

Executive Summary

Overview

Glendower Capital Secondary Opportunities Fund IV, LP ("**SOF IV**" or the "**Fund**") is being formed by Glendower Capital, LLP ("**Glendower Capital**", "**Glendower**" or the "**Manager**"), an independent investment firm, privately held by its partners and focused on secondary private markets. Glendower was formed by the secondary opportunities team that spun-out from Deutsche Asset Management on August 1, 2017.

The Fund is seeking US\$1.75 billion in aggregate commitments with the aim of generating attractive risk-adjusted investment returns, principally in the form of capital appreciation, through the acquisition, holding and disposition of a diverse portfolio of investments including large and mid-market buyout, growth capital, venture capital, special situations, turnaround, mezzanine, distressed opportunities, real estate and infrastructure assets primarily on the secondary market. The Fund will target globally, but primarily in the U.S. and Europe, (i) the acquisition of interests in established generalist and specialist private equity fund structures (including funds of funds, feeder funds and other similar structures) on the secondary market (each such fund or structure, a "**Fund Secondary**" and, together, "**Fund Secondaries**"), (ii) the acquisition of investment interests in private equity fund structures or portfolios of private equity assets on the secondary market through bespoke liquidity solutions (each such investment interest, a "**GP-led Secondary**" and, together, "**GP-led Secondaries**"), and (iii) co-investments in individual portfolio companies alongside private equity fund sponsors (each such co-investment, a "**Single Asset Deal**").

SOF IV will be the fourth dedicated secondary fund led by Carlo Pirzio-Biroli and Charles Smith (the "**Managing Partners**") and invested by Glendower Capital's team of investment professionals. As described in "History" (immediately below), this will be the first dedicated secondary fund raised outside of Deutsche Asset Management by the Managing Partners and the Glendower SOF Team (as defined below) and managed by Glendower Capital.

History

Carlo Pirzio-Biroli and Charles Smith, Managing Partners of Glendower, co-founded Deutsche Asset Management's Secondary Opportunities Fund investment program (the "**SOF Business**") in 2006 after having worked together from 2003 to 2006 to restructure and wind down Deutsche Bank's €5.1 billion proprietary balance sheet private equity portfolio.¹ Chi Cheung and Deirdre Davies (Partners of Glendower) and Francesco Rigamonti (Senior Advisor to Glendower) were part of the team initially assembled by the Managing Partners in 2003 in London. The team was subsequently expanded to include Adam Graev and Joshua Glaser (Partners of Glendower) in 2007 and 2013, respectively, in New York, as well as certain junior professionals, to become the "**SOF Team**" and, on and from August 1, 2017, the "**Glendower SOF Team**".² From 2006 to 2017 the Managing Partners led the SOF Team in establishing, fundraising and investing SOF, SOF D, SOF II and SOF III (collectively the "**SOF Funds**" or the "**SOF Program**") with aggregate commitments of US\$3 billion. More specifically:

- SOF,³ the initial SOF Program secondary fund that was formed in 2006 and held a final close in early 2007 with a US\$565 million pool of commitments.
- SOF D,⁴ a top-up secondary fund that was formed in 2010 with a US\$147 million pool of commitments.

¹ The Deutsche Bank proprietary private equity restructuring took place between 2003 and 2006. Carlo Pirzio-Biroli and Charles Smith played a role alongside other Deutsche Bank colleagues in the transactions that contributed to the disposition of Deutsche Bank's proprietary private equity portfolio. Carlo Pirzio-Biroli and Charles Smith were not involved in all such transactions and the efforts described in this Memorandum in respect of the proprietary private equity restructuring are attributable to the whole Deutsche Bank team rather than any individual within it.

² References to the "Glendower SOF Team" may also include investment professionals and other personnel that are subsequently hired by the Manager.

³ SOF is a pool of capital dedicated to the secondary market, closed in 2007, which was structured through three separate investment vehicles, DB Secondary Opportunities Fund A, L.P. ("**SOF A**"), DB Secondary Opportunities Fund B, L.P. ("**SOF B**") and DB Secondary Opportunities Fund C, L.P. ("**SOF C**"), collectively "**SOF**".

⁴ DB Secondary Opportunities Fund D, L.P. ("**SOF D**") is a pool of capital dedicated to the secondary market, closed in 2010. SOF D is a Euro denominated fund. US\$ values have been converted to Euros at the September 30, 2017 rate of 1.1822.