

- Net to investors: 32.4% Net IRR, 0.10x net DPI and net TVPI of 1.34x

### Experienced team dedicated to secondaries, part of an established private equity platform

- International team of 12 secondary professionals, the five most senior members of which have worked together since 2007
- Over 35 private equity professionals with an average of 17 years' relevant experience across the private equity platform
- Disciplined buy-side experience having reviewed 1,555 deals with a total value of US\$217 billion since January 1, 2006, selectively transacting 0.4% of the total by value, 2.4% of the total by number<sup>20</sup>
- US\$1.1 billion invested in 39 deals from inception to September 30, 2013
- Sell-side experience, having participated in the restructuring of Deutsche Bank's €5.1 billion proprietary private equity portfolio from 2003 to 2006<sup>21</sup>

### Disciplined and selective investment process

- Target attractive risk-adjusted returns in excess of 20% Net IRR (after all fees, expenses and carried interest) on a portfolio-wide basis<sup>22</sup>
- Conduct a rigorous value driven, asset-by-asset, bottom-up analysis focused on:
  - Operational, financial and market risk analysis for each underlying portfolio company<sup>23</sup>
  - Cash flow analysis at portfolio level
  - Review of fund and portfolio company management
  - Analysis of the impact of terms and structure on net returns
  - Critical assessment of the prospects for liquidity
- Identify investment opportunities where there is an alignment of interest between the Fund Sponsor and the fund's investors and the majority of value is in identifiable, attractive assets with reasonable leverage and attractive "see through" entry multiple at secondary pricing
- Leverage informational advantage from relationships with 250 Fund Sponsors and through the wider Deutsche Bank platform and in-house due diligence capabilities<sup>24</sup>

### Alignment of interests

The interests of the Secondary Team will be aligned with the investors in the Fund through a number of mechanisms:

- DB intends to establish an executive feeder fund through which certain individuals in the Secondary Team intend to make a commitment to the Fund
- Certain individuals in the Secondary Team will be entitled to receive a portion of the Carried Interest generated by the Fund
- The Investment Committee of the Fund will consist solely of individuals from the DB Private Equity platform
- Subject to the ongoing uncertain implications of the Volcker Rule, Deutsche Bank intends to commit up to the lesser

<sup>20</sup> Deal flow information represents the aggregate deal flow reviewed by the DB Secondary Opportunities Team between January 1, 2006 and September 30, 2013. Historical deal flow characteristics do not provide a prediction of future deal flow trends.

<sup>21</sup> The Deutsche Bank proprietary private equity restructuring took place between 2003 and 2006. Charles Smith and Carlo Pirzio-Biroli played a role alongside other Deutsche Bank colleagues in the transactions that contributed to the disposition of Deutsche Bank's proprietary private equity portfolio. Charles Smith and Carlo Pirzio-Biroli 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.

<sup>22</sup> There can be no assurance that the Fund will achieve its investment objective or its target return.

<sup>23</sup> To the extent that such information is available.

<sup>24</sup> Subject to applicable regulations, Deutsche Bank's policies and procedures and contractual limitations.