2020
UNIVERSAL REGISTRATION DOCUMENT

including the annual financial report

TIKEHAU CAPITAL

Table of contents

2020

UNIVERSAL REGISTRATION DOCUMENT

Including the annual financial report

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The Universal Registration Document was filed on 1 April 2021 with the AMF, as the competent authority under regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of that regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or the admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary and any amendments made to the Universal Registration Document. The whole document thus constituted was approved by the AMF in accordance with regulation (EU) 2017/1129.

The English language version of this document is a free translation from the original, which was prepared in French. All possible care has been taken to ensure that the translation is an accurate presentation of the original. However, in all matters of interpretation, views or opinion expressed in the original language version of the document in French take precedence over the translation.

IMPORTANT INFORMATION

Defined terms

In this Universal Registration Document, the term "Company" means the company Tikehau Capital SCA, a *société en commandite par actions* (partnership limited by shares) whose registered office is located at 32, rue de Monceau, 75008 Paris, (France) registered with the Paris Trade and Companies Register under number 477 599 104. The expressions "Tikehau Capital" and the "Group" mean the Company, its consolidated subsidiaries and branches in their entirety. A glossary of the main defined terms used in this Universal Registration Document can be found in the "Glossary" Section of this Universal Registration Document.

This Universal Registration Document describes Tikehau Capital on the basis of the Group's structure as at the date of this Universal Registration Document.

Accounting and financial information

This Universal Registration Document presents the consolidated financial statements of Tikehau Capital prepared in accordance with IFRS (International Financial Reporting Standards) as adopted by the European Union ("IFRS") for the year ended 31 December 2020. These financial statements can be found in Chapter 6 (Annual consolidated financial statements as at 31 December 2020) of this Universal Registration Document.

Unless otherwise stated, the figures used in this Universal Registration Document are extracted from the consolidated financial statements of the Company.

Some figures (including data expressed in thousands or millions) and percentages presented in this Universal Registration Document have been rounded. If applicable, the totals presented in this Universal Registration Document may differ slightly from what would have been obtained by adding the exact (not rounded) values of these figures.

Forward-looking information

This Universal Registration Document contains statements on the outlook and development areas of Tikehau Capital. These statements are sometimes identified by the use of the future or conditional tense and words with prospective connotations such as "consider", "envisage", "think", "target", "expect", "intend", "should", "aim", "estimate", "believe", "hope", "could" or, where appropriate, the negative form of these terms, or any other variants or similar terms. This information does not constitute historical data and must not be interpreted as a guarantee that the facts and data mentioned will actually occur. This information is based on data, assumptions and estimates considered reasonable by the Company. They may change or be modified due to uncertainties related in particular to the economic, financial, competitive and regulatory environment. This information is mentioned in various Sections of this Universal Registration Document and contains data relating to Tikehau Capital's intentions, estimates and targets concerning the market, strategy, growth, results, financial position and cash of Tikehau Capital. Forward-looking statements contained in this Universal Registration Document are presented only as at the date of this Universal Registration Document. Barring any applicable legal or regulatory obligation, the Company makes no commitment to publish updates of the forward-looking information contained in this Universal Registration Document to reflect any changes in targets or events, conditions or circumstances on which the forward-looking information contained in this Universal Registration Document is based. Tikehau Capital operates in a competitive and ever-changing environment, so it may not be able to anticipate all risks, uncertainties or other factors that may affect its business, their potential impact on its business or the extent to which a risk or combination of risks might lead to significantly different results from those in any forward-looking information, and it should be noted that such forward-looking statements do not constitute a guarantee of results.

Information about the market and competition

This Universal Registration Document mainly contains information on the business segments in which Tikehau Capital operates and its competitive position. (See Section 1.4 (Tikehau Capital and its market) of this Universal Registration Document). Certain information contained in this Universal Registration Document is information publicly available that the Company believes to be reliable but which has not been verified by an independent expert. The Company cannot guarantee that a third party using different methods to gather, analyse and calculate data on these business segments would get the same results. Given the very rapid changes that characterise Tikehau Capital's business sector, it is possible that these details may be incorrect or no longer up to date. Tikehau Capital's activities could consequently evolve differently from how they are described in this Universal Registration Document. Tikehau Capital makes no commitment to publish updates on this information, except as part of any legislative or regulatory obligation that may apply to it.

The Group and the Group's asset management companies

This Universal Registration Document is under no circumstances a validation and/or updating of the programs of operations of each of the Group's asset management companies.

Risk factors

Investors are urged to consider the risk factors described in Chapter 2 (Risk Factors) of this Universal Registration Document before making any investment decision. Should all or some of those risks actually occur, they would be likely to have a negative effect on Tikehau Capital's business, financial position, financial results or targets.

A MESSAGE FROM THE MANAGER

MORE THAN JUST LETTERS

Madam, Sir, Dear Shareholders,

The pandemic has struck our economies and our societies. The pandemic has revealed their weaknesses. It has disrupted all international trade and brought to light the fragility of our economic, financial and health systems.

This pandemic has also been a brutal wake-up call. The over-optimised system that has prevailed for several decades faltered as a result of structural fragility when it was confronted with a sudden shutdown of the globalised economy. This does not mean the end of trade. The resilience shown by economic sectors is a clear demonstration of this. The mobilisation of public and private actors, financiers and companies, guided us through the crisis with their respective expertise and new levels of collaboration.

Nevertheless, a clear need has emerged to rethink how trade is structured, integrating the negative externalities it generates. Environmental risks now have a prominent place at the centre of human activities. The ecology-economy opposition that has prevailed over the last few decades has become blurred and the economy can no longer be divorced from the resources that fuel it.

Five years after the Paris Agreement - the concrete results of which are disputed (greenhouse gas emissions were lower in 2015 than they are today) - and less than ten years before it is too late to act and initiate energy transition (according to the IPCC),[1] 2020 is already an inflection point. In any event, it is a turning point in history and in the perception of the environment, which is no longer simply a subject for passionate and committed people, but an essential element for successfully imagining the future and living in it together. The era of the myth of infinite growth is over and selective and sustainable growth is taking its place. It is this growth that we wish to finance.

As asset managers, we are one of the bridges between global savings and local financing needs, between the $80 trillion held by large institutional investors and the $7 trillion needed to achieve the energy transition quickly and efficiently, for example. But beyond the decarbonisation of the economy, other actions contribute to sustainable growth.

ESG (Environment, Social, Governance) criteria are currently the determining factors in any investment to drive sustainable growth, whether on listed or unlisted markets or for shares and bonds. They streamline and organise the process and make it possible to monitor that progress is being made, that investments are bringing about profound changes and that the sustainability of those investments is paying off. ESG criteria are gradually becoming as essential as accounting rules and company valuation methods. But unlike accounting, compliance with each of the ESG criteria does not carry the same meaning from one region to another. More precisely, the relative weight of E, S and G varies by region, which directly impacts the selection of investments.

While E has a predominant weight in Europe, S is the guiding compass in North America and Asia has a more balanced approach to the three criteria. For many years, Europe has been developing numerous regulatory frameworks to protect the environment. In the United States, the weight of history and legal discrimination makes diversity the guiding principle for progress. These regional differences in perception give a competitive advantage to any actor with local roots and a more direct understanding and grasp of the changing expectations of all stakeholders concerning the various dimensions of ESG, based on the region to which it relates.

Having a global vision with local roots is, and has always been, Tikehau Capital's development model. This development model has, over the last 16 years and more particularly in 2020, a unique year largely marked by the Covid-19 crisis, proved its relevance. It has enabled the Group to demonstrate its ability to continue to grow its business at a steady pace while significantly improving its profitability and maintaining prudence and discipline in the deployment of its funds and investment of its balance sheet. In the context of the paradigm shift towards sustainable growth that began in earnest in 2020, it allows us to chart the continuation of an adventure, which we continue to hope is aligned with your interests and those of all of our stakeholders, be they companies or investors.

Antoine Flamarion & Mathieu Chabran,
Co-founders of Tikehau Capital,
Representatives of the Manager

(1) Intergovernmental Panel on Climate Change.

OUR KEY RESOURCES

A **MULTI-LOCAL** PLATFORM

€28.5bn
of assets under management

Assets under management **from a global base of investor-clients and savers**

Global sourcing of investment opportunities

DIVERSE AND **EXPERIENCED** TEAMS

594 partners and employees

Average years of experience	Nationalities	Share of women in the workforce
15	26	41%

SOLID FINANCIAL STRUCTURE

Group shareholders' equity	Available cash[1]	Credit Rating[2]
€2.8bn	€845m	BBB- / STABLE

A LONG-TERM FINAN

FOUR **BUSINESS**

We finance the economy

PRIVATE DEBT	REAL ASSETS
€9.3bn	€10.3bn

Assets under

A VIRTUOUS

Tikehau Capital directs global savings towards financing

A **LONG-TERM**

96%
of assets under management in closed-end funds committed for 3 years or more

DATA AS AT 31.12.2020

Leading institutional shareholders committed over the long-term

Management and employees

ENTREPRENEURIAL DNA

(1) Gross cash consists of the sum of cash, cash equivalents (mainly composed of marketable securities) and cash management financial assets for €747.3 million and collateralised cash on derivatives portfolio for €115.1 million less negative fair value on derivatives portfolio for -€17.4 million.

(2) BBB- rating stable outlook assigned by Fitch Ratings and confirmed in January 2021.

CIAL PARTNER

LINES

through our four business lines

PRIVATE EQUITY[3]	**CAPITAL MARKETS STRATEGIES**
€4.7bn	€4.2bn

management

CIRCLE MODEL

of the real economy and providing vital support for businesses

PARTNER

>240

companies financed through **our long-term strategies**

CREATING SUSTAINABLE VALUE

THREE DRIVERS FOR CREATING FINANCIAL VALUE

SOCIETAL AND ENVIRONMENTAL CONTRIBUTION

ESG by design in our four business lines and launch of a platform dedicated to impact through four allied/combined themes to accelerate the post-Covid recovery:

Climate
>€1 bn

Health
>€1 bn

Innovation

Social inclusion

LONG-TERM OBJECTIVES

by 2022

Reach over
€35bn
in assets under management

Reach over
€100m
in net operating profit from Asset Management activity[4]

control 44% of the capital

A significant portion of our portfolio (66%) is invested in our strategies alongside our clients

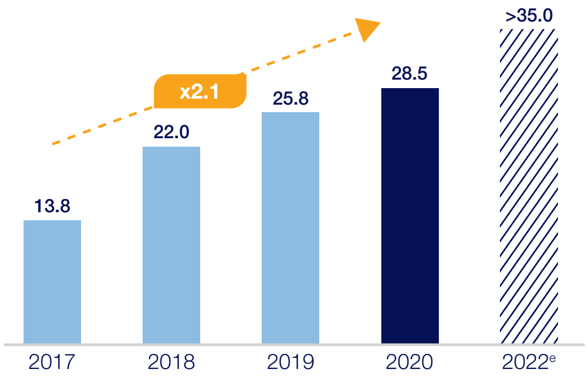
ALIGNMENT OF INTERESTS BETWEEN SHAREHOLDERS, INVESTOR-CLIENTS AND MANAGEMENT

(3) Broken down into €3.5 billion of assets under management for the Private Equity activity and €1.2 billion of assets under management for the Direct Investments activity.
(4) Excluding performance fees and carried interest.

KEY FIGURES

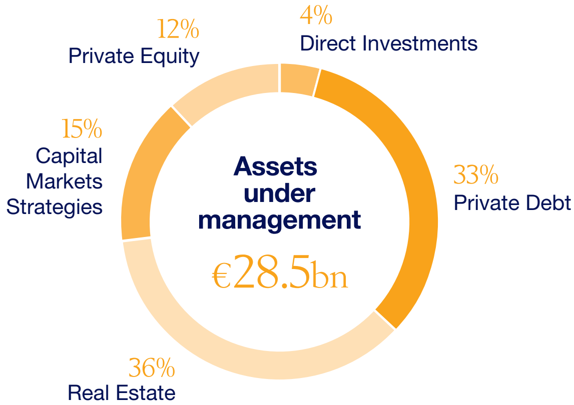
The following charts show the key financial information for the Group that the Company follows in its financial reporting.

Group assets under management (€bn)



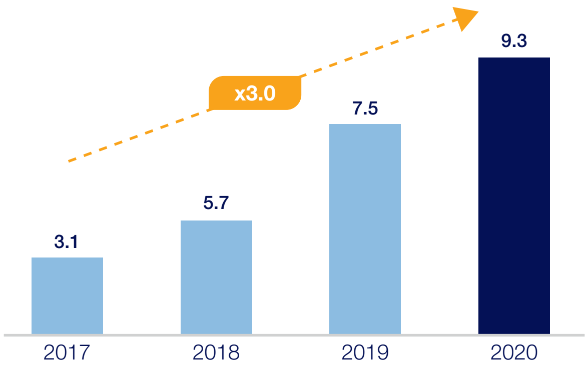
- The Group's assets under management are defined as the sum of the capital managed by Tikehau Capital (from clients and its balance sheet) to be invested in the funds developed by the Group. This is a key indicator in the assessment of the Group's performance, which mainly reflects Tikehau Capital's capacity to collect assets from investor-clients and therefore the attractiveness of the strategies that the Group develops and manages.
- The strong growth in the Group's assets under management is the result of solid organic growth and of a targeted acquisition policy.

Details of the Group's assets under management as at 31 December 2020



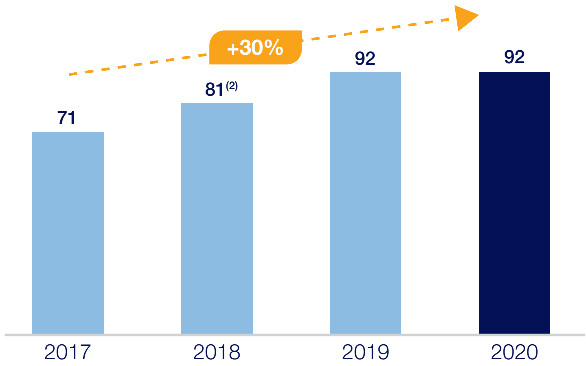
- Positioned on four major asset classes, the Group provides its clients with a complementary exposure to alternative assets.
- Since its IPO, the Group has significantly increased assets under management in each of these strategies and continued to rebalance its business mix in 2020.

Assets under management from international investors(1) (€bn)



- In line with its geographical development, the Group is progressively expanding and internationalising its investor-client base.
- At the end of 2020, the Group had €9.3 billion under management from international investors, an amount that has tripled over the last four years.

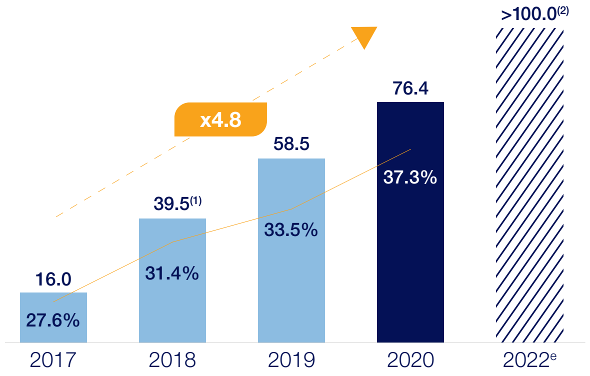
Weighted average management fee rate (basis points)



- The weighted average management fee rate is an indicator that allows the Group to monitor the evolution of its revenue generation in relation to its assets under management.
- The solid increase in the weighted average management fee rate shows that the Group's business mix is evolving towards more profitable asset classes.

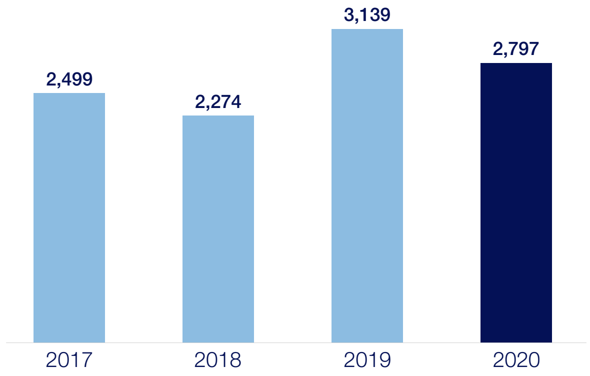
(1) Within the Asset Management activity.
(2) 2018 proforma for the full-year integration of Sofidy and Ace Capital Partners.

Net Operating Profit from Asset Management activity (€m)



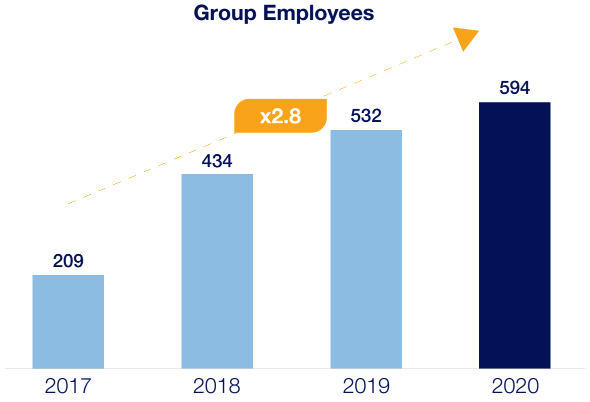
- Operating profit from Asset Management measures the profitability of the Group's asset management activity.
- The strong growth in this indicator reflects the significant operating leverage that the Group has benefited from, with revenue growing faster than the cost base.

Shareholders' equity – Group share (€m)



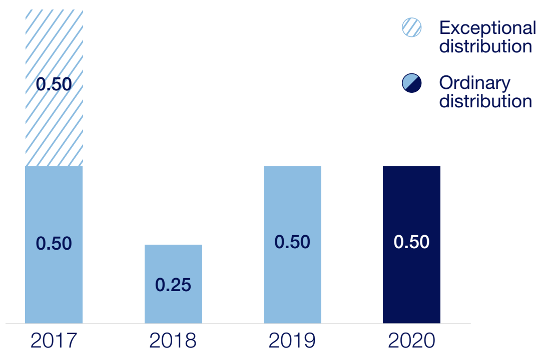
- A substantial and differentiating asset, the Group's shareholders' equity allows it to rapidly deploy new funds, accelerate investment in its platforms or strengthen them through external growth operations.
- In 2020, the change in shareholders' equity, Group share, takes into account the net result, Group share, which amounts to -€206.6 million.

Group Employees



- The Group's headcount has expanded significantly since 2017 to support the growth in assets under management.
- Building on the success of its growth strategy, the Group has been able to attract and retain experienced people with complementary profiles, building a team with a high level of expertise and an entrepreneurial spirit.

Distribution per share



- The Group's objective is to continue to maximise value creation for its shareholders over the long term by allocating its capital in such a way as to optimise its revenue and return on equity.
- Aware that the distribution of profits is an objective of its shareholders, the Company intends to implement a distribution policy allowing for stable or growing distributions on the basis of an initial fixed baseline of €0.50.

(1) 2018 proforma for the full-year integration of Sofidy and Ace Capital Partners.
(2) Excluding performance fees and carried interest.

1.

PRESENTATION OF THE GROUP AND ITS ACTIVITIES

1.1 GENERAL OVERVIEW OF TIKEHAU CAPITAL

1.1.1 General overview of Tikehau Capital

Tikehau Capital is an asset management and investment group which was set up in Paris in 2004, with shareholders' equity of €4 million, by Mr Antoine Flamarion and Mr Mathieu Chabran. Sixteen years later, having exceeded its latest targets, Tikehau Capital directly or indirectly manages assets of €28.5 billion(1), with shareholders' equity of €2.8 billion. The Group has expanded dynamically firstly, in its Asset Management activity comprising four business lines: Private Debt, Real Assets, Capital Markets Strategies (fixed income management/diversified and equities management) and Private Equity, and secondly, in its Direct Investments activity, with the Group increasingly investing in the funds managed by the Group's asset managers. The Group provides its investor-clients with alternative investment opportunities targeting long-term value creation.

Tikehau Capital's independent positioning has consolidated its value and reputation within the alternative asset management industry year after year. Its independence has enabled the Group to develop a distinctive business model through its flexible approach, allocating capital primarily across all four business lines.

By allocating its equity to support the Group's various investment strategies, Tikehau Capital creates the conditions for a clear alignment of interests between the Group's balance sheet and investments made by its investor-clients. This approach is key to building a relationship of trust with its shareholders and investor-clients. The Company is controlled by its management, which relies on leading institutional partners and operates under the oversight of a Supervisory Board 50% composed of independent members. Alignment of interests is at the heart of the Group's culture, which, since its creation, has favoured entrepreneurial values of commitment, high standards and reliability, combined with acknowledged investment skills.

Across all of its strategies, Tikehau Capital's unique approach focuses primarily on fundamental analysis and highly selective investments. Furthermore, Tikehau Capital has always focused on bespoke solutions adapted to the needs of its investor-clients.

Created in Paris, Tikehau Capital has continued its development abroad in recent years by opening offices in London, Brussels, Madrid, Milan, Seoul, Singapore, New York, Tokyo, Luxembourg, Amsterdam, and in 2021, Frankfurt.

1.1.2 Activities of Tikehau Capital

Asset Management

Within its Asset Management activity, the Group operates through four business lines:

- **Private Debt** – Tikehau Capital is one of the pioneers of Private Debt transactions in Europe and France. The Group's Private Debt teams are involved in debt financing transactions (senior debt, unitranche, mezzanine, etc.) for a size between €3 million and €300 million, as arranger or financer. This business line also includes securitisation activities dedicated to CLO (*Collateralised Loan Obligations*) (« CLO ») , a specialised product consisting of debt securities backed by a portfolio of leveraged loans. As at 31 December 2020, assets under management in Tikehau Capital's Private Debt funds amounted to €9.3 billion, representing 33% of the Group's assets under management. (See Section 1.3.2.1 (Private Debt activity) of this Universal Registration Document);
- **Real Assets** – Tikehau Capital's Real Assets activity (formerly known as "Real Estate") focuses on commercial and office property through investment vehicles managed by Tikehau IM or Sofidy (See Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document) which act as purchasers of high-quality assets with a yield-generating potential as well as a potential capital gain on resale, and, on the other hand, on infrastructure through Star America Infrastructure Partners. Tikehau Capital's Real Estate investment activity has historically been developed through the establishment of dedicated acquisition vehicles for each transaction, while Sofidy's Real Estate activity has been in development since 1987, primarily through the establishment of SCPI (*société civile de placement immobilier*, Real Estate Investment Companies). Following the acquisition of Star America Infrastructure Partners in July 2020, Tikehau Capital is now present in the management and development of infrastructure in North America. As at 31 December 2020, assets under management in Tikehau Capital's Real Assets activity amounted to approximately €10.3 billion, representing 36% of the Group's assets under management. (See Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document);
- **Capital Markets Strategies** – This business line (formerly known as "Liquid Strategies") comprises two activities: fixed income management, and diversified and equities management, and has the particular characteristic of being carried out through what are known as open-ended funds, *i.e.* funds from which investors may decide to withdraw at any time by requesting redemption of their units. As part of its fixed income management activity, Tikehau Capital invests in bonds whether or not issued by private companies (corporate bonds), as well as investment grade securities (*i.e.* corresponding to companies with a high rating) or high yield securities. As part of its diversified and equities management business, Tikehau Capital manages open-ended funds offering access to a flexible balanced management in the equity and credit markets. As at 31 December 2020, assets under management in Tikehau Capital's Capital Markets Strategies activity amounted €4.2 billion, representing 15% of the Group's assets under management. (See Section 1.3.2.3 (Capital Markets Strategies activity) of this Universal Registration Document);

(1) *Assets under management as at 31 December 2020. See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document.*

- **Private Equity** – As part of this activity carried out on behalf of its investor-clients, the Group invests in the equity capital (equity and hybrid instruments giving access to equity) of primarily non-listed companies. The Group is continuing to develop its Asset Management activity on behalf of its investor-clients and as at 31 December 2020, managed €3.5 billion, representing 12% of the Group's assets under management. This proportion is expected to increase over the coming years, as new strategies are implemented (See Section 1.3.2.4 (Private Equity activity) of this Universal Registration Document).

Direct Investments

As part of its Direct Investments activity made from its balance sheet, the Group makes balanced investments in both listed and unlisted companies, or in investment vehicles managed by the Group's management companies or by third parties. As at 31 December 2020, assets under management in the Group's Direct Investments activity amounted €1.2 billion, representing 4% of the Group's assets under management (See Section 1.3.3 (Direct Investments activity) of this Universal Registration Document).

1.1.3 History of Tikehau Capital

2004	Tikehau Capital was founded by Mr Antoine Flamarion and Mr Mathieu Chabran with the aim of developing a proprietary investment business.
2006	Tikehau Capital created Tikehau Investment Management, an independent asset management company.
2009	Crédit Mutuel Arkéa acquired equity in the Company.
2010	Tikehau Capital entered into a strategic partnership with Crédit Mutuel Arkéa, which took a 15% interest in Tikehau IM.
2011	Tikehau Capital entered into a strategic partnership with UniCredit.
2012	Tikehau IM and Macquarie Lending announced a partnership to offer financing solutions. Tikehau Capital acquired control of the listed holding company Salvepar from Société Générale and launched a tender offer for Salvepar's equity capital. This acquisition allowed Tikehau Capital to develop a business dedicated to minority equity investment.
2013	Tikehau Capital has continued to strengthen its shareholders' equity, notably with the support of MACSF. The Group opened an office in London. Tikehau IM was selected to manage Novo, a *fonds de place* (fund sponsored by institutional investors), following a tender launched by the Caisse des dépôts et consignations (CDC), the French Insurance Federation (FFA) and 27 institutional investors.
2014	Tikehau Capital further strengthened its shareholders' equity and opened its first Asian office in Singapore as part of its international development strategy. The Group has signed the United Nations Principles for Responsible Investment (UN PRI).
2015	Tikehau Capital has continued its strategy of international growth and increases its presence in Europe with the opening of offices in Brussels and Milan. Tikehau Capital Europe launched its first Collateralised Loan Obligations.
2016	Tikehau Capital carried out a capital increase for an amount of €416 million and includes as its shareholders the Singaporean investment company Temasek, and the listed French investment company FFP. Tikehau Capital acquired a stake in the asset management company IREIT Global, a Singapore-listed real estate investment vehicle. With a view to its IPO, the Company became a *société en commandite par actions* (partnership limited by shares) and benefits from the contribution of assets enabling it to become the Group's parent company.
2017	The Company launched a stock-for-stock and cash tender offer for the securities of its listed subsidiary Salvepar and carried out capital increases in shareholders for a total amount of €200 million in anticipation of the Company's IPO, and in connection with the investment by the Fonds Stratégique de Participations in the Company. On 7 March 2017, Tikehau Capital shares were listed on the regulated market of Euronext Paris. Tikehau Capital acquired approximately 96% of the capital of Credit.fr, a French specialist in crowdfunding for small and medium-sized enterprises. Tikehau Capital completed a capital increase of €702 million in July, and has continued to increase its shareholder base. Tikehau Capital strengthened its financial resources by signing an unsecured syndicated five-year loan of €1 billion and by making an inaugural issue of fixed-rate bonds for the amount of €300 million over six years.
2018	Total SA participated alongside Tikehau Capital in the creation of an investment fund dedicated to energy transition (T2 Energy Transition Fund). Tikehau Capital launched a number of Private Equity funds (including Tikehau Growth Equity II). The Group opened an office in New York. Tikehau Capital acquired Sofidy, a major player on the French market for real estate asset management. Tikehau Capital acquired Ace Capital Partners (formerly ACE Management), a dedicated asset management company specialising in aerospace, defence and cyber security.

2019	Tikehau Capital obtained an Investment Grade rating (BBB-, stable outlook) from the Fitch financial rating agency and issued a €500 million seven-year bond. Tikehau Capital completed a €715 million capital increase to finance the next phase of its development in alternative asset management. Tikehau Capital acquired Homunity, the leader in real estate crowdfunding in France. Tikehau Capital and T&D Insurance Group formed a strategic partnership in Japan. Tikehau Capital partnered with Fideuram – Intesa Sanpaolo Private Banking, in Italy, to offer private market investment solutions to private banking clients. Tikehau Capital put a Tactical Strategies team in place to handle the management of several asset *classes*.
2020	Tikehau Real Estate Opportunity 2018 (TREO 2018), the Group's European value-added strategy real estate fund, completed its final closing at the end of February 2020 with a final round of fundraising of €560 million, bringing the fund's assets under management to €729 million. Tikehau Capital launched its first European long-term investment fund (ELTIF), in partnership with Banca March in Spain, enabling the latter to offer its clients access to private markets in the energy transition. Tikehau Capital is ranked number two out of 246 global asset managers and custodians by Sustainalytics for its non-financial rating. Tikehau Capital acquired Star America Infrastructure Partners, an independent American asset management company active in the development and management of medium-sized infrastructure projects in North America.
2021	Tikehau Capital joined forces with Financière Agache, Jean-Pierre Mustier and Diego De Giorgi to sponsor a Special Purpose Acquisition Company (SPAC) focused on the European financial services sector. Tikehau Capital raised more than €1 billion for its Private Equity Energy Transition strategy (T2 Energy Transition Fund). Tikehau Capital expanded its presence in Germany and its Private Debt platform through the opening of its new Frankfurt office and the appointment of Dominik P. Felsmann as Head of Germany. Tikehau Capital successfully placed a €500 million inaugural sustainable bond with a 8-year maturity and a 1.625% coupon.

1.2 STRATEGY AND COMPETITIVE ADVANTAGES

1.2.1 Objectives and strategy

Tikehau Capital's strategy is to position the Group as a key player in the European alternative asset management market, which has a high growth potential.

To achieve this, Tikehau Capital is relying on a differentiating business model based on its solid equity base, which gives it a major competitive advantage in its industry (see Section 1.2.2 (Competitive advantages) of this Universal Registration Document). This model enables it to be ideally positioned to capture a growing share of the alternative asset management market which benefits from favourable structural tailwinds (see Section 1.4 (Tikehau Capital and its market) of this Universal Registration Document). Since it was founded, the Group shown fast, consistent and value-creating growth, demonstrating the relevance of its model and positioning.

In 2021, and in coming years, Tikehau Capital will pursue its strategy through the following key development areas:

- maintaining dynamic, profitable and sustainable organic growth in Asset Management;
- deploying the Group's capital to create value for stakeholders.

All of these initiatives enable the Group to set two structural objectives (excluding potential acquisitions) by 2022:

- reach over €35 billion in assets under management, which is approximately 23% higher than the €28.5 billion under management at the end of 2020; and
- generate over €100 million of fee-related earnings (FRE[1]), which is approximately 42% higher than the €70.2 million of FRE achieved in 2020.

Maintaining dynamic, profitable and sustainable organic growth in Asset Management

Continuing growth in the Asset Management activity is at the heart of Tikehau Capital's strategy and the development of its business model. The Group intends to continue its strong fundraising momentum in all the asset classes it manages. It also plans to expand its offer to new asset classes and new types of investor-clients.

Continue to develop existing asset classes

Tikehau Capital is active in four broad asset classes: Private Debt, Real Assets, Private Equity and Capital Markets Strategies. Since its IPO, the Group has significantly grown assets under management in each of these strategies, with a particular emphasis on rebalancing its business mix toward more Real Estate and Private Equity, which have historically made up a smaller part of Group assets under management. In an environment of rising investor demand for alternative assets, each of these activities has major growth potential.

Private Debt

Building on its pioneering position in Europe in the private debt market, in the summer of 2020, the Group launched its fifth generation of funds, Tikehau Direct Lending (TDL), after the success of the four preceding generations of funds. The assets under management of this fifth generation of Direct Lending funds, reached €660 million at 31 December 2020, confirming the appeal of Tikehau Capital's private debt investment platform, the result of the extensive experience of a solid team and an ability to finance highly diversified transactions in Europe. It also allows the Group to benefit from the resulting scale effects and operating leverage.

In addition to its management of the Novo2, Novi1 and Novo 2018 funds, the Group was selected during the second quarter of 2020 to manage a new fund (Novo 2020), whose purpose is to support French medium-sized companies over the long term, by offering tailored senior financing solutions. This fund's assets stood at nearly €115 million as of 31 December 2020.

In September 2020, the Group announced the launch of its sixth CLO (Collateralised Loan Obligation). It had assets under management of €200 million at 31 December 2020. Tikehau Capital maintained a solid momentum in this business, issuing one CLO per year since 2015 for a cumulative total of €2.2 billion as at 31 December 2020 and plans to continue this momentum.

During the summer of 2020, Tikehau Capital was granted a €150 million mandate by a French institutional investor to invest in several strategies developed by the Group, mainly in private debt. This mandate takes the form of a closed-end evergreen fund, *i.e.* with an unlimited lifespan, a first for the Group in the field of private debt, demonstrating the Group's ability to offer new investment solutions to its investor-clients.

In the same vein, Tikehau Capital announced in 2020 the launch of a private debt secondary fund, in a market that is not yet mature and on which the Group can leverage its recognised expertise in private debt. A first closing of €85 million took place in December 2020, with commitments from Tikehau Capital's balance sheet. In addition, the Group launched its first impact lendin fund at the end of 2020, aiming to offer financing solutions to companies committed to the energy transition. A first closing for this fund was completed for approximately €100 million, with the participation of the European Investment Fund, a subsidiary of the European Investment Bank, as an anchor investor.

(1) Fee-related earnings (FRE) correspond to the net operating profit of the asset management activity, excluding performance fees and carried interest.

Real Assets

Tikehau Capital's Real Assets activity includes the Group's real estate investment business as well as the infrastructure business.

Tikehau Capital is continuing to develop its Real Estate business in a number of areas. Firstly, 2020 was marked by the final closing of the Tikehau Real Estate Opportunity 2018 (TREO 2018), the Group's first discretionary real estate fund using a value-added strategy, raising a total of €560 million and bringing the fund's assets to €755 million at the end of December 2020. Launched in June 2018 with initial contributions from Tikehau Capital and a leading Singaporean group, this fund is deploying an asset reconversion investment strategy in the European market.

The second growth area for Tikehau Capital in Real Estate is through Sofidy, a major real estate asset manager in France, acquired by the Group in December 2018. As the leading independent force in the SCPI (real estate investment vehicle) market with €6.7 billion under management as of the end of December 2020, Sofidy continues to develop by offering savings and investment products targeting commercial and office real estate.

In addition, the Group plans to continue to deploy its know-how in the launch of co-investment vehicles dedicated to specific asset portfolios, as was the case in 2019 with the successful fundraising of approximately €180 million for a residential real estate co-investment vehicle in France.

Finally, the Group manages two listed REITs, IREIT Global based in Singapore and Selectirente, within Sofidy's scope (see Section 1.3.2.2(c) (Real estate companies managed by the Group) in this Universal Registration Document). The acquisition of IREIT Global Group in 2016 allowed the Group to significantly increase its assets under management in this strategy by benefiting from an investment platform in Europe through a vehicle listed in Singapore, giving it particular visibility for Asian investors. On 19 October 2020, IREIT successfully completed a capital increase of approximately €89 million, oversubscribed by 166%, enabling IREIT to acquire all of its Spanish assets and also to reduce its level of indebtedness. IREIT Global's long-term shareholders, in particular Tikehau Capital, CDL and AT Investments, all renewed their support for the company.

Selectirente, a listed real estate company specialising in city centre commercial real estate, whose management is delegated to Sofidy, announced on 9 December 2020, its plan to transform itself into a *société en commandite par actions* (partnership limited by shares), enabling it both to terminate its status as an alternative investment fund and become a fully-fledged commercial company like the other listed REITs.

Tikehau Capital's infrastructure activity is carried out through funds managed by Star America Infrastructure Partners, an independent American asset management company active in the development and management of medium-sized infrastructure projects in North America, acquired by the Group in July 2020. Star America Infrastructure Partners operates in particular through public-private partnerships in four asset categories: transport, social infrastructure, environment and communication. The acquisition of Star America Infrastructure Partners enables Tikehau Capital to diversify its assets under management into a promising new asset class, expand its investor-client base and strengthen its development strategy in North America.

Private Equity

Tikehau Capital intends to continue to increase the proportion of Private Equity in its assets under management. This is a key asset class in the Group's development plans and one where Tikehau Capital has long experience and a solid performance track record. Until 2018, Tikehau Capital's Private Equity activity was carried out on the Group balance sheet. Since then, Private Equity has been developed within the Asset Management activity, through closed-end funds with long investment horizons offered to third-party investors. Assets under management increased within three years from €100 million (as at the end of December 2017) to €3.5 billion (as at the end of December 2020). As in every strategy, the Tikehau Capital balance sheet is a major investor in these funds.

The evolution of assets under management of funds managed for third parties is due in particular to the commercial success of the private equity strategy dedicated to the energy transition, T2 Energy Transition Fund, launched in partnership with Total SA in 2018. The fund's investments concentrate on companies making progress in three areas decisive for the energy transition:

- clean energy production: introduction of solutions to diversify the energy mix, projects to produce energy from non-carbon resources;
- low-carbon mobility: development of infrastructure for electric vehicles, rise in equipment and services linked to low-carbon mobility and developments linked to the use of natural gas in transport to replace diesel and marine gas oil;
- improved energy efficiency, storage and digitalisation: search for and implementation of solutions to introduce and optimise energy storage, optimise energy use of buildings and companies.

This strategy is a perfect fit with Tikehau Capital's voluntary ESG policy, which considers equity investment as particularly relevant for an effective and long-term support of companies committed to energy transition. In February 2021, the Group announced the completion of the fundraising for this investment strategy with a record amount of more than one billion euros, exceeding the objectives initially set. Having received the "Tibi" label in July 2020 and "Relance" label in September 2020, this strategy allows Tikehau Capital to fully participate in the post-Covid recovery by effectively channelling French savings towards corporate financing and the real economy. Thus, over the last 18 months, the Group has committed €440 million through six investments in European SMEs and mid-sized companies operating in the three sectors described above.

In addition, Tikehau Capital completed the final closing of its generalist private equity fund dedicated to minority investments, Tikehau Growth Equity II (TGE II), bringing its assets under management to nearly €375 million at the end of December 2020.

These funds rely on the track record in growth equity established by the Group with its balance sheet investments since its creation. The growth equity activity is different from majority Private Equity investment. It consists in supporting growing SMEs and mid-sized companies by providing resources while remaining a minority investor, often alongside the founders, entrepreneurs or controlling families. It means taking positions alongside high potential mid-sized companies in growing markets, whose investment needs have outstripped the resources of traditional development capital investors but are not yet of sufficient size to attract pension funds.

This is a less competitive market than majority Private Equity investing and Tikehau Capital is offering mid-sized companies both the quality support of a committed shareholder with an international presence in 12 countries and a an active yet non-intrusive governance approach.

Finally, in December 2018, Tikehau Capital acquired Ace Capital Partners, then called ACE Management, an asset management company which for 20 years has specialised in Private Equity to drive innovation and industry. Ace Capital Partners' investors are primarily major international groups, operating across the aerospace and defence industries. Ace Capital Partners manages three major families of funds to serve its investor-clients, representing a total of around €1.1 billion in assets as of the end of 2020: Aerofund (aerospace), Brienne (defence and security) and Atalaya (maritime). One of Tikehau Capital's major successes was the selection of Ace Capital Partners to exclusively manage a private equity fund intended to support the aerospace industry, following a call for tenders organised by the leading aerospace players (Airbus, Safran, Thales and Dassault Aviation), with support from the French State. During July 2020, a first closing of €630 million was completed, in which Tikehau Capital contributed €230 million of its balance sheet, in line with its strategy to align interests. A new success was recorded at the end of 2020 for this fund, with a commitment of €100 million from the Crédit Agricole Group. At the end of December 2020, assets under management of this fund amounted to nearly €750 million.

Capital Markets Strategies

The Group sees open-ended funds as a pillar of its growth, alongside the development of closed-end funds (see Section 1.3.2.3 (Capital Markets Strategies activity) of this Universal Registration Document). Indeed, they allow the inflow of substantial subscriptions when they outperform their benchmark markets and contribute to the diversification of the Group's sources of revenue. As an illustration, in 2020, Tikehau Capital's Capital Markets Strategies assets under management grew by 10% compared to 2019, to reach €4.2 billion at 31 December 2020. The construction of the range of open-ended funds managed by the Group allows it to respond to any market situation, especially in anticipation of a downward trend. Going forward, Tikehau Capital plans to continue to expand its offer notably by offering to its clients new non-daily liquidity funds exposed to capital markets.

Expanding the product range, client base and marketing channels

The Group is constantly examining the development of new fund ranges or strategies based on needs identified for its investor-clients and their availability to date. This approach is part of the Group's strategy to provide rapid, innovative and differentiating responses to the needs of its investor-clients. It may also lead the Group to expand its client base, particularly toward private clients, by developing specific offers tailored to these investors' profile.

Offering innovative products to new client types

Tikehau Capital's investor-client base is diversified and includes several types of investor-clients: insurers, asset management companies, family offices, pension funds etc. The Group is also offering a range of funds that can be accessed by private investors, notably liquid funds as part of Capital Markets Strategies and its crowdfunding businesses (Credit.fr and Homunity), but also through Sofidy's real estate investment products. Private clients, particularly high net worth individuals, show growing interest in investing in one or more private asset classes where the Group is active, including through closed-end funds, *i.e.* funds that do not offer investors total liquidity before the fund reaches maturity.

To this end, Tikehau Capital has decided to assign a team and specific resources to marketing solutions across several of the Group's asset classes. The team in charge of this cross-asset activity (called "Tactical Strategies") is both continuing to develop solutions that allow new types of client, particularly private clients, to invest in private asset funds, and developing a range of special situation funds, with a multi-sector opportunistic profile, some of which can invest in various asset classes.

As part of this cross-functional initiative, Tikehau Capital, in partnership with Fideuram-Intesa Sanpaolo Private Banking, launched in 2019 a fund offering a bespoke, multi-asset solution aimed at providing high net worth individuals seeking diversified exposure to European private markets. This fund had raised around €400 million from around 3,000 Italian private investors.

Building on this initial success, in April 2020 the Group launched its first European long-term investment fund (ELTIF[1]), in partnership with Banca March in Spain, offering the Spanish bank's private clients access to private markets and in particular to private equity investment solutions focused on the energy transition.

These initiatives confirm the attractiveness of Tikehau Capital's strategies and positioning, and demonstrates its ability to cater to the investment needs of the fast growing private clients base. The Group plans to continue launching initiatives for private clients, in particular through dedicated mandates distributed through private banks, ELTIF funds or unit-linked investment solutions to position itself in the life insurance market. These initiatives offer the twofold advantage of directing savings towards the financing of the real economy and of enabling private investors to give meaning to their savings.

Strengthening the Group's international footprint

Building on its commercial success with large institutional clients in France and Europe and in a context of strong global demand for alternative assets, the Group intends to continue its expansion by developping into new geographic areas, particularly North America and Asia.

(1) European Long-Term Investment Fund

The Group's priority is to expand coverage of local investor-clients, mainly through its different branches, in order to develop its investor-client base outside France. Although the Group's main objective is to take advantage of its existing locations in 12 countries, it may consider opening further offices. Its business strategy is based on the Group's investment history and the success of recent fundraising that generate a virtuous circle. Tikehau Capital intends to capitalise on its experience and past performance in order to provide investor-clients in these regions with a differentiated investment offer. The Group also intends to benefit from the growing interest of investors in the European area. This growth will be supported by strengthening the teams in charge of development of each of these markets.

At the beginning of 2021, the Group announced the opening of an office in Frankfurt, the twelfth Tikehau Capital location worldwide, which strengthens the Group's presence in Western Europe. The opening of this office underlines the Group's desire to be as close as possible to German investors; Germany is already a key market for Tikehau Capital, both in terms of investments and strategic partnerships.

Also, during 2020, nearly 35% of funds raised in the Group's Asset Management activity came from international clients, who represented 34% of the Group's assets under management as of the end of December 2020, compared to 25% in 2016. As an example, the fundraising completed in February 2021 for the private equity strategy dedicated to the energy transition, totalling more than one billion euros, confirms the continued internationalisation of Tikehau Capital's investment base with more than 45% of inflows from subscribers located outside France.

Tikehau Capital's multi-local presence also enables the Group to position itself close to investment opportunities for the funds it manages amid intensified competition to identify, select and complete transactions, whether in corporate financing, private equity or acquisition of real estate assets. Tikehau Capital's platform, with a presence as close as possible to the socio-economic fabric of the countries in which the Group operates, is therefore a major asset for its funds' current and future performance.

Increasing the marketing force

The Group intends to continue its commercial expansion in order to sustain the growth of its assets under management. Its sales organisation, structured around an international sales force, distribution networks and placement agents (see Section 1.3.1.3 (The operational organisation of Tikehau Capital) of this Universal Registration Document) is one of its major assets in rolling out its offer to institutional clients around the world, family offices, distribution networks and independent management consultants. The Group therefore intends to capitalise on this type of commercial leverage by, firstly, strengthening its teams in targeted geographic areas, and, secondly, by a controlled use of placement agents and adding to the number of differentiating commercial partnerships, where the Group is constantly considering new opportunities.

Investing selectively and sustainably for long-term performance

Tikehau Capital relies on its economic roots and a long-term approach to fulfil two needs: to provide returns on savings and to finance companies and projects. The Group invests on behalf of its investor-clients to provide financing solutions across the corporate capital structure, with the objective to align the interests of all stakeholders. Tikehau Capital acts as a long-term financial partner, leveraging on strong local roots and an entrepreneurial spirit shared by management and its employees.

The Group's independent model is based on a multi-local platform that allows it to get close to the best investment opportunities for its funds. Tikehau Capital also applies a conviction investment approach based on its robust fundamental analysis capabilities: analysis of economic, financial and operational factors as well as environmental, social and governance ("ESG") criteria. This approach, supported by major investments from the Group's balance sheet in each fund, makes Tikehau Capital especially vigilant and selective in the choice of investment opportunities for these funds.

For example, the Group invested within its closed-end funds a total of €2.8 billion in 2020, lower than the €3.6 billion invested in 2019. This change is linked to a desired slowdown in investments during the first half of 2020, in a disrupted economic environment linked to the Covid-19 pandemic. The Group has mobilised to closely support the companies financed through its funds to enable them to face the economic crisis resulting from the health crisis. The Group has continued to invest its funds' capital by maintaining, more than ever, a disciplined and selective investment policy, as evidenced by the high selectivity rate of investment cases across each of the Group's asset classes. Thus, the selectivity rates (or rejection rates), corresponding to the number of non-selected investment cases compared to the total number of investment cases reviewed, were respectively 94.4%, 98.0% and 94.8% for Private Debt, Real Assets and Private Equity in 2020.

The process for incorporating ESG issues is at the core of Tikehau Capital's approach and is shared across all Group activities. Tikehau Capital has opted to systematically integrate ESG criteria into analysis of all investment opportunities, imposing a strong responsibility on investment teams for these issues. The process is applied at each key stage in the life of these investments.

The Group has defined geographical, sector and behavioural exclusions that investment teams refer to when selecting opportunities. Also, when considering a new investment, the team in charge of the analysis performs an assessment by completing a grid of questions which fall under three categories: Environment, Social and Governance. Based on a multi-criteria analysis, an overall score is then calculated for the identified risks. This score makes it possible to determine an overall ESG risk and opportunity level. The summary of this analysis grid is included in the memo submitted to the Investment Committee responsible for validating investment decisions. In addition, in order to raise awareness within portfolio companies about these issues in the early stages of the investment relationship, an ESG clause is included wherever possible in shareholders' agreements or credit documentation. Finally, throughout the lifetime of the investment, the ESG performance of portfolio companies and assets is reviewed each year. This review makes it possible to identify changes or possible deterioration regarding ESG factors and to encourage, where appropriate, the companies or assets invested in to set up a process of improvement in these matters.

The ESG Committee has nine members, mostly senior and coming from various business lines and countries. The Committee's roadmap involves promoting sustainable development through all the Group's activities to create value for all its stakeholders (particularly its investor-clients, employees and the companies in which it invests).

Furthermore, operational ESG Committees for each of the investment platforms have been set up to ensure the consistency of investment decisions with the Group's policy. Through their right of veto, these Committees are responsible for making decisions on complex investments which were identified by the investment teams as potentially representing high ESG risks. Since January 2018, 16 investment opportunities have been assessed, 3 of which were rejected (see Section 4.2.1 (Governance and the pillars of the responsible investing strategy) of this Universal Registration Document).

Finally, the Group has taken concrete action to ensure its ESG convictions are reflected in the offer to investor-clients. Therefore, in 2018, the Group also launched a Private Equity fund dedicated to the energy transition, T2 Energy Transition Fund, in partnership with Total SA. The fund is a perfect fit with Tikehau Capital's voluntary ESG policy as the Group is convinced equity investment is a particularly effective way to achieve the energy transition, as it offers a long-term prospect for creating growth and jobs for companies.

At the end of 2020, Tikehau Capital announced the launch of an impact lending fund, consistent with the Group's convictions in terms of climate change, aiming to offer more favourable credit terms to companies based on their ESG performance.

In 2021, the Group plans to launch its High Yield impact strategy as part of its Capital Markets Strategies activity to invest in corporate bonds issued by public and private sector companies seeking to contribute to the transition to a low-carbon economy.

Optimising revenue and profitability from Asset Management activity

The Group plans to improve profitability by rapidly growing its assets under management, but also by investing the funds raised. Thus, Tikehau Capital considers that the gradual investment of these funds should result in (i) an automatic increase in fee-paying assets under management (to the extent that, in closed-end funds, the management fee rate generally differs between amounts committed by investors and the amounts actually invested by the funds), then (ii) later, if applicable, by the triggering of a threshold of performance fees and carried interest, which will provide significant additional revenue for the Group.

As an example, as at 31 December 2020, 85% of the Group's assets under management are fee-paying, and 11% of these assets are future fee-paying (representing a total of 96%), which leaves a significant scope to grow operating profit from Asset Management simply by virtue of the future increase in the percentage of fee-paying assets. Furthermore, this is an ongoing source of revenue as, within these fee-generating assets under management at the end of 2020, 96% of closed-fund assets generated revenue over a period of more than three years. In addition, the Group's assets under management potentially eligible for carried interest grew by 30% in 2020 to reach €11.2 billion at the end of December 2020. Of this total, €6.3 billion were already invested (+25% over one year), of which €3.0 billion generated rates of return above their target rate of return (hurdle rate, *i.e.* the rate of return above which performance incentives are payable), up 10% compared to 2019.

Tikehau Capital also aims at developing products that allow higher management and performance fees to be charged, by developing recognised, differentiating and, if possible, rare expertise and capitalising on the performance of the funds it already manages and the quality of the relationship with its investor-clients. The Group is applying this strategy in Private Equity and Real Assets, for instance, both of which generate management fee levels above the current Group average. The primary initiative for development of these asset classes is organic growth initiatives, with the launch of new funds for investor-clients, but may also include external growth transactions. The Group's aim is to translate its expertise and the added value of its independence in current and new strategies developed to meet the expressed needs of its clients and its market expectations.

Tikehau Capital has placed the scale effect at the heart of its strategy, *i.e.* the use of operating leverage which allows a greater volume of business to be handled – including investors, amounts invested and investments – while keeping a tight grip on the costs required to continuously upgrade its Asset Management platform.

The Group believes that its growth and investment objectives must be achieved without losing sight of cost control and intends to monitor its cost/revenue ratio, making sure it remains in line with the development of profitable growth. Accordingly, the Group announced in 2020 that it had achieved a fee-related earnings (FRE) margin of 35.3%, up 5.2 points year-on-year. Adding in scale effects from the bigger asset base paying fees and the shift in the mix of Group assets under management toward higher-margin strategies, as well as the controlled growth in operating costs, the Group's Asset Management activity should benefit from operating leverage in the next few years as revenue growth outstrips the rise in costs.

This approach enables the Group to confirm its objective of generating over €100 million of fee-related earnings (FRE) by 2022, compared to €70.2 million in 2020.

Deploying the Group's capital to create value for stakeholders

Increasing the Group's investments in its own funds

To position itself as a key player in the alternative Asset Management market, Tikehau Capital's strategy is based on a solid financial structure, with substantial shareholders' equity invested primarily in the Group's strategies alongside its investor-clients.

Thus, the successive capital increases carried out by the Company since 2016 (see Section 8.3.1 (Historical information about the share capital over the last three financial years) of this Universal Registration Document), the setting up of new financing (see Section 5.2.3 (Liquidity and Capital Resources)), the measured use of debt (bank and bond issues) and the resources generated by rotating its investment portfolio have given the Group the substantial resources it needs to finance its development.

The Group intends to continue investing this capital substantially in the vehicles it manages, to (i) ensure their launch and marketing, (ii) to encourage an alignment of interests with those of its investor-clients, and (iii) to use the returns from these vehicles as a source of recurring revenue. The gradual and steady stream of new closed-end funds should strengthen the recurrence of Group revenues, particularly those related to outperformance. Convinced of the quality of the funds it manages, the Group believes that they are a particularly suitable use for its resources.

This differentiating strategy is beneficial to the Group in two ways:

- boosting growth of its Asset Management activity, by aligning its interests with those of its investor-clients; and
- improving the visibility of its revenues and its return on equity by growing the share of portfolio revenues contributed by the performance of its own strategies.

In terms of timing, the actual pace of deployment and allocation of the Group's capital will depend on (i) the pace of investment and, in particular, the gradual marketing of new funds by the Group's asset management companies, based on the appetite of the Group's investor-clients for each asset class proposed by the Group, (ii) the rotation rate of the assets in the portfolio and (iii) the investment opportunities received by the Company, something which is inherently unknown and which will depend on various factors such as the macroeconomic environment or the attractiveness of each given asset class at any time.

As of the end of 2020, 65.8% of Tikehau Capital's portfolio was comprised of investments in its own funds; the Group is therefore ahead on achieving its objective of raising this proportion to between 65% and 75% by 2022. This priority area for allocating its capital should give Tikehau Capital additional revenue sources which will support the resilience of its activities and its return on equity. Thus, regarding investments in its own funds, the Group set the objective of achieving a 10% to 15% run rate return, an amount that can be achieved on an annual basis starting in 2022.

Continuing the rotation of the investment portfolio

In line with its strategy the Group actively manages its investment portfolio, which means it regularly sells directly held assets. These disposals allow the Group to realise the value created by its past investments and further rebalance the portfolio toward its own funds. In this respect, the Group was active in 2020 in rotating its investment portfolio and, in particular, sold 83% of its stake in DWS for total proceeds of €168 million.

Make selective acquisitions

The Group favours the organic growth of its business but may selectively carry out targeted acquisitions to complement its offer and to accelerate its development.

Therefore, the Group has actively acquired new tools and platforms, such as:

- the IREIT Global Group in 2016, which filled out the Group's real estate investment activity by adding a permanent capital listed vehicle focusing on Asian investors;
- Credit.fr in 2017 and Homunity in 2019, which allowed the Group to consolidate and expand its platform for lending to the economy and expand its financing to small and medium-sized companies and real estate development;
- Sofidy and Ace Capital Partners (then called ACE Management) in December 2018, which enabled the Group to expand its Asset Management platform in the areas of real estate and private equity;
- Star America Infrastructure Partners in 2020, which enabled the Group to diversify its assets into infrastructure, a promising new asset class, to broaden its investor-client base and strengthen its development strategy in North America.

Tikehau Capital also aims to give priority to targets allowing it to quickly benefit from the scale effects, which the Group considers a major tool for accelerating its growth. The Company intends basically to make use of external growth projects for (i) asset managers that would complement its offer, business lines, distribution capacity and/or geographic footprint, (ii) investment companies seeking to develop in Asset Management, and/or (iii) companies active in financial services that would present synergies with the services provided by the Group.

The approach taken on external growth is one of flexibility, depending on the opportunities received or perceived and according to the strategy set by the Manager, seeking the greatest complementarity with the Group's existing activities. In each of its acquisitions, the Group is mindful of their potential for value creation in the medium term and especially of risk control in execution and integration. Fully aware of the importance of the human factor in its successful development, Tikehau Capital focuses on the integration of the teams into the culture of the Group organisation.

1.2.2 Competitive advantages

Tikehau Capital intends to be a leading player in alternative asset management in Europe and worldwide. To achieve this, the Group is relying on a differentiating business model, based on significant shareholders' equity that it first invests in its different investment and asset management strategies, alongside its investor-clients.

Tikehau Capital claims its independence through a selective investment strategy based on in-depth fundamental analysis, *i.e.* the application of strict discipline in approaching and executing investment transactions to select investments with optimal risk-reward ratios and a promising non-financial profile. This policy allows it to grow fast, profitably and sustainably.

The Group already has offices around the world, in Europe, Asia and North America, and is continuing its rapid international development. At the end of March 2021, it had a presence in 12 countries.

Since it was created in 2004, Tikehau Capital has seen rapid growth in assets under management (See Section (Key figures) of this Universal Registration Document), underlining the relevance of its strategy and positioning.

Strong growth potential with leading clients

Since it was founded as a dedicated vehicle investing on its own behalf, Tikehau Capital has rapidly grown its assets under management, driven mainly by the strong development of its third-party Asset Management activity. Total assets under management multiplied 18x in eight years. This development was made possible by a commercial approach based on the close alignment of interests, the building of privileged relations with its investor-clients and steady long-term performance, enabling the Group to position itself as a key player in the field of alternative asset management in Europe.

At first oriented towards opportunistic investment, Tikehau Capital's strategy and performance have enabled it to attract a growing number of investors in all categories (institutions, distributors, private investors and family offices) and to offer a variety of investment vehicles, both in terms of vehicle type, permanent capital vehicles, closed-end funds, evergreen mandates or open-end funds and asset class (Private Debt, Real Assets, Private Equity, fixed income and equity). From the outset, this diversification has allowed the Group to offer its investor-clients a range of funds which meets all their needs.

This ability to position itself as an independent, differentiating player is central to Tikehau Capital's strategy. It responds to the desire of investors to find alternative investment opportunities with an appropriate risk/reward ratio while ensuring a high-level relationship with the management teams.

The presence of leading financial institutions as shareholders shows the Group can win the confidence of top players in the investment world and is a testament to the effectiveness of its business model and the confidence of its investor-clients. The Group has also forged equity and/or distribution partnerships with a number of French and international investors who wished to invest in its equity capital, again reflecting their confidence in future performance.

Tikehau Capital's ability to attract long-term shareholders was, for example, illustrated in 2019 when Morgan Stanley Investment Management bought in through its North Haven Tactical Value fund. The fund became a Tikehau Capital shareholder alongside existing investors such as Crédit Mutuel Arkéa, MACSF (mutual insurer for healthcare workers), Temasek (one of the Singapore sovereign wealth funds), FFP (the Peugeot family listed holding company) and the Fonds Stratégique de Participations. The presence of these key shareholders shows the Group can win the confidence of top-flight players in the investment world and is a testament to the relevance of its business model.

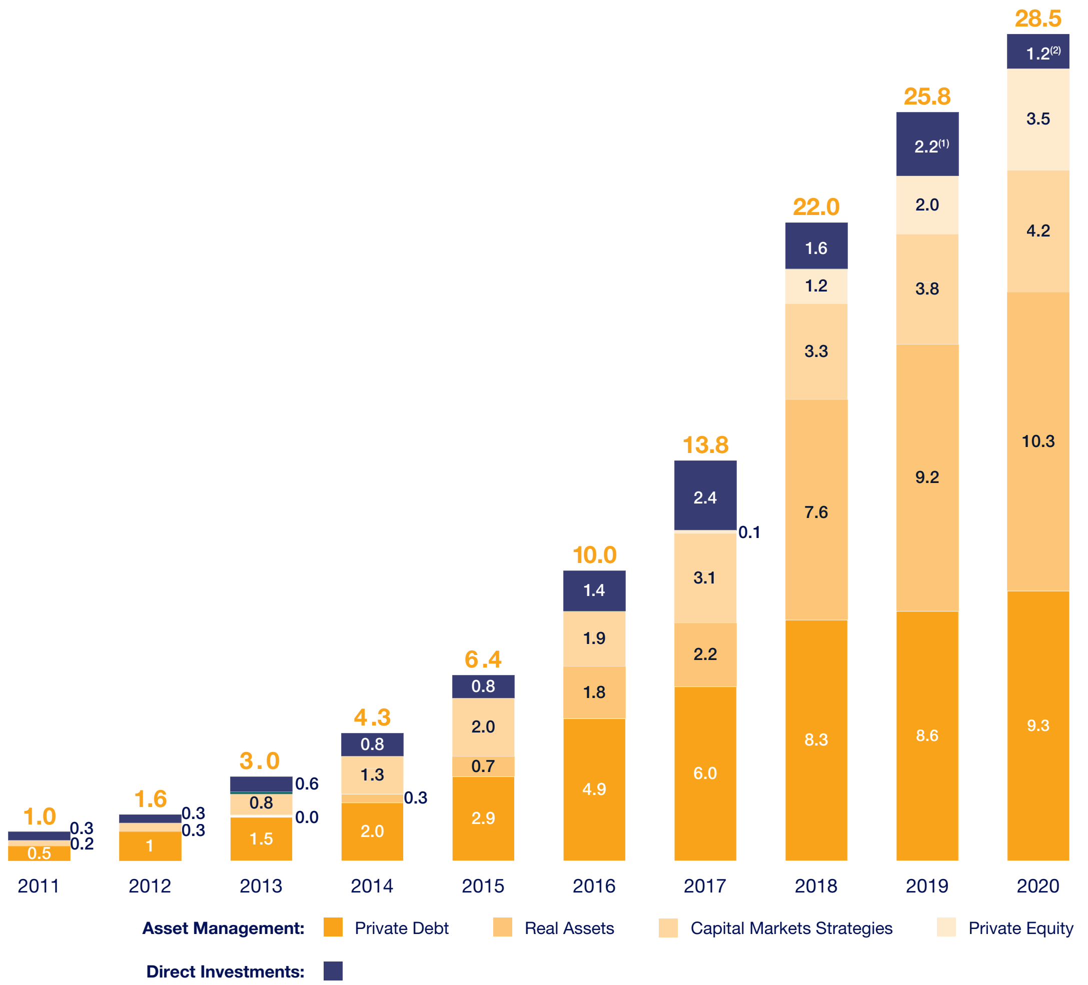
Commercial partnerships can also be formed to access an even wider distribution network, as illustrated by the launch in 2019, in partnership with Fideuram-Intesa Sanpaolo Private Banking, of a fund offering a bespoke multi-asset solution to private clients seeking diversified exposure to Europe's private investment markets and the launch in April 2020, in partnership with Banca March in Spain, of the first European long-term investment fund (ELTIF) offering the Spanish bank's private clients access to private markets and in particular to private equity investment solutions focused on the energy transition. Also in 2018, Tikehau Capital acquired a stake in DWS (Deutsche Bank's Asset Management subsidiary) as part of its IPO. This equity stake was accompanied by a partnership between the two groups concerning (i) shared opportunities for co-investment and deal flow on alternative strategies; and (ii) joint marketing initiatives. Lastly, in September 2019, four months after announcing the opening of its Tokyo office, the Group signed a marketing and financial alliance with T&D Insurance Group, a leading Japanese insurance company, which will focus on the distribution of Tikehau Capital's Private Debt products and could later be extended to other asset classes managed by the Group.

The Group's geographical expansion has been supported by stakes in the Company's equity acquired by strategic partners.

As an illustration, the opening of the Singapore office in 2014 was followed by Temasek acquiring a stake in the Company and, in 2016, the buyout of IREIT Global Group, the asset manager for IREIT Global, a Singapore-listed Real Estate investment company (see Section 1.3.2.2(c) (Real Estate companies managed by the Group) of this Universal Registration Document). In addition, to strengthen the long-term strategic partnership with T&D Insurance group in Japan, T&D declared their intention to become a shareholder of Tikehau Capital by buying outstanding Tikehau Capital shares on the secondary market, which was completed during 2019.

In early 2021, Tikehau Capital partnered with Financière Agache, Jean-Pierre Mustier and Diego De Giorgi to sponsor a SPAC (Special Purpose Acquisition Company) dedicated to the European financial services sector (see Section 5.4 (Significant events since 31 December 2020) of this Universal Registration Document).

Evolution of the Group's assets under management since 2011



	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020
Assets under management [3] ***(as at end of period, in millions of €)***	957	1,584	2,973	4,327	6,352	9,979	13,793	21,962	25,808	28,530
Growth rate	-	66%	88%	46%	47%	57%	38%	59%	17%	11%

(1) Direct Investments of €2,173 million as at 31 December 2019 included goodwill (€371 million), intangible assets recognised following external acquisitions (€104 million), investments other than in funds managed by the Group (open to third-party investor-clients) for €1,035 million, cash and cash equivalents and cash management financial assets (€1,307 million), net of off-balance sheet commitments in funds managed by the Group (€653 million).

(2) Direct Investments of €1,180 million as at 31 June 2020 included goodwill (€417 million), intangible assets recognised following external acquisitions (€103 million), investments other than in funds managed by the Group (open to third-party investor-clients) for €834 million, cash and cash equivalents, cash management financial assets and margin calls (€845 million), net of off-balance sheet commitments in funds managed by the Group (€1,028 million).

(3) See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document.

A solid financial structure with substantial equity capital to support growth

Having built up €2.8 billion in consolidated equity at 31 December 2020 to guarantee its independence of action, the Group has a solid level of shareholders' equity coupled with historically low leverage.

Tikehau Capital sees its equity as a substantial and differentiating competitive advantage in its growth momentum strategy, allowing it to rapidly deploy new funds, accelerate investment in its platforms or strengthen existing platforms through acquisitions. Lastly, having substantial equity is a real advantage, if needed, against adverse market conditions.

Tikehau Capital is an investor in the vehicles managed by the Group or co-investor in the transactions that they carry out. Aware of the quality of investment vehicles offered by its Asset Management subsidiaries, the Group allocates a substantial share of its shareholders' equity to them. It also invests in new vehicles and products proposed for marketing to demonstrate its conviction and to provide seed capital to launch new vehicles and products. Thus, Tikehau Capital benefits from the performance of the vehicles managed by its Asset Management subsidiaries. In addition, this investment ensures the alignment of its interests with those of its investor-clients, particularly in terms of capital preservation.

Having the advantage of solid shareholders' equity also means the Group can consider external growth transactions, including, where appropriate, large-scale transactions. This strategic option increases the value creation potential for the Group's shareholders and investor-clients. In a context of intensifying competition, it helps differentiate the Group's commercial offering and strengthen its Asset Management platform. Therefore, the Group has already successfully completed external acquisitions, including some major acquisitions such as Salvepar in October 2012, the takeover of Lyxor's European Senior Debt activity (leveraged loans) at the end of 2016, IREIT Global Group in November 2016, the acquisition of Credit.fr in June 2017, the acquisitions of Sofidy and Ace Capital Partners in December 2018, or that of Star America Infrastructure Partners in July 2020 (see Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document).

Following its IPO, Tikehau Capital completed a €702 million capial increase in July 2017 and continued to grow its shareholder base. In order to have additional capacity to support its strategy, in the first half of 2019 the Group completed a €715 million capital increase, the biggest in the history of Tikehau Capital and one of the biggest in France in 2019. This transaction not only strengthened the Group's financial position but also allowed it to bring in new shareholders showing the strong appetite of investors – particularly international investors – for the differentiating model developed by Tikehau Capital in its market.

The Group's strong balance sheet also allowed it to issue three bonds: an inaugural €300 million fixed-rate six-year bond in November 2017, a second €500 million fixed-rate seven-year bond in October 2019, which was followed by the early repayment of €300 million in bank debt (and a two-year extension of the remaining bank debt) and a third bond, its first sustainable bond for €500 million, with a 8-year maturity and a coupon of 1.625%. The success of these three major bond issues confirms the market's confidence in Tikehau Capital's credit quality.

Finally, on 30 January 2019, financial ratings agency Fitch Ratings gave Tikehau Capital an inaugural Investment Grade credit rating of BBB- with a stable outlook, confirming the solidity of the Tikehau Capital financial profile. This rating was confirmed on 22 January 2021 by Fitch Ratings during its annual review.

At the end of December 2020, the Group had gross available cash of €845 million[1], and the average maturity of its debt was 4.4 years.

Tikehau Capital announced on 25 March 2021 that it had successfully completed the placement of an inaugural sustainable bond issue for €500 million maturing in March 2029, with an annual fixed coupon of 1,625%, the lowest coupon ever achieved by the Group. This first sustainable bond for Tikehau Capital is a key step in the acceleration of the Group's impact strategy. Placed with a diversified base of more than 100 institutional investors and more than 75% subscribed by international investors, this sustainable bond issue confirms their confidence in Tikehau Capital's credit quality. Through this transaction, the Group extends the average maturity of its debt to 5.5 years.

Diversified, fast-growing revenues

The revenues generated by Tikehau Capital come from its two areas of activity, which are Asset Management and Investment. In 2020, revenues from Asset Management activity amounted to €204.8 million, up 17% year-on-year, and revenues from Investment activity reached €84.9 million (compared to €277.9 million in 2019).

The Company anticipates that its revenues from Asset Management activity should see high growth in the coming years through a combination of several factors:

- first off, the growth in assets under management, buoyed by net new money from investor-clients, driven by strong demand for the Group's products and its value creation track record;
- in addition, the improvement in the Group's product mix, intensifying its development toward asset classes with a more favourable remuneration structure, such as Real Assets and Private Equity;

(1) *As at 31 December 2020, gross cash consists of the sum of cash, cash equivalents (mainly composed of marketable securities) and cash management financial assets for €747.3 million and collateralised cash on derivatives portfolio for €115.1 million less negative fair value on derivatives portfolio for -€17.4 million.*

- the growth in revenues will also benefit from the investment of the capital entrusted by investor-clients in some of the Group's funds (specifically Private Debt and Real Estate), for which management fees are based on invested capital, not on committed capital – see Section 5.2.1 (Comments on the consolidated results for the year 2020) of this Universal Registration Document);
- lastly, the maturing of carried interest should enable the Group to receive additional remuneration from the return generated by some closed-end funds (Private Debt funds, Real Estate funds, and Private Equity funds) in excess of a minimum level of IRR (see Glossary in Section 10.7 of this Universal Registration Document) set by the fund documentation. They should begin to materialise from the maturity of the main closed-end funds currently managed by the Group. (See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document).

These growth prospects complement the characteristics inherent in the business model of alternative managers, that benefit from a greater capacity to withstand economic downturns thanks to their ability to charge higher fees that reward the added value of their management and the lower risk of exit of investor-clients.

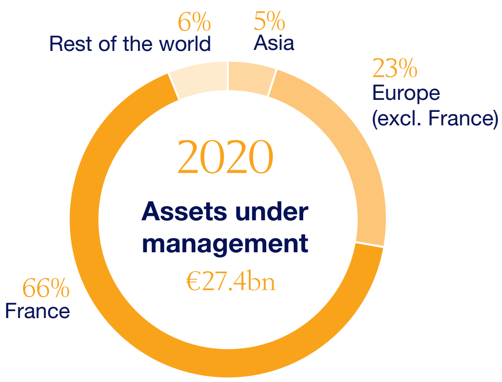
The Group intends to continue the successive launch of new funds to create a pool of assets under management at different stages of investment, in order to spread out the payment of management fees and performance-related revenues (performance fees and carried interest). This staggered launch will in the medium term also create recurring management performance-related revenue.

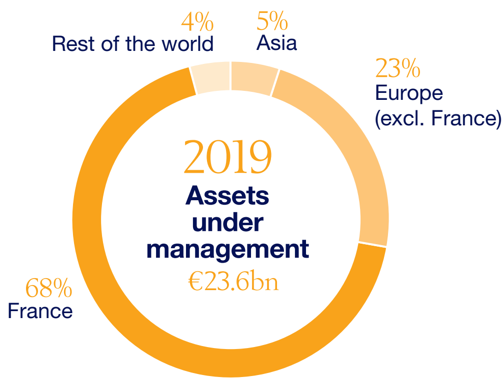
Lastly, the Group invests a significant portion of its shareholders' equity in the funds it manages and therefore benefits from their performance. It is thus a source of additional revenue, of a different type, which increases its diversification and improves its durability. To date, these revenues are of several types: firstly, dividends/distributions, coupons and interest received on investments carried on the balance sheet and, secondly, the changes in fair value of the portfolio investments recorded at each financial closing date, plus the capital gains or losses on disposal recorded for each divestment of an asset on the balance sheet.

A geographic platform and a leading international network

Thanks to its successes and the establishment of a robust network in its main market, the Group has embarked rapidly on an active international expansion strategy. The Group therefore opened an office in London as early as 2013, before opening an office in Singapore in 2014, followed by Milan and Brussels in 2015, Madrid and Seoul in 2017, New York in 2018, Tokyo, Luxembourg and Amsterdam in 2019 and lastly Frankfurt in 2021. This strategy of setting up branches is motivated by the desire to establish a presence at the very heart of the markets targeted by the Group. It creates a closer relationship between the Group and its investor-clients and better access to investment opportunities. This approach is part of the Group's strategy to build a long-term relationship with its investor-clients and to invest in assets with higher profitability.

Across the Asset Management perimeter at the 2020 year-end, 34% of the Group's assets under management came from international investor-clients, compared to 32% at end-2019 and 28% at end-2018:





This approach is guided by a strong desire to preserve the value of the relationship with investor-clients and therefore judicious use of distribution networks, namely the networks of private banks, wealth management advisors, third party marketers, institutional networks or banks offering to distribute funds external to their group *via* their networks through distribution agreements. Thus, the added value of the distribution network is regularly assessed (in terms of placement volume, potential for diversification of investor-clients base, and retrocession rates) to adjust the Group's strategy in this area (selection and remuneration of distribution networks, compatibility of marketing policy with client expectations, recruitment of salespeople to cover specific markets, etc.).

Tikehau Capital has set up an advisory body – the International Advisory Board – chaired by Sir Peter Westmacott (former United Kingdom Ambassador to the United States, France and Turkey), and whose members also include: Mr Stéphane Abrial (former Chief of Staff in the French Air Force and Strategic Commander of NATO), Mr Jean Charest (former Prime Minister of Quebec), Mr Fu Hua Hsieh (Chairman of ACR Capital and former President of Temasek Holdings), Mr Nobuyuki Idei (former Chairman of the Sony Corporation), Ms Margery Kraus (founder and Chairman of APCO Worldwide), Lord Peter Levene (former Lord Mayor of London and former Chairman of Lloyd's), Mr François Pauly (Chairman of Compagnie Financière La Luxembourgeoise), Mr Kenichiro Sasae (former Japanese Ambassador), and Mr Fernando Zobel de Ayala (Chairman of Ayala Corporation).

The International Advisory Board meets several times a year to exchange views on global economic and geopolitical trends and analyse their potential impacts on the markets in which Tikehau Capital operates. Stemming from a variety of political and economic spheres, these highly experienced figures from diverse geographical regions provide Tikehau Capital with informed perspectives and recommendations to support its strategies and boost its international development.

An Advisory Board was also set up at the level of the Group's asset management company Tikehau IM, whose members are international economic personalities with varied and leading profiles, benefiting from an in-depth knowledge of the asset management market: Mr Gianluca La Calce (Chairman and Chief Executive Officer of Siref (Intesa Group Trust Company) and Director of Strategic Marketing and Product Coordination, Intesa San Paolo Private Banking), Mr José Cloquell (Head of Co-Investments and Illiquid Alternatives, Banca March), Mr Davide Elli (Head of Multimanager and Alternative Investments, Fideuram Investimenti SGR), Mr Dirk Goergen (Member of the Executive Committee and Board of Directors, Head of Global Coverage and Sales, DWS), Ms Goh Mui Hong (Executive Director and CEO, Singapore Consortium Investment Management Limited; former Chairman and CEO of ST Asset Management Ltd.), Mr Jason Lamin (Founder and CEO of Lenox Park Solutions), Mr Lionel Martellini (Director of the EDHEC-Risk Institute and Professor of Finance at the EDHEC Business School), Mr Juan Antonio Roche Gonzalez (Member of the Executive Committee of Banca March and Head of the product offering), Mr Bruno de Saint Florent (Partner at Monitor Deloitte in charge of financial services), Ms Natacha Valla (Dean of the School of Management and Innovation at Sciences Po and former Deputy Director General for Monetary Policy at the European Central Bank) and Mr Rob Williams (Director, Temasek; and member of the Temasek Investment Group; member of the Board of Directors of several Temasek portfolio companies). The purpose of this committee, created in 2020, is to provide expertise in the analysis of markets and the economy, to contribute to discussions on the strategic orientations and projects development of the asset management company, and help it to grow its business by expanding its investor-client base and product range.

Successful and cautious teams, guaranteeing a high quality client relationship

Since its inception, Tikehau Capital has built top-level management and Asset Management teams. Strengthening these teams in recent years has attracted experienced professionals from diverse backgrounds who bring a complementary perspective on the markets and their structural developments. In particular, the quality of the internal research team allows conviction-based, alpha-generating positions to be taken. These teams are all strongly imbued with the entrepreneurial values that have constituted the Group's culture since its creation: dedication, quality, and reliability. In addition, the excellent access of the management teams to ongoing transactions in the Private Debt, Real Assets, and Private Equity sectors guarantees their ability to make investments with the best risk/return profile. Tikehau Capital's positioning on several segments of alternative asset classes (debt, equity, real estate, infrastructure, etc.) and its research team also offer the ability to combine complementary expertise that can be decisive in some investment proposals that call for multiple skills.

Tikehau Capital believes in a critical and original way of thinking and has therefore endeavoured to place diversity and gender balance at the heart of its success. As at 31 December 2020, the Group's teams worldwide consisted of 26 nationalities and the proportion of women in the permanent workforce stood at 41%.

Tikehau Capital's team also relies on a network of senior advisors who contribute their expertise and experience in specific regions or particular sectors to the Group. These include Mr Pierre Vaquier (Real Estate), Mr Marwan Lahoud (aeronautics, defence and industry), Mr Mark Pensaert and Mr Joost Van Meerbeeck (Benelux) and Mr Ignazio Rocco di Torrepadula, Mr Fabio Corsico (Italy) and Mr Daniel Cruise (United States).

The quality of the investment teams has been recognised by investors and observers through numerous prizes and awards, such as the "Golden Trophy" for the best Mutual Fund (SICAV) range and European bond fund over three years in 2017 and in 2018 by Le Revenu, "Private Debt Lender of the Year" in 2018 for the fourth consecutive year by Private Equity Magazine, "Unitranche Lender of the Year in Europe" in 2015 by Private Debt Investor, "Best Financial Provider in the Small-Mid Cap Category" in 2015 by Private Equity Magazine, "Nominated Lender of the Year" in 2014 by Private Debt Investor, first prize in the "EUR Allocation Fund" category awarded to Tikehau In CA (P share) by Morningstar in 2019, and "Best Debt Provider of the Year – Alternative by Private Equity Wire" in 2020, "Private Debt Lender, Large Category" by Private Equity Magazine as well as the "Excellence in ESG 2020" award by the British Private Equity & Venture Capital Association in the GP category, and "Lender of the Year, Europe" by Private Debt Investor Awards 2020 and "Global Newcomer" for the private debt secondary team by Private Debt Investor Awards 2020. In general, added value from Asset Management allows for the application of a better fee scale and the retention of investor-clients.

The Group has a strong capacity to be entrusted with the management of dedicated funds on behalf of private clients and to raise closed-end funds of increasing size over the years. As a result, the Group has been able to attract new investors in Europe and the rest of the world.

A managing and shareholding structure guaranteeing controlled, long-term development

The Group has a management team recognised for its experience and ability to successfully lead a growth and value-creating corporate project within just a few years. The founders of Tikehau Capital are for instance today its managers and major shareholders. Moreover, the Group has put in place a structure that provides strong incentives for long-term value creation among its main executives, whose shareholdings in the Group represent a significant part of their own net worth. In contrast to a classic carried interest structure (*i.e.* incentives for teams to achieve the outperformance only of the funds they themselves manage), the value of the stakes held by the Group's corporate officers and senior executives fluctuates both upward and downward according to the value of the Group and is distributed across all the business lines within the Group, which creates true solidarity and cohesion between the Group's management teams (See Section 1.3 (Presentation of Tikehau Capital activities) of this Universal Registration Document). The Group's management and executive teams have therefore incentives to achieve high, profitable and cautious growth.

This model of aligning interests is also reflected among the Group's shareholders by the presence in its equity capital of long-term institutional shareholders, most of whom are also investors in the vehicles managed by the Group or co-investors alongside the vehicles managed by the Group. In addition, the Company's management team operates under the oversight of a Supervisory Board 50% composed of independent members.

This powerful convergence of interests between manager, executives, shareholders and investor-clients consequently creates a virtuous circle for all of those actively involved in the Group.

A strong corporate culture, focused on performance

Tikehau Capital is distinguished by a culture highly focused on performance, resulting from its model that aligns interests between stakeholders and its entrepreneurial growth. Following the success of its growth strategy, the Group has succeeded in attracting and retaining profiles from different backgrounds (banking and holding company senior executives, bankers and corporate lawyers, etc.) in order to build a team with a high level of expertise and entrepreneurial spirit.

The Group's teams display a strong penchant for innovation and initiative, servicing investor-clients and the Group's strategy. The concern for rigorous fundamental analysis and the practice of critical thinking ensure the independence of mind of employees. This independent spirit has forged an investment culture of conviction, sometimes going against market trends, in keeping with the desire of Tikehau Capital to provide enhanced added value for its investor-clients. In the current more volatile economic and financial situation caused by the Covid-19 virus, the Group's fundamental, independent analysis capability is a major differentiating advantage which enables it to generate long-term performance for its investor-clients.

Among the workforce of the Group and Tikehau Capital Advisors, around 90 senior corporate members (with responsibilities in the Group's management or joint functions, and including AF&Co and MCH) have joined together to invest in a joint company which owns an equity interest in Tikehau Capital Advisors and which receives 20% of the available carried interest on the funds managed by the Group. The remaining 80% is split equally between Tikehau Capital, Tikehau Capital Advisors, and the Group's asset management company that manages the fund in question. Carried interest relate solely to certain closed-end funds (the performance-related fees on open-ended funds being received in full by Tikehau IM) and enables the collection of a portion of investor returns beyond a level of IRR (see Glossary in Section 10.7 of this Universal Registration Document) set out in the fund documentation. (See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document). This structure provides incentives to these employees to achieve performance for the Group and its funds, creates a solidarity across all business lines, avoiding any silo effect, and enables employees to particpate in the Group's control through its stake in Tikehau Capital Advisors.

In addition, a large proportion of the Group's employees are Tikehau Capital shareholders or should become shareholders through the free share and performance share plans (see Section 8.3.2.2 (Free share and performance share plans) of this Universal Registration Document).

This strong shared corporate culture boosts Tikehau Capital's brand awareness. The Group brand is already well-established in France and in the countries where it has set up local branches and has been renowned for its corporate record ever since its founding. The brand reflects a strong image of independence, excellence and innovation, and is a key asset in the Group's future development. Tikehau Capital intends to continue focusing its communication strategy on its brand to improve its renown and how it is perceived in the international markets which will drive the Group's growth in the coming years.

1.3 PRESENTATION OF TIKEHAU CAPITAL'S ACTIVITIES

1.3.1 General overview

1.3.1.1 Introduction

Tikehau Capital has been built up over the years to become a leading global player in alternative asset management.

At its inception in 2004, the Company was set up with a view to being an independent investment company whose purpose would be to invest in all types of asset classes without restrictions in terms of geographic region or holding period. At the same time, the Company has developed or acquired Asset Management or specialist investment platforms in specific business sectors accommodated within its subsidiaries, which allow it to create added value and generate performance-linked revenue, from which the Company also benefits as sponsor (See Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document).

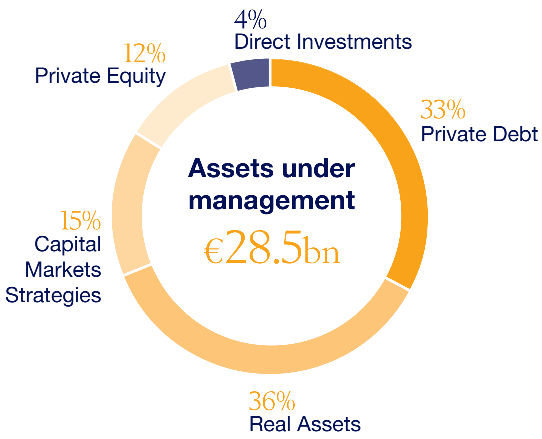
By funding the development of its platforms and acting as a sponsor for their strategies (either by investing in vehicles created by these platforms or by co-investing with these vehicles), the Company benefits from (i) the results produced by the Group's management and research teams (through revenues from its Asset Management activity: management fees, performance fees, carried interest, etc.) and (ii) the performance of its investments in the underlying asset classes (in the form of distributions, interest and capital gains). The scope of investments on the Company's balance sheet has been reduced in line with the creation of these specialised platforms, in order to protect the Group against the risks of conflicts of interest between its various investment strategies and/or stakeholders.

With €28.5 billion in assets under management as at 31 December 2020 [(1)], Tikehau Capital operates both within its Asset Management activity, comprised of four business lines: Private Debt (see Section 1.3.2.1 (Private Debt activity) of this Universal Registration Document), Real Assets (see Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document), Capital Market Strategies (fixed-income management/diversified management and equities) (see Section 1.3.2.3 (Capital Markets Strategies activity) of this Universal Registration Document), and Private Equity (see Section 1.3.2.4 (Private Equity activity) of this Universal Registration Document), and within its Direct Investments activity (see Section 1.3.3 (Direct Investments activity) of this Universal Registration Document).

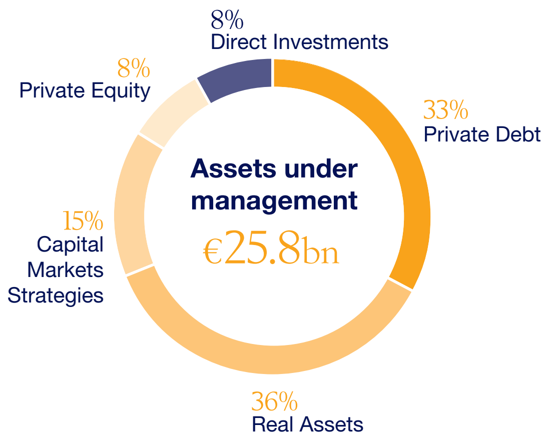
The Group aims to increase its investments through its funds. The Group provides its investor-clients with alternative investment opportunities targeting long-term value creation.

Distribution of the Group's assets under management between its Asset Management activity, comprising its four business lines, and its Direct Investments activity are as shown below as at 31 December 2020 and as at 31 December 2019 [(1)]:

Details of the Group's assets under management as at 31 December 2020



Details of the Group's assets under management as at 31 December 2019



(1) See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document.

	Asset Management				
	Private Debt	**Real Assets**	**Capital Markets Strategies**	**Private Equity**	**Direct Investments**
Assets under management	**€9.3bn** (33% of assets under management)	**€10.3bn** (including €6.7bn from Sofidy and €0.6bn from Star America Infrastructure Partners) (*i.e.* 36% of assets under management, including 23% from Sofidy and 2% from Star America Infrastructure Partners)	**€4.2bn** (15% of assets under management)	**€3.5bn** (including €1.1bn from Ace Capital Partners) (*i.e.* 12% of assets under management, including 4% from Ace Capital Partners)	**€1.2bn** (4% of assets under management)
Employees	32 employees (excluding Homunity, Credit.fr and Tikehau Capital North America) 14 employees (Homunity) 14 employees (Credit.fr) 3 employees (Tikehau Capital North America)	19 employees (excluding Sofidy and Star America Infrastructure Partners) 206 employees (Sofidy and subsidiaries) 18 employees (Star America Infrastructure Partners)	17 employees (excluding Tikehau Capital North America) 3 employees (Tikehau Capital North America)	25 employees (excluding Ace Capital Partners) 24 employees (Ace Capital Partners)	
Investment universe	**At all levels of capital structure** Senior loans, stretched senior, unitranche, mezzanine, preferred equity **Target companies** Revenues (€30m – €2bn) Value (€50m – €2bn) All sectors in Europe	**All classes of Real Estate assets** (offices, retail, logistics, hospitality, residential), **existing or to be redeveloped** based on Core, Core+ or Value Added strategies **Infrastructure** in the social, telecommunications, environmental and transport sectors	**Credit** High yield, Investment Grade Corporate and subordinated instruments mainly European and Asian **Equities** Selection of "Value" stocks	**Minority investor** Non-takeover situations in an extensive sector and geographic universe Special Situations	Investments in an extensive sector and geographic universe
Key differentiation factors	• A **pioneer** in alternative financing • Solid **partnerships** with banks and Private Equity funds • Capacity for **flexible and innovative** structuring	• Flexible and innovative approach • **Solid track record** • Capacity for customised financing • Cross-sourcing, local sourcing and European platform	• Allocation and selection based on conviction management • **Fundamental top-down and bottom-up analysis**	• An entrepreneurial spirit shared with companies that are invested in • Capacity for structuring ability and flexible investment • Strong origination capacity	• Strong origination capacity

The following table shows the evolution of the Group's assets under management between 31 December 2020 and 31 December 2019:

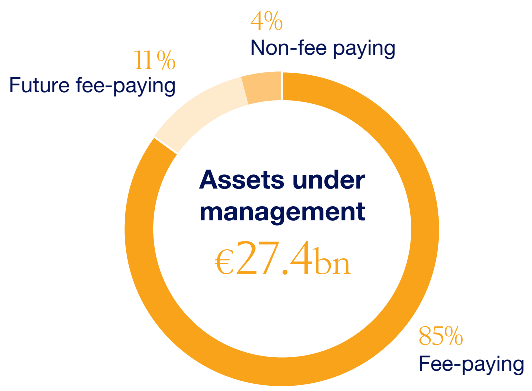
(in millions of €)	31 December 2020	31 December 2019	Annual growth rate
Private Debt	9,342	8,634	8%
Real Assets	10,334	9,177	13%
Capital Markets Strategies	4,184	3,810	10%
Private Equity	3,491	2,014	73%
Total Asset Management	**27,351**	**23,635**	**16%**
Total Direct Investments	**1,180**	**2,173**	**n.m.**
TOTAL	**28,530**	**25,808**	**11%**

As at 31 December 2020, the Group's assets under management were divided between the Asset Management activity (€27.4 billion) [(1)] and the Direct Investments activity made from the Group's balance sheet (€1.2 billion).

The scope of the Group's asset managment is comprised of (i) fee-paying, (ii) future fee-paying, and (iii) non-fee-paying assets under management (see definitions in Section 5.1 (General overview of activities, results and financial position for 2020) of this Universal Registration Document), the breakdown of which is indicated below as at 31 December 2020:

Breakdown of assets by type of fees generated as at 31 December 2020

(Scope of the Asset Management activity)

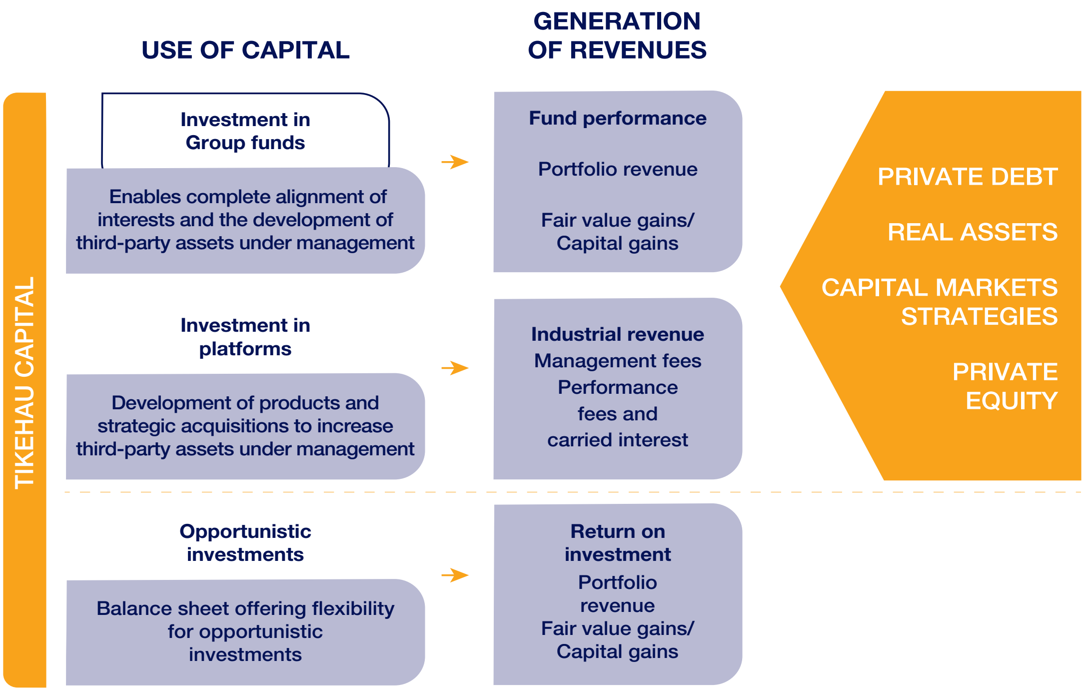


1.3.1.2 Tikehau Capital's business model

The Tikehau Capital model is based on a strong balance sheet, supported by €2.8 billion of shareholders' equity as at 31 December 2020. This supports its competitive advantage in Asset Management, enabling the Group:

- **area 1:** to invest in funds and vehicles managed by Group platforms or to co-invest alongside them, which meets the double objective of sponsoring the Group's strategies and generating recurring revenue for the Company;
- **area 2:** to finance the development of its investment platforms through organic or external growth, either through the development of existing platforms or by creating new platforms; and
- **area 3:** to make opportunistic investments outside its platforms and its business lines to seek out the best sources of value creation.

The following chart summarises these three areas of capital allocation and the expected associated revenues.



The Manager of the Company is able to flexibly and optimally allocate the Company's capital among these three areas to seek diversification and recurring revenue (See Section 1.2 (Strategy and competitive advantages) of this Universal Registration Document).

(1) *Investments made by the balance sheet in the Group's business lines are included in the Asset Management scope.*

The following table shows the distribution of Tikehau Capital's assets under management between the four business lines as at 31 December 2020:

(in millions of €)	Total assets under management	Assets under management from Tikehau Capital [(1)]	%	Third-party assets under management	%
Private Debt	9,342	206	28%	3,978	35%
Real Assets	10,334	723	29%	8,619	39%
Capital Markets Strategies	4,184	748	8%	9,585	16%
Private Equity	3,491	937	36%	2,553	10%
Total Asset Management	**27,351**	**2,615**	**100%**	**24,736**	**100%**
Direct Investments	**1,180**				
TOTAL GROUP	**28,530**				

(1) Corresponding to the investment commitments undertaken by the Group (called and uncalled) in its business lines. The amount of these investments (for the share of called and uncalled amounts) is set out under Section 5.1.2 (Activities during the year 2020) of this Universal Registration document.

Investments and co-investments in and with Group vehicles

Historically, the Group's shareholders' equity has helped initiate and/or sponsor certain strategies launched by the platforms through investments in such strategies, *i.e.* by investing directly in funds and vehicles dedicated to these strategies. More recently, the Group has added to this approach more regular co-investment with these strategies, that is to say, favouring balance sheet deployment within or alongside funds and vehicles managed by the Group directly in underlying assets. Indeed, the intention for the Group is to deploy its shareholders' equity in its investments that it considers profitable.

Co-investment provides direct exposure to a particular transaction that a vehicle would not wish or be able to undertake in full and therefore offers its investors or third parties the opportunity to complement in the form of co-investments.

These approaches create the conditions for an alignment of interest between investment strategies on behalf of investor-clients and the Company's balance sheet. They are also an attractive token of confidence for investors interested in Tikehau Capital's strategies, especially for its major investor-clients. In this respect, the Company is managed in such a way as to preserve the desired alignment of interests and to prevent conflict of interest situations.

Thus, the Company's policy is to invest almost systematically in the new investment strategies or the new products launched by the Group. As of the date of this Universal Registration Document, this means primarily (i) underwriting commitments in new funds launched by Tikehau IM, Sofidy and Ace Capital Partners, such as the commitments made by the Company in Tikehau Direct Lending V, Tikehau Impact Lending, Tikehau Private Debt Secondaries, T2 Energy Transition, Tikehau Growth Equity II, TSO II, Tikehau FoF, Sofidy Pierre Europe and Brienne III, Ace Aéro Partenaires and Star America Infrastructure Fund II funds, or (ii) transactions performed in the Group's investment vehicles, such as the underwriting of the IREIT capital increase in October 2020, or (iii) the financing of the retention piece in the various CLOs launched by Tikehau Capital Europe. (*i.e.* the retention rate of 5% of the securitised assets which under the regulations is applied to the originating entities from a regulatory standpoint (see Section 1.5.3.3 (Other regulations – Capital requirements) of this Universal Registration Document). In addition, the Company receives a percentage of the carried interest available from the funds and vehicles concerned. The allocation policy for the carried interest which applies throughout the Group allows the Group to collect about 53% (*i.e.* two-thirds of 80%) of the available carried interest, the balance being distributed between Tikehau Capital Advisors and a company grouping around 90 senior corporate members of the Group as well as AF&Co and MCH (See paragraph below, "Tikehau Capital's sources of revenue").

This investment policy feeds the Company's revenue base in business lines and with teams whose quality it recognises, while creating the conditions for an alignment of interests that serves as a vector of trust for investor-clients. These factors are considered attractive for Tikehau Capital's investor-clients and seem to have contributed positively to the rapid growth of the Group's assets under management in the past. The Group also plans to make more frequent co-investments, enabling it to increase the scope of its opportunities, and the quality and diversification of its investment portfolio.

As at 31 December 2020, the value of investments and co-investments in the Group's strategies (excluding uncalled commitments) amounted to €1,586 million, or 66% of the value of Tikehau Capital's current and non-current investment portfolio, compared to €1,425 million and 61% of the portfolio as at 31 December 2019). It should be noted that, in addition to the €1.6 billion already invested in the Group's strategies, Tikehau Capital has approximately €1 billion in additional commitments that will gradually be called upon as the funds will invest their capital. Thus, the total commitments (called and uncalled) made by the Group in its asset management strategies amounted to €2.6 billion at the end of 2020. The Group is therefore ahead of schedule in achieving its objective to bring the proportion of its own strategies within its investment portfolio to between 65% and 75% by 2022.

Investments in the development of platforms

Since its creation, Tikehau Capital has built and developed specialised platforms dedicated to asset management or investment. Group shareholders' equity has made it possible to make the necessary investments in costs and expenses to develop these platforms in France or abroad, illustrated by the organic growth experienced by Tikehau IM and Tikehau Capital Europe (see Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document).

The Company's shareholders' equity has also helped finance external growth transactions. The most significant recent transactions of this nature include the 2016 acquisition of Lyxor's European senior debt activity (leveraged loans) (see Section 1.3.2.1 (Private Debt activity) of this Universal Registration Document), the acquisition of IREIT Global Group (see Section 1.3.2.2(c) (Real estate companies managed by the Group) of this Universal Registration Document), together with the acquisition of Sofidy (see Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document) and the acquisition of Ace Capital Partners (see Section 1.3.2.4 (Private Equity activity) of this Universal Registration document) in December 2018 and the acquisition of Star America Infrastructure Partners (see Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document) in July 2020.

Tikehau Capital intends to continue to use its balance sheet to support the development of its activities as part of its strategy in France and abroad, in its current business lines and elsewhere. (See Section 1.2 (Strategy and competitive advantages) of this Universal Registration Document).

In this vein, at the beginning of 2021, Tikehau Capital partnered with Financière Agache, Jean-Pierre Mustier and Diego de Giorgi to sponsor a SPAC (Special Purpose Acquisition Compan) dedicated to the European financial services sector. Investment vehicles such as SPACs are a natural extension of the Group's investment expertise. Tikehau Capital aims to leverage its global network, origination capacity and strong balance sheet to sponsor value-creating projects, starting with a first SPAC focused on the European financial services sector, whose main objective will be to identify platforms with strong growth potential. This investment vehicle will prioritise opportunities in four areas of the financial industry that are undergoing major transformations: traditional and alternative asset management platforms, innovative fintechs, players in the insurance and insurance-related services market, and diversified financial services companies with strong customer propositions in attractive business segments.

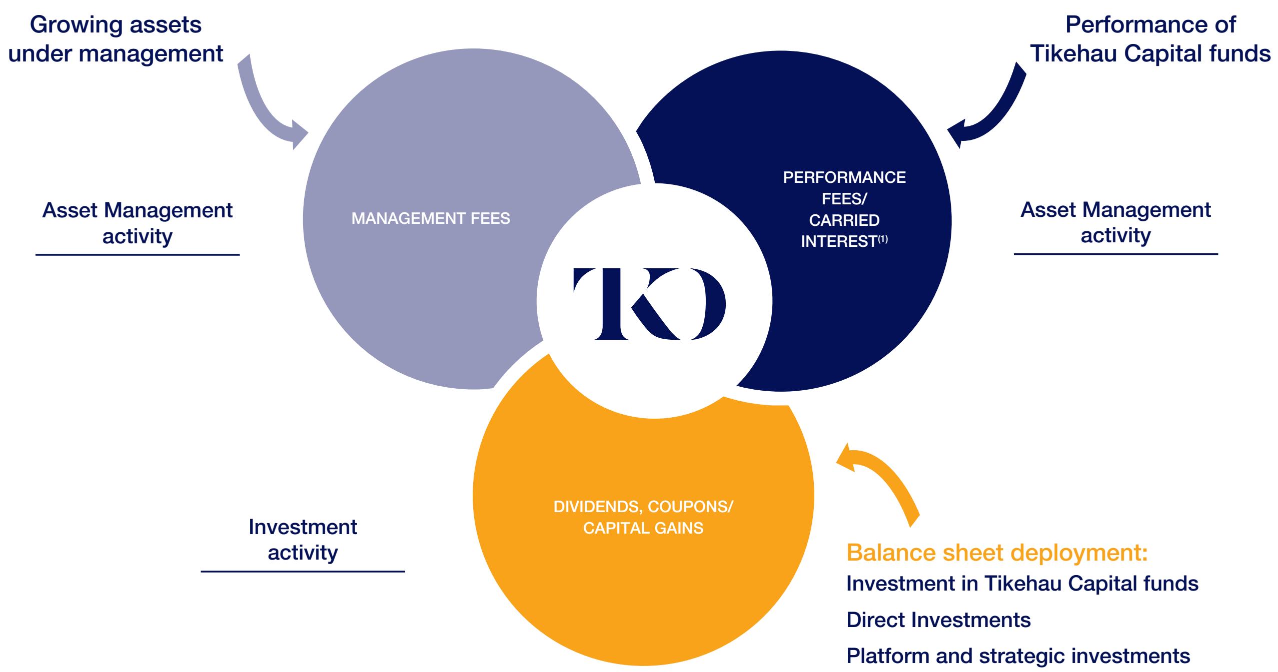
Opportunistic investments

Apart from the Group strategies, Tikehau Capital intends to continue its opportunistic investments in search of returns in line with its objectives, to create diversification, build partnerships, to position itself for future acquisitions, but also to benefit from cyclical or market effects, all of this while capitalising on the expertise and know-how of its investment teams (See Section 1.2 (Strategy and competitive advantages) of this Universal Registration Document).

Tikehau Capital's sources of revenue

Given its focus on Asset Management and investment, the Group recognises four types of revenue (in the consolidated financial statements under IFRS):

- recurring revenues related to its Asset Management activity, which take the form of management fees (see below) and, on an occasional basis when certain financing is put in place, arrangement fees (see below);
- non-recurring revenues related to its Asset Management activity, which takes the form of performance fees and carried interest (see below);
- recurring revenues related to balance sheet deployment, corresponding, firstly, to dividends/distributions, coupons and interest received on investments carried on the balance sheet and, secondly, the result of accounting changes in fair value, *i.e.* the adjustment of the fair value of portfolio investments recorded at each balance sheet date; and
- non-recurring revenues related to balance sheet deployment, corresponding to capital gains and losses on disposals recognised at the time of each divestment of an asset carried on the balance sheet.



(1) 100% of performance fees and 53.3% of carried interest allocated to Tikehau Capital or its subsidiaries.

Revenues associated with the Asset Management activity is further described below:

- **Management and subscription fees** – Management fees are received recurrently by the relevant asset management company, generating a remuneration for the day-to-day management of the various funds. In general, they are calculated by applying a percentage to the assets managed. In particular, for closed-end funds, the management fee rate is applied either to the amounts actually invested by the asset management company or to the amounts committed by the investors, according to the business lines, whereas for open-ended funds, these fees are based on the assets under management. In the Private Debt activity, management fees also include commissions received as a placement agent. Subscription fees are received upon completion of the subscriptions in certain funds or real estate vehicles by investors;
- **Arrangement fees** – Arrangement fees are non-recurring commissions received during the structuring of certain investment deals. They are paid by the entity that benefits from the investment at the time when the latter is made and remunerate the preparatory work done by the asset management company to set up the deal (auditing, structuring, search for partners, negotiation of financial and legal terms, *etc.*). They are either retained by the asset management company, or acquired by the vehicles making the investment, or shared between the asset management company and the vehicles making the investment according to the conditions laid down by the regulations of these vehicles;
- **Performance fees** – Performance fees, which relate to open-ended funds (fixed income and equities) managed as part of Capital Markets Strategies, are fees charged by the asset management company on the portion of the fund's performance that exceeds that of the fund's benchmark. All performance fees relating to open-ended funds are retained by the asset management company (and therefore the Group). These fees encourage the teams to generate better performance in their management of funds;
- **Carried interest** – Carried interest are the revenue received as a share of the outperformance of the funds. This mechanism, which is associated with closed-end funds, usually takes the form of securities (shares) subscribed for by the beneficiaries when the fund is set up, and confers the right to a remuneration should certain performance thresholds be exceeded when the fund is liquidated. The regulations of such funds lay down the conditions under which the remuneration is payable. It usually corresponds to a percentage of the distributions to investors when the return on their investment exceeds a level of IRR (see the Glossary in Section 10.7 of this Universal Registration Document) laid down in the fund documentation. These revenues are paid by the funds directly to the beneficiaries. This mechanism encourages the teams to generate better performance in their management of the funds, and particularly to outperform the agreed level of IRR. The financial parameters of the carried interest depend on the nature of the asset class in question (Private Debt, Real Assets, Private Equity, etc.) and the fund's investment policy. The IRR hurdle is generally 5%-8%, and the amount of deduction is generally 10%-20% above the agreed-upon IRR. The Group has set an internal rule for the distribution of carried interest. The Group (through the Company and Tikehau IM, or through the relevant Group asset management company) retains approximately 53% (*i.e.* each of the two entities receives a third of 80%) of the available carried interest, the balance being distributed between Tikehau Capital Advisors (approx. 27%) and a shareholder structure of Tikehau Capital Advisors which covers around 90 senior Group employees as well as AF&Co and MCH (20%). This latter structure provides an incentive to employees for the Group's and its funds' performance, creates solidarity among all activities, preventing any silo effect and enables employees to participate in the Group's control through its stake in Tikehau Capital Advisors. Additional information is provided in note 26(f) (Carried interest) of the annual consolidated financial statements in Section 6.1 (Annual consolidated financial statements as at 31 December 2020) of this Universal Registration Document.

1.3.1.3 The operational organisation of Tikehau Capital

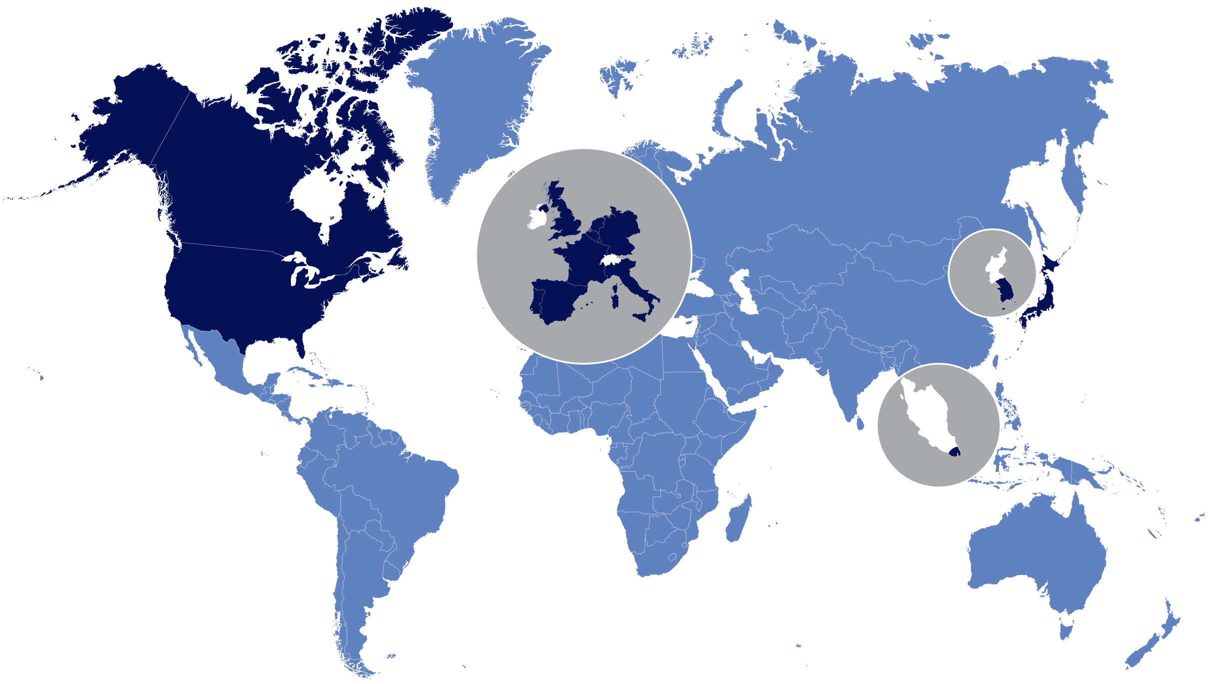
Tikehau's Capital is structured around its Asset Management activity through four business lines, partly from its Direct Investments activity, and also through its own resources (including management, research, commercial and cross-divisional functions) housed within its main subsidiaries, and with the support of the Manager of the Company – Tikehau Capital General Partner – which itself relies on the resources and teams of its 100% shareholder, Tikehau Capital Advisors.

Asset Management activity and Direct Investments activity

Tikehau Capital's operations are primarily based on its Asset Management activity, comprised of four business lines: Private Debt (see Section 1.3.2.1 (Private Debt activity) of this Universal Registration Document), Real Assets (see Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document), Capital Markets Strategies (fixed-income management/diversified and equities management) (see Section 1.3.2.3 (Capital Markets Strategies activity) of this Universal Registration Document) and Private Equity (see Section 1.3.2.4 (Private Equity activity) of this Universal Registration Document), and also its Direct Investments activity (see Section 1.3.3 (Direct Investments activity) of this Universal Registration Document).

Geographical presence

Over the years, the acceleration of Tikehau Capital's Asset Management and Direct Investments activity has been accompanied by an increase in its international presence with the opening of offices in London, United Kingdom (2013), in Singapore (2014), then in Brussels, Belgium and Milan, Italy (2015). In 2017, the Group continued to expand its international operations with the opening of offices in Madrid, Spain; and Seoul, South Korea; then in 2018, New York, USA; and in 2019, Tokyo, Luxembourg and Amsterdam. Thus, as at 31 December 2020, the Group had offices in eleven countries. In March 2021, Tikehau Capital announced the opening of an office in Frankfurt, Germany.



Countries concerned

Amsterdam – Brussels – Frankfurt – London – Luxembourg – Madrid – Milan – New York – Paris – Seoul – Singapore – Tokyo

All of Tikehau Capital's offices, within the regulatory framework, are intended to coordinate the marketing of the Group's products, identify investment opportunities, analyse and carry out investment transactions and monitor them to maturity.

Tikehau Capital is established in the United Kingdom, Belgium, Italy, Spain, Luxembourg, the Netherlands and Germany through branches of Tikehau IM that have benefited from the passporting of the authorisations of Tikehau IM, regulated in France.

The Group also has a presence in the United Kingdom through Tikehau Capital Europe and a branch of Tikehau IM ("TIM UK"). Tikehau Capital Europe is authorised and regulated by the UK supervisory authority, the Financial Conduct Authority (FCA) to, among other things, provide investment management services in its capacity as collateral manager to a series of structured credit vehicles established and registered in Ireland. TIM UK is authorised by the French Financial Markets Authority (AMF) historically operating with branch passporting rights to offer certain investment products and services in the United Kingdom. The withdrawal of the United Kingdom from the European Union on 31 December 2020 (commonly referred to as "Brexit") required the Group to extensively analyse its regulated activities and investment operations in the United Kingdom, and ascertain whether the provision of such activities would need to be altered as a result of Brexit.

Tikehau Capital operates in Singapore through Tikehau Investment Management Asia Pte. Ltd. (Tikehau IM Asia), a wholly-owned subsidiary of Tikehau IM, which has been approved by the Singaporean Financial Supervisory Authority (Monetary Authority of Singapore, MAS), as well as, since November 2016, through the asset management company IREIT Global Group, in which Tikehau Capital directly held 50.00% (see Section 1.3.2.2 (c) (Real Estate companies managed by the Group) of this Universal Registration Document, for more information). Since the end of 2017, the Group has operated in the United States through its subsidiary Tikehau Capital North America, which is registered with the American regulator, the Securities and Exchange Commission (SEC), and since July 2020, through Star America Infrastructure Partners, a management company also registered with the SEC. Finally, since 2019, the Group has been present in Japan through a subsidiary wholly owned by Tikehau IM (Tikehau Investment Management Japan), which has been approved by the local financial supervisory authority (Financial Services Authority).

Distribution and marketing

The purpose of the Group's Sales, Marketing and Client Services Department, is to support the growth of assets and the expansion of the investor-client base. Tikehau Capital has significantly increased its client coverage over the last few years, particularly in geographic terms, in order to support the growth of its assets. In Europe, the Group thus has a sales force covering the territories that it has identified as the most receptive to its offer. Tikehau Capital has also begun to accelerate its commercial development outside Europe, particularly in priority countries in Asia, Oceania and North America. At the date of this

Universal Registration Document, Tikehau IM has a sales force of 21 salespeople split among its various offices and covering institutional investors and distributors in more than 37 countries of Europe and Asia.

As at 31 December 2020, the investor-client base of the Group's Asset Management activities consisted of 49% institutional investors (insurance companies, pension funds and sovereign funds), 20% private investors and family offices and 16% distributors (private banks, networks of wealth management advisors, bank distribution networks, *etc*.).

On 2 September 2019 Tikehau Capital announced the agreement of a marketing and financial partnership with T&D Insurance Group, a leading Japanese insurance company. This agreement enables Tikehau Capital to enhance its presence in Japan, following the opening of its Tokyo office in spring 2019, and gain greater proximity to Japanese financial institutions, which have a growing interest in gaining exposure to European private markets. More specifically, Tikehau Capital will extend its client reach to Japanese pension investors, leveraging the know-how and network of T&D asset management with this type of clients. The partnership will focus on marketing Private Debt products managed by Tikehau Capital, and could potentially be extended to other asset classes in which the Group is active. In order to strengthen this long-term strategic partnership, T&D Insurance Group have become a shareholder of Tikehau Capital.

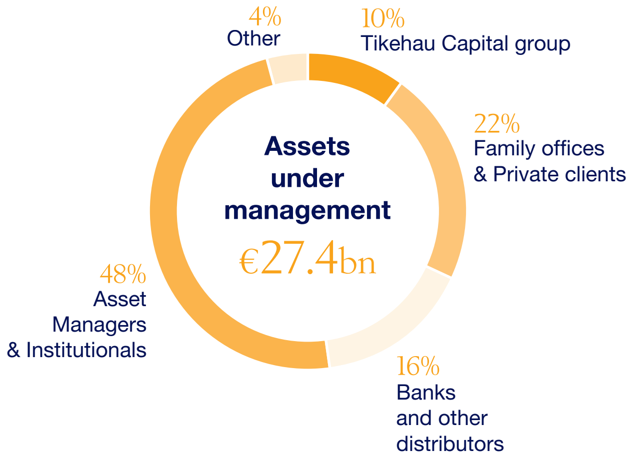
On 19 December 2019, Tikehau Capital announced it had raised over €400 million from 3,000 Italian investors (*via* Fideuram – Intesa Sanpaolo Private Banking, Italy's largest private banking network) to launch a fund offering bespoke investment solutions to private clients seeking diversified exposure to Europe's private investment markets. The transaction is another example of the confidence which the Group's partners have in Tikehau Capital and its ability to meet the investment needs of the private client base. In the second quarter of 2020, the Group also launched a second fundraising campaign among Banca Fideuram's private customers, following on from the first campaign finalised at the end of 2019.

In April 2020, Tikehau Capital launched its first European Long-Term Investment Fund (ELTIF – European Long-Term Investment Fund), in partnership with Banca March in Spain, a fund to offer its private clients access to private markets in the energy transition, by replicating the T2 Energy Transition Fund, the energy transition fund created in 2018 by Tikehau Capital with Total SA, whose differentiating strategy aims to offer high returns while accelerating the transition towards a low-carbon economy.

Tikehau Capital has been selected through its subsidiary Ace Capital Partners, for the exclusive management of a Private Equity fund designed to support the aerospace industry, following a call for tender organised by the leading aerospace players Airbus, Safran, Thales and Dassault Aviation, with support from the French State. In addition to the €630 million in commitments obtained in July 2020, of which €230 million from the Group, new subscriptions including a stake of €100 million from the Crédit Agricole Group at the end of December 2020, made it possible to reach nearly €750 million in assets under management.

Distribution of the Group's investor-client base as at 31 December 2020

(Perimeter of the Asset Management activity)



In line with the development of its international presence, the Group is gradually extending and internationalising its investor-clients base and, at the end of 2020, 34% of the Group's assets in the Asset Management activity came from an international clients base (*versus* 32% at the end of 2019, 28% at the end of 2018 and 27% at the end of 2017).

The distribution agreements entered into by Tikehau Capital with distribution networks have essentially two aims: (i) to provide access to the Group's products for closed networks (such as private banking or retail banking) for which a distribution partnership with payment of retrocessions is necessary; and (ii) to develop the distribution of Tikehau Capital products in certain countries where the Group wishes to present its competitive advantages with a placement agent (third party marketer) before eventually recruiting a dedicated salesperson. The sales team regularly monitors the results of the Group's distribution partnerships and the impact (actual or potential) of retrocessions on profitability. To this end, the Group's revenues are analysed net of retrocessions to distributors.

The sales team is supported by a Marketing Department in charge of the content of marketing documentation, the organisation of client events, competitive intelligence and the process for responding to tenders and due diligence. Added to this are two product specialists giving guidance to the sales team by providing expertise on their specialist asset classes and a "client service" team in charge of dedicated reporting and Know Your Customer ("KYC") processes (See Section 10.7 (Glossary) of this Universal Registration Document), as well as the monitoring of each client's investments in the Group.

Cross-divisional functions

Group operational activities receive support from joint functions: finance, treasury, tax and legal, compliance, middle office, audit, IT, human resources, communication and general services. These teams are accommodated within the subsidiaries in respect of the teams that are dedicated to specific business lines. The central functions are accommodated in Tikehau Capital Advisors, which supports the Manager of the Company in fulfilling its duties on behalf of the Company and the Group. The resources provided by Tikehau Capital Advisors are described and detailled in Section 3.5 (Related party transactions) of this Universal Registration Document. These teams have been heavily reinforced in recent years to support the growth of the Group's assets under management.

The management team

The role and operation of the Manager is described in Section 3.1.1 (The Manager) of this Universal Registration Document.

At the date of this Universal Registration Document, the main persons involved in the management of the Company and its subsidiary Tikehau IM in France or abroad are as follows:

- Carmen Alonso – Head of the United Kingdom and Iberia;
- Nathalie Bleunven – Head of Corporate Lending;
- Luca Bucelli – Co-Head of Italy;
- Rodolfo Caceres – Head of Credit Research;
- Edouard Chatenoud – Head of Benelux;
- Peter Cirenza – Chairman of the United Kingdom, Chairman of the Private Equity activity, Chairman of Tactical Strategies;
- Emmanuelle Costa – Head of Human Capital;
- Jean-Marc Delfieux – Head of Fixed Income Investments;
- Jean-Baptiste Feat – Co-Chief Investment Officer, Co-Head of Asia;
- Domink P. Felsman - Head of Germany;
- Thomas Friedberger – Co-Chief Investment Officer, Chief Executive Officer of Tikehau IM;
- Frédéric Giovansili – Deputy Chief Executive Officer of Tikehau IM, Head of Group Sales, Marketing and Commercial Development;
- Tim Grell – Head of North America;
- Bertrand Honoré – Head of Information Technologies;
- Frédéric Jariel – Co-Head of Real Estate activity;
- Olga Kosters – Head of Private Debt Secondary Funds;
- Emmanuel Laillier – Head of Private Equity;
- Maxime Laurent-Bellue – Head of Tactical Strategies;
- Jérémy Le Jan – Chief Operating Officer of Tikehau Capital North America;
- Anne Le Stanguennec – Head of Internal Audit;
- Grégoire Lucas – Head of External Relations;
- Henri Marcoux – Group Deputy Chief Executive Officer, Chief Executive Officer of Tikehau IM;
- Ephraïm Marquer – Head of Compliance;
- Cécile Mayer-Lévi – Head of Private Debt activity;
- Vincent Mercadier – Head of Diversified Strategies and Equities;
- Antoine Onfray – Chief Financial Officer;
- Bruno de Pampelonne – Chairman of Tikehau IM, Head of Asia;
- Neil Parekh – Head of Asia, Australia and New Zealand;
- Andrea Potsios – Co-Head of Italy;
- Benjamin Prior - Head of Risk for Tikehau IM;
- Geoffroy Renard – General Counsel;
- Laura Scolan - Head of France and Chief Operating Officer of the Private Debt activity;
- Guillaume Spinner – Chief Operating Officer of Tikehau IM;
- Raphaël Thuin – Head of Capital Markets Strategies;
- Christoph Zens – Head of CLO activities.

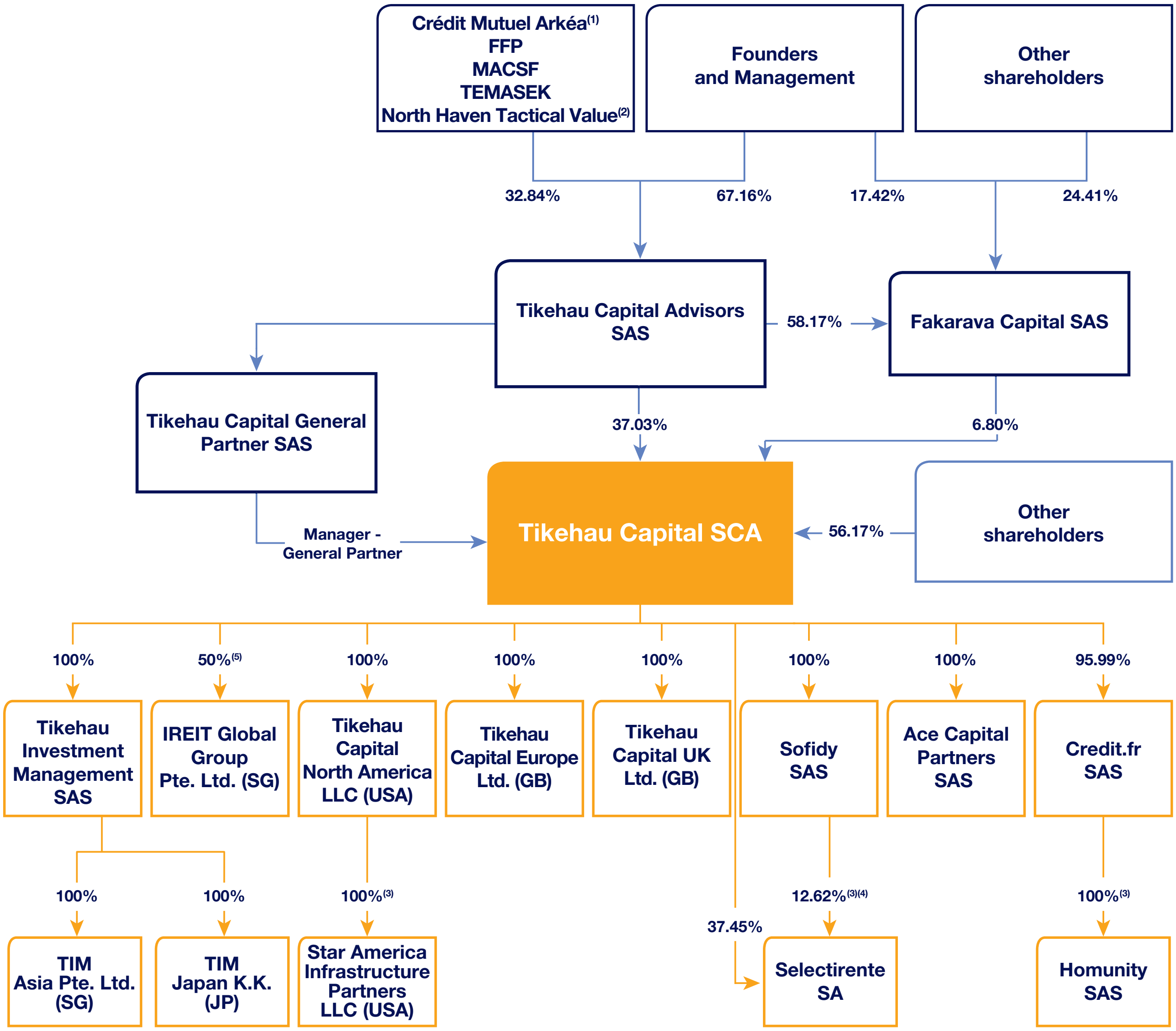
The management teams of the Group's other subsidiaries are available on the websites of these companies:

- Ace Capital Partners: www.ace-cp.com;
- Credit.fr: www.credit.fr;
- Homunity: www.homunity.com;
- IREIT: www.ireitglobal.com;
- Sofidy: www.sofidy.com;
- Star America Infrastructure Partners: www.starinfrapartners.com.

In addition, in the context of its decisions, the Company's management team operates under the supervision of a Supervisory Board composed of 50% independent members (see Section 3.4.1 (Supervisory Board) of this Universal Registration Document).

1.3.1.4 The legal structure of Tikehau Capital

As at 31 December 2020, the Group's organisational chart is as follows:



(1) On 15 March 2021, Crédit Mutuel Arkéa sold its entire stake in Tikehau Capital Advisors to a holding company controlled by the founders and management of Tikehau Capital together with a strategic partner, Financière Agache.
(2) A North Haven Tactical Value investment vehicle managed by a Morgan Stanley Investment Management team.
(3) Directly or indirectly.
(4) Concert owns 52.05% (See Section 1.3.2.2(c) of this Universal Registration Document for more details).
(5) The Company holds 50.01% of the voting rights in IREIT Global Group Pte. Ltd.
NB: In this organisational chart, shareholding percentages are equivalent to voting rights percentages, unless otherwise stated. The companies are governed by French law unless otherwise stated.

The main entities of the Group, as shown in this chart, are as follows:

- **Tikehau Capital SCA** is the Group's parent company whose securities are listed on the regulated market of Euronext Paris. The Company's Manager and general partner is Tikehau Capital General Partner. The purpose of the Company is to invest, directly or indirectly, in the Group's investment platforms to support their growth. It is also a major investor in the funds and vehicles managed by the Group or as a co-investor alongside them. Lastly, it may make opportunistic investments outside its platforms and its business lines to seek out the best sources of value creation;
- **Tikehau Investment Management** ("Tikehau IM") is the Group's main platform dedicated to Asset Management. Tikehau IM has been approved by the AMF as a portfolio asset management company since January 2007. As at 31 December 2020, Tikehau IM managed €15.8 billion, *i.e.* about 55% of Tikehau Capital's assets under management;
- **Tikehau Capital Europe** is a UK subsidiary of the Group, which manages securitisation vehicles dedicated to CLOs (Collateralised Loan Obligations), a specialised product consisting of debt securities backed by a portfolio of leveraged loans. This activity comes under the Group's Private Debt activity. Tikehau Capital Europe was approved by the Financial Conduct Authority (the UK financial regulator) in 2015. As at 31 December 2020, Tikehau Capital Europe managed €2.2 billion, *i.e.* about 8% of Tikehau Capital's assets under management. Tikehau Capital Europe is wholly-owned by the Company (See Section 1.3.2.1 (Private Debt activity) of this Universal Registration Document);
- **IREIT Global Group** ("IGG") is the Singapore asset management company of a real estate firm listed in Singapore: IREIT Global. Tikehau Capital holds a 50.00% stake in IGG following the sale of part of its holding to City Developments Limited in April 2019. IGG is approved as an asset management company by the Monetary Authority of Singapore (MAS, the Singaporean financial regulator). IREIT Global was the first Singapore-listed property company whose strategy is to invest in Real Estate assets located in Europe. As of 31 December 2020, based on IREIT Global's annual report, the value of the real estate assets held by IREIT Global was valued at €0.7 billion, or approximately 3% of Tikehau Capital's assets under management (See Section 1.3.2.2(c) (Real Estate companies managed by the Group) of this Universal Registration Document);
- **Sofidy** is an asset management company, a specialist in the management of real estate funds for private investors, and was acquired by the Company in December 2018. Sofidy was founded in 1987, and has been approved by the AMF as an investment management company since January 2007. As at 31 December 2020, Sofidy managed €6.7 billion *i.e.* about 23% of Tikehau Capital's assets under management (See Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document);
- **Ace Capital Partners (formerly ACE Management)** is an asset management company, a specialist in the aerospace, defence and cyber security sectors. Ace Capital Partners was founded in 2000, and has been approved by the AMF as an investment management company since May 2000. The Company acquired Ace Capital Partners in December 2018. As at 31 December 2020, Ace Capital Partners managed €1.1 billion *i.e.* about 4% of Tikehau Capital's assets under management (See Section 1.3.2.4. (Private Equity activity) of this Universal Registration Document);
- **Tikehau Capital North America** is an American subsdiary of the Company, which houses a part of the Group's teams based in the United States. It is recognised by the US Securities and Exchange Commission (SEC) as a Registered Investment Advisor. The purpose of this company is to develop Asset Management activity and contribute to the development of the Group's strategies in the United States. As at 31 December 2020, Tikehau Capital North America managed €0.2 billion *i.e.* about 1% of Tikehau Capital's assets under management;
- **Star America Infrastructure Partners** is a US-based infrastructure asset manager and developer with a focus on North America. In July 2020, the Group took full control of Star America Infrastructure Partners. As at 31 December 2020, Star America Infrastructure Partners managed €0.6 billion, *i.e.* approximately 2% of Tikehau Capital's assets under management (See Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document).

The main limited and unlimited liability partnerships in the Group are:

- **Tikehau Capital General Partner** is the sole Manager and sole general partner of the Company (See Section 3.1.1 (The Manager) of this Universal Registration Document). Its main business includes any provision of advice and assistance, particularly on financial and strategic matters. The Chairman of Tikehau Capital General Partner is AF&Co and its CEO is MCH. Information on AF&Co and MCH is provided respectively in Section 3.1.1 (The Manager – Information concerning AF&Co and Mr Antoine Flamarion) and in Section 3.1.1 (The Manager – Information concerning MCH and Mr Mathieu Chabran) of this Universal Registration Document. The shareholders' equity of Tikehau Capital General Partner is 100% owned by Tikehau Capital Advisors;
- **Tikehau Capital Advisors** is the main shareholder of the Company which, as at 31 December 2020, held the entire share capital and voting rights of its Manager-General Partner, Tikehau Capital General Partner. Tikehau Capital Advisors combines the central functions on which the Manager relies for the performance of its duties on behalf of the Company and the Group. Its main activity is the acquisition, holding and management of any type of equity interests and securities. The Chairman of Tikehau Capital Advisors is AF&Co and its CEO is MCH. As at 31 December 2020, Tikehau Capital Advisors' shareholders' equity is split between the management and founders of Tikehau Capital, who together hold 67.16% of the shareholders' equity and voting rights of Tikehau Capital Advisors, and a group of institutional shareholders: Crédit Mutuel Arkéa[(1)], FFP, MACSF, Temasek and North Haven Tactical Value, who together hold the remaining 32.84%;

(1) On 15 March 2021, Crédit Mutuel Arkéa sold its entire stake in Tikehau Capital Advisors to a holding company controlled by the founders and management of Tikehau Capital together with a strategic partner, Financière Agache.

- **Fakarava Capital,** whose main activity is providing services and advice in the financial and real estate fields, as well as the acquisition, holding and management of all equity interests and securities. The Chairman of Fakarava Capital is Makemo Capital (majority owned by AF&Co and MCH) and its CEOs are AF&Co and MCH. The shareholders' equity of Fakarava Capital is 58.17% owned by Tikehau Capital Advisors, 17.42% by the founders and management and 24.41% by shareholders external to the Group.

Tikehau Capital operates its Asset Management activity through dedicated platforms accommodated in its main subsidiaries. For its Direct Investments activity, the Group operates through the Company and three of its subsidiaries, with the support of its Manager and Tikehau Capital Advisors.

The companies dedicated to Asset Management

Tikehau Investment Management (Tikehau IM)

Set up by Tikehau Capital in late 2006, Tikehau IM is the main platform of Tikehau Capital dedicated to Asset Management. As at 31 December 2020, Tikehau IM had a presence in all Tikehau Capital's Asset Management activity including Private Debt, Real Assets, Capital Markets Strategies (fixed income management/diversified management and equities) and Private Equity. Tikehau IM has been approved by the AMF as an investment asset management company since January 2007 (under number GP-07000006).

In France, Tikehau IM has become one of the leading players in specialised investment in the European debt markets, covering all products in this asset class. Thus, Tikehau IM has seen its performance rewarded with various prizes and awards that have validated its expertise and development, including the most recent: "Best Debt Provider of the Year – Alternative by Private Equity Wire" and "Private Debt Lender, Large Category" of the Private Equity Magazine Grand Prix in 2020, first prize from Morningstar in the "EUR Allocation Fund" category for Tikehau InCA in 2019 (P share), a "Golden Trophy" in the best European mutual fund (SICAV) and bond fund range over three years in 2017 and 2018, by *Le Revenu*, 2018 "Private Debt Lender of the Year" for the fourth year running by Private Equity Magazine, "Best asset management company" in 2017 in the Global Invest Forum Awards organised by AGEFI, a Management Globe for Tikehau Income Cross Assets (since merged into Tikehau International Cross Assets) by *Gestion de Fortune* in 2017 ("Flexible" category), a "Thomson Reuters Lipper fund Award" for Tikehau Taux Variables in 2017 ("Best fund over five years in the Bond Euro – Short Term category"), a "Management Globe Award" for Tikehau Credit Plus by *Gestion de Fortune* in 2016 ("High Yield Bonds category"), "Unitranche Lender of the Year" in Europe in 2015 by Private Debt Investor, or "The Best Financial Provider in the Small-Mid Cap Category" in 2015 by Private Equity Magazine.

As Tikehau IM has grown, it has broadened the scope of its activities, expanding into new asset classes. Tikehau IM, which is the main asset management company of the Group, intends to continue its development in other asset classes (See Section 1.2 (Strategy and competitive advantages) of this Universal Registration Document).

Since June 2018, Tikehau IM has been fully owned by the Company.

The approval granted to Tikehau IM by the AMF authorises it (i) to manage UCITS in accordance with directive no. 2009/65/EC of 13 July 2009; (ii) to manage AIFs in accordance with directive no. 2011/61/EU of 8 June 2011, regarding types of funds such as OPCI (French Real Estate investment vehicles), FCT (French debt securitisation funds), and FPCI (French professional Private Equity funds) (see the Glossary in 10.7 of this Universal Registration Document); (iii) to market UCITS/AIFs managed by another asset manager and to conduct an investment advisory activity.

Through its various investment strategies, Tikehau IM, intends to be able to offer the best risk/return profile to its investor-clients, presenting a wide range of products in various formats and at every level of the capital structure.

This aim is based on the Group's ability (i) to identify investment opportunities due to its knowledge of the markets and its network of relationships and to perform in-depth and independent analysis of the different issuers and (ii) to identify the best risk/return ratios within each asset class considered. In all its business lines, Tikehau IM relies on a conviction-based management approach (*i.e.* based on strong convictions regarding its investment projects) and seeks to be reactive and opportunistic for its investor-clients, ensuring a cross-functional approach in its management through an operational platform and solid, in-house fundamental research. The Tikehau IM teams, staffed by professionals with varied and complementary profiles, aim to promote optimal execution and monitoring of investments, as well as the most efficient access possible to the market. These teams follow an investment universe that is characterised by great diversity in terms of size (including a large number of SMEs and intermediate-sized companies (see the Glossary in Section 10.7 of this Universal Registration Document, business sector, financial performance (growth, profitability, debt, capital structure), geographic location, underlying market, type of instrument, maturity, legal structure, seniority, (covenants), and guarantee or collateral.

In the area of credit, Tikehau IM favours a direct and flexible approach in financing solutions offered to companies, corresponding to the multidisciplinary expertise of its teams, able to initiate, execute and follow up and monitor different types of investments. Tikehau IM seeks to build portfolios and implement suitable financing adaptable to market trends and to the various tax, accounting or regulatory constraints of its investor-clients. Aside from the direct, customised approach generally preferred by Tikehau Capital when investment conditions are appropriate, investments can also be made by Tikehau IM teams through market transactions, bank syndications and brokered private placements.

Over the years, the acceleration of Tikehau Capital's Asset Management activity has been accompanied by a significant increase in Tikehau IM's workforce, as well as an increased international presence.

As at 31 December 2020, Tikehau IM managed €15.8 billion *i.e.* about 55% of Tikehau Capital's assets under management (€28.5 billion) [1]. Since its inception in 2006, Tikehau IM has enjoyed significant growth in its assets under management. The Tikehau IM investor-client base continues to develop and become more international in line with the objective that was set at the time the international offices were opened. As part of its goals, Tikehau IM works continuously to adapt its product lines and improve its methods of distribution and its presence in each of its markets.

Tikehau IM's business model is based on the ability of its teams to raise, invest and manage funds that will generate different types of revenues, including management fees, particularly benefiting from the effect of scale. Tikehau IM's cost base is mainly composed of fixed costs (essentially personnel expenses). The variable costs relate chiefly to retrocessions paid by Tikehau IM to the distributors that Tikehau IM uses to distribute its funds.

Tikehau IM offers its investor-clients a wide variety of funds, and manages both open-ended funds and closed-end funds, which are invested in different asset classes. Open-ended funds allow investors to enter and exit the fund at any time, while units in closed-end funds may only be subscribed to for a limited period of time (called the subscription period) and do not offer the possibility of being redeemed on demand. Therefore, the number of units of open-ended funds constantly changes during the life of the fund, and the volume of assets varies according to subscriptions and redemptions, but also according to fluctuations in the financial markets. Conversely, the liquidity of closed-end funds is lower and the number of units remains stable once the subscription period closes.

Closed-end funds guarantee revenues for the Group over the life of the fund, with these revenues generating mainly management fees at a level fixed at the time of fundraising, although the timing often depends on the rate at which they are invested. However, these funds have limited lifespans and consequently require regular phases of fundraising. Conversely, revenues from open-ended funds is more irregular because management fees are based on the net asset value of the fund, which is subject to the subscriptions and redemptions of investor-clients and to fluctuations in the financial markets. However, the lifespan of an open-ended fund is not limited and new capital inflows can occur at any time. Finally, it should be noted that the closed-end debt funds allow Tikehau IM to make a more reliable assessment of the exit horizon and the potential IRR of the fund (see the Glossary in Section 10.7 of this Universal Registration Document). The same is true of the Real Estate funds since the buildings managed by Tikehau IM are mostly rented out on long-term leases. Once the funds are invested, the prospects of profitability and realisation of carried interest in these fund categories are therefore fairly predictable.

Tikehau Capital Europe

Since 2007, Tikehau Capital has invested in the credit markets, in particular high-yield credit, as part of its Capital Markets Strategies and its Private Debt activity, through Tikehau IM. On the strength of its expertise in these markets and against the background of renewed interest in this segment and a recovery of LBOs (see the Glossary in Section 10.7 of this Universal Registration Document) in Europe since 2013, the Group entered the debt securitisation market in 2015 by setting up securitisation vehicles dedicated to CLOs, a specialised product consisting of debt securities collateralised by a portfolio of leveraged loans.

Tikehau Capital's CLO vehicles are structured by Tikehau Capital Europe and placed under its management. In 2015, Tikehau Capital Europe was approved by the Financial Conduct Authority ("FCA") in the United Kingdom, mainly for investment advisory, arrangement of investment transactions and investment management. In line with Tikehau Capital's announced aim of operating over the long term in the CLO market through Tikehau Capital Europe, the Group has carried out one CLO transaction per year since 2015 for a total amount of €2.2 billion as at 31 December 2020.

More information about Tikehau Capital Europe and the CLO transactions completed by this subsidiary can be found in Section 1.3.2.1(c) (CLO activity) of this Universal Registration Document.

Sofidy

See Section 1.3.2.2(b) (Real estate funds managed by Sofidy) of this Universal Registration Document.

IREIT Global Group

See Section 1.3.2.2(c) (Real estate companies managed by the Group) of this Universal Registration Document.

Credit.fr

In 2017, the Company completed the acquisition of approximately 96% of Credit.fr, a French specialist in crowdfunding for small and medium-sized companies. This acquisition has enabled the Group to consolidate and expand its economic development lending platform and to extend its range of business financing to small and medium-sized companies. Through Credit.fr, Tikehau Capital is now able to offer its ecosystem of investors and partners the opportunity to broaden their investment policy, at present focused on mid-market and large companies, to smaller-sized players that are rigorously selected by the teams of Credit.fr.

Credit.fr has been registered with the French insurance broking association ORIAS as an intermediary in crowdfunding since 17 October 2014 and as a crowdfunding investment advisor since 21 April 2017.

Homunity

In January 2019, the Group acquired full control of Homunity SAS. The latter is the leading specialist Real Estate crowdfunding platform in France, enabling the Group to strengthen its position in the crowdfunding sector, accelerate its growth and diversify its offering in the buoyant participative loan market.

(1) See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document.

Ace Capital Partners

See Section 1.3.2.4(c) (Private Equity funds managed by Ace Capital Partners) of this Universal Registration Document.

Star America Infrastructure Partners

In July 2020, the Group acquired full control of Star America Infrastructure Partners LLC, a US-based infrastructure asset management company I, LP and the Star America Infrastructure Fund II, LP. This acquisition enables Tikehau Capital to diversify its assets under management towards a new and promising asset class and boost its strategy to expand in North America.

The companies dedicated to investment

At the date of this Universal Registration Document, Tikehau Capital conducts its Investment activities directly or through holding companies. In this regard, the Group is supported by its Manager, Tikehau Capital General Partner, which in turn relies on the resources and teams of Tikehau Capital Advisors.

Tikehau Capital

Tikehau Capital SCA is the Group's parent company whose securities are listed on the regulated market of Euronext Paris. The Company's Manager and general partner is Tikehau Capital General Partner (see below).

Historically, the Company was an independent investment company dedicated to investing in all types of asset classes. Although this investment mandate has been limited as dedicated platforms within the Group have been formed, the Company has focused on building a balanced portfolio of investments.

The Company is also a major investor in the funds and vehicles managed by the Group or as a co-investor in the transactions carried out by these funds and vehicles. It also invests directly or indirectly in the Group's platforms in order to support their growth. Lastly, it may make opportunistic investments outside its platforms and Asset Management activity to seek the best sources of value creation (see Section 1.2 (Strategy and competitive advantages) of this Universal Registration Document).

Tikehau Capital General Partner

Tikehau Capital General Partner is the Manager of the Company and its purpose is the provision of advice and assistance, particularly in financial or strategic matters. In its capacity as Manager of the Company, Tikehau Capital General Partner determines and implements the Group's strategy and is able to allocate the Company's capital in a flexible and optimal manner, in line with the Group's objectives (See Section 1.2 (Strategy and competitive advantages) of this Universal Registration Document).

More information regarding Tikehau Capital General Partner is provided in Section 3.1.1 (The Manager) of this Universal Registration Document.

Tikehau Capital Advisors

Tikehau Capital Advisors supports the Manager of the Company in the performance of its duties on behalf of the Company and the Group by providing, under the terms of service contracts, material and human resources, such as a dedicated team that brings together the central functions of the Group, namely, Strategy, the Legal and Regulatory Department, the Communication and Public Affairs Department, Investor Relations, the Finance Department, the Human Ressources Department, ESG Functions, the Information Systems Department, the Compliance Department, Internal Audit, M&A Advisory, and Business Development. This team enables the Company and the Group to carry out their investment activities under the best conditions and has been significantly strengthened in recent years. As at 31 December 2020, Tikehau Capital Advisors directly held 37.0% of the Company's capital and voting rights.

1.3.2 Asset Management activity

1.3.2.1 Private Debt activity

As at 31 December 2020

Assets under management for the Private Debt activity	€9.3 billion
Share of the activity in the Group's total assets under management	33%
Change compared to the previous financial year	+8%
Employees of the Private Debt activity	63
Entities concerned	Tikehau IM Tikehau Capital Europe Credit.fr Homunity Tikehau Capital North America
Main types of funds	French debt securitisation fund (*Fonds commun de titrisation de droit français* or "FCT") French specialised professional fund (*Fonds professionnel spécialisé de droit français* or "FPS") Luxembourg-based open-ended investment company – specialised investment fund ("SICAV-SIF") with multiple sub-funds Reserved alternative investment fund ("RAIF")

Tikehau Capital is one of the pioneers of Private Debt transactions in Europe. The Group's Private Debt teams are involved in debt financing deals worth between €3 million and €300 million (excluding the crowdfunding activities of Credit.fr and Homunity) as arranger or participant.

In general, Private Debt refers to an asset class in its own right in the credit market and includes all business lines known as alternative financing in the form of loans and bonds subscribed by non-banking institutions. These financings are generally non-listed and illiquid, and are not actively traded on organised exchanges. Rather, they are "buy and hold" financings, held to maturity through investment vehicles structured accordingly with long-term liabilities. On the syndicated loans market (*i.e.* the most liquid segment of Private Debt), trading takes place on over-the-counter markets that are characterised by high volumes and led by investment banks and other market players (market-makers and broker-dealers). Insofar as these funds are private, the corresponding documentation (prospectus, loan agreement, *etc.*) is not public and can only be accessed by the lenders or potential investors after signing a confidentiality agreement.

The Private Debt activity supplements the activity of bank loan investment financing, and sees a strong growth both generally in Europe and more specifically in France, which is the second largest European market after the United Kingdom (See Section 1.4 (Tikehau Capital and its market) of this Universal Registration Document). In this context of disintermediation, a number of asset managers have designed mechanisms and structured funds so as to be able to lend directly to corporates by offering them an alternative to traditional banking channels. Apart from "syndicated" loan funds arranged by banks, institutional investors are subscribing more and more to loan funds arranged by "direct" or "alternative" lenders such as Tikehau Capital, in order to channel an increasing portion of their savings into the real economy. Some of these investors may also make selective co-investments in financing deals alongside these lenders, in order to increase the latters' financing capacity.

In the context of this activity, Tikehau Capital offers businesses a range of tailor-made solutions in order to achieve the best possible alignment of the needs of the companies, of their management teams and of their shareholders with those of Tikehau Capital's institutional investors (insurance companies, mutual funds, pension funds, sovereign wealth funds, *etc*.).

A single company may thus be financed by pure debt, debt securities, debt securities convertible into equity (bonds with equity warrants, convertible bonds, equity notes, *etc*.), by equity capital, or a combination of several of these instruments. These instruments can supplement another financing (bank or non-bank) of the borrower and can benefit from guarantees equivalent to the latter. Their varied formats (loans and bonds, redeemable or repayable at maturity, at fixed or variable rates) can be employed to best meet the business' need of flexibility in financing. The Tikehau Capital teams have developed a recognised expertise in the industry for arranging, setting-up or investing in various financing transactions, and in particular the following structures:

- **Senior Debt**, *i.e.* prime financing with collateral, the repayment of which takes priority over the subordinated debt and equity ("Senior Debt"). Senior Debt, with an average maturity of four to seven years, is generally accompanied by covenants (contractually agreed and mainly requiring the borrower to comply with certain financial ratios) that enable the lenders to regularly check-up on the evolution of the borrower's financial situation. The characteristics of these funding structures help to limit the default rate and offer creditors favourable prospects of recovery in the event of non-compliance with the ratios or of a considerable drop in performance. In general, the remuneration rates on Senior Debt are variable, consisting in a reference rate (Euribor or Libor, usually accompanied by a floor typically ranging between 0 and 1%) plus a margin (spread) which depends on the risk assessment of the borrower's credit. Accordingly, Senior Debt offers its holder a natural protection against interest rate risk;
- **Stretched Senior Debt**, *i.e.* customised senior debt financing, usually arranged by debt funds, with a more substantial redemption at maturity component and higher potential leverage than classic Senior Debt ("Stretched Senior"), whilst remaining a Senior Debt with its collateral and covenants, which allows the anticipation of any discrepancy against initial projections;
- **Unitranche Financing**, *i.e.* financing that combines a Senior Debt component with subordinated/Mezzanine debt in a single instrument to simplify the financing structure and its legal documentation, and therefore offer greater flexibility. This type of financing, which is fully interest-only, is a key element of the company's continued development, whether organic or through acquisitions, and of its investment plans. Such unitranche financing is, depending on geographic jurisdiction, usually structured as bonds or loans ("Unitranche"), also collateralised, senior and subject to a set of covenants;
- **Mezzanine Financing**, *i.e.* subordinated debt financing backed by 2nd tier collateral, which ranks between Senior Debt and equity ("Mezzanine"), and which is also subject to covenants and governed by an intercreditor agreement of subordination to Senior Debt lenders.

The financing put in place is based mainly on the projected generation of future cashflows and the preservation of the ensuing value of the company in question. The Tikehau Capital teams have also developed expertise in arranging customised financing which offer a wide range of solutions in a context of business succession, reorganisation of the shareholding structure or support for a company's organic or external growth. (See Section 1.3.2.1(a) (Direct Lending activity) (direct financing) of this Universal Registration Document).

In synergy with the rest of the Private Debt team (including the Direct Lending and Senior Debt (Leveraged Loans) activities), the teams of Tikehau Capital Europe provide additional expertise in the CLO activity, active in the syndications of large European bank loans and on bond markets (See Section 1.3.2.1(b) (Senior Debt (Leveraged Loans) activity) and Section 1.3.2.1(c) (CLO activity) of this Universal Registration Document).

In 2006, having identified the development potential of the Private Debt activity, Tikehau Capital specialised in primary and secondary market LBO acquisition financing (see the Glossary in Section 10.7 of this Universal Registration Document). Against a background of market dislocation between 2007 and 2009, Tikehau Capital was able to seize opportunities that allowed it to accelerate its development and thus take part in the emergence of alternative Private Debt financing, which in the early days was mainly spurred by the expansion of Anglo-Saxon asset managers in Europe and especially in France. In order to follow market developments, and particularly the increase in size of financing, Tikehau Capital, among other things, entered into a business alliance with the Macquarie banking group in 2012, allowing it to structure significant financing transactions (going up to €200 million). Establishing Tikehau Capital's expertise and infrastructure in the field of Private Debt, the industry initiative NOVO (a bond fund dedicated to SMEs and intermediate-sized companies (see the Glossary in Section 10.7 of this Universal Registration Document), spearheaded by the *Caisse des dépôts et consignations* (CDC), the French Insurance Federation (FFA) and 27 European insurance companies as well as the Pension Reserve Fund (FRR), was entrusted in part to Tikehau Capital in October 2013 (see below). In 2015 NOVI, a second industry initiative, was also entrusted in part to Tikehau Capital (see below). The second NOVO vintage, Tikehau NOVO 2018, was also launched in 2018. In the context of the crisis related to the Covid-19 pandemic, a new initiative has been launched by insurers. Tikehau Capital was once again chosen to continue the deployment of a NOVO 2020 fund, in order to support companies with post-pandemic financing needs.

In October 2016, Tikehau Capital announced an intended agreement to delegate the management of the European Senior Debt (leveraged loans) activity of Lyxor UK (an asset management company belonging to the *Société Générale* group). This transaction boosted the Group's Senior Debt activity, especially for LBO-type transactions (see the Glossary in Section 10.7 of this Universal Registration Document). Following this operation, Tikehau IM has replaced Lyxor UK as the manager of four Lyxor European Senior Debt funds, representing a total of about €700 million in assets under management. Under this agreement, Lyxor UK's European operational Senior Debt team joined the Tikehau Capital staff based in London in order to strengthen Tikehau Capital's resources and to ensure the continuity of operations.

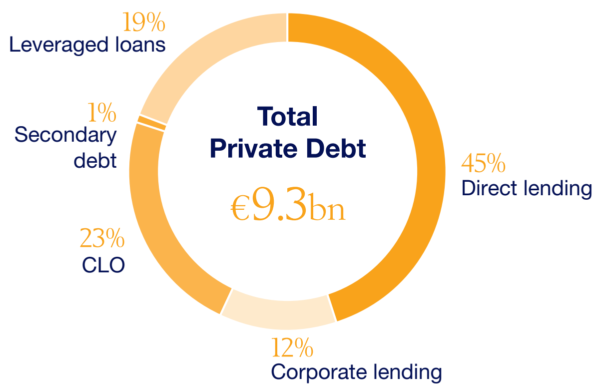
In 2018, Tikehau Capital's Private Debt team won Private Equity Magazine's "Private Debt Lender of the Year" award for the fourth year running. In 2019, Tikehau Capital was one of four firms nominated for "Best European Private Debt provider" by PDI and won Private Equity Wire's "Best Debt Provider of the Year – Alternative". In March 2020, Tikehau Capital won Private Equity Wire's "Best Debt Provider of the Year – Alternative". For the fifth consecutive year in 2020, Tikehau Capital received the "Private Debt Lender, Large Category" award at Private Equity Magazine's 2020 Grand Prix, and in Italy the private debt team was distinguished with the "Private Debt Award" from AIFI (*Associazion Italiana Private Equity, Venture Capital e Private Debt*). For the year 2020, the Tikehau Private Debt team was awarded the most prestigious global prize "Lender of the Year Europe" by Private Debt Investors (PDI) and topped the Capital Finance rankings for transactions completed in France, as well as Best Private Debt Team in Italy and best deals with BPI. Tikehau Capital was also chosen Best Newcomer with the Tikehau Private Debt Secondaries strategy by PDI, and Best Debt Provider of the Year, alternatives by Private Equity Wire 2020. In 2021, the Private Debt team was awarded "Global Newcomer of the Year for its Private Debt secondaries team" by the Private Debt Investor Awards 2020, and again received the Private Equity Magazine "Lender of the Year award".

The financings in which the Group invests are placed within these vehicles managed by Tikehau Capital through its subsidiaries Tikehau IM and Tikehau Capital Europe, who receive management and arrangement fees, and carried interest revenues (See Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document). Dedicated co-investment vehicles can also be set up for specific transactions.

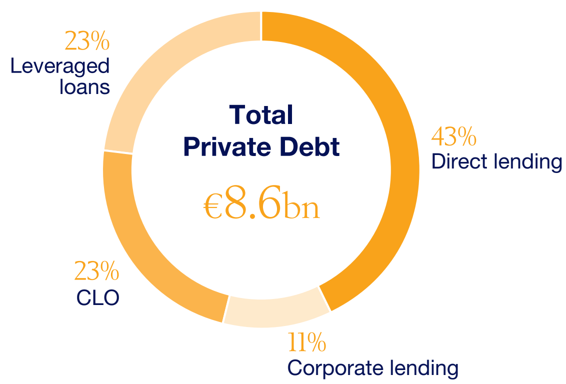
As at 31 December 2020, the assets under management in Tikehau Capital's Private Debt funds amounted to approximately €9.3 billion, representing 33% of the Group's assets under management.

The following charts show the breakdown of the Private Debt assets under management by asset class as at 31 December 2020 and 31 December 2019 (in %):

Breakdown of Private Debt activity as at 31 December 2020



Breakdown of Private Debt activity as at 31 December 2019



The following table shows the distribution of the assets under management between the main Private Debt funds managed by Tikehau Capital:

(in millions of €)	Assets under management as at 31 December 2020	Assets under management as at 31 December 2019
Tikehau Direct Lending V (TDL V)	661	-
Tikehau Direct Lending IV (TDL IV)	1,317	1,317
Tikehau Direct Lending 4L (TDL 4L)	349	440
Tikehau Direct Lending III (TDL III)	255	325
Tikehau Direct Lending FL (TDL FL)	278	278
Sofiprotéol Dette Privée	205	205
Tikehau IMpact Lending	95	-
Other funds/mandates	3,407	1,147
Direct lending (excluding corporate lending)	**4,206**	**3,712**
NOVI 1	314	294
NOVO 2	116	191
Tikehau NOVO 2018	209	212
Tikehau NOVO 2020	114	-
Groupama Tikehau Diversified Debt Fund	116	116
Other funds	297	154
Corporate lending	**1,166**	**967**
TOTAL DIRECT LENDING	**5,372**	**4,679**
Tikehau Senior Loan II	365	518
Tikehau Senior Loan III	301	297
Lyxor	95	115
Other funds/mandates	970	1,035
Senior Debt (Leveraged Loans) (excluding CLO)	**1,731**	**1,965**
CLOs	2,153	1,990
Secondary debt (Tikehau Private Debt Secondary (TPDS))	86	-
TOTAL SENIOR DEBT	**3,970**	**3,955**
TOTAL PRIVATE DEBT	**9,342**	**8,634**

Historically, as part of its balance sheet allocation policy, the Group invested in the funds and vehicles dedicated to Private Debt and managed by the Group as well as co-invested by way of transactions carried out by such vehicles. The portfolio of investments and co-investments made on the Group balance sheet in the strategies of Tikehau Capital dedicated to Private Debt reflects the history of the vehicles launched by Tikehau IM and Tikehau Capital Europe. This portfolio represented a total commitment of €455 million as at 31 December 2020. The revenues generated by this portfolio mainly take the form of distributions made by vehicles and of interest earned on co-investments.

(a) Direct Lending activity

The Direct Lending activity enables Tikehau Capital to provide companies with flexible and tailor-made financing solutions based on a rigorous and disciplined investment process, and on a coherent risk management process, most often within the framework of LBO-type acquisition financing (see Glossary in Section 10.7 of this Universal Registration Document) for Private Equity funds.

The Direct Lending market is a sub-segment of the Private Debt market. Thanks to this activity, non-bank asset manager lenders, such as Tikehau Capital, compensated thus for the contraction of bank credit following the financial crisis of 2008. Increasingly, the most important transactions are in the form of "club deals" (*i.e.* involving several direct lenders, but sometimes also banks in a partnership approach). The spectrum of instruments used in this activity is broad: Senior Debt, Stretched Senior Debt, Unitranche Financing and Mezzanine Financing (see the definition of these terms in the introduction to this Section of this Universal Registration Document).

The Direct Lending market is one in which a non-bank lender originates, arranges, completes, and makes available financing for a company (in the form of bonds or loans, depending on regulatory constraints) then monitors it regularly. This means that the lender seeks out potential borrowers likely to carry out a financing transaction, produces a rigorous analysis of the credit quality of such borrowers, and determines the necessary objective factors and conditions in order for such borrowers to be financed through a financial instrument in which a vehicle managed by the borrower might invest. In this context, the work of the asset management company is different from the usual production of an investment asset management company. Several stages in such transactions cannot be categorised as pure Asset Management functions, but rather as a complementary function as arranger: (i) the borrower audit phase (financial, legal, operational, *etc.*), (ii) the research in terms of structuring the transaction, (iii) the definition of the investment structure, (iv) the potential search for other financial partners according to the size and nature of both target and deal, and (v) the negotiation and implementation of the main legal and financial terms of the contractual documentation. This additional service is usually paid for by the borrower through the payment of an arrangement fee in consideration of the work done by the asset management company in addition to the interest paid by the borrower for its financing.

As at 31 December 2020, Tikehau Capital's direct lending activity (excluding corporate lending) represented total assets under management of €4.2 billion for approximately sixty portfolio investments.

Main Direct Lending funds (excluding corporate lending)

TIKEHAU DIRECT LENDING V/TIKEHAU DIRECT LENDING RATED NOTES/TDL V USD CORPORATION TDL V/ TIKEHAU DIRECT LENDING ELTIF

Inception date	July 2020
Legal form	Luxembourg RAIF SICAV-SIF
Fund size (as at 31 December 2020)	€661 million

Launched by Tikehau IM in July 2020, Tikehau Direct Lending V, an investment company with variable capital incorporated under Luxembourg law with the status of a reserved alternative investment fund – RAIF, as well as its two feeder funds (TDL V NOTES and TDL V USD CORPORATION) and its parallel fund (TDL V ELTIF), each qualify as an Alternative Investment Fund ("AIF").

These vehicles, associated with Tikehau Direct Lending V, together form the fifth generation of the Group's direct lending funds ("TDL V"), for which Tikehau IM completed a first closing in July 2020 for a total amount of €218.6 million.

TDL V offers alternative Stretched Senior, Unitranche and Mezzanine financing in Europe, which are suitable for any situation: corporate financing or LBO acquisition financing (see the Glossary in Section 10.7 of this Universal Registration Document). The fund mainly targets investments in companies valued between €50 million and €1 billion, belonging to various sectors and geographic areas.

The main characteristics of these four main vehicles are as follows:

- Tikehau Direct Lending V

  As at 31 December 2020, Tikehau Direct Lending V has invested a total amount of about €68.0 million in eight companies in Italy, France, the Netherlands, Germany, Spain and Austria. For example, the fund made the following investments: the Unitranche financing of the acquisition of Odigo by the Apax fund; the Unitranche financing of the acquisition of Fast Lean Smart by the Deutsche Beteiligungs fund.

- TDL V Rated Notes (feeder fund)

  As at 31 December 2020, TDL V Rated notes had collected an amount of €122 million, of which €110 million in the form of Notes. The entire amount was invested in the master fund Tikehau Direct Lending V.

  The investors involved alongside Tikehau Capital in this fund are mainly Korean institutional investors.

- TDL V USD CORPORATION (feeder fund)

  As at 31 December 2020, TDL V USD CORPORATION had raised an amount of US$50 million. The entire amount was invested in the master fund Tikehau Direct Lending V.

  The investors involved alongside Tikehau Capital in this fund are mainly North American.

- ELTIF TIKEHAU DIRECT LENDING

  This fund is intended to co-invest alongside Tikehau Direct Lending V. The investors involved alongside Tikehau Capital in this fund are essentially non-professional investors.

The TDL V funds expire in July 2030 with a limitation option of eight years.

TIKEHAU DIRECT LENDING IV/TIKEHAU DIRECT LENDING 4L/TIKEHAU DIRECT LENDING FIRST LIEN

Inception date	July 2017
Legal form	Luxembourg SICAV-SIF
Fund size (as at 31 December 2020)	€1,944 million

Launched by Tikehau IM in 2017, Tikehau Direct Lending IV ("TDL IV"), Tikehau Direct Lending 4L ("TDL 4L") and Tikehau Direct Lending First Lien ("TDL FL") are the three main sub-funds of the fund structured in the form of a Luxembourg-based open-ended investment company – specialised investment fund (SICAV-SIF) with multiple sub-funds designated as an Alternative Investment Fund ("AIF") approved by the Luxembourg regulatory supervisor (CSSF).

All of the vehicles associated with TDL IV, TDL 4L and TDL FL form together the fourth generation of the Group's direct lending funds, and in early 2019 closed on a total of €2.1 billion, more than three times greater than the previous generation.

Following in the footsteps of their predecessor TDL III (see below), TDL IV, TDL 4L and TDL FL offer alternative Senior Debt, Stretched Senior, Unitranche, Mezzanine and PIK financing in Europe, which are suitable for any situation: corporate financing or LBO acquisition financing (see the Glossary in Section 10.7 of this Universal Registration Document). The fund mainly targets investments in companies valued at between €50 million and €1 billion, belonging to various sectors and geographic areas.

The main characteristics of these three main sub-funds are as follows:

- TDL IV (sub-fund without leverage)

  As at 31 December 2020, TDL IV had invested a total of about €1,401,1 million in 33 companies established in France, Spain, Germany, Scandinavia, Italy, the United Kingdom and Benelux. For example, the fund made the following investments: the Unitranche financing of the Chevrillon group's acquisition of VOIP, the Unitranche financing of the Towerbrook fund's acquisition of Talan.

Investors committed alongside Tikehau Capital in this fund are primarily insurance companies, pension funds, private banks and family offices based in France, Spain, Italy, Belgium, Israel, Germany, Canada, Hong Kong and Finland.

- TDL 4L (sub-fund with leverage).

  As at 31 December 2020, TDL 4L had invested a total of approximately €400.2 million in 31 companies established in France, Spain, Germany, Italy, Norway and the United Kingdom. For example, the fund made the following investment: the Unitranche financing of the PAI Partners' fund's acquisition of Amplitude.

Investors committed alongside Tikehau Capital in this fund are primarily family offices and pension funds based in France, Spain, Italy, Belgium, Canada and South Korea.

- TDL FL (sub-fund without leverage).

  As at 31 December 2020, TDL FL had invested a total of about €143.7 million in 13 companies established in France, Spain and Benelux. For example, the fund made the following investment: the Unitranche financing of the Apax fund's acquisition of Odigo.

Investors committed alongside Tikehau Capital in this fund are primarily pension funds, banks and insurance companies based in South Korea, France, Italy, Japan, Spain and the United Kingdom.

TIKEHAU DIRECT LENDING III

Inception date	December 2014
Legal form	Luxembourg SICAV-SIF
Fund size (as at 31 December 2020)	€255 million

Launched by Tikehau IM in December 2014, Tikehau Direct Lending III ("TDL III") is the sub-fund of the fund structured in the form of a Luxembourg-based open-ended investment company – specialised investment fund (SICAV-SIF) with multiple sub-funds designated as an Alternative Investment Fund ("AIF") approved by the Luxembourg regulatory supervisor (CSSF). TDL III offers alternative Senior Debt, Stretched Senior, Unitranche and Mezzanine financing in Europe, which are suitable for any situation: corporate financing or LBO acquisition financing (see the Glossary in Section 10.7 of this Universal Registration Document). The fund mainly targets investments in companies valued between €50 million and €500 million, belonging to various sectors and geographic areas. The investment period for TDL III stretched from March 2015 to 31 December 2018. Since its launch, the fund has invested €786.0 million and still holds investments of approximately €243 million in around 12 companies established in France, Spain, Italy and Luxembourg as at 31 December 2020.

The TDL III Fund closed its investment period on 31 December 2018 and called 98.6% of the amounts committed by investors. As at 31 December 2020, there are 12 companies in portfolio.

Investors committed alongside Tikehau Capital in this fund are primarily insurance companies, pension funds, private banks and family offices based in France, Spain, Italy, Belgium and Finland.

The fund matures in 2022 with an option of two one-year extensions.

TIKEHAU IMPACT LENDING

Inception date	December 2020
Legal form	Reserved Alternative Investment Funds (RAIF) structured as a Luxembourg *société en commandite par actions* (partnership limited by shares)
Fund size (as at 31 December 2020)	€95 million

Launched by Tikehau IM in December 2020, Tikehau Impact Lending ("TIL") is a reserved alternative investment fund (RAIF) structured as a société en commandite par actions (partnership limited by shares). With TIL, its first vehicle dedicated to the impact lending strategy, Tikehau Capital intends to contribute to a sustainable European economy while offering investors competitive returns by investing mainly in European SMEs that contribute to the sustainable economic transition in Europe through their product offer, resource management or processes. TIL's impact lending strategy is to offer more favourable financing terms such as lower interest rates to companies that meet their sustainability targets. The fund aims to contribute to the achievement of the Sustainable Development Goals (SDGs) related to climate action, innovative growth and social inclusion, which are priorities to advance the sustainable economic transition in Europe. Ultimately, TIL aims for a size of between €350-€400 million.

The fund completed a first closing in February 2021 for €95 million, with the European Investment Fund as one of the main investors in this fund.

GROUPAMA TIKEHAU DIVERSIFIED DEBT FUND

Inception date	September 2018
Legal form	French FCPR
Fund size (as at 31 December 2020)	€116 million

The Groupama Tikehau Diversified Debt Fund ("GTDDF") is the first fund to be created by a partnership between two asset management companies, Tikehau IM and Groupama AM, in order to support the international development, investment, growth and innovation of French and European SMEs. The GTDDF offers long-term bespoke responses to businesses requiring financing, through long-term differentiated credit solutions (bonds, euro PP, Senior Debt or Unitranche) for amounts between €1 million and €10 million.

This specialised professional fund has a 12-year maturity. The first closing for the fund of €116 million was completed in October 2018, supported in particular by the European Investment Fund (EIF), Groupama and the Company. Groupama AM has delegated the management of the fund to Tikehau IM.

As at 31 December 2020, GTDDF had invested a total of about €58.2 million in 26 companies established in France, Spain and Switzerland.

Main corporate lending funds

NOVI 1

Inception date	July 2015
Legal form	French FCPR
Fund size (as at 31 December 2020)	€314 million

In 2015, Tikehau IM and La Financière de l'Échiquier were selected following a tender launched by the *Caisse des dépôts et consignations* (CDC), the French Insurance Federation (FFA) and 21 French institutional investors to manage a fund to finance the growth and innovation of SMEs and intermediate-sized companies (see the Glossary in Section 10.7 of this Universal Registration Document). NOVI is a specialised professional fund ("FPS"), a French vehicle structured as a long term SICAV whose purpose is to fund organic and external growth, and the international development of French growth SMEs and intermediate-sized companies. This is the first industry vehicle allowing a joint investment in shareholders' equity and debt, and particularly meets the needs of high-growth French companies.

After NOVO in 2013 (see below), this is the second industry mandate obtained by Tikehau Capital.

This FPS aims to invest in a broad range of assets, especially in equity capital (equity securities or securities convertible into equity) and Senior Debt (bonds or loans). 20% of the portfolio must be invested in companies listed on the Euronext B and C markets and on Euronext Growth, and 80% of the portfolio in unlisted companies. The fund has a lifespan of 21 years.

The investment spectrum of NOVI 1 focuses on growth companies based in France with a turnover of between €30 million and €200 million, in the industrial and services sectors (excluding financial and Real Estate firms and companies under LBO) see the Glossary in Section 10.7 of this Universal Registration Document for financing amounts of between €3 million and €20 million. Investments in non-listed companies must prioritise sectors included in the "New Industrial France" support plan. For listed companies, the portfolio selection should be carried out according to essentially qualitative criteria, including corporate social and environmental responsibility (CSR), using a diversified portfolio approach.

NOVO 2

Inception date	October 2013
Legal form	French FCT
Fund size (as at 31 December 2020)	€116 million

In 2013, Tikehau IM was selected following a tender launched by the *Caisse des dépôts et consignations* (CDC), the French Insurance Federation (FFA) and 27 institutional investors to manage a *fonds de prêts à l'économie* ("FPE", economic development loan fund) intended for SMEs and intermediate-sized companies. This fund aims to provide loans to French intermediate-sized companies and SMEs by channelling available savings into the financing of growth companies.

This FPE manages an amount of €1.5 billion, made up of two separate funds, NOVO 2 which is under the management of Tikehau IM represented an amount of €116 million as at the end of December 2020. It is structured as a French Debt Securitisation Fund ("FCT") designated as an FPE, buying bonds and issuing units as investments are made during the first three years. The "FPE" certification limits the investment period to three years, which therefore ended in November 2016. The lifespan of the fund is 10 years.

The investment spectrum of the NOVO 2 FCT focuses on the financing of French companies pursuing a commercial, industrial or agricultural activity (excluding financial and Real Estate activities and LBOs) (see the Glossary in Section 10.7 of this Universal Registration Document), of intermediate size. An entire development project can be funded for loan amounts of between €10 million and €50 million. The investment philosophy of the NOVO 2 fund is conservative (a maximum of 10% in the same company and a maximum of 20% in the same sector) and prioritises growth companies.

TIKEHAU NOVO 2018

Inception date	October 2017
Legal form	French FCT
Fund size (as at 31 December 2020)	€209 million

Tikehau IM et BNP AM (already partners in the management of NOVO 1 and NOVO 2 (see above) created the Tikehau NOVO 2018 fund ("NOVO 2018") to continue the work of traditional stakeholders on the euro PP market, for which the investment period ended in November 2016.

NOVO 2018 is structured as two separate French Debt Securitisation Funds ("FCT") designated as a Fund for Loans to the Economy ("FPE"), buying bonds and issuing units as investments are made during the first three years. The "FPE" certification limits the investment period to three years, and the lifespan of the fund is 10 years.

The NOVO 2018 fund, managed by Tikehau IM, has a total amount of €209 million, of which 67% was invested as at 31 December 2020.

The investment strategy is similar to that of the NOVO 1 and NOVO 2 funds, as it invests in receivables issued by intermediate-sized companies ("ETIs") whose registered offices are primarily located in France.

The investment spectrum of NOVO 2018 focuses on the financing of French companies pursuing a commercial, industrial or agricultural activity (excluding financial and Real Estate activities and LBOs) (see the Glossary in Section 10.7 of this Universal Registration Document), of intermediate size. An entire development project can be funded for loan amounts of between €10 million and €50 million. The investment philosophy of NOVO 2018 is conservative (a maximum of 10% in the same company and a maximum of 20% in the same sector) and prioritises growth companies.

TIKEHAU NOVO 2020

Inception date	June 2020
Legal form	French FCT
Fund size (as at 31 December 2020)	€114 million

In addition to its management of the NOVI 1, NOVO 2 and NOVO 2018 funds, Tikehau Capital was selected during the second quarter 2020 to manage NOVO 2020, which will support French SMEs and medium-sized companies over the long term by offering tailored senior financing solutions, particularly in the context of the health crisis.

NOVO 2020 is structured as a French FCT.

The investment strategy of NOVO 2020 is to aim for investments in companies that have demonstrated robust pre-Covid-19 performance, that have suffered from the current crisis and its abruptness, but remain sustainable companies able to rebound post-Covid-19. In addition to the financial approach, the investment must enable the SMEs and medium-sized companies to grow sustainably by taking into account not only a strong incorporation of ESG principles, but also positive impacts on the environment and social inclusion.

The investment scope of NOVO 2020 focuses on financing SMEs and medium-sized companies, mainly French, with an industrial activity or non-banking or non-financial services, excluding real estate companies. The investment philosophy of NOVO 2020 aims to be cautious (a maximum of 20% for a single company and a maximum of 10% for companies in the automotive and construction sectors).

SOFIPROTEOL DETTE PRIVEE

Inception date	June 2016
Legal form	French FCT
Fund size (as at 31 December 2020)	€205 million

Sofiprotéol Dette Privée is a debt securitisation fund ("FCT") designated as an "FPE" and created in June 2016 by Tikehau IM to finance the development of businesses of all sizes in the agro-industrial and agro-food sectors, by granting interest-only loans repayable on maturity or leveraged acquisition financing.

This FPE was created under the partnership between Tikehau IM and Sofiprotéol, a subsidiary of the Avril group which has extensive knowledge in these sectors. The Avril group is a major French industrial and financial group which operates in sectors as diverse as human nutrition, animal feed and animal sciences, and renewable energy and chemistry. Initially financed by Sofiprotéol and Tikehau Capital with a group of leading investors, the fund held close to €205 million in commitments as at 31 December 2020.

(b) Senior Debt (leveraged loans) activity

The Senior Debt (leveraged loans) activity includes both funds focused on investments in Senior Debt (*i.e.* TSL II and TSL III) and the CLO activity. As at 31 December 2020, this activity represented a total of assets under management of €3.9 billion.

Loan funds

At the date of this Universal Registration Document, the main Tikehau Capital loan funds are as follows:

TIKEHAU SENIOR LOAN II

Inception date	November 2015
Legal form	French FCT
Fund size (as at 31 December 2020)	€365 million

Tikehau Senior Loan II ("TSL II") is a vehicle dedicated to the European Senior Debt strategy and launched by Tikehau IM in November 2015. The fund aims to build a diversified exposure to the European senior loan market (senior loans and senior secured bonds) in companies with an EBITDA of between €20 million and €250 million, an enterprise value of between €100 million and €1.5 billion and maximum leverage set at 5.5x. The investment universe is primarily European companies in the context of LBO transactions (see the Glossary in Section 10.7 of this Universal Registration Document) led by Private Equity funds. The approach combines participation in large European syndications and mid-market transactions initiated bilaterally by Tikehau IM. The marketing period for TSL II ended in 2017. The fund has a maturity set to 2025. As at 31 December 2020, TSL II had €365 million in assets under management.

TIKEHAU SENIOR LOAN III

Inception date	June 2018
Legal form	French FCPR
Fund size (as at 31 December 2020)	€301 million

As the successor of the TSL II fund (see above), Tikehau Senior Loan III ("TSL III") is a vehicle dedicated to the European Senior Debt strategy and launched by Tikehau IM in July 2018. The fund aims to build a diversified exposure to the European senior loan market (senior loans and senior secured bonds) in companies with an EBITDA of between €20 million and €500 million, an enterprise value of between €150 million and €1 billion and maximum leverage set at 5.5x. The investment universe is primarily European companies in the context of LBO transactions (see Glossary in Section 10.7 of this Universal Registration Document) led by Private Equity funds, which combines participation in large European or minority American syndications and mid-market transactions initiated bilaterally and locally by Tikehau IM. This results in a higher yield profile while providing better control of the key economic and legal financing terms, as well as adding a differentiating factor when building the portfolio.

As at 31 December 2020, TSL III had attracted nearly €301 million in commitments, of which €293 million had been called and invested in close to 75 companies primarily established in Europe.

(c) CLO activity

Tikehau Capital entered the securitisation market in 2015 through the launch of securitisation vehicles dedicated to CLOs. The objective of Tikehau Capital is to become permanently established in the CLO market through Tikehau Capital Europe and to carry out one or two CLO transactions per year in the range of €300 million to €500 million. In line with this target, as at the date of this Universal Registration Document, Tikehau Capital has launched six CLO vehicles: Tikehau CLO I, Tikehau CLO II, Tikehau CLO III, Tikehau CLO IV, Tikehau CLO V, Tikehau CLO VI. Tikehau Capital's CLO vehicles are structured by and under the management of Tikehau Capital Europe (see Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document).

In order to support the diversification of the Group's credit platform and to sustain the development of a debt securitisation business, Tikehau Capital has built a dedicated and experimented team which benefits from the complementary skills of its Asset Management, credit research and risk management teams and all of the Group's support services (including for administrative and compliance matters).

The bonds issued by each of the six vehicles are backed by a dynamic and diversified portfolio of syndicated loans and bond financing issued to all business sectors, mainly located in Europe, in order to finance their growth or international development projects. The different issues of bonds made by Tikehau CLO I, Tikehau CLO II, Tikehau CLO III, Tikehau CLO IV and Tikehau CLO V are rated by the ratings agencies as shown below. These ratings reflect different levels of risk, allowing investors to target their investment in a given bond issue based on their risk and return objectives. In practice, as shown by the presentation below of the liabilities of these six vehicles, the higher the risk associated with a bond issue, the higher its coupon. In addition, Tikehau CLO VI is in the preparatory phase "warehousing".

In more concrete terms, banks who want to lighten their balance sheet to meet certain capital requirements imposed by the regulators, or to free more cash in order to finance other activities, may sell these debts on the market to securitisation vehicles. These vehicles finance the purchase of such debts by issuing new securities, divided into different tranches (senior, mezzanine, equity, *etc.*) according to the risk profile and yield. The tranche with the highest level of risk will be the subordinated or equity tranche. The vehicle receives the interest on its debt portfolio (asset side) then redistributes it to its investors (holding its liabilities), beginning with paying the most senior tranches, *i.e.* those with the highest security and least risk. The most subordinated tranche (equity) thus receives the balance of coupons once the other tranches have received all of the coupons owed to them and is the tranche most at risk of corporate default.

A company managing CLOs such as Tikehau Capital Europe has two types of revenues:

- it receives management and outperformance fees;
- under applicable legislation, it is under the obligation to invest 5% (called the retention rate) in the securitisation vehicle (the retention piece principle). This investment can be made horizontally either in the highest risk tranche (subordinated tranche or equity), or vertically, by a retention of 5% of each of the tranches issued by the vehicle. The asset management company collects the coupons related to this tranche, if the other tranches have received the coupons they are owed.

As at 31 December 2020, Tikehau Capital Europe's assets under management amounted to approximately €2,153 million.

Following a regulatory change in the Netherlands, the CLO structures were transferred to Ireland in 2020.

At the date of this Universal Registration Document, the CLO vehicles of Tikehau Capital are:

TIKEHAU CLO I

Settlement date	July 2015
Initial vehicle size	€355 million
Residual size	€324 million

Tikehau CLO ("Tikehau CLO I") is the first bond securitisation vehicle backed by a portfolio of loans (Collateralised Loan Obligations – CLO) structured by Tikehau Capital in July 2015 for €354.7 million. The deal was carried out with Goldman Sachs as arranger and placement agent and the settlement date was 15 July 2015. As at 31 December 2020, Tikehau CLO I had €303 million in assets under management.

With repayment on maturity after 13 years, the portfolio of the vehicle is made up for over 90% of variable rate senior secured loans granted in the form of leveraged loans or bonds.

Tikehau Capital and its subsidiaries are exposed for 11.3% of the liabilities of Tikehau CLO I, *i.e.* for a total nominal value of €32.3 million in the subordinated (equity) tranche and for €7.8 million in the F tranche (See Note 3 (Scope of consolidation) in Section 6.1.5 (Notes to the consolidated financial statements prepared under IFRS) of this Universal Registration Document for the characteristics of the CLO). This investment includes the retention piece, *i.e.* the retention rate of 5% of the securitised assets which is applied to the originating entity (in this case, Tikehau Capital Europe) under applicable regulations (See Section 1.5.3.3 (Other regulations – Capital requirements) of this Universal Registration Document).

In December 2017, Tikehau CLO I was refinanced *via* a hybrid financing set up by Goldman Sachs as arranger, in particular in order to reduce the costs of the liabilities incurred by the vehicle and to allow Tikehau Capital Europe to change its status from sponsor to originator under the terms of this regulation.

TIKEHAU CLO II

Settlement date	November 2016
Initial vehicle size	€414 million
Residual size	€414 million

Tikehau CLO II ("Tikehau CLO II") is a bond securitisation vehicle backed by a portfolio of loans (Collateralised Loan Obligation – CLO) structured by Tikehau Capital in November 2016 for an amount of €414.2 million. The deal was carried out with Citi as arranger and placement agent and the settlement date was 30 November 2016. As at 31 December 2020, Tikehau CLO II had €396 million in assets under management.

With repayment on maturity after 13 years, Tikehau CLO II is also made up for over 90% of variable rate senior secured loans. The bonds issued by Tikehau CLO II were placed with around 20 institutional investors, mainly French and European.

Tikehau Capital and its subsidiaries are exposed for 5.2% of the liabilities of Tikehau CLO II, *i.e.* for a total nominal amount of €21.6 million in the subordinated (equity) tranche (See Note 3 (Scope of consolidation) in Section 6.1.5 (Notes to the consolidated financial statements prepared under IFRS) of this Universal Registration Document for the characteristics of the CLO). This investment includes retention piece, *i.e.* the retention rate of 5% of securitised assets, which applies to the originator (in this case Tikehau Capital Europe) from a regulatory standpoint. (See Section 1.5.3.3 (Other regulations - Capital requirements) of this Universal Registration Document).

TIKEHAU CLO III

Settlement date	November 2017
Initial vehicle size	€435 million
Residual size	€435 million

Tikehau CLO III ("Tikehau CLO III") is the third bond securitisation fund backed by a portfolio of loans (Collateralised Loan Obligations – CLO) structured by Tikehau Capital in November 2017 for €435.2 million. The deal was carried out with Citi as arranger and placement agent and the settlement date was 9 November 2017. As at 31 December 2020, Tikehau CLO III had €418 million in assets under management.

With repayment on maturity after 13 years, Tikehau CLO III is also made up for over 90% of variable rate senior secured loans. The bonds issued by Tikehau CLO III were placed with around 30 institutional investors, mainly French and European, half of whom had already invested in the previous CLOs.

Tikehau Capital is exposed for 5.9% of the liabilities of Tikehau CLO III, *i.e.* for a total nominal value of €22.8 million in the subordinated (equity) tranche and for €2.8 million in the E tranche (See Note 3 (Scope of consolidation) in Section 6.1.5 (Notes to the consolidated financial statements prepared under IFRS) of this Universal Registration Document for the characteristics of the CLO). This investment includes the retention piece, i.e. the retention rate of 5% of the securitised assets which is applied to the originating entity (in this case, Tikehau Capital Europe) under applicable regulations (See Section 1.5.3.3 (Other regulations – Capital requirements) of this Universal Registration Document).

TIKEHAU CLO IV

Settlement date	September 2018
Initial vehicle size	€412 million
Residual size	€410 million

Tikehau CLO IV ("Tikehau CLO IV") is the fourth bond securitisation vehicle backed by a portfolio of loans (Collateralised Loan Obligations – CLO) structured by Tikehau Capital in September 2018 for €411.8 million. The deal was carried out with Merrill Lynch as arranger and placement agent and the settlement date was 4 September 2018. As at 31 December 2020, Tikehau CLO IV had €398 million in assets under management.

With repayment on maturity after 13 years, Tikehau CLO IV is also made up for over 90% of variable rate senior secured loans. The bonds issued by Tikehau CLO IV were placed with around 30 institutional investors, mainly French and European, half of whom had already invested in the previous CLOs.

Tikehau Capital is exposed for 5.9% of the liabilities of Tikehau CLO IV, *i.e.* for a total nominal value of €21.6 million in the subordinated (equity) tranche and for €2.7 million in the F tranche (See Note 3 (Scope of consolidation) in Section 6.1.5 (Notes to the consolidated financial statements prepared under IFRS) of this Universal Registration Document for the characteristics of the CLO). This investment includes the retention piece, *i.e.* the retention rate of 5% of the securitised assets which is applied to the originating entity (in this case, Tikehau Capital Europe) under applicable regulations (See Section 1.5.3.3 (Other regulations – Capital requirements) of this Universal Registration Document).

TIKEHAU CLO V

Settlement date	September 2019
Initial vehicle size	€451 million
Residual size	€451 million

Tikehau CLO V ("Tikehau CLO V") is the fifth bond securitisation vehicle backed by a portfolio of loans (Collateralised Loan Obligations – CLO) structured by Tikehau Capital in July 2019 for €451.2 million. The deal was carried out with Natixis as arranger and placement agent and the settlement date was 5 September 2019. As at 31 December 2020, Tikehau CLO V had €438 million in assets under management.

With repayment on maturity after 13 years, Tikehau CLO V is also made up for over 90% of variable rate senior secured loans. The bonds issued by Tikehau CLO V were placed with around 20 institutional investors, mainly French and European, half of whom had already invested in the previous CLOs.

Tikehau Capital is exposed for 9.7% of the liabilities of Tikehau CLO V, *i.e.* for a total nominal value of €15.5 million in the subordinated (equity) tranche, €3.5 million in the E Tranche and for €1.6 million in the F tranche (See Note 3 (Scope of consolidation) in Section 6.1.5 (Notes to the consolidated financial statements prepared under IFRS) of this Universal Registration Document for the characteristics of the CLO). This investment includes the retention piece, *i.e.* the retention rate of 5% of the securitised assets which is applied to the originating entity (in this case, Tikehau Capital Europe) under applicable regulations (See Section 1.5.3.3 (Other regulations – Capital requirements) of this Universal Registration Document).

TIKEHAU CLO VI

Tikehau CLO VI ("Tikehau CLO VI") is the sixth bond securitisation vehicle backed by a portfolio of loans (Collateralised Loan Obligations – CLO) structured by Tikehau Capital whose launch of the preparatory phase ("warehouse") of the sixth CLO project was completed in the second half of 2020.

(d) Private Debt Secondary activity

In 2020, Tikehau Capital launched a Private Debt secondary fund in a market that is not yet mature and on which the Group hopes to leverage its recognised expertise in Private Debt.

TIKEHAU PRIVATE DEBT SECONDARIES

Inception date	October 2020
Legal form	Limited partnership registered in Delaware
Fund size (as at 31 December 2020)	US$105 million

Tikehau Private Debt Secondary ("TPDS") is the Group's first Private Debt secondary fund, launched by Tikehau Capital North America in October 2020.

TPDS is set up in the form of two parallel funds (i) Tikehau Private Debt Secondaries (Delaware), LP, established in the United States (Delaware), in the form of a Delaware limited partnership, managed by Tikehau Capital North America as advisor (TPDS Delaware) and (ii) Tikehau Private Debt Secondaries (Luxembourg), an AIF under Luxembourg law established in the form of a special limited partnership (TPDS Luxembourg) for which Tikehau IM has been appointed as management company. Tikehau IM has delegated the financial management of TPDS (Luxembourg) to Tikehau Capital North America. Each of these parallel funds is intended to co-invest *pari passu* in proportion to their respective subscription amounts.

As at 31 December 2020, TPDS had close to US$105 million in commitments.

1.3.2.2 Real Assets activity

As at 31 December 2020

Assets under management of Real Assets activity	€10.3 billion (including €9.8 billion from Real Estate activity and €0.6 billion from Star America Infrastructure Partners)
Share of the activity in the Group's total assets under management	36%
Change compared to the previous financial year	+13%
Employees in the Real Assets activity	19 (excluding Sofidy and Star America Infrastructure Partners) 206 (Sofidy and its subsidiaries) 18 (Star America Infrastructure Partners)
Entities concerned	Tikehau IM Sofidy TREIC IREIT Selectirente Star America Infrastructure Partners
Main types of funds	French Real Estate investment vehicles (*Organismes de placement collectif en immobilier* or "OPCI"), primarily in the form of open-ended company investing predominantly in Real Estate (*Société à prépondérance immobilière à capital variable* or "SPPICAV") Luxembourg-based special limited partnerships (*Société en commandite spéciale de droit luxembourgeois* or "SCSp") Real Estate investment companies (*Sociétés civiles de placement immobilier* or "SCPI") Limited Partnerships

As at 31 December 2020, the assets under management in Tikehau Capital's Real Assets activity (formerly Real Esate Activities) amounted to approximately €10.3 billion, representing 36% of the Group's assets under management.

These assets break down, on the one hand, between: (1) the real estate funds managed by Tikehau IM, (2) the real estate funds managed by Sofidy and (3) the real estate companies managed by the Group and, on the other hand, (4) infrastructure funds managed by Star America Infrastructure Partners in the United States.

Tikehau Capital has invested in Real Estate since its creation in 2004. In 2014, the Group recruited a dedicated team to boost the development of its Real Estate Asset Management activities. Tikehau Capital has thus focused on developing a complete Real Estate platform, in order to be able to seize the opportunities offered by a property market marked by the strong appetite of investors. This Real Estate platform has been especially strengthened in recent years, primarily through external growth, and has a solid expertise and recognised experience in property investment.

In December 2018, Tikehau Capital finalised its acquisition of Sofidy, an asset management company specialising in Real Estate assets, which held €6.7 billion in assets under management as at [(1)] 31 December 2020.

Incorporated in 1987 by Mr Christian Flamarion [(2)], Sofidy is a leading asset manager in the Real Estate Asset Management sector in France and Europe, involved in the creation and development of investment and savings products particularly focused on office Real Estate. A leading independent player in the SCPI (Real Estate investment company) market and regularly singled out for the quality and consistency of its funds' performance, Sofidy manages a portfolio of over 4,000 Real Estate assets on behalf of over 50,000 individual investors and a large number of institutional investors [(3)].

The acquisition of Sofidy has enabled Tikehau Capital to expand its range of Real Estate funds and thus improve its business mix, to reach out to new investor categories and extend its know-how in the field of Real Estate investment solutions thanks to the strong synergies between the two groups' Real Estate activities.

As at 31 December 2020, Tikehau Capital's dedicated Real Estate teams numbered 19 employees from Tikehau IM and 205 employees from Sofidy and its subsidiaries.

(1) *Amount calculated based on the definition of the Group's assets under management (see Section 1.3 (Presentation of Tikehau Capital's activities) of this Universal Registration Document).*

(2) *Mr Christian Flamarion is the father of Mr Antoine Flamarion, co-founder of Tikehau Capital.*

(3) *Number of rental units.*

Tikehau Capital's Real Estate activity was initially developed through the establishment of dedicated acquisition vehicles for each transaction. This structuring "tailored" to each investment transaction allowed Tikehau Capital to maintain the agility and flexibility that characterises its investment strategy. Tikehau Capital manages these vehicles through its subsidiary Tikehau IM, which receives management and arrangement fees and revenues from carried interest (See Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document).

Tikehau IM's Real Estate investment activities cover the full spectrum of commercial and residential real estate products. A major theme is the change of use and the transformation of obsolete assets into mainly residential products. Residential in all its forms is the major thesis of the TREO 2018 value added fund, targeting the highest returns, which is intended to build on the track record built by the Group through its dedicated funds, which was finalised in February 2020. Tikehau Capital is also involved in use and leaseback transactions (sale & lease back). For such transactions, the Group's vehicles act as purchasers of portfolios sold by counterparties (who are the sellers and subsequently, after the deal, the tenants). The quality of these counterparties ensures a return potential for the duration of the investment as well as a capital gain on resale. Thus, the sale, in December 2019, by Tikehau Capital and Foncière Atland of a portfolio of 22 industrial assets held by the Tikehau Real Estate I (TRE I) fund offered investors a multiple close to 2 on the Group shareholders' equity invested.

Tikehau IM has focused on building a diversified real estate investment portfolio, which as at 31 December 2020 consisted of over 468 real estate assets.

In 2019, Tikehau Capital diversified its portfolio by completing the acquisition of its first residential portfolio from Covivio, through its Tikehau Residential 1 fund. In addition, TREO successfully rolled out in Europe in 2019 with six investments in France, the United Kingdom and Belgium.

For its part, Sofidy uses various types of funds, which consist primarily of SCPI (representing 81% of its assets under management) but also OPCI, civil companies and UCITS. Accordingly, in 2014, Sofidy decided to enlarge its range of "*pierre-papier*" investment solutions with the launch of the Sofidy Selection 1 UCITS, a conviction equity fund specialising in listed European Real Estate companies. Given the success of this first UCITS, and in the framework of developing its Asset Management business line, Sofidy launched a second equity fund in March 2018, called S.YTIC, dedicated to securities linked to the theme of the metropolis of tomorrow and awarded the SRI label on 11 February 2021. In addition, Sofidy initiated the management of a civil partnership (fund of funds) called Sofidy Convictions Immobilières in July 2016, which is only listed as a unit-linked company with life insurance partners. Likewise, Sofidy has been managing a retail OPCI, called Sofidy Pierre Europe, since January 2018, which has a diversified investment policy.

In 2020, the development of the Real Estate activity operated by Sofidy resulted in raising more than €707 million gross in total funds (€538 million net), including €471 million gross (€335 million net) from SCPIs, €145 million gross (€142 million net) from AIFs and €90 million gross (€62 million net) from UCITS and a €427 million real estate investment programme. The end of 2020 was notably marked by the announcement on 9 December 2020 of the project to transform Selectirente, a property company listed on Euronext Paris which adopted the French REIT tax regime, into *a société en commandites par actions* (limited partnership with shares), enabling it both to terminate the status of an alternative investment fund and to become a fully-fledged commercial company like the other listed property companies. On 3 February 2021, the Combined General Meeting of the Shareholders of Selectirente approved this transformation project.

As part of the transformation of Selectirente into a société en commandite par actions (partnership limited by shares), Selectirente Gestion was appointed manager and general partner and entered into a service provider agreement with Sofidy (see Section 1.3.2.2 (c) (Real estate companies managed by the Group) of this Universal Registration Document).

Through its IREIT Global vehicle, Tikehau Capital has also invested in four office buildings located in Madrid and Barcelona via a joint venture with the Company.

In July 2020, Tikehau Capital acquired Star America Infrastructure Partners, an independent American asset management company active in the development and management of medium-sized infrastructure projects in North America, particularly through public-private partnerships in four asset categories: transport, social infrastructure, environment and communication. Star America Infrastructure Partners has approximately US$686 million (€559 million) in assets under management. This acquisition enables Tikehau Capital to diversify its assets under management towards a new and promising asset class and boost its strategy to expand in North America. It was in the context of this acquisition that the Group decided to combine and name its real estate and infrastructure activities as "real assets".

The following table presents the Group's main real asset investment vehicles and the amount of assets under management for each one as at 31 December 2019 and 31 December 2020:

(in millions of €)	Assets under management as at 31 December 2020	Assets under management as at 31 December 2019
Tikehau Real Estate II	247	273
Tikehau Real Estate III	340	330
Tikehau Retail Properties I	97	149
Tikehau Retail Properties II	81	81
Tikehau Retail Properties III	262	261
Tikehau Logistics Properties I	40	40
Tikehau Italy Retail Fund I	87	95
Tikehau Italy Retail Fund II	67	71
Tikehau Real Estate Opportunity 2018	755	570
Tikehau Residential 1	184	185
Real Estate funds managed by Tikehau IM	**2,158**	**2,055**
Immorente	3,445	3,338
Efimmo 1	1,678	1,593
Sofidy Convictions Immobilières	219	122
Sofidy Pierre Europe	150	90
Others	640	557
Real Estate funds managed by Sofidy	**6,132**	**5,700**
IREIT Global	720	630
TREIC	246	273
Selectirente (1)	519	518
Real Estate companies managed by the Group	**1,485**	**1,421**
TOTAL REAL ESTATE ACTIVITY	**9,775**	**9,177**
Star America Infrastructure Fund	181	-
Star America Infrastructure Fund II	378	-
TOTAL INFRASTRUCTURE ACTIVITY	**559**	**-**
TOTAL REAL ASSETS	**10,334**	**9,177**

(1) As at 31 December 2020, Sofidy controlled 12.62% of Selectirente's share capital and managed 100% of its assets under a delegated management contract. (See below the description of the transformation of Selectirente into a société en commandite par actions (limited partnership with shares) on 3 February 2021). At the same date, Tikehau Capital directly held 37.45% of Selectirente's share capital and 52.05% in concert with Sofidy, GSA Immobilier, Sofidiane, Makemo Capital, AF&Co, Mr Antoine Flamarion and Mr Christian Flamarion.

As part of its balance sheet allocation policy, the Group originally invested in vehicles dedicated to Real Assets and managed by the Group. The portfolio of investments made using the Company's balance sheet as part of Tikehau Capital's Real Asset strategies represented a total amount of €558 million as at 31 December 2020. Revenues generated by this portfolio mainly takes the form of distributions made by the vehicles.

(a) Real estate funds managed by Tikehau IM

As at 31 December 2020, the main Real Estate transactions structured, completed and managed by Tikehau IM were:

TIKEHAU REAL ESTATE OPPORTUNITY 2018

Inception date	May 2018
Legal form	Luxembourg SCSp (special limited partnership)
Fund size (as at 31 December 2020)	€755 million

Tikehau Real Estate Opportunity 2018 ("TREO 2018") is a "value-added" Real Estate fund which targets the highest returns, and which aims to build on the track record established by the Group through its dedicated funds.

TREO 2018 invests in all classes of Real Estate assets which offer potential value creation, with a maximum leverage of 65%. The fund has a three-year investment period and an eight-year lifetime (excluding extension option).

TREO 2018 also acquired its first asset in October 2018 in partnership with Bouygues Immobilier. This was a mixed redevelopment project of approximately 200,000m^2 in Charenton. The project won the competition tender as part of the "Inventing the Greater Paris Metropolis" project, and will participate in the urban renewal of the Charenton area located on the outskirts of Paris.

In 2019 and 2020, TREO made investments in the following assets:

(i) two shopping centres, Nicholsons in Maidenhead (17,650m^2) and Wallnuts in Orpington (22,500m^2), both assets being located in the city-centre of London suburbs a few tube stations from the centre of the capital city: the strategy is to redevelop and enhance these assets in partnership with the local London boroughs;

(ii) two 3-star hotels, the Corona and the Touraine, in the 9th arrondissement of Paris, with a combined capacity of 97 rooms offering strong potential for growth in a Paris hotel sector;

(iii) a mixed portfolio of around 25 assets and 30,000m^2 in the centre of Brussels with residential units, offices and ground floor retail units;

(iv) a business portfolio, most of it leased to the EDF group in France;

(v) a combined office/business asset in Clamart on the outskirts of Paris;

(vi) an office located in Milano Fiori, in the southern suburbs of Milan.

TREO 2018 completed its final closing at the end of February 2020 with a final round of fundraising of €560 million, bringing the fund's assets under management to €755 million.

TIKEHAU REAL ESTATE II

Acquisition date	December 2016
Legal form	SPPICAV
Fund size (as at 31 December 2020)	€247 million

Tikehau Real Estate II ("TRE II") was set up by Tikehau IM in December 2016 for the acquisition from the EDF group of a portfolio of 137 mixed assets consisting of office and business premises located in France. The portfolio is 91.25% occupied (physical occupancy rate) by affiliates of the EDF group and offers redevelopment opportunities on sites with residential potential. As at 31 December 2020 and since the fund's inception, TRE II has sold 55 assets for a total amount of €70 million. Tikehau Capital has invested in TRE II mainly alongside institutional investors and TREIC, the Group's Real Estate company dedicated to co-investments in Real Estate transactions (see Section 1.3.2.2(c) (Real estate companies managed by the Group) of this Universal Registration Document).

1.

TIKEHAU REAL ESTATE III

Acquisition date	October 2017
Legal form	SPPICAV
Fund size (as at 31 December 2020)	€340 million

Tikehau Real Estate III ("TRE III") was set up by Tikehau IM in October 2017 for the acquisition from the EDF group of a portfolio of approximately 200 mixed assets consisting of office and business premises located in France. This acquisition is part of the overall 2015-2020 disposal plan announced by the EDF Group, following on from the transaction carried out in December 2016 through the TRE II fund. The portfolio is 91.1% occupied (physical occupancy rate) by affiliates of the EDF group and has a total surface area of approximately 390,000m^2. As at 31 December 2020 and since the creation of the fund, TRE III has sold 34 assets for a total amount of €50.7 million.

TIKEHAU RETAIL PROPERTIES I

Acquisition date	December 2014
Legal form	SPPICAV
Fund size (as at 31 December 2020)	€97 million

Tikehau Retail Properties I ("TRP I") was set up by Tikehau IM to acquire a portfolio of Real Estate assets from ICADE, comprising 37 sites located in France and rented by the retail chains Mr Bricolage and Gifi (for one site). Mr Bricolage is one of the leading French distributors of construction, DIY and interior design materials for individuals. The chain owns around 855 points of sale, including 69 stores, in eight countries, mainly in Europe. The acquisition was equity-financed without leverage.

TIKEHAU RETAIL PROPERTIES II

Acquisition date	October 2015
Legal form	SPPICAV
Fund size (as at 31 December 2020)	€81 million

Tikehau Retail Properties II ("TRP II") was set up by Tikehau IM in connection with the purchase from Hammerson and Darty of co-ownership units representing 61.5% of the surface area of the Bercy 2 shopping centre. The other co-owner is Carrefour Property. The acquisition was partially financed by bank loans. Located just outside Paris, the Bercy 2 shopping centre, which opened in 1990 and was designed by Renzo Piano, has 70 stores and a total sales surface area of approximately 40,000m^2. It consists of food anchor with a Carrefour superstore, and a shopping mall that includes six medium-sized stores (Darty, H&M, Fitness Park, etc.). It also has 2,200 parking spaces. This shopping centre, refurbished in stages between 2011 and 2013, has a catchment area of about 675,000 inhabitants. It lies within the territory opened for urban projects under the "Inventing the Greater Paris Metropolis" call for projects and a Development of National Interest, both programs aiming to stimulate the urban transformation of this currently isolated area.

TIKEHAU RETAIL PROPERTIES III

Acquisition date	October 2015
Legal form	SPPICAV
Fund size (as at 31 December 2020)	€262 million

Tikehau Retail Properties III ("TRP III") was set up by Tikehau IM for the purpose of acquiring 35 retail properties representing about 100 rental units distributed all over France. The portfolio is geographically diversified and the assets are leased to over 40 different chains that are well established in their area and recognised nationwide. The main tenant is the Babou chain. Babou, a French market leader in the discount textile/discount store sector which was bought out during the financial year by B&M, a company listed on the London stock exchange and a leading discounter, represents approximately 51.6% of the rental income. As at 31 December 2020, the portfolio occupancy rate was about 93% for a total surface area of [200,000] m^2. The acquisition was partially financed by a bank loan. The strategy is based on optimising the current rent, either by replacing certain tenants or by renegotiating existing leases for longer terms. There is also a potential to relet vacant sites and redevelopment of some sites.

TIKEHAU RESIDENTIAL 1

Acquisition date	June 2019
Legal form	SPPICAV
Fund size (as at 31 December 2020)	€184 million

Tikehau Residential I ("TR 1") was set up by Tikehau IM in June 2019 for the acquisition from Covivio of a portfolio of around 520 lots spread across around one hundred addresses and approximately 60,000m^2. The assets are located in France, mainly in the Paris region, Marseille and Aix-en-Provence, offering investors a diversified product in a resilient market with exposure to major French metropolises. The acquisition was partially financed by bank debt. The strategy is to dispose of assets over time and enhance the rental value of a portfolio that offers good medium-term return. There is also a potential to relet some partially empty buildings. This is Tikehau IM's first completed Real Estate transaction.

TIKEHAU ITALY RETAIL FUND I

Acquisition date	February 2016
Legal form	Luxembourg SCSp (special limited partnership)
Fund size (as at 31 December 2020)	€87 million

Opened in 2007, the shopping centre "I Petali", located in Reggio Emilia in northern Italy, currently welcomes around 4 million visitors a year. The shopping centre covers an area of 27,900m^2 distributed over two floors, which include about 60 national and international brands, a multiplex cinema, a fitness centre and exterior parking spaces for around 1,480 vehicles. The asset was acquired from CBRE Global Investors by the fund Tikehau Italy Retail Fund I ("TIRF I"), a vehicle set up and managed by Tikehau IM, whose investors include the Company alongside leading institutional and private investors.

TIKEHAU ITALY RETAIL FUND II

Acquisition date	May 2017
Legal form	Luxembourg SCSp (special limited partnership)
Fund size (as at 31 December 2020)	€67 million

Tikehau Italy Retail Fund II ("TIRF II") was set up by Tikehau IM in May 2017 for the acquisition of the shopping centre "Area12" in Turin, then owned by the San Sisto consortium, itself controlled by Nordicad – its majority shareholder – CMB and Unieco. Nordicad, which has retained ownership of the shopping centre's superstore, works alongside Tikehau Capital to further develop the shopping centre. This deal was carried out by Tikehau IM, with the participation of several major Italian and international institutional investors. Opened in October 2011, the Area12 shopping centre is part of a 21,000m^2 complex located around the Juventus Stadium. This is the second Real Estate transaction carried out by Tikehau Capital in Italy, following the acquisition in 2016 of the I Petali shopping centre (see above).

(b) Real estate funds managed by Sofidy

For over 30 years, Sofidy has been designing, developing and managing real estate funds distributed primarily to retail clients (*via* partners which include independent financial advisors, life insurance companies, banking networks, etc.) and covering the full "pierre-papier" range (primarily SCPIs but also public OPCIs, OPPCI, listed or dedicated real estate companies, real estate UCITS, sub-funds etc.). Although originally known for their expertise in retail assets, investment funds managed by Sofidy now invest in all asset classes (retail, offices, logistics, hospitality, residential, etc.) based in France (80%), the Netherlands (8%), Germany (6%), the United Kingdom (2%) and Belgium (2%). The investment policy targets high-yield real estate assets (based on strategies known as Core/Core+ strategies) which offer both investors/savers strong security on rental flows due to the high-quality of their locations and/or lessees. Leverage is usually moderate for this type of fund (15-40%). Immorente, as the flagship of the Sofidy range, is the embodiment of this diversified and pooled investment strategy and one of the leading French SCPIs with a capitalisation of nearly €3.5 billion. As at 31 December 2020, Immorente is comprised of over 2,000 rental units, and has retained an IRR of 9.5% since it was incorporated in 1987.

Sofidy's performances were rewarded by various prizes and awards, including most recently: the "Gold" award in the high yield SCPI category of the SCPI ranking handed out by *Gestion de Fortune* magazine; Immorente won the "Gold" award in the "20-year performance" category and "Bronze" in the "Grand prix" category according to the TOP SCPI 2020 ranking; Sofipierre was awarded "Gold" for its best overall 10-year performance in the category of retail SCPIs with variable capital; Efimmo 1 was awarded "Gold" for best SCPI with variable capital in the office category; and Sofidy Selection 1 collected the "Bronze" in the listed real estate UCITS category at the 2020 *Victoires de la Pierre* awards. Sofidy's performance has also been rewarded with "Gold" awards in the OPCI Retail/Editorial Award category by the *Pyramides de la Gestion*, and by *Décideurs Magazine* where it ranked as "Best Asset Manager"; it also picked up the "Gold" awards for "Best company" in the "*Pierre Papier* – SCPI" category; Sofidy Convictions Immobilières was awarded "Silver" in the "*Pierre Papier* – Best Non-Trading Company" category, and Sofidy Pierre Europe also received "Silver" in the "*Pierre Papier* – Best OPCI and OPPCI" category handed out at the *Pyramides de la Gestion* awards.

Further information on Sofidy's activities, results and outlook are available on its website: www.sofidy.com.

The main SCPIs managed by Sofidy are:

IMMORENTE

Inception date	1988
Legal form	SCPI with variable capital
Vehicle size (as at 31 December 2020)	€3,445 million

Set up in 1988 and managed by Sofidy since its inception, Immorente has one of the highest capitalisations among French SCPIs, €3.5 billion.

Although it was traditionally focused on retail assets, Immorente has gradually diversified its portfolio while focusing on the faster growing areas of the country, thus ensuring an excellent pooling of rental risk. At the end of 2020, Immorente's portfolio primarily featured city centre office (38%) and retail (27%) space, out-of-town retail space (21%). In geographical terms, 78% of the portfolio is located in France and 22% abroad (mainly in the Netherlands, Germany and the United Kingdom).

Immorente is pursuing its growth based on a careful and largely pooled investment policy. Its dynamic management policy resulted in an average financial occupancy rate of 93.4% for 2020, and offered each of its shareholders an attractive risk/return profile characterised by a 2020 distribution rate of 4.42% and a long-term IRR (since its inception) of 9.5%.

EFIMMO 1

Inception date	1987
Legal form	SCPI with variable capital
Vehicle size (as at 31 December 2020)	€1,678 million

Set up in 1987, Efimmo 1 has been managed by Sofidy since 2000. At the end of 2020, the SCPI held over 950 rental units, 89% of which are invested in offices spread over the highest-growth regions based primarily in France (84%, of which 55% are in Paris and the surrounding metropolitan area), in Germany (7%), in the Netherlands (5%), and in the United Kingdom (4%).

The SCPI is pursuing its growth based on a careful and largely pooled investment policy and through the active management of the Real Estate assets by the asset management company. It has an excellent financial occupancy rate of 93.0% for the 2020 financial year. Efimmo 1 offers each of its shareholder an attractive risk/return profile characterised by a 2020 distribution rate of 4.80% and a long-term IRR (since its inception) of 8.8%.

SOFIDY SELECTION 1

Inception date	November 2014
Legal form	FCP
Vehicle size (as at 31 December 2020)	€142 million

SOFIDY Sélection 1 is a conviction equity fund specialising in the European listed Real Estate sector and has invested in around 40 real estate companies in Europe (mainly in France, Germany and Scandinavia) selected for their ability to offer growth potential and limited volatility over time.

The fund's performance was up 0.1% in 2020 (for part I) (*versus* -10.9% for its sector benchmark) and up 52.3% since its inception in November 2014, with outstanding sums of €142 million as at 31 December 2020.

(c) Real estate companies managed by the Group

TIKEHAU REAL ESTATE INVESTMENT COMPANY

Inception date	December 2015
Legal form	French *Société par actions simplifiée* (simplified joint stock company)
Vehicle size (as at 31 December 2020)	€246 million

As part of the development of its Real Estate platform, Tikehau Capital set up a real estate vehicle at the end of 2015, Tikehau Real Estate Investment Company ("TREIC"), a permanent capital real estate company dedicated to co-investments in real estate transactions carried out and managed by Tikehau IM. TREIC is a multi-sector investment vehicle able to invest in all types of real estate assets (industrial, retail, residential, offices, health facilities, etc.) throughout Europe alongside local partners for foreign investments. TREIC invests in deals that offer returns with value creation potential and little leverage. This company, approximately 30% of which capital is owned by Tikehau Capital along with leading investors and the Group's historical partners, has made six investments since it was set up.

TREIC draws on the expertise of world-renowned real estate professionals, and shareholder representatives involved in its governance. When TREIC invests in vehicles managed by the Group, it intends on receiving 25% of the carried interest from the vehicles concerned.

As at 31 December 2020, TREIC had invested €150.5 million, and uncalled commitments by investors amounted to €99.5 million.

1.

IREIT

Inception date	2013
Legal form	Singaporean Trust
Vehicle size (as at 31 December 2020)	€720 million

IREIT Global ("IREIT") is a Singapore real estate company (structured as a trust) whose securities have been listed on the Singapore Stock Exchange (SGX) since 13 August 2014 (SGX ticker: UD1U). IREIT was the first Singapore-listed property company whose strategy is to invest solely in real estate assets located in Europe.

In 2016, Tikehau Capital indirectly purchased 80% of the capital of IREIT Global Group Pte. Ltd. ("IGG"), the management company of IREIT, and subsequently increased its stake to 84.52% in 2018. When carrying out the transaction, Tikehau Capital also took a 2% equity stake in IREIT, which was subsequently increased to around 8.3%. In April 2019, City Developments Limited (CDL), one of the leading listed real estate companies in Singapore, acquired equity stakes of 50% in IGG and 12.4% in IREIT. Following this transaction, Tikehau Capital then directly held 50% of the share capital of IGG and 16.4% of the share capital of IREIT. In April 2020, Tikehau Capital and CDL, together with a subsidiary of AT Investments, a Singapore-based family office, acquired a 26.04% stake in IREIT. This transaction enabled Tikehau Capital and CDL to respectively increase their stakes in IREIT from 16.64% to 29.20% and 12.52% to 20.87% and together now own more than half of IREIT's capital.

On 19 October 2020, IREIT finalised a capital increase of around €89 million, oversubscribed by 166%, enabling IREIT to acquire all of its Spanish assets but also to lower its level of indebtedness. IREIT's long-term shareholders, in particular Tikehau Capital, CDL and AT Investments, all reiterated their support for the company.

IREIT's main purpose is to invest in a revenue-generating real estate portfolio in Europe, targeting primarily office, logistics and retail properties. The trust is a fiduciary relationship in which the legal ownership of assets is undertaken by the trustee (in this case, DBS Trustee Limited), who is responsible for holding it on behalf of the beneficial owners (in this case, the holders of the listed shares in the trust). The trust assets are managed by IGG. The revenues of the trust are mainly the rental revenue generated by its properties and any capital gains on disposals. This revenue is distributed to shareholders to generate a recurring return.

The IREIT portfolio currently comprises nine wholly-owned office buildings, five of which are in Germany, strategically located in Berlin, Bonn, Darmstadt, Münster and Munich, and four strategically located in Madrid and Barcelona. 95.8% of the assets are leased, mainly to high quality tenants (such as the German telecommunications operator Deutsche Telekom). Leasable space within the portfolio as at 31 December 2019 amounts to nearly 273,000m^2.

As at 31 December 2020, based on IREIT's presentation of its results for the fourth quarter of 2020, the value of the Real Estate assets held by IREIT was assessed at €719.6 million. During 2020, IREIT collected 99% of its rents, demonstrating the quality of its portfolio. As at 31 December 2020, IREIT's market capitalisation amounted to approximately SG$607 million, *i.e.* approximately €380 million.

Since the takeover of IGG by Tikehau Capital at the end of 2016 and backed by its network of local real estate experts, the Group has played a major role in identifying investment opportunities but also in management of the IREIT portfolio.

More information about the activities, results and prospects of IREIT is available (in English) on IREIT's website: www.ireitglobal.com.

The acquisition of IGG has enabled Tikehau Capital to strengthen its positions in Asia from Singapore, where the Group has had an office since 2014, and to further increase its real estate investment capacities in Europe.

SELECTIRENTE

Inception date	1999
Legal form	Partnership limited by shares (since 3 February 2021)
Vehicle size	€519 million

Selectirente is a real estate company specialising in city-centre commercial real estate in France, created in 1997 at the initiative of Sofidy and real estate professionals, listed on Euronext Paris since October 2006 and benefiting from the status SIIC since 1 January 2007.

Selectirente's portfolio, revalued at €413.8 million at the end of 2020, primarily comprises 455 retail premises located on high-quality sites and leased to well-known domestic brands and independent traders, with a single storey office space in Paris and a mixed real estate (offices and retail) in Bordeaux. Its portfolio is mainly located in Paris (more than 60%), in the Paris region (12%) and in the six largest French regional cities (12%). Its average financial occupancy rate for the 2020 financial year stood at 95.1%.

Selectirente aims to enhance and develop its real estate portfolio by relying on the know-how of Sofidy, to which it has delegated its full management until February 2021 (see below). It aims to manage and add value to its current portfolio, and to continue its development on the Real Estate market of city-centre retail mainly located in Paris and in the large regional metropolises, offering where possible rents below the market rate.

In early 2019, Tikehau Capital launched a public tender offer for Selectirente's shares and OCEANE bonds. Following this public tender offer, Tikehau Capital held, together with Sofidy, GSA Immobilier, Sofidiane, Makemo Capital, AF&Co, and Mr Antoine Flamarion and Mr Christian Flamarion, 1,250,029 shares issued by Selectirente, representing as many voting rights, equivalent to 81.03% of the share capital and voting rights of Selectirente.

Following the sale of several blocks in the autumn of 2019 and the share capital increase carried out in December 2019 for €217 million, Tikehau Capital held, together with Sofidy, GSA Immobilier, Sofidiane, Makemo Capital, AF&Co, and Mr Antoine Flamarion and Mr Christian Flamarion, 52.07% of Selectirente's share capital and voting rights. On this occasion, SCI Primonial Capimmo increased its equity stake, while Sogecap and SC Tangram (managed by Amundi Immobilier) took an equity stake in Selectirente.

As part of its continued development, on 9 December 2020, Selectirente announced its plan to transform Selectirente into a limited partnership with shares, enabling it both to exit the status of an alternative investment fund and to become a fully-fledged commercial company like the other listed property companies. The members of the concert, SCI Primonial Capimmo, Sogécap, SC Tangram and Pléiade have undertaken to vote in favour of the project and not to tender their shares to the offer. The Combined General Meeting of the Shareholders approved this transformation project on 3 February 2021 and Selectirente is now managed by a manager, Selectirente Gestion, wholly owned by Sofidy. In accordance with the regulations in the event of transformation into a partnership limited by shares, Sofidy launched a squeeze-out public tender offer for the shares of Selectirente at a price of €87.30 per share. Following the buyout offer which closed on 19 February 2021, the concert composed of Tikehau Capital, Sofidy, GSA Immobilier, Sofidiane, Makemo Capital, AF & Co, Mr Antoine Flamarion and Mr Christian Flamarion hold 54.69% of the share capital and voting rights of Selectirente.

All the details of this operation can be found in the prospectus drawn up by Sofidy (AMF visa n° 21-025 dated 2 February 2021), in Selectirente's reply note (AMF visa n°21-026 dated 2 February 2021) as well as in the press releases published by Selectirente.

More information about the activities, results and prospects of Selectirente is available on Selectirente's website (www.selectirente.com)

(d) Infrastructure funds managed by Star America Infrastructure Partners

Founded in 2011 by two entrepreneurs, Mr William Marino and Mr Christophe Petit, Star America Infrastructure Partners, LLC ("Star America") is a US-based infrastructure asset manager and developer, focusing on the North America region. Star America possesses a large investor base that includes institutional investors, and works primarily towards delivering projects in the social, telecommunications, environmental and transportation sectors. With investments having a total project cost valued at over US$5 billion, Star America is among the leading infrastructure developers in the United States.

In July 2020, Tikehau Capital acquired the management company, Star America, diversifying its expertise to a new growing asset class, as well as enhancing its geographic footprint in North America.

Mr William Marino and Mr Christophe Petit are still managers of Star America and have invested part of the proceeds of the sale in the Group.

1.

STAR AMERICA INFRASTRUCTURE FUND

Inception date	August 2011
Legal form	Limited partnership registered in Delaware
Fund size (as at 31 December 2020)	US$222 million

Star America Infrastructure Fund achieved its target of US$300 million in capital commitments through its debut fund, Star America Infrastructure Fund, which made 13 investments, two of which have been closed. Its investment period ended on 31 December 2019.

Star America Infrastructure Fund executed on its strategy of making investments in the transportation, social, environmental, and communication infrastructure sectors. Star America Infrastructure Fund is in its harvesting stage. The fund's objective is to create a consistent and attractive risk/return profile through a diversified portfolio of infrastructure assets and targets returns of IRR of around 20% and net IRR of around 15%.

As at 31 December 2020, the amounts invested by Star America Infrastructure Fund amounted to approximately US$222 million.

STAR AMERICA INFRASTRUCTURE FUND II

Inception date	August 2018
Legal form	Limited partnership registered in Delaware
Fund size (as at 31 December 2020)	US$464 million

Star America Infrastructure Fund II aims to continue the successful strategy employed in Star America Infrastructure Fund and capture additional attractive market opportunities.

Star America Infrastructure Fund II seeks to make investments in essential infrastructure projects, businesses and assets, where it can provide the most value-add based on its team's prior experience of developing new assets, managing construction and operations, and managing businesses overall. Star America Infrastructure Fund II's main focus is the transportation, social, environmental, and communications infrastructure sectors. In most cases, investments will be made in the pre-operational or construction phase, but the fund will also consider investments opportunities where additional development capital is needed and where there is enough development and value-add potential to achieve attractive risk-adjusted returns. The fund seeks to primarily make investments in greenfield and brownfield projects or other assets or businesses where there is significant capital expenditure or redevelopment, with contracted or non-contracted revenues.

Star America Infrastructure Fund II's financial participation is primarily equity or equity-like, with the flexibility to also make certain debt investments. The fund's objective is to create a consistent and attractive risk/return profile through a diversified portfolio of infrastructure assets and targets gross IRR of around 20% and net IRR of around 15%.

As at 31 December 2020, the amounts invested by Star America Infrastructure Fund II amounted to approximately US$174 million.

1.3.2.3 Capital Markets Strategies activity

As at 31 December 2020	
Assets under management for the Capital Market Strategies activity	€4.2 billion
Share of the activity in the Group's total assets under management	15%
Change compared to the previous financial year	10%
Employees of the Capital Markets Strategies activity	20
Entities concerned	Tikehau IM
Types of funds	French mutual fund (*fonds commun de placement* or "FCP") Open-ended investment company with variable capital ("SICAV") And SICAV sub-funds French Specialised Professional Fund ("FPS")

As at 31 December 2020, assets under management in Tikehau Capital's Capital Markets Strategies activity (formerly Liquid Strategies) amounted to approximately €4.2 billion, representing 15% of the Group's assets under management.

This activity was previously called liquid strategies because it operates through open-ended funds (UCITS). Accordingly, investor-clients can decide at any time to invest in them by buying units of the funds or to withdraw from the fund by redeeming their units.

(a) Fixed income management

Tikehau Capital's Fixed Income Management activity is conducted through Tikehau IM and includes various open-ended fixed income funds, set up in the form of mutual funds ("FCP") or investment companies with variable capital ("SICAV") managed by Tikehau IM. In remuneration for its management of these vehicles, Tikehau IM charges management fees and performance fees (see Section 1.3.1 (General overview) of this Universal Registration Document).

As at 31 December 2020, the total of the fixed income management represented nearly €2,930 million in assets, representing about 10.3% of Tikehau Capital's assets under management.

As part of its fixed income management activity, Tikehau Capital invests in bonds issued by private companies (corporate or financial bonds) and public entities, rated investment grade (*i.e.* securities of companies with a high credit rating), high yield, or unrated; this allows individual investment strategies to be adapted to the risk/return profiles sought by investor-clients.

For each investment, the research and management teams of Tikehau Capital perform an in-depth due diligence that focuses on a constant interchange between their top-down view (a directional market analysis leading to sector screening) and their bottom-up view (a fundamental analysis of each issuer leading to a selection of the securities to be held on portfolio). In addition, the team of analysts also performs an ESG analysis of each issuer, ensuring that the investments comply with Group policy in that respect.

The combination of these two analyses allows for a complete due diligence covering both the issuer and its specific characteristics (financial factors, market positioning and dynamics, outlooks, etc.) as well as macroeconomic data and external technical factors.

Through the high yield and investment grade universes, Tikehau Capital's credit research team identifies issuers that may initially correspond to the investment strategies of the management teams, based on criteria such as issue size, maturity, sector or rating. Each new issuer is subsequently studied by the analyst in charge of the sector who will issue a buy/sell recommendation based on the company's fundamental credit quality, the bond documentation and the relative value. The analysts also assign a (financial and non-financial) rating which will be used to build the portfolio. For this purpose, Tikehau Capital's teams have at their disposal a broad base of analytical and decision-support tools employed in the process used during the process as the basis for the proper selection of borrowers. Analysts also use external resources to assist them in their selection of securities (for example, services such as Capital Structure, Lucror Analytics or Covenant Review, as well as what is known as "sell-side" external research prepared by the banks and brokers). Each analyst follows approximately 40-45 issuers and in charge of monitoring news and results in the corresponding sectors. They must also make sure that recommendations are up to date. Portfolio reviews are also conducted regularly with the asset managers.

The expertise of the credit research and fixed income management teams is made available across the entire range of open-ended credit funds managed by Tikehau Capital. The fixed income management activity can accordingly use the services of a credit-research team that is spread between Paris, London and Singapore, and strengthened with the arrival of high yield specialists joining the team in New York in December 2019. This team also works on behalf of Tikehau Capital Europe, the Group's subsidiary dedicated to CLO activity, on the issuers monitored by both teams.

The following table shows the breakdown of assets under management between the main fixed income funds managed by Tikehau Capital:

(in millions of €)	Assets under management as at 31 December 2020
Tikehau Short Duration (TSD)	1,379
Tikehau Credit Plus (TC+)	408
Tikehau Credit Court Terme (TCCT)	245
Tikehau SubFin Fund (TSF)	402
Others (including mandates)	496
TOTAL ASSETS UNDER MANAGEMENT – FIXED INCOME	**2,930**

The following table shows the past performance of the main funds in this business line:

	Year 2020	Year 2019	Past three years	Since inception
Tikehau Short Duration (TSD) I-Acc Share	+1.61%	+0.74%	+0.26%	+28.45%
Tikehau Credit Plus (TC +) I-Acc Share	+1.87%	+5.73%	+1.90%	+30.94%
Tikehau SubFin Fund (TSF) I-Acc Share	+4.39%	+11.99%	+3.82%	+87.49%
Tikehau Credit Court Terme (TCT) A share	+0.80%	+0.83%	+0.77%	+7.72%

As at 31 December 2020, the Company's balance sheet had invested in Tikehau Capital strategies dedicated to liquid fixed income management for a total amount of €120 million. Revenues relating to investments in the Group's Capital Markets Strategies include, in particular, distributions (which can be capitalised) and an upward or downward change in fair value of the shares depending on the fund's net asset value.

The main funds in the Group's fixed income management activity include:

TIKEHAU SHORT DURATION

Inception date of Tikehau Short Duration	September 2020
Initial inception date of Tikehau Taux Variables	November 2009
Legal form	Sub-fund of a Luxembourg SICAV
Fund size (as at 31 December 2020)	€1,379 million

Created in 2009 as a French FCP, Tikehau Taux Variables was merged on 1 September 2020 into Tikehau Short Duration ("TSD"), a sub-fund of Tikehau Fund, a SICAV under Luxembourg law. This merger did not involve any material change in the fund's investment philosophy or in its investment process.

Tikehau Short Duration ("TSD") is a fixed income fund of the category "bonds and other debt securities denominated in euro" seeking to maximise the return on the short end of the European credit universe while capping the non-investment grade portion at 35% and unrated at 10%, and minimising interest rate risk by using floating and variable-rate bonds and fixed-rate bonds with short maturities.

TSD's investment strategy consists in the active and discretionary management of a diversified portfolio of bonds issued by both private and public issuers, located primarily in Eurozone countries and falling mainly in the investment grade category (*i.e.* with a rating above or equal to BBB- from Standard and Poor's/Fitch or Baa3 from Moody's). The rate risk for these bonds is minimised by using variable or adjustable-rate bonds with no maturity criteria, short-term bonds, rate hedging instruments (rate swaps or forward contracts), and inflation-linked bonds. The objective of this fund is to achieve an annualised gross return higher than 3-month Euribor plus a margin of 200 basis points.

TIKEHAU CREDIT PLUS

Inception date	April 2007
Legal form	French FCP
Fund size (as at 31 December 2020)	€408 million

Set up in June 2007, Tikehau Credit Plus ("TC+") is a fund that invests flexibly, without rating or benchmark constraints, in debt securities issued by private and public sector companies located primarily in Europe. The fund belongs to the "bonds and other international debt securities" category and has an investment horizon of over three years. The investment strategy of TC+ consists in managing, on an active and discretionary basis, a diversified portfolio composed of bonds and other eligible debt securities issued by private or public entities, mainly of the category known as high yield (with a rating lower than BBB- from the rating agencies Standard and Poor's/Fitch and Baa3 from Moody's) located mainly in Eurozone countries without business sector restrictions. These bonds and debt securities are more speculative and incur a greater risk of default, but offer in return a higher yield.

As part of its strategy, TC+ may use financial contracts, in particular options, forward contracts and credit derivatives. TC+ may invest up to 10% of its net assets in UCITS and may also have exposure to the equity markets of up to 10% of its net assets, either directly through shares in companies of all market capitalisations and all geographic areas, or through UCITS and derivatives.

The objective of this fund is to achieve an annualised gross return higher than 3-month Euribor plus a margin of 300 basis points.

TIKEHAU SUBFIN FUND

Inception date	July 2017
Legal form	Sub-fund of a Luxembourg SICAV
Fund size (as at 31 December 2020)	€402 million

Tikehau SubFin Fund ("TSF", formerly Tikehau Subordonnées Financières) is a Luxembourg fixed income fund created by Tikehau IM in February 2011. TSF invests primarily in old and new-generation subordinated debt securities (Tier1, Tier2), issued mostly by European financial institutions (banks and insurance companies). A debt is known as subordinated when its repayment depends on other creditors (senior creditors, unsecured creditors) being repaid first. The subordinated creditor will therefore be repaid after the latter but before the shareholders.

TSF prioritises investments in major financial groups from Western European countries. The TSF portfolio must have a minimum average rating of B+ (according to Standard and Poor's/Fitch) or B1 (by Moody's). Nevertheless, Tikehau IM conducts its own analysis on the debt securities independently of the rating issued by the rating agencies.

To achieve its management and asset hedging objective, the fund may use financial contracts, such as options, forward contracts and credit derivatives. TSF may invest in UCITS up to a limit of 10% of its net assets. TSF may also have exposure to the equity markets of up to 10% of its net assets, either directly by means of shares in companies of all market capitalisations and all geographic areas, or through UCITS or derivatives.

The objective of this fund is to achieve an annualised gross return higher than the BofA ML/ICE 3-5yr Euro Government index plus a margin of 150 basis points.

TIKEHAU CREDIT COURT TERME

Inception date	April 2013
Legal form	French FCP
Fund size (as at 31 December 2020)	€245 million

Set up in June 2013, Tikehau Credit Court Terme ("TCCT") belongs to the "bonds and other debt securities denominated in euro" fund category, and aims to achieve an annualised performance net of fees higher than EONIA plus 0.3% over an investment horizon of over one year. TCCT invests in bonds issued by private and public issuers located primarily in the Eurozone and mainly in the investment grade category (*i.e.* with a rating above or equal to BBB- from Standard and Poor's/Fitch and Baa3 from Moody's).

(b) Diversified and equities management

Since 2014, Tikehau Capital has been developing its "equities" management business with the aim of rolling out a range of global and diversified funds and equities.

This activity is mainly conducted by Tikehau IM through the open-ended Luxembourg-law investment company ("SICAV") Tikehau International Cross Assets ("Tikehau InCA") which, since 31 December 2020, absorbed Tikehau Income Cross Assets, the first fund in this range. In consideration for its management of the vehicles dedicated to this strategy, Tikehau IM charges management fees and performance-related fees (See Section 1.3.1 (General overview) of this Universal Registration Document).

As at 31 December 2020 the total diversified and equities management accounted for close to €1,165 million in assets under management (*versus* €1,032 million as at 31 December 2019), representing 4.1% of Tikehau Capital's assets under management.

The following table shows the breakdown of assets under management between the main diversified and equity funds managed by Tikehau Capital:

(in millions of €)	Assets under management as at 31 December 2020
Tikehau International Cross Assets (InCA), Part I	1,080
Tikehau Equity Selection (TES), (formerly Tikehau Global Value)	85
TOTAL ASSETS UNDER MANAGEMENT – DIVERSIFIED AND EQUITIES MANAGEMENT	**1,165**

The following table shows the past performance of the main funds in this business line:

	Year 2020	Year 2019	Past three years	Since inception
Tikehau InCA, Part I Acc	-1.57%	+9.70%	+2.47%	+22.03%
TES, Part R Acc	+8.41%	+25.21%	+9.25%	+61.44%

TIKEHAU INTERNATIONAL CROSS ASSETS

Inception date of Tikehau International Cross Assets	December 2020
Initial inception date of Tikehau Income Cross Assets	August 2001
Legal form	Sub-fund of a Luxembourg SICAV
Fund size (as at 31 December 2020)	€1,080 million

Created in 2001 as a French SICAV, Tikehau Income Cross Assets was merged on 31 December 2020 into Tikehau International Cross Assets (InCA), a sub-fund of Tikehau Fund, a SICAV under Luxembourg law. This merger operation did not involve any material change in the fund's investment philosophy or in its investment process.

Tikehau InCA is managed on a discretionary basis with a reactive asset allocation and selection of equities, money market and fixed income securities from all economic and geographical sectors.

The Tikehau In CA management strategy is based on specialised management of the equity component and the fixed income component (long-short, global macro) and portfolio diversification (asset classes, market capitalisation, issuers) to optimise the risk/return profile.

Tikehau InCA is a conviction concentrated portfolio of stocks and bonds, based on in-depth fundamental financial and non-financial research on companies and business models carried out by Tikehau Capital's teams.

The fund seeks asymmetry between expected returns and the risks associated mainly from the selection of fixed income and equity securities based on criteria of valuation, quality of the business model and ESG analysis, and capital allocation practised by the company management.

The fund also uses financial contracts, including options and forward contracts, for purposes of hedging and exposure, particularly to manage exposure to the equity and credit markets.

The strategic allocation of the portfolio is based primarily on an analysis of the business cycle, itself based on an analytical process applied to of monetary policies, market valuations and macroeconomic data.

The objective of this fund is to outperform the composite index (consisting of 50% of the EuroStoxx 50 NR, 25% of capitalised EONIA, 25% of the BoA ML Euro HY Constrained Index DNR, and 25% of the BoA ML Euro Corporate Index DNR) over a minimum investment period of five years.

In 2018, the Tikehau IM teams were awarded a silver "Management Globe" (bronze in 2017) by *Gestion de Fortune* magazine ("Flexible" category) for their management of the Tikehau InCA fund. In 2019, Tikehau InCA was also awarded first prize in the "EUR Allocation Fund" category by Morningstar.

TIKEHAU EQUITY SELECTION (FORMERLY TIKEHAU GLOBAL VALUE)

Inception date	December 2014
Legal form	French FCP
Fund size (as at 31 December 2020)	€85 million

Tikehau Equity Selection ("TES"), formerly Tikehau Global Value until 31 December 2020, is a fund of the "international equity" category, the aim of which is to generate, over a minimum investment period of five years, a performance exceeding that of the benchmark (50% made up by the S&P EUR 500 Hedged Net Total Return indicator and 50% of the Stoxx Europe 600 Net Total Return indicator).

TES's investment strategy consists in the active and discretionary management of a diversified portfolio of equities from all economic and geographic sectors (a fund known as "long only").

TES is a conviction concentrated portfolio of stocks and bonds, based on in-depth fundamental research on companies and business models conducted by the Tikehau Capital analysis teams.

Stock selection is based on criteria of valuation, quality of the business model, and capital allocation practised by the company management.

1.3.2.4 Private Equity activity

As at 31 December 2020	
Assets under management for the Private Equity activity	€3.5 billion (including €1.1 billion from Ace Capital Partners)
Share of the activity in the Group's total assets under management	12%
Change compared to the previous financial year	73%
Employees of the Private Equity activity	25 employees (excluding Ace Capital Partners) 24 employees (Ace Capital Partners)
Entities concerned	Tikehau IM Ace Capital Partners
Main types of funds	Luxembourg SICAV-SIF Singaporean liability company French professional private equity funds ("FPCI") French Limited Partnership (*société de libre partenariat* "SLP")

(a) General overview

Historically, Tikehau Capital's Private Equity activity was operated primarily through Direct Investments (see Section 1.3.3 (Direct Investments activity) of this Universal Registration Document). However, in 2018, the Group initiated the development of a Private Equity activity on behalf of investor-clients, in particular by deploying new strategies as well as through the acquisition of Ace Capital Partners (see below (Private Equity funds managed by Ace Capital Partners) of this Universal Registration Document). In this context, as at 31 December 2020, it managed €3.5 billion.

On the strength of its track record and cumulative experience in its Direct Investments activity, since its inception and through its subsidiary Tikehau IM, Tikehau Capital launched Private Equity-dedicated vehicles in 2018, to be managed on behalf of investor-clients. These vehicles focus particularly on the Group's expertise in minority Private Equity investment and international co-investments alongside leading partners. This further illustrated the Group's ability to evolve its strategies from a balance sheet investment model to an asset management model.

The implementation of this strategy also resulted in the acquisition in December 2018 of the asset management company Ace Capital Partners (formerly ACE Management), an expert in the aerospace, defence and cyber security sectors, to strengthen the Group's Private Equity activity and enable Tikehau Capital to offer a new range of specialist funds to its investor-clients, alongside the new funds launched by Tikehau IM since 2018.

The Private Equity activity on behalf of investor-clients is conducted by a team of 49 employees of Tikehau IM and Ace Capital Partners located mainly in Paris, London, Madrid and Milan. This team is also supported by teams located in Singapore, Brussels and New York.

The transition from the Direct Investments activity toward a model of Asset Management on behalf of investor-clients is also reflected in the launch in September 2019 of a new Private Equity fund which has taken over six secondary shareholdings that had been previously directly held by Tikehau Capital.

This Private Equity activity generally takes the form of investments in listed or unlisted companies, in shares or hybrid instruments giving access to equity, but can also be made in straightforward bonds, which reflects Tikehau Capital's flexible approach.

The following table presents the Group's main Private Equity vehicles and the number of assets under management for each one as at 31 December 2020:

(in millions of €)	Assets under management as at 31 December 2020	Assets under management as at 31 December 2019
T2 Energy Transition Fund	812	510
TGE II	374	366
TGE Secondary	189	245
TSO	78	99
TSO II	534	216
Other funds managed by Tikehau IM	415	251
Total funds managed by Tikehau IM	**2,402**	**1,687**
Ace Aéro Partenaires	737	-
Brienne III	93	79
Other funds managed by Ace Capital Partners	258	248
Total funds managed by Ace Capital Partners	**1,088**	**327**
TOTAL	**3,491**	**2,014**

(b) Private Equity funds managed by Tikehau IM

T2 ENERGY TRANSITION FUND

Inception date	December 2018
Legal form	French FPCI
Fund size (as at 31 December 2020)	€812 million

At the beginning of 2018, the Company announced that Total SA was working alongside Tikehau Capital to create an investment fund dedicated to energy. The T2 Energy Transition Fund ("T2"), structured as a French professional Private Equity fund (*Fonds professionnel de capital-investissement* or "FPCI") by Tikehau IM, will therefore finance the development of medium-sized energy players and support the transformation of their business models and their expansion, in particular at an international level. Based on a targeted and customised approach which aims to promote energy transition, the fund investments will focus on companies working in three determining sectors: the production of clean energy, low-carbon mobility, and the improvement of energetic efficiency, storage and digitalisation. The dedicated T2 management fund is composed of Tikehau IM professionals and energy specialists seconded by Total, enabling the fund to rely on the expertise of the Tikehau IM investment team while benefiting from Total's international network and sector-specific expertise.

In October 2020, T2 obtained the "Relance" label set up by the French Government as part of its economic recovery plan, recognising it as an investment vehicle that supports the equity capital funding for businesses in the current health crisis.

As at 31 December 2020, T2 had commitments of €812 million and had invested €234 million in six companies (for a description of T2's strategy and the investment portfolio at the end of 2020, see Section 4.2.2 (Response to the climate emergency through investments) of this Universal Registration Document). The fund completed the fundraising on 23 February 2021 by reaching a record amount of more than one billion euros.

1.

TIKEHAU GROWTH EQUITY II

Inception date	March 2018
Legal form	French FPCI
Fund size (as at 31 December 2020)	€374 million

Tikehau Growth Equity II ("TGE II") is an FPCI structured by Tikehau IM in March 2018. The fund is dedicated to minority Private Equity investments in medium-sized European companies, and relies on the track record built up by the Group through its Direct Investments (see Section 1.3.3 (Direct Investments activity) of this Universal Registration Document). Based on an approach similar to that applied by the Company in the context of its investments, TGE II promotes deals enabling the fund to develop long-term partnerships, primarily by supporting growth strategies proposed by company management teams.

As at 31 December 2020, TGE II had raised €374 million in commitments, and had invested €240 million in seven companies.

TIKEHAU GROWTH EQUITY SECONDARY

Inception date	September 2019
Legal form	French FPCI
Fund size (as at 31 December 2020)	€189 million

Tikehau Growth Equity Secondary ("TGES") is an FPCI structured by Tikehau IM in September 2019. The fund is dedicated to minority capital investments in medium-sized French companies. This fund acquired stakes that were held on the Company's balance sheet. TGES was marketed with investor-clients, with the Company retaining a 15.9% stake in TGES. The fund was fully invested (€122.4 million in six companies) from day one.

As at 31 December 2020, the assets under management of TGES represented €189 million, reflecting the value of the stakes contributed and the additional commitments to be called by the fund with investors.

TIKEHAU SPECIAL OPPORTUNITIES

Inception date	July 2016
Legal form	Luxembourg SICAV-SIF
Fund size (as at 31 December 2020)	€78 million

In 2016, the Group launched a new special situations fund, Tikehau Special Opportunities ("TSO"), as a continuation of several vehicles managed by the Group since its inception.

TSO is a sub-fund of a Luxembourg investment fund created by Tikehau IM to offer various solutions for financing or refinancing solutions to vulnerable borrowers at a time of tightening of lending conditions and dislocation of credit markets. TSO is an opportunistic, multi-sector credit fund with a flexible mandate that benefits from the support and expertise of all of Tikehau IM's management and credit research teams. TSO aims mainly to invest in the primary and secondary markets in Europe with corporate and Real Estate as the underlying assets.

As at 31 December 2020, there were around €78 million in assets under management in the TSO fund.

TIKEHAU SPECIAL OPPORTUNITIES II

Inception date	July 2019
Legal form	Luxembourg SICAV-SIF
Fund size (as at 31 December 2020)	€534 million

At the end of 2019, in anticipation of a potential market turnaround and a tightening of lending conditions, the Group launched its second special situations fund, Tikehau Special Opportunities II ("TSO II"), a vehicle set up by Tikehau IM under Luxembourg law. To underline its ambitious goal, Tikehau Capital at the same time significantly strengthened the teams dedicated to this strategy. Like the first vintage, TSO II is a credit fund with a broad investment spectrum and a flexible, agile positioning designed to utilise capital in all market environments. Principally operating on the primary and secondary markets in Europe, TSO II offers financing and liquidity solutions for complex situations or where access to the usual capital markets is difficult.

As at 31 December 2020, TSO II had collected almost €534 million in commitments.

(c) Private Equity funds managed by Ace Capital Partners

A subsidiary of the Company since December 2018, Ace Capital Partners (formerly ACE Management) is a Private Equity firm specialising in the industrial and technological sectors, with close to €1 billion in assets under management. Founded in 2000, Ace Capital Partners invests in sector strategies, such as strategic industries, cybersecurity and trusted technologies. Ace Capital Partners has built its model on partnerships with major investor groups in its funds (notably Airbus, Safran, Dassault Aviation, Thales, EDF, Naval Group and Sopra Steria). An expert in these sectors and with a strong entrepreneurial and industrial culture, Ace Capital Partners supports the long-term development of its investments with a differentiated strategy.

As at 31 December 2020, Ace Capital Partners managed assets of €1.1 billion through several funds distributed according to an approach by sector:

- Strategic industries: Ace Capital Partners invests, through several families of funds, in strategic industries with a concentration in the aeronautics, space and defence sectors. The theme of the factory of the future (new manufacturing processes and digitisation tools) is a key element of its investments. Ace Capital Partners focuses its investments on innovative players with the capacity to act as consolidation platforms in their markets and sectors;
- Cybersecurity and trusted technologies: Ace Capital Partners supports technology developers in all areas where digital trust is a key factor. In this context, Ace Capital Partners is involved in cybersecurity, data analysis and management, artificial intelligence solutions and machine learning by financing European companies with high technological content and aiming to become leaders in their market, through organic growth and/or external growth operations.

The main funds managed by Ace Capital Partners are as follows:

ACE AÉRO PARTENAIRES

Inception date	July 2020
Legal form	French Limited Partnership (*société de libre partenariat* "SLP")
Fund size (as at 31 December 2020)	€737 million

Launched by Ace Capital Partners in 2020, Ace Aéro Partenaires ("AAP") is an SLP with sub-funds created to strengthen the equity of strategic French companies in this sector weakened by the current health and economic crisis, to prepare for the post-crisis period, support them in their development and support the consolidation of the sector.

The main features of the two AAP sub-funds are as follows:

- support sub-fund: the objective of this sub-fund is to make investments in French companies, contributing to the supply chain of the French aerospace industry, generating a significant portion of their revenue in the field of civil aviation, in order to enable these players to face the consequences of the health crisis while preserving their know-how and their competitive advantages in a sector where competition is global;
- platform sub-fund: the objective of this sub-fund is to make investments in companies that play an essential role in the supply chain of French manufacturers in the aerospace industry, in order to enable these companies to consolidate their markets and to improve their performance become leaders in their areas of activity.

The fund closed for the first time in July 2020 for an amount of €630 million and had a total commitment of €737 million as at 31 December 2020.

Airbus, Safran, Dassault, and Thales have jointly committed a total of €200 million to this fund. The French State contributed €200 million, including €50 million from Bpifrance. The Crédit Agricole Group has invested €100 million in this fund. Tikehau Capital invested €230 million from its own funds in AAP, in line with its strategy to invest significantly in the funds managed by the Group in order to maximise the alignment of interests with its investors.

BRIENNE III

Inception date	June 2019
Legal form	French Professional Private Equity Fund ("FPCI")
Fund size (as at 31 December 2020)	€93 million

Launched in 2019, Brienne III is the first French fund dedicated to Cybersecurity (first closing completed in June 2019 for an amount of €80 million), and is the European leader in the field. The fund's strategy is to finance young companies offering innovative digital security technologies and to support their managers in their external growth strategy, in France and abroad. Its investment spectrum covers all the needs for securing "digital": Industry 4.0, connected cars and vessels, smart grid, e-health, transport, energy transition, IOT, etc. In addition to Tikehau Capital (also a leading investor *via* its own funds in the Ace Capital Partners funds), Brienne III counts among its investors Bpifrance and several manufacturers: EDF, Naval Group and Sopra Steria.

The fund, which has signed a partnership agreement with the French Ministry of the Armed Forces and another with ANSSI, relies on a team of cyber-defence and finance experts with complementary skills, capable of detecting business opportunities with precision and attracting future industry champions. Brienne III, which is experiencing strong momentum in its deployment, has reached a new stage in its development with the ability to raise funds in the order of €15, €20 and €35 million.

1.3.3 Direct Investments activity

1.3.3.1 Investment strategy

Since its creation, Tikehau Capital has implemented its investment expertise from the Group's own resources (equity and debt).

Tikehau Capital has created a diversified portfolio in terms of sector and geography, which is solid (and especially composed of low-debt companies) and balanced, with a focus on transactions that allow the development of a partnership approach.

This investment portfolio enables the Company to supplement its recurring revenue base, to which are added the one-off profits from asset disposals (for example in the form of capital gains). This portfolio is highly diversified and consists of assets with attractive return potential or more defensive assets that provide recurring revenue or diversification.

The portfolio investments are generally minority interests and are made in non-listed or listed companies, usually with a view to a medium to long-term holding, according to a plan of value creation identified from the beginning of the investment. The team maintains regular contact with the management teams of the portfolio companies.

The scope of intervention is worldwide, given that in the regions where the Group has no presence or experience, investments are carried out as co-investments with local investors known to Tikehau Capital. This co-investment strategy allows the Group to increase the spectrum of its opportunities and the quality and diversification of its investment portfolio.

In order to continue the shift from a Direct Investments activity towards an Asset Management activity on behalf of investor-clients, six investments (Groupe Verona, Neoness, DRT, Oodrive, Nexteam, Total Eren and Mériguet) were transferred to the TGES secondary fund in September 2019.

As at 31 December 2020	
Assets under management for the Direct Investments activity	€1.2 billion
Share of the activity in the Group's total assets under management	4%
Change compared to the previous financial year	-46%
Employees of the Direct Investments activity	25 (same employees as for the Private Equity activity) (excluding Ace Capital Partners)
Entities concerned	Tikehau Capital

As at 31 December 2020, Tikehau Capital's Direct Investments portfolio consisted of 61% non-listed securities and 39% listed securities. It is broadly diversified (211 lines of investment in the portfolio).

The table below shows the main investments in listed and unlisted companies as at 31 December 2020:

(in millions of €)	Investment value as at 31 December 2020	Investment value as at 31 December 2019
Investment in unlisted companies		
Claranet	117.2	105.4
Investments in listed companies		
Eurazeo	286.7	246.3
DWS	35.6	188.6

1.

1.3.3.2 Main direct investments

(a) Main non-listed investment in the portfolio

At the date of this Universal Registration Document, the Group's main non-listed investment in terms of value is:

CLARANET

Initial investment date	May 2017
Total amount invested	£75 million
Value of equity interest (as at 31 December 2020)	€117.2 million
Location of registered offices	United Kingdom
Percentage holding (as at 31 December 2020)	17.8%

Description of the asset

Founded in 1996, Claranet is a leading European company in hosting and outsourcing services for critical applications. Claranet has developed in several European countries over the last ten years in an organic way and through an ambitious acquisition strategy. With over 2,200 employees, the Claranet group is based in London and serves more than 6,500 clients in Europe (France, Italy, Germany, the Netherlands, Portugal, Spain and the United Kingdom) and Brazil.

Investment history

In May 2017, the Company signed an agreement to acquire a minority stake in Claranet alongside existing shareholders. Attracted by the growth profile of Claranet, its pan-European scope, its track record in integrating acquisitions and the quality of its management team, the Company entered into an agreement to support the Claranet group's continuing development. The Company has invested £75 million in ordinary and preference shares alongside existing shareholders.

Tikehau Capital is a member of the Board of directors (Director) of Claranet International Limited, parent company of the Claranet group and a member of the Board of directors (Director) of Claranet Group Limited, Claranet group's operating company.

Current situation and future outlook

As of the beginning 2018, Claranet wanted to strengthen its cyber security solutions by offering many new services to its clients. This approach is also reflected in its acquisition of NotSoSecure (United Kingdom), a world-renowned specialist in hacking training and penetration testing. Claranet also consolidated its cloud access expertise by entering into a strategic partnership with Microsoft in January. Claranet cemented its leading position on the European public cloud outsourcing market through its acquisition of XPeppers (Italy) in September 2018, and following the launch of Claranet Cyber Security in October, is now able to support greater numbers of clients in achieving their digital transformation.

In January 2019, Claranet announced the launch of three new solutions "as a Service": Code Review as a Service, Web Application Firewall as a Service and Scan as a Service to complement its Managed Security Services portfolio. These new offerings illustrate Claranet's desire to provide a cutting-edge offer in response to business issues, to facilitate the use of its solutions and to ensure a constant level of service.

Despite the health situation, Claranet recorded a solid performance in 2020. The acquisition of Corpflex, the leading Brazilian provider of private cloud services, confirms the Group's leading position in this market. Claranet Brazil now has a diversified service portfolio, including private, public, hybrid cloud, cybersecurity and network services, complemented by Claranet's global capabilities. Selectively, the Group is pursuing its ambitious acquisition strategy. The end of the year marked the renewal of Claranet's Microsoft Azure MSP certification and thus confirmed its expertise in innovation and cloud solutions.

More information about the Claranet group is available on the Claranet website: www.claranet.fr.

(b) Main listed investments on portfolio

EURAZEO

Initial investment date	Early 2017
Total amount invested	€572.8 million
Value of equity interest (as at 31 December 2020)	€286.7 million
Market capitalisation of the Company (as at 31 December 2020)	€4,385,361,600
Location of registered offices	France
Percentage holding (as at 31 December 2020)	6.54% of capital

Description of the asset

Eurazeo is a company whose shares are listed on Euronext Paris (Compartment A).

Eurazeo is one of the leading listed investment companies in Europe, with €21.8 billion in diversified assets under management as at 31 December 2020.

Eurazeo operates in almost all Private Equity segments through its five business areas: Eurazeo Capital, Eurazeo Patrimoine, Eurazeo PME, Eurazeo Growth and Eurazeo Brands. Eurazeo has developed an active presence in Shanghai and São Paulo to promote the internationalisation of its portfolio companies as well as a network of partners around the world. Recently, the Eurazeo group has set up in the United States.

Investment history

Tikehau Capital began investing in Eurazeo in early 2017, in order to develop its exposure to majority Private Equity, following on from similar transactions carried out by the Company in the past.

On 18 October 2019, Tikehau Capital announced that it had sold a total of 3,504,640 Eurazeo shares (representing around 4.45% of the share capital of Eurazeo) with total proceeds of €224.3 million. The transaction was carried out through a private offering to institutional investors through an accelerated book building offering.

As at 31 December 2020, Tikehau Capital held a residual investment representing 6.54% of Eurazeo’s capital.

Tikehau Capital does not have representation on Eurazeo’s governing bodies.

Key figures for 2020

As at 31 December 2020, Eurazeo’s total revenues (including consolidated revenue and the proportionate share of revenue from equity method companies) amounted to €4.9 billion, down 21% compared to 2019.

The net income Group share amounted to -€160 million as at 31 December 2020 (*vs.* €123 million as at 31 December 2019).

Eurazeo’s net asset value per share as at 31 December 2020 stood at €85.4 per share (compared with €80.3 as at 31 December 2019, an increase of 6.3% on 2020).

In financial year 2020, Eurazeo’s share price fell by 9%.

Breakdown of capital as at 31 December 2020

- David-Weill Family & Friends : 16.71% ;
- JCDecaux Holding SAS : 17.91% ;
- Tikehau Capital: 6.54%;
- Free float : 55.38%;
- Eurazeo : 3.46%.

More information about the Group is available on the Eurazeo website: www.eurazeo.com

DWS

Initial investment date	March 2018
Total amount invested	€191.5 million
Value of equity interest (as at 31 December 2020)	€35.6 million
Market capitalisation of the Company (as at 30 December 2020)	€6,960,000,000
Location of registered offices	Germany
Percentage holding (as at 31 December 2020)	0.51%

Description of the asset

DWS is one of the leading asset management companies in the world. DWS provides both conventional and alternative investment solutions to institutional and individual investors, covering all asset classes.

DWS activities are based around three major areas of expertise:

- active management;
- passive management;
- real estate and infrastructure.

Investment history

In March 2018, the Company took part in the IPO of DWS for €182 million. Further acquisitions of €9.6 million were completed, resulting in a total stake of 2.98% as at 31 December 2019.

This equity interest is intended to be accompanied by a partnership between the two groups concerning (i) shared opportunities for co-investment and deal flow on alternative strategies; and (ii) joint marketing initiatives. This partnership should allow Tikehau Capital to develop its presence in Germany with a leading partner. For DWS, the partnership is part of the objective of continuing the development of alternative asset management.

DWS has invested in three Tikehau Capital funds: T2 Energy Transition Fund in Private Equity, Tikehau SubFin Fund in Capital Markets Strategies and Tikehau Special Opportunities II in Tactical Strategies. Tikehau Capital has invested in a DWS Private Equity fund through Tikehau Fund of Funds, which is managed by Tikehau IM. Tikehau Capital appointed a responsible investment specialist from DWS' teams to the Advisory Board of the T2 Energy Transition Fund.

Current situation and key figures for 2020

As at 31 December 2020, assets under management managed by DWS represented €793 billion (compared to €767 billion as at 31 December 2019).

With approximately €793 billion of assets under management as at 31 December 2020 and offices in 23 countries, DWS is one of the largest asset managers in the world.

DWS was floated on the stock market in March 2018 with a market capitalisation of approximately €6.5 billion, and the company was awarded "Responsible Investor of the Year" at the Insurance Asset Risk 2018 awards.

Despite the pandemic, 2020 was a positive year for DWS. DWS succeeded in achieving its 2020 objectives. In addition, DWS is achieving its ambitious medium-term objectives set at the time of its IPO in 2018, one year ahead of schedule, thus completing the first phase of its journey as a listed company. In addition to the increase in its assets under management, DWS increased net flows to €30 billion and achieved its adjusted cost/revenue ratio objective of less than 65% earlier than expected. Regarding its results, adjusted pre-tax profit increased by 3% and net profit increased by 9% during the financial year 2020.

In financial year 2020, the DWS share price rose 9.8%.

Breakdown of capital as at 31 December 2020

- Deutsche Bank AG: 79.49%;
- Nippon Life Insurance Company: 5.0%;
- Tikehau Capital: 0.51%;
- Free float: 15.0%.

Detailed information about the DWS group can be found on the DWS website: https://dws.com/en-fr/.

1.3.3.3 Other notable Private Equity investments

The Company's portfolio is complemented by other investments, the most significant of which include:

- **Ring Capital** – Since 18 January 2018, the Company has been holding an equity interest in Ring Capital, a private equity management company specialising in technology and digital companies, founded in 2017 by Messrs Geoffroy Bragadir and Nicolas Celier (see Ring Capital's website: www.ringcp.com). Also supported by AG2R La Mondiale, BPI France, Bred and Danone, Ring Capital launched its activities with an investment capacity of €165.6 million, in order to bring out the futur European leader in the digital sector, alongside high-potential entrepreneurs. Ring Capital may acquire minority stakes by investing between €3 million and €15 million, alone or in co-investment, but may also participate in capital increases and acquisitions of stakes from founder and historical shareholders. Ring Capital aims to include 17 companies in its portfolio by the end of 2021. Tikehau Capital is one of Ring Capital's largest investors and as such contributes to its governance by sitting on several Committees.
- **Duke Street** – The Company also operates in the field of Private Equity through a partnership with Duke Street. Based in London, Duke Street has been a historic European player in Private Equity for more than 20 years. (See the website of Duke Street: www.dukestreet.com.) In 2013, Tikehau Capital acquired a 35% stake in the management company Duke Street LLP. Tikehau Capital benefits from a carried interest in the outperformance of the funds and transactions carried out by Duke Street and two seats on the Investment Committee.
- **Funds of funds and co-investments** – The Company has invested in around fifty private equity and real estate funds managed by French and foreign companies. The main lines for this investment category are: JC Flowers IV (a private equity fund investing in the banking and financial sectors), Alter Equity 3P I and II (two private equity fund which make responsible investments in France), Patria Private Infrastructure II, III and IV (three private equity funds managed by an asset management company based in Brazil), and City Star (a real estate investment based in Cambodia).
- **Palizer Investment** – In December 2020, the Company acquired a stake in Palizer Investment, a company controlled by Mr Moez-Alexandre Zouari, and signed a partnership agreement with this group. Palizer Investment invested €18 million in the company 2MX Organic.

1.4 TIKEHAU CAPITAL AND ITS MARKET

1.4.1 Alternative asset management: a growth market

Tikehau Capital is positioned in the global asset management market, which is a growth market.

At the end of 2019, the global asset management market accounted for $89,000 billion[1], representing almost three times the assets under management in 2003. In Europe, which is historically Tikehau Capital's main investment area, assets under management have grown by nearly 97% since 2008, peaking at $22,800 billion at the 2019 year end. This trend is expected to continue, with assets anticipated to reach around $106,000 billion globally in 2024.

Within the asset management universe, Tikehau Capital is positioned in what are called alternative assets, as opposed to traditional asset management which is mainly comprised of active and equities and fixed income management.

Players in the asset management industry, in particular traditional investment managers, have in recent years experienced pressure on their profitability due, firstly, to increased regulation, resulting in additional costs and, secondly, to a low interest rate environment that negatively affects their performance. This context was conducive to the identification of new opportunities in alternative asset management, as managers and investors seek out products with higher yields.

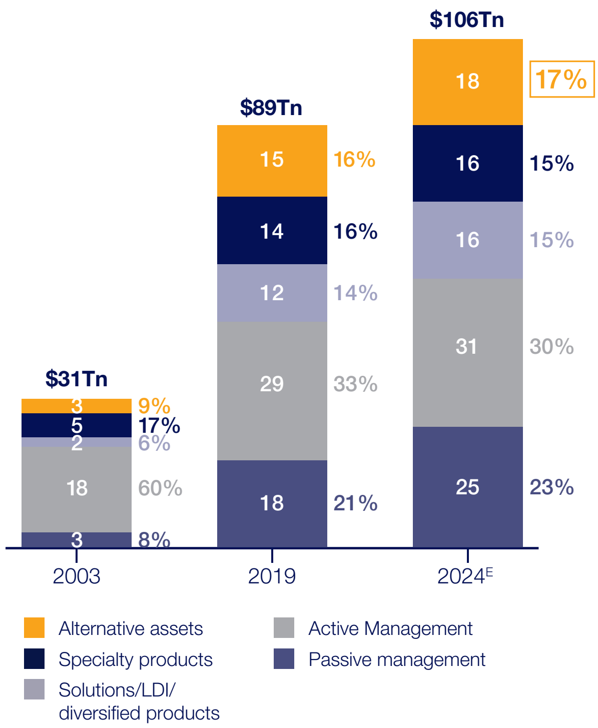
The easing of monetary policy implemented by most central banks in developed countries since the financial crisis has resulted in a considerable drop in interest rates. Thus, the interest rates of major central banks and the 10-year government bond rate in major developed countries are now close to zero or even negative.

Persistently low interest rates have prompted investors to turn to alternative asset classes providing higher returns. Indeed, in this environment, conventional assets are unable to provide the levels of performance expected by investors. The private equity and private debt segments have seen higher performance than the stock markets in recent years, confirming the higher return of these asset classes, and have also demonstrated their resilience.

Alongside the low interest rate environment, the new regulations put in place for greater transparency and control (MiFID II, the UCITS V directive, the AIFM directive and the EMIR regulation – See Section 1.5 (Regulatory environment) of this Universal Registration Document) are causing players in the asset management industry to diversify into non-conventional assets with higher fee levels, thus offsetting the rise in regulatory costs.

Alternative asset classes have therefore demonstrated their strong momentum, with assets under management increasing fivefold between 2003 and 2019. At the end of 2019, these asset classes accounted for 16% of all managed assets, around $15,000 billion compared to just $3,000 billion in 2003 (9% of the total at the time). The alternative asset management market should continue to grow until 2024, when it should reach 17% of global assets under management[1] with a value of more than $18,000 billion.

Breakdown of Assets under management by major asset classes

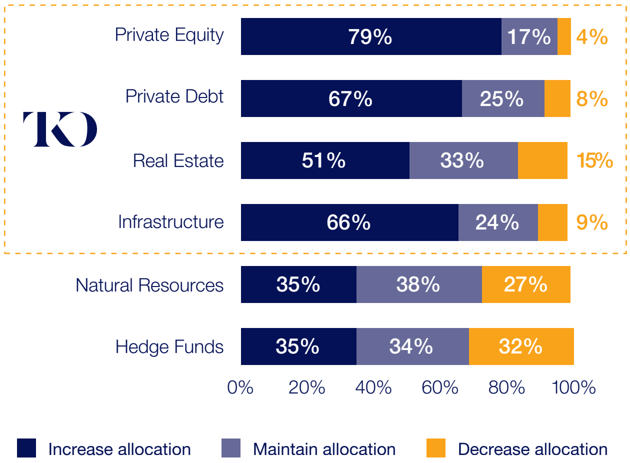


1. Alternative assets: includes alternative funds, private equity, real estate, infrastructure and commodity funds.
2. Speciality products: includes specialist equity products (non-domestic, global equities, emerging markets, small and mid-cap and sector) and specialist fixed income products (credit, emerging markets, global rates, high yield and convertible bonds).
3. Solutions/LDI/diversified products: includes absolute return, "target date", asset allocation, flexible, income, volatility, LDI products, as well as conventional diversified and balanced products.
4. Active management: includes actively managed domestic large-cap equity, actively managed government bonds, cash management and structured products.

(1) *Unless otherwise indicated, all market information and projections for future years are taken from the BCG study, Global Asset Management 2020.*

Demand remains strong from institutional investors, who continue to seek more diversity, controlled volatility, higher long-term returns and more stable revenues. A Preqin(1) report published on November 2020 on the allocation intentions of global institutional investors showed that 81% wanted to maintain or increase their weighting toward alternative assets. Within this asset class, the specific asset classes in which Tikehau Capital is positioned (in particular private debt, private equity, real estate and infrastructure) present the most favourable outlook.

Institutional investors' allocation intentions to alternative assets by 2025



It should be noted that investors increasingly tend to reduce/rationalise the number of asset managers in which they allocate their capital and seek to establish relationships with "one-stop-shops", *i.e.* global platforms exposed to diversified and complementary asset classes. Tikehau Capital is ideally positioned to seize the opportunities linked to this trend thanks to its exposure to four complementary asset classes, each positioned in diffenciating market segments.

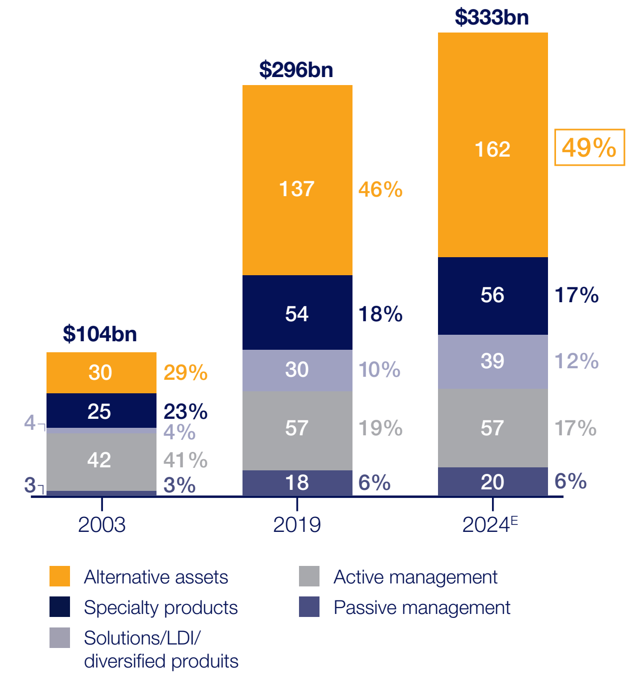
Since its creation, Tikehau Capital has also endeavoured to develop investment vehicles with a varied profile, meeting the different needs of its investor-clients: closed-end funds, open-ended funds, permanent capital vehicles, SCPI (real estate investment vehicles), dedicated mandates and SPAC(2) (since 2021).

Private clients also represent an increasingly prominent reservoir of demand for alternative asset managers. The volatility of public markets and ongoing low interest rates are driving private investors to seek investment solutions that let them tap the performance of private markets through appropriate investment vehicles.

From asset managers' point of view, the attractiveness of taking positions in alternative assets is also demonstrated, both in terms of margins (with significantly higher management fees than other asset classes) and in terms of investment opportunities (in particular in the backdrop of forced withdrawal by banks and insurance companies from a number of asset classes, and in a situation of an abundance of capital to invest).

Thus, while alternative asset management represented 16% of overall assets in 2019, the revenue it generated represented 46% of total revenue in the asset management sector, a proportion that should continue to grow to reach more than 49% by 2024.

Asset management revenue by major asset classes



1. Alternative assets: includes alternative funds, Private Equity, real estate, infrastructure and commodity funds.
2. Speciality products: includes specialist equity products (non-domestic, global equities, emerging markets, small and mid-cap and sector) and specialist fixed income products (credit, emerging markets, global rates, high yield and convertible bonds).
3. Solutions/LDI/diversified products: includes absolute return, "target date", asset allocation, flexible, income, volatility, LDI products, as well as conventional diversified and balanced products.
4. Active management: includes actively managed domestic large-cap equity, actively managed government bonds, cash management and structured products.

(1) Source: Preqin, The Future of Alternatives in 2025 (November 2020).
(2) Special Purpose Acquisition Company.

1.4.2 Market trends for Tikehau Capital's various asset classes

Tikehau Capital considers that the most attractive environment for alternative investments is that of medium-sized companies, which offers a more attractive risk/return ratio. Tikehau Capital is positioned in this specific segment with the aim of actively participating in the financing of companies and the real economy.

Private Debt

Investors' appetite for private debt is the result, on the one hand, of the increased regulation of the banking sector since the financial crisis of 2008, which has enabled non-bank players to emerge and take on a more important role in financing the real economy and, on the other hand, the search for yield from investors, against a backdrop of low attractiveness of traditional debt products in terms of yield or risk profile, compared with the pre-crisis years.

Private debt currently represents around 12% of the private markets and offers attractive outlook. According to a Preqin survey[1], this asset class will continue to grow over the next five years to reach nearly $1,500 billion in assets by 2025, representing an average annual growth rate of 11%. In addition, 67% of investors surveyed by Preqin want to increase their allocation to private debt by 2025. It should be noted that France is positioned as the second largest private debt market in Europe, behind the United Kingdom.

Since the end of the nineties, private debt has been illustrated by its relative stability in terms of returns, in particular compared to the equity and debt markets, regardless of market cycles. In 2020, in a complex market environment marked by the Covid-19 pandemic, more than two-thirds of investors surveyed by Preqin[2] stated that returns were in line with their expectations.

Private debt funds have played a crucial role in the Covid-19 crisis by supporting their portfolio companies in order to preserve their level of liquidity by granting, for example, the deferral of interest payments or the extension of their maturity. In this context, debt funds have demonstrated their agility and flexibility and confirmed their major role in financing companies and the real economy.

As part of its Private Debt activity, Tikehau Capital offers a wide range of complementary solutions, including: Direct Lending, Corporate Lending and loan fund activities and CLO (see Section 1.3.2.1 (Private Debt activity) of this Universal Registration Document).

Since 2015, Tikehau Capital's Private Debt teams have been regularly recognised and rewarded with numerous awards. In 2020, and for the third consecutive year, Tikehau Capital ranked second in the number of private debt transactions completed[3] behind Ares, an international asset management firm managing $197 billion in assets under management.

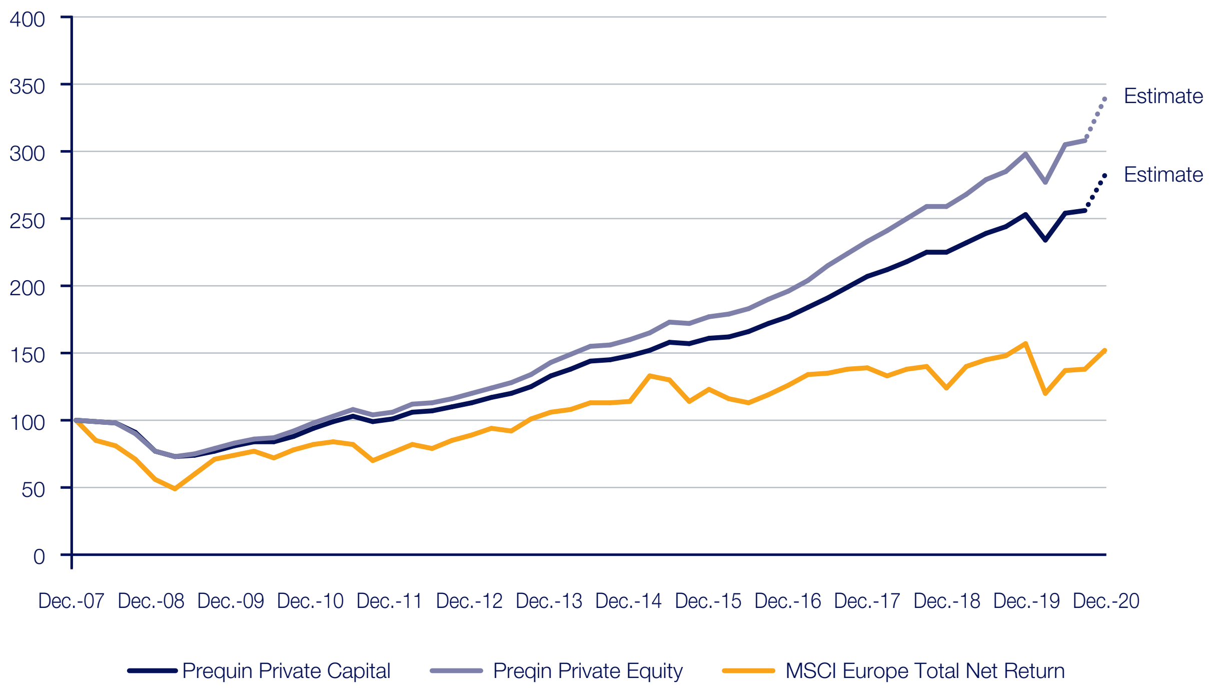
2020 ranking of the main non-bank players on the European mid-market (deal count)

(1) Source: Preqin, The Future of Alternatives in 2025 (November 2020).
(2) Preqin, Global Private Debt 2021.
(3) Sources: AlixPartners, Mid-market debt report H2 2020 (February 2021).

Private Equity

Private equity, whose assets have grown at an average rate of almost 10% per year over the last decade, is the asset class with the highest growth prospects by 2025. Indeed, according to a Preqin survey[(1)], private equity assets under management are expected to reach more than $9,000 billion by 2025, representing an average annual growth rate of 16%. Nearly 80% of investors surveyed by Preqin indicated that they wanted to increase their allocation to private equity by 2025. The attractiveness of this asset class is due in particular to its performance, which is far superior to that of the listed equity markets. Thus, Preqin notes an almost constant outperformance of its Private Equity index compared to the MSCI Europe index, which reflects the performance of the European equity markets, since 2007, as shown in the graph below.

Evolution of global indices Preqin Private Equity, Prequin Private Capital and MSCI Europe (Base 100, from 2007)



The low interest rate environment and the search for yield and diversification from investors are additional factors that will drive growth in private equity in the medium and long term.

In France, private equity players have been propelled to the forefront of the recovery plan put in place by the French Government as part of the crisis linked to the Covid-19 pandemic. Private equity plays a key role in supporting companies during the crisis and will significantly contribute to strengthening their equity base in order to put them on a sustainable growth trajectory after the crisis.

While the activity of the LBO segment (Leveraged Buy-Out) was strongly impacted by the crisis given the lack of visibility on valuation levels, the private equity segment on which Tikehau Capital is positioned was rather resilient. Tikehau Capital is a major player in growth capital, which is based on a so-called “minority” approach. Indeed, the Group does not participate in highly leveraged transactions, such as LBO transactions, and instead invests through minority capital increases in profitable, high-growth companies alongside family offices, entrepreneurs and founders to support them over time and enable them to benefit from the Group’s global platform (see Section 1.3.2.4 (Private Equity activity) of this Universal Registration Document).

(1) Source: Preqin, The Future of Alternatives in 2025 (November 2020).

Real Estate

While the real estate asset class was more impacted by the Covid-19 pandemic than private debt or private equity, the outlook for real estate remains positive. According to Preqin, assets under management in this asset class will grow by just over 3% per year by 2025 to reach $1,200 billion. In addition, nearly 85% of investors surveyed wish to maintain or increase their allocation to real estate by 2025 – the low interest rate environment and the search for yield drive investor appetite for this asset class.

One of the real estate market trends for the post-Covid era is based on the development and reconversion of assets towards residential, offices or retail located in city centres. Preqin believes that quality assets may outperform in this context, while assets of lower quality or located in remote locations may be exposed to more difficult outlook.

Tikehau Capital has endeavored to develop a real estate platform in order to meet the appetite of diversified categories of investors (institutional and private). Thus, the Group offers a wide range of investment solutions including closed-end funds, SCPIs (real estate investment companies managed by Sofidy), liquid funds (UCITS, OPCI, etc.) as well as permanent capital vehicles. The level of rent collection was robust at the end of December 2020 (more than 90% for the Group's main funds) due in particular to the granularity and quality of the Group's tenants (EDF, Deutsche Telekom and the French State are included among the Group's main tenants) – (See Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document).

Infrastructure

The infrastructure market is benefiting from structurally strong growth trends, with significant need for infrastructure investments. According to a report by McKinsey Global Institute published in 2017, nearly $4,000 billion in annual investments in infrastructure is needed by 2035 to support growth. However, the scarcity of capital from traditional players such as local governments creates an investment gap that offers opportunities for private capital.

As such, investors wishing to gain exposure to alternative assets while benefiting from low volatility and consistent and attractive returns have gradually increased their allocations to this asset class, which is relatively less mature than other alternative asset classes.

According to Preqin, the infrastructure asset class will continue to grow over the next five years to reach nearly $795 billion in assets under management in 2025, representing an average annual growth rate of 5%.

The Covid-19 crisis has placed infrastructure issues at the heart of the priorities. Investments in telecommunications and sustainable infrastructure will be key to the post-Covid recovery.

Tikehau Capital's exposure to the infrastructure asset class results from the acquisition, in July 2020, of Star America Infrastructure Partners, an asset management company specialising in medium-sized infrastructure projects (transport, telecommunications, environment and social sectors) in the North American market (see Section 1.3.2.2 (Real Assets activity) of this Universal Registration Document).

Capital Markets Strategies

In 2019, equity and bond underlyings are still the asset class representing the largest portion of assets under management worldwide, with 33% of overall assets under management and 19% of revenue generated, despite a gradual decrease observed since 2003.

Through its Capital Markets Strategies asset class, Tikehau Capital manages open-ended funds offering access to diversified flexible management in the equity and credit markets. The funds benefit from a conviction-based management, *i.e.* they are invested in a flexible and dynamic manner, without any benchmark constraints. The investment analysis approach carried out for the private markets is applied to the equity and credit markets. Thus, for each investment, the Group's research and management teams carry out a comprehensive analysis combining a top-down view (directional analysis of the market leading to a sector filter) and a bottom-up view (fundamental analysis of each issuer leading to a selection of securities to be included in the portfolio) – (See Section 1.3.2.3 (Capital Markets Strategies activity) of this Universal Registration Document).

1.4.3 Competitive landscape

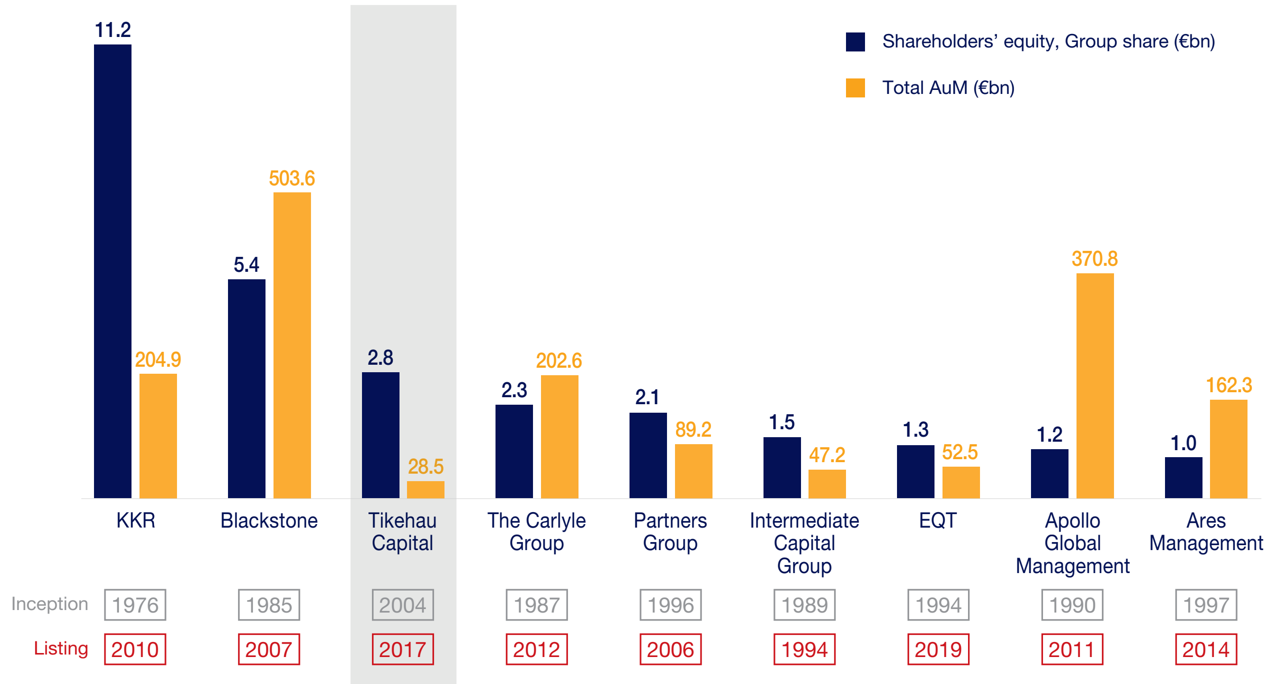
Alternative asset management was first developed in North America with a focus on the domestic market, before European players jumped on the bandwagon.

As a result, the global sector is dominated by long-standing US private equity players, who have diversified into other asset classes such as private debt, real estate and infrastructure. Big names among these US players include KKR, Blackstone, Apollo, Ares and Carlyle.

The number of listed independent alternative players in Europe is limited. Just four European listed groups are active in alternative asset management: Partners Group (Switzerland), Intermediate Capital Group (United Kingdom), EQT (Sweden) and Tikehau Capital.

A key differentiating factor for Tikehau Capital is its unique model based on a substantial equity base, which not only clearly aligns the interests of management, shareholders and investor-clients, but also allows it to consider economic cycles with confidence. Tikehau Capital is thus one of the least mature actors by scale of assets under management, yet the Group ranks number three worldwide for the size of its shareholders' equity:

Shareholders' equity and assets under management as at 31 December 2020



Source: public information.

As far as European actors are concerned, please note:

- Partners group is a listed Swiss group that invests primarily in private equity, but also in real estate, private debt and infrastructure;
- Intermediate Capital Group (ICG) is a London-listed company that invests mainly in private debt (primarily Mezzanine and CLO) and real estate;
- EQT is a Swedish group mainly active in private equity, infrastructure and real estate, which became listed in the third quarter of 2019;
- Tikehau Capital has a portfolio of alternative assets divided between private debt, real assets (real estate and infrastructure), private equity and Capital Markets Strategies.

Any analysis of the competition must take into account the business mix specific to each player (private debt, real estate, private equity, infrastructure, etc.) and should consider the performance of each player business line by business line, which makes it difficult to compare Tikehau Capital with other European players who devote a significant portion of their business to alternative assets.

1.5 REGULATORY ENVIRONMENT

Tikehau Capital's business is governed by regulations specific to each country in which the Group operates, directly or through subsidiaries (mainly Tikehau IM, Sofidy, Ace Capital Partners, Tikehau Capital Europe, Tikehau Investment Management Asia Pte. Ltd., Tikehau Capital North America), branches or partnerships.

Since its shares were listed on the Euronext Paris regulated market on 7 March 2017, Tikehau Capital has been subject to various obligations including (i) periodic and ongoing information, (ii) prevention of market abuse and (iii) issuance of financial securities. These obligations are laid down by French and European regulations and by the AMF, the authority in charge of the regulation and supervision of the French financial markets, in its General Regulation.

In respect of Asset Management and investment services, the relevant Group entities are subject to numerous regulations, prudential supervision and approval requirements.

Although the nature and scope of the regulations vary from country to country, the Group is subject to laws and regulations that govern Asset Management and investment activities in most countries in which it conducts its business. The governance and internal organisation of each subsidiary and branch require permanent monitoring and appropriate readjustment according to the activities carried out insofar as the applicable regulations are constantly evolving, especially in the European Union (EU) and depending on their transposition in the different Member States and their interpretation by local regulators.

This constantly changing regulatory landscape could have a significant impact on Tikehau Capital's business and operating result. However, the Group's support functions focus on anticipating and analysing all regulatory changes in order to limit their impact on the more operational activities.

1.5.1 Regulations relating to the Asset Management activity

In recent years, European authorities have kept the financial services industry under closer scrutiny and have adopted guidelines and regulations governing the Asset Management sector, the purpose of which is to protect investors and preserve financial market stability.

Tikehau Capital's Asset Management activity, conducted primarily through its subsidiaries Tikehau IM, Sofidy and Ace Capital Partners (the "Group's Asset managers"), can be divided into two main categories:

a) collective management of funds and other undertakings for collective investment, including UCITS and Alternative Investment Funds ("AIF", See the Glossary in Section 10.7 of this Universal Registration Document), which are mainly governed by the Articles of the French Monetary and Financial Code and the AMF General Regulation transposing into French law:

- Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities ("UCITS", see the Glossary in Section 10.7 of this Universal Registration Document) as amended (the "UCITS IV directive") and directive 2014/91/EU strengthening certain requirements related to the management of UCITS, such as the duties of custodian, remuneration policies and sanctions (the "UCITS V directive"), and
- Directive 2011/61/EU of 8 June 2011 on AIF managers (the "AIFM directive") as well as by Commission Delegated regulation (EU) no. 231/2013 of 19 December 2012 supplementing the AIFM directive.

b) individualised management on behalf of third parties (through management mandates) and investment advice, activities that constitute financial services governed mainly by the Articles of the French Monetary and Financial Code and the AMF General Regulation transposing into French law directive 2014/65/EC (the "MIFID II Directive"), supplemented by Regulation (EC) no. 600/2014 (the "MiFIR regulation") and amending directive 2004/39/EC of 21 April 2004 on markets in financial instruments (the "MiFID directive").

In addition to these main regulations and the texts derived from them, asset management activities are subject to numerous other French or European regulations, such as regulation (EU) no. 648/2012 of 4 July 2012 on over-the-counter derivatives, central counterparties and trade repositories ("EMIR regulation") amended on 28 May 2019 by regulation (EU) no. 2019/834 amending EMIR ("EMIR Refit") with regard to the clearing obligation, the suspension of the clearing obligation, the reporting obligations, the risk mitigation techniques for over-the-counter derivative contracts not cleared by a central counterparty, registration and monitoring of trade repositories. The EMIR regulation governs compensation, reporting and risk mitigation techniques for Over-The-Counter (OTC) derivative transactions.

1.5.1.1 Key regulations applicable to Asset Management activity

Regulation applicable to UCITS managers

Tikehau IM and Sofidy manage and market UCITS in the European Union, and therefore must comply with strict rules on internal organisation, including requirements with regards to risk management and conflicts of interest, as well as rules of good conduct relating in particular to the amount of fees charged or information to be provided to clients.

In order to meet these requirements, UCITS are subject to rules relating to the allocation, diversification and custody of assets. In particular, a UCITS must not invest more than (i) 5% of its assets in securities or money market instruments issued by the same entity or (ii) 20% of its assets in deposits or cash with the same bank. The assets of a mutual fund or a SICAV must be kept by a custodian which must be a separate entity from the fund and the asset management company, to safeguard the assets and maintain the segregation of accounts.

Furthermore, the asset management company must draw up for each of the UCITS it manages a short document containing key information for investors (the Key Investor Information Document or KIID). This document must contain information on the essential details of the UCITS in question, including the identification of the UCITS, a short description of its investment objectives and the investment policy, an overview of past performance, the associated costs and fees and the risk/reward profile of the investment. The asset management company must also publish a prospectus containing the information necessary for investors to be able to make an informed judgement on the investment proposed to them and, in particular, the related risks.

In line with the UCITS IV directive, the UCITS V directive introduces new rules for UCITS custodians, such as rules on entities eligible for that function, their duties, delegation agreements and the liability of custodians and sanctions applicable in the event a breach of their obligations. More generally, the UCITS V directive also reinforces certain requirements for asset management companies and lays down rules on remuneration policies (see Section 1.5.3.3 (Other regulations – regulation of retrocessions) of this Universal Registration Document). These new requirements are mostly in line with the requirements of the AIFM directive, which are described below.

The UCITS V directive was transposed into French law by Order no. 2016-312 of 17 March 2016 amending the legal framework for Asset Management. The new rules resulting from the transposition thus came into force on 18 March 2016. The delegated regulation was published in the Official Journal of the EU on 24 March 2016 and came into force on 13 October 2016.

Regulation applicable to AIF managers

As managers of AIFs, the Group's asset management companies are subject to the provisions resulting from the transposition of the AIFM directive and its implementing texts. AIFs are defined as entities (other than UCITS) which raise capital from a number of investors, with a view to investing it in accordance with a defined investment policy. The AIFM directive lays down requirements on organisation, governance, information, asset allocation and custody.

AIF managers must make frequent reporting to the competent authorities of their home Member State on the principal markets and instruments in which they invest on behalf of the AIFs they manage. Such reporting must cover (i) the main instruments in which each AIF invests, (ii) the markets in which each AIF is invested or on which it is active and (iii) the largest exposures and concentrations for each AIF. In addition, AIF managers are subject to more stringent investor information requirements and, for each European Union AIF they manage and for each of the AIFs they market in the European Union, must prepare an annual report within six months of each financial year end. AIF managers must also make available to potential investors, in accordance with the regulations or statutes of the AIF and prior to their investment, a list of information on the characteristics of the AIF. This list includes, in particular, a description of the investment strategy and the objectives of the AIF, the procedures for modifying its strategy or investment policy, the procedure for valuing the AIF and its assets, the AIF's liquidity risk management and a description of all fees, costs and charges (including their maximum amounts) that are directly or indirectly borne by investors. For AIFs not reserved for professional investors within the meaning of the MIFID II Directive, in application of the European regulation no. 1286/2014 on the key information documents relating to the retail investment products and based on the insurance known as PRIIPs, the management company must also publish a "key information document" ("DIC"), which provides investors with essential information about the product, its nature and its main characteristics.

European managers may market units or shares in European or non-European AIFs to professional clients in the European Union through the system of passporting (see Section 1.5.3.1 (The European passporting procedure) of this Universal Registration Document). Subject to obtaining the necessary authorisations in one of the Member States of the European Union, non-EU managers can also be authorised to market European and non-European AIFs within the European Union.

1.5.1.2 Other regulations applicable to Asset Management activity

The impact of MiFID II

When an asset management company is authorised to provide investment services (investment advice and/or portfolio management on behalf of third parties), it is required to apply the rules resulting from the transposition of MiFID II applicable to investment services, including "distributor rules". The obligations relating to distributors of financial products may have a significant impact for management companies when the distribution of the funds they manage involves the provision of investment service(s) entailing the application of "distributor rules" (especially should other investment service providers or financial investment advisers be used for distribution), particularly in relation to the provision of information.

MiFID II imposes the obligation on distributors (through the provision of investment services) to acquire appropriate systems to obtain relevant information relating to such financial instruments, to understand their characteristics and to assess whether each financial instrument is compatible with the needs of its clients, particularly in relation to the target market it defines. The information obtained on the product must be compared with that concerning the distributor's own clients in order to define the target market and the distribution strategy.

By reference to the UCITS and AIFM directives, MiFID II applies whenever an investment service is carried out by the asset management company, when distributing its own products or when marketing funds managed by third party management companies.

As a result, asset management companies must, in the context of providing such services, implement the new requirements of MiFID II and, in particular, understand the characteristics of each instrument, identify the target market and evaluate accordingly the compatibility of the instruments offered with the needs of their clients.

The impact of the EMIR regulation

The EMIR regulation considers UCITS and, where applicable, their authorised management companies in accordance with the UCITS Directive, as "financial counterparties", as well as AIFs managed by approved managers or registered in accordance with the AIFM directive.

As such, UCITs and AIFs managed by asset management companies are therefore considered as "financial counterparties" within the meaning of the EMIR regulation. Each of these entities must therefore comply with the obligations set out in the EMIR regulation when entering into over-the-counter derivatives contracts, and in particular by: (i) offsetting OTC derivatives considered by ESMA as being eligible for offsetting, (ii) putting in place risk mitigation techniques for contracts not cleared by a central counterparty and (iii) complying with transparency requirements.

In this context, when the Group's management companies and the AIFs and UCITS they manage enter into derivative contracts, they are subject to the obligations of the EMIR regulation.

The impact of the Benchmark regulation

Regulation (EU) no. 2016/1011 of 8 June 2016 concerning indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds, aims in particular to regulate the definition, the provision and use of benchmarks, including by AIF and UCITS management companies. In this context, Tikehau Capital, before using a benchmark index, ensures that the administrator providing it is registered in the public register of ESMA and, where applicable, indicates in the prospectus of the UCITS and AIF concerned clear and visible information on this registration. Tikehau Capital also has a written procedure describing the measures implemented if the benchmark they use were no longer provided and, in particular, in the event of replacement of the benchmark, the objective and observable criteria for designating the new benchmark. The transition period granted by this "Benchmark" regulation for the compliance of AIFs and UCITS ended in 2020.

Impact of the SFDR Regulation

As part of the European Commission's Sustainable Finance Action Plan, Regulation (EU) 2019/2088 of 27 November 2019 on the publication of information on sustainability in the financial services sector, imposed new transparency obligations on industry professionals.

Tikehau Capital had already publicised its policies for incorporating environmental, social and governance factors into its investment processes. Since the entry into force of Regulation (EU) 2019/2088, (i) Tikehau Capital has strengthened the formalisation of its approach to sustainability risks (risks related to ESG factors), (ii) Tikehau Capital publicises its due diligence policies in terms of the negative impact of its investment decisions, and (iii) the remuneration policies of the Group's French asset management companies now include sustainability risks.

In accordance with the new regulations, Tikehau Capital also identifies its inclusion of sustainability risks in the pre-contractual information of all its financial products (Universal Registration Documentes of its UCITS or alternative funds created and/or marketed in the European Union) as well as, if these products promote ESG criteria or aim for sustainable investment, precise and detailed information on how they meet these criteria or achieve these objectives.

1.5.2 Regulation applicable to the provision of investment services

Within the Group, the activity of Investment Services is mainly carried out by Tikehau Capital Europe, an entity created by Tikehau Capital and regulated in the United Kingdom by the Financial Conduct Authority (the "FCA"). Tikehau Capital Europe is approved to give advice and arrange investment transactions and to manage investments for third parties. In addition, its authorisations have been issued marketing passports in Ireland and the Netherlands, enabling it to offer financial products and services, including investment advisory services (see Section 1.5.3.1 (The European passporting procedure) of this Universal Registration Document). An appropriate control plan is subject to regular reporting to the management of Tikehau Capital.

The new legislative framework established by MiFID II, supplemented by MiFIR, has strengthened and extended the rules to which investment service providers are subject.

This regulation had a significant impact on the investment service providers conducting their activities in the European Union particularly by creating increased requirements regarding internal organisation, as well as in terms of information and assessment of the adequacy and appropriateness of the service to be provided to clients. MiFID II also provides for better execution and selection of clients' orders, a stronger framework for retrocessions paid as part of the provision of investment advice, and pre- and post-trade transparency requirements. Finally, the role and powers of the financial market regulators were strengthened.

Tikehau Capital Europe and the Tikehau IM UK branch ("TIM UK") both relied on European regulatory passports to undertake their cross-border investment services activities. In the context of Brexit, the activities that Tikehau Capital Europe performed for clients located in other European countries under its investment services passport have been reorganised based on local regulations and exemptions, and in line with the outcome of the Brexit negotiations. Post-Brexit, TIM UK obtained specific authorisations from the FCA to continue to provide investment services and market the funds managed by Tikehau IM in the United Kingdom. In respect of TIM UK's investment services into the European Union from the United Kingdom, TIM UK has introduced a series of measures, including transferring employees to, and/or investment management decisions to employees located in, its offices in the European Union.

1.5.3 Other significant regulations

1.5.3.1 The European passporting procedure

European passporting allows, under certain conditions, an asset management company which has been approved by the regulator of its country of origin to request that it be permitted to conduct its activities in the European Union or in the States that are signatory to the Agreement on the European Economic Area (the "EEA"). When an asset management company from another Member State wishes to provide its services in France, it is referred to as "passport in". When a French asset management company wishes to provide its services in the European Union or in another State party to the EEA Agreement, it is referred to as "passport out". There are two ways of exercising the European passport: through freedom to provide services or freedom of establishment. Under the freedom to provide services, the asset management company may conduct certain activities in another Member State of the European Union or a State party to the EEA Agreement other than that in which its registered office is located. Under freedom of establishment, the asset management company may establish branches in another Member State of the European Union or a State party to the EEA Agreement.

An asset management company wishing to conduct certain activities for which it has been authorised in another Member State must inform the competent authorities of its home Member State. In the host Member State, the asset management company may only conduct the activities covered by the authorisation granted in its home Member State and subject to passporting in accordance with European regulations.

In terms of Asset Management, a passport may be granted for three types of activities: (i) the management of UCITS, (ii) the management of AIFs, and (iii) third-party portfolio management. The passporting system allows entities likely to benefit from it to conduct their activities across borders within the European Union.

Tikehau Capital Europe is authorised by the FCA in the United Kingdom and, before Brexit, used a European services passport to provide certainof its collateral management services to CLO vehicles located in the European Union (*e.g.* the management of loans in Tikehau Capital Europe's CLO portfolios does not require such a passport, but the MiFID II bond and derivatives management services do). Post-Brexit, Tikehau Capital Europe is providing certain investment services through "Safe Harbor" exemptions from the European regulatory regime, to enable Tikehau Capital Europe to provide exactly the same services to its CLO clients in Europe, and specifically in Ireland, as it provided before Brexit.

TIM UK, the Tikehau IM branch in the United Kingdom is authorised by the AMF in France, and is authorised and subject to a limited regulation by the FCA in the United Kingdom, and uses the same European cross-border services passport as Tikehau IM, out of the United Kingdom into the EEA. Post-Brexit, TIM UK obtained specific authorisations from the FCA to continue to provide investment services and market the funds managed by Tikehau IM into the United Kingdom. In respect of TIM UK's investment services into the European Union from the United Kingdom, TIM UK has introduced a series of measures, including transferring employees to, and/or investment management decisions to employees located in, its offices in the European Union and delegating investment services to Tikehau Capital Europe, which has equivalent regulatory status to Tikehau IM.

1.5.3.2 Combating money laundering and the financing of terrorist activities

Asset managers and investment service providers are required to report to an anti-money laundering unit under the authority of the French Minister of the Economy, Tracfin (the acronym translates as "Intelligence Processing and Action Against Circuits of Illegal Financing"), any amounts recorded in their accounts that they suspect may derive from drug trafficking or organised crime, any unusual transactions exceeding certain amounts and all amounts and transactions that they suspect to be the result of an offence punishable by a term of imprisonment for one year or which may contribute to the financing of terrorism.

Regulated institutions are subject to due diligence, including the obligation to establish procedures relating to the prevention of money laundering or the financing of terrorism and allowing the identification of the customer (as well as the beneficial owner) for any transaction ("KYC", see Glossary in Section 10.7 of this Universal Registration Document). They must also establish systems for the evaluation and management of the risk of money laundering and terrorist financing suited to the transactions and clients involved.

1.5.3.3 Other regulations

Regulation of retrocessions

MiFID II has stepped up the protection of investors with regard to the types of payments ("retrocessions") that a company may receive or make to third parties during the provision of investment services. In general, it is forbidden for companies providing investment advisory services independently or conducting portfolio management activities, to collect fees, commissions, monetary or non-monetary benefits from third parties. Some minor benefits of a non-monetary nature are nevertheless possible, but the client must be clearly informed of these.

Regarding entities providing investment services other than portfolio management or independent investment advice, retrocessions may be levied provided that these payments are intended to improve the quality of client service provided and do not impede the service provider from compliance with its duty to act honestly, fairly and professionally in the best interests of its clients. The client must be clearly informed of the existence, nature and amount of such retrocessions, in a complete, accurate and understandable way, prior to any provision of the investment service or ancillary service.

Regulation applicable to remuneration policies

The AIFM directive and MiFID II supervise investment service remuneration policies of AIF managers and service providers to ensure that the remuneration policy is consistent with the principles of sound risk management. In addition, Tikehau IM and Sofidy, which manage and market UCITS, must comply with the requirements of the UCITS V directive, which includes provisions on remuneration substantially similar to those contained in the AIFM directive.

A significant portion of the remuneration of employees whose activities could have a significant impact on risk exposure must be performance-based. A major portion of this performance-based variable compensation must be paid in the form of financial instruments. A substantial portion of this variable remuneration must be deferred over a period of at least three years. The variable remuneration, including the deferred portion, can only be paid or acquired if the amount is compatible with the financial situation of the asset management company and if it is justified by the performance observed.

The employees concerned fall within the scope of the "identified staff" within the meaning of the AIFM and UCITS V directives, which is composed of the asset managers' senior management, risk takers (*i.e.* portfolio managers), controlling supervisors, managers of the support functions as well as any employee who, in view of his overall compensation, is in the same salary bracket as the senior management and the risk takers, and whose professional activities have a significant impact on the risk profile of the asset management company or the risk profile of the AIFs or UCITS it manages.

Only members of the "identified staff" who receive a high variable remuneration and who influence the risk profile of the asset management company or the risk profile of the AIFs or UCITS it manages are subject to the requirements regarding the structure and conditions for acquisition and payment of variable remuneration resulting from the AIFM and UCITS V directives.

The process of identifying the "identified staff" of Tikehau IM, Sofidy and Ace Capital Partners is carried out jointly by the Human Resources Department and the Compliance Department and is submitted to the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee) of Tikehau Capital, the parent company of Tikehau IM (see Section 3.4.2 (Committees of the Supervisory Board) of this Universal Registration Document).

Since March 2021, the compensation policies of Tikehau IM, Sofidy and Ace Capital Partners take into account the participation of employees in the policy of the relevant asset management company in terms of environmental, social and governance criteria which include sustainability issues as well as compliance with applicable procedures.

Regulated entities should furthermore include in their annual or management report information relating to their remuneration policy, principles and practices.

Capital requirements

In accordance with the various regulatory regimes for Asset Management, the Group's asset management companies are subject to the requirements on minimum capital, generally equal to the greater of: 25% of annual operating costs of the prior financial year, or €125,000 supplemented by 0.02% of assets under management plus 0.01% to the extent the Group's management companies are subject to the AIFM directive.

These capital requirements are significantly more limited than those applicable to Tikehau Capital Europe with regard to its CLO activity. Indeed, under regulation no. 575/2013/EU on prudential requirements for credit institutions and investment firms (the "CRR regulation"), resulting from the Base III Committee work, a retention rate of 5% of securitised assets is applied by law to the originating entities and therefore to Tikehau Capital Europe in the context of the management of its CLOs (the "retention piece" principle).

In accordance with the CRR regulation, this retention is considered effective when it is applied:

(a) horizontally, *i.e.* when it relates to at least 5% of the par value of each tranche sold or transferred to investors; or

(b) vertically, *i.e.* when it relates to the first loss tranche and, if necessary, other tranches with the same or higher risk profile as those transferred or sold to investors so that, in total, the retention is equivalent to at least 5% of the par value of the securitised exposures.

Regulation on crowdfunding

Since 2014, crowdfunding has been subject to a new regulatory framework allowing any platform wishing to carry out a crowdfunding activity to register with ORIAS with one of the following statuses: crowdfunding investment advisor, crowdfunding intermediary or investment services provider giving advice in crowdfunding.

The Group conducts its crowdfunding activities through its two subsidiaries Credit.fr and Homunity. Credit.fr is registered with ORIAS as crowdfunding intermediary and crowdfunding investment advisor; this dual status enables it to offer the financing of projects available on the platform in the form of a loan or by subscription to financial securities. Homunity is registered with the French insurance broking association ORIAS as a crowdfunding investment advisor.

As a crowdfunding intermediary, Credit.fr must in particular comply with certain rules of good conduct and organisation taking into account the nature of the transactions carried out, based mainly on a duty of information towards (i) the public regarding the conditions of selection of projects and project developers, (ii) lenders regarding the characteristics of the project and risks of crowdfunding, and (iii) project developers on the characteristics of the deal as a whole.

As crowdfunding investment advisors, Credit.fr and Homunity are in particular subject to: (i) requirements regarding human and physical logistics enabling them to understand the characteristics and identify the target markets, (ii) requirements for the detection and control of conflicts of interest, (iii) requirements towards their clients to provide them with a service appropriate to their profiles and (iv) a duty to warn clients or potential clients about the risks.

Regulation on securitisation

Since 1 January 2019, European regulation no. 2017/2402 of 12 December 2017 (the "Securitisation Regulation"), establishes a general framework for securitisation in Europe. The Securitisation Regulation also introduced a European label for so-called STS securities (simple, transparent and standardised).

The Group conducts securitisation activities through Tikehau Capital Europe as part of its CLO activity. With a few exceptions, UCITS or AIFs managed by asset management companies have the option to invest in securitisation products covered by the Securitisation Regulation. Each of these entities must therefore fulfil the obligations pursuant to the Securitisation Regulation when they invest in securitisation products.

Tikehau Capital Europe is therefore required to meet obligations in relation to (i) risk retention, (ii) appropriate due diligence on the underlying risks and the parties involved in the securitisation process (iii) transparency and provision of information to investors.

Regulation applicable in Singapore

The Group operates in Singapore through Tikehau Investment Management Asia Pte. Ltd. ("Tikehau IM Asia"), a wholly-owned subsidiary of Tikehau IM approved by the Singaporean Financial Supervisory Authority (Monetary Authority of Singapore – MAS), as well as through the asset management company IREIT Global Group in which Tikehau Capital has a 50% holding.

As such, Tikehau IM Asia and IREIT Global Group are subject to the laws, regulations, guidelines and recommendations laid down by MAS.

Regulation applicable in the United States

Since 2017, the Group has operated in North America through Tikehau Capital North America, a wholly-owned subsidiary of the Company, and, since 2020, through Star America Infrastructure Partners, each of which is registered as an investment advisor (Registered Investment Advisor) with the US financial supervisory authority (Securities & Exchange Commission – SEC).

As such, under the US Investment Advisory Act of 1940 of the SEC, Tikehau Capital North America and Star America Infrastructure Partners are subject to: (i) fiduciary duties to clients, (ii) substantive requirements and prohibitions, (iii) contractual requirements, (iv) record-keeping requirements, and (v) administrative oversight by the SEC including through controls.

2.

RISK FACTORS

2.1 RISK FACTORS

Disclaimer

Investors should read all of the information contained or incorporated by reference in this Universal Registration Document, including the risk factors described in this section. At the date of this Universal Registration Document, these risks are those which the Group believes, should they occur, could have a material adverse effect on its business, income, financial position or prospects.

Risk management is at the heart of the Group's businesses, and the associated risk management system and internal control organisation are crucial in helping the Manager to better determine the strategy and objectives pursued by the Group and the Supervisory Board in the ongoing oversight of the Company's management.

The Manager sets the strategic objectives, including the following key aspects in the Manager's analysis:

- defining the risk appetite and tolerance;
- determining the nature and scope of the risks that the Group is willing to take;
- taking decisions and making judgements to avoid unnecessary risk and maintain appropriate capital and liquidity levels.

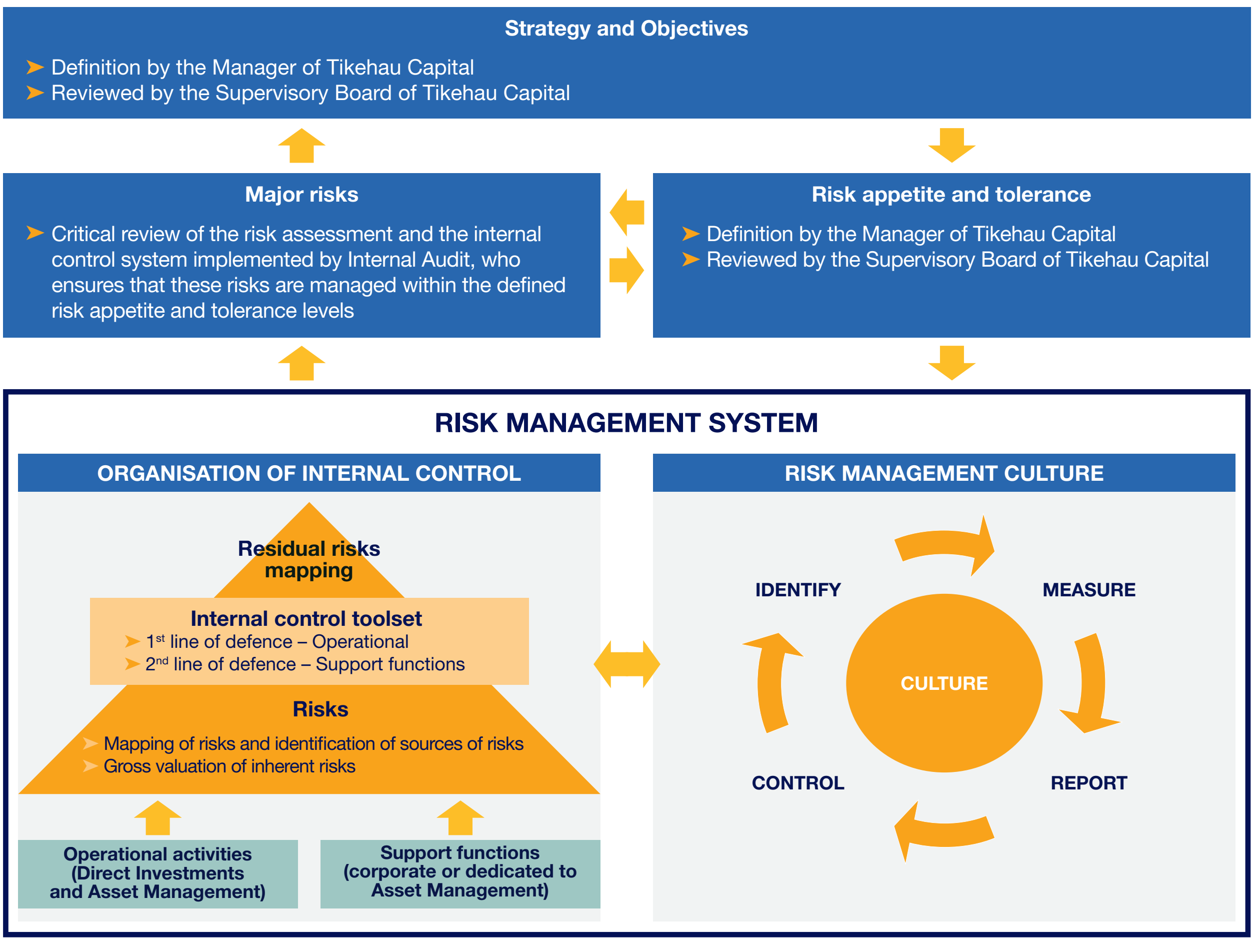
The review of major risks is analysed each year by the Audit and Risk Committee. The work presented to this Committee is based on an assessment of the internal control mechanism and promotion of the Group's culture, whose cornerstone is an optimised risk management system.

A summary of this work was presented to the Company's Supervisory Board at its meeting on 10 December 2020.

In parallel with the mapping of major risks, the internal audit and ESG teams work to identify material non-financial issues, based on interviews carried out on a multi-year basis. This ESG materiality matrix was initiated at the end of 2019 and was presented to the Company's Supervisory Board at its meeting of 5 December 2019. The internal audit and ESG teams reviewed and updated the main areas of attention at the date of this Universal Registration Document. This ESG materiality matrix is an additional tool in the approach to and assessment of risks, whether at Group level, at the level of the funds managed by the Group or the investments made by these funds. A summary of the applied methodology and the identified risks and opportunities following this review is presented in Section 2.3.4. (Identification of ESG issues) and Chapter 4 (Sustainable Development) of this Universal Registration Document.

The risk identification and management system can be summarised as follows:

RISK ASSESSMENT



Since 2017, an inventory of major risks at Group level has taken place each year through interviews with more than 30 heads of operational activities and support functions, who highlight the three major risks in their activities and/or those that could impact the Group as a whole.

The main risks are determined by reviewing the Group's strategy, external risk factors and operating environment, including risks identified by the Group's peers, and analysing processes and procedures.

Risks are classified according to expected criticality level (corresponding to the estimated materiality and likelihood of each risk occurring) and the estimated level of control of each risk.

The Group's main risks are updated each year after the risk mapping has been reviewed. This review of the Group's main risks focuses on identifying risks which could threaten the Company's business model, future performance, capital or liquidity. External developments, regulatory requirements and market standards are taken into account to identify these risks.

Emerging risks are regularly monitored to assess their potential impact on the Group and to determine whether any action is necessary.

The risks described below are not the only risks that the Group faces. Additional risks and uncertainties as yet unknown to the Group, or which it considers insignificant to date could have a material adverse effect on its business, financial position, operating income or cash flow.

The Group has identified the main categories and most significant risks, in an order that the Group considers to be of decreasing importance within each category, which corresponds to its current perception of the importance of these risk factors for the Group, based on the currently perceived probability that these risks will materialise, and the estimated extent of their negative impact. There can be no assurance that the Group's assessment of the relative importance of these risk factors will not be modified at a later date, either to take into account new information, events, circumstances or other factors, or that any of the risks that the Group currently considers less significant will not materialise and have a material adverse effect on its business.

The risk factors described in this Universal Registration Document are summarised in the table below. Within each category, the level of criticality of the risk factor is identified as follows:

***: high

**: medium

*: low

Objectives pursued	Risk factors presented according to category	Order of importance depending on criticality
Non-applicable	**Risks related to the Covid-19 pandemic (2.1.1)**	***
Working according to the best organisational and performance standards **Behaving and being perceived as a responsible and exemplary investor**	**Risks relating to Group's image, reputation or service quality (2.1.2)**	**1**
	• Operational risk relating to the performance and efficiency of organisational processes ensuring service quality: the failure or difficulties encountered by external or internal stakeholders involved in the Group's Asset Management activity could have a major negative impact on its reputation or business, likely to result in a decrease in its assets under management, revenue and its results.	***
	• Any smear on Tikehau Capital's reputation could be detrimental to its ability to maintain the quality of its activities, to engage in commitments and/or lead to a decrease in its assets under management, revenue and earnings.	***
	• The failure or poor performance of the products offered by competitors could affect the image of Tikehau Capital and consequently result in a reduction in assets under management on similar products.	*
	• Tikehau Capital may lose clients because of low returns on its products, causing a decline in its assets, its revenue and its earnings.	*
	Risk of fraud or IT security (2.1.3)	
	• Fraud or circumvention of control and compliance procedures, as well as risk management policies	**
	• Failure of Tikehau Capital's operating systems or infrastructure, including business continuity plans	*
	• Cyber-security risks, risks linked to information systems	*
Ensuring that business is conducted in accordance with the regulations applicable to the Group	**Regulatory, legal and tax risks (2.1.4)**	**2**
	• Liability incurred as a result of failure to comply with regulatory and supervisory regimes applicable to Tikehau Capital.	***
	• Regulatory reforms undertaken or planned at European Union and international level, exposing Tikehau Capital and its clients to increasingly stringent regulatory requirements and uncertainties.	**
	• Tax risks.	*
	• The new requirements regarding tax returns resulting from programmes against tax evasion introduced worldwide will increase administrative costs for Tikehau Capital.	*

Objectives pursued	Risk factors	In ascending order of importance
Making quality direct balance-sheet investments, by assessing investment risks and opportunities as accurately as possible and optimising returns on investment	**Risks related to investments and their valuation (2.1.5)**	**3**
	• Risks inherent to the direct balance sheet Investment activity.	***
	• Tikehau Capital's balance sheet investment entails risks related to the valuation of these investments, which may differ from their realisable value.	**
	• Changes in the value of equities, bonds and other financial instruments may impact the value of Tikehau Capital's assets under management, net revenue and shareholders' equity.	**
	• Risks linked to the volatility of listed securities markets.	**
	• Market risks related to the derivatives portfolio.	**
	• Interest rate risk and credit risk on investments in funds managed by Tikehau Capital or its fixed interest investments.	**
	• Liquidity risks related to certain equity interests, especially unlisted investments.	**
	• Asset losses or concentration risks due to the composition of its investment portfolio.	**
	• Changes in the value of direct investments by Tikehau Capital in its own funds and strategies could affect its earnings and shareholders' equity and increase the volatility of its revenue.	**
	• The valuation of certain products offered by Tikehau Capital may be subject to changes related to differing interpretations as to appropriate methodologies, estimates and underlying assumptions.	**
	• Income from the outperformance of certain of its funds may increase the volatility of Tikehau Capital's revenue and earnings.	**
	• Currency risk linked to its investment transactions in foreign currencies.	*
	• Interest rate risk and currency risk on bank debts.	*
	• Counterparty risks.	*
	• Liquidity and debt risks.	*

Objectives pursued	Risk factors	In ascending order of importance
Having quality human resources ("people" business)	**Risks of retention of teams and "key persons" (2.1.6)**	**4**
	• The inability of Tikehau Capital to recruit and retain employees could cause it to lose clients and lead to a decrease in its assets, revenue and earnings.	**
	• Tikehau Capital is dependent on an experienced and stable executive team.	**
Continuing the Group's growth Maximising the Group's value for its shareholders	**Risk of a halt in the development (organic and/or external growth), or shrinkage of business activities (2.1.7)**	**5**
	• Demand from Tikehau Capital's investor-clients depends on factors beyond its control and which affect the asset management market generally.	**
	• Investor-client demand for the asset classes managed by Tikehau Capital could decline.	**
	• In Capital Markets Strategies, Tikehau Capital's investor-clients may request withdrawal of their assets from its funds at any time.	**
	• The decision by Tikehau Capital of whether or not to give financial support to certain funds could expose it to significant losses.	**
	• Tikehau Capital may not be able to implement successful external growth transactions.	*
	• The Tikehau Capital development model requires the availability of its own resources, and it cannot be guaranteed that Tikehau Capital will be able to find or draw on such resources.	*
	• Tikehau Capital is exposed to a risk of fluctuation in its results.	*
	• Tikehau Capital may not be able to develop new products and services or to meet the demand of its investor-clients through the development of new products and services, which are also likely to expose it to operational risks or additional costs.	*
	• Tikehau Capital may not be able to obtain dedicated fund management from new institutional clients or may be forced to renew existing contracts on unfavourable terms.	*
	• Tikehau Capital is exposed to significant competition.	*
The control of the Group by its management ensures a better alignment of interests with the other shareholders	**Risks related to the legal form, Articles of Association and organisation of Tikehau Capital (2.1.8)**	
	• The Company's main shareholder (Tikehau Capital Advisors) controls the Company due to the Group's legal structure, and any person seeking to take control of the Company cannot, in practice, do so without first securing the consent of Tikehau Capital Advisors.	*
	• The Manager of the Company has extremely broad powers.	*

2.1.1 Risk factors related to the Covid-19 pandemic

The Covid-19 pandemic crisis could adversely affect Tikehau Capital's assets, revenue and operating results.

The rapid spread from the beginning of 2020 of the Covid-19 pandemic throughout the world has led to a gradual deterioration in the economic and financial situation of many sectors of activity, whilst other sectors have been able to benefit from this environment. Financial markets are also seeing greater volatility.

The confinement and social distancing measures put in place by the countries affected by the pandemic varied greatly in their nature and the duration of the restrictions imposed. As of the date of this Universal Registration Document, the health situation varies from one country to another. The severe limitations to a large number of activities has generated, with disparities between geographical areas, a negative impact on consumer spending, difficulties in production, disruptions in supply chains and a slowdown in investments. Despite the support plans put in place by several countries and central banks, a significant decline in growth and, in some cases, recessions are anticipated to occur in the coming years in several countries, the duration and severity of which are by nature still difficult to predict.

Despite a rapid and effective response aimed at minimising the consequences of this situation on its day-to-day activities and operating systems, Tikehau Capital could be impacted by organisational changes resulting in particular from the lockdown and/or the remote working measures implemented for its employees and service providers, which could represent increased risks in the execution of its operational processes or lead to a higher exposure to cyber-security risks.

In this environment of long-term health crisis, the companies or assets in which the Company or the funds managed by the Group have invested could see their valuation, their cash position, their outlook and their ability to distribute dividends, to pay interest or, more generally, to meet their commitments negatively affected.

This crisis could result in a deterioration of the returns generated by Tikehau Capital's products and solutions which could lead, in open-ended funds, to redemption requests from investor-clients wishing to invest their funds in products generating a better return or having occasional cash needs and, in closed-end funds, to difficulties in attracting new investor-clients and collecting new assets. However, it should be noted that, as of the date of this Universal Registration Document, the Group has not recorded a reduction in its assets under management from redemption requests not offset by the exercise of new assets under management.

The Covid-19 pandemic crisis has also led to, and could continue to generate, sudden movements in the valuation of listed assets as well as a decline in the valuation levels of certain unlisted assets or, more generally, significant financial difficulties for certain sectors or companies resulting in restructuring plans or bankruptcies. Tikehau Capital's strategies are based on a rigorous long-term and fundamental investment approach. However, if such a trend were to continue over time, the value of the investments made by Tikehau Capital through its funds or directly on its balance sheet could be adversely affected. This could affect the amount of the Group's assets under management, income from its Asset Management activities (the basis of management fees for certain funds depends on the amount of assets under management and the Group's remuneration for performance requiring it to achieve certain levels of return) as well as income from its investment activities.

Lastly, the general climate of uncertainty and greater difficulty in maintaining close relationships with its investor-clients and its prospects could affect the Group's ability to increase its assets under management, to distribute its new products and, in general, to carry out its business plan.

A description of the operational measures taken by the Group to address the economic and health crisis resulting from the Covid-19 pandemic is provided in Section 2.1.9 (Management of the Covid-19 pandemic) of this Universal Registration Document.

2.1.2 Risks relating to the Group's image, reputation and service quality

The failure or difficulties suffered by external operators taking part in the Group's Asset Management activity could have a material adverse effect on its reputation or its business, likely to cause a decrease in its assets, its revenue and its earnings.

Tikehau Capital is dependent on a number of providers assisting it in its operational and distribution activities (fund administration, accounting, custody of funds distributed through networks, risk analysis, provision of market data and market indices, funds transfer, etc.). The failure of any such provider to perform such services, including as a result of financial difficulties, or any negligence or errors committed by such parties in the performance of their services, could disrupt the business of Tikehau Capital or impact its ability to comply with regulatory requirements, which could damage its reputation and cause a decline in its assets, revenue and its results.

In addition, funds and mandates managed by the Group's asset management companies involve many other professionals as counterparties (for example, brokers, commercial and investment banks, clearing houses or institutional clients). Any failure in performance by these counterparties, in respect of their obligations, would expose the relevant funds managed by Tikehau Capital to credit risk. Such counterparties may be impacted by unexpected changes in the financial markets or otherwise, which might hinder their ability to perform their obligations, or they may face other circumstances making them unable to meet their engagements. Such a failure or difficulty could negatively affect the assets held by Tikehau Capital, the funds it manages and their performance, which could lead to dissatisfaction on the part of Tikehau Capital's clients and have a material adverse impact on its assets, revenue and results.

Tikehau Capital may suffer from a failure of its operational process control mechanism by failing to avoid an error by one of its employees. This could lead to a disruption of the activities of Tikehau Capital or impact its ability to comply with contractual or regulatory requirements, which could result in regulatory sanctions or convictions by a court, damage its reputation and cause a decline in its assets under management, revenue and earnings.

To the best of the Company's knowledge, these risks to image, reputation or quality of service did not materialise in a significant way during the financial year 2020 and at the date of this Universal Registration Document.

Any smear on Tikehau Capital's reputation could be detrimental to its ability to maintain the quality of its activities, to engage in commitments and/or lead to a decrease in its assets under management, revenue and earnings.

The integrity of the brand and reputation of Tikehau Capital is critical to attracting and retaining clients, business partners and employees. Tikehau Capital's reputation could be tarnished by certain key factors such as a low return on its investments, litigation, regulatory action, misconduct or infringement of applicable laws or regulations by its managers or its distributors. Fund managers and other operational staff make daily decisions on funds managed by the Group's asset management companies and in the conduct of its business, and there can be no assurance that these managers or operational staff will not make errors or be negligent or infringe regulations or the investment policies of the funds, any of which could damage the Group's reputation. Tikehau Capital's reputation could also suffer and it could be held accountable to investors, as well as from a regulatory standpoint, should the procedures and risk management systems implemented to prevent and/or mitigate such risks fail to identify, record and manage such errors, negligence or illegal or unauthorised activity. And such failure could have a material adverse effect on the reputation, business, assets under management, earnings and financial position of Tikehau Capital. The negative publicity that would result from the occurrence of any of these events could damage the reputation of Tikehau Capital, generating a risk of regulatory sanctions and harm its relations with its current and potential clients, external distributors and other business partners. Any discredit to the "Tikehau" brand would adversely affect the Group's position in the sector and could result in a loss of business in the short- and long-term.

The failure or poor performance of the products offered by competitors could affect the image of Tikehau Capital and consequently result in a reduction in assets under management on similar products.

The occurrence of events affecting the performance of products competing with those of Tikehau Capital could negatively impact investor confidence in the relevant product class overall. This loss of confidence could affect investors' appetite for Tikehau Capital's products, even if it is not involved in or subject to the relevant circumstances affecting its competitors. The open-ended funds of the Capital Markets Strategies activity could be exposed to withdrawals, redemption requests and liquidity problems, and in its other business lines, to an inability to successfully launch new funds and strategies, which might cause a decline in its assets under management, revenue and earnings.

Tikehau Capital may lose investor-clients because of low returns on its products, causing a decline in its assets, its revenue and its earnings.

The return generated by Tikehau Capital products and solutions is critical to their commercial success, and determines the ability of Tikehau Capital to attract and retain investor-clients. The performance levels achieved by Tikehau Capital in the past do not guarantee the level of future performance. In addition, Tikehau Capital may not be able to sustain its level of performance over time. Tikehau Capital's results and performance levels for several reasons could differ significantly from those achieved by Tikehau Capital in the past (in particular due to macro-economic factors, the performance of new funds compared to that of past or existing funds, market conditions, investments made or investment opportunities). In particular, the unfavourable evolution of the economic, commercial and financial environment and the deterioration of the economic environment because of the Covid-19 pandemic could alter the performance of Tikehau Capital's products and solutions.

If the funds managed by Tikehau Capital were to record a lower return than that anticipated by its clients or that of similar products, investors could, in Capital Markets Strategies, increase their requests for redemption in order to invest their assets in products generating better returns, and, in closed-end funds, refuse to participate in new funds launched by Tikehau Capital. In all such cases, the reputation of Tikehau Capital and its ability to attract new clients could also be affected, and the negative impact on its open-ended or closed-end funds could have a material adverse effect on its assets, revenue and operating income.

2.1.3 Risks of fraud or IT security

Fraud or circumvention of control and compliance procedures, and risk management policies, could have an adverse effect on the reputation, performance and financial position of Tikehau Capital.

Tikehau Capital cannot guarantee that the controls, procedures, policies and systems that it has established will identify and successfully manage all internal and external risks to its operations. Tikehau Capital is exposed to the risk that its employees, counterparties or other third parties may deliberately seek to circumvent the controls established by the Group, or otherwise commit fraud or act contrary to the policies and procedures set up by Tikehau Capital, in addition to any legal or applicable regulations, particularly in relation to money laundering, corruption, or sanctions. Any violation or circumvention of such checks, policies, procedures, laws or regulations, as well as any fraud committed or conflicts of interest, real or perceived, could have a material adverse effect on the Group's reputation, result in regulatory investigations and lead to regulatory penalties, criminal sanctions or financial losses.

The current Covid-19 pandemic related environment is giving rise to a resurgence of attempts at fraud or embezzlement, whose sophistication in terms of identity theft, strategic intelligence and cyber-attacks has increased sharply. Even if, at the date of this Universal Registration Document, the Group has not been affected by an attack of this nature, it could be exposed to an attempt to embezzle funds through hacking, in particular of its payment platforms used during the closing of transactions, during the distribution of funds or more regularly for the payment of its recurring expenses. Should such an event occur, this could disrupt the exercise of its activities and cause financial losses by affecting the availability, integrity and confidentiality of its data.

A failure of Tikehau Capital's operating or technology infrastructure, including business continuity plans, could disrupt operations and damage its reputation.

The infrastructure of Tikehau Capital (including its technology, databases and office space) is vital to the competitiveness of its business. The inability of Tikehau Capital to maintain infrastructure commensurate with the size and geographic presence of its activities, a loss of business or the occurrence of events beyond its control (earthquake, hurricane, fire, act of terrorism, pandemic or other disaster occurring in a geographic area where Tikehau Capital has a strong presence), could substantially affect its operations, disrupting the pursuit of its activities or inhibit its growth. If such a disruptive event were to occur, Tikehau Capital's ability to conduct its operations could be adversely affected, causing a drop in its assets, its revenue and its results, or could affect Tikehau Capital's ability to comply with its regulatory obligations, which could damage its reputation and subject it to the risk of fines and other sanctions. In addition, a breakdown or failure of the Group's information systems could impact its ability to determine the net asset values of the funds it manages or produce reliable financial or other reporting, expose it to claims from its clients, or affect its reputation, any of which could have a material adverse effect on its business, financial condition or results.

The current Covid-19 pandemic related crisis virus is testing the resilience of all national and international infrastructures supporting the information services used by the Group. A resulting failure of the operating systems could disrupt the Group's activities or even damage its reputation.

The inability of Tikehau Capital to put in place information policies, procedures and systems and effective cyber-security could disrupt the pursuit of its business and generate financial losses.

Tikehau Capital is dependent on the effectiveness of information policies, procedures and systems and cyber-security introduced to protect its computer and telecommunication systems, as well as the data transiting or stored in it. An incident affecting information security, generated by an external event such as an act of piracy, virus, worm or an internal failure (failure to control access to sensitive systems), might substantially affect Tikehau Capital's activity or lead to the disclosure or modification of competitive, sensitive and confidential information. The occurrence of such events could result in substantial financial losses, a loss of competitive position, regulatory penalties, breach of client contracts, discredit to the reputation of Tikehau Capital or liabilities, which could in turn negatively impact its assets, its revenue and results.

In response to the heightened cyber-risk, the Group is constantly improving its IT architecture and systems, and external intrusion tests are conducted on a regular basis to check the robustness of the Group's IT systems. The Group's IT systems are frequently targeted by malicious intrusion attempts which have so far been thwarted by the procedures in place, without any negative consequences for Tikehau Capital.

Similar to the risk of fraud or embezzlement mentioned above, the current context of the Covid-19 pandemic crisis has led to a resurgence in attempts to attack the cyber-security of companies and healthcare institutions. Even if, at the date of this Universal Registration Document, the Group has not been affected by an attack of this nature, a failure in the processes for defending against cyber-attacks could disrupt the conduct of its activities and result in financial losses, affecting the availability, integrity and confidentiality of its data.

2.1.4 Regulatory, legal and tax risks

Tikehau Capital is subject to significant regulation and supervision.

Various regulatory and supervisory regimes apply to Tikehau Capital in each of the countries in which the Group conducts its business. These regulations may strongly influence the way in which Tikehau Capital operates. Tikehau Capital's operations must be organised to comply with each of these regulatory regimes, which is costly, time-consuming and complex.

Tikehau Capital's international expansion exposes the Group to operational, regulatory, political, reputational and currencyrisks in the markets into which it expands or may seek to expand, many of which are beyond its control. The failure of Tikehau Capital's internal control measures to mitigate such risks, or that of its operating infrastructure to adequately support its business worldwide and in specific markets in which it operates could create risks of non-compliance and expose Tikehau Capital to regulatory or criminal fines or sanctions, any of which could negatively impact its reputation and result in a decline in its assets, revenue and results.

In particular, Tikehau Capital is subject to several regulatory regimes in connection with its Asset Management activity that enable it to operate in the management of funds and other collective investment undertakings (including UCITS and AIFs) (see the Glossary in Section 10.7 of this Universal Registration Document), portfolio management and investment advisory activities.

Tikehau Capital is subject to regular checks by its supervisory authorities and may be adversely affected by any occurrence of the risk of non-compliance with existing laws and regulations or by changes in the interpretation or implementation of existing laws or regulations. For example, following an investigation, a notice of grievance was sent by the AMF Board to Tikehau IM in February 2017 concerning the lack of information provided to the holders of certain funds regarding the terms and conditions for sharing arrangement fees between Tikehau IM and these funds. A settlement agreement was concluded between Tikehau IM and the AMF on 12 May 2017 providing for the payment by Tikehau IM of €280,000 to the Treasury. This agreement was validated by the AMF Board and approved by the AMF Sanctions Committee.

In addition, the applicable regulations could hinder the development of the Group's business, increase its operating costs or prevent it from implementing its development or reorganisation plans.

The complexity of implementing Group compliance structures consistent with existing regulations and their interpretations around the world may increase the foregoing risks, particularly to the extent that the regulators of various countries have different interpretations or publish only limited guidance with respect to such regulations. In particular, failure to comply with applicable laws or regulations could result in criminal penalties, fines, a temporary or permanent prohibition on conducting certain businesses, damage to reputation and the attendant loss of investor-clients, the suspension of employees or revocation of their licences or the licences or approvals of Tikehau Capital entities, among other sanctions, which could have a material adverse effect on the reputation of Tikehau Capital or its business and have a material adverse effect on the assets, revenue and results of Tikehau Capital.

Regulatory reforms undertaken or planned in the European Union and at international level expose Tikehau Capital and its clients to increasing regulatory requirements and uncertainties.

In recent years, numerous regulatory reforms have been adopted or proposed in financial and related markets, and the level of regulatory oversight to which the Group is subject may continue to intensify. Some changes in laws or regulations could require the Group to change or re-examine the way it conducts its business, which could be time-consuming and costly and affect the Group's future growth, or prevent the Group from being able to implement its future development plans. These reforms could also affect some of Tikehau Capital's clients, such as credit institutions, insurance companies or pension funds, which could prompt them to revise their short-term or long-term investment strategies and impact their willingness to invest in Tikehau Capital's strategies or products.

Tikehau Capital could be exposed to tax risks.

As an international group with activities in several countries, Tikehau Capital has structured its commercial and financial activities in accordance with various regulatory obligations to which the Group is subject and with its business and financial objectives. To the extent that the tax laws and regulations of the various countries, in which Tikehau Capital entities are located or operate, do not always allow for clear or definitive guidelines, the tax regime applied to its business, operations or intra-group reorganisations (past or future) is or may sometimes be based on its interpretations of French and foreign tax laws and regulations. Tikehau Capital cannot guarantee that these interpretations will not be questioned by the competent tax authorities. More generally, any breach of the laws and tax regulations of the countries where Tikehau Capital entities are located or operate may result in adjustments or late interest payments, fines and penalties. In addition, tax laws and regulations may be amended and the interpretation and application that is made by the courts or the authorities concerned can change, especially in the framework of common initiatives at international or European level (OECD, G20, European Union). Each of the above is likely to result in an increase in Tikehau Capital's tax burden and have a material adverse effect on its business, financial position and earnings.

The new requirements regarding tax returns resulting from programmes against tax evasion introduced worldwide will increase administrative costs for Tikehau Capital.

Tikehau Capital is bound to comply with the new requirements regarding tax declaration obligations, and will be required to comply in future with the new obligations that are part of anti-tax evasion rules implemented globally.

These new requirements for tax declarations and, more generally, any mechanism put in place to improve cooperation between tax administrations in the fight against tax evasion, will impact the funds managed by the Group's companies worldwide, and will burden Tikehau Capital with increasing administrative charges and costly reporting requirements.

2.1.5 Risks related to investments and their valuation

Tikehau Capital is exposed to risks inherent in the balance sheet Direct Investments activity.

The Group faces the following risks in connection with investments made directly through its balance sheet, *i.e.* investments using the Group's shareholders' equity. The principal risks facing the Group's Direct Investments activity are the following:

- risks relating to the valuation of the relevant entities or financial instruments in which it invests, which can be complex (see "Tikehau Capital's balance sheet investments entail risks related to the valuation of these investments, which may differ from their realisable value") below;
- risks relating to changes in economic conditions worldwide or in a particular country that are likely, firstly, to affect the ability of Tikehau Capital to liquidate its investments under satisfactory terms and, secondly, to impair the value or return of its investments;
- risks relating to the evaluation of a contemplated investment, the assessment of the strengths and weaknesses of the investment, its development potential, its markets, the relevance of the strategy and the ability of the teams involved to bring it to a successful conclusion, as well as to the structuring and understanding of the investment, which may be complex or relate to complex financial instruments, or which may not include adequate protections for Tikehau Capital;
- specific risks relating to investments outside of France (including in countries where the Group does not have any staff) and, in particular, to understanding the issues, the operators involved, and local economic factors, structuring the investments in accordance with local rules, and the exposure to country risk, etc.;
- risks related to legal disputes that may arise with the vendors or third parties over the investment itself (for example, with regard to the accuracy of information received during the applicable investment appraisal phase) or its consequences (*e.g.*, suppliers, clients or banks terminating the contracts that bind them to the enterprise in which the investment is made); and
- risks related to the insolvency or financial difficulties of one or more companies in which Tikehau Capital has directly or indirectly invested (*e.g.*, resulting in an obligation to financially support the company concerned, a loss equal to the net book value of the financial asset concerned and, where applicable, any interest due, administration or liquidation and more generally insolvency proceedings, actions for repayment of liabilities) and the risk of any related lawsuits or legal proceedings.

As at 31 December 2020, investments made through the Group's balance sheet amounted to €2,507.6 million (*i.e.* 62.4% of total consolidated assets). The materialisation of any of the foregoing risks could reduce the value and return of the Group's investment portfolio, which could in turn have a negative impact on its results of operations.

In particular, unfavourable changes in the economic, commercial and financial environment and the deterioration of the economic environment because of the Covid-19 pandemic could affect the investments made on the balance sheet and increase the likelihood that the following risks will materialise:

- risks of lower valuations, in the context of a sharp downturn in global activity and a significant decrease, or even a halt, in corporate transactions before a post-crisis recovery;
- risks related to poor anticipation of market cycles and trends;
- risks of a general deterioration in the performance of portfolio companies or in their ability to meet their commitments, leading to a decrease in expected and achieved returns;
- risks related to disputes that may arise as a result of the termination of supplier contracts, the implementation of protective measures or the questioning of past information or assumptions in view of new market conditions or economic climate;
- risks of insolvency or financial difficulties of one or more companies in which Tikehau Capital has invested directly or indirectly and the risks of litigation or related legal proceedings.

Tikehau Capital's balance sheet investments entail risks related to the valuation of these investments, which may differ from their realisable value.

Tikehau Capital conducts an analysis prior to each of its investments through its balance sheet (strategy, competitive context, financial plan, valuation, financial analysis, exit terms, social and environmental responsibility, quality of the executive team, etc.), and then on a regular basis during the monitoring of its investments. Tikehau Capital relies on internal resources and external advice as needed.

With respect to the valuation of the investment portfolio (current and non-current), which amounted to €2,507.6 million (*i.e.*, 62.4% of the total consolidated assets) as at 31 December 2020, each investment in the portfolio is examined twice a year at the time of the preparation of financial statements, *i.e.* as at 30 June and 31 December, except in exceptional circumstances. These valuations are based mainly on market price if the holding is listed or on a fair value approach in the case of non-listed holdings (multiples method, discounted cash flow method, or a specific method, *e.g.*, the one provided by the asset management company in the case of investments in funds). Information is also obtained from the managers of the underlying assets (company executives, asset managers, co-shareholders or co-investors, etc.).

On a case by case basis, investments in subordinated notes issued by CLO vehicles (managed by Tikehau Capital Europe) are measured at amortised cost. CLOs are subsequently subject to impairment tests in accordance with the application of a mark-to-model regularly reviewed by an independent valuer, taking into account the low liquidity of the units and the obligation to hold these subordinated notes until their maturity date.

Changes in fair value of the current and non-current consolidated portfolio represented an amount of -€12.3 million for the 2020 financial year. Although the valuations prepared by Tikehau Capital are based on the most accurate estimates of the Company to the best of its knowledge, it cannot be guaranteed that they will not be revised later. Such valuations may be complex or difficult to determine for certain instruments, subject to significant fluctuations (including the loss of the entire investment for particularly risky or volatile products) or be reliant on market data with limited or no observability that may make valuation difficult. There can be no assurance that the implementation of Tikehau Capital's valuation methods will ensure that the Group's holdings are valued consistently with the value that would be obtained upon the sale of such holdings.

Changes in the value of equities, bonds and other financial instruments may impact the value of Tikehau Capital's assets under management, net revenue and shareholders' equity.

During the year ended 31 December 2020, 97% of the net revenue of Tikehau Capital from its Asset Management activity originated from net management fees (amounting to €198.6 million), calculated primarily on the basis of its fee-paying assets under management. In the Capital Markets Strategies business, the amount of assets under management depends mainly on the value of assets held in managed funds, including bonds, equities, currencies and real estate assets. Fluctuations in financial markets, including changes in interest rates, issuers' credit spread, currencies and equity prices, could thus cause a significant change in the value of Tikehau Capital's assets under management in Capital Markets Strategies. A tightening of the monetary policy of the European Central Bank ("ECB"), or any other monetary authority, could thus lead to a decline in the assets under management of Tikehau Capital due to the combined effect of rising interest rates (likely to reduce the value of assets under management in bond funds) and a possible decline in equity markets (likely to reduce the value of assets under management in equity funds). The value of Tikehau Capital assets could also be impacted by a lack of liquidity in the markets in general or in certain asset classes. A deterioration of the financial markets could further reduce net new money as a result of a decline in demand from investors and, in Capital Market Strategies, increased requests for withdrawals from open-ended funds managed by Tikehau Capital. Finally, adverse market changes would also affect the value of the investments made by Tikehau Capital through its funds or directly from its balance sheet, and therefore, the level of its assets under management, which could have a material adverse effect on its performance (as its management fee revenue generally depends on the level of its fee-paying assets under management, on which management fees are calculated as a percentage) and net revenue from its Investment activity. Any material adverse developments in the financial markets or that, more generally, impact the value of the Group's investments and the amount of its assets under management, could have a material adverse effect on the operating profit, financial position and prospects of Tikehau Capital. In addition, to the extent that the Group's financial assets have a significant investment in a particular company or a given asset class, that concentration would lead to a heightened risk of a disproportionate negative impact on the Group's investment portfolio value in the event of a drop in the value of such company's shares or securities or such asset class, which could have a material adverse impact on the Group's operating income.

In particular, in the context of the economic crisis linked to Covid-19, the prices of shares, bonds and other financial instruments have sometimes varied substantially and could see new fluctuations in the future and the support plans put in place by many governments and central banks could also put stress on monetary policies and generate even greater fluctuations. These very strong fluctuations in the financial markets may impact the value of Tikehau Capital's assets under management, net revenue and shareholders' equity.

Tikehau Capital is exposed to risks from volatility in markets for listed securities.

Its business activity exposes the Group to risks from volatility in markets for listed securities, which may affect the fair value of its listed securities. As at 31 December 2020, Tikehau Capital's listed securities (including listed securities in the non-current investment portfolio and the current investment portfolio) represented around €984.4 million, or 39.3% of the Company's direct investments including €680.4 million in listed shares, €0.2 million in listed bonds, €206.1 million in Tikehau Capital Markets Strategies funds and €97.7 million in derivatives. The portfolio of listed shares of Tikehau Capital is subject to continuous monitoring and daily assessment for the management of this risk.

This risk is heightened in the context of the Covid-19 pandemic crisis, which is leading to increased volatility in markets for listed securities.

Tikehau Capital may be affected by adverse changes in the market price of its publicly traded securities. A decline in securities prices over a given period, especially at the end of the financial year, would be reflected in the financial statements as a decrease in the net value of the portfolio and consolidated shareholders' equity and could negatively impact, in particular, the ability of the Company to pay dividends.

A 10% decline in the fair value of listed shares as at 31 December 2020 would have resulted in an additional charge of -€68.0 million to the Group's consolidated pre-tax earnings as at 31 December 2020. A decrease in quoted prices is also likely to impact the earnings realised at the time of any sales of the relevant securities by the Company into the market.

Furthermore, fluctuations in the equity markets may have an impact on the stock market comparables used as part of the multi-criteria valuation approach for non-listed equity securities. These fluctuations are likely to have a negative effect on the consolidated shareholders' equity and on the results of the Group and of the Company, without the Group being able to establish an accurate correlation between the occurrence of these fluctuations and the valuation of the securities such that the Group's sensitivity to this risk cannot be quantified. Finally, depending on the amount of credit that it has drawn down under certain financing agreements, and depending on the magnitude of any possible price decreases impacting assets used as collateral for such financing, Tikehau Capital may have to make temporary payments and/or contributions of liquid assets as collateral in order to support such financing agreements (though there was no such requirement as of the date of this Universal Registration Document).

Tikehau Capital may also be affected by changes in the value of its unlisted assets, which amounted to a total of €1,523.2 million as at 31 December 2020.

The Company performed a sensitivity test on the unlisted assets in its investment portfolio as at 31 December 2020 (using net fair value of the related debt where applicable and excluding (i) unlisted bonds, which are subjected to a sensitivity test on interest rates, and (ii) assets whose value is frozen because they are subject to a sales contract). The sensitivity test on non-listed shares was performed on the basis of the income or EBITDA multiples used to value the corresponding assets as at 31 December 2020 or, when a method other than valuation by multiples was used, by retaining an implicit multiple. Some holdings were excluded from the sensitivity calculation basis because the EBITDA multiple approach was not representative, as the asset was of a fixed nature or in phase of rapid development. The sensitivity test thus covered 67.4% (by value) of the investments in unlisted shares in the Group's portfolio as of 31 December 2020. The sensitivity to an increase or decrease of 10% in the multiples of revenue or EBITDA of unlisted companies amounted to €17.2 million at that date.

Tikehau Capital is exposed to market risk on the derivatives portfolio.

As part of market risk management, Tikehau Capital built a portfolio of derivatives at the end of the first quarter/beginning of the second quarter of 2020 at a time when the global economy was facing a major systemic risk. These instruments help the Group manage its market risks, particularly for its listed component, in the face of a very high level of uncertainty regarding changes in health, markets and economic conditions.

Tikehau Capital is therefore exposed to a market risk on its portfolio of derivative instruments, consisting of 34,000 futures contracts on the EuroStoxx 50 index as at 31 December 2020, with a maturity of less than three months and a leverage ratio of 10.

As at 31 December 2020, the margin deposit and margin calls on future contracts amounted to €115.1 million. This guarantee deposit and the margin calls are recognised in the current investment portfolio net of unrealised losses of -€17.4 million. Sensitivity to a change of plus or minus one point in the EuroStoxx 50 index stood at less or more €0.3 million at 31 December 2020.

See Note 27 (c) (Market risks – Exposure to market risk on the derivatives portfolio) of Tikehau Capital's annual consolidated financial statements as at 31 December 2020.

Tikehau Capital is exposed to interest rate risk and credit risk on investments in funds managed by Tikehau Capital or its fixed interest investments.

Tikehau's investments are exposed to interest rate risk and credit risk. For its investments in Capital Markets Strategies, an increase or decrease of around 10% in the net asset value of funds would have an impact of €20.6 million on the value of such Tikehau Capital investments as at 31 December 2020.

For its investments in Private Debt, a change in interest rates of 100 basis points would have an impact of €11.5 million on the value of such investments as of 31 December 2020.

For its investments in Real Assets, a drop in the value of unlisted real estate assets of 32.9% in France, 30.8% in Italy, 31.2% in Germany, 36.0% in Belgium and 36.4% in the Netherlands, with such shocks rooted on scenarios defined by the European Banking Authority and the European Council on Systemic Risk and used to calculate EU-wide stress tests in 2020 for commercial real estate assets published on 31 January 2021), would have an impact of €396.9 million on the value of Tikehau Capital's investments.

The bonds in which Tikehau Capital has invested are issued at a fixed rate. A variation in interest rates could affect the average duration of the bonds. A sudden increase or decrease of 100 basis points in interest rates would have caused an upward or downward variation in the portfolio value of €1.7 million given the average duration of this portfolio (3.5 years).

See Note 27(b) (Market Risks – Risk exposure of the investment portfolio) to Tikehau Capital's annual consolidated financial statements as at 31 December 2020.

The crisis context related to the Covid-19 pandemic has led to very strong fluctuations in financial markets and an increase in credit risks, which could strongly affect the valuation of the investments of the funds managed by Tikehau Capital, to differing degrees in particular in the Private Debt or Capital Markets Strategies activities.

Tikehau Capital is exposed to liquidity risk related to certain equity interests, especially non-listed investments.

As part of its Private Equity business and Direct Investments activity, Tikehau Capital acquires stakes in companies whose shares are not listed on a public market. As of 31 December 2020, non-current financial investments held by Tikehau Capital in unlisted companies (excluding platforms or funds managed by Group asset management companies) represented 11.1% of Tikehau Capital's total assets, and 17.7% of Tikehau Capital's investment portfolio (current and non-current). These unlisted securities, together with certain securities held by Tikehau Capital that may be listed but relatively illiquid, give rise to liquidity risks, such that the recovery of amounts invested by Tikehau Capital in, and the eventual recording of profits and capital gains on, such investments will generally occur several years after the investment is made (*i.e.* at the time of the sale, redemption or liquidation of the relevant investment). It cannot be guaranteed both in the case of non-listed securities and listed but illiquid securities, that Tikehau Capital will be able to find purchasers interested in buying its shares, or that these securities will achieve a stock exchange listing or see their liquidity improved if they are already listed. In such an event, it is possible that Tikehau Capital might experience difficulties in realising gains from all or part of its investments, whether as a result of timing or the terms of its exit from such positions. This could result in Tikehau Capital facing limitations or obstacles to freeing amounts invested in such positions to make new investments (in the Group's strategies or for its own account) and may accordingly hinder the implementation of its investment strategies and negatively impact its results of operations and business.

The Covid-19 pandemic related health crisis has led to a major economic and financial crisis. The decisions taken by most governments to implement lockdown and social distancing measures have directly affected many sectors of economic activity, some of which were or may still be virtually at a standstill at the date of this Universal Registration Document. Although protective measures may have been initiated by the various state authorities, the non-listed investments in which the funds managed by Tikehau Capital as part of its Private Equity activities and the Group's Direct Investments may remain exposed, in this particular context, to liquidity risks. This could increase the risk that Tikehau Capital may not be able to pursue a dynamic management of its investment portfolio or may impede the implementation of its investment strategies and have a negative effect on its operating results and activities.

Tikehau Capital could be exposed to risk of asset loss or concentration related to the composition of its investment portfolio.

The Group's activity and strategy entail a risk of loss of the amounts incurred in connection with its investments on the balance sheet. For example, in the context of investments in funds (including funds managed by the Group), this would occur if the relevant fund does not achieve its objectives. In Direct Investments, there exists a risk of loss of the amounts committed if the Company in which the investment was made goes bankrupt or faces serious difficulties (related for example, to economic downturn, increased competition, unanticipated technological breakthroughs, mistaken strategic decisions by management, loss of customers, adverse regulatory developments, etc.). Accordingly, no assurance can be given regarding the realisation of profits related to investments made by the Company or the Group, or that the Company or the Group will not lose the money committed in its balance sheet deployment.

Regarding investments on the Company's balance sheet, as of the date of this Universal Registration Document, Tikehau Capital had a diversified investment portfolio both in terms of number of investments and in relevant asset classes or sectors. As at 31 December 2020, Tikehau Capital's largest financial asset represented 7.1% of Tikehau Capital's total consolidated assets. This financial asset, *i.e.* a 6.5% stake in Eurazeo, was itself exposed to various assets through a portfolio of more than 50 joint ventures (as of 31 December 2020 and excluding the portfolio managed by Invest Partners).

Changes in the value of Tikehau Capital's direct investments in its own funds and strategies could affect its earnings and shareholders' equity and increase the volatility of its revenue.

Tikehau Capital regularly invests its balance sheet resources in the launch of the funds operated by the Group to create an alignment of interests between its balance sheet and its investor-clients, and to provide its funds with sufficient assets to attract investors. For this purpose, Tikehau Capital sometimes makes significant investments to develop new products. Tikehau Capital also holds a portfolio of investments in open-ended funds managed primarily by Tikehau Capital, which correspondingly increases its financial exposure. Tikehau Capital's exposure to its funds amounted to €2,614.8 million as at 31 December 2020 (called and uncalled amounts), the called portion of investments representing €1,586.5 million (*i.e.* 39.5% of the total consolidated assets).

Tikehau Capital's investments are recorded at fair value in the consolidated balance sheet. Any changes in interest rates, credit spreads, currency rates, or the value of listed and non-listed equity securities or Real Estate funds, could reduce the value of investments made by Tikehau Capital and its total assets under management, which could materially adversely affect its earnings (and in particular income from management fees, which generally depends on the amount of the Group's assets under management, on which management fees are calculated as a percentage), shareholders' equity and financial position.

Any change in the fair value of Tikehau Capital's direct investments, particularly in the context of the Covid-19 pandemic crisis, would affect its earnings and shareholders' equity and could increase the volatility of its revenue.

The valuation of certain products offered by Tikehau Capital may be subject to changes related to differing interpretations as to appropriate methodologies, estimates and underlying assumptions.

Products offered by Tikehau Capital for which there is no trading market or observable market data are valued using models and methodologies based on certain estimates and assumptions, and to a large extent, based on the assessment of the fund managers. There can be no assurance that the valuations used by Tikehau Capital on the basis of these models and methodologies will always accurately reflect the actual or market value of the assets. In such circumstances, the liquidation of these assets at values below those predicted by models and methodologies may expose the funds and portfolios managed by Tikehau Capital to losses that would adversely affect its financial position, results and earnings.

The Covid-19-related financial crisis requires the various supervisory and/or reference bodies to specify the expectations and valuation methodologies expected in this particular context. Valuation models and criteria can be particularly sensitive and must therefore be subject to a detailed and appropriate review by the portfolio management and asset valuation teams in order to gain a better understanding of each asset's exposure to the crisis and the impacts on the underlying methodologies and assumptions. Given the significant evolution of the crisis in recent weeks, regular and close monitoring of investments is required and has been implemented.

Income from the outperformance of certain of its funds may increase the volatility of Tikehau Capital's revenue and earnings.

In addition to management fees on its assets under management, the Group's asset management companies may receive income related to the performance of the funds they manage (performance fees for open-ended funds and carried interest for closed-end funds). This outperformance-related income is more volatile than Tikehau Capital's management fees. This type of income only rewards Tikehau Capital when the contractual terms of the fund make such provision and the fund performance exceeds objectives specified in the fund documentation. If the objectives laid down in the contract are not met, this outperformance-related income is not payable to Tikehau Capital over a given period or, when the fund is liquidated, if the objectives are based on cumulative returns over the life of the fund. Moreover, to the extent that income related to outperformance is based on objectives that are not revised downwards when market conditions become less favourable, Tikehau Capital may not achieve the objectives in question for reasons beyond its control. All these parameters promote volatility in outperformance-related income, making the amounts difficult to predict, which may well be much lower than expected. A significant or sustained inability to earn outperformance-related income could hinder the Group's development and negatively impact its prospects and profitability.

Performance fees and revenue related to carried interest represented an amount of €6.3 million for the 2020 financial year.

Economic developments related to the Covid-19 pandemic crisis could affect the investment performance of certain funds managed by the Group and reduce their ability to generate outperformance-related revenue for Tikehau Capital.

Tikehau Capital is exposed to currency risks related to its foreign exchange investment transactions.

Tikehau Capital's exposure to currency risk relates to its investments in foreign currencies. As at 31 December 2020, Tikehau Capital had an exposure to currency risk on the pound sterling, the US dollar, the Singapore dollar and the Canadian dollar, as well as the Polish zloty, the Swiss franc, the South Korean won and the Japanese yen to a lesser extent. As of the date of this Universal Registration Document, Tikehau Capital has no currency hedges in place.

The global macro-economic environment resulting from the Covid-19 crisis is increasing currency volatility, which could increase the risk of loss of value in currency investment transactions.

The table below shows the impact on earnings of a change of +/-10% in these currencies against the euro and on the basis of the consolidated financial statements as at 31 December 2020:

(in millions of €)	Appreciation of 10% in the euro against the currency	Depreciation of 10% in the euro against the currency
As at 31 December 2020		
Pound sterling	(15.5)	+19.0
US dollar	(26.9)	+32.9
Singapore dollar	(10.7)	+13.1
Canadian dollar	(1.7)	+2.1
Australian dollar	(0.0)	+0.0
Polish zloty	(0.0)	+0.0
Swiss franc	(0.0)	+0.0
South Korean won	(0.0)	+0.0
Japanese yen	(0.1)	+0.1

See Note 27(c) (Market Risks – Exposure to currency risk) to Tikehau Capital's annual consolidated financial statements as at 31 December 2020.

Tikehau Capital may be exposed to interest rate risk and currency risk on its bank debt.

As of 31 December 2020, Tikehau Capital was exposed to interest rate risk on its bank loans and related hedges in the respective amounts of €202.0 million and €200.0 million.

To manage risks on its variable rates exposure, Tikehau Capital has contracted swaps whose total notional amount represents 100% of the nominal amount of variable debt borrowings as at 31 December 2020. The characteristics of these swaps are as follows:

(in millions of €)	Notional	Average fixed rate	Average maturity
As at 31 December 2019	403.1	0.50%	4.4 years
As at 31 December 2020	200.0	0.01%	10.0 years

Bank debts in foreign currencies are revalued at each close at the closing conversion rate. As at 31 December 2020, the Company was not exposed to currency risk on its bank debt but may become exposed to such interest rate risk in the future.

See Note 27(a) (Market Risks – Exposure to risks arising from bank debts) to Tikehau Capital's annual consolidated financial statements as at 31 December 2020.

Tikehau Capital is exposed to counterparty risk.

Tikehau Capital is subject to counterparty risk related to its cash investments and transactions in marketable securities. See Note 27(e) (Market Risks – Exposure to counterparty risk) to Tikehau Capital's annual consolidated financial statements as at 31 December 2020.

If the Group's counterparties in such transactions were to default or enter into insolvency proceedings, the Group would have to unwind such transactions and seek other counterparties in order to enter into other transactions. This situation could also result in the loss of certain assets, or even default by the Group. There can be no assurance that the Group would be able to enter into replacement transactions on the same terms or mitigate such losses, which may have a negative impact on its business, financial position and results.

Tikehau Capital may be exposed to liquidity and debt risks.

Tikehau Capital's indebtedness (including the maturity of its debt) as at 31 December 2020 is described in Note 14 (Borrowings and financial debt) to the Tikehau Capital consolidated financial statements as at 31 December 2020. The main terms of this debt are described in Section 5.2.3 (Liquidity and Capital Resources) of this Universal Registration Document.

The Company has conducted a specific review of its consolidated liquidity risk. In view of its debt position and available cash as of the date of this Universal Registration Document, Tikehau Capital expects to be able to meet future payment dates and is in compliance with the covenants governing its indebtedness. However, if the Group were to maintain too high a level of cash on its balance sheet, especially in an environment of low interest rates, this could cause the performance and future earnings of the Group to be lower than they might otherwise be as a result of under-utilisation of its cash resources.

The Group's gearing, *i.e.* a ratio that reflects gross debt on consolidated shareholders' equity, amounted to 36% as at 31 December 2020, compared to 32% as at 31 December 2019.

With respect to the funds managed by Tikehau Capital, the Group's policy is generally to limit the use of debt on investment operations, although certain of its Real Estate funds and certain of its Private Equity funds contemplate the use of leverage. When the funds managed by the Group have recourse to leverage for their investments, the relevant financing banks generally have a priority right to distribution of the income and assets for the relevant investments, which may be exercised should the underlying investments perform poorly. Thus, in the event of the poor performance of the assets of funds that have employed leverage, the relevant funds and their shareholders or unitholders' position (including the position of the Group, to the extent it makes direct investments in such funds) may be adversely affected by the existence of financing and the lending banks' priority rights to receive income and assets from the relevant funds. More generally, ability of the Group's leveraged funds to secure the financing contemplated by their investment strategies depends on credit being available from financing institutions on acceptable terms. A significant market decline or liquidity constraints could result in increased borrowing costs beyond acceptable thresholds and/or a loss of financing sources, as a result of which the Group's leveraged funds could be unable to contract the debt required to carry out planned investments on acceptable terms. This, in turn, could have a material adverse impact on their ability to implement their investment strategy, on their assets under management or the Group's asset management revenue earned from managing such funds.

Lastly, open-ended funds in Capital Markets Strategies managed by Tikehau Capital, that is, those from which investors may withdraw all or part of their investment at any time, could be subject to significant, even mass withdrawal requests from investors and might be unable to honour them. In that event, the Group may be faced with significant liquidity pressure and, potentially, investor claims, which could have a material adverse effect on its liquidity position, operations and results of the Group.

In the current context, Tikehau Capital has a strong balance sheet and ample available cash. The Group believes that it has the resources to face the crisis in the global economy.

2.1.6 Risks of retaining teams and "key people"

The inability of Tikehau Capital to recruit and retain employees could cause it to lose clients and result in a decline in its assets under management, revenue and earnings.

The success of Tikehau Capital Asset Management activity depends largely on the talent and efforts of its highly skilled workforce and its ability to contribute to their development in order to support the growth of the business in the long- term. Portfolio managers, financial analysts, product specialists, sales personnel and other professionals operate in a highly competitive labour market. The ability of Tikehau Capital to attract and retain excellent employees depends on the Group's reputation, the remuneration and benefits granted to its employees, and its commitment to ensuring the renewal of management positions, particularly by contributing to the development and training of qualified people. There is no guarantee that Tikehau Capital will successfully continue its efforts to recruit and retain staff, or that it will effectively manage the career development of its employees. If Tikehau Capital were unable to recruit, motivate and retain high-quality employees, its competitive strengths and its ability to retain its clients could be negatively affected.

Tikehau Capital is dependent on an experienced and stable executive team.

The success of Tikehau Capital is highly dependent on the skills and expertise of its executive and management team, the members of which have extensive knowledge of the Group's sector, its challenges and the Group's investor-clients, and who since the Group's creation have played and will continue to play a key role in its growth and continued business development. The retention mechanisms in force to retain key employees, such as participation in the performance-based incentive schemes provided by the vehicles managed by the Group, may not be sufficient to ensure the retention or motivation of its executive and management team given the competitive nature of recruiting in the Group's sector. In particular, the loss of a key member of the Group's executive and management team, especially if an adequate replacement is not found in a timely manner or at all, could have a material adverse effect on its reputation, its business, operating profit and financial position.

Tikehau Capital relies on key individuals to manage the funds during their investment periods. Many of its funds include provisions that provide that the departure (or reduction in substantial involvement with the fund) of more than a specified limited number of identified key persons connected with such fund or the Group within a given period results in a suspension of new investments by the funds until a suitable replacement has been found and required approvals have been obtained. In some funds, the departure of more than a specified number of key persons may also give rise to their placement of the manager of the fund. Certain employees are designated as "key persons" within funds managed by the Group in accordance with these clauses. As a result, the departure of certain key persons from the Group or their inability to devote time to managing the funds in question could result in the temporary or permanent termination of new investments by such funds. Any interruption to the investment periods of its funds could have a material adverse effect on the Group's reputation, growth in the Group's assets under management, the fees earned by the Group for managing such funds or the ability of the managed funds to achieve their investment objectives.

2.1.7 Risks of a halt to development (organic and/or external growth), or shrinkage of business activities

Demand from Tikehau Capital's investor-clients depends on factors beyond its control and which affect the asset management market generally.

Several factors beyond the control of Tikehau Capital could significantly impact client demand for its Asset Management activity. Unfavourable market conditions may limit net inflows under the combined effect of a reduction of new investments in Group vehicles and, for activities carried out through open-ended funds, increased requests for withdrawal from the funds managed by Tikehau Capital. These factors include:

- the macro-economic environment in general, or more specifically in the countries in which Tikehau Capital markets its products, which may affect the ability of investors to invest;
- the performance of markets for listed securities, in particular in countries where Tikehau Capital sells its products, which may impact demand from Tikehau Capital clients and the amounts of their investments in existing or new strategies;
- the level of interest rates and the performance delivered by products in competition with those of Tikehau Capital in the countries in which Tikehau Capital operates;
- tax arrangements that favour competing products, and any change or proposed change to existing arrangements favourable to Tikehau Capital products; or
- any regulatory changes impacting the financial markets and asset managers, and in particular any regulatory requirement making Tikehau Capital products less attractive, as well as regulatory changes that impact the ability of market participants to invest in Tikehau Capital products.

If demand by Tikehau Capital investor-clients were to be adversely impacted by any of these factors, net inflows and assets of Tikehau Capital would decline accordingly, thus lowering its revenue and earnings.

Investor-client demand for the asset classes managed by Tikehau Capital could decline.

Tikehau Capital offers a wide range of solutions across its business lines. Investor demand for certain asset classes could, however, vary from one year to another and in different markets, depending in particular on the attractiveness of a particular asset class or changes in applicable regulations and tax frameworks. In addition, new attractive asset classes could emerge, some of which may not already be part of the Tikehau Capital product offering. A concentration of demand in asset classes other than those managed by Tikehau Capital could affect its competitive position, reducing its assets under management and net revenue from management, and negatively impacting its results.

As the general macro-economic environment and the volatility of the equity, fixed income and credit financial markets are strongly affected by the Covid-19 pandemic crisis, this could affect investor-client demand for the asset classes managed by Tikehau Capital.

In Capital Markets Strategies, Tikehau Capital's investor-clients may request withdrawal of their assets from its funds at any time.

Management fees accounted for 97.0% of the revenue generated by Tikehau Capital's Asset Management activity in 2020 (amounting to €198.6 million); these fees are primarily calculated based on fee-paying assets under management. A significant number of the funds managed by Tikehau Capital (approximately €4.2 billion, *i.e.* 14.7% of Tikehau Capital's assets under management as at 31 December 2020) are open-ended, *i.e.* they are funds which investors may seek to exit by requesting the redemption of all their shares at any time. If financial markets were to deteriorate, if the return recorded on Tikehau Capital products were not sufficient, or if clients were not satisfied with the quality of the services provided by Tikehau Capital (for example with regard to the performance of products or the format of the reporting), the pace of requests for redemption or withdrawals from the funds could accelerate. These withdrawals and redemptions would have an immediate negative impact on the Group's assets under management, revenue and results.

The current context of the Covid-19 pandemic crisis and the resulting liquidity needs of certain investor-clients could increase the probability of this risk materialising.

The decision by Tikehau Capital of whether or not to give financial support to certain funds could expose it to significant losses.

Although it is under no legal or regulatory obligation to indemnify losses sustained by its funds, or to support its funds in the event of a liquidity crisis, Tikehau Capital could voluntarily decide to provide financial assistance to those of its funds which have sustained significant losses (to prevent clients from quickly withdrawing their assets) or which are encountering liquidity issues as a result of significant numbers of withdrawal requests. Any support given to these funds could consume capital and force Tikehau Capital to raise cash to meet the needs of the funds concerned. Moreover, the decision by Tikehau Capital to not provide aid to those funds or its inability to do so could damage its reputation and cause a decline in its assets, its revenue and earnings.

In the current context of the Covid-19 crisis, the risk of providing or not providing financial support to certain funds could expose it to significant losses even though, to the best of the Group's knowledge, no such need has arisen as of the date of this Universal Registration Document.

Tikehau Capital may not be able to implement successful external growth transactions.

Although Tikehau Capital believes that organic development constitutes its main source of future growth, the Group envisages external growth transactions in order to strengthen its management platforms and expand its geographic presence and product offering. Tikehau Capital might however not be able to identify attractive targets or conclude transactions in a timely manner and/or under satisfactory terms. Moreover, Tikehau Capital might not be able, particularly bearing in mind the competitive environment, to complete the external growth transactions that might be envisaged in light of its investment criteria, which could have a significant negative impact on the implementation of its strategy. In addition, in order to obtain the authorisations required for acquisitions from the relevant authorities in one or more countries, it is possible that Tikehau Capital would be forced to accept certain conditions, such as the sale of certain assets or branches of business and/or commitments that would restrict the pursuit of its business.

External growth involves risks and in particular: (i) the assumptions of the business plans underlying the valuations may not be realised, in particular as regards the synergies, the expected savings and the evolution of the markets concerned; (ii) the Group may not successfully integrate the acquired companies, their technologies, their areas of expertise and/or their employees, (iii) the Group may not be able to retain certain key employees or customers of the acquired companies; (iv) distribution partnerships may not be successful in attracting clients and increasing Tikehau Capital's net inflows; (v) Tikehau Capital could increase its debt to finance its acquisitions, or remunerate the acquisitions by issuing new shares; (vi) the systems of the target companies as well as the monitoring of assets under management or the management of assets and internal reporting of these target companies may not be aligned with those of the Group, and (vii) Tikehau Capital may make acquisitions at an inappropriate time in the market in question. The expected benefits from future or completed acquisitions may not materialise in the timeframe and at levels expected, or at all, and could affect the financial position and earnings of Tikehau Capital, as well as its prospects.

The Tikehau Capital development model requires the availability of its own resources, and it cannot be guaranteed that Tikehau Capital will be able to find or draw on such resources.

The Tikehau Capital development model requires the availability of its own resources, in particular the resources of its balance sheet. Therefore, to drive its strategy, Tikehau Capital needs to maintain available investment capacity (particularly for investment in its new funds or strategies or to support the development of its platforms). To this end, and once Tikehau Capital has invested its available resources, it cannot be guaranteed that Tikehau Capital will be able to find or draw on new and attractive sources of capital or debt financing (due, for instance, to a contraction of the supply of bank credit or the inability to seek financing from the markets) to enable it to continue to allocate its balance sheet resources in accordance with its strategy. To continue to allocate its resources optimally, the ability to adjust portfolio investments strategically may be required to make the necessary resources available. However, it is possible that Tikehau Capital may not be able to successfully optimise its portfolio, which by nature depends on events beyond its control (for instance, opportunities to sell on favourable terms or the maturity date of the relevant funds). Conversely, in a low interest rate environment, excessive amounts of cash not invested could impact the profitability of Tikehau Capital.

Tikehau Capital is exposed to a risk of fluctuation in its results.

Tikehau Capital has experienced in the past and could experience in the future significant fluctuations in its results due to a number of factors affecting (i) its Asset Management activity, such as variations in its management or performance fees, in its operating expenses or the intensity of competition in its market, and (ii) its Direct Investments activity, such as variations in the valuation of its assets (in particular listed assets), dividends or interest received, the timing of its realisation of underlying gains and losses, its level of indebtedness, and changes in macro-economic and market conditions (as may be the case for the macro-economic changes resulting from the Covid-19 pandemic related crisis).

Tikehau Capital's Investment activity and strategy also present a risk of loss of the amounts invested either in the Group's strategies or in direct investments, for example if the fund does not achieve the expected performance objectives or if the Company in which the investment was made is bankrupt or faces serious difficulties. No guarantee can be given as to the realisation of profits from the Group's investments or even the recovery of sums invested or due. There can be no assurance that the investments made by Tikehau Capital will generate profits, nor that the amounts committed by Tikehau Capital in connection with its investments will be recovered.

Tikehau Capital may not be able to develop new products and services or to meet the demand of its investor-clients through the development of new products and services, which are also likely to expose it to operational risks or additional costs.

The performance of Tikehau Capital depends, in particular, on its ability to develop, market and manage new services and products, to be able to meet the demand of its investor-clients. The development and introduction of new products and services on the market require continuous efforts in innovation, as well as investment in time and significant resources. The introduction of new products and services is a factor for risk and significant uncertainties, requiring the introduction of new control systems adapted to meet changing demand and markets, to ensure the competitiveness of these products and services and their compliance with regulatory requirements. If Tikehau Capital were no longer able to support its efforts towards innovation, or to successfully launch new products, its assets, its revenue and earnings could be adversely affected.

Tikehau Capital may not be able to obtain dedicated fund management from new institutional clients or may be forced to renew existing contracts on unfavourable terms.

Most often, Tikehau Capital obtains the management of dedicated funds as a result of the tendering processes. Despite the significant time and resources devoted to the preparation of these tenders, unless attractive terms are offered by the Group, Tikehau Capital could fail to win new contracts. Furthermore, Tikehau Capital may fail to retain existing contracts if it does not meet certain requirements of, or objectives set out in, such contracts. To combat competitive pressure, Tikehau Capital may have to reduce the amount of its fees, which would impact its profitability. Furthermore, and in order to encourage clients to renew their contracts on expiry or prevent their termination, Tikehau Capital could be forced to revise its fee terms downward, negatively impacting revenue and margins. Otherwise, Tikehau Capital could lose its clients to competitors, resulting in a reduction in assets under management and associated revenue and a negative impact on its results.

Tikehau Capital may not be able to obtain dedicated fund management from new institutional clients or may be forced to renew existing contracts on unfavourable terms.

Most often, Tikehau Capital obtains the management of dedicated funds as a result of the tendering processes. Despite the significant time and resources devoted to the preparation of these tenders, unless attractive terms are offered by the Group, Tikehau Capital could fail to win new contracts. Furthermore, Tikehau Capital may fail to retain existing contracts if it does not meet certain requirements of, or objectives set out in, such contracts. To combat competitive pressure, Tikehau Capital may have to reduce the amount of its fees, which would impact its profitability. Furthermore, and in order to encourage clients to renew their contracts on expiry or prevent their termination, Tikehau Capital could be forced to revise its fee terms downward, negatively impacting revenue and margins. Otherwise, Tikehau Capital could lose its clients to competitors, resulting in a reduction in assets under management and associated revenue and a negative impact on its results.

Tikehau Capital is exposed to significant competition.

The alternative asset management market is highly competitive with limited barriers to entry. The main competitors of Tikehau Capital are asset managers, some of which offer similar products to those of Tikehau Capital. This competition is based on a number of key factors: returns generated by investments, amount of fees charged, quality and diversity of the range of products and services, name recognition and reputation, efficiency of distribution channels, capacity for innovation, etc.

In the asset management industry, management fees are generally calculated by applying a percentage to the assets under management, the fee rate depending in particular on the nature of the product and other factors. Although Tikehau Capital seeks to offer customers ground-breaking solutions, a broad choice of investments remains available to investors, notably institutional investors who are the clientele mainly targeted by Tikehau Capital. Institutional clients generally use tendering processes. Unless it succeeds in providing differentiating services as part of its offer, Tikehau Capital could be forced to reduce its fee rates to address competitive pressures, avoid loss of clients and/or launch new funds and strategies, which would lead to a decrease in its assets under management, revenue and results. In addition, the entry of new players into the asset management market would increase competition, and could have a material adverse effect on Tikehau Capital's business, operating profit, financial position and prospects. Finally, asset management products compete with other types of investments offered to investors (equity, vanilla and structured bonds, regulated and non-regulated bank deposits, real estate, etc.), and investors may prefer these other investments to those provided by Tikehau Capital, adversely impacting its ability to raise funds for its investments and its performance and results.

2.1.8 Risks related to the legal form, Articles of Association and organisation of Tikehau Capital

The Company's main shareholder (Tikehau Capital Advisors) controls the Company due to the Group's legal structure, and any person seeking to take control of the Company may not, in practice, do so without first securing the consent of Tikehau Capital Advisors.

Given the legal structure of the Company as a partnership limited by shares (*société en commandite par actions*), a shareholder who might obtain control of the majority of the Company's share capital and attached voting rights, including through a tender offer, will be unable to control the Company without having received, pursuant to legal provisions and the Company's Articles of Association, the agreement of Tikehau Capital General Partner, a company wholly-owned by Tikehau Capital Advisors, acting as general partner. Such an agreement would, in particular, be necessary for making the following decisions:

- appointment or removal of a Manager;
- amendment of the Company's Articles of Association; and
- appointment of new general partners.

As a result of the foregoing, any shareholder who is able to take control of the Company's share capital and attached voting rights and who seeks to amend the Company's Articles of Association, appoint one or more new managers or terminate the office of Manager of Tikehau Capital General Partner will not have the practical ability to do so without the agreement of Tikehau Capital Advisors.

These provisions are thus likely to prevent the change of control of the Company without the agreement of Tikehau Capital Advisors. As of 31 December 2020, the capital of Tikehau Capital Advisors was divided between the founders and managers of Tikehau Capital who together hold, through structures, 67.16% of the capital and voting rights of Tikehau Capital Advisors and a group of institutional shareholders with the balance of 32.84%.

The Manager of the Company has extremely broad powers.

The management of the Company is undertaken by a sole Manager, Tikehau Capital General Partner, also the only general partner of the Company. Tikehau Capital General Partner is wholly owned by Tikehau Capital Advisors. The Chairman of Tikehau Capital General Partner is AF&Co, and its CEO is MCH.

The Manager of the Company has the broadest of powers to act in all circumstances on behalf of the Company. Moreover, it is clear from the legislation applicable to partnerships limited by shares and the Company's Articles of Association that removal of the Manager can only be decided by unanimous resolution of the general partners, or by the Commercial Court for a legitimate cause at the request of any partner, or (pursuant to Article L.226-2 of the French Commercial Code and Article 8.1 of the Company's Articles of Association) at the request of the Company. Because Tikehau Capital General Partner is both sole general partner and Manager of the Company, any possible wish of the limited partners of the Company (even if by a wide majority) to terminate Tikehau Capital General Partner's Manager office will require an application to the courts for such dismissal. Given these conditions, there is no certainty for the shareholders that they will be able to remove the Manager.

Moreover, the powers of the limited partners are restricted to a small number of decisions, for example, amendment of the Company's Articles of Association (such an amendment also requires the prior agreement of the general partner), approval of the financial statements and the proposal for the allocation of income, the appointment or resignation of the members of the Supervisory Board or the appointment and dismissal of the Statutory Auditors. Whilst the Supervisory Board and its Committees exercise control of the management of the Company and, in this framework, may ensure that the Manager does not exercise its management authority abusively (within the limits of their duties of supervision), they may under no circumstances control the Manager's actions nor remove the Manager. In addition, the limited partners (*i.e.* the holders of securities subscribed for or acquired on the market) will be unable to institute effective checks and balances against the Manager (though, in the event that a fault of the Manager could be claimed, one or more limited partners could take action *ut singuli*, *i.e.* on behalf of the Company against the Manager).

As a result of the foregoing, shareholders in the Company will be limited in their ability to influence actions of the Company and may not be able to effectively counteract any decisions or strategies of the Company undertaken by the Manager with which they disagree.

2.1.9 Management of the Covid-19 pandemic

As regards the Covid-19 pandemic, the Group's priority is first and foremost the protection of its employees and partners, and a set of necessary measures have been put in place to ensure the continuity of the Group's business under the best conditions in all countries where the Group operates.

Group structure

The health and safety of everyone who works at or with the Group is of paramount importance, and steps have been taken to protect them.

The Group endeavours to, and believes that it is, dealing with the pandemic in an appropriate and responsive manner. From the first signs of a risk of pandemic, strict measures were implemented, first in Tikehau Capital's offices in Asia, then very quickly in all other offices worldwide.

As part of its business continuity plan, the Group took several initiatives to minimise disruption to its day-to-day activities and to ensure that its operating systems continue to work safely as the pandemic develops.

Accordingly, the Group has adapted its organisation in application of the recommendations issued by each country in which the Group has offices in order to continue its activities under the best conditions and to deal with the situation resulting from the pandemic:

- a supervisory Committee, tasked with overseeing all developments related to the pandemic, has been set up and includes members of the bodies representing the employees. It meets as often as necessary and adapts the prevention, organisation and (internal or external) communication measures as the situation changes. A representative has been appointed in each Tikehau Capital office. The Group's global presence enables this Committee to operate 24 hours a day, 7 days a week;
- the Group's IT and Compliance teams ensured, prior to the initial lockdown measures, that the business continuity plans (BCP) were fully operational and that remote working could be fully deployed for every Group employee if necessary;
- government directives are being closely monitored by the Group's teams. Advice and assistance are available to employees every day *via* their applications;
- a Covid-19 contact person has been appointed in each French entity.

In each of the Group's offices and irrespective of their size or country of location, every team is constantly working to improve the Group's interventional capacity whilst making sure to reassure teams within the Company. Prevention is key, and all efforts are being made at Tikehau Capital to fight this epidemic in an organised and effective manner.

Management of portfolio investments at the level of the Tikehau Capital balance sheet or its funds under management

Portfolio companies remain the priority for the investment teams. The teams are in close contact with the management teams of these companies so as to assess the potential impacts of Covid-19 and ensure that they are anticipated and that any problems are dealt with by making operational and financial recommendations.

As regards the investment policy, and given the highly volatile markets, investments are constantly and very closely monitored, with concentrated monitoring efforts on the positions taken for Capital Markets activities and an assessment of the potential short- and medium-term impact (based on a classification by alert level) and of the specific steps to take is regularly updated.

As for investments in private assets, the investment teams are also in permanent contact with management of each company in which the Group or its funds are invested. The Group provides strong support to its investments by being very proactive and present alongside portfolio companies, advising them on the steps to take to protect their businesses and helping them to manage this difficult situation.

The Group remains extremely prudent regarding opportunities that present themselves and which it continues to closely examine. The uncertainty and high volatility caused by the pandemic have led the Group to continue to be prudent and rigorous in its investment choices.

Outlook

Tikehau Capital has no plan at this time to change its strategy due to the pandemic. Its strategies are based on a rigorous long-term and fundamental investment approach. The Group's priority is to safeguard the investments in its portfolio, to assess the impacts of the Covid-19 pandemic on the economy, to make investments that are resilient in the face of the current economic and health situation and, more broadly, to participate in the economic recovery, in particular by positioning itself as a partner in the context of economic support.

Tikehau Capital has a solid balance sheet and ample available cash. The Group considers that it has the resources to face the crisis in the global economy.

Over the last few months, the Group has adopted a prudent strategy in terms of investments and risk-taking. In this new context imposed by the spread of the Covid-19 pandemic, the selectivity of its investments has been further enhanced. The Group intends to have the ability to grasp opportunities that arise but also, and more crucially, to act as an active investor alongside the companies in which it has invested.

Finally, the current context does not call into question Tikehau Capital's 2022 targets of reaching more than €35 billion of assets under management and generating more than €100 million in net operating profit from Asset Management activity.

2.2 INSURANCE

The Group reviews the structure and extent of its insurance coverage at least annually.

Tikehau Capital benefits from insurance policies covering the general and specific risks to which its business exposes it. The implementation of insurance policies is based on determining the necessary level of cover to address the occurrence, reasonably estimated, of liability, damages or similar risks.

Accordingly, Tikehau Capital Advisors have taken out several dedicated insurance policies with leading insurance companies on behalf of all Group companies.

The main terms of these insurance policies are:

- Business and Professional Liability Insurance (RCPE policy) – This insurance policy provides worldwide coverage of up to €50 million per insurance period for 2021 (compared to €40 million in 2020) for the financial consequences of a claim lodged by a third party involving (i) the individual or joint civil liability of the policy holder and/or its agents, due to any professional misconduct (error, negligence or omission) committed in the performance of the insured activities (including the acquisition of equity interests in the companies held in the portfolio, the management of securities and advisory activities), and (ii) the individual or joint civil liability of any director or officer of a company in the portfolio, due to any mismanagement in the performance of their duties. This RCPE policy also includes components covering other specific risk categories, such as risks related to fraud;
- Cyber-security Policy (Cyber) – In 2020, cyber-risks were covered by the RCPE policy (up to a limit of €5 million per insurance period). In 2021, these risks are covered by a dedicated insurance policy on a worldwide basis, up to a limit of €5 million per insurance period;
- Directors and Officers Liability Insurance (RC) – This insurance policy provides worldwide cover with a cap of €50 million per insurance period in 2020 and 2021, for the financial consequences of a claim involving the individual or joint civil liability of the policy holder's directors and officers, whether they are individuals or legal entities, in the event of misconduct in the performance of their duties, and the costs of civil and criminal defence related thereto (specifically excluding wilful misconduct, personal benefits or remuneration wrongfully received, compensation for damage or injury).

The terms and conditions of these policies (risks covered, amounts guaranteed and deductibles) are adjusted continuously according to the opinion of an expert specialising in financial sector insurance, so that they are best suited to the risks inherent to Tikehau Capital's business.

To the knowledge of the Company, no risk is uncovered, and no significant claim event has been reported during the last three years by the Company or by one of the Group entities under its insurance contracts.

Even though Tikehau Capital has taken out professional liability insurance and the Group annually reviews and adjusts the adequacy of its insurance coverage with respect to the nature of its business, its strategy and the size of its balance sheet, liability claims can sometimes result in significant payments, which may not be borne in full by insurers. Tikehau Capital cannot guarantee that its insurance policy coverage limits will be adequate to protect the Group from all future requests for indemnification arising out of claims, or that it will in the future be able to maintain its insurance policies under favourable conditions. The Company's business, income, financial position and prospects could be significantly affected if, in the future, the Group's insurance policies were to prove inadequate or unavailable.

2.3 RISK MANAGEMENT AND INTERNAL CONTROL SYSTEM

The Group, with the support of its Manager and Tikehau Capital Advisors, closely associates risk management with internal control. The Group's risk management and internal control mechanisms are based on a set of resources, procedures and appropriate actions to ensure that the necessary steps are taken to identify, analyse and control:

- risks that may have a significant impact on the assets or the achievement of the Group's objectives, whether operational or financial, or aimed at compliance with applicable laws and regulations; and
- activities, the efficiency of operations and the efficient use of resources.

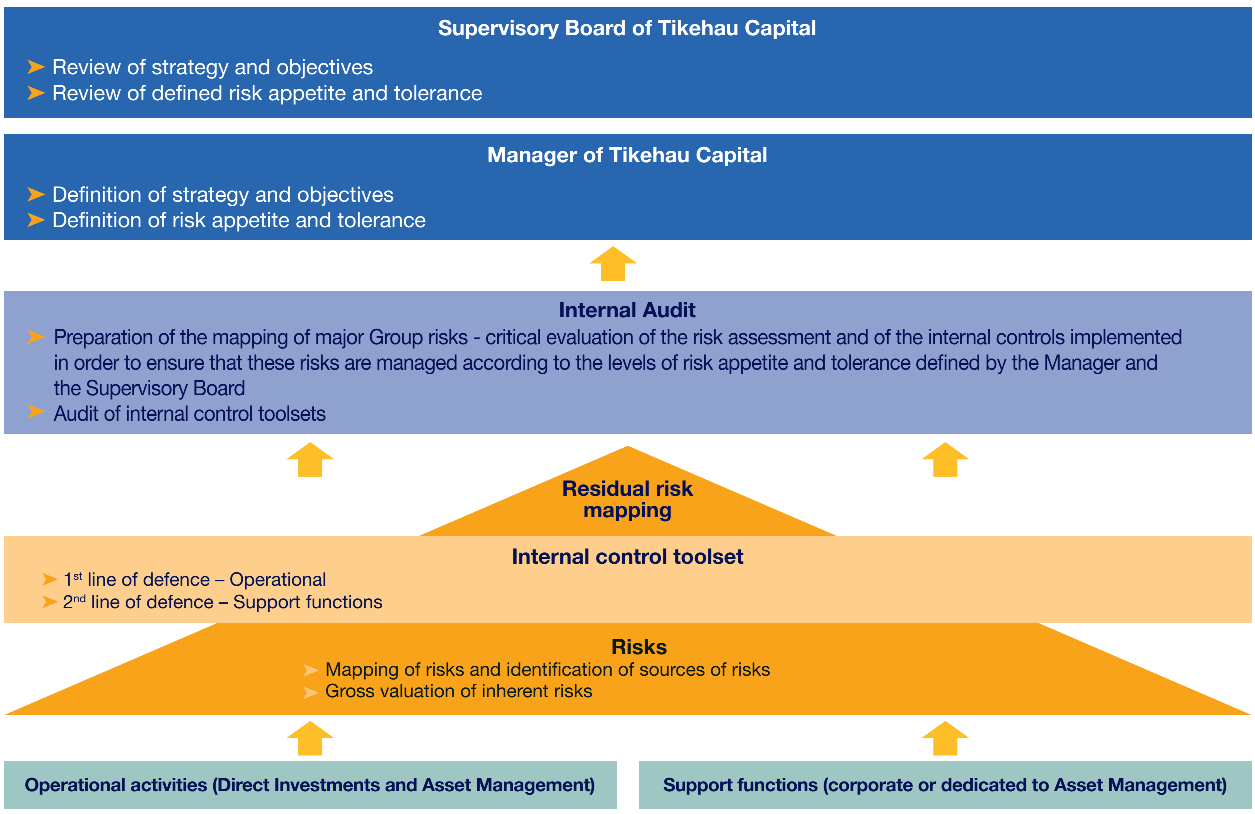
2.3.1 Definition and objectives of internal control

Internal control is a system within the Company and its subsidiaries, defined and implemented under their responsibility, which seeks to ensure:

- compliance with applicable laws and regulations;
- the application of instructions and guidelines set by the Manager or the executive management of each Group entity;
- the application and proper running of the internal processes of the Company and its subsidiaries, including those relating to the safeguarding of their assets;
- the reliability of financial and accounting information; and
- in general, its contribution to the control of their activities, the efficiency of their operations and the efficient use of their resources.

By participating in the prevention and control of risks and particularly the risks of failing to achieve the objectives set by the Company for itself, the internal control system plays a key role in the steering and management of its various activities. With the first and second lines of defence, its main objective is to reduce all the risk factors inherent to the Group's activities to residual risks subject to specific control and management measures, and to the level of appetite or tolerance acceptable in light of the levels defined by the Manager and reviewed by the Supervisory Board.

In essence, it consists in the processes implemented (i) by the Company with the support of Tikehau Capital Advisors or (ii) independently by its subsidiaries, which are intended to provide the Company with reasonable assurance that transactions are actually achieved and optimised in accordance with objectives, that the financial information is reliable and that laws and regulations are complied with. However, internal control cannot provide absolute assurance that the objectives of the Group will be achieved.



Lastly, the internal control procedures in place are intended to ensure the quality of accounting and financial information, and in particular:

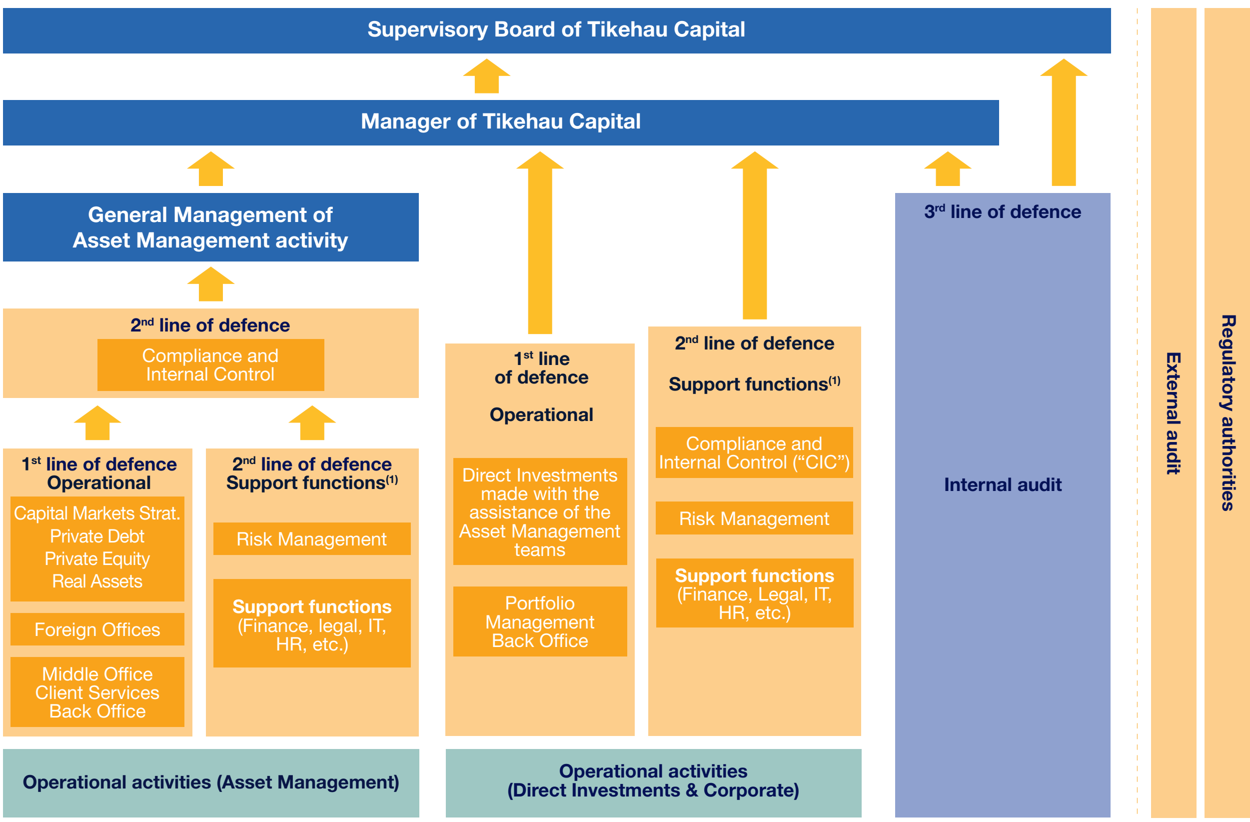
- to ensure the validity and completeness of the transactions entered in the accounts of the Company and its subsidiaries;
- to ensure that management actions fall within the strategic guidelines adopted by the Manager or the executive management of each entity and that they comply with the Group's Internal Rules;
- to confirm the valuation methods of transactions and portfolio lines;
- to ensure that transactions, including those that are off-balance sheet, are properly associated to the relevant financial year and recorded in the accounts, including off-balance-sheet commitments, in accordance with current accounting standards, and that the accounting measures used for the presentation of financial statements comply with applicable regulations; and
- to check that the accounting, financial and management information reflects fully and accurately reflects the business activity and financial situation of the Company and its subsidiaries.

2.3.2 Organisation of control functions

Internal control is everyone's business, from management and control bodies to all the employees of the Company and its subsidiaries, as well as the employees of Tikehau Capital Advisors who support the Company and its subsidiaries.

The internal control system is organised to respond to both the specific regulations applicable to Asset Management activities and the specific obligations arising from its status as a listed company.

Each system is structured around an independent activity of its own and can be summarised as follows:



(1) The function of Corporate support can be dedicated to a company or an activity or be cross-functional for the whole Group.

The organisation of the Company's internal control is supervised by the Supervisory Board, as described below.

Supervisory Board

It is the responsibility of the Manager to report to the Supervisory Board on the main characteristics of the internal control system, its deployment within the Group and the measures implemented to improve it.

Where needed, the Supervisory Board may use its general powers to carry out any inspections and verifications it deems necessary or take any other action it considers appropriate in the matter.

In accordance with the provisions of Article L.226-9 of the French Commercial Code, the Supervisory Board is in charge of the permanent control over the management of the Company. To this end, it has the same powers as the Statutory Auditors. It makes a report to the Annual General Meeting of the Shareholders, in which it indicates, in particular, the irregularities and inaccuracies noted in the annual and consolidated financial statements for the financial year. Ahead of the meeting, it is presented with the same documents, and at the same time, as the Statutory Auditors.

Audit and Risk Committee

The Audit and Risk Committee, a specialised Committee of the Supervisory Board, has the following main responsibilities:

- review of the results of the statutory audit and the way in which the statutory audit contributed to the integrity of the financial information;
- overseeing the financial reporting process and making recommendations or proposals to ensure its integrity;
- monitoring of the effectiveness of the Company's internal quality control and risk management systems and, where appropriate, of the Company's internal audit of financial information;
- oversseing the statutory audits of annual and consolidated financial statements and, in particular, their execution; and
- assessment and monitoring of the independence of Statutory Auditors.

(See Section 3.4.2 (Committees of the Supervisory Board – Audit and Risk Committee) of this Universal Registration Document).

Manager

The Manager approves the internal control systems put in place according to the defined risk management objectives. The Manager reports to the Supervisory Board on the internal control system, its deployment within the Group and the actions put in place to improve it.

The Manager also relies on *ad hoc* Committees composed of representatives of the Group's senior management, in particular the Capital Allocation Committee for investment decisions, the operation of which is detailed below in the first-level controls on the Direct Investments activity.

Third-level controls

Internal audit

The Internal Audit Department periodically ensures the regularity, security and efficiency of operations as well as the management of all types of risks across all Group entities. It carries out cross-functional control over all activities and business flows.

Controls take place according to a multi-year schedule covering the main processes identified at least once per three-year period. This schedule is based on either (i) a full review of an independent entity (company, branch) by country, or (ii) a cross-functional Department approach (business line teams or support functions).

The multi-year audit programme is defined according to, on the one hand, the results of the mapping of major risks and the materiality matrix of ESG issues, and, on the other hand, on the assessment of the internal control system expected for each structure or activity on the one hand. It may be updated and/or amended depending on changes in the Group's scope, or on the emergence of a risk area identified during an audit or an update of the risk mapping and the materiality matrix of ESG issues, or at the request of the Management or the executive management of the Group entities for specific missions.

Its work can be organised around functions such as financial audit (review of financial statements, examination of systems and rules established to ensure the reliability of financial information), operational audit (review of main cycles of business and analysis of the organisation in place to ensure it can control risks and achieve the objectives set) or specific missions such as diagnostic or organisational assignments.

Each assessment results in a report and proposals for improvement, the implementation of which is monitored. The Internal Audit Department presents its findings to the executive management of the Group entities and the relevant Audit and/or Risk Committees.

The Internal Audit Department reports to the Deputy Chief Executive Officer of Tikehau Capital Advisors and operationally to the Audit and Risk Committee.

Second-level control

Compliance and Internal Control

The Compliance and Internal Control Department makes sure at all times, on the one hand, of the compliance with regulatory requirements in third-party management and, on the other hand, of the compliance with regulations on money laundering, terrorist financing, fraud, personal or professional ethics, internal and external corruption and circulation of inside or confidential information. It monitors regulatory changes and adapts and organises internal procedures so that the system is able to meet the organisational requirements of the local regulator of the country where the regulated activity is conducted.

Depending on their scope of intervention, the compliance and internal control teams report to the Chairman of each management company, and functionally report to the Group's compliance and internal control Director. They present their findings to the Compliance and Internal Control Committees of the various entities to which they are attached and also share their findings with the Internal Audit Department, who receives all of its reports.

The Compliance Department performs second-level controls and leads the permanent control system.

Risk management

The risk management teams carry out second-level controls, mainly on market risks, and define the valuations of investments made by the funds under management. Given the nature of these activities, risk management teams may sometimes be pooled between certain management companies.

As such, these teams:

- verify that the Company and its clients are not exposed to financial risks beyond their threshold of tolerance;
- check that market, liquidity, credit and counterparty risks are controlled and that management constraints are complied with; and
- independently review the valuation of investments used in the funds under management.

The risk teams report to the Chief Executive Officers of each management company depending on the scope of their checks. They present their findings to the Risk Committees and/or the various entities to which they refer; as a permanent guest of these Committees, the Internal Audit Department receives all of these reports.

Finance Department and Tax Department

The Finance Department of Tikehau Capital Advisors handles the core areas of finance, treasury, accounting and financial control (particularly portfolio management).

As such, this team:

- carries out, where appropriate with the aid of external auditors, the preparation of the statutory accounting statements on a quarterly frequency and the consolidated accounting statements on a half-yearly basis;
- co-ordinates and oversees the budgeting process and monitors budgetary implementation and financial control; and
- supervises all Group financing and cash management transactions.

The Finance Department reports to the Deputy Chief Executive Officer of Tikehau Capital Advisors.

The Tax Department has responsibility for the core areas of tax reporting, analysis of the tax consequences of investment transactions or structuring of funds; it reports to the Deputy Chief Executive Officer of Tikehau Capital Advisors.

Legal Department

The Legal Department handles the review of contracts, assists where needed in the structuring of investment or the financing of transactions, and in the monitoring of regulatory provisions applicable in all the jurisdictions where the Group operates or is present.

As such, this team:

- reviews all legal documentation for the structuring of funds or investments;
- overseeds compliance with regulatory requirements related to listed companies;
- prepares the working documentation for the various governance bodies of the Company and its subsidiaries;
- monitors any disputes or litigation;
- monitors the legal aspects of external growth transactions and partnerships; and
- undertakes regulatory and legal surveillance.

The Legal Department's teams report to the Group's General Counsel and are located in the operating structures and, if relevant, in accordance with any specific operational requirements.

ESG team

A team of three people is dedicated to ESG issues across the Group, the funds managed by the Group and their investments. They are responsible for (i) overseeing the integration of the ESG policy in all activities and by all teams, (ii) develop ESG, impact and climate skills across the different teams, (iii) participating in commitment measures with portfolio companies, and (iv) leading the Group's Committees on ESG matters.

IT Department

The IT Department handles all the core areas that define the structuring of the IT system and the security of IT infrastructure or business tools.

The IT teams dedicated to business management tools and the IT teams dedicated to infrastructures all report to the Head of Information Technology, who in turn reports to the Deputy Chief Executive Officer of Tikehau Capital Advisors.

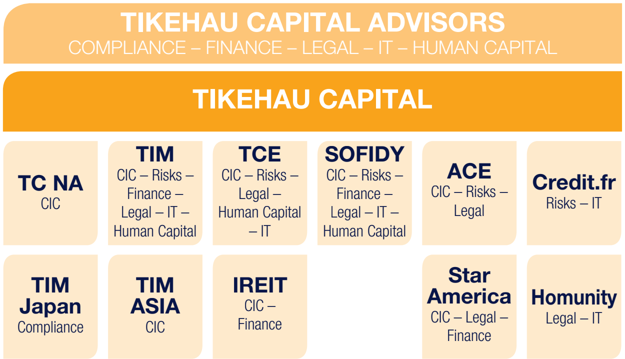
The IT Department regularly communicates to the Compliance and Internal Control teams the results of security checks and action and development plans implemented at Group level concerning the IT systems of infrastructures or business lines.

Human Capital Department

The Human Capital Department is responsible for recruitment, career management and training, the preparation of compensation policies (including the compensation policies for employees that fall under the scope of the AIFM and UCITS V Directives) which will be reviewed by the Appointment and Remuneration Committee, and the management of employee payroll and insurance schemes (health insurance, disability-incapcity-death coverage funds (*prévoyance*), etc.).

Organisation by legal entity

The second-level functions are split by company as follows:



First-level control

The first level of control is the responsibility of the operational management of the various business lines and is exercised through functions such as the front, middle and back office (the latter can be outsourced) or other operational support functions. This level of control must ensure that transactions are authorised with the appropriate level of delegation and observe the risk policies laid down by the Company or its subsidiaries (including investment limits and strategies).

2.3.3 Risk mapping

Since 2017, the Internal Audit Department has launched a consolidated inventory of the major risks facing the Group, applying the following methodology:

Identification and documentation of major risks

Interviews were carried out at the end of 2020 with 39 heads of activities or support functions (compared to 33 interviews in 2019), in order to pinpoint the three risks identified as major in the activities for which each head is responsible.

For each risk named, its nature, causes and consequences were defined in order to produce a full and specific report.

Assessment of major risks

Each risk was then assessed based on:

- the quantification of the impact of the risk, using financial criteria (estimated impact on assets under management, impact on shareholders' equity or the Company's consolidated result) or non-financial criteria (impact in terms of negative coverage in the press, level of possible impairment of activity or loss of clients);
- the estimation of the probability of the risk occurring (evaluated mainly according to potential observed cases).

The importance of the risk was also assessed based on the number of times it was reported by the teams.

Identification of risk control and treatment mechanisms

For each risk identified, each head of activity indicated the management processes implemented and the plans for improvement that might be under way in order to make an initial evaluation of the effectiveness of the system in place.

All results were then consolidated by subject in order to identify the major risks that were reported, in ascending order of materiality and decreasing order of level of control by the control system.

The main risks identified in terms of materiality are compliance risks (regulatory, legal or tax), risks of ineffectiveness of cross-functional processes in several business lines, risks related to IT systems, reputation and quality of service risks as well as risks associated with Investment activity.

This task of mapping and inventory of the Company's major risks cannot be exhaustive however, nor guarantee that the risks identified in this mapping would occur with the predicted consequences on the Company's activity, its results, its financial situation or its prospects. Other risks, not identified in this mapping exercise or considered insignificant by the Company, could have significant adverse effects on its business, results, financial position or prospects.

2.3.4 Identification of ESG issues

In 2019, the Company initiated the identification of the main ESG risks and opportunities within its activities. Nearly 25 interviews were conducted with business line teams (employees) and stakeholders (investor-clients, shareholders and experts). They helped identify Tikehau Capital's priority ESG issues at Group level and at investment level. The results of these discussions were consolidated in a materiality matrix of ESG issues.

In 2020, the main identified risks and opportunities related to, in decreasing order of importance, (i) climate change, (ii) pandemic risks, (iii) governance, corporate business ethics and responsible investment, and (iv) cyber-security risk.

This mapping is an additional tool in the approach and assessment of risks, both at the level of the Group and the funds managed by Tikehau Capital, and/or at the level of the investments made by these funds. A summary of the methodology that was applied and the risks and opportunities that were identified as a result is presented under Chapter 4 (Sustainable development) of this Universal Registration Document.

This task of mapping and inventory of the Company's major risks cannot be exhaustive however, nor guarantee that the risks identified in this mapping would occur with the predicted consequences on the Company's activity, its results, its financial situation or its prospects.

2.3.5 Internal control toolset for activities

The Company and its subsidiaries have defined several levels of control, the objective of which is to ensure compliance with internal policies and procedures, as well as external regulations to which the Group is subject, and the identification and proper risk management relating to Tikehau Capital's various activities.

The main control and risk management systems can be classified according to the activities and companies concerned between:

- asset management; and
- investment activities of the Company and activities related to its functions as the Group's listed holding company.

For Asset Management activities, the compliance manuals of each management company are the main source of descriptions for these systems. This presentation is limited to the Group's most significant management companies in terms of contribution to its performance: *i.e.* Tikehau IM, Tikehau Capital Europe and Sofidy. This presentation therefore does not include Star America Infrastructure Partners, which was acquired by the Company during the 2020 financial year, Ace Capital Partners, Credit.fr, Homunity, IREIT Global Group or Tikehau Capital North America.

First level of internal control – Operational teams

The first level of control is the responsibility of the operational management of the various business lines and is exercised through functions such as the front, middle, and back office (the latter can be outsourced) or other operational support functions. This level of control must ensure that transactions made are authorised with the appropriate level of delegation, and observe the risk policies laid down by the Company or its subsidiaries (including investment limits and investment strategies).

First-level controls carried out on Tikehau IM activities

First-level controls conducted by the investment teams involve checking:

- the consistency of orders with portfolio management policies (prospectus or mandate) and company policy;
- the consistency between traded prices and market prices; and
- pre-trade and post-trade controls (as the case may be) in accordance with the rules implemented in the FusionInvest® monitoring tool for UCITS, or eFront® in the case of closed-end funds.

In the specific case of investments in closed-end funds, investment decisions are subject to the approval of an Investment Committee appointed by strategy, which reviews the investment *memoranda*, the identity checks of investors carried out by the compliance and internal control teams, the recommendations of the risk teams where applicable, and the consistency of the investment with regard to the policy defined in terms of ESG criteria. Tikehau IM's ESG Committee has a veto right upstream of the Investment Committee if the identified ESG risks are not considered acceptable or in line with the Group policy.

Prior to their investments, the compliance and internal control teams verify compliance with the allocation rules between funds with the same strategy and their co-investors, where applicable.

First-level controls conducted by middle office teams involve checking:

- the reconciliation of cash positions;
- the valuation of finance revenues;
- the valuation of assets; and
- the validation of the net asset value (NAV) of the managed funds.

All changes are recorded in the relevant monitoring tool depending on the type of fund.

First-level controls conducted by back-office teams are outsourced to the custodian of the funds and involve checking:

- the correct reconciliation of assets;
- the calculation of the net asset value;
- the management of the funds; and
- the monitoring of the investment rules and restrictions entered in the monitoring tool.

At Tikehau IM, managers input their transactions under individual management or collective management into the FusionInvest® tool. FusionInvest® also interfaces with the custodians of the Tikehau IM's UCITS and the account administrators under individual management mandates.

Transactions in closed-end funds are input to the eFront® tool. At each NAV date, information input to eFront® is reconciled with the statements drawn up by the account administrators.

Reconciliation between the "front" and "accounting" positions is conducted in accordance with the valuation procedure implemented by Tikehau IM, which is also applied by the custodians and account administrators.

The middle office compares the valuations of portfolios in individual management or UCITS in collective management between those from front office data and those retrieved from the custodians and account administrators. FusionInvest® facilitates the monitoring and control of valuations which is, as far as possible, automated for open-ended investment funds.

First-level controls carried out on the activities of Tikehau Capital Europe

First-level controls are carried out by the person responsible for the transactions and consist mainly in carrying out the following checks:

- review of the correct recording of purchase transactions;
- control of the proper accounting of transactions by the custodian;
- an at least monthly review of the value of all assets invested by the different CLOs; and
- control of the investment rules and restrictions reported in the trustee's reporting as well as the revenue calculated for each CLO on a quarterly basis.

First-level controls carried out on Sofidy's activities

Real Estate investments

Direct Real Estate investments are carried out by the Investment Department, under the responsibility of the Investment Director.

Monthly "Investment" meetings are held according to a schedule set at the beginning of the year, and whenever necessary for specific matters. The monitoring tables are updated at these meetings, which are attended by senior management, employees of the Investment Department and a representative of the Real Estate Management Department. They can be viewed on the Management Company's intranet:

- the monitoring table for investment projects includes their progress status (new pre-selected investments, offers, seller agreements, notary entries, provisional sale agreements, authentic instruments, etc.);
- the monitoring table for financial commitments (in secured files) taking into account each structure's available cash.

The general principles of internal control are based on the following:

- cooperation: investment decisions are taken jointly at the "Investment" meetings attended by a representative of the Real Estate Management Department. However, the final decision rests with the Chief Executive Officer. Real Estate purchase offer letters require two signatures, in accordance with the list of authorisations regularly updated by the Company;
- prior definition of the investment criteria: in addition to the investment policy that is specific to each fund, the management company defines investment criteria in terms of risk dispersion and management of conflicts of interest, and their consistency with the ESG policy under the control of its dedicated ESG Committee, in particular.

Fundraising activity

The Sales Department is responsible for savings inflows.

Inflows and client accounts are managed using a specific software installed, developed and maintained by a recognised external supplier, with tiered access that protects the confidentiality of partner information.

Monthly "Inflow" meetings are held according to a schedule set at the beginning of the year, and whenever necessary for specific matters. A report is drawn up after these meetings, which are attended by the Management Board and the Head of Sales Department.

The general principles of internal control are based on the following:

- separation of tasks between employees in relation to partners/intermediaries and the Departments responsible for receiving the settlements (Accounting Department);
- automating tasks using computerised data makes it possible to limit manual interventions and the associated risks;
- payments, repayments, ownership transfers, divisions and other transactions impacting the entitlement of the units are signed according to the applicable list of authorisations.

Asset & Property Management

In addition to decision-making, the Property Management Department is responsible for the following:

- monitoring the tenant relationship: rentals, re-lettings of Real Estate, removal of caps, de-specialisations, renewals, lease disposals, etc.;
- monitoring the life of the building: security of assets, works, joint ownership, buildings insurance;
- expert reports, etc.

For its various tasks, the Property Management Department uses a specific software installed, developed and maintained by a recognised external supplier, with tiered access that protects data and limits the risk of errors and fraud.

A monthly "Property Management" meeting is held for each asset type (offices, ground floor real estate, out-of-town shops/malls) according to a schedule set at the beginning of the year, and whenever necessary for specific matters. These meetings successively cover the points above and are attended by senior management, a representative of the Investment Department and employees of the Property Management Department. Following these meetings, reports are prepared and the monitoring tables are updated. These can be viewed on the Management Company's intranet.

Depending on the asset type (multi-tenant offices with significant turnover, assets located abroad, etc.), it may be preferable to outsource the rental management to a local representative.

The general principles of internal control are based on the following:

- separation of responsibilities according to the list of authorisations;
- management of information flows: because senior management collects the letters and faxes received each day, it is possible to have prior information on Asset/Property Management problems, prior to forwarding to the relevant employees. Outgoing mail and the most important incoming mail are recorded;
- all tenant requests are recorded in a specific table;
- introduction of outsourced management monitoring (reporting, meeting, audit).

Commitments

The various Departments of the asset management company are likely to generate commitments leading to expenses. These are approved by the chain of authorisation then recorded by the Accounting Department. Settlements (signature of cheques and payment orders) may only take place in line with the applicable list of authorisations.

The general principles of internal control are based on the following:

- compliance with expenditure and investment budgets which are set annually and updated over the course of the financial year;
- authorisation: each employee with an authorisation is limited in the amounts they are able to commit;
- separation of tasks between the Department committing the expenses, the Department that records the commitment and method of payment, and the person that signs off the payment.

First-level controls carried out on the Company's direct investments

A Capital Allocation Committee was created to assist the Manager of the Company:

- in its investment decisions, whether these are made at the level of the Company or its subsidiaries, in funds or vehicles managed by the Group, in Direct Investments or *via* external growth transactions;
- in monitoring the financial performance expected from these investments.

The Manager can consult the Capital Allocation Committee on any decision within its competence.

The Capital Allocation Committee is chaired by representatives of the Manager. Its other members are the Chairman and Chief Executive Officers of Tikehau IM, the Deputy Chief Executive Officer of Tikehau Capital Advisors, the Group's General Counsel, the London Operations manager and other senior associates of the Group.

The first-level controls are performed in two stages conditional on the disbursement of the transaction.

When the conditions of an investment or divestment are sufficiently defined, especially if the investment decision has been issued by the Manager of the Company (if appropriate, on the recommendation of the Capital Allocation Committee), a handover meeting is organised between the teams in charge of the investment and the corporate support functions (accounting, treasury, portfolio management, tax and legal teams) to review and evaluate all aspects of the transaction and allow proper monitoring over time.

For this meeting a monitoring form is prepared, identifying the main points of attention to be addressed concerning the transaction.

Finally, as early in the process as possible, the treasury team carries out a final check before the disbursement of an investment in the form of an investment summary, in particular formalising the verification that the executed versions of the agreements have been obtained.

Second level of internal control – Risk management, compliance and internal control teams

Second-level control defines the policies and procedures of risk management, ensures the efficiency of the system through the monitoring of a number of key indicators and checks compliance with the laws, regulations and codes of conduct in force. It performs its supervisory role through permanent controls within the different activities.

This level of control, independent from the activities, also covers the operational risk including in particular legal risk, IT risk and the business continuity plan.

Second-level controls carried out by risk management teams on activities managed by Tikehau IM

The Risk Management Department:

- controls transactions by portfolio managers and indicators for measuring risks (such as the liquidity profile, exposure and gross commitment of the portfolio);
- checks compliance with internal limits and alert thresholds; and
- reviews the valuation of the portfolios in the Valuation Committee, whose mode of operation is detailed below.

The review of financial risks by the Risk Management Department is based on the following tools:

- financial risk mapping (at the fund and management activities levels).

Risk mapping identifies, for each fund, the types of risks associated with the financial risks that are monitored, the level of associated risk, measurement indicators of the risks identified and the corresponding restrictions in order to mitigate risks;

- risk indicators.

  For each type of risk identified, qualitative and quantitative indicators are defined by the risk team and monitored constantly. These indicators mainly involve the monitoring of:
  - the overall exposure and leverage, market risks (such as credit risk, equity risk, interest rate risk, derivatives risk, currency risk, etc.),
  - liquidity risk (which is analysed daily and monthly for all Capital Markets Strategy funds and quarterly for Private Debt funds), and
  - counterparty risk, which is monitored permanently and leads to the production of a daily report.

The risk management team is informed of any alerts and breach of thresholds and limits (that it might have defined internally or that are contractual or regulatory) in the implementation of its risk monitoring.

In addition to the monitoring indicators, the risk management team conducts regular stress testing of portfolios.

The risk management team presents its work regularly and gives an account of the results of its analyses to the Risk Committee. In particular, it draws the attention of the executives to key indicators and their relevance.

The Risk Committee is responsible for:

- defining the strategic guidelines for risk management; and
- monitoring and checking the exposure of portfolios to the main risk factors (including market risk, liquidity risk, credit risk and counterparty risk).

It supervises and validates the overall monitoring of risk and evaluation. It has a decision-making and implementation role.

As of the date of this Universal Registration Document, the Risk Committee is composed of a Chief Executive Officer of Tikehau IM and/or the Chairman of Tikehau IM, the Head of Risks, a Group co-Chief Investment Officer (co-CIO), the Compliance Officer, the Head of middle office and portfolio managers. In addition, the head of Group internal audit has an open invitation to attend.

The Risk Committee meets quarterly and may be convened at any time if an exceptional situation justifies it.

Second-level controls carried out by the Compliance and internal control teams on the activities managed by Tikehau IM

The Compliance and Internal Control Department monitors compliance with regulatory and contractual constraints, the consistency of methods and the proper application of procedures.

The results of the work carried out by the Compliance Department teams are presented to the Compliance and Internal Control Committee. It meets on a quarterly basis and:

- defines the policy on compliance, validates and monitors the action plan of the compliance teams;
- ensures the consistency, efficiency and completeness of the internal control system;
- reviews and monitors the results of the checks carried out by the compliance teams;
- reviews the mechanism for risk control, its status and its evolution;
- reviews the synthetic situation of the risks, its evolution, at the level of the main risk limits and their use;
- reviews the production of the annual report on the management of non-compliance risks; and
- records management decisions in the event of regulatory developments or changes which give rise to the commitment of significant resources.

The Compliance and Internal Control Committee consists of the Chairman of Tikehau IM, the Compliance Officer, the Head of Risks, the co-Chief Investment Officer (co-CIO) and Operational managers, with the Group Head of Internal Audit as permanent guest member.

Second-level controls carried out by risk and compliance teams on the activities of Tikehau Capital Europe

The controls conducted by the risk team primarily involve:

- control of investment rules and exposures by rating, concentration per issuer and geographic or sector concentration;
- the regular review (at least annually) of credit risk assessment models on the issuers invested in;
- the quarterly review of the Credit Committees and investment cases, as well as review of the consistency between the investment cases and positions invested in; and
- the quarterly review, on a sample basis, of the validity of the assessments and the performance of assets relative to the rating rules implemented.

A risk log is also set up and updated if new risks are identified or have changed materially.

The Compliance Department monitors compliance with regulatory and contractual constraints, the consistency of methods and the proper application of procedures.

The results of the work undertaken by the risk and compliance teams are presented to the Risk and Compliance Committee of Tikehau Capital Europe.

The Risk and Compliance Committee is responsible for overseeing all risk management activities performed and examining the adequacy of the work relating to the Company's business and regulation. It meets on a quarterly basis and submits a half-yearly report to the Board of Directors.

It consists of the Directors of Tikehau Capital Europe, the Head of Risks, the Head of Group Compliance and the Head of CLO Business; the Group Head of Internal Audit is a permanent guest member.

Second-level controls carried out by the risk management team on the activities managed by Sofidy

The risk monitoring and management process has three main focus areas:

- mapping of operational and financial risks;
- analysis of the risks identified and introduction of a tailored prevention system;
- regular checks on the adequacy and efficacy of the internal control and risk management system.

The Head of Risk management also monitors regulatory and statutory ratios, as well as those in the information notes and prospectuses of the various funds as part of the financial risk management approach.

The Head of Risk management is also responsible for:

- calculating the minimum regulatory equity for Sofidy pursuant to the AIFM Directive;
- carrying out stress tests;
- the Business continuity plan (BCP);
- managing the insurance policies taken out by Sofidy and/or the funds it manages.

Second-level controls carried out by the Compliance and Internal Control teams on the activities managed by Sofidy

The main objective of Sofidy's compliance and internal control is to manage risk linked to the Real Estate AIF (SCPI, OPCI, Real Estate companies), UCITS and third-party portfolios under management and, in this regard, provide a reasonable level of assurance concerning:

- compliance with applicable laws, regulations and internal rules;
- the actual implementation and optimisation of management decisions;
- protection of assets;
- reliability of financial information.

Therefore, the role of the Sofidy RCCI is to:

- identify the procedures necessary to comply with the professional obligations defined by laws, regulations and professional rules applicable to the company, and the decisions taken by the management body;
- monitor the record of all of these procedures;
- circulate all or part of said record to the corporate officers, employees and physical persons acting on the company's behalf;
- examine the compliance of new products or services prior to launch, and examine changes planned to existing products or services;
- perform advisory, training and regulatory oversight functions for the benefit of corporate officers, employees and physical persons acting on the company's behalf;
- carry out formal checks on compliance by Sofidy, its corporate officers, employees and physical persons acting on its behalf, to all of the above procedures, making proposals to resolve any malfunctions and monitor the measures taken for this purpose by the corporate officers.

The RCCI is responsible for permanent control and defines and implements an annual audit plan. This audit plan covers all of Sofidy's cycles, favouring a risk-based approach.

To carry out these second level controls, the RCCI relies on a range of first level controls performed by the operational teams.

Specifically, the controls consist of:

- controls of procedures: existence of first-level controls and examination of their implementation;
- checks on the IT system *via* consistency tests and random sampling;
- interviews with the operational managers in charge of applying the "Book of procedures and internal control";
- checks on the monitoring of recommendations.

Second-level controls carried out on the Company's direct investments

Second-level controls mainly consist of the monitoring of valuations of portfolio assets by the teams of the Finance Department, which functions are housed within Tikehau Capital Advisors. These controls are detailed in the following Section below.

Third level of internal control – Internal audit

The third level of control is exercised by the Internal Audit Department, which conducts periodic independent checks.

Third-level controls carried out on Asset Management activities

Periodic monitoring may be commissioned – if necessary – by the Internal Audit Department or external auditors depending in particular on the general assessment of internal control, the findings forwarded by the Compliance Department, and the update of risk mapping monitored by the risk management teams and Compliance Department.

During the 2020 financial year, controls were carried out on its subsidiaries Homunity and Tikehau Investment Management Asia, on the representative office of Tikehau Investment Management in Korea, on the dedicated real estate business line and on the IT control system as part of the multi-year plan.

Concerning Tikehau Capital Europe, the audit team is required to carry out checks on processes where the risks are considered higher in terms of materiality or likelihood of occurrence, based on the risk mapping and the risk log. During the 2020 financial year, an assignment was conducted on the existence and effectiveness of the management system for (i) market and credit risks, (ii) regulatory risks, and (iii) operational IT risks.

Third-level controls conducted on the Direct Investments activity of Tikehau Capital

The Internal Audit Department is responsible for identifying and updating the risk mapping submitted to the Company's Audit and Risk Committee (See Section 2.3.3 (Risk mapping) of this Universal Registration Document).

The Internal Audit Department sits on in the Valuation Committee and reviews the investment valuations of Tikehau Capital proposed by the investment teams and validated by the financial teams.

The Internal Audit Department controls the process of preparing financial information and follows the recommendations of the Statutory Auditors. It reports to the members of the Audit and Risk Committee on the progress of its projects and the monitoring of the implementation of any recommendations it might have made or that have been made by the Statutory Auditors or by the regulator.

A progress report on the 2019-2021 multi-year audit plan was submitted to the Audit and Risk Committee meeting in December 2020. Based on analysis of the Group's organisation and mapping of major risks, it sets out audit programmes for the independent asset management entities (company, branch or subsidiary) and the business line and back-office cross-functional activities, covering each theme over at least a three-year horizon.

2.3.6 Investment valuation activities

Valuation systems implemented for Tikehau IM's activities

The valuation tools used are eFront®, FusionInvest®, Bloomberg® (as information provider, mainly providing market offers and valuations of instruments) and Markit®, as credit data provider, mainly for liquid loans.

The valuation process involves portfolio managers, middle office teams and risk teams.

The valuation methods are defined by type of asset, notably:

- instruments listed on a regulated or organised market are valued at the closing rates on the day of the transaction;
- OTC bonds are valued based on the last mid-price available on Bloomberg;
- UCITS or AIF-type instruments (see the Glossary in Section 10.7 of this Universal Registration Document) are valued based on the last net asset value known on the valuation date, adjusted if necessary by events (capital calls, etc.) that might have occurred between the date of net asset value publication and the valuation date;
- non-listed capital instruments are valued at the purchase price if the transaction is recent and there is no indicator of impairment. A multi-criteria valuation approach is used otherwise;
- unlisted bonds are valued on the basis of the par value plus accrued interest, in the absence of indicators of impairment;
- Real Estate assets are assessed every six months on the basis of external appraisal values; and
- the valuation of loans is based on the prices reported by Markit® when these are available, or other available brokers' valuations. In the absence of observable market data, a valuation on a marked-to-model approach is conducted.

Capital Markets Strategies

Valuations of the Capital Markets Strategies funds are checked according to their liquidity frequency (daily, weekly or even monthly). Custodians and fund administrators are involved in the valuations.

Tikehau IM teams control the values of the instruments conveyed by the fund administrator and ensure that the cash positions of each fund are properly reconciled. Work is also conducted on the calculation of management fees and performance fees applied per unit.

The Group has also set up procedures for control and documentation in the event of manual price changes.

Private Debt

The Private Debt funds mainly consist of non-liquid instruments or loans, for which the valuation principles have been detailed above.

In accordance with the principles of independence required by the AIFM Directive (see the Glossary in Section 10.7 of this Universal Registration Document), a quarterly Valuation Committee has been established to review and monitor the values of illiquid assets that are not subject to expert assessment by an independent third party.

The Committee may meet more frequently as needed. The Valuation Committee is responsible for monitoring and validating valuations of the assets in the Private Debt funds managed by Tikehau IM. The Committee oversees the control of valuations.

The Valuation Committee consists of a Chief Executive Officer of Tikehau IM and/or of the Chairman of Tikehau IM, the Head of Risk, the co-Chief Investment Officer (co-CIO), the Compliance Officer, the Head of the Middle Office and managers of the Private Debt activity.

The Head of Risk is responsible for the organisation of this Committee, and in particular has the role of ensuring (i) the presence and participation of its members, (ii) the quality of the valuation documents presented and the consistency of the methods used, and (iii) that decisions on valuations adopted are written up in reports.

The middle-office teams monitor, whenever the net asset value is published, that the valuation data used by the custodian comply with decisions taken and that all closing elements have been properly integrated.

Real estate/Real Assets

Valuations of Real Estate funds are based on independent external valuations received on a half-yearly frequency.

In accordance with the principles of independence required by the AIFM directive (see the Glossary in Section 10.7 of this Universal Registration Document), a quarterly Valuation Committee has been established to review and monitor the values of Real Estate assets invested in the funds.

The Committee may meet more frequently as needed. The Valuation Committee is responsible for monitoring and validating valuations of the assets in the Real Estate funds managed by Tikehau IM. The Committee oversees the control of valuations.

The Valuation Committee consists of the Chairman of Tikehau IM, the Head of Risk, the co-Chief Investment Officer (co-CIO), the Compliance Officer, the Chief Execuitive Officers of Tikehau IM, the Head of the Middle Office and the managers of the Real Estate activity.

The Head of Risk is responsible for the organisation of this Committee, and in particular has the role of ensuring (i) the presence and participation of its members, (ii) the quality of the valuation documents presented and the consistency of the methods used, and (iii) that decisions on valuations adopted are written up in reports.

The middle-office teams monitor, whenever the net asset value is published, that the valuation data used by the custodian comply with decisions taken and that all closing elements have been properly integrated.

Private Equity

The Private Equity funds mainly consist of non-listed equity instruments, for which the valuation principles have been detailed above.

In accordance with the principles of independence required by the AIFM Directive (see the Glossary in Section 10.7 of this Universal Registration Document), a Valuation Committee has been established on a quarterly basis to review and monitor the values of illiquid assets that are not subject to expert assessment by an independent third party.

The Committee may meet more frequently as needed. The Valuation Committee is responsible for monitoring and validating valuations of the assets in the Private Debt funds managed by Tikehau IM. The Committee oversees the control of valuations.

The Valuation Committee consists of at least one Chief Executive Officer of Tikehau IM, the Head of Risk, the co-Chief Investment Officer (co-CIO), the Compliance Officer, the Head of the Middle Office and managers of the Private Equity activity.

The Head of Risk is responsible for the organisation of this Committee, and in particular has the role of ensuring (i) the presence and participation of its members, (ii) the quality of the valuation documents presented and the consistency of the methods used, and (iii) that decisions on valuations adopted are written up in reports.

The middle-office teams monitor, whenever the net asset value is published, whether the valuation data used by the custodian comply with decisions taken and that all closing elements have been properly integrated.

Valuation systems implemented for Tikehau Capital Europe's activities

The valuation tools used are the Markit® tools, in its capacity as a credit data provider, mainly for liquid loans and possibly Bloomberg® (as information provider, especially for market offers and instrument valuations).

The Valuation Committee is responsible for overseeing the investment valuation processes performed by the entities managed by Tikehau Capital Europe; it has the power of decision in cases of disagreement, although the Director of Tikehau Capital Europe, a member of the Committee, retains the ultimate decision in the event of final arbitration.

The Valuation Committee meets on a monthly basis. It consists of a Director of Tikehau Capital Europe, the Head of Risks, the group Head of Compliance and the Head of Operations who presents his work.

Valuation systems implemented for Sofidy's activities

General principles

Real estate assets are valued by real estate experts mandated by each fund under management. Expert appraisals are the cornerstone of the valuation procedure. Although Sofidy has not developed a specific internal tool to value real estate assets, it systematically undertakes a critical review of appraisals (and of all of the underlying assumptions) produced by the real estate experts, in line with the process outlined below. Sofidy occasionally carries out internal valuations using the comparables method and the discounted cashflow method.

The work of the real estate experts is forwarded as Excel-compatible computer files at least one month prior to the conclusive meetings with the experts. The critical review of the annual expert reports usually takes place between 15 November and 15 December each year. In addition to the scope checks by the Property Management Department, the critical review primarily involves:

- a review of the assumptions used by the experts, taking into account market conditions known by the Investments Department and the Property Management Department for real estate investment and rental management;
- a review of the assumptions used by the experts taking into account all management events that have taken place since the previous campaign (re-lettings, renewals, lease disposals, works, negotiations with tenants, etc.);
- a review of the assumptions used by the experts taking into account capitalisation rates and changes in said rates; at this time the Property Management Department also interviews the Investments Department;
- a review of the "winners and losers" (lowest and highest capitalisation rates, most dramatic increases or decreases in expert valuations since the previous campaign, the most dramatic increases or decreases in market rental value since the previous expert appraisal campaigns, etc.);
- a review of the methods used by the experts.

When the net asset value of an OPCI, OPPCI or any other AIF holding real estate assets is determined more frequently than in the appraisals, and in the absence of any expert appraisal at the time the net asset value is determined, Sofidy performs a critical review of the real estate asset to identify any major changes to factors impacting the valuation of the buildings (major change to the rental situation, major works, major changes to market conditions, etc.) to adjust the values of the relevant assets. Failing this, Sofidy uses the most recent expert appraisal available.

Real estate assets acquired indirectly *via* an SCI are valued by multiplying the adjusted net asset value and the current accounts of partners by the percentage ownership of the fund in the SCI.

Relations with experts

Real estate experts are selected *via* a bidding processe and according to the “best selection” and “best execution” principles. Schematically, relations with experts are as follows:

- a contract governing their work is drafted;
- experts are provided with all of the information necessary to carry out their work (scope validation, new acquisition, rental situation, etc.);
- experts submit a table summarising their work;
- critical review by Sofidy’s teams and discussion with the experts;
- final handover meeting and submission of detailed reports, check on all processes by the Valuation Committee.

Procedures and periodicity

- SCPI: Expert appraisals of assets are conducted upon acquisition, and every five years thereafter. They are updated every year in line with applicable legal and regulatory provisions.
- OPCI: Expert appraisals of assets are conducted annually and updated every quarter year in line with applicable legal and regulatory provisions.
- OPPCI: Expert appraisals of assets are conducted annually and updated every half-year in line with applicable legal and regulatory provisions.
- Other Real Estate AIFs: The frequency of expert appraisals of assets is set by the Management Board in consultation with the governance bodies of the various AIFs. Expert appraisal campaigns are managed by the Property Management Department teams in partnership with the Management Board, Financial Department and the Investments Department.

Valuation systems implemented for Direct Investments activity

The Direct Investments portfolio undergoes a quarterly review of activity, during which an analysis is made of performance and the events that might change the appreciation of each line. This quarterly review is attended by the investment team and representatives of the Finance Department.

If necessary, additional analyses are conducted to identify potential consequences and revaluations or devaluations if significant.

On a half-yearly basis, a valuation process is conducted on all of the portfolio lines.

Depending on the nature of the underlying asset, valuations are based on:

directly observable market data such as the share price for listed companies or unlisted investments whose main underlying asset is listed;

- valuations of external experts if available;
- the latest net asset values provided by the managers of funds in which the Company has invested. This data may be audited or unaudited. These values are adjusted, if necessary, by events (capital calls, etc.) that might have occurred between the date of net asset value publication and the valuation date;
- recent transactions that can be analysed as indications of fair value; and
- internal valuation models based on multi-criteria approaches which undergo a critical review by the teams of the Finance Department.

The summary of this work is reflected in the presentation of the relevant financial statements.

In order to take into account the portfolio’s high diversity, a Valuation Committee was set up to meet during the preparation of the annual and half-yearly closing of financial statements. The Valuation Committee consists of the members of the Capital Allocation Committee. Its main responsibilities are:

- to review, assess and check the valuations of unlisted investments in the portfolio;
- to carry out the necessary arbitrations and discuss sensitive points;
- to assess the stability of valuation methods over time; and
- to assess the consistency of the valuation methods between the different holdings in the portfolio.

The Committee’s findings are included in a report based on the analysis previously prepared and reviewed by the Finance Department following the analysis of the materials prepared beforehand by the investment teams or the net asset values communicated by the funds in which the Company has invested.

The Statutory Auditors have access to the analyses and documents supporting valuations, and can have discussions with the investment teams in their work of reviewing the financial statements.

As at the date of this Universal Registration Document, the Valuation Committee was composed of the members of the Capital Allocation Committee and reviewed all the fair values of the investment lines comprising Tikehau Capital’s non-current portfolio.

2.3.7 IT architecture and security

Tikehau Capital's IT system is built on the following principles: availability, integrity and security:

- availability: Several known and proven technologies are used by the Group. First, service virtualisation helps to completely overcome the physical characteristics of a server. It is possible to restart a service from any server, even if a physical server fails. Secondly, clustering services can detect and automatically switch from one node to another in the cluster in the event of physical failure. Finally, all equipment has a guarantee on parts and labour with four-hour onsite callout seven days a week, 24 hours a day;
- integrity: All data and systems information are consolidated on "SAN"-type storage (Storage Area Network). This technology consists of several servers comprising a storage farm, the whole being highly redundant with over 100 terabytes of storage. If one of the drives malfunctions, the equipment sends alerts. The equipment is supported by the manufacturer, with parts replacement in less than four hours, every day of the year, until 2022. If one element fails, the system immediately rebuilds redundancy in the remaining elements. The system is such that an entire server can be lost without service disruption. Every day, data backups are made, thus allowing any information that might have been deleted accidentally or maliciously to be restored in minutes. Data backups are stored on a different drive array and on tape. Furthermore, each piece of equipment is twinned, with data from the Paris site, for example, being duplicated at the London site. Snapshots are replicated every day on the twinned equipment. In the event of a major system failure or theft, it is thus possible to retrieve all the information in less than half a day;
- security: The security of information systems is at the heart of the Group's concerns and its processes. As such, Tikehau Capital invests in both tools and processes dedicated to cyber-security and has an internal team dedicated to managing cyber-security risks. The defensive arsenal put in place consists of several elements including (i) rigorous monitoring systems for vulnerabilities, (ii) regular employee awareness campaigns, (iii) the implementation of strong authentication systems, (iv) the evaluation of suppliers on IT security criteria, and (v) the implementation of routine checks including the aggregation of events for detection or investigation purposes. A particular effort is made to explain and educate employees and external stakeholders in order to raise everyone's awareness of these issues.

If the premises were to be completely destroyed or inaccessible, Tikehau Capital would be able to restart its information system and access all of its data in less than a day.

The procedures implemented, in such a disaster, are the following:

- the twinned equipment discussed above, hosted on a separate site, containing all the data and which, until now, had been operating "passively", is now declared "active". To avoid any risk of confusion, the replication with equipment from the destroyed site is deactivated.
- physical servers on stand-by are also present at the back-up site: these are configured to access the data equipment and ready to be activated. Using the virtualisation technology described earlier, services are restarted on these physical servers.
- once the services are rebooted, all that remains is to redirect email traffic to the back-up site. To do this, the DNS (Domain Name Servers), whose domains belong to Tikehau Capital, are modified, in particular by informing them of the IP (Internet Protocol) addresses.
- the majority of employees are now equipped with a laptop computer and a mobile phone enabling them to connect remotely regardless of their location.
- employees can also connect remotely using Citrix® technology or *via* SSL VPNs.
- since some of the information used within the Group is obtained through Bloomberg®, it is possible to reinstall the application on any computer in a few minutes and access all services. Market Data-type data continues to be available during the back-up procedure.

Computer systems tests are spread over the year. These cover different topics: remote server access through secure channels (should the premises become unavailable), restoration of old backed up data (time, quality, etc.), partial interruption of machines/servers, etc.

Finally, a business continuity plan ("BCP") has been set up. The BCP outlines the procedures to be followed in the event of a disaster. Depending on the severity and duration of the disaster, teams are relocated: remote work for functions that do not require access to capital markets, work from a back-up site for management and middle office in particular.

2.3.8 Prevention of insider misconduct and compliance

As a result of its activities, the Group (and, in particular, the regulated entities) is subject to particularly stringent compliance obligations.

As part of the listing of the Company's shares on the regulated market of Euronext Paris, a securities market professional Code was adopted by the Company's Supervisory Board. Its aim is to outline the securities market regulations applicable to corporate executives and persons of a similar level, to permanent insiders as well as occasional insiders. It summarizes the laws and regulations in this area, as well as the administrative and/or criminal penalties for failure to comply with such laws and regulations, and details the implementation of preventative measures enabling everyone to invest in Company securities whilst respecting the rules of market integrity.

A Code of ethics has been issued to all Group employees. It aims to specify the obligations of Group employees to comply with regulations and professional ethics for third-party managers and the environment for listed companies. This procedure is based on regulations governing Tikehau Capital's business and on generally accepted professional Codes of conduct, including those of key professional associations (AFG, France Invest) of which Tikehau Capital is a member.

The main subjects addressed in the Code of ethics are the following:

- the procedures for the protection and management of personal and/or insider data and confidentiality (including physical security, clean desk policy and professional confidentiality obligation);
- the rules for written communication and social media;
- personal transactions;
- rules, invitations and other benefits to employees;
- procedures for combating money laundering and the financing of terrorist activities and procedures for the management of market abuse;
- whistle-blowing procedures for potential cases of non-compliance.

In addition, regulatory constraints (and, if applicable, the constraints specific to certain funds/mandates as may be required by the governing documents) require the regulated entities of Tikehau Capital:

- to identify conflict-of-interest situations;
- to manage conflict-of-interest situations;
- to record resolutions adopted to achieve conflict management (record of conflicts); and
- to provide the necessary transparency for investor-clients on conflict resolution.

Conflicts of interest may also arise when Group entities or their employees are in situations in which these entities or employees can obtain financial gain or avoid a financial loss at the expense of assets of the investor-clients.

Concerning conflict-of-interest management in particular, Tikehau Capital has implemented a policy to avoid situations where there is a risk of conflict of interests and to manage the various interests involved in the provision of investment services to investor-clients.

The Group Compliance and Internal Control Department sends to all Tikehau Capital entities and their managers, the necessary information for the prevention of potential conflicts of interest. The Department updates this conflict-of-interest management and prevention procedure, and records all instances of conflict that arose and were resolved. If necessary, the record will be used to demonstrate that the resolution of the conflict prioritised the interests of the client. Finally, the organisation of the Group's regulated activities is carried out according to specific procedures to avoid incurring a situation of conflict of interests.

Tikehau IM and Tikehau Capital Europe have established an investment allocation process performed on managed or advised investment fund accounts and mandates that have been entrusted to them by third-party investors. These allocations are documented to demonstrate that they respect the interests and the rules of fair practice towards investor-clients (fund investors and mandates) and these group structures. The application of the allocation policy is validated and monitored by the compliance and internal control teams.

Where an investment opportunity is eligible for the investment strategy of several funds or mandates, the portfolio manager must prepare a pre-allocation for the various investment vehicles and mandates by applying the following rules:

- the investment capacity of each fund/mandate eligible for the investment;
- the specific management constraints of each fund/mandate (regulatory, contractual or statutory); and
- the maturity of the funds/mandates with regard to the investment period.

2.3.9 Internal control procedures relating to the preparation and processing of the financial and accounting information of Tikehau Capital

This Section describes the internal control procedures relating to the preparation and processing of Tikehau Capital's financial and accounting information as they existed on the date of this Universal Registration Document.

Teams involved in the preparation and treatment of the financial and accounting information of Tikehau Capital

Finance Department by Tikehau Capital Advisors

The Finance Department of Tikehau Capital Advisors handles the core areas of accounting and consolidation, finance, treasury, financial control, second-level monitoring of the investment portfolio and internal financial control.

Use of external accountants

To prepare the statutory accounts of some of its companies, the Group uses external accounting firms, which ensures the regular control, in collaboration with Tikehau Capital Advisors, of the accounting documents and the processing of transactions impacting the Group.

Reporting and disclosure

The Company draws up a schedule for each quarterly, half-yearly or annual account close that plans procedures specific to the preparation of financial and accounting information, defining the responsibilities of each stakeholder in the preparation and processing of financial information.

The quarterly accounts inform the preparation of the summarised financial statements which are analysed as a note to management.

At the annual and half-yearly close, the Finance Department teams meet with the investment teams to review the valuation proposals for Tikehau Capital's portfolio investments. These reviews are then presented to the members of the Valuation Committee of Tikehau Capital for validation (see above) by the Valuation Committee. Provisions for proceeds and expenses are booked by accounting teams based on reports sent by the teams ordering the expenses.

A cash flow analysis is prepared every week to monitor the roll out of the Company's investment and financing policy. It is reconciled with the financial statements each quarter.

IT systems

Accounting information system

The Group has rolled out the Oracle Cloud® integrated accounting and reporting tool at its main French operational companies. This IT package includes all the monthly or quarterly financial management and accounting information useful in preparing the financial statements and in operational management. The ultimate aim is to roll out an accounting tool Group-wide, that will meet with greater performance and automation, the requirements of reliability, availability and relevance of accounting and financial information for the different data used for internal management (budget control, etc.) and external disclosure.

A SAP-BFC® consolidation tool was also introduced at the end of 2019 to enable the teams to prepare the consolidated financial statements internally.

Investment monitoring tools

At the end of 2019, the Group also rolled out the integration of the management of its investment portfolio in the eFront® tool.

Cash and financing monitoring tools

The Group has deployed the Sage-XRT® cash management tool in some of its entities to monitor bank flows and cash forecasts. This system interfaces with an investment monitoring tool, for the accounting treatment of these flows.

The planning, steering and processes of reporting

The process of preparing the budget is organised annually in the fourth quarter; the operational managers of each of the business lines each draw up an annual budget which is discussed with and approved by the management.

Performance monitoring is carried out on a quarterly basis (and monthly for some key aggregates) including an analysis of actual *versus* budgeted results.

Procedures for closing of the annual and consolidated financial statements

The financial statements of the Company and its subsidiaries are prepared either by the internal teams of Tikehau Capital Advisors and/or Tikehau Capital subsidiaries or outsourced to local external accountants.

The Group's consolidated financial statements at the end of December 2020 were prepared by the internal teams of Tikehau Capital Advisors.

The annual financial statements of the Company are prepared in accordance with accounting principles arising from the regulations in force (Recommendation No. 99–01 of the *Conseil National de la Comptabilité*, the French National Accounting Council).

The consolidated financial statements are prepared in accordance with IFRS.

The Finance Department conducts a review of the prepared accounts of the Group companies to validate the reliability and relevance of the accounting and financial information for the different data used for internal management and external disclosure. It ensures the compliance and consistency of accounting methods.

The Finance Department also conducts a review of the data supplied for the purpose of consolidation in order to identify, if appropriate, the necessary adjustments between the individual and consolidated accounts. These adjustments are detailed by company and are subject to a review by the Finance Department teams.

The accounting principles are subject to a review every quarter under the new regulatory developments. In general, matters pertaining to legal, tax and social areas are dealt with using the support of specialised services.

Each subsidiary manages specifically local issues, carries out accounting control and meets the obligations on safeguarding the information and data contributing to the formation of accounting and financial statements, according to local regulations.

Control activities

Operations are subject to partial or extensive controls, exchange of views sessions, discussions from first level stakeholders up to the Statutory Auditors, and legal and tax experts if necessary. These stakeholders submit any remarks they may have to the relevant officers who take appropriate measures. The Finance Department ensures the consistency of information from the subsidiaries before combining results, recording the consolidation entries and restatements.

The analysis of the consolidation restatements and accounting aspects that could have a significant impact on the presentation of the financial statements are reviewed by the Finance Department and the Statutory Auditors as part of their work.

Accounting and financial disclosure

Since the listing of the Company's shares on the regulated market of Euronext Paris, disclosure is the responsibility of the Company's Manager who check the information before publication.

A schedule summarising these periodic obligations of the Company has been put in place and is distributed internally to teams participating more specifically in financial disclosure. Meanwhile, the Finance Department teams have implemented a formal accounting and financial schedule to ensure compliance with the announced deadlines.

The procedures for the control of financial and accounting information are based on:

- quarterly checks on all accounting and financial information prepared by the accounting or Finance Department teams;
- half-year controls by the Statutory Auditors; and
- the review of financial statements by the Group Internal Audit Department.

2.4 LEGAL AND ARBITRATION PROCEEDINGS

In view of Tikehau Capital's activities and the growing litigation in the business world, Tikehau Capital is exposed to litigation risk in defence and may also be required to enforce its rights as plaintiff.

To the knowledge of the Company, there are no administrative, legal or arbitration proceedings (including any pending or foreseeable proceedings) that may have or has had, over the last 12 months and on the date of this Universal Registration Document, significant impacts on the financial position or profitability of the Company and/or the Group.

3.

CORPORATE GOVERNANCE

3.1 ADMINISTRATIVE AND MANAGEMENT BODIES

The Company is a *société en commandite par actions* (partnership limited by shares). An overview of the *société en commandite par actions* (partnership limited by shares) and a description of the main provisions of the Company's Articles of Association are contained in Section 10.2 (Main provisions of the Company's Articles of Association) of this Universal Registration Document.

The Company uses the AFEP-MEDEF Code [(1)] as its Corporate Governance Code in accordance with Article L.22-10-10 of the French Commercial Code, with reference to Article L.22-10-78 of the French Commercial Code.

3.1.1 The Manager

The Management of the Company is undertaken by a sole Manager, Tikehau Capital General Partner, also the general partner of the Company. Tikehau Capital General Partner is wholly-owned by Tikehau Capital Advisors.

Name, registered office, legal form and number of shares held of the Company

Tikehau Capital General Partner is a *société par actions simplifiée* (simplified joint stock company) incorporated on 17 February 2014, whose registered office is located at 32, rue de Monceau, 75008 Paris – France.

Tikehau Capital General Partner, which is also the general partner of the Company, does not hold any shares in the Company.

Tikehau Capital General Partner is a company with share capital of €100,000 and equity totalling €0.3 million as at 31 December 2020. Tikehau Capital General Partner has no employees.

Corporate officers

The Chairman of Tikehau Capital General Partner is the company AF&Co, and its CEO is the company MCH.

Expiry of term of office

The office of Manager of Tikehau Capital General Partner is for an unlimited period.

Main function within the Company and the Group

General partner and Manager of the Company. The Manager does not hold any other position within the Group or outside the Group.

Main offices and positions held outside the Company and the Group during the last five years

None. The Manager has never conducted other activities before assuming office as Manager of the Company.

(1) The AFEP-MEDEF Code can be consulted online at the following address: https://afep.com/wp-content/uploads/2020/01/Code-Afep_Medef-révision-janvier- 2020_-002.pdf

ANTOINE FLAMARION

Information concerning AF&Co and Mr Antoine Flamarion

The company AF&Co was appointed Chairman of Tikehau Capital General Partner on 7 November 2016 for an unlimited period. AF&Co is a *société par actions simplifiée* (simplified joint stock company) whose registered office is located at 32, rue de Monceau, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 444 427 298 and whose share capital and voting rights are 95% held by Mr Antoine Flamarion, one of the founders of Tikehau Capital. Mr Antoine Flamarion, who is Chairman of AF&Co, began his career within the Principal Investments Department (proprietary investment) at Merrill Lynch Paris, before joining the Principal Investments Department at Goldman Sachs London. Mr Antoine Flamarion cofounded Tikehau Capital in 2004.

Mr Antoine Flamarion is a graduate of the Université Paris Dauphine and the Université Paris Sorbonne.

Name, business address, age and number of shares held of the Company

Mr Antoine Flamarion

32, rue de Monceau, 75008 Paris, France

Born on 11 March 1973.

As at the date of this Universal Registration Document, AF&Co and Mr Antoine Flamarion do not hold any shares in the Company.

Nationality: French.

Expiry of term of office

Mr Antoine Flamarion's term of office as Chairman of AF&Co is for an unlimited period.

Main positions held by Mr Antoine Flamarion within the Company and the Group

Mr Antoine Flamarion is Chairman of AF&Co, which is itself Chairman of Tikehau Capital General Partner (Manager and general partner of the Company) and of Tikehau Capital Advisors.

Offices and positions held as at 31 December 2020:

- Chairman of AF&Co (SAS)
- Manager of Takume (SARL)
- Permanent representative of Tryptique on the Supervisory Board of Alma Property (SA)
- Chairman of L'Envie (SAS)

Offices and positions held during the last five years:

- Permanent representative of Tikehau Capital on the Board of directors of Salvepar (SA – listed company)
- Director of Tikehau Investment Limited (UK company controlled by Tikehau Capital Advisors)
- Director of Tikehau Capital UK Limited (UK company controlled by the Company)
- Director of Tikehau Capital Europe (UK company controlled by the Company)
- Permanent representative of AF&Co on the Board of directors of Sofidy (SA)
- Director of Tikehau Investment Management Asia Pte.Ltd. (Singapore company controlled by Tikehau IM)
- Director of Tikehau Investment Management Asia Pacific Pte Ltd (Singapore company controlled by Tikehau IM)
- Member of the Executive Committee of Heeuricap (SAS)
- Permanent Representative of AF&Co on the Supervisory Board of Selectirente (SA – listed company)

MATHIEU CHABRAN

Information concerning MCH and Mr Mathieu Chabran:

The company MCH was appointed CEO of Tikehau Capital General Partner on 7 November 2016 for an unlimited period. MCH is a *société par actions simplifiée* (simplified joint stock company) whose registered office is located at 32, rue de Monceau, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 480 619 337 and whose share capital and voting rights are 90% held by Mr Mathieu Chabran, one of the founders of Tikehau Capital. Mr Mathieu Chabran began his career at Merrill Lynch in 1998, firstly in Paris within the High Yield and Real Estate teams, then in London, in the High Yield Capital Market Department. In 2000, he joined the European Leveraged Finance team. In 2002, he joined the Real Estate Debt Market & Structured Financing team at Deutsche Bank London as Vice-President and then Director. Mr Mathieu Chabran cofounded Tikehau Capital in 2004.

Mr Mathieu Chabran is a graduate of ESCP Europe and the Institute of Political Studies in Aix-en-Provence.

Name, business address, age and number of shares held of the Company:

Mr Mathieu Chabran

32, rue de Monceau, 75008 Paris, France

412 West 15th ST 18thFloor, New York NY 10,011 United States of America

Born on 11 December 1975.

As at the date of this Universal Registration Document, MCH and Mr Mathieu Chabran do not hold any shares in the Company.

Nationality: French.

Expiry of term of office:

Mr Mathieu Chabran's term of office as Chairman of MCH is for an unlimited period.

Main positions held by Mr Mathieu Chabran within the Company and the Group:

Mr Mathieu Chabran is Chairman of the company MCH, which is itself CEO of Tikehau Capital General Partner (Manager and general partner of the Company) and of Tikehau Capital Advisors. Mr Mathieu Chabran is CEO of Tikehau IM, Chairman of the Board of directors of Tikehau Capital North America and oversees all of the Group's investments as Group Chief Investment Officer.

Offices and positions held as at 31 December 2020:

- Chief Executive Officer of Tikehau Investment Management (SAS)
- Chairman of MCH (SAS)
- Chairman of MC3 (SAS)
- Manager of Le Kiosque (SCI)
- Manager of De Bel Air (civil law partnership)
- Manager VMC3 (SCI)
- Director of Tikehau Investment Management Asia Pte.Ltd. (Singapore company controlled by the Company)
- Chairman and sole Director of MCH North America Inc. (US company)
- Chairman of the Board of directors of Tikehau Capital North America LLC (US company controlled by the Company)
- Member of the Board of directors of Star America Infrastructure Partners, LLC (US company controlled by the Company)

Offices and positions held during the last five years:

- Director of Salvepar (SA – listed company)
- Director of Tikehau Investment Limited (UK company controlled by Tikehau Capital Advisors)
- Director of Tikehau Capital UK Limited (UK company controlled by the Company)
- Director of Tikehau Capital Europe (UK company controlled by the Company)
- Member of the Executive Committee of Heeuricap (SAS)
- Director of Tikehau Investment Management Asia Pacific Pte Ltd (Singapore company controlled by Tikehau IM)
- Director of InCA (SICAV)

3.1.2 Presentation of the Supervisory Board

Composition of the Supervisory Board

The Company's Supervisory Board was set up following the transformation of the Company into a *société en commandite par actions* (partnership limited by shares) and its composition evolved in connection with the listing of the Company's shares on the regulated market of Euronext Paris in March 2017.

The following table shows the composition of the Supervisory Board at the date of this Universal Registration Document.

	Year of birth	Date of first appointment (1)	End date of office
Members of the Supervisory Board			
Christian de Labriffe (Chairman)	1947	28 February 2017	2022 (General Meeting convened to approve the accounts for FY 2021)
Roger Caniard	1967	28 February 2017	2022 (General Meeting convened to approve the accounts for FY 2021)
Jean Charest (2) (3)	1958	21 December 2016	2021 (General Meeting convened to approve the accounts for FY 2020) (8)
Jean-Louis Charon (2)	1957	7 November 2016	2024 (General Meeting convened to approve the accounts for FY 2023)
Florence Lustman (permanent representative of the Fonds Stratégique de Participations) (3)	1961	28 February 2017	2021 (General Meeting convened to approve the accounts for FY 2020) (8)
Remmert Laan (4) (3)	1942	6 December 2018	2021 (General Meeting convened to approve the accounts for FY 2020) (8)
Anne-Laure Naveos (permanent representative of Crédit Mutuel Arkéa) (5)	1980	7 November 2016	2024 (General Meeting convened to approve the accounts for FY 2023)
Fanny Picard (2)	1968	28 February 2017	2022 (General Meeting convened to approve the accounts for FY 2021)
Constance de Poncins (2)	1969	28 February 2017	2022 (General Meeting convened to approve the accounts for FY 2021)
Leon Seynave (2) (6) (permanent representative of Troismer)	1944	7 November 2016	2024 (General Meeting convened to approve the accounts for FY 2023)
Non-voting member (*censeur*)			
Jean-Pierre Denis (7)	1960	25 May 2018	2022 (General Meeting convened to approve the accounts for FY 2021)

(1) For members that are corporations, this is the date of appointment of the permanent representative.
(2) Independent member.
(3) The renewal of the term of office of this member of the Supervisory Board is proposed to the General Meeting of the Shareholders called to approve the financial statements for financial year 2020.
(4) Mr Remmert Laan was co-opted by the Supervisory Board at its meeting of 6 December 2018, as a replacement for Mr Jean-Pierre Denis.
(5) Anne-Laure Naveos was initially appointed at the shareholders' meeting of 7 November 2016 and her term of office was renewed at the shareholders' meeting of 19 May 2020 for a period of four years which will expire at the end of the Annual Ordinary General Meeting of the Shareholders called in 2024 to approve the financial statements for the financial year 2023. She resigned with effect from 17 March 2021 and Crédit Mutuel Arkéa was co-opted in her place by the Supervisory Board at its meeting of 17 March 2021, appointing her as their permanent representative.
(6) Mr Léon Seynave was initially appointed at the General Meeting of the Shareholders of 7 November 2016. He resigned with effect from 5 January 2017, and the company Troismer SPRL was co-opted in his place by the Supervisory Board at its meeting of 5 January 2017.
(7) Mr Jean-Pierre Denis resigned as member of the Supervisory Board on 25 May 2018. On the same date, he was appointed non-voting Board member for a term of four years, expiring at the close of the Ordinary General Meeting of the Shareholders to be held in 2022 to approve the financial statements for the financial year 2021.
(8) The renewal of the term of office is proposed to the Annual Ordinary General Meeting of the Shareholders called to approve the financial statements for financial year 2020 (see Section 9.4 Resolutions to be subject to the vote of the Annual Ordinary General Meeting of the Shareholders to be held on 19 May 2021 of this Universal Registration Document).

Committees of the Supervisory Board

In accordance with the AFEP-MEDEF Code, which the Company uses, the Supervisory Board has decided to set up two Committees on a permanent basis: an Audit and Risk Committee and an Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee by the Supervisory Board at its meeting of 17 March 2021). These Committees were set up by the Supervisory Board at its meeting on 22 March 2017.

The composition, duties and mode of operation of these two Committees are detailed in Section 3.4 (Preparation and organisation of the work carried out by the Supervisory Board) of this Universal Registration Document.

The composition of the Committees of the Supervisory Board is as follows:

Audit and Risk Committee
Jean-Louis Charon, Chairman (independent member)
Roger Caniard
Constance de Poncins (independent member)

Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee)
Fanny Picard, Chair (independent member)
Jean Charest (independent member)
Léon Seynave (independent member)

Presentation of the members of the Supervisory Board

Mr Christian de Labriffe was appointed as Chairman of the Company's Supervisory Board at a meeting of the Board on 22 March 2017.

The Company's Articles of Association provide that, subject to the initial appointments allowing for renewal to be staggered, the Supervisory Board be made up of members appointed for a period of four years expiring at the end of the Annual General Meeting of the shareholders convening to approve the accounts for the previous year and held in the year in which the term of office of that Supervisory Board member expires. The composition of the Supervisory Board at the date of this Universal Registration Document was determined so that it could be renewed by regular and balanced rotation.

Information about members of the Supervisory Board

CHRISTIAN DE LABRIFFE

Chairman
Non-independent member

Nationality: French
Year of birth: 1947
Date of first appointment: 28 February 2017
Term of office expires: 2022 (General Meeting convened to approve the accounts for FY 2021)
Business address: 32, rue de Monceau, 75008 Paris
Current office: Chairman of the Company's Supervisory Board

Expertise and past experience in management:

Mr Christian de Labriffe is a graduate of ISC Paris Business School. He started his career at Lazard Frères & Cie in 1972 where he was appointed Managing Partner in 1987. In 1994, he became Managing Partner of Rothschild & Cie. He joined the Group in 2013 as Chairman and CEO of Salvepar.

Offices and positions held as at 31 December 2020:

- Director of Christian Dior (SE – listed company)
- Manager of Parc Monceau (SARL)
- Chairman of TCA Partnership (SAS)
- Director of Tikehau Capital Belgium (Belgian company controlled by the Company)
- Director of the Fondation Nationale des Arts Graphiques et Plastiques
- Chairman of the Supervisory Board of Ace Capital Partners (SAS)
- Non-voting member and permanent representative of Parc Monceau, on the Supervisory Board of Beneteau (SA – listed company)
- Permanent representative of Tikehau Capital on the Board of directors of "Les Dérivés Résiniques et Terpéniques — DRT" (SA)

Other offices held in the past five years and no longer held to date:

- Director of Christian Dior Couture (SA)
- Chairman and Chief Executive Officer and Director of Salvepar (SA – listed company)
- Director and permanent representative of Salvepar on the Board of directors of HDL Development (SAS)
- Permanent representative of Salvepar on the Board of directors of "Les Dérivés Résiniques et Terpéniques — DRT" (SA)

ROGER CANIARD

Non-independent member
Member of the Audit and Risk Committee

Nationality: French
Year of birth: 1967
Date of first appointment: 28 February 2017
Term of office expires: 2022 (General Meeting convened to approve the accounts for FY 2021)
Business address: 10, cours du Triangle-de-l'Arche,
92919 La Défense.
Current office: Head of MACSF financial management

Expertise and past experience in management:

Roger Caniard is a graduate of IEP Paris, ESCP, Université Paris-Dauphine and of the Société Française des Analystes Financiers (SFAF). He began his career as a financial analyst. After a period at La Mondiale (equity management) and KBL (merger advisory bank), he joined MACSF in 1995. Since 2014, he has been a member of the Executive Committee and CFO of MACSF.

Offices and positions held as at 31 December 2020:

- Group Chief Financial Officer of MACSF épargne retraite
- Chief Executive Officer of Médiservices Partenaires (cooperative society in SA form)
- Director of Médiservices Partenaires (cooperative society in SA form)
- Director of Château Lascombes (SA)
- Member of the Supervisory Board of Taittinger
- Permanent Representative of MACSF épargne retraite on the Supervisory Committee of Verso Healthcare
- Permanent representative of MACSF épargne retraite on the Board of Vivalto (SAS)
- Permanent representative of MACSF épargne retraite on the Board of Vivalto Vie (SAS)
- Permanent representative of MACSF épargne retraite on the Board of Destia (SAS)
- Permanent representative of MACSF épargne retraite on the Board of Star Service (SAS)
- Permanent representative of MACSF épargne retraite on the Board of Laboratoires Delbert (SAS)
- Permanent representative of MACSF épargne retraite on the Board of Cube Infrastructure I and II
- Permanent representative of MACSF épargne retraite on the Board of Pharmatis (SAS)
- Permanent representative of MACSF épargne retraite on the Board of directors of Tikehau Capital Advisors (SAS)

Other offices held in the past five years and no longer held to date:

- Permanent representative of MACSF épargne retraite on the Board of directors of Salvepar (SA – listed company)
- Director of MFPS
- Permanent representative of MACSF épargne retraite on the Supervisory Board of Korian (SA – listed company)

JEAN CHARREST

Independent member

Member of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee)

Nationality: Canadian

Year of birth: 1958

Date of first appointment: 21 December 2016

Term of office expires: 2021 (General Meeting convened to approve the accounts for FY 2020) [(1)]

Business address: 1000 rue de la Gauchetière-Ouest,

bur. 2500, Montreal (Québec), H3B 0A2

Current office: Partner at the McCarthy Tétrault law firm (Canada)

Expertise and past experience in management:

Mr Jean Charest was elected a member of parliament in the Canadian House of Commons in 1984, and then became the youngest ever member of the Canadian Council of Ministers when he was appointed, at 28 years of age, Minister for State & Youth. He was then appointed Minister for the Environment, Minister for Industry and Vice-Prime Minister of Canada. He held the office of Prime Minister of Quebec from 2003 to 2012. He is a partner of McCarthy Tétrault LLP and, since 1986, member of the Queen's Privy Council for Canada.

Offices and positions held as at 31 December 2020:

- Partner, Senior lawyer and Strategic Advisor: Cabinet McCarthy Tétrault (Canada)
- Member of the Supervisory Board of Publicis Groupe (SA – listed company), Chairman of the Audit Committee and member of the Appointment Committee
- Chairman of the Board of directors of Windiga Energie
- Director of the Asia Pacific Foundation of Canada
- Honorary Chairman of Canada-ASEAN Business Council (Singapore)
- Member of the Canadian Council of the North American Forum (Canada)
- Member of the Advisory Board of the Canadian Global Affairs Institute (Canada)
- Member of the Canadian Group of the Trilateral Commission (Canada)
- Member of the Advisory Board and member of the Canada US Border Taskforce of the Woodrow Wilson Canada Institute (Canada)
- Member of the Board of directors of Ondine Biomedical (Canada)
- Member of Leaders for Peace (France)
- Co-Chairman of the Canada UAE Business Council (Canada)
- Chairman of Chardi Inc. (Canada)

Other offices held in the past five years and no longer held to date:

- Member of the Board of directors of HNT Electronics Co Ltd
- Member of the Advisory Group of Canada's Ecofiscal Commission
- Member of the Africa Forum Advisory Board (Canada)
- Chairman of the Board of Governors of The Federal Idea (Canada)
- Honorary Member of the Board of directors of the Council of the Great Lakes Region (Canada)

(1) The renewal of the term of office as member of the Supervisory Board of Mr Jean Charest will be submitted to the General Meeting of the Shareholders called to approve the financial statements for financial year 2020 (see Section 9.4 (Resolutions to be subject to the vote of the Annual Ordinary General Meeting of the Shareholders to be held on 19 May 2021) of this Universal Registration Document).

JEAN-LOUIS CHARON

Independent member
Chairman of the Audit and Risk Committee

Nationality: French
Year of birth: 1957
Date of first appointment: 7 November 2016
Term of office expires: 2024 (General Meeting convened to approve the financial statements for FY 2023)
Business address: 11, rue des Pyramides, 75001 Paris
Current office: Chairman of City Star

Expertise and past experience in management:

Mr Jean-Louis Charon is a former student of École Polytechnique and École Nationale des Ponts et Chaussées. He began his career within the Ministry for Industry, and then held positions at General Electric and Thomson. In 1996, he became Managing Director of the Vivendi Universal Real Estate subsidiary CGIS group. In July 2000 he organised the LBO (see the Glossary in Section 10.7 of this Universal Registration Document) of Nexity, sitting on its Board of directors and then its Supervisory Board. After founding Nexstar Capital, in partnership with LBO France, he founded the City Star group in 2004 where he is the current Chairman.

Offices and positions held as at 31 December 2020:

- Director of Foncière Atland (SA – listed company)
- Chairman of SOBK (SAS)
- Chairman of City Star Property Investment (SAS)
- Manager of Lavandières (SCI)
- Manager of 118 rue de Vaugirard (SCI)
- Director of City Star Private Equity Asia Pte. Ltd.
- Director of City Star Phnom Penh Property Management Pte.Ltd.
- Director of City Star Ream Topco Pte. Ltd.
- Director of City Star Ream Holdco Pte. Ltd.
- Director of City Star Phnom Penh Land Holding Pte. Ltd.
- Director of City Star Cambodia Pte. Ltd.
- Director of City Star KRD Pte. Ltd.
- Director of City Star KRH Pte. Ltd.
- Director of Elaia Investment Spain SOCIMI S.A.

Other offices held in the past five years and no longer held to date:

- Manager of City Star Promotion 1 (SARL)
- Manager of Horus Gestion (SARL)
- Chairman of Medavy Arts et Antiquités (SAS)
- Manager of Sekmet (EURL)
- Manager of 10 Four Charon (SCI)
- Manager of JLC Victor Hugo (SCI)
- Director of Eurosic (SA – listed company)
- Director of Fakarava Capital (SAS)
- Chairman of Valery (SAS)
- Chairman of Vivapierre (SA)
- Permanent representative of Holdaffine on the Board of Affine (SA – listed company)
- Deputy Chairman of the Supervisory Board of Selectirente (SA – listed company)

JEAN-PIERRE DENIS

NON-VOTING MEMBER (CENSEUR)

Nationality: French

Year of birth: 1960

Date of first appointment: 21 December 2016 (with effect from 9 January 2017)

Term of office expires: 2022 (General Meeting convened to approve the accounts for FY 2021)

Business address:
118, avenue des Champs-Élysées, 75008 Paris

Current office: Chairman of Crédit Mutuel Arkéa and of the Fédération du Crédit Mutuel de Bretagne

Expertise and past experience in management:

Mr Jean-Pierre Denis is a qualified Finance Inspector, who graduated from HEC and also attended ENA. He has previously held positions as Chairman and Chief Executive Officer of the Oséo group from 2005 to 2007, and was also a member of the Management Board of Vivendi Environnement which became Véolia Environnement (2000-2003), Chairman of Dalkia (Vivendi group and then Veolia Environnement) (1999-2003), Advisor to the Chairman at CGE which became Vivendi (1997-1999) and Deputy Secretary General to the President of the Republic (1995-1997). In 2008, he was appointed Chairman of Crédit Mutuel Arkéa and of the Fédération du Crédit Mutuel de Bretagne.

Offices and positions held as at 31 December 2020:

- Chairman of Crédit Mutuel Arkéa
- Chairman of the Fédération du Crédit Mutuel de Bretagne
- Director of the Caisse de Crédit Mutuel de Cap Sizun
- Chairman of Château Calon Ségur (SAS)
- Director of Kering (SA – listed company)
- Director of Nexity (SA – listed company)
- Non-voting member of the Board of directors of Altrad Investment Authority (SAS)
- Director of Paprec Holding (SA)
- Director of Avril Gestion (SAS)
- Director of JLPP Invest (SAS)

Other offices held in the past five years and no longer held to date:

- Director of Altrad Investment Authority (SAS)
- Director and Treasurer of the Ligue de football professionnel (LFP)
- Temporary Chairman of the Ligue de football professionnel (LFP)

REMMERT LAAN

Non-independent member

Nationality: French and Dutch

Year of birth: 1942

Date of first appointment: 6 December 2018 (date of co-opting by the Supervisory Board)

Term of office expires: 2021 (General Meeting convened to approve the accounts for FY 2020) (1)

Business address: 30 rue de Miromesnil, 75008 Paris

Expertise and past experience in management:

Mr Remmert Laan holds a Civil law degree from the University of Leiden (Netherlands) and was awarded an MBA by INSEAD in 1970. From 1970 to 1973, he was management advisor at Cresap and McCormick & Paget Inc. in New York. In 1979, he joined Lazard Frères & Cie in Paris, where he was Managing Partner from 1986 to 2002. From 2006 to 2016, he was Deputy-Chairman of Leonardo & Co. and Banque Leonardo in Paris. During his career, Mr Remmert Laan has held seats on numerous Boards of directors, including at Alcatel, KLM NV, Vedior NV, Myoscience Inc., Forest Value Investment Management SA., Saint Louis Sucre SA, OCP SA and Laurus. He has also been a member of the Supervisory Boards of KKR Guernsey GP Limited, AB InBev SA and Patrinvest SA, and a member of the Board of directors of the INSEAD Foundation.

Offices and positions held as at 31 December 2020:

- Director of Laan & Co BV (Dutch company)
- Chairman of Forest & Biomass S.A. (Luxembourg company)

Other offices held in the past five years and no longer held to date:

- Director of Tikehau Capital Belgium (Belgian company)
- Member of the Supervisory Board of KLM N.V. (Dutch company)

(1) The renewal of the term of office as member of the Supervisory Board of Mr Remmert Laan will be submitted to the Annual Ordinary General Meeting of the Shareholders called to approve the financial statements for financial year 2020 (see Section 9.4 (Resolutions to be subject to the vote of the Annual Ordinary General Meeting of the Shareholders to be held on 19 may 2021) of this Universal Registration Document).

FONDS STRATÉGIQUE DE PARTICIPATIONS

Non-independent member represented by Ms Florence Lustman

Date of first appointment: 28 February 2017

Term of office expires: 2021 (General Meeting convened to approve the accounts for FY 2020) (1)

Business address: 47, rue du Faubourg-Saint-Honoré, 75008 Paris

Registration: 753 519 891 RCS Paris

Offices and positions held by Fonds Stratégique de Participations as of 31 December 2020:

- Director of Seb (SA – listed company)
- Director of Arkema (SA – listed company)
- Director of Eutelsat Communication (SA – listed company)
- Director of Elior Group (SA – listed company)
- Director of Neonen (SA)
- Director of Valeo (SA – listed company)
- Director of Tikehau Capital Advisors (SAS)

Other offices held in the past five years and no longer held to date:

- Member of the Supervisory Board of Zodiac Aerospace (SA – listed company)

FLORENCE LUSTMAN

Permanent representative of the Fonds Stratégique de Participations (non-independent member)

Nationality: French

Year of birth: 1961

Date of first appointment: 28 February 2017

Business address: 115 rue de Sèvres, 75006 Paris

Current offices: Chair of the Fédération Française de l'Assurance (French Insurance Federation)

Expertise and past experience in management:

Ms Florence Lustman is a former student of École Polytechnique and Institut d'Etudes Politiques in Paris. She is also a graduate of the IAF (Institut des Actuaires Français). She began her career as insurance supervisor at the Commission de Contrôle des Assurances. She then became General Secretary of that Commission (now the Autorité de Contrôle des Assurances et des Mutuelles). After working for the Inspection Générale des Finances (Inspectorate General of Finance), MsLustmann was then Chief Financial and Public Affairs Officer of La Banque Postale Group from 2012 to 2019. She has been Chair of the Fédération Française de l'Assurance (French Insurance Federation) since 2019.

Offices and positions held as at 31 December 2020:

- Chairman of the Fédération Française de l'Assurance (French Insurance Federation)
- Member of the Board of directors of Imagine (Institute for Genetic Illnesses)
- Member of the Board of the Institut Polytechnique de Paris
- Permanent representative of Fonds Stratégique de Participations on the Board of directors of Tikehau Capital Advisors (SAS)

Other offices held in the past five years and no longer held to date:

- Member of the Executive Committee and of the General Management Committee of La Banque Postale (SA)
- Member of the Supervisory Board of La Banque Postale Financement (SA)
- Permanent representative of SF2 on the Board of directors of La Banque Postale Prévoyance (SA)
- Member of the Supervisory Board of La Banque Postale Asset Management (SA)
- Chairman of the Board of directors of La Banque Postale Home Loan SFH (SA)
- Director of La Banque Postale IARD (SA)
- Permanent representative of LBP on the Board of directors of La Banque Postale Assurance Santé (SA)
- Director of Sopassure (SA)
- Chief Executive Officer and member of the Board of directors of SF2 (SA)
- Permanent representative of Sopassure on the Board of directors of CNP Assurances (SA – listed company)
- Director of AEW Ciloger (SA)
- Member of the Supervisory Board of the Fonds de Garantie des Dépôts et de Résolutions (Fund)

(1) The renewal of the term of office as member of the Supervisory Board of Fonds Stratégique de Participations will be submitted to the Annual Ordinary General Meeting of the Shareholders called to approve the financial statements for financial year 2020 (see Section 9.4 (Resolutions to be subject to the vote of the Annual Ordinary General Meeting of the Shareholders to be held on 19 may 2021) of this Universal Registration Document).

CRÉDIT MUTUEL ARKEA

Non-independent member represented by Ms Anne-Laure Naveos

Date of first appointment: 17 March 2021 (date of co-opting by the Supervisory Board)

Term of office expires: 2024 (General Meeting convened to approve the financial statements for FY 2023)

Business address: 1, rue Louis-Lichou, 29480 Le Relecq-Kerhuon

Registration: 775 577 018 RCS Brest

Offices and positions held by Crédit Mutuel Arkéa as at 31 December 2020:

- Director of 56 Energies (SEM)
- Director of Aéroport de Bretagne Ouest (SAS)
- Non-voting board member of Aéroport de Cornouaille (SAS)
- Director of Aiguillon Construction (SAHLM)
- Non-voting board member of Aiguillon Résidences (ScpHLM)
- Director of An Doal Vras (Association)
- Director of Apilogis (Scop)
- Member of the Supervisory Committee of Aquiti Gestion (SAS)
- Director of Arkéa Assistance (SA)
- Member of the Supervisory Board of Arkéa Banking Services (SA)
- Member of the Supervisory Board of Arkéa Banque Entreprises et Institutionnels (SA)
- Director of Arkéa Capital Investissement (SA)
- Member of the Supervisory Board of Arkéa Crédit Bail (SAS)
- Member of the Supervisory Board of Arkéa Direct Bank (SA)
- Director of Arkéa Home Loans SFH (SA)
- Director of Arkéa Immobilier Conseil (SA)
- Director of Arkéa Public Sector SCF (SA)
- Director of Arkéa SCD (SA)
- Director of Arkéa Sécurité (SA)
- Director of Atout Ports (SEM)
- Director of Axanis (ScpHLM)
- Director of Aximo (SAHLM)
- Director of Breizh Invest PME (SA)
- Member of the Supervisory Board of Bretagne Capital Solidaire (Scop)
- Member of the Supervisory Board of Budget Insight (SAS)
- Director of Caisse Centrale de Crédit Mutuel (Scop)
- Director of Chambre Régionale Economie Sociale (Association)
- Member of the Governance Board of Citame (SASU)
- Member of the Supervisory Committee of Clearwater (SAS)
- Director of Confédération National du Crédit Mutuel (SA union of Scop)
- Director of Coopalis (ScpHLM)
- Director of Coopérative Immobilière de Bretagne (Scop)
- Non-voting board member of Coopérations pour Habiter (SAHLM)
- Member of the Supervisory Board of Crédit Foncier et Communal d'Alsace et de Lorraine Banque (SA)
- Director of Créteil Habitat Semic (SA)
- Director of Energie'IV (SEM)
- Director of ESB Habitat (SAHLM)
- Director of Espacil Habitat (SA)
- Director of Expansiel Promotion Groupe Valophis (Scop)
- Director of Federal Equipments (EIG)
- Member of the Supervisory Board of Federal Finance (SA)
- Member of the Supervisory Board of Financo (SA)
- Director of Finansemble (SAS)
- Director of Gironde Energies (SAS)
- Director of Hemera (SASU)
- Non-voting board member of Ile de France Investissements et Territoires (SEM)
- Director of InCité Bordeaux la CUB (SEM)
- Chairman of Izimmo (SASU)
- Chairman of Izimmo Holding (SAS)
- Chairman of Izimmo Invest (SASU)
- Member of the Supervisory Board of Jivai (SAS)
- Director of Kepler Financial Partners (SAS)
- Non-voting board member of Kereds Promotion Immobilière (Scop)
- Director of La Compagnie Française des Successions (SAS)
- Non-voting board member of La Coopérative Foncière (Other PM)
- Non-voting board member of the Comité Ouvrier du Logement (SCP HLM)
- Director of Toit Girondin (ScpHLM)
- Member of the Supervisory Board of Leetchi (SA)
- Non-voting board member of Les Habitations Populaires SCIC (Scop)
- Director of L'Habitation Confortable (SAHLM)
- Director of Logipostel (ScpHLM)
- Director of Logistart (SAHLM)
- Director of Mainsys France (SAS)
- Director of Mangopay (SA)
- Member of the Supervisory Board of Monext (SASU)
- Non-voting board member of Nexity (SA)
- Director of Nextalk (SAS)
- Director of Novelia (SA)
- Non-voting board member of OP'Accession 35 (Scop)
- Director of Paylib Services (SAS)
- Director of Paysan Breton (SAS)
- Member of the Supervisory Board of Procapital (SA)
- Member of the Supervisory Board of Pytheas Capital Advisors (SAS)
- Director of Armorique (SAHLM)
- Director of Patrimoine la Long Languedocienne (SAHLM)
- Director of Midi Habitat (SACICAP)
- Non-voting board member of Sarenza (SASU)
- Director of Immobilière Charente (SAS)
- Non-voting board member of Sorimmo (SAS)
- Director of Interfédérale (SCI)
- Director of Logement de la Région d'Elbeuf (SCIC)
- Director of Anjou Atlantique Accession (SCIC HLM)
- Non-voting board member of Coop Access (SCIC HLM)
- Director of Demeures de Saone (SCIC HLM)
- Director of Aménagement du Finistère (SEM)
- Director of Aménagement et Equipment de la Bretagne (SEM)
- Director of Animation Economique au Service des Territoires (SEM)

- Director of Baie d'Armor Entreprises (SEM)
- Director of Brest Métropole Aménagement (SEM)
- Director of Brest'Aim (SEC)
- Non-voting board member of Bruz Amenagement (SEM)
- Director of Citallios (SEM)
- Non-voting board member of Dinan Expansion (SEM)
- Director of Espace Entreprises Pays de Fougères (SEM)
- Director of Patrimoniale Satory Mobilité (SEM)
- Director of Pompes Funèbres Région de Saint-Brieuc (SEM)
- Non-voting board member of Portage Immobilier Ville de Brest (SEM)
- Director of Quimper Evènements (SEM)
- Director of Rennes Cité Média (SEM)
- Director of Sellor (SEM)
- Director of Sequano Aménagement (SEM)
- Director of Société Aménagement et Développement Ille et Vilaine (SEM)
- Non-voting board member of Territoires et Développement Bassin Rennais (SEM)
- Director of Transports Collectifs Agglomération Rennaise (SEM)
- Director of Ville Renouvelée (SEM)
- Director of Energies en Finistère (SEM)
- Director of SA de Construction de la Ville de Lyon (SA)
- Director of Société d'Aménagement Foncier et d'Etablissement Rural de Bretagne (SAFER)
- Director of Paris Seine (SEM)
- Non-voting board member of Société d'Equipement et de Développement de la Loire (SEM)
- Director of Sofiouest (SA)
- Director of Sofiproteol (SA)
- Director of SEM de Construction et de Rénovation de la Ville de Pantin (SA)
- Member of the Supervisory Board of Suravenir (SA)
- Director of Suravenir Assurances (SA)
- Director of Swen Capital Partners (SA)
- Director of Syndicat Départemental d'Energie des Cotes d'Armor (Mixed Communal Public Association)
- Director of Technopole Brest Iroise (Association)
- Non-voting board member of Territoires Charent (SAEML)
- Director of Territoires et Perspectives (SAS)
- Member of the Supervisory Board of TIkehau Investment Management (SAS)
- Director of Tikehau Capital Advisors (SAS)
- Director of Vallée Sud Développement (SEM)
- Director of Valophis la Chaumière Ile de France (Scop)
- Member of the Supervisory Board of Valophis Sarepa (SA)
- Director of Vivienne Investissement (SAS)
- Director of Yncrea Ouest (Association)
- Member of the Supervisory Board of Yomoni (SAS)
- Member of the Supervisory Board of Younited (SA)

Other offices held in the past five years and no longer held to date:

- Director of Crédit Financier Lillois (SA)
- Director of Linxo (SAS)
- Member of the Supervisory Committee of New Primonial Holding (SAS)
- Member of the Supervisory Committee of Oxlin (SASU)
- Member of the Supervisory Board of Logement et Gestion Immobilière pour la Région Parisienne - LOGIREP (SAHLM)
- Non-voting board member of the Board of Directors of K Auvergne Développement (SAS)
- Director (*Bestuurder*) of Vermeg Group NV (Dutch company)

ANNE-LAURE NAVEOS

Permanent representative of Crédit Mutuel Arkéa (non-independent member)

Nationality: French

Year of birth: 1980

Date of first appointment: 7 November 2016

Business address: 1, rue Louis-Lichou, 29480 Le Relecq-Kerhuon

Current office: Director in charge of External Growth & Partnerships at Crédit Mutuel Arkéa

Expertise and past experience in management:

Ms Anne-Laure Naveos graduated from EM Lyon Business School. In 2005, she joined Symphonis as Internal Auditor & Head of Finance, before joining Crédit Mutuel Arkéa as Head of External Growth & Partnerships in 2008.

Offices and positions held as at 31 December 2020:

- Permanent Representative of Crédit Mutuel Arkéa on the Supervisory Board of Yomoni (SAS)
- Permanent Representative of Crédit Mutuel Arkéa on the Strategic committee of Wilov (SAS)
- Member of the Supervisory Board of Leetchi (SA)
- Member of the Steering Committee of Raise Sherpas (Endowment)
- Director of the Association pour le commerce et les services en ligne (Association)

Other offices held in the past five years and no longer held to date:

- Permanent Representative of Crédit Mutuel Arkéa on the Supervisory Board of Younited (SA)
- Non-voting member of Vermeg Group N.V. (Dutch company)
- Permanent Representative of Crédit Mutuel Arkéa on the Board of Kepler Financial Partners (SAS)
- Member of the Supervisory Board of JIVAI (SAS)

FANNY PICARD

Independent member

Chair of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee)

Nationality: French

Year of birth: 1968

Date of first appointment: 28 February 2017

Term of office expires: 2022 (General Meeting convened to approve the accounts for FY 2021)

Business address: 4 ter, rue du Bouloi, 75001 Paris

Current office: Chairman of Alter Equity SAS, asset management company of the FPCI Alter Equity 3P and Alter Equity 3P II

Expertise and past experience in management:

Ms Fanny Picard is a graduate of ESSEC and SFAF with a master's degree in law and a former student at Collège des Hautes Études de l'Environnement et du Développement Durable. She began her career in the mergers and acquisitions Department of the investment bank Rothschild & Cie. Before founding and chairing the Alter Equity investment fund, Fanny Picard was Chief Financial Officer, Managing Director and member of the Executive Committee of Wendel and Director of Development for Western Europe and North America for Danone Group.

Offices and positions held as at 31 December 2020:

- Chair of Alter Equity SAS, asset management company of the FPCI Alter Equity 3P and Alter Equity 3P II
- Member of the Board of directors of GL Events (SA – listed company)
- Member of the MEDEF Governance Committee
- Member of the Committee of Experts of the Institut du Capitalisme Responsable
- Member of the Steering Committee of Medici
- Vice-Chairman of the Steering Committee of the Mozaïk RH foundation
- Member of the Steering Committee of the Siel Bleu foundation

Other offices held in the past five years and no longer held to date:

- Director of Salvepar (SA – listed company)
- Member of the Strategic Committee of Bo. Ho Green (SAS)
- Member of the Strategic Committee of Eficia (SAS – formerly ECO GTB)
- Member of the Strategic Committee of Remade (SAS)
- Member of the Steering Committee of the fund BNP Paribas Social Business Impact France

CONSTANCE DE PONCINS

Independent member
Member of the Audit and Risk Committee

Nationality: French
Year of birth: 1969
Date of first appointment: 28 February 2017
Term of office expires: 2022 (General Meeting convened to approve the accounts for FY 2021)
Business address: 52, rue de la Victoire, 75009 Paris
Current office: Executive Manager of AGIPI, savers' association related to savings, pensions, provident and health insurance

Expertise and past experience in management:

Ms Constance de Poncins is a graduate of the Institute of French Actuaries (IAF) and holds a post-graduate degree in Econometrics from the Université de Paris 2 Panthéon-Assas and an Executive MBA from the Management Institute of Paris (MIP-EDHEC). She began her career in 1992, in the Axa France technical Directorate of individual life assurance, before becoming Director of the Private Client Management Distributors and Partners Department, then Director of liabilities and cross-divisional projects. In 2009, she joined Neuflize Vie as Technical and Investment Director and Director of Asset/Liability Commitments. Since 2015 she has been Executive Officer of the savers' association AGIPI.

Offices and positions held as at 31 December 2020:

- Executive Officer of the savers' association AGIPI
- Chair of the SICAVs:
  - AGIPI Obligations Monde
  - AGIPI Grandes Tendances
  - AGIPI Actions Emergents
  - AGIPI Monde Durable
  - AGIPI Convictions
  - AGIPI Region
- Director of GIE AGIPI
- Member of the Supervisory Board of ARGAN (SA – listed company)
- Permanent representative of AGIPI on the Board of the SICAV AGIPI Immobilier
- Permanent representative of AGIPI Retraite on the Board of the SICAVs:
  - AGIPI Actions Monde
  - AGIPI Actions Europe
  - AGIPI Obligation Inflation
  - AGIPI Ambitions
  - AGIPI Revenus
- Permanent representative of AGIPI Retraite within FAIDER (Fédération des Associations Indépendantes de Défense des Épargnants pour la Retraite)
- Treasurer and General Secretary of APEPTV (an organisation dedicated to the protection of the environment and heritage of the French municipalities of Villedieu les Bailleuls and Tournai sur Dives)

Other offices held in the past five years and no longer held to date:

- Director of Salvepar (SA – listed company)

TROISMER

Independent member represented by Mr Léon Seynave

Date of first appointment: 5 January 2017
Term of office expires: 2024 (General Meeting convened to approve the financial statements for FY 2023)
Business address: Bosweg 1 B-1860 Meise, Belgium
Registration: 0890.432.977 (BCE)

Offices and positions held by Troismer as at 31 December 2020:

- Director of Lasmer (NV – Belgian company)
- Director of De Groodt (NV – Belgian company)
- Director of Codevim (NV – Belgian company)
- Manager of Five Trees (BVBA – Belgian company)
- Director of FGM (NV – Belgian company)

Other offices held in the past five years and no longer held to date:
None

LÉON SEYNAVE

Permanent representative of Troismer (independent member)
Member of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee)

Nationality: Belgian
Year of birth: 1944
Date of first appointment: 21 December 2016
Business address: Bosweg 1 B-1860 Meise, Belgium
Current office: Managing Director of an investment group

Expertise and past experience in management:

Mr Léon Seynave is a graduate of Louvain University and holds an MBA from Wharton School of Commerce and Finance at Pennsylvania University. He cofounded Mitiska, a company previously listed on the Brussels stock exchange. He is also a Director of several companies including De Persgroep, Vente-Exclusive.com, t-groep, and Stanhope Capital London. Previously, he worked as an investment banker at White, Weld & Co. in New York and in the London and Tokyo offices of Crédit Suisse First Boston.

Offices and positions held as at 31 December 2020:

- Member of the Supervisory Board of Veepee (SA)
- Director of Sinequa (SA)
- Director of Lasmer (NV – Belgian company)
- Manager of Troismer (BVBA – Belgian company)
- Director of Établissement Raymond De Groodt (NV – Belgian company)
- Manager of Charlesmer (civil partnership)

Other offices held in the past five years and no longer held to date:

- Chairman of T-Groep (NV – Belgian company)
- Permanent representataive of Lasmer NV, Chairman of the Board of directors of Stanhope Capital (LLP - UK company)
- Permanent representative of Lasmer NV on the Board of directors of Vente-Exclusive (NV - Belgian company)
- Permanent representative of Lasmer NV on the Board of directors of De Persgroep (NV – Belgian company)
- Permanent representative of Lasmer NV on the Board of directors of Agilitas Group (NV - Belgian company)
- Permanent Representative of Établissement Raymond De Groodt, Director of Fakarava Capital (SAS)

3.1.3 Practices of the Supervisory Board

The practices of the Supervisory Board of the Company are governed by the law and regulations, the Company's Articles of Association (the most recent version of which is available on the Company's website (www.tikehaucapital.com)) and the Supervisory Board's Internal Rules (the most recent version of which is available on the Company's website (www.tikehaucapital.com)).

The duties and practices of the Supervisory Board are detailed in Section 3.4 (Preparation and organisation of the work carried out by the Supervisory Board) of this Universal Registration Document.

3.2 GENERAL MEETINGS OF THE SHAREHOLDERS

3.2.1 Practices of the General Meetings of the Shareholders

The main provisions described below are taken from the Company's Articles of Association in force as at the date of this Universal Registration Document.

Participation in the General Meetings of the Shareholders (Article 11.1 of the Articles of Association)

General Meetings of the Shareholders shall be convened by the Manager or the Supervisory Board under the conditions set out by law.

General Meetings of the Shareholders shall be held either at the registered office or at any other location specified in the convening notice.

Any shareholder, regardless of the number of shares he owns, may participate in General Meetings of the Shareholders under the conditions set out by law and by the Articles of Association with proof of his identity and of the registration of the shares in his name or in the name of the intermediary registered on his behalf two business days before the General Meeting of the Shareholders at 0.00am, Paris time:

- for holders of nominal shares on the nominal securities accounts kept on the Company's books;
- for holders of bearer shares on bearer security accounts kept by the authorised intermediary, which shall provide, electronically, if appropriate, a certificate of participation as proof of their registration.

If the shareholder is unable to attend the General Meeting of the Shareholders in person or by proxy, he may choose one of the two following options:

- voting by correspondence;
- sending a proxy notice to the Company without indicating a proxy, under applicable laws and regulations.

When the shareholder has requested an admission card or certificate of participation or, if applicable, cast his vote by correspondence or sent a proxy, he may no longer choose another mode of participation in the General Meeting of the Shareholders. However, he may sell all or some of his shares at any time.

If the transfer of ownership occurs more than two business days before the General Meeting of the Shareholders at 0.00am, Paris time, the Company consequently nullifies or modifies the vote by correspondence, the proxy, the admission card or the certificate of participation, as applicable. To this end, the authorised intermediary and account-holder notifies the Company or its representative of the transfer of ownership and provides all necessary information.

Any transfer of ownership occurring two business days or less before the General Meeting of the Shareholders at 0.00am, Paris time, shall not be notified by the authorised intermediary nor taken into account by the Company.

Shareholders that are not domiciled in France may register their shares and be represented at General Meetings of the Shareholders by any intermediary registered on their behalf with a general power of attorney to manage their shares, provided that the intermediary has declared itself as an intermediary holding securities on behalf of another party upon opening its account with the Company or the account-holding financial intermediary, pursuant to applicable laws and regulations.

Shareholders may, upon a decision of the Manager published in the meeting notice and convening notice, participate in meetings *via* video conference or any other means of telecommunication or teletransmission, including internet, under the conditions set out by applicable laws and regulations. The Manager set the corresponding terms of participation and voting to ensure that the procedures and technologies employed allow for continuous, real-time transmission of the deliberations and the voting process in its entirety.

Shareholders using the electronic form provided on the website by the meeting centraliser, within the required time limit, have the same status as shareholders in attendance or represented. The electronic form may be filled out and signed directly on the website by any procedure decided upon by the Manager that fulfils the conditions defined in the first sentence of the second paragraph of Article 1367 of the French Civil Code, which may involve a username and password.

The proxy and the vote cast electronically before the meeting, as well as the confirmation of receipt given, shall be deemed irrevocable written undertakings enforceable on all parties, it being noted that if a transfer of ownership occurs more than two business days before the General Meeting of the Shareholders at 0.00am, Paris time, the Company will consequently nullify or modify any proxy or vote cast before this date and time.

General Meetings of the Shareholders are chaired by the Manager (or any of the Managers) or, with the approval of the Manager, by the Chairman of the Supervisory Board. Failing this, the meeting shall elect its own Chairman.

Minutes are prepared of General Meetings of the Shareholders and copies are certified and issued in accordance with the law.

Approval of decisions by the general partner or partners (Article 11.1 of the Articles of Association)

Except for the appointment and removal from office of members of the Supervisory Board, the appointment and removal from office of the Statutory Auditors, the distribution of annual dividends and the approval of agreements requiring authorisation, no decision shall be validly taken by the General Meeting of the Shareholders unless it is approved by the general partner (or the general partners, if several) in principle before the General Meeting of the Shareholders and, in any event, no later than the close of the said meeting.

3.2.2 General Meetings of the Shareholders of the Company in 2020

In 2020, a single General Meeting of the Shareholders was held (19 May 2020). In the context of the Covid-19 epidemic and in accordance with the instructions of the French government, the General Meeting of the Shareholders of 19 May 2020 was held behind closed doors, without the shareholders physically present. At this meeting, all resolutions recommended by the Manager were approved and, in spite of the health situation, a quorum of 91.16% was met.

The documents relating to the General Meeting of the Shareholders of 19 May 2020, as well as the results of the vote on each resolution, are available on the Company's website (under the heading shareholders/AGM: www.tikehaucapital.com/en/shareholders/agm).

3.3 REMUNERATION, ALLOWANCES AND BENEFITS

As part of the preparatory work for the Company's listing, the General Meetings of the Shareholders of 7 November 2016 decided to convert the Company into a *société en commandite par actions* (partnership limited by shares). At the time of this conversion, Tikehau Capital General Partner took over as Manager and sole general partner of the Company. In addition, the first members of the Supervisory Board were appointed at the General Meetings of the Shareholders of 7 November 2016, 21 December 2016 and 28 February 2017 respectively.

As such, the Manager received full payment for the first time in 2017, in respect of the financial year 2017, and the members of the Supervisory Board received attendance fees for the first time in 2018 for the year 2017.

The provisions on voting on the pay of corporate officers *(say-on-pay)* contemplated in law No. 2016-1691 of 9 December 2016 on transparency, anti-corruption and modernisation of the economy (known as the "Sapin 2 Law") and Decree No. 2017-340 of 16 March 2017 implementing the Sapin 2 Law did not apply to partnerships limited by shares. In accordance with the recommendations of the AFEP-MEDEF Code (to which the Company refers), the compensation of the Chairman of the Supervisory Board was submitted to an *ex post* vote at the Company's Ordinary General Meeting of the Shareholders of 22 May 2019.

The provisions on voting on the pay of corporate officers (*say-on-pay*) resulting from the Sapin 2 Law in addition to the consultation of shareholders on the individual remuneration of executive corporate officers set out in the AFEP-MEDEF Code were superseded by the provisions of Order No. 2019-1234 of 27 November 2019 concerning the remuneration of corporate officers of listed companies (the "Order on remuneration").

The Order on remuneration provides that following the General Meetings of the Shareholders approving the financial statements of the financial year 2019, the remuneration policy applicable to the Manager and the members of the Supervisory Board must be the subject of a draft resolution submitted to the agreement of the general partner and the approval of the Ordinary General Meeting of the Shareholders approving the financial statements for the financial year 2019 and then every year, as well as upon each significant amendment of this policy within the framework of an *ex ante* vote.

The Order concerning remuneration will be submitted to the Ordinary General Meeting approving the financial statements for the financial year 2020, within the framework of an *ex-post* vote, detailing the information contained in the corporate governance report and concerning the overall remuneration and benefits of all types paid in respect of the position held during the financial year 2020 or allocated during the financial year 2020 in respect of the position held, to the Manager and the members of the Company's Supervisory Board in addition to two separate draft resolutions regarding the fixed, variable and exceptional components making up the overall remuneration and benefits of all kinds paid during the financial year 2020 or allocated in respect of the financial year 2020, firstly, to the Manager and, secondly, the Chairman of the Supervisory Board.

3.3.1 Remuneration of the Manager-General Partner

3.3.1.1 Remuneration policy for the Manager

In accordance with Article L.22-10-76 of the French Commercial Code, the components of the remuneration policy applicable the Manager are established by the general partner after an advisory opinion from the Supervisory Board and taking into account the principles and conditions set by the Articles of Association of the Company.

The remuneration policy for the Manager as presented below reproduces without amendment the remuneration policy for the Manager approved by the General Meeting of the Shareholders of 19 May 2020, for which 99.99% of the votes cast were in favour.

It received a favorable opinion from the Supervisory Board at its meeting of 17 March 2021 and was adopted by Tikehau Capital General Partner, as sole general partner of the Company, in a decision dated 18 March 2021.

In order to determine the remuneration policy for the Manager, the general partner has taken into account the principles and conditions set down in Article 8.3 of the Articles of Association of the Company.

Pursuant to that Article, so long as the Company is managed by a single Manager, this Manager shall be entitled to remuneration before taxes equal to 2% of the total consolidated shareholders' equity of the Company, calculated on the last day of the preceding financial year. The Articles of Association stipulate that this remuneration will be paid to the Manager each year when the financial statements of the preceding year are approved.

The Manager has the opportunity, during the financial year, of receiving a payment on account for the remuneration referred to above. The payment of this advance can only be made on the basis of an accounting period certified by the Statutory Auditors of the Company. This advance is deducted from the total amount of remuneration paid to the Manager on approval of the financial statements for the previous financial year.

In the event that one or more Managers are appointed by the general partner or partners, the general partner or partners will decide whether any one of the Managers, at the choice of the general partner or partners, will retain the remuneration described above, or if the Managers will split the remuneration described above, and under what terms. If a Manager is not paid the remuneration described above, its remuneration (amount and terms of payment) will be determined by decision of the general partner or partners, unless this Manager receives no remuneration, subject to the approval of the Ordinary General Meeting of the Shareholders of the Company.

Pursuant to the Articles of the Association of the Company, the Manager or Managers are also entitled, upon presenting receipts, to the reimbursement of expenses incurred when working for the Company.

Inasmuch as this remuneration is statutory, it does not fall within the scope of the regime of regulated agreements contemplated under Article L.226-10 of the French Commercial Code (which refers to Articles L.225-38 to L. 225-43, L. 22-10-12 and L. 22-10-13 of the same Code). It is further stipulated that the Manager is not entitled to carried interest received by the Group (See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document).

So long as the Company is managed by a single Manager, this Manager shall not be entitled, beyond its fixed remuneration, to any annual variable remuneration, multi-annual remuneration or exceptional remuneration.

The Manager is not entitled to any stock options, free shares, performance shares or other long-term benefits (equity warrants, etc.). The Manager is not entitled to a welcome bonus or severance pay.

As the Manager is a legal entity, it is not covered by a supplementary pension scheme.

The fixed remuneration of the Manager, *i.e.* 2% of the total consolidated shareholders' equity of the Company, is intended to remunerate the services provided for the tasks the Manager performs, with the support of its sole shareholder, Tikehau Capital Advisors, for the Company and the Group. Tikehau Capital Advisors brings together the central functions on which the Manager relies when carrying out its tasks on behalf of the Company and the Group, namely Strategy, the Legal and Regulatory Department, the Communication and Public Affairs Department, Investor Relations, the Finance Department, the Human Capital Department, ESG Functions, the Information Systems Department, the Compliance Department, Internal Audit, M&A Advisory and Business Development. Remuneration of the Manager thus covers the remuneration costs of 63 people (as at 31 December 2020), the rents for the premises housing them, IT costs, and operating expenses. The fact that the remuneration of the Manager is fixed ensures the continuity of these central functions that are essential for the Company and the Group to perform smoothly. This is a remuneration principle that is clear, simple and transparent for the Company's shareholders. In this regard, the remuneration of the Manager meets the corporate interest of the Company and supports its continuity and the implementation of the Group's strategy.

Insofar as the Company does not have any employees, the remuneration of the Manager does not take into account any remuneration and employment conditions of Company employees.

In accordance with Article L.22-10-76 of the French Commercial Code, said remuneration policy for the Manager shall be the subject of a draft resolution submitted to the agreement of the general partner and the approval of the Ordinary General Meeting of the Shareholders approving the financial statements for the financial year 2020 and then every year, as well as upon each significant amendment of this policy.

The remuneration policy for the Manager will be published on Tikehau Capital website (www.tikehaucapital.com) on the day following this vote and will remain available, free of charge, for the general public for at least the period during which it applies.

3.3.1.2 Remuneration of the Manager

Pursuant to Article L.22-10-77, II of the French Commercial Code, the Ordinary General Meeting of the Shareholders and the general partner shall approve the fixed, variable and exceptional components forming the overall remuneration and the benefits of all kind paid during the financial year 2020 or allocated in respect of the financial year 2020 to Tikehau Capital General Partner, as Manager of the Company.

Remuneration components put to the vote	Amounts paid in financial year 2020	Amounts allocated in financial year 2020	Description
Fixed remuneration 2020	€62,912,060 (excl. tax)	€62,912,060 (excl. tax)	The fixed remuneration of the Manager, corresponding to 2% of the total consolidated shareholders' equity of the Company, determined on the last day of the financial year, is presented in Section 3.3.1.1 (Remuneration policy for the Manager) of this Universal Registration Document.
Annual variable remuneration 2020	–	–	Not applicable – The principle of allocating annual variable remuneration to the Manager is not stipulated in the remuneration policy for the Manager.
Multi-annual variable remuneration	–	–	Not applicable – The principle of allocating multi-annual variable remuneration to the Manager is not stipulated in the remuneration policy for the Manager.
Exceptional remuneration	–	–	Not applicable – The principle of allocating exceptional variable remuneration to the Manager is not stipulated in the remuneration policy for the Manager.
Stock options, free shares, performance shares or other such allocations (equity warrants…)	–	–	Not applicable – The Manager is not entitled to any stock options, free shares, performance shares or other such long-term benefits and the allocation of this kind of benefit is not specified in the remuneration policy for the Manager.
Director's remuneration	–	–	Not applicable – The Manager is not a Director or a Supervisory Board member.
Benefits of all kinds	–	–	Not applicable – The remuneration policy for the Manager does not provide for the Manager being entitled to any benefit.
Welcome bonus and severance pay	–	–	Not applicable – The remuneration policy for the Manager and the Articles of Association of the Company do not provide for any contractual indemnity of this kind.
Supplementary pension scheme	–	–	Not applicable – The Manager is not entitled to benefit from a supplementary pension scheme.

Table No. 1 [(1)]: - Summary table of remuneration, stock options and shares allocated to Tikehau Capital General Partner, Manager of the Company

	FY 2019	FY 2020
Remuneration allocated in respect of the financial year (specified in table 2)	€45,501,460 (excl. tax)	€62,912,060 (excl. tax)
Valuation of the options allocated during the financial year	–	–
Valuation of the performance shares allocated during the financial year	–	–
Valuation of the other long-term remuneration plans	–	–
TOTAL	**€45,501,460 (EXCL. TAX)**	**€62,912,060 (EXCL. TAX)**

(1) Table taken from Appendix 4 of the AFEP-MEDEF Code.

Table No. 2 [(1)]: - Summary table of the remuneration of Tikehau Capital General Partner, Manager of the Company

	FY 2019		FY 2020	
	Amounts allocated	**Amounts paid**	**Amounts allocated**	**Amounts paid**
Fixed remuneration	€45,501,460 (excl. tax)	€45,501,460 (excl. tax)	€62,912,060 (excl. tax)	€62,912,060 (excl. tax)
Annual variable remuneration	–	–	–	–
Exceptional remuneration	–	–	–	–
Director's remuneration	–	–	–	–
Benefits in kind	–	–	–	–
TOTAL	**€45,501,460 (EXCL. TAX)**	**€45,501,460 (EXCL. TAX)**	**€62,912,060 (EXCL. TAX)**	**€62,912,060 (EXCL. TAX)**

3.

3.3.1.3 Preferred dividend (*préciput*) of the general partner

Under Article 14.1 of the Company's Articles of Association, Tikehau Capital General Partner, as sole general partner of the Company, is entitled, by way of preferred dividend (*préciput*) and should there be distributable income for a financial year, to an amount equal to 12.5% of the net result of the Company as reflected in the Company's statutory financial statements at the close of each financial year.

If there is more than one general partner, they shall share this amount between themselves as they see fit. In the event of a financial year whose duration is less than a calendar year, this preferred dividend (*préciput*) shall be calculated on a pro rata basis for the time elapsed.

In as much as this preferred dividend (*préciput*) is statutory, it does not fall within the scope of the regime of regulated agreements contemplated under Article L.226-10 of the French Commercial Code (which refers to Articles L.225-38 to L.225-43, L.22-10-12 and L.22-10-13 of the same Code). It is further stipulated that the general partner is not entitled to carried interest received by the Group (See Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document).

In accordance with Article L.222-4 of the French Commercial Code (which refers to Article L.226-1 of the French Commercial Code), as the preferred dividend (*préciput*) is part of the benefits determined by the Company's Articles of Association, it is by nature a dividend and not remuneration and, consequently, the General Meeting of the Shareholders is not legally competent to formulate a binding vote on the general partner's preferred dividend (*préciput*).

3.3.1.4 Other information regarding the remuneration of Tikehau Capital General Partner and its corporate officers

The cash flows received by the Manager-General Partner of the Company, Tikehau Capital General Partner, and its shareholder, Tikehau Capital Advisors, are of three kinds: (1) the remuneration of the Manager and the general partner's preferred dividend (*préciput*) of Tikehau Capital General Partner as described in preceding paragraphs, (2) the dividends received by Tikehau Capital Advisors as a limited partner (actionnaire commanditaire) of the Company, and (3) the share of about 27% received by Tikehau Capital Advisors in carried interest on the closed-end funds managed by the Group's asset management companies (with regard to carried interest, see Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document).

With the exception of the remuneration mentioned above and, more generally, the incentive schemes for outperformance detailed in the preceding paragraph or in Section 1.3.1.2 (Tikehau Capital's business model) of this Universal Registration Document, there is no mechanism or agreement for the benefit of (i) Tikehau Capital General Partner, (ii) Tikehau Capital Advisors (the sole shareholder of Tikehau Capital General Partner), (iii) any of their shareholders or subsidiaries or (iv) a corporate officer of these companies (including AF&Co, MCH, Mr Antoine Flamarion or Mr Mathieu Chabran) in respect of which the Company or a Group entity would be obligated to pay them sums corresponding to components of remuneration (including in the context of service agreements), indemnities or benefits due or likely to be due as a result of the assumption of, and performance in, their position, its termination or a change in their positions or subsequently, in particular pension commitments and other lifetime benefits.

Information regarding stock option plans or free share plans can be found in Section 8.3.2.2 (Free share and performance share plans) of this Universal Registration Document. It should also be made clear that Messrs Antoine Flamarion and Mathieu Chabran (and *a fortiori* AF&Co and MCH) have not benefited from any grant of free shares.

(i) Historical information on the remuneration of Tikehau Capital General Partner

Tikehau Capital General Partner became Manager-General Partner of the Company at the time of the conversion of the Company into a *société en commandite par actions* (partnership limited by shares) decided by the General Meeting of the Shareholders held on 7 November 2016. Prior to its conversion into a *société en commandite par actions* (partnership limited by shares), the Company had the legal form of a simplified joint stock company, whose Chairman (Tikehau Capital Advisors) was entitled to a fixed annual remuneration equal to 2% of the NAV of the Company and a variable annual remuneration of 12.5% of the Company's net result for each financial year. Tikehau Capital General Partner did not participate in the governance of the Company prior to its conversion into a *société en commandite par actions* (partnership limited by shares).

Pursuant to the statutory provisions set out above, for the financial year 2020, Tikehau Capital General Partner is entitled to receive a remuneration of €62,912,060 (excluding tax) for its duties as Manager of the Company.

(1) *Table taken from Appendix 4 of the AFEP-MEDEF Code.*

Insofar as the Company's net result for financial year 2020 was a loss, in accordance with the Articles of Association described above, Tikehau Capital General Partner is not entitled to a preferred dividend (*préciput*) for financial year 2020.

The table below shows the amounts received or to be received by Tikehau Capital General Partner for the years 2020, 2019 and 2018 as Manager and the sole general partner of the Company.

(in millions of €)	Amounts for financial year 2020	Amounts for financial year 2019	Amounts for financial year 2018
Remuneration for the duties of Manager of the Company [(1)]	62.9	45.5	50.6
Preferred dividend (*préciput*) as sole general partner [(2)]	–	15.9	–
TOTAL	**62.9**	**61.4**	**50.6**

(1) *This amount does not include tax and is equal to 2% of the Company's consolidated shareholders' equity, calculated on the last day of the prior financial year.*
(2) *This amount is equal to 12.5% of the Company's net result (i.e. €126.8 million for 2019, as the net result for 2019 amounted to a loss for the 2018 and 2020 financial years).*

(ii) Information on the remuneration of the executive corporate officers of Tikehau Capital General Partner

The executive corporate officers of Tikehau Capital General Partner (*i.e.* to date, AF&Co as Chairman and MCH as CEO) receive no remuneration from Tikehau Capital General Partner.

The proprietary interests of AF&Co and MCH are in Tikehau Capital Advisors, which ultimately receives the revenue streams from Tikehau Capital General Partner as Manager-General Partner (under the service agreement described in Section 3.5.1 (Description of new or ongoing material agreements) of this Universal Registration Document or as dividend distributions) and dividend flows as limited partner (*associé commanditaire*) of the Company.

Tikehau Capital Advisors is an independent full-function company that has its own shareholding, its own investors (who are not identical to those of the Company), its own employees and its own operations. Therefore, the revenue stream that can be received by AF&Co and MCH or Mr Antoine Flamarion and Mr Mathieu Chabran, who are inter alia owners of a portion of the share capital of Tikehau Capital Advisors, does not reflect a managerial incentive for executives within the meaning of the AFEP-MEDEF Code.

3.3.2 Remuneration of the Supervisory Board members

3.3.2.1 Remuneration policy for Supervisory Board members

Pursuant to Article L.22-10-76, I of the French Commercial Code, the components of the remuneration policy applying to the Chairman and the members of the Supervisory Board are fixed by the Supervisory Board.

(i) Chairman of the Supervisory Board

Until 1 January 2019, Mr Christian de Labriffe, Chairman of the Company's Supervisory Board, had only received attendance fees in respect of his role as a member and Chairman of the Supervisory Board (formerly referred to as *jetons de présence*).

The rules regarding the allocation of these attendance fees are set out in the paragraph below regarding the components of the remuneration policy for Supervisory Board members.

At its meeting of 20 March 2019, the Supervisory Board decided to award Mr Christian de Labriffe a fixed non-salary remuneration of €460,000 for his duties as Chairman of the Supervisory Board, based on the recommendation given by the Appointment and Remuneration Committee at its meeting of 15 March 2019. This fixed annual remuneration became payable for the first time for the financial year 2019.

The granting of a fixed remuneration of €460,000 to the Chairman of the Supervisory Board appeared to be justified, given the increased scope of the role of the Supervisory Board and, with it, that of its Chairman. The amount of this fixed remuneration was determined using a benchmark which takes into account both the remuneration of the Chairmen of the Supervisory Boards of *sociétés en commandite par actions* (partnerships limited by shares) and *sociétés anonymes duales* (private limited companies with a dual body structure) and using companies that the Company deems to be comparable in terms of size, activity and organisational complexity.

With the completion of several major external growth operations at the end of 2018, the continued internationalisation of the Group and the strengthening of its Asset Management platform, the Group accelerated implementation of its strategic plan, which altered its structure, profile and organisation, centralising more than ever the Supervisory Board's oversight functions. The Chairman of the Supervisory Board plays a key role within this organisation, and Mr Christian de Labriffe now dedicates all of his available time to his role as Chairman of the Company's Supervisory Board with a view to giving full powers to the Board to ensure permanent supervision of the management of the Company and of the Group's activities.

In this respect, the components of the remuneration policy applying to the Chairman of the Supervisory Board are in the corporate interest of the Company, contribute to its continuity and the implementation of the Group's strategy.

The Chairman of the Supervisory Board does not receive, in addition to his fixed remuneration of €460,000 and the attendance fees which he is paid in respect of his role as Chairman of the Supervisory Board (formerly referred to as *jetons de présence*) any annual variable remuneration, multi-annual remuneration or exceptional remuneration. He receives no stock options, free shares, performance shares or other long-term benefits (equity warrants, etc.). He receives no welcome bonus, severance pay or supplementary pension scheme.

In accordance with Article L.22-10-76, I of the French Commercial Code, the Supervisory Board, at its meeting of 17 March 2021, maintained without amendment the elements of the remuneration policy for the Chairman of the Supervisory Board that it adopted at its meetings of 20 March 2019 and 18 March 2020, which were approved by 97.28% of the votes cast at the General Meeting of the Shareholders of 19 May 2020.

(ii) Members of the Supervisory Board

In accordance with Article L.22-10-76, I of the French Commercial Code, the Supervisory Board, at its meeting of 17 March 2021, maintained without amendment the elements of the remuneration policy relating to the remuneration received by the members of the Supervisory Board for their activities (formerly called *jetons de présence*) that it adopted at its meeting of 18 March 2020, which were approved by 97.28% of the votes cast at the General Meeting of the Shareholders of 19 May 2020.

According to Article 10.1 of the Company's Articles of Association, members of the Supervisory Board may receive remuneration, the total amount of which is subject to the approval of the General Meeting of the Shareholders and whose distribution is decided by the Supervisory Board on the recommendation of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee).

The amount of this annual remuneration takes into account the growth of the Group, the development of its business as well as the practices of comparable companies in terms of the remuneration of Board members.

In accordance with the recommendations of the Supervisory Board, the Combined General Meeting of the Shareholders of the Company held on 19 May 2020 increased the amount allocated to the members of the Supervisory Board from €400,000 to €450,000 for each financial year.

The distribution of attendance fees allocated to the Supervisory Board members takes into account, in particular, the effective participation of each member in the meetings as well as the duties performed on the Board and its Committees, and is the subject of prior discussion by the Appointment and Remuneration Committee. The share of each member of the Supervisory Board is calculated in proportion to the duration of his or her term of office during the financial year. Attendance fees are paid in year N+1 for year N.

The variable portion of the remuneration linked to effective participation in meetings of the Supervisory Board and/or Committees is intended to exceed the fixed portion of this remuneration in order to reward the regular attendance of the members of the Board and Committees.

Rules for allocating the annual amount of remuneration of the members of the Board in force with effect from financial year 2020

At its meeting of 18 March 2020, the Supervisory Board decided, on the recommendation of the Appointment and Remuneration Committee, to amend the rules for allocating this amount as set out below.

The fixed portion of the remuneration of the members of the Supervisory Board, the members of any Committee set up within the Board and the non-voting Board member remains unchanged in relation to the rules set by the Supervisory Board at its meetings of 29 March and 6 December 2018 in force during the financial years 2018 and 2019, namely:

- a fixed portion of €7,000 per Board member and €25,000 for the Chairman of the Board;
- a fixed portion of €2,000 per member and €8,000 for the Chairman of each Committee; and
- a fixed portion of €4,700 for the non-voting Board member.

However, in order to take into account the increase in the Company's market capitalisation and its assets under management and align the remuneration of the Board members with that of board members of comparable companies, the variable part of this remuneration is increased as of 1 January 2020:

- from €2,750 to €3,500 in respect of each meeting of the Supervisory Board in which a member or the Chairman has participated, with a cap of €210,000 per annum applying to all Board members; and
- from €2,250 to €3,000 in respect of each meeting of a Committee in which a member or the Chairman of the Committee has participated, with a cap of €54,000 per annum applying to all Committee members.

The variable portion of the remuneration of the non-voting Board member is increased in the same proportion as the Supervisory Board members from €1,800 to €2,300 for each Board meeting in which the non-voting Board member has participated, with a cap of €13,800 per annum.

Supervisory Board members may also receive remuneration in the event of a Board seminar.

Insofar as the Company does not have any employees, the remuneration of the Chairman and Supervisory members does not take into account any remuneration and employment conditions of Company employees.

In accordance with Article L.22-10-76, II of the French Commercial Code, the remuneration policy for the Chairman and members of the Supervisory Board will be the subject of a draft resolution submitted for the approval of the general partner and the approval of the Ordinary General Meeting of the Shareholders called to approve the financial statements for financial year 2020.

The remuneration policy for the Chairman and Supervisory Board members will be published on Tikehau Capital's website (www.tikehaucapital.com) the day following this vote and will remain available, free of charge, for the general public for at least the period during which it applies.

3.3.2.2 Remuneration of the Chairman of the Supervisory Board

In accordance with Article L.22-10-77, II of the French Commercial Code, the General Meeting of the Shareholders of 19 May 2020 and the general partner were asked to approve the fixed, variable and exceptional components making up the entire remuneration and benefits of all kinds paid during financial year 2019 and allocated in respect of financial year 2019 to Mr Christian de Labriffe, in his capacity as Chairman of the Supervisory Board. 97.28% of the votes cast were in favour.

Pursuant to that same Article, the Ordinary General Meeting of the Shareholders and the general partner shall approve the fixed, variable and exceptional components forming the overall remuneration and benefits of all kinds paid during financial year 2020 and allocated in respect of financial year 2020 to Mr Christian de Labriffe, as Chairman of the Supervisory Board (see Section 9.4 Resolutions to be subject to the vote of the Annual Ordinary General Meeting of the Shareholders to be held on 19 May 2021 of this Universal Registration Document).

Total remuneration and benefits of any kind paid in compensation for duties during the financial year 2020 or awarded in compensation for duties for the financial year 2020

The details presented below form part of those put to the vote during the General Meeting of the Shareholders convened to approve the financial statements of the year 2020 pursuant to Article L.22-10-77, II of the French Commercial Code.

Remuneration components put to the vote	Amounts paid in financial year 2020	Amounts allocated in financial year 2020	Description
Fixed remuneration	€575,000	€460,000	The reasons for the Supervisory Board granting Mr Christian de Labriffe a fixed non-salary remuneration of €460,000 for his duties as Chairman of the Supervisory Board are presented in Section 3.3.2.1 (Remuneration policy for Supervisory Board members) of this Universal Registration Document in the paragraph relating to the Chairman of the Supervisory Board. Of the €575,000 paid during the financial year 2020, €230,000 corresponded to a portion of his fixed remuneration for the financial year 2019 and €345,000 to a portion of his fixed remuneration for the financial year 2020.
Annual variable remuneration	–	–	Not applicable – the principle of allocating annual variable remuneration to Mr Christian de Labriffe is not stipulated for in the remuneration policy for Supervisory Board members.
Multi-annual variable remuneration	–	–	Not applicable – the principle of allocating multi-annual variable remuneration to Mr Christian de Labriffe is not stipulated for in the remuneration policy of Supervisory Board members.
Exceptional remuneration	–	–	In accordance with the remuneration policy for Supervisory Board members, no exceptional remuneration was paid to Mr Christian de Labriffe for his duties as Chairman of the Supervisory Board since he took office on 22 March 2017.
Stock options, free shares, performance shares or other such allocations (equity warrants…)	–	–	Not applicable – In accordance with the remuneration policy for Supervisory Board members, Mr Christian de Labriffe is not entitled to any stock options, free shares, performance shares or other such long-term benefits.
Remuneration of Supervisory Board Members	€38,750	€39,000	This remuneration of Supervisory Board members is comprised of a fixed part and a variable part dependent on the number of meetings and their attendance. The rules for allocating the annual amount of the remuneration for Supervisory Board members are presented in Section 3.3.2.1 (Remuneration policy for Supervisory Board members) of this Universal Registration Document.
Benefits of all kinds	–	–	Not applicable – In accordance with the remuneration policy of Supervisory Board members, Mr Christian de Labriffe is not entitled to any benefit in kind.
Welcome bonus and severance pay	–	–	Not applicable – In accordance with the remuneration policy of Supervisory Board members, Mr Christian de Labriffe is not entitled to any indemnity of this type.
Supplementary pension scheme	–	–	Not applicable – Mr Christian de Labriffe is not covered by any supplementary pension scheme.

3.3.2.3 Remuneration for their activity as member of the Supervisory Board and other remuneration received by the Board members

According to Article 10.1 of the Company's Articles of Association, members of the Supervisory Board may receive attendance fees the total amount of which is subject to the approval of the General Meeting of the Shareholders and the distribution of which is decided by the Supervisory Board on the recommendation of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee).

The procedure for allocating the annual amount of the remuneration of the members of the Supervisory Board during the financial years 2019 and 2020 are presented in Section 3.3.2.1 (Remuneration policy for Supervisory Board members) of this Universal Registration Document.

Table No. 3 (1) — Remuneration for the activity as member of the Supervisory Board and other remuneration received by the non-executive corporate officers of the Company

		Amounts in euros paid in 2019 (1)	Amounts in euros allocated in respect of 2019	Amounts in euros paid in 2020 (1)	Amounts in euros allocated in respect of 2020	Relative proportion of fixed and variable remune-ration (2)
Chairman of the Supervisory Board						
Christian de Labriffe	Remuneration for the duties	€271,500 (3)	€498,750 (4)	€613,750 (3)	€499,000 (4)	2.9%
	Other remuneration	– (5)	–	–	–	
Members of the Supervisory Board						
Roger Caniard	Remuneration for the duties	€24,000	€24,000	€24,000	€28,500	216.7%
	Other remuneration	–	–	–	–	
Jean Charest	Remuneration for the duties	€29,500 (6)	€31,750	€31,750 (6)	€29,000	222.2%
	Other remuneration	–	–	–	–	
Jean-Louis Charon	Remuneration for the duties	€35,500	€35,500	€35,500	€38,000	153.3%
	Other remuneration	–	–	–	–	
Jean-Pierre Denis (7)	Remuneration for the duties	€18,314	€13,700	€13,700	€13,900	195.7%
	Other remuneration	–	–	–	–	
Remmert Laan	Remuneration for the duties	€3,249	€15,250	€15,250	€21,000	200.0%
	Other remuneration	–	–	–	–	
Florence Lustman (permanent representative of the Fonds Stratégique de Participations)	Remuneration for the duties	€23,500	€20,750	€20,750	€21,000	200.0%
	Other remuneration	€26,250 (8)	€24,500 (8)	€24,500 (8)	€21,000 (8)	
Anne-Laure Naveos (permanent representative of Crédit Mutuel Arkéa) (9)	Remuneration for the duties	€23,500	€20,750	€20,750	€17,500	150.0%
	Other remuneration	–	–	–	–	
Fanny Picard	Remuneration for the duties	€44,250	€37,750	€37,750	€35,000	133.3%
	Other remuneration	–	–	–	–	
Constance de Poncins	Remuneration for the duties	€41,000	€29,500	€29,500	€32,000	255.6%
	Other remuneration	–	–	–	–	
Léon Seynave (permanent representative of Troismer)	Remuneration for the duties	€32,250 (6)	€31,750	€31,750 (6)	€29,000	222.2%
	Other remuneration	–	–	–	–	
Natacha Valla (10)	Remuneration for the duties	€5,186	–	–	–	
	Other remuneration	–	–	–	–	

(1) Table taken from Appendix 4 of the AFEP-MEDEF Code.

(1) For the remuneration of Supervisory Board members, the amounts paid in year N correspond to the remuneration allocated to Supervisory Board members for the financial year N-1.

(2) This column is not included in the table template included in appendix 4 of the AFEP-MEDEF Code and has been added to show the information required in application of Article L.22-10-9 I 2° of the French Commercial Code. The percentage of the fixed remuneration represented by the variable remuneration is calculated on the basis of the remuneration allocated in respect of the year 2020.

(3) This sum corresponds to part of the annual fixed non-salary remuneration of €460,000 in respect of his duties as Chairman of the Supervisory Board for year N and, as the case may be, year N-1 paid during year N and the sum paid corresponding to the attendance fees for his activity as Chairman of the Supervisory Board (formerly referred to as jetons de présence) in respect of year N-1 and paid during year N.

(4) This sum corresponds to the annual fixed non-salary remuneration of €460,000 in respect of his duties as Chairman of the Supervisory Board allocated to him by the Supervisory Board for year N and the amount of his attendance fees in respect of year N.

(5) A service agreement was entered into on 29 March 2017 between the Company and Parc Monceau, a company controlled by Mr Christian de Labriffe. With respect to the developments the Group has undergone and the Company's portfolio, and insofar as this service agreement could be considered a source of conflicts of interest, the Company found it best to terminate it, with effect from 31 December 2018. For the year 2018, Parc Monceau was paid a fixed remuneration of €466,000 (excl. tax) for this agreement, of which €139,800 were disbursed in January 2019.

(6) A withholding tax was deducted from this amount.

(7) Mr Jean-Pierre Denis resigned as member of the Supervisory Board on 25 May 2018. On the same date, he was appointed non-voting Board member for a term of four years, expiring at the close of the Ordinary General Meeting of the Shareholders to be held in 2022 to approve the financial statements for the financial year 2021. The attendance fees paid to him in 2019 were paid for his duties as a member of the Supervisory Board until 25 May 2018.

(8) This amount corresponds to the attendance fees paid to Fonds Stratégique de Participations (of which Ms Florence Lustman is the permanent representative) as member of the Board of directors of Tikehau Capital Advisors.

(9) Anne-Laure Naveos was initially appointed at the General Meeting of the Shareholders of 7 November 2016 and her term of office was renewed at the General Meeting of the Shareholders of 19 May 2020 for a period of four years which will expire at the end of the Ordinary General Meeting of the Shareholders called in 2024 to approve the financial statements for the financial year 2023. She resigned with effect from 17 March 2021 and Crédit Mutuel Arkéa was co-opted in her place by the Supervisory Board at its meeting of 17 March 2021, appointing her as its permanent representative.

(10) Ms Natacha Valla resigned from her office as member of the Supervisory Board on 7 May 2018.

3.3.3 Summary report on remuneration

This Section sets out the information mentioned in Article L.22-10-9, I of the French Commercial Code (by reference to Article L.22-10-77, I of the French Commercial Code), this is also the information that the Ordinary General Meeting of the Shareholders called to approve the financial statements for the 2020 financial year will be asked to approve and that the sole general partner has agreed to in a decision dated 18 March 2021.

Total remuneration and benefits of any kind paid in compensation for duties during the financial year 2020 or awarded in compensation for duties for the financial year 2020

Pursuant to Article L.22-10-9, I 1° of the French Commercial Code, the fixed, variable, and exceptional components, including in the form of capital securities, debt instruments, or securities giving access to equity or debt instruments, paid in compensation for duties during the financial year 2020 or awarded in compensation for duties for the financial year 2020 to the Company's corporate officers, are presented:

- for the Manager, in Section 3.3.1 (Remuneration of the Manager-General Partner) of this Universal Registration Document;
- for the Chairman of the Supervisory Board, in Section 3.3.2.2 (Remuneration of the Chairman of the Supervisory Board) of this Universal Registration Document; and
- for the members of the Supervisory Board, in Section 3.3.2.3 (Remuneration for the activity as members of the Supervisory Board and other remuneration received by Board members) of this Universal Registration Document.

Relative proportion of fixed and variable remuneration

The Manager only receives fixed compensation for holding its office (see Section 3.3.1 (Remuneration of the Manager-General Partner) of this Universal Registration Document).

The variable remuneration awarded for the financial year 2020 to the Chairman of the Supervisory Board represents 2.9% of the fixed remuneration awarded for the financial year 2020 (for more details, see Section 3.3.2.2 (Remuneration of the Chairman of the Supervisory Board) of this Universal Registration Document).

The relative proportion of the fixed and variable remuneration awarded for the financial year 2020 to each member of the Supervisory Board is provided in the table on remuneration paid to non-executive corporate officers in Section 3.3.2.3 (Remuneration for the activity as members of the Supervisory Board and other remuneration received by Board members) of this Universal Registration Document.

Use of the option to request the return of variable remuneration

The option of requesting the return of variable remuneration has never been used. As a reminder, the Manager is paid no variable remuneration and the variable portion of the remuneration paid to the Chairman and Members of the Supervisory Board is based on their actual attendance at meetings of the Board and/or Committees.

Commitments made upon assuming, changing, or terminating duties

The Company has made no commitment in terms of items of remuneration, allowances, or benefits owed or that may be owed for the assumption, termination, or change of duties, or subsequent to the performance of these duties, specifically, the pension commitments and other lifetime benefits of any of its corporate officers.

Remuneration paid or awarded by a company included in the scope of consolidation

Neither the Manager, nor the Chairman of the Supervisory Board, nor the other Members of the Supervisory Board were paid during the financial year 2020 or awarded for the financial year 2020 any remuneration by a company included in the Company's scope of consolidation (except for the Company itself).

Remuneration multiples

Article L.22-10-9, I 6° of the French Commercial Code, implementing the Order on Remuneration, stipulates that the report on corporate governance should present the ratio of the remuneration of each executive corporate officer of the Company (*i.e.* the Chairman of the Supervisory Board and the Manager) to, firstly, the average remuneration (on a full-time basis) of the Company's employees other than corporate officers and, secondly, to the median remuneration (on a full-time basis) of the Company's employees other than corporate officers. These ratios are commonly referred to as "remuneration multiples".

The Company followed the AFEP guidelines on remuneration multiples updated in February 2021 (the "AFEP guidelines" to define the methods for calculating these ratios.

The remuneration of each of the Company's executive corporate officers (*i.e.* the Chairman of the Supervisory Board and the Manager) included in the numerator of remuneration multiples, is the total remuneration paid or awarded during the financial year N. This was used in the interest of consistency with the method used to calculate employees' average and median remuneration.

The Manager's total remuneration paid or awarded during the financial year N is made up of his fixed remuneration, *i.e.* 2% of the total consolidated shareholders' equity of the Company determined on the last day of the financial year N-1. Please note that the Manager does not receive any other components of remuneration (see Section 3.3.1 (Remuneration of the Manager-General Partner) of this Universal Registration Document).

The total remuneration paid to the Chairman of the Supervisory Board during the year N is composed of his attendance fees for his office as a member of the Supervisory Board and his non-salaried fixed remuneration of €460,000 for his duties as Chairman of the Supervisory Board, which was due for the first time for the 2019 financial year. No other component of remuneration is paid or allocated to the Chairman of the Supervisory Board (see Section 3.3.2.2 (Remuneration of the Chairman of the Supervisory Board) of this Universal Registration Document).

As the Company has no employees, it was decided to use, in keeping with the AFEP Guidelines, the employees of its two main French subsidiaries, *i.e.* Tikehau IM and Sofidy who represent more than 80% of the workforce in France for the companies included in the Company's scope of consolidation. The Company acquired Sofidy in December 2018, and thus the employees of that company and its subsidiaries are taken into account only for the financial years 2018, 2019 and 2020.

Employees whose remuneration was taken into account for calculating the ratios are those who were continually employed during the financial years N and N-1.

The remuneration of employees shown in the denominator of the remuneration multiples is the remuneration paid or awarded during the financial year N, which includes the fixed remuneration paid during the financial year N, the variable remuneration awarded during the financial year N for the financial year N-1, the free shares and performance shares awarded during the financial year N measured at the IFRS value at the time of their granting, and the Long-Term Incentive Plan for senior executives of the Group. Benefits in kind were not taken into account as they were not significant.

Remuneration multiples between the Manager's remuneration and the remuneration of employees of the Company's main French subsidiaries are not significant, insofar as the aim of the Manager's remuneration, *i.e.* 2% of the Company's total consolidated shareholders' equity, is to remunerate the services provided as part of the tasks performed by the Manager, with the support of its sole shareholder, Tikehau Capital Advisors, on behalf of the Company and the Group. Tikehau Capital Advisors brings together the central functions on which the Manager relies when carrying out its tasks on behalf of the Company and the Group, namely Strategy, the Legal and Regulatory Department, the Communication and Public Affairs Department, Investor Relations, the Finance Department, the Human Capital Department, ESG Functions, the Information Systems Department, the Compliance Department, Internal Audit, M&A Advisory and Business Development. Remuneration of the Manager thus covers the remuneration costs of 63 people (as at 31 December 2020), the rents for the premises housing them, IT costs, and operating expenses.

Table of ratios for Article L.22-10-9, I. 6° and 7° of the French Commercial Code

The table below shows the annual change in remuneration, Company performance, and average remuneration, on a full-time equivalent basis, of employees of the Company's main French subsidiaries during the past five financial years.

	2016	2017	2018	2019	2020
Manager (1)					
Change (%) in remuneration	- (2)	206.7 (2) (3)	123.4 (3)	(10.1)	38.3
Information on the extended scope (4)					
Change (%) in average employee remuneration	(17.3)	3.3	(6.6)	(2.0)	47.3
Ratio to average employee remuneration	68.6 (2)	203.7 (3)	487.0	446.9	419.6
Change in ratio (%) from previous financial year	-	196.9	139.1	(8.2)	(6.1)
Ratio to median employee remuneration	90.1 (2)	284.9 (3)	727.4	649.5	777.7
Change (%) from previous financial year	-	216.3	155.3	(10.7)	19.7
Chairman of the Supervisory Board (5)					
Change (%) in remuneration	-	-	-	1,293.1 (6)	(0.5) (6)
Information on the extended scope (4)					
Change (%) in average employee remuneration	(17.3)	3.3	(6.6)	(2)	47.3
Ratio to average employee remuneration	-	-	0.3	4.9 (6)	3.3
Change in ratio (%) from previous financial year	-	-	-	1321.6	(32.5)
Ratio to median employee remuneration	-	-	0.5	7.2 (6)	6.2
Change (%) from previous financial year	-	-	-	1,283.1	(13.9)
Company performance					
Net result	(56,601,842)	271,894,722	(64,455,054)	126,828,174	(275,196,522)
Change (%) from previous financial year	-	580.4	(123.7)	296.8	(317.0)
Assets under management (€bn)	10.0	13.8	22	25.8	28.5
Change (%) from previous financial year	-	38.0	59.4	17.3	10.5

(1) The remuneration of the Manager taken into account is the remuneration paid or awarded during a financial year with the adjustments mentioned, with regard to the remuneration of the Manager for the financial years 2016 and 2017, in notes (2) and (3) below.

(2) The Company was converted to a société en commandite par actions (partnership limited by shares) on 7 November 2016, and at the time of this conversion, Tikehau Capital General Partner took over as Manager. The Manager did not receive any remuneration in 2015. The remuneration of the Manager in 2016 covers the period from 7 November to 31 December 2016 and was paid in 2017. However, it seemed appropriate to take it into account for 2016 to measure the change in the remuneration of the Manager, the performances of the Company and the average remuneration of employees over five years. The percentage change in remuneration between 2016 and 2017 and the remuneration multiples for 2016 were calculated on the basis of the annualised remuneration of the Manager.

(3) The percentage changes in the Manager's remuneration between 2016 and 2017 and between 2017 and 2018, as well as the remuneration ratios for 2017, were calculated on the basis of the amount corresponding to the Manager's remuneration paid in 2017 for 2017, which appeared to be more relevant for measuring the change of the Manager's remuneration, the Company's performance and the average remuneration of employees over five years than the remuneration paid to the Manager in 2017, i.e. €23,759,851, which includes the remuneration paid to the Manager for 2016, i.e. €1,112,782.

(4) As the Company has no employees, the choice was made to use, in keeping with AFEP Guidelines, the employees of its two main French subsidiaries (representing more than 80% of the workforce in France of the companies included in the Company's scope of consolidation), i.e. Tikehau IM for the financial years 2016, 2017, 2018, 2019 and 2020, and Sofidy for financial years 2018, 2019 and 2020. The average remuneration is calculated on a full-time employee basis and only takes account of employees who were continually employed during the financial years N and N-1.

(5) The remuneration of the Chairman of the Supervisory Board taken into account is the remuneration paid or allocated during the financial year N with the adjustments mentioned for the financial year 2019 in note (6) below.

(6) The percentage changes in the remuneration of the Chairman of the Supervisory Board between 2018 and 2019 and 2019 and 2020, as well as the remuneration ratios for 2019, were calculated, in the case of the remuneration for 2019, on the basis of the sum of the non-salary annual fixed remuneration of €460,000 for the duties as Chairman of the Supervisory Board granted, for the first time, for the financial year 2019 and the attendance fees for his activity as Chairman of the Supervisory Board (formerly called jetons de présence) paid in 2019 for the financial year 2018 and, with regard to the remuneration for 2020, the sum of the non-salary annual fixed remuneration of €460,000 for his duties of Chairman of the Supervisory Board and the attendance fees for his activity as Chairman of the Supervisory Board (formerly called jetons de présence) paid in 2020 for the financial year 2019. These amounts appeared to be more relevant for measuring changes in the remuneration of the Chairman of the Supervisory Board, the performance of the Company and the average remuneration of employees over five years than the sum paid to the Chairman of the Supervisory Board for his annual fixed remuneration, i.e. €271,500, with €230,000 corresponding to the balance of his fixed remuneration for 2019 that was paid in January 2020, and the amount paid to the Chairman of the Supervisory Board for the financial year 2020 for his annual fixed remuneration, which amounted to €575,000, which breaks down into €230,000 for the balance of his fixed remuneration for the financial year 2019 that was paid in January 2020 and €345,000 for his fixed non-salary remuneration for the financial year 2020, with the remaining €115,000 having been paid in January 2021.

Compliance with the remuneration policy

The remuneration of the Manager paid during the financial year 2020 and awarded for the financial year 2020 is in accordance with the remuneration policy for the Manager. It is part of the Company's long-term performance insofar as it allows the Manager to pay the costs of the tasks it carries out on behalf of the Company and the Group, as detailed in the above paragraph.

The remuneration of the Chairman and members of the Supervisory Board complies with the remuneration policy that was in effect during the financial year for which it was awarded.

Taking into account the vote of the last Ordinary General Meeting of the Shareholders as set out in Article L.22-10-77, I of the French Commercial Code.

The General Meeting of the Shareholders of 19 May 2020 approved the information mentioned in the summary report on remuneration in Section 3.3.3 of the 2019 Universal Registration Document by a majority of 99.99%.

Deviation from the remuneration policy

There is no deviation from the remuneration policy for the Manager or the Chairman and members of the Supervisory Board.

3.3.4 Stock option plans and free share plans

At the date of this Universal Registration Document, the Company has not set up any share subscription or share purchase option plans.

On 1 December 2017, the Company set up two free share plans for the benefit of employees of the Company and related companies or corporate groups to share with them the success of the Group since its creation and in particular to take into account its exceptional growth during the 2016 and 2017 financial years. The shares granted under these plans were effectively vested by the beneficiaries present in the Group's workforce on 1 December 2019 and, for half of one of these plans, on 1 December 2020.

On 16 March 2018, the Company also set up two Tikehau Capital free share plans replicating the terms of the Tikehau IM free share plans that had been put in place in June 2016 within Tikehau IM. The allocation of free Tikehau Capital shares under these two plans was made in exchange for the waiver of all rights to Tikehau IM shares previously granted under the June 2016 plans.

The shares allocated under both of these plans were effectively acquired by the beneficiaries present in the Group's workforce on 1 July 2019.

On 4 July 2018, the Company set up a free share plan for Credit.fr employees and a free share plan for Sofidy employees on 21 December 2018. The shares granted under the first tranche of the plan for Credit.fr employees and under the plan for Sofidy employees were effectively vested by the beneficiaries present in the Group's workforce on 4 July 2020 and 21 December 2020 respectively.

In line with the Group's remuneration policy, the Company awarded free shares to Group employees as part of their variable remuneration for 2017, 2018, 2019 and 2020, under fifteen free share and performance share plans for eligible employees and corporate officers of the Company or related companies or corporate groups, approved by the Manager on 30 March 2018 (for the two plans corresponding to the variable remuneration in respect of 2017), on 18 February 2019 (for the three plans corresponding to the variable remuneration in respect of 2018), on 10 March 2020 (for three plans corresponding to the variable remuneration in respect of 2019 and for three plans corresponding to both variable remuneration in respect of 2019 and a retention mechanism) and on 24 March 2021 (for three plans corresponding to the variable remuneration in respect of 2020 and for three plans corresponding to both variable remuneration in respect of 2020 and a retention mechanism).

No corporate officer of the Company is a beneficiary under these free share plans. It should also be made clear that Mr Antoine Flamarion and Mr Mathieu Chabran have not benefited from any allocation of free shares.

These free share plans are described in Section 8.3.2.2 (Free share and performance share plans) of this Universal Registration Document.

The description of the financial delegations approved by the General Meeting of the Shareholders of the Company of 19 May 2020 (including in regard to allocation of free shares and stock subscription and/or purchase options) can be found in Section 8.3.3 (Summary table of existing financial delegations and their use as at 31 December 2020) of this Universal Registration Document.

None of the Company's subsidiaries have implemented stock subscription or purchase option plans or free share plans.

3.3.5 Amounts set aside or accrued by the Company or its subsidiaries to provide pension, retirement or similar benefits

The Company has neither provisioned nor recorded any sum for the purpose of paying pensions, retirement or other benefits for its management or corporate officers or those of its subsidiaries.

3.4 PREPARATION AND ORGANISATION OF THE WORK OF THE SUPERVISORY BOARD

The preparation and organisation of the work carried out by the Supervisory Board fall within the framework defined by the laws and regulations applicable to partnerships limited by shares, the Articles of Association of the Company and the Internal Rules of the Supervisory Board.

The Internal Rules of the Company, as adopted by the Company's Supervisory Board on 17 March 2021, specify:

- the duties and powers of the Supervisory Board;
- the obligations of the members of the Supervisory Board (the professional ethics on stock market transactions, acting on behalf of the Company, transparency, disclosure of conflicts of interest and duty of abstention, confidentiality, etc.) and the independence criteria for its members;
- the practices of the Supervisory Board (frequency of meetings, invitations to attend, information to members, use of means of video conferencing and telecommunication) and of the Committees (Audit and Risk Committee, and Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee); and
- the rules for determining the remuneration of Supervisory Board members.

This Section 3.4 contains substantial extracts from the Internal Rules of the Company's Supervisory Board. The Internal Rules of the Company's Supervisory Board are available on the Company's website (www.tikehaucapital.com, under the heading "Governance and team").

3.4.1 Supervisory Board

Composition of the Supervisory Board

The Company's Articles of Association lay down that the Supervisory Board should be made up of between three and 18 members. At the date of this Universal Registration Document, the Supervisory Board is composed of ten members and one non-voting Board member, who are presented in Section 3.1.2 (Presentation of the Supervisory Board) of this Universal Registration Document.

In connection with the proposed listing of the Company's shares on the regulated market of Euronext Paris in 2017, several agreements were concluded concerning the composition of the Supervisory Board:

- Tikehau Capital Advisors, Fakarava Capital, MACSF épargne retraite, Crédit Mutuel Arkéa and Neuflize Vie entered into a shareholders' agreement concerning the Company on 23 January 2017. To enable the inclusion of Makemo Capital and Tikehau Employee Fund 2018, the agreement was modified by way of amendment No. 1 on 17 June 2019. The agreement provides that the parties shall consult with one another prior to any meeting of the Company's Supervisory Board or General Meeting of the Shareholders of the Company for the purpose of agreeing on a common general policy for the Company. This agreement lays down that the parties shall ensure that a member of the Supervisory Board is appointed on the basis of a proposal from each party to the agreement holding at least 5% of the Company's share capital (See Section 8.1.2 (Control of the Group) of this Universal Registration Document);
- on 6 January 2017, the Company and its major shareholders concluded an agreement on an investment of €50 million in the Company by the Fonds Stratégique de Participations. This agreement was accompanied by a commitment to appoint a representative of the Fonds Stratégique de Participations on the Company's Supervisory Board. (See Section 8.1 (Information on control and major shareholders) of this Universal Registration Document).

Subject to this clarification, no arrangements or agreements have been entered into with the main shareholders, or with clients or suppliers, under which a member of the Supervisory Board has been appointed as member of the Company's Supervisory Board.

The Supervisory Board is renewed each year on a rolling basis, such that a portion of the Supervisory Board members is replaced annually. The renewal of the terms of office of Mr Jean Charest, Fonds Stratégique de Participations, and Mr Remmert Laan is proposed to the General Meeting of the Shareholders called to approve the financial statements for financial year 2020 (see Section 9.4 (Resolutions to be subject to the vote of the Annual Ordinary General Meeting of the Shareholders to be held on 19 May 2021) of this Universal Registration Document).

Under the provisions of Article 10.1 of the Company's Articles of Association, each member of the Supervisory Board is appointed for four years, subject to legal provisions allowing the extension of this term of office, and each Supervisory Board member's duties cease at the end of the General Meeting of the Shareholders called to decide upon the financial statements of the year ended, convened in the year during which that Supervisory Board member's term of office expires. By way of exception, the General Meeting of the Shareholders may, in order to implement or maintain the above-mentioned rolling-basis renewal, appoint one or several members of the Supervisory Board for a different duration up to five years, in order to allow for a staggered renewal of the Supervisory Board members' terms. The duties of all Supervisory Board members appointed in this manner for a term of up to five years cease at the end of the General Meeting of the Shareholders called to decide upon the financial statements of the year ended and convened in the year during which that Supervisory Board member's term of office expires. As described in Section 3.1.2 (Presentation of the Supervisory Board) of this Universal Registration Document, these statutory provisions were applied when the Company's Supervisory Board was constituted in order to ensure a staggered rotation of its members' terms of office.

The number of members of the Supervisory Board over the age of seventy-five may not exceed one third of the members in office; if this proportion is exceeded, the members who must leave the Supervisory Board in order to restore compliance with this proportion will be deemed to have resigned, starting with the oldest.

In the event of a vacancy due to death, resignation or any other reason, the Supervisory Board may temporarily co-opt one or more replacement members for the remaining term of office of the replaced member. Any co-opting shall be ratified by the next Ordinary General Meeting of the Shareholders. In the absence of ratification by the Ordinary General Meeting of the Shareholders, the decisions of the Supervisory Board taken during the term of office of the co-opted member shall nonetheless remain valid.

The list of members of the Company's Supervisory Board, including their duties, the offices they hold in other companies, their age, the Committees on which they serve, and the dates of commencement and expiry of their terms of office, is set out in Section 3.1.2 (Presentation of the Supervisory Board) of this Universal Registration Document.

It should be noted that the Supervisory Board does not include any member representing employees and/or employee shareholders and that the Company is not bound by any obligation to make such an appointment (under the provisions of Article L.226-5-1 of the French Commercial Code).

Article 3 of the Supervisory Board's Internal Rules requires that members of the Supervisory Board directly or indirectly own at least 200 shares of the Company throughout their term on the Board. The number of shares of the Company held by each member of the Supervisory Board on the date of this Universal Registration Document is set out in Section 8.1.4 (Shares held by corporate officers) of this Universal Registration Document.

Diversity policy applied to members of the Supervisory Board

At its meeting on 29 March 2018, the Supervisory Board, after consulting the Appointment and Remuneration Committee, adopted a diversity policy defining the Company's objectives with regard to the diversified composition of its Supervisory Board and how they are implemented. This diversity policy has been included as an appendix to the Supervisory Board's Internal Rules.

The Supervisory Board's diversity policy is available on the Company's website as an appendix to the Supervisory Board's Internal Rules (www.tikehaucapital.com, under the heading "Governance and team").

The Company is aware that diversity in the composition of the Supervisory Board is an essential factor in its effectiveness because it is likely to prevent "groupthink" and to foster the expression of independent points of view that contribute to effective supervision of the Group's management and good governance of the Company.

Objectives of the Board's diversity policy

The composition of the Supervisory Board must ensure a balance between the various skills, experience and expertise relevant to understanding the Group's business, its results and outlook as well as the economic and regulatory environment in which the Group operates.

It must also reflect the diversity of the Group's stakeholders (shareholders and partners) by bringing together diverse profiles, in terms of professional experience, including international experience, as well as culture, training and gender diversity.

Criteria taken into account for the assessment of diversity on the Board

Diversity within the Supervisory Board is mainly assessed in light of the following criteria:

- **qualification and professional experience:** the Board must bring together quality personalities from diverse backgrounds (banking and financial sector, national and international institutions, entrepreneurs, etc.) who are capable of taking into account the particularities of the Group's business with, for some, an international aspect as a result of their present or past professional experience, their training or their origin.

  Through the profile of its members (presented in Section 3.1.2 (Presentation of the Supervisory Board) of this Universal Registration Document), the current composition of the Board ensures a diversity of qualifications and professional experience (including international experience) that seems suited to the Group's needs and business. Indeed, the Board includes leading figures from the banking, insurance and mutual insurance, and investment sectors, and reflects the diversity of the Group's stakeholders through its member profile and the presence of representatives of some of its shareholders and partners. The Group's entrepreneurial aspect is reflected in the presence of entrepreneurs. Four nationalities (French, Belgian, Dutch, and Canadian) are represented on the Board, and its members participate in its international aspect by their training and their past or present professional experience;
- **gender balance:** the composition of the Supervisory Board must ensure a balanced representation of men and women in proportions consistent with the applicable legal requirements.

  At the date of this Universal Registration Document, the Supervisory Board includes four women out of a total of ten members, representing a 40% rate of gender balance. It thus complies with the provisions of Article L.226-4-1 of the French Commercial Code, which refers to Article L.22-10-74 of the French Commercial Code, stipulating that the proportion of men or women on the Board may not be less than 40%. In addition, there is a woman on each of the Board's Committees and the Board has appointed a woman, Ms Fanny Picard, as chair of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee);
- **age:** the composition of the Board must comply with statutory provisions requiring that the number of Supervisory Board members over the age of seventy-five may not exceed one third of the members in office and that if this proportion is exceeded, the members who must leave the Supervisory Board in order to restore compliance with this proportion will be deemed to have resigned, starting with the oldest.

  As at 31 December 2020, the average age of the members of the Supervisory Board was around 61, with Mr Remmert Laan, aged 78, and Mr Léon Seynave, aged 76, being the only members above 75 years of age. The composition of the Supervisory Board thus complies with the provisions of the Articles of Association stipulating that the number of members over the age of 75 may not exceed one-third of the members in office.

Implementation of the Board's diversity policy

The Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee) is tasked with identifying and recommending to the Supervisory Board candidates who are suitable to be appointed members of the Supervisory Board and whose candidacy is submitted to the shareholders for a vote.

To do this, the Committee determines the profile of candidates for Supervisory Board positions, taking into account the balance of knowledge, skills, experience and diversity within the Board. The Committee considers candidates from diverse backgrounds and examines them according to their merit and on the basis of objective criteria while taking into account their impact on the diversity of the Board.

Review and update

The Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee) reviews every year the Supervisory Board's diversity policy and the results achieved during the past year, and presents the results of this review to the Board. The Committee may, if it considers it appropriate, formulate quantified objectives with regard to the various criteria to be taken into account in order to encourage the diversity of the Supervisory Board.

Every year, the Supervisory Board assesses the implementation of the Board's diversity policy as part of the annual evaluation of its practices, updates its content in line with the Group's developments and strategy, and adopts any changes that it may consider likely to enhance its effectiveness.

At its meeting of 15 January 2021, the Appointment and Remuneration Committee conducted its annual review of the Supervisory Board's diversity policy and the results obtained in 2020. The results of this review were presented to the Board at its meeting of 17 March 2021.

No changes were made to the composition of the Supervisory Board during financial year 2020. The Ordinary General Meeting of the Shareholders of 19 May 2020 renewed the terms of office of Jean-Louis Charon, Troismer, having appointed Léon Seynave as permanent representative, and Anne-Laure Naveos to serve as members of the Supervisory Board for a period of four years, which will expire at the end of the Annual Ordinary General Meeting of the Shareholders called in 2024 to approve the financial statements for the financial year 2023.

At its meeting of 15 January 2021, the Appointment and Remuneration Committee noted that, instead of relying on a single Executive Committee for assistance with management decisions, the Manager calls on several *ad hoc Committees* composed of representatives of the Group's senior management, each specialised in particular fields. The Appointment and Remuneration Committee noted that the top 10% high-responsibility positions within the Group are 36% held by women.

Gender diversity policy of governing bodies

In accordance with Article 7 of the AFEP-MEDEF Code in its version published on 29 January 2020, the Manager set targets on 18 March 2021 in terms of gender diversity for the Group's governing bodies as well as the timeframe for achieving them and determined the procedures for implementing those objectives and the associated action plan. These objectives and the terms of their implementation were presented to the Supervisory Board at its meeting of 17 March 2021.

The application guide of the High Committee for Corporate Governance (HCGE) published in March 2020 stated that "the *concept of governing bodies is intended for executive committees, management committees and, more broadly, senior management.*" As indicated above, the Manager does not rely on a single Executive Committee whose mission is to regularly assist it with all management decisions, but on several *ad hoc Committees* that bring together representatives of the senior management of the Group and are involved in their own fields. The objectives in terms of diversity of the Group's governing bodies have therefore been defined for a population corresponding to the Group's senior management, *i.e.* employees with the rank of Managing directors. This rank is the highest rank within the Group and includes employees who are at the head of business lines or support functions and have real autonomy.

As of 31 December 2020, 17% of these Managing directors were women. As Tikehau Capital Advisors brings together the central functions on which the Manager relies when carrying out its tasks on behalf of the Company and the Group, the population of Managing directors includes the employees of Tikehau Capital Advisors, in line with all human resources data presented in this Universal Registration Document (see Section 4.3.3 (Human capital: diversity, attracting and retaining talent) of this Universal Registration Document).

With 26 nationalities and a 41% proportion of women in its permanent workforce as at 31 December 2020, diversity is part of Tikehau Capital's DNA and is one of its major assets and a decisive factor in its performance and growth. The Manager has set the objective of increasing the proportion of women who are Managing directors of the Group to a minimum of 22% in 2022, 30% in 2026 and 40% in 2029.

To achieve these objectives, the following actions will be implemented:

- identification of high-potential employees and implementation of *ad hoc* development plans to prepare them for mobility to positions of high responsibility, in the form of mentoring programs and training plans aimed at developing technical and interpersonal skills;
- establishment of senior management succession plans involving women in the short, medium and long term;
- information campaigns for managers about gender bias, especially in the context of recruitment, assessments and promotions;
- establishment of gender diversity objectives to be achieved within the teams and consideration of the achievement of those objectives when setting managers' bonuses;

- information campaigns for the entire Group on issues of gender balance through regular communications;
- strengthening of links with associations that promote gender diversity in the financial sector and academia;
- establishment and promotion of working conditions that promote flexibility (part-time, parental support, etc.);
- measurement of gender pay gaps and actions to reduce them.

Independence of the members of the Supervisory Board

A Board member is independent when he or she has no relationship of any kind with the Company, its Group or its Management that might compromise the independence of his or her judgement.

The criteria for independence that must be reviewed by the Supervisory Board in order to consider a member as independent and to prevent potential conflicts of interest between that member and the management, the Company, or Tikehau Capital Group, are those set out in Article 9.5 of the AFEP-MEDEF Code and which are listed in Article 1 of the Internal Rules of the Company's Supervisory Board.

These criteria include:

- not to be an employee or not to have been so in the previous five years:
  - executive corporate officer of the Company,
  - employee or executive corporate officer or Director of any company within the Company's consolidated Group,
  - employee, executive corporate officer or Director of the parent company of the Company or of a company within the consolidated scope of the parent company;
- not to be an executive corporate officer of a company in which the Company directly or indirectly holds a directorship or in which an employee designated as such or an executive corporate officer of the Company (currently or within the last five years) holds a directorship;
- not to be a client, supplier, major banker or financing banker or major advisor (i) of the Company or its Group or (ii) for which the Company or its Group accounts for a significant part of its business; it must be noted that the assessment of the criterion of whether the relationship with the Company or Group is significant must be discussed by the Supervisory Board on the proposal of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee) and the criteria leading to this assessment (continuity, economic dependence, exclusivity, etc.) detailed in the corporate governance report;
- not to have close family ties with a corporate officer;
- not to have been the Company's Statutory Auditor in the last five years;
- not to be a Director of the Company for more than 12 years. The status of Independent Director lapses after 12 years.

The Supervisory Board may consider that a member of the Supervisory Board, while fulfilling the above criteria, should not be considered independent given their particular circumstances or for any other reason. Conversely, the Supervisory Board may consider that a member who does not strictly fulfil all the criteria mentioned above is nevertheless independent.

The status of each member should be discussed and reviewed annually by the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee), and then by the Supervisory Board in light of these independence criteria and prior to the publication of the Universal Registration Document.

At the date of this Universal Registration Document, the Supervisory Board is composed of five independent members out of its ten members, representing a proportion of independent members of 50%. The Company therefore complies with the recommendations of the AFEP-MEDEF Code which, in the case of a controlled company, require that the Supervisory Board is comprised at least one third of independent members (Article 9.3 of the AFEP-MEDEF Code)

At its meeting of 17 March 2021, the Supervisory Board reviewed the independence of each of its members on the basis of assessments conducted by the Appointment and Remuneration Committee. The following table summarises the reasons which led to the conclusion that some of its members were not independent:

Name	Independent	Reason
Roger Caniard	No	Insofar as Mr Roger Caniard is an employee of MACSF, a group that holds 8.99% of the Company's share capital and voting rights, acts in concert with Tikehau Capital Advisors, the Group's controlling shareholder, and is a Director of Tikehau Capital Advisors, the Supervisory Board considered that Mr Roger Caniard did not meet the independence criteria set out in Article 9.5 of the AFEP-MEDEF Code.
Jean Charest	Yes	In the absence of significant business ties between Mr Jean Charest and Tikehau Capital, the Supervisory Board considered that all the criteria set out in Article 9.5 of the AFEP-MEDEF Code were met.
Jean-Louis Charon	Yes	In the absence of significant business ties between Mr Jean-Louis Charon and Tikehau Capital, as assessed by the Supervisory Board, the Board considered that all the criteria set out by Article 9.5 of the AFEP-MEDEF Code were met. The Board considered that Mr Jean-Louis Charon's position as Director of Fakarava Capital, from which he resigned on 8 March 2018, did not affect his independence with regard to the activities of this company. The Board also considered that the office of member and Vice-Chairman of the Supervisory Board of Selectirente exercised by Mr Jean-Louis Charon did not affect the independence of Mr Jean-Louis Charon since (i) the Company acquired indirect control of Selectirente *via* the acquisition of Sofidy and the Company did not consolidate it before this acquisition and (ii) Mr Jean-Louis Charon resigned on 5 April 2019 from his office within Selectirente following the tender offer launched by Tikehau Capital for Selectirente's shares and OCEANE bonds.
Remmert Laan	No	Insofar as Mr Remmert Laan was a Director of Tikehau Capital Belgium, a fully-owned subsidiary of the Company, until 19 August 2019, the Supervisory Board considered that Mr Remmert Laan did not meet the independence criteria set out in Article 9.5 of the AFEP-MEDEF Code.
Christian de Labriffe	No	The service agreement between the Company and Parc Monceau, a company controlled by Mr Christian de Labriffe and of which he is manager, was terminated on 31 December 2018. However, insofar as Mr Christian de Labriffe is a partner of Tikehau Capital Advisors, the controlling shareholder of the Company, the Board considered that Mr Christian de Labriffe did not meet the independence criteria set out in Article 9.5 of the AFEP-MEDEF Code.
Florence Lustman (permanent representative of the Fonds Stratégique de Participations)	No	Insofar as the Fonds Stratégique de Participations, of which Ms Florence Lustman is the permanent representative, is a Director of Tikehau Capital Advisors, the controlling shareholder of the Company, the Board considered that Ms Florence Lustman did not meet the criteria of independence set out in Article 9.5 of the AFEP-MEDEF Code.
Anne-Laure Naveos (permanent representative of Crédit Mutuel Arkéa)	No	Insofar as Ms Anne-Laure Naveos is an employee and, since 17 March 2021, the permanent representative of Crédit Mutuel Arkéa, a group that acts in concert with Tikehau Capital Advisors, the Group's controlling shareholder (see Section 8.1.2 (Control of the Group) of this Universal Registration Document), and maintains business relationships with Tikehau Capital, the Supervisory Board considers that Ms Anne-Laure Naveos did not meet the independence criteria set out in Article 9.5 of the AFEP-MEDEF Code.
Fanny Picard	Yes	In the absence of significant business ties between Ms Fanny Picard and Tikehau Capital, as assessed by the Supervisory Board, the Board considered that all the criteria set out in Article 9.5 of the AFEP-MEDEF Code were met.
Constance de Poncins	Yes	In the absence of any identified conflict of interest, the Supervisory Board considered that all the criteria set out in Article 9.5 of the AFEP-MEDEF Code were met.
Léon Seynave (permanent representative of Troismer)	Yes	In the absence of significant business ties between Mr Léon Seynave and Tikehau Capital, the Supervisory Board considered that all the criteria set out in Article 9.5 of the AFEP-MEDEF Code were met. The Board considered that the position as Director of Fakarava Capital, exercised by Établissement Raymond De Groodt, of which Mr Léon Seynave is the permanent representative and from which it resigned on 8 March 2018, did not affect the independence of Mr Léon Seynave with regard to the activities of this company.

To the knowledge of the Company, as at the date of this Universal Registration Document there exist no family relationships between members of the Supervisory Board or between Supervisory Board members and the representatives of the Company's Manager.

To the knowledge of the Company, in the last five years: (i) none of the above-mentioned persons have been sentenced for fraud, (ii) none of the above-mentioned persons have been involved in any bankruptcy, receivership or liquidation, (iii) no official public incrimination and/or sanction has been pronounced on any of the above-mentioned persons by any statutory or regulatory authorities (including designated professional bodies), and (iv) none of the above-mentioned persons have been disqualified by a court from acting as a member of an administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer.

Further information about the conflicts of interest risks identified and dealt with by members of the Supervisory Board is contained in Section 3.4.5 (Conflicts of interest) of this Universal Registration Document.

Organisation of the work carried out by the Supervisory Board

The procedures for the organisation and operation of the Supervisory Board are governed by the Company's Articles of Association and by the Supervisory Board's Internal Rules.

In addition to the duties and responsibilities of the Supervisory Board, its Internal Rules recall the duties and obligations of its members, in particular with regard to the confidentiality of privileged information.

The Internal Rules also reiterate the obligation for each of its members to inform the Supervisory Board of any actual or potential conflict of interest with the Group in which they might be involved directly or indirectly. In such a case, they must refrain from participating in discussions and decisions on the matters in question. The Chairman may also request that member does not attend the meeting.

The Internal Rules recall the rules applicable to transactions by corporate officers in the Company's shares. Every year all members of the Board receive a reminder of these provisions and *ad hoc* information in the event of significant changes. Supervisory Board members' obligations in regard to the securities markets are set out in the Company's Stock Market Professional Code adopted by the Supervisory Board at its meeting on 5 January 2017 (as amended on 10 January 2019).

The Supervisory Board shall meet as often as the interests of the Company require and at least four times a year. The Supervisory Board's Internal Rules authorise its members to participate in meetings by means of videoconferencing or telecommunications permitting their identification and guaranteeing their effective participation. The deliberations of the Supervisory Board take place under the conditions of quorum and majority required by law and, in the event of a tie, the Chairman of the meeting has the casting vote.

The Internal Rules also lay down the rules of practice of the permanently established Committees, namely the Audit and Risk Committee, and the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee).

Duties and practices of the Supervisory Board

The Supervisory Board shall oversee the management of the Company at all times (in particular its individual and consolidated accounts), may convene the General Meeting of the Shareholders and approves the agreements set out in Article L.226-10 of the French Commercial Code. The Supervisory Board is involved in the Group's strategy and investment policy as part of its mission of ex-post monitoring.

For the purpose of exercising its permanent monitoring powers:

- the Supervisory Board may carry out at any time of the year all checks and controls it deems appropriate. It may request any documents it needs to accomplish its mission;
- at least four times a year, or more often if requested by the Board, the Managers shall present to the Board a report on the status and progress of corporate affairs, which is to be prepared according to the terms requested by the Board;
- within three months after the close of the financial year, the Managers shall present to the Board the annual and consolidated financial statements, for the purpose of verification and control;
- the Managers shall submit to the Supervisory Board its annual operating targets and at least once a year, its long-term strategic projects;
- the Supervisory Board presents a report to the Annual General Meeting of the Shareholders, in which it indicates, in particular, the irregularities and inaccuracies noted in the annual and consolidated financial statements for the financial year, and comments on the management of the Company;
- pursuant to Articles L.226-10-1 and L.22-10-78 of the French Commercial Code, the Supervisory Board establishes and approves the report on corporate governance, which contains the information mentioned in Articles L.225-37-4, and L.22-10-9 to L.22-10-11 of the French Commercial Code;
- the Supervisory Board, pursuant to Article L.22-10-76, I of the French Commercial Code, establishes the remuneration policy applicable to its members and issues an advisory opinion on the remuneration policy applicable to the Manager, which is established by the general partner or the general partners deliberating unanimously, taking account of the principles and conditions set forth in the Articles of Association;
- the Supervisory Board, pursuant to Article L.22-10-76, III of the French Commercial Code, may waive application of the remuneration policy applicable to members of the Supervisory Board, if such waiver is temporary, conditional on the occurrence of exceptional circumstances, consistent with the corporate interest and necessary to guarantee the sustainability or viability of the Company;
- the Supervisory Board determines, allocates or takes, in accordance with Article L.22-10-76, IV of the French Commercial Code, all of the elements of compensation, of any nature whatsoever, and the undertakings amounting to elements of compensation, indemnities or benefits due or likely to be due as a result of the beginning, termination or change in their functions or subsequent to the exercise such functions, from which the members of the Supervisory Board benefit;
- the Supervisory Board shall deliberate annually on the policy of the Company regarding equal employment and pay;
- the agreements referred to in Article L.226-10 of the French Commercial Code are subject to the prior approval of the Supervisory Board;

- the Supervisory Board takes note of the conclusions of the report by the internal Committee on customary agreements relating to arm's length transactions. Based on the recommendation of the Audit and Risk Committee, the Board takes a decision on the potential reclassification of an unregulated agreement as a regulated agreement, or *vice versa* and, on an annual basis, assesses the implementation of the procedure for reviewing customary agreements relating to arm's length transactions. The Board updates that procedure in accordance with legal and regulatory developments, and adopts any amendments that it considers likely to improve its effectiveness;
- the Supervisory Board shall ensure that the formalities of amending the Company's Articles of Association are performed correctly;
- the Supervisory Board shall maintain a watch over the quality of information provided by the Group to its shareholders and the financial markets through the Company and Group financial statements published by the Managers and the annual report prepared by the Managers, or during major transactions.

The Supervisory Board may seek assistance from experts of its choice, at the expense of the Company. It has the broadest powers of investigation and may submit written questions to the Managers, or even request at any time that it submit information.

After a full year of operation to reflect on the appropriateness of appointing a lead member within the Supervisory Board, the Supervisory Board, upon advice of the Appointment and Remuneration Committee, concluded, at its meeting of 6 December 2018, that the duties that could be conferred to a lead member within the Supervisory Board seemed to be redundant with those of the Chairman of the Board. It thus decided to re-examine the matter in three years.

Activities of the Supervisory Board

The provisional schedule of meetings is sent to Supervisory Board members before the beginning of each year and notices to attend, accompanied by the agenda and technical files submitted for their consideration, are sent out observing a reasonable period of notice, generally at least one full weekend before the date of each meeting, subject to circumstances that might dictate a shorter notice period. The technical file sent contains the items on the agenda of the meeting, the draft minutes of the previous meeting and all documents that require special analysis and prior consideration depending on the agenda.

The Company's Supervisory Board was set up following the transformation of the Company into a *société en commandite par actions* (partnership limited by shares) on 7 November 2016. The Board met four times during financial year 2020. An update on the Covid-19 pandemic crisis was also organized on 28 April 2020.

In 2020, the average attendance rate of the members of the Supervisory Board was 95.45%.

The main points discussed during the meetings of the Supervisory Board during the 2020 financial year were the following:

- Governance:
  - approval of the 2020 report of the Supervisory Board on corporate governance,
  - review of the independence of the members of the Supervisory Board,
  - review of the application of the AFEP-MEDEF Code,
  - amendment of the Supervisory Board's Internal Rules,
  - adaptation of the Supervisory Board's remuneration policy,
  - advisory opinion on the Manager's remuneration policy,
  - review of the agenda of the Annual General Meeting of the Shareholders,
  - review of the work of the Audit and Risk Committee and the Appointment and Remuneration Committee,
  - in-depth evaluation of the composition and practices of the Supervisory Board and its Committees,
  - adoption of a procedure for reviewing customary agreements relating to arm's length transactions;
- Finance:
  - approval of the annual and consolidated financial statements for the financial year ended 31 December 2020,
  - review of the management report,
  - review of the proposed allocation of the net result,
  - review of half-year results as at 30 June 2020,
  - overview of assets under management as at 31 March 2020 and 30 September 2020,
  - report of the Supervisory Board to the Annual General Meeting of the Shareholders;
- ESG/CSR:
  - update on the Group's ESG policy,
  - gender balance and professional equality within the Group;
- Internal audit and risk management:
  - major risk mapping,
  - macro-processes and internal control toolset,
  - portfolio analysis at 30 June 2020,
  - progress of internal audit controls;
- Strategy and operations:
  - updates on the activity and practices of the Group in 2019 and during 2020, points of special vigilance, the results for each of the Group's business lines, the implementation of the strategy, 2020 estimated figures and outlook, and the investment projects of the Company,
  - acquisition of Star America Infrastructure Partners.

Evaluation of the Supervisory Board

The Supervisory Board's Internal Rules lay down that at least once a year the Supervisory Board should devote an item on its agenda to a debate on its practices in order to improve its effectiveness. A formal assessment is carried out at least every three years, possibly under the direction of an independent Board member, if necessary with the help of an external consultant. Each Committee set up permanently must carry out an evaluation of its practices under the same terms and with the same frequency and must report its conclusions to the Board.

The Supervisory Board's Internal Rules specify that the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee) is in charge of steering the evaluation of the composition, organisation and practices of the Supervisory Board.

Since 2020 is the third full year of operation of the Board and its Committees since the Company's first listing in March 2017, the composition, organisation and practices of the Board and its Committees has been evaluated in depth annually by completing the self-evaluation questionnaire sent to the members of the Board and the non-voting Board member through individual interviews.

At its meeting of 26 November 2020, the Appointment and Remuneration Committee summarised the evaluation and discussed ways to improve it, and the Board devoted an item on the agenda of the 10 December 2020 meeting to the review of the main conclusions of the evaluation as well as the suggested areas for improvement. This discussion was held without the Manager in attendance.

This assessment showed overall satisfaction with the composition, organisation and practices of the Supervisory Board and its Committees. In the unprecedented context of confinement and social distancing measures, the members were of the opinion that the Board had been able to function remotely in a satisfactory manner and that they had been well informed of the Group's management of the crisis related to the Covid-19 pandemic.

Discussions with Board members revealed three types of suggestions.

Firstly, many members expressed their desire to deepen their understanding of the Group's businesses, especially their operational aspects, and to meet the heads of business lines.

In response to this request, it was proposed that, prior to Board meetings, a cycle of meetings with business line managers be organised in which Board members could participate on a voluntary basis.

Secondly, the members of the Board indicated that they wished to contribute more actively to the Group's discussions on strategic topics. They are also keen to have the opportunity to meet and interact with each other.

To encourage discussion and debate during the meetings, it was proposed that the presentations intended for the Board be simplified by appending certain data, in particular figures, and that presentations be focused on salient points.

Furthermore, as the suggestion to organise a Board seminar was very favourably received by the Board members, there are plans to organise one in 2021, which will allow for more in-depth reflections on strategic topics and contribute to further strengthening the links between the Board members.

Thirdly and lastly, with regard to the coverage of topics relating to environmental, social and governance (ESG) criteria and corporate social responsibility (CSR), some Board members indicated that it would be useful for a Board Committee to cover these topics, which currently constitute a major trend in asset management. After considering the best format for monitoring ESG and CSR issues, it was proposed at the Supervisory Board meeting of 17 March 2021 that the Appointment and Remuneration Committee's missions be extended to CSR issues and to ESG and that it be renamed "Governance and Sustainability Committee". These changes were reflected in the revised version of the Supervisory Board's Internal Rules adopted by the Board on 17 March 2021.

3.4.2 Committees of the Supervisory Board

In accordance with Article 10.3.3 of the Company's Articles of Association and a decision of the Supervisory Board of 5 January 2017, and in accordance with the commitments made by the Company in connection with its listing, the Supervisory Board of the Company decided to create two Committees of the Supervisory Board of the Company: an Audit and Risk Committee and an Appointment and Remuneration Committee recently renamed Governance and Sustainability Committee since its missions now include the monitoring of ESG and CSR topics as of 17 March 2021, whose composition, powers and operating rules are described below.

The composition of these Committees was approved on 22 March 2017, after the listing of the Company's shares on the regulated market of Euronext Paris (See Section 3.1.2 (Presentation of the Supervisory Board - Supervisory Board Committees) of this Universal Registration Document).

Article 6 of the Supervisory Board's Internal Rules specifies the composition, meeting arrangements and powers of the Committees, which have been established in accordance with the recommendations of the AFEP-MEDEF Code.

Audit and Risk Committee

Composition, Chairmanship and meetings

The Audit and Risk Committee shall consist of at least three members (who may be non-voting) of which two thirds are independent members and should not include any executive corporate officer.

The Chair of the Audit and Risk Committee convenes the Committee and sets the agenda or main purpose of the meetings, particularly in view of the demands of its members, in accordance with the powers of this Committee as set out below. Committee members must have been provided sufficient time before the meeting with the information enabling them to make an informed opinion.

Each member of the Audit and Risk Committee may request the Chairman of the Committee to add one or various points to the agenda, in accordance with the powers of the Committee. The Chairman of the Committee leads the discussions and reports to the Supervisory Board on the recommendations made by the Committee.

The Supervisory Board may refer to the Audit and Risk Committee a specific request within the scope of its powers and request the Chairman of that Committee to convene a meeting on a specific agenda.

In order to be considered quorate, at least half of the members of the Audit and Risk Committee must be present. The opinions and recommendations that the Committee passes on to the Supervisory Board shall be adopted by a majority of its members present or represented.

Minutes are drawn up for each meeting of the Audit and Risk Committee which shall be communicated to its members. The minutes must record the opinions of any Committee member, if the latter so requests.

The Audit and Risk Committee may from time to time make use of the opinion of any person, including third parties, who might shed light on its deliberations.

Powers

Under the responsibility of the Supervisory Board, the Audit and Risk Committee has the following duties:

- to examine the draft statutory and consolidated financial statements of the Company to be submitted to the Supervisory Board, in particular to verify the conditions under which they are prepared and to ensure the relevance and consistency of the accounting principles and methods applied;
- to consider the choice of standard of the account consolidation and the scope of consolidation of Group companies;
- to study the changes and adaptations of accounting principles and rules used to prepare these financial statements and to prevent any breach of these rules;
- to examine the consistency and effectiveness of mechanisms implemented for internal control procedures, risk management, professional ethics and, where appropriate, internal auditing, as regards the procedures for the preparation and processing of accounting and financial information, without prejudice to its independence;
- to examine the Section of the report concerning the main characteristics of the internal control procedures and risk management procedures put in place by the Company for the preparation and processing of accounting and financial information as contemplated in Article L.22-10-35 paragraph 1, 2° of the French Commercial Code;
- to consider, if necessary, the regulated agreements within the meaning of Article L.226-10 of the French Commercial Code that fall under its jurisdiction;
- to examine the conclusions of the report prepared by the Internal Committee on customary agreements relating to arm's length transactions concluded during the last financial year or during previous financial years but whose execution was continued during the last financial year, and present the conclusions of that report as well as any discussions within the Committee;
- to conduct an annual review of the procedure for examining customary agreements relating to arm's length transactions and the results obtained over the past financial year, and to present the results to the Board;
- to conduct the selection process for the Statutory Auditors and to give advice to the Managers on their appointment or renewal, as well as on their remuneration;
- to ensure the independence of the Statutory Auditors, in particular through a review of the breakdown of the fees paid to them and the network to which they might belong and through a prior approval of the provision of services mentioned in Article L.822-11-2 of the French Commercial Code; and
- to examine the Statutory Auditors' work programme and, in general, to follow the progress of their assignment.

Activities

The Audit and Risk Committee met three times in 2020 and the average attendance rate of the members of this Committee was 100%. The main subjects it addressed were the following:

- review of the 2019 consolidated and annual financial statements and presentation by the Statutory Auditors of the conclusions of their work;
- review of the condensed consolidated financial statements for the first half-year of 2020 and presentation by the Statutory Auditors of the conclusions of their work;
- review of the mapping of major risks;
- review of customary agreements relating to arm's length transactions;
- presentation of the internal audit conducted in 2020;
- presentation by the Statutory Auditors of their audit plan for 2020;
- review of auditor's fees for audits and other services provided by the auditors; and
- points of vigilance for the 2020 closing.

Appointment and Compensation Committee (recently renamed Governance and Sustainability Committee)

Composition, Chairmanship and meetings

The Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee) shall be composed of at least three members (who may be non-voting), a majority of whom shall be independent and chaired by an independent member and may not include any executive corporate officer.

The Chairman of the Appointment and Remuneration Committee convenes the Committee and sets the agenda or main purpose of the meetings, particularly in view of the demands of its members, in accordance with the powers of this Committee as set out below. Committee members must have been provided sufficient time before the meeting with the information enabling them to make an informed opinion.

Each member of the Appointment and Remuneration Committee may request the Chairman of the Committee to add one or various points to the agenda, in accordance with the powers of the Committee.

The Chairman of the Committee leads the discussions and reports to the Supervisory Board on the recommendations made by the Committee.

The Supervisory Board may refer to the Appointment and Remuneration Committee a specific request within the scope of its powers and request the Chairman of that Committee to convene a meeting on a specific agenda.

In order to be considered quorate, at least half of the members of the Appointment and Remuneration Committee must be present. The opinions and recommendations that the Committee passes on to the Supervisory Board shall be adopted by a majority of its members present or represented.

Minutes are drawn up for each meeting of the Appointment and Remuneration Committee which are communicated to its members. The minutes must record the opinions of any Committee member, if the latter so requests.

The Appointment and Remuneration Committee may from time to time make use of the opinion of any person, including third parties, who might shed light on its deliberations.

Powers

The duties of the Appointment and Remuneration Committee (recently renamed Governance and Sustainability Committee), under the responsibility of the Supervisory Board, are to review annually and to prepare proposals and opinions that it will communicate to the Supervisory Board, on:

- the principles of the remuneration policy, and in particular the variable remuneration policy, of the Group as a whole, the periodic review of the appropriateness and effectiveness of this policy taking into account all the factors it deems necessary, including the Group's strategy, its monitoring for the persons concerned in accordance with the applicable regulations, the share subscription or purchase plans and free share plans as well as the principles and procedures for setting up long-term incentive plans;
- overseeing the development and implementation of the remuneration policy of the Group's portfolio management companies for the staff covered by the AIFM and UCITS V directives, in particular for the members of the management bodies, the risk takers, managers of the control functions, in particular the Head of Risk Management and, where applicable, the Head of Compliance, the managers of the support functions and any similar staff in terms of total remuneration package;
- the review of the appointment of external pay consultants whom it may be decided to use; and
- the remuneration policy applicable to the members of the Supervisory Board, in particular the amount of the annual fixed amount allocated to the members of the Supervisory Board as remuneration for their activities to be submitted to the General Meeting of the Shareholders and its distribution among the members of the Supervisory Board, and the remuneration of non-voting Board members.

The Committee also has the following missions, under the responsibility of the Supervisory Board, with regard to matters relating to appointments:

- identifying and recommending to the Supervisory Board candidates suitable for appointment as members of the Supervisory Board and whose nomination is subject to a shareholder vote, and assessing the independence criteria for members qualified as independent;
- steering the evaluation of the composition, organisation and practices of the Supervisory Board;
- defining the diversity policy applied to the members of the Board and to undertake an annual review of this policy and the results obtained during the financial year; and
- ensuring that the Board is not dominated by one person or a small group of people, in a manner prejudicial to the interests of the Group.

Transformation into Governance and Sustainability Committee

Following a request made during the 2020 assessment of the Supervisory Board and its Committees, the Supervisory Board at its meeting of 17 March 2021 extended the missions of the Appointment and Remuneration Committee to monitor subjects related to ESG and CSR issues and renamed it "Governance and Sustainability Committee".

Under the responsibility of the Supervisory Board, the Committee's duties are now, in matters relating to ESG and CSR:

- assisting the Board in monitoring ESG and CSR issues to better understand and anticipate the challenges, risks and opportunities associated with them for the Group; and
- examining the main commitments and guidelines of the Group's ESG and CSR policy, monitoring their deployment and, more generally, examining the inclusion of ESG and CSR issues in the Group's strategy and its implementation.

These changes were reflected in the revised version of the Supervisory Board's Internal Rules adopted by the Board at its meeting on 17 March 2021.

Activities

The Appointment and Remuneration Committee met two times in 2020, and the average attendance rate of the members of this Committee was 100%.

The main subjects it addressed were the following:

- <u>governance and appointments:</u>
  - application of the AFEP-MEDEF Code,
  - review of the independence of each member of the Supervisory Board,
- annual review of the diversity policy in the Supervisory Board and its results, review of the composition of the Supervisory Board with respect to the diversity policy including additional items on gender equality,
  - annual assessment of the Supervisory Board and its Committees;
- <u>remuneration:</u>
  - principles of the Group's remuneration policy,
  - remuneration policy regarding Tikehau IM employees affected by the AIFM and UCITS V directives and identification of employees subject to the requirements of the AIFM and UCITS V directives in terms of remuneration,
  - update on the remuneration of the Manager,
  - update on the general policy for the grant of stock options and free shares, and presentation of the proposed free share plans,
  - remuneration of Supervisory Board members.

3.4.3 Participation in General Meetings of the Shareholders

The participation of ordinary shareholders in the General Meeting of the Shareholders of the Company takes place under the conditions provided for by law and the stipulations of Article 11.1 of the Company's Articles of Association (See Section 3.2 (General Meeting of the Shareholders) of this Universal Registration Document).

In accordance with Article R.22-10-28 of the French Commercial Code, a right of attendance shall be granted to those shareholders who prove their status by the registration of the shares in their own name or in the name of the intermediary duly registered on their behalf by the second business day preceding the meeting, either in the registered securities accounts, or in the bearer securities accounts kept by an intermediary referred to in Article L.211-3 of the French Monetary and Financial Code.

For ordinary registered shareholders, the registration of the shares at D-2 in the registered share accounts is sufficient to enable them to attend the meeting.

For ordinary shareholders holding bearer shares, it is the intermediaries referred to in Article L.211-3 of the French Monetary and Financial Code, which keep the bearer securities accounts, who must certify the shareholder title of their clients directly to the organiser of the meeting by issuing a certificate of participation attached to the single form for vote by correspondence or proxy ballot or request for an admission card in the name of the shareholder or on behalf of the shareholder represented by the registered intermediary. However, if a holder of bearer shares wishes to attend the meeting and has not received an admission card, they must ask their financial intermediary to issue a certificate of participation that will allow them to prove their shareholder title on D-2 in order to be admitted to the meeting.

Meetings are held at the registered office or any other place specified in the convening notice. In the context of the Covid-19 epidemic and in accordance with the instructions of the French government, the Combined General Meeting of the Shareholders of 19 May 2020 was held behind closed doors, without the shareholders physically present. Despite the health restrictions, a quorum of 91.16% was met.

3.4.4 Corporate governance

In accordance with Article L.22-10-10 of the French Commercial Code, with reference to Article L.22-10-78 of the French Commercial Code, the Supervisory Board decided to adopt a corporate governance Code as a reference.

In view of its size, its organisation and its business, the Company decided to adopt the principles and recommendations of the AFEP-MEDEF Code. The AFEP-MEDEF Code can be consulted online at:

https://afep.com/wp-content/uploads/2020/01/Code-Afep_Medef-révision-janvier-2020_-002.pdf

The objective of the Company is to comply with best practices in corporate governance for a company of its size and bearing in mind its legal structure. A summary of the application of the provisions of the AFEP-MEDEF Code by the Company is given in Section 3.4.6 (Application of the AFEP-MEDEF Code) of this Universal Registration Document.

3.4.5 Conflicts of interest

Management of conflicts of interest

The Internal Rules of the Supervisory Board provide that any member of the Supervisory Board in a conflict of interest, even a potential one, with the Group and in which he or she could directly or indirectly be involved, in particular because of an office he or she holds in another company, must inform the Supervisory Board. As applicable, the relevant member must abstain from taking part in the vote on the matter concerned or even in the discussion preceding the vote, must refrain from attending Board meetings during the period in which there is a conflict of interest situation, or must resign as member of the Supervisory Board. The Chairman of the Board may also request that member not participate in the discussion and vote.

Furthermore, the Internal Rules also provide that the direct or indirect participation of a member of the Supervisory Board in a transaction in which Tikehau Capital is directly involved or of which he or she is aware as a member of the Board, must be brought to the attention of the Board prior to its conclusion.

A member of the Supervisory Board may not accept directorships in a personal capacity in companies or in business directly or indirectly competing with the Group without first informing the Supervisory Board.

Conflicts of interest on the Supervisory Board

To the knowledge of the Company and with the exception of the relationships described in this Section, Section 3.1 (Administrative and management bodies) or Section 8.1 (Information on control and major shareholders) of this Universal Registration Document, at the date of this Universal Registration Document, there are no conflicts of interest between the duties, with respect to the Company, of the members of the Supervisory Board and the Manager of the Company, and their private interests.

To supplement the information contained in this Universal Registration Document in Section 3.4.1 (Supervisory Board), the following information, reviewed in 2020, is specified for members of the Supervisory Board of the Company:

Name	Reason
Roger Caniard	The MACSF group, to which Mr Roger Caniard belongs, is a major investor in vehicles managed by the Group.
Jean Charest	No business relationship has been identified between the Group and Mr Jean Charest or the law firm to which he belongs.
Jean-Louis Charon	The Group has invested in various projects or companies managed by Mr Jean-Louis Charon or in which he has positions of responsibility. However, the Supervisory Board considered that these business relationships were not likely to undermine his independence (i) in view of the percentage of the amounts invested by the Group in these projects compared to the Company's assets or compared to the assets managed by Mr Jean-Louis Charon's group, and (ii) given the fact that the Group and its stakeholders have a negligible role in the management of these projects.
Jean-Pierre Denis (non-voting Board member)	The group Crédit Mutuel Arkéa to which Mr Jean-Pierre Denis belongs is a major investor in vehicles managed by the Group.
Remmert Laan	No significant business relationship has been identified between the Group and Mr Remmert Laan.
Christian de Labriffe	Mr Christian de Labriffe is a shareholder with a stake of less than 5% in Tikehau Capital Advisors, the controlling shareholder of the Company.
FLORENCE LUSTMAN (permanent representative of the Fonds Stratégique de Participations)	No significant business relationship has been identified between the Group and (i) Ms Florence Lustman, or (ii) the Fonds Stratégique de Participations of which Ms Florence Lustman is the permanent representative on the Supervisory Board.
Anne-Laure Naveos (permanent representative of Crédit Mutuel Arkéa)	The group Crédit Mutuel Arkéa to which Ms Anne-Laure Naveos belongs is a major investor in vehicles managed by the Group.
Fanny Picard	The Company has made investments in vehicles that are partly managed by Ms Fanny Picard. However, in view of the passive nature of these investments and their aggregate amount in relation to (i) the assets managed by the asset management company involved, and (ii) the Company's investment portfolio, it was considered that this business relationship would not call into question the independence of Ms Fanny Picard.
Constance de Poncins	No significant business relationship has been identified between the Group and Ms Constance de Poncins or her employer, the savers' association AGIPI.
Léon Seynave (permanent representative of Troismer)	Mr Léon Seynave has made investments in vehicles managed by the Group. However, in view of the percentage of the amounts invested compared with the assets managed by Mr Léon Seynave, it was considered that these business relationships were not likely to undermine its independence.

Potential conflicts of interest related to the structure of the Company

Given Tikehau Capital's legal form as a *société en commandite par actions* (partnership limited by shares) and its organisation, it should be noted that the Company is controlled by its main shareholder, Tikehau Capital Advisors, which as at 31 December 2020, holds 37.0% of the share capital and voting rights and 100% of the capital and voting rights of the Manager-General Partner of the Company, Tikehau Capital General Partner. Sections 8.1 (Information on control and major shareholders) and 2.1.8 (Risks related to the legal form, Articles of Association and organisation of Tikehau Capital) of this Universal Registration Document respectively include a presentation of the control of the Company and a presentation of the risks associated with the legal form of a *société en commandite par actions* (partnership limited by shares) and with the organisation of Tikehau Capital.

Restrictions on the holdings of members of the Supervisory Board

At the date of this Universal Registration Document, there are no restrictions accepted by the members of the Supervisory Board concerning the disposal of their holdings in the Company's share capital, with the exception of the rules on prevention of insider trading and the provisions of the Supervisory Board's Internal Rules requiring the members of the Supervisory Board to retain their shares.

The description of the mechanisms for prevention of insider misconduct and compliance in force within the Group is provided in Section 2.3.8 (Prevention of insider misconduct and compliance) of this Universal Registration Document.

3.4.6 Application of the AFEP-MEDEF Code

On the basis of the recommendations of the Appointment and Remuneration Committee, the Supervisory Board examined the application of the AFEP-MEDEF Code on the basis of its revised version published on 29 January 2020.

As of 31 December 2020, the Company considers that it complies with the provisions of the AFEP-MEDEF Code after the few adjustments made necessary by its nature as a *société en commandite par actions* (partnership limited by shares) and subject to the following observations:

Recommendations of the AFEP-MEDEF Code	Observations of the Company
11.3. **Organisation of a meeting of the Supervisory Board without the presence of executive corporate officers** "It is recommended that a meeting not attended by the executive corporate officers be organised each year."	The Supervisory Board meeting of 10 December 2020 was held partly without the presence of the representatives of the Manager, who did not join the meeting until after the report on the work of the Appointment and Remuneration Committee and the presentation of the results of the annual assessment of the composition, organisation and practices of the Supervisory Board and its Committees, which was carried out in 2020 in depth in accordance with the recommendations of the AFEP-MEDEF Code and the provisions of the Board's Internal Rules.
17.2.2. **Establishment by the Appointment Committee of a replacement plan for executive corporate officers** "The Appointment Committee (or an *ad hoc* Committee) shall design a plan for replacement of executive corporate officers. This is one of the Committee's most important tasks even though it can be, if necessary, entrusted to an *ad hoc* Committee by the Board. The Chairman may take part or be involved in the Committee's work during the performance of the task."	The Company's Appointment and Remuneration Committee does not have the power to draw up the plan of succession for the Manager which does not fall within the remit of the Supervisory Board in a *société en commandite par actions* (partnership limited by shares). The Company's Appointment and Remuneration Committee is kept informed of the work relating to the succession plan of the Manager's representatives which is discussed by Tikehau Capital Advisors.
23. **The share ownership obligation of executive corporate officers** "The Board of directors sets a minimum number ofshares that executive corporate officers must retain inregistered form until the end of their duties. This decision shall be reviewed at least at each renewal of their term of office."	The Articles of Association of the Company do not require the Manager nor the general partner to hold a minimum number of Company shares. However, Tikehau Capital General Partner, the Company's Manager-General Partner, is a company wholly-owned by Tikehau Capital Advisors, which itself owns 37.0% of the share capital of the Company as at 31 December 2020.

Recommendations of the AFEP-MEDEF Code	Observations of the Company
25. Remuneration of executive corporate officers Article 25 of the AFEP-MEDEF Code contains provisions concerning the determination of the remuneration of executive corporate officers.	The Company's Articles of Association provide that the Manager and the general partner each receive remuneration and set their terms and conditions (see Section 3.3.1 (Remuneration of the Manager-General Partner) of this Universal Registration Document). The remuneration policy established by the general partner following the advisory opinion of the Supervisory Board, taking into account the principles and conditions set by the Articles of Association, sets out the terms and conditions of the Manager's remuneration in accordance with Article L.22-10-78, I of the French Commercial Code, which was a result of Order No. 2020-1142 of 16 September 2020, which created, within the French Commercial Code, a chapter relating to companies whose securities are admitted to trading on a regulated market or a multilateral trading system. Under the Articles of Association, the Manager and the general partner of the Company each receive remuneration, the amounts of which are fixed by the Company's Articles of Association. Thus, Tikehau Capital General Partner is entitled (i) as the sole Manager of the Company, to a fixed remuneration excluding tax equal to 2% of the total consolidated shareholders' equity of the Company, determined on the last day of the previous financial year, and (ii) as the sole general partner of the Company, in respect of a preferred dividend (*préciput*) and in the event of distributable income for a financial year, to an amount equal to 12.5% of the net result of the Company, as shown in the financial statements of the Company at the end of each financial year. The flows received by the Manager-General Partner of Tikehau Capital General Partner Company and its shareholder Tikehau Capital Advisors are of three kinds: (i) the remuneration of the Manager and the preferred dividend (*préciput*) to the general partner of Tikehau Capital General Partner as described above, (ii) the dividends received by Tikehau Capital Advisors as a limited partner of the Company, and (iii) the share of about 27% received by Tikehau Capital Advisors in carried interest on the Group's closed-end funds. Apart from these items, there is no mechanism or agreement for the benefit (i) of Tikehau Capital General Partner, (ii) of Tikehau Capital Advisors (the sole shareholder of Tikehau Capital General Partner), (iii) of any of their shareholders or subsidiaries, or (iv) of any corporate officer of these companies (including AF&Co, MCH, Mr Antoine Flamarion or Mr Mathieu Chabran) under which the Company or a Group entity would be obliged to pay them amounts corresponding to remuneration (including under service agreement), compensation or benefits due or likely to be due to the assumption, exercise, termination or change in their duties or subsequent thereto, including pension and other lifetime benefits. (See Section 3.3.1 (Remuneration of the Manager-General Partner) of this Universal Registration Document.).
26. Information on the remuneration policy applicable to corporate officers and award of stock options and performance shares Article 26 of the AFEP-MEDEF Code contains provisions concerning information on the remuneration of executive corporate officers.	As set out in Article 25.1.3 of the AFEP-MEDEF Code, the provisions of the AFEP-MEDEF Code are not particularly appropriate to the legal and shareholder structure of the Company, which is set up as a *société en commandite par actions* (partnership limited by shares). The information reported by the Company concerning the remuneration of its corporate officers (Manager and members of the Supervisory Board) are described and justified in Section 3.3.1 (Remuneration of the Manager-General Partner) and Section 3.3.2 (Remuneration of the Supervisory Board members) of this Universal Registration Document.

3.5 RELATED PARTY TRANSACTIONS

Historical financial information (including the amounts involved) on transactions with related parties can be found in note 26 (Related parties) to the consolidated financial statements as at 31 December 2020, which are included in Section 6.1 (Annual consolidated financial statements as at 31 December 2020) of this Universal Registration Document.

3.5.1 Description of new or ongoing material agreements

Ongoing material agreement

Agreement between Tikehau Capital Advisors and Tikehau Capital General Partner

Under a service agreement which took effect on 7 November 2016 between Tikehau Capital Advisors as service provider and Tikehau Capital General Partner as beneficiary, Tikehau Capital Advisors provides and makes available to Tikehau Capital General Partner the material support necessary for achieving its corporate purpose, as well as services allowing it to exercise its role as Manager of the Company. Tikehau Capital Advisors brings together the central functions on which Tikehau Capital General Partner relies, in its capacity as Manager in the execution of its missions on behalf of the Company and the Group, namely Strategy, Legal and Regulatory Department, Communication and Public Affairs Department, Investor Relations, Finance Department, Human Capital Department, ESG Functions, Information Systems Department, Compliance Department, Internal Audit, M&A Advisory and Business Development.

Entered into for an initial period ending on 31 December 2019, this agreement was extended tacitly for three years under the same terms, barring termination by either party. This agreement has been approved by the Board of directors of Tikehau Capital Advisors.

New material agreements

During the financial year 2020 and until 17 March 2021, the Supervisory Board was not solicited with regard to any draft regulated agreements.

3.5.2 Other related party transactions

A number of IT expenses and investments related to the operation of the Group's activities may be pooled, insofar as they are of a type to be used by all or several Group entities. This cost-pool ensures that the best rates are obtained and simplifies the Group's administrative management and purchasing. The expenses or investments concerned include: IT servers and infrastructure, office equipment, software (in particular office automation, systems, support & security), information systems used by the Finance Department, consultancy expenses associated with the implementation of projects and the salaries a team dedicated to the control and proper functioning of the systems.

These costs are then re-invoiced to the entities benefiting from these services and purchases, in total, if a single entity is the beneficiary (and did not initially bear the cost) or, partially, if a service or asset is shared among several Group entities. The re-invoicing procedures involve the setting of objective distribution keys such as the average size of each entity concerned or elements enabling the use by each entity to be measured (in particular for the information systems used by the Finance Department).

The Group's IT assets and IT purchasing policy are focused on the Company, which supports the Group's IT resources and then re-invoices to the other Group entities (including Tikehau Capital Advisors) their share of expenses on the basis of the distribution principles in force within the Group.

The IT costs incurred for the tools used by the Finance Department and business lines for the IT infrastructure were borne by the entity, before and after cost-pooling, as follows:

(in millions of €)	Before cost-pooling	After cost-pooling	Difference
Costs incurred or born by Tikehau Capital Advisors	(0.6)	(1.6)	(1.0)
Costs incurred or born by the Company and its subsidiaries	(10.3)	(9.3)	1.0
TOTAL	**(10.9)**	**(10.9)**	**-**

3.5.3 Procedure for reviewing customary agreements relating to arm's length transactions

In accordance with Article L.22-10-12 of the French Commercial Code, as amended by Act No. 2019-486 of 22 May 2019 known as the "Pacte law"), the Supervisory Board adopted at its meeting of 5 December 2019, after review by the Audit and Risk Committee at its meeting of 3 December 2019, a procedure for reviewing customary agreements relating to arm's length transactions (the "Procedure").

The Procedure sets out the definitions used to distinguish between customary agreements relating to arm's length transactions ("unregulated agreements") and regulated agreements, and defines the role of each body in the assessment of unregulated agreements, the procedures and frequency of such assessment.

Definition of unregulated and regulated agreements

Regulated agreements

Pursuant to Article L.226-10 of the French Commercial Code, a regulated agreement is defined as any agreement entered into, directly or through an intermediary, between, on the one hand, the Company and, on the other hand, one of its Managers, one of the members of its Supervisory Board, one of its shareholders holding more than 10% of the voting rights or, in the case of a corporate shareholder, the company controlling it within the meaning of Article L.233-3 of the French Commercial Code, or a company if one of the Managers or one of the Company's Board members is an owner, partner with unlimited liability, manager, Director, general manager, member of the Management Board or member of the Supervisory Board of the company.

Article L.226-10 of the French Commercial Code also applies to agreements in which one of the aforementioned persons has an indirect interest.

A person with an indirect interest in an agreement to which it is not a party is, according to the definition proposed by the AMF in its Recommendation 2012-05*, a person "who, by virtue of the links it has with the parties and the powers it possesses to influence their conduct, derives or is likely to derive an advantage from it*".

Unregulated agreements

In addition to intra-group agreements entered into between the Company and one of its wholly-owned direct or indirect subsidiaries, less the minimum number of shares required to meet legal requirements, customary agreements relating to arm's length transactions are not subject to the regulated agreements procedure.

In accordance with the guide of the national auditing body (Compagnie Nationale des *Commissaires aux Comptes*) on regulated and current agreements (the "CNCC Guide") of February 2014, routine transactions are those that the Company usually carries out as part of its corporate activity. The assessment of the customary nature of the agreement is carried out objectively. Repetition is a presumption of its habitual character but is not in itself decisive.

The Procedure provides an indicative and non-exhaustive list of transactions that may be qualified as customary within the Group. This list, drawn up on the basis of agreements regularly concluded within the Group, is intended to be supplemented as the Group's practice evolves.

With respect to normal terms and conditions, the Procedure recalls that the CNCC Guide defines agreements that are entered into on arm's length terms as those entered into on terms and conditions usually granted by the Company or generally practised in the same sector of activity or for the same type of agreements. In order to assess this normal character, it is possible to refer to a market price, to usual conditions within the Group or to market standards.

The Procedure specifies that the assessment of the customary nature and arm's length terms of an agreement is re-examined at the time of any modification, renewal, extension or termination of an unregulated agreement so that an agreement previously considered as unregulated and, as such, excluded from the procedure for regulated agreements could, on this occasion, be reclassified as a regulated agreement and therefore be subject to the procedure for regulated agreements.

Competent bodies, modalities and periodicity of the review

Internal Committee in charge of the evaluation of unregulated agreements

An internal Committee made up of representatives of the Corporate division of the Legal Department, the Financial Control and Accounting units of the Finance Department and the Internal Audit Department is in charge of evaluating unregulated agreements.

This internal Committee shall examine once a year all the unregulated agreements which were concluded during the last financial year or during previous financial years but which continued to be implemented during the last financial year in order to check whether they still meet this classification on the basis of the information transmitted by the contracting operational Departments.

It may, if it so wishes, consult the Statutory Auditors.

Once a year, it makes a report summarising its conclusions and pointing out any unregulated agreements that no longer fit this classification. This report is forwarded to the Audit and Risk Committee and its conclusions are presented at the next meeting of the Audit and Risk Committee. A summary of its conclusions is also sent to the Board.

Role of the Audit and Risk Committee

The Audit and Risk Committee examines the conclusions of the report prepared by the internal Committee on unregulated agreements concluded during the last financial year or during previous financial years but whose execution was continued during the last financial year and presents the conclusions of this report as well as any discussions within the Committee on this subject at the next meeting of the Board.

The Audit and Risk Committee conducts an annual review of the Procedure and the results obtained during the past financial year and presents the results of this review to the Supervisory Board.

Role of the Supervisory Board

The Supervisory Board takes note of the conclusions of the internal Committee's report and decides, on the basis of the recommendation of the Audit and Risk Committee, on the possible reclassification of an unregulated agreement as a regulated agreement or *vice versa*.

The persons directly or indirectly concerned shall not participate, at any stage of the process, in any such reclassification. During the Board's consideration of this possible reclassification, the persons directly or indirectly concerned shall abstain from taking part in the discussions and voting.

Each year, the Board evaluates the implementation of the Procedure, updates it in accordance with legal and regulatory developments and adopts any changes that it deems likely to enhance its effectiveness.

Implementation of the Procedure

The internal Committee met on 5 March 2021 and examined all the unregulated agreements currently in force within the Group. In the report summarising its findings, it stated that all unregulated agreements continue to meet this qualification. The Audit and Risk Committee reviewed the conclusions of this report at its meeting of 12 March 2021 and the Chairman of the Audit and Risk Committee presented them to the Board at its meeting of 17 March 2021.

3.5.4 Special report of the Statutory Auditors on regulated agreements

To the General Meeting of Tikehau Capital,

In our capacity as your company's Statutory Auditors, we hereby present our report on regulated agreements.

It is our responsibility to report to shareholders, based on information provided to us, on the main terms, conditions and reasons underlying the benefit to the company of the agreements that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of Article R.226-2 of the French Commercial Code, it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

It is also our responsibility to provide shareholders with the information required by Article R.226-2 of the French Commercial Code in relation to the implementation during the past financial year of agreements already approved by the General Meeting of the Shareholders.

We have carried out the procedures that we considered necessary for this task in accordance with professional practices guidance issued by the national auditing body (*Compagnie nationale des commissaires aux comptes)*.

AGREEMENTS SUBMITTED TO THE APPROVAL OF THE GENERAL MEETING OF THE SHAREHOLDERS

We have not been informed of any agreement authorised and entered into during the past financial year to be submitted to the approval of the General Meeting of the Shareholders, pursuant to the provisions of Article L.226-10 of the French Commercial Code.

AGREEMENTS PREVIOUSLY APPROVED BY THE GENERAL MEETING OF THE SHAREHOLDERS

We inform you that we have not been informed of any agreement already approved by the General Meeting of the Shareholders whose implementation has continued during the past financial year.

Paris-La Défense and Courbevoie, 17 March 2021

The Statutory Auditors

ERNST & YOUNG et Autres

Hassan Baaj

Partner

MAZARS

Simon Beillevaire

Partner

4.

SUSTAINABLE DEVELOPMENT

4.1 CONTEXT OF THE SUSTAINABLE DEVELOPMENT APPROACH

4.1.1 Introduction

Tikehau Capital is committed to managing the savings entrusted to it by financial institutions, public bodies and individuals all over the world in a sustainable, efficient and responsible manner. These savings are invested by Tikehau Capital through tailor-made and innovative business financing solutions.

The aim of creating long-term value, the cornerstone of the Group's strategy, leads the Tikehau Capital teams to provide financing and investment solutions, using equity or debt, that are tailored to the needs of companies, the lifeblood of the economy. Companies are selected on the basis of financial and operational data, as well as environmental, social and governance criteria. The consideration of the impacts of portfolio companies on society is an integral part of Tikehau Capital's approach and that of its employees, across all of the Group's business lines.

Building on its multi-local platform, Tikehau Capital finances the real economy[1] and provides vital support for businesses. Tikehau Capital aims at promoting the development and growth of companies by offering them tailored financing solutions (either directly or *via* the capital markets), by investing in their capital, and by releasing financial resources through the purchase or financing of Real Assets such as Real Estate. The Group thus contributes to the functioning of the economy and global prosperity.

The Group believes that a responsible investor is also a responsible employer and partner. That being said, it should be noted Tikehau Capital's social and environmental impact relates primarily to its investments and, as such, the responsible investing policy or environmental, social and governance ("ESG") investment policy constitutes the backbone of the Group's approach to sustainable development.

4.1.2 Non-financial reporting framework and applicable regulations

As a listed company and asset management group, the Group falls within the scope of Directive 2014/95/EU on the publication of non-financial information (Non-Financial Reporting Directive/"NFRD") and Regulation (EU) 2019/2088 on sustainability reporting in the financial services sector (Sustainable Finance Disclosure Regulation/"SFDR").

The Group must therefore present a statement of non-financial performance in its management report (codified under Article L.22-10-36 of the French Commercial Code) and this Universal Registration Document includes considerations relating to both corporate social responsibility ("CSR") and ESG[2].

The Group is also subject to Article 29 of law No. 2019-1147 of 8 November 2019 on energy and the climate ("Energy-Climate law") codified in Article L.533-22-1 of the French Monetary and Financial Code, supplementing and replacing the provisions of Article 173 (VI) of the law on the Energy Transition for Green Growth. It must consider both ESG issues and those related to climate change (the latter being referred to hereinafter as "Climate") as well as biodiversity.

Section 4.3 (CSR strategy) of this Universal Registration Document as well as the yet-to-be-published sustainable development report (expected no later than June 2020), also tend to incorporate the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD"), the working group on climate-related disclosures led by the G20's Financial Stability Board.

4.1.3 ESG and CSR policies are expressions of Tikehau Capital's DNA

The Group was founded in 2004 by entrepreneurs from the financial sector and has since seen considerable growth in its activities. Today, it continues to develop while retaining its original focus. This is expressed in the ESG and CSR policies, which are grounded in the principles of entrepreneurship, conviction-based management and an interdisciplinary outlook.

Entrepreneurship	Tikehau Capital promotes innovation, responsiveness, and accountability in its employees. All employees are encouraged to embody the sustainable development approach, in line with the Group's objectives. The investment teams are directly responsible for implementing the responsible investment policy.
Active management	The Group bases its investment and management decisions on its own convictions and has implemented a set of procedures to ensure that ESG criteria are considered in the same way as financial and operational indicators.
One team culture	Tikehau Capital seeks to implement an interdisciplinary approach amongst its teams and encourages intra-Group communication. ESG and CSR best practices are identified and shared between the teams of the Group's various business lines.

(1) The real economy refers to economic activities related to the production of goods and services or the construction and management of physical assets (real estate and infrastructure). Through its disintermediated investment strategies, Tikehau Capital finances companies and projects that seek to create long-term value.

(2) Tikehau Capital's business model is presented in the introduction of this Universal Registration Document.

4.1.4 History and acknowledgement of Tikehau Capital's commitment

Since signing the United Nations-supported Principles for Responsible Investment ("PRI") in 2014, efforts have been deployed each year to improve the Group's approach to responsibility, both in terms of investments and in its relations with stakeholders.

2014	2015	2016	2017	2018	2019	2020
UN PRI signatory	Public disclosure of ESG policy	Creation of first proprietary ESG grid Launch of an ESG working group to define ESG procedures for each business line	Update of the ESG policy Creation of dedicated ESG role First sustainability report published	Launch of the T2 Energy Transition Fund Set-up of an ESG Committee at Group level Definition of tailored ESG strategies for each business line All financial analysts given ESG responsibilities	*Achieved A+ for the UN PRI Strategy & Governance module* *LuxFLAG ESG label for major open-ended funds* Creation of an ESG Committee for each investment platform First impact report for T2 Energy Transition Fund published	Development of a platform dedicated to impact and the climate (T2 Energy Transition, Tikehau Impact Lending) Strengthening of ESG roadmaps for private equity companies *LuxFLAG ESG and ESG applicant fund status labels for 5 alternative investment funds (private debt and tactical strategies)*
-	Definition of the Group's CSR policy	-	Employee shareholding scheme at Tikehau Capital SCA level	First carbon footprint assessment at Group level	+320 employee shareholders	*Excellent ESG ratings**

** Solicited inaugural ratings*

Key:

Responsible investing

CSR approach

External recognition

The Group's approach is recognised by a variety of standards. Tikehau Capital was assessed in 2020 by the PRI as having best practice (A+) in terms of ESG strategy and governance, and has significantly improved its performance across the various business lines (A+ for the "Fixed Income Corporate Non-Financial" module, and A for the "Private Equity" module). Using this annual review and in comparison with its peers, the Group is able to identify potential areas for improvement and strengthen its approach.

At the end of 2020, the eleven main open-ended funds (equities and bonds) managed by the Group as well as five alternative investment funds had obtained the ESG and ESG Applicant Fund Status labels from the Luxembourg Finance Labelling Agency (LuxFLAG), demonstrating the robustness of the ESG approach. In addition, the "*Relance*" label was awarded to three Private Equity funds by the French Ministry of the Economy, Finance and the Recovery, as part of the French economic recovery plan. **At 31 December 2020, 19 labelled funds represented €6.8 billion (around a quarter of the Group's assets under management).**

The Group as a whole is keen to apply a market-leading CSR policy. 2020 saw excellent inaugural ratings obtained from Sustainalytics and Vigeo Eiris. Lastly, in December 2020, Tikehau Capital was included in the Gaia Research selection of the best performing companies in terms of CSR among European midcaps.

Recognition of the Group's approach

Products and services level	Tikehau Capital Group level
➤ Signatory since 2014 ➤ Excellent ratings in 2020: **A+** for the "Strategy and Governance" module, **A+** for the "Fixed Income" module, and **A** for the "Private Equity" module	➤ ESG Rating – ranked in the first percentile out of 246 asset managers and custodians in June 2020
➤ LuxFLAG (Luxembourg Finance Labelling Agency) ESG Label attributed to 11 main open-ended funds and to the Tikehau Special Opportunities II fund ➤ LuxFLAG ESG Applicant Fund Status granted to 4 private debt funds (including Tikehau Impact Lending, Tikehau Direct Lending V and ELTIF* TDL)	➤ ESG Rating – The A1 rating by Vigeo Eiris in November 2020 places Tikehau Capital among the best companies in its sector
➤ "Relance" label of the French Ministry of the Economy, Finance and the Recovery attributed to 3 private equity funds: T2 Energy Transition Fund, T2 ELTIF* and Tikehau Growth Equity II	➤ ESG Rating - 75/100 in 2020 by Ethifinance, above the sector average ➤ Entry into the Gaïa Research Index of the CSR best-performers among European midcaps
➤ The British Private Equity & Venture Capital Association (BVCA) conferred the Excellence in ESG 2020 award to Tikehau Capital in the GP category for its ESG approach	➤ Governance score of 2/10 in 2020, placing Tikehau Capital in the top tier of asset managers (1/10 = highest score possible)
➤ SRI Label of the French Ministry of the Economy, Finance and the Recovery awarded in March 2021 to S.YTIC, a mutual fund managed by Sofidy	➤ Above sector-average ESG Disclosure Score (39/100) in 2020

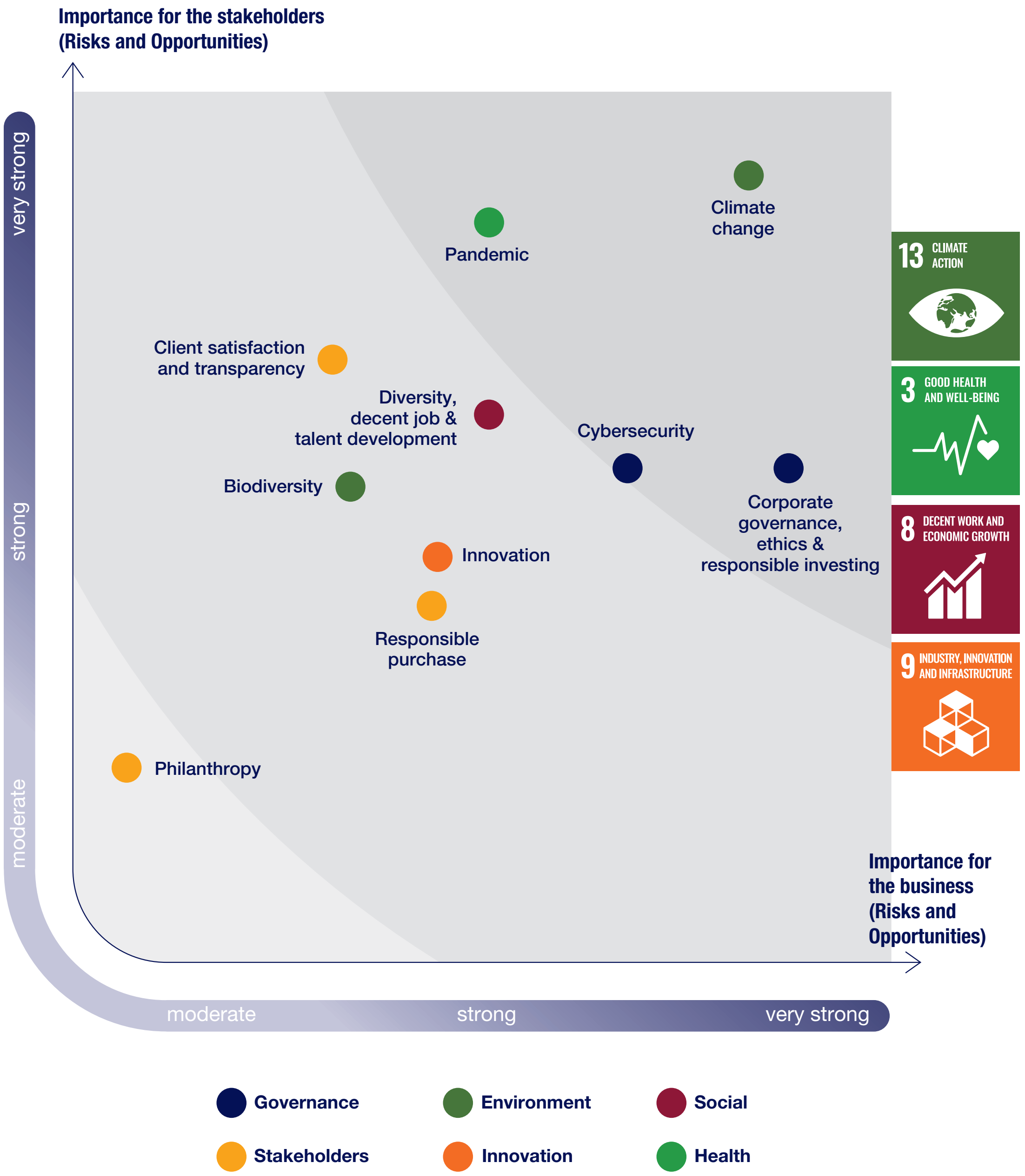
* *European Long-Term Investment Fund*

4.1.5 Identification of material non-financial topics

Maintaining a close relationship with stakeholders is a key factor in Tikehau Capital's approach to sustainable development. Employees, investor-clients, shareholders and civil society are included in discussions about ESG issues (*e.g.* consideration through the Code of conduct or the Group's responsible purchasing charter available on its website). This close relationship helps to identify and optimise the management of non-financial risks and to strengthen the entrepreneurial and innovative approach that is at the heart of the Group's strategy.

In 2019, the Group called on its internal and external stakeholders to carry out an initial mapping of its main non-financial risks and opportunities. In 2020, the materiality matrix was updated by the internal audit and ESG teams in collaboration with experts and taking into account the results of the global risks report, published by the World Economic Forum in January 2021.

Material non-financial risks are managed through both the mapping of major risks (see Section 2.3 (Risk management and internal control system) of this Universal Registration Document) and via the Group's ESG processes on a daily basis.



4.1.6 Group response to its non-financial challenges

The sustainable development goals ("SDGs") offer a reference framework that enables communication with all stakeholders. Where appropriate, the Group ensures that the link is made between ESG and CSR issues and the relevant SDG(s). Aware that ESG and CSR issues can represent both risks and opportunities, the Group is committed to working on all significant aspects.

Through its sustainable development approach, the Group focuses on four priority themes: climate change, innovation, health, and social inclusion. Tikehau Capital is committed to contributing, to the extent possible, to the achievement of SDGs 3 (Good Health and Well-being), 7 (Affordable and Clean Energy), 8 (Decent Work and Economic Growth), 9 (Industry, Innovation and Infrastructure), 10 (Reduced Inequalities), 12 (Responsible Consumption and Production) and 13 (Climate Action).

On 24 March 2021, the Group successfully completed the placement of an inaugural €500 million sustainable bond due 2029. This sustainable bond is the first to be based on an innovative allocation framework (Sustainable Bond Framework) which allows the Group to invest the proceeds of the issue directly in sustainable assets (social or environmental) or in funds with sustainable themes aligned with the Group's priority SDGs listed above. This instrument is a key step in accelerating the Group's impact strategy.

4 PRIORITY THEMES FOR TIKEHAU CAPITAL'S ACTIONS AND IMPACT PLATFORM

	Group actions	Product offering
CLIMATE CHANGE 13 CLIMATE ACTION 7 AFFORDABLE AND CLEAN ENERGY	• Definition of a climate strategy (in progress) • Financed emissions: measured by Trucost • Emissions linked to the Group's operations: annual compensation	• Private equity: T2 Energy Transition Fund – closing above €1bn • Private debt: Tikehau Impact Lending • Capital markets strategies: Development of other funds with a climate focus
INNOVATION 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE 12 RESPONSIBLE CONSUMPTION AND PRODUCTION	• Efforts to digitalise tools and improve data quality • Cybersecurity initiatives (e.g. employee training)	• Multi-strategies: Tikehau Growth Equity II & Tikehau Impact Lending promote growth and support the real economy through innovation • Private equity: Brienne III dedicated to cybersecurity
HEALTH 3 GOOD HEALTH AND WELL-BEING	• Priority to protect employees during the Covid-19 pandemic (>150 PCR tests performed in the office) • Donation to the APHP to accelerate research against Covid-19 • Support of a para-athlete (Théo Curin)	• More than 50 companies financed in the pharmaceutical and healthcare sector
SOCIAL INCLUSION 10 REDUCED INEQUALITIES 8 DECENT WORK AND ECONOMIC GROWTH	• 26 nationalities • 41% female employees at Group level • Objective to increase the proportion of women in the investment teams	• Private debt: Adjusting interest rates according to criteria such as gender diversity • Private debt: Tikehau Impact Lending promotes social inclusion beyond diversity

ESG FOUNDATIONS STRENGTHENED EACH YEAR

- Governance and business ethics (including high standards of responsible investment and procurement)
- Economic development, talent management and promotion of diversity
- Measuring environmental impact (energy, carbon, waste, biodiversity)
- Customer satisfaction and relations with external stakeholders

4.2 APPROACH TO RESPONSIBLE INVESTING

4.2.1 Governance and pillars of the responsible investing strategy

ESG and Climate Governance

The Group firmly believes that defining a responsible investing strategy is key to creating sustainable value (*i.e.* long-term value linked to global societal and environmental challenges) for all of its stakeholders.

This belief is demonstrated through the strong involvement at all hierarchical levels - from investment and operations teams to the Manager and the Supervisory Board representatives - in the roll-out of the ESG and Climate policies.

The Supervisory Board of Tikehau Capital reviews the ESG and CSR strategy by regularly discussing this topic at its meetings. In addition, as of 17 March 2021, the Supervisory Board has extended the tasks of the Nomination and Remuneration Committee to the monitoring of ESG and CSR issues. On this occasion, the Committee, which comprises three independent members, was renamed "Governance and Sustainable Development Committee" (See Section 3.4.2 (Committees of the Supervisory Board) of this Universal Registration Document).

The Group ESG Committee, is an operational committee which consists of eleven experienced members and one of the co-founders and representatives of the Management of Tikehau Capital. It sets the guidelines for the ESG and Climate policy. It meets at least twice a year and is responsible for defining and overseeing the Group's ESG and Climate policies. The Group ESG Committee is also responsible for overseeing the CSR policy (particularly with regard to the environment).

Furthermore, operational ESG Committees for each of the investment platforms have been set up to ensure the consistency of investment decisions with the Group's policy. Through their right of veto, these Committees are responsible for making decisions on complex investments which were identified by the investment teams as potentially representing high ESG risks. Moreover, the members of these Committees regularly discuss ESG priority or trending topics.

The ESG team is composed of three persons, who are responsible for supervising the integration of the ESG policy across all of the Group's activities, raising awareness of the teams on ESG, impact and Climate-related issues and engaging with portfolio companies.

Finally, the responsibility for ESG integration and engagement falls to the investment teams. As such, all investment analysts, managers and directors are responsible for integrating the ESG criteria into the fundamental analysis of investment opportunities.

Key indicators:

Number of ESG-Climate governance bodies (one Group-level ESG Committee and one for each investment platform)	**6**
Full-time employees within the ESG team	**3**
Analysts and managers integrating ESG criteria into fundamental investment analysis	197/197
Number of ESG contacts among them	**19**
Members across various ESG Committees(1)	**28**
Share of Group employees with ESG responsibilities(2)	**>8%**

(1) Excluding ESG team members
(2) Members of the ESG team, ESG committees and ESG contacts among financial analysts and fund managers

A responsible investment strategy integrated within all Group activities

The Group's responsible investing policy covers the full spectrum of responsible investment through four pillars ranging from exclusions to the development of sustainability-themed products. ESG integration is the backbone of the Group's responsible investing strategy and engagement is held on an *ad hoc* basis with a view to helping the portfolio companies improve.

Pillar 1/ Exclusions

Tikehau Capital has defined an exclusion policy that covers sectors for which negative impacts on the environment or society have been demonstrated. It should be noted that the Group's exclusion policy has been developed on the basis of the most objective criteria possible. In addition to existing regulatory and international frameworks (*e.g.* national laws and regulations, Universal Declaration of Human Rights, recommendations from international agencies, etc.), the Group consults its network of experts wherever relevant.

As at 31 December 2020, four sectors were excluded from the Group's investment universe:

- controversial weapons;
- prostitution and pornography;
- thermal coal;[1]
- tobacco and recreational marijuana.[2]

Furthermore, the Group has defined a three-level watchlist that seeks to identify the industries, geographical areas (*e.g.* non-cooperative or sanctioned countries) and behaviours (*e.g.* allegations of corruption, tax evasion or money-laundering and other allegations of breaches of the United Nations Global Compact etc.) that may have negative external impacts on the environment or society.

Level (1) detailed analysis by the investment teams and review by the ESG and/or Compliance teams are recommended for cases presenting moderate ESG risks.

Level (2) optional but highly recommended consultation to the ESG Committee of the relevant platform on sensitive cases (risk of pollution or other at-risk activity sector).

Level (3) mandatory consultation to the ESG Committee of the relevant platform on certain highly controversial sectors (*e.g.* defence, cloning) or high-risk behaviours (poor governance, disputes or allegations of violation of one of the pillars of the UN Global Compact).

Topics linked to climate change are also taken into account in the risk analysis. Finally, the exclusion list and the watchlist are reviewed and updated periodically by the Group ESG Committee to refine its positions, to anticipate unhedged non-financial risks, and as new situations arise.

Focus on the review of the exclusion of cannabis

In 2019, during the review of an investment opportunity concerning an Italian cigar manufacturer, the ESG Committee decided to exclude the tobacco sector from the Group's investment universe, based on medical studies. For the sake of consistency, recreational cannabis was excluded alongside tobacco. In 2020, the ESG Committee recognised the need to differentiate between strains of cannabis in order not to exclude those without risk and the associated products.

Thus, species rich in tetrahydrocannabinol (THC) with psychoactive properties and euphoric effects such as marijuana are excluded (with the exception of medical use), while hemp, cannabidiol (CBD) and their derivatives (fabrics, food, cosmetics, etc.) are now authorised. This position is in line with the Court of Justice of the European Union, which ruled that the ban on the marketing of cannabidiol in France was illegal.

(1) Companies with more than 30% of revenue exposed to thermal coal.
(2) Companies with more than 30% of revenue exposed to tobacco and recreational marijuana.

Key indicators:

Investment opportunities reviewed by the ESG Committee (Tikehau IM, TCE and TCNA) since 2018	**16**
Investment opportunities rejected by the ESG Committee (Tikehau IM, TCE and TCNA) since 2018	**3**

Moreover, the investment teams from the different business lines may occasionally turn down investments for ESG reasons, even before they approach their platform's ESG Committee.

Pillar 2/ ESG integration

In accordance with the Sustainable Finance Disclosure Regulation (Regulation (EU) 2019/2088) of 27 November 2019 on sustainability-related disclosures in the financial services sector, Tikehau Capital and its investment subsidiaries integrate sustainability risks into their investment decision-making process and apply reasonable efforts regarding the principal adverse impacts.

In addition to regulatory provisions, the Group tends to include ESG criteria at the heart of its investment approach because it is convinced that these criteria have a material impact on the risk-adjusted financial performance of the asset in question.

A proprietary analysis grid

Tikehau Capital is convinced of the importance of an independent assessment fully embedded in fundamental research, and it has decided to formalise its approach to ESG using a proprietary non-financial analysis grid tailored to each activity.

Within the **Capital Markets Strategies, Private Equity** and **Private Debt** business lines, the research and investment teams consider a common series of ESG themes that affect the operations, products and services of the companies concerned.

For the **Real Estate** activity, the grids depend on the stage of progress of the project with a focus on the stakeholders (builders, management companies, tenants) and their environmental (energy performance and biodiversity impact) and societal practices.

Proprietary ESG analysis grids tailored to the specificities of the activities of the Ace Capital Partners and Sofidy subsidiaries were rolled out in 2020.

Within each business line, ESG grids are periodically updated to ensure the monitoring of ESG issues.

4.

Key indicators:

Percentage of analysts and fund managers responsible for integrating ESG criteria into the fundamental analysis of investments	**100%**
Number of funds with an ESG label as at 31 December 2020 [(1)]	**19**
Percentage of assets under management with an ESG label at 31 December 2020	**24%**

(1) Includes ESG and ESG Applicant Fund Status labels from the Luxembourg Finance Labelling Agency (LuxFLAG), and "Relance" label awarded to three Private Equity funds by the French Ministry of the Economy

Example of ESG criteria analysed:

- Governance – Analysis of the exposure to at-risk countries with regard to corruption and breaches of human rights, the quality of the management (ability to deliver the strategy, key person risk) and the governance bodies (expertise and diversity of Board members), and the commitments made to support sustainable development (signing of the Global Compact, CSR policy), or even the exposure to known or potential controversies;
- Social – Analysis of sectoral and/or business risks relating to human rights, health and safety within the supply chain but also exposure to controversies linked to products and services, human resources and/or other stakeholders across the value chain;
- Environment – Analysis of risks associated with the type of real assets, consideration of issues relating to climate change, resource conservation and the energy transition, and even the exposure to known or potential environmental controversies.

Raising teams' awareness of ESG topics

This approach, which characterises and differentiates Tikehau Capital, is based on the corporate culture. Placing ESG at the core of the investment policy implies educating the teams (awareness-raising with experts and sharing experiences) and defining a formal approach to non-financial criteria (application of a proprietary grid and systematic summary in investment memos). With regard to the environment, financial analysts are not expected to carry out complex assessments themselves (for instance, energy audits), but rather are expected to consider and identify the main ESG risks and opportunities. This analysis is the natural corollary to a financial appraisal.

Employees of investment teams are invited to presentations by environmental experts such as S&P Trucost Limited ("Trucost") or ERM to strengthen their approach to the environmental analysis of their investments.

Pillar 3/ Engagement

In addition to monitoring ESG risks and opportunities, Tikehau Capital implements an engagement process with portfolio companies. Starting at the investment decision and throughout the holding period, Tikehau Capital promotes the adoption of practices that align financial performance with social and environmental impact. The Tikehau Capital investment teams and the ESG team maintain dialogue with the portfolio companies with a view to creating sustainable value.

Voting policy

The Group believes that active shareholding stimulates communication and contributes to the creation of value. In this context, the Group is committed to voting at general meetings of the shareholders of companies held in the funds it manages (excluding funds offunds). Portfolio managers have access to a leading platform to vote.

With regard to **investments in listed companies** (equity funds of the Capital Markets Strategies activity and Direct Investments), the Tikehau Capital analysts and fund managers analyse the resolutions of the general meetings. They may use proxy advisors to help assess problematic resolutions.

With regard to **Private Equity investments**, whether Tikehau Capital has a minority or majority stake in the share capital in a given company, the teams can systematically exercise their voting rights.

Resolutions added to the agenda by external shareholders (including resolutions on ESG-related topics) are analysed on a case-by-case basis and approved if they contribute to the improvement of business practices or have the potential to create value for shareholders.

ESG monitoring

In Private Equity and Private Debt, the Group aims at working together with the management team, the equity sponsor and/or potential co-investors on ESG-related topics.

To raise the management's awareness in the early stages of the investment relationship, an ESG clause is included wherever possible in shareholders' agreements or credit documentation. This clause informs on Tikehau Capital's commitments to responsible investment and binds executives to adopt a progressive approach as far as they are able.

During the holding period, the portfolio companies are subject to an annual review of their ESG performance through a dedicated questionnaire. Thanks to companies' responses, Tikehau Capital is able to identify risks and/or opportunities relating to ESG factors. Where appropriate, the investment teams and ESG team may be encouraged to engage in dialogue with the companies to help identify the risk management strategies in place. For example, as a minimum, the Group encourages the establishment of formal Codes of Ethics to promote an exemplary approach within companies.

Depending on the level of proximity between the teams and management, and when the investment teams have a seat on the corporate governance bodies of portfolio companies, the most material ESG topics are included at least annually on the agendas of such bodies.

Real Estate activities – In 2020, IREIT Global introduced an ESG clause to its standard leases inspired by France's green leases in order to increase transparency on buildings' consumption (energy, water, waste), and to identify areas for improvement. Moreover, the Sofidy teams put in place a best-practices guide made available to all of their tenants.

ESG roadmap

When the teams benefit from a close relationship with the management, ESG roadmaps are developed in collaboration with the portfolio companies. The definition of these plans is based on a materiality analysis of ESG topics according to the activity, size and geographical exposure of the companies. Qualitative objectives and management indicators are monitored annually.

Private Equity – Since 2019, the investment teams have committed to defining ESG roadmaps with all new companies.

Private Debt – Despite the constraints associated with this activity, Tikehau Capital aims to act as a partner on ESG issues by introducing an interest rate adjustment mechanism based on the achievement of targeted ESG criteria, whenever relevant and possible.

Consideration of positive outcomes and principal adverse impacts (externalities)

The Group has adopted a holistic approach to identifying the potential positive and negative impacts of the businesses and assets financed along their value chain (*i.e.* supply chain, operations and products and services). This approach provides a better understanding of the impact of investment portfolios on sustainability issues (*e.g.* climate change footprint of portfolios) and complements the traditional ESG approach which assesses ESG risks on the portfolio (*e.g.* the impact of natural disasters on portfolio assets).

One of the principal adverse impacts identified by Tikehau Capital is related to climate change (see the mapping of extra-financial risks and opportunities in section 4.1.5. (Identification of material non-financial topics) of this Universal Registration Document). Other negative and positive impacts are considered on a case-by-case basis, using the various tools put in place by the Group (*e.g.* pre-investment ESG analysis grids, monitoring ESG questionnaires, etc.).

Reporting

The Group's Sustainability reports provide an overview of ESG performance (and impact where relevant) by business line.

For certain funds, ESG and Climate reports are integrated into periodic reports or published separately where relevant.

FOCUS ON ESG RATCHETS

Since 2018, Tikehau Capital has regularly included ESG clauses committing borrowers to considering ESG performance and reporting on their progress. In 2020, to take ESG integration further in the investment process, the private debt team began introducing ESG ratchets in the transactions it structures, positioning the Group as a pioneer in this area.

What is an ESG ratchet?

An ESG ratchet is a trigger that lowers the interest rate margin of a loan by a predefined amount. The Group's private debt team typically negotiates between three and five relevant ESG criteria and related ambitious targets with the company and/or the company's equity sponsor. If annual targets are met, borrowers are rewarded with a marginal reduction of the interest rate ranging from -5 to -25 basis points. Eventually, the proposed mechanism could also provide for a marginal upward adjustment in the event that targets are not met.

This mechanism for adjusting the interest rate on ESG targets complements existing ratchets that focus on financial criteria such as the leverage ratio. Currently, ESG ratchets are rare among riskier companies (from a credit perspective) and it is open to debate whether SMEs and midcaps are mature enough to determine their ESG roadmap. Instead, the Group's management believes that its role is to act as a sparring partner to accelerate positive change by negotiating relevant and ambitious ESG targets.

Focus on SDGs supported via ESG ratchets - examples from the digital sector

	Company overview	Investment date	Industry Sub-sector	ESG ratchet themes	SDGs supported
odigo	Odigo is a European leader in cloud-based native software solutions that interconnect end-customers, contact centres and CRMs to facilitate information flow and query processing.	Dec-2020	Software (CcaaS)	Gender equality Employee training Client satisfaction	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Talan	Founded in 2001, Talan is an IT services company focused on operations and consulting. The group employs over 2,200 FTEs and is headquartered in Paris.	Nov-2020	IT services	Gender equality Employee training	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE
Xebia	Xebia is a digital transformation consulting company. The group focuses on value-added projects where clients need software development expertise to make their digital transition and is therefore active in applications, development processes, application deployment and data management.	Nov-2020	IT services	Criteria being negotiated as of 31 December 2020	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE

Pillar 4/ Sustainability-themed and impact investment

In order to be legitimate and effective, an impact strategy must be based on a comprehensive operational ESG approach that is fully integrated within the investment process.

Themed and impact investing was initiated in 2018 as part of the creation of the T2 Energy Transition fund (for more information see Sections 1.3.2. (Asset Management activity) and 4.2.2 (Response to the climate emergency through investments) of this Universal Registration Document) and the Group is now well positioned to develop its impact strategy across its various business lines.

With a strong conviction regarding its mission to help to boost the economy**, the Group has set the target of developing a platform dedicated to impact investing around four themes key to the post-Covid recovery: climate change, innovation, social inclusion and health.**

What does impact investing mean to Tikehau Capital?

Tikehau Capital relies on international reference frameworks (*e.g.* Global Impact Investing Network or GIIN, IRIS+, SDGs, Impact Management Project, UN PRI, etc.) to define its impact approach:

- the first pillar of Tikehau Capital's impact process is demonstrating **intentionality**. This means that the Group's aim is to reconcile strong financial performance with a response to global and societal challenges such as the climate emergency. Our investment and ESG teams work hand-in-hand with experts in this sector (*e.g.* Steward Redqueen) to define a "theory of change" or logical impact framework;
- the second pillar of this process is **additionality**. This means that instead of waiting for automatic non-financial outcomes linked to an investment, the Tikehau Capital team seeks to provide support to scale-up a given solution or approach to transition towards a more sustainable and inclusive economy. In addition to financial support, the companies should benefit from tailored support throughout the holding period;
- finally, the third key concept of the impact approach is **impact measurement**. In addition to monitoring financial performance, impact measurement contributes to transparency for investors regarding the companies under consideration. Impact measurement therefore has several advantages: (i) in terms of investments, it provides a management tool to encourage companies to take action; (ii) at fund level, it provides a clear and actionable view of the investment thesis; and (iii) in terms of communication, it contributes to improving transparency vis-à-vis interested stakeholders (*i.e.* subscribers, companies and the general public) on non-financial topics.

Given the increasing number of impact initiatives and in order to avoid "greenwashing" practices, actively participating in working groups appears as essential so as to harmonise the definitions of this emerging investment practice. To that extent, members of the investment and ESG teams have contributed to the guide "Impact investing - A demanding definition for listed and non-listed products" published by France Invest and the Forum for Responsible Investment (FIR) in March 2021 and available here:
https://www.franceinvest.eu/wp-content/uploads/2021/03/Impact-Handbook-FIR-France-Invest-march-15-2021.pdf

FOCUS ON SUSTAINABILITY THEMED & IMPACT FUNDS

Fund overview	ESG theme	Launch date	SDGs supported
1 private equity fund T2 Energy Transition Fund which contributes to addressing the climate emergency by focusing on companies active in clean energy production, low-carbon mobility and improved energy efficiency, storage and digitalisation (see details in Section 4.2.2. (Response to the climate emergency through investments) of this Universal Registration Document).	• Climate change (energy transition)	Dec-2018	13 CLIMATE ACTION
1 private equity fund Tikehau Growth Equity II which empowers SMEs and midcaps to take action to foster employment and a more resilient economy. The fund targets growing and innovative SMEs and midcaps that contribute to a local and circular economy, accelerate digital transformation, build a robust healthcare system and foster their own resilience.	• Innovation • Social Inclusion	Mar-2018	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE 10 REDUCED INEQUALITIES
1 private debt fund, Tikehau Impact Lending, which aims to accelerate the transition and contribution of SMEs and midcaps to a sustainable economy. The fund's management relies on Tikehau Capital's financial solutions, internal expertise and network of ESG and Climate experts to enable portfolio companies to increase their sustainable product and service offerings and/or improve the management of their operations (human capital, supply chain, etc.).	• Climate change • Innovation • Social inclusion	Feb-2021	8 DECENT WORK AND ECONOMIC GROWTH 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE 10 REDUCED INEQUALITIES 13 CLIMATE ACTION
1 thematic equity fund dedicated to sustainable cities (S.YTIC) managed by Sofidy. This fund contributes to managing urban expansion over the long term by selecting companies active in the vertical development of large metropolises and urban renewal, infrastructure management and waste treatment, digital evolution and any other trend that may emerge in the ecosystem of sustainable metropolis development.	• Climate change (sustainable cities)	Mar-2018	11 SUSTAINABLE CITIES AND COMMUNITIES 13 CLIMATE ACTION

Tikehau Capital also mobilises the resources of its balance sheet for the achievement of the SDGs through investments in impact funds:

- Alter Equity 3P (People, planet, Profit) invests in European companies addressing a major social or environmental issue through their products and services;
- Blue Like an Orange Sustainable Capital finances companies with positive social or environmental impacts in Latin America.

4.2.2 Response to the climate emergency through investments

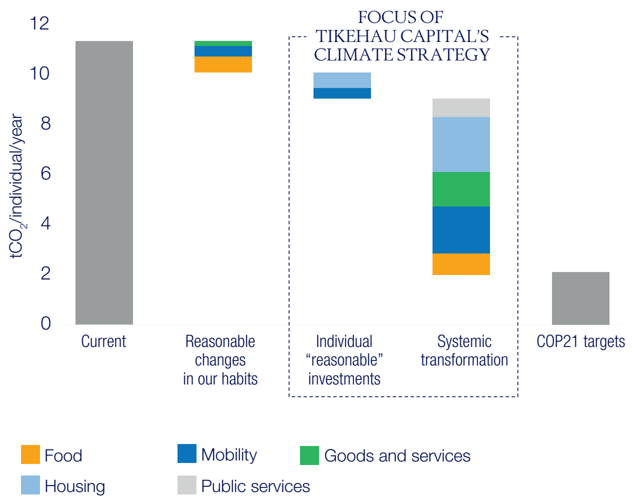
According to the scientists of the Intergovernmental Panel on Climate Change (IPCC), at the end of 2020, the average global temperature has risen by 1°C compared to the pre-industrial era. Beyond the awareness of the climate emergency, it seems essential to understand what the main levers are to ensure an appropriate response in line with the needs of the planet, mankind and the economy.

In the study "Doing your fair share for the climate?" published in June 2019 and presented in the adjacent image, Carbone 4 explains that the initiatives of environmentally responsible citizens will represent only 25% of the transition necessary and that only a systemic transformation will enable us to meet the objectives of the Paris Agreement. This implies an immediate call to action to all players in the real economy but also investors, who are capable of redirecting global savings to address what we consider to be the greatest emergency facing the planet.

In June 2019, a Technical Expert Group (the "TEG") set up by the European Commission, published a first version of the European Taxonomy which covers the priority sectors for achieving a carbon-neutral economy by 2050: agriculture, forestry, industrial production, energy, transport, water, waste, real estate and information technology. The taxonomy is based on three pillars: (i) six environmental objectives, (ii) the "do no significant harm" criterion and (iii) the minimum safeguards criterion. Delegated acts for climate change mitigation and adaptation objectives are expected soon. In addition, by the end of 2021, the Sustainable Finance Platform, which now replaces the TEG, will have to define the technical criteria for the other four environmental objectives (water, circular economy, waste, ecosystem protection). Tikehau Capital will closely follow the evolution of this regulatory framework.

Contributors to reducing the average carbon footprint per inhabitant

Tonnes CO_2 equivalent (tCO_2)/individual/year



Source: *Carbone 4*

A climate and biodiversity strategy to roll out within the Group

The Group ESG Committee is responsible for defining the strategic pillars of the climate change policy. In late 2019, the Group instituted a task force to work on a charter that combines the Group's positions on climate and biodiversity issues.

The Group's climate approach, which is grounded in its aspiration to respond to the climate emergency, and the management of climate change risks and opportunities is already central to Tikehau Capital's responsible investment strategy. These topics are considered in the same way as other ESG risks and opportunities and are managed in a similar way by the ESG governing bodies.

In March 2021, the Group joined the Net Zero Asset Managers global initiative accredited by the United Nations Framework Convention on Climate Change's (UNFCCC) "Race to Zero" campaign, thus joining the largest global alliance of credible climate commitments. As such, the Group is committed to setting an intermediate target towards carbon neutrality.

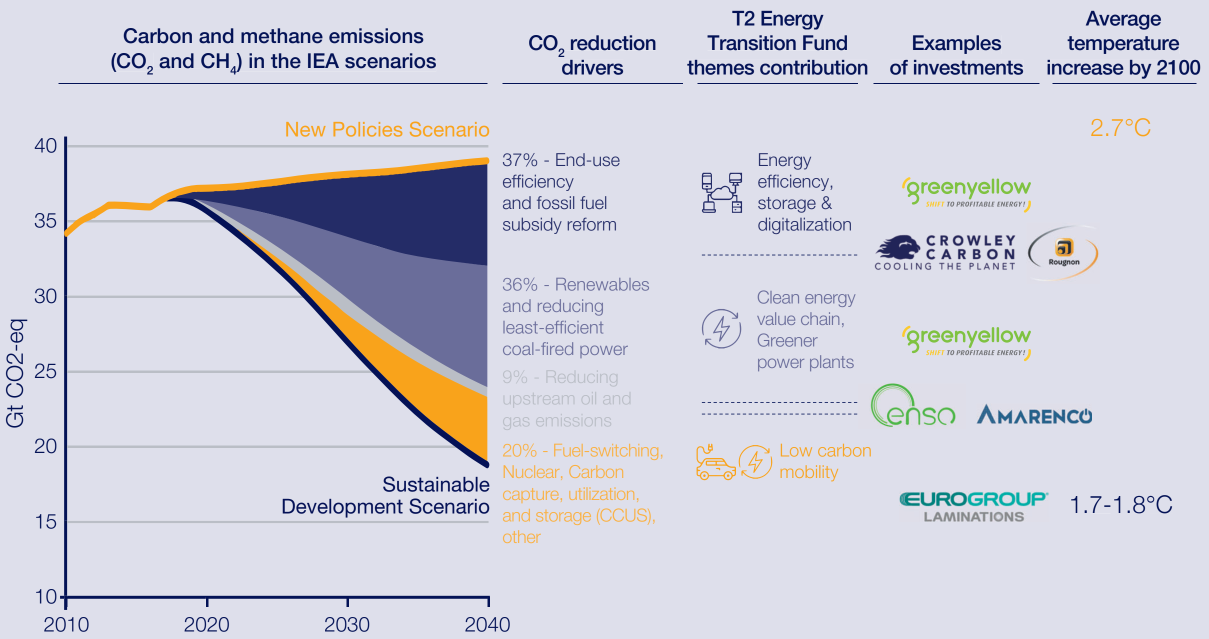
Pillar 1: response to the climate emergency through the selection of investments

Tikehau Capital has identified the response to the climate emergency as a pressing call for action in terms of risk management, but above all, as the greatest investment opportunity of recent decades. Based on its track record (with investments in Quadran Groupe Direct Energie and Eren) and its ESG-Climate expertise, the Group has set itself the target of developing a platform dedicated to financing the energy and ecological transition through its various business lines.

FOCUS ON T2 ENERGY TRANSITION FUND

T2 Energy Transition Fund ("T2") is a Private Equity fund designed to support medium-sized businesses that are focused on the energy transition in the financing of their development, the transformation of their business models and their growth, especially international expansion. In February 2021, T2 finalised its fundraising at over one billion euros.

Based on a targeted and customised approach which aims to promote energy transition, the fund's investments will focus on companies working on three determining fronts for achieving the long-term temperature goal of the Paris Agreement: (1) energy efficiency, storage and digitisation; (2) the production of clean energy; and (3) low-carbon mobility.



Source: Data from the IEA World Energy Outlook © OECD/IEA 2018, www.iea.org/statistics. License: www.iea.org/t&c.

As at 31 December 2020, T2 has made six investments:

	Company overview	Investment date	Relevance for T2	Geographic exposure	SDGs supported
greenyellow	French developer of smart energy solutions, specialising in turnkey renewable energy projects, value-added energy services and energy efficiency	Dec-2018	Renewable energy and energy efficiency	Headquarters in France; presence in Europe, Latin America, Africa, the Indian Ocean and Asia	7 Affordable and clean energy; 13 Climate action
Rougnon	Multi-technical services company in the Paris region, specialising in the repair, renovation and maintenance of public and private residential and tertiary properties (heating, air conditioning, electricity, roofing, etc.)	Jul-2019	Building renovation	Headquarters and operations in France	7 Affordable and clean energy; 11 Sustainable cities and communities; 13 Climate action
Crowley Carbon Cooling the Planet	Crowley Carbon is a global provider of energy efficiency services dedicated to reducing the energy bill (typically by 30%) of industrial players	Jan-2020	Energy efficiency	Headquarters in Ireland and global presence	7 Affordable and clean energy; 13 Climate action

	Company overview	Investment date	Relevance for T2	Geographic exposure	SDGs supported
enso	Enso is a platform for the development, engineering, construction, operation and maintenance of biomass energy plants (electricity, heat or cogeneration) and the supply of biomass	May-2020	Renewable energy	Headquarters and operations in Spain	7 AFFORDABLE AND CLEAN ENERGY; 9 INDUSTRY, INNOVATION AND INFRASTRUCTURE; 13 CLIMATE ACTION
EUROGROUP LAMINATIONS	Euro Group is a leading global supplier of key components for electric motors and generators. In particular, the company is involved in the manufacture of electric motors for leading electric vehicle manufacturers	Jul-2020	Sustainable transport	Headquarters in Italy	11 SUSTAINABLE CITIES AND COMMUNITIES; 13 CLIMATE ACTION
AMARENCO	Amarenco designs, develops, acquires, finances, delivers, owns and manages solar photovoltaic infrastructures throughout Europe and in the Middle East - North Africa and Asia-Pacific regions	Nov-2020	Renewable energy	Headquarters in Ireland, operations in France, rest of Europe, Middle East and Asia-Pacific	7 AFFORDABLE AND CLEAN ENERGY; 13 CLIMATE ACTION

In addition to financial support, the T2 investment team has positioned itself as a partner to support managing directors in the incorporation of ESG and Climate issues. This results in high-impact roadmaps to support the sustainable growth of businesses.

Pillar 2: Measuring the carbon footprint and engagement strategy

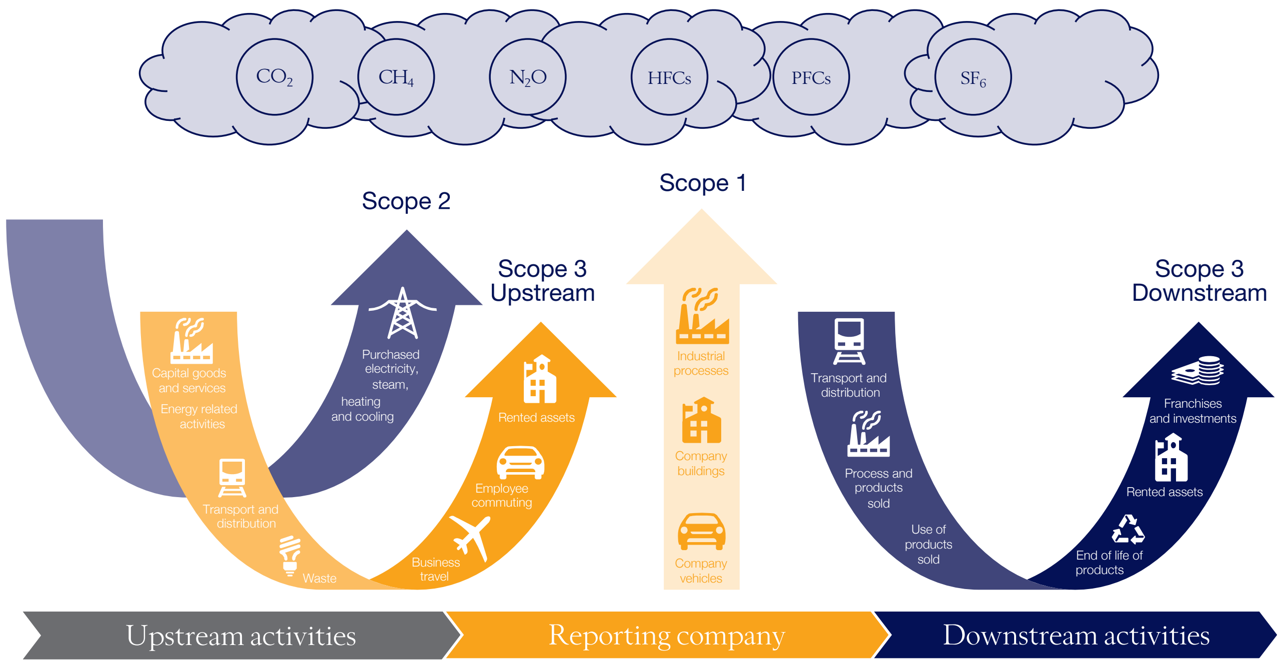
The carbon footprint cannot be the only indicator used to measure the environmental footprint of investments, but it has become an essential indicator.

Calculating the carbon footprint aims to estimate the quantity of greenhouse gases ("GHG") or carbon emissions, measured in tonnes of CO_2 equivalent - tCO_2e, allocated to a company or a fund across different scopes:

- greenhouse gases directly emitted by companies from their fixed or mobile facilities controlled by the organisation ("Scope 1");
- indirect emissions related to energy consumption for the production of goods and services ("Scope 2");
- and the other indirect emissions that take place upstream or downstream from the value chain ("Scope 3").

In 2020, Tikehau Capital commissioned ERM, a leading expert in environmental footprinting, to carry out carbon assessments of several private equity holdings. These detailed analyses identified that over 90% of the carbon footprints of the companies studied were related to scope 3.

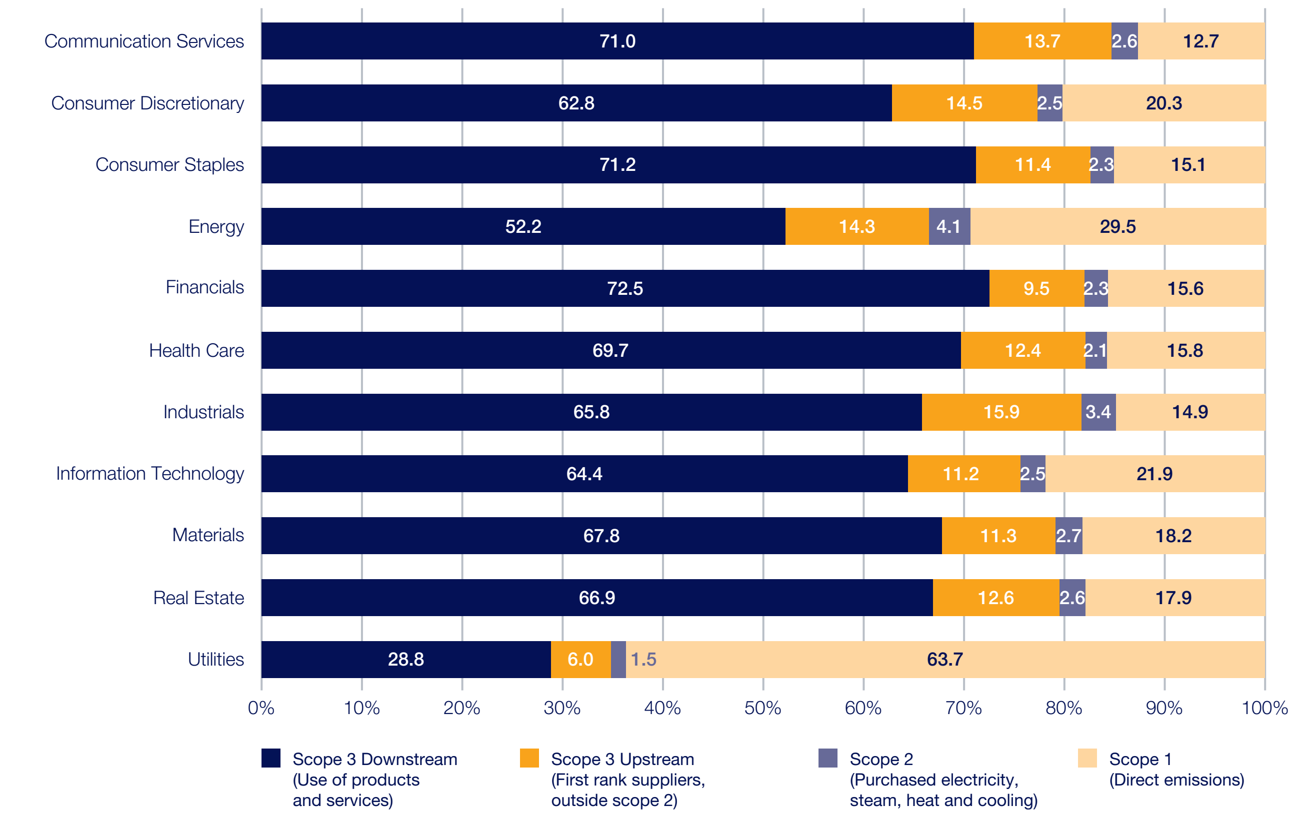
Carbon emissions sources (scopes) along a company's value chain



Source: *GHG Protocol*

Modelling by S&P Trucost Limited ("Trucost"), a leading expert in environmental footprinting, on over 4,000 companies in Tikehau Capital's Capital Markets Strategies funds and their benchmarks confirms the preponderance of Scope 3 emissions related to the purchase of goods and services (excluding electricity) and their use for all sectors except utilities.

Breakdown of the carbon footprint by sector and by scope of emissions



Source: *S&P Trucost Limited*

METRICS: CARBON FOOTPRINT

Tikehau Capital recognises that the bulk of its carbon footprint comes through its investments. Tikehau Capital commissioned Trucost, a leading environmental footprint expert, to carry out carbon assessments of the Group's investments including debt and equity investments in companies as well as investments in real assets (real estate and infrastructure) at 31 December 2020.

In line with the recommendations of the TCFD, Tikehau Capital uses three indicators to calculate the carbon footprint of its funds:

1) Relative Carbon Footprint (also called Carbon-to-Value ratio): allocated carbon footprint per € million invested that captures the absolute impact of the portfolio per € million invested;

2) Carbon Intensity (also called Carbon to Revenue ratio): allocated carbon footprint per € million of revenue held (total of the carbon emissions held divided by total revenue attributed to the portfolio) which assesses the efficiency of the portfolio;

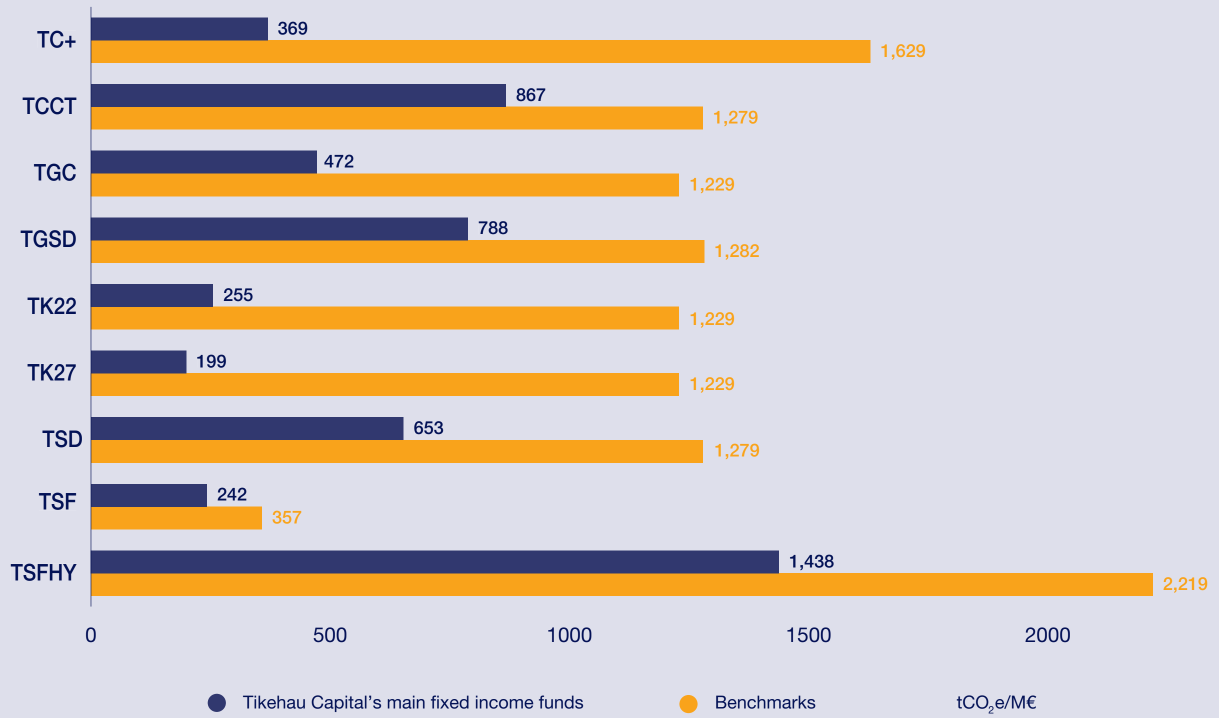
3) Weighted Average Carbon Intensity: arithmetical average carbon intensities of portfolio companies weighted by their portfolio weights which allows exposure to high emission companies to be assessed.

The results of the "weighted average carbon intensity" indicator for the main funds of the Capital Markets Strategies activity are presented below. The other indicators will be available in the fund reports in the "Capital Markets Strategies" section of Tikehau Capital's website.

4.

According to the weighted average carbon intensity method, the fixed income funds managed by the Group were performing well above their benchmark as at 31 December 2020. This is due to both the sector allocation and the choice of issuers related to the fundamental-analysis approach of the Capital Markets Strategies team. Trucost's analysis is based on public or modelled data, particularly for scope 3.

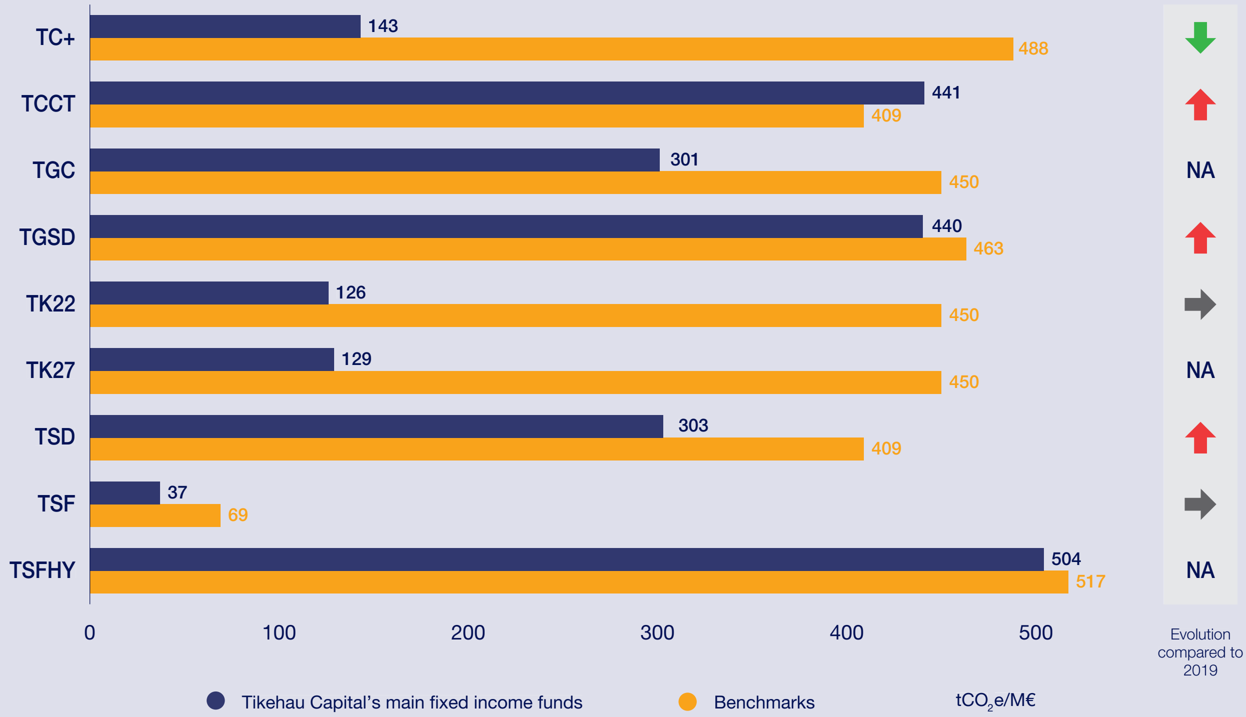
Weighted average carbon intensity per € million of revenues held in the main fixed income funds (scope 1, 2 and 3)



Source: *S&P Trucost Limited*

Rate of coverage: 87% of positions in value

Weighted average carbon intensity per € million of revenues held in the main fixed income funds (scope 1, 2 and 3 upstream)



Source: *S&P Trucost Limited*

Rate of coverage: 87% of positions in value

List of reference benchmarks:

TC+ composite benchmark: 75% HW00 ICE BofAML Global High Yield Index, 25% EB00 ICE BofAML Euro Financial Index;

TCCT composite benchmark: 65% ER01 ICE BofAML 1-3 Year Euro Corporate Index, 35% ICE HW00 BofAML Global High Yield **Index;**

TGC composite benchmark: 100% HEC0 ICE BofAML Euro High Yield Constrained Index;

TGSD composite benchmark: 65% G0BC ICE BofAML Global Corporate Index, 35% HW00 ICE BofAML Global High Yield Index;

TK22 composite benchmark: 100% HEC0 ICE BofAML Euro High Yield Constrained Index;

TK27 composite benchmark: 100% HEC0 ICE BofAML Euro High Yield Constrained Index;

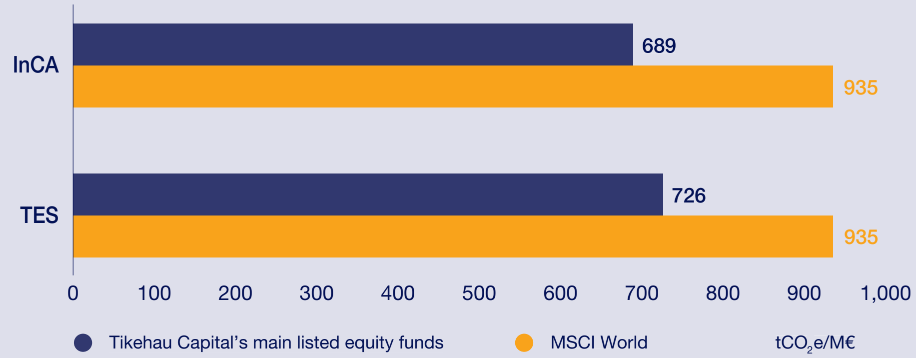
TSF composite benchmark: 90% EB00 ICE BofAML Euro Financial Index, 10% H1EC ICE BofAML BB-CCC 1-3 Year Euro Developed Markets High Yield Constrained Index;

TSFHY composite benchmark: 100% JSML ICE BofA US Small Cap Cash Pay High Yield Index;

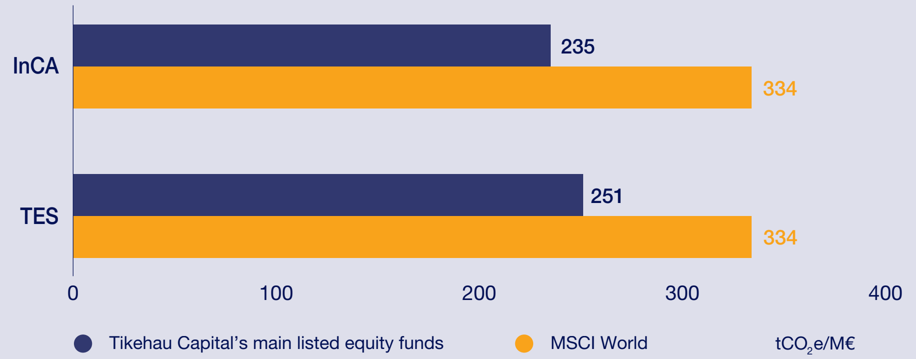
TSD composite benchmark: 65% ER01 ICE BofAML 1-3 Year Euro Corporate Index, 35% ICE HW00 BofAML Global High Yield Index.

According to the weighted average carbon intensity method, the two main equity funds managed by Tikehau IM, InCA (Tikehau International Cross Assets) and TES (Tikehau Equity Selection), were performing above their benchmark as at 31 December 2020. This is due to both the sector exposure and the allocation choices related to the fundamental-analysis approach of the Capital Markets Strategies team.

Weighted average carbon intensity per € million of revenues held in the main listed equity funds (scope 1, 2 and 3)



Weighted average carbon intensity per € million of revenues held in the main listed equity funds (scope 1, 2 and 3 upstream)



Source: *S&P Trucost Limited*

Rate of coverage: 100% of positions by value

At the beginning of 2021, after four years of measuring the carbon footprint of its main portfolios, the Capital Markets Strategies team has set itself the objective of outperforming the benchmarks in terms of CO2 emissions. As such, the main portfolios managed by the team will aim to outperform Scopes 1 & 2 by 20% in the first instance. When Scope 3 CO2 emissions data becomes available in the pre-investment phase, it will also be proactively monitored and integrated into the extra-financial outperformance target.

Management of physical and transition risks

In line with the recommendations of the TCFD, Tikehau Capital considers risks related to climate change:

i. Transition risks, especially regulatory, technological, market and reputational risks, are taken into account in the basic analysis carried out by the investment teams.
The T2 Energy Transition fund teams, in particular, carry out in-depth assessments of the main issues relating to climate change (*e.g.* changes in energy prices or technological changes associated with lower carbon emissions).

ii. Physical risks, defined as the exposure of Real Assets to physical consequences directly caused by climate change (chronic events - such as global warming and rising sea levels - and extreme events - such as fires and cyclones).
During the pre-investment stage, the ESG scoring grid comprises numerous questions relating to physical risks. A mapping of the physical risks by country is shared with the investment teams. As part of the monitoring of investments, analyses are conducted for certain assets (for Real Estate strategies) or certain funds with the help of specialised service providers.

FOCUS ON PHYSICAL RISK ANALYSIS

Tikehau Capital mandated Trucost to identify the physical risks of real estate and infrastructure assets. The results of the analyses will be included in the ESG and Climate reports of the funds concerned.

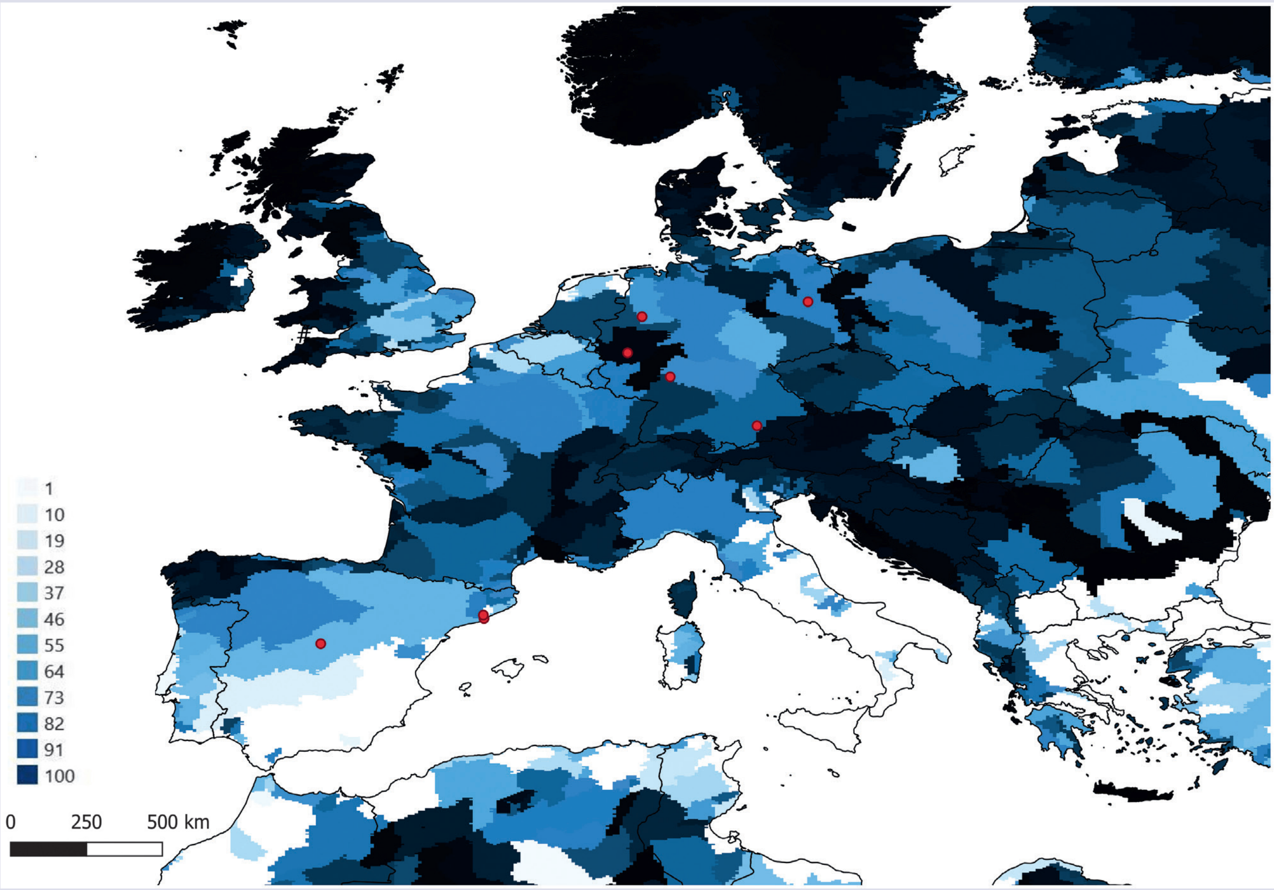
Risk definition:

- Increased severity of extreme weather phenomena such as cyclones, hurricanes and floods.
- More long-term changes to climate models such as the sustained increase in temperatures and rising sea levels.

The results enable the investment teams to increase their skills in identifying and managing the physical risks associated with climate change. They will be communicated to investor-clients to reinforce the Group's transparency on climate issues.

Trucost's physical risk analysis below is based on the most pessimistic climate change scenario, RCP (Representative Concentration Pathways) 8.5, which assumes continued human activity with carbon emissions at current rates. This scenario is expected to result in a warming of more than 4 degrees by 2100. The time horizon shown below is 2030. The highest risk to the portfolio is water stress or the probability of drought estimated on the basis of the Standardized Precipitation Evapotranspiration Index (SPEI). The SPEI measures the "climate water balance", *i.e.* the difference between precipitation and evapotranspiration, indicating areas with increased or reduced risk of drought. The data is available globally and at a resolution of 100 km^2 to 200 km^2. On the scale, 1 represents maximum water stress and 100 represents sufficient water resources.

Example of water stress risk analysis on a portfolio of real estate assets (RCP 8.5 scenario by 2030)



Source: *S&P Trucost Limited*

4.2.3 Contribution to growth and employment

Tikehau Capital adheres to the principles laid down in the fundamental conventions of the International Labour Organisation ("ILO") concerning (i) respect for the freedom of association and right to collective bargaining, (ii) the elimination of discrimination in respect of employment and occupation, (iii) the elimination of forced and compulsory labour, and (iv) the effective abolition of child labour. The Group endeavours to ensure that human resources play an integral part of its own strategy and of that of the companies in which it invests. Depending on the nature of the businesses and their industries, qualitative or quantitative criteria used in regard to social aspects may vary: human resources policy, social risk, employee safety and work-related accident rates.

Tikehau Capital's approach rests on the belief that high-quality management of human resources is required for a company to be productive, reduce social risks of any kind and therefore prove to be a promising investment.

Through its Private Equity and Private Debt activities, Tikehau Capital supports employment and participates indirectly in the creation of jobs.

Key indicators:

Companies financed through Private Equity and Private Debt strategies (excl. CLO vehicles)	**> 240**
Amounts held to finance Real Assets through real estate and infrastructure activities:	**€10.3bn**

As a responsible shareholder or lender, Tikehau Capital promotes, wherever relevant, diversity and gender balance within the governance bodies of its portfolio companies.

4.2.4 Investor-client satisfaction

The Group's Investor-clients are made up of institutional and private investors who may also be shareholders in Tikehau Capital. In both cases, customer satisfaction is a key factor both in terms of performance for the Group and for its Asset Management business.

Over 2,100 investors are clients of the Group's investment strategies (excluding Sofidy and Ace Capital Partners) at the end of 2020, compared with 740 six years ago. In this context of strong growth, the Group has successfully maintained long-term partnerships. 16 of the top 20 investors have been Tikehau Capital customers since 2015.

The Group pays particular attention to transparency and communicates regularly with investors. For all of its funds, both open-ended and closed, the Group ensures that it provides regular updates on financial performance. The Group has also set itself the objective of sharing communications on non-financial performance at least once a year for the main open-ended and closed funds.

The Group's subsidiaries monitor investor incidents, mainly related to valuation adjustments.

Key indicator:

Growth of the investor base between 2015 and 2020 (1)	**184%**

(1) Excluding Sofidy and Ace Capital Partners.

Finally, the Group has articulated a responsible marketing approach that is incorporated into its compliance manuals. The Group works hard to communicate accurate, clear information that does not mislead investor-clients. The Compliance Department checks all presentations that are prepared with the purpose of promoting the Group, the Company or its funds. The financial and non-financial reports undergo an internal revision process and, in some cases, are subject to independent third-party verification.

The Group's subsidiaries are regularly recognised for their performance.

In early 2021, Sofidy received the award for best manager in the SCPI yield category for the 18th consecutive year at the 2021 Supplier Awards organised by *Gestion de Fortune* magazine. In addition to strong financial performance, this award recognised Sofidy's excellent customer service and the outstanding performance of its sales teams.

In early 2021, Tikehau IM also received the "Best Flexible Allocation Company" award from Quantalys Inside 2021.

4.3 CSR STRATEGY

In addition to a proactive ESG policy, the Group has adopted a CSR strategy whose main areas of focus were revised in 2019 following the work conducted on the Group's materiality matrix:

- **area 1 - Governance and the alignment of interests** are at the heart of the Group's CSR approach. Priority is given to business ethics and compliance.
- **area 2 -** Tikehau Capital monitors the **environmental footprint** of its operations and makes efforts to reduce its direct impacts.
- **area 3 - Diversity and talent retention** are at the heart of the Group's strategy and considered as growth drivers.
- **area 4 -** Tikehau Capital is attentive to **relations with its stakeholders**, in particular through its responsible purchasing policy and its community involvement.

4.3.1 Governance and business ethics

Alignment of interests

The alignment of interests is a distinctive feature of Tikehau Capital's business model:

- employees and certain investor-clients are also Group shareholders;
- 66% of the Group's investment portfolio is invested in its investment strategies alongside its investor-clients;
- portfolio companies are both beneficiaries of the Group's capital and drivers of its growth.

Key indicators:

Percentage of the Company controlled by its founders and management (directly or indirectly)	**44%**
Percentage of employee shareholders in the Company	**60%**

Transparency and interest representation

The Company intends to meet a high level of transparency concerning its own activities to the fullest extent compatible with its role as an asset manager and investor, so that its stakeholders can assess the developments of the Group's situation and its outlook (for an overview of employee relations, see Section 4.3.3 (Human capital: diversity, attracting and retaining talent) of this Universal Registration Document).

Tikehau Capital refrains from making political contributions, even if they are lawful in a large number of countries within a strictly-regulated framework.

Moreover, the Group is an active member in industry associations which represent its interests and those of its sector (AFG, France Invest, and AFEP).

Business Practices

Compliance with ethical principles is a fundamental pillar of the Group's Asset Management and Investment activities and a key element for its reputation. In all of its actions, Tikehau Capital is committed to complying with rules of conduct with respect to all its stakeholders and in the way it conducts its business. These rules of conduct are laid down in the Group's Code of Ethics. One of the essential principles is combating behaviours or practices that run counter to business ethics, such as corruption or influence peddling (see Section 2.3.8 (Prevention of insider misconduct and compliance) of this Universal Registration Document).

Tikehau Capital is fully committed to conducting its business development in compliance with the highest international anti-corruption standards such as the French law on transparency, the fight against corruption and the modernisation of economic life (known as the "*Sapin II*" Act), the "Foreign Corrupt Practices Act" (FCPA) in the US, and the "UK Bribery Act". A Code of conduct on the prevention of corruption and influence peddling was introduced in 2020. This Code includes definitions of unlawful behaviours (corruption, influence peddling, abuse of office, etc.), the associated risks for the development of the Group's activities, guidelines to adopt and a procedure for implementing the anti-corruption programme (*i.e.* roles and responsibilities, whistleblowing procedure, related penalties).

The Group encourages the use of fair practices by both its teams and service providers. Similarly, the Group applies high standards of business ethics to its investees. Furthermore, Tikehau Capital is committed to adhering to demanding corporate social responsibility standards.

The Group prohibits deals or conduct which could be considered anticompetitive. Conversely, Tikehau Capital requires its suppliers, service providers, consultancy firms and other third parties to comply with applicable regulations. The Company also requires its trading partners to introduce responsible environmental and social practices (see Section 4.3.4 (Relations with external stakeholders) of this Universal Registration Document).

The teams of each of the Group's entities are particularly trained on the risks of non-compliance of any kind and training and measures have been implemented to prevent some of the economic violations and breaches that might occur in the course of conducting its activities (insider misconduct, fraud, corruption, tax evasion, money laundering, financing of terrorism, etc.).

In order to consolidate in a single document the main commitments, policies and procedures and expectations of the Group in terms of behaviour for both employees and key stakeholders of the Group, a Code of Conduct was written and published on the website of Tikehau Capital in March 2021.

This Code is not exhaustive and should be considered as a complementary tool to other existing policies. It covers the following seven chapters:

1. relations with customers, suppliers and external stakeholders (*e.g.* responsible marketing and communication);
2. rules of conduct on protection and reputation (*e.g.* cybersecurity and data protection);
3. anti-corruption conduct rules (*e.g.* lobbying);
4. rules of conduct for governance;
5. social conduct rules (*e.g.* freedom of association, diversity policy and the fight against harassment);
6. environmental approach (commitments and eco-friendly actions);
7. application of the Code of Conduct (whistleblowing system and penalties policy).

Preventative action

In the context of the listing of Tikehau Capital's shares on the Euronext Paris regulated market, a Stock Market Professional Code has been set up. This complements all of the specific arrangements and training linked to Asset Management regulations, the provision of investment services and regulations on the prevention of money laundering and finance for terrorism:

- training sessions (*e.g.* prevention of money laundering or finance for terrorism) take place regularly in line with the regulatory obligations of the Group's asset management companies for all investment teams. Moreover, a whistleblowing system has been implemented and the data gathered in 2020 did not reveal any material problems;
- the Group's requirements in terms of professional ethics also involve balanced governance, prevention of conflicts of interest and stringent internal control (see Section 2.3 (Risk management and internal control system) of this Universal Registration Document).

Cybersecurity

Cybersecurity is perceived as a major issue and the Group is constantly strengthening its architecture and IT systems. External intrusion tests are regularly implemented to check the robustness of the Group's information systems. See Section 2.1.3 (Risks of fraud or IT security) of this Universal Registration Document. The Group also strives to guarantee the security of personal data and complies with the European General Data Protection regulation (GDPR).

The Group undertakes to process personal data in accordance with the existing regulatory framework and to respect the rights and fundamental freedoms of natural persons and, in particular, their right to privacy, with regard to the automated processing of their personal data. An independent third-party verification of the measures in place within the Group is underway in order to strengthen the action plan already deployed.

4.3.2 Measurement of Tikehau Capital's environmental footprint

Tikehau Capital recognises that its environmental impact is mainly due to its investments. Nevertheless, the Group is keen to apply best practice to its operations to reduce its footprint.

Measurement of office energy consumption

For offices with more than five employees, environmental indicators are monitored on an annual basis.

	As at 31 December 2020 (1)	As at 31 December 2019 (2)
Total energy consumption (in MWh)	1,695	1,445
Total energy consumption/office space (MWh/m^2)	0.138	0.208
Total energy consumption/number of employees (in MWh/employee)	2.89	3.79

(1) Excluding Star America Infrastructure Partners.
(2) Excluding the Brussels and Sofidy offices.

Sustainable use of resources and circular economy

Initiatives aimed at reducing the impacts of the Group's activities are in place. All Group employees are encouraged to limit their consumption:

- of paper, avoiding printing, default printing on both sides and restricting printing to identified authorised employees. Employees are also encouraged to look at their own printing impact using the PaperCut solution;
- of plastic bottles, by equipping offices with bottles and water fountains when the number of employees so allows.

Group employees are also encouraged to sort and recycle waste:

- in 2014, the Paris office launched the sorting, collection and recycling of paper/cardboard, plastics, metals, glass, coffee capsules, etc. with the disability-friendly company Cèdre. In 2020, this recycling saved 42 trees or saved 1,360 kg of CO_2;
- the Brussels, London, Madrid, Milan and Singapore offices also introduced recycling programmes.

Special attention is placed on the most polluting waste (electronic and IT waste, ink cartridges, batteries and light bulbs). The average lifetime of a computer is four years.

Carbon footprint

Tikehau Capital recognises that the bulk of its carbon impact comes through its investments. At the time of writing this Universal Registration Document, Tikehau Capital had mandated Trucost to carry out a carbon assessment of the Group's investments including debt and equity investments in companies as well as investments in Real Assets (real estate and infrastructure).

In a process of transparency, the Group undertakes to measure the carbon footprint of its operations every two years and to communicate the results. The Group also undertakes to offset its emissions on an annual basis. In 2020, in the context of the health crisis, business travel was significantly reduced. Business travel represented more than half of the Group's operational emissions in 2019.

Details of the 2019 carbon footprint

A service provider with a Bilan Carbone® certification from the ABC association was appointed to conduct a study for the 2019 financial year for Tikehau Capital, its subsidiaries and Tikehau Capital Advisors. The perimeter includes Scope 1, covering direct emissions from fixed or mobile sources controlled by the organisation, Scope 2 covering indirect emissions linked to energy consumption, and Scope 3 upstream, covering indirect emissions linked to the upstream value chain.

	Scopes 1-2 [(1)]			Scope 3 upstream adjusted [(2)]						
				Business trips						
Carbon footprint 2019	**Electricity and gas**	**Heat network**	**Cooling network**	**Air**	**Train**	**Taxis/ chauffeur driven cars**	**IT service**	**Accommodation/ catering**	**Office operations**	**TOTAL**
Emissions (in tCO_2e)	**230**	**20**	**2**	**832**	**4**	**113**	**439**	**150**	**56**	**1,846**
%	*12%*	*1%*	*0%*	*45%*	*0%*	*6%*	*24%*	*8%*	*3%*	*100%*

Source: CommenTerre

(1) The measurement of Scopes 1 and 2 are based on the energy consumption of offices with more than five employees. The energy consumption figures of Sofidy and Credit.fr were not yet available when the analysis was finalised. As such, eight offices are covered by the measurement. For the electricity item, the national emission factors of the Bilan Carbone® method are applied for all offices except the New York office. Because New York City's energy mix is significantly less carbonised than the average for the United States, the most recent emission factor available was applied. (https://nyc-ghg-inventory.cusp.nyu.edu/#indicators). The emissions related to the Paris offices' heat and cooling network were calculated on the basis of the latest consumption figures available (December 2017).

(2) Upstream scope 3 includes tier 1 suppliers excluding insurance, legal and accounting fees, and miscellaneous consulting services. The business travel figures of Sofidy and Credit.fr were not yet available when the analysis was finalised. The "office operations" item includes furniture, computer hardware, telecommunications equipment and paper purchases.

Given the activity of Tikehau Capital, business travel is the study's highest emissions item. It covers Scope 3 business trips by plane, train, rental car and taxi/chauffeur car. Air travel is clearly the leading item with 832 tCO_2e in 2019. For economic as well as ecological reasons, the Group encourages employees to use travel responsibly with a travel policy encouraging public transport such as the train for business trips and cycling and public transport for commutes between home and office. In accordance with legal requirements, the Group reimburses 50% of expenses for commuting by public transport for employees of the Paris office. In London, employees who wish to do so can take advantage of a "free loan" to pay for their annual public transport pass and benefit from a tax rebate when they buy a bicycle to commute between home and office.

On Scope 2, the performances of the office properties in Paris and Singapore were very good. Certified "BREEAM In-Use", the Paris office also benefits from the efficient heating and cooling network of the city of Paris. The Singapore office has been eco-designed and has received the LEED label and Singapore's Green Mark certification.

On Scope 3, information technologies and telecommunication services (IT) generated 439 tCO_2e in 2019. A "monetary" emission factor was applied to the various data digitisation and security projects. Other inputs include emissions related to purchases of hotel and restaurant services and beverage consumption, together with furniture, computers, printers and paper, all grouped under "office operations".

As part of the development of its Climate and Biodiversity strategy, the ESG Committee has decided to offset the carbon emissions related to the Group's operations annually by purchasing carbon certificates subsequently cancelled.

4.3.3 Human capital: diversity, attracting and retaining talent

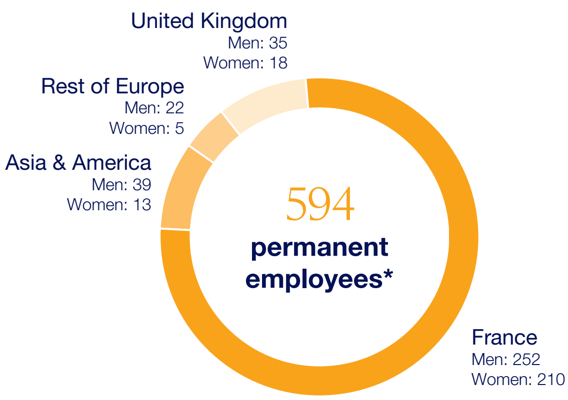
The employees

Neither the Company nor the Manager have any employees and the Group's employees are split between:

- Tikehau IM and its subsidiaries and branches;
- Tikehau Capital Europe;
- Tikehau Capital North America;
- Star America Infrastructure Partners;
- Credit.fr (and its subsidiary Homunity);
- Ace Capital Partners;
- Sofidy and its subsidiaries; and
- IREIT Global Group.

Tikehau Capital Advisors combines the central functions on which the Manager relies for the performance of its duties on behalf of the Company and the Group. For the sake of consistency, the data presented on human resources includes Tikehau Capital Advisors. The financial scope is thus extended to include Tikehau Capital Advisors.

Geographical distribution of the Group's workforce as at 31 December 2020



** As at 31 December 2020 (including representatives of the Manager).*

To support the growing assets under management, headcount has been expanded significantly in recent years. In July 2020, the Group acquired Star America Infrastructure Partners.

In 2020, the Group was already present in Amsterdam, Brussels, London, Luxembourg, Madrid, Milan, New York, Singapore, Seoul and Tokyo. In early 2021, the Group announced the opening of an office in Frankfurt.

As at 31 December 2020, the Group's permanent workforce was 594 employees, against 532 as at 31 December 2019 and the Group's total workforce (permanent and non-permanent) was 658 employees.

Permanent staff includes employees holding permanent contracts (*contrats à durée indéterminée*) for full- or part-time work. At the date of this Universal Registration Document, no corporate officer of the Company or representative of the Management was bound by a contract of employment. However, the Manager representatives are included in the permanent workforce.

Non-permanent staff includes employees holding full-time or part-time temporary contracts, including special temporary contracts such as work-study contracts (professionalisation), replacement contracts, seasonal work contracts and internships. Non-permanent staff does not include substitute workers, workers seconded by an outside company and who work at the Company's premises, or temporary workers. The Group's employees work in complex technical environments. As a result, Tikehau Capital employees are highly qualified and most of them have executive status. As at 31 December 2020, the average percentage of senior managers and management-level employees was close to 87%.

The table below presents the Group's permanent employees and any changes between 31 December 2019 and 31 December 2020.

	As at 31 December 2020	As at 31 December 2019
Number of permanent employees	594	532
Percentage of permanent employees in total headcount	91%	92%
Percentage of women in permanent staff	41%	44%
Percentage of executives in permanent staff	87%	89%

The table below presents hires and departures within the Group (France and internationally) in 2019 and 2020. 44 net new jobs were created in 2020, which reflects the Group's organic growth.

In addition to this net creation, there are 18 permanent jobs linked to the inclusion of employees of Star America Infrastructure Partners following its acquisition by Tikehau Capital in July 2020.

	From 1 January to 31 December 2020 (1)	From 1 January to 31 December 2019
TOTAL HIRES (PERMANENT CONTRACTS)	**102**	**117**
Retirements and early retirements	0	0
Departures on the initiative of the employee	36	36
Departures on the initiative of the employer	7	9
Other departures (2)	15	15
TOTAL DEPARTURES	**58**	**60**

(1) Not including Star America Infrastructure Partners.
(2) Other departures include ending of contracts by mutual agreement.

Key indicator:	
Net new jobs created in 2020	**44**
Change in scope in 2020 (Star America Infrastructure Partners)	**18**

Tikehau Capital welcomes requests for part-time work or specific adaptation following maternity leave or an exceptional family situation.

Health and Safety

Tikehau Capital's activities have a low level of health and safety risks and employee accident risk. Health and safety are major issues for Tikehau Capital. In several countries, there are legal obligations in terms of health and safety at work to reinforce prevention and encourage dialogue with employees. In France, four meetings with elected members of the Social and Economic Committee are held each year to discuss this topic. Management and elected officials work together on action plans to ensure health and safety at Tikehau Capital. Most of the measures taken for France are rolled out to the rest of the Group where relevant.

In this context, several initiatives have been put in place. Each Group manager (in France and abroad) is trained in relationship intelligence and psycho-social risks by an occupational psychologist. The purpose of these training sessions is to prevent and detect situations that could generate risks for Tikehau Capital employees. These training courses will be rolled out to all Group employees in the short-term.

Particular attention is paid to the ergonomics of workspaces. Employees who wish to do so can benefit from adapted equipment (ergonomic ball, specific mouse, footrest). Each employee has an ergonomic chair and two screens. During lockdowns, the IT team made additional screens available to employees to enable them to benefit from a better home office setup. In addition, the Management encourages employees to practise sport. The year 2020, marked by the health situation, was exceptional, and the usual sporting events as well as access to sports halls was made impossible. However, to encourage its employees to maintain a sporting experience, the Group offered several remote sports sessions. In addition, a platform dedicated to well-being at work has been set up for Parisian employees and its international extension is currently being studied.

	From 1 January to 31 December 2020 [1]	From 1 January to 31 December 2019
Workplace accident frequency rate [2]	0	0
Rate of absenteeism [3]	1.5%	1.7%

(1) Not including Star America Infrastructure Partners.
(2) Number of accidents with lost time greater than one day per million hours of work.
(3) Including hours of absence for ordinary, work-related illness.

Covid-19 pandemic

At the start of the epidemic in Asia, Tikehau Capital set up an *ad hoc* Covid-19 Committee composed of a representative of all key relevant Departments: Senior Management, Human Resources, IT, General Services, Compliance and Legal Affairs, as well as representatives of staff representation bodies. Measures to preserve the health and safety of all those who work within or with the Group were deployed as an absolute priority.

Prevention is key, and all efforts are being made at Tikehau Capital to fight this epidemic in an organised and effective manner. For example, when it was still difficult to carry out tests in the autumn of 2020 in Paris, over 150 free tests were organised and open to all employees.

The Group is making every effort and is tackling the epidemic in an appropriate and responsive way. See Section 2.1.9 (Management of the Covid-19 pandemic) of this Universal Registration Document.

Diversity and inclusion

The Group believes in a critical and original way of thinking. Thus promoting a culture of diversity is at the heart of its successful recruitment strategy. The teams around the world comprise 26 nationalities.

The Human Capital Department is mobilised to diversify its sources of recruitment, encourage diversity within the Group, and fight all forms of discrimination. The recruitment firms used by Tikehau Capital were made aware of the issue.

The Human Capital Department has formalised a diversity and inclusion policy at Group level that involves all management.

The Group trains Human Capital Department employees and raises awareness among all managers and employees involved in recruitment processes to prevent any unlawful discrimination in hiring on the grounds of colour, religion or belief, gender, national or ethnic origin, disability, age, nationality, family status, pregnancy or orientation.

Tikehau Capital is committed to ensuring an environment that respects the dignity and professional contributions of each individual and is free from any form of discrimination. Discriminatory harassment, including sexual harassment, constitutes misconduct and is strictly prohibited.

Diversity of professional backgrounds and profiles

The Group places great importance on the human qualities and professional behaviour of the profiles recruited as well as on the diverse range of professional backgrounds.

The Group strives to attract a variety of profiles, with prestigious backgrounds as well as atypical ones. For the recruitment of young people, a taskforce was set up in 2019 to build ties with leading higher education institutions and universities in Europe. The relationship with these establishments is constantly developing. Several initiatives and events were organised in 2020 with different French and international establishments to present the Group.

In addition, partnerships have been set up with associations to promote exchanges and recruitment of interns with different backgrounds.

In France, the Human Capital Department has established a partnership with the *Institut de l'Engagement* to meet and support young people who have proven their worth through civic or charity commitment (See Section 4.3.4 Relations with external stakeholders - Partnership and philanthropy initiatives) of this Universal Registration Document) and two laureates from the *Institut* were recruited for an internship in 2020.

In order to promote the integration of interns, the Human Capital Department has set up a community dedicated to interns and work-study students in France and abroad, "TKO Future Capital". Every month, members are invited to meetings led by the Human Capital team in order to discover the Group's business lines and enable them to create a network essential to their future careers. In 2020, some laureates of the *Institut de l'Engagement* took part in a digital CSR event alongside members of "TKO Future Capital" with the aim of developing sustainable development proposals for Tikehau Capital.

Finally, the use of work-study programmes is strongly encouraged by teams, and several work-study students have become permanent employees. In 2020, the teams had seven work-study students.

Ethnic diversity

Legal constraints in France do not allow for factors likely to represent ethnic diversity to be taken into account. Thus, Tikehau Capital is working on this issue as a priority in countries where monitoring is possible.

In the United Kingdom, a partnership with the "100 Black Interns" programme was set up to encourage diversity and the recruitment of interns in 2021, through which two interns will join the Private Debt and Real Assets teams. This same inclusion policy is being implemented in other countries, and the United States in particular.

Gender balance

	As at 31 December 2020	As at 31 December 2019
Percentage of women in permanent staff	41%	44%
Percentage of women on the executive teams (1)	36%	36%
Proportion of women on investment teams (1)	27%	22%
Professional equality index, Tikehau Capital Advisors	78/100	78/100
Professional equality index, Tikehau IM	76/100	76/100
Professional equality index, Sofidy	84/100	79/100

(1) Not including Star America Infrastructure Partners.

The industry in which the Group operates is marked by an over-representation of men. In this context, the Group's recruitment policy aims to promote, wherever possible, applications from women, whenever there are vacancies, and particularly for investment roles, to promote gender equality. Special attention is paid to the recruitment of trainees so that more women are welcomed into the teams, and to the development of women's careers, with measures such as wage increases and possible promotions on return from maternity leaves.

In the context of the mandatory introduction of a workplace gender equality index in France, the Human Resources team has been monitoring five indicators:

1/ gender pay gap;
2/ the gender gap in individual pay rises;
3/ the gender gap in promotions;
4/ the number of employees that receive a pay rise on return from maternity leave; and
5/ gender parity among the ten employees with the highest remuneration.

These indicators will be tracked in entities in France and abroad. In March 2020, the scores of three French entities, with respect to the workplace gender equality index, were published: Tikehau IM (76/100), Tikehau Capital Advisors (78/100) and Sofidy (84/100).

Tikehau Capital aims to improve these scores. The Group has a proactive policy to continue to increase gender diversity and equality between women and men, and the Human Capital Department is working on defining quantitative objectives for 2022.

With regard to workplace equality, the Human Capital Department has set concrete targets for the recruitment of women from 2020. Recruitment initiatives have been carried out both for internship populations (who may eventually become permanent employees) and for permanent employees. All Group teams have been made aware of this issue.

The Human Capital Department is also working on harmonising data between Group entities in order to better identify gender pay gaps.

In accordance with Article 7 of the AFEP-MEDEF Code in its version published on 29 January 2020, the Manager set targets on 18 March 2021 in terms of gender diversity for the Group's governing bodies as well as the timeframe for achieving them and determined the procedures for implementing those objectives and the associated action plan. The Manager has set the objective of increasing the proportion of women in the Group's Managing Directors to a minimum of 22% in 2022, 30% in 2026 and 40% in 2029.

To achieve these objectives, the following actions will be implemented:

- identification of high-potential employees and implementation of *ad hoc* development plans to prepare them for mobility to positions of high responsibility, in the form of mentoring programs and training plans aimed at developing technical and interpersonal skills;
- establishment of senior management succession plans involving women in the short, medium and long term;
- information campaigns for managers about gender bias, especially in the context of recruitment, assessments and promotions;
- strengthening of links with associations that promote gender diversity in the financial sector and academia;
- establishment and promotion of working conditions that promote flexibility (part-time, parental support, etc.);
- measurement of gender pay gaps and actions to reduce them.

See section 3.4.1 (Supervisory Board) of this Universal Registration Document.

Furthermore, the Group wishes to raise the awareness of all employees about gender bias issues. At the end of 2020, the Human Capital Department set up partnerships with networks of women present in business schools and universities. It also investigated gender bias awareness among various stakeholders, and a webinar was offered to all Group employees in the first quarter of 2021.

Employment of people with disabilities

In France, the Group's contribution to the employment and integration of disabled people is reflected in its choice of suppliers who employ people with disabilities. The Paris office has thus selected the disability-friendly company Cèdre for recycling and *Le panier du citadin* for its fruit baskets prepared by a Sheltered Employment enterprise. The Group also works with *API Entreprise Adaptée* and *APEI de la Boucle de la Seine* for its supplies and the creation of its greeting cards.

The teams are made aware of the importance of approaching disability-friendly companies when they need a service.

Talent recruitment, management and skills development

The recruitment and talent development policy is at the heart of the concerns of the management team and the Human Capital Department.

The Group seeks to attract diverse profiles and provides the means to do so (see Section 4.3.3 (Human capital: diversity, attraction and retention of talent-Diversity of professional backgrounds and profiles) of this Universal Registration Document).

The talent management and retention policy involves a range of complementary initiatives: ongoing dialogue concerning career development, training, mobility opportunities, as well as attractive compensation packages and benefits enabling employees to plan for the future.

The Group has an internal grid for classifying positions by level of responsibility and defining objective and explicit criteria. The Group thus has a clear and objective procedure for the management of talent and promotions. As part of this procedure, the management team ensures that each appointment is documented, relevant and conducive to ensuring consistency and fairness within the Group.

The promotions procedure is broken down into the following steps:

- forms are sent to managers at the beginning of October (the forms are adapted according to the level of the position applied for);
- the managers return the completed forms to the Human Capital team;
- the Human Capital team verifies that the applications are consistent and then submits them to the Promotions Committee;
- the Promotions Committee assesses each application and makes a decision;
- the manager announces the news to the employee promoted;
- the final results are published on the Tikehau Capital intranet at the end of the process.

All promotions are effective from 1 January of the following year.

Particular attention is paid to the promotion of women within the Group.

Permanent dialogue and feedback

All employees have periodic individual evaluation interviews. Employees may also benefit from a mentoring programme wherein they receive advice from more experienced employees and can discuss a range of topics such as their career development or the business culture.

To respond to the expectations of numerous employees on qualitative feedback from their managers, the Group has introduced a pioneering digital tool that promotes and facilitates ongoing feedback and:

- a culture of ongoing dialogue, throughout the year, between managers and their teams;
- qualitative exchanges (regular performance interviews, project monitoring interviews) as part of a joint development approach to ensure personalised and flexible monitoring; and
- teamwork on multi-disciplinary projects, improving overall cohesion.

The Human Capital Department manages the permanent feedback tool using indicators such as the frequency of exchanges.

Training

The training delivered is designed to ensure that employees can adapt to their roles and develop their skills. As part of its training plan, the Group works to provide employees with a diverse range of training options. At the end of 2020, the Human Capital Department prepared a training catalogue that will be published on the Group's intranet during the first half of 2021.

The professional interview, which is obligatory every two years in France, is held every year for the entire Group and provides an opportunity to discuss the career aspirations and prospects of each employee. This also enables the Human Capital Department to collect the training needs of each employee.

In the 2020 financial year, 4,426 hours (or 632 days) of external training were provided to all Group entities.

The decrease compared to 2019 is explained by the specific health context related to the Covid-19 pandemic. Several planned training sessions that required physical presence could not be held, due to the health measures put in place (for example, some managerial and public speaking training which would not have been as effective if held online).

	From 1 January to 31 December 2020 [(1)]	From 1 January to 31 December 2019
Training (permanent and non-permanent staff)		
Total number of training hours	4,426	4,855
Proportion of employees having followed at least one training course during the year	51%	59%
Annual training expenditure, excluding salaries paid (in thousands of €)[(2)]	252.5	333.6

(1) Not including Star America Infrastructure Partners.
(2) 2019 expenses included one-off training for new members of the Social and Economic Committees (CSE).

Internally, presentations and training are also delivered by Group employees and cover awareness on compliance, cybersecurity, explanation of the various business lines and Group products, talent management (management, annual interviews, best recruitment and mentoring practice, welcome meetings for new recruits and business culture, etc.). Finally, ESG and CSR training is organised for all employees, irrespective of rank or activity.

Externally, the 2020 training plan has made it possible to finance training initiatives:

- technical and certification-based, enabling the upgrading and/or development of the skills required by the positions, including the obligatory certifications to occupy certain regulated positions;
- the development of interpersonal “soft skills”, including training on public speaking;
- managerial, to improve knowledge of Positive Leadership to boost the performance and workplace well-being of teams; and
- individual coaching offered to certain employees (new starters, management development).

The Tikehau Graduate Program is for young promising graduates and involves immersion in the different investment teams within several offices over a 12 to 18-month period. Young analysts benefiting from this programme also have access to training courses provided by the faculties of internationally renowned universities.

Lastly, the Group has introduced a series of presentations called “Tikehau 360°” calling on high-level external stakeholders from all walks of life to broaden the perspectives of their employees and enrich their general culture. These conferences are an opportunity to discuss various topics such as finance, news, sport, culture, security, but also societal topics such as the environment, well-being at work or the reintegration of former detainees. Other conferences are also presented by Group employees who discuss their activities, strategies and challenges and promote a better overall understanding of the Group’s various activities in France and abroad and thus permit intra-business line cross-fertilisation.

Mobility

Tikehau Capital is an organisation which promotes internal mobility:

- horizontal mobility (also called transversal mobility or functional mobility) is characterised by a change in job or business line but maintaining the same rank (six intragroup movements during 2020);
- vertical mobility refers to the situation of an employee who changes position in order to benefit from increased responsibilities; and
- geographic/international mobility refers to employees who change geographical location.

At a time when organisations and professions are constantly evolving, internal mobility is a key issue whether it is initiated by the employee or proposed by the employer. It fosters employee loyalty and talent retention and is a way to keep up the Group’s competitiveness and level of performance. Mobility is not only a motivational factor for employees, increasing their investment in the workplace, but also an excellent way to develop new skills and learn. It is also an indicator of health and well-being within the Group.

The degree of involvement and the level of skill of the employee who applies for a job internally are already known or recognised and most importantly, the internal candidate has already absorbed the culture of the Company during their previous position, allowing a faster adaptation on the new position they take on. It allows the Group to convey its corporate culture to new structures opened abroad, for example, and offers diversified career paths valued by employees.

Remuneration and Benefits

The remuneration policy has several goals:

- ensure coherent remuneration within business lines and countries;
- be competitive as regards local market practices, to attract talent and retain loyalty while maintaining the Group’s economic competitiveness;
- encourage and recognise collective and individual contributions; and
- promote fair remuneration and build trust.

Tikehau Capital must reconcile the demands of a highly competitive market with the expectations of investors, clients, shareholders and Group employees by ensuring the consistency of the remuneration policy with the Group’s strategy and compliance with applicable regulations.

Human capital plays a key role in the Group’s activities and the remuneration policy has a strong impact on competitiveness, allowing to both recruit and retain high-quality professionals.

The remuneration policy defines effective and responsible remuneration practices to avoid conflicts of interest, protect the interests of the Group’s investor-clients and ensure there is no encouragement to take excessive risk.

Tikehau Capital pays particular attention to the alignment of long-term interests especially for investment teams and senior managers. The variable remuneration of senior managers is thus directly impacted by the attention they have paid to managing risks within their businesses and strict respect for internal procedures and compliance regulations. The remuneration policy must promote such an alignment.

Since March 2021, in accordance with the SFDR, the remuneration policies of Tikehau IM, Sofidy and Ace Capital Partners take into account the participation of employees in the relevant management company's ESG criteria policy which integrates sustainability issues (See Section 1.5.3.3 (Regulation applicable to remuneration policies) of this Universal Registration Document).

Tikehau Capital has decided to set up a 2022 long-term incentive plan for some Group senior executives that will be paid out in cash based on the fulfilment of quantitative and qualitative criteria reflecting the Group’s main financial and non-financial objectives (including ESG).

The motivation and commitment of employees are ensured by a policy of collaboration, shareholding and strong incentives that allow each one to benefit from Tikehau Capital’s creation of shareholder value. The Group’s employees based in France benefit from a profit-sharing agreement.

Remuneration and benefits in thousands of euros (permanent and non-permanent workforce)	From 1 January to 31 December 2020	From 1 January to 31 December 2019
Total payroll (1)	92,213	84,968
Percentage of employees benefiting from a profit-sharing and collective bonus arrangement (2)	87%	83%
Percentage of employee Company shareholders	60%	62%

(1) Consolidated Group (excluding Tikehau Capital Advisors). Star America Infrastructure Partners was consolidated within the Group in July 2020 and was thus not included the 2019 data.
(2) France scope.

Since the listing of its securities on the regulated market of Euronext Paris, the Company has set up free share plans and performance share plans which are described in Section 8.3.2.2 (Free share and performance share plans) of this Universal Registration Document.

None of the Group subsidiaries have implemented stock subscription or purchase option plans or free share plans.

It should be noted that around 90 senior corporate members have joined together to invest in a structure which owns an equity interest in Tikehau Capital Advisors and which receives 20% of the carried interest available from the funds managed by the Group. The remaining 80% is split equally between Tikehau Capital, Tikehau IM (or the Group's relevant asset management company) and Tikehau Capital Advisors. These carried interests exclusively concern some closed funds (performance fees for open funds are received in full by Tikehau IM or the Group's relevant asset management company) and enable receipt of a portion of the investor yields over and above an internal profitability level set out in the fund documentation. This structure incentivises these employees to achieve performance for the Group and its funds and creates solidarity across all business lines, avoiding any silo effect and allowing employees to participate in the control of the Group via its stake in Tikehau Capital Advisors.

Employee relations

Within the Group, discussion is facilitated *via* hands-on management which is accessible and attentive.

The Group respects the freedom of association and, in compliance with legal requirements, promotes the establishment of bodies tasked with encouraging employer-employee relations.

In 2019, professional elections led to the establishment of Social and Economic Committees (*Comité social et économique* - CSE), uniting all of the employee representative bodies. Social and Economic Committees were elected for Tikehau IM, Tikehau Capital Advisors, and Sofidy.

Approximately 37% of Group employees are covered by collective agreements, especially in France, Italy and Spain.

Lastly, dialogue with employees is encouraged and the Human Capital Department involves them in projects affecting the review of the remote working policy. In this context, workshops were organised across the Group to give employees a voice and offer them the most appropriate policy. The Human Capital Department also organises satisfaction surveys to improve the daily lives of Group employees.

4.3.4 Relations with external stakeholders

Responsible purchasing policy

Given its activity in the service industry, the Group has very little exposure to issues related to the infringement of social rights or environmental risks at the level of its first rank suppliers. Nevertheless, for investment and Asset Management activities, a responsible purchasing policy is a key ESG issue. Such a policy makes it possible to mitigate a large number of non-compliance risks, reputational risks and supply chain risks in business sectors such as the manufacturing industry, agro-food, the textile industry or the healthcare and pharmaceutical industry.

With an internal requirement level similar to that of its investments, the Group wishes to adopt a stringent policy based on high standards. The French law on duty of care, adopted in February 2017, requires large French companies (employing over 5,000 staff, which the Group does not) to implement and publish a vigilance plan. This plan seeks to identify and prevent serious breaches of human rights and fundamental freedoms or harm to the health and safety of people, or the environment, as a result of their activity or that of their suppliers or subcontractors. As such it falls to the buyer to ensure that suppliers and their subcontractors apply anti-corruption measures, respect human rights and ensure their employees are provided with satisfactory working conditions. Inspired by this law on the duty of vigilance, the Group's responsible purchasing policy is currently under revision and will, in particular, cover the following:

- human rights, employment rights and the development of human potential;
- business ethics;
- confidentiality and intellectual property;
- environment; and
- supply chain.

This policy is shared with the Group's buyers and suppliers through a clause in standard contracts.

Partnership and philanthropy initiatives

Through its policy of partnership and philanthropy, the Group proactively supports initiatives and projects that reflect its values or pressing issues. A dedicated philanthropy working group has identified youth and social entrepreneurship as being priority issues, and seeks to build partnerships between Tikehau Capital and organisations working in this area. Despite the constraints posed by the Covid-19 pandemic, the Group continued its partnership and sponsorship actions in 2020.

Key indicators :

Associations supported in 2020[1]	**19**
Total amount of donations[2]	**> €850k**

(1) Including seven associations supported via Tikehau IM funds.
(2) Including €150k related to Tikehau IM fund management fee repayments.

Support to speed up research on Covid-19

In early March 2020, Tikehau Capital sought to provide substantial support to *Assistance Publique-Hôpitaux de Paris* (the public hospital system of Paris and its suburbs) to speed up Covid-19 research and enable the testing of innovative organisational solutions for monitoring homebound patients in order to respond more quickly and effectively to new epidemics.

Sponsorship of a Paralympic athlete

Tikehau Capital is sponsoring a new sporting adventure called *Défi Titicaca*, which is led by three high-level athletes: Théo Curin, a young Paralympic swimmer; Malia Metella, Olympic vice-champion, and Matthieu Witwoet, eco-adventurer. This project was designed by Théo Curin. Having lost all four limbs following a sudden meningitis contracted at the age of six, he overcame his disability through swimming. In autumn 2021, the three athletes will swim across Lake Titicaca, located at an altitude of more than 3800 meters and stretching over 122 kilometres in total autonomy, using a raft specially designed for the occasion. This expedition is also an opportunity to highlight the situation of Lake Titicaca, threatened by urbanisation and global warming, and to provide assistance to disadvantaged local communities.

Action against hunger in the context of Covid-19

In the summer of 2020, Tikehau Capital took part in the Funds4Food initiative, a collaboration between various global financial players to help fight hunger in the context of the Covid-19 pandemic. Fund managers made charitable contributions to attend meetings with institutional allocators and the donations raised (totalling $1.9 million) were donated to a list of charities from around the world.

Solidarity days for young people

Since 2014, around 15 solidarity days have been held, attracting over 180 participants. In 2020, in the context of the health crisis, events were fewer in number. Digital sessions brought together volunteers in Paris and Madrid.

The Paris office supports the *Institut de l'Engagement*, which enables thousands of young people who are involved in volunteering to promote their civic engagement and structure a project for the future through individual support. As part of this partnership, Tikehau Capital's teams participate in the selection of future laureates, in the initial phase of examining applications and in the oral interview phase. In 2020, around ten Group employees assessed 59 applications and three employees volunteered to take part in the selection panels. T his partnership also resulted in the financing of eleven laureates, the recruitment of two interns and an "ESG Challenge" where 20 interns and apprentices from the Group worked with ten laureates from the *Institut* to propose eco-friendly actions to reduce the environmental footprint of the Group's offices. In addition, three laureates are sponsored by Tikehau Capital employees.

Education and employment are two ways of breaking the dynamics of social exclusion. *Fundación Exit* fights school drop-out among young people. Tikehau Capital supports the *Yob* project, which aims to teach socially vulnerable students how to position their applications and highlight their skills beyond their *curriculum vitae*. Despite the health restrictions imposed by the Covid-19 pandemic, the initiative continued to operate in 2020 thanks to digital tools. The foundation has taken all its projects online and shared its expertise with other NGOs to help them make their digital transition. Since 2019, Tikehau Capital has been collaborating on the project through financial support and volunteers (group interviews or mentoring).

Tikehau Capital employees alongside students supported by the *Fundación Exit* in Madrid

Since 2020, the Italian team has supported the Laureus Sport for Good foundation, which aims to develop sporting initiatives around the world to help fight discrimination, promote non-violence and equality for all. Founded in 2000 under the patronage of the late Nelson Mandela, it supports more than 200 projects in more than 40 countries.

Supporting the independence of the most vulnerable with CARAC

In June 2011, Tikehau IM and the *Mutuelle d'Epargne, de Retraite et de Prévoyance CARAC* ("CARAC"), partnered for the purpose of setting up the bond component of a savings product *via* the *Tikehau Entraid'Epargne Carac* fund ("TEEC"). TEEC is a bond fund invested mostly in investment grade bonds issued by private and public sector companies located in the eurozone except for Greece and Portugal. A maximum of 35% of the fund may be exposed in net asset terms to the high-yield bond category. Under the project, 1% of client deposits and 50% of management fees are donated to the five CARAC-partnered non-profit and general-interest associations: *Mécénat Chirurgie Cardiaque Enfants du Monde* (paediatric heart surgery), *Association Arc en Ciel* (realising the dreams of children with cancer), *Association Solidarités Nouvelles face au Chômage* (unemployment solidarity), *Association des Paralysés de France* (paralysis) and the French firefighters' mutual fund (*Fonds d'Entraide*) and orphans' fund (*L'Œuvre Pupilles Orphelins*).

Social entrepreneurship - Imparting the courage of entrepreneurship for the common good

In 2018, the Group decided to offer its support for two years to *Entrepreneurs du Monde* ("EDM") which supports the economic integration of highly vulnerable families by offering microfinance services, supporting the creation of small businesses and facilitating access to clean energy. Autonomy and sustainability are at the heart of EDM's model which empowers families and local support structures created by the association. The idea is to help the disadvantaged over the long-term.

4.4 CONCORDANCE TABLE - ARTICLES L.225-102-1 AND L.22-10-36 OF THE FRENCH COMMERCIAL CODE

The following table presents a cross-referencing of the information published in this Universal Registration Document with the provisions of Articles L.225-102-1 and L.22-10-36 of the French Commercial Code.

Headings in the regulation	Relevant Section
Description of the main non-financial risks	Section 4.2
Description of the impact of non-financial risks on categories mentioned in paragraph III of Article L.225-102-1 and in paragraph II of Article L.22-10-36 of the French Commercial Code	See details below

Theme	Description of the strategy put in place	Relevant Section
The way in which the Company takes into account the social and environmental consequences of its activity	The Group's responsible investment strategy details the consideration of social/societal and environmental factors.	Section 4.2
The effects of its activity on respect for human rights	In its Investment activity, the Group carries out reasonable due diligence regarding the compliance with the provisions of the International Labour Organisation's fundamental conventions. Where relevant, the Group supports the portfolio companies in formally establishing Codes of ethics. Furthermore, the Group is vigilant in the selection of its suppliers and is working on a *Sapin II* Code.	Section 4.2
The effects of its activity on the fight against corruption	Since July 2011, Tikehau Capital has incorporated the principles included in the "UK Bribery Act", which seeks at fighting against corruption and is applied internationally, in its various compliance manuals. In 2019, the professional Code of ethics reinforced these principles, reminding people that Tikehau Capital is fully committed to managing its development in accordance with the highest anti-corruption standards at an international level. A Code of Conduct Relating to the Prevention of Corruption and influence peddling was introduced in 2020. This code sets out the definition of illicit behaviour (corruption, influence peddling, abuse of corporate assets, etc.), the associated risks for the development of the Group's activities, the guidelines to be adopted and a procedure to ensure the implementation of the system (*i.e.* roles and responsibilities, whistleblowing procedure, associated sanctions). The employees of each of the Group's entities are especially aware of the risks of non-compliance of all kinds and of corruption.	Section 4.3.1
The effects of its activity with respect to tax evasion	In terms of the fight against tax evasion, Tikehau Capital has set measures to ensure that its operations comply with tax laws and regulations. Tikehau Capital is bound to comply with the new requirements regarding tax declaration obligations, and will work to implement the new obligations that are part of anti-tax evasion rules implemented globally. The teams of each of the Group's entities are especially aware of the risks of non-compliance, including risks relating to tax evasion. For its investment activities, the Group has defined a *three*-tier ESG watchlist. Any company exposed to tax havens is scrutinised by the compliance team.	Section 4.2
Information related to the consequences on climate change of the Company's activity and the use of the goods and services it produces	Tikehau Capital is in the process of formalising a climate and biodiversity policy and is actively working on assessing climate-related risks (physical and transition risks).	Section 4.2.2
Its societal commitments in favour of sustainable development	Tikehau Capital is committed to financing the real economy and financing the growth of companies that have immediate mechanisms for contributing to the energy and environmental transition.	Sections 4.1.1 and 4.2.3

Theme	Description of the strategy put in place	Relevant Section
The circular economy	All Group employees are encouraged to limit their consumption and to sort recyclable waste materials and packaging. The circular economy impacts the activities and assets of the Group's four business lines in a wide variety of ways.	Section 4.3.2
Combating food waste	Given its activity and the nature of its investments, the Group is not heavily exposed to food precarity-related issues.	Not applicable
Combating food insecurity	Given its activity and the nature of its investments, the Group is not heavily exposed to food waste-related issues.	Not applicable
Respect for animal well-being	The Group's ESG watchlist refers to offences against animal welfare and asks investment teams to seek advice from their entity's ESG Committee in the event of any doubt (*e.g.* activity linked to exotic leather). However, because of its activity and the nature of its investments, the Group is not heavily involved in animal welfare issues.	Not applicable
Responsible, fair-trade and sustainable food	Given its activity and the nature of its investments (low exposure to the agri-food sector), the Group is not heavily involved in issues related to equitable and sustainable food. Nevertheless, the Group chooses its suppliers mindfully. For example, *Le Cercle* was chosen as the caterer to supply the meal trays for the Paris office. *Le Cercle* offers local, seasonal products, and it has developed a partnership with the Bec Hellouin permaculture farm.	Not applicable
Collective agreements within the Company and their impacts on the Company's economic performance	The Group pays special attention to employee dialogue and, in accordance with the regulations, has established Social and Economic Committees within the relevant French entities. In particular, the Group has established a profit-sharing agreement. More information on the list of collective agreements is available on request.	4.3.3
Employee working conditions	Employee well-being is at the heart of the Group's CSR strategy. Health and safety indicators are monitored.	4.3.3
Action against discrimination and to promote diversity	The Group believes in a critical and original way of thinking. Thus promoting a culture of diversity is at the heart of its successful recruitment strategy. The Group trains Human Resources Department employees and raises awareness among all managers and employees involved in recruitment processes to prevent unlawful discrimination in hiring on grounds of colour, religion or belief, gender, national or ethnic origin, disability, age, nationality, family status, pregnancy or orientation. The Group also encourages the promotion of diversity within the companies it finances, where proximity to the Company allows, and the Group promotes the appointment of women to governance bodies.	4.3.3
Measures taken in favour of people with disabilities	In France, the Group's contribution to the employment and integration of disabled people is reflected in its choice of suppliers who employ people with disabilities. The Paris office has thus selected the disability-friendly company Cèdre for recycling or *Le panier du citadin* for its fruit baskets prepared by a Sheltered Employment enterprise.	4.3.3

4.5 CONCORDANCE TABLE - REGULATION (EU) 2019/2088

The following table cross-references the information published in this Universal Registration Document with the provisions of Regulation (EU) 2019/2088 of 27 November 2019 on sustainability disclosure in the financial services sector.

Theme	Description of the strategy put in place	Relevant Section
Transparency of sustainability risk policies at entity level (Article 3)	The integration of ESG risks is at the heart of the responsible investment strategy of Tikehau Capital and its subsidiaries. "Sustainability risk" is the risk that an environmental, social or governance event or condition will have a material adverse effect, real or potential, on the value of investments made by the Group and its investment subsidiaries. Tikehau Capital and its investment subsidiaries integrate sustainability risks into their investment decision making process and perform reasonable due diligence on key adverse impacts. Beyond regulatory requirements, the Group aims to integrate ESG criteria into the core of its investment process as it believes that these criteria have a material impact on the risk-adjusted financial performance of the asset under consideration. These risks are identified, monitored and controlled by the management company using a qualitative process (*i.e.* exclusion policy, negative and positive screening, review of controversies, etc.) in the best interest of investors.	Section 4.2.1
Transparency of adverse sustainability impacts at entity level (Article 4)	Tikehau Capital's integration approach goes beyond the consideration of ESG risks and also covers sustainability externalities. The Group has adopted a holistic approach to identify the potential positive and negative impacts of the companies and projects it finances along their entire value chain (*i.e.* supply chain, operations and products and services).	Section 4.2.1
Transparency of remuneration policies in relation to the integration of sustainability risks (Article 5)	Since March 2021, the remuneration policies of Tikehau IM, Sofidy and Ace Capital Partners take into account the participation of employees in the ESG criteria policy of the management company concerned, which includes sustainability issues.	Section 1.5.3.3
Integration of sustainability issues in pre-contractual documents and periodic reports of financial products (Articles 6, 8 and 9)	In 2020, Tikehau Capital initiated a project to strengthen the ESG disclosures in the pre-contractual documents of its financial products to include an explicit description of sustainability risks and integration strategies throughout the investment cycle. A dedicated report or ESG section is included in the annual/periodic reports of the main funds managed by Tikehau Capital's investment subsidiaries.	-
Transparency on ESG integration on the website	The Group's responsible investing policy is available on its website: https://www.tikehaucapital.com/en/our-group/sustainability/Publications	-

Cross-reference tables to the Sustainability Accounting Standards Board (SASB) and Global Reporting Initiative (GRI) standards are available in the Group's 2019 Sustainability Report available on its website:
https://www.tikehaucapital.com/en/our-group/sustainability/Publications

4.6 EXTERNAL AUDITOR'S REPORT

FINEXFI

Head office: 96 Boulevard Marius Vivier Merle, 69003 LYON

Limited liability company (S.A.R.L.) with capital of €40,000. 537 551 434 Lyon Trade and Companies Register

To the shareholders of Tikehau Capital,

Following the request made to us by the company Tikehau Capital SCA (hereafter, the "Entity") and in our capacity as an independent external auditor, operating under COFRAC Inspection registration No. 3-1081 (whose scope can be viewed at www.cofrac.fr), we present our report on the Statement of non-financial performance for the year ended 31 December 2020 (hereafter, the "Statement"), presented in the Group's management report pursuant to the laws and regulations in Articles L.225-102-1, L.22-10-36, R.225-105, R.225-105-1 and R.22-10-29 of the French Commercial Code.

The Entity's responsibility

It is the Managers' responsibility to produce a Statement that complies with the legal and regulatory provisions, including a business model[(1)], a description of the main non-financial risks, a presentation of the policies implemented to manage these risks and the results of these policies, including key performance indicators. The Statement was drawn up by the Entity in accordance with the framework used (the "Framework"), the key points of which are set out in the Statement.

Independence and quality assurance

Our independence is defined as required by Article L.822-11-3 of the French Commercial Code and the professional Code of Ethics. We have implemented a quality control system that includes documented policies and procedures to ensure compliance with ethical rules, professional doctrine and applicable law and regulations.

Responsibility of the independent external auditor

Based on our work it is our responsibility to express a reasoned opinion with moderate assurance on:

- the Statement's compliance with the provisions of Article R.225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to paragraphs I.3 and II of the Article R.225-105 of the French Commercial Code, *i.e.* the outcomes of policies, including key performance indicators and actions taken to address the main risks, (the "Information").

It is not our responsibility to express an opinion on:

- the Entity's compliance with other applicable laws and regulations, including those on the plan for vigilance and combating corruption and tax evasion;
- the compliance of products and services with applicable regulations.

Nature and scope of work

We conducted the work in accordance with the standards applicable in France determining the conditions under which the independent external auditor conducts its assignment and the ISAE 3000 international standard.

Our work was carried out between 15 March 2021 and 26 March 2021 and lasted approximately 10 person-days.

We conducted 10 interviews with the people responsible for the Statement.

Based on our work we are able to express an opinion on the Statement's compliance with the regulations and the fairness of the Information:

- we have reviewed the activities of all companies in the scope of consolidation, the presentation of the main corporate and environmental risks related to these activities, and, their effects on human rights and combating corruption and tax evasion as well as the resulting policies and their outcomes;
- we assessed the appropriateness of the Group Framework as regards its relevance, completeness, reliability, neutrality and comprehensibility, considering where applicable best practice in the sector;
- we verified that the Statement covers each information category required as per paragraph III of Article L.225-102-1 on social and environmental matters as well as per paragraph II of Article L.22-10-36 on respect for human rights and combating corruption and tax evasion;
- we verified that the Statement includes the business model and main risks inherent in the activities of all entities in the consolidation scope including, where relevant and proportionate, the risks generated by their business relations, products and services and also the policies, actions and results, including the key performance indicators;
- we verified, where relevant in terms of the key risks or policies listed, that the Statement contains the information required by paragraph II of Article R.225-105;
- we reviewed the process of identification and validation of principle risks;
- we inquired into the existence of internal control and risk management procedures put into place by the Entity;
- we reviewed the consistency of the results and key performance indicators with the principle risks and policies presented;
- we verified that the Statement covers the consolidated scope, *i.e.* all companies included in the scope of consolidation in accordance with Article L.233-16;

(1) Tikehau Capital's business model is presented in the introduction of this Universal Registration Document.

- we assessed the collection process implemented by the Entity to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative results that we considered most important, we carried out:
  - analytical procedures, consisting of verifying the correct consolidation of the data collected and the consistency of their treatment,
  - detailed tests, on a sample basis, consisting of verifying the correct application of definitions and procedures and reconciling the data with the supporting documentation. This work was conducted on a selection of contributing entities[1] and covers between 28% and 100% of the consolidated data of the key performance indicators selected for these tests [2];
- we consulted the documentary sources and conducted interviews to corroborate the qualitative information (actions and outcomes) which we considered most important;
- we reviewed the overall consistency of the Statement in light of our knowledge of all companies in the scope of consolidation.

We consider that the work we have done, in our professional judgement, allows us to form a conclusion with moderate assurance. A higher level of assurance would have required a more extensive audit process.

Because of the use of sampling techniques as well as other limits inherent to the functioning of any internal information and control system, the risk of not detecting a material misstatement in the Statement cannot be eliminated completely.

Comments on the Information

As part of its investment activity, the Tikehau Capital Group has included in its consolidated extra-financial performance statement its responsible investment approach, its ESG policies (including consideration of key positive and negative sustainability impacts (externalities)).

Conclusion

Based on our work, with the exception of the points raised above, we have not identified any material misstatements likely to call into question the fact that the Statement of Non-financial Performance and Information, taken as a whole, are presented fairly and in accordance with the Group Framework.

Lyon, 26 March 2021

FINEXFI

Isabelle Lhoste, Partner

(1) Entities selected: Tikehau Capital, Tikehau Investment Management, Tikehau Capital Advisors, Ace Capital Partners.

(2) Indicators verified in the statement: Sections 4.1.4 (History and acknowledgement of Tikehau Capital's commitment), 4.1.5 (Identification of material non-financial topics), 4.2.1 (Governance and pillars of the responsible investing strategy), 4.2.2 (Response to the climate emergency through investments), 4.3.2 (Measurement of Tikehau Capital's environmental footprint), 4.3.3 (Human resources: diversity, attracting and retaining talent), excluding remuneration and benefits in kind.

5.

COMMENTS ON THE ACTIVITIES, RESULTS AND FINANCIAL POSITION

5.1 GENERAL OVERVIEW OF ACTIVITIES, RESULTS AND FINANCIAL POSITION FOR THE YEAR 2020

5.1.1 Key figures for the year 2020

Net result – Group share for 2020 was a loss of -€206.6 million compared to a profit of €178.7 million for 2019.

2020 net result reflected, on the one hand, the result of the Asset Management activity, which rose and amounted to €76.4 million, up from €58.5 million in 2019 (+30.6%), and on the other hand, net operating profit from Investment activity of -€301.3 million (compared to €199.6 million in 2019). The Investment activity was mainly impacted in 2020 by the result of the derivatives portfolio for -€286.5 million while realised investment revenues increased and amounted to €133.9 million (compared to €104,1 million in 2019). Operating expenses from Investment activity amounted to -€98.5 million and include the remuneration of the Manager for -€70.6 million in 2020 (compared to -€51.1 million in 2019).

Key figures for the year 2020

	Items from the consolidated income statement	
(in millions of €)	**31 December 2020**	**31 December 2019**
Net management, subscription and arrangement fees	198.6	166.3
Operating expenses from Asset Management activity (1)	(128.4)	(116,3)
Fee-related earnings (FRE) (2)	**70.2**	**50.0**
Performance fees and carried interest	6.3	8.5
Performance-related earnings (PRE) (3)	**6.3**	**8.5**
NET OPERATING PROFIT FROM ASSET MANAGEMENT ACTIVITY	**76.4**	**58.5**
Realised investment revenues (4)	133.9	104.1
Operating expenses from Investment activity (5)	(98.5)	(78.0)
Realised investment income	**35.4**	**26.1**
Change in fair value (unrealised)	(49.0)	173.8
Other items (6)	(287.7)	(0.2)
NET OPERATING PROFIT FROM INVESTMENT ACTIVITY	**(301.3)**	**199.6**
Financial result	(36.1)	(33.3)
Non-recurring items (7)	(3.8)	(5.8)
Corporate income tax	58.6	(39.7)
Non-controlling interests	(0.5)	(0.6)
NET RESULT – GROUP SHARE	**(206.6)**	**178.7**

(1) Operating expenses from Asset Management activity do not include the non-recurring free share plans expense in respect of the second tranche of the "One-Off Plan" of 1 December 2017 subsequent to the Company's initial public offering for an amount of -€2.3 million as at 31 December 2020. This restatement will be continued up to the definitive vesting date.

(2) Fee-related earnings or FRE correspond to the net operating profit from Asset Management activity excluding performance fees and carried interest.

(3) Performance-Related Earnings or PRE correspond to performance fees and carried interest.

(4) Realised investment revenues comprise dividends, bond coupons, interests on receivables related to equity investments and positive or negative realised changes in fair value of current and non-current investment portfolios.

(5) Operating expenses from the Investment activity include the remuneration of the Manager.

(6) As at 31 December 2020, other items from the Investment activity include losses on derivatives portfolio for -€286.5 million and the share of net result from equity affiliates for -€1.2 million.

(7) As at 31 December 2020, other non-recurring items include (i) the non-recurring free share plans expense in respect of the second tranche of the "One-Off Plan" of 1 December 2017 subsequent to the Company's initial public offering for an amount of -€2.3 million, and (ii) a depreciation of -€1.3 million booked on trademarks held by the Company.

	Consolidated balance sheet items	
(in millions of €)	**31 December 2020**	**31 December 2019**
Total shareholders' equity	2,803.8	3,145.6
Shareholders' equity – Group share	2,797.0	3,138,8
Gross cash [(1)]	845.0	1,307.2
Gross debt [(2)]	998.5	997.2
Gearing [(3)]	*36%*	*32%*

(1) As at 31 December 2020, gross cash consists of the sum of cash, cash equivalents (mainly composed of marketable securities) and cash management financial assets for €747.3 million and collateralised cash on derivatives portfolio for €115.1 million less negative fair value on derivatives portfolio for -€17.4 million.

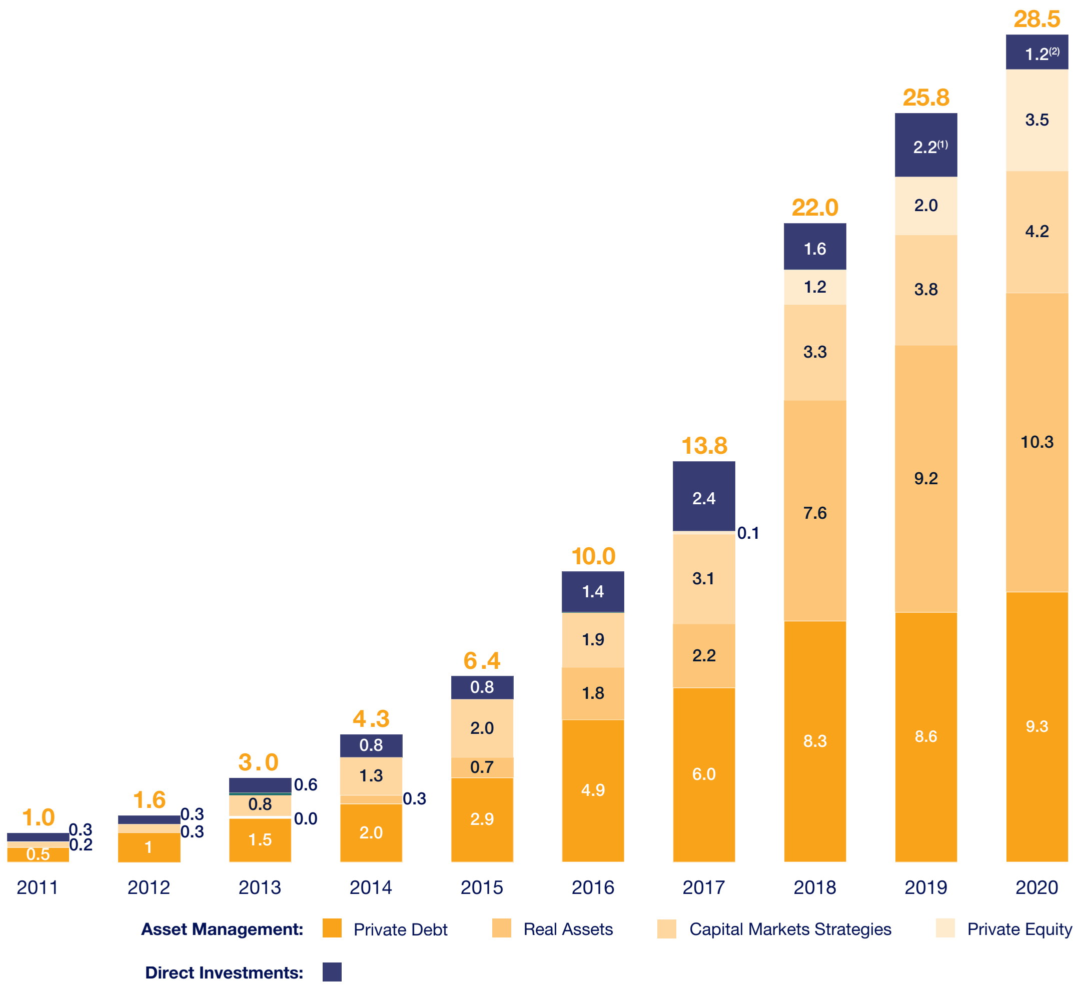
(2) Gross debt consists of current and non-current borrowings and financial debt (including bank overdrafts).

(3) Gearing ratio reflects gross debt on total consolidated shareholders' equity.

5.

Non-accounting information

The following chart and table show the changes in the Group's assets under management (as defined below) since 2011 (in billions of euros):



(in billions of €)	2017	2018	2019	2020
Assets under management (as of 31 December)	13.8	22.0	25.8	28.5
Change in the year (12 months)	3.8	8.2	3.8	2.7
Net inflows[3] in the year	3.9	3.7	4.6	3.6
of which net inflows from the Asset Management activity in the year	*3.1*	*4.3*	*4.1*	*4.2*

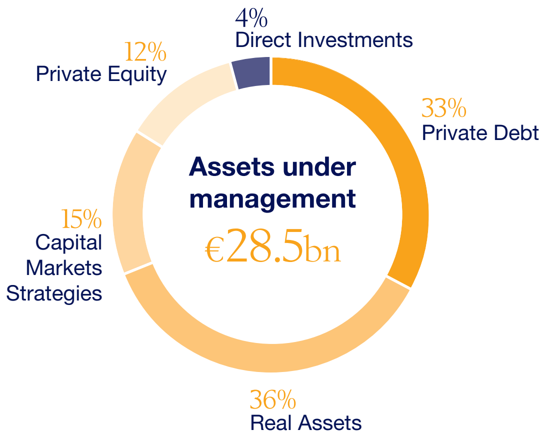
(1) Direct Investments of €2,173 million as at 31 December 2019 included goodwill (€371 million), intangible assets recognised following external acquisitions (€104 million), investments other than in funds managed by the Group (open to third-party client investors) for €1,035 million, cash and cash equivalents and cash management financial assets (€1,307 million), net of off-balance sheet commitments in funds managed by the Group (€653 million).

(2) Direct Investments of €1,180 million as at 31 December 2020 included goodwill (€422 million), intangible assets recognised following external acquisitions (€103 million), investments other than in funds managed by the Group (open to third-party client investors) for €834 million, cash and cash equivalents, cash management financial assets and margin calls (€845 million), net of off-balance sheet commitments in funds managed by the Group (€1,028 million).

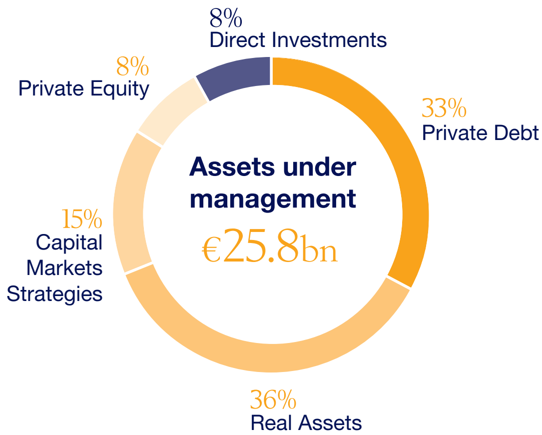
(3) Net inflows at Group level correspond to (i) total subscriptions, less redemptions of open-ended funds and (ii) acquisition costs of assets financed by debt (net of repayments) or the target leverage expected in the case of some leveraged funds. A positive flow means that the total amount of inflows (subscriptions net of redemptions) and share of acquisition costs of assets financed by debt are higher than recorded outflows. Conversely a negative flow means that total redemptions are higher than inflows from subscriptions and share of acquisition costs of assets financed by debt.

The following charts show the breakdown of the Group's assets under management as at 31 December 2020 and as at 31 December 2019 between the Group's four Asset Management under management business lines (Private Debt, Real Assets, Capital Markets Strategies and Private Equity) and the Direct Investments activity:

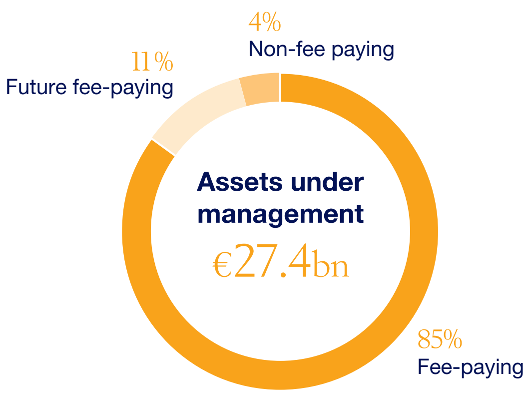
Details of the Group's assets under management as at 31 December 2020

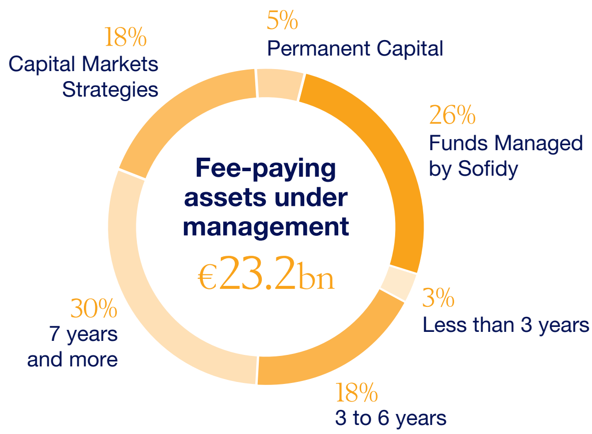


Details of the Group's assets under management as at 31 December 2019



The following charts show on the one hand the breakdown of assets under management of the Group's Asset Management segment between the fee-paying, future fee-paying, and non-fee-paying assets under management as at 31 December 2020 and on the other hand the anticipated duration of this generation of revenues among the €23.2 billion of fee-paying assets under management as at 31 December 2020.





As at 31 December 2020, amounts available for investment in the funds managed by the Group and its balance sheet (commonly referred to as "dry powder") amounted to approximately €7.4 billion (including €6.2 billion in funds), which enable to seize any investment opportunities. This aggregate mainly corresponds to (i) uncalled commitments in closed-end funds, (ii) cash and cash equivalents in open-ended funds, (iii) the sum of cash and cash equivalents (consisting mainly of marketable securities) and cash management financial assets from the Group's consolidated Balance sheet, and lastly to (iv) confirmed and undrawn debt from the Group's consolidated Balance sheet.

Operational indicators reflected in the consolidated financial statements of Tikehau Capital

- **Gross revenues from Asset Management activity** – these comprise:
  - management and subscription fees which correspond to management fees collected or to be collected by asset managers, whether relating to the management of assets under management or to arranging or structuring portfolio transactions. Management fees are generally recognised as each service is rendered and are calculated based on the contractual documentation, usually by applying a percentage to the called assets under management, but they can also partially apply to the portion of assets under management committed but not called. Subscription fees are recognised when investors subscribe to the funds. Arrangement fees and structuring fees are usually recognised when the investment is made. The level of management fees depends both on the type of client and type of products;
  - performance fees or carried interest can be collected when performance thresholds are exceeded during the lifetime of the fund (open-ended funds managed under Capital Markets Strategies activity) or on the liquidation of the fund (closed funds managed under Private Debt, Real Assets or Private Equity activities). These revenues are paid by the funds directly to the beneficiaries and are recognised in the income statement only when this variable consideration can be accurately estimated and when it is highly likely that no reversal will be made. Such revenues are partially recognised by the asset management companies and/or Tikehau Capital, in accordance with the incentive allocation policy for outperformance (carried interest) which applies within the Group.

Net revenues from Asset Management activity are calculated by deducting retrocessions of fees due from gross revenues from Asset Management activity.

These retrocession of fees mainly correspond to retrocession arrangement fees owed to the funds managed by the Group's asset managers and retrocessions contractually owed to distributors, generally based on a percentage of management fees on the funds collected by these distributors.

- **Realised investment revenues –** these comprise dividends, bond coupons, interests on receivables related to equity investments and positive or negative realised changes in fair value.
- **Changes in fair value (unrealised) from the Investment activity** – these correspond to the unrealised positive or negative changes of fair value on Group's current and non-current portfolio.
- **Net revenues** – net revenues corresponds to the revenues from the Investment activity (see above) plus revenues from the Asset Management activity (see above); this aggregate contains elements affecting cash and others recorded in the accounts that have no impact on cash.
- **Fee-Related Earnings or FRE** – this item corresponds to the net operating profit from Asset Management activity excluding performance fees and carried interest, *i.e.* excluding Performance-Related earnings (PRE) as defined below.
- **Performance-Related Earnings or PRE** – correspond to performance fees and carried interest.
- **Net operating profit from the Asset Management and Investment activities** – net operating profit from Asset Management and Investment activities (after the share of net results from equity affiliates) consists of the revenues from the Investment activity, (i) plus revenues from fully-consolidated asset managers, (ii) plus the share of net results from equity affiliates, (iii) plus derivatives portfolio revenues and (iv) operating expenses, but before taking into account the financial result, other non-recurring items and corporate income tax. Operating expenses consist primarily of personnel expenses and other operating expenses (including fees, IT expenditure, etc.).
- **Net result** – net result is net operating profit from the Asset Management and investment activities (after the share of net results from equity affiliates), plus net financial result (or minus if the latter is negative), plus (or minus) other non-recurring items and plus corporate income tax. The net result is then divided between the Group share and the minority interests.

Operational indicators not reflected in the consolidated financial statements of Tikehau Capital

In order to take into account certain specific features in the breakdown of assets under management, the definitions of the operating indicators not reflected in the consolidated financial statements of Tikehau Capital that the Company monitors (and intends to monitor) read as follows:

Assets under management – depending on the different strategies, assets under management correspond mainly:

a) for Capital Markets Strategies activity: to the net asset value (net asset value of each unit by share class multiplied by the number of issued units);

b) for Private Debt activity: to the commitments of subscribers and target expected leverage for certain leveraged funds or the net asset value plus uncalled commitments during the periods of fundraising and investment, (ii) to the higher of the net asset value of the funds or gross asset value for certain leveraged funds and the basis for determining management fees once the investment period has ended, (iii) to the assets of CLO vehicles (including cash), (iv) to subscribers' commitments less commitments allocated to other strategies and (v) to the capital outstanding for crowdfunding platforms;

c) for Real Assets activity: (i) during fundraising then investment periods, to the available appraisal value of the assets held by the funds (or, failing that, to the acquisition cost of the assets) plus uncalled commitments, cash and the fund's other assets, if any, or to the net asset value plus uncalled commitments and (ii) once the investment period has ended, to the available appraisal value of the assets held by the funds (or, failing that, to the acquisition cost of the assets); but also (iii) to the commitments of subscribers called up or not called during the investment period and, once the investment period is over, to the capital invested by the funds;

d) for Private Equity activity: (i) during the fundraising then investment periods, to subscriber commitments or to called revalued commitments plus uncalled subscriber commitments, and (ii) once the investment period has ended, generally to the latest valuation of the fund assets.

The change in assets under management from one year to another can be explained by (i) the net new money effect (see below), (ii) the market effect, which is the sum of the positive and negative changes in the performance of the portfolio during the period, (iii) the distributions made during the period, and (iv) the scope effect, *i.e.* when asset managers are acquired or sold during a financial year but also when the holding rate changes so that the holding becomes majority or minority. In both cases, the assets under management are either added to (acquisition, increase to a majority holding) or deducted from (sale, change to a minority holding) Tikehau Capital's total assets as from the date of acquisition, sale, reduction or increase.

Fee-paying assets under management – depending on the different business lines, fee-paying assets under management correspond mainly to:

a) for Capital Markets Strategies activity: (i) the net asset value of the funds, and (ii) for management mandates and certain dedicated funds, the valuation of the securities held in the portfolio minus investments in certain funds managed by the Group's asset managers and cash;

b) for Private Debt activity: (i) during the periods of fundraising and then investment, net asset of the funds, the commitments called, or the total commitments according to fund subscription terms, and (ii) once the investment period has ended, the net asset value of the funds or the uncalled unredeemed commitment;

c) for Real Assets activity: (i) to the acquisition costs or the available appraisal value of the assets held by the funds (or, failing that, to the historical cost of the assets) plus cash and the fund's other assets, if any, and (ii) to the commitments of the subscribers called or not called during the investment period and, once the investment period is over, to the capital invested by the funds;

d) for Private Equity activity: on behalf of client investors of the Group's asset managers: (i) during periods of fundraising and investment, total commitments according to fund subscription terms or amounts invested and (ii) once the investment period has ended, the net asset value of the funds, the total commitment or the total commitment or amounts invested less acquisition costs of sold assets.

Future fee-paying assets under management – depending on the business line, future fee-paying assets under management correspond to (i) either investor commitments which have not yet been called, (ii) or cash available to invest in certain funds (iii) or commitments or unit classes which do not yet generate management fees but will do so under certain conditions (*e.g.* after a given proportion of the commitments have been called or after a given unit holding period).

Non-fee-paying assets under management – non-fee-paying assets under management correspond to the share of assets under management that, by their nature, do not generate management fees and are not intended to do so. Depending on the different business lines, these are mainly:

a) for Capital Markets Strategies activity: to investments in certain funds managed by the Group's asset managers and available cash;

b) for Private Debt and Private Equity activity: mainly unit classes, whether called or not, which, by their nature do not generate management fees and are not intended to do so;

c) for Real Assets activity: mainly the difference between (i) the most recent available appraisal value of the assets of the Real Estate funds in the portfolio and (ii) the acquisition cost of these assets in the case of certain funds and the acquisition cost of debt-financed assets in the case of some leveraged funds;

Average fee-paying assets under management – this is the average between the amount of fee-paying assets under management as at 31 December of year N-1 and 31 December of year N.

Weighted average fee rate – this is the average fee rate weighted by the weight of each of the Group's four Asset Management business lines applied to fee-paying assets under management, *i.e.* the ratio, for each of the four business lines, between:

a) total management fees generated by the business line, based on the Group's consolidated financial statements; and

b) average fee-paying assets under management.

For the purposes of the definitions of the five operational indicators above, the term "management fees" covers the following concepts:

a) management fees, subscription fees (and assimilated fees);

b) other fees including waiver fees, agency fees, related fees and Real Assets asset fees; and

c) arrangement fees.

Net inflows – these correspond at Group level to (i) total subscriptions, less redemptions of open-ended funds and (ii) acquisition costs of assets financed by debt (net of repayments) or the target leverage expected in the case of some leveraged funds. A positive flow means that the total amount of inflows (subscriptions net of redemptions) and share of acquisition costs of assets financed by debt are higher than recorded outflows. Conversely a negative flow means that total redemptions are higher than inflows from subscriptions and share of acquisition costs of assets financed by debt.

5.1.2 Activities during the year 2020

As at 31 December 2020, Tikehau Capital's assets under management amounted to €28.5 billion (compared to €25.8 billion as at 31 December 2019), representing a growth of 11% over the year.

This growth was mainly due to the net inflows of €3.6 billion, distributions of -€1.1 billion, negative market effects of -€0.3 billion and a change in scope effect of €0.6 billion mainly related to the acquisition by the Group of the American asset management company Star America Infrastructure Partners in July 2020.

During the year 2020, the Asset Management activity was mostly driven by the growth in Private Equity and Private Debt strategies, which represented nearly 82% of the net inflows generated by the Group.

Private Equity activity posted record net inflows of €1.6 billion in 2020. Assets under management of this activity increased by 73% compared to 31 December 2019.

Private Debt activity saw its assets under management increase by €0.7 billion in 2020 thanks to inflows of €1.4 billion partially offset by distributions of -€0.7 billion.

Real Assets activity saw its assets under management grow by 13% over the year thanks to net inflows of €0.9 billion, a change in scope effect of €0.5 billion, partly offset by distributions of -€0.2 billion and a negative market effect of -€0.1 billion.

Finally, Capital Markets Strategies assets under management increased by €0.4 billion over the period thanks to net inflows of €0.3 billion and positive market effects of €0.1 billion.

As at 31 December 2020, the Group's assets under management were divided between the Asset Management activity (€27.4 billion) and the Direct Investments made from the Group's balance sheet (€1.2 billion) and were broken down as follows:

(in billions of €)	Assets under management as at 31 December 2020	Percentage of Group's assets under management 31 December 2020	 31 December 2019
Private Debt	9.3	33%	33%
Real Assets	10.3	36%	36%
Capital Markets Strategies	4.2	15%	15%
Private Equity	3.5	12%	8%
TOTAL ASSET MANAGEMENT	**27.4**	**96%**	**92%**
TOTAL DIRECT INVESTMENTS MADE FROM THE GROUP'S BALANCE SHEET	**1.2**	**4%**	**8%**
TOTAL ASSETS UNDER MANAGEMENT	**28.5**	**100%**	**100%**

Asset Management activity

As at 31 December 2020, Tikehau Capital's Asset Management activity represented assets of €27.4 billion and comprised:

- 85% of fee-paying assets under management (*i.e.* €23.2 billion at the end of 2020 compared to €19.9 billion at the end of 2019);
- 11% future fee-paying assets under management (*i.e.* €3.0 billion at the end of 2020 compared with €2.6 billion at end 2019); and
- 4% non-fee-paying assets under management (*i.e.* €1.1 billion at the end of 2020, stable compared to the end of 2019).

During the year 2020, closed-end funds including funds managed by Sofidy (namely, all of the funds managed by the Group, excluding Capital Markets Strategies funds) invested a total amount of €2.8 billion (compared to €3.6 billion in 2019).

Private Debt: €9.3 billion in assets under management as at 31 December 2020

The growth of €0.7 billion in assets under management during the 2020 financial year (*i.e.* growth of 8.2% over the year) is the result of net inflows of €1.4 billion, partially offset by distributions of -€0.7 billion.

During 2020, the Group launched the fifth generation of the Direct Lending fund (TDL V), with assets under management amounting to almost €0.7 billion at the end of December 2020. In addition, and in order to offer products that meet the expectations of different classes of client investors, the Group is offering two new Private Debt strategies. Firstly, a first secondary Private Debt fund, with assets under management of nearly €0.1 billion as at 31 December 2020, and a first Private Debt impact fund, with assets under management of nearly €0.1 billion as at 31 December 2020, which will offer financing whose terms will depend on the ESG performance of the companies financed.

In the second half of 2020, the Group also launched the preparatory phase (warehousing) of a sixth CLO (Collateralised Loan Obligation) of which the outstanding amount is of €0.2 billion as at 31 December 2020.

Lastly, the fund launched in December 2019 in partnership with Fideuram – Intesa Sanpaolo Private Banking raised more than €0.4 billion from 3,000 Italian private investors.

Detailed information is provided in Section 1.3.2.1 “Private Debt activity” of this Universal Registration Document.

Real Assets: €10.3 billion in assets under management as at 31 December 2020

The growth of €1.2 billion in assets under management during the year 2020 (*i.e.* 12.6% growth compared with 2019) is the result of €0.9 billion in net inflows, offset by -€0.2 billion in distributions and a negative market effect of -€0.1 billion. In addition, there was a change in scope effect of €0.5 billion following the acquisition by the Group of the American asset management company Star America Infrastructure Partners in July 2020.

In a deteriorated economic environment, Sofidy posted strong net inflows of €0.6 billion in 2020 and growth in assets under management of 7% year-on-year to €6.7 billion (compared to €6.2 billion as at 31 December 2019).

Lastly, Tikehau Real Estate Opportunity 2018 (TREO 2018), the Group’s first pan-European real estate fund dedicated to an opportunistic and value-added strategy closed its subscriptions in February 2020, has already made several acquisitions and has an outstanding amount of €0.8 billion as at 31 December 2020.

Detailed information is provided in Section 1.3.2.2 “Real Assets activity” of this Universal Registration Document.

Capital Markets Strategies: €4.2 billion in assets under management as at 31 December 2020

The growth of €0.4 billion in assets under management during the year 2020 (*i.e.* 9.8% growth over the year) was the result of inflows of €0.3 billion and a positive market effect of €0.1 billion.

Performances on net inflows from liquid funds managed by the Group remained sustained in 2020 despite a downturned economy.

Detailed information is provided in Section 1.3.2.3 “Capital Markets Strategies activity” of this Universal Registration Document.

Private Equity: €3.5 billion in assets under management as at 31 December 2020

The growth of €1.5 billion in assets under management during the 2020 year (*i.e.* growth of 73.3% over the year) includes a particularly dynamic net inflow of €1.6 billion, partially offset by distributions of -€0.1 billion.

The Private Equity fund dedicated to the energy transition and launched in partnership with Total in 2018, the T2 Energy Transition Fund (T2), completed its fundraising in February 2021 at more than one billion euros, beyond initial targets.

Through its subsidiary Ace Capital Partners, the Group has been selected to exclusively manage a Private Equity fund (fourth generation of aerospace funds) designed to support the aerospace industry, following a call for tender organised by the leading aerospace players Airbus, Safran Thales and Dassault Aviation, with support from the French State. As at 31 December 2020, this fund had €0.7 billion in assets under management, including €0.2 billion from the Group.

Finally, the pan-European growth capital Private Equity fund (Tikehau Growth Equity II), launched in 2018 and closed its subscriptions in 2020 and has €0.4 billion of asset under management as at 31 December 2020, (an increase of 30% compared to the previous programme).

Detailed information is provided in Section 1.3.2.4 “Private Equity activity” of this Universal Registration Document.

Direct investments activity

5.

As at 31 December 2020, Direct Investments made from the Group’s balance sheet amounted to €1.2 billion in assets (compared with €2.2 billion as at 31 December 2019). This -€1.0 billion decrease over the period mainly reflects the Group’s net new commitments in its funds for -€0.7 billion, derivatives portfolio result set up by the Group as part of its risk management policy for -€0.3 billion, and finally the payment of a dividend to the Company’s shareholders for -€0.1 billion.

In 2020, the Company continued the active rotation of its investment portfolio held on the balance sheet in its three strategic areas of allocation, namely (i) investments in funds managed by the Group and co-investments alongside these, (ii) investments in the Group’s platforms and (iii) opportunistic investments.

As of 31 December 2020, €1.6 billion was invested in the funds and strategies managed by the Group, *i.e.* 65.8% of the investment portfolio (vs. 61.0% at year end 2019). the Group is therefore ahead on achieving its objective of raising this proportion to between 65% and 75% by 2022.

See Section 1.3.3 Direct Investments activity of this Universal Registration Document.

The following table presents, as at 31 December 2020, the major investments and co-investments made by Tikehau Capital and its consolidated subsidiaries in the Group's strategies (vehicles managed by Tikehau IM, Tikehau Capital Europe, IREIT Global Group, Sofidy Ace Capital Partners and Star America Infrastructure Partners) which are described in the sections below:

The Group's investments in its own strategies as at 31 December 2020

(in millions of €)	Amount called [1]	Amount uncalled	Total amount
Tikehau Direct Lending IV	47.0	4.6	51.7
Tikehau Direct Lending 4L	45.4	6.1	51.4
Tikehau Senior Loan III	50.7		50.7
Tikehau CLO V	36.8		36.8
Tikehau CLO I	22.8		22.8
Tikehau Direct Lending III	20.4	1.2	21.5
Tikehau CLO IV	20.2		20.2
Tikehau CLO III	19.8		19.8
Tikehau CLO VI (warehouse)	10.0	40.0	50.0
Tikehau Direct Lending V	9.1	50.9	60.1
Tikehau Private Debt Secondaries	7.4	78.8	86.1
Other funds [2]	90.1	55.4	145.5
Total Private Debt	**454.8**	**268.2**	**723.0**
Selectirente	190.2		190.2
Tikehau Real Estate Opportunity 2018	37.9	135.1	173.0
IREIT Global	111.2		111.2
Tikehau Real Estate Investment Company	49.5	29.8	79.3
Star America Infrastructure Fund II (Parallel) LP	15.0	25.7	40.7
Tikehau Retail Properties III	35.8		35.8
Tikehau Real Estate II	24.5		24.5
Tikehau Retail Properties I	19.0		19.0
Tikehau Retail Estate III	17.0		17.0
Other funds [2]	57.7		57.7
Total Real Assets	**557.7**	**190.7**	**748.4**
Tikehau Global Credit	45.1		45.1
Tikehau Subordonnées Financières	33.5		33.5
Tikehau Equity Selection (formerly Tikehau Global Value)	31.7		31.7
Sofidy Sélection 1	26.6		26.6
Tikehau Global Short Duration	21.9		21.9
Other funds [2]	47.2		47.2
Total Capital Markets Strategies	**206.1**		**206.1**
Tikehau Growth Equity II	114.9	65.5	180.4
Tikehau Special Opportunities II	51.2	104.9	156.1
T2 Energy Transition Fund	41.7	89.2	130.8
Tikehau Fund of funds	65.2	41.5	106.8
Tikehau Special Opportunities	27.9	11.8	39.8
Brienne III	15.6	23.2	38.8
Tikehau Growth Equity Secondary	24.9	4.2	29.0
Ace Aéro Partenaires	10.2	223.8	234.0
Other funds [2]	16.3	5.3	21.6
Total Private Equity	**367.9**	**569.4**	**937.3**
TOTAL ASSET MANAGEMENT – 31 DECEMBER 2020	**1,586.5**	**1,028.3**	**2,614.8**
TOTAL ASSET MANAGEMENT – 31 DECEMBER 2019	**1,425.4**	**652.9**	**2,078.3**

(1) Amount called adjusted at fair value (2) Funds for which amount called adjusted at fair value is lower than €15 million (Real Assets, Capital Markets Strategies) or €10 million (Private Debt, Private Equity)

The main investments made by the Company during the 2020 financial year consisted of the following:

Eurazeo (€50.1 million) – During the first half of 2020, Tikehau Capital acquired 1,132,737 Eurazeo shares for a total amount of €50.1 million, representing an average unit price of €44.20 per share.

IREIT Global (€25.6 million) - For more information, see section "Highlights of the year 2020" below, in this Universal Registration Document.

The main disposals made by the Company during the 2020 financial year consisted of the following:

DWS (€168.4 million) – Tikehau Capital sold 83% of its stake in the German asset management company DWS, *i.e.* 4,927,023 shares at an average unit price of €34.08 per share, representing €168.4 million for the year 2020.

Tikehau Brennus (€62.5 million) – In 2018, Tikehau Capital structured for Conforama Group through the fund Tikehau Brennus (managed by its subsidiary Tikehau IM) a total financing of €115 million on a three year period on which the Company contributed for €62.5 million. On 25 August 2020, Tikehau Capital has been fully reimbursed.

Sadena (€47.8 million) – In the deal to acquire a portfolio of office buildings in Spain in partnership with City Development Limited in December 2019, Tikehau Capital invested €46.2 million in order to hold 60% of the holding company, with IREIT Global having an option to buy back this 60% within 18 months. As the option was exercised during the fourth quarter of 2020, Tikehau Capital sold its stake on 22 October 2020 at a price of €47.8 million.

Highlights of the year 2020

Confirmation of Investment Grade rating (BBB-, stable outlook) by the financial rating agency Fitch Ratings – On 27 January 2020, Tikehau Capital obtained the confirmation of its financial rating from the financial rating agency Fitch Ratings. Supported by a stable outlook, this Investment Grade rating (BBB-) confirms the strength of Tikehau Capital's financial profile. In its statement, Fitch Ratings highlighted the strength of Tikehau Capital's Balance sheet and expressed its confidence in the Group's ability to keep financial ratios at levels consistent with an Investment Grade profile as Tikehau Capital pursues its strategy.

Derivatives portfolio set up by the Group as part of its risk management policy – As part of its risk management policy, in the first half of 2020, the Group built up a derivatives portfolio while the global economy was facing a major systemic risk. These instruments are intended to lessen the impact of any market correction that may affect the Group's investment portfolio, especially its investments in listed entities, given the high level of uncertainty regarding the future of the current health crisis and the effect it may have on the markets over the coming quarters. As at 31 December 2020, this hedging strategy was still active.

Tikehau Capital's capital increases

- On 31 March 2020, Tikehau Capital carried out a capital increase for an amount of around €1.4 million by capitalisation of the issue premium and by issuance of 120,722 shares. The aim of this capital increase was to deliver free shares granted under the 2018 FSA Plan and the 2018 Performance Share Plan.
- On 4 July 2020, Tikehau Capital carried out a capital increase for an amount of approximately €0.1 million by capitalisation of the share premium and by the issuance of 8,840 shares. The aim of this capital increase was to deliver free shares granted as part of the first tranche of the 2018 Credit.fr Plan.
- On 1 December 2020, Tikehau Capital carried out a capital increase for an amount of approximately €3.7 million by capitalisation of the share premium and by the issuance of 311,894 shares. The purpose of this capital increase was to proceed with the delivery of free shares granted under the second tranche of the One Off plan.
- On 21 December 2020, Tikehau Capital carried out a capital increase for an amount of approximately €0.2 million by capitalisation of the share premium and by the issuance of 12,900 shares. The aim of this capital increase was to deliver free shares granted under the 2018 Sofidy Plan.

Increase of Tikehau Capital's stake in IREIT Global – On 6 April 2020, Tikehau Capital, together with City Developments Limited (CDL), a leading Singapore-listed real estate company, announced the increase of their respective stakes in IREIT Global, a Singapore-listed real estate investment trust focused on the European real estate market, in which Tikehau Capital invested in November 2016. The purchase, alongside an affiliate of AT Capital, a Singapore-based family office, of a 26.04% stake in IREIT Global, enables Tikehau Capital and CDL to increase their stake in IREIT Global respectively from 16.64% to 29.43% and from 12.52% to 20.87% upon completion of the transaction. Together, Tikehau Capital and CDL now own more than half of IREIT Global's capital. For Tikehau Capital, this acquisition represents a cash investment of circa €25 million. The transaction reflects both Tikehau Capital and CDL's common long-term objectives of growing IREIT Global as well diversifying its portfolio. The reinforcement of this partnership with CDL is a positive step in the development of IREIT Global's activities will allow the tapping of each other's complementary strengths to fuel IREIT's growth. It will provide the Company with a strong support for its development while leveraging the know-how and local knowledge of a major player in the Asian real estate sector in addition to the European outreach and expertise of Tikehau Capital.

Acquisition with takeover of Star America Infrastructure Partners – On 29 July 2020, the Group completed the acquisition of 100% of the share capital of Star America Infrastructure Partners LLC, an independent American asset management company which develops and manages medium-sized infrastructure projects in North America, with assets under management of around €559 million as at 31 December 2020. This acquisition enables Tikehau Capital to diversify its assets under management towards a new and promising asset class and boost its strategy to expand in North America. The acquisition price has been paid partly in cash and partly in shares. This company has been consolidated since 29 July 2020.

Capital reduction of 22 December 2020 – On 22 December 2020, Tikehau Capital carried out a capital reduction, by cancelling own shares, charging an amount of approximately -€11.2 million to the "share premium" account, corresponding to the difference between the par value at €12 of each of the cancelled shares and the purchase price of these shares. This capital reduction then led to the cancellation of 934,720 own shares, including 121,824 shares originally earmarked to cover free share plans previously reallocated to the cancellation objective. As at 22 December 2020, the share capital of the Company amounted to €1,634,316,528 and is divided into 136,193,044 shares.

5.2 COMMENTS ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE 2020 FINANCIAL YEAR

5.2.1 Comments on the consolidated results for the year 2020

5.2.1.1 Net operating profit from the Asset Management activity

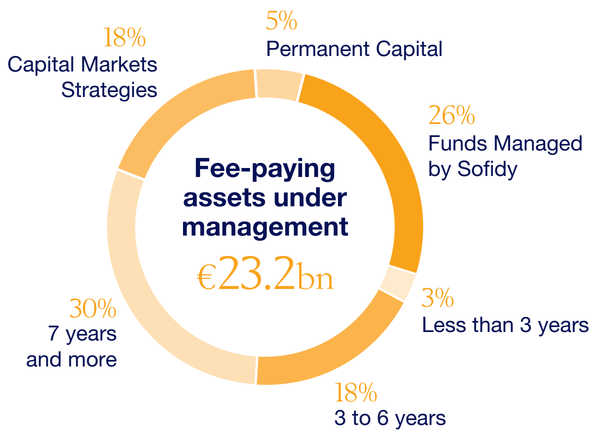
As at 31 December 2020, Fee-related earnings (FRE) amounted to €70.2 million, representing an increase of €20.2 million compared to 2019 (€50.0 million). Performance-related earnings (PRE) stood at €6.3 million as at 31 December 2020 compared to €8.5 million in 2019.

On this basis, net operating profit from the Asset Management activity, increased from €58.5 million in 2019 to €76.4 million in 2020. Operating margin of the Asset Management activity reached 37.3% as at 31 December 2020, up significantly compared to 31 December 2019 (33.5%).

Net revenues from the Asset Management activity in 2020 amounted to €204.8 million, representing an increase of €30.0 million (+17.2%) compared to 2019 (€174.8 million).

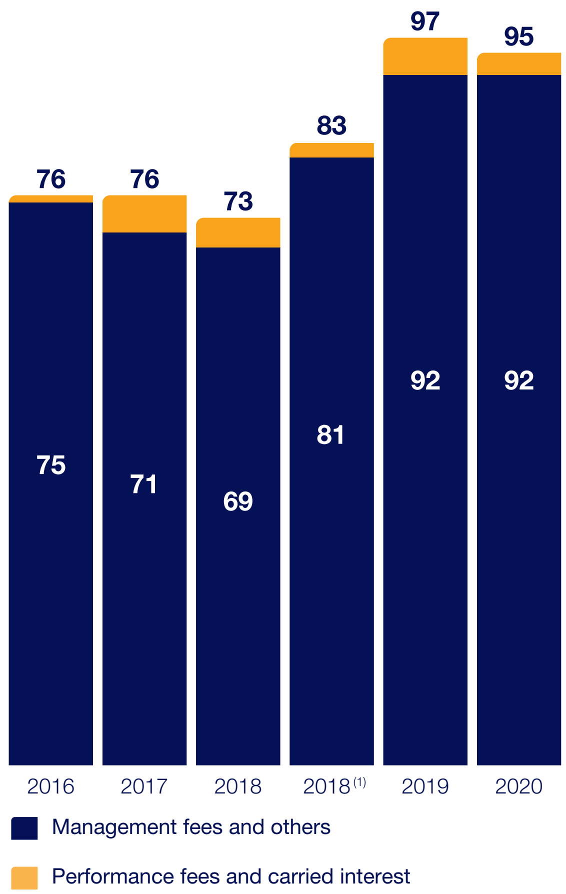
These net revenues mainly derived from management, subscription, arrangement and other fees received by the Group's asset management companies for an amount of €198.6 million, *versus* €166.3 million in 2019. These revenues are supplemented by performance fees and carried interest for an amount of €6.3 million (compared to €8.5 million in 2019).

This significant growth in net revenues reflects both the growth of the Group's assets under management (+11%) and the growth of fee-paying assets under management (+17%). As at 31 December 2020, fee-paying assets under management amounted to €23.2 billion and within these fee-paying assets under management, 96% of the assets of the closed-end funds generate revenues over a period of more than three years:



Average fee-paying assets under management rose from €18.1 billion as at 31 December 2019 to €21.6 billion as at 31 December 2020.

Based on this average amount and on management and arrangement fees collected as part of the Asset Management activity, the weighted average fee rate was 92 basis points for 2020:



(1) Including the full year contribution of Sofidy and its subsidiaries as well as Ace Capital Partners.

The weighted average fee rate is an indicator that allows the Group to monitor the evolution of its net revenues in relation to its assets under management.

As at 31 December 2020, the weighted average fee rates[1] for each of the Group's four Asset Management business lines are as follows:

	Weighted average [1] fee rate as at 31 December 2020	Weighted average [1] fee rate as at 31 December 2019
Private Debt	76 basis points	73 basis points
Real Assets	96 basis points	110 basis points
Capital Markets Strategies	60 basis points	53 basis points
Private Equity	More than 150 basis points	More than 150 basis points
ASSET MANAGEMENT ACTIVITY	**92 BASIS POINTS**	**92 BASIS POINTS**

(1) Excluding performance fees and carried interest.

The Group's weighted average fee rate remained stable at 92 basis points in 2020.

The decrease in the commission rate for Real Assets activities (mainly related to Sofidy) was offset by an increase in Private Equity fees and wider margins earned from Capital Markets Strategies activity.

On this basis, the operating margin for the Asset Management activity stood at 37.3% as at 31 December 2020. The operating margins for the Group's Asset Management activity as at 31 December 2020, 2019 and 2018 were as follows:

(in millions of €)	2020	2019	2018 [1]	2018
Net revenues from Asset Management activity	204.8	174.8	125.8	75.2
Operating expenses from Asset Management activity	(128.4)	(116.3)	(86.3)	(55.2)
NET OPERATING MARGIN FROM ASSET MANAGEMENT ACTIVITY	**76.4**	**58.5**	**39.5**	**20.0**
Net Operating margin from Asset Management activity (as a percentage of net revenues)	+37.3%	+33.5%	+31.4%	+26.6%

(1) Including the full year contribution of Sofidy and its subsidiaries as well as Ace Capital Partners.

5.2.1.2 Net operating profit from the Investment activity (after share of net results from equity affiliates)

Net operating profit from the Investment activity (after share of net results from equity affiliates) for the year 2020 was a loss of -€301.3 million, compared to a €199.6 million profit in 2019.

Net revenues from Investment activity amounted to €84.9 million compared to €277.8 million in 2019. In 2020, net revenues from Investment activity included (i) dividends, bond coupons and interest on receivables related to equity investments for €97.2 million (compared to €89.0 million in 2019), (ii) positive realised changes in fair value for €36.6 million (compared to €15.0 million in 2019) and finally (iii) negative unrealised changes in fair value of -€49.0 million (*versus* positive unrealised changes in fair value of €173.8 million in 2019).

Operating expenses from the Investment activity amounted to -€98.5 million in 2020 (compared to -€78.0 million in 2019) and mainly include the remuneration of the Manager for -€70.6 million (up -€19.5 million in 2020 compared to 2019).

Finally, net operating profit from the Investment activity (after share of net results from equity affiliates) for the year 2020 also include losses on derivatives portfolio for -€286.5 million.

5.2.1.3 Net operating profit from Asset Management and Investment activities (after share of net results from equity affiliates)

Net operating profit from Asset Management and Investment activities after share of net results from equity affiliates in 2020 amounted to a loss of -€224.9 million (compared to a profit of €258.1 million for 2019).

As at 31 December 2020, the share of net results from equity affiliates amounted to -€1.2 million, compared to -€0.2 million as at 31 December 2019

Operating expenses for the year 2020 amounted to -€226.9 million compared to -€194.3 million for the year 2019. This rise of -€32.6 million is mainly driven by the increase of the remuneration of the Manager for -€19.5 million, the growth in the number of employees within the Group's asset management companies and finally the integration of Star America Infrastructure Partners, consolidated since July 2020.

5.2.1.4 Net result

As at 31 December 2020, the Company recorded a financial result of -€36.1 million (compared to -€33.3 million in 2019) attributable to financial expenses for -€36.1 million (*versus* -€34.5 million in 2019).

Financial expenses mainly include bond interests (-€21.1 million in 2020 compared to -€11.8 million in 2019, *i.e.* an increase of -€9.3 million mainly due to the full-year effect on the bond maturing in 2026 issued by the Company in October 2019) and bank interests (-€7.2 million in 2020 compared to -€9.6 million in 2019, *i.e.* a decrease of €2.4 million following a partial early repayment of Tranche A of the Syndicated Credit Agreement made in November 2019). In addition to these financial interests, swap interests amounting to -€2.7 million (compared to -€5.2 million in 2019) and a negative change in the fair value on swap interests for -€3.5 million (compared to -€7.5 million in 2019).

Non-recurring items of -€3.8 million were recorded at 31 December 2020. These items mainly reflect the non-recurring free share plans expense in respect of the second tranche of the "One-Off Plan" of 1 December 2017 subsequent to the Company's initial public offering for an amount of -€2.3 million, as well as (ii) a depreciation of -€1.3 million on Group trademarks.

As at 31 December 2020, current and deferred tax corresponded to an income of €58.6 million (compared to an expense of -€39.7 million as at 31 December 2019), including €62.4 million of deferred tax (mainly related to the capitalisation of net tax losses carry forwards for an amount of €53.8 million) and -€3.7 million of tax expense due for the year 2020.

On this basis, the net result – Group share, as at 31 December 2020 amounted to a loss of -€206.6 million, compared to a profit of €178.7 million as at 31 December 2019.

5.2.1.5 Net revenues – Segment information

Net revenues from Asset Management activity

As at 31 December 2020, net revenues from the Asset Management activity were €204.8 million, representing a growth of 17% over the period (€174.8 million as at 31 December 2019).

The Company's net revenues are presented in accordance with the four business lines in its Asset Management activity, namely: Private Debt, Real Assets, Capital Markets Strategies and Private Equity.

	Asset Management activity				
(in thousands of €)	**Private Debt**	**Real Assets**	**Capital Markets Strategies**	**Private Equity**	**Net revenues from Asset Management activity as at 31 December 2020**
Net revenues	**53,399**	**81,060**	**27,664**	**42,704**	**204,827**
Management, subscription, arrangement and other fees	53,399	79,732	24,050	41,308	198,489
Performance fees and carried interest	-	1,328	3,614	1,396	6,338

	Asset Management activity				
(in thousands of €)	**Private Debt**	**Real Assets**	**Capital Markets Strategies**	**Private Equity**	**Net revenues from Asset Management activity as at 31 December 2019**
Net revenues	**45,797**	**83,395**	**21,532**	**24,028**	**174,753**
Management, subscription, arrangement and other fees	45,121	78,290	18,822	24,028	166,261
Performance fees and carried interest	676	5,105	2,710	-	8,492

Private Debt activity

As at 31 December 2020, the Group's net revenues attributable to the Private Debt activity totalled €53.4 million (compared to €45.8 million as at 31 December 2019). These net revenues derive from assets under management amounting to €9.3 billion as at 31 December 2020, compared to €8.6 billion as at 31 December 2019.

Net revenues from this activity correspond to management fees for an amount of €53.4 million as at 31 December 2020.

Real Assets activity

As at 31 December 2020, the Group's net revenues attributable to Real Assets activity totalled €81.1 million (compared to €83.4 million as at 31 December 2019). These net revenues derive from assets under management amounting to €10.3 billion as at 31 December 2020, compared with €9.2 billion as at 31 December 2019.

Net revenues from this activity correspond to management fees for an amount of €79.7 million and to performance-related revenues for an amount of €1.3 million as at 31 December 2020 generated mainly by the Sofidy's UCITS fund for €1.2 million.

Capital Markets Strategies activity

As at 31 December 2020, the Group's net revenues attributable to the Capital Markets Strategies activity totalled €27.7 million (compared with €21.5 million as at 31 December 2019). These net revenues derive from assets under management amounting to €4.2 billion as at 31 December 2020, compared to €3.8 billion as at 31 December 2019.

Net revenues from this activity correspond to management fees of €24.1 million and performance-related fees of €3.6 million as at 31 December 2020.

Private Equity activity

As at 31 December 2020, the Private Equity activity generated net revenues of €42.7 million (compared to €24.0 million as at 31 December 2019). This strong growth in net revenues reflects the growth in assets under management, which reached an amount of €3.5 billion at 31 December 2020 (compared to €2.0 billion at 31 December 2019).

Net revenues from Investment activity

As at 31 December 2020, the Group's net revenues attributable to the Investment activity totalled €84.9 million (compared to €277.8 million as at 31 December 2019). Net revenues from Investment activity derive from (i) dividends, bond coupons and interests on receivables attached to equity investments for an amount of €97.2 million (compared to €89.0 million in 2019), (ii) positive realised changes in fair value for an amount of €36.6 million (compared to €15.0 million in 2019) partially offset by (iii) negative unrealised changes in fair value for -€49.0 million (compared to a positive contribution of €173.8 million in 2019).

5.2.2 Consolidated non-current assets

The Company's non-current assets mainly consist of its investment portfolio, goodwill, intangible (excluding goodwill) and tangible assets, deferred tax assets and investments in equity affiliates.

The value of the Company's non-current investment portfolio was €2.2 billion as at 31 December 2020 as well as at 31 December 2019 (€2.2 billion). (See Section 6.1.5 Notes to the consolidated financial statements prepared under IFRS - Non-current investment portfolio of this Universal Registration Document).

5.2.3 Liquidity and Capital Resources

Changes in financial debt during financial year 2020

As at 31 December 2020, the Group's gross nominal debt (excl. accrued interest) was €1,002 million against €1,003 million as at 31 December 2019. The Company did not subscribe to any new bank loans or issue any new bonds over the financial year 2020.

Syndicated Credit Agreement

The Syndicated Credit Agreement had an initial maturity of five years and consists of two tranches: an A tranche with an initial size of €500 million originally, in the form of a loan repayable over time, and a Tranche B of €500 million in the form of a revolving credit facility.

The drawdowns are made in euros and bear interest at a rate equal to the sum (i) of a base rate determined by reference to Euribor (with a floor set at zero) and (ii) a margin that is revised half-yearly based on a Loan to Value ratio (as defined below). The Syndicated Credit Agreement provides for a non-utilisation fee equal to 35% of the above-mentioned margin applied to the undrawn portion.

The entire maximum amount committed under Tranche A of the Syndicated Credit Agreement was drawn down and, following a partial early repayment of €300 million on Tranche A, made on 29 November 2019, the amount due in respect of Tranche A amounts to €200 million. Tranche B remains unchanged.

At the same time as the repayment, the lending banks unanimously agreed to extend the maturity of the Syndicated Credit Agreement (Tranches A and B) from November 2022 to November 2024. The remaining Tranche A will now be repaid in full at the final maturity.

The whole of the Tranche B will be available until the maturity date, 25 November 2024, and can be drawn until one month before this date. No security has been furnished as guarantee for the Syndicated Credit Agreement.

The Syndicated Credit Agreement contains the clauses customary for this type of financing, including the following:

- **financial commitments** – subject to a rectification period:
  - Tikehau Capital's Loan to Value ratio, tested half-yearly, must be less than or equal to 47.5%,
  - Tikehau Capital's Minimum Liquidity ratio, tested half-yearly, must be, at any time, greater than or equal to €150 million,
  - limiting the Company's secured debt to 12.5% of total consolidated assets,
  - limiting unsecured debt at the level of the Company's subsidiaries to 12.5% of total consolidated assets.

  These financial commitments became applicable upon the signing of the Syndicated Credit Agreement: the "Loan to Value" ratio, the limitation of the Company's secured debt and the limitation of the unsecured debt at the level of the Company's subsidiaries were tested for the first time on 31 December 2017. All of these financial commitments were met as at 31 December 2019;
- **affirmative and negative covenants** – these are undertakings providing for certain restrictions related mainly to the furnishing of security or collateral, to carrying out mergers or restructuring, change of activity, or interest rate hedging. The Company is in particular committed to maintaining interest rate hedging greater than or equal to 50% of the amounts used under Tranche A of the Syndicated Credit Agreement for the duration of the loan;
- **change of control** – the Syndicated Credit Agreement provides for the option for each lender not to finance its participation in the event of drawdown and to terminate its commitment in the event of a change of control of the Company;
- **early repayment** – under the Syndicated Credit Agreement, the majority of the lenders (*i.e.* lenders representing more than 2/3 of commitments) can decide to demand the total or partial early repayment of the amounts due under the Syndicated Credit Agreement in certain cases limited to those stipulated, which include non-payment, non-compliance of the commitments described above, the occurrence of a cross default or the occurrence of events having a material adverse effect on the assets and financial position of the Company or its ability to meet its payment obligations or any of its financial commitments. Some of these cases of default cover not only the Company but also its subsidiaries (including cases of default relating to cases of cross default, bankruptcy procedures and enforcement proceedings).

Bond issue

On 24 November 2017, the Company announced that it had placed a bond issue of €300 million, maturing in November 2023. Settlement took place on 27 November 2017 and the bonds are listed on the Euronext Paris market.

On 7 October 2019, the Company announced that it had placed a second bond issue of €500 million, maturing in October 2026. Settlement took place on 14 October 2019 and the bonds are listed on the Euronext Paris market.

These two senior unsecured bond issues return fixed annual coupons of, respectively, 3% and 2.25%, paid in arrears on 27 November and 14 October each year.

The bonds will be redeemed on 27 November 2023 and 14 October 2026, respectively, unless redeemed early. Fitch Ratings gave both bonds long-term ratings of BBB- on 11 March 2019 and 14 October 2019, respectively.

Proceeds from the second issue are intended to cover the general needs of the Company while diversifying and sustainably reinforcing the Group's financial resources. The Company also used part of the issue proceeds to make an early repayment of €300 million from the A Tranche of its Syndicated Credit Agreement.

The bond issue agreement contains the clauses customary for this type of financing, including the following:

- **financial commitment** (solely related to the €300 million bond issue of 27 November 2017) – the value of the uncollateralised assets must not fall below the amount of the secured debt;
- **event of default** – the occurrence of an event of default provided for in the issue agreement requires the immediate redemption of all the bonds at a price equal to the par value of the bonds plus accrued interest up to the date of redemption;
- **change of control** – any bondholder may obtain early redemption or repurchase of all or part of the bonds he owns at a price equal to the par value of the bonds (or, where applicable, the redemption price) plus accrued interest;
- **negative covenants** – these are commitments relating mainly to the furnishing of security or collateral by the Company or one of its affiliated companies.

Declaration on other loans taken out by the Group

At the date of this Universal Registration Document, the Company is in compliance with all commitments provided for in the bank documentation by which it is bound (see note 6.14 "Borrowings and financial debt" to the annual consolidated financial statements as at 31 December 2020 in Section 6.1 "Annual consolidated financial statements as at 31 December 2020" of this Universal Registration Document).

Capital resources

Tikehau Capital's gross debt totalled €998.5 million as at 31 December 2020, against €997.2 million as at 31 December 2019 and €795.9 million as at 31 December 2018.

The table below summarises the distribution of the Company's gross debt:

Under IFRS standards *(in millions of €)*	31 December 2020	31 December 2019	31 December 2018
Bonds	800.0	800.0	300.0
Bank debt (including accrued interest)	205.5	207.2	504.6
Bank overdrafts	-	0.0	-
Amortisation of issuance costs on borrowings	(7.0)	(10.0)	(8.7)
GROSS DEBT	**998.5**	**997.2**	**795.9**

During the years ended 31 December 2020, 2019 and 2018, all the Group's credit lines were contracted in euros.

The Company's debt, its maturity and the proportion that was fixed rate/variable rate as at 31 December 2020, is described in more detail in note 14 "Borrowings and financial debt" to the consolidated financial statements as at 31 December 2020, set out in Section 6.1 "Annual consolidated financial statements as at 31 December 2020" of this Universal Registration Document).

On 22 January 2020, the financial rating agency Fitch Ratings confirmed during its annual review, the Investment Grade (BBB-) rating with a stable outlook, initially granted to Tikehau Capital on 30 January 2019. With a stable outlook, this Investment Grade (BBB-) rating confirms the strength of Tikehau Capital's financial profile and represents a recognition of the relevance of Tikehau Capital's model and financial structure.

In its statement, Fitch Ratings highlighted the strength of Tikehau Capital's balance sheet and expressed its confidence in the Group's ability to keep financial ratios at levels consistent with an Investment Grade profile as Tikehau Capital pursues its strategy.

In addition, Fitch Ratings endorses the Group's strategy for accelerating its development in alternative Asset Management, a business where it is positioned in growth markets and has a solid track record of fundraising.

Cash

As at 31 December 2020, the Company's cash holdings amounted to €747.3 million in cash and cash equivalents and cash management financial assets (compared with €1,307.2 million as at 31 December 2019). The Company also had a current investment portfolio(1) (consisting of bonds, marketable securities and UCITS) of €401.7 million (compared to €125.1 million as at 31 December 2019).

The following table presents the available liquidity of the Group as at 31 December 2020, 2019 and 2018 and the Company's net cash, in each case, calculated as the sum of current and non-current borrowings and cash and cash equivalents plus the current investment portfolio(1):

Under IFRS standards *(in millions of €)*	31 December 2020	31 December 2019	31 December 2018
Gross debt	(998.5)	(997.2)	(795.9)
Cash	1,149.0	1,432.3	573.7
of which: cash and cash equivalents	671.1	1,175.4	436.3
of which: cash management financial assets	76.2	131.8	26.9
of which: current investment portfolio (1)	401.7	125.1	110.5
NET CASH	**150.5**	**435.1**	**222.2**

(1) including the initial guarantee deposit and margin calls (derivatives portfolio) for €115.1 million less negative fair value on derivatives portfolio for -€17.4 million as at 31 December 2020.

5.2.4 Changes in shareholders' equity

Consolidated shareholders' equity – Group share, amounted to €2.8 billion as at 31 December 2020, €3.1 billion as at 31 December 2019 and €2.3 billion as at 31 December 2018, and broke down as follows:

Under IFRS standards *(in millions of €)*	31 December 2020	31 December 2019	31 December 2018
Share capital	1,634.3	1,640.1	1,241.7
Premiums	1,144.8	1,158.7	849.3
Reserves and retained earnings	224.5	161.4	290.6
Net result for the year (Group share)	(206.6)	178.7	(107.4)
CONSOLIDATED SHAREHOLDERS' EQUITY – GROUP SHARE	**2,797.0**	**3,138.8**	**2,274.3**

5.2.5 Carried interest

In some funds, carried interest can be paid if a fund exceeds a performance hurdle rate on liquidation. This mainly applies to Real Assets, Private Debt and Private Equity funds.

Since April 2014, carried interest is broken down as follows: 20% of the available carried interest is paid to a company that is a shareholder of Tikehau Capital Advisors comprising the senior employees of the Group; the remainder is distributed one-third each to Tikehau Capital, the concerned asset management company and Tikehau Capital Advisors.

Carried interest is paid by the funds directly to the beneficiaries and recognised in the income statement when this variable consideration can be accurately estimated and when it is highly likely that no reversal will be made.

Tikehau Capital and its fully-consolidated subsidiaries have recognised carried interest of €2.7 million in respect of the financial year 2020 (€5.8 million in 2019).

As at 31 December 2020, 91% of Private Debt assets under management – Direct lending, and multi-assets, Real Assets funds and Private Equity funds – are eligible for carried interest, in an amount totalling €11.2 billion.

Of this total, as at 31 December 2020, invested assets under management amounted to €6.3 billion, of which €3.0 billion (up 10% compared to 31 December 2019) were in a position of exceeding the target performance rate (hurdle rate, *i.e.* the rate of return above which the performance incentive scheme is due).

(in millions of €)	31 December 2020	31 December 2019
Assets eligible for carried interest	**11,214**	**8,641**
Direct lending and multi-assets	4,256	3,709
Real Assets	3,502	2,958
Private Equity	3,456	1,973

5.3 ANNUAL RESULTS OF THE COMPANY

5.3.1 Annual financial statements for the year 2020

5.3.1.1 Income statement for the year 2020

The analysis of changes in the Company's main accounting aggregates for the year 2020 is presented below.

Operating result

In 2020, operating revenues amounted to €12.9 million, compared to €17.1 million for 2019. This decrease of -€4.2 million for the year 2020 is due to (i) lower expense transfers of €4.2 million, (ii) surperformance fees down by €2.2 million (€0.1 million recognised in 2020 compared to €2.3 million in 2019), partially offset by (iii) know-how and trademark fees, up by €0.9 million as well as intragroup rebillings, up by €0.8 million.

In 2020, the operating expenses of the Company were -€96.8 million, which represent an increase compared to 2019 (-€82.2 million). In 2020, these operating expenses mainly reflected (i) the remuneration of the Manager for -€70.6 million (compared to -€51.1 million in 2019), (ii) depreciation and amortisation, write-downs and provisions for -€3.8 million (including -€2.3 million associated with bank borrowings and bonds) and (iii) other operating expenses for -€22.4 million (compared to -€25.8 million in 2019).

Operating result for the year 2020 subsequently amounted to a loss of -€83.9 million compared to a loss of -€65.0 million in 2019.

Financial result

The financial result in 2020 was a -€224.2 million loss, compared to €137.1 million profit in 2019. Financial revenues in 2020 were €347.1 million (compared to €195.9 million in 2019). This increase of €151.2 million is mainly related to the capital gains on disposals of marketable securities for €101.6 million. Financial expenses in 2020 were -€571.3 million (compared to -€58.8 million in 2019). This significant increase of -€512.5 million is mainly broken down into (i) realised losses on derivatives portfolio for -€276.6 million, (ii) net expenses on disposals of marketable securities for -€79.0 million, (iii) the provision for impairment of derivatives for -€17.4 million and lastly (iv) interest on bank loans and bonds, up by -€6.9 million.

Exceptional result

Exceptional result in 2020 was a €16.4 million profit (compared to a profit of €40.3 million at 31 December 2019) and mainly reflected reversals of provisions for €11.2 million as well as non-recurring proceeds from the disposal of certain investments in 2020 for an amount of €6.3 million.

Net result

Total incomes were €616.5 million as at 31 December 2020 compared to €1,018.3 million for 2019. Total expenses in 2020 were -€891.7 million compared to -€891.5 million in 2019. On this basis, net result for the year 2020 amounted to a loss of -€275.2 million compared to a profit of €126.8 million in 2019.

5.3.1.2 Balance sheet for the year 2020

The Company's Balance sheet as at 31 December 2020 amounted to €4.4 billion, compared to €4.3 billion as at 31 December 2019.

Financial assets were €3,457.5 million as at 31 December 2020 (compared to €2,962.1 million as at 31 December 2019). This increase of €495.4 million in 2020 is mainly related to equity securities for an amount of €245.8 million (including an additional investment in the Eurazeo listed share for €50 million) and, on the other hand, to long-term investments in portfolio activities for an amount of €198.0 million.

The Company's shareholders' equity was €2,578.4 million as at 31 December 2020, compared to €2,955.6 million as at 31 December 2019. This decrease in shareholders' equity mainly reflected the result of the financial year 2020 which resulted in a loss of -€275.2 million and the distribution of dividends over the year in the amount of -€83.4 million.

Financial debt amounted to €1,003.4 million as at 31 December 2020 (compared to €1,003.8 million in 2019). No financial debt transactions took place during the financial year 2020.

The following information is disclosed pursuant to Annexe 4-1 to the Article D.441-6 of the French Commercial Code.

The following information is provided in accordance with Appendix 4-1 in Article D. 441-6 of the French Commercial Code.

Suppliers payment terms:

	Article D. 441-6: Invoices received paid late					
Late payment instalments	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
Number of invoices concerned	636	-	-	-	-	636
Total amount of invoices concerned (€ incl. tax)	223,932	26,109,879	2,374,339	589,577	1,705,015	31,002,742
% of total purchases for the year	0.2%	24.9%	2.3%	0.6%	1.6%	29.6%

	Article D. 441-6: Invoices received but not yet paid at the end of the financial year and which are past due					
Late payment instalments	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
Number of invoices concerned	15	-	-	-	-	15
Total amount of invoices concerned (€ incl. tax)	-	-	152	1,448	76,419	78,020
% of total purchases for the year	-	-	-	-	0.1%	0.1%

5.

Customer payment terms:

	Article D. 441-6: Invoices sent but not yet cashed-in at the end of the financial year and which are past due					
Late payment instalments	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
(A) Late payment instalments						
Number of invoices concerned	18	-	-	-	-	18
Total amount of invoices concerned (€ incl. tax)	-	-	256,063	26,271	376,189	658,523
% of total amount of invoices issued during the year	-	-	39%	4%	57%	100%
(B) Invoices excluded from (A) relating to disputed or unrecognized receivables						
Number of invoices excluded	NONE					
Total amount of excluded invoices (€ incl. Tax)	NONE					
(C) Reference payment terms used (contractual or legal deadline - Article L. 441-6 or Article L.443-1 of the French Commercial Code)						
Payment terms used to calculate late payments	Contractual term: 30 days					

	Article D. 441-6: Invoices sent but not yet paid at the end of the financial year and which are past due					
Late payment instalments	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
Number of invoices concerned	1	-	-	-	-	1
Total amount of invoices concerned (€ incl. tax)	-	-	-	-	46	46
Percentage of revenue for the year		-	-	-	-	-

5.3.2 The Company's financial results for the last five years

(in €)	31/12/2020 12 months	31/12/2019 12 months	31/12/2018 12 months	31/12/2017 12 months	31/12/2016 12 months
I - FINANCIAL POSITION AT YEAR-END					
a) Share capital	1,634,316,528	1,640,080,896	1,241,731,188	1,233,596,976	650,097,864
b) Number of shares issued	136,193,044	136,673,408	103,477,599	102,799,748	54,174,822
II - COMPREHENSIVE INCOME FROM OPERATIONS					
a) Net revenues excluding taxes	10,956,803	11,097,607	4,144,433	2,990,763	1,078,279
b) Result before tax, depreciation and provisions	(215,666,815)	89,505,245	3,067,545	291,012,585	(35,994,881)
c) Corporate income tax	16,448,492	(14,511,938)	(3,642,116)	4,230,431	
d) Result after tax, depreciation & provisions	(275,196,519)	126,828,174	(64,455,054)	271,894,722	(56,601,842)
e) Amount of profits distributed	68,096,522	68,336,704		102,799,748	
III - INCOME FROM OPERATIONS PER SHARE					
a) Result after tax before depreciation & provisions	(1.46)	0.76	0.06	2.78	(1.04)
b) Profit after tax, depreciation & provisions	(2.02)	0.93	(0.62)	2.64	(0.66)
c) Dividend per share	0.50	0.50	0.25	1.00	

5.4 SIGNIFICANT EVENTS SINCE 31 DECEMBER 2020

Confirmation of the Investment Grade rating (BBB-, stable outlook) by the financial rating agency Fitch Ratings

On 22 January 2021, Tikehau Capital had its financial rating confirmed by the financial rating agency Fitch Ratings. Supported by a stable outlook, this Investment Grade rating (BBB-) confirms the strength of Tikehau Capital's financial profile. In its press release, Fitch underlines that Tikehau Capital's liquidity remains solid. Indeed, Tikehau Capital maintains a significant level of cash on the statement of financial position allowing it to flexibly finance the future growth of its Asset Management activities.

Tikehau Capital partners with Financière Agache, Jean-Pierre Mustier and Diego De Giorgi to sponsor a SPAC (Special Purpose Acquisition Company) dedicated to the European financial services sector

On 15 February 2021, Tikehau Capital announced its plan to sponsor a first SPAC (Special Purpose Acquisition Company) that will focus on the European financial services sector. Since its creation in 2004, Tikehau Capital has established a solid track record of supporting quality companies through equity and debt financing. Investment vehicles such as SPACs are a natural extension of Tikehau Capital's investment expertise. The Group aims to leverage its global network, origination capacity and strong statement of financial position to sponsor value-creating projects, starting with a first SPAC focused on the European financial services sector, whose main objective will be to identify platforms with strong growth potential.

This initiative will draw on the recognised expertise of its four founding partners in the origination and execution of financial transactions. Jean-Pierre Mustier and Diego De Giorgi, two of Europe's most experienced bankers, will be the operational partners of this project. Financière Agache and Tikehau Capital, as strategic and financial sponsors, will provide significant support and resources to the Company.

This investment vehicle will prioritise opportunities in four areas of the financial industry that are undergoing major transformation: traditional and alternative asset management platforms, innovative fintechs, players in the insurance and insurance-related services market, and diversified financial services companies with strong commercial proposals in attractive business segments.

The founders and investment teams of Financière Agache and Tikehau Capital have already collaborated on several projects in various sectors. A subsidiary of Financière Agache has been a shareholder of Tikehau Capital for 15 years Jean-Pierre Mustier was a partner at Tikehau Capital from January 2015 to July 2016 and worked closely with Diego De Giorgi on mergers and acquisitions and capital markets transactions for more than ten years.

The four sponsors plan to collectively invest at least 10% of the amount initially raised and to commit a significant amount under a forward purchase agreement.

Capital increase of 18 February 2021

On 18 February 2021, Tikehau Capital carried out a capital increase for an amount of around €1.4 million by capitalisation of the issue premium and by issuance of 116,460 shares. The aim of this capital increase was to deliver free shares granted under the 2019 FSA Plan, the 2019 Performance Share Plan and the 2019 AIFM/UCITS Plan. As at 18 February 2021, the share capital of the Company amounted to €1,635,714,048 and is divided into 136,309,504 shares.

Tikehau Capital raises more than one billion euros for its Private Equity strategy dedicated to the energy transition

On 23 February 2021, Tikehau Capital announced that it had completed the fundraising of its Q2 investment strategy, launched in 2018 in partnership with Total and dedicated to the energy transition with a record amount of over one billion euros. The Tikehau Capital T2 fund is a unique platform in the world designed to accelerate the growth of European SMEs and mid-sized companies that provide a response to the climate emergency and contribute to the transition to a low-carbon economy. The investment strategy of T2 Energy Transition has already invested close to €440 million in SMEs and mid-sized companies operating in the sectors of clean energy production, low-carbon mobility and improved energy efficiency.

Buy and sell transaction on the portfolio derivative instruments

During the month of February and March 2021, Tikehau Capital proceeded with the disposal of all contracts related to purchase / sale operations on derivative instruments positions taken as part of its risk management policy. Those contracts were open on 31 December 2020.

Such operation reflects a realised loss of -€88.9 million, which represents an additional loss of -€71.5 million compared to the unrealised loss of -€17.4 million already booked in the financial statements as at 31 December 2020.

On the date on which the Manager approves accounts, the Group do not have opened contracts compared to 34,000 opened contracts as at 31 December 2020.

Bond issue

On 25 March 2021, Tikehau Capital has announced that it has successfully launched and priced an inaugural sustainable bond issue for a total amount of €500 million maturing in March 2029. This issue of senior unsecured sustainable bond is associated with a fixed annual coupon of 1.625%, the lowest ever achieved by the Group.

This is the first ever public sustainable benchmark bond issued by an alternative asset manager in Euro.

Tikehau Capital's first sustainable bond is a key step to accelerate the Group's impact strategy around its four pillars: climate change, social inclusion, healthcare, and innovation.

This sustainable bond is the first to rely on an innovative Sustainable Bond Framework that allows the Group toinvest the proceeds into sustainable assets (green and social activities) and ESG funds aligned with the Group's priority SDGs.

Through this operation, Tikehau Capital extends its average debt's maturity to 5.5 years.

This issuance reinforces the Group's impact investment strategy alongside its private equity energy transition platform and its impact lending fund as well as its by-design global ESG investment approach.

6.

ANNUAL CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020

6.1 ANNUAL CONSOLIDATED FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020

6.1.1. Consolidated balance sheet

Assets *(in thousands of €)*	***Notes***	**31 December 2020**	**31 December 2019**
Non-current asset			
Tangible and intangible assets	7 & 28	580,058	535,046
Non-current investment portfolio	8	2,203,631	2,210,181
Investments in equity affiliates	9	7,499	9,261
Deferred tax asset	15	82,606	25,921
Other non-current assets		3,724	3,901
Total non-current assets		**2,877,519**	**2,784,309**
Current assets			
Trade receivables and related accounts	10	64,844	59,877
Other receivables and financial assets	10	24,866	64,730
Current investment portfolio	11	303,966	125,087
Cash management financial assets	12	76,203	131,806
Cash and cash equivalents	12	671,052	1,175,429
Total current assets		**1,140,931**	**1,556,930**
TOTAL ASSETS		**4,018,449**	**4,341,239**

Liabilities *(in thousands of €)*	***Notes***	**31 December 2020**	**31 December 2019**
Share capital	13	1,634,317	1,640,081
Premiums		1,144,831	1,158,664
Reserves and retained earnings		224,489	161,402
Net result for the period		(206,601)	178,685
Shareholders' equity - Group share		**2,797,036**	**3,138,833**
Non-controlling interests	18	6,720	6,770
Shareholders' equity		**2,803,756**	**3,145,603**
Non-current liabilities			
Non-current provisions		1,432	2,390
Non-current borrowings and financial debt	14	997,491	993,338
Deferred tax liabilities	15	54,700	60,370
Non-current financial derivatives	16	467	12,896
Other non-current liabilities	28	23,918	26,507
Total non-current liabilities		**1,078,008**	**1,095,501**
Current liabilities			
Current borrowings and financial debt	14	1,048	3,851
Trade payables and related accounts	10	46,551	34,469
Tax and social security payables		45,008	39,373
Other current liabilities	10 & 28	44,078	22,443
Total current liabilities		**136,685**	**100,135**
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		**4,018,449**	**4,341,239**

6.1.2. Consolidated statement of income

(in thousands of €)	*Notes*	2020 (12 months)	2019 (12 months)
Net revenues from Asset Management activity	**19**	**204,827**	**174,753**
Change in fair value of the non-current investment portfolio		(53,298)	178,753
Change in fair value of the current investment portfolio		40,992	10,034
Change in fair value	**20**	**(12,306)**	**188,787**
Other revenues from non-current investment portfolio		94,761	89,005
Other revenues from current investment portfolio		2,458	43
Other revenues from investment portfolio	**21**	**97,219**	**89,048**
Revenues from the Investment activity		**84,914**	**277,835**
Derivative portfolio revenue	**22**	**(286,489)**	**-**
Purchases and external expenses		(115,173)	(103,558)
Personnel expenses		(92,213)	(84,968)
Other net operating expenses		(23,310)	(11,586)
Operating expenses	**23**	**(230,696)**	**(200,113)**
Net operating profit from Asset Management and Investment activities before share of net results from equity affiliates		**(227,444)**	**252,476**
Share of net results from equity affiliates		(1,245)	(239)
Net operating profit from Asset Management and Investment activities after share of net results from equity affiliates		**(228,690)**	**252,237**
Net income and expenses on cash equivalents	24	(318)	1,196
Financial expenses	25	(35,742)	(34,532)
Financial result		**(36,060)**	**(33,336)**
Result before tax		**(264,750)**	**218,901**
Corporate income tax	15	58,630	(39,666)
Net result		**(206,120)**	**179,235**
Non-controlling interests	18	481	550
Net result - Group share		**(206,601)**	**178,685**
Weighted average number of outstanding ordinary shares		136,771,395	120,323,595
Earnings per share ***(in €)***		€(1.51)	€1.49
Weighted average number of shares after dilution	13	139,428,469	123,080,510
Diluted earnings per share ***(in €)***		n/a	€1.46

Consolidated statement of comprehensive income

(in thousands of €)	*Notes*	2020 (12 months)	2019 (12 months)
Net result		**(206,120)**	**179,235**
Currency translation adjustment (1)		(3,176)	366
Related taxes		-	-
Consolidated comprehensive income		**(209,295)**	**179,601**
Of which non-controlling interests		481	550
Of which Group share		(209,776)	179,051

(1) Item that can be recycled through the income statement.

6.1.3. Change in consolidated shareholders' equity

(in thousands of €)	Share capital	Premiums	Group reserves	Own shares	Translation differences (reserves)	Net result for the period	Shareholders' equity Group share	Non-controlling interests	Consolidated shareholders' equity
Situation as at 31 December 2018	**1,241,731**	**849,338**	**291,830**	**(1,166)**	**(64)**	**(107,362)**	**2,274,307**	**766**	**2,275,073**
Allocation of net result	-	-	(133,220)	-	-	107,362	(25,858)	(85)	(25,944)
Capital increase of 27 June 2019 (1)	390,000	317,676	-	-	-	-	707,676	-	707,676
Capital increase of 1 July 2019 (2)	3,954	(3,954)	-	-	-	-	-	-	-
Capital increase of 1 December 2019 (2)	4,396	(4,396)	-	-	-	-	-	-	-
Share-based payment (IFRS 2)	-	-	9,306	-	-	-	9,306	37	9,344
Other movements in reserves (3)	-	-	1,992	(7,643)	366	-	(5,285)	5,502	218
Net result for the period	-	-	-	-	-	178,685	178,685	550	179,235
Situation as at 31 December 2019	**1,640,081**	**1,158,664**	**169,909**	**(8,809)**	**302**	**178,685**	**3,138,832**	**6,770**	**3,145,603**
Allocation of net result	-	-	95,255	-	-	(178,685)	(83,430)	(538)	(83,968)
Capital increase of 31 March 2020 (4)	1,449	(1,449)	-	-	-	-	-	-	-
Capital increase of 4 July 2020 (5)	106	(106)	-	-	-	-	-	-	-
Capital increase of 1 December 2020 (6)	3,743	(3,743)	-	-	-	-	-	-	-
Capital increase of 21 December 2020 (7)	155	(155)	-	-	-	-	-	-	-
Capital reduction of 22 December 2020 (8)	(11,217)	(8,381)	-	19,598	-	-	-	-	-
Share-based payment (IFRS 2)	-	-	7,367	-	-	-	7,367	26	7,393
Other movements in reserves	-	-	13,356	(69,314)	(3,176)	-	(59,133)	(20)	(59,152)
Net result for the period	-	-	-	-	-	(206,601)	(206,601)	481	(206,120)
SITUATION AS AT 31 DECEMBER 2020	**1,634,317**	**1,144,830**	**285,887**	**(58,525)**	**(2,874)**	**(206,601)**	**2,797,036**	**6,720**	**2,803,756**

(1) Tikehau Capital carried out a capital increase of €715 million at a price of €22 per share, through the creation of 32.5 million new shares. Costs related to the capital increase were deducted from the issue premium for €7.3 million.

(2) As part of the definitive grant of free shares under the "2016 TIM Replacement Plans", Tikehau Capital carried out a capital increase on 1 July 2019 by capitalisation of the share premium for €3.9 million. On 1 December 2019, for the definitive grant of free shares under the "All Plan" and the first tranche of the "One Off plan", Tikehau Capital also carried out a capital increase by capitalisation of the issue premium for €4.4 million.

(3) The impact on "Consolidated reserves" of various transactions relating to the IREIT Global Group share capital was €8.6 million.

(4) As part of the definitive grant of free shares under the "2018 FSA Plan" and the "2018 Performance Share Plan", Tikehau Capital carried out a capital increase on 31 March 2020 by capitalisation of the share premium for €1.4 million.

(5) As part of the definitive allocation of free shares of the first tranche of the "Credit.fr Plan 2018", Tikehau Capital carried out a capital increase on 4 July 2020 by capitalisation of the share premium for €0.1 million.

(6) As part of the definitive allocation of free shares in the second tranche of the "One Off plan", Tikehau Capital carried out a capital increase on 1 December 2020 by capitalisation of the share premium for €3.7 million.

(7) As part of the definitive allocation of free shares under the "Sofidy 2018 plan", Tikehau Capital carried out a capital increase on 21 December 2020 by capitalisation of the share premium for €0.2 million.

(8) On 22 December 2020, Tikehau Capital cancelled 934,720 own shares for an amount of - €11.2 million. The difference between the acquisition price of these own shares and the par value of the share was deducted as a share premium for an amount of -€8.4 million.

6.

6.1.4. Consolidated cash flow statement

(in thousands of €)	*Notes*	2020 (12 months)	2019 (12 months)
Revenues from Asset Management activity		**199,425**	**160,479**
Non-current investment portfolio		**56,005**	**23,948**
Acquisitions	8	(434,323)	(697,377)
Disposals		386,828	641,145
Income		103,500	80,180
• Dividends		69,990	56,204
• Interest and other revenues		33,510	23,976
Current investment portfolio		**(37,827)**	**(997)**
Acquisitions	11	(465,387)	(5,229)
Disposals		425,094	4,187
Income		2,466	45
• Dividends		2,098	28
• Interest and other revenues		368	17
Derivatives portfolio (1)		**(384,223)**	**-**
Other investments in companies in the scope of consolidation (2) (3)		**(18,659)**	**2,621**
Portfolio payables, portfolio receivables and financial assets in the investment portfolio		**31,236**	**(9,601)**
Net income/expenses on cash equivalents		**988**	**1,196**
Operating expenses and change in working capital requirement (4)		**(285,491)**	**(194,580)**
Tax	**15**	**(5,852)**	**(2,463)**
Net cash flows from operating activities		**(444,397)**	**(19,397)**
Capital increases in cash		**-**	**707,676**
Dividends paid		**(83,966)**	**(25,943)**
Borrowings	**14**	**(31,543)**	**173,731**
Cash management financial assets		55,603	(104,894)
Other financial flows		572	7,741
Net cash flows from financing activities		**(59,334)**	**758,310**
Change in cash flow (excl. impact of foreign currency translation)		**(503,731)**	**738,914**
Impact of foreign currency translation		**(646)**	**168**
Cash and cash equivalents at the beginning of the period	12	1,175,429	436,347
Cash and cash equivalents at the end of the period	12	671,052	1,175,429
Change in cash-flow		(504,377)	739,082

(1) *During the 2020 financial year, cash flows relating to the derivatives portfolio included realised capital losses of -€268,9 million, the initial margin deposit and margin calls on derivatives amounting to -€115,1 million.*

(2) *In 2019 (12 months), cash flow mainly corresponded to the takeover of Homming and Homunity for an amount of -€3.6 million net of cash acquired of €0.4 million, to the exercise of the put option on the Sofidy SA shares for an amount of -€3.0 million, and to the acquisition and disposal of IREIT Global Group shares for a net amount of €8.3 million.*

(3) *During the 2020 financial year, cash flow corresponds to the payment of the earn-out clause relating to the acquisition of Homunity for an amount of -€6.5 million, to the payment of the earn-out clause related to the acquisition of Ace Capital Partners (formerly ACE Management) for an amount of -€0.4 million and the acquisition of Star America Infrastructure Partners for - €11.6 million net of cash acquired for €1.9 million.*

(4) *In 2020, increase in Operating expenses and change in working capital requirement includes a net outflow of -€69.3 million relating to the acquisition and disposal of own shares (-€7.6 million in 2019).*

6.1.5. Notes to the consolidated financial statements prepared under IFRS

Note 1 Entity presenting the consolidated financial statements

Tikehau Capital SCA ("Tikehau Capital" or the "Company" or "TC") is a *société en commandite par actions* (partnership limited by shares) which has its registered office at 32, rue de Monceau, 75008 Paris (France).

Tikehau Capital is an asset management and investment group. It meets the definition of an "investment entity" under IFRS 10.

Its corporate purpose includes all forms of investment, with no specific restrictions or constraints in terms of the target asset classes, or their sector or geographic allocation. Accordingly, under the terms of its Articles of Association, Tikehau Capital's corporate purpose, in France and abroad is:

- "the direct or indirect acquisition of stakes, the arrangement and structuring of investment transactions in all sectors and involving all asset classes, the Real Estate sector, and small and mid-cap companies;
- the management, administration and disposal or liquidation of these stakes, under the best possible conditions;
- all of the above, directly or indirectly, on its behalf or on behalf of a third party, alone or with a third party, through the creation of new companies, contribution, partnership, subscription, purchase of securities or rights, merger, alliance, special partnership (*société en participation*), leasing or leasing out or the management of assets or other rights in France and abroad;
- and, generally, any financial, commercial, industrial, security or property transactions that may relate directly or indirectly to the above corporate purpose, or to any similar or related purposes, so as to promote its expansion and development".

The changes in scope in the consolidated group (the "Group") are detailed in note 3 (Scope of consolidation).

Tikehau Capital's consolidated financial statements for the financial year ended on 31 December 2020 were approved by the Manager on 16 March 2021 and submitted for review by the Company's Supervisory Board on 17 March 2021.

Note 2 Basis of preparation

(a) Accounting standards and Declaration of compliance

In application of EC regulation No. 1606/2002, Tikehau Capital's consolidated financial statements are drawn up in accordance with international financial reporting standards (IFRS) and IFRIC interpretations applicable as at 31 December 2020 and as adopted by the European Union.

The standards are available at the European Commission website:

http://ec.europa.eu/finance/company-reporting/standardsinterpretations/index_en.htm.

The accounting principles used as at 31 December 2020 are the same as those used for the consolidated financial statements as at 31 December 2019.

They have been supplemented by the provisions of the IFRS standards and interpretations as adopted by the European Union as at 31 December 2020 and for which application is mandatory for the first time for the financial year 2020.

These concern:

New standards, amendments and interpretations applicable from 1 January 2020

- amendments to the conceptual framework references in the IFRS Standards. The application of the amendment has not had a significant impact;
- amendment to IFRS 3 "Business Combinations": definition of a business. Application of this amendment has not had a significant impact;
- amendment to IAS 1 "Presentation of Financial Statements" and IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors": definition of the word "significant". Application of this amendment has not had a significant impact;
- amendments to IFRS 9 "Financial Instruments", IAS 39 "Financial Instruments: Recognition and Measurement" and IFRS 7 "Financial Instruments: Disclosures": reform of reference interest rates. The application of the amendments has not had a significant impact.

Standards published by the IASB and adopted by the European Union as at 31 December 2020

The Group has applied no standard and/or interpretation that could concern it and for which application is not mandatory as at 1 January 2020.

(b) Basis for measurement

The consolidated financial statements include the financial statements of Tikehau Capital and its subsidiaries for each of the financial years presented. The financial statements of subsidiaries have been prepared over the same reference period as those of the parent company, on the basis of homogeneous accounting methods. The consolidated financial statements are expressed in thousands of euros, rounded off to the closest thousand euros. Rounding gaps may result in minor differences regarding certain totals in the tables presented in the financial statements.

Portfolio assets and financial derivatives are measured at fair value in accordance with IFRS 13. The methods used to measure fair value are disclosed in note 5 (Determining fair value). The other balance sheet items (in particular tangible and intangible assets, and loans and receivables) have been drawn up on the basis of historical cost.

(c) Functional and presentation currency, conversion of financial statements

The presentation currency of the consolidated financial statements is the euro, accounts of consolidated entities using a different functional currency are converted into euros:

- at the closing rate for balance sheet items;
- at the average rate of the period for income statement items.

Conversion differences resulting from the use of these exchange rates are recognised under shareholders' equity in "Translation differences (reserves)".

(d) Transactions in currencies other than the functional currency

Transactions by consolidated companies in currencies other than their functional currency are converted into their functional currency at the prevailing exchange rate on the date of the transactions.

Receivables and debts denominated in currencies other than the functional currency of the company concerned are converted at the prevailing exchange rate of these currencies on the closing date. Unrealised losses and gains resulting from this conversion are recognised on the income statement.

(e) Use of estimates and judgements

The preparation of the consolidated financial statements requires that assumptions and estimates that affect the reported amounts of assets and liabilities on the balance sheet and the reported amounts of revenues and expenses for the year being taken into consideration. The Management reviews their estimates and assessments on an ongoing basis, based on their previous experience, as well as on various other factors that they consider reasonable, which form the basis for their assessment of the book value of the assets and liabilities. Actual results may differ materially from these estimates depending on different assumptions or conditions.

Judgements made by the Management in preparing the consolidated financial statements mainly concern the estimated fair value of investments in unlisted portfolios, the estimated amounts of deferred tax assets recognised in tax loss carry forwards and the estimated valuation of indefinite-life intangible assets for impairment tests purposes.

Note 3 Scope of consolidation

(a) Method of consolidation

Tikehau Capital's consolidated financial statements have been prepared using the IFRS 10 exemption for investment entities.

The criteria used to classify a company as an investment entity under IFRS 10 are as follows:

- the entity is a company holding, inter alia, minority stakes in listed and non-listed companies. The entity benefits chiefly from funds from its shareholders to invest in a portfolio of equity interests and investments with significant sector diversification;
- the entity aims to build up a solid and balanced portfolio that includes sector and geographic diversification. The entity thus expects to generate from its investments (i) a capital gain, (ii) financial income, such as dividends, coupons, interest, etc., or both at the same time;
- the entity mainly measures and assesses the performance of its investments on the basis of the portfolio's fair value.

Given its activities, Tikehau Capital meets the definition of an "investment entity" under IFRS 10:

- Tikehau Capital is a company that invests directly or indirectly through other investment management companies. Among other activities, it invests its shareholders' funds in a broadly diversified portfolio of equity interests and investments;
- Tikehau Capital aims to build a portfolio that is diversified and thus aims to generate from its investment (i) a capital gain, (ii) financial income, such as dividends, coupons, interest, etc., or both at the same time;
- Tikehau Capital measures and assesses the performance of its investments on the basis of their fair value.

The subsidiaries in which Tikehau Capital exercises exclusive control, either directly or indirectly and either *de jure* or *de facto*, are fully consolidated, with the exception of interests held by investment entities under the IFRS 10 exemption. Subsidiaries that perform services related to these investment activities and that are not themselves investment management companies are therefore part of the consolidation perimeter.

The entities in which Tikehau Capital exercises significant influence are accounted for using the equity method with the exception of investments for which Tikehau Capital has opted for the IAS 28 exemption and that are accounted for on the basis of the fair value through profit or loss option.

Furthermore, for structured entities or *ad hoc* entities as defined by IFRS 10, the Group assesses the notion of control with regard to the following aspects, among others:

- whether it is able to control the entity's activity;
- whether it is paid variable revenues by this entity or is exposed to its risks;
- whether it is able to affect the entity's revenues or its risks.

This concerns, in particular, investments in investment funds classified under the current or non-current investment portfolio.

(b) Scope of consolidation

Parent company

Company	Form	Address	Method of consolidation
Tikehau Capital [1]	SCA	32, rue de Monceau, 75008 Paris, France	Parent company

(1) TC.

Fully consolidated subsidiaries or entities accounted for under the equity method

			% of interest	
Fully consolidated entities	**Form**	**Address**	**31 Dec. 2020**	**31 Dec. 2019**
Tikehau Capital UK [1]	Ltd	30 St. Mary Axe EC3A 8BF, LONDON, England	100.0%	100.0%
Tikehau Capital Europe	Ltd	30 St. Mary Axe EC3A 8BF, LONDON, England	100.0%	100.0%
Tikehau Investment Management [2]	SAS	32, rue de Monceau, 75008 PARIS, France	100.0%	100.0%
Tikehau Investment Management APAC (wholly-owned subsidiary of TIM) [3]	Pte. Ltd	1 Wallich Street #15-03 – Guoco Tower SINGAPORE 078881, Singapore	n/a	100.0%
Tikehau Investment Management Asia (wholly-owned subsidiary of TIM) [4]	Pte. Ltd	1 Wallich Street #15-03 – Guoco Tower SINGAPORE 078881, Singapore	100.0%	100.0%
Tikehau Investment Management Japan (wholly-owned subsidiary of TIM) [5]	KK	Marunouchi Nakadori bldg. 6F-2-2-3, Marunouchi, Chiyoda-ku, Tokyo 100-0005, Japan	100.0%	100.0%
IREIT Global Group	Pte. Ltd	1 Wallich Street #15-03 – Guoco Tower SINGAPORE 078881, Singapore	50.0%	50.0%
Credit.fr	SAS	140, rue Victor Hugo, 92300 LEVALLOIS-PERRET, France	96.0%	96.0%
Homming (wholly-owned Credit.fr subsidiary)	SAS	14 rue de Rome 75008 PARIS, France	96.0%	96.0%
Homunity (wholly-owned Homming subsidiary)	SAS	14 rue de Rome 75008 PARIS, France	96.0%	96.0%
Tikehau Capital North America	LLC	412W 15th St - 10011 New York, NY, United States of America	100.0%	100.0%
Sofidy	SA	303 Square des Champs Elysées 91026 ÉVRY-COURCOURONNES, France	100.0%	100.0%
Alma Property (84.6% subsidiary of Sofidy)	SAS	303 Square des Champs Elysées 91026 ÉVRY-COURCOURONNES, France	84.6%	84.6%
Espace Immobilier Lyonnais (51.0% subsidiary of Sofidy)	SA	103, avenue du Maréchal de Saxe, 69003 LYON, France	51.0%	51.0%
GSA Immobilier (50.1% subsidiary of Sofidy)	SA	307, Square des Champs Elysées, 91026 EVRY, France	50.1%	50.1%
Tridy (65.0% subsidiary of Sofidy)	SAS	303, Square des Champs Elysées, 91026 ÉVRY-COURCOURONNES, France	65.0%	65.0%
Ace Capital Partners [6]	SA	32, rue de Monceau, 75008 PARIS, France	100.0%	100.0%
Tikehau Capital Americas Holdings	LLC	412W 15th St - 10011 New York, NY, United States of America	100.0%	n/a
Star America Infrastructure Holding Company	LLC	412W 15th St - 10011 New York, NY, United States of America	100.0%	n/a
Star America Infrastructure Partners	LLC	165 Roslyn Road Roslyn Heights, NY	100.0%	n/a
Selectirente Gestion	SAS	303, Square des Champs Elysées, 91026 EVRY, France	100.0%	n/a

(1) TC UK.
(2) Tikehau IM or TIM.
(3) TIM APAC was liquidated on 9 October 2020.
(4) TIM ASIA.
(5) TIM Japan.
(6) Formerly known as ACE Management until December 2020.

Entities consolidated using the equity method	Form	Address	% of interest	
			31 Dec. 2020	**31 Dec. 2019**
Letus Private Office	SAS	11, avenue d'Iéna, 75116 PARIS, France	20.0%	20.0%
Duke Street (*via* TC UK)	LLP	Nations House, 103 Wigmore Street W1U 1QS LONDON, England	33.6%	34.6%
Ring Capital	SAS	11, bis rue Portalis, 75008 PARIS, France	25.0%	25.0%
Neocredit.ch	AG	Wankdorffeldstrasse 64, 3014 BERN, Switzerland	48.0%	48.0 %

Subsidiaries of Tikehau Capital meeting the conditions of the IFRS 10 exemption and affiliates meeting the IAS 28 exemption conditions estimated at fair value

These entities are recognised in the non-current investment portfolio and are estimated at fair value through profit or loss. They are identified below:

Investment entities at fair value	Form	Address	% of interest		Level of control
			31 Dec. 2020	**31 Dec. 2019**	
Tikehau Venture	SAS	32, rue de Monceau, 75008 PARIS, France	100.0%	100.0%	Control
Tikehau Capital Belgium	SA	Avenue Louise 480 - B 1050 Brussels, Belgium	100.0%	100.0%	Control
IREIT Global Holdings 5 (1)	Pte. Ltd	1 Wallich Street #15-03 – Guoco Tower SINGAPORE 078881	0.0%	60.0%	Control
OSS Ventures	SAS	52, rue d'Emerainville, 77183 CROISSY-BEAUBOURG, France	7.8%	0.0%	Control
Selectirente (2)	SA	303, Square des Champs Elysées, 91026 ÉVRY-COURCOURONNES	50.1%	50.1%	Significant influence
AR Industries	SAS	65 A Bld du Cdt Charcot 92200 NEUILLY S/SEINE, France	49.0%	49.0%	Significant influence
Tikehau Real Estate Investment Company (3)	SAS	32, rue de Monceau, 75008 PARIS, France	30.5%	30.0%	Significant influence
Navec	SL	Carretera Madrid, 5, 30319 Cartagena, MURCIA, Spain	21.6%	21.6%	Significant influence
AFICA	SA	19, rue de Bazancourt, 51110 ISLES-SUR-SUIPPE, France	20.0%	20.0%	Significant influence
Holding Quintric	SAS	Parc Edonia Bâtiment L, rue de la Terre Adelie 35760 SAINT-GREGOIRE, France	14.2%	14.2%	Significant influence
Palizer Investment	SAS	2, rue Troyon, 92310 SEVRES, France	49.0%	n/a	Significant influence
Foncière Atland	SA	40 avenue Georges V 75008 PARIS, France	21.1%	21.1%	No control and no significant influence
IREIT Global	Pte. Ltd	1 Wallich Street #15-03 – Guoco Tower SINGAPORE 078881	29.4%	16.6%	No control and no significant influence
Travecta Therapeutics	Pte. Ltd	79 Science Park Drive #06-01/08 Cintech IV, SINGAPORE 118264	19.6%	0.0%	No control and no significant influence

(1) Investment in IREIT Global Holdings 5 was disposed in the second semester of the 2020 financial year.
(2) Indirectly held through Sofidy SA and GSA Immobilier as at 31 December 2019. At 31 December 2020, Tikehau Capital held 37.45% of the share capital, and 50.09% in concert with Sofidy SA and GSA Immobilier.
(3) TREIC.

Non-consolidated subsidiaries

Non-consolidated entities	Form	Address	% of interest 31 Dec. 2020	% of interest 31 Dec. 2019
ACE Canada Conseils et Services [1]	Inc.	1010, rue Sherbrooke Ouest, bureau 1800 Montreal, Québec H3A 2R7, Canada	100.0%	100.0%
Takume	SAS	32, rue de Monceau, 75008 PARIS, France	100.0%	100.0%
TK Solutions	SAS	32, rue de Monceau, 75008 PARIS, France	100.0%	100.0%
Homunity Patrimoine [2]	SASU	14, rue de Rome, 75008 PARIS, France	100.0%	100.0%

(1) Via Ace Capital Partners.
(2) Rocket Immo was created in 2019 and is owned by Homming. Its company name changed in 2020 to Homunity Patrimoine.

The companies ACE Canada Conseils & Services, Homunity Patrimoine, Takume, and TK Solutions are not consolidated, as they are immaterial.

Investments in funds managed by Group companies or third parties

Tikehau Capital and its subsidiaries may invest in funds managed by Tikehau IM, Tikehau Capital Europe, Sofidy, Ace Capital Partners, Star America Infrastructure Partners or companies outside the Group. Whether or not these funds should be consolidated is assessed on the basis of a number of criteria, and in particular, the IFRS 10 criteria applicable to *ad hoc* entities (see above).

Regarding fund units held by Group companies, the percentage of control of the funds in which the Company has invested is also assessed to determine whether a fund must be consolidated.

The analysis conducted by the Group on the funds managed by Tikehau IM, Tikehau Capital Europe (CLO), Sofidy, Ace Capital Partners and those managed by Star America Infrastructure Partners confirms the absence of control with respect to the criteria of IFRS 10 or classification as an investment company leading to the non-consolidation of these funds.

6.

The following table presents the list of closed-end funds in which Tikehau Capital or one of its subsidiaries own a share equal to or greater than 20% and in which the amount invested is equal to or in excess of €5 million. These funds also meet the conditions for the IFRS 10 exemption.

Investments in the funds as at 31 December 2020	Investing company	Business line	% holding 31 Dec. 2020	% holding 31 Dec. 2019
Tikehau Homunity Fund	TC	Private Debt	46%	55%
Tikehau Brennus [1]	TC	Private Debt	-	54%
MTDL	TC UK & TIM	Private Debt	51%	51%
Tikehau Credit.fr	TC	Private Debt	35%	38%
TDL IV L	TC UK & TIM	Private Debt	21%	21%
TPDS	TC & TCAH	Private Debt	100%	n/a
TIL	TC	Private Debt	21%	n/a
TREO	TC & TIM	Real Assets	31%	37%
TRE III feeder (Optimo 2)	TC UK	Real Assets	28%	28%
TRP II (Bercy 2)	TC	Real Assets	28%	28%
TIRF I (I-Petali)	TC & TC UK & TIM	Real Assets	26%	27%
Tikehau Fund of Funds	TC UK	Private Equity	91%	90%
TSO II	TC UK	Private Equity	28%	70%
TKS II	TC & TIM	Private Equity	57%	65%
TGE II	TC & TIM	Private Equity	54%	55%
Brienne III	TC & ACE	Private Equity	43%	50%
TSO	TC UK & TIM	Private Equity	36%	36%
Tikehau Green I	TC & TIM	Private Equity	1%	22%
Ace Aéro Partenaires	TC & ACE	Private Equity	32%	n/a

(1) The Tikehau Brennus fund was liquidated on 20 November 2020.

Collateralised Loan Obligation ("CLO") activities

Through its subsidiary Tikehau Capital Europe, Tikehau Capital entered the securitisation market in 2015 through the launch of securitisation vehicles dedicated to CLOs.

A company managing CLOs such as Tikehau Capital Europe has two types of revenues:

- it receives management fees like any asset management company;
- it has an obligation to invest up to 5% in the securitisation vehicle under applicable law (the principle of the retention piece). This investment can be made horizontally either in the highest risk tranche (subordinated tranche or equity), or vertically, by a retention of 5% of each of the tranches issued by the vehicle. The asset management company collects the coupons related to this tranche, if the other tranches have received the coupons they are owed. As at 31 December 2020 the Group has mainly invested in tranches E, F and subordinated notes.

The risks depend on the seniority of the tranche subscribed and their positioning in the coupon payment waterfall, the equity tranche being the last tranche served:

- the tranches are entitled to a defined return; the risk is borne by the equity whose payment comes last (profit or loss depending on the situation);
- upon liquidation of the fund, the residual profit attributable to the investment will accrue to the holders of ordinary shares.

As at 31 December 2020, Tikehau Capital's CLO vehicles are:

(i) Tikehau CLO I

Category of bonds issued	Rating (Moody's/Fitch)	Nominal value at 31 December 2020 *(in thousands of €)*	Coupon	Floor rate	Final maturity
A-1R.	Aaa/AAA	136,632	Euribor 3 months +0.60%	0%	2028
A2	Aaa/AAA	33,946	Euribor 3 months +1.40%	0%	2028
B – R	Aa1/AA+	39,000	Euribor 3 months +1.07%	0%	2028
C – R	A2/A+	28,000	Euribor 3 months +1.45%	0%	2028
D – R	Baa2/BBB+	16,000	Euribor 3 months +2.35%	0%	2028
E – R	Ba2/BB	21,200	Euribor 3 months +4.60%	0%	2028
F – R	B2/B	7,800	Euribor 3 months +5.90%	0%	2028
Subordinated notes	Unrated	41,700	n/a	n/a	2028
TOTAL		**324,278**			

(ii) Tikehau CLO II

Category of bonds issued	Rating (Moody's/Fitch)	Nominal value at 31 December 2020 *(in thousands of €)*	Coupon	Floor rate	Final maturity
A – R	Aaa/AAA	244,000	Euribor 3 months +0.88%	0%	2029
B	Aa2/AA	46,000	Euribor 3 months +1.70%	0%	2029
C – R	A2/A	23,000	Euribor 3 months +2.25%	0%	2029
D – R	Baa3/BBB	18,000	Euribor 3 months +3.25%	0%	2029
E	Ba2/BB	28,000	Euribor 3 months +6.25%	0%	2029
F	Caa1/B-	10,500	Euribor 3 months +7.50%	0%	2029
Subordinated notes	Unrated	44,700	n/a	n/a	2029
TOTAL		**414,200**			

(iii) Tikehau CLO III

Category of bonds issued	Rating (Moody's/S&P)	Nominal value at 31 December 2020 *(in thousands of €)*	Coupon	Floor rate	Final maturity
A	Aaa/AAA	244,700	Euribor 3 months +0.87%	0%	2030
B	Aa2/AA	57,700	Euribor 3 months +1.40%	0%	2030
C	A2/A	28,600	Euribor 3 months +1.85%	0%	2030
D	Baa2/BBB	19,700	Euribor 3 months +2.70%	0%	2030
E	Ba2/BB	26,250	Euribor 3 months +4.85%	0%	2030
F	B2/B-	12,600	Euribor 3 months +6.55%	0%	2030
Subordinated notes	Unrated	45,600	n. a.	n/a	2030
TOTAL		**435,150**			

(iv) Tikehau CLO IV

Category of bonds issued	Rating (Moody's/Fitch)	Nominal value at 31 December 2020 *(in thousands of €)*	Coupon	Floor rate	Final maturity
X	n/a	-	Euribor 3 months +0.53%	0%	2031
A1	Aaa/AAA	231,000	Euribor 3 months +0.90%	0%	2031
A2 – FIXED	Aaa/AAA	15,000	1.75%	n/a	2031
B1	Aa2/AA	7,000	Euribor 3 months +1.65%	0%	2031
B2 – FIXED	Aa2/AA	15,000	2.10%	n/a	2031
B3	Aa2/AA	22,000	Euribor 3 months +1.65%	0%	2031
C1	A2/A	7,000	Euribor 3 months +2.15%	0%	2031
C2	A2/A	19,000	Euribor 3 months +2.15%	0%	2031
D	Baa2/BBB	21,000	Euribor 3 months +3.30%	0%	2031
E	Ba2/BB	23,000	Euribor 3 months +5.33%	0%	2031
F	B2/B-	12,000	Euribor 3 months +7.36%	0%	2031
Subordinated notes	Unrated	38,300	n/a	n/a	2031
TOTAL		**410,300**			

(v) Tikehau CLO V

Category of bonds issued	Rating (Moody's/S&P)	Nominal value at 31 December 2020 *(in thousands of €)*	Coupon	Floor rate	Final maturity
X	Aaa/AAA	1,467	Euribor 3 months +0.50%	0%	2032
A	Aaa/AAA	272,800	Euribor 3 months +1.10%	0%	2032
B1	Aa2/AA	36,800	Euribor 3 months +1.80%	0%	2032
B2 – FIXED	Aa2/AA	5,000	2.30%	n/a	2032
C1	A2/A	19,300	Euribor 3 months +2.45%	0%	2032
C2	A2/A	7,100	Euribor 3 months +2.442%	n/a	2032
D1	Baa3/BBB	24,800	Euribor 3 months +3.90%	0%	2032
D2	Baa3/BBB	6,000	Euribor 3 months +3.892%	n/a	2032
E	Ba3/BB	25,300	Euribor 3 months +5.82%	0%	2032
F	B3/B-	12,100	Euribor 3 months +8.42%	0%	2032
Subordinated notes	Unrated	39,800	n. a.	n/a	2032
TOTAL		**450,467**			

(vi) Tikehau CLO VI

The launch of the warehouse phase of the sixth CLO project was completed in the second half of 2020.

(c) Change in scope of consolidation

The main changes to the scope of consolidation in the course of 2020 included:

Creation of the subsidiary Tikehau Capital Americas Holdings LLC

The subsidiary Tikehau Capital Americas Holdings was created in the first half of 2020. This subsidiary will support new asset management strategies that will be managed from North America.

Liquidation of the subsidiary TIM APAC

TIM APAC was put into liquidation during the first half of 2020. The liquidation process was completed on 9 October 2020.

Acquisition of Star America Infrastructure Partners

On 29 July 2020, the Group finalised the acquisition of 100% of the share capital of Star America Infrastructure Partners, an independent US management company which develops and manages medium-sized infrastructure projects in North America, which has approximately US$600 million of assets under management on the acquisition date (approximately €535 million on the basis of an exchange rate of $1/€0.89 as at 30 June 2020). This acquisition enables Tikehau Capital to diversify its assets under management towards a new and promising asset class and boost its strategy to expand in North America. The acquisition price has been paid partly in cash and partly in shares. The terms of the transaction also include the payment of a potential earn-out in 2021.

Creation of the subsidiary Selectirente Gestion

As part of the reorganisation of Selectirente announced on 9 December 2020 to become a leading European property company in city-centre convenience stores, Selectirente has adopted a plan to change its legal form from a limited company to a *société en commandite par actions* (partnership limited by shares). This project was submitted to the General Meeting of the Shareholders of Selectirente on 3 February 2021 and was approved.

The company Selectirente Gestion was created at the end of 2020 and became the manager general partner of Selectirente on 3 February 2021. Selectirente Gestion is wholly owned by Sofidy as at 31 December 2020.

(d) Significant events over the year

Investment Grade rating (BBB-, stable outlook) confirmed by the financial rating agency Fitch Ratings

On 27 January 2020, Tikehau Capital had its financial rating confirmed by the financial rating agency Fitch Ratings. Supported by a stable outlook, this *Investment Grade* rating (BBB-) confirms the strength of Tikehau Capital's financial profile. In its statement, Fitch Ratings highlighted the strength of Tikehau Capital's balance sheet and expressed its confidence in the Group's ability to keep financial ratios at levels consistent with an *Investment Grade* profile as Tikehau Capital pursues its strategy.

Tikehau Capital's capital increases

On 31 March 2020, Tikehau Capital carried out a capital increase for an amount of around €1.4 million by capitalisation of the issue premium and by issuance of 120,722 shares. The aim of this capital increase was to deliver free shares granted under the 2018 FSA Plan and the 2018 Performance Share Plan.

On 4 July 2020, Tikehau Capital carried out a capital increase for an amount of approximately €0.1 million by capitalisation of the share premium and by the issuance of 8,840 shares. The aim of this capital increase was to deliver free shares granted under the first tranche of the 2018 Credit.fr Plan.

On 1 December 2020, Tikehau Capital carried out a capital increase for an amount of approximately €3.7 million by capitalisation of the share premium and by the issuance of 311,894 shares. The aim of this capital increase was to deliver free shares granted under the second tranche of the One Off plan.

On 21 December 2020, Tikehau Capital carried out a capital increase for an amount of approximately €0.2 million by capitalisation of the share premium and by the issuance of 12,900 shares. The aim of this capital increase was to deliver free shares granted under the 2018 Sofidy Plan.

Increase in Tikehau Capital's investment in IREIT Global

On 6 April 2020, Tikehau Capital, together with City Developments Limited (CDL), a leading Singapore-listed real estate company, announced the increase of their respective stakes in IREIT Global, a Singapore-listed real estate investment trust focused on the European real estate market, in which Tikehau Capital invested in November 2016.

The purchase, alongside an affiliate of AT Capital, a Singapore-based family office, of a 26.04% stake in IREIT Global, enables Tikehau Capital and CDL to increase their stake in IREIT Global respectively from 16.64% to 29.43% and from 12.52% to 20.87% upon completion of the transaction. Together, Tikehau Capital and CDL now own more than half of IREIT Global's capital. For Tikehau Capital, this acquisition represents a cash investment of circa €25 million.

The transaction reflects both Tikehau Capital and CDL's common long-term objectives of growing IREIT Global as well diversifying its portfolio. The reinforcement of this partnership with CDL is a positive step in the development of IREIT Global's activities will allow the tapping of each other's complementary strengths to fuel IREIT's growth. It will provide the company with a strong support for its development while leveraging the know-how and local knowledge of a major player in the Asian real estate sector in addition to the European outreach and expertise of Tikehau Capital.

Derivatives portfolio set up by the Group as part of its risk management policy

As part of its risk management policy, the Group has built up a derivatives portfolio while the global economy was facing a major systemic risk. At 31 December 2020, these instruments are intended to lessen the impact of any market correction that may affect the Group's investment portfolio, especially its investments in listed entities, given the high level of uncertainty regarding the future of the current health crisis and the effect it may have on the markets over the coming quarters.

Acquisition with takeover of Star America Infrastructure Partners

On 29 July 2020, the Group finalised the acquisition of 100% of the share capital of Star America Infrastructure Partners LLC, an independent US management company which develops and manages medium-sized infrastructure projects in North America, which has approximately US$600 million of assets under management on the acquisition date (approximately €535 million on the basis of an exchange rate of $1/€0.89 as at 30 June 2020). This acquisition enables Tikehau Capital to diversify its assets under management towards a new and promising asset class and boost its strategy to expand in North America. The acquisition price has been paid partly in cash and partly in shares. The terms of the transaction also include the payment of a potential earn-out in 2021.

This company has been consolidated since 29 July 2020.

The following table presents the fair value of each component of the consideration transferred at 29 July 2020:

(in thousands of €)	*Notes*	29 July 2020
Cash and cash equivalents		13,702
Star America Infrastructure Holding Company LLC shares (1)		13,702
Earn-out clause payment		25,923
FAIR VALUE OF CONSIDERATION TRANSFERRED AT THE ACQUISITION DATE		**53,327**

(1) The shares of Star America Infrastructure Holding Company LLC will be exchanged for Tikehau Capital shares within a period of three years through a call option from which the Group benefits.

Tikehau Capital incurred - €1.7 million of fees and due diligence expenses directly related to the acquisition. These costs were booked under "Operating expenses".

The following table presents the identified assets and liabilities as at 29 July 2020 before the purchase price allocation:

(in thousands of €)	*Notes*	29 July 2020
Non-current asset		-
Current assets		2,750
Total identifiable assets		**2,750**
Non-current liabilities		-
Current liabilities		5,696
Total identifiable liabilities		**5,696**
TOTAL IDENTIFIABLE NET ASSETS AT THE ACQUISITION DATE		**(2,946)**

The acquisition of the new shares gave rise to the recognition of €56.3 million of provisional goodwill.

(in thousands of €)	*Notes*	29 July 2020
Consideration transferred		53,327
Fair value of identified net assets		2,946
GOODWILL		**56,273**

The provisional goodwill represents to the future economic benefits that the Group expects to gain from the acquisition of Star America Infrastructure Partners within the asset management CGU.

Capital reduction of 22 December 2020

On 22 December 2020, Tikehau Capital carried out a capital reduction, by cancelling own shares, charging an amount of approximately -€11.2 million to the "share premium" account, corresponding to: the difference between the par value of each of the cancelled shares of €12 and the purchase price of these shares. This capital reduction then led to the cancellation of 934,720 own shares, including 121,824 shares originally allocated to cover free share and performance share plans previously reallocated to the cancellation. As at 22 December 2020, the share capital of the Company amounted to €1,634,316,528 and is divided into 136,193,044 shares.

Note 4 Main accounting methods

(a) Investment portfolio

The equity securities held by investment management companies are accounted for at fair value through profit or loss. Positive and negative changes in fair value are recognised in the profit and loss accounts under "Changes in fair value". The methods for determining fair value are presented in note 5 (Determining fair value).

Investments in equity, quasi-equity securities (*e.g.*, convertible bonds, OCEANE bonds, etc.) and usufruct are classified in the non-current investment portfolio.

Moreover, and depending on available cash, the timing of investments and market conditions, the Group may make more tactical investments by building a portfolio of shorter-term holdings consisting of equities and bonds or fund units. The securities selected for this portfolio are characterised by being liquid and showing attractive prospects for return and/or performance. These investments are recorded in the current investment portfolio.

Loans and receivables attached to these investments are accounted for at fair value through profit or loss.

Outstanding commitments not yet called are shown in off-balance sheet commitments (see note 29 (Contingent liabilities and contingent assets)).

(b) Business combinations

Business combinations are valued and recognised in accordance with IFRS 3 (revised): the consideration transferred (acquisition cost) is measured at the fair value of assets given, shareholders' equity issued and liabilities incurred on the acquisition date. The identifiable assets and liabilities of the company acquired are measured at their fair value on the acquisition date. The goodwill thereby represents the difference between the acquisition cost and the total valuation of identified assets and liabilities at the acquisition date.

Fair value adjustments to assets and liabilities acquired in business combinations and initially recognised at provisional value (based on ongoing appraisals or further analyses pending) are booked as retrospective changes to goodwill if they occur in the 12 months following the acquisition date.

The goodwill relative to the acquisition of foreign companies is denominated in the functional currency of the activity acquired.

In the event of acquisition of control of an entity in which the Group already owns an equity interest, the transaction is analysed as a double operation: on the one hand as a disposal of all of the previously owned equity interest with recognition of the consolidated gain or loss on disposal, and on the other hand, as an acquisition of all the securities with recognition of goodwill on the entire equity interest (previous share and new acquisition).

The costs directly attributable to the acquisition such as legal, due diligence and other professional fees are recognised in expenses when they are incurred.

Goodwill is not amortised. It is subject to impairment tests as soon as objective indications of impairment appear and at least once a year. IAS 36 requires that any impairment losses on goodwill be determined by reference to the recoverable amount of the Cash Generating Unit (CGU) or CGU groups to which they are assigned.

Cash Generating Units are the smallest group of assets and liabilities generating cash inflows that are independent of cash inflows from other groups of assets. The organisation of Tikehau Capital has thus led to the identification of two CGUs corresponding to Asset Management activity on the one hand and Investment activity on the other. As a result, the tests are carried out at the level of the CGUs or groups of CGUs which constitute homogeneous groups that jointly generate cash flow largely independent of the cash flow generated by the other CGUs.

The value in use is calculated as the present value of estimated future cash flows generated by the CGU, as they result from the medium-term plans established for the Group's management purposes.

When the recoverable amount is lower than the carrying amount, the goodwill associated with the CGU or group of CGUs is impaired accordingly. This impairment is irreversible.

(c) Financial derivatives

The Group may trade financial derivatives as part of its strategy of managing interest-rate risks on bank borrowings and issues of debt instruments or market risks.

Derivatives are recognised on the balance sheet at their fair value on the closing date. Changes in the value of derivatives are recognised on the income statement:

- under a separate "Derivative portfolio revenue" heading for the purpose of managing market risks;
- under financial expenses for positions in interest-rate derivatives.

(d) Tangible and intangible assets

Tangible and intangible assets are recognised at their acquisition cost and are depreciated over their useful lives.

The main durations are as follows:

- software: 1 to 3 years;
- office equipment and furniture: 3 to 5 years.

Intangible assets also include brands of Tikehau Capital, Credit.fr, Sofidy (and some of its funds) and Ace Capital Partners. The total value of the brands recognised under intangible assets is €15.0 million as at 31 December 2020 (compared to €16.3 million as at 31 December 2019).

This valuation is assessed on the basis of the royalty method, corresponding to the discounted amount of future royalties that the brand would be able to generate after reduction of all the necessary expenses for its maintenance, the future royalties being determined on the basis of future revenues generated by the company operating the brand, to which is applied a royalty fee in effect on similar brands and/or in similar contexts.

The brand is subject to an impairment test once a year or more frequently if there is evidence of impairment. This impairment test will be assessed by the application of the same royalty method.

(e) Lease

The Group assesses whether a contract is or contains a lease based on the new definition of a lease. Under IFRS 16, a contract is, or contains, a lease if the contract conveys a right to control the use of an identified asset for a period of time in exchange for consideration.

The Group leases mainly real estate assets. As a lessee, the Group recognises a right-of-use asset and a lease liability for most leases.

The right-of-use asset is then depreciated on a straight-line basis from the beginning to the end of the lease, unless the lease provides for the transfer of ownership of the underlying asset to the Group at the end of the lease, or if the cost of the right-of-use asset takes into account the fact that the Group will exercise a call option. In this case, the right-of-use asset will be depreciated over the useful life of the underlying asset, determined on the same basis as that of the tangible assets. In addition, the right-of-use asset will see its value regularly lowered in the event of impairment losses and will be subject to adjustments for certain revaluations of the lease liability.

The lease liability is initially measured at the present value of the lease payments to be made over the lease term. The discount rate used corresponds to the Group's incremental borrowing rate.

However, the Group has elected not to recognise "right-of-use" assets and lease liabilities for some leases of low-value assets (*e.g.* IT equipment). The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. Short-term leases (< 12 months) are recognised in lease expenses as operating leases.

The Group presents the "right-of-use" asset on the same line as underlying assets of the same nature that it owns.

The Group presents lease liabilities under "Other non-current liabilities" and "Other current liabilities" on the balance sheet as detailed in note 28 (IFRS 16 Leases).

(f) Client receivables and other receivables

Client receivables, other receivables and loans are accounted for at amortised cost.

(g) Cash equivalents and other current financial assets

Tikehau Capital's cash surplus, if any, may be invested in units in euro money market funds and three-month term deposits that meet the definition of cash equivalents according to IAS 7 (easily convertible into a known amount of cash and subject to insignificant risk of change in value). Money-market funds are recognised at fair value through profit or loss under IFRS 9.

Other cash equivalents and other current financial investments are recognised at fair value through profit or loss.

The results at year-end are included in the net result for the period under "Net income on cash equivalents".

(h) Provisions

In accordance with IAS 37 "Provisions, contingent liabilities and contingent assets", a provision is recognised when the Group has an obligation with regard to a third party and it is probable or certain that this obligation will give rise to a disbursement of resources to this third party without being matched by at least an equivalent payment from this third party.

When the execution date of this obligation is more than one year, the amount of the provision is discounted, the effects of which are recognised in the financial result, based on the effective interest rate method.

(i) Financial debt

The criterion for distinguishing debt and shareholders' equity is whether there exists or not an obligation for the issuer to make a cash payment to its counterparty. The option of taking the initiative or not of disbursement is the essential criterion in distinguishing between debt and shareholders' equity.

Financial debt is recognised at its amortised cost, based on the effective interest rate method.

(j) Deferred taxes

Taxes include outstanding tax liabilities of the various consolidated companies and deferred taxes resulting from timing differences.

Timing differences between the consolidated values of asset and liability items and those resulting from the implementation of tax regulations, give rise to the recognition of deferred taxes. The tax rate used in calculating deferred taxes is the one that is known on the closing date; the impacts of changes in tax rate are recognised during the period during which the relevant tax law comes into force.

Deferred taxes on changes in the fair value of the investment portfolio are calculated at the applicable rate when the securities concerned are divested. The tax rates are determined based on the nature of the asset concerned (a long-term regime for financial interests, and FPCI, SCR, and SIIC funds).

A deferred tax asset is recognised for tax losses that can be carried forward, under the likely assumption that the entity concerned will have future taxable earnings from which these tax losses may be subtracted.

Deferred tax assets and liabilities are not discounted.

(k) VAT regime

Tikehau Capital does not recover VAT. Non-deductible VAT is recognised under various lines on the income statement.

(l) Segment information

Tikehau Capital carries out investment activities either by investing its capital directly in equity interest or by investing in funds managed by the Group's asset managers (Tikehau IM, Tikehau Capital Europe, Sofidy Ace Capital Partners and Star America Infrastructure Partners). This activity is presented in the Investment activity segment.

Segment information levels are determined based on the elements of the consolidated contributory situations of each entity belonging to the sector segment considered, with the exception of Tikehau Capital North America. As such, the Asset Management activity corresponds to:

- to the consolidated net contributions of Tikehau IM and its subsidiaries TIM Asia, TIM APAC and TIM Japan, Tikehau Capital Europe, Sofidy and its subsidiaries, Ace Capital Partners, IREIT Global Group, Credit.fr and its subsidiaries Homming and Homunity, Star America Infrastructure Partners; and
- the income and expenses directly attributable to the Asset Management activity of Tikehau Capital North America.

The Group has therefore identified two CGUs, namely the Investment activity and the Asset Management activity.

(m) Revenue recognition: Revenues from Asset Management activity

Gross revenues from Asset Management activity - These comprise:

- management and subscription fees which correspond to management fees collected or to be collected by asset managers, whether relating to the management of assets under management or to arranging or structuring portfolio transactions. Management fees are generally recognised as each service is rendered and are calculated based on the contractual documentation, usually by applying a percentage to the called assets under management, but they can also partially apply to the portion of assets under management committed but not called. Subscription fees are recognised when investors subscribe to the funds. Arrangement fees and structuring fees are usually recognised when the investment is made. The level of management fees depends both on the type of client and type of products;
- performance fees or carried interest can be collected when performance thresholds *are* exceeded during the lifetime of the fund (open-ended funds managed under capital market strategies activity) or on the liquidation of the fund (closed funds managed under Private Debt, Real Assets or Private Equity activities). This revenue is paid by the funds directly to the beneficiaries and is recognised in the income statement when this variable consideration can be accurately estimated and when it is highly likely that no reversal will be made. Such revenue is recognised in gross revenues from Asset Management activity, but may also be received in part by the asset management company and/or by Tikehau Capital in accordance with the terms and conditions of the fund regulations.

Net revenues from Asset Management activity are calculated by deducting retrocession of fees due from gross revenues from Asset Management activity.

These retrocession of fees mainly correspond to retrocession of arrangement fees owed to the funds managed by the Group's asset management companies and retrocessions contractually owed to distributors, generally based on a percentage of management fees.

Note 5 Determining fair value

The principles adopted for fair value measurement for portfolio assets are in accordance with IFRS 13 "Measurement of fair value" and may be summarised as follows:

Securities classified as Level 1

These are companies whose shares are listed on an active market. Shares in listed companies are measured on the basis of the last quoted price as at closing.

Securities classified as level 2

These are companies whose shares are not listed on an active market, but whose measurement pertains to directly or indirectly observable data. An adjustment made to a Level 2 piece of data that is significant to the fair value, can result in a fair value classified in Level 3 if it uses significant unobservable data.

Securities classified as level 3

These are companies whose shares are not listed on an active market, and whose measurement pertains to a large extent to unobservable data.

Tikehau Capital takes into consideration, *inter alia*, the following assessment methods:

- the transaction value: transactions over the last 12 months or the last months of activity if the Company has not completed a full 12-month financial year since the shareholding was acquired, unless Tikehau Capital is aware of a valuation considered more relevant;

- the discounted cash flow method (DCF): this method determines the present value of cash flows a company will generate in the future. Cash-flow projections prepared in connection with the management of the company in question include a critical analysis of the business plan of these companies. The discount rate used is the weighted average cost of capital, which represents the cost of debt of the company and the notional cost of estimated equity, weighted by the proportion of each of these two components in the financing of the company. This rate is set next to that used by analysts for listed companies in the same sector;
- the stock market comparables method: valuation multiples of the company under assessment are compared with those of a sample of companies in the same or similar industry. The average of the sample then establishes a valuation benchmark applicable to the assessed company;
- the industry transaction method: valuation multiples of the Company under assessment are compared with those of a sample of companies sold in the same industry or similar. The average of the sample then establishes a valuation benchmark applicable to the assessed company.

Bonds, except for impairment indicators, are recognised at their nominal value, plus accrued interest.

Fund units are valued on the basis of the last net asset value available at the financial statements closing date.

The investments in subordinated notes issued by the CLO vehicles (managed by Tikehau Capital Europe) are measured at amortised cost. CLO vehicles are then subject to impairment tests in accordance with the application of a mark-to-model regularly reviewed by an independent valuer, taking into account the low liquidity of the units and the obligation to hold these subordinated notes until their maturity date.

Note 6 Segment information

Segment information is presented on the same basis as internal reporting. It reproduces the internal segment information defined for the management and measurement of Tikehau Capital performance reviewed by the Group management. Operating profit and assets are allocated to each segment before restatements on consolidation and inter-segment adjustments. The share of personnel expenses relating to the Private Equity team, which managed Tikehau Capital's investment portfolio, and the Manager's remuneration are presented in the Investment activity segment.

6.

The main aggregates of the segment income statement are as follows:

(in thousands of €)	2020 (12 months)	Asset Management activity	Investment activity
Net revenues from Asset Management activity	**204,827**	**204,827**	**-**
Revenues from the Investment activity	**84,914**	**-**	**84,914**
Derivative portfolio revenue	**(286,489)**	**-**	**(286,489)**
Operating expenses [1]	(226,917)	(128,391)	(98,527)
Net operating profit from Asset Management and Investment activities before share of net results from equity affiliates and before non-recurring free share plan expense	**(223,666)**	**76,436**	**(300,102)**
Non-recurring free share plan expense	(2,278)	(1,858)	(420)
Other non-recurring income and expenses	(1,500)	(1,500)	-
Net operating profit from Asset Management and Investment activities before share of net results from equity affiliates	**(227,444)**	**73,078**	**(300,522)**
Share of net results from equity affiliates	(1,245)	(526)	(719)
Net operating profit from Asset Management and Investment activities after share of net results from equity affiliates	**(228,690)**	**72,552**	**(301,241)**
Financial result	**(36,060)**	**(804)**	**(35,256)**
Corporate income tax	58,630	(17,210)	75,840
NET RESULT	**(206,120)**	**54,537**	**(260,657)**

(1) Excluding the non-recurring free share plans expense in respect of the second tranche of the "One Off plan" of 1 December 2017 subsequent to the Company's initial public offering for an amount of -€2.3 million in 2020.

The main aggregates of the 2019 segment income statement are as follows:

(in thousands of €)	2019 (12 months)	Asset Management activity	Investment activity
Net revenues from Asset Management activity	**174,753**	**174,753**	**-**
Revenues from the Investment activity	**277,835**	**-**	**277,835**
Derivative portfolio revenue	**-**	**-**	**-**
Operating expenses (1)	(194,269)	(116,271)	(77,998)
Net operating profit from Asset Management and Investment activities before share of net results from equity affiliates and before non-recurring free share plan expense	**258,319**	**58,482**	**199,837**
Non-recurring free share plan expense	(5,844)	(5,408)	(436)
Other non-recurring income and expenses	-	-	-
Net operating profit from Asset Management and Investment activities before share of net results from equity affiliates	**252,476**	**53,075**	**199,401**
Share of net results from equity affiliates	(239)	(276)	38
Net operating profit from Asset Management and Investment activities after share of net results from equity affiliates	**252,237**	**52,798**	**199,439**
Financial result	**(33,336)**	**196**	**(33,532)**
Corporate income tax	(39,666)	(20,815)	(18,850)
NET RESULT	**179,235**	**32,178**	**147,057**

(1) *Excluding the non-recurring free share plan expense in respect of the "All Plan" and "One Off plan" of 1 December 2017 subsequent to the Company's initial public offering for an amount of - €5.8 million in 2019.*

Net revenues from Asset Management activity break down as follows:

(in thousands of €)	2020 (12 months)	2019 (12 months)
Net management, subscription and arrangement fees	190,371	154,828
Performance fees and carried interest	6,268	8,491
Other revenues (1)	8,188	11,434
NET REVENUES FROM ASSET MANAGEMENT ACTIVITIES	**204,827**	**174,753**

(1) *"Other revenues" is primarily comprised of other income from Sofidy and its subsidiaries, and from Homunity.*

The main aggregates of the segment balance sheet are as follows:

(in thousands of €)	31 December 2020	Asset Management activity	Investment activity
Total non-current assets	2,877,519	726,421	2,150,097
of which right-of-use assets	28,118	15,279	12,839
Total current assets	1,140,930	219,113	921,817

(in thousands of €)	31 December 2020	Asset Management activity	Investment activity
Total non-current liabilities	1,078,008	45,540	1,032,469
of which lease liabilities (IFRS 16)	23,894	12,436	11,458
Total current liabilities	136,685	112,274	24,412
of which lease liabilities (IFRS 16)	5,721	3,511	2,210

(in thousands of €)	31 December 2019	Asset Management activity	Investment activity
Total non-current assets	2,784,309	671,130	2,113,179
of which right-of-use assets	30,695	14,582	16,114
Total current assets	1,556,930	200,116	1,356,814

(in thousands of €)	31 December 2019	Asset Management activity	Investment activity
Total non-current liabilities	1,095,501	50,100	1,045,401
of which lease liabilities (IFRS 16)	26,442	12,041	14,401
Total current liabilities	100,134	80,035	20,098
of which lease liabilities (IFRS 16)	5,443	3,202	2,241

The operating cash flow by operating segment is as follows:

(in thousands of €)	2020 (12 months)	Asset Management activity	Investment activity
Operating cash flow	(444,397)	45,424	(489,821)

(in thousands of €)	2019 (12 months)	Asset Management activity	Investment activity
Operating cash flow	(19,397)	33,416	(52,813)

6.

Note 7 Tangible and intangible assets

This item breaks down as follows:

(in thousands of €)	31 Dec. 2019	Change in scope	Other increases	Decreases	Foreign currency translation effect	31 Dec. 2020
Goodwill	371,113	56,273	-	-	(4,921)	422,465
Management contracts	98,400	-	-	(491)	-	97,909
Brands	16,292	-	-	(1,330)	-	14,962
Other intangible assets	3,014	-	1,763	(1,982)	-	2,795
Total intangible fixed assets	**488,819**	**56,273**	**1,763**	**(3,803)**	**(4,921)**	**538,131**
Total tangible fixed assets	**46,227**	**1,123**	**5,440**	**(10,099)**	**(763)**	**41,927**
of which right-of-use assets (1)	**30,695**	**1,123**	**3,551**	**(6,640)**	**(612)**	**28,118**
TOTAL TANGIBLE AND INTANGIBLE FIXED ASSETS	**535,046**	**57,396**	**7,203**	**(13,902)**	**(5,684)**	**580,058**

(1) See note 5.28 (IFRS 16 Leases).

(i) Goodwill

Goodwill amounted to €422.5 million as at 31 December 2020 compared to €371.1 million as at 31 December 2019. This change is notably due to the acquisition of Star America Infrastructure Partners with the recognition of a provisional goodwill of €56.3 million at the acquisition date and a foreign currency translation effect on the latter of - €4.9 million.

The breakdown of goodwill, allocated to the Asset Management CGU is given below:

(in thousands of €)	31 Dec. 2020	31 Dec. 2019
Tikehau Investment Management	286,214	286,214
Tikehau Capital Europe	11,415	11,415
Credit.fr	10,946	10,946
IREIT Global Group	9,895	9,895
Sofidy	34,384	34,384
Ace Capital Partners	6,130	6,130
Homunity	12,130	12,130
Star America Infrastructure Partners	51,352	-
GOODWILL	**422,465**	**371,113**

(ii) Management contracts

The net value of management contracts totalled €97.9 million as at 31 December 2020 compared to €98.4 million as at 31 December 2019. They correspond, as part of the goodwill allocation of Sofidy and Ace Capital Partners, to the valuation of contracts between the asset management companies to the funds they managed. These represented €95.9 million for Sofidy as at 31 December 2020 (€95.9 million as at 31 December 2019) and €2.0 million for Ace Capital Partners as at 31 December 2020 (€2.5 million as at 31 December 2019).

Sofidy's management contracts are considered as indefinite-life assets and are not subject to amortisation. The ACE Capital Partner's management contracts are finite-life assets and are therefore subject to amortisation based on the remaining lifespan from the acquisition date (the amortisation period ranges between 2 and 9 years depending on the management contract).

(iii) Brand

The brand totalled €15.0 million as at 31 December 2020 (€16.3 million as at 31 December 2019). It comprises the Tikehau Capital brand which has been recognised at €10.7 million (€10.7 million as at 31 December 2019), the Sofidy brand for an amount of €2.2 million (€2.2 million as at 31 December 2019), the Immorente brand (Sofidy fund) for an amount of €1.4 million (€1.4 million as at 31 December 2019), the Efimmo brand (Sofidy fund) for an amount of €0.5 million (€0.5 million as at 31 December 2019), and the ACE Management brand for an amount of €0.2 million (€0.2 million as at 31 December 2019).

An impairment loss of - €1.3 million was recognised for the Group's brands in the year 2020 following the impairment tests performed.

(iv) Impairment tests

The impairment test as at 31 December 2020 is based on profit and loss accounts forecasts for the period 2021-2025. These profit and loss accounts forecasts are based on the following main assumptions relating to the economic environment and built on the assumptions of growth of assets under management from a bottom-up approach by fund.

Operating expense growth assumptions were also determined by type of main expenses.

The net book value of the current and non-current assets of the Asset Management CGU is subject to impairment testing based on the following assumptions:

(in thousands of €)	31 December 2020
Weighted average cost of capital	9.00%
Growth rate	0.00%
Net book value of the tested CGU	743,602
IMPAIRMENT LOSS RECOGNISED	**-**

No impairment loss was recognised as at 31 December 2020.

A change in these assumptions (+/-50 basis points of the discount rate, +/-50 basis points of the growth rate to infinity) would not change the conclusion of the impairment test as at 31 December 2020.

The sensitivity of enterprise values to the assumptions used is reflected in the following table:

		Growth rate to infinity	
(in thousands of €)	**Discount rate**	**0.0%**	**0.50%**
Downward sensitivity	8.50%	125,418	232,049
Upward sensitivity	9.50%	(111,720)	(29,970)

(v) IT developments

Other intangible assets consist of the capitalisation of IT development costs totalling €1.3 million as at 31 December 2020 (€2.1 million as at 31 December 2019) for IT tools used by the Company and its subsidiaries, as well as Tikehau Capital Advisors.

Note 8 Non-current investment portfolio

Changes in the non-current investment portfolio are as follows:

(in thousands of €)	**Portfolio**	**Level 1**	**Level 2**	**Level 3**	**Non-consolidated [(1)]**
Fair value as at 31 December 2019	**2,210,181**	**739,933**	**-**	**1,469,484**	**765**
Acquisition of securities	426,520	106,383	7	320,125	5
Disposals and repayments	(377,120)	(170,474)	-	(206,646)	-
Changes in receivables	(2,628)	-	8,820	(11,448)	-
Change in fair value	(53,324)	4,608	-	(57,944)	13
Change in scope	-	-	-	-	-
FAIR VALUE AS AT 31 DECEMBER 2020	**2,203,631**	**680,449**	**8,827**	**1,513,571**	**783**

(1) Non-consolidated securities are Level 3 securities.

The change in Level 1 securities notably comprises the acquisition of securities of Eurazeo (€50.1 million), IREIT Global (€55.8 million) and Augmentum Fintech (€0.5 million). It also includes the disposal of DWS shares (-€168.4 million), IREIT Global shares (-€2.4 million) and Eurazeo shares (-€0.2 million).

The change in Level 2 securities corresponds in particular to the Group's investment in Palizer Investment.

The change in Level 3 securities mainly includes investments in funds managed by the Group (€272.1 million) and in securities (€48.0 million). It also includes divestments and redemptions in funds managed by the Group (- €164.5 million) and in securities (- €42.1 million).

The changes in fair value recorded in 2020 correspond to changes in the share price for Level 1 securities and the valuations used at 31 December 2020 for Level 3 securities (including in particular the effects of the economic crisis related to Covid-19).

The presentation of the acquisitions of securities in the non-current portfolio in the cash flow statement differs from the balance sheet presentation.

The table below presents the reconciliation between the two aggregates:

Acquisition of securities – change in balance sheet	**426,520**
Change in accrued interests on portfolio assets	1,457
Changes in receivables related to portfolio assets	(9,260)
ACQUISITION OF INVESTMENT PORTFOLIO – STATEMENT OF CASH FLOWS	**434,323**

The acquisition value of the non-current portfolio is as follows:

(in thousands of €)	31 December 2020	31 December 2019
Historical value of the non-current portfolio	1,929,367	2,112,763
Value of related receivables	9,669	13,262

Outstanding commitments in the non-current investment portfolio are as follows and shown under off-balance sheet commitments (see note 29 "Contingent liabilities and contingent assets"):

(in thousands of €)	31 December 2020	31 December 2019
Commitments on the non-current investment portfolio	1,115,210	721,679

Note 9 Investments in equity affiliates

This item breaks down as follows:

(in thousands of €)	31 December 2020	31 December 2019
Letus Private Office	380	246
Duke Street	5,523	6,775
Ring	556	483
Neocredit.ch	1,039	1,757
INVESTMENTS IN EQUITY AFFILIATES	**7,499**	**9,261**

Note 10 Client receivables, other receivables and financial assets/Trade and other payables

This item breaks down as follows:

(in thousands of €)	31 December 2020	31 December 2019
Client receivables and related accounts	**64,844**	**59,877**
Financial assets	4,464	44,424
Other receivables	20,402	20,306
TOTAL OTHER RECEIVABLES AND FINANCIAL ASSETS	**24,866**	**64,730**

Financial assets are made up of revenues from the investment activities recorded in profit and loss accounts but not yet collected.

Client receivables and other receivables are not subject to any provision for non-recovery.

(in thousands of €)	31 December 2020	31 December 2019
Trade payables and related accounts	**46,551**	**34,469**
Portfolio financial liabilities	26,635	8,850
Other liabilities	17,443	13,593
TOTAL OTHER LIABILITIES	**44,078**	**22,443**

The net change in portfolio financial assets and liabilities amounts to - €57.7 million; a - €40.0 million change in financial assets net of €17.8 million in portfolio financial liabilities.

Note 11 Current investment portfolio

Changes in the current investment portfolio are as follows:

(in thousands of €)	Portfolio	Level 1	Level 2	Level 3
Fair value as at 31 December 2019	**125,087**	**125,087**	**-**	**-**
Acquisition of securities	563,121	563,121	-	-
Disposals and repayments	(425,041)	(425,041)	-	-
Changes in fair value	40,799	40,799	-	-
Change in scope	-	-	-	-
FAIR VALUE AS AT 31 DECEMBER 2020	**303,966**	**303,966**	**-**	**-**

Depending on available cash, the timing of its investments and market conditions, the Group may make more tactical investments by building a portfolio of shorter-term holdings consisting of equities and bonds or fund units, as well as in financial assets relating to the derivatives portfolio (such as initial margin deposits and margin calls).

The current investment portfolio breaks down as follows:

(in thousands of €)	31 December 2020	31 December 2019
Tactical current investment portfolio	206,232	125,087
Initial margin deposit and margin calls (derivatives portfolio)	97,734	-
TOTAL	**303,966**	**125,087**

As at 31 December 2020, the investment portfolio also includes the margin deposit and margin calls relating to the portfolio of financial instruments set up by the Group as part of its risk management policy for an amount of €115.1 million less the fair value of the derivatives portfolio for €17.4 million as at 31 December 2020.

The acquisition value of the tactical current portfolio is as follows:

(in thousands of €)	31 December 2020	31 December 2019
Historical value of the tactical current portfolio	193,158	126,461

The presentation of the acquisitions of securities in the current portfolio in the cash flow statement differs from the balance sheet presentation. The table below presents the reconciliation between the two aggregates:

Acquisition of securities – change in balance sheet	**563,121**
Effect of derivatives portfolio transactions	(97,734)
ACQUISITION OF INVESTMENT PORTFOLIO – STATEMENT OF CASH FLOWS	**465,387**

Note 12 Cash and cash equivalents, cash management financial assets

This item breaks down as follows:

(in thousands of €)	31 December 2020	31 December 2019
Cash equivalents	309,001	578,698
Cash	362,051	596,731
Cash and cash equivalents	**671,052**	**1,175,429**
Cash management financial assets	76,203	131,806
CASH AND CASH EQUIVALENTS, CASH MANAGEMENT FINANCIAL ASSETS	**747,255**	**1,307,235**

Cash equivalents consist primarily of marketable securities, and cash management financial assets comprises term deposits of more than three months.

Note 13 Number of shares, share capital and dividends

Number of shares	31 December 2020	31 December 2019
Existing shares at the beginning of the period	136,673,408	103,477,599
Shares issued during the period	454,356	33,195,809
Shares cancelled during the period	(934,720)	-
EXISTING SHARES AT THE CLOSE OF THE PERIOD	**136,193,044**	**136,673,408**

The number of shares after dilution is as follows:

	31 December 2020	31 December 2019
Potential number of shares to be issued in the event of full exercise of equity warrants (BSA)	1,416,558	1,416,558
Potential number of shares to be issued in remuneration for free shares currently vesting	992,258	749,772
Weighted average number of shares after dilution (1)	**139,428,469**	**123,080,510**
Shares after dilution at the close of the period	**138,601,860**	**138,839,738**
Of which treasury shares	2,617,946	393,548

(1) The calculation of the weighted number of shares after dilution takes into account the effective dates for the different operations that impact the number of shares.

Share capital *(in €)*	31 December 2020	31 December 2019
Par value at end of period	12	12
Share capital	1,634,316,528	1,640,080,896

The dividends per share paid on the following financial years came to:

(in €)	31 December 2019	31 December 2018	31 December 2017
Dividend per share Tikehau Capital	0.50	0.25	1.00

Note 14 Borrowings and financial debt

(in thousands of €)	31 December 2020	31 December 2019
Bonds	**800,000**	**800,000**
Bank loans (including accrued interests)	205,502	207,168
Bank overdrafts	-	22
Amortisation of issuance costs on borrowings	(6,963)	(10,001)
Borrowings and debt from credit institutions	**198,539**	**197,189**
TOTAL	**998,539**	**997,189**
Of which current liabilities	1,048	3,851
Of which non-current liabilities	997,491	993,338

Bank loans are subject to interest rate hedging, which is detailed in note 27(a) “Exposure to risks arising from bank loans”.

Changes in borrowings and financial debt are as follows:

(in thousands of €)	Total	Bonds	Bank loans	Accrued interests	Issuance costs on borrowings	Others
Debt as at 31 December 2019	**997,189**	**800,000**	**203,344**	**3,824**	**(10,001)**	**22**
Change in scope	-	-	-	-	-	-
Loans subscribed	100,170	-	100,170	-	-	-
Loans reimbursed	(101,457)	-	(101,457)	-	-	-
Others	2,637	-	-	(379)	3,038	(22)
DEBT AS AT 31 DECEMBER 2020	**998,539**	**800,000**	**202,057**	**3,445**	**(6,963)**	**-**

The presentation of the change in borrowings and financial liabilities in the cash flow statement differs from the balance sheet presentation. The table below shows the details included in the “Borrowings” line in the cash flow statement:

Borrowings and financial debt - Cash flow statement	
Loans subscribed	100,170
Loans reimbursed	(100,457)
Financial expenses disbursed	(31,256)
TOTAL	**(31,543)**

Borrowings and financial debt can be broken down into the following maturities:

(in thousands of €)	Due within one year	Due in one to five years	Due in more than five years	Total
Situation as at 31 December 2020				
Variable-rate bank loans	142	201,143	772	202,057
Amortisation of issuance costs on borrowings	(2,539)	(3,921)	(503)	(6,963)
Fixed-rate bond borrowings	-	300,000	500,000	800,000
Accrued interests	3,445	-	-	3,445
Bank overdrafts	-	-	-	-
TOTAL	**1,048**	**497,222**	**500,269**	**998,539**
Of which current liabilities	1,048	-	-	1,048
Of which non-current liabilities	-	497,222	500,269	997,491

(in thousands of €)	Due within one year	Due in one to five years	Due in more than five years	Total
Situation as at 31 December 2019				
Variable-rate bank loans	270	201,532	1,542	203,344
Amortisation of issuance costs on borrowings	(265)	(9,233)	(503)	(10,001)
Fixed-rate bond borrowings	-	300,000	500,000	800,000
Accrued interests	3,824	-	-	3,824
Bank overdrafts	22	-	-	22
TOTAL	**3,851**	**492,299**	**501,039**	**997,189**
Of which current liabilities	3,851	-	-	3,851
Of which non-current liabilities	-	492,299	501,039	993,338

Information on covenants

Syndicated loan signed on 23 November 2017 – €1 billion

The Syndicated Credit Agreement had an initial maturity of five years and consists of two tranches: an A tranche of €500 million, in the form of a loan repayable over time, and a B tranche of €500 million in the form of a revolving credit facility.

The drawdowns are made in euros and bear interest at a rate equal to the sum (i) of a base rate determined by reference to Euribor (with a floor set at zero) and (ii) a margin that is revised half-yearly based on a Loan To Value ratio (as defined below). The Syndicated Credit Agreement provides for a non-utilisation fee equal to 35% of the above-mentioned margin applied to the undrawn portion.

Following two drawdowns of €250 million each on 28 December 2017 and 14 December 2018, all of the maximum amount committed under Tranche A of the Syndicated Credit Agreement had now been drawn.

The early repayment of €300 million on 29 November 2019 reduced the A tranche outstanding to €200 million all of which was drawn. The B tranche remains unchanged.

At the same time as the repayment, the lending banks unanimously agreed to extend the maturity of the Syndicated Credit Agreement (A and B tranches) from November 2022 to November 2024. The remaining A tranche will now be repaid in full at the final maturity.

The whole of the B tranche will be available until the maturity date, 25 November 2024, and can be drawn until one month before this date. No security has been furnished as guarantee for the Syndicated Credit Agreement.

For the duration of the contract, Tikehau Capital undertakes to respect the financial ratios:

- Tikehau Capital's Loan-to-Value ratio, tested semi-annually, must be less than or equal to 47.5% corresponding to the ratio between (i) the amount of the consolidated financial debt less the amount of consolidated cash and cash equivalents [(1)] and (ii) the consolidated [(2)] assets less the amount of consolidated cash and cash equivalents;
- Tikehau Capital's Minimum Liquidity ratio, tested semi-annually, must at any time be greater than or equal to €150 million, corresponding to the sum of consolidated cash and cash equivalents;
- limiting the Company's secured debt to 12.5% of total consolidated assets;
- limiting unsecured debt at the level of the Company's subsidiaries to 12.5% of total consolidated assets.

These financial commitments became applicable upon the signing of the Syndicated Credit Agreement, the Loan-to-Value ratio, the limitation of the Company's secured debt and the limitation of the unsecured debt at the level of the Company's subsidiaries. All of these financial commitments were met as at 31 December 2020.

Bond issuance of 27 November 2017 – €300 million

Until the maturity of the bon on 27 November 2023, Tikehau Capital undertakes to respect the following financial commitment:

- the value of the uncollateralised assets must not be less than the secured debt.

Note 15 Tax

(i) Tax in profit and loss accounts and tax proof

Tax breaks down as follows:

Income/Expense *(in thousands of €)*	**2020 (12 months)**	**2019 (12 months)**
Deferred tax	62,360	(30,665)
Current tax	(3,730)	(9,001)
TOTAL	**58,630**	**(39,666)**
Net result of consolidated companies	(206,120)	179,235
Result before tax	(264,750)	218,901
Application of the normal theoretical tax rate of 31.77% (34.43% for 2019)	84,094	(75,367)

In 2020 and 2019, deferred tax concerned mainly French fiscal entities.

In 2020, current tax concerned mainly UK fiscal entities for - €2.2 million. In 2019, current tax concerned mainly French fiscal entities for - €5.4 million and UK fiscal entities for - €3.4 million.

(1) *Consolidated cash and cash equivalents correspond to the sum of (i) cash and cash equivalents, (ii) cash management financial assets, and (iii) the current investment portfolio.*
(2) *Consolidated assets are the sum of (i) total non-current assets (excluding deferred tax assets and other non-current assets) and (ii) consolidated cash and cash equivalents.*

The reconciliation between the theoretical tax situation and the actual tax breaks down as follows:

Income/Expense *(in thousands of €)*	**2020 (12 months)**	**2019 (12 months)**
Theoretical tax	**84,094**	**(75,367)**
Deferred tax savings at reduced rate (unrealised portfolio gains or losses)	1,637	(5,026)
Current tax savings at reduced rate (realised portfolio gains or losses)	6,262	52,652
Non-activated tax losses	(2)	(266)
Result from equity method companies	(129)	108
Tax rate differential of foreign subsidiaries	5,772	5,916
Expected impact of lower tax rates	(16,891)	1,652
Tax credit	(515)	1,026
Impairment of deferred tax assets on tax losses	(11,849)	(12,726)
Others (1)	(9,749)	(7,635)
ACTUAL TAX	**58,630**	**(39,666)**

(1) In 2020, these other items consist mainly of the effect of the tax consolidation for -€3.4 million, non-deductible provisions for -€3.2 million and various permanent differences for - €2.4 million. In 2019 these other items mainly comprised the non-taxation of the IFRS 2 expense for - €2.7 million (-€2.4 million in 2018) and the non-taxation of the neutralisation of the capital gains realised on the internal transfer of the IGG securities in the 2019 consolidated financial statements.

(ii) Tax in balance sheet

Changes in deferred taxes are broken down as follows:

Tax assets (+) or Tax liabilities (-) *(in thousands of €)*	**31 Dec. 2019**	**Increase**	**Decreases and Reversal**	**Others**	**31 Dec. 2020**
Tax losses that may be carried over	22,330	65,514	(11,800)	-	76,044
Evaluation of financial instruments	3,224	-	(3,107)	-	117
Other deferred tax assets	365	6,085	-	(4)	6,446
Compensation deferred taxes	-	-	-	-	-
Total deferred tax assets	**25,919**	**71,598**	**(14,907)**	**(4)**	**82,607**
Fair value of the portfolio	(32,809)	-	6,648	-	(26,161)
Goodwill allocation	(25,781)	-	221	-	(25,560)
Other deferred tax liabilities	(1,777)	(1,202)	-	1	(2,979)
Compensation deferred taxes	-	-	-	-	-
Total deferred tax liabilities	**(60,367)**	**(1,202)**	**6,869**	**1**	**(54,700)**
TOTAL NET DEFERRED TAX	**(34,448)**	**70,396**	**(8,037)**	**(3)**	**27,907**

Deferred taxes related to tax losses that may be carried over are detailed below:

(in thousands of €)	**31 December 2020**	**31 December 2019**
Stock tax loss carried forward at local normal rate - Not activated	**82,862**	**35,604**
Stock tax loss carried forward at local normal rate - Activated	**302,120**	**87,929**
Deferred tax assets on tax loss carried forward	76,044	22,330
Stock tax loss carried forward at local reduced rate - Not activated	**27,231**	**5,589**
Stock tax loss carried forward at local reduced rate - Activated	**-**	**-**
Deferred tax assets on tax loss carried forward	-	128

The recoverability of tax losses will depend on Tikehau Capital Group's ability to achieve the targets in the medium-term tax plan (determined on a basis of a 4 years to 7 years forecasts) prepared by the Management and based on assumptions about the market and investment management. An unfavourable change in asset under management of circa 10% or a lower performance of the Investment activity segment have no material impact on the horizon of reversal of deferred tax asset on tax losses carried forward.

Changes in taxes on the balance sheet are as follows:

(in thousands of €)	Tax assets (+) or Tax liabilities (-)	Of which deferred tax	Of which current tax
Situation as at 31 December 2019	**(35,951)**	**(34,449)**	**(1,502)**
Current tax	8,324	-	8,324
Deferred tax	62,358	62,358	-
Change in currency rates	28	(3)	32
Tax Disbursement/Receipts	(5,852)	-	(5,852)
SITUATION AS AT 31 DECEMBER 2020	**28,908**	**27,906**	**1,002**

Note 16 Non-current financial derivatives

Non-current financial derivatives are exclusively composed of interest-rate swaps arranged to manage interest-rate risk on bank debt (see note 27(a) "Exposure to risks arising from bank loans").

(in thousands of €)	31 December 2020	31 December 2019
Non-current financial derivative liabilities	467	12,896

Note 17 Share-based payment (IFRS 2)

IFRS 2 "Share-based payment" requires valuation of share-based payment transactions and similar in the Company's income statement and balance sheet. This standard applies to transactions carried out with employees, and more precisely:

- to equity-settled share-based payment transactions;
- to cash-settled share-based payment transactions.

Tikehau Capital free share and performance share plans

Share-based payment plans concern only shares of Tikehau Capital.

These free share and performance share plans include a vesting period ranging from two to seven years depending on the plan. The advantage granted to employees is measured as the value of the share acquired as indicated in the plan.

The impact is recorded in payroll expenses and offset by an increase in "Consolidated reserves - Group share". These expenses are based on the number of shares currently vesting on the closing date to which a standard staff turnover rate is applied.

No amendments have been made to the share-based payment plans indicated in the 2019 Universal Registration Document for 2019 (also presented in Chapter 8 "Information concerning the Company, its Articles of Association and capital" in the 2019 Universal Registration Document).

The new share-based payment plans granted during 2020 implemented at the level of Tikehau Capital are as follows:

Characteristics of the free share plan for 2020 ("2020 FSA Plan")

Maximum number of shares granted: 223,774 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

- for 50% of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 50% of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023.

The vesting of the shares granted under the 2020 FSA Plan is subject to the beneficiary retaining the status of employee within the Company or its related companies or groupings ("presence condition"), and is not subject to the fulfilment of any performance condition.

The shares granted under the 2020 FSA Plan are not subject to any retention period.

2020 Performance Share Plan ("2020 Performance Share Plan")

Maximum number of shares granted: 78,603 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the 2020 Performance Share Plan will take place as follows:

- for 50% of the granted shares, after a period of 2 years, *i.e.* 10 March 2022, and subject to:
  - for 25% of the granted shares, solely to the condition of presence,
  - for 12.5% of the granted shares, a performance condition relating to the Group's cumulated net new money in 2020 and 2021,
  - for 12.5% of the granted shares, a performance condition relating to the arithmetic average of the operating margins achieved on the Group's Asset Management activity as set out in the consolidated financial statements as at 31 December 2020 and 31 December 2021;
- for 50% of the granted shares, after a period of 3 years, *i.e.* 10 March 2023, and subject to:
  - for 25% of the granted shares, solely to the condition of presence,
  - for 12.5% of the granted shares, a performance condition relating to the Group's cumulated net new money in 2022,
  - for 12.5% of the granted shares, a performance condition relating to the operating margin on the Group's Asset Management activity as set out in the consolidated financial statements as at 31 December 2022.

The shares granted under the 2020 Performance Share Plan are not subject to any retention period.

Characteristics of the free share plan granted to certain employees belonging to the employees of Sofidy concerned by the compensation requirements set out in the AIFM and UCITS 2020 directives ("AIFM/UCITS Sofidy 2020 plan").

Maximum number of shares granted: 9,956 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the 2020 AIFM/UCITS Sofidy Plan will take place as follows:

- for 2/3 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/3 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023.

The vesting of the shares granted under the 2020 AIFM/UCITS Sofidy Plan, as well as the number of vested shares granted definitively to each beneficiary at the end of the vesting period, will be subject to a performance condition determined on the basis of an index representing the performance strategies of the asset management company Sofidy.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the 2020 AIFM/UCITS Sofidy Plan are not subject to any retention period.

Characteristics of the free share plan granted over a period of seven years to certain corporate officers and employees of Tikehau IM and to certain employees of Tikehau Capital Advisors ("TIM 2020 7-years plan").

Maximum number of shares granted: 383,629 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the TIM 2020 7-years plan will occur at the expiration of the following vesting periods:

- for 2/7 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/7 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023;
- for 1/7 of the granted shares, after a period of 4 years, *i.e.* on 10 March 2024;
- for 1/7 of the granted shares, after a period of 5 years, *i.e.* on 10 March 2025;
- for 1/7 of the granted shares, after a period of 6 years, *i.e.* on 10 March 2026;
- for the remaining granted shares, after a period of 7 years, *i.e.* on 10 March 2027.

The vesting of the shares granted under the TIM 2020 7-years plan, as well as the number of vested shares granted definitively to each beneficiary at the end of the vesting period, will be subject to a performance condition determined using an index representing the performance of the various business lines of the asset management company Tikehau IM.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the TIM 2020 7-years plan are not subject to any retention period.

Characteristics of the free share plan granted over seven years to certain corporate officers and employees of Sofidy ("Sofidy 2020 7-years plan").

Maximum number of shares granted: 54,805 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the Sofidy 2020 7-years plan will occur at the expiration of the following vesting periods:

- for 2/7 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/7 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023;
- for 1/7 of the granted shares, after a period of 4 years, *i.e.* on 10 March 2024;
- for 1/7 of the granted shares, after a period of 5 years, *i.e.* on 10 March 2025;
- for 1/7 of the granted shares, after a period of 6 years, *i.e.* on 10 March 2026;
- for the remaining granted shares, after a period of 7 years, *i.e.* on 10 March 2027.

The vesting of the shares granted under the Sofidy 2020 7-years plan, as well as the number of vested shares granted definitively to each beneficiary at the end of the vesting period, will be subject to a performance condition determined using an index representing the performance of strategies of the asset management company Sofidy.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the Sofidy 2020 7-years plan are not subject to any retention period.

Characteristics of the free share plan awarded over a period of seven years to certain corporate officers and employees of Ace Capital Partners ("ACE 2020 7-years plan").

Maximum number of shares granted: 22,835 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the ACE 2020 7-years plan will occur at the expiration of the following vesting periods:

- for 2/7 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/7 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023;
- for 1/7 of the granted shares, after a period of 4 years, *i.e.* on 10 March 2024;
- for 1/7 of the granted shares, after a period of 5 years, *i.e.* on 10 March 2025;
- for 1/7 of the granted shares, after a period of 6 years, *i.e.* on 10 March 2026;
- for the remaining granted shares, after a period of 7 years, *i.e.* on 10 March 2027.

The vesting of the shares granted under the ACE 2020 7-years plan, as well as the number of vested shares granted definitively to each beneficiary at the end of each vesting period will be subject to a performance condition based on an index representative of the performance of the Ace Capital Partners fund families.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the ACE 2020 7-years plan are not subject to any retention period.

The table below presents a summary of the Tikehau Capital plans being acquired during 2020:

	Free share plan 2017 ("One Off plan")	2018 Free Share plan ("2018 FSA Plan")	2018 Performance Share Plan ("2018 Performance Share Plan")	2018 Free Share plan ("2018 Credit.fr Plan")
Grant date	01/12/2017	30/03/2018	30/03/2018	04/07/2018
Maximum number of shares granted	690,426	54,629	72,185	26,180
Number of shares currently vesting as at 31/12/2020	-	-	-	8,840
Valuation on the grant date (in €)	15,634,127	1,461,986	1,983,356	636,174
Number of vested shares per period				
period ending 01/12/2019	321,910	-	-	-
period ending 30/03/2020	-	52,547	68,175	-
period ending 04/07/2020	-	-	-	8,840
period ending 01/12/2020	311,894	-	-	-
period ending 21/12/2020	-	-	-	-
period ending 18/02/2021	-	-	-	-
period ending 04/07/2021	-	-	-	8,840
period ending 18/02/2022	-	-	-	-
period ending 10/03/2022	-	-	-	-
period ending 10/03/2023	-	-	-	-
period ending 10/03/2024	-	-	-	-
period ending 10/03/2025	-	-	-	-
period ending 10/03/2026	-	-	-	-
period ending 10/03/2027	-	-	-	-

	2018 Free Share plan ("2018 Sofidy Plan")	2019 Free Share plan ("2019 FSA Plan")	2019 Performance Share Plan ("2019 Performance Share Plan")	2019 AIFM/UCITS Plan
Grant date	21/12/2018	18/02/2019	18/02/2019	18/02/2019
Maximum number of shares granted	14,800	134,669	108,816	30,825
Number of shares currently vesting as at 31/12/2020	-	119,174	92,632	30,825
Valuation on the grant date (in €)	265,512	2,545,244	2,056,622	582,593
Number of vested shares per period				
period ending 01/12/2019	-	-	-	-
period ending 30/03/2020	-	-	-	-
period ending 04/07/2020	-	-	-	-
period ending 01/12/2020	-	-	-	-
period ending 21/12/2020	12,900	-	-	-
period ending 18/02/2021	-	59,587	46,316	20,550
period ending 04/07/2021	-	-	-	-
period ending 18/02/2022	-	59,587	46,316	10,275
period ending 10/03/2022	-	-	-	-
period ending 10/03/2023	-	-	-	-
period ending 10/03/2024	-	-	-	-
period ending 10/03/2025	-	-	-	-
period ending 10/03/2026	-	-	-	-
period ending 10/03/2027	-	-	-	-

	2020 Free Share plan ("2020 FSA Plan")	2020 Performance Share Plan ("2020 Performance Share Plan")	2020 AIFM/UCITS Sofidy Plan	2020 TIM 7-years plan
Grant date	10/03/2020	10/03/2020	10/03/2020	10/03/2020
Maximum number of shares granted	223,774	78,603	9,956	383,629
Number of shares currently vesting as at 31/12/2020	209,456	65,586	9,956	378,149
Valuation on the grant date (in €)	4,209,189	1,478,522	187,272	7,112,983
Number of vested shares per period				
period ending 01/12/2019	-	-	-	-
period ending 30/03/2020	-	-	-	-
period ending 04/07/2020	-	-	-	-
period ending 01/12/2020	-	-	-	-
period ending 21/12/2020	-	-	-	-
period ending 18/02/2021	-	-	-	-
period ending 04/07/2021	-	-	-	-
period ending 18/02/2022	-	-	-	-
period ending 10/03/2022	104,728	32,793	6,637	108,042
period ending 10/03/2023	104,728	32,793	3,319	54,021
period ending 10/03/2024	-	-	-	54,021
period ending 10/03/2025	-	-	-	54,021
period ending 10/03/2026	-	-	-	54,021
period ending 10/03/2027	-	-	-	54,023

	2020 Sofidy 7-years plan	2020 ACE 7 year Plan
Grant date	10/03/2020	10/03/2020
Maximum number of shares granted	54,805	22,835
Number of shares currently vesting as at 31/12/2020	54,805	22,835
Valuation on the grant date (in €)	1,030,882	429,526
Number of vested shares per period		
period ending 01/12/2019	-	-
period ending 30/03/2020	-	-
period ending 04/07/2020	-	-
period ending 01/12/2020	-	-
period ending 21/12/2020	-	-
period ending 18/02/2021	-	-
period ending 04/07/2021	-	-
period ending 18/02/2022	-	-
period ending 10/03/2022	15,658	6,524
period ending 10/03/2023	7,829	3,262
period ending 10/03/2024	7,829	3,262
period ending 10/03/2025	7,829	3,262
period ending 10/03/2026	7,829	3,262
period ending 10/03/2027	7,831	3,263

Completion of vesting periods for Tikehau Capital plans for 2020

The vesting period for the 2018 Free Share plan, known as the "2018 FSA Plan", ended on 30 March 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 52,547 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.6 million by capitalisation of the share premium and by the issuance of 52,547 shares. IFRS 2 expenses related to this plan, concerning the whole vesting period, amount to approximately -€1.2 million.

The vesting period for the 2018 Performance Share Plan, known as the "2018 Performance Share Plan", ended on 30 March 2020. As the performance conditions had been met, the 2018 Performance Share Plan was definitively granted to beneficiaries who met the condition of presence. The definitive number of free shares granted under this plan, at the end of the vesting period, was 68,175 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.8 million by capitalisation of the share premium and by the issuance of 68,175 shares. IFRS 2 expenses related to this plan, concerning the whole vesting period, amount to approximately - €1.6 million.

The 2018 free share plan, known as the "Credit.fr 2018 plan", saw the vesting period of its first tranche representing 50% of the free shares granted on 4 July 2018 end on 4 July 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 8,840 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.1 million by capitalisation of the share premium and by the issuance of 8,840 shares. IFRS 2 expenses related to the first tranche of this plan, concerning the whole vesting period, amount to approximately - €0.2 million.

The 2017 free share plan, known as the "One Off plan", saw the vesting period of its second tranche, representing 50% of the free shares granted on 1 December 2017, end on 1 December 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 311,894 shares. Tikehau Capital carried out a capital increase for an amount of approximately €3.7 million by capitalisation of the share premium and by the issuance of 311,894 shares. IFRS 2 expenses related to this plan, concerning the whole vesting period, amount to approximately - €6.1 million.

The vesting period of the 2018 free share plan, known as the "Sofidy 2018 plan", ended on 21 December 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 12,900 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.2 million by capitalisation of the share premium and by the issuance of 12,900 shares. IFRS 2 expenses related to this plan, concerning the whole vesting period, amount to approximately - €0.2 million.

Note 18 Non-controlling interests

The non-controlling interests can be broken down as follows:

- on the income statement:

(in thousands of €)	2020 (12 months)	% of interest	2019 (12 months)	% of interest
IREIT Global Group	375	50.0%	369	50.0%
Other companies	106		181	
TOTAL	**481**		**550**	

- in shareholders' equity:

(in thousands of €)	31 December 2020	% of interest	31 December 2019	% of interest
IREIT Global Group	6,112	50.0%	6,047	50.0%
Other companies	608		723	
TOTAL	**6,720**		**6,770**	

Note 19 Revenues from Asset Management activity

(in thousands of €)	2020 (12 months)	2019 (12 months)
Gross revenues from Asset Management activity	283,885	255,922
Retrocession of fees	(79,058)	(81,169)
TOTAL	**204,827**	**174,753**

Note 20 Change in fair value

(in thousands of €)	2020 (12 months)	2019 (12 months)
Non-current investment portfolio	(53,298)	178,753
Current investment portfolio	40,992	10,034
TOTAL	**(12,306)**	**188,787**

Note 21 Other portfolio revenues

(in thousands of €)	2020 (12 months)	2019 (12 months)
Dividends and other income from portfolio securities	68,767	55,897
Interests	25,847	32,940
Others	147	168
Other revenues from the non-current investment portfolio	**94,761**	**89,005**
Income from shares	2,098	28
Revenues from bonds	360	15
Other revenues from the current investment portfolio	**2,458**	**43**
TOTAL	**97,219**	**89,048**

Note 22 Derivative portfolio revenue

During 2020, Tikehau Capital purchased and sold European or US derivatives (futures and options) to cope with market fluctuations. As at 31 December 2020, these transactions resulted in a loss of -€286.5 million.

Exposure to market risks is detailed in note 27 “Market risks”.

Note 23 Operating expenses

(in thousands of €)	2020 (12 months)	2019 (12 months)
Purchases and external expenses	(25,604)	(32,460)
Other fees	(18,982)	(20,045)
Remuneration of the Manager	(70,587)	(51,053)
Purchases and external expenses	**(115,173)**	**(103,558)**
Personnel expenses	**(92,213)**	**(84,968)**
Taxes other than income taxes	(9,971)	(6,120)
Other net operating expenses	(13,339)	(5,466)
Other net operating expenses	**(23,310)**	**(11,586)**
TOTAL	**(230,696)**	**(200,113)**

The methods for determining the remuneration of the Manager-General Partner of Tikehau Capital are detailed in note 26(a) “Scope of related parties”.

Note 24 Net income on cash equivalents

(in thousands of €)	2020 (12 months)	2019 (12 months)
Net gains/losses on marketable securities	998	1,019
Net gains/losses related to foreign exchange	(1,306)	165
Other revenues from marketable securities	-	12
TOTAL	**(318)**	**1,196**

Note 25 Financial expenses

(in thousands of €)	2020 (12 months)	2019 (12 months)
Expenses related to borrowings from credit institutions	(7,240)	(9,559)
Expenses related to lease liabilities	(892)	(724)
Expenses related to bonds	(21,122)	(11,842)
Expenses related to interest rate derivatives (1)	(2,689)	(5,212)
Change in fair value of interest rate derivatives (1)	(3,488)	(7,497)
Miscellaneous	(311)	303
TOTAL	**(35,742)**	**(34,532)**

(1) See note 27 "Market risks".

In 2020, costs related to borrowings from credit institutions included the amortisation of issuance costs of loans repaid during the financial year for the amount of -€2.1 million (-€2.4 million in 2019).

In 2020, the change in the fair value of interest rate derivatives includes the change in the fair value of new interest-rate swaps subscribed for -€0.5 million and the impact of the termination of swap contracts for -€3.0 million, including a cash payment of -€15.9 million (the "*soulte*") and the reversal of the change in fair value on these interest-rate swaps for €12.9 million (see note 27 "Market risks").

6.

Note 26 Related parties

(a) Scope of related parties

The related parties of Tikehau Capital are:

- Tikehau Capital General Partner, in its capacity as Manager-General Partner, wholly-owned by Tikehau Capital Advisors;
- Tikehau Capital Advisors and its representatives (the company AF&Co, controlled by Mr Antoine Flamarion, in his capacity as Chairman of Tikehau Capital Advisors, and the company MCH, controlled by Mr Mathieu Chabran in his capacity as Chief Executive Officer of Tikehau Capital Advisors) and its subsidiaries, Tikehau Employee Fund 2018 and Fakarava Capital;

The transactions completed and outstanding amounts at the end of the period between the Group's fully consolidated companies are fully eliminated under consolidation.

(b) Remuneration of the Manager

The Manager is responsible for the general business conduct of the Company, the convening of General Meetings of the Shareholders and setting their agenda, as well as the preparation of the accounts. Therefore, the Manager is entitled to a remuneration, determined in the Articles of Association, which is equal to (excluding VAT) 2% of the total consolidated shareholders' equity of the Company, determined on the last day of the preceding financial year. This remuneration shall be paid to him annually when the financial statements of the preceding year are approved. The Manager has the opportunity, during the financial year, of receiving a payment on account for the remuneration referred to above. The payment of this advance can only be made on the basis of an accounting period certified by the Statutory Auditors of the Company. This advance is deducted from the total amount of remuneration paid to the Manager on approval of the financial statements for the previous financial year.

(c) Preferred dividend (*préciput*) of the general partner

Tikehau Capital General Partner, as sole general partner of the Company, is entitled, by way of preferred dividend and should there be distributable income for a financial year, to an amount determined in the Articles of Association and equal to 12.5% of the net result of the Company as reflected in the Company's statutory financial statements at the close of each financial year.

If there is more than one general partner, they shall share this amount between themselves as they see fit. In the event of a financial year whose duration is less than a calendar year, this remuneration shall be calculated on a *pro rata* basis for the time elapsed.

(d) Attendance fees and other remuneration received by members of the Supervisory Board

In line with the conversion of the Company into a *société en commandite par actions* (partnership limited by shares), a Supervisory Board was created. According to the Company's Articles of Association, members of the Supervisory Board may receive attendance fees and remuneration, the total annual amount of which is voted on by the General Meeting of the Shareholders and whose distribution is decided by the Supervisory Board on the recommendation of the Appointment and Remuneration Committee. The Supervisory Board's Internal Rules provide that the distribution of attendance fees takes into account in particular the effective participation of each member in the meetings as well as the duties performed on the Board and its Committees, and is the subject of prior discussion by the Appointment and Remuneration Committee. The fixed portion of each member of the Supervisory Board is calculated in proportion to the duration of his or her term of office during the financial year and the variable portion of attendance fees is linked to the effective participation of each member in the meetings of the Supervisory Board and/or Committees.

At the Combined General Meeting of the Shareholders of the Company held on 25 May 2018, a total of €400,000 was allocated to the members of the Supervisory Board in attendance fees for each financial year. This budget was increased to €450,000 for each financial year by the Combined General Meeting of the Shareholders held on 19 May 2020.

Attendance fees were paid in 2020 in respect of financial year 2019 in the amount of €299,450. Attendance fees were paid in 2019 in respect of financial year 2018 in the amount of €321,749.

(e) Summary of the remuneration received by the Manager of Tikehau Capital

The amounts invoiced by the related parties over the financial year can be broken down as follows:

(in thousands of €)	**2020 (12 months)**	**2019 (12 months)**
Remuneration of the Manager (2.0% of consolidated shareholders' equity)	62,912	45,501
Share of non-deductible VAT	7,675	5,551
REMUNERATION PAID TO THE MANAGER	**70,587**	**51,053**

(f) Carried interest

In some funds, carried interest may be paid in the event that a performance threshold is exceeded upon the liquidation of the funds, mainly Real Assets, Private Debt and Private Equity funds.

Carried interest since April 2014 breaks down as follows: 20% of carried interest is paid to a company that is a shareholder of Tikehau Capital Advisors comprising senior employees of the Tikehau Capital Group; the remainder is distributed one third each to Tikehau Capital, the concerned asset manager (subsidiary of the Group) and Tikehau Capital Advisors.

Carried interest is paid by the funds directly to the beneficiaries and recognised in the income statement when this variable consideration can be accurately estimated and when it is highly likely that no reversal will be made.

Tikehau Capital and its fully consolidated subsidiaries have recognised carried interest of €2.7 million in respect of the financial year 2020 (€5.8 million in 2019).

(g) Rental expenses paid by Tikehau Capital Advisors then re-invoiced to its subsidiaries and Tikehau Capital

Payments on the lease for its premises at 32, rue de Monceau, 75008 Paris, France (which was terminated on 3 November 2019) and other related costs (cleaning, receptionists, general costs) are billed to Tikehau Capital Advisors and then re-invoiced to Tikehau Capital and subsidiaries pro rata their use of the premises up to 3 November 2019. Total re-invoicings by Tikehau Capital Advisors to Tikehau Capital SCA and Tikehau IM amounted to €0.1 million for 2020 (€0.5 million in 2019). In 2020 these re-invoicings only concern miscellaneous expenses related to the use of the premises.

(h) IT costs paid by Tikehau Capital then re-invoiced to Tikehau Capital Advisors

A number of IT expenses and investments related to the activities of the Group and Tikehau Capital Advisors may be pooled with Tikehau Capital, provided their nature means they can be used by all or several Group entities and Tikehau Capital Advisors. These costs are then re-invoiced to the entities benefiting from these services and purchases, in total, if a single entity is the beneficiary (and did not initially bear the cost) or, partially, if a service or asset is shared among several Group entities. Total re-invoicings by Tikehau Capital SCA to Tikehau Capital Advisors amounted to €0.9 million for 2020 (€0.8 million in 2019).

(i) Cost of free share plans to employees at Tikehau Capital Advisors

The costs of granting free shares (IFRS 2 share-based payments costs) to employees of Tikehau Capital Advisors are booked and borne by Tikehau Capital, except for the related social security costs which are borne by Tikehau Capital Advisors.

In 2020, this cost of -€1.3 million (-€1.4 million in 2019), the counterparty of which is accounted for in shareholders' equity, has no impact on the consolidated shareholders' equity.

Note 27 Market risks

The market risk exposure for Tikehau Capital is divided into two sub-sections:

- exposure of bank liabilities and to debt in foreign currency;
- exposure of the investment portfolio and to assets in foreign currency.

(a) Exposure to risks arising from bank loans

(i) Interest rate risk

As at 31 December 2020, Tikehau Capital was exposed to interest rate risk on its bank loans and related hedges for respective amounts of €202.0 million and €200.0 million, compared with respectively €203.3 million and €403.1 million as at 31 December 2019 (see note 14 "Borrowings and financial debt").

Tikehau Capital's interest rate risk management policy requires the Group to define a new hedging strategy consistent with the existing drawn debt. All outstanding swap contracts were terminated on 24 December 2020, resulting in the recognition of a financial expense related to the payment of balances of €15.9 million (the "*soulte*").

Tikehau Capital has taken out new interest rate hedging contracts, the characteristics of which at 31 December 2020, are as follows:

(in millions of €)	Notional	Average fixed rate	Average maturity
As at 31 December 2019	403.1	0.50%	4.4 years
AS AT 31 DECEMBER 2020	**200.0**	**0.01 %**	**10.0 YEARS**

(ii) Currency risk

As at 31 December 2020, the Group had no exposure to currency debt risk as its bank loans and bond issues had been taken out or issued in euros.

(b) Risk exposure of the investment portfolio

The risk exposure of the investment portfolio can be summarised as follows:

(in millions of €)	Currency risk	Listed equity markets	Unlisted equity markets	31 December 2020	31 December 2019
Tikehau Capital Funds (inc. Sofidy, Ace Capital Partners and Star America Infrastructure Partners)	√	√ Capital Markets Strategies	√	1,285.1	1,179.7
External funds & co-investments	√	n/a	√	226.5	186.9
Shares	√	√ Investment level 1 & 2	√ Investment level 3	849.0	915.5
Bonds	n/a	n/a	n/a	49.3	53.8
TOTAL				**2,409.9**	**2,336.0**

(i) Exposure to the risks arising from investment in the funds managed by the Group

- Capital Market Strategies: a change in the net asset value of the funds (€206.1 million as at 31 December 2020) of +/-10% would impact Tikehau Capital's exposure by €20.6 million;
- Private Debt and CLO: stress tests for interest rates are run on a quarterly basis. The test scenario is a +/-100 basis point shock to the risk-free rate curve.

A change in interest rates of 100 basis points could impact Tikehau Capital's exposure by €11.5 million.

- Real Estate activities: stress tests are run on a quarterly basis. The stress scenario used is a price shock to unlisted Real Estate assets in each country: -32.9% in France, -30.8% in Italy, -31.2% in Germany, -36.0% in Belgium, -36.4% in the Netherlands (economic shocks based on scenarios defined by the European Central Bank and the European Systemic Risk Board and used in the 2020 EU stress tests of commercial Real Estate assets, published on 31 January 2021).

The impact on Tikehau Capital's exposure would be €396.9 million.

(ii) Exposure of investments in shares

Investments in shares or equity investments are classified according to the different levels (see note 5 "Determining fair value"):

(in millions of €)	31 December 2020	31 December 2019
Level 1 [(1)]	680.4	739.9
Level 2	8.8	-
Level 3	159.7	175.6
TOTAL	**849.0**	**915.5**

(1) IREIT Global and Selectirente are classified as Level 1 Equity for analysis purposes, although they are Real Estate Investment Funds managed respectively by IREIT Global Group (subsidiary directly controlled by Tikehau Capital with 50.5% of the voting rights) and Sofidy (wholly-owned subsidiary of Tikehau Capital).

The portfolio of listed shares of Tikehau Capital is subject to continuous monitoring and daily assessment for the management of this risk.

Tikehau Capital may be affected by adverse changes in the market price of its publicly traded securities. A decline in the share price over a given period, especially at the end of the financial year, would be reflected in the financial statements as a fall in the net value of the portfolio and its shareholders' equity and could in particular affect the ability of the Group to pay dividends. Thus, a 10% decline in the fair value of listed shares as at 31 December 2020 would have resulted in an additional charge of - €68.0 million in the consolidated result before tax for 2020. A fall in the share price is also likely to impact the capital gain or loss on disposal realised at the time of any sales into the market by Tikehau Capital.

Furthermore, fluctuations in the equity markets may have an impact on the stock market comparable used as part of the multi-criteria valuation approach for non-listed equity securities. These fluctuations are likely to have a negative effect on the consolidated shareholders' equity and on the Group's result, without being able to establish an accurate correlation between the occurrence of these fluctuations and the valuation of said securities. As a result, sensitivity to this risk cannot be quantified.

Finally, depending on the amount of credit that it has drawn down under certain financing agreements, and depending on the magnitude of any possible price decreases impacting assets used as collateral for such financing, Tikehau Capital may have to make temporary payments and/or contributions of liquid assets as collateral in order to support such financing agreements.

The Company performed a sensitivity test on the non-listed assets of its investment portfolio as at 31 December 2020 (fair value net of the related debt where applicable and excluding (i) non-listed bonds which are subject to a sensitivity test on interest rates and (ii) assets whose value is fixed because they are subject to a sale contract). The sensitivity test on non-listed shares was performed on the basis of the income or EBITDA multiples used to value the corresponding assets as at 31 December 2020 or, when a method other than valuation by multiples was used, by retaining an implicit multiple. Investment holdings or Real Estate assets are excluded from the analysis.

The sensitivity test thus covers 67.4% in value of investments in non-listed shares of its portfolio as at 31 December 2020. The sensitivity to a change of +/-10% in the income or EBITDA multiples of non-listed companies amounts to €17.2 million.

(iii) Exposure of investments in bonds

Investments in bonds are classified according to the different levels (see note 5 "Determining fair value"):

(in millions of €)	31 December 2020	31 December 2019
Level 1	0.2	1.1
Level 2	-	-
Level 3	49.1	52.7
TOTAL	**49.3**	**53.8**

The bonds in which Tikehau Capital has invested are issued at a fixed rate. The instantaneous variation of plus (or minus) 100 bps in rates would have resulted in a change in the value of the portfolio of minus (or plus) €1.7 million, given the average duration recorded on this portfolio (3.5 years).

(iv) Exposure of investments in external funds and co-investments

Most assets underlying the invested funds are in non-cyclical sectors. This reduces the likelihood of variations in returns. The risk of variations in returns is default risk and forecast-related risk.

(in millions of €)	31 December 2020	31 December 2019
Fair value	226.5	186.9
Number of funds	78	79
Average line of investment	2.9	2.4
Share of investments > €5m (in %)	73%	59%

The table below details the unobservable inputs used for the main Level 3 external investment funds:

Investment funds	Valuation method	Unobservable data	Range	Fair value *(in millions of €)*
RADIOLOGY PARTNERS	Comparable listed companies	Multiple EBITDA	[7.1x - 35.6x]	50.5
UNIVISION	Recent acquisition price	N/A	N/A	24.4
RING CAPITAL	Comparable unlisted companies	Revenue multiple	[2.0x - 5.0x]	21.4
FAIRSTONE	Realised selling price	N/A	N/A	18.5
VOYAGE CARE	Comparable listed companies (33%) Comparable transactions (67%)	Multiple EBITDA Multiple EBITDA Discount rate	10.7x 11.7x 15%	12.7
JEFFERSON	Comparable listed companies	Multiple EBITDA P/E multiple Discount rate	6.8x 4.4x 10%	11.7
BNPP AGILITY FUND	Acquisition multiple Comparable transactions Comparable listed companies GPs net asset value	Multiple EBITDA	[8.2x - 15.3x]	8.2
		Multiple EBITDA	[6.8x - 19.4x]	
		P/E multiple	[4.4x - 16.6x]	
		Net book value	[0.27x - 1.0x]	
		Carrying amount	0.7x	
		Goodwill/AUM	1.5x	
		Multiple net asset value	0.35x	
		Multiple excess capital	[0.5x - 0.8x]	
		Revenue multiple	5.1x	
		Illiquidity discount	20.0%	
	Comparable listed companies	Discount rate	[10.0% - 50.0%]	
JC FLOWER IV	Realised selling price	N/A	N/A	5.8
	Comparable listed companies (Services)	Multiple EBITDA	[8.0x - 11.0x]	
		Multiple EBITDA	12.0x	
MIDOCEAN V	Comparable listed companies (Consumer industry)	Revenue multiple	1.0x	5.7
CRESCENT LILY	Spot price stock market price	N/A	N/A	5.5
TOTAL INVESTMENT FUNDS > €5M				**164.3**

(c) Exposure to market risk on the derivatives portfolio

Tikehau Capital is exposed to market risk on its portfolio of derivatives set up as part of its market risk management policy. As at 31 December 2020, this portfolio consisted of 34,000 futures contracts on the EURO STOXX 50 index with a maturity of less than 3 months and a leverage of 10.

As at 31 December 2020, the margin deposit and margin calls on future contracts amounted to €115.1 million. This margin deposit and margin calls are recognised in the current investment portfolio net of unrealised losses of - €17.4 million.

The sensitivity of derivative instruments to a variation of plus or minus 1 point in the EURO STOXX 50 index is reflected in the following table:

	EURO STOXX 50	
(in millions of €)	**Change of +1 point**	**Change of -1 point**
Sensitivity to income	0.3	(0.3)
Sensitivity to shareholders' equity (excluding income)	-	-

(d) Exposure to currency risk

Tikehau Capital's exposure to currency risk relates to its investments in foreign currencies. As at 31 December 2020, Tikehau Capital had an exposure to currency risk on the pound sterling, the US dollar, the Singapore dollar and the Canadian dollar, as well as the Australian dollar, the Polish zloty, the Swiss franc, South Korean won and Japanese yen to a lesser extent. Tikehau Capital had no currency hedging as at 31 December 2020.

Exposure to currency risk increased by €222.6 million between 31 December 2019 and 31 December 2020.

The table below shows the impact in profit and loss accounts of a +/-10% change in these currencies against the euro and on the basis of the consolidated financial statements as at 31 December 2020 and 31 December 2019:

(in millions of €)	**Appreciation of 10% in the euro against the currency**	**Depreciation of 10% in the euro against the currency**
As at 31 December 2020		
Pound sterling	-15.5	+19.0
US dollar	-26.9	+32.9
Singapore dollar	-10.7	+13.1
Canadian dollar	-1.7	+2.1
Australian dollar	-0.0	+0.0
Polish zloty	-0.0	+0.0
Swiss franc	-0.0	+0.0
South Korean won	-0.0	+0.0
Japanese yen	-0.1	+0.1

(in millions of €)	**Appreciation of 10% in the euro against the currency**	**Depreciation of 10% in the euro against the currency**
As at 31 December 2019		
Pound sterling	-12.4	+15.2
US dollar	-15.4	+18.9
Singapore dollar	-5.4	+6.6
Canadian dollar	-1.3	+1.6
Australian dollar	-0.0	+0.1
Polish zloty	-0.1	+0.1
Swiss franc	-0.0	+0.0
South Korean won	-0.0	+0.0
Japanese yen	-0.0	+0.0

(e) Exposure to counterparty risk

To manage its counterparty risk related to cash and marketable securities, Tikehau Capital only works with banks selected in view of their credit rating and has recourse to investments whose horizon is suited to its projected needs. Cash investments are reviewed on a weekly basis particularly in terms of credit risk. The selection of investment vehicles and counterparties and the volatility of the instruments are also subject to regular review. It is based on prudential rules ensuring the diversification of custodians and account keepers as well as the variety of vehicles and risk/return profiles. In 2020, Tikehau Capital was not exposed to any counterparty default.

(f) Exposure to liquidity risk

Tikehau Capital manages its liquidity risk by maintaining a level of available cash and liquid investments (the current portfolio) that is sufficient for covering its current debts.

As at 31 December 2020 the Group's cash and cash equivalents were approximately €671 million and its cash management financial assets were valued at around €76 million, compared to approximately €1,175 million and €132 million respectively as at 31 December 2019 (see note 12 "Cash and cash equivalents, cash management financial assets").

Note 28 IFRS 16 "Leases"

(a) Leases where the Group is a lessee

The Group leases mainly real estate assets. As a lessee, the Group previously classified leases as operating or finance leases based on its assessment of whether the lease transferred substantially all of the risks and rewards of ownership. In accordance with IFRS 16, the Group records a "right-of-use" asset and a lease liability for most of its leases and these are now presented on the balance sheet.

However, the Group has selected not to recognise "right-of-use" assets and lease liabilities for some leases of low-value assets (*e.g.* IT equipment). The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term. Short-term leases (< 12 months) are recognised in lease expenses.

Changes in the right-of-use assets are as follows:

(in thousands of €)	**Buildings and Real Estate**
31 December 2019	**30,695**
New right-of-use assets	2,538
Effect of lease amendments (duration)	1,014
Change in scope	1,123
Amortisation of right-of-use assets	(6,641)
Foreign currency translation effect	(611)
31 December 2020	**28,118**

Changes in lease liabilities are as follows:

(in thousands of €)	**Lease liabilities**
31 December 2019	**31,885**
New lease liabilities	2,538
Effect of lease amendments (duration)	1,014
Change in scope	1,123
Interest expenses on lease liabilities	891
Payments	(6,937)
Foreign currency translation effect	(899)
31 December 2020	**29,615**
of which current lease liabilities	5,721
of which non-current lease liabilities	23,894

The following items have been recorded on the income statement:

(in thousands of €)	2020 (12 months)	2019 (12 months)
Amortisation of right-of-use assets	(6,641)	(5,449)
Interest expenses on lease liabilities	(891)	(724)
Lease expenses related to low-value assets	(1,764)	(513)
Impact of terminations of leases recognised on the balance sheet	-	(189)
TOTAL	**(9,296)**	**(6,875)**

(b) Leases where the Group is a lessor

The Group operates as a lessor with regard to its subsidiaries. The application of IFRS 16 concerning these leases has no impact on the consolidated financial statements.

Note 29 Contingent liabilities and contingent assets

(in thousands of €)	Amount as at 31 December 2020	Amount as at 31 December 2019
Description	**Value of the guarantee given**	**Value of the guarantee given**
Commitment of payment to current account	80	118
Capital subscription commitment in companies	29,841	29,841
Uncalled commitment by external funds	120,756	104,040
Uncalled commitment by Tikehau Capital funds	994,374	617,639
Pledge for first-demand guarantee	27,937	750
Sundry sureties and guarantees	2,859	4,304
TOTAL COMMITMENTS GIVEN	**1,175,848**	**756,692**

As at 31 December 2020, the pledge for first-demand guarantee corresponds mainly to a guarantee given as part of the buy-out bid for Selectirente shares for an amount of €27.2 million (this commitment was lifted on 25 February 2021).

The total amount of uncalled commitments by the Group's funds from investment entities exempt from consolidation (IFRS 10) was €5.7 million as at 31 December 2020 (€11.2 million at 31 December 2019).

(in thousands of €)	Amount as at 31 December 2020	Amount as at 31 December 2019
Description	**Value of the guarantee received**	**Value of the guarantee received**
Syndicated loan not drawn at close	500,000	500,000
Sundry sureties and guarantees	7,960	6,770
TOTAL COMMITMENT RECEIVED	**507,960**	**506,770**

As at 31 December 2020, as part of the activity of the subsidiary Alma Property, a sale agreement concerning one of the asset held by the subsidiary was signed for an amount of approximately €0.2 million (€0.9 million at 31 December 2019).

Note 30 Subsequent events

Tikehau Capital partners with Financière Agache, Jean-Pierre Mustier and Diego De Giorgi to sponsor a SPAC (Special Purpose Acquisition Company) focused on the European financial services sector

On 15 February 2021 Tikehau Capital announced its intention to sponsor a first SPAC (Special Purpose Acquisition Company) which will focus on the European financial services sector.

Since its inception in 2004, Tikehau Capital has build a strong track-record of backing high-quality companies through equity or debt financing. Investment vehicles like SPACs are a natural extension of Tikehau Capital's investment expertise, and the Group aims to leverage its global network, origination capacity and strong equity base to sponsor value-creating projects, starting with a first SPAC that will focus on European financial services related businesses, with a primary focus on scalable platforms offering strong profit growth potential.

This initiative will leveraged the recognized industry expertise, deal sourcing and execution capabilities of its four founding sponsors. Jean-Pierre Mustier and Diego De Giorgi, two of Europe's most experienced bankers, will be the operating partners of the company. Financière Agache and Tikehau Capital, as strategic and financial sponsors, will bring meaningful resources and support to the company.

Targets will be aligned to four financial services areas undergoing an accelerated transformation: traditional and alternative asset management platforms, innovative financial technology firms, insurance and insurance-related services and diversified financial services companies with strong customer propositions in attractive segments.

Financière Agache and Tikehau Capital's founders and investment teams have already collaborated on several deals across various sectors. An affiliate of Financière Agache has been a shareholder of Tikehau Capital for the last 15 years. Jean-Pierre Mustier was a partner of Tikehau Capital from January 2015 to July 2016 and has worked closely with Diego De Giorgi on mergers and acquisitions and capital markets transactions for over a decade.

The four sponsors plan to invest collectively a minimum of 10 per cent of the initial amount raised and to commit to enter into a substantial forward purchase agreement.

Investment Grade rating (BBB-, stable outlook) confirmed by the financial rating agency Fitch Ratings

On 22 January 2021, Tikehau Capital had its financial rating confirmed by the financial rating agency Fitch Ratings. Supported by a stable outlook, this *Investment Grade* rating (BBB-) confirms the strength of Tikehau Capital's financial profile. In its statement, Fitch Ratings highlighted that Tikehau Capital's liquidity remains solid. Indeed, Tikehau Capital maintains a significant level of cash on the balance sheet allowing it to flexibly finance the future growth of its asset management activities.

Capital increase of 18 February 2021

On 18 February 2021, Tikehau Capital carried out a capital increase for an amount of around €1.4 million by capitalisation of the issue premium and by issuance of 116,460 shares. The aim of this capital increase was to deliver free shares granted under the first tranches of the 2019 FSA Plan, the 2019 Performance Share Plan and the 2019 AIFM/UCITS Plan.

Buy and sell transaction on the portfolio derivative instruments

During the month of February and March 2021, Tikehau Capital proceeded with the disposal of all contracts related to purchase/sale operations on derivative instruments positions taken as part of its risk management policy. Those contracts were open on 31 December 2020.

Such operation reflects a realised loss of -€88.9 million, which represents an additional loss of -€71.5 million compared to the unrealised loss of -€17.4 million already booked in the financial statements at 31 December 2020.

On the date on which the Manager approves the accounts, the Group do not have opened contracts compared to 34,000 opened contracts as at 31 December 2020.

6.2 REPORT OF THE STATUTORY AUDITORS ON THE CONSOLIDATED FINANCIAL STATEMENTS

MAZARS
61, rue Henri-Regnault, 92400 Courbevoie
Limited Company with Executive and Supervisory Boards
and share capital of €8,320,000 - Trade and Companies
Register No. 784 824 153 Nanterre
Statutory Auditor Member of the regional company of Versailles

ERNST & YOUNG et Autres
Tour First TSA 14444 92037 Paris-La Défense CEDEX
Simplified Joint-Stock Company
with variable share capital - 438 476 913
Trade and Companies Register Nanterre
Statutory Auditor Member of the regional company of Versailles

For the year ended 31 December 2020

To the Annual General Meeting of Tikehau Capital

Opinion

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying consolidated financial statements of Tikehau Capital for the year ended 31 December 2020.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2020 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

Independence

We conducted our audit engagement in compliance with independence rules required by the French Commercial Code (*Code de Commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors, for the period from 1 January 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of Assessments - Key Audit Matters

The global crisis related to the Covid-19 pandemic creates special conditions for the preparation and audit of this year's financial statements. Indeed, this crisis and the exceptional measures taken in the context of the state of health emergency are having multiple consequences for businesses, particularly on their activity and financing, as well as increasing uncertainty about their future outlook. Some of these measures, such as travel restrictions and teleworking, have also had an impact on the internal organisation of companies and on the way audits are carried out.

It is in this complex and evolving context that in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de Commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

The assessments thus made are part of the audit of the consolidated financial statements taken as a whole, as approved above, and the formation of our opinion expressed above. We do not express an opinion on these consolidated financial statements taken in isolation.

Valuation of Goodwill

Risk identified	Our response
The goodwill recorded on balance sheet as at December 31, 2020 amounted to M€ 422.5. As stated in Notes 4 "Main accounting methods" and 7 "Intangible and tangible fixed assets" of the consolidated financial statements, the goodwill is subject to impairment tests whenever there is an objective indication of a loss in value, and at least once a year. These tests are based on a comparison between the book value of each cash generating unit (CGU) and the general value-in-use (*i.e.* the higher value between the value less costs to sell and the value-in-use). When the recoverable amount is lower than the carrying amount, the goodwill associated with the CGU or group of CGUs is written down accordingly. This impairment is irreversible. The two CGUs identified by Tikehau Capital correspond to asset management activities, on the one hand, and investment activities on the other. At December 31, 2020, goodwill was allocated in full to the "Asset management activities" CGU. The calculation of the value-in-use is based on discounting the future cash flows generated by the CGU, resulting from the medium-term plans prepared for the purpose of managing the Group. *In view of the significant amount of the goodwill, and of the level of judgement applied by management in order to determine the various assumptions used in the impairment tests, we considered this issue to be a key audit matter.*	We analysed the methodology used by Tikehau Capital Group to identify any indication of impairment. We controlled the calculations performed, and assessed the assumptions used by management to determine the cost of equity and the terminal growth rates included in the discounted cash flow calculation models, comparing them with external sources where applicable. We analysed the financial forecasts prepared by Tikehau Capital Group's management, and used in the impairment tests, in order to: • compare them with the medium-term business plans prepared by management and presented at the Supervisory Board's meeting in December 2020; • assess the main underlying assumptions, in terms of a comparison between the financial forecasts prepared and the actual achievements. We also assessed sensitivity to certain assumptions and analysed the disclosures in the notes to the consolidated financial statements regarding the results of these impairment tests and the level of sensitivity to the various assumptions.

Recognition and recoverable nature of the deferred tax assets relating to tax-loss carry forwards

Risk identified	Our response
The deferred taxes recognised as tax-loss carry-forwards on the balance sheet amounted to €76.0 million as at 31 December 2020. As stated in Notes 4 "Main accounting methods" and 15 "Tax" of the consolidated financial statements, a tax asset is recorded in the event of tax-loss carry-forwards in the likely event that the concerned entity will generate future taxable profits from which these tax losses can be deducted. The recoverable nature of the activated tax losses specifically depends on Tikehau Capital Group's ability to achieve the targets defined in the medium-term tax plan prepared by management. We considered that the recognition and the recoverable nature of the deferred tax assets was a key audit matter in view of the uncertainty inherent to the recognition and the recoverable nature of deferred tax assets, and the judgment exercised by management in that regard.	Our audit approach consisted in analysing the methodology used by management to assess the future taxable profits against which existing tax loss carry-forwards will be set off. We also assessed the likelihood that Tikehau Capital will be able to use the tax loss carry-forwards generated to date in the future, in particular with regard to the ability of the Tikehau Capital Group to generate future taxable profits to absorb past losses. In order to do so, we examined the financial trajectories prepared by the management by: • comparing them to the business plan determined by Management; • assessing the main underlying assumptions; • conducting sensitivity analyses.

Valuation of the non-current investment portfolio classified as level 3

Risk identified	Our response
Tikehau Capital holds non-current equity investments on its balance sheet valued at fair value. For the purposes of this valuation, and in accordance with IFRS 13, the investment portfolio has been broken down in accordance with the method for determining fair value based on three different levels. Level 3 includes non-listed securities on an active market, where a significant portion of the valuation refers to non-observable data. The accounting rules and policies applicable to the investment portfolio, and the methods for determining the fair value of the securities, are set out in Notes 4 "Main accounting methods", 5 "Determining of fair value", and 8 "Non-current investment portfolio" to the consolidated financial statements. The Group's non-current investment portfolio amounted to M€ 2,203.6 as at 31 December 2020 of which €M 1,513.6 are classified as level 3 non-current investment portfolio. We considered that the valuation of the non-current investment portfolio classified as Level 3 to be a key audit matter, as it requires management to exercise its judgement in terms of the choice of methodologies and data used.	We familiarised ourselves with the process and key controls implemented by Tikehau Capital, in order to value and to classify as Level 3 the investments in the non-current portfolio. For a sample of investments, we: • analysed the assumptions, methodologies, and models used by management; • examined the valuations performed by the Group and tested the assumptions and the main parameters used by supporting them with external sources, with the assistance of the valuation specialists included in our audit team; • We specifically assessed, if applicable, any external benchmarks that supported the multiple levels used as part of the valuation of the investments, or compared the value used with transactions performed over the past 12 months. We also analysed the disclosures in the notes to the consolidated financial statements regarding the non-current investment portfolio classified as level 3.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations of the Group's information given in the management report of the Management.

We have no matters to report as to their fair presentation and their consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code (*Code de Commerce*) is included in the Group's management report, it being specified that, in accordance with article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein. This information should be reported on by an independent third party.

Other verifications or information required by law and regulations

Format of the consolidated financial statements to be included in the annual financial report

In accordance with III of Article 222-3 of the AMF General Regulation, the management of your company has informed us of its decision to postpone the application of the single electronic reporting format as defined by the European Delegated Regulation No. 2019/815 of 17 December 2018 to financial years beginning on or after 1 January 2021. Consequently, this report does not include a conclusion on compliance with this format in the presentation of the consolidated financial statements to be included in the annual financial report mentioned in I of Article L. 451-1-2 of the Monetary and Financial Code (*Code Monétaire et Financier*).

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Tikehau Capital by your Annual General Meeting held on 1 June 2017 for MAZARS and on 7 November 2016 for ERNST & YOUNG et Autres.

As at 31 December 2020, MAZARS was in its fourth year and ERNST & YOUNG et Autres in its fifth year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risks management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The consolidated financial statements were approved by the Management.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objective is to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L. 823-10-1 of the French Commercial Code (*Code de Commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditor exercises professional judgement throughout the audit. In addition:

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements.
- Assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the consolidated financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de Commerce*) and in the French Code of Ethics (*Code de Déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Courbevoie and Paris-La Défense, 17 March 2021

The Statutory Auditors

MAZARS	**ERNST & YOUNG et Autres**
Simon Beillevaire Partner	Hassan Baaj Partner

7.

ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020

7.1 ANNUAL FINANCIAL STATEMENTS AS AT 31 DECEMBER 2020

7.1.1. Compared balance sheets

		31 December 2020			31 December 2019
ASSETS *(in thousands of €)*	**Notes**	**Gross**	**Amortisation and Depreciation**	**Net**	**Net**
Intangible assets					
Other intangible assets	1	15,692	(3,297)	12,395	13,314
Tangible assets					
Other tangible assets		184	(76)	107	80
Financial assets					
Investments	2	1,420,517	(28,454)	1,392,063	1,314,491
Receivables relating to investments	2	655,221	(3,560)	651,661	483,156
Other investments	2	1,407,135	(58,834)	1,348,301	1,147,143
Loans	2				
Other financial assets	2	69,363	(3,923)	65,441	17,338
Sub-total assets		**3,568,112**	**(98,144)**	**3,469,968**	**2,975,522**
Receivables					
Trade receivables and related accounts	3	4,001		4,001	8,948
Other receivables	3	16,498		16,498	64,343
Other financial assets	3	115,134		115,134	0
Marketable securities ("VMP")	**4**	**179,247**	**(10,538)**	**168,709**	**100,731**
Term deposits	**4**	**363,299**		**363,299**	**619,804**
Cash and cash equivalents		**226,075**		**226,075**	**554,836**
Prepaid expenses		**765**		**765**	**130**
Currency translation differences – Assets		**12,276**		**12,276**	**998**
Deferred expenses	**5**	**5,601**		**5,601**	**7,992**
Sub-total current assets		**922,895**	**(10,538)**	**912,358**	**1,357,783**
TOTAL ASSETS		**4,491,008**	**(108,681)**	**4,382,326**	**4,333,305**

LIABILITIES *(in thousands of €)*	***Notes***	**31 December 2020**	**31 December 2020 after allocation***	**31 December 2019 after allocation**
Shareholders' equity	6			
Share capital		1,634,317	1,634,317	1,640,081
Issuance, merger and in-kind premiums		1,144,831	850,439	1,158,664
Reserves	6			
Legal reserve		23,146	23,146	23,146
Regulated reserves				
Other reserves				
Retained earnings	6	**48,901**	**0**	**48,129**
Net result for the year	6	**(275,197)**	**0**	**0**
Provisions Regulated provisions	6	**2,369**	**2,369**	**1,345**
Total shareholders' equity		**2,578,367**	**2,510,270**	**2,871,365**
Provisions for risks and liabilities				
Provisions for risks and liabilities	7	29,598	29,598	6,329
Liabilities				
Debts on non-current assets and related accounts		743,430	743,430	351,429
Sundry borrowings and financial debts	8	1,003,441	1,003,441	1,003,817
Overdrafts Bank loans				
Trade payables and related accounts	9	3,968	3,968	9,598
Tax and social security payables	9	2,826	2,826	1,077
Other current liabilities	9	18,516	18,516	2,654
Distributions payable*			68,097	84,190
Sub-total liabilities		**1,772,182**	**1,840,278**	**1,452,765**
Regularisation accounts				
Currency translation differences – Liabilities		2,180	2,180	2,845
TOTAL LIABILITIES		**4,382,326**	**4,382,326**	**4,333,305**

* *On the basis of the grant that will be proposed to the General Meeting of the Shareholders of 19 May 2021, the cash distribution of €0.50 per share from the line item "Issuance, merger and in-kind premiums" and the number of shares at 31 December 2020.*

7.

7.1.2. Compared income statements

		31 December 2020			31 December 2019	
(in thousands of €)	*Notes*	France	Exports	Total	Total	Change
Sold production – Goods						
Sold production – Services	11	10,147	809	10,957	11,098	(141)
Net revenue				10,957	11,098	(141)
Reversal of depreciation, amortisation and provisions and transfers	11			6	4,259	(4,253)
Other income	11			1,919	1,757	162
Total operating revenues (I)				**12,882**	**17,114**	**(4,232)**
Other purchases and external expenses				(91,624)	(76,859)	(14,765)
Taxes, duties and similar payments				(326)	(1,308)	982
Depreciation, amortisation and impairment				(3,794)	(2,974)	(820)
Other expenses				(1,027)	(1,012)	(15)
Total operating expenses (II)				**(96,771)**	**(82,153)**	**(14,618)**
OPERATING RESULT (I-II)				**(83,889)**	**(65,039)**	**(18,850)**
Income from investments				90,815	96,354	(5,539)
Income from other marketable securities and receivables				40,260	38,107	2,152
Other interest receivable and similar income				16,860	1,272	15,588
Provision reversals and expense transfers				96,102	59,906	36,196
Positive currency translation differences				1,453	233	1,220
Net gain/(loss) on disposals of marketable securities				101,571	0	101,571
Total financial income (III)				**347,061**	**195,873**	**151,188**
Impairment of financial assets				(167,239)	(33,190)	(134,049)
Interest payable and similar expenses	12			(321,107)	(23,690)	(297,417)
Negative currency differences				(3,871)	(384)	(3,487)
Net expenses on disposals of marketable securities				(79,049)	(1,540)	(77,509)
Total financial expenses (IV)				**(571,266)**	**(58,804)**	**(512,462)**
FINANCIAL RESULT (III-IV)				**(224,205)**	**137,070**	**(361,275)**
RECURRING PROFIT (LOSS) BEFORE TAX (I-II+III-IV)				**(308,094)**	**72,030**	**(380,125)**
Non-recurring income on revenue transactions				2,336	1,812	524
Non-recurring income on capital transactions				242,954	767,795	(524,841)
Provision reversals and expense transfers				11,242	35,751	(24,509)
Total non-recurring income (V)				**256,532**	**805,357**	**(548,825)**
Non-recurring expenses on revenue transactions				(2,820)	(11,161)	8,341
Non-recurring expenses on capital transactions				(236,216)	(752,979)	516,763
Depreciation, amortisation and impairment				(1,047)	(932)	(115)
Total non-recurring expenses (VI)				**(240,083)**	**(765,072)**	**524,989**
NET NON-RECURRING INCOME (V-VI)	13			**16,449**	**40,286**	**(23,837)**
Employee profit-sharing (VII)				0	0	0
Corporate income tax (VIII)	10			16,448	14,512	1,937
Total Income (I+III+V)				**616,475**	**1,018,344**	**(401,870)**
Total Expenses (II+IV+VI+VII+VIII)				**(891,671)**	**(891,516)**	**(155)**
NET RESULT				**(275,197)**	**126,828**	**(402,025)**

7.1.3. Cash flow statement

(in thousands of €)	31 December 2020	31 December 2019
Non-current investment portfolio	**54,429**	**57,535**
Acquisition of items of the non-current portfolio	(428,025)	(627,275)
Disposal of items of the non-current portfolio	348,797	564,618
Cashed in revenues	133,657	120,192
Dividends received	110,735	113,751
Interest and other revenues	22,922	6,441
Current investment portfolio	**(39,172)**	**(3,492)**
Acquisition of items of the current portfolio	(466,247)	(5,782)
Disposal of items of the current portfolio	424,629	2,275
Cashed in revenues, short term	2,446	15
Dividends received	2,098	0
Interests	348	15
Derivatives portfolio revenue (1)	**(384,223)**	**0**
Operating payables and receivables relating to the investment portfolio	**30,844**	**(9,852)**
Income received from Asset managers	**1,118**	**2,472**
Net income on cash equivalents	**771**	**708**
Operating expenses	**(152,588)**	**(78,385)**
Tax paid	**17,143**	**6,827**
NET CASH FLOWS FROM OPERATING ACTIVITIES	**(471,678)**	**(24,187)**
Capital increase	**0**	**707,676**
Dividends paid to shareholders	**(83,421)**	**(25,858)**
Borrowings	**(30,165)**	**178,818**
Other financial flows	**0**	**3,941**
NET CASH FLOWS FROM FINANCING ACTIVITIES	**(113,586)**	**864,577**
Theoretical change in cash-flow	**(585,264)**	**840,390**
Cash-flow at the beginning of the year (including term deposits)	1,174,640	334,249
Cash and cash equivalents at the end of the year (including term deposits)	589,374	1,174,640
Change in cash-flow	**(585,265)**	**840,391**

(1) During the 2020 financial year, cash flows relating to the derivatives portfolio included realised capital losses of -€268.9 million, the initial margin deposit and margin calls on derivatives amounting to -€115.1 million.

In the cash flow statement, so-called buy/sell transactions on assets are treated as net.

7.

7.1.4. General context and procedures for preparing the financial statements

(a) General context

Tikehau Capital is a French *société en commandite par actions* (partnership limited by shares), with a share capital of €1,634,316,528 at year end.

Its corporate purpose includes all forms of investment, with no specific restrictions or constraints in terms of the target asset classes, or their sector or geographic allocation. Accordingly, under the terms of its Articles of Association, Tikehau Capital's corporate purpose, in France and abroad is:

- "the direct or indirect acquisition of stakes, the arrangement and structuring of investment transactions in all sectors and involving all asset classes, the Real Estate sector, and small and mid-cap companies;
- the management, administration and disposal or liquidation of these stakes, under the best possible conditions;
- all of the above, directly or indirectly, for its own account or on behalf of a third party, alone or with a third party, through the creation of new companies, contribution, partnership, subscription, purchase of securities or rights, merger, alliance, special partnership (*société en participation*), leasing or leasing out or the management of assets or other rights in France and abroad;
- and, generally, any financial, commercial, industrial, security or property transactions that may relate directly or indirectly to the above corporate purpose, or to any similar or related purposes, so as to promote its expansion and development".

(b) Procedures for preparing the financial statements

The annual financial statements as at 31 December 2020 relate to the period from 1 January to 31 December 2020, a 12-month period identical to that used in the previous year.

The financial statements are expressed in thousands of euros, unless otherwise specified. Some totals may include differences due to rounding off.

They include:

- the balance sheet;
- the income statement;
- the cash flow statement; and
- the accompanying notes.

The annual financial statements for financial year 2020 have been drawn up in application of Articles L.123-12 to L.123-28 and R.123-172 to R.123-208 of the French Commercial Code and in accordance with the provisions of the accounting regulations revising the General Accounting Charter (*plan comptable général* – PCG) drawn up by the *Autorité des normes comptables* (ANC 2014-03), as amended by the ANC regulation No. 2020-05 of 24 July 2020.

General accounting conventions were applied in conformity with the principles of prudence in accordance with the following basic assumptions:

- going concern;
- consistency of accounting methods between financial years;
- accruals basis of accounting;

and in accordance with general guidelines for the preparation and presentation of annual financial statements.

The annual financial statements as at 31 December 2020 were drawn up by the Manager on 16 March 2021 and submitted to the Supervisory Board on 17 March 2021.

(c) Significant events in 20204

Investment Grade (BBB-, stable outlook) rating confirmed by the Fitch Ratings financial rating agency

On 27 January 2020, Tikehau Capital had its financial rating confirmed by the financial rating agency Fitch Ratings. Supported by a stable outlook, this Investment Grade rating (BBB-) confirms the strength of Tikehau Capital's financial profile. In its statement, Fitch Ratings highlighted the strength of Tikehau Capital's balance sheet and expressed its confidence in the Group's ability to keep financial ratios at levels consistent with an Investment Grade profile as Tikehau Capital pursues its strategy.

Increase in Tikehau Capital's investment in IREIT Global

On 6 April 2020, Tikehau Capital, together with City Developments Limited (CDL), a leading Singapore-listed real estate company, announced the increase of their respective stakes in IREIT Global, a Singapore-listed real estate investment trust focused on the European real estate market, in which Tikehau Capital purchased a stake in November 2016.

The purchase, alongside an affiliate of AT Capital, *a* Singapore-based family office, of a 26.04% stake in IREIT Global, enables Tikehau Capital and CDL to increase their stake in IREIT Global respectively from 16.64% to 29.43% and from 12.52% to 20.87% upon completion of the transaction. Together, Tikehau Capital and CDL now own more than half of IREIT Global's capital. For Tikehau Capital, this acquisition represents a cash investment of circa €26 million.

The transaction reflects both Tikehau Capital and CDL's common long-term objectives of growing IREIT Global as well diversifying its portfolio. The reinforcement of this partnership with CDL is a positive step in the development of IREIT Global's activities will allow the tapping of each other's complementary strengths to fuel IREIT's growth. It will provide the company with a strong support for its development while leveraging the know-how and local knowledge of a major player in the Asian real estate sector in addition to the European outreach and expertise of Tikehau Capital.

Derivatives portfolio set up by the Group as part of its risk management policy

As part of its risk management policy, the Group has built up a derivatives portfolio while the global economy was facing a major systemic risk. At 31 December 2020, these instruments are intended to lessen the impact of any market correction that may affect the Group's investment portfolio, especially its investments in listed entities, given the high level of uncertainty regarding the future of the current health crisis and the effect it may have on the markets over the coming quarters.

Acquisition with takeover of Star America Infrastructure Partners

On 29 July 2020, the Group finalised the acquisition of 100% of the share capital of Star America Infrastructure Partners, an independent US management company which develops and manages medium-sized infrastructure projects in North America, which has approximately US$600 million of assets under management (approximately €535 million on the basis of an exchange rate of $1/€0.89 as at 30 June 2020). This acquisition enables Tikehau Capital to diversify its assets under management towards a new and promising asset class and boost its strategy to expand in North America. The acquisition price has been paid partly in cash and partly in shares. The terms of the transaction also include the payment of a potential earn-out in 2021.

Commitment of Tikehau Capital in the new Ace Aero Partners fund

Ace Capital Partners, a Private Equity investor specialising in strategic industries and technologies, has been selected to manage the fund that supports and strengthens the aeronautics industry, Ace Aéro Partenaires. After an initial closing with total commitments of €630 million, the fund aims to reach a size of €1 billion. This vehicle reflects the will of the aeronautics industry's major players, with the support of the French State, to support the transformation and consolidation of the supply chain. Airbus, Safran, Dassault, and Thalès have jointly committed a total of €200 million to this fund. The French State made an investment of €200 million, of which €50 million from Bpifrance. Tikehau Capital invests €230 million from its own funds in Ace Aero Partenaires, in line with its strategy to invest significantly in the funds managed by the Group in order to maximize the alignment of interests with its investors. As at 31 December 2020, the fund had total commitments of €222 million.

Tikehau Capital's capital increases

On 31 March 2020, Tikehau Capital carried out a capital increase for an amount of around €1.4 million by capitalisation of the issue premium and by issuance of 120,722 shares. The aim of this capital increase was to deliver free shares granted under the 2018 FSA Plan and the 2018 Performance Share Plan.

On 4 July 2020, Tikehau Capital carried out a capital increase for an amount of approximately €0.1 million by capitalisation of the share premium and by the issuance of 8,840 shares. The aim of this capital increase was to deliver free shares granted as part of the first tranche of the 2018 Credit.fr Plan.

On 1 December 2020, Tikehau Capital carried out a capital increase for an amount of approximately €3.7 million by capitalisation of the share premium and by the issuance of 311,894 shares. The aim of this capital increase was to deliver free shares granted as part of the second tranche of the 2017 One-Off Plan.

On 21 December 2020, Tikehau Capital carried out a capital increase for an amount of around €0.2 million by capitalisation of the share premium and by the issuance of 12,900 shares. The aim of this capital increase was to deliver free shares granted under the 2018 Sofidy Plan.

Capital reduction of 22 December 2020

On 22 December 2020, Tikehau Capital carried out a capital reduction through the cancellation of own shares, charging to the "share premium" account an amount of approximately -€11.2 million, which corresponds to the difference between the par value of each of the cancelled shares of €12 and the purchase price of those shares. This capital reduction then resulted in the cancellation of 934,720 own shares, including 121,824 shares originally earmarked to cover free share plans previously reallocated for the purposes of cancellation. As at 22 December 2020, the share capital of the Company amounted to €1,634,316,528 and is divided into 136,193,044 shares.

Following this capital increase and reduction, as at 31 December 2020, the Company's share ownership was as follows:

	Number of shares	% of capital and voting rights
Tikehau Capital Advisors	50,427,094	37.0%
MACSF Épargne Retraite	12,246,257	9.0%
Fakarava Capital	9,256,605	6.8%
Crédit Mutuel Arkéa	5,176,988	3.8%
Neuflize Vie	2,274,836	1.7%
Makemo Capital	571,909	0.4%
TEF 2018	125,000	0.1%
Majority shareholders acting in concert (A)	**80,078,689**	**58.8%**
Fonds Stratégique de Participations	12,113,782	8.9%
Esta Investments (Temasek group)	5,551,949	4.1%
MACIF	3,348,280	2.5%
FFP Invest (FFP group)	3,107,147	2.3%
CARAC	4,418,477	3.2%
Suravenir	2,769,589	2.0%
Others	24,805,131	18.2%
Other shareholders (B)	**56,114,355**	**41.2%**
TOTAL SHARE OWNERSHIP (A + B)	**136,193,044**	**100.0%**

(d) Subsequent events as at 31 December 2020

Tikehau Capital has partnered with Financière Agache, Jean-Pierre Mustier and Diego De Giorgi to sponsor a SPAC (Special Purpose Acquisition Company) dedicated to the European financial services sector

On 15 February 2021, Tikehau Capital announced its plan to sponsor its first SPAC (Special Purpose Acquisition Company) which will focus on the European financial services sector.

Since its creation in 2004, Tikehau Capital has established a solid track record in supporting top-tier companies through equity or debt financing. Investment vehicles such as SPACs are a natural extension of Tikehau Capital's investment expertise. The Group aims to leverage its global network, origination capacity and strong balance sheet to sponsor projects that create value, starting with its first SPAC focused on the European financial services sector, whose main objective will be to identify platforms with strong growth potential.

This initiative will draw on the recognised expertise of its four founding partners in the origination and performance of financial transactions. Jean-Pierre Mustier and Diego De Giorgi, two of Europe's most experienced bankers, will be the operational partners for this project. Financière Agache and Tikehau Capital, as strategic and financial sponsors, will provide significant support and funding for the company.

This investment vehicle will prioritise opportunities in four areas of the financial industry that are undergoing major transformations: traditional and alternative asset management platforms, innovative fintechs, players in the insurance and insurance-related services market, and diversified financial services companies with strong commercial proposals in attractive business segments.

The founders and investment teams of Financière Agache and Tikehau Capital have already collaborated on several projects in various sectors. A subsidiary of Financière Agache has been a shareholder of Tikehau Capital for 15 years. Jean-Pierre Mustier was a partner at Tikehau Capital from January 2015 to July 2016 and worked closely with Diego De Giorgi on mergers and acquisitions and capital markets transactions for over ten years.

The four sponsors plan to collectively invest at least 10% of the amount initially raised and commit a significant amount under a forward purchase agreement.

Investment Grade (BBB-, stable outlook) rating confirmed by the Fitch Ratings financial rating agency

On 22 January 2021, Tikehau Capital had its financial rating confirmed by the financial rating agency Fitch Ratings. Supported by a stable outlook, this Investment Grade rating (BBB-) confirms the strength of Tikehau Capital's financial profile. In its press release, Fitch stressed that Tikehau Capital's liquidity remains solid. Tikehau Capital maintains a significant level of cash on the balance sheet, which allows it to flexibly finance the future growth of its asset management activities.

Buy and sell transaction on the derivatives portfolio

In February and March 2021, Tikehau Capital unwound the buy and sell transaction on derivatives positions taken under its risk management policy that were open on 31 December 2020.

These transactions saw a realised loss of -€88.9 million, which represents -€71.5 million decrease compared to the unrealised loss of -€17.4 million already recognised in the financial statements at 31 December 2020.

At the date that the Manager approved the financial statements, there were no contracts left out of the 34,000 open at 31 December 2020.

Capital increase of 18 February 2021

On 18 February 2021, Tikehau Capital carried out a capital increase for an amount of around €1.4 million through capitalisation of the issue premium and the issuance of 116,460 shares. The aim of this capital increase was to deliver free shares granted under the first tranches of the 2019 FSA Plan, the 2019 Performance Share Plan and the 2019 AIFM/UCITS Plan.

As at 18 February 2021, the share capital of the Company amounted to €1,635,714,048 divided into 136,309,504 shares.

7.1.5. Accounting methods and principles

Since 1 January 2018, Tikehau Capital has been applying ANC regulation 2018-01 on changes in accounting methods. This regulation authorises the Company to introduce changes in its accounting method in the aim of providing better financial information.

With the exception of the application of the ANC regulation 2018-01, the accounting methods and principles are identical to those used for the closing of the previous financial year.

Tangible and intangible assets

Tangible and intangible assets are recognised at their acquisition cost and are depreciated over their useful lives.

The main durations are as follows:

- usufruct: between 5 and 15 years, depending on the duration of entitlement;
- software: 1 to 3 years;
- office equipment and furniture: 3 to 5 years.

Intangible assets are also made up of the Tikehau Capital brand which is recognised at its acquisition price.

This valuation was assessed on the basis of the royalty method, corresponding to the discounted amount of future royalties that the brand would be able to generate after deduction of all necessary expenses for its maintenance. The future royalties are determined on the basis of future revenues generated by the Company operating the brand, to which is applied a royalty fee in effect on similar brands and/or in similar contexts.

The brand is subject to an impairment test once a year or more frequently if there is evidence of impairment. This impairment test will be assessed by the application of the same royalty method.

Financial assets

Financial assets consist of equity interests and receivables, other fixed securities (portfolio securities, bonds, etc.) and other financial assets (mainly loans and security deposits).

The classification of securities as financial assets is assessed with regard to the investment horizon, the percentage held in the capital of the Company concerned and the influence which may result from the investment made by the Company.

The gross values of financial assets are recognised at their acquisition cost – which includes, where applicable, related merger losses.

(a) Investments

Equity interests in listed or non-listed companies are subject to impairment when their value-in-use falls below their gross book value. These impairment tests are carried out at each balance sheet date.

Value-in-use is determined after a review of the economic and financial performance of each company, taking into consideration in particular one or more of the following valuation methods (applicable or available as the case may be):

- the value of the shareholders' equity of the assessed company;
- the market or transaction value: transactions completed over the past 12 months or the last months of activity if the Company has not completed a full 12-month financial year since the acquisition of the equity Interest, unless the Company is aware of a more appropriate valuation;
- the discounted cash flow method (DCF): this method determines the present value of cash flows a company will generate in the future. Cash-flow projections prepared in connection with the management of the Company in question include a critical analysis of the business plan of these companies. The discount rate used is the weighted average cost of capital, which represents the cost of debt of the company and the notional cost of estimated equity, weighted by the proportion of each of these two components in the financing of the Company. This rate is set next to that used by analysts for listed companies in the same sector;
- the stock market comparables method: valuation multiples of the Company under assessment are compared with those of a sample of companies in the same or similar industry. The average of the sample then establishes a valuation benchmark applicable to the assessed Company;
- the industry transaction method: valuation multiples of the company under assessment are compared with those of a sample of companies sold in the same industry or similar. The average of the sample then establishes a valuation benchmark applicable to the assessed Company;
- the valuation method used according to the terms of the applicable shareholders' agreements;
- the latest net asset value or latest known independent expert valuation as applicable;
- the average price over the last 20 trading days;
- the valuation as per a recognised public indicator such as the net asset value (when it exists and is applicable).

This multi-criteria analysis takes into account, in particular, Tikehau Capital's intrinsic knowledge of its equity stakes.

An impairment provision is raised when the value-in-use determined, the value considered the most relevant, is lower than the net book value of securities at Tikehau Capital. An impairment provision raised corresponds to the difference between the two values.

(b) Other investments

The value-in-use of the other investments is determined using the latest valuation components available (latest liquidation value).

An impairment provision is raised when the value-in-use determined, the value considered the most relevant, is lower than the net book value of securities at Tikehau Capital. An impairment provision raised corresponds to the difference between the two values.

Acquisition costs for investments

The Company has opted to capitalise acquisition costs for investments (transfer costs, fees or commissions and legal fees). These fees are amortised over a five-year period, from the date of acquisition of the investments, and the deferral is included under special depreciation allowances.

Operating receivables and payables

Receivables and payables are measured at their par value. An impairment loss is recognised when the inventory value is lower than the carrying amount.

Marketable securities

Marketable securities are recognised at their acquisition cost and are subject to impairment if this cost is lower than the inventory value (stock market price, net asset value, etc.).

Cash equivalents and other current financial investments are recognised according to the "First In, First Out" method.

Provisions

A provision is recognised when the Company has an obligation with regard to a third party and it is probable or certain that this obligation will give rise to a disbursement of resources to this third party, without being matched by at least an equivalent payment from this third party.

Financial debt

Financial debts are recognised at their historical cost.

Loan issuance costs are recognised in assets under deferred expenses and are spread over the duration of the loans implemented.

Currency transactions

During the year, currency transactions are recorded at their equivalent value in euros on the date of the operation.

Payables, receivables and cash in currencies from outside the euro zone are recognised on the balance sheet at their equivalent value at the year-end rate.

The difference resulting from the recalculation of payables and receivables in currencies from outside the euro zone at the latest price is recognised under currency translation differences at this same rate.

Unrealised losses resulting from this conversion are subject to a provision for liabilities in their totality.

Derivative financial instruments listed on organised markets and similar

Tikehau Capital may trade financial derivatives as part of its strategy of managing interest-rate risks on bank borrowings and issues of debt instruments or market risks.

Changes in the value of derivatives are recognised on the income statement in financial income and expenses.

Financial derivatives used for hedging purposes

Non-current financial derivatives are made up exclusively of interest-rate swaps implemented within the management of the interest-rate risk on bank debt.

The notional amount of these instruments is shown as an off-balance sheet commitment (see note 14. Off balance sheet commitments).

The accounting principles applicable to forward financial instruments and hedging transactions have been modified by the ANC regulation 2015-05 of 2 July 2015 and by its presentation note. In accordance with the text, the Company has had to make provisions for certain swap contracts that have sustained losses related to asymmetries between hedged items and said contracts, both in terms of maturity and interest rates.

Non-recurring expenses and income

They represent:

- the net results from the disposal of securities held in the portfolio;
- the income and expenses which occur on an exceptional basis and which relate to operations that do not fall under Tikehau Capital's day-to-day activities.

Corporation tax (tax charge)

Generally speaking, only outstanding tax liabilities are recorded in the individual accounts.

The tax charge recognised on the income statement corresponds to the corporation tax due in respect of the financial year. It includes the consequences of the 3.3% payroll tax contributions.

A tax consolidation agreement was implemented as at 1 January 2017 between Tikehau Capital, parent company of the Group, and Tikehau Investment Management. Ace Capital Partners, Sofidy, and TK Solutions joined the Group on 1 January 2019. Since 1 January 2020, the Group's scope also includes Credit.fr, Homunity and Homming.

Under this agreement, Tikehau Capital is solely liable for the tax due on the overall result and records the total debt or tax receivable by the tax consolidation group. Article 1 of the agreement thus stipulates that "the subsidiary shall pay the parent company, as a contribution to the payment of the corporation tax of the Integrated Group and, irrespective of the actual amount of such tax an amount equal to the tax which would have affected its net income and/or long-term capital gain for the year if it were taxable separately, therefore deducting all of the allocation rights which the subsidiary would have been entitled to in the absence of integration."

"At the end of a loss-making year, the Subsidiary will not hold any claim against the parent company, not even in the event that the latter has set up a claim on the Treasury by opting for a total-loss carry-back."

Use of estimates and judgements

The preparation of the financial statements requires that assumptions and estimates that affect the reported amounts of assets and liabilities on the balance sheet and the reported amounts of revenues and expenses for the year be taken into consideration. Management review their estimates and assessments on an ongoing basis, based on their previous experience, as well as on various other factors that they consider reasonable, which form the basis for their assessment of the book value of the assets and liabilities. By their very nature, evaluations based on these estimates include risks and uncertainties relating to the future, in that the definitive future results of the operations concerned could prove different from these estimates and thereby have a significant impact on the financial statements.

The main estimates made by Management in preparing the financial statements concern the estimated value-in-use for each portfolio investment.

7.1.6. Notes to the annual financial statements

Note 1 Intangible assets

(in thousands of €)	As at 31 December 2019	Acquisition Amortisation	Disposal Reversal	As at 31 December 2020
Gross value of intangible assets	**15,166**	**877**	**(351)**	**15,692**
Brand	10,710			10,710
Software	4,078	713		4,790
Usufructs SCPI	38			38
Intangible assets in progress	341	164	(351)	154
Amortisation, impairment of Intangible assets	**(1,853)**	**(1,445)**	**0**	**(3,297)**
Brand	0			0
Software	(1,815)	(1,445)		(3,260)
Usufructs SCPI	(38)			(38)
Intangible assets in progress	0			0
NET VALUE OF INTANGIBLE ASSETS	**13,314**	**(568)**	**(351)**	**12,395**
Brand	10,710	0	0	10,710
Software	2,262	(732)	0	1,531
Usufructs SCPI	0	0	0	0
Intangible assets in progress	341	164	(351)	154

Two major IT projects were delivered during the 2020 financial year: the Group's accounting consolidation tool, for €0.3 million, and two projects for (i) the management of closed-end funds and (ii) the commercial interface between prospects and managers at Tikehau Capital, for €0.4 million.

Intangible assets under development at 31 December 2020 relate to (i) the implementation of a client framework to be integrated into the CRM, (ii) a transformation programme to automate/modernise operational processes and the production of reports, and (iii) a programme to modernise and optimise the liquid fund management IT package.

Given the absence of an indication of an impairment, no impairment was recorded as at 31 December 2020.

Note 2 Financial assets

(a) Investments

Investments are composed of listed or unlisted securities. They break down as follows:

(in thousands of €)	As at 31 December 2019	Acquisition Amortisation	Disposal Reversal	As at 31 December 2020
Gross value of equity interests	**1,339,399**	**140,636**	**(59,520)**	**1,420,517**
Listed securities	484,998	102,489	(375)	587,112
Non-listed securities	854,401	38,147	(59,145)	833,405
Provision for impairment of equity interests	**(24,908)**	**(23,980)**	**20,434**	**(28,454)**
Listed securities	0	0	0	0
Non-listed securities	(24,908)	(23,980)	20,434	(28,454)
Net value of equity interests	**1,314,491**	**116,656**	**(39,086)**	**1,392,063**
Listed securities	484,998	102,489	(375)	587,112
Non-listed securities	829,492	14,167	(38,711)	804,951

(b) Changes over the financial year

(in thousands of €)	As at 31 December 2019	Acquisition Amortisation	Disposal Reversal	As at 31 December 2020
Gross value of financial assets	**3,020,583**	**993,233**	**(461,582)**	**3,552,236**
Investments	1,339,399	140,636	(59,520)	1,420,517
Receivables relating to investments	484,267	233,869	(62,915)	655,221
Other investments	1,176,564	534,424	(303,853)	1,407,135
Loans and other financial assets	20,353	84,305	(35,294)	69,363
Provision for impairment of financial assets	**(58,454)**	**(124,595)**	**88279**	**(94,770)**
Investments	(24,908)	(23,980)	20,434	(28,454)
Receivables relating to investments	(1,111)	(3,560)	1,111	(3,560)
Other investments	(29,421)	(95,645)	66,231	(58,834)
Loans and other financial assets	(3,015)	(1,411)	503	(3,923)
Net value of financial assets	**2,962,128**	**868,638**	**(373,303)**	**3,457,466**
Investments	1,314,491	116,656	(39,086)	1,392,063
Receivables relating to investments	483,156	230,309	(61,805)	651,661
Other investments	1,147,143	438,779	(237,621)	1,348,301
Loans and other financial assets	17,338	82,894	(34,791)	65,441

The main changes over the period concern:

- new investments in excess of €10 million made during the financial year in:
  - the Ace Aéro Partenaires fund, for €232 million,
  - the Star America Infrastructure Partners fund for US$45.9 million,
  - the Tikehau Direct Lending V fund, for €72.3 million,
  - the Tikehau Real Estate Opportunity fund, for €25 million,
  - the Tikehau IMpact Lending fund, for €20 million,
  - the Tikehau CLO VI securitisation fund, for €17.5 million,
  - the Tikehau Strategic Focus High Yield Fund, for US$15 million,
  - the UCITS S. YTIC fund, for €11 million;
- the strengthening of existing investments in:
  - IREIT Global, for €52.4 million,
  - Eurazéo, for €50.1 million,
  - the T2 Energy Transition Fund, for €35 million,
  - the Sofidy Sélection 1 fund, for €20 million,
  - the Tikehau Subordonnées Financières I fund, for €19.5 million,
  - the Tikehau Equity Selection fund (formerly Tikehau Global Value), for €14.6 million.

The main disposals during the year related to:

- the gradual sale of shares in the German group DWS, generating a pre-tax capital gain of €16 million;
- the sale of an investment in a Spanish real estate project to IREIT Global, resulting in a pre-tax capital gain of €1.3 million.

(c) Fixed portfolio investment securities

Tax regime *(in thousands of €)*	Valuation method	31 December 2020 Gross book value	Net book value	Amount paid-up	Estimated value of paid-up amounts
Portfolio securities, common law regime	Cost price	162,909	162,909	13,747	31,363
	Stock market price	63,652	54,508	63,652	60,560
	Last net asset value	443,507	423,820	279,459	261,221
TOTAL PORTFOLIO SECURITIES, COMMON LAW REGIME		**670,068**	**641,237**	**356,858**	**353,144**
Portfolio securities, long-term capital gains regime	Cost price	233,754	233,754	11,853	11,853
	Stock market price	0	0	0	0
	Last net asset value	453,530	426,244	245,211	230,319
TOTAL PORTFOLIO SECURITIES, LONG-TERM CAPITAL GAINS LAW		**687,283**	**659,998**	**257,064**	**242,172**
Bonds	Cost price	49,735	47,066	49,735	44,512
	Stock market price	0	0	0	0
	Last net asset value	49	0	49	0
TOTAL BONDS		**49,784**	**47,066**	**49,784**	**44,512**
TOTAL OF OTHER INVESTMENTS		**1,407,135**	**1,348,301**	**663,705**	**639,829**
Own shares	**Stock market price**	**58,028**	**58,028**	**58,028**	**67,281**

7.

Tax regime *(in thousands of €)*		**31 December 2019**			
	Valuation method	**Gross book value**	**Net book value**	**Amount paid-up**	**Estimated value of paid-up amounts**
Portfolio securities, common law regime	Cost price	179,265	179,265	42,376	56,794
	Stock market price	222,272	210,374	222,272	210,968
	Last net asset value	268,246	257,814	266,554	284,543
TOTAL PORTFOLIO SECURITIES, COMMON LAW REGIME		**669,783**	**647,453**	**531,201**	**552,305**
Portfolio securities, long-term capital gains regime	Cost price	82,022	81,266	7,418	6,067
	Stock market price	0	0	0	0
	Last net asset value	379,855	373,569	240,299	251,510
TOTAL PORTFOLIO SECURITIES, LONG-TERM CAPITAL GAINS LAW		**461,877**	**454,835**	**247,717**	**257,577**
Bonds	Cost price	44,855	44,855	39,561	44,886
	Stock market price	0	0	0	0
	Last net asset value	49	0	49	0
TOTAL BONDS		**44,904**	**44,855**	**39,610**	**44,886**
TOTAL OF OTHER INVESTMENTS		**1,176,564**	**1,147,143**	**818,528**	**854,767**
Own shares	**Stock market price**	**8,907**	**8,587**	**8,907**	**8,587**

Unrealised capital losses are provided for where appropriate.

(d) Own shares

(in thousands of €)	**As at 31 December 2020**	**As at 31 December 2019**
Number of securities	2,617,946	390,333
Gross value	58,028	8,907
Provision	0	320
NET VALUE	**58,028**	**8,587**

(e) Operations carried out with related entities or with which the Company has a participating interest

As at 31 December 2020, these operations regarding equity interests can be summarised as follows:

31 December 2020 *(in thousands of €)*	**Amount concerning related entities**	**Amount concerning companies with which the Company has a participating interest**
Investments	650,184	764,983
Receivables relating to investments	646,394	8,827
TOTAL BALANCE SHEET	**1,296,577**	**773,810**
Income from investments	69,633	14,508
Other financial income	6,557	6,674
Financial expenses	0	0
TOTAL INCOME STATEMENT	**76,190**	**21,182**

31 December 2019 *(in thousands of €)*	**Amount concerning related entities**	**Amount concerning companies with which the Company has a participating interest**
Investments	674,303	385,895
Receivables relating to investments	476,356	7,911
TOTAL BALANCE SHEET	**1,150,660**	**393,806**
Income from investments	67,556	9,702
Other financial income	5,105	4,702
Financial expenses	0	0
TOTAL INCOME STATEMENT	**72,662**	**14,404**

An entity is considered related when Tikehau Capital directly or indirectly holds more than 50% of its share capital. An equity link is assumed when the securities held exceeds 10%.

Note 3 Client receivables and other receivables

Operating receivables are broken down as follows as at 31 December 2020 and 31 December 2019:

(in thousands of €)	**As at 31 December 2020**	**As at 31 December 2019**
Client receivables [(1)]	4,001	8,948
State and other public authorities	8,223	8,799
• Corporate income tax	3,608	2,054
• VAT	4,615	6,745
Sundry accounts receivable	8,275	55,544
TOTAL RECEIVABLES AND OTHER OPERATING RECEIVABLES	**20,498**	**73,291**
OTHER FINANCIAL ASSETS	**115,134**	**0**

(1) Includes, as at 31 December 2020, €3.8 million concerning related entities.

All receivables are due in less than one year and are not subject to impairment.

As at 31 December 2020, other financial assets consist of margin calls related to the financial instruments portfolio set up by the Group as part of its risk management policy, for an amount of €115.1 million.

A provision was created for risks and liabilities for the unrealised loss valued at 31 December 2020 in the amount of €17.4 million.

Note 4 Marketable securities and term deposits

This item is made up of a current investment portfolio, term deposits and money-market mutual funds (SICAV).

	As at 31 December 2020				As at 31 December 2019			
(in thousands of €)	Gross balance sheet value (acquisition value)	Unrealised loss [(1)]	Net value	Unrealised gain	Gross balance sheet value (acquisition value)	Unrealised loss	Net value	Unrealised gain
Portfolio of listed shares	10,186	(10,186)			10,186	(10,186)		
Portfolio of listed bonds	18	(18)			518	(4)	515	43
Mutual funds (SICAV)	169,043	(334)	168,709	21,140	100,525	(311)	100,214	6,900
Accrued interest on listed bonds	0		0		3		3	
TOTAL VMPS	**179,247**	**(10,538)**	**168,709**	**21,140**	**111,232**	**(10,501)**	**100,731**	**6,943**
Term deposits	363,299		363,299		619,804		619,804	
TOTAL	**542,546**	**(10,538)**	**532,007**	**21,140**	**731,036**	**(10,501)**	**720,535**	**6,943**

(1) Provisions are recorded for unrealised losses.

Note 5 Deferred expenses

This item is made up of loan issuance costs which are distributed over the duration of the loans implemented, *i.e.* 5 years for the €700 million bank loan and 6 and 7 years respectively for the two bond issues namely, the first €300 million bond issued in November 2017 and the second €500 million bond issued in October 2019.

Note 6 shareholders' equity

As at 31 December 2020, the share capital, which is fully paid up, is made up of 136,193,044 ordinary shares of a par value of €12 each.

	Number	Par value
Shares comprising the share capital at the beginning of the year	136,673,408	12
Shares issued during the year	454,356	12
Shares cancelled during the year	(934,720)	12
Shares comprising the share capital at the end of the year	136,193,044	12

The changes concerning shareholders' equity over financial years 2019 and 2020 are listed below:

(in thousands of €)	Share capital	Premiums issuance and in-kind premiums	Reserves: Legal reserve	Reserves: Other reserves	Retained earnings	Net result for the year	Provisions Regulated provisions	Total share-holders' equity
Situation as at 31/12/2018	**1,241,731**	**849,339**	**16,805**	**0**	**102,145**	**(64,455)**	**551**	**2,146,115**
Combined General Meeting of 22/05/2019					(90,313)	64,455		(25,858)
Managers' decision of 27/06/2019	390,000	317,676						707,676
Managers' decision of 01/07/2019	3,954	(3,954)						0
Managers' decision of 01/12/2019	4,396	(4,396)						0
Net result for the year						126,828		126,828
Other variances							794	794
Situation as at 31/12/2019	**1,640,081**	**1,158,665**	**16,805**	**0**	**11,832**	**126,828**	**1,345**	**2,955,555**
Managers' decision of 31/03/2020	1,449	(1,449)						0
Combined General Meeting of 19/05/2020			6,341		37,069	(126,828)		(83,418)
Managers' decision of 04/07/2020	106	(106)						0
Managers' decision of 01/12/2020	3,743	(3,743)						0
Managers' decision of 21/12/2020	155	(155)						0
Managers' decision of 22/12/2020	(11,217)	(8,381)						(19,597)
Net result for the year						(275,197)		(275,197)
Other variances							1,024	1,024
Situation as at 31/12/2020	**1,634,317**	**1,144,832**	**23,146**	**0**	**48,901**	**(275,197)**	**2,369**	**2,578,367**

Capital increases:

- 31 March 2020
  In order to deliver the free shares granted to the beneficiaries of the "2018 FSA Plan" and the Performance Shares granted to the beneficiaries of the "2018 Performance Share Plan", at the end of March, Tikehau Capital conducted a capital increase of €1,448,664 by capitalisation of the share premium and the issuance of 120,722 new shares.
- 4 July 2020
  A part of the grant of free shares to the beneficiaries of the first tranche of the "Crédit.fr 2018 plan", the Company conducted a second capital increase for an amount of €106,080 by incorporation of the share premium, resulting in the creation of 8,840 new shares.
- 1 December 2020
  A capital increase was carried out on 1 December 2020 by capitalisation of issue premium for a total amount of €3,742,728 in order to create the number of new ordinary shares to be granted to the beneficiaries of the second tranche of the "One-Off Plan" and resulted in the creation of 311,894 new shares.
- 21 December 2020
  Tikehau Capital carried out a capital increase for an amount of €154,800 by capitalisation of the share premium and the issuance of 12,900 shares. The aim of this capital increase was to deliver free shares granted under the 2018 Sofidy Plan.

Capital reduction:

On 22 December 2020, Tikehau Capital carried out a capital reduction by cancelling own shares, for an amount of (€11,216,640) by capitalisation of the share premium for a amount of €8,380,505.04, which corresponds to the difference between the par value of each of the cancelled shares of €12 and the purchase price of those shares. This capital reduction resulted in the cancellation of 934,720 own shares. The purpose of the capital reduction was to cancel 812,896 own shares earmarked for cancellation and 121,824 own shares originally earmarked to cover free Performance Share Plans and reallocated for cancellation. As at 22 December 2020, the share capital of the Company amounted to €1,634,316,528 and is divided into 136,193,044 shares.

Note 7 Provisions for risks and liabilities

This item comprises provisions for unrealised losses on derivative instruments and provisions for currency risks, mainly on financial assets.

In accordance with the principle of prudence, the company recognised a provision for losses of €17.4 million on derivatives for which the closing price of the underlying index deteriorated compared to the average price.

(in thousands of €)	As at 31 December 2019	Allocations for the year	Reversals for the year	As at 31 December 2020
Provisions for currency losses	(998)	(11,200)		(12,198)
Provisions for impairment	(5,331)	(17,400)	5,331	(17,400)
• swaps	(5,331)		5,331	
• derivatives contracts		(17,400)		(17,400)
TOTAL	**(6,329)**	**(28,600)**	**5,331**	**(29,598)**

Note 8 Sundry borrowings and financial debt

Financial debt is broken down as follows as at 31 December 2020 and 31 December 2019:

	As at 31 December 2020				As at 31 December 2019			
(in thousands of €)	TOTAL	due within one year	due between 1 and 5 years	due in more than 5 years	TOTAL	due within one year	due between 1 and 5 years	due in more than 5 years
Bonds	800,000		300,000	500,000	800,000		300,000	500,000
Bank loans	200,000		200,000		200,000		200,000	
Interest on borrowings	3,441	3,441			3,817	3,817		
TOTAL	**1,003,441**	**3,441**	**500,000**	**500,000**	**1,003,817**	**3,817**	**500,000**	**500,000**

Note 9 Operating liabilities

Operating liabilities are broken down as follows as at 31 December 2020 and 31 December 2019:

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Trade payables [(1)]	3,968	9,598
State and other public authorities	2,826	1,077
• Corporate income tax	0	0
• VAT	2,729	1,018
• Other taxes	97	59
Other current liabilities	18,516	2,654
TOTAL	**25,311**	**13,329**

(1) Includes, as at 31 December 2020, €0.4 million concerning related entities.

All debts are due in less than one year.

Note 10 Corporate income tax and tax loss carry forwards

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Stock tax loss carried forward at local normal rate	**504,714**	**178,059**
• arising prior to tax consolidation	82,862	82,862
• arising during tax consolidation	421,853	95,197
Stock tax loss carried forward at local reduced rate	**31,226**	**10,524**
• arising prior to tax consolidation	4,935	4,935
• arising during tax consolidation	26,290	5,589

The determination of the tax result is as follows:

(in thousands of €)	As at 31 December 2020
Accounting income before tax	**(275,197)**
Add backs	**77,356**
Corporate tax credits	(16,448)
Non-deductible provisions	11,516
Sundry reinstatements	26,498
Taxation of securities	55,790
Deductions	**(128,814)**
Non-deductible provisions no longer applicable	(183)
Other deductible or non-taxable operations	(28,542)
Taxation of securities	(100,089)
TAXABLE INCOME	**(326,654)**

Note 11 Revenue and operating income

Revenue is broken down as follows: (in thousands of €)

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Management fees	500	0
Exit commission, performance fees	89	2,318
Other revenue items	10,368	8,780
NET REVENUE	**10,957**	**11,098**

The other main revenue components are invoicing of expertise, and miscellaneous re-invoicings to the Group's other entities.

Other operating income is broken down as follows:

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Transfer of operating expenses	6	4,259
Other income	1,919	1,757
OTHER OPERATING INCOME	**1,925**	**6,016**

Other income mainly consists of brand royalties re-invoiced to Group companies.

Note 12 Interest expenses

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Expenses related to borrowings from credit institutions	(5,034)	(7,020)
Expenses related to bonds	(20,264)	(11,404)
Expenses related to interest rate derivatives (1)	(18,605)	(5,212)
Expenses on other derivatives (2)	(277,204)	0
Miscellaneous	(0)	(54)
TOTAL	**(321,107)**	**(23,690)**

(1) See note 16 “Market risks”.
(2) Losses on futures and options contracts and related bank charges.

Note 13 Net non-recurring income/(expense)

This item is broken down as follows as at 31 December 2020 and 31 December 2019:

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Capital gains or losses on disposals of securities held in the portfolio	6,738	14,816
Reversal of provisions on securities sold	11,218	35,612
Regulated provisions	(1,024)	(794)
Other non-recurring expenses and income	(483)	(9,348)
NET NON-RECURRING INCOME	**16,449**	**40,286**

The net non-recurring income mainly consists of the following gains on disposals:

- DWS for the sum of €16 million;
- IREIT Global Holdings 5 for €1.3 million.

Note 14 Off balance sheet commitments

(a) Financial instruments portfolio

Off-balance sheet commitments regarding financial derivatives are presented below. These are exclusively composed *of* swaps arranged to manage interest-rate risk on bank debt (see note 16 (a) “Exposure to interest rate risks arising from bank debts”).

These amounts determine the level of notional commitment as well as the market value and are not indicative of an unrealised loss or gain.

	Amount as at 31 December 2020		Amount as at 31 December 2019	
(in thousands of €)	Notional amount hedged	Market value	Notional amount hedged	Market value
Interest-rate swap	200,000	(467)	403,100	(12,896)

(b) Other off-balance sheet commitments

Description (in thousands of €)	As at 31 December 2020	As at 31 December 2019
		Value of the commitments
Commitment of payment to current account	**80**	**118**
• Weinberg Real Estate Part	80	118
Subscription commitment	**29,841**	**29,841**
• Capital increase in TREIC	29,841	29,841
Pledge for first-demand guarantee	**27,937**	**750**
TOTAL COMMITMENTS GIVEN	**57,858**	**30,710**
Syndicated loan not drawn at close	500,000	500,000
TOTAL COMMITMENTS RECEIVED	**500,000**	**500,000**

Note 15 Related parties

(a) Scope of related parties

The related parties of Tikehau Capital are:

- Tikehau Capital General Partner, in its capacity as Manager-General Partner, wholly-owned by Tikehau Capital Advisors;
- Tikehau Capital Advisors and its representatives (the company AF&Co, controlled by Mr Antoine Flamarion, in his capacity as Chairman of Tikehau Capital Advisors, and the company MCH, controlled by Mr Mathieu Chabran in his capacity as Chief Executive Officer of Tikehau Capital Advisors) and its subsidiaries, Tikehau Employee Fund 2018 and Fakarava Capital;
- Tikehau Investment Management (“**Tikehau IM**”), a management company wholly owned by the Company and its subsidiaries;
- Sofidy, an asset management company wholly-owned by the Company, and its subsidiaries;
- Ace Capital Partners, an asset management company wholly-owned by the Company, and its subsidiary ACE Canada & Services;
- Tikehau Capital Europe, wholly-owned by the Company;
- Tikehau Capital UK, wholly-owned by the Company;
- Tikehau Capital Belgium, wholly-owned by the Company;
- Tikehau Capital North America, wholly-owned by the Company;
- Tikehau Capital Americas Holdings, wholly-owned by the Company;
- Credit.fr, 96% owned by the Company, and its subsidiaries Neocredit.ch and Homming.

(b) Nature of relations with related parties

Remuneration of the Manager

The Manager is responsible for the general business conduct of the Company, the convening of General Meetings of the Shareholders and setting their agenda, as well as the preparation of the accounts. Therefore, the Manager is entitled to a remuneration, determined in the Articles of Association, which is equal to (excluding VAT) 2% of the total consolidated shareholders’ equity of the Company, determined on the last day of the preceding financial year. This remuneration shall be paid to him or her annually when the financial statements of the preceding year are approved. The Manager has the opportunity, during the financial year, of receiving a payment on account for the remuneration referred to above. The payment of this advance can only be made on the basis of an accounting period certified by the Statutory Auditors of the Company. This advance is deducted from the total amount of remuneration paid to the Manager on approval of the financial statements for the previous financial year.

Preferred dividend (*préciput*) of the general partner

Tikehau Capital General Partner, as sole general partner of the Company, is entitled, by way of preferred dividend and should there be distributable income for a financial year, to an amount determined in the Articles of Association and equal to 12.5% of the net result of the Company as reflected in the Company’s statutory financial statements at the close of each financial year.

If there is more than one general partner, they shall share this amount between themselves as they see fit. In the event of a financial year whose duration is less than a calendar year, this remuneration shall be calculated on a *pro rata* basis for the time elapsed.

Attendance fees and other remuneration received by members of the Supervisory Board

In line with the conversion of the Company into a *société en commandite par actions* (partnership limited by shares), a Supervisory Board was created. According to the Company’s Articles of Association, members of the Supervisory Board may receive attendance fees and remuneration, the total annual amount of which is voted on by the General Meeting of the Shareholders and whose distribution is decided by the Supervisory Board on the recommendation of the Appointment and Remuneration Committee. The Supervisory Board’s Internal Rules provide that the distribution of attendance fees takes into account in particular the effective participation of each member in the meetings as well as the duties performed on the Board and its Committees, and is the subject of prior discussion by the Appointment and Remuneration Committee. The fixed portion of the attendance fees received by each member of the Supervisory Board is calculated in proportion to the duration of his or her term of office during the financial year and the variable portion of attendance fees is linked to the effective participation of each member in the meetings of the Supervisory Board and/or Committees.

At the Combined General Meeting of the Shareholders of the Company held on 25 May 2018, a total of €400,000 was allocated to the members of the Supervisory Board in respect of attendance fees for each financial year. This budget was increased to €450,000 for each financial year by the Combined General Meeting of the Shareholders held on 19 May 2020.

Attendance fees were paid in 2020 in respect of financial year 2019 in the amount of €299,450. Attendance fees were paid in 2019 in respect of financial year 2018 in the amount of €321,749.

Summary of the remuneration received by the Manager of Tikehau Capital

The amounts invoiced by the related parties over the financial year can be broken down as follows:

Remuneration TCGP

(in thousands of €)	As at 31 December 2020	As at 31 December 2019
Remuneration on consolidated shareholders' equity (Amount excluding tax)	62,912	45,501
Share of non-deductible VAT	7,675	5,551
REMUNERATION CHARGED TO TIKEHAU CAPITAL	**70,587**	**51,053**

The preferred dividend (*préciput*) which the Combined General Meeting of the Shareholders of 19 May 2020 noted amounted to €15,853,521.80 and was paid on 28 May 2020.

No interim dividend was paid the previous year.

Carried interest

In some funds, carried interest may be paid in the event that a performance threshold is exceeded upon the liquidation of the funds, mainly Real Assets, Private Debt and Private Equity funds.

Carried interest since April 2014 breaks down as follows: 20% of carried interest is paid to a company that is a shareholder of Tikehau Capital Advisors comprising senior employees of the Tikehau Capital Group; the remainder is distributed one third each to Tikehau Capital, the concerned asset manager (subsidiary of the Group) and Tikehau Capital Advisors.

Carried interest is paid by the funds directly to the beneficiaries and recognised in the income statement when this variable consideration can be accurately estimated and when it is highly likely that no reversal will be made.

Receivables relating to interests in related parties

Receivables relating to interests in related parties are detailed below:

	As at 31 December 2020		As at 31 December 2019	
(in thousands of €)	Amount concerning related entities	Amount concerning entities with which the Company has a participating interest	Amount concerning related entities	Amount concerning entities with which the Company has a participating interest
Tikehau Capital UK	606,650		449,011	
Tikehau Investment Management	16,610		8,749	
Credit.fr	15,455		7,794	
Tikehau Capital Belgium	0		7,576	
Tikehau Capital North America	6,856		2,711	
Takume	317		313	
Tikehau Venture	103		101	
TK Solutions	100		100	
Angelmar		0		5,428
TOTAL	**646,091**	**0**	**476,356**	**5,428**

Note 16 Market risks

(a) Exposure to interest rate risks arising from bank debts

As at 31 December 2020, on the liability side, Tikehau Capital was exposed to interest rate risk on its bank loans and related hedges for respective amounts of €203.4 million and €200 million, compared with respectively €203.8 million and €403 million as at 31 December 2019 (see note 8 “Borrowings and other financial debt”).

Tikehau Capital has no foreign currency debt as at 31 December 2020.

Tikehau Capital’s interest rate risk management policy requires the Group to define a new hedging strategy consistent with the existing drawn debt. All outstanding swap contracts were terminated on 24 December 2020, resulting in the recognition of a financial expense related to the payment of balances of €15.9 million.

Tikehau Capital has taken out new interest rate hedging contracts, the characteristics of which, as at 31 December 2020, are as follows:

(in thousands of €)	Notional	Average fixed rate	Average maturity
As at 31 December 2019	403.1	0.50%	4.4 years
As at 31 December 2020	**200.0**	**0.01%**	**10 years**

(b) Exposure to currency risk

Tikehau Capital’s exposure to currency risk relates to its investments in foreign currencies. As at 31 December 2020, Tikehau Capital had an exposure to currency risk for the pound sterling, the US dollar, the Singapore dollar and the Canadian dollar, and to a lesser extent the Australian dollar.

Tikehau Capital had no currency hedging as at 31 December 2020. The table below shows the impact of a change +/-10% in these currencies against the euro and on the basis of the financial statements as at 31 December 2020 and 31 December 2019:

(in millions of €)	10% depreciation of the currency	10% appreciation of the currency
As at 31 December 2020		
Pound sterling	15.8	(12.9)
US dollar	20.7	(16.9)
Singapore dollar	13.6	(11.1)
Canadian dollar	1.1	(0.9)
Australian dollar	0.0	0.0
As at 31 December 2019		
Pound sterling	12.5	(10.2)
US dollar	3.7	(3.0)
Singapore dollar	5.8	(4.7)
Polish zloty	0.1	(0.1)
Australian dollar	0.0	0.0

Note 17 Other items of information

Free shares and performance shares plans

During the year, the Company continued to manage the 2018 and 2019 free share and performance share plans and introduced six new plans.

The free share and performance share plans introduced in financial years 2018 and 2019 and currently vesting are as follows:

2018 Credit.fr Free Share plan ("2018 Credit.fr Plan") - Characteristics

Maximum number of shares granted: 26,180 shares

Number of shares currently vesting as at 31 December 2020: 8,840 shares

Grant date: 4 July 2018

Unit value of the share on the grant date: €24.30 corresponding to the share price on 4 July 2018 (€27.00) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date for the 50% of shares not yet vested: 4 July 2021, *i.e.* a vesting period of three years, subject to the condition of remaining an employee of the Company or of companies or groupings related to it ("condition of presence") with no performance condition.

As from the vesting date, the shares acquired are not subject to any retention period.

2019 Free Share plan ("2019 FSA Plan") - Characteristics

Maximum number of shares granted: 134,669 shares

Number of shares currently vesting as at 31 December 2020: 119,174 shares

Grant date: 18 February 2019

Unit value of the share on the grant date: €18.90 corresponding to the share price on 18 February 2019 (€21.00) to which a 10% discount is applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

- for 50% of the granted shares, after a period of 2 years, *i.e.* on 18 February 2021;
- for 50% of the granted shares, after a period of 3 years, *i.e.* on 18 February 2022.

The vesting of the shares granted under the 2019 FSA Plan is subject to a presence condition, but not to any performance condition.

The shares granted under the 2019 FSA Plan are not subject to any retention period.

2019 Performance Share Plan ("2019 Performance Share plan") - Characteristics

Maximum number of shares to grant: 108,816 shares

Number of shares currently vesting as at 31 December 2020: 92,632 shares

Grant date: 18 February 2019

Unit value of the share on the grant date: €18.90 corresponding to the share price on 18 February 2019 (€21.00) to which a 10% discount is applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

- for 50% of the granted shares, after a period of 2 years, *i.e.* on 18 February 2021, subject to:
  - for 25% of the granted shares, the sole condition of presence within the Group,
  - for 12.5% of the granted shares, a performance condition relating to the Group's cumulated net new money in 2019 and 2020,
  - for 12.5% of the shares granted, a performance condition relating to the arithmetic average of the operating margins of the Group's asset management activities at 31 December 2019 and at 31 December 2020;
- after a period of 3 years for 50% of the granted shares, *i.e.* on 18 February 2022, and subject to:
  - for 25% of the granted shares, solely to the condition of presence,
  - for 12.5% of the granted shares, a performance condition relating to the Group's cumulated net new money in 2021,
  - for 12.5% of the shares granted, a performance condition relating to the operating margin of the Group's asset management activities at 31 December 2021.

The shares granted under the 2019 Performance Share Plan are not subject to any retention period.

Free Share plan for certain employees covered by the employee remuneration requirements of the AIFM and UCITS V 2019 directives ("2019 AIFM/UCITS Plan") implemented by Tikehau Capital - Characteristics

Maximum number of shares granted: 30,825 shares

Number of shares currently vesting as at 31 December 2020: 30,825 shares

Grant date: 18 February 2019

Unit value of the share on the grant date: €18.90 corresponding to the share price on 18 February 2019 (€21.00) to which a 10% discount is applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

- after a period of 2 years for 2/3 of the granted shares, *i.e.* 18 February 2021, subject to:
  - a performance condition based on a benchmark index representing the performance of Tikehau IM's various business lines (the "Performance Index") after a period of one year, for 1/3 of the granted shares,
  - a performance condition based on the Performance Index at the end of the two-year period, for 1/3 of the shares;
- at the end of a three-years vesting period, *i.e.* 18 February 2022, subject to a performance condition based on the Performance Index at the end of the three-years period, for 1/3 of the granted shares.

The shares granted under the 2019 AIFM/UCITS Plan are not subject to any retention period.

The vesting of the shares under these three tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks.

The options selected are as follows: (i) the shares will be delivered at the end of the vesting period by the issue of new shares, (ii) no expense is recognised during the year and (iii) no liability is recorded on the liability side of the balance sheet.

The new free share and performance share plans introduced in financial year 2020 are as follows:

Characteristics of the 2020 free share plan ("2020 FSA Plan")

Maximum number of shares granted: 223,774 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

- for 50% of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 50% of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023.

The vesting of the shares granted under the 2020 FSA Plan is subject to the beneficiary retaining the status of employee within the Company or its related companies or groupings ("presence condition"), and is not subject to the fulfilment of any performance condition.

The shares granted under the 2020 FSA Plan are not subject to any retention period.

Characteristics of the 2020 Performance Share Plan ("2020 Performance Share Plan")

Maximum number of shares granted: 78,603 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the 2020 performance share plan will take place as follows:

- for 50% of the granted shares, after a period of 2 years, *i.e.* 10 March 2022, and subject to:
  - for 25% of the granted shares, solely to the condition of presence,
  - for 12.5% of the granted shares, a performance condition relating to the Group's cumulated net new money in 2020 and 2021,
  - for 12.5% of the granted shares, a performance condition relating to the arithmetic average of the operating margins achieved on the Group's Asset Management activity as set out in the consolidated financial statements as at 31 December 2020 and 31 December 2021;
- for 50% of the granted shares, after a period of 3 years, *i.e.* 10 March 2023, and subject to:
  - for 25% of the granted shares, solely the condition of presence,
  - for 12.5% of the granted shares, a performance condition relating to the Group's cumulated net new money in 2022,
  - for 12.5% of the shares, a performance condition relating to the operating margin on the Group's Asset Management activity as set out in the consolidated financial statements as at 31 December 2022.

The shares granted under the 2020 performance share plan are not subject to any retention period.

Characteristics of the free share plan granted to certain Sofidy employees covered by the remuneration requirements set out in the AIFM and UCITS 2020 directives ("AIFM/UCITS Sofidy 2020 plan")

Maximum number of shares granted: 9,956 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the 2020 AIFM/UCITS Sofidy Plan will take place as follows:

- for 2/3 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/3 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023.

The vesting of the shares granted under the 2020 AIFM/UCITS Sofidy Plan, as well as the number of vested shares granted definitively to each beneficiary at the end of the vesting period, will be subject to a performance condition determined on the basis of an index representing the performance strategies of the asset management company Sofidy.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the 2020 AIFM/UCITS Sofidy Plan are not subject to any retention period.

Characteristics of the free share plan granted over a period of seven years to certain corporate officers and employees of Tikehau IM and to certain employees of Tikehau Capital Advisors (2020 TIM 7-year plan")

Maximum number of shares granted: 383,629 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the TIM 2020 7-years plan will occur at the expiration of the following vesting periods:

- for 2/7 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/7 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023;
- for 1/7 of the granted shares, after a period of 4 years, *i.e.* on 10 March 2024;
- for 1/7 of the granted shares, after a period of 5 years, *i.e.* on 10 March 2025;
- for 1/7 of the granted shares, after a period of 6 years, *i.e.* on 10 March 2026;
- for the remaining granted shares, after a period of 7 years, *i.e.* on 10 March 2027.

The vesting of the shares granted under the 2020 TIM 7-year plan, as well as the number of vested shares granted definitively to each beneficiary at the end of the vesting period, will be subject to a performance condition determined using an index representing the performance of the various business lines of the asset management company Tikehau IM.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the TIM 2020 7-years plan are not subject to any retention period.

Characteristics of the free share plan granted over seven years to certain corporate officers and employees of Sofidy ("2020 Sofidy 7-year plan")

Maximum number of shares granted: 54,805 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the 2020 Sofidy 7-year plan will occur at the expiration of the following vesting periods:

- for 2/7 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/7 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023;
- for 1/7 of the granted shares, after a period of 4 years, *i.e.* on 10 March 2024;
- for 1/7 of the granted shares, after a period of 5 years, *i.e.* on 10 March 2025;
- for 1/7 of the granted shares, after a period of 6 years, *i.e.* on 10 March 2026;
- for the remaining granted shares, after a period of 7 years, *i.e.* on 10 March 2027.

The vesting of the shares granted under the 2020 Sofidy 7-year plan, as well as the number of vested shares granted definitively to each beneficiary at the end of the vesting period, will be subject to a performance condition determined using an index representing the performance of strategies of the asset management company Sofidy.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the 2020 Sofidy 7-year plan are not subject to any retention period.

Characteristics of the free share plan granted over a period of seven years to certain corporate officers and employees of Ace Capital Partners ("2020 ACE 7-year plan")

Maximum number of shares granted: 22,835 shares

Number of shares being vested as at 31 December 2020: 22,835 shares

Grant date: 10 March 2020

Unit value of the share on the grant date: €18.81 corresponding to the share price on 10 March 2020 (€20.90) to which a 10% discount was applied to take into account the absence of dividend rights over the vesting period.

Vesting date:

The vesting of shares granted under the ACE 2020 7-years plan will occur at the expiration of the following vesting periods:

- for 2/7 of the granted shares, after a period of 2 years, *i.e.* on 10 March 2022;
- for 1/7 of the granted shares, after a period of 3 years, *i.e.* on 10 March 2023;
- for 1/7 of the granted shares, after a period of 4 years, *i.e.* on 10 March 2024;
- for 1/7 of the granted shares, after a period of 5 years, *i.e.* on 10 March 2025;
- for 1/7 of the granted shares, after a period of 6 years, *i.e.* on 10 March 2026;
- for the remaining granted shares, after a period of 7 years, *i.e.* on 10 March 2027.

The vesting of the shares granted under the 2020 ACE 7-year plan, as well as the number of vested shares granted definitively to each beneficiary at the end of each vesting period, will be subject to a performance condition based on an index representative of the performance of the Ace Capital Partners fund families.

The vesting of the shares under these tranches will be conditional upon the beneficiary's presence within the Group and the absence of any serious breach of applicable regulations or Internal Rules and procedures concerning compliance and the appropriate management of risks during the vesting period.

The shares granted under the ACE 2020 7-years plan are not subject to any retention period.

Completion of vesting periods for 2020 Tikehau Capital plans

The vesting period for the 2018 Free Share plan, known as the "2018 FSA Plan", ended on 30 March 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 52,547 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.6 million by capitalisation of the share premium and by the issuance of 52,547 shares.

The vesting period for the 2018 Performance Share Plan, known as the "2018 Performance Share Plan", ended on 30 March 2020. As the performance conditions had been met, the 2018 Performance Share Plan was definitively granted to beneficiaries who met the condition of presence. The definitive number of free shares granted under this plan, at the end of the vesting period, was 68,175 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.8 million by capitalisation of the share premium and by the issuance of 68,175 shares.

The 2018 free share plan, known as the "Credit.fr 2018 Plan", saw the vesting period of its first tranche representing 50% of the free shares granted on 4 July 2018 end on 4 July 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 8,840 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.1 million by capitalisation of the share premium and by the issuance of 8,840 shares.

The 2017 free share plan, known as the "One Off Plan", saw the vesting period of its second tranche, representing 50% of the free shares granted on 1 December 2017, end on 1 December 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 311,894 shares. Tikehau Capital carried out a capital increase for an amount of approximately €3.7 million by capitalisation of the share premium and by the issuance of 311,894 shares.

The vesting period of the 2018 free share plan, known as the "2018 Sofidy Plan", ended on 21 December 2020. The definitive number of free shares granted under this plan to employees who satisfied the condition of presence at the end of the vesting period was 12,900 shares. Tikehau Capital carried out a capital increase for an amount of approximately €0.2 million by capitalisation of the share premium and by the issuance of 12,900 shares.

Workforce

Tikehau Capital has no employees.

Statutory Auditors' fees

The Statutory Auditors' fees for the financial year amounted to €260,600 and break down as follows: €229,400 for the certification of the financial statements, €5,200 for the certification of bank covenants, and €26,000 for the audit of computerised systems.

List of subsidiaries and participating interests

Companies or groups of companies *(in thousands of €)*	Capital	Other shareholders' equity (including net result for the year)	Share of capital held at year-end (in %)	Balance sheet value of the securities held as at 31/12/2020		Loans and advances granted	Amount of guarantees and endorsements	Revenue of last financial year	Net profit (or loss) of the last financial year	Dividends received by the Company during the last financial year
				Gross	Net					
A. Detailed information on participating interests whose inventory value exceeds 1% of the share capital of the Company required to publish the corresponding information										
1) Subsidiaries held at more than 50%										
Tikehau IM										
32, rue de Monceau, (75) PARIS, France	2,529	58,339	100%	248,571	248,571	16,610	0	156,895	28,736	16,501
SOFIDY*										
303 square des Champs Elysées EVRY (91)	565	71,061	100%	222,314	222,314	0	0	93,213	20,934	37,446
Tikehau Capital Europe Ltd.										
30 St. Marie Axe - LONDON	94,434	123,648	100%	111,580	111,580	0	0	22,048	6,683	0
Tikehau Capital North America LLC*										
412 West 15th Street, Floor 18 NEW YORK, NY 10011	15,225	26,085	100%	16,987	16,987	6,856	0	6,879	534	0
Credit.fr *										
140 rue Victor Hugo - LEVALLOIS PERRET (92)	4,911	1,224	96%	14,627	0	15,455	0	1,120	(1,472)	0
Ace Capital Partners										
32, rue de Monceau, (75) PARIS, France	125	3,425	100%	12,181	12,181	0	0	8,416	829	0
IREIT Global Group Pte. Ltd										
Asia Square Tower 1, SINGAPORE 018960	1,162	1,943	50%	12,172	12,172	0	0	3,619	891	253
Tikehau Capital UK*										
30 St. Marie Axe - LONDON	11,271	48,959	100%	12,117	12,117	606,650	0	19,466	28,019	5,000
Tikehau Capital Americas Holdings LLC										
251 Little Falls Drive, WILMINGTONS, DELAWARE 19808	8,541	8,539	100%	8,918	8,918	0	0	0	(2)	0
Tikehau Capital Belgium										
Avenue Louise 480 - BRUSSELS 1050	5,237	5,761	100%	6,013	5,737	0	0	0	9,014	10,536

Companies or groups of companies *(in thousands of €)*	Capital	Other shareholders' equity (including net result for the year)	Share of capital held at year-end (in %)	Balance sheet value of the securities held as at 31/12/2020		Loans and advances granted	Amount of guarantees and endorsements	Revenue of last financial year	Net profit (or loss) of the last financial year	Dividends received by the Company during the last financial year
				Gross	Net					
2) Investment interests ranging between 10% and 50%										
SÉLECTIRENTE										
303 square des Champs Elysées EVRY (91)	66,767	300,736	37%	133,353	133,353	0	0	17,695	10,908	5,470
IREIT GLOBAL *										
Asia Square Tower 1, SINGAPORE 018960	nc	nc	29%	104,353	104,353	0	0	35,265	68,898	5,162
CLARANET										
110 High Holborn, LONDON WC1V 6JS	329	(13,810)	18%	97,976	97,976	0	0	408,506	(11,290)	349
TREIC*										
32, rue de Monceau, (75) PARIS, France	1,403	157,345	30%	45,159	45,159	0	0	41	6,726	1,835
B. General information concerning other subsidiaries or participating interests										
1. French subsidiaries (total) +50%				**211**	**211**	**823**				**150**
2. Participating interests in French companies (total)				**373,351**	**359,395**	**8,827**				**1,328**
3. Participating interests in foreign companies (total)				**1,229**	**1,229**	**0**				**105**

* *Information taken from the Company's 2019 statutory financial statements.*

The information is given for subsidiaries and participating interests whose balance sheet value is greater than 1% of Tikehau Capital's share capital; the information concerning the other subsidiaries and participating interests is given for their total value.

7.2 REPORT OF THE STATUTORY AUDITORS ON THE FINANCIAL STATEMENTS

For the financial year ended 31 December 2020

Report of the Statutory Auditors on the financial statements

To the Annual General Meeting of Tikehau Capital,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meetings, we have audited the accompanying annual financial statements of Tikehau Capital for the year ended 31 December 2020.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2020 and of the results of its operations for the year then ended in accordance with French accounting principles.

The audit opinion expressed above is consistent with our report to the Audit Committee.

Basis for Opinion

Audit Framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Our responsibilities under those standards are further described in the *Statutory Auditors' Responsibilities for the Audit of the Financial Statements* section of our report.

Independence

We conducted our audit engagement in compliance with independence rules required by the French Commercial Code (*Code de Commerce*) and the French Code of Ethics (*Code de déontologie*) for statutory auditors, for the period from 1 January 2020 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

The global crisis related to the Covid-19 pandemic creates special conditions for the preparation and audit of this year's financial statements. Indeed, this crisis and the exceptional measures taken in the context of the state of health emergency are having multiple consequences for businesses, particularly on their activity and financing, as well as increasing uncertainty about their future outlook. Some of these measures, such as travel restrictions and teleworking, have also had an impact on the internal organisation of companies and on the way audits are carried out.

It is in this complex and evolving context that in accordance with the requirements of Articles L.823-9 and R.823-7 of the French Commercial Code (*Code de Commerce*) relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

The assessments thus made are part of the audit of the annual financial statements taken as a whole, as approved above, and the formation of our opinion expressed above. We do not express an opinion on these annual financial statements taken in isolation.

Investment portfolio measurement

Risk identified	Our response
The net carrying amount of equity investments recorded in the balance sheet as at 31 December 2020 is €1,392m. As stated in note 2 "Financial assets" and note 7.1.5 "Accounting methods and principles" to the financial statements, equity investments are recorded at their acquisition cost and measured at their value-in-use. Impairment is recognised when the value-in-use is lower than the gross carrying amount of the investments. The value-in-use of equity investments is determined based on a review by Management of each company's economic and financial performance, according to the valuation methods described in note 3 to the financial statements, including the book equity of the company valued, the market or transaction value, the discounted cash flow method (DCF), the stock market comparable method, the sector's transactions method, the valuation method used according to applicable shareholders' agreements, the last known net asset value, the average listed price for the last 20 trading days or the value based on a recognized public indicator such as the restated net asset value. We considered that the valuation of the equity investment portfolio was a key audit matter, as it requires Management to exercise its judgment in terms of the methods and data used.	We have reviewed your company's process and key controls for assessing the non-current portfolio's investments. In particular, for a sample of investments, we have: • analysed the assumptions, methodologies, and models used by your company to estimate the main valuations; • analysed, with the help of valuation specialists included in our audit teams, the valuations carried out by management and tested the assumptions and key parameters used by supporting them with external sources; • assessed whether there were any external benchmarks that supported the multiple levels used as part of the valuation of the investments, or compared the value used with transactions performed over the past twelve months or with a recognised public indicator such as net asset value. For investments where the estimated value-in-use proved to be lower than the acquisition price, reviewing the consistency between the impairment losses recognised and the calculation of the value-in-use. We have also examined the information given in this respect in the notes to the annual financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the annual financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the annual financial statements of the information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We certify that the information relating to payment terms referred to in Article D.441-6 of the French Commercial Code (*Code de Commerce*) is accurate and consistent with the annual financial statements.

Report on Corporate Governance

We attest that the Supervisory Board's report on Corporate Governance sets out the information required by Articles L.225-37-4, L.22-10-10 and L.22-10-9 of the French Commercial Code (*Code de Commerce*).

Concerning the information given in accordance with the requirements of Article L.22-10-9 of the French Commercial Code (*Code de Commerce*) relating to remunerations and benefits received by or allocated to the corporate officers and any other commitments made to them, we have verified its consistency with the financial statements, or with the underlying information used to prepare the financial statements and, where applicable, with the information obtained by your Company from controlled companies included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

Concerning the information relating to the items that your company considered likely to have an impact in the event of a takeover bid or tender offer, provided in accordance with the provisions of Article L.22-10-11 of the French Commercial Code (*Code de Commerce*), we have verified its compliance with the documents from which it was extracted that were provided to us. Based on this work, we have no observations to make on this information.

Other information

In accordance with the law, we have ensured that the various information relating to the acquisition of shareholdings and control and the identity of the holders of the capital or voting rights has been communicated to you in the management report.

Other verifications or information required by law and regulations

Format of the annual financial statements to be included in the annual financial report

In accordance with III of Article 222–3 of the AMF General Regulations, the management of your company has informed us of its decision to postpone the application of the single electronic reporting format as defined by European Delegated regulation No. 2019/815 of 17 December 2018 to financial years beginning on or after 1 January 2021. Consequently, this report does not include a conclusion on compliance with that format in the presentation of the annual financial statements to be included in the annual financial report mentioned in I of Article L.451-1-2 of the French Monetary and Financial Code.

Appointment of the Statutory Auditors

We were appointed as Statutory Auditors of Tikehau Capital by the Annual General Meeting held on 1 June 2017 for Mazars and on 7 November 2016 for ERNST & YOUNG et Autres.

As at 31 December 2020, MAZARS was in its fourth year and ERNST & YOUNG et Autres in its fifth year of total uninterrupted engagement (including four years since the Company's securities were admitted to trading on a regulated market).

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as management determines is necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease operations.

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems and where applicable, its internal audit, regarding the accounting and financial reporting procedures.

The annual financial statements were approved by the Management.

Statutory Auditors' Responsibilities for the Audit of the Annual Financial Statements

Objectives and audit approach

Our role is to issue a report on the financial statements. Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with professional standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.823-10-1 of the French Commercial Code (*Code de Commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditor exercises professional judgment throughout the audit and furthermore:

- identifies and assesses the risks of material misstatement of the annual financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his or her opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluates the appropriateness of accounting methods used and the reasonableness of accounting estimates and related disclosures made by management in the annual financial statements;
- assesses the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- evaluates the overall presentation of the annual financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

We submit to the Audit Committee a report which includes in particular a description of the scope of the audit and the audit program implemented, as well as the results of our audit. We also report, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the annual financial statements of the current period and which are therefore the key audit matters that we are required to describe in this report.

We also provide the Audit Committee with the declaration provided for in Article 6 of regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.822-10 to L.822-14 of the French Commercial Code (*Code de Commerce*) and in the French Code of ethics (*Code de Déontologie*) for Statutory Auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Courbevoie and Paris-La Défense, 17 March 2021

The Statutory Auditors

MAZARS	**ERNST & YOUNG et Autres**
Simon Beillevaire	Hassan Baaj

7.

8.

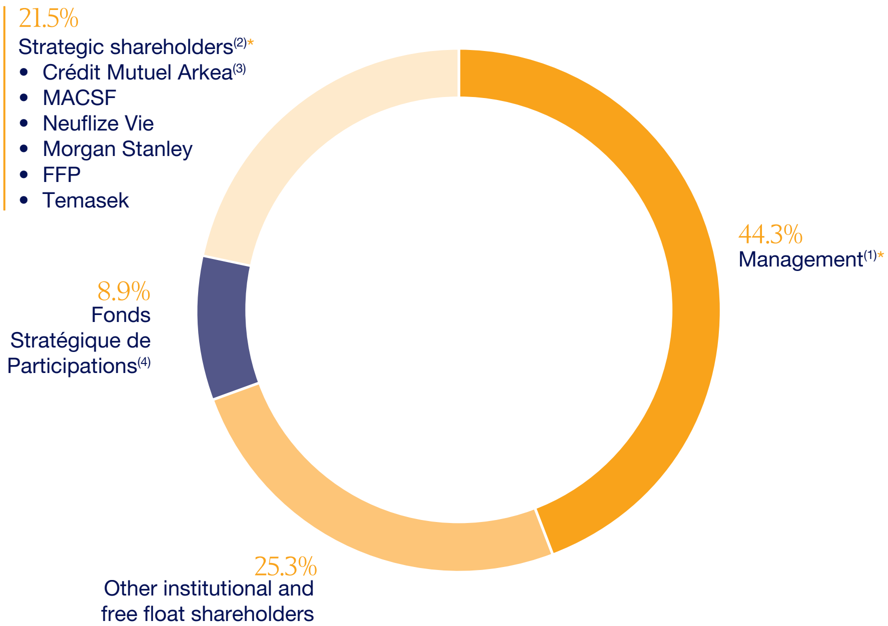
INFORMATION ON OWNERSHIP STRUCTURE OF THE COMPANY'S SHARES AND CAPITAL

8.1 INFORMATION ON CONTROL AND MAJOR SHAREHOLDERS

8.1.1 Shareholders of the Company over the last three years

8.1.1.1 Shareholding structure of the Company as at 31 December 2020

The following chart and table show the share capital ownership of the Company as at 31 December 2020 based on the number of issued shares:



(1) *Including Fakarava Capital (6.8%) and Tikehau Capital Advisors (37.0%), which owns 100% of Tikehau Capital General Partner, manager of Tikehau Capital SCA (listed company).*

* *Shareholders bound by a shareholders' agreement representing a total of 58.8% of the capital: management (44.3%), MACSF (9.0%), Crédit Mutuel Arkéa (3.8%) and Neuflize Vie (1.7%).*

(2) *Shareholders of Tikehau Capital Advisors and/or parties to the shareholders' agreement with the management.*

(3) *On 15 March 2021, Crédit Mutuel Arkéa sold its entire stake in Tikehau Capital Advisors to a holding company controlled by the founders and management of Tikehau Capital alongside a strategic partner, Financière Agache.*

(4) *FSP's shareholders are CNP Assurances, Sogecap, Groupama, Natixis Assurance, Suravenir, BNP Paribas Cardif, and Crédit Agricole Assurances.*

Shareholders	Number of shares	% of capital and voting rights
Tikehau Capital Advisors	50,427,094	37.0%
Fakarava Capital (1)	9,256,605	6.8%
Makemo Capital	571,909	0.4%
Tikehau Employee Fund 2018	125,000	0.1%
TOTAL COMPANIES CONTROLLED BY AF&CO AND MCH (2) AND MANAGEMENT (3)	**60,380,608**	**44.3%**
MACSF Épargne Retraite (3)	12,246,257	9.0%
Esta Investments (Temasek group)	5,551,949	4.1%
Crédit Mutuel Arkéa (3) (6)	5,176,988	3.8%
FFP Invest (FFP group)	3,107,147	2.3%
Neuflize Vie (3)	2,274,836	1.7%
MS Capital Partners Adviser (Morgan Stanley)	909,090	0.7%
STRATEGIC SHAREHOLDERS (4)	**29,266,267**	**21.5%**
Fonds Stratégique de Participations	12,113,782	8.9%
Other institutional shareholders (5) and free float shareholders	34,432,387	25.3%
TOTAL	**136,193,044**	**100%**

(1) 75.6% of the capital of this company was held jointly by Tikehau Capital Advisors and the Group's management as at 31 December 2020.
(2) Mr Antoine Flamarion owns 95% of AF&Co and Mr Mathieu Chabran owns 90% of MCH.
(3) See the table below for the presentation of the shareholders' agreement and Section 8.1.2 (Control of the Group) of this Universal Registration Document.
(4) Shareholders of Tikehau Capital Advisors and/or parties to the shareholders' agreement with the Group's management.
(5) Including CARAC (3.2%), MACIF (2.5%) and SURAVENIR (2.0%).
(6) On 15 March 2021, Crédit Mutuel Arkéa sold its entire stake in Tikehau Capital Advisors to a holding company controlled by the founders and management of Tikehau Capital alongside a strategic partner, Financière Agache.

Shareholders' agreement	Number of shares	% of capital and voting rights
Total companies controlled by AF&Co and MCH and the Management	60,380,608	44.3%
MACSF Épargne Retraite	12,246,257	9.0%
Crédit Mutuel Arkéa	5,176,988	3.8%
Neuflize Vie	2,274,836	1.7%
TOTAL SHAREHOLDERS' AGREEMENT	**80,078,689**	**58.8%**

As at 31 December 2020, 41,365,430 Company shares held by Tikehau Capital Advisors are pledged to corporate banks. Tikehau Capital Advisors has provided the Company with the following information relating to this pledge, pursuant to which two statements of pledge were made (No. 2019DD601897 on 5 April 2019 and No. 2019DD613021 on 28 June 2019):

Name of registered shareholder	Beneficiaries	Pledged amount	Pledge start date	Pledge end date	Pledge release terms	Number of Tikehau Capital shares pledged	% of Tikehau Capital share capital pledged
Tikehau Capital Advisors	Corporate banks	€634,576,382	4 April 2019	4 April 2024	Maturity of the financing	28,456,340	20.8%
Tikehau Capital Advisors	Corporate banks	€283,999,980	27 June 2019	4 April 2024	Maturity of the financing	12,909,090	9.4%

It should be noted that as at 31 December 2020, the Company has not set up any employee shareholding plan either directly or collectively (PEE or FCPE). However, the Company has offered employees who were granted free shares as part of the All Plan to contribute their shares to the company savings plan (PEE). The free share and performance share plans in force within the Company as of the date of this Universal Registration Document are described under Section 8.3.2.2 (Free share and performance share plans) of this Universal Registration Document.

8.1.1.2 Shareholding structure of the Company as at 31 December 2019

The following table shows the shareholding structure of the Company as at 31 December 2019, based on the number of issued shares:

Shareholders	Number of shares	% of capital and voting rights
Tikehau Capital Advisors	50,427,094	36.9%
Fakarava Capital (1)	9,256,605	6.8%
Makemo Capital	531,234	0.4%
Tikehau Employee Fund 2018	125,000	0.1%
TOTAL COMPANIES CONTROLLED BY AF&CO AND MCH (2) AND MANAGEMENT (3)	**60,339,933**	**44.1%**
MACSF Épargne Retraite (3)	12,246,257	9.0%
Esta Investments (Temasek group)	5,551,949	4.1%
Crédit Mutuel Arkéa (3)	5,176,988	3.8%
FFP Invest (FFP group)	3,107,147	2.3%
Neuflize Vie (3)	2,274,836	1.7%
MS Capital Partners Adviser (Morgan Stanley)	909,090	0.7%
STRATEGIC SHAREHOLDERS (4)	**29,266,267**	**21.4%**
Fonds Stratégique de Participations	12,113,782	8.9%
Other institutional shareholders (5) and free float shareholders	34,953,426	25.6%
TOTAL	**136,673,408**	**100%**

(1) 70.49% of the capital of this company was held jointly by Tikehau Capital Advisors and the Group's management as at 31 December 2020.
(2) Mr Antoine Flamarion owns 95% of AF&Co and Mr Mathieu Chabran owns 90% of MCH.
(3) See the table below for the presentation of the shareholders' agreement and Section 8.1.2 (Control of the Group) of this Universal Registration Document.
(4) Shareholders of Tikehau Capital Advisors and/or parties to the shareholders' agreement with the Group's management.
(5) Including CARAC (3.2%), MACIF (2.4%) and SURAVENIR (2.0%).

Shareholders' agreement	Number of shares	% of capital and voting rights
Total companies controlled by AF&Co and MCH and the Management	60,339,933	44.1%
MACSF Épargne Retraite	12,246,257	9.0%
Crédit Mutuel Arkéa	5,176,988	3.8%
Neuflize Vie	2,274,836	1.7%
TOTAL SHAREHOLDERS' AGREEMENT	**80,038,014**	**58.6%**

8.1.1.3 Shareholding structure of the Company as at 31 December 2018

The following table shows a detailed breakdown of its shareholding structure as at 31 December 2018:

Shareholders	Number of shares	% of capital and voting rights
Tikehau Capital Advisors	30,702,957	29.7%
Fakarava Capital (1)	7,438,423	7.2%
TOTAL COMPANIES CONTROLLED BY AF&CO AND MCH (2) AND MANAGEMENT (3)	**38,141,380**	**36.9%**
MACSF Épargne Retraite (3)	12,246,257	11.8%
Esta Investments (Temasek group)	5,551,949	5.4%
Crédit Mutuel Arkéa (3)	5,176,988	5.0%
FFP Invest (FFP group)	3,107,147	3.0%
Neuflize Vie (3)	2,274,836	2.2%
STRATEGIC SHAREHOLDERS (4)	**28,357,177**	**27.4%**
Fonds Stratégique de Participations	8,886,502	8.6%
Other institutional shareholders (5) and free float shareholders	28,092,540	27.1%
TOTAL	**103,477,599**	**100%**

(1) 69.1% of the capital of this company was held jointly by Tikehau Capital Advisors and the Group's management as at 31 December 2018.
(2) Mr Antoine Flamarion owns 95% of AF&Co and Mr Mathieu Chabran owns 90% of MCH.
(3) See the table below for the presentation of the shareholders' agreement and Section 8.1.2 (Control of the Group) of this Universal Registration Document.
(4) Shareholders of Tikehau Capital Advisors and/or parties to the shareholders' agreement with Group's management.
(5) Including CARAC (3.0%), MACIF (3.2%) and SURAVENIR (2.7%).

Shareholders' agreement	Number of shares	% of capital and voting rights
Tikehau Capital Advisors	30,702,957	29.7%
Fakarava Capital	7,438,423	7.2%
MACSF Épargne Retraite	12,246,257	11.8%
Crédit Mutuel Arkéa	5,176,988	5.0%
Neuflize Vie	2,274,836	2.2%
TOTAL SHAREHOLDERS' AGREEMENT	**57,839,461**	**55.9%**

8.

8.1.2 Control of the Group

8.1.2.1 Control

As at 31 December 2020, Tikehau Capital Advisors held 37.0% of the Company's capital and voting rights and 100% of the capital and voting rights of Tikehau Capital General Partner, the Company's Manager-General Partner (See the organisational chart in Section 1.3.1.4 (The legal structure of Tikehau Capital) of this Universal Registration Document.

The shareholders' equity of Tikehau Capital Advisors is held by the founders and managers of Tikehau Capital (who hold together 67.16% of the share capital and voting rights of Tikehau Capital Advisors), and a group of institutional investors: Crédit Mutuel Arkéa, FFP, MACSF, Temasek and North Haven Tactical Value (an investment vehicle managed by Morgan Stanley Investment Management). These institutional investors together hold the remaining 32.84%.

Tikehau Capital Advisors acts in concert with Fakarava Capital, MACSF Epargne Retraite, Crédit Mutuel Arkéa, Neuflize Vie, Makemo Capital and Tikehau Employee Fund 2018 pursuant to a shareholders' agreement initially entered into on 23 January 2017 for a period of five years. To enable the inclusion of Makemo Capital and Tikehau Employee Fund 2018, the agreement was modified by way of amendment No. 1 on 17 June 2019. The agreement provides that the parties shall consult with one another prior to any meeting of the Company's Supervisory Board or General Meeting of the Shareholders of the Company for the purpose of agreeing on a common general policy for the Company. This agreement lays down that the parties shall ensure that one member of the Supervisory Board is appointed on the basis of a proposal from each party to the agreement holding at least 5% of the Company's share capital. This agreement also provides the conditions under which the parties acting in concert may request the appointment of a representative to the Supervisory Board. Lastly, this agreement provides that each party holding more than 3% of the Company's shareholders' equity (on a fully diluted basis) and who wishes to sell all or part of its shares in the Company must grant pre-emptive rights to the other parties to the shareholders' agreement, allowing them to acquire the offered shares at the selling price set by the seller.

Furthermore, the Company has the legal form of a *société en commandite par actions* (partnership limited by shares) governed by Articles L.226-1 *et seq*. of the French Commercial Code, with Tikehau Capital General Partner serving as Manager and general partner. Under Article 11 of the Articles of Association of Tikehau Capital General Partner, prior to approving certain key decisions regarding Tikehau Capital, on behalf of and for the account of, Tikehau Capital General Partner in its capacity as general partner and/or Manager of Tikehau Capital, the Chairman and Chief Executive Officer of Tikehau Capital General Partner must obtain the prior consent of Tikehau Capital Advisors. These decisions are as follows: (i) the appointment (including his or her term of office or remuneration) or dismissal of any Manager of Tikehau Capital; (ii) the resignation of Tikehau Capital General Partner as Manager of Tikehau Capital; (iii) the transfer of Tikehau Capital's partnership interests (*parts de commandité*); (iv) and any amendment to the Articles of Association of Tikehau Capital.

8.1.2.2 Preventing abusive control

Because of the Company's legal form and provisions in its Articles of Association, the Company's Manager has very broad powers in managing the Company's business. To prevent abusive control over the Company, the Company has implemented governance rules stating, in particular, that at least one third of the members of the Supervisory Board and specialist Committees must be independent (see Section 3.1 (Administrative and management bodies) of this Universal Registration Document), and procedures for internal control and for managing conflicts of interest within the Group (see Section 2.3 (Risk management and internal control system) of this Universal Registration Document). However, the governance structure and the legal provisions applicable to partnerships limited by shares do not offer Company shareholders rights and powers that are equivalent to those that might be guaranteed to them in a joint-stock company or a *Societas Europaea*. In particular, it is hereby stipulated that while the Supervisory Board ensures that the Company is being managed properly, it may under no circumstances issue binding orders to or remove the Manager (See Section 2.1.8 (Risks related to the legal form, Articles of Association and organisation of Tikehau Capital) of this Universal Registration Document).

8.1.3 Factors that could have an impact in the event of a tender offer

The Company is a *société en commandite par actions* (partnership limited by shares), and has the characteristics specific to this legal form; *i.e.* it is subject to legal provisions and clauses in the Articles of Association that could be relevant in the event of a tender offer (See Sections 2.1.8 (Risks related to the legal form, Articles of Association and organisation of Tikehau Capital) and 10.2.4 (General partners (Articles 9 and 11.2 of the Articles of Association)) of this Universal Registration Document).

The current distribution of the Company's share capital (see Section 8.1.1 (Shareholders of the Company over the last three years) and 8.1.2 (Control of the Group) of this Universal Registration Document) is also likely to have an impact in the event of a tender offer. As at 31 December 2020, Tikehau Capital Advisors held 37.0% of the Company's share capital and voting rights and 100% of the share capital and voting rights of Tikehau Capital General Partner, the Manager-General Partner of the Company. Tikehau Capital Advisors acts in concert with Fakarava Capital, MACSF Epargne Retraite, Crédit Mutuel Arkéa, Neuflize Vie, Makemo Capital and Tikehau Employee Fund 2018 pursuant to a shareholders' agreement entered into on 23 January 2017 and amended on 17 June 2019 (amendment No. 1). As at 31 December 2020, the parties to this shareholders' agreement collectively held 58.80% of the Company's capital and voting rights.

Double voting rights as provided in Article L.225-123 paragraph 3 of the French Commercial Code have been expressly excluded in the Company's Articles of Association.

With regard to the delegations in force at the date of this Universal Registration Document, the Manager may not, without the prior authorisation of the General Meeting of the Shareholders, make use of the financial delegations and the delegation relating to the implementation of the Company's share buyback programme from the time when a tender offer is launched by a third party for the Company's securities until the offer period has ended.

The Syndicated Credit Agreement entered into by Tikehau Capital in November 2017 and the two bond issue agreements executed by the Company in November 2017 and October 2019 contain change of control clauses customary for such types of financing. The Syndicated Credit Agreement provides the option for each lender not to finance its participation in the event of drawdown and to terminate its commitment in the event of a change of control of the Company. The bond issue agreements provide that any bondholder may obtain early redemption or repurchase of all or part of their bonds at a price equal to the nominal value of the bonds (or, where applicable, the redemption price) plus accrued interest (See Section 5.2.3. (Liquidity and Capital Resources) of this Universal Registration Document).

8.1.4 Shares held by corporate officers

Article 3 of the Supervisory Board's Internal Rules requires that members of the Supervisory Board each own at least 200 shares throughout their term of office on the Board. The following table shows the number of Company shares held by each member of the Supervisory Board at the date of this Universal Registration Document:

	Number of shares held
Christian de Labriffe (Chairman)	811
Roger Caniard	200
Jean Charest	4,760
Jean-Louis Charon	11,000
Crédit Mutuel Akéa	5,176,988
Fonds Stratégique de Participations	12,113,782
Remmert Laan	114,286
Fanny Picard	25,866
Constance de Poncins	272
Troismer	120,000

At the date of this Universal Registration Document, neither the Manager of the Company nor the corporate officers of the Manager hold any Company securities.

Other information concerning the Company's shareholding structure can be found in Sections 3.1.1 (The Manager), 3.4.1 (Supervisory Board), 8.3.1 (Historical information about the share capital over the last three financial years) and 8.1.2 (Control of the Group) of this Universal Registration Document.

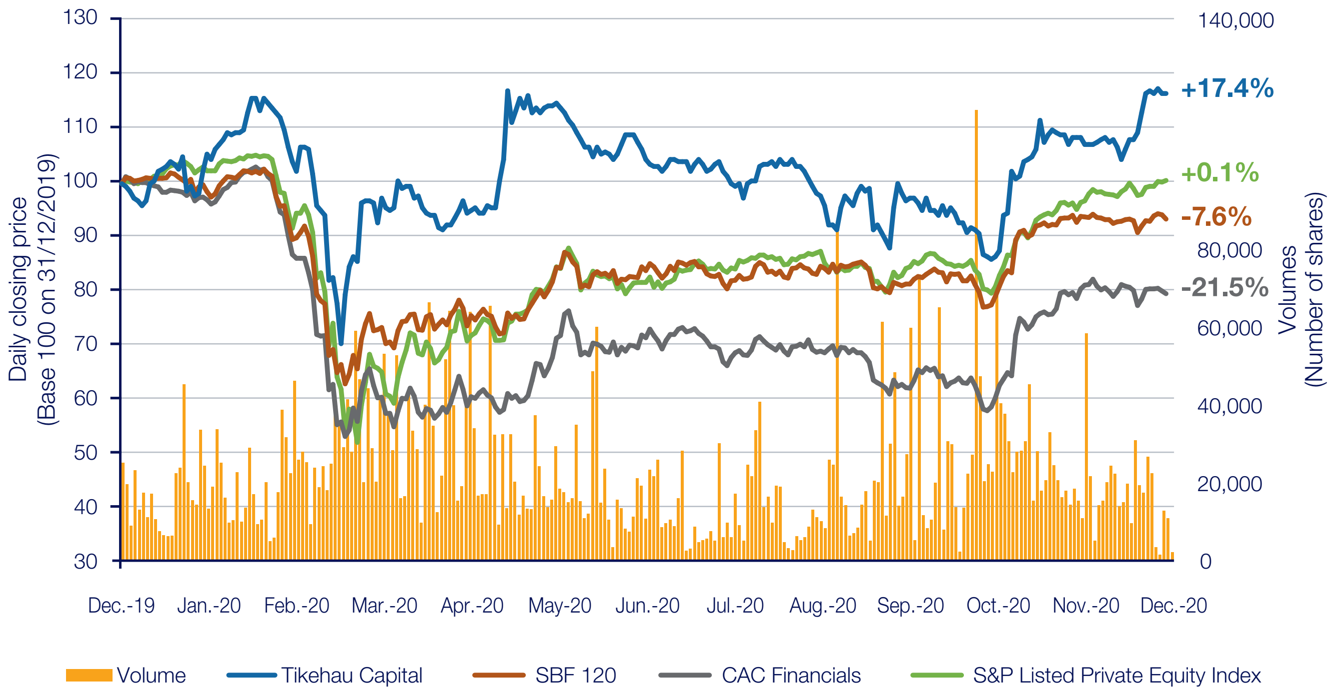
8.

8.2 THE TIKEHAU CAPITAL SHARE

8.2.1 General information

ISIN Code	**FR0013230612**
Ticker (Reuters/Bloomberg)	TKOO.PA / TKO.FP
Compartment	A
Listing price on 7 March 2017	€21
Price as at 31 December 2020 (closing)	€25.70
Highest (closing) price in 2020	€25.90
Lowest (closing) price in 2020	€15.45
Average daily volume (in number of shares) in 2020	22,340
Market capitalisation as at 31 December 2020 (in millions of €)	3,500

8.2.2 Change in the share price and the volume of shares traded



Source: Bloomberg/Euronext.

The share price may be found on Tikehau Capital's website at www.tikehaucapital.com and on Euronext's website at www.euronext.com.

Stock indices

Tikehau Capital shares are included in the CAC All Shares and CAC Financials indices.

Institution servicing the securities

Société Générale Securities Services 32, rue du Champ-de-Tir 44308 Nantes Cedex 03.

Analyst coverage

As a listed company, Tikehau Capital is covered by the financial analysts of the nine brokers listed below:

- Berenberg: Christoph Greulich
- Citi: Jens Ehrenberg
- Degroof Petercam: Joren Van Aken
- Exane BNP Paribas: Arnaud Giblat
- Kepler Cheuvreux: Nicolas Payen
- Bank of America: Philip Middleton
- ODDO BHF: Geoffroy Michalet
- RBC Securities: Mandeep Jagpal
- Société Générale: Carlo Tommaselli

8.3 INFORMATION ON THE SHARE CAPITAL

At the date of this Universal Registration Document, the Company's share capital amounts to €1,635,714,048.

At the date of this Universal Registration Document, with the exception of the specific provisions stipulated in this Universal Registration Document (see Section 8.3.2 (Instruments giving access to equity) of this Universal Registration Document), the Company had not issued any other securities giving access to the Company's equity or that are representative of a receivable.

Share capital

At the date of this Universal Registration Document, the Company's share capital is split into 136,309,504 shares, each with a par value of twelve euros, fully paid up and all in the same category.

At 31 March 2021, the theoretical number of voting rights amounted to 136,309,504 voting rights, it being stated that no Company shares have been stripped or deprived of voting rights, with the exception of treasury shares. Each share carries one vote, double voting rights as provided in Article L.225-123 of the French Commercial Code being expressly excluded in Article 7.5 of the Company's Articles of Association.

Further information on changes to the Company's shareholding structure is provided in Section 8.1.1 (Shareholders of the Company over the last three years) of this Universal Registration Document.

8.3.1 Historical information about the share capital over the last three financial years

The table below shows the changes in the Company's share capital between 1 January 2018 and the date of this Universal Registration Document.

Date	Type of transaction	Share capital before transaction (in €)	Issue premium (in €)	Number of ordinary shares before the transaction	Number of ordinary shares after the transaction	Share capital after the transaction (in €)
04/01/2018	**Contribution in kind**	1,233,596,976	3,465,000	102,799,748	103,146,248	1,237,754,976
17/12/2018	**Contribution in kind**	1,237,754,976	3,881,352.56	103,146,248	103,390,960	1,240,691,520
19/12/2018	**Contribution in kind**	1,240,691,520	1,366,148.37	103,390,960	103,477,599	1,241,731,188
27/06/2019	**Capital increase by cash contribution**	1,241,731,188	325,000,000	103,477,599	135,977,599	1,631,731,188
01/07/2019	**Capital increase by incorporation of share premiums**	1,631,731,188	-	135,977,599	136,307,105	1,635,685,260

8.

Date	Type of transaction	Share capital before transaction (in €)	Issue premium (in €)	Number of ordinary shares before the transaction	Number of ordinary shares after the transaction	Share capital after the transaction (in €)
01/12/2019	**Capital increase by incorporation of share premiums**	1,635,685,260	-	136,307,105	136,673,408	1,640,080,896
31/03/2020	**Capital increase by incorporation of share premiums**	1,640,080,896	-	136,673,408	136,794,130	1,641,529,560
04/07/2020	**Capital increase by incorporation of share premiums**	1,641,529,560	-	136,794,130	136,802,970	1,641,635,640
01/12/2020	**Capital increase by incorporation of share premiums**	1,641,635,640	-	136,802,640	137,114,970	1,645,378,368
21/12/2020	**Capital increase by incorporation of share premiums**	1,645,378,368	-	137,114,864	137,127,764	1,645,533,168
22/12/2020	**Share capital reduction by cancellation of treasury shares**	1,645,533,168	-	137,127,764	136,193,044	1,634,316,528
18/02/2021	**Capital increase by incorporation of share premiums**	1,634,316,528	-	136,193,044	136,309,504	1,635,714,048

Since 1 January 2018, the following transactions have changed the Company's share capital:

a) an in-kind capital increase was carried out on 4 January 2018 for an amount of €7,623,000 (issue premium included) and resulted in the creation of 346,500 new shares as remuneration for contributions in kind consisting of a total of 612 Tikehau IM Class B preference shares. These in-kind contributions were made by eight Tikehau IM employees who had benefited from free share plans and wished to take advantage of clearer prospects for the liquidity of their shares. This transaction – which is the logical continuation of the reorganisation operations carried out on 7 March 2017 for the admission of the Company's securities to trading on the Euronext Paris regulated market – enabled the Company to increase its holding in Tikehau IM from 96.67% to 99.09%;

b) an in-kind capital increase was carried out on 17 December 2018 for an amount of €6,817,896.56 (issue premium included) and resulted in the creation of 244,712 new shares as remuneration for contributions in kind consisting of a total of 1,095 ordinary shares of Sofidy. These contributions in kind were made by certain Sofidy shareholders;

c) an in-kind capital increase was carried out on 19 December 2018 for an amount of €2,405,816.37 (issue premium included) and resulted in the creation of 86,639 new shares as remuneration for contributions in kind consisting of a total of 197,000 ordinary shares of ACE Partners, corporate shareholder of ACE Management. These contributions in kind were made by nine individuals who were shareholders in ACE Partners, within the framework of the acquisition of ACE Management;

d) a capital increase was carried out on 27 June 2019 for an amount of €715,000,000 (including issue premium), resulting in the creation of 32,500,000 new shares. This capital increase was carried out at a price of €22 per share without preferential subscription rights and was subscribed for in full by cash contribution. The aim of this capital increase was to finance the next phase of the Company's growth, specifically to increase the investments from the balance sheet in the Group's funds or in co-investment with them, giving the Group the additional financial resources required to expand into new geographical areas, continue to rebalance its business mix towards more Real Estate and Private Equity and to enhance its range of products and services by including other types of alternative assets;

e) two capital increases were carried out on 1 July 2019 by incorporation of issue premium in the total amount of €3,954,072 (including issue premium). These two capital increases were carried out to create the number of ordinary new shares to be granted to beneficiaries of the 2016 TIM Replacement Plans (Non-Identified Staff and Identified Staff) and resulted in 329,506 new shares being issued:

- a capital increase by incorporation of issue premium in the amount of €1,494,636 resulting in the creation of 124,553 new shares under the 2016 TIM Replacement Plan - Non-Identified Staff,
- a capital increase by incorporation of issue premium in the amount of €2,459,436 resulting in the creation of 204,953 new shares under the 2016 TIM Replacement Plan - Identified Staff;

f) four capital increases were carried out on 1 December 2019 by incorporation of issue premium in the total amount of €4,395,636. These capital increases were carried out to create the number of ordinary new shares to be granted to beneficiaries of various plans and resulted in 366,303 new shares being issued:

- a capital increase by incorporation of issue premium in the amount of €247,380 resulting in the creation of 20,615 new shares under the All Plan,
- a capital increase by incorporation of issue premium in the amount of €3,862,920 resulting in the creation of 321,910 new shares under the One Off plan,
- a capital increase by incorporation of issue premium in the amount of €142,668 resulting in the creation of 11,889 new shares under the 2016 TIM Replacement Plan - Identified Staff,
- a capital increase by incorporation of issue premium in the amount of €142,668 resulting in the creation of 11,889 new shares under the 2016 TIM Replacement Plan - Non-Identified Staff;

g) two capital increases were carried out on 31 March 2020 by incorporation of issue premium in the total amount of €1,448,664. These capital increases were carried out to create the number of ordinary new shares to be granted to beneficiaries of various plans and resulted in 120,722 new shares being issued:

- a capital increase by incorporation of issue premium in the amount of €630,594, resulting in the creation of 52,547 new shares under the 2018 FSA Plan, and
- a capital increase by incorporation of issue premium in the amount of €818,100, resulting in the creation of 68,175 new shares under the 2018 Performance Share Plan;

h) a capital increase was carried out on 4 July 2020 by incorporation of issue premium in the amount of €106,080. This capital increase was carried out in order to create the number of new ordinary shares to be allocated to the beneficiaries of the first tranche of the 2018 Credit.fr Plan and resulted in the issue of 8,840 new shares;

i) a capital increase was carried out on 1 December 2020 by incorporation of issue premium in the amount of €3,742,728. This capital increase was carried out in order to create the number of new ordinary shares to be allocated to the beneficiaries of the second tranche of the One-Off Plan and resulted in the issue of 311,894 new shares;

j) a capital increase was carried out on 21 December 2020 by incorporation of issue premium in the amount of €154,800. This capital increase was carried out in order to create the number of new ordinary shares to be allocated to the beneficiaries of the first tranche of the 2018 Sofidy Plan and resulted in the issue of 12,900 new shares;

k) a capital reduction was carried out on 22 December 2020 by cancellation of 934,720 treasury shares for an amount of €11,216,640;

l) three capital increases were carried out on 18 February 2021 by incorporation of issue premium in the total amount of €1,397,520. These capital increases were carried out to create the number of ordinary new shares to be granted to beneficiaries of the various plans and resulted in 116,460 new shares being issued:

- a capital increase by incorporation of issue premium in the amount of €717,564, resulting in the creation of 59,797 new shares under the first tranche of the 2019 FSA Plan, and
- a capital increase by incorporation of issue premium in the amount of €433,356, resulting in the creation of 36,113 new shares under the first tranche of the 2019 Performance Share Plan, and
- a capital increase by incorporation of issue premium in the amount of €246,600 resulting in the creation of 20,550 new shares under the first tranche of the 2019 AIFM/UCITS Plan.

8.3.2 Instruments giving access to equity

8.3.2.1 Equity warrants

The General Meeting of the Shareholders of the Company of 21 December 2016 authorised the issue of 1,244,781 equity warrants *(bons de souscription d'actions)* reserved to Tikehau Management, Tikehau Employee Fund 2008 and TCA Partnership, each for one third of the issue, representing respectively 414,927 equity warrants for each company.

These equity warrants were subscribed on 22 December 2016 at a price of €2.20 per equity warrant, a price that was calculated by an independent appraiser appointed by the Company.

These three vehicles are held by partners and employees of the Group and Tikehau Capital Advisors. The purpose of this reserved issue was to strengthen the personal interest of employees in the Group (particularly when exercising these equity warrants), to reinforce the alignment of interests between the Group and its employees, and to encourage them with the Group's future performance.

These equity warrants may be exercised at any time in one or several stages, five years after issue. Equity warrants that have not been exercised within ten years of issue shall become null and void by right, as of that date.

Upon issue, each equity warrant entitles its holder to subscribe to one new Company share. Due to the share capital increases with preferential subscription rights made on 6 January 2017 at a price of €21 per new share and on 26 July 2017 at a price of €22 per new share, and the legal and contractual provisions to preserve the rights of equity warrant holders in the event of a corporate transaction, these warrants now give the right to subscribe for 1,416,558 new shares (compared to 1,244,781 new shares previously).

The strike price of the new shares underlying the equity warrants is €21 per new share actually subscribed payable in cash upon exercise, barring an adjustment in accordance with legal and regulatory provisions and with the terms and conditions of the equity warrants provided to preserve the rights of equity warrant holders. This issue price is equal to the issue price that was used for the purpose of the capital increases carried out by the Company in December 2016 and January 2017 (see Section 8.3.1 (Historical information about the share capital over the last three financial years) of this Universal Registration Document).

8.

These equity warrants are tradable and may be freely divested. However, at the date of this Universal Registration Document, they are held by the original subscribers.

8.3.2.2 Free share and performance share plans

Since the admission of its securities to trading on the Euronext Paris regulated market, the Company has implemented (i) four free share plans and two performance share plans following authorisation from the General Meeting of the Shareholders on 21 December 2016, in its 32nd resolution, (ii) four free share plans and seven performance share plans following authorisation from the General Meeting of the Shareholders on 25 May 2018, in its 16th resolution, and (iii) one free share plan and three performance share plans following authorisation from the General Meeting of the Shareholders on 19 May 2020, in its 24th resolution. These general meetings authorised the Manager, in accordance with Articles L.225-197-1 *et seq*. of the French Commercial Code, on one or more occasions to grant shares, existing or to be issued, to the employees and corporate officers of the Company and related companies or corporate groups, up to a limit of 3% of the share capital.

As at the date of this Universal Registration Document, the free shares or performance share plans known as "All Plan", "One Off Plan", "2016 TIM Replacement Plan – Non-Identified Staff", "2016 TIM Replacement Plan – Identified Staff", "2018 FSA Plan", "2018 Performance Share Plan" and "2018 Sofidy Plan" as well as the first tranches of the "2018 Credit.fr Plan", the "2019 FSA Plan" and the "2019 AGA Plan", the "2019 Performance Share Plan" and the "2019 AIFM/UCITS Plan" were vested to beneficiaries who met the condition of presence at the vesting date, the performance conditions stated in the "2016 TIM Replacement Plan – Identified Staff", the "2018 Performance Share Plan", the "2019 Performance Share Plan" and the "2019 AIFM/UCITS Plan" having been met.

No corporate officer of the Company is a beneficiary under these free share plans. Mr Antoine Flamarion and Mr Mathieu Chabran have not benefited from any grant of free shares under these plans.

As of the date of this Universal Registration Document, four free share plans and ten performance share plans had yet to be vested.

No corporate officer of the Company is a beneficiary under these free share and performance share plans. Mr Antoine Flamarion and Mr Mathieu Chabran have not benefited from any grant of free shares or performance shares under these plans.

(a) Free share plans yet to be vested

1. The 2018 Credit.fr Plan

The Company decided to grant free shares to employees of Credit.fr upon the consolidation of that company within the Group.

This grant took the form of (i) a free share plan for the employees of Credit.fr approved by the Manager on 4 July 2018 (the "2018 Credit.fr Plan") for a maximum total of 26,180 Company shares granted to certain eligible employees and corporate officers of Credit.fr.

Fifty per cent of the granted free shares will vest to their beneficiaries after a period of two years and the remaining 50% after three years.

The vesting of the shares granted under the 2018 Credit.fr Plan is subject to a condition of presence in the Company or related companies or corporate groups at the vesting date but is not subject to any performance condition. The first tranche of the 2018 Credit.fr Plan vested to beneficiaries who met the condition of presence on 4 July 2020.

No retention period has been set for shares acquired under the 2018 Credit.fr Plan.

2. The 2019 FSA Plan, the 2020 FSA Plan and the 2021 FSA Plan

In accordance with its remuneration policy, the Group has granted free shares to employees of the Company and of related companies or corporate groups every year since 2018, as part of awarding variable remuneration for the previous financial year.

For beneficiaries with the rank of Associate, Vice-Chairman or Director and who are not Relevant Employees, these grants took the form of a free share allocation plan:

- the free share allocation plan, known as the "2019 FSA Plan", adopted by the Manager on 18 February 2019 for a maximum total of 134,669 shares granted to certain employees of the Company or related companies or corporate groups;
  - the first tranche of the 2019 FSA Plan vested to the beneficiaries who met the condition of presence on 18 February 2021;
  - the vesting of the shares granted under the second tranche of the 2019 FSA Plan is subject to a condition of presence on 18 February 2022;
- the free share allocation plan, known as the "2020 FSA Plan", adopted by the Manager on 10 March 2020 and covering a maximum total number of 223,774 shares allocated to certain employees of the Company or related companies or corporate groups; and
- the free share allocation plan, known as the "2021 FSA Plan", adopted by the Manager on 24 March 2021 and covering a maximum total of 251,808 shares allocated to certain employees of the Company or related companies or corporate groups.

The vesting of the shares granted under the 2019 FSA Plan, 2020 FSA Plan and 2021 FSA Plan is subject to a condition of presence in the Company or related companies or corporate groups at the vesting date but is not subject to any performance condition.

The free shares will be definitively vested to the beneficiaries of the 2019 FSA Plan, 2020 FSA Plan and 2021 FSA Plan after a period of two years for 50% of the granted shares and three years for the remaining 50%, and will not be subject to any retention period.

	2018 Credit.fr Plan	FSA Plan 2019	FSA Plan 2020	FSA Plan 2021
Date of General Meeting	25/05/2018	25/05/2018	25/05/2018	19/05/2020
Grant date by the Manager	04/07/2018	18/02/2019	10/03/2020	24/03/2021
Maximum number of granted shares	26,180	134,669	223,774	251,808
Number of initial beneficiaries	13	97	254	305
Number of shares granted to Company corporate officers	–	–	–	–
Number of shares granted to the top ten employees of the Company other than executive corporate officers (1)	–	–	–	–
Vesting date of the shares	04/07/2020 for 50% of the granted shares 04/07/2021 for 50% of the granted shares	18/02/2021 for 50% of the granted shares 18/02/2022 for 50% of the granted shares	10/03/2022 for 50% of the granted shares 10/03/2023 for 50% of the granted shares	24/03/2023 for 50% of granted shares 24/03/2024 for 50% of the granted shares
Vesting condition of the shares	Condition of presence No performance condition	Condition of presence No performance condition	Condition of presence No performance condition	Condition of presence No performance condition
Duration of retention period	–	–	–	–
Number of shares vested as at the date of this Universal Registration Document	8,840 (on 04/07/2020)	59,797 (on 18/02/2021)	–	–
Number of cancelled or lapsed shares as at 31 December 2020	8,500	15,495	14,318	N/A
Number of shares granted and still to be vested as at 31 December 2020	8,840	119,174	209,456	N/A

(1) The Company has no employees.

(b) Performance share plans yet to be vested

In accordance with its remuneration policy, the Group has granted performance shares every year since 2018 to employees of the Company and related companies or corporate groups with the rank of Managing Director or Executive Director, as well as employees covered by the requirements relating to the remuneration of employees identified under the AIFM and UCITS V directives. [1] (the "relevant employees") in the context of awarding variable remuneration for the previous financial year and/or the implementation of retention mechanisms.

When all or most beneficiaries were relevant employees, these grants took the form of performance share plans structured to meet the requirements of the AIFM and UCITS V directives.

1. The 2019 Performance Share Plan and the 2019 AIFM/UCITS Plan

As part of awarding variable remuneration for 2018, the Group granted performance shares to employees of the Company and related companies or corporate groups with the rank of Managing Director or Executive Director. These grants took the form of two performance share plans adopted by the Manager on 18 February 2019:

- the "2019 Performance Share Plan" for a maximum total of 108,816 shares granted to certain employees of the Company or related companies or corporate groups with the rank of "Managing Director" or "Executive Director"; and
- the "2019 AIFM/UCITS Plan" for a maximum total of 30,825 shares granted to certain employees of the Company or related companies or corporate groups that are relevant employees.

On 18 February 2021, 36,113 shares vested to the beneficiaries who met the condition of presence for the first tranche of the 2019 Performance Share Plan, which consisted of:

- 25% of the granted shares whose vesting was subject solely to the condition of presence;
- 12.5% of the granted shares whose vesting was subject to the condition of presence and a performance condition based on the arithmetic average of the operating margins of the Group's Asset Management activity at 31 December 2019 and 31 December 2020;
- the performance condition, to which the vesting of 12.5% of the granted shares was subject and relating to the cumulative net inflows made by the Group during financial years 2019 and 2020, was not satisfied.

The vesting of the second tranche of the 2019 Performance Share Plan representing 50% of the granted shares will occur on 18 February 2022 after a vesting period of three years and is subject to:

- for 25% of the granted shares, solely to the condition of presence;
- for 12.5% of the granted shares, a condition of presence and a performance condition relating to the Group's cumulated net inflows in 2021;
- for 12.5% of the granted shares, the condition of presence and a performance condition relating to the operating margin of the Group's Asset Management activity as at 31 December 2021.

The shares granted under the 2019 Performance Share Plan are not subject to any retention period.

On 18 February 2021, 20,550 shares vested to the beneficiaries who met the condition of presence for the first tranche of the 2019 AIFM/UCITS Plan, which represented two thirds of the granted shares and consisted of:

- a performance condition based on a benchmark index representing the performance of Tikehau IM's various business lines (the "TIM Performance Index") after a one-year period, for 1/3 of the granted shares;
- a performance condition based on the TIM Performance Index at the end of a two-year period, for 1/3 of the granted shares.

The vesting of the second tranche of the 2019 AIFM/UCITS Plan, representing one third of the allocated shares, will occur on 18 February 2022 after a three-year vesting period, subject to a performance condition assessed on the basis of the TIM Performance Index at the end of a three-year period.

The shares granted under the 2019 AIFM/UCITS Plan are not subject to any retention period.

The vesting of each tranche of the 2019 AIFM/UCITS Plan will be subject to the absence of any serious breach of applicable regulations or internal rules and procedures concerning compliance and the appropriate management of risks.

(1) The "identified staff" within the meaning of the AIFM and UCITS V directives, which is composed of each relevant asset management company' senior management, risk takers (i.e. portfolio managers), controlling supervisors, managers of the support functions as well as any employee who, in view of their overall compensation, is in the same salary bracket as the senior management and the risk takers, and whose professional activities have a significant impact on the risk profile of the asset management company or the risk profile of the AIFs or UCITS managed by the asset management company in question. Only "identified staff" receiving high variable remuneration and having an influence on the risk profile of the asset management company in question or on the risk profile of the AIFs or UCITS managed by the asset management company in question are subject to the requirements relating to the structure and the terms of vesting and payment of the variable remuneration arising from the AIFM and UCITS V directives (see Section 1.5.3.3 (Other regulations) of this Universal Registration Document).

2. The 2020 Performance Share Plan and the 2020 AIFM/UCITS Sofidy Plan

As part of awarding variable remuneration for 2019, the Group decided to grant free shares to employees of the Company and of related companies or corporate groups. These grants took the form of two performance share plans for employees of the Company and of related companies or corporate groups adopted by the Manager on 10 March 2020:

- the "2020 Performance Share Plan" for a maximum total of 78,603 shares granted to certain employees of the Company or related companies or corporate groups with the rank of "Managing Director" or "Executive Director"; and
- the "2020 AIFM/UCITS Sofidy Plan" for a maximum total of 9,956 shares granted to certain Sofidy employees who are among the relevant employees.

The vesting of shares granted under the 2020 Performance Share Plan will occur as follows:

- after a period of two years for 50% of the granted shares, subject to:
  - for 25% of the granted shares, the sole condition of presence,
  - for 12.5% of the granted shares, a condition of presence and a performance condition relating to the Group's cumulated net inflows in 2020 and 2021,
  - for 12.5% of the granted shares, a performance condition relating to the arithmetic average of the operating margins of the Group's asset management activities at 31 December 2020 and at 31 December 2021;
- after a period of three years for 50% of the granted shares, subject to:
  - for 25% of the granted shares, the sole condition of presence,
  - for 12.5% of the granted shares, a condition of presence and a performance condition relating to the Group's cumulated net inflows in 2022,
  - for 12.5% of the granted shares, a condition of presence and a performance condition relating to the operating margin of the Group's Asset Management activity as at 31 December 2022.

The shares granted under the 2020 Performance Share Plan are not subject to any retention period.

The vesting of shares granted under the 2020 AIFM/UCITS Sofidy Plan will occur as follows:

- after a period of two years for 2/3 of the granted shares, subject to:
  - a performance condition based on a benchmark index representing the performance of Sofidy's strategies (the "Sofidy Performance Index") after a period of one year, for 1/3 of the granted shares,
  - a performance condition based on the Sofidy Performance Index at the end of the two-year period, for 1/3 of the granted shares,
- at the end of a three-year period for 1/3 of the granted shares, subject to a performance condition based on the Sofidy Performance Index at the end of the three-year period.

The shares granted under the 2020 AIFM/UCITS Sofidy Plan are not subject to any retention period.

The vesting of each of these three tranches will be conditional upon the beneficiary's presence within the Company or related companies or corporate groups on the vesting date, and the absence of any serious breach of applicable regulations or internal rules and procedures concerning compliance and the appropriate management of risks.

	2019 Performance Share plan	2019 AIFM/UCITS Plan 2019	2020 Performance Share Plan	2020 Sofidy AIFM/UCITS Plan
Date of General Meeting	25/05/2018	25/05/2018	25/05/2018	25/05/2018
Grant date by the Manager	18/02/2019	18/02/2019	10/03/2020	10/03/2020
Maximum number of granted shares	108,816	30,825	78,603	9,956
Number of initial beneficiaries	44	4	39	12
Number of shares granted to Company corporate officers	–	–	–	–
Number of shares granted to the top ten employees of the Company other than executive corporate officers (1)	–	–	–	–
Vesting date of the shares	18/02/2021 for 50% of the granted shares 18/02/2022 for 50% of the granted shares	18/02/2021 for 2/3 of the granted shares 18/02/2022 for 1/3 of the granted shares	10/02/2022 for 50% of the granted shares 10/02/2023 for 50% of the granted shares	10/03/2022 for 2/3 of the granted shares 10/02/2023 for 1/3 of the granted shares
Vesting condition of the shares	Condition of presence 50% of the shares granted with no performance condition 50% of the shares granted with performance conditions (2)	Condition of presence Condition of absence of any serious breach of applicable regulations or internal rules and procedures concerning compliance and the appropriate management of risks. Performance condition assessed on the basis of the TIM Performance Index (3)	Condition of presence 50% of the shares granted with no performance condition 50% of the shares granted with performance conditions (2)	Condition of presence Condition of absence of any serious breach of applicable regulations or internal rules and procedures concerning compliance and the appropriate management of risks. Performance condition assessed on the basis of the Sofidy Performance Index (4)
Duration of retention period	–	–	–	–
Number of shares vested as at the date of this Universal Registration Document	36,113 (18/02/2021)	20,550 (18/02/2021)	–	–
Number of cancelled or lapsed shares as at 31 December 2020	16,184	–	13,017	–
Number of shares granted and still to be vested as at 31 December 2020	92,632	30,825	65,586	9,956

(1) The Company has no employees.
(2) For 25% of the granted shares, based on the fulfilment of a performance condition relating to the amount of the Group's cumulated net inflows and, for the other 25%, to the fulfilment of a performance condition relating to the operating margin for the Group's Asset Management activity.
(3) Performance condition based on a benchmark index composed of UCITS and AIFs managed by Tikehau IM and deemed representative of each of Tikehau IM's business lines. The performance of this benchmark is calculated by measuring the change in the net asset value per unit or share of the concerned funds.
(4) Performance condition based on a benchmark index composed of funds managed by Sofidy and deemed representative of each of Sofidy's strategies. The performance of this benchmark is calculated by measuring the change in the net asset value per unit or share of the concerned funds.

3. The 2020 TIM 7 year Plan, the 2020 Sofidy 7 year Plan, the 2020 ACE 7 year Plan

Three free share plans were adopted by the Manager on 10 March 2020 as part of awarding variable remuneration for 2019 and the implementation of a mechanism to retain certain Managing Directors, business line managers, regional managers and managers of the Group's key support functions who are employees or Managing Directors of Tikehau IM, Sofidy, Ace Capital Partners or Tikehau Capital Advisors. As the vast majority of the beneficiaries are relevant employees, these three plans are structured in such a way that the granted shares can be classified as eligible instruments within the meaning of each of the remuneration policies of the asset management companies in question.

These plans provide for, respectively:

- for the "2020 TIM 7 year" free share plan, the grant of a maximum total of 383,629 shares;
- for the "2020 Sofidy 7 year" free share plan, the grant of a maximum total of 54,805 shares; and
- for the "2020 ACE 7 year" free share plan, the grant of a maximum total of 22,835 shares.

The shares granted under the 2020 TIM 7 year Plan, 2020 Sofidy 7 year Plan and the 2020 ACE 7 year Plan will vest:

- for 2/7 of the granted shares, at the end of a two-year vesting period and subject to a performance condition determined using an index representative of the performance of the various business lines or strategies of the relevant management company (the "Performance Index"):
  - for 1/7 of the granted shares, after a one-year period, and
  - for 1/7 of the granted shares, after a two-year period;
- at the end of a three-year vesting period, subject to a performance condition based on the Performance Index at the end of the three-year period, for 1/7 of the granted shares;
- at the end of a four-year vesting period, subject to a performance condition based on the Performance Index at the end of the four-year period, for 1/7 of the granted shares;
- at the end of a five-year vesting period, subject to a performance condition based on the Performance Index at the end of the five-year period, for 1/7 of the granted shares;
- at the end of a six-year vesting period, subject to a performance condition based on the Performance Index at the end of the six-year period, for 1/7 of the granted shares;
- at the end of a seven-year vesting period, subject to a performance condition based on the Performance Index at the end of the seven-year period, for 1/7 of the granted shares.

Shares granted under the 2020 TIM 7 year Plan, the 2020 Sofidy 7 year Plan and the 2020 ACE 7 year Plan are not subject to any retention period.

The vesting of each of the seven tranches under each of these three plans will be conditional upon the beneficiary working at the Company or related companies or corporate groups on the vesting date and the absence of any serious breach of applicable regulations or internal rules and procedures concerning compliance and the appropriate management of risks.

4. The 2021 TIM Performance Share Plan, the 2021 Sofidy Performance Share Plan and the 2021 Ace Performance Share Plan.

The Group decided to grant free shares to employees of the Company and of related companies or corporate groups as part of awarding variable remuneration for 2020 and the implementation of a retention mechanism.

As the vast majority of the beneficiaries are relevant employees, these three plans are structured in such a way that the granted shares can be classified as eligible instruments within the meaning of the remuneration policies of the asset management companies in question.

This grant took the form of three performance share plans adopted by the Manager on 24 March 2021 that provide for, respectively:

- for the "2021 TIM Performance Share Plan", the grant of a maximum total number of 812,741 shares;
- for the "2021 Sofidy Performance Share Plan", the grant of a maximum total number of 41,533 shares; and
- for the "2021 Ace Performance Share Plan", the grant of a maximum total number of 57,442 shares.

The vesting of shares granted under the 2021 TIM Performance Share Plan, the 2021 Sofidy Performance Share Plan and the 2021 Ace Performance Share Plan will occur:

- for 1/4 of the granted shares, at the end of a two-year vesting period and subject to a performance condition determined using an index representative of the performance of the various business lines or strategies of the relevant management company (the "Performance Index"):
- at the end of a three-year vesting period, subject to a performance condition based on the Performance Index at the end of the three-year period, for 1/4 of the granted shares,
- at the end of a four-year vesting period, subject to a performance condition based on the Performance Index at the end of the four-year period, for 1/4 of the granted shares,
- at the end of a five-year vesting period, subject to a performance condition based on the Performance Index at the end of the five-year period, for 1/4 of the granted shares.

The shares granted under the 2021 TIM Performance Share Plan, the 2021 Sofidy Performance Share Plan and the 2021 Ace Performance Share Plan are not subject to any retention period.

The vesting of each of the four tranches under each of these three plans will be conditional upon the beneficiary working at the Company or related companies or corporate groups on the vesting date and the absence of any fraudulent behaviour or serious breach in relation to the regulations in force as well as the applicable internal policies and procedures in terms of compliance, risk management and ESG.

	2020 TIM 7 year Plan	2020 Sofidy 7 year Plan	2020 ACE 7 year Plan	2021 TIM Performance Share Plan	2021 Sofidy Performance Share Plan	2021 Ace Performance Share Plan
Date of General Meeting	25/05/2018	25/05/2018	25/05/2018	19/05/2020	19/05/2020	19/05/2020
Grant date by the Manager	10/03/2020	10/03/2020	10/03/2020	24/03/2021	24/03/2021	24/03/2021
Maximum number of granted shares	383,629	54,805	22,835	812,741	41,553	57,442
Number of initial beneficiaries	15	3	2	86	6	7
Number of shares granted to Company corporate officers	–	–	–	–	–	–
Number of shares granted to the top ten employees of the Company other than executive corporate officers (1)	–	–	–	–	–	–
Vesting date of the shares	10/03/2022 for 2/7 of the granted shares 10/03/2023 for 1/7 of the granted shares 10/03/2024 for 1/7 of the granted shares 10/03/2025 for 1/7 of the granted shares 10/03/2026 for 1/7 of the granted shares 10/03/2027 for 1/7 of the granted shares			24/03/2023 for 1/4 of the granted shares 24/03/2024 for 1/4 of the granted shares 24/03/2025 for 1/4 of the granted shares 24/03/2026 for 1/4 of the granted shares		
Vesting condition of the shares	Condition of presence Condition of absence of any serious breach of applicable regulations or internal rules and procedures concerning compliance and the appropriate management of risks. Performance condition assessed on the basis of a performance index (2)			Condition of presence Condition of absence of fraudulent behaviour or serious breach of applicable regulations or internal rules and procedures concerning compliance, risk management and ESG Performance condition assessed on the basis of a performance index (2)		
Duration of retention period	–	–	–	–	–	–
Number of shares vested as at the date of this Universal Registration Document	–	–	–	–	–	–
Number of cancelled or lapsed shares as at 31 December 2020	5,480	–	–	N/A	N/A	N/A
Number of shares granted and still to be vested as at 31 December 2020	378,149	54,805	22,835	N/A	N/A	N/A

(1) The Company has no employees.

(2) Performance condition based on a benchmark deemed representative of the performance of various business lines or strategies of the relevant asset management company, Tikehau IM for the 2020 TIM 7 year Plan and the 2021 TIM Performance Share Plan, Sofidy for the 2020 Sofidy 7 year Plan and the 2021 Sofidy Performance Share Plan and Ace Capital Partners for the 2020 ACE 7 year Plan and the 2021 Ace Performance Share Plan. The performance of this benchmark is calculated by measuring the change in the net asset value per unit or share of the concerned funds.

8.3.3 Summary table of existing financial delegations and their use as at 31 December 2020

At the date of this Universal Registration Document, the financial delegations granted to the Manager and currently in force were approved by the Combined General Meeting of the Shareholders of the Company on 19 May 2020.

These delegations and their use as at 31 December 2020 are set out in the table below:

Purpose of the resolution	Date of meeting (resolution number)	Maximum amount *(as par value amount or % of capital)*	Duration of the authorisation in force	Usage as at 31 December 2020 *(par value amount)*	Procedures for setting the issue price
Capital increase by incorporation of reserves, profits or premiums	19 May 2020 (twentieth resolution)	€2 billion [1]	26 months	–	N/A
Issue with preferential subscription right for shares and/or securities giving access to equity	19 May 2020 (fifteenth resolution)	€820 million	26 months	–	N/A
Issue without preferential subscription right for ordinary shares and/or securities giving access to equity through public offerings [3]	19 May 2020 (sixteenth resolution)	€600 million [1]	26 months	–	See Note (1) below
Issue without preferential subscription right to shares and/or securities giving access to equity through private investments referred to in Article L.411-2 paragraph II of the French Monetary and Financial Code [4]	19 May 2020 (seventeenth resolution)	€600 million and legal limit (currently 20% of Share capital) [1] [2]	26 months	–	See Note (1) below
Issue of shares and/or securities giving access to equity without preferential subscription rights in return for contributions in kind consisting of shares or securities giving access to equity	19 May 2020 (eighteenth resolution)	€250 million and legal limit (currently 10% of share capital)	26 months	–	See Note (2) below
Authorisation granted to the Managers, if issued without preferential subscription right, to fix the issue price within 10% of the capital	19 May 2020 (nineteenth resolution)	10% of share capital [1] [2]	26 months	–	See Note (3) below
Increase in the number of shares to be issued in the event of a capital increase with or without preferential subscription rights	19 May 2020 (twenty-first resolution)	Legal limit (currently 15% of the initial issue) [1]	26 months	–	N/A
Capital increase through the issue of shares and/or securities giving access to equity with cancellation of preferential subscription rights, reserved for members of company savings plans	19 May 2020 (twenty-second resolution)	€50 million [1]	26 months	–	See Note (4) below

Purpose of the resolution	Date of meeting (resolution number)	Maximum amount *(as par value amount or % of capital)*	Duration of the authorisation in force	Usage as at 31 December 2020 *(par value amount)*	Procedures for setting the issue price
Capital increase through the allocation of stock options for employees and corporate officers of the Company or related companies or corporate groups	19 May 2020 (twenty-third resolution)	Capped at 3% of the share capital (1)	26 months	-	See Note (5) below
Capital increase through the grant of free shares existing or to be issued for employees and corporate officers of the Company or related companies or corporate groups	19 May 2020 (twenty-fourth resolution)	Capped at 3% of the share capital (1)	26 months	-	N/A

(1) Amount allocated to the total cap provided under the 15th resolution of the General Meeting of the Shareholders of 19 May 2020.
(2) Amount allocated to the total cap provided under the 16th resolution of the General Meeting of the Shareholders of 19 May 2020.
(3) As of 23 October 2019, applicable only to public offers other than those referred to in Article L.411-2 Sect. 1 of the French Monetary and Financial Code.
(4) As of 23 October 2019, the concept of "private placement" is replaced by that of "offer to the public" referred to in Article L.411-2 Sect. 1 of the French Monetary and Financial Code.

Note (1) – In accordance with Article L.22-10-52 paragraph 1 of the French Commercial Code, (i) the issue price of shares issued directly shall be at least equal to the minimum stated in the regulatory provisions applicable on the issue date (*i.e.* until 30 October 2019, the weighted average of the prices of the last three Euronext Paris trading sessions preceding the setting of the capital increase subscription price, minus 5%, and from 31 October 2019, the weighted average of the prices of the three Euronext Paris trading sessions preceding the setting of the capital increase subscription price, minus 10%), after, where applicable, an adjustment of this average in the event of a difference between the effective dates; and (ii) the issue price of securities giving access to equity and the number of shares to which the conversion, redemption or, generally speaking, the transformation of each security giving access to equity could entitle their holders, shall be the sum immediately paid to the Company, plus, where applicable, the sum that may be paid later to it, for each share issued corresponding to the issue of these securities, and at least equal to the minimum subscription price stated in (i) above.

Note (2) – In accordance with Article L.22-10-53 of the French Commercial Code, the Manager shall rule on the valuations of contributions, based on the report of one or more contributions appraisers appointed unanimously by the shareholders or, failing that, by a court order.

Note (3) – In accordance with Article L.22-10-52 paragraph 1 of the French Commercial Code, (i) the issue price of the shares shall be at least equal to the weighted average of the Company's shares on Euronext Paris in the last 20 trading sessions prior to the date on which it is set, or if it is lower, to the latest closing rate preceding the setting of the price less a maximum discount of 5%, and (ii) the issue price of securities providing immediate or future access to share capital shall be the sum paid immediately to the Company plus, where applicable, the sum that the Company may later receive, *i.e.* for each share issued corresponding to the issue of securities and at least equal to the amount stated in (i) above, after adjustment of this amount, if necessary, to reflect the difference in the effective date.

Note (4) – The issue price of new shares or securities giving access to equity shall be determined under the conditions provided in Articles L.3332-18 *et seq.* of the French Labour Code and shall be equal to at least 80% of the Reference Price (as defined below) or to 70% of the Reference Price when the lock-up period in accordance with Articles L.3332-25 and L.3332-26 of the French Labour Code is equal to, or greater than ten years; for the purpose of this paragraph, the Reference Price is (i) the average of the Company's initial quoted price on the Euronext Paris regulated market during the 20 trading sessions preceding the date on which the opening subscription is set for members of a company or group savings plan (or similar); or (ii) when the capital increase occurs simultaneously with an initial offering on a regulated market, the Company's admission price on said market, on the condition that the decision setting the subscription opening period is made no later than ten trading days after the share's initial trading date.

Note (5) – The strike price of stock options shall be set on the day on which the stock options are granted and (i) in the case of stock-option rights, this price may be no lower than 80% of the average of the initial quoted prices of the Company's shares on the Euronext Paris regulated market during the 20 trading sessions preceding the date on which the stock-option rights are granted; and (ii) in the case of stock-option purchase plans, this price may be no lower than either the value stated in (i) above, nor 80% of the average purchase price of shares held by the Company under Articles L.22-10-62 of the French Commercial Code. If the Company undertakes one of the transactions provided by Article L.225-181 of the French Commercial Code or by Article R.22-10-37 of the French Commercial Code, the Company shall, under the conditions provided by current regulations, take measures necessary for protecting the interests of beneficiaries, including, where applicable, by adjusting the number of shares that may be obtained through the exercise of options granted to beneficiaries to reflect the impact of this transaction.

8.3.4. Tikehau Capital share buyback programme

The General Meeting of the Shareholders on 19 May 2020 authorised the Manager, for a period of 18 months, beginning on the date of said General Meeting, with the power of sub-delegation and in accordance with the provisions of Articles L.225-209 *et seq.* ((since 1 January 2021, Articles L.22-10-62 *et seq*.) of the French Commercial Code, to buy Company shares or have them bought, in order:

- to implementing any Company share purchase or subscription options plan under the provisions of Articles L.225-177 *et seq*. (since 1 January 2021, Articles 22-10-56 *et seq*.) of the French Commercial Code or any similar plan; or
- to the grant or transfer of shares to the employees to compensate them for their participation in the Company's growth or to implement any company or group savings plan (or similar) under the conditions provided by law, particularly Articles L.3332-1 *et seq*. of the French Labour Code; or
- to grant free shares under the provisions of Articles L.225-197-1 *et seq*. (since 1 January 2021, Articles 22-10-59 *et seq*.) of the French Commercial Code; or
- generally speaking, to honouring obligations arising from stock-option programmes or other allocations of shares to employees or corporate officers of the issuer or an affiliated company; or
- the delivery of shares upon the exercise of rights attached to securities giving access to share capital through redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- to cancelling all or part of shares thus repurchased; or
- to assist an investment services provider in serving as a secondary market maker or liquidity provider for Tikehau Capital shares under a market-making contract in accordance with AMF decision 2018-01.

The Company may also use this authorisation for the purpose of holding or subsequently delivering shares in exchange or as payment in connection with any acquisition, merger, spin-off or contribution transactions.

Share buybacks are also designed to implement any market practice that might be authorised by the AMF and, more generally, the undertaking of any transaction in accordance with current regulations. In this event, the Company will inform its shareholders accordingly in a written statement.

Company shares may be repurchased in a number such that, on the date of each purchase, the total number of shares repurchased by the Company since the start of the buyback programme (including those that are subject to said programme) shall not exceed 10% of the Company's share capital on this date (including transactions affecting it after the General Meeting of the Shareholders), on the understanding that (i) the number of shares acquired for retention and subsequent delivery as part of a corporate acquisition, merger, spin-off or contribution transaction cannot exceed 5% of its share capital, (ii) when the shares are repurchased to promote liquidity under the conditions defined by the AMF General Regulation, the number of shares used to calculate the aforementioned 10% limit is equal to the number of shares purchased, less the number of shares sold during the period authorised, and (iii) the number of shares that the Company will hold at any time whatsoever does not exceed 10% of the shares constituting the Company's share capital.

Shares may be acquired, divested or transferred at any time within the limits authorised by current legal and regulatory provisions except during periods of a public offer, and through any means, including on the regulated markets, multilateral trading facilities, with systematic internalisers or over the counter, including through off-market acquisitions or divestments, through a cash or exchange tender offer, or through the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, with systematic internalisers or over the counter, or when handing over shares after the issue of securities giving access to Company equity through conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment services provider or in any other manner (without limiting the portion of the buyback program that may be undertaken by any one of these means).

The maximum share purchase price under this resolution will be forty euros (€40) (or the equivalent of this amount on the same date in any other currency).

In the event of a change in the share's nominal value, a capital increase through the incorporation of reserves, the award of free shares, the splitting or reverse-splitting of shares, the distribution of reserves or any other assets, redemption of capital, or any other operation involving the share capital or shareholders' equity, the General Meeting of the Shareholders has granted the Manager the power to adjust the aforementioned maximum purchase price to reflect the impact such operations on the share's value.

The total amount allocated to the share buyback program may not exceed €300 million.

The General Meeting of the Shareholders granted to the Manager the power to sub-delegate under conditions provided by law, with the broadest powers to decide and implement this authorisation, to specify, if necessary, its terms, and the procedures for carrying out the share buyback programme and, in particular, to place any market order, enter into any agreement, allocate or reallocate the acquired shares to purposes allowed under applicable law and regulations, set the procedures for ensuring, where applicable, the rights of holders of securities convertible to share capital or other rights convertible to equity in accordance with legal and regulatory provisions and, where applicable, enforce contractual clauses providing for other cases of adjustment, to make any disclosures to the AMF or any other competent authority and any other formalities and, generally speaking, to undertake any necessary actions.

The Company has set up a liquidity contract in compliance with AMF decision 2018-01. This contract, entrusted to Exane BNP Paribas, has been in effect since 7 March 2017 and was updated on 19 February 2019 with effect from 1 January 2019. It was signed for a term of one year, to be tacitly renewed. On 21 February 2019 and 8 September 2020, the Company made further contributions of, respectively, €300,000 and €500,000, bringing the resources allocated to the implementation of the liquidity contract to €1,464,166 and 28,371 Company shares to the credit of the liquidity account as at 31 December 2021.

It is proposed to the General Meeting of the Shareholders to be held on 19 May 2021 to renew this authorisation in exactly the same terms, maintaining the maximum purchase price of the shares at €40 and the maximum total amount allocated to the share buyback programme at €300 million.

The Company also signed a share repurchase mandate with an investment service provider on 19 September 2019, for a maximum volume of 1,400,000 Company shares, *i.e.* 1% of the share capital, with price and volume conditions complying with those set by the General Meeting of the Shareholders of 22 May 2019. It was intended that the shares repurchased under this mandate would cover the Company's free share and performance share plans and/or be delivered as part of possible external growth, merger, spin-off or contribution transactions, capped at a maximum of 5% of the share capital in accordance with applicable law. This mandate, initially entered into until 31 December 2019, was extended on 27 December 2019 until 19 March 2020, when the 2019 annual results were announced. As at 19 March 2020, the Company had repurchased a total of 683,848 shares under the share repurchase mandate.

On 19 March 2020, the Company signed a new share repurchase mandate with an investment services provider for a maximum amount of €75 million, with price and volume conditions complying with those set by the General Meeting of the Shareholders of 22 May 2019 and, subsequently, by the General Meeting of the Shareholders of 19 May 2020. The repurchased shares were initially intended to be cancelled and/or to cover the Company's free share and performance share plans and, starting 14 May 2020, to be delivered as part of external growth transactions, mergers, spin-offs or contributions, within the limit of 5% of the share capital in accordance with applicable law. This mandate, initially entered into until 30 July 2020, was extended until 18 March 2021, when the 2020 annual results were announced.

The maximum amount of repurchases was raised to €90 million, and it has been agreed that (i) the shares repurchased under this mandate on or after 14 May 2020 are intended to be delivered as part of external growth transactions, mergers, spin-offs or contributions, within the limit of 5% of the share capital in accordance with applicable law, until the cumulative repurchases under the mandate reach a total amount of €75 million, and (ii) the shares repurchased thereafter will be cancelled. As at 18 March 2021, the Company had repurchased a total of 3,097,714 shares under the share repurchase mandate.

As at 31 December 2020, the Company holds 2,617,946 ordinary shares (for a market value of €25.70 based on the last closing rate as at 31 December 2020). 28,764 of these shares are held under the liquidity contract entered into with Exane BNP Paribas and 2,589,182 shares were repurchased under the share buyback mandate and allocated to external growth.

No Company shares are held by its subsidiaries or by a third party on its behalf.

Since its first listing, the Company has never used derivatives on its own shares.

8.4 DISTRIBUTION POLICY

The Company's objective is to continue maximising value creation for its shareholders over the long term by allocating capital to optimise revenues and return on equity (see Section 1.2.2 (Competitive advantages) of this Universal Registration Document).

Aware that the distribution of profits is an objective of its shareholders, the Company intends to implement a distribution policy allowing for stable or growing distributions on the basis of an initial fixed baseline of €0.50.

The Company's distribution history is as follows:

	For the financial year 2020	For the financial year 2019	For the financial year 2018	For the financial year 2017
Distribution per share	€0.50 (1) (2)	€0.50	€0.25	€1.00 (3)

(1) Subject to the approval of the General Meeting of the Shareholders of 19 May 2021.
(2) In the form of a distribution of premiums.
(3) Comprising an ordinary dividend of €0.50 and an exceptional dividend of €0.50.

In this respect, it is proposed that the General Meeting of the Shareholders to be held on 19 May 2021 resolve to distribute premiums in the amount of €0.50 per share.

Subject to the approval of the General Meeting of the Shareholders of the Company, this distribution will be paid out from 25 May 2021.

8.

9.

ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF 19 MAY 2021

9.1 AGENDA

- **First resolution –** Approval of the annual financial statements for the financial year ended 31 December 2020;
- **Second resolution –** Approval of the consolidated financial statements for the financial year ended 31 December 2020;
- **Third resolution –** Allocation of result for the financial year ended 31 December 2020;
- **Fourth resolution –** Transfers and distributions from the "Share, merger, contribution premiums" item;
- **Fifth resolution –** Review and authorisation of agreements governed by Article L.226-10 of the French Commercial Code
- **Sixth resolution –** Renewal of the term of office of Mr Jean Charest as member of the Supervisory Board;
- **Seventh resolution –** Renewal of the term of office of Fonds Stratégique de Participations with Ms Florence Lustman as its appointed permanent representative, as member of the Supervisory Board;
- **Eighth resolution –** Renewal of the term of office of Mr Remmert Laan as member of the Supervisory Board;
- **Ninth resolution –** Ratification of the co-opting of Crédit Mutuel Arkéa as member of the Supervisory Board;
- **Tenth resolution –** Approval of the components of the remuneration policy applicable to the Manager;
- **Eleventh resolution –** Approval of the components of the remuneration policy applicable to the Supervisory Board;
- **Twelfth resolution –** Approval of information referred to in Article L.22-10-9, I of the French Commercial Code and presented in the corporate governance report;
- **Thirteenth resolution –** Approval of the components of remuneration paid to the Manager during the financial year 2020 or awarded in respect of the financial year 2020;
- **Fourteenth resolution –** Approval of components of remuneration paid to the Chairman of the Supervisory Board during the financial year 2020 or awarded in respect of the financial year 2020;
- **Fifteenth resolution –** Authorisation to be given to the Manager to trade in the Company's shares;
- **Sixteenth resolution –** Powers to carry out legal formalities.

9.2 REPORT OF THE MANAGER TO THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF 19 MAY 2021

Dear shareholders,

In accordance with the legal and statutory provisions in force, this report has been prepared by the Manager, Tikehau Capital General Partner, in order to submit for your approval draft resolutions on the following agenda:

- **First resolution –** Approval of the annual financial statements for the financial year ended 31 December 2020;
- **Second resolution –** Approval of the consolidated financial statements for the financial year ended 31 December 2020;
- **Third resolution –** Allocation of result for the financial year ended 31 December 2020;
- **Fourth resolution –** Transfers and distributions from the "Share, merger, contribution premiums" item;
- **Fifth resolution –** Review and authorisation of agreements governed by Article L.226-10 of the French Commercial Code;
- **Sixth resolution –** Renewal of the term of office of Mr Jean Charest as member of the Supervisory Board;
- **Seventh resolution –** Renewal of the term of office of Fonds Stratégique de Participations with Ms Florence Lustman as its appointed permanent representative, as member of the Supervisory Board;
- **Eighth resolution –** Renewal of the term of office of Mr Remmert Laan as member of the Supervisory Board;
- **Ninth resolution –** Ratification of the co-opting of Crédit Mutuel Arkéa as member of the Supervisory Board;
- **Tenth resolution –** Approval of the components of the remuneration policy applicable to the Manager;
- **Eleventh resolution –** Approval of the components of the remuneration policy applicable to the Supervisory Board;
- **Twelfth resolution –** Approval of information referred to in Article L.22-10-9, I of the French Commercial Code and presented in the corporate governance report;
- **Thirteenth resolution –** Approval of the components of remuneration paid to the Manager during the financial year 2020 or awarded in respect of the financial year 2020;
- **Fourteenth resolution –** Approval of components of remuneration paid to the Chairman of the Supervisory Board during the financial year 2020 or awarded in respect of the financial year 2020;
- **Fifteenth resolution –** Authorisation to be given to the Manager to trade in the Company's shares;
- **Sixteenth resolution –** Powers to carry out legal formalities.

The purpose of this report is to present the draft resolutions that are submitted to the meeting of the shareholders by the Manager. It comprises this introduction, a memorandum on the motives behind the resolutions and an overview table for the fifteenth resolution, and is intended to present to you the important points of the draft resolutions, in accordance with the regulations in force and the best governance practices recommended on the Paris financial market. Consequently, it does not intend to be exhaustive; it is therefore essential that you read the text of the draft resolutions carefully before deciding on your vote.

I. Approval of the 2020 financial statements

(First and second resolutions)

The first item on the agenda is the approval of the annual financial statements for Tikehau Capital (first resolution). Tikehau Capital's financial statements for the financial year ended 31 December 2020, as closed by the Manager, show a net loss of €275,196,522.21 compared to a net profit of €126,828,174.37 for the previous financial year.

Detailed comments on these annual financial statements can be found in Section 5.3 (Annual results of the Company) of the 2020 Universal Registration Document.

The purpose of the second resolution is to approve the consolidated financial statements of Tikehau Capital. Tikehau Capital's consolidated financial statements for the financial year ended 31 December 2020, as closed by the Manager, show net results of -€206,120,000 compared to net results of €179,235,000 for the previous financial year.

Detailed comments on these consolidated financial statements can be found in Section 5.2 (Comments on the consolidated financial statements for the 2020 financial year) of the 2020 Universal Registration Document.

II. Allocation of net results

(Third resolution)

In the third resolution, the General Meeting of the Shareholders is requested to acknowledge that the reported net result for the financial year is a net loss of €275,196,522.21 for the financial year ended 31 December 2020.

It should be noted that Tikehau Capital General Partner, as general partner and in accordance with Article 14.1 of the Articles of Association, is entitled to a remuneration equal to 12.5% of the Company's net results as shown in the statutory financial statements at the end of the financial year, as a preferred dividend (*préciput*) and subject to there being distributable income. In the absence of a profit for the financial year ended on 31 December 2020, no preferred dividend (*préciput*) is due to the general partner.

The Manager, in agreement with the Supervisory Board, proposes that the profit for the year to allocate the result for the financial year as follows:

Reported net result for the financial year 2020	**(–)**	**€(275,196,522.21)**
Retained earnings from prior years	(+)	€48,900,935.99
Allocation to the legal reserve	(–)	€0
Distributable income	**(=)**	**€0**
Distributions		
Preferred dividend (*préciput*) of the general partner	(–)	€0
Remaining balance in retained earnings	**(=)**	**€(226,295,586.22)**

Note below the amount of dividends paid out for the previous three years:

FINANCIAL YEARS	2017	2018	2019
Paid dividend per share	€1.00	€0.25	€0.50

For individuals treated as residing in France for tax purposes, note that these paid dividends were eligible for the 40% flat-rate reduction under Article 158–3-2 of the French General Tax Code.

Incidentally, Tikehau Capital General Partner, as sole Manager, is entitled under Article 8.3 of the Articles of Association to a remuneration equal to 2% of the Company's total consolidated shareholders' equity, excluding taxes, as determined on the last day of the preceding financial year.

The General Meeting of the Shareholders is requested to acknowledge that, pursuant to the Articles of Association, the fixed remuneration received by the Manager for the financial year ended 31 December 2020 amounts to €62,912,060.00 (excluding taxes).

III. Transfer and distribution from the "Share, merger and contribution premiums" item

(Fourth resolution)

Under the fourth resolution, it is proposed that the General Meeting transfer from the "Share, merger and contribution premiums" item the amounts needed to clear the balance of the "Retained earnings" account and to make a cash distribution of €0.50 per share.

This distribution of share, merger and contribution premiums is part of the distribution policy of your Company, which wishes to match the 2020 distribution in 2021, at €0.50 per share. This distribution of share, merger and contribution premiums does not constitute a capital reduction.

Accordingly, after noting that the "share, merger and contribution premiums" item amounted to €1,144,831,094.94, the General Meeting is called upon to:

1) resolve to withdraw and transfer the sum of €226,295,586.22 to the "Retained earnings" account and acknowledge that following such transfer, the balance of the "Retained earnings" account shall amount to €0;

2) resolve to make a distribution in cash from the "Share, merger and contribution premiums" item of a total amount of €68,096,522.00, representing a distribution of €0.50 per share; and

3) acknowledge that following such distribution and transfer to the "Retained earnings" account, the balance of the "Share, merger and contribution premiums" item shall amount to €850,438,986.72.

The General Meeting of the Shareholders shall acknowledge, as necessary, that the Manager shall take all measures required by applicable laws and regulations in order to safeguard the rights of the holders of financial securities or other rights giving access to the share capital, in order to take into account the consequences of the distribution that will have been decided and will account for such measures to the shareholders in the report it will present at the next Annual General Meeting.

IV. Review and authorisation of agreements governed by Article L.226-10 of the French Commercial Code

(Fifth resolution)

Having reviewed this Manager's report and the special report of the Statutory Auditors on the agreements governed by Article L.226-10 of the French Commercial Code (see Section 3.5.4 "Special report of the Statutory Auditors on regulated agreements" of the 2020 Universal Registration Document), you will be asked to acknowledge that they were not made aware of any new agreement authorised by the Supervisory Board and entered into during the financial year ended 31 December 2020, and to approve the conclusions of this report.

V. Renewal of the terms of office of three members of the Supervisory Board

(Sixth to eighth resolutions)

The terms of office of Mr Jean Charest, Fonds Stratégique de Participations and Mr Remmert Laan as members of the Supervisory Board expire at the end of the General Meeting of the Shareholders called to approve the financial statements for the financial year ended 31 December 2020.

Having reviewed this Manager's report and the Supervisory Board's report, you will be asked to decide whether to renew of the terms of office of Mr Jean Charest, Fonds Stratégique de Participations, represented by Ms Florence Lustman, and Mr Remmert Laan, each for a term of four years, *i.e.* until the end of the General Meeting of the Shareholders called to approve the financial statements for the financial year ending on 31 December 2024.

VI. Ratification of the co-opting of Crédit Mutuel Arkéa as a member of the Supervisory Board

(Ninth resolution)

Following the resignation of Ms Anne-Laure Naveos, the Supervisory Board, at its meeting of 17 March 2021, co-opted Crédit Mutuel Arkéa as a member of the Supervisory Board for the remainder of the term of office of Ms Anne-Laure Naveos, *i.e.* until the end of the General Meeting of the Shareholders called to approve the financial statements for the financial year ending on 31 December 2023.

You will be asked to ratify the co-opting of Crédit Mutuel Arkéa as a member of the Supervisory Board. Ms Anne Naveos has been appointed as the permanent representative of Crédit Mutuel Arkéa.

VII. Components of the remuneration policy applicable to the Manager and the Supervisory Board

(Tenth and eleventh resolutions)

Pursuant to the provisions of Articles L.225-37 and L.22-10-76, II of the French Commercial Code, the remuneration of the Manager and the remuneration of the Supervisory Board are determined in accordance with a remuneration policy that is in line with the Company's corporate interest, contributes to its continuity and is in line with its business strategy. This remuneration policy is presented and described in the corporate governance report prepared by the Supervisory Board.

Having reviewed this Manager's report and the remuneration policy presented in the corporate governance report and set forth in Section 3.3.1.1 of the 2020 Universal Registration Document with respect to the components applicable to the Manager and in Section 3.3.2.1 of the 2020 Universal Registration Document with respect to the components applicable to the members of the Supervisory Board, you will be asked to approve the components applicable to the Manager under the tenth resolution and to the members of the Supervisory Board under the eleventh resolution.

The remuneration policy applicable to the Manager submitted for your approval restates without modification the remuneration policy applicable to the Manager, which was approved by 99.99% of the votes cast by the General Meeting of the Shareholders of 19 May 2020.

The remuneration policy applicable to the Supervisory Board submitted for your approval restates without modification the remuneration policy applicable to the Supervisory Board, which was approved by 97.28% of the votes cast by the General Meeting of the Shareholders of 19 May 2020.

VIII. Information regarding the remuneration of corporate officers

(Twelfth resolution)

Pursuant to the provisions of Article L.22-10-9, II, the corporate governance report prepared by the Supervisory Board presents information relating to the total remuneration and any benefits in kind paid during the past financial year by your Company (or any company included in its scope of consolidation) as well as the commitments of any kind made by your Company (or any company included in its scope of consolidation) in favour of its corporate officers.

Having reviewed this Manager's report as well as the information mentioned in Article L.22-10-9, I of the French Commercial Code, presented in the corporate governance report and set forth in Section 3.3.3 of the 2020 Universal Registration Document, you will be asked to approve this information in the twelfth resolution.

IX. Remuneration paid during the financial year 2020 or awarded in respect of the financial year 2020 to the Manager and the Chairman of the Supervisory Board

(Thirteenth and fourteenth resolutions)

Pursuant to the provisions of Articles L.225-37 and L.22-10-77, II of the French Commercial Code, the corporate governance report prepared by the Supervisory Board presents information on the fixed, variable and exceptional components forming the total remuneration and any benefits in kind paid during the past financial year or awarded in respect of the same financial year that are submitted as separate resolutions for the Manager and the Supervisory Board to the approval of the General Meeting of the Shareholders.

The information relating to the Manager appears in Section 3.3.1.2 of the 2020 Universal Registration Document and that relating to the Chairman of the Supervisory Board in Section 3.3.2.2 of the 2020 Universal Registration Document.

Having reviewed this Manager's report as well as the information presented in the corporate governance report and included in Sections 3.3.1.2 and 3.3.2.2 of the 2020 Universal Registration Document, the components of remuneration due or awarded to the Manager and Supervisory Board for the financial year 2020 are submitted to your approval in the thirteenth and fourteenth resolutions.

X. Buyback programme

(Fifteenth resolution)

We propose to authorise the Managers to repurchase shares in your Company (fifteenth resolution) for the reasons and under the terms presented in the overview table below.

In addition, the fifteenth resolution may not be used by the Managers following the launch of a tender offer for the securities of your Company by a third party until the end of the offer period (unless given prior authorisation by the General Meeting of the Shareholders).

Resolution No.	**15**
Purpose	Authorisation to trade in the Company shares
Duration	18 months
Reason for possible uses of delegations or authorisations	Possible objectives of share buyback by your Company: • implementation of Company stock option or similar plans; • grant or transfer of shares to employees; • grant of free shares to employees or corporate officers; • delivery of shares upon exercise of rights attached to securities giving access to share capital (including as part of stock option programmes or other grants of shares to employees or corporate officers); • cancellation of all or part of the bought-back shares; • secondary market-making or provision of liquidity for the Company's shares through an investment services provider in the context of a liquidity contract in compliance with AMF decision 2018-01; • delivery in external growth transactions.
Specific cap	• Purchases are limited to a number of shares such that, on the date of each purchase, the total number of shares purchased by the Company since the beginning of the buyback programme does not exceed 10% of the share capital at that date (taking into account transactions subsequently affecting the share capital). • For external growth transactions, a cap of 5% of the share capital. • For liquidity contracts, the cap of 10% is calculated net of the number of shares sold during the term of the authorisation. • The number of shares held by the Company may not exceed, at any time, 10% of the shares making up the share capital. • Overall amount allocated to the buyback programme: €300 million.
Price or price calculation methods	Maximum purchase price per share: €40
Other information and comments	May not be used during tender offer period.

XI. Powers to carry out legal formalities
(sixteenth resolution)

Finally, you are requested to give full powers to the holder of an original copy, a copy or an excerpt of the minutes of this Ordinary General Meeting of the Shareholders to carry out any formalities required for filing, announcements and any others as may be appropriate.

We hope that these proposals will meet with your approval and that you will adopt their corresponding resolutions.

Tikehau Capital General Partner, Manager

9.3 REPORT OF THE SUPERVISORY BOARD (ARTICLE L.226-9 OF THE FRENCH COMMERCIAL CODE)

In accordance with the applicable legal and statutory provisions, we hereby report on the accomplishment of our duties for the financial year ended 31 December 2020, and on our observations on the statutory and consolidated financial statements for the same year.

We point out that, since the beginning of the financial year 2020, the Manager has kept the Supervisory Board regularly informed of the Company's activities and that we were provided with the annual and consolidated financial statements as required by law.

The Board has no specific comments to make on the activities or the statutory and consolidated financial statements for the financial year ended 31 December 2020 and, accordingly, we invite you to approve the same financial statements as well as the proposed resolutions.

9.4 RESOLUTIONS TO BE SUBJECT TO THE VOTE OF THE ANNUAL ORDINARY GENERAL MEETING OF THE SHAREHOLDERS TO BE HELD ON 19 MAY 2021

Agenda

- **First resolution** – Approval of the annual financial statements for the financial year ended 31 December 2020;
- **Second resolution** – Approval of the consolidated financial statements for the financial year ended 31 December 2020;
- **Third resolution** – Allocation of result for the financial year ended 31 December 2020;
- **Fourth resolution** – Transfers and distributions from the "Share, merger, contribution premiums" item;
- **Fifth resolution** – Review and authorisation of agreements governed by Article L.226-10 of the French Commercial Code;
- **Sixth resolution** – Renewal of the term of office of Mr Jean Charest as member of the Supervisory Board ;
- **Seventh resolution** – Renewal of the term of office of Fonds Stratégique de Participations with Ms Florence Lustman as its appointed permanent representative, as member of the Supervisory Board;
- **Eighth resolution** – Renewal of the term of office of Mr Remmert Laan as member of the Supervisory Board;
- **Ninth resolution** – – Ratification of the co-opting of Crédit Mutuel Arkéa as member of the Supervisory Board;
- **Tenth resolution** – Approval of the components of the remuneration policy applicable to the Manager;
- **Eleventh resolution** – Approval of the components of the remuneration policy applicable to the Supervisory Board;
- **Twelfth resolution** – Approval of information referred to in Article L.22-10-9, I of the French Commercial Code and presented in the corporate governance report;
- **Thirteenth resolution** – Approval of the components of remuneration paid to the Manager during the financial year 2020 or awarded in respect of the financial year 2020;
- **Fourteenth resolution** – Approval of components of remuneration paid to the Chairman of the Supervisory Board during the financial year 2020 or awarded in respect of the financial year 2020;
- **Fifteenth resolution** – Authorisation to be given to the Manager to trade in the Company's shares;
- **Sixteenth resolution** – Powers to carry out legal formalities.

For the Ordinary General Meeting of the Shareholders

First resolution

(Approval of the annual financial statements for the financial year ended 31 December 2020)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager as well as the Supervisory Board's report and the Statutory Auditors' report on the annual financial statements, approves the annual financial statements of the Company for the financial year ended 31 December 2020 as they have been presented as well as the transactions reflected in these statements or summarised in these reports.

Accordingly, the General Meeting of the Shareholders approves the results of the financial year ended on 31 December 2020 showing a net loss of €275,196,522.21.

Second resolution

(Approval of the consolidated financial statements for the financial year ended 31 December 2020)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager as well as the Supervisory Board's report and the Statutory Auditors' report on the consolidated financial statements, approves the consolidated financial statements of the Company for the financial year ended 31 December 2020 as they have been presented as well as the transactions reflected in these statements or summarised in these reports.

Third resolution

(Allocation of result for the financial year ended 31 December 2020)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager as well as Supervisory Board's report and Statutory Auditors' report on the annual financial statements,

1) acknowledges that the reported net income for the financial year is a net loss of €275,196,522.21 for the financial year ended 31 December 2020;

2) notes that in accordance with the Articles of Association, the remuneration received by the Manager for the financial year ended 31 December 2020 amounts to €62,912,060.00 (excluding taxes);

3) acknowleges that, in accordance with the Articles of Association, in the absence of profit recorded for the financial year ended 31 December 2020, no preferred dividend (*préciput*) is due to the general partner;

4) resolves, in accordance with the proposal of the Manager, and in agreement with the Supervisory Board, to allocate the result for the financial year as follows:

Reported net income for the financial year 2020	**(-)**	**€(275,196,522.21)**
Retained earnings from prior years	(+)	€48,900,935.99
Allocation to the legal reserve	(–)	€0
Distributable income	**(=)**	**€0**
Distributions		
Preferred dividend (*préciput*) of the general partner	(–)	€0
Remaining balance in retained earnings	**(=)**	**€(226,295,586.22)**

Pursuant to Article 243 *bis* of the French General Tax Code, note below the amount of dividends paid out for the previous three years:

Financial years	**2017**	**2018**	**2019**
Paid dividend per share	€1.00	€0.25	€0.50

For individuals treated as resident in France for tax purposes, note that these paid dividends were eligible for the 40% flat-rate reduction under Article 158–3-2° of the French General Tax Code.

Fourth resolution

(Transfers and distributions from the "Share, merger, contribution premiums" item)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager as well as Supervisory Board's report and Statutory Auditors' report on the annual financial statements, and acknowledged that the balance of the "Share, merger, contribution premiums" item amounts to €1,144,831,094.94:

1) resolves to withdraw and transfer €226,295,586.22 to the "Retained earnings" account and acknowledges that, following such transfer, the balance of the "Retained earnings" account shall amount to €0;

2) resolves to withdraw from the "Share, merger and contribution premiums" item and distribute a total amount of €68,096,522.00, representing a distribution of €0.50 per share ; and

3) acknowledges that following such distribution, and transfer to the "Retained earnings" account, the balance of the "Share, merger and contribution premiums" item shall amount to €850,438,986.72.

Note that the total amount of the distribution is calculated based on the theoretical number of shares carrying distribution rights as of 31 December 2020 and may vary based on the number of shares which actually carry distribution rights on the ex-distribution date, in particular based on the number of treasury shares held on that date. Earnings from any unpaid distribution (due to the existence of treasury shares held on the distribution payment date) shall remain in the "Share, merger and contribution premiums" account.

Pursuant to Article 112, 1° of the French General Tax Code, note that amounts allocated to shareholders that qualify as total refund of contributions or as share premiums are not considered to be taxable distributed income, provided that all profits and reserves other than the legal reserve have otherwise been allocated. With regards to the above mentioned tax provisions, this distribution withdrawn from the "Share, merger and contribution premiums" account does qualify as a tax exempt refund of contributions in France.

The General Meeting of the Shareholders acknowledges that, if necessary, the Manager shall take all measures required by applicable laws and regulations in order to safeguard the rights of the holders of financial securities or other rights giving access to share capital, in order to take into account the consequences of the above-resolved distribution and will account for such measures to the Shareholders in its report to be presented to the next Annual General Meeting.

Fifth resolution

(Review and authorisation of agreements governed by Article L.226-10 of the French Commercial Code)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the special report of the Statutory Auditors, acknowledges that the latter were notified that there was no new agreement approved by the Supervisory Board and entered into during the financial year ended 31 December 2020 to be subject to the approval of the General Meeting of the Shareholders pursuant to Article L.226-10 of the French Commercial Code, and approves this report.

Sixth resolution

(Renewal of the term of office of Mr Jean Charest as member of the Supervisory Board)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager and the Supervisory Board's report, resolves to renew the term of office of Mr Jean Charest as a member of the Supervisory Board for a period of four years, expiring at the end of the Ordinary General Meeting of the Shareholders called in 2025 to approve the financial statements for the financial year ending on 31 December 2024.

Mr Jean Charest indicated in advance that he would accept the renewal of this term of office, should it be granted, and specified that he is not subject to any measure or incompatibility likely to prohibit him from exercising it.

Seventh resolution

(Renewal of term of the Fonds Stratégique de Participations, having appointed Ms Florence Lustman as permanent representative as a member of the Supervisory Board)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager as well as the Supervisory Board's report, resolves to renew the term of office of Fonds Stratégique de Participations, which has appointed Ms Florence Lustman as its permanent representative, as a member of the Supervisory Board for a period of four years, expiring at the end of the Ordinary General Meeting of the Shareholders called in 2025 to approve the financial statements for the financial year ending on 31 December 2024.

Fonds Stratégique de Participations and Ms Florence Lustman indicated in advance that they would accept the renewal of this term of office, should it be granted, and specified that they are not subject to any measure or incompatibility likely to prohibit them from exercising it.

Eighth resolution

(Renewal of the term of office of Mr Remmert Laan as a member of the Supervisory Board)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager and the Supervisory Board's report, resolves to renew the term of office of Mr Remmert Laan as a member of the Supervisory Board for a period of four years, expiring at the end of the Ordinary General Meeting of the Shareholders called in 2025 to approve the financial statements for the financial year ending on 31 December 2024.

Mr Remmert Laan indicated in advance that he would accept the renewal of this term of office, should it be granted, and specified that he is not subject to any measure or incompatibility likely to prohibit him from exercising it.

Ninth resolution

(Ratification of the co-opting of Crédit Mutuel Arkéa as a member of the Supervisory Board)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager and the Supervisory Board's report, approves the co-opting by the Supervisory Board during its meeting of 17 March 2021, of Crédit Mutuel Arkéa as member of the Supervisory Board to replace Ms Anne-Laure Naveos following her resignation, for the remainder of her term of office, *i.e.* expiring at the end of the Ordinary General Meeting of the Shareholders called to approve the financial statements for the financial year ending on 31 December 2023.

Tenth resolution

(Approval of the components of the remuneration policy applicable to the Manager)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the remuneration policy applicable to the Manager, approves, pursuant to Article L.22-10-76, II of the French Commercial Code, the Supervisory Board's remuneration policy as presented in the 2020 Universal Registration Document, Chapter 3, Section 3.3.1.1.

Eleventh resolution

(Approval of the components of the remuneration policy applicable to the Supervisory Board)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the corporate governance report referred to in Article L.225-37 of the French Commercial Code describing the components of the remuneration policy applicable to the Supervisory Board, approves, pursuant to Article L.22-10-76, II of the French Commercial Code, the Supervisory Board's remuneration policy as presented in the 2020 Universal Registration Document, Chapter 3, Section 3.3.2.1.

Twelfth resolution

(Approval of information referred to in Article L.22-10-9, I of the French Commercial Code and presented in the corporate governance report)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.22-10-77, I of the French Commercial Code, the information mentioned in Article L.22-10-9, I of the French Commercial Code presented therein, as contained in the 2020 Universal Registration Document, Chapter 3, Section 3.3.3.

Thirteeth resolution

(Approval of the components of remuneration paid to the Manager during the financial year 2020 or awarded in respect of the financial year 2020)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.22-10-77, II of the French Commercial Code, the fixed, variable and exceptional components forming the total remuneration and any benefits in kind paid during the past financial year or awarded in respect of the same financial year to the Manager presented therein, as set forth in the 2020 Universal Registration Document, Chapter 3, Section 3.3.1.2.

Fourteenth resolution

(Approval of the components of remuneration paid to the Chairman of the Supervisory Board during the financial year 2020 or awarded in respect of the financial year 2020)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the corporate governance report referred to in Article L.225-37 of the French Commercial Code, approves, pursuant to Article L.22-10-77, II of the French Commercial Code, the fixed, variable and exceptional components forming the total remuneration and any benefits kind paid during the past financial year or awarded in respect of the same financial year to the Chairman of the Supervisory Board presented therein, as set forth in the 2020 Universal Registration Document, Chapter 3, Section 3.3.2.2.

Fifteenth resolution

(Authorisation to be given to the Manager to trade in the Company's shares)

The General Meeting of the Shareholders, acting under the quorum and majority requirements for Ordinary General Meetings, having reviewed the report of the Manager and the Supervisory Board's report, authorises the Manager, in accordance with the provisions of Articles L.22-10-62 *et seq.* of the French Commercial Code, Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 and its delegated acts, the AMF General Regulation and the market practice it has approved, to buy Company shares or have them bought, particularly with a view:

- to implementing any Company share purchase or subscription options plan under the provisions of Articles L.22-10-56 *et seq*. of the French Commercial Code or any similar plan; or
- to the grant or transfer of shares to the employees to compensate them for their participation in the Company's growth or to implement any company or group savings plan (or similar) under the conditions provided by law, particularly Articles L.3332-1 *et seq.* of the French Labour Code; or
- to grant free shares under the provisions of Articles L.22-10-59 *et seq.* of the French Commercial Code; or
- generally speaking, to honouring obligations arising from stock-option programmes or other allocations of shares to employees or corporate officers of the issuer or an affiliated company; or
- the delivery of shares upon the exercise of rights attached to securities giving access to share capital through redemption, conversion, exchange, presentation of a warrant or in any other manner; or
- to cancelling all or part of shares thus repurchased; or
- supporting the market for Tikehau Capital shares through an investment services provider, in the context of a liquidity contract in compliance with AMF decision 2018-01.

The Company may also use this authorisation for the purpose of holding or subsequently delivering shares in exchange or as payment in connection with any acquisition, merger, spin-off or contribution transactions.

This programme is also intended to allow the implementation of any market practice that might be authorised by the AMF and, more generally, the undertaking of any transaction in accordance with applicable regulations. In this event, the Company will inform its shareholders accordingly in a written statement.

Company share repurchases are limited to a number of shares such that, on the date of each purchase, the total number of shares repurchased by the Company since the start of the buyback programme (including those that are subject to said programme) shall not exceed 10% of the Company's share capital on this date (including transactions affecting the share capital after the General Meeting of the Shareholders) (*i.e.* as an indication, as at 31 March 2021, a redemption limit of 13,630,950 shares), it being specified that (i) the number of shares acquired for their retention and their subsequent delivery as part of a corporate acquisition, merger, spin-off or contribution transaction cannot exceed 5% of its share capital, (ii) when the shares are repurchased to promote liquidity under the conditions defined by the AMF General Regulation, the number of shares used in calculating the aforementioned 10% limit is equal to the number of shares purchased, minus the number of shares sold during the period authorised, and (iii) the number of shares that the Company will hold at any time whatsoever does not exceed 10% of the shares making up the share capital of the Company.

Shares may be acquired, divested or transferred at any time within the limits authorised by current legal and regulatory provisions except during tender offer period, and through any means, including on the regulated markets, multilateral trading facilities, with systematic internalisers or over the counter, including through off-market acquisitions or divestments, through a tender offer of purchase or exchange, or through the use of options or other forward financial instruments traded on regulated markets, multilateral trading facilities, with systematic internalisers or over the counter, or when handing over shares after the issue of securities giving access to the Company's equity through conversion, exchange, redemption or exercise of a warrant, either directly or indirectly through an investment services provider or in any other manner (without limiting the portion of the buyback programme that may be undertaken by any one of these means).

The maximum share purchase price under this resolution will be forty euros (€40) (or the equivalent of this amount on the same date in any other currency). In the event of a change in the share's nominal value, a capital increase through the incorporation of reserves, the award of free shares, the splitting or reverse-splitting of shares, the distribution of reserves or any other assets, redemption of capital, or any other operation involving the share capital or shareholders' equity, the General Meeting of the Shareholders grants the Manager the power to adjust the aforementioned maximum purchase price to reflect the impact such operations on the share's value.

The total amount allocated to the above-mentioned share buyback programme may not exceed three hundred million euros (€300,000,000).

The General Meeting of the Shareholders grants the Manager, with the power of sub-delegation under the conditions provided by law, broad powers to decide and implement this authorisation, to specify, if necessary, its terms, and the procedures for carrying out the share buyback programme and, in particular, to place any market order, enter into any agreement, allocate or reallocate the acquired shares to purposes allowed under applicable law and regulations, set the procedures for ensuring, where applicable, the rights of holders of securities giving access to share capital or other rights giving access to share capital in accordance with legal and regulatory provisions and, where applicable, enforce contractual clauses providing for other cases of adjustment, to make any disclosures to the AMF or any other competent authority and any other formalities and, generally speaking, to undertake any necessary actions.

This authorisation is given for a period of eighteen months from this day.

As of this date, it shall supersede, if applicable, the unused portion of the authorisation granted for the same purpose by the General Meeting of the Shareholders of 19 May 2020 in its 14th resolution.

Sixteenth resolution

(Powers to carry out legal formalities)

The General Meeting of the Shareholders gives full powers to the holder of an original copy, a copy or an excerpt of the minutes of this Meeting to carry out any formalities required for filling and announcements relating to or resulting from the decisions taken according to the foregoing resolutions.

10.

ADDITIONAL INFORMATION

10.1 BASIC INFORMATION ABOUT THE COMPANY

10.1.1 Company name

The name of the Company is "Tikehau Capital".

The name of the Company was formerly "Tikehau Capital Partners". The Company was renamed at the Combined General Meeting of the Shareholders held on 7 November 2016.

10.1.2 Place of registration, registration number and Legal Entity Identifier (LEI)

477 599 104 Paris Trade and Companies Register

Code APE 6420 Z – Holding company activities

LEI: 969500BY8TEU16U3SJ94

10.1.3 Date of incorporation and term

The Company was founded in 2004 and registered with the Registry of the Commercial Court of Paris on 29 June 2004 for a period of 99 years until 29 June 2103, subject to extension or early dissolution.

10.1.4 Registered office, legal form, website and applicable legislation

Registered office: 32, rue de Monceau, 75008 Paris

Telephone: +33 1 40 06 26 26

www.tikehaucapital.com. The content of the website does not form part of this Universal Registration Document, unless included in it as a reference.

The Company is a *société en commandite par actions* (partnership limited by shares) governed by French law, subject to all texts governing this form of commercial company in France and in particular by Articles L.226-1 *et seq.* of the French Commercial Code.

It was transformed from a *société par actions simplifiée* (simplified joint-stock company) into a *société en commandite par actions* (partnership limited by shares) through a unanimous decision of the Combined General Meeting of the Shareholders of 7 November 2016.

This legal form, whose equity is in the form of shares, includes, on the one hand, one or several general partners serving in a trading capacity and who are jointly and severally liable for the company debts and, on the other hand, limited partners who do not serve in a trading capacity and who are liable for debts only in the amount of their contributions.

The operating rules of a *société en commandite par actions* (partnership limited by shares) are as follows:

- general partner(s) are jointly and severally liable for the company debts;
- limited partners (or shareholders) provide capital and are only liable in the amount of their contributions;
- the same person may serve as both general partner and limited partner;
- a supervisory board is appointed by the Ordinary General Meeting of the Shareholders as an overseeing body (general partners, even if they are also limited partners, may not take part in appointing the supervisory board);
- one or several managers are appointed from among the company's general partners or from outside the company to manage the company.

Limited partners (or shareholders)

The limited partners (*associés commanditaires*):

- appoint supervisory board members (who must be chosen from among the limited partners) at shareholders' meetings, as well as the statutory auditors;
- approve the accounts prepared by the managers; and
- allocate income (particularly by paying out dividends).

The main limited partners (shareholders) of the Company are listed under Section 8.1.1 (Shareholders of the Company over the last three years) of this Universal Registration Document.

General partner

Tikehau Capital General Partner is the Company's sole general partner.

As a general partner, Tikehau Capital General Partner is entitled to a priority share of profits equal to 12.5% of the Company's net result (before the payment of dividends to the limited partners) (See Section 3.3.1 (Remuneration of the Manager-General Partner) of this Universal Registration Document).

Tikehau Capital General Partner is fully owned by Tikehau Capital Advisors. The Chairman of Tikehau Capital General Partner is the company AF&Co, and the CEO is the company MCH (See Section 3.1.1 (The Manager) of this Universal Registration Document). Tikehau Capital General Partner is a company with a share capital of €100,000.

The purpose of Tikehau Capital General Partner, both in France and abroad, is:

- to manage the Company and/or serve as its general partner;
- to manage commercial companies;
- to act as a holding company that is a shareholder or partner (and is jointly and severally liable) or holds financial interests (minority, majority or single-person companies);
- all administrative, financial, accounting, legal, commercial, IT or management services offered to the Company's subsidiaries or any other companies in which it holds an interest; and
- in general, any securities, real estate, industrial, commercial or financial transaction directly or indirectly related to this object or any object that is similar or connected or that may be helpful or facilitate the achievement of this object.

The General Partner, in particular, is empowered to appoint and dismiss any Manager and to authorise any change in the Company's Articles of Association (See Section 10.2.4 (General partners (Articles 9 and 11.2 of the Articles of Association)) of this Universal Registration Document).

See Section 8.1.2 (Control of the Group) of this Universal Registration Document.

10.1.5 Financial year

The Company's financial year begins on 1 January and ends on 31 December.

10.2 MAIN PROVISIONS OF THE COMPANY'S ARTICLES OF ASSOCIATION

The Company's Articles of Association were drawn up in accordance with legal and regulatory provisions applicable to partnerships limited by shares governed by French law.

The main provisions described below are taken from the Company's Articles of Association, which are available on the Company's website (www.tikehaucapital.com).

In addition, a description of the main provisions of the Company's Articles of Association relating to the Supervisory Board, in particular its method of operating and its powers, as well as a condensed description of the main provisions of the Internal Rules of the Supervisory Board and the Supervisory Board's specialised Committees, is detailed under Sections 3.1 (Administrative and management bodies) and 3.4 (Preparation and organisation of the work of the Supervisory Board) of this Universal Registration Document.

Lastly, a description of the main provisions of the Company's Articles of Association pertaining to General Meetings of the Shareholders is provided under Section 3.2 (General Meeting of the Shareholders) of this Universal Registration Document.

10.2.1 Corporate purpose (Article 2 of the Articles of Association)

The Company's purpose, in France and abroad, is:

- the acquisition, subscription, development, holding, management and sale, in any form, of any shareholding or securities of any company or legal entity created or to be created in France or abroad;
- investments, financing and the arrangement and structuring of investment and financing transactions in all sectors and regarding all types of asset classes;
- the acquisition, subscription, development, holding, management and sale, in any form, of interests in entities involved in the management of portfolios, estates or investment funds or collective investment funds, or involved in brokerage activities, financing, banking or insurance, investment services, consulting or any other financial activity in France or abroad;
- all of the above, directly or indirectly, on its behalf or on behalf of a third party, alone or with a third party, through the creation of new companies, contribution, partnership, subscription, purchase of securities or rights, merger, alliance, special partnership (*société en participation*), leasing or leasing out or the management of assets or other rights in France and abroad;
- all administrative, financial, accounting, legal, commercial, IT or management services offered to the Company's subsidiaries or any other companies in which it holds an interest; and
- in general, any securities, Real Estate, industrial, commercial or financial transaction directly or indirectly related to this object or any object that is similar or connected or that may be helpful or facilitate the achievement of this object.

10.2.2 Identification of shareholders and threshold disclosure (Articles 7.2 and 7.3 of the Articles of Association)

10.2.2.1 Identification of shareholders (Article 7.2 of the Articles of Association)

The Company may, under the legal and regulatory conditions in effect, at any time and in exchange for compensation at its expense, request that the central securities depository provide it with the name or company name, the nationality, the date of birth or incorporation, the postal address and, if applicable, the email address of the holders of bearer securities giving a present or future right to vote in its General Meetings of the Shareholders, as well as the amount of securities held by each of them and, if applicable, any restrictions applying to these securities. The Company, in light of the list transmitted to the above-mentioned organisation, may request the information set out above concerning the ownership of the securities from the persons appearing on this list and whom the Company considers might be acting on behalf of third parties.

In the event that a person fails to provide the information requested of him/it within the time limits set down by applicable laws and regulations or provides inaccurate or incomplete information concerning his/its status or the holders of the securities, the shares or securities giving present or future entitlement to the share capital and for which this person was registered shall lose their voting right in any and all General Meetings of the Shareholders held until the date on which the identification information is provided, and the corresponding payment of dividends shall be deferred until such date.

10.2.2.2 Threshold disclosure (Article 7.3 of the Articles of Association)

In addition to the legal requirement to inform the Company of the holding of certain percentages of the share capital, any individual or legal entity, acting alone or in concert with others, that directly or indirectly comes to hold a percentage of the share capital, voting rights or a class of securities conferring future entitlement to the Company's share capital, equal to or in excess of 1.0%, and any multiple of 0.5% in excess thereof, including above the legal and regulatory thresholds, is required to inform the Company by registered letter with acknowledgement of receipt indicating the number of securities held, within four trading days as from the date on which the threshold was crossed.

Subject to the provisions stated above, this obligation set down by these Articles of Association is governed by the same rules that apply to the legal obligation, including those instances where applicable laws and regulations treat certain securities and rights as forming part of a shareholding.

If they are not disclosed in the manner described above, the shares in excess of the percentage that should have been disclosed shall lose their voting rights in all General Meetings of the Shareholders if the failure to disclose is noted during a meeting and if one or several shareholders together holding at least 3% of the share capital or voting rights in the Company so request during the meeting.

All individuals and legal entities are also required to inform the Company in the manner and within the time limits set out above, when his/its direct or indirect interest falls below any of the thresholds mentioned in this paragraph.

10.2.3 The Manager(s) (Article 8 of the Articles of Association)

10.2.3.1 Appointment, resignation and removal from office (Article 8.1 of the Articles of Association)

The Company is managed by one or several Managers.

The Manager(s) are appointed by the general partner(s), who set(s) the duration of their term.

Any Manager may resign from office, subject to giving at least three (3) months' notice. However, said notice period may be reduced by decision of the general partners in the event of circumstances that seriously affect the Manager inquestion's ability to perform his duties.

Each Manager may be removed from office at any time by decision of the general partner(s).

In the event of cessation of duties of all the Company's Managers, irrespective of the reason therefor, resulting in a Manager vacancy, the general partner(s) shall manage the Company pending the appointment of one or more new Managers under the terms and conditions laid down herein.

10.2.3.2 The Managers' Powers (Article 8.2 of the Articles of Association)

Each Manager shall have the broadest powers to act in any circumstance in the Company's name and on its behalf, in accordance with the law and with these Articles of Association, it being stipulated that whenever these Articles of Association makes reference to a Manager decision, the decision shall be taken by any one of the Managers.

Each Manager represents the Company in its relations with third parties, including when entering into any contract in which it represents another party or in which it is personally a party, for which it is expressly authorised under Article 1161 paragraph 2 of the French Civil Code, without prejudice to the provisions of the French Commercial Code and these Articles of Association governing agreements between the Company and its directors and Officers or companies with common directors and Officers.

10.2.3.3 The Managers' Remuneration (Article 8.3 of the Articles of Association)

So long as the Company is managed by a single Manager, this Manager shall be entitled to an annual fixed remuneration before taxes equal to 2% of the consolidated shareholders' equity, calculated on the last day of the preceding financial year. This fixed remuneration shall be paid annually when the financial statements of the preceding year are approved. This fixed remuneration is exclusive of any variable or exceptional remuneration.

The Manager shall have the option, during the financial year, to receive an interim payment of the above-mentioned remuneration. This interim payment shall only be made on the basis of accounts certified by the Company's Statutory Auditors at the end of an interim accounting period. This interim payment will be deducted from the total remuneration paid to the Manager when the financial statements of the preceding year are approved.

If one or more additional Managers are appointed by the general partner(s), the latter shall decide if a Manager of their choice shall retain the above-mentioned remuneration or if the Managers shall share it between themselves and under what terms. If a Manager does not receive the remuneration described above, his remuneration (amount and terms of payment) shall be set by decision of the general partner(s) on the advisory opinion of the Supervisory Board and, unless the Manager in question does not receive any remuneration, shall be submitted to the approval of the Ordinary General Meeting of the Shareholders.

The Manager shall also be entitled to reimbursement for expenses they bear in the Company's interest, for which they must provide proof.

10.2.4 General partners (Articles 9 and 11.2 of the Articles of Association)

The general partners shall have unlimited joint and several liability for the Company's debts. However, they shall be held liable only if the creditors have already issued the Company with a formal demand by extrajudicial instrument to settle its debts.

The appointment of one or more new general partners shall be decided by the Extraordinary General Meeting of the Shareholders on a proposal from the existing General Partner(s). In this case, the appointment decision shall determine the proportions of distribution of losses between the old and the new general partners under the same terms and conditions.

The partnership interests (parts de commandité) of the general partners may only be transferred with the general partners' consent and the approval of the Company's Extraordinary General Meeting of the Shareholders. The transferee thus authorised shall take on the status of general partner of the Company and it shall acquire its predecessor's rights and obligations.

The partnership interests of the general partners shall be indivisible vis-à-vis the Company and the joint undivided owners thereof must be represented by a common representative in order to exercise their rights.

The general partner(s) shall take decisions at the Managers' discretion at a General Meeting of the Shareholders or by written consultation. Whenever a decision requires the approval of the general partner(s) and the General Meeting of the Shareholders, pursuant to the law or the Articles of Association, the Managers shall collect the general partner(s)' votes, in principle, before the General Meeting of the Shareholders and, in any event, no later than the close thereof.

Decisions or proposals that fall within the remit of the general partners shall be adopted unanimously, except if the Company is converted to a *société anonyme* (French limited company) or a *société à responsabilité limitée* (French limited liability company) which only requires a majority of the general partners.

10.2.5 Supervisory Board (Article 10 of the Articles of Association)

See Section 3.1.3 (Practices of the Supervisory Board) of this Universal Registration Document).

10.2.6 Rights, privileges and restrictions attached to the Company's securities (Articles 7.1, 7.4 and 7.5 of the Articles of Association)

The shares issued by the Company shall be registered until they are fully paid up, then, at the holder's discretion, they shall be registered or bearer.

The issue price of the securities issued by the Company shall be paid up under the terms and conditions laid down by the General Meeting of the Shareholders or, if none are laid down, by the Managers. Any delay in the payment of monies owing on the non-paid-up amount of said securities shall automatically result in the payment of interest calculated on the basis of an annual interest rate of 5% for each day from the date on which payment is due, without prejudice to the relevant statutory provisions.

In addition to the right to vote, each share entitles its holder to a share in Company assets, profits and the liquidation surplus in proportion to the number of shares issued, subject to the rights of the general partner(s).

Under the conditions set down by law and these Articles of Association, each share also carries a right to attend and to vote in General Meeting of the Shareholders. Double voting rights as provided in Article L.225-123 of the French Commercial Code is expressly excluded.

Where a certain number of shares must be held in order to exercise any right, more particularly in the case of the exchange, conversion, consolidation or allocation of free shares, share capital decrease, merger, demerger or any other operation, a shareholding of less than the requisite number of shares grants its owner no right against the Company, and shareholders shall personally ensure that they obtain the requisite number of shares required or a multiple thereof; the provisions of Articles L.228-6 and L.228-6-1 of the Commercial Code shall apply to fractional shares.

10.2.7 Changes in shareholders' rights

Shareholder rights may be amended under the terms of legal and regulatory provisions.

No specific terms are included in the Company's Articles of Association governing changes in shareholders' rights that set out stricter provisions than applicable laws.

10.2.8 General Meetings of the Shareholders

See Section 3.2 (General Meeting of the Shareholders) of this Universal Registration Document.

10.2.9 Change-of-control clauses in the Articles of Association

The Company is a *société en commandite par actions* (partnership limited by shares), with the specific characteristics of this legal form, including being subject to legal provisions and clauses in the Articles of Association that could be relevant in the event of a tender offer. (See Sections 2.1.8 (Risks related to the legal form, Articles of Association and organisation of Tikehau Capital) and 10.2.4 (general partners (Articles 9 and 11.2 of the Articles of Association)) of this Universal Registration Document). The Company's main shareholder (Tikehau Capital Advisors) controls the Company due to the Group's legal structure, and any person who would take control of the shares and voting rights attached to them may not, in practice, take control of the Company without first securing the consent of Tikehau Capital Advisors.

10.2.10 Changes in share capital

Given that the Articles of Association do not include any specific provision to this effect, the share capital may be increased, reduced or redeemed in any manner authorised by law.

10.2.11 Allocation of result and distributions (Article 14 of the Articles of Association)

From the annual profit, less, where appropriate, any previous losses, 5% shall be deducted to create the statutory reserve fund until it reaches one tenth of the share capital.

The distributable profit shall consist of the annual profit less any previous losses and the monies to be allocated to the statutory reserve pursuant to the law, plus any profit carried forward.

In the event of an annual distributable profit, a preferred dividend (*préciput*) equal to 12.5% of the Company's net result, as they appear in the Company's financial statements, shall be allocated to the general partners.

If there is more than one general partner, they shall share this amount between themselves as they see fit. In the event of a financial year whose duration is less than a calendar year, this remuneration shall be calculated on a pro rata basis for the time elapsed.

The Ordinary General Meeting of the Shareholders:

- shall assign the distributable annual profit, less the preferred dividend (*préciput*) to the general partners, to the creation of optional reserves, the retained earnings account and/or the distribution of a dividend to shareholders;
- for all or part of dividends to be distributed or interim dividends, the General Meeting of the Shareholders may grant shareholders a choice between payment in cash or payment in shares in accordance with the conditions set down by applicable regulations;
- for all or part of the dividends or interim dividends, reserves or premiums to be distributed, or in the case of a share capital decrease, the General Meeting of the Shareholders may also decide that the distribution of such dividends, reserves, premiums or share capital decrease will be made in kind by delivery of Company assets.

The Managers may distribute interim dividends, in which case an interim dividend of 12.5% of the amounts distributed shall also be paid to the general partners.

10.3 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Tikehau Capital General Partner,

Manager of the Company

32, rue de Monceau, 75008 Paris, France

Tel.: +33 1 40 06 26 26

Fax: +33 1 40 06 09 37

Declaration by the person responsible for the Universal Registration Document and the annual financial report

“We hereby declare that the information contained in this Universal Registration Document is, to our knowledge, in accordance with the facts and contains no omission likely to affect its import.

We certify that, to the best of our knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and result of the Company and all its consolidated companies, and that the report of the Manager – of which the concordance table is set out under Section 10.8.2 (Concordance tables – Annual financial report and management report) of this Universal Registration Document, provides a fair review of the development of the business, the results and the financial position of the Company and all its consolidated companies, and describes the principal risks and uncertainties to which they are exposed."

Paris, 1 April 2021

Tikehau Capital General Partner, Manager
represented by:

Its Chairman, AF&Co,
represented by its Chairman,
Mr Antoine Flamarion

Its Chief Executive Officer, MCH,
represented by its Chairman,
Mr Mathieu Chabran

10.4 STATUTORY AUDITORS

At the date of this Universal Registration Document, the Company's Statutory Auditors and Alternate Auditor are as follows:

Statutory Auditors of the Company

MAZARS

61, rue Henri-Regnault,
92075 Paris la Défense CEDEX

represented by Mr Simon Beillevaire.

Mazars was appointed as Statutory Auditor of the Company, replacing the firm C.M.S. Experts Associés by the General Meeting of the Shareholders held on 1 June 2017 for the remaining term of office of the resigning Statutory Auditors, *i.e.* until the date of the General Meeting of the Shareholders called to approve the financial statements for the year ending on 31 December 2021.

ERNST & YOUNG et AUTRES

1, Place des Saisons,
92037 Paris La Défense CEDEX

represented by Mr Hassan Baaj.

Ernst & Young et Autres was appointed Statutory Auditor by the General Meeting of 7 November 2016 for a term of six financial years ending with the close of the General Meeting of the Shareholders called to approve the financial statements for the year ending on 31 December 2021.

Alternate Auditor

PICARLE & ASSOCIÉS

1 - 2 Place des Saisons,
Paris La Défense 1
92400 Courbevoie

Picarle & Associés was appointed Alternate Auditor of the Company by the General Meeting of the Shareholders of 7 November 2016 for a term of six financial years ending with the close of the General Meeting of the Shareholders called to approve the financial statements for the year ending on 31 December 2021.

Statutory Auditors' fees

(in thousands of €)	Mazars Company	Mazars Subsidiaries	Mazars TOTAL	Ernst & Young et Autres Company	Ernst & Young et Autres Subsidiaries	Ernst & Young et Autres TOTAL	Others	Total as at 31 December 2020
Certification of accounts (excl. taxes)	126	94	220	135	83	218	38	476
Other services (excl. tax)	-	-	-	-	-	-	-	0
TOTAL	**126**	**94**	**220**	**135**	**83**	**218**	**38**	**476**

(in thousands of €)	Mazars Company	Mazars Subsidiaries	Mazars TOTAL	Ernst & Young et Autres Company	Ernst & Young et Autres Subsidiaries	Ernst & Young et Autres TOTAL	Others	Total as of 31 December 2019
Certification of accounts (excl. taxes)	140	75	215	122	74	196	-	411
Other services (excl. tax)	135	-	135	138	-	138	-	273
TOTAL	**275**	**75**	**350**	**260**	**74**	**334**	**-**	**684**

10.5 FINANCIAL COMMUNICATION

Responsibility and contact within the Company

Mr Henri Marcoux is responsible for financial communication, under the supervision of the Manager of the Company.

To contact the Company:

Tikehau Capital
www.tikehaucapital.com
32, rue de Monceau,
75008 Paris, France
Tel.: +33 1 40 06 26 26
Fax: +33 1 40 06 26 13

Shareholders and investors contact:

Mr Louis Igonet

Tel.: +33 1 40 06 11 11
shareholders@tikehaucapital.com

Financial communication policy

The Company intends to maintain an active and transparent financial communication policy with its shareholders and potential shareholders, in order to allow its stakeholders to follow the evolution of its activities, its performance and its financial position (See Section 5.1 (General overview of activities, results and financial position for financial year 2020) of this Universal Registration Document).

In addition to its regulatory periodic and ongoing reporting obligations, the Company will report to the market on the first and third quarter of each financial year, disclosing in particular the amount of its assets under management.

A detailed presentation of the main indicators monitored by the Company is provided in Section 5.1 (General overview of the activity, results and financial position for financial year 2020) of this Universal Registration Document.

10.6 DOCUMENTS AVAILABLE TO THE PUBLIC

Copies of this Universal Registration Document are available free of charge at the Company's registered office. This document may also be reviewed on the Company's website (www.tikehaucapital.com) and on the website of the AMF (www.amf-france.org).

Throughout the validity of this Universal Registration Document, the following documents (or copies of these documents) may be reviewed:

- the Company's Articles of Association;
- the Company's Supervisory Board's Internal Rules;
- all reports, letters and other documents, historical financial information, valuations and statements prepared by an expert at the Company's request, any part of which is included or referred to in this Universal Registration Document; and
- the historical financial information included in this Universal Registration Document.

All these legal and financial documents relating to the Company, required to be made available to shareholders in accordance with applicable regulations, may be consulted at the Company's registered office.

Regulated information (as defined by the AMF General Regulation) regarding the Company and its Group is also available on the Company's website.

10.7 GLOSSARY

"Ace Capital Partners"	Ace Capital Partners, (simplified joint stock company) whose registered office is located at 32, rue de Monceau, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 429 025 422.
"AFEP-MEDEF -Code"	Listed companies' corporate governance Code produced by AFEP and MEDEF and revised in June 2020 (1)
"AIF"	Alternative investment fund, an undertaking for collective investment distinct from UCITS. Its aim is to raise capital from a number of investors in order to invest it in accordance with an investment policy defined by the Company managing the fund.
"AIFM Directive"	Directive 2011/61/EU of the European Parliament and of the Council of 8 June 2011 on Alternative Investment Fund Managers and amending directives 2003/41/EC and 2009/65/EC and regulations (EC) No. 1060/2009 and (EU) No. 1095/2010.
"AMF"	*Autorité des marchés financiers*, the financial markets regulatory authority in France.
"Assets under management"	The concept of assets under management is defined in Section 5.1 (General overview of activities, results and financial position for financial year 2019) of this Universal Registration Document.
"CLO"	Collateralised Loan Obligation, a type of debt securitisation instrument in the form of bonds whose underlying--assets are loans granted to companies.
"Direct Lending"	This is a sub-segment of the Private Debt activity in which a non-banking lender performs the origination, arrangement (or structuring) and investment in its financing for companies.
"EMIR regulation"	Regulation (EU) No. 648/2012 of 4 July 2012 on OTC-traded derivatives, central counterparties and trade repositories.
"Equity warrant"	Warrant giving the right to subscribe to a company's shares (*bon de souscription d'action*).
"ESMA"	European Securities and Markets Authority.
"FCA"	Financial Conduct Authority, the financial regulatory authority in the United Kingdom.
"FCP"	*Fonds commun de placement*, a type of UCITS that issues units and that has no legal personality. By buying shares, the investor becomes a member of a joint ownership of transferable securities but has no voting rights. An FCP is represented and managed, in regard to its administrative, financial and accounting aspects, by a single asset management company which itself may delegate these tasks.
"FCPR"	*Fonds commun de placement à risque*, French venture capital fund, a type of AIF that includes in its assets a significant proportion of securities issued by non-listed French or foreign companies.
"FCT"	*Fonds commun de titrisation*, French debt securitisation fund, an investment fund the purpose of which is the acquisition of debt and the issuance of bonds, units or shares representing such debt.
"Fee Related Earnings" or "FRE"	This aggregate corresponds to the net operating profit of the asset management activity, excluding performance fees and carried interest, *i.e.* excluding Performance Related Earnings (PRE).
"FPCI"	*Fonds professionnel de capital investissement*, French professional Private Equity fund.
"FPS"	*Fonds professionnel spécialisé*, French alternative investment fund open to professional investors in the form of a SICAV, an FCP or a limited partnership.
"IRR"	Internal rate of return, or discount rate that cancels the net present value of a series of financial flows. In general, these financial flows relate to a project with an initial negative cash flow corresponding to the initial investment, followed by positive cash flows equal to the return on the investment.
"KYC"	Know Your Customer: a procedure for collecting and analysing data for the purpose of verifying the identity of customers, developed as part of the fight against corruption, financial fraud, money laundering and terrorist financing.
"LBO"	Leveraged Buy Out, that is the acquisition of a company using financing to create leverage.
"MAS"	Monetary Authority of Singapore, the financial regulatory authority in Singapore.
"Mezzanine"	Subordinated debt with collateral, the repayment of which is subordinated to the repayment of Senior Debt.
"MIFID Directive"	Directive 2004/39/EC on Markets in Financial Instruments, which governs the provision of investment services within the European Union.
"MIFID II Directive"	Directive 2014/65/EU amending the MIFID directive.
"OPCI"	*Organisme de placement collectif immobilier*, French Real Estate investment vehicle, taking the form of a company with variable capital investing primarily in Real Estate or a Real Estate investment trust, whose purpose is investment in buildings intended for rental or that it has constructed solely in order to rent them.

(1) The AFEP-MEDEF Code can be consulted online at: https://afep.com/wp-content/uploads/2020/01/Code-Afep_Medef-révision-janvier- 2020_-002.pdf.

"ORNANE"	*Obligations à option de remboursement en numéraire et/ou en actions nouvelles et/ou existantes*: bonds with the option of redemption in cash and/or new and/or existing shares.
"PIK"	Payment in kind, loans characterised by the fact that the interest payment is not always made in cash.
"Private Debt"	Private Debt refers to asset classes in the credit market that are usually in the form of loans and private placements.
"RCCI"	*Responsable conformité et contrôle interne*: Head of Compliance and Internal Control.
"SCPI"	*Société civile de placement immobilier,* French Real Estate investment trust.
"Senior Debt"	Top-ranking debt with collateral having priority in repayment *vs.* subordinated debt and equity.
"SGP"	*Société de gestion de portefeuille*, an investment services provider engaged primarily in third party Asset Management (individually through a management mandate, and collectively through a UCITS or alternative investment fund) and subject to the approval of the AMF.
"SICAV"	*Société d'investissement à capital variable*: open-ended investment company with variable capital.
"SME"	Small and medium-sized enterprises.
"Sofidy"	*Société Financière de Développement de l'Agglomération d'Evry*, (simplified joint stock company), whose registered office is located at 303, square des Champs Elysées, 91026 Evry Cedex, registered with the Evry Trade and Companies Register under number 338 826 332.
"Stretched senior"	Hybrid debt combining a traditional loan and financing on assets offering greater leverage than Senior Debt.
"TC UK"	Tikehau Capital UK, a company incorporated under British law with its registered office at 30 St. Mary Ax, EC3A 8BF, London, United Kingdom, registered in the Companies Register of England and Wales under number 8597849.
"UCITS IV Directive"	Directive 2009/65/EC of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities. This directive was amended by the UCITS V directive.
"UCITS V Directive"	Directive 2014/91/EU of the European Parliament and of the Council of 23 July 2014 amending Directive 2009/657 EC on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities (UCITS) as regards the functions of custodian, remuneration policies and sanctions.
"UCITS"	Undertaking for collective investment in transferable securities, a portfolio of transferable securities (equities, bonds, etc.) managed by professionals (asset management company) and held collectively by individuals or institutional investors. There are two types of UCITS: SICAVs (open-ended investment companies with variable capital) and FCPs (mutual funds).
"Performance Related Earnings" or "PRE"	This aggregate corresponds to performance fees and carried interest.
"TIAP"	*Titres immobilisés de l'activité de portefeuille*: Long-term portfolio investment securities.
"Tikehau Capital" or "Company"	Tikehau Capital, *société en commandite par actions* (partnership limited by shares), whose registered office is located at 32, rue de Monceau – 75008 Paris, France, registered with the Paris Trade and Companies Register under number 477 599 104.
"Tikehau Capital Advisors"	Tikehau Capital Advisors, (simplified joint stock company) whose registered office is located at 32, rue de Monceau, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 480 622 026.
"Tikehau Capital Europe"	Tikehau Capital Europe, limited liability company (*société à responsabilité limitée*) incorporated under British law with its registered office at 30 St. Mary Ax, EC3A 8BF, London, United Kingdom, registered in the Companies Register of England and Wales under number 9154248.
"Tikehau Capital General Partner"	Tikehau Capital General Partner, (simplified joint stock company) whose registered office is located 32, rue de Monceau – 75008 Paris France, registered with the Paris Trade and Companies Register under number 800 453 433, sole Manager and general partner of the Company.
"Tikehau IM"	Tikehau Investment Management, (simplified joint stock company) whose registered office is located at 32, rue de Monceau, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 491 909 446.
"TREIC"	Tikehau Real Estate Investment Company, (simplified joint stock company) whose registered office is located at 32, rue de Monceau, 75008 Paris, France, registered with the Paris Trade and Companies Register under number 817 471 907.
"Unitranche"	Financing that combines a senior debt component with mezzanine debt in a single instrument to simplify the capital structure and provide greater flexibility.

10.8 CONCORDANCE TABLES

10.8.1 Concordance table – Appendix I of Regulation (EC) No. 2019/980

The concordance table refers to the main headings required by Appendix 1 of the European Delegated regulation No 2019/980 of 14 March 2019 supplementing European regulation No. 2017/1129 of 14 June 2017.

Information that is not applicable to Tikehau Capital is marked as "N/A".

No.	Headings in the regulation (Appendix I)	Section(s)	Page(s)	2020 Half-year URD page(s)
1	**Persons responsible, third party information, expert's reports and competent authority approval**			
1.1	Persons responsible for the information contained in this document	10.3	372	73
1.2	Declaration by the persons responsible for the document	10.3	372	73
1.3	Statement or report attributed to a person acting as an expert	N/A	N/A	N/A
1.4	Third-party information	N/A	N/A	N/A
1.5	Approval by the competent authority	N/A	N/A	N/A
2	**Statutory Auditors**			
2.1	Name and address of the Statutory Auditors of the Company	10.4	373	69
2.2	Resignation, sidelining, or non-reappointment of Statutory Auditors	N/A	N/A	N/A
3	**Risk factors**	2.1	94	4
4	**Information about the issuer**	10.1	368	5
5	**Business overview**			
5.1	Main activities	1.3	26	12-13
5.2	Main markets	1.4	81	-
5.3	Indicate the significant events in the development of the issuer's business	1.1.3	12	24-34
5.4	Strategy and objectives	1.2.1	14	3; 28; 32
5.5	Potential dependence	N/A	N/A	N/A
5.6	Indicate the basis for any statements made by the issuer regarding its competitive position	1.4.3	86	-
5.7	Investments	1.3; 5.2; 5.4	26; 235; 245	13; 15
6	**Organisational structure**			
6.1	If the issuer is part of a group, briefly describe that group and the position of the issuer. This description may consist of an organisation chart or include such chart if this contributes to clarifying the Group's organisational structure	1.1.1; 1.1.2; 1.3.1.4	10; 10; 36	5
6.2	List all of the issuer's significant subsidiaries, including their name, country of origin or establishment as well as the percentage of share capital and, if different, the percentage of voting rights held	1.3.1.4	36	-
7	**Operating and financial review**			
7.1	Financial position (1)	5.1; 5.3	224; 242	34; 71
7.2	Operating result	5.3.1.1	242	17

(1) Pursuant to article 19 of EC Regulation no. 2017/1129 of 14 June 2017, the following are incorporated by reference (i) the consolidated financial statements for the financial year ended 31 December 2018 shown in Section 5.1 (pages 190 to 237) of the 2018 Universal Registration Document filed with the AMF on 18 April 2019 under number R.19-008 as well as the related Statutory Auditors' report included in pages 238 to 242 of the aforementioned 2018 Universal Registration Document and (ii) the consolidated financial statements for the financial year ended 31 December 2019 included in Section 6.1 (pages 226 to 271) of the 2019 Universal Registration Document filed with the AMF on 14 April 2020 under number D.20-0290 as well as the related Statutory Auditors's report included in pages 272 to 275 of the aforementioned 2019 Universal Registration Document.

No.	Headings in the regulation (Appendix I)	Section(s)	Page(s)	2020 Half-year URD page(s)
8	**Capital resources**			
8.1	Provide information about the issuer's capital resources (both short and long term)	5.1	224-234	6; 21
8.2	Indicate the source and amount of the issuer's cash flows and describe these cash flows	5.2.3	238	21; 23
8.3	Provide information about the issuer's financial needs and the issuer's financing structure	5.2.3	238	37
8.4	Provide information about any restrictions on the use of capital resources that have significantly influenced or may significantly influence, either directly or indirectly, the issuer's business	N/A	N/A	N/A
8.5	Provide information on the expected sources of financing that will be required to fulfil the commitments referred to in point 5.7.2.	N/A	N/A	N/A
9	**Regulatory environment**	1.5	87	-
10	**Trend information**	1.4; 5.4	81; 245	-
11	**Profit forecasts or estimates**	N/A	N/A	N/A
12	**Administrative, management and supervisory bodies and senior management**			
12.1	Administrative and management bodies	3.1	134	-
12.2	Conflicts of interest in the administrative, management and supervisory bodies and senior management	3.4.5	177	-
13	**Remuneration and benefits**			
13.1	Amount of remuneration paid and benefits in kind	3.3	154	-
13.2	Total amount set aside or accrued by the issuer or its subsidiaries to provide pension, retirement or similar benefits	3.3.5	166	-
14	**Board practices**			
14.1	The date of expiration of the current term of office of the person, if applicable, and the period during which he/she held his/her office	3.1	134	-
14.2	Service agreements binding the members of the administrative bodies	3.5.1	181	-
14.3	Information on the Supervisory Board Committees	3.4.2	174	-
14.4	Statement as to whether or not the issuer complies with the corporate governance regime(s) in force	3.4.6	179	-
14.5	Potential significant impacts on corporate governance	N/A	N/A	N/A
15	**Employees**			
15.1	Number of employees	4.3.3	209	-
15.2	Investments and stock options	3.3.4; 4.3.3; 8.3.2	166; 209; 341	-
15.3	Arrangements for involving the employees in the issuer's capital	4.3.3	209	-
16	**Major shareholders**			
16.1	Shareholders holding more than 5% of the share capital or voting rights	8.1.1	332	72
16.2	Indicate if the issuer's main shareholders hold different voting rights, or provide an appropriate statement indicating the absence of such voting rights	N/A	N/A	N/A
16.3	Control of the issuer	8.1.2	336	-
16.4	Agreement known to the issuer whose implementation may, at a later date, result in a change in control	N/A	N/A	N/A
17	**Related party transactions**	3.5	181	33

No.	Headings in the regulation (Appendix I)	Section(s)	Page(s)	2020 Half-year URD page(s)
18	**Financial information concerning the issuer's assets and liabilities, financial position and profits and losses**			
18.1	Historical financial information	6; 7	247; 297	48
18.2	Interim and other financial information	N/A	N/A	N/A
18.3	Auditing of historical annual financial information	6.2; 7.2	292; 326	-
18.4	*Pro forma* financial information	N/A	N/A	N/A
18.5	Dividend policy	8.4	353	-
18.6	Legal and arbitration proceedings	2.4	131	-
18.7	Significant change in the issuer's financial position	5.4	245	15
19	**Additional information**			
19.1	Share capital	8.3	339	15
19.2	Memorandum and Articles of Association	10.2	369	-
20	**Material Contracts**	3.5.1; 3.5.2; 8.1.2.1	181; 181; 336	-
21	**Documents available**	10.6	376	1

10.8.2 Concordance table – Annual financial report and management report

To facilitate the reading of the annual financial report and the management report in accordance with the French Commercial Code, the following table identifies, in this Universal Registration Document, the information required by law and applicable regulations.

The information required for the annual financial report is marked by the letters “AFR”.

Information that is not applicable to Tikehau Capital is marked as “N/A”.

No.	Required items	Section(s)	Page(s)
1	**Statutory accounts**	7.1	298
2	**Consolidated financial statements**	6.1	248
3	**Management report**	3	133
4	**Declaration of individuals who assume responsibility for the annual financial report**	10.3	372
5	**Statutory Auditors’ report on the statutory accounts**	Refer to the concordance table in the management report – see below	
6	**Statutory Auditors’ report on the consolidated financial statements**	6.2	292
7	**Description of the share buyback programme**	8.3.4	351

No.	Required items and reference texts	Section(s)	Page(s)
1	**Statutory accounts**	7	297
2	**Consolidated financial statements**	6	247
3	**Management report**		
3.1	**Group position and activity**		
	Position of the Company during the past financial year and objective and exhaustive analysis of changes in business, the results and the financial position of the Company and the Group, in particular its debt position, with regard to volume and business complexity *Articles L.225-100-1, I., 1°, L. 232-1, II., L. 233-6 and L. 233-26 of the French Commercial Code (versions applicable until 31 December 31 2020); Articles L.225-100-1, I., 1°, L. 232-1, II, L. 233-6 and L. 233-26 of the French Commercial Code (versions applicable as of 1 January 2021)*	5.1.2; 5.2.1	230; 235
	Key financial performance indicators *Article L.225-100-1, I., 2° of the French Commercial Code (in the version applicable until 31 December 2020); Article L.225-100-1, I., 2° (in the version applicable as of 1 January 2021)*	Key figures; 5.1	6; 224
	Key non-financial performance indicators relating to the specific activity of the Company and the Group, in particular information relating to environmental and personnel issues. *Article L.225-100-1, I., 2° of the French Commercial Code (in the version applicable until 31 December 2020); Article L.225-100-1, I., 2° (in the version applicable as of 1 January 2021)*	4	185
	Significant events occurring between the closing date of the financial year and the date on which the management report was prepared *Art. L.232-1, II and L.233-26 of the French Commercial Code*	1.4.1; 5.4	81; 245
	Identity of the main shareholders and holders of voting rights at General Meetings of the Shareholders, and changes made during the financial year *Art. L.233-13 of the French Commercial Code*	8.1.1	332
	Existing branches *Art. L.232-1, II of the French Commercial Code*	1.1.1; 1.3.1.3; 1.3.1.4	10; 32; 36
	Significant equity interests in companies with registered offices in French territory *Art. L.233-6, par. 1 of the French Commercial Code*	1.3.3; 5.1.2	76; 230
	Cross-shareholdings *Art. L.233-29, L.233-30 and R.233-19 of the French Commercial Code*	7.1	298
	Foreseeable changes in the position of the Company and the Group and future prospects *Art. L.232-1, II and L.233-26 of the French Commercial Code*	1.4.1; 5.4	81; 245
	Research and development activities *Art. L.232-1, II and L.233-26 of the French Commercial Code*	N/A	N/A

No.	Required items and reference texts	Section(s)	Page(s)
	Table showing the Company's results for each of the last five financial years *Art. R.225-102 of the French Commercial Code*	5.3.2	244
	Information on payment terms for suppliers and customers *Article D.441-4 of the French Commercial Code*	N/A	N/A
	Amount of inter-company loans granted and statement by the Statutory Auditor *Articles L.511-6 and R. 511-2-1-3 of the French Monetary and Financial Code*	N/A	N/A
3.2	**Internal control and risk management**		
	Description of the main risks and uncertainties facing the company *Article L.225-100-1, I., 3° of the French Commercial Code (in the version applicable until 31 December 2020); Article L.225-100-1, I., 3° (in the version applicable as of 1 January 2021)*	2.1	94
	Information on the financial risks related to the effects of climate change and presentation of the measures taken by the company to reduce them by implementing a low-carbon strategy in all aspects of its activity *Article L.225-100-1, I., 4° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-35, 1° (applicable as of 1 January 2021)*	4.1	186
	Main characteristics of the internal control and risk management procedures implemented by the Company and the Group relating to the preparation and processing of accounting and financial information *Article L.225-100-1, I., 5° and II., last paragraph of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-35, 2° (applicable as of 1 January 2021)*	2.3.5	120
	Information about the objectives and policy concerning the hedging of each main category of transactions and about exposure to price, credit, liquidity and cash risks, including the use of financial instruments *Article L.225-100-1, I., 6° of the French Commercial Code (version applicable until 31 December 2020); Article L.225-100-1., 4° of the French Commercial Code (version applicable as of 1 January 2021)*	2.1.5	102
	Anti-corruption toolset *Act No. 2016-1691 of 9 December 2016, known as "Sapin 2".*	4.3.1	206
	Vigilance plan and report on its effective implementation *Art. L.225-102-4 of the French Commercial Code*	4.3.4	215
3.3	**Report on Corporate Governance (1)**		
	Information on remuneration		
	Remuneration policy for corporate officers *Article L.225-37-2, I., paragraph 2 of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-8, I., paragraph 2 of the French Commercial Code (applicable as of 1 January 2021)*	3.3	154
	Remuneration and benefits of any kind paid during the financial year or allocated for the financial year to each corporate officer *Article L.225-37-3, I., 1° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 1° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.2.3	161
	Relative proportion of fixed and variable remuneration *Article L.225-37-3, I. 2° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 2° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.2.3	161
	Use of the option to request the return of variable remuneration *Article L.225-37-3, I., 3° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 3° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Commitments of any kind made by the Company for the benefit of its corporate officers, corresponding to elements of remuneration, indemnities or benefits that are or may be due as a result of the assumption, termination or change of their duties or after the exercise thereof *Article L.225-37-3, I., 4° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 4° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Remuneration paid or allocated by a company included in the scope of consolidation within the meaning of Article L.233-16 of the French Commercial Code. *Article L.225-37-3, I., 5° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 5 ° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163

(1) For partnerships limited by shares (sociétés en commandite par actions): the report on corporate governance is attached to the management report (Article L.226-10-1 of the French Commercial Code).

No.	Required items and reference texts	Section(s)	Page(s)
	Ratios between the level of remuneration of each executive corporate officer and the average and median remuneration of the Company's employees *Article L.225-37-3, I., 6° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 6° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Annual change in remuneration, company performance, average remuneration of company employees and the aforementioned ratios over the five most recent financial years *Article L.225-37-3, I., 7° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 7° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Explanation of how the total remuneration complies with the remuneration policy adopted, including how it contributes to the long-term performance of the company and how the performance criteria were applied *Article L.225-37-3, I., 8° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 8° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Manner in which the vote of the last Ordinary General Meeting of the Shareholders referred to in II of Article L.225-100 (until 31 December 2020) and in Article L.22-10-34, I (as of 1 January 2021) of the Commercial Code was taken into account *Article L.225-37-3, I., 9° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 9° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Deviation from the procedure for implementation of the remuneration policy and any exceptions *Article L.225-37-3, I., 10° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 10° of the French Commercial Code (applicable as of 1 January 2021)*	3.3.3	163
	Application of the provisions of the second paragraph of Article L.225-45 of the French Commercial Code (suspension of payment of directors' remuneration in the event of non-compliance with the gender balance of the Board of directors) *Article L.225-37-3, I., 11° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-9, I., 11° of the French Commercial Code (applicable as of 1 January 2021)*	3.4.1	167
	Granting and retention of options by corporate officers *Article L.225-185 of the French Commercial Code (version applicable until 31 December 2020); Article L.225-185 of the French Commercial Code (version applicable as of 1 January 2021)*	3.3.4	166
	Granting and retention of free shares to executive corporate officers *Article L.225-197-1 of the French Commercial Code (version applicable until 31 December 2020); Articles L.225-197-1 and L. 22-10-59 of the French Commercial Code (applicable as of 1 January 2021)*	3.3.4	166
	Information on governance		
	List of all offices and positions held in any company by each corporate officer during the past year *Article L.225-37-4, 1° of the French Commercial Code (version applicable until 31 December 2020); Article L.225-37-4, 1° of the French Commercial Code (version applicable as of 1 January 2021)*	3.1.1; 3.1.2	134; 137
	Agreements entered into between an officer or a significant shareholder and a subsidiary *Article L.225-37-4, 2° of the French Commercial Code (version applicable until 31 December 2020); Article L.225-37-4, 2° of the French Commercial Code (version applicable as of 1 January 2021)*	3.5.1	181
	Summary table of valid delegations granted by the meeting of the shareholders in respect of capital increases *Article L.225-37-4, 3° of the French Commercial Code (version applicable until 31 December 2020); Article L.225-37-4, 3° of the French Commercial Code (version applicable as of 1 January 2021)*	8.3.3	349
	General management procedures *Article L.225-37-4, 4° of the French Commercial Code (version applicable until 31 December 2020); Article L.225-37-4, 4° of the French Commercial Code (version applicable as of 1 January 2021)*	N/A	N/A
	Composition, preparation and organisation of the work of the Board *Article L.225-37-5, 4° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-10, 1° of the French Commercial Code (applicable as of 1 January 2021)*	3.4	167
	Application of the principle of balanced representation of women and men on the Board *Article L.225-37-4, 6° and R. 225-104 of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-10, 2° of the French Commercial Code (applicable as of 1 January 2021)*	3.4.1	167
	Limitations placed by the Board on the powers of the Chief Executive Officer *Article L.225-37-4, 7° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-10, 3° of the French Commercial Code (applicable as of 1 January 2021)*	N/A	N/A
	Reference to a corporate governance Code and application of the "comply or explain" principle *Article L.225-37-4, 8° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-10, 4° of the French Commercial Code (applicable as of 1 January 2021)*	3.4.6	179

No.	Required items and reference texts	Section(s)	Page(s)
	Specific terms and conditions for shareholders' participation in the General Meeting of the Shareholders *Article L.225-37-4, 9° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-10, 5° of the French Commercial Code (applicable as of 1 January 2021)*	3.4.3	177
	Procedure for assessing current agreements - Implementation *Article L.225-37-4, 10° of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-10, 6° of the French Commercial Code (applicable as of 1 January 2021)*	3.5.3	182
	Information that could have an impact in the event of a tender offer or exchange offer: - Company capital structure; - statutory restrictions on the exercise of voting rights and share transfers, or clauses of agreements made known to the Company pursuant to Article L.233-11; - direct or indirect shareholdings in the capital of the company of which it is aware pursuant to Articles L.233-7 and L.233-12; - list of holders of any securities with special control rights and a description thereof - control mechanisms provided for in any employee shareholding system, if control rights are not exercised by the employees; - agreements between shareholders of which the Company is aware that may result in restrictions on the transfer of shares and the exercise of voting rights; - rules applicable to the appointment and replacement of members of the Board of directors and the amendment of the Company's Articles of Association; - powers of the Board of directors, in particular with regard to the issue or buyback of shares; - agreements entered into by the company that are amended or terminated in the event of a change of control of the company, unless such disclosure, except in the case of a legal obligation to disclose, would seriously harm its interests; - agreements providing for compensation for members of the Board of directors or employees, if they resign or are dismissed without real and serious cause or if their employment is terminated due to a tender offer or exchange offer. *Article L.225-37-5 of the French Commercial Code (applicable until 31 December 2020); Article L.22-10-11 of the French Commercial Code (applicable as of 1 January 2021)*	8.3; N/A; 8.1.1; N/A; N/A; 3.4; 9.4; N/A; N/A	339; 332; 167; 362
	For public limited companies (*sociétés anonymes*) with a Supervisory Board: Observations of the Supervisory Board on the Management Board's report and the financial statements for the year. *Article L.225-68, last paragraph, of the French Commercial Code (version applicable until 31 December 2020); Article L.225-68, last paragraph, of the French Commercial Code (version applicable as of 1 January 2021)*	N/A	N/A
3.4	**Shareholders and capital**		
	Structure, change in the Company's share capital and crossing of thresholds *Art. L.233-13 of the French Commercial Code*	8.3.1	339
	Acquisition and sale by the Company of its own shares *Art. L.225-211 of the French Commercial Code*	8.3.4	351
	Statement of employee ownership of the share capital on the last day of the financial year (proportion of capital represented) *Article L.225-102, paragraph 1 of the French Commercial Code*	6 (Note 17); 6 (Note 30); 8.3.2	276; 291; 341
	Statement of any adjustments for securities giving access to the share capital in the event of share buybacks or financial transactions *Articles R.228-90 and R.228-91 of the French Commercial Code*	N/A	N/A
	Information on transactions by directors and related persons on the securities of the Company *Article L.621-18-2 of the French Monetary and Financial Code*	8.1.4	337
	Amounts of dividends that have been distributed for the three previous years *Article 243 bis of the French General Tax Code*	8.4; 9.2; 9.4	353; 357; 362

No.	Required items and reference texts	Section(s)	Page(s)
3.5	**Declaration of non-financial performance**		
	Business model (or commercial model) *Art. L.225-102-1 and R.225-105, I of the French Commercial Code*	Business model	4
	Description of the main risks related to the business of the company or Group, including, where relevant and proportionate, risks created by business relationships, products or services *Articles L.225-102-1 and R. 225-105, I., 1° of the French Commercial Code*	2.1	94
	Information on the way in which the Company or Group takes into account the social and environmental consequences of its activity, and the effects of such activity on respect for human rights and the fight against corruption (description of the policies applied and due diligence procedures implemented to prevent, identify and mitigate the main risks related to the activities of the Company or Group) *Articles L.225-102-1, III, R. 225-104 and R. 225-105, I. 2° of the French Commercial Code*	4.2	191
	Results of policies applied by the Company or Group, including key performance indicators *Articles L.225-102-1 and R. 225-105, I., 3° of the French Commercial Code*	4.2.1	191
	Corporate information (employment, work organisation, health and safety, labour relations, training, equal treatment) *Articles L.225-102-1 and R. 225-105, II., A., 1° of the French Commercial Code*	4.3.3	209
	Environmental information (general environmental policy, pollution, circular economy, climate change) *Articles L.225-102-1 and R. 225-105, II., A., 2° of the French Commercial Code*	4.2.2	197
	Societal information (societal commitments to promote sustainable development, subcontracting and suppliers, fair practices) *Articles L.225-102-1 and R. 225-105, II., A., 3° of the French Commercial Code*	4.3	206
	Information on the fight against corruption *Articles L.225-102-1 and R. 225-105, II., B., 1° of the French Commercial Code*	4.3.1	206
	Information relating to actions to promote human rights *Articles L.225-102-1 and R. 225-105, II., B., 2° of the French Commercial Code*	4.2	191
	Specific information: - the Company's policy to prevent the risk of technological accidents; - ability of the Company to cover its civil liability as regards property and persons as a result of the operation of such facilities; - resources provided by the company to manage the compensation of victims in the event of a technological accident that incurs its liability. *Article L.225-102-2 of the French Commercial Code*	N/A	N/A
	Collective agreements entered into within the Company and their impact on the Company's economic performance and on the working conditions of employees *Articles L.225-102-1, III and R.225-105 of the French Commercial Code*	4.3	206
	Statement by the independent third party on the information contained in the statement of non-financial performance *Articles L.225-102-1, III and R.225-105-2 of the French Commercial Code*	4.5	220
3.6	**Other information**		
	Additional tax information *Articles 223 quater and 223 quinquies of the French General Tax Code*	N/A	N/A
	Injunctions or monetary penalties for anti-competition practices *Article L.464-2 of the French Commercial Code*	N/A	N/A
4	**Declaration of individuals who assume responsibility for the annual financial report**	10.3	372
5	**Statutory Auditors' report on the statutory accounts**	7.2	326
6	**Statutory Auditors' report on the consolidated financial statements**	6.2	292
7	**Description of the share buyback programme**	8.3.4	351

10.8.3 Concordance table – Corporate Governance

This Universal Registration Document includes all the items in the corporate governance report referred to in Articles L.225-37-3 to L.225-37-5 of the French Commercial Code, in application of Article L.226-10-1 of the French Commercial Code.

10.

This document is printed in France by an Imprim'Vert certified printer
on PEFC certified paper produced from sustainably managed forest.

Designed & published by LABRADOR INFORMATION DESIGN +33 (0)1 53 06 30 80

TIKEHAU CAPITAL

32, rue de Monceau - 75008 Paris - France
Tel.: +33 (0)1 40 06 26 26

www.tikehaucapital.com