Q2 10	€1,100	Senior	Global
Mezzanine Partners Fund I	Q1 08	\$2,100	Junior	Global
ICG				
Senior Debt Partners III	Q4 17	€5,200	Senior	Europe
Senior Debt Partners II	Q3 15	€3,000	Senior	Europe
ICG Europe Fund VI	Q1 15	€3,000	Junior	Europe
Senior Debt Partners I	Q2 13	€1,700	Senior	Europe
ICG Europe Fund V	Q1 13	€2,500	Junior	Europe
Idinvest				
Idinvest Senior Debt 5	Q3 19	€250	Senior	Europe
Idinvest Private Debt IV	Q2 18	€715	Senior and Junior	Europe
Idinvest Dette Senior 4	Q4 16	€300	Senior	Europe
Idinvest Dette Senior 3	Q3 15	€530	Senior	Europe
Idinvest Dette Senior 2	Q3 14	€400	Senior	Europe
Idinvest Private Debt III	Q1 14	€400	Senior and Junior	Europe
Idinvest Private Value Europe II	Q4 13	€50	Junior	Europe
Idinvest Dette Senior	Q1 13	€280	Senior	Europe
Idinvest Private Value Europe	Q2 12	€65	Junior	Europe
Idinvest Private Debt	Q3 07	€290	Senior and Junior	Europe
Incus Capital				
Incus Capital European Credit Fund III	Q2 18	€500	Senior and Junior	Europe
Incus Capital Iberia Credit Fund II	Q3 16	€270	Senior and Junior	Europe
Incus Capital Iberia Credit Fund I	Q4 12	€128	Senior and Junior	Europe
Indigo Capital				
Fund V	Q3 07	€220	Junior	Europe
Fund IV	Q3 03	€200	Junior	Europe
Fund III	Q3 00	€100	Junior	Europe
Kartesia				
Kartesia Credit Opportunities IV	Q4 17	€870	Senior and Junior	Europe
Kartesia Credit Opportunities III	Q1 15	€508	Senior and Junior	Europe

Alternative Lenders	Date	Size (m) w/o leverage	Investment Strategy	Geography
KKR				
KKR Lending Partners III L.P. ("KKRLP III")	Q4 18	\$1,498	Senior	Global
Fund Lending Partners Europe	Q1 16	\$850	Senior and Junior	Europe
Fund Lending Partners II	Q2 15	\$1,336	Senior and Junior	Global
Fund Lending Partners I	Q4 12	\$460	Senior and Junior	Global
LGT Private Debt				
CEPD II	Q3 19	€1,350	Senior and Junior	Europe
Private Debt Fund	Q1 15	€474	Senior and Junior	Europe
UK SME Debt	Q3 14	€100	Senior and Junior	Europe
Metric				
MCP III	Q1 17	€860	Special Situations	Europe
MCP II	Q2 14	€475	Special Situations	Europe
MCP I	Q1 13	€225	Special Situations	Europe
Mezzanine Partners				
Mezzanine Partners II	Q3 18	€65	Junior	Europe
Mezzanine Partners I	Q1 14	€65	Junior	Europe
Muzinich & Co.				
Muzinich Pan-European Private Debt Fund	Q1 19	€ 707	Senior and Junior	Europe
Muzinich French Private Debt Fund	Q3 17	€ 153	Senior	Europe
Muzinich Iberian Private Debt Fund	Q1 17	€ 104	Senior and Junior	Europe
Muzinich Italian Private Debt Fund	Q4 16	€ 268	Senior and Junior	Europe
Muzinich UK Private Debt Fund	Q4 15	€ 250	Senior and Junior	Europe
Northleaf				
Northleaf Private Credit	Q1 14	\$1,400	Senior and Junior	Global
Oquendo Capital				
Oquendo Senior	Q2 19	€155	Senior	Europe
Oquendo III	Q4 17	€200	Junior	Europe
Oquendo II	Q3 14	€157	Junior	Europe
Park Square Capital				
Park Square Capital Partners IV SCSp	Q2 19	€1,235	Juniot	Europe
Park Square Capital European Loan Partners, LP Inc.	Q4 18	€502	Senior	Europe
Park Square Capital Partners III LP	Q1 16	€1,185	Junior	Europe
Pemberton				
Pemberton European Strategic Credit Opportunities Fund	Q1 19	€942	Senior and Junior	Europe
Pemberton European Mid-Market Debt Fund II	Q1 19	€2,740	Senior	Europe
European Mid-Market Debt Fund	Q4 16	€1,140	Senior	Europe
Permira				
Permira Credit Solutions III	Q2 17	€1,700	Senior and Junior	Europe
Permira Credit Solutions II	Q3 15	€800	Senior and Junior	Europe

Alternative Lenders	Date	Size (m) w/o leverage	Investment Strategy	Geography
Pricoa				
Pricoa Capital Partners V	Q1 17	€1,692	Junior	Global
Proventus				
Proventus Capital Partners	Q4 19	€1,670	Senior and Junior	Europe
Proventus Capital Partners III	Q4 14	€1,300	Senior and Junior	Europe
Proventus Capital Partners II/IIB	Q2 11	€835	Senior and Junior	Europe
Proventus Capital Partners I	Q3 09	€216	Senior and Junior	Europe
Siparex				
Siparex	Q4 16	€100	Junior	Europe
Skandinaviska Kreditfonden AB				
Scandinavian Credit Fund I AB	Q2 20	€390	Senior	Europe
Tavis Capital				
Swiss SME Credit Fund I	Q1 17	CHF137	Junior	Europe
Tikehau				
Fund 12	Q4 19	€116	Senior	Europe
Fund 11	Q4 19	€297	Senior	Europe
Fund 10	Q1 19	€2,200	Senior and Junior	Europe
Fund 9	Q1 18	€212	Senior	Europe
Fund 8	Q4 17	€205	Senior and Junior	Europe
Fund 7	Q2 17	€615	Senior	Europe
Fund 6	Q3 16	€610	Senior and Junior	Europe
Fund 5	Q3 15	€290	Senior and Junior	Europe
Fund 4	Q3 15	€19	Senior and Junior	Europe
Fund 3	Q3 14	€230	Senior	Europe
Fund 2	Q4 13	€134	Senior and Junior	Europe
Fund 1	Q4 13	€355	Senior	Europe
Ture Invest				
Ture Invest Fund I	Q2 20	€400	Senior	Europe
Hedda Credit Fund I	Q2 20	€100	Senior	Europe

When to use Alternative Debt?

Situations

Advantages

1	Private Equity acquisitions	▶	✔	Reduce equity contribution and enable more flexible structures
2	Corporates making transformational/ bolt-on acquisitions	▶	✔	Enable growth of private companies with less/no cash equity
3	Growth capital	▶	✔	Enable growth opportunities
4	Consolidation of shareholder base	▶	✔	Enable buy-out of (minority) shareholders
5	Special dividend to shareholders	▶	✔	Enable a liquidity event
6	To refinance bank lenders in over-levered structures	▶	✔	Enable an exit of bank lenders
7	Raising junior HoldCo debt	▶	✔	Increase leverage for acquisitions/ dividends

Direct Lending Professionals

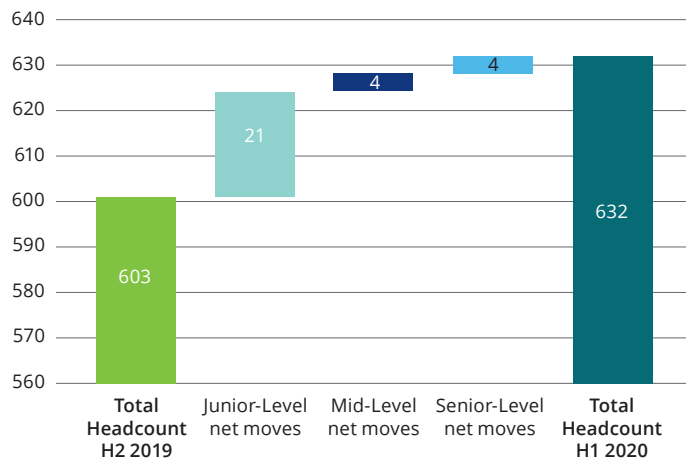
Key statistics and recent moves

Direct Lending Market Headcount

Despite all that has happened so far this year, the Direct Lending market has continued to expand in Europe. Figure 1.0 (below) shows that the number of investment professionals (IPs) has increased from 603 to 632, marking a 5% rise in personnel.

This increase may seem odd given the presence of COVID-19 this year but the virus didn't have a strong impact on the market until March. Notice periods of IPs range between 1 – 6 months so it is likely the effect of COVID-19 on headcount in the Direct Lending market won't be made apparent until H2 this year.

Figure 1. Graph comparing net moves across different levels of seniority between H1 2019 and H2 2019



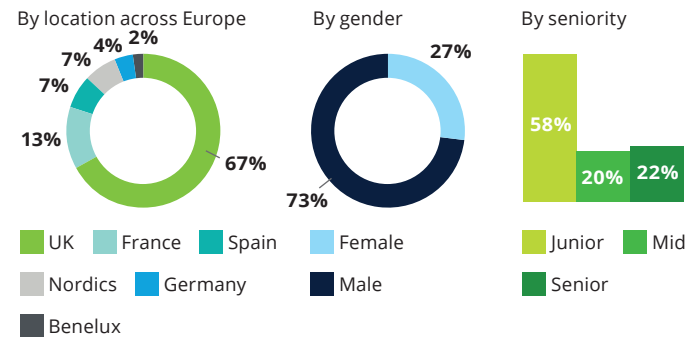
Notes

For the purpose of this analysis, we have included the total investment team headcounts at c. 35 combined Mezzanine / Direct Lending funds (such as Park Square, Crescent Capital). We have excluded investment teams where the large majority of their investment activity is in minority or majority equity. We have also excluded teams whose main activity is in the corporate private placement market.

When analysing seniority, junior-level IPs are those with less than 6 years relevant experience, mid-level constitutes 6-10 years experience, and senior is those with more than 10 years experience.

Percentage numbers around rounded to the nearest whole number

Figure 2. Breakdown of hiring



Breakdown of Hiring

Figure 1 (above) shows the percentage of hires across different geographies in Europe within the Direct Lending market. 67% of hires were in the UK, which is no surprise given the majority of European funds are based in London. France was the location for 13% of hiring, with Spain and the Nordic region accounting for 7% each. 4% of hires were in Germany, and 2% of hires in the Benelux region.

A net addition of 4 IPs was seen at both the Mid and Senior-level. Last year, H1 2019 saw 25 net additions, all at the Junior-level. Gender diversity of hiring into the Direct Lending market continues to improve. So far this year 27% of all hires have been female. This compares to 23% in 2019, 20% in 2018 and 16% in 2017. A clear sustained increase in gender diversity of hires is being observed year on year.

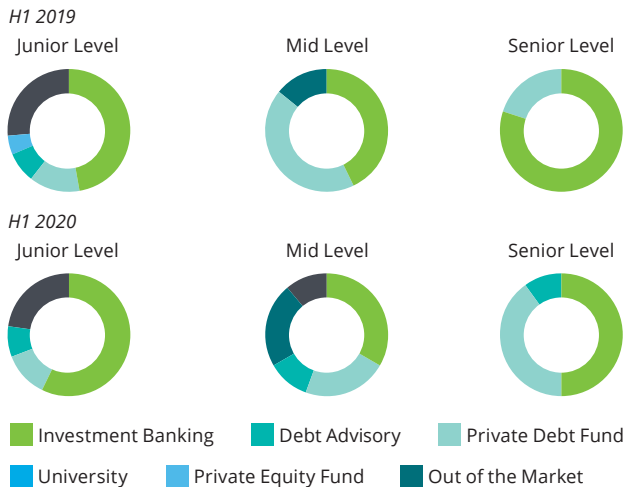
Source of Hires – Breakdown

Figure 3 (below) compares the source of hiring at different levels of seniority in H1 2019 and H1 2020. This year, investment banks have been the most popular source of hiring at all levels of seniority: 58% at the Junior-level; 33% at the Mid-level; 50% at the Senior-level.

Competitor private debt funds have been the second most popular source for hiring. This year it accounted for 12% at the Junior-level, 22% at the Mid-level and 40% at the Senior-level.

When comparing H1 2019 and H1 2020, there are no substantial differences observed across any levels. Given volume of hires at the Mid and Senior-level is much lower than at the Junior-Level there tends to be more fluctuation in the data observed when comparing with previous years.

Figure 3. Pie charts displaying the source of hiring at different levels of seniority in H1 2019 and H1 2020



Recent Notable Direct Lending Moves

Alcentra	Graeme Delaney Smith, Co-Head of European Direct Lending, left TBC
Alcentra	Howard Sharp, Head of European Origination, joins from Park Square
Alcentra	Timothee Delisle, Assistant Vice President, joins from Blackrock
Apollo	Natalia Tsitoura, Head of European Private Debt, joins from Alcentra
Ardian	Florian Haas, Director, joins from Apera Capital
Ares Management	James Cumming, Principal, left TBC
Ares Management	Tom Forrest, Vice President, joins from JP Morgan
Ares Management	Gonzalo Echevarria Rivero, Director, joins from ING
EQT Partners	Alessandro Frau, Vice President, joins from Apollo
GIC	Raymond Tie, Assistant Vice President, joins from MBA
Golub Capital	Tara Moore, Head of European Origination, joins from Guggenheim
H.I.G Whitehorse	Rob de Bruin, Principal, joins from NIBC
HPS Investment Partners	Jean Baptiste Guille-Biel, Vice President, left TBC
HPS Investment Partners	Sagar Kandhari, Vice President, left TBC
Kartesia Advisors	Nick Holman, Director, joins from Santander
KKR	Thierry Aoun, Principal, left for IK Investment Partners
LGT European Capital	Nadine Henker, Managing Director, joins from Bank of Ireland
Proventus	Gabriella Sahlman, Investment Director, left TBC

Paragon Search Partners

Bruce and Andrew are co-Managing Partners of Paragon Search Partners, a London-headquartered search firm focused on the global credit markets, leveraged and acquisition finance, investment banking and private equity.

Office telephone number +44 (0) 20 7717 5000



Bruce Lock
Managing Director
lockb@paragonsearchpartners.com



Andrew Perry
Managing Director
aperry@paragonsearchpartners.com

Insights into the European Alternative Lending market



Alternative Lender '101' guide

Who are the Alternative Lenders and why are they becoming more relevant?

Alternative Lenders consist of a wide range of non-bank institutions with different strategies including private debt, mezzanine, opportunity and distressed debt.

These institutions range from larger asset managers diversifying into alternative debt to smaller funds newly set up by ex-investment professionals. Most of the funds have structures comparable to those seen in the private equity industry with a 3-5 year investment period and a 10 year life with extensions options. The limited partners in the debt funds are typically insurance, pension, private wealth, banks or sovereign wealth funds.

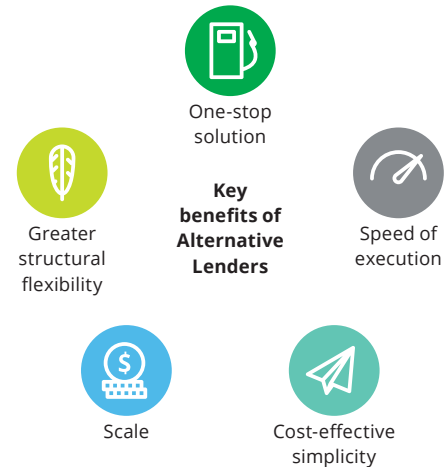
Over the last three years a significant number of new funds have been raised in Europe. Increased supply of Alternative Lender capital has helped to increase the flexibility and optionality for borrowers.

Key differences to bank lenders?

- Access to non amortising, bullet structures.
- Ability to provide more structural flexibility (covenants, headroom, cash sweep, dividends, portability, etc.).
- Access to debt across the capital structure via senior, second lien, unitranche, mezzanine and quasi equity.
- Increased speed of execution, short credit processes and access to decision makers.
- Potentially larger hold sizes for leveraged loans (€30m up to €300m).
- Deal teams of funds will continue to monitor the asset over the life of the loan.

However

- Funds are not able to provide clearing facilities and ancillaries.
- Funds will target a higher yield for the increased flexibility provided.



Euro Private Placement '101' guide

Euro PP for mid-cap corporates at a glance

Since its inception in July 2012, the Euro Private Placement (Euro PP) volumes picked up significantly. After the amendment in the insurance legislation in July 2013, the majority of Euro PPs are currently unlisted. The introduction of a standardised documentation template by the Loan Market Association (LMA) in early 2015 is supportive of a Pan-European roll-out of this alternative source of financing.

Key characteristics of the credit investor base

- Mainly French insurers, pension funds and asset managers
- Buy and Hold strategy
- Target lending: European mid-cap size, international business exposure, good credit profile (net leverage max. 3.5x), usually sponsor-less

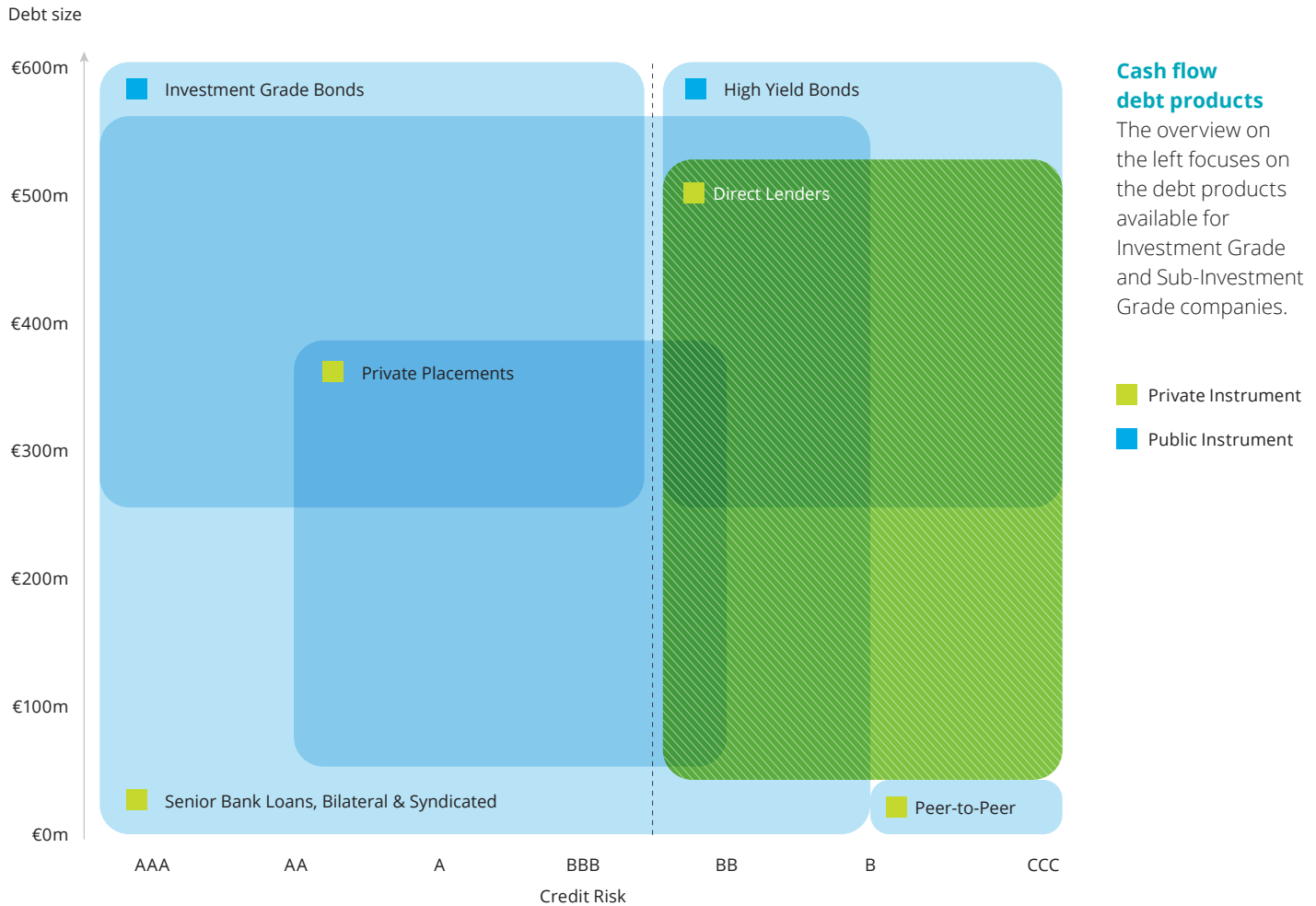
Main features of Euro PP

- Loan or bond (listed or non-listed) – If listed: technical listing, no trading and no bond liquidity
- Usually Senior, unsecured (possibility to include guarantees if banks are secured)
- No rating
- Minimum issue amount: €10m
- Pari passu with other banking facilities
- Fixed coupon on average between 3% and 4.5% – No upfront fees
- Maturity > 7 years
- Bullet repayment profile
- Limited number of lenders for each transaction and confidentiality (no financial disclosure)
- Local jurisdiction, local language
- Euro PPs take on average 8 weeks to issue

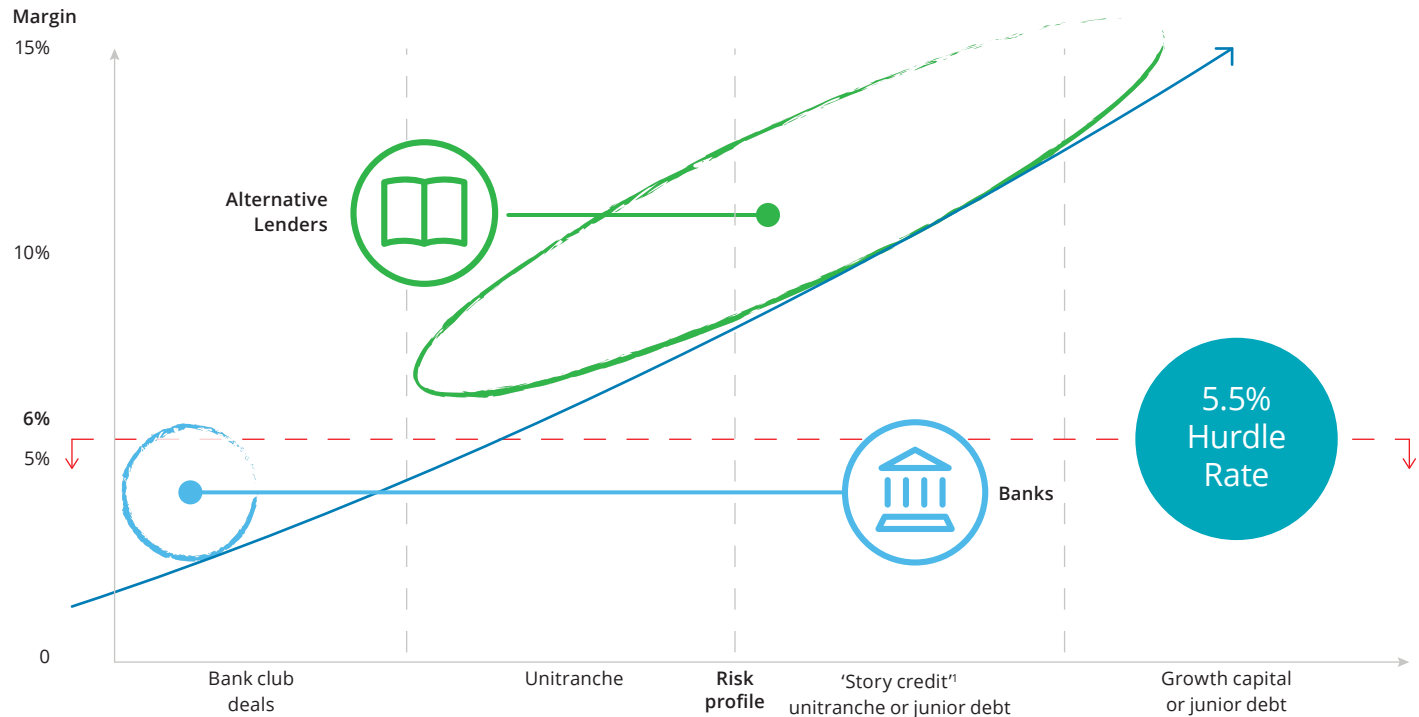
Pros and Cons of Euro PP

- ✓ Long maturity
- ✓ Bullet repayment (free-up cash flow)
- ✓ Diversification of sources of funding (bank disintermediation)
- ✓ Very limited number of lenders for each transaction
- ✓ Confidentiality (no public financial disclosure)
- ✓ Covenant flexibility and adapted to the business
- ✓ General corporate purpose
- ✗ Make-whole clause in case of early repayment
- ✗ Minimum amount €10m
- ✗ Minimum credit profile; leverage < 3.5x

How do Direct Lenders compare to other cash flow debt products?



How do Alternative Lenders compete with bank lenders?



Leveraged loan banks operate in the 350bps to 600bps margin range providing senior debt structures to mainly companies owned by private equity.

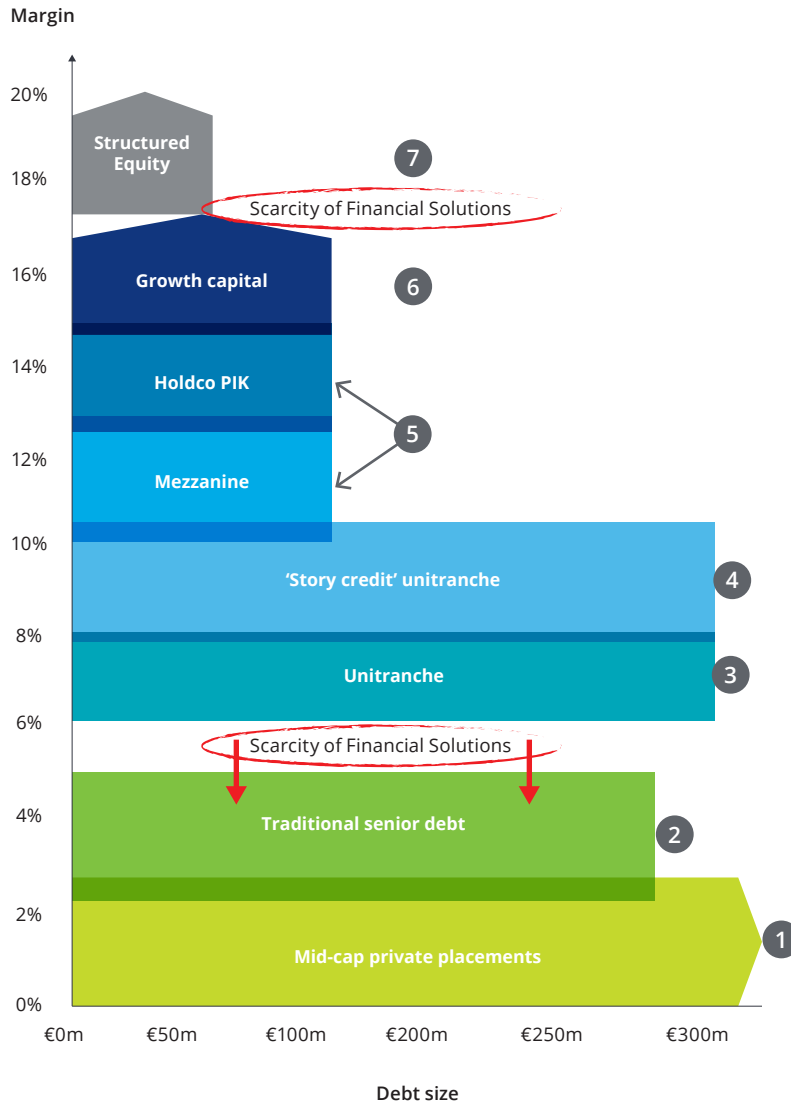
Majority of the Direct Lenders have hurdle rates which are above L+550bps margin and are mostly involved in the most popular strategy of 'plain vanilla' unitranche, which is the deepest part of the private debt market. However, Direct Lenders are increasingly raising senior risk strategies funds with lower hurdle rates.

Other Direct Lending funds focus on higher yielding private debt strategies, including: 'Story credit'¹ unitranche and subordinated debt or growth capital.

Similar to any other asset class the risk return curve has come down over the last 3 years as a result of improvements in the economy and excess liquidity in the system.

¹'Story Credit' – unitranche facility for a company that historically was subject to a financial restructuring or another financial difficulty and as a result there is a higher (real or perceived) risk associated with this investment.

What are the private debt strategies?



We have identified seven distinctive private debt strategies in the mid-market Direct Lending landscape:

- 1 Mid-cap Private Placements
- 2 Traditional senior debt
- 3 Unitranche
- 4 'Story credit' unitranche
- 5 Subordinated (mezzanine/PIK)
- 6 Growth capital
- 7 Structured equity

There is a limited number of Alternative Lenders operating in the L+450bps to L+600bps pricing territory.

A number of large funds are now actively raising capital to target this part of the market.

Direct Lenders approach the mid-market with either a niche strategy (mainly new entrants) or a broad suite of Direct Lending products to cater for a range of financing needs.

The latter is mostly the approach of large asset managers.

Note: Distressed strategies are excluded from this overview

How does the Direct Lending investment strategy compare to other strategies?

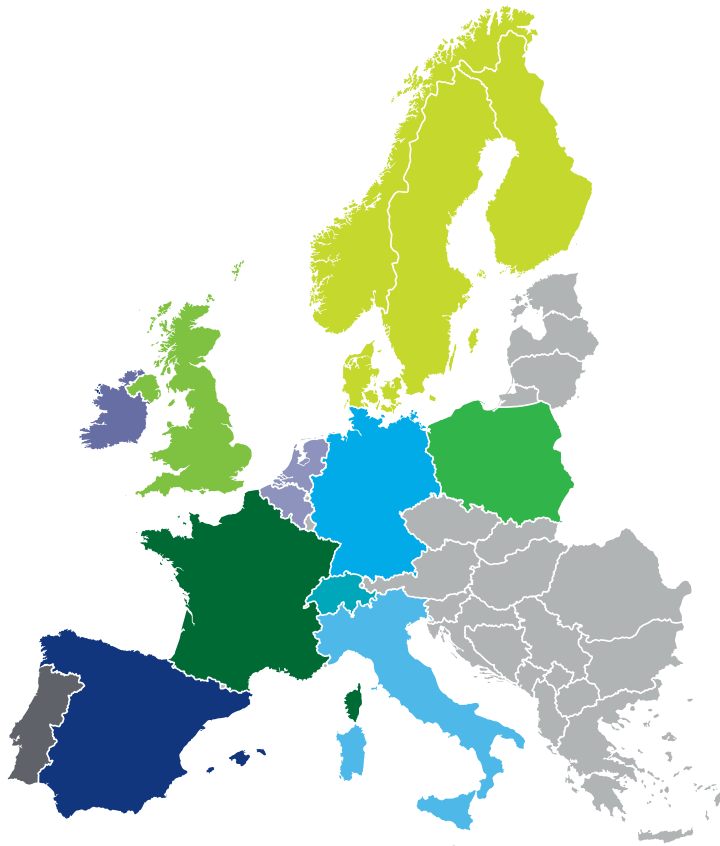
Fund strategy	Description	Target return (Gross IRR)	Investment period	Fund term	Management fee	Preferred return	Carried interest
Direct senior lending	Invest directly into corporate credit at senior levels of the capital structure	5-10%	1-3 years	5-7 years (plus 1-2 optional one year extensions)	Typically around 1% on invested capital	5-6%	10%
Specialty lending/credit opportunities	Opportunistic investments across the capital structure and/or in complex situations Typically focused on senior levels of the capital structure	12-20%	3-5 years	8-10 years (plus 2-3 optional one year extensions)	Typically 1.25 – 1.50% on invested capital or less than 1% on commitments	6-8%	15%-20%
Mezzanine	Primarily invest in mezzanine loans and other subordinated debt instruments	12-18%	5 years	10 years (plus 2-3 optional one year extensions)	1.50 – 1.75% on commitments during investment period, on a reduced basis on invested capital thereafter	8%	20%
Distressed	Invest in distressed, stressed and undervalued securities Includes distressed debt-for-control	15-25%	3-5 years	7-10 years (plus 2-3 optional one year extensions)	Various pending target return and strategy: 1.50 – 1.75% on commitments or 1.50% on invested capital	8%	20%

Management fee – an annual payment made by the limited partners in the fund to the fund's manager to cover the operational expenses.

Preferred return (also hurdle rate) – a minimum annual return that the limited partners are entitled to before the fund manager starts receiving carried interest.

Carried interest – a share of profits above the preferred return rate that the fund manager receives as compensation which is based on the performance of the investment.

Who are the Direct Lenders?



United Kingdom

Alcentra; aperacapital; ARDIAN; ARES; Arcmont

BainCapital; BARINGS; BANTRY BAY; BEECHBROOK; BLACKROCK; citi; CORDET

CRESCENT; CVC; DUNFORT; GUGGENHEIM

HARWOOD; HERMES; ICG; KARTESIA; KKR

HAYFIN; MAGNETAR CAPITAL; M&G; MACQUARIE; Permira; PERMIRA; PEMBERTON

ROTHSCHILD; SMBC; TMC; TDC; Præsidian capital; terra firma

Germany

aperacapital; ARDIAN; ARES; BLACKROCK

CAPZA; EQT; HAYFIN; ICG; idinvest

KARTESIA; PEMBERTON; pride; PERMIRA

Poland

CVI

Spain

ALANTRA; ARES; ICG; idinvest

KARTESIA; CAPZA; HAYFIN; INCUS CAPITAL

KKR; MAGNETAR CAPITAL; PEMBERTON; TREA; oquendo

Nordics

IR CAPITAL FOUR; ARES; CORDET

Kreditfonden; TURE INVEST; PROVENTES

Italy

AZIMUT; ARES; Arcmont

BLACKROCK; CAPZA; EQUITA

PERMIRA; SIXTH STREET PARTNERS

Benelux

CORDET; CVC; DUTCH OF MEGZANNE FUND

Dexteritas; HAYFIN; ICG

KARTESIA; NIBC; PMV; pride; TMC; TO

Ireland

Activate Capital; DUNFORT

BainCapital; CARDINAL CAPITAL GROUP

EARLSFORT CAPITAL

Portugal

INCUS CAPITAL

Switzerland

taviscapital; CREDIT SUISSE

ESO; Partners Group

France

aperacapital; ARDIAN; ARES; bplfinance

BLACKROCK; CVC; cerea; emz; HAYFIN

CAPZA; CAPITAL PARTNERS; KARTESIA

INCUS CAPITAL; ICG; idinvest

KKR; Permira; PERMIRA; PEMBERTON; ROTHSCHILD

Especially focused on Euro PP

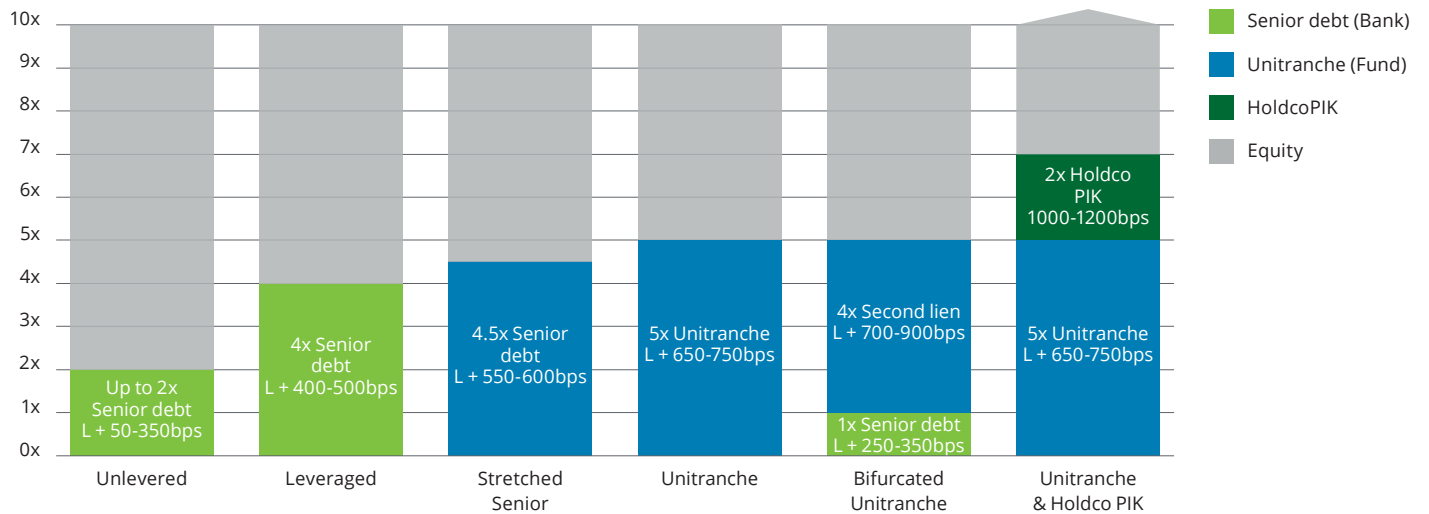
Amundi; Artemid; cerea; idinvest; TO

Note: offices included with at least one dedicated Direct Lending professional. The graph does not necessarily provide an overview of the geographical coverage.

What debt structures are available in the market?

Structures

EV/EBITDA



Weighted Average Cost of Debt (WACD) - based on mid-point average range

L + 50-350bps

L + 450bps

L + 575bps

L + 700bps

L + 700bps

L + 815bps

Note: The structures and pricing presented are indicative and only for illustrative purposes.

Pros and Cons per structure

- ✓ Lowest pricing
- ✓ Relationship bank

- Low leverage
- Shorter tenor (3-5 years)

- ✓ Increased leverage
- ✓ Club of relationship banks

- More restrictive terms
- Partly amortising

- ✓ Increased leverage
- ✓ Bullet debt
- ✓ Lower Equity contribution

- More restrictive terms than Unitranche
- Higher pricing than bank debt
- Need for RCF lender

- ✓ Stretched leverage
- ✓ Flexible covenants
- ✓ One-stop shop solution
- ✓ Speed of execution
- ✓ Relationship lender

- Higher pricing

- ✓ Stretched leverage
- ✓ Flexible covenants
- ✓ Greater role for bank
- ✓ Reach more liquid part of the unitranche market

- Higher pricing
- Intercreditor/AAL

- ✓ Stretched leverage
- ✓ Flexible covenants
- ✓ Lower equity contribution
- ✓ No Intercreditor

- Higher pricing

More sponsor-less companies are turning to Direct Lenders to finance growth

Background

- Traditionally private companies without access to further shareholder funding lacked the ability to make transformational acquisitions.
- Bank lenders are typically not able to fund junior debt/quasi equity risk and would require a sizable equity contribution from the shareholders to fund acquisitions.
- Cost savings, revenues synergies and ability to purchase bolt on acquisitions at lower EBITDA multiples makes a buy and build strategy highly accretive for shareholder's equity.

Opportunity

- Alternative Lenders are actively looking to form longer term partnerships with performing private companies to fund expansion.
- Recent market transactions have been structured on Debt/EBITDA multiples as high as 4.5-5.0x including identifiable hard synergies. Typically, this is subject to c.30 – 40% implied equity in the structure, based on conservative enterprise valuations.
- A number of Alternative Lenders are able to fund across the capital structure from senior debt through minority equity.

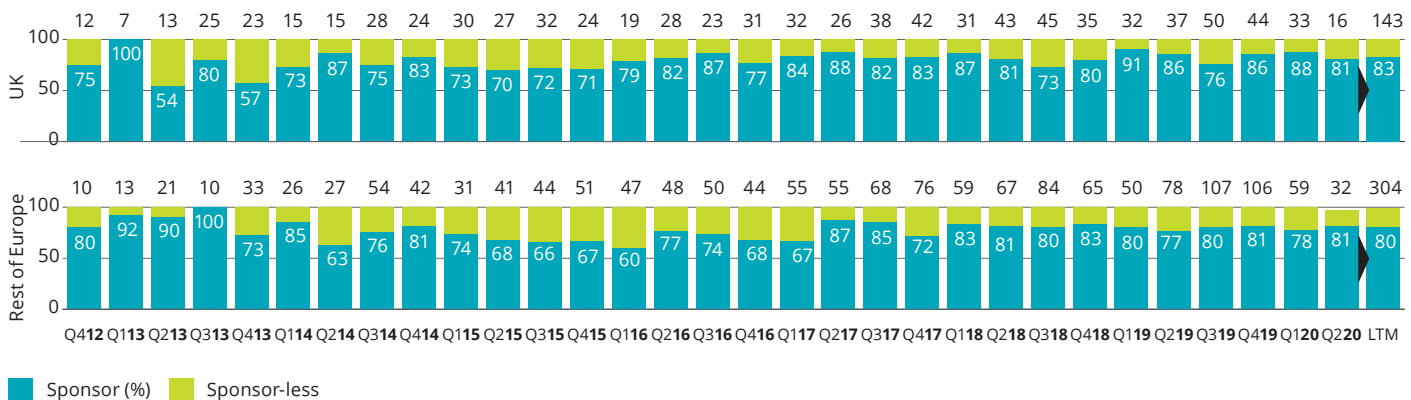
Key advantages

Key advantages of using Alternative Lenders to fund a buy and build strategy may include:

- Accelerate the growth of the company and exponentially grow the shareholder value in a shorter time period.
- No separate equity raising required as Alternative Lenders can act as a one stop solution providing debt and minority equity.
- Significant capital that Alternative Lenders can lend to a single company (€150-300m) making Alternative Lenders ideal for long term partnership relationships and follow on capital for multiple acquisitions.

Sponsor backed versus private Direct Lending deals

As % of total deals per quarter



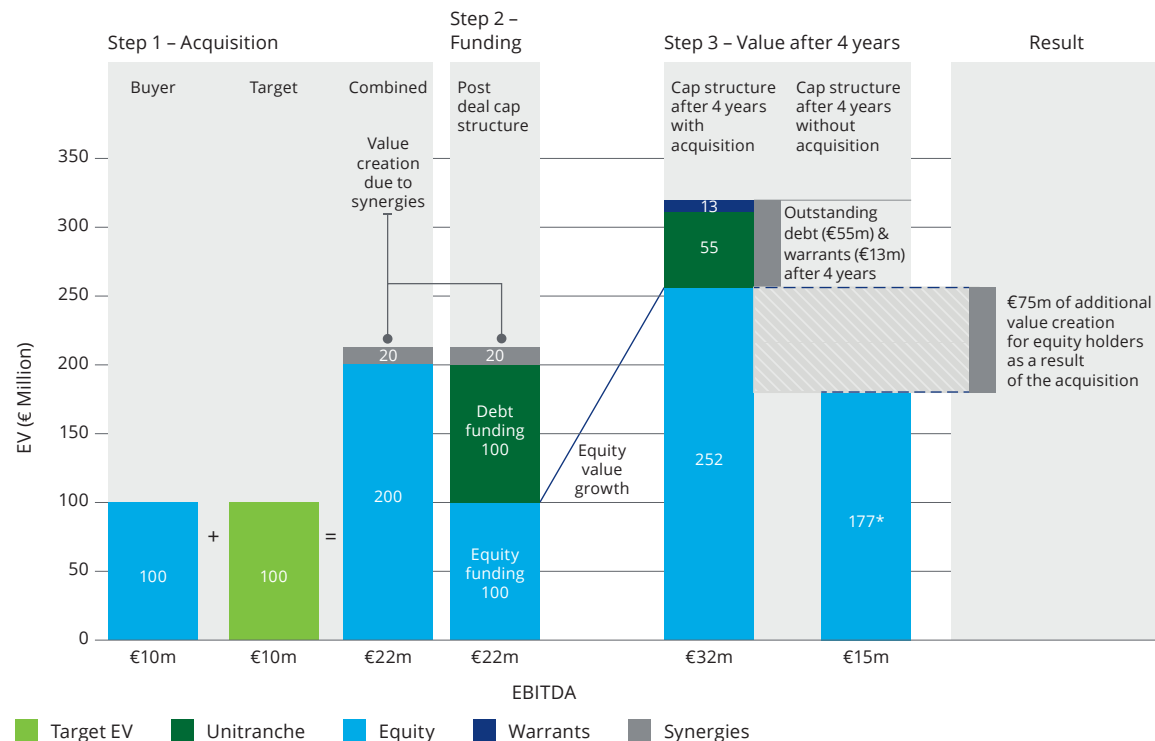
Unlocking transformational acquisitions for privately owned companies

Indicative calculations

- The calculations on this page illustrate the theoretical effect of value creation through acquisitions financed using Alternative Lenders.
- In this example equity value grows from £100m to £252m in 4 years time. Without the acquisition, the equity value would have been only £177m, using the same assumptions and disregarding any value creation as a result of multiple arbitrage.

Value creation through M&A

Indicative calculations



Assumptions

- Both businesses generate £10m EBITDA with £2m potential synergies
- No debt currently in the business
- Cost of debt is 8% with 5% penny warrants on top
- 10% EBITDA growth pa; 75% Cash conversion; 20% Corporate tax rate
- No transaction costs

*EV is c.€147m and with c.€30m cash on balance sheet brings the equity value to c.€177m.

Deloitte Debt and Capital Advisory



What do we do for our clients?

Debt and Capital Advisory

Independent advice



- We provide independent advice to borrowers across the full spectrum of debt markets through our global network.
- Completely independent from providers of finance – our objectives are fully aligned with those of our clients.

Global resources & execution expertise



- A leading team of 200 debt professionals based in 30 countries including Europe, North America, Africa and Asia, giving true global reach.
- Our expertise ranges from the provision of strategic advice on the optimum capital structure and available sources of finance through to the execution of raising debt.

Market leading team



- Widely recognised as a Global leader with one of the largest Debt Advisory teams.
- We pride ourselves on our innovative approach to challenging transactions and the quality of client outcomes we achieve, using our hands on approach.

Demonstrable track record



- In the last 12 months, we have advised on over 100 transactions with combined debt facilities in excess of €10bn.
- Our target market is debt transactions ranging from €25m up to €750m.

Debt and Capital Services provided

Refinancing



- Maturing debt facilities.
- Rapid growth and expansion.
- Accessing new debt markets.
- Recapitalisations facilitating payments to shareholders.
- Asset based finance to release value from balance sheet.
- Off balance sheet finance.
- Assessing multiple proposals from lenders.

Acquisitions, disposals, mergers



- Strategic acquisitions, involving new lenders and greater complexity.
- Staple debt packages to maximise sale proceeds.
- Additional finance required as a result of a change in strategic objectives.
- FX impacts that need to be reflected in the covenant definitions.
- Foreign currency denominated debt or operations in multiple currencies.

Restructuring or negotiating



- New money requirement.
- Real or potential breach of covenants.
- Short term liquidity pressure
- Credit rating downgrade.
- Existing lenders transfer debt to an Alternative Lender group.
- Derivatives in place and/or banks hedging requirements to be met.

Treasury



- Operations in multiple jurisdictions and currencies creating FX exposures.
- Develop FX, interest rate and commodity risk management strategies.
- Cash in multiple companies, accounts, countries and currencies.
- Hedging implementation or banks hedging requirements to be met.

Depth and breadth of expertise in a variety of situations

How complex is your credit?



Global Deloitte Debt and Capital Advisory

One of the most successful Debt and Capital Advisory teams

UK Partners



Chris Skinner
Partner, Head UK Debt
& Capital Advisory
+44 (0) 20 7303 7937
chskinner@deloitte.co.uk



John Gregson
Partner
+44 (0) 20 7007 1545
jogregson@deloitte.co.uk



Karlien Porre
Partner
+44 (0) 20 7303 5153
kporre@deloitte.co.uk



Nick Soper
Partner
+44 (0) 20 7007 7509
nsoper@deloitte.co.uk



Phil Adam
Partner
+44 (0) 20 7007 0308
pdadam@deloitte.co.uk

UK Team



Mark Beckett
Director
+44 (0) 20 7303 7849
mbeckett@deloitte.co.uk



Robert Connold
Director
+44 (0) 20 7007 0479
rconnold@deloitte.co.uk



Andrew Cruickshank
Director
+44 (0) 20 7007 0522
acruickshank@deloitte.co.uk



Alex Dugay
Director
+44 (0) 20 7007 9593
adugay@deloitte.co.uk



Paolo Esposito
Director
+44 (0) 20 7007 8964
pesposito@deloitte.co.uk



Steve Mowll
Director
+44 (0) 20 7303 4099
smmowll@deloitte.co.uk



Henry Pearson
Director
+44 (0) 20 7303 2596
hepearson@deloitte.co.uk



Carl Sharman
Director
+44 (0) 20 7007 7128
casharman@deloitte.co.uk



Adam Sookia
Director
+44 (0) 113 292 1927
asookia@deloitte.co.uk



Priya Veerapen
Director
+44 (0) 20 7007 7339
pveerapen@deloitte.co.uk



Tao Foo
Assistant Director
+44 (0) 20 3741 2135
taofoo@deloitte.co.uk



Ben James
Assistant Director
+44 (0) 20 7303 2467
benjames@deloitte.co.uk



Michael Keetley
Assistant Director
+44 (0) 20 7303 0997
mikeetley@deloitte.co.uk



Alice De Lovinfosse
Assistant Director
+44 (0) 20 7007 6220
adelovinfosse@deloitte.co.uk



Ikaros Matsoukas
Assistant Director
+44 (0) 20 7303 5841
imatsoukas@deloitte.co.uk



Alex Skeaping
Assistant Director
+44 (0) 20 7007 7881
askeaping@deloitte.co.uk



Carl Stevenson
Assistant Director
+44 (0) 20 7007 7672
carlstevenson@deloitte.co.uk



Allen West
Assistant Director
+44 (0) 20 7303 0997
allenwest@deloitte.co.uk



Sam White
Assistant Director
+44 (0) 113 292 1224
sawhite@deloitte.co.uk



Luka Bankovich
Manager
+44 (0) 20 7007 7480
lbankovich@deloitte.co.uk



James Blastland
Partner
+44 (0) 20 7303 7502
jblastland@deloitte.co.uk



Anil Gupta
Partner
+44 (0) 113 292 1174
anilgupta@deloitte.co.uk



George Fieldhouse
Director
+44 (0) 20 7007 2612
gfieldhouse@deloitte.co.uk



Zoe Harris
Director
+44 (0) 20 7007 9723
zzharris@deloitte.co.uk



Louise Harvey
Director
+44 (0) 20 7303 3476
louiseharvey@deloitte.co.uk



Roger Lamont
Director
+44 (0) 20 7007 7731
rolamont@deloitte.co.uk



Jamie Mehmood
Director
+44 (0) 20 7007 7818
jmehmood@deloitte.co.uk



Adam Worraker
Director
+44 (0) 20 7303 8347
aworraker@deloitte.co.uk



Naeem Alam
Assistant Director
+44 (0) 20 7007 3655
nalam@deloitte.co.uk



Tom Birkett
Assistant Director
+44 (0) 20 7007 9758
tbirkett@deloitte.co.uk



Helen Dunmore
Assistant Director
+44 (0) 113 292 1871
hdunmore@deloitte.co.uk



Lucy Fall
Assistant Director
+44 (0) 20 7007 2472
lfall@deloitte.co.uk



John Pardoe
Assistant Director
+44 (0) 20 7007 4154
jpardoe@deloitte.co.uk



Shefali Prakash
Assistant Director
+44 (0) 20 7007 5826
shefaliprakash@deloitte.co.uk



Holly Rainford
Assistant Director
+44 (0) 161 455 6497
hrainford@deloitte.co.uk



Gareth Read
Assistant Director
+44 (0) 20 7303 7517
gread@deloitte.co.uk



Svenja Schumacher
Assistant Director
+44 (0) 20 7007 9363
sschumacher@deloitte.co.uk



Louis-Ferdinand Bravard
Manager
+44 (0) 20 3741 2742
lbravard@deloitte.co.uk



Laurence Brunt
Manager
+44 (0) 20 7007 4381
lbrunt@deloitte.co.uk



Adina Dumitru
Manager
+44 (0) 20 7007 4064
adumitru@deloitte.co.uk



Will Durgan
Manager
+44 (0) 20 7007 1618
wdurgan@deloitte.co.uk



Hamish Elsey
Manager
+44 (0) 20 7303 5916
haelsey@deloitte.co.uk

UK Team



Anni Gibson
 Manager
 +44 (0) 20 7303 0153
 anngibson@deloitte.co.uk



Varun Goel
 Manager
 +44 (0) 78 8100 8460
 varugoel@deloitte.co.uk



Ankush Gupta
 Manager
 +44 (0) 20 7303 2330
 ankushgupta@deloitte.co.uk



Manuel Hamel
 Manager
 +41 58 279 6373
 manhamel@deloitte.ch



Emily Harvey
 Manager
 +44 (0) 20 7303 4814
 emiharvey@deloitte.co.uk



Otto Jakobsson
 Manager
 +44 (0) 20 7007 3028
 ojakobsson@deloitte.co.uk



Shazad Khan
 Manager
 +44 (0) 20 3741 2051
 stkhan@deloitte.co.uk



Wangyu Kim (Q)
 Manager
 +44 (0) 20 7303 8248
 wakim@deloitte.co.uk



Tyler Lovas
 Manager
 +44 (0) 20 7303 2092
 tylerlovas@deloitte.co.uk



Ernesto Martínez
 Manager
 +44 (0) 20 7007 2724
 ernestomartinez@deloitte.co.uk



Tim Mercorio
 Manager
 +44 (0) 20 7665 1801
 timercorio@deloitte.co.uk



Dimitris Pantermalis
 Manager
 +44 (0) 20 7303 5047
 dpantermalis@deloitte.co.uk



Goutham Panthulu
 Manager
 +44 (0) 20 7303 7636
 gpanthulu@deloitte.co.uk



Tomas Reto
 Manager
 +44 (0) 1727 885221
 treto@deloitte.co.uk



Alexis Santis
 Manager
 +44 (0) 20 7007 8062
 alsantis@deloitte.co.uk



Rishabh Shah
 Manager
 +44 (0) 20 7007 5869
 rishshah@deloitte.co.uk



Tom Spellins
 Manager
 +44 (0) 20 7007 1774
 tomspellins@deloitte.co.uk



June Shi
 Manager
 +44 (0) 20 7007 5195
 juneshi@deloitte.co.uk



Tom Tarrant
 Manager
 +44 (0) 20 7007 6247
 ttarrant@deloitte.co.uk



Joe Tipton
 Manager
 +44 (0) 20 7303 0428
 jtipton@deloitte.co.uk



Sam Adejumo
 Assistant Manager
 +44 (0) 20 7007 8208
 saadejumo@deloitte.co.uk



Tinu Fagbohun
 Assistant Manager
 +44 (0) 20 7007 9962
 tfagbohun@deloitte.co.uk



Aleks Jaunkains
 Assistant Manager
 +44 (0) 20 7303 4680
 ajaunkains@deloitte.co.uk



Hannah Kirkup
 Assistant Manager
 +44 (0) 113 292 1564
 hkirkup@deloitte.co.uk



Lynn Li
 Assistant Manager
 +44 (0) 161 455 6569
 yingli@deloitte.co.uk



Mishka Lalla
 Assistant Manager
 +44 (0) 20 7007 0061
 mlalla@deloitte.co.uk



Philippa Raal
 Assistant Manager
 +44 (0) 20 7007 3829
 praal@deloitte.co.uk



Megan de Jager
 Assistant Manager
 +44 (0) 20 7007 5914
 megandejager@deloitte.co.uk



Harry Nicholas
 Assistant Manager
 +44 (0) 20 7303
 hanicholas@deloitte.co.uk



Rypam Pammen
 Senior Associate
 +44 (0) 20 3741 2310
 rppammen@deloitte.co.uk

Global senior team

Australia



Amber Faulkner-Shotter
+61 (2) 9322 7702
afaulkner-shotter@deloitte.com.au

Austria



Thomas Lahmer
+43 15 3700 2722
tlahmer@deloitte.at

Belgium



Sebastiaan Preckler
+32 2 800 28 35
spreckler@deloitte.com

Brazil



Reinaldo Grasson
+55 11 5186 1763
rgoliveira@deloitte.com

Canada



Andrew Luetchford
+1 41 6601 5277
aluetchford@deloitte.ca

Chile



Jaime Retamal
+56 22 729 8784
jaretamal@deloitte.com

China



Patrick Fung
+852 2238 7400
pfung@deloitte.com.hk

Czech Republic



Radek Vignat
+420 246 042 420
rvignat@deloittece.com

Denmark



Morten Husted Permin
+45 61 55 26 70
mpermin@deloitte.dk

France



Olivier Magnin
+33 1 4088 2885
omagnin@deloitte.fr

Germany



Axel Rink
+49 (69) 75695 6443
arink@deloitte.de

Greece



Ioannis Apostolakos
+30 210 678 1348
iapostolakos@deloitte.gr

India



Vishal Singh
+91 22 6185 5203
vvsingh@deloitte.com

Ireland



John Dobby
+353 141 72 594
jdobby@deloitte.ie

Israel



Joseph Bismuth
+972 3 608 5554
jbismuth@deloitte.co.il

Italy



Andrea Azzolini
+39 283 325 700
aazzolini@deloitte.it

Japan



Haruhiko Yoshie
+81 80 443 51 383
haruhiko.yoshie@tohmatsu.co.jp

Luxembourg



Pierre Masset
+352 45145 2756
pmasset@deloitte.lu

Mexico



Jorge Schaar
+52 55 5080 6392
jschaar@deloittemx.com

Netherlands



Alexander Olgers
+31 8 8288 6315
aolgers@deloitte.nl

Norway



Andreas Enger
+47 23 279 534
aenger@deloitte.no

Poland



Michal Lubieniecki
+48 22 5110 010
mlubieniecki@deloittece.com

Portugal



Antonio Julio Jorge
+351 210 422 524
ajorge@deloitte.pt

Singapore



Richmond Ang
+65 6216 3303
rang@deloitte.com

South Africa



Brad Mc Dermott
+27 (0) 83 307 3277
brmcdermott@deloitte.co.za

Spain



Aitor Zayas
+34 911 578 945
azayas@deloitte.es

Switzerland



Peter Nobs
+41 58 279 6065
panobs@deloitte.ch

Turkey



Başak Vardar
+90 212 366 60 94
bvardar@deloitte.com

UAE



Robin Butteriss
+971 4506 4857
robutteriss@deloitte.com

UK



Chris Skinner
+44 (0) 20 7303 7937
chskinner@deloitte.co.uk

USA



John Deering
+1 70 4333 0574
jdeering@deloitte.com

























Deloitte UK/US Joint Venture











































David Flemming
Senior Vice President
+1 (212) 313 1908
davflemming@deloitte.com

















































Deloitte Debt and Capital Advisory credentials




























Selected Global transactions

<p>UK </p> <p>camira</p> <p>Camira Fabrics <i>Amend & Extend</i></p> <p>Sept 2020 Undisclosed</p>	<p>UK </p> <p>SPY ALARMS</p> <p>Phoenix Equity Partners <i>Acquisition Financing</i></p> <p>Aug 2020 Undisclosed</p>	<p>UK </p> <p>a-plan</p> <p>A-Plan <i>Acquisition Financing</i></p> <p>Aug 2020 Undisclosed</p>	<p>UK </p> <p>ACCROL GROUP</p> <p>Accrol Group Holdings Plc <i>Refinancing</i></p> <p>Aug 2020 \$35m</p>	<p>UK </p> <p>North Edge.</p> <p>NorthEdge Capital <i>Covid-19 support</i></p> <p>Jul 2020 Undisclosed</p>	<p>South Africa </p> <p>Universal Coal</p> <p>Ndalamo Resource Pty Ltd <i>Debt Capacity Analysis</i></p> <p>Jul 2020 Undisclosed</p>
<p>France </p> <p>Telenco</p> <p>Telenco <i>LBO Financing</i></p> <p>Jul 2020 €105m</p>	<p>Belgium </p> <p>Gilde Buy Out Partners</p> <p>CORILUS <i>Connecting Care</i></p> <p>Gilde Buyout Partners <i>Acquisition Financing</i></p> <p>Jul 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Norton <i>Covid-19 support</i></p> <p>Jul 2020 £225m</p>	<p>UK </p> <p>Confidential</p> <p>Project Lexus <i>Subscription line Financing</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Project Kite <i>Distressed Financing</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>MATALAN <i>Retail Footwear</i></p> <p>Matalan <i>Refinancing</i></p> <p>Jun 2020 Undisclosed</p>
<p>Belgium </p> <p>GALERIA INNO</p> <p>Galeria <i>C-19 Loan</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Monaco <i>Covid-19 support</i></p> <p>Jun 2020 £800m</p>	<p>UK </p> <p>Confidential</p> <p>Project Orchard <i>Acquisition Financing</i></p> <p>Jun 2020 £11m</p>	<p>UK </p> <p>Totalmobile</p> <p>Horizon <i>Acquisition Financing</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Project Galaxy <i>Liquidity Support</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>Chill INSURANCE</p> <p>Livingbridge <i>Acquisition Financing</i></p> <p>Jun 2020 £26m</p>
<p>UK </p> <p>Rosemont <i>The Power of Social Influence</i></p> <p>Inflexion <i>Acquisition Financing</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>halfords</p> <p>Halfords <i>COV-19</i></p> <p>Jun 2020 £225m</p>	<p>UK </p> <p>CELSA GROUP</p> <p>Celsa <i>COV-19</i></p> <p>Jun 2020 Undisclosed</p>	<p>UK </p> <p>metaswitch</p> <p>Francisco Partners <i>Refinancing</i></p> <p>May 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Project Best <i>Covenant Amendment</i></p> <p>May 2020 Undisclosed</p>	<p>NL & BEL </p> <p>Gilde Buy Out Partners</p> <p>CORILUS <i>Connecting Care</i></p> <p>acquiring Gilde Buy Out Partners <i>Acquisition Financing</i></p> <p>May 2020 Undisclosed</p>

<p>UK </p> <p>Confidential</p> <p>Lloyd Covid-19 support</p> <p>May 2020 £200m</p>	<p>UK </p> <p>Confidential</p> <p>Boron Amend & Extend</p> <p>May 2020 £250m</p>	<p>France </p> <p> des idées de Génie ! Gifi Tati Debt Advisory</p> <p>May 2020 Undisclosed</p>	<p>UK </p> <p>Project Rocket</p> <p>Hg Refinancing</p> <p>May 2020 Undisclosed</p>	<p>Belgium </p> <p> Castelmore Group Acquisition Financing</p> <p>May 2020 Undisclosed</p>	<p>South Africa </p> <p> ABB South Africa (PTY) Ltd Transfer Pricing of Debt</p> <p>May 2020 Undisclosed</p>
<p>UK </p> <p> Hg Incremental Facility</p> <p>Apr 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Violet Amend & Extend</p> <p>Apr 2020 €550m</p>	<p>UK </p> <p>Confidential</p> <p>Spring Refinance</p> <p>Apr 2020 £500m</p>	<p>UK </p> <p>Confidential</p> <p>Valentine Amend & Extend</p> <p>Apr 2020 £180m</p>	<p>UK </p> <p>Confidential</p> <p>Caspian Refinance</p> <p>Apr 2020 £80m</p>	<p>CH/UK/GER  </p> <p> Gov of Switzerland Refinancing</p> <p>Apr 2020 Undisclosed</p>
<p>Ireland </p> <p> Travelwin Group DAC Growth Financing</p> <p>Apr 2020 Undisclosed</p>	<p>UK </p> <p>Confidential</p> <p>Windsor Covid-19 support</p> <p>Mar 2020 £320m</p>	<p>UK </p> <p>Confidential</p> <p>Steel Covid-19 support</p> <p>Mar 2020 £100m</p>	<p>Canada </p> <p> Espresso Senior Debt</p> <p>Mar 2020 C\$60m</p>	<p>Canada </p> <p> Prompt Senior Debt</p> <p>Mar 2020 C\$20m</p>	<p>France </p> <p> CDC Project Finance</p> <p>Mar 2020 Undisclosed</p>
<p>Belgium </p> <p> RVM Invest Acquisition Finance</p> <p>Mar 2020 Undisclosed</p>	<p>Germany </p> <p>Confidential</p> <p>Project Clipper Refinancing</p> <p>Mar 2020 €100m</p>	<p>US/UK  </p> <p> Two Circles Acquisition Financing</p> <p>Mar 2020 Undisclosed</p>	<p>UK </p> <p> Marston Holdings Acquisition Financing</p> <p>Mar 2020 Undisclosed</p>	<p>UK </p> <p> Ergomed Refinancing</p> <p>Mar 2020 £15m</p>	<p>UK </p> <p> Doncasters Refinancing</p> <p>Mar 2020 £70m</p>

Selected Global transactions

<p>UK/Germany </p>  <p>MEDIFOX Medifox Refinancing</p> <p>Feb 2020 Undisclosed</p>	<p>UK/Denmark </p>  <p>Collectia Collectia Acquisition Financing</p> <p>Feb 2020 Undisclosed</p>	<p>NL/BE </p>  <p>INTERNATIONAL CAR LEASE HOLDING always in motion</p> <p>Int. Car Lease Holding Refinancing</p> <p>Feb 2020 Undisclosed</p>	<p>Belgium </p>  <p>Van Mossel G.M.A.N. BRUYNINX VAN KELST</p> <p>Van Mossel Acquisition Finance</p> <p>Feb 2020 Undisclosed</p>	<p>South Africa </p>  <p>BUSAMED</p> <p>Busamed Group Restructure</p> <p>Feb 2020 Undisclosed</p>	<p>Canada </p>  <p>Premium Foods & Direct Poultry CANADIAN PROTEIN SOLUTIONS ADP Direct Poultry Acquisition Financing</p> <p>Jan 2020 \$49m</p>
<p>Poland </p>  <p>BASE CAMP BaseCamp Student Construction Facility</p> <p>Jan 2020 \$18m</p>	<p>UK </p>  <p>LOGICALIS Logicalis Refinancing</p> <p>Jan 2020 \$160m</p>	<p>India </p>  <p>AG&P AGP CGD India Pvt Ltd Project Finance</p> <p>Dec 2019 \$70m</p>	<p>UK/US </p>  <p>MCRA MCRA Refinancing</p> <p>Dec 2019 \$49m</p>	<p>Poland </p>  <p>BIK BIK S.A. Construction Facility</p> <p>Dec 2019 \$18m</p>	<p>UK </p>  <p>BES Utilities BES Utilities Refinancing</p> <p>Dec 2019 Undisclosed</p>
<p>Netherlands </p>  <p>Capital:A acquiring TROMP Capital A Acquisition Finance</p> <p>Dec 2019 Undisclosed</p>	<p>Netherlands </p>  <p>floryn Floryn Senior Secured RCF</p> <p>Nov 2019 €25m</p>	<p>S.A./UK </p>  <p>actis Actis Capital Transfer Pricing of Debt</p> <p>Nov 2019 Undisclosed</p>	<p>Netherlands </p>  <p>GRYPHON acquiring MediCapital Rent Gryphon Acquisition Financing</p> <p>Nov 2019 Undisclosed</p>	<p>Poland </p>  <p>BASE CAMP BaseCamp Student Top-up Facility</p> <p>Nov 2019 \$3m</p>	<p>UK </p>  <p>4 EXERCISE4LESS Exercise4Less Refinancing</p> <p>Oct 2019 Undisclosed</p>
<p>Italy </p>  <p>orienta PARTNERS VIROSAC Orienta Partners Acquisition Financing</p> <p>Oct 2019 €33m</p>	<p>Spain </p>  <p>NUCAP Artá Capital Acquisition Financing</p> <p>Oct 2019 Undisclosed</p>	<p>Netherlands </p>  <p>Energyst CAT Energyst Lease Financing</p> <p>Sep 2019 Undisclosed</p>	<p>Netherlands </p>  <p>Energyst CAT Energyst Debt Advisory</p> <p>Sep 2019 Undisclosed</p>	<p>Netherlands </p>  <p>ICELAKE acquiring TEAM NETROM Icelake Capital Acquisition Financing</p> <p>Sep 2019 Undisclosed</p>	<p>UK </p>  <p>access Access Incremental Facility</p> <p>Sep 2019 Undisclosed</p>

<p>Spain/NL </p> <p>THE STUDENT HOTEL The Student Hotel <i>Refinancing & Growth Financing</i></p> <p>Aug 2019 €89m</p>	<p>Belgium </p> <p>Van Mossel BRUYNINX Van Mossel Bruyninx <i>Refinancing</i></p> <p>Aug 2019 Undisclosed</p>	<p>UK </p> <p>GraphiteCapital Graphite <i>Acquisition Finance</i></p> <p>Aug 2019 Undisclosed</p>	<p>UK </p> <p>Marley Inflexion <i>Acquisition Financing</i></p> <p>Aug 2019 Undisclosed</p>	<p>S.A./Europe/USA </p> <p>BELL Bell Equipment Limited <i>Capital Structure Advisory</i></p> <p>Aug 2019 ZAR1.5bn</p>	<p>UK </p> <p>AFI group of companies AFI <i>Acquisition Finance</i></p> <p>Aug 2019 £160m</p>
<p>Dem. Rep. Congo </p> <p>PPC CEMENT PPC Limited <i>Debt Pricing Advisory</i></p> <p>Aug 2019 \$196m</p>	<p>UK/Denmark </p> <p>EMK Capital Enterprise Management Knowledge Covidence <i>Acquisition Finance</i></p> <p>Aug 2019 Undisclosed</p>	<p>South Africa </p> <p>PPC CEMENT PPC Limited <i>Credit Rating Advisory</i></p> <p>Aug 2019 Undisclosed</p>	<p>Poland </p> <p>BASE CAMP Basecamp <i>Refinancing</i></p> <p>Aug 2019 \$15m</p>	<p>N'lands/Spain </p> <p>THE STUDENT HOTEL The Student Hotel <i>Development Finance</i></p> <p>Aug 2019 Undisclosed</p>	<p>Spain </p> <p>Trebol CENTER Grupo Trebol <i>Refinancing</i></p> <p>Jul 2019 €15m</p>
<p>Spain </p> <p>Confidential Transport Hub <i>Refinancing</i></p> <p>Jul 2019 Undisclosed</p>	<p>Netherlands </p> <p>Aethon  Mentha Capital acquiring samen professionals Aethon/Mentha Capital <i>Acquisition Financing</i></p> <p>Jun 2019 Undisclosed</p>	<p>UK </p> <p>LEADERS ROMANS GROUP Leaders Romans Group <i>Growth Financing</i></p> <p>Jul 2019 Undisclosed</p>	<p>UK </p> <p>Cogital GROUP Cogital <i>Refinancing</i></p> <p>Jul 2019 Undisclosed</p>	<p>Poland </p> <p>VISTAL Gdynia S.A. Vistal Gdynia <i>Restructuring</i></p> <p>Jul 2019 \$58m</p>	<p>Ireland </p> <p>WATERLAND PRIVATE EQUITY INVESTMENTS Waterland P.E. <i>LBO</i></p> <p>Jul 2019 Undisclosed</p>
<p>Netherlands </p> <p>AIRCRETE  Aircrete Europe <i>Acquisition Financing</i></p> <p>Jul 2019 Undisclosed</p>	<p>Belgium </p> <p>deceuninck Deceuninck <i>Green Loan Refinancing</i></p> <p>Jul 2019 Undisclosed</p>	<p>N'lands/Belgium </p> <p>INTERNATIONAL CAR LEASE HOLDING always in motion Int. Car Lease Holding <i>Amendments club deal</i></p> <p>Jul 2019 Undisclosed</p>	<p>Netherlands </p> <p>bakker bart  Bakker Bart <i>Acquisition Financing</i></p> <p>Jul 2019 Undisclosed</p>	<p>Netherlands </p> <p>pci PCI <i>Refinancing</i></p> <p>Jul 2019 Undisclosed</p>	<p>Belgium </p> <p>dpg media DPG Media <i>Amendment club deal</i></p> <p>Jun 2019 Undisclosed</p>

Notes



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