



COMBINED GENERAL  
MEETING

15 JULY 2021



1

AuM update at end-March 2021



# Q1 2021 AUM HIGHLIGHTS

## Group

€29.4bn

of Group AuM at 31 March 2021



yoy growth



qoq growth

## Asset Management

€27.7bn

of AM AuM at 31 March 2021



yoy growth



qoq growth

+€4.2bn

of AM net new money (NNM) over LTM

+€0.5bn

of AM NNM in Q1 21  
In line with the Group's usual fundraising seasonality

## Balance sheet

€500m

Inaugural sustainable bond issue

1.625%

Lowest coupon achieved by the Group

8-year

maturity

Strengthened financial profile and impact platform

# A VERY STRONG START TO Q2

## AM platform

- Announcement of the launch of a **Private Equity Decarbonization Fund** focused on North America
- Acquisition by **IREIT** of a 27-property portfolio from Decathlon
- Integration of **Asian Private Equity secondary practice**
- Launch by **Ace Capital Partners** of a Spain-focused aerospace and defense private equity fund

## Retail

- Launch of the first **private equity unit-linked product** on the energy transition theme with **CNP Assurances**
- Launch of an innovative **private debt unit-linked product** with **MASCF**

## SPAC

- Successful private placement of €500m for **Pegasus Europe**, Tikehau Capital's first sponsored SPAC





# 2

A new organisation  
for Tikehau Capital



# A 17-YEAR ENTREPRENEURIAL GROWTH STORY

2004

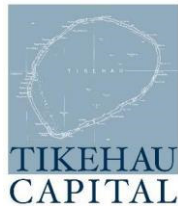
FROM...

- Private investment company
- Founder-operated
- €4m of assets
- Externally-managed
- French-based

2021

...TO

- Global alternative AM
- €29.4bn<sup>(1)</sup> of AuM
- 607 employees
- Pioneer in ESG
- International (12 countries)
- €3.5bn market cap<sup>(2)</sup>



(1) As at 31 March 2021

(2) As at 6 July 2021



# Tikehau Capital prepares its next growth chapter with

- a **simplified** operational structure
- an **improved** financial profile
- a **new** dividend policy



# TIKEHAU CAPITAL TO MEET HIGHEST INDUSTRY STANDARDS

## Pre-reorganisation

### Externally managed

All TC management and Group central functions located outside the listed perimeter

Manager remunerated by management fee of

**2% of consolidated equity**

General Partner eligible to a

**12.5% preferred dividend**  
of statutory net income

## Post-reorganisation

### Internally managed

Central corporate functions and expertise regrouped under the listed company (with related costs)

### No more management fee

and limited Manager's fixed annual compensation of €2.5m

Lowered preferred dividend to  
**1% of statutory net income**



# A COMPELLING STEP FOR TIKEHAU CAPITAL

A transformative evolution reinforcing Tikehau Capital

## Simplified

organisation and structure to support future growth

607

employees regrouped under the listed perimeter

## Improved

post-tax cash-flow generation and visibility<sup>(1)</sup>

>€40m

per annum from 2021 onwards

## Enhanced

return on equity<sup>(2)</sup>

>140bps

per annum from 2021 onwards

## Favourable impact

on 2021 adjusted EPS

High single-digit accretion

on 2021 adjusted EPS<sup>(3)</sup>

## New dividend policy

to reflect improved cash earnings outlook

>80%

of FRE<sup>(4)</sup> and PRE<sup>(4)</sup>  
(ordinary dividend – floored at €0.50 for 2021)

## Strong support

from shareholders representing

85%

of Tikehau Capital's share capital

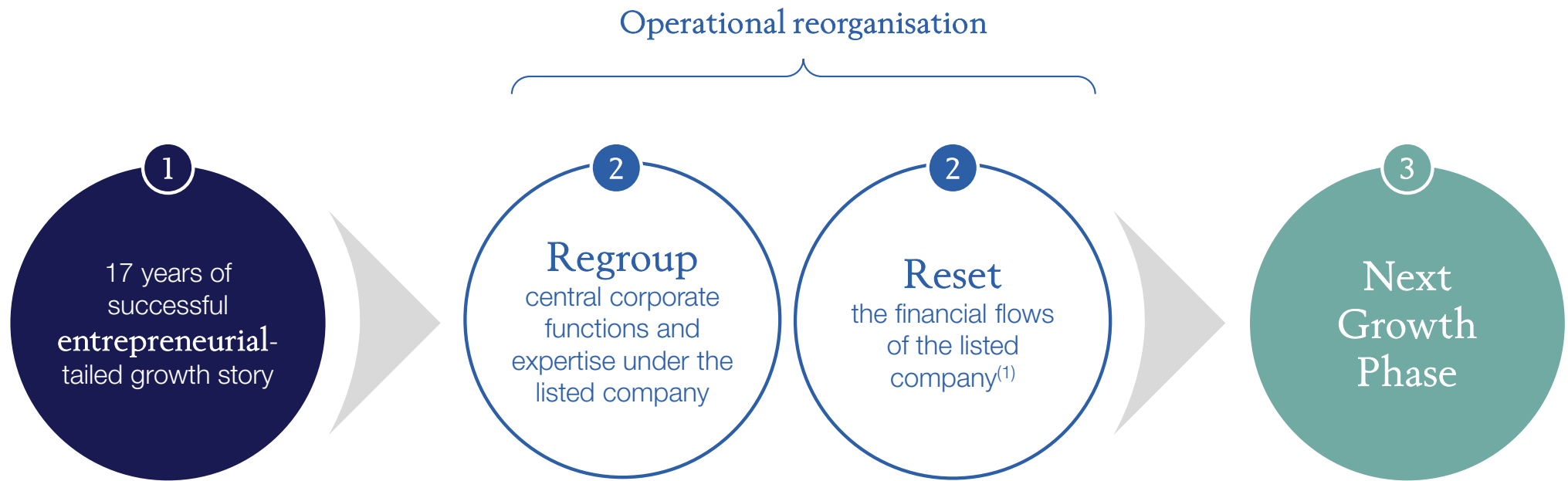
(1) Illustrative amount based on sell-side analysts' forecasts for 2021, updated post FY20 results release.

(2) Calculated as Adjusted net income (i.e less preferred dividend) divided by Shareholders' Equity, Group share, based on 31 December 2020 Shareholders' Equity, Group share.

(3) Net income less preferred dividend – Based on sell-side analysts' forecasts updated post FY20 results release.

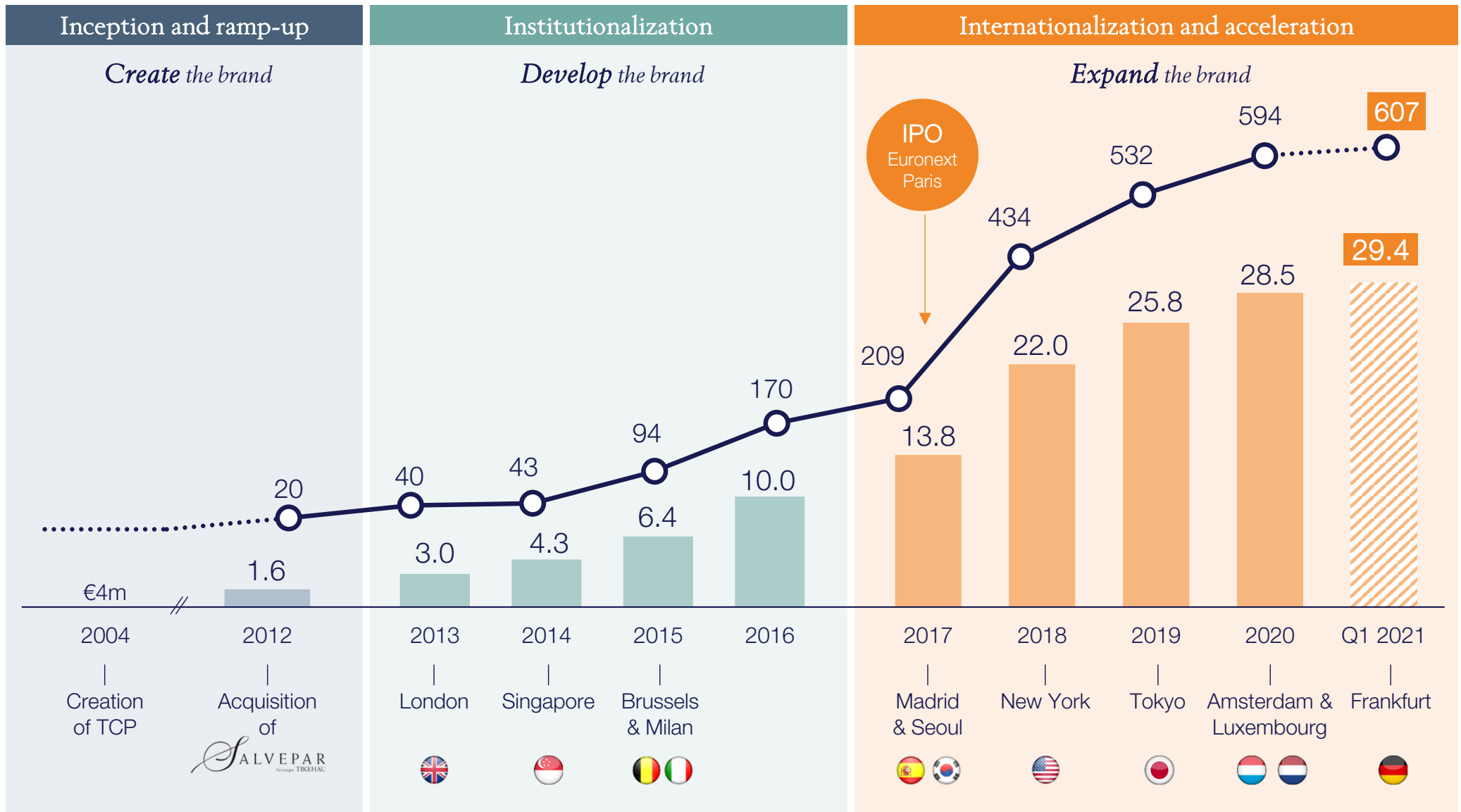
(4) Fee Related Earnings / Performance Related Earnings.

# PAVING THE WAY FOR FUTURE SUCCESS



(1) Regrouping central corporate functions and expertise under the listed company leads to the modification of remuneration flows between Tikehau Capital and its Manager and of preferred dividend flows between Tikehau Capital and its General Partner.

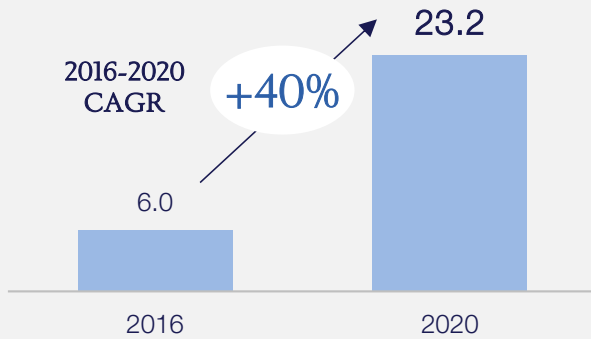
# 1 FROM A FOUNDERS OWNED INVESTMENT COMPANY TO A DIVERSIFIED GLOBAL ALTERNATIVE ASSET MANAGER



# 1 FASTEST GROWING EUROPEAN ALTERNATIVE ASSET MANAGER

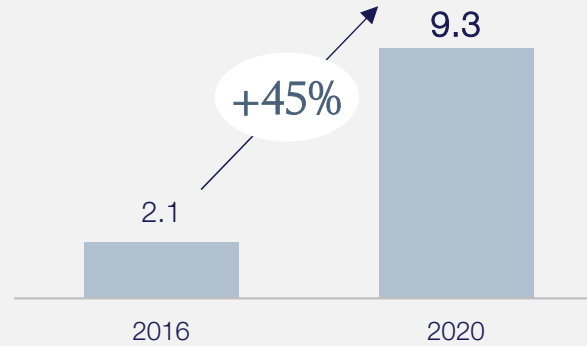
## Fee-paying AuM

€bn



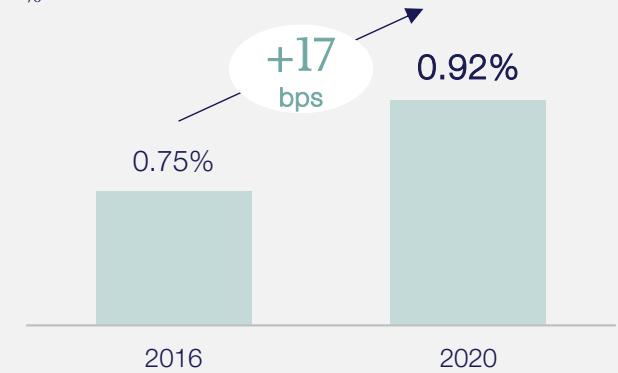
## AuM from international investors

€bn



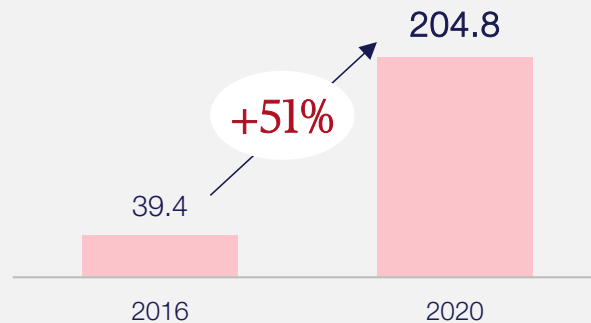
## Management fee rate

%



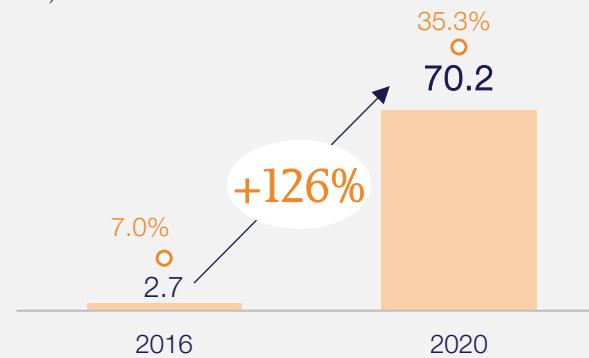
## Revenue from Asset Mgt activity

€m



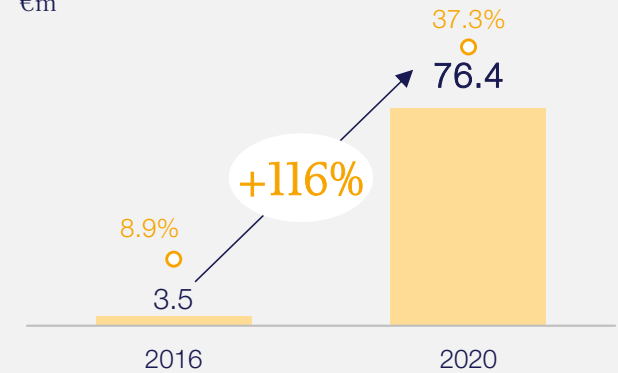
## FRE and FRE<sup>(1)</sup> margin

€m, %



## NOPAM and NOPAM<sup>(2)</sup> margin

€m



(1) Fee-Related Earnings

(2) Net Operating Profit for the Asset Management activity



## 2 NEW ORGANISATION, NEW ECONOMICS, IMPROVED FINANCIAL PROFILE

	Pre-reorganisation	Post-reorganisation
Organisation	Externally managed	Internally managed
Operating costs  2020 <i>proforma</i> figure	<p>2% of consolidated shareholders' equity</p> <p>€70.6m <i>operating cost</i></p>	<p>€2.5m Fixed annual compensation<sup>(1)</sup></p> <p>c.€20m Corporate functions costs<sup>(2)</sup></p> <p>€20.8m <i>operating cost</i></p>
Preferred dividend <sup>(3)</sup>	12.5%	1.0%

(1) Fixed annual compensation paid to the 2 Managers ("Gérants")

(2) Illustrative operating costs from 2021 onwards

(3) Based on Tikehau Capital's statutory net result

## 2 IMPACT OF THE REORGANISATION ON THE GROUP'S SHAREHOLDING STRUCTURE

➤ **39 million** new TC shares issued for the benefit of Tikehau Capital Advisors (TCA), in compensation for its contributions

- **€1,150.5m**: valuation of TCA contributions reviewed by an independent expert and 2 external appraisers, based on discounted cash flows
- **€29.5** per share: retained value for Tikehau Capital, reviewed by an independent expert and 2 external appraisers<sup>(1)</sup>, based on multi-criteria valuation



Enhanced alignment of interests between management and shareholders

	Pre-reorganisation	Post-reorganisation
<b>Founders &amp; Management<sup>(*)</sup> ownership in TC</b> <small>(*) Defined as the combined ownership of Tikehau Capital Advisors and Fakarava Capital</small>	44%	<b>56%</b>
<b>TC share count</b>	136m	<b>175m</b>

(1) Finexis has been appointed by the Supervisory Board of Tikehau Capital as independent expert to issue a fairness opinion on the terms of the transaction. Ms. Sonia Bonnet-Bernard and Mr. Alain Abergel have been appointed by the President of the Commercial Court of Paris (*Tribunal de Commerce de Paris*) as external statutory appraisers with regard to the terms of the Merger and the Contribution (*commissaires à la fusion et à la scission*). The reports of the independent expert and the external statutory appraisers have been made public in the document published for a prospectus exemption that was made available to the market on 14 June 2021.

## 2 3 FIGURES TO KEEP IN MIND

>€40m

post-tax cash-flow improvement in 2021<sup>(1)</sup>,  
growing strongly over time

>140bps

incremental return on equity<sup>(2)</sup> from 2021 onwards

High single  
digit

accretion on 2021 adjusted EPS<sup>(3)</sup>

### Highly compelling benefits for Tikehau Capital shareholders

(1) Illustrative amount based on sell-side analysts' forecasts for 2021, updated post FY20 results release.

(2) Calculated as Adjusted net income (i.e less preferred dividend) divided by Shareholders' Equity, Group share, based on 31 December 2020 Shareholders' Equity, Group share

(3) Net income less preferred dividend – Based on sell-side analysts' forecasts updated post FY20 results release





3

## TIKEHAU CAPITAL IS WELL ON TRACK TO DELIVER ON ITS MID-TERM TARGETS

	Mid-term target	Status
Fee Related Earnings (FRE)	>€100m from 2022	On track
Group AUM	>€35bn from Dec. 2022	On track
Share of the portfolio comprised of investments within Tikehau Capital funds	65-75% from 2022	✓
Return on capital invested by the Group in its own funds	10-15% from 2022	On track



### 3 CAPITAL ALLOCATION PRIORITIES

<b>Organic growth</b>	<ul style="list-style-type: none"><li>➤ Keep investing in Group's funds and vehicles serving AM growth</li></ul>	Unchanged
<b>External growth</b>	<ul style="list-style-type: none"><li>➤ Proceed to targeted and accretive M&amp;A transactions</li><li>➤ Geography, asset class, client type</li></ul>	Unchanged
<b>Shareholder returns</b>	<ul style="list-style-type: none"><li>➤ &gt;80% of FRE and PRE to be distributed through ordinary dividend (a €0.50 distribution floor for 2021)</li><li>➤ Increased <b>visibility</b> on shareholder remuneration</li></ul>	NEW



# 3

## Conclusion

# KEY TAKEAWAYS

A simplifying...

...financially compelling...

...value-unlocking evolution...

...which strengthens Tikehau Capital





# 4

Presentation of the  
draft resolutions




# PRESENTATION OF THE DRAFT RESOLUTIONS (1/2)

- Appointment of **AF&Co Management**, a company whose chairman is Mr. Antoine Flamarion and which is 100% owned by AF&Co, as statutory Manager of the Company (first resolution)
- Appointment of **MCH Management**, a company whose chairman is Mr. Mathieu Chabran and which is 100% owned by MCH, as statutory Manager of the Company (second resolution)
- Appointment of **Tikehau Capital Commandité**, a wholly-owned subsidiary of Tikehau Capital Advisors (TCA), as general partner of Tikehau Capital (third resolution)
- Modification of articles 14 and 15 of the Articles of Association of Tikehau Capital (fourth resolution)
  - Decrease of the **preferred dividend** from 12.5% to **1% of Tikehau Capital's statutory net income**
  - Identical decrease of the share of interim dividend allocated to the general partner(s) and the surplus of the net proceeds of the liquidation
- Modification of article 8.3 of the Articles of Association of Tikehau Capital (fifth resolution) and approval of the components of the remuneration policy applicable to the Managers (eighth resolution)
  - Removal of the former Manager's remuneration equal to 2.0% of the consolidated shareholders' equity of the previous fiscal year
  - Setting a **fixed annual remuneration** equal to **€1,265,000 (excluding taxes)** for each Manager

# PRESENTATION OF THE DRAFT RESOLUTIONS (2/2)

- Review and approval of the merger of Tikehau Capital General Partner (TCGP) with Tikehau Capital (the “Merger”) (sixth resolution)
  - In consideration of the Merger, Tikehau Capital will issue to TCA, sole shareholder of TCGP, 14,924,353 new shares, based on the value of the net assets contributed by TCGP amounting to €440,268,414
  - The difference between the amount of the net assets contributed by TCGP (i.e. €440,268,414) and the nominal amount of the share capital increase of Tikehau Capital (i.e. €179,092,236), i.e. €261,176,178, represents the amount of the merger premium and will be credited to a “merger premium” item
  
- Review and approval of the partial contribution of assets governed by the legal regime for spin-offs granted by Tikehau Capital Advisors to Tikehau Capital (the “Contribution”) (seventh resolution)
  - Contribution of the entire branch of activity consisting in the central corporate functions
  - In consideration of the Contribution, Tikehau Capital will issue to TCA 24,075,647 new shares based on the value of the net assets contributed by TCA amounting to €710,231,600
  - The difference between the amount of the net assets contributed (i.e. €710,231,600) and the nominal amount of the share capital increase of Tikehau Capital (i.e. €288,907,764), i.e. €421,323,836, represents the amount of the contribution premium and will be credited to a “contribution premium” item





5

Questions from shareholders





# 6

Vote on resolutions

# VOTE ON RESOLUTIONS

## ➤ FIRST RESOLUTION

Appointment of AF&Co Management as statutory Manager of Tikehau Capital



# VOTE ON RESOLUTIONS

## ➤ SECOND RESOLUTION

Appointment of MCH Management as statutory Manager of Tikehau Capital



# VOTE ON RESOLUTIONS

## ➤ THIRD RESOLUTION

Appointment of Tikehau Capital Commandité as general partner of Tikehau Capital



# VOTE ON RESOLUTIONS

## ➤ FOURTH RESOLUTION

Modification of articles 14 and 15 of the Articles of Association

# VOTE ON RESOLUTIONS

## ➤ FIFTH RESOLUTION

Modification of article 8.3 of the Articles of Association



# VOTE ON RESOLUTIONS

## ➤ SIXTH RESOLUTION

Review and approval of the merger of Tikehau Capital General Partner (TCGP) with Tikehau Capital



# VOTE ON RESOLUTIONS

## ➤ SEVENTH RESOLUTION

Review and approval of the partial contribution of assets governed by the legal regime for spin-offs granted by Tikehau Capital Advisors to Tikehau Capital



# VOTE ON RESOLUTIONS

## ➤ EIGHTH RESOLUTION

Approval of the components of the remuneration policy applicable to the Managers

# VOTE ON RESOLUTIONS

## ➤ NINETH RESOLUTION

Powers to carry out the legal formalities



The information contained in this presentation is confidential and is for the exclusive use of the original listed recipient(s). The contents of this presentation are for informational purposes only, and should not be regarded as an offer to sell or a solicitation of an offer to buy any securities, futures, options, investment products, share of funds or other financial product or services. All market prices, data and other information are not warranted as to completeness or accuracy and are subject to change without notice. Tikehau Capital shall not be held liable in any case for any decision taken based on the present document. Past performances are no indicator of future performances.

**TIKEHAU CAPITAL**

32, rue de Monceau - 75008 Paris  
France

Phone: +33 1 40 06 26 26

Fax: +33 1 40 06 09 37