

6 September 2023

# Bridgepoint

Executing on strategy: Adding a third growth pillar

# Today's speakers

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**William Jackson**  
Chairman



**Raoul Hughes**  
Group Managing Partner



**Doug Kimmelman**  
Senior Partner,  
Founder of ECP



**Adam Jones**  
Group CFO

# Bridgepoint + ECP: Building the platform and driving shareholder value

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ECP is a strategic addition in line with Bridgepoint's stated IPO strategy which delivers:



Addition of high growth infrastructure investing as a third leg to the Bridgepoint platform



Enhanced market presence with material increase in AUM and more diversified income stream



A committed and deeply experienced management team drawn from both ECP and Bridgepoint driving growth and shareholder value



Strong commercial and cultural fit as well as platform synergies



Shareholder value creation with accretion from day one across FRE, EBITDA and Earnings per share

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# Snapshot

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## A leading global infrastructure investor and highly aligned transaction structure

### ECP

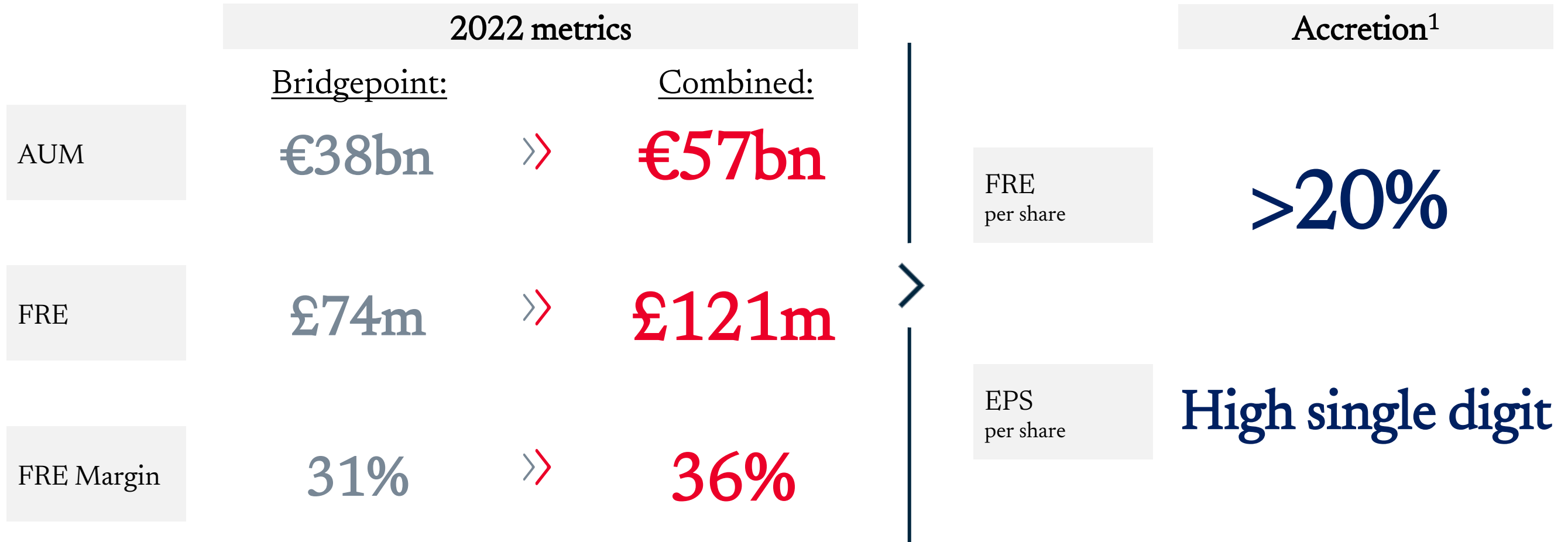
- > **International Firm:** Based in US with presence in Asia and nascent business in Europe
- > **Track record:** >25 year sector investing experience
- > **LP growth potential:** Blue chip investor base with low overlap with Bridgepoint LPs
- > **Attractive financial metrics:** Fee related earnings dominate the income line and strong cash generation
- > **Complementary strategies:** Energy transition an important focus for Bridgepoint equity, ECP's credit platform is synergistic with Bridgepoint Credit

### The Transaction

- > **95% of ECP's FRE**
- > **30% of carried interest** in future funds and up to **15% in historic funds**
- > Up front **enterprise value of £835m**
- > **Up to 55m earnout shares** issued in 2027 or 2028 subject to outperformance against plan
- > **Staggered lock up provisions** until 2029
- > **ECP leadership to join Bridgepoint's Executive Committee**
- > **Additional £50m share buyback** to be launched

# Transaction Impact

Enhances the quality of the group's earnings and margin profile and is immediately accretive



Based on ECP's guided financial performance, the transaction terms imply a 2025 P/E multiple below Bridgepoint's current trading multiple

# Bridgepoint leadership team

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## New structure in place to manage enlarged Bridgepoint Group and drive returns:

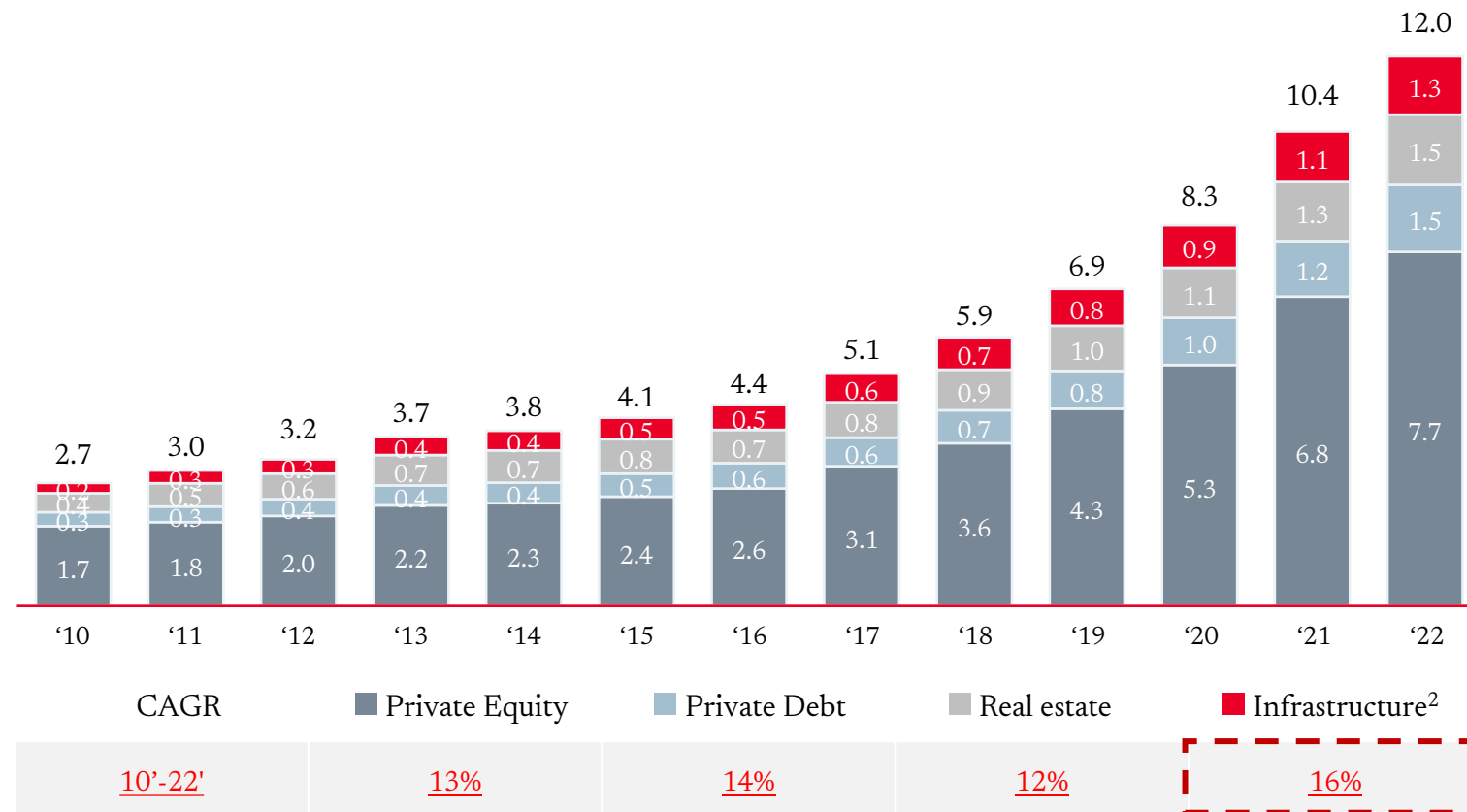
- > The Group will split the roles of CEO and Chairman following the agreement to add ECP to the platform
- > **William Jackson** will chair the Bridgepoint Group Board and continue to focus on Bridgepoint's core private equity business
- > **Raoul Hughes**, Group Managing Partner and architect of both ECP and Bridgepoint Credit transactions, becomes CEO, leading the business on a day to day basis and joins the ECP Board
- > ECP's team will also strengthen Bridgepoint. **Doug Kimmelman** will join Bridgepoint's Executive Leadership team along with Managing Partner, **Tyler Reeder**. **Pete Labbat**, also Managing Partner will join the Group's Talent and Reward Committee
- > **Xavier Robert**, Bridgepoint Group CIO, joins the ECP Board

# Why value-add infrastructure?

Infrastructure has grown significantly as an alternative asset class...

... underpinned by structural trends

AUM of global alternative investments by asset class (\$tn)<sup>1</sup>



- Demand for further private investment in infrastructure due in part to:
  - **Energy transition:** renewables, smart grids, energy storage, decentralized distribution
  - **Electrification:** demand growth driven by EVs, digital and AI
  - **Circular Economy:** Expanding sustainability solutions economy-wide through beneficial re-use and recycling
  - **Urbanisation:** smart cities and mobility, access to clean water & air, waste management
  
- Growing appetite of LPs for diversification of their risk/return profile and hedging against business cycles



# ECP deep dive

# The ECP perspective: Why join forces with Bridgepoint?

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Two highly complementary businesses with shared values and the ability to together accelerate investor and shareholder returns

# Bridgepoint

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The logo for ECP, featuring a stylized blue icon of three curved lines on the left and the letters 'ECP' in a bold, dark blue serif font on the right.

- > **Great team fit:** Share a culture of collaboration, integrity and investment excellence
- > **Scale:** Opportunity to benefit from Bridgepoint's European platform
- > **Platform accretion:** Ability to share best practices and knowledge across geographies and asset classes in the middle market
- > **Shareholder value:** Significant opportunity to enhance value for public shareholders and create broad equity ownership across the ECP team
- > **Enhanced LP Solutions:** Full suite of mid-market products to better meet LP needs

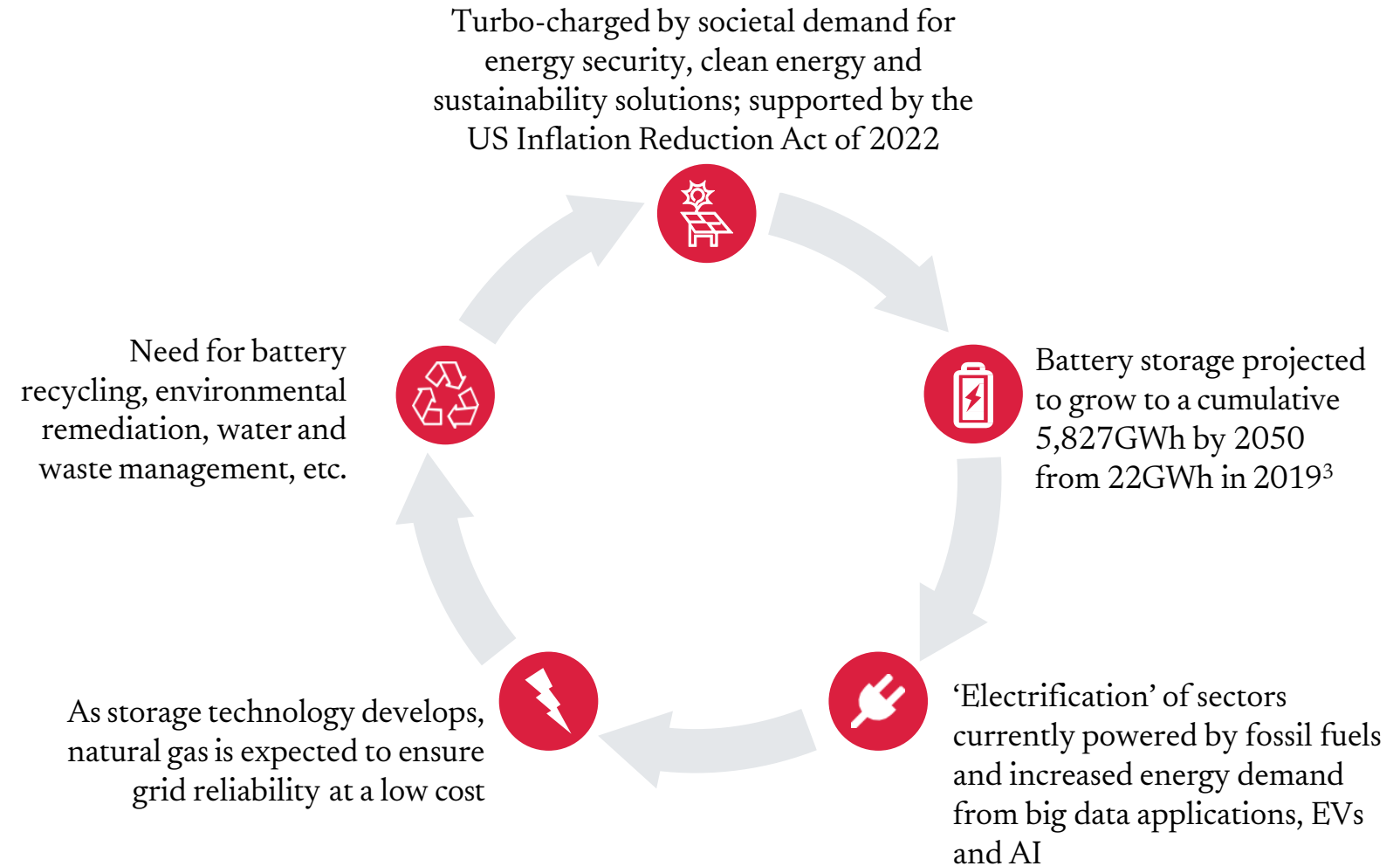
# Within infrastructure, energy transition is amongst the fastest growing segments

The energy transition opportunity is significant...

...with multiple tailwinds expected to drive continued growth



**\$1.9TN**  
Average annual estimated investment in decarbonization<sup>1</sup>



# ECP at-a-glance: A leading infrastructure firm focused on energy transition

A market-leader in electrification, decarbonisation and sustainability-focused added value investing

	Track record	Performance	Scale
<p>Our funds are...</p> <p><b>Largest</b></p> <p>Independent owner of U.S. power generation capacity</p>	<p><b>&gt;18 years</b></p> <p>ECP's track record</p>	<p><b>1<sup>st</sup> quartile</b></p> <p>fund performance<sup>2</sup></p>	<p><b>~\$11bn / ~€10bn</b></p> <p>Fee Paying AUM<sup>4</sup></p>
<p><b>Top 3</b></p> <p>Independent owner of renewable capacity and battery storage<sup>1</sup></p>	<p><b>&gt;25 years</b></p> <p>Sector investing experience of ECP's senior team</p>	<p><b>~2.0x</b></p> <p>Gross MOIC since 2010 (3-year rolling vintages)<sup>3</sup></p>	<p><b>\$4bn</b></p> <p>Target size for ECP V (current flagship fund) with expected final close in Q1'24</p>

# ECP targets the most attractive themes within energy transition

Early mover advantage with a long history of navigating energy, regulatory and environmental transitions

## Target sectors

Renewables & storage	Wind, solar, geothermal, hydro, waste-to-energy; energy/battery storage & solutions
Environmental infra	Environmental clean-up, recycling, waste management & beneficial re-use
Sustainability, efficiency & reliability	Energy efficiency, RNG, carbon capture, energy-use & supply, digital infra, hydrogen
Power generation	Modern, efficient gas-fired power generation as an energy transition solution



## Investment parameters

Electricity & reliability linked
Resilient, critical, real asset infrastructure
Relentless focus on risk management to minimise commodity price risk
North America and UK operations
Control-oriented
Inflation & downside protection
Target mid-to-high teens equity returns
Cash-flow yield focused

# Attractive spectrum of investment products

Enhanced and diversified product offering to enlarged client base of combined Bridgepoint & ECP Group

	Funds raised	FPAUM (31 Dec 2022)	AUM (31 Dec 2022)	Blended net IRR (30 Jun 2023)	Pipeline
<b>Flagship funds</b>	I – V	€7.6bn	€14.9bn	17% (ECP IV)	ECP V fundraising finalising \$4.0bn target, of which >\$3.8bn has already been committed
<b>Continuation funds</b>	Terra-Gen, Calpine	€2.5bn	€3.3bn	>25%	Expecting to pursue additional continuation funds
<b>Private credit solutions</b>	Mezz I, Credit Sol II	€0.1bn	€0.3bn <sup>1</sup>	6% (Credit Solutions II)	Currently fundraising for ECP ForeStar Senior Lending Strategy with target size >\$2 billion in fund and SMA capital
<b>Other vehicles</b>	SMA, PIPE	€0.2bn	€0.3bn	n.a.	Core infrastructure fund, APAC fund and additional SMAs under consideration*
<b>Total</b>		<b>€10.4bn</b>	<b>€18.8bn</b>		

**Bridgepoint**

Note: EUR:USD FX rate of 1.0677 as at 31 December 2022; <sup>1</sup> Includes €0.2bn related to Mezz Opps and excludes recently announced \$2.5bn ForeStar loan sourcing agreement

\* Not in guidance. Further details on pages 21 to 24

# A highly aligned transaction structure

# Bridgepoint + ECP: Key attractions in detail

Combination reinforces the group's position as a global leader in mid-market private assets investing



Increases Bridgepoint's scale and accelerates strategic diversification

Adds value-add infrastructure alongside existing capabilities in PE and credit

Infrastructure is the fastest growing private markets asset class: >15% CAGR since 2010

Energy transition is a significant, fast-growing segment within infrastructure



ECP is a market leading infrastructure investor with a focus on energy transition

Focused on electrification, decarbonisation & sustainability-focused added value investing

Senior team active in the sector for >25 years

Consistently strong investment performance: Gross MOIC of ~2.0x since 2010<sup>1</sup>



Highly complementary fit for both partners

Clear cultural fit, with shared values

Combination of two mature IR platforms (>170 new LPs to Bridgepoint) and mutually beneficial international networks

ECP's investment process and structure unchanged



Enhances the quality of the group's earnings quality and margin profile

FRE as % of EBITDA: 61% (vs. 53% standalone)<sup>2</sup>

FRE margin: 36% (vs. 31% standalone)<sup>2</sup>

Management fees as % of total operating income: 81% (vs. 79% standalone)<sup>2</sup>



Immediately accretive

>20% accretive to FRE per share in 2024<sup>3</sup> and beyond

High single digits EPS accretion starting in 2024, assuming full year of impact

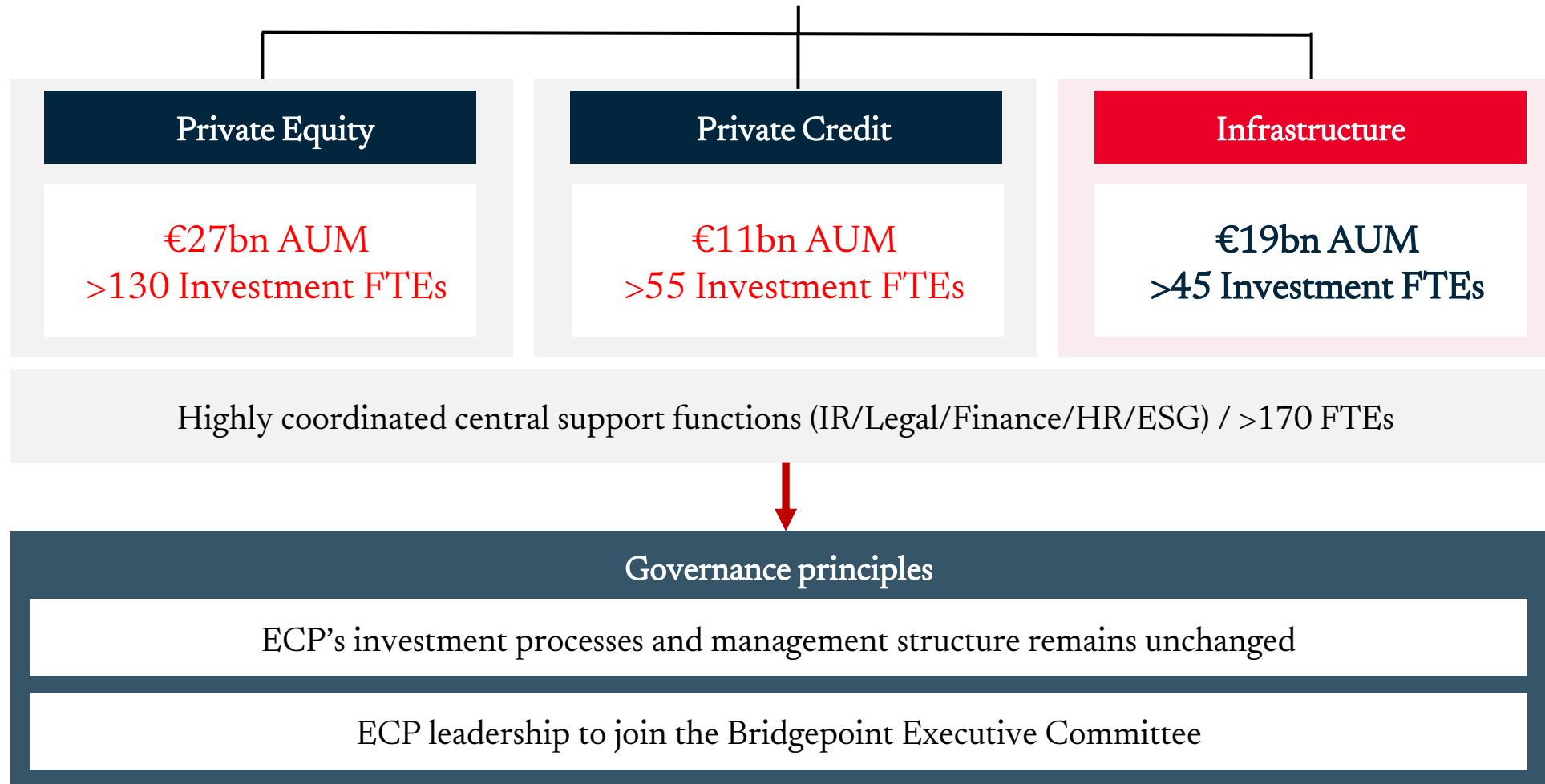
Multiple strategic upsides, including potential to accelerate ECP's European expansion, not accounted for in the guidance



# Bridgepoint post transaction

Retaining the leadership, culture and investment framework that have made both Bridgepoint and ECP successful

## Bridgepoint Group plc, €57bn AUM



# Accelerating growth in the combined business

Potential synergies between existing strategies and ECP (none assumed in guidance)

## Bridgepoint's value add to ECP:

- > European office footprint and network
- > Longstanding private credit expertise
- > >230 new LP relationships to ECP
- > Best in class central services

## ECP's value add to Bridgepoint:

- > Extended North American office footprint, local relationships and expanded sector expertise
- > >170 new LP relationships to Bridgepoint
- > Deepens Bridgepoint's origination network
- > Adds significant Infrastructure Credit platform to Bridgepoint's existing credit strategy

Accelerates growth and unlocks opportunities

# Strategically and financially compelling transaction with aligned incentives

## Summary transaction terms

Day 1 transaction consideration / incentives	Deferred consideration/Aligned incentives	Transaction perimeter	
<p><b>£835m</b></p> <p>Day 1 Enterprise value<sup>1</sup> comprised of:</p> <p><b>\$293m / £233m</b> Cash consideration</p> <p><b>235m / £423m</b> Locked up shares<sup>1</sup></p> <p><b>\$225m / £179m</b> Existing ECP debt</p>	<p><b>19%</b></p> <p>of enlarged Day 1 Bridgepoint share capital held by ECP employees<sup>1</sup></p> <p>A further</p> <p><b>30m</b></p> <p>Bridgepoint shares reserved for future issuance to ECP hires / promotions subject to medium-term vesting</p> <p>Full commitment from the ECP team to the ongoing management of the business with up to</p> <p><b>55m</b></p> <p>earnout related shares issued in 2027<sup>4</sup> subject to management fees growing at a level that would be incrementally accretive</p>	<p><b>95%</b></p> <p>of FRE, with the remainder primarily held by SMTB, linked to ECP's expansion plans in Asia</p> <p><b>30%</b></p> <p>of carried interest in future funds<sup>2</sup></p> <p><b>50%</b></p> <p>of GP co-investments in more recent historic funds</p>	<p>Up to <b>15%</b></p> <p>of carried interest in more recent historic funds<sup>3</sup></p> <p><b>~75%</b></p> <p>GP co-investment in future funds<sup>6</sup></p>

Note: Please see the appendix for more details



<sup>1</sup> Shown on a fully diluted basis, excluding 30m reserved shares, and earnout related shares. Based on share price of £1.80 and GBP:USD FX rate of 1.26 as of 4 September 2023; <sup>2</sup>Excluding future Credit funds, which will be c.19.5%; <sup>3</sup>See appendix for fund by fund breakdown; <sup>4</sup> Earnout may be extended by 1 year in the event that Fund VI fundraising has not completed; <sup>5</sup> 2022-26. Assumes earnout thresholds set on the basis that 2024 management fee guidance is achieved and management fees from existing funds (excluding Fund V and Continuation Funds) runs off at 22% per year; <sup>6</sup> ECP team / SMTB retain the option to provide up to 35% of the GP co-investments for future funds

# A transaction driving shareholder value

# Accretive for Bridgepoint shareholders

## High visibility into ongoing fundraising cycle expected to drive significant top- and bottom-line growth

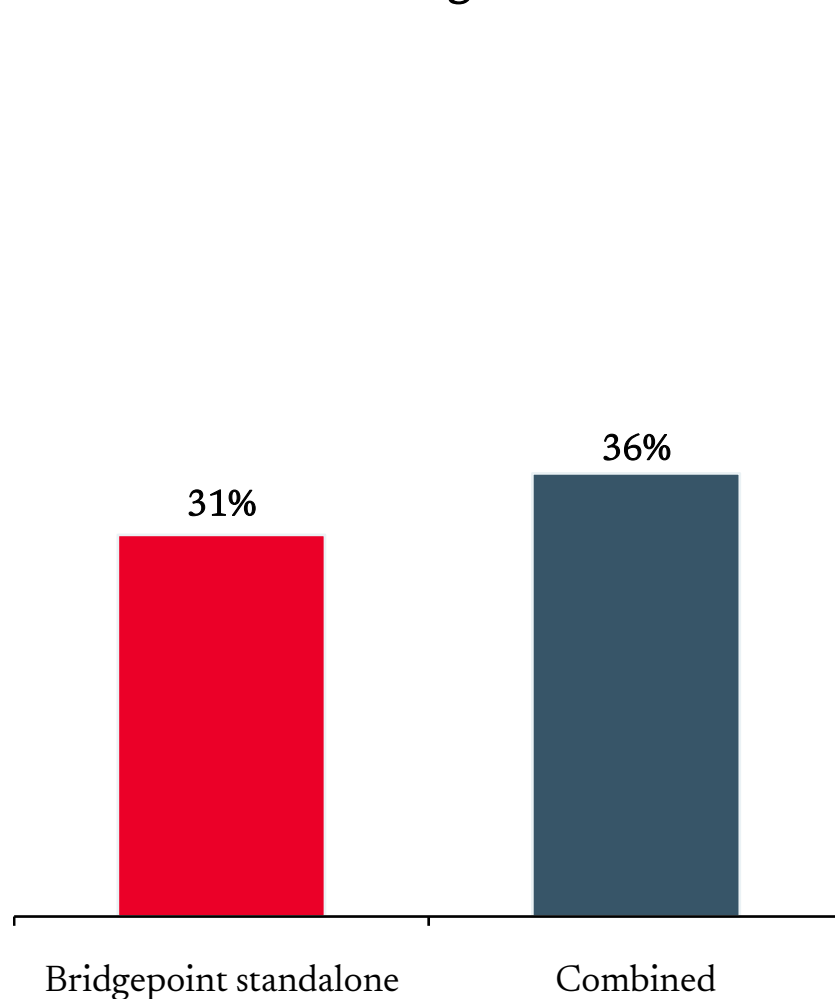
### Medium-term guidance for ECP

FPAUM	<ul style="list-style-type: none"><li>&gt; ECP V targeting final close by early 2024 of <b>\$4bn</b>, of which &gt;40% has already been committed; successor fund ECP VI expected to start generating fees during 2025</li><li>&gt; Fundraising for ECP ForeStar Credit Fund &amp; SMA in progress with target of over <b>\$2bn / £1.6bn</b>, complementing recently launched loan sourcing agreement with capacity of up to <b>\$2.5bn / £2bn</b></li><li>&gt; Expecting to maintain FPAUM of continuation funds by launching new vehicles while monetising existing</li></ul>
Management fees	<ul style="list-style-type: none"><li>&gt; ECP V expected to contribute <b>£37m</b> of <b>run rate management fees</b>; only ~£15m included in 2022 revenue number</li><li>&gt; ECP ForeStar Credit fees (including Credit Fund and both SMAs) expected to average ~70bps on invested capital, which is expected to ramp up to \$1.5bn+ p.a. in the medium-term</li><li>&gt; Continuation fund management fees expected to grow from £9m in 2022 and remain stable at ~£15m</li><li>&gt; Other management fee margins expected to remain stable across strategies</li></ul>
Carry and co-invest income	<ul style="list-style-type: none"><li>&gt; Expected to be 20–25% of total operating income in the medium term, although recognition of carried interest from ECP IV may result in a higher proportion in the next few years</li></ul>
FRE	<ul style="list-style-type: none"><li>&gt; Operating costs expected to grow by 25% in 2023 reflecting investment primarily in the credit team. Beyond 2023, we anticipate high single digit growth in operating expenses for the short term reflecting ongoing investment in ECP's growth initiatives.</li><li>&gt; Underlying <b>FRE margin</b> in the <b>45% to 50% range</b> in the medium term</li></ul>
EBITDA	<ul style="list-style-type: none"><li>&gt; Underlying <b>EBITDA margin</b> expected to increase to &gt;<b>60%</b> as performance fees ramp up</li></ul>
Other	<ul style="list-style-type: none"><li>&gt; <b>Interest expense</b> related to existing ECP debt of <b>~£10m p.a.</b></li><li>&gt; <b>Office lease costs / D&amp;A costs</b> increasing to <b>~£4m p.a.</b></li><li>&gt; <b>ECP finance expense</b> (relating to minority interests) of <b>~5.0% of FRE</b></li><li>&gt; <b>ECP effective tax rate</b> expected to be <b>~20%</b></li></ul>

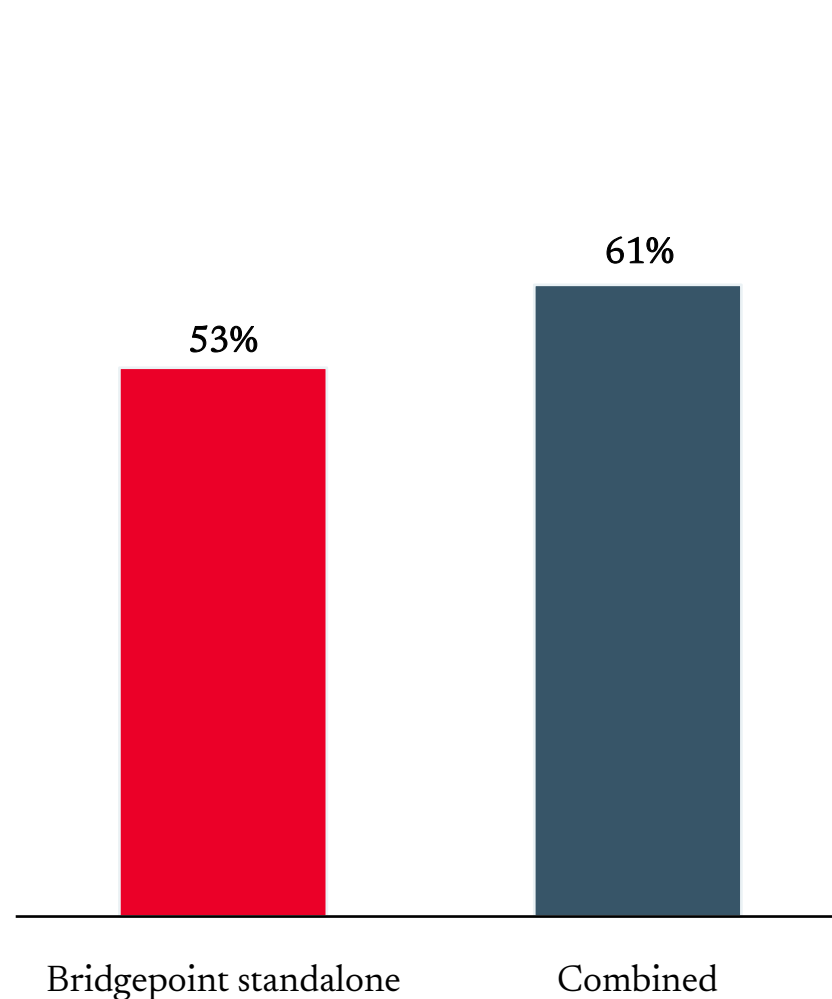
# Immediately enhances Bridgepoint's earnings profile

Increases management fee centrality of earnings whilst enhancing margins and diversifying revenues

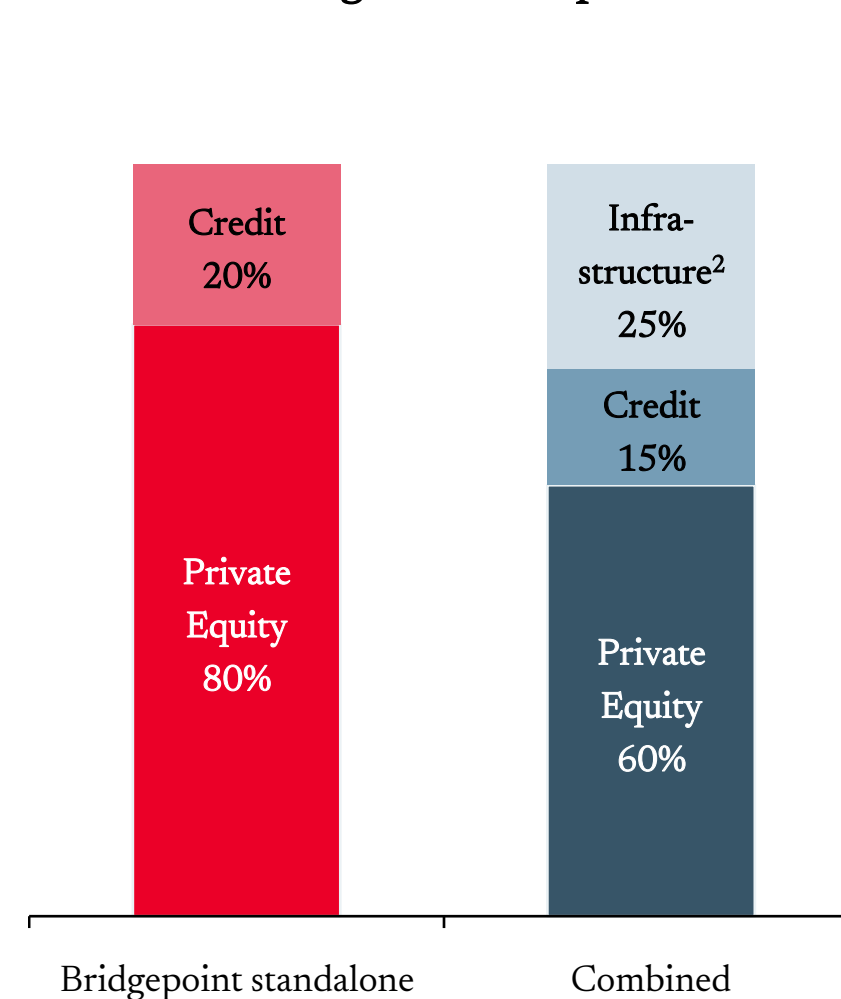
### FRE margin (%)



### FRE (as % of EBITDA)



### Management fee split<sup>1</sup>



# Returning capital to shareholders: New £50m share buyback

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The Board remains committed to a disciplined capital allocation programme to drive returns for shareholders



The business benefits from strong cash generation and a robust balance sheet, including post-ECP



A further £50m share repurchase programme to begin once the existing programme has completed, given the attractive fundamental value and prospects of the company



>85% of current £50m repurchase programme has been completed to date (20m shares purchased)



Total forecast return of capital to shareholders of over £140m in the next 9 months (dividend + buyback)

# Multiple potential further growth drivers (upside to guidance)

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## Core Infrastructure fund

- Macro tailwinds: Strong LP appetite and increase in strategic sell downs
- ECP track record includes numerous assets sold to core infrastructure funds and one core SMA already in place
- ECP positioning creates significant deal flow that cannot be converted currently

## Expansion into APAC market

- Plan in place to launch an investment vehicle in Japan in partnership with SMTB
- Significant opportunity for energy transition investment in Japan following its government's Green Transformation strategy

## Expansion into European market

- ECP has successful track record of investing in the UK (e.g. Biffa, Triton, Wheelabrator)
- Bridgepoint's European office network and connectivity likely to create further opportunities for ECP to invest across Europe and capitalise on the European energy transition opportunity

## Distribution initiatives

- Opportunity to deepen relationships with combined client base: only 17% of Bridgepoint's committed capital invest in ECP funds and 23% vice versa
- ECP's North America / APAC-based investor relations team complementary with Bridgepoint's more Europe-centric team

## Future continuation funds

- Strong track record of raising and successfully investing continuation funds in the past (Terra-Gen / Calpine)
- Existing portfolio includes numerous assets with strong cash yields and future development capex requirements, making them good candidates for future continuation funds



# In summary, the transaction brings together two highly complementary businesses

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## Strong cultural fit

Shared ECP and Bridgepoint Values:

Fund investors come first

Collegial approach

Longevity of talent

## Highly complementary geographic focus

Combined platform will have

>460 FTEs across<sup>1</sup>

14 offices in

Europe, US and Asia

## Deep bench of senior talent

More than 75 partners across the combined platform

15 years average tenure of partners in both businesses

## Highly complementary client relationships

Client base significantly enhanced

>170 new client relationships to Bridgepoint

<25% overlap in investor bases by commitment

# Next steps and conclusion

# Next steps and conditions to completion of transaction

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## Shareholder approval

- Transaction conditional upon shareholder approval, with general meeting expected to take place in October. Circular convening general meeting to be published in due course
- Directors unanimously recommend that shareholders vote in favour of the transaction
- Shareholders holding 26% of issued share capital have given undertakings to vote in favour of the resolutions at the general meeting. In addition, Dyal has given an undertaking to vote its ~15% interest in favour of the resolutions where it is permitted to vote.

## Other conditions

Include regulatory approvals/clearances, and consents from various ECP funds

## Expected date of completion

Q1 2024

# Concluding thoughts

The combination with ECP brings material benefits to the enlarged Bridgepoint group and delivers on the strategy communicated at IPO



ECP is a leading infrastructure fund focusing on electrification, decarbonization and sustainability-focused investing with principals that have a >25-year investment track record



Combination accelerates Bridgepoint's strategic diversification by adding value-add infrastructure as a meaningful third growth pillar



Provides ECP with mature European investment platform and complementary credit offering



Highly complementary fit from a cultural, client relationships and geographic focus perspective



Strong leadership team in place to manage the combined business



Highly accretive for Bridgepoint shareholders, enhances the earnings quality of the group whilst improving margins

**Bridgepoint**  
ECP

# Appendix

# Summary of key transaction terms

## UP-C structure

- Bridgepoint to set up an UP-C structure prior to closing, establishing a new limited partnership (the “Partnership”), which will issue equity to ECP’s Senior Partners<sup>1</sup> and funds managed by Blue Owl in the form of units in the Partnership (“Partnership units”)
- Bridgepoint will then contribute all of its operating subsidiaries to the Partnership
- All Partnership units will convert into Bridgepoint shares on a one-for-one basis, with such conversion expected to take place ~4 years post closing
  - The Partnership unitholders, at their sole discretion, will have the option to exchange their partnership units for Bridgepoint shares earlier

## Key terms and incentivisation

- Bridgepoint to combine with ECP for a Day 1 enterprise value of ~\$1.1bn / ~£0.8bn<sup>1</sup> (assuming \$225m / ~£179m net debt). Includes:
  - Up-front consideration of:
    - Cash payment of \$293m / ~£233m (of which \$6m to be paid on each of first, second and third anniversary of closing), funded with Bridgepoint’s available cash balance
    - Issuance of 185m Partnership units (equivalent to 185m Bridgepoint shares), of which 149m will be issued to ECP’s Senior Partners<sup>2</sup>, 36m to funds managed by Dyal
  - Incentive awards up to 50m Bridgepoint shares to the wider team at closing of the transaction
- Up to 45m Bridgepoint units to be issued to the sellers in connection with the earn-out in 2027<sup>3</sup>
- Bridgepoint shares also reserved for future awards to the wider ECP team:
  - Awards over up to 30m Bridgepoint shares reserved for grant from 2025 onwards, limited to no more than 10m shares per year and subject to medium-term vesting, to incentivise new hires and promotions
  - Awards over up to 10m Bridgepoint shares at the time of the transaction earn-out
- ECP shareholders to enter into staggered lock-up provisions, similar to those entered into by Bridgepoint shareholders at IPO

## Transaction perimeter

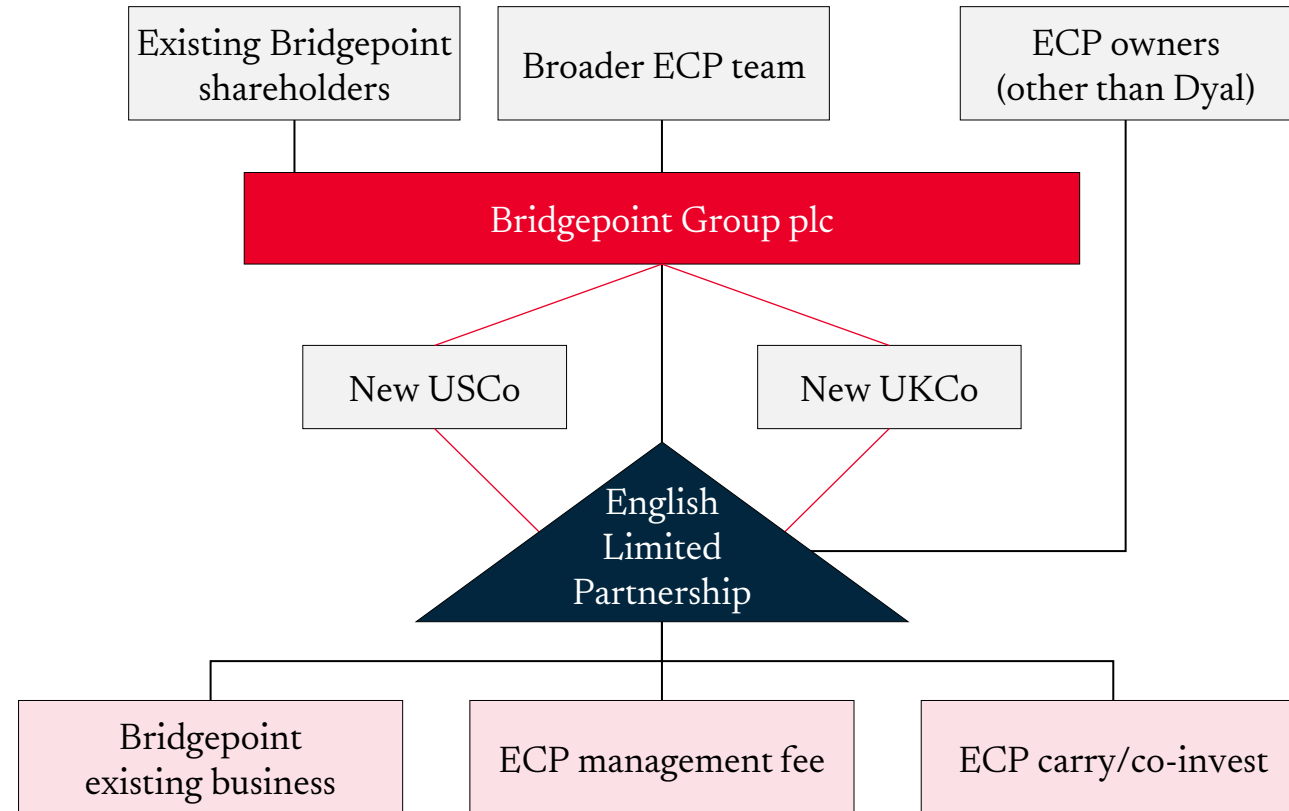
- Bridgepoint will be entitled to:
  - 95% of ECP’s FRE
  - 15% of carried interest in ECP IV, ECP V, Continuation Fund II (Calpine), Credit Opportunities II, Renewable Power Fund SMA and Energy Transition Opportunities fund\*; 9.75% of carried interest in Credit fund currently being raised
  - 30% of carried interest in future funds, except future Credit funds, which will be 19.5%
  - 50% of co-investment income related to ECP IV & V, Credit Opportunities II, Continuation Fund II (Calpine), Renewable Power Fund SMA and Energy Transition Opportunities fund
  - At least 65% of co-investment income related to future funds (ECP team and SMTB have right to provide up to 35% of co-investment in aggregate)

Note: <sup>1</sup> Based on share price of £1.80 and GBP:USD FX rate of 1.26, 4 September 2023; <sup>2</sup> Includes Doug Kimmelman, Pete Labbat, Tyler Reeder and Rahman D’Argenio; <sup>3</sup> Subject to one year extension right if Fund VI fundraising is still in progress

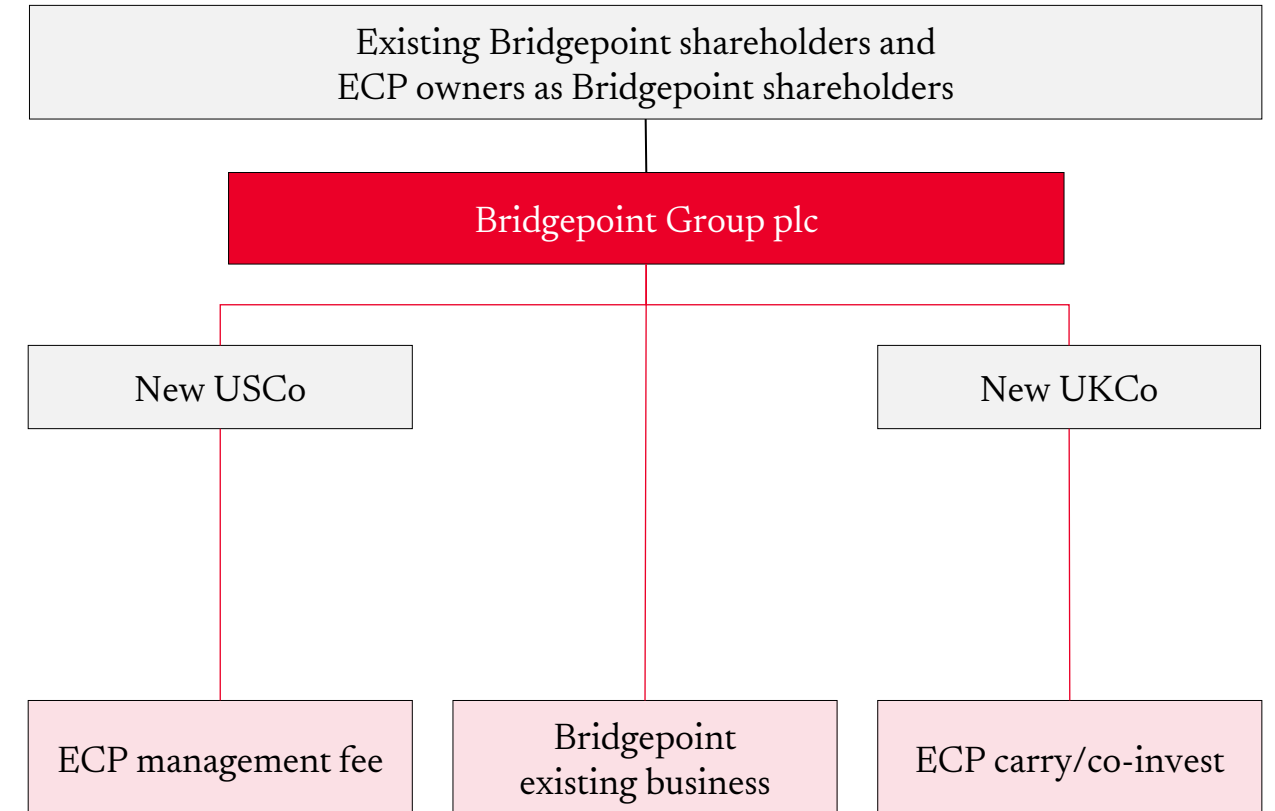
\* The Group share of carried interest for Fund IV, V and Calpine continuation fund may be reduced to 12.5%, 10% and 7.5% respectively subject to a mechanism linked to Bridgepoint’s share price at closing. If the share price is £2.75 or below, the Group share carried interest will be the low end of the range; at £3.25 or above, the carried interest will be at the high end of the range, with linear adjustment between £2.75 and £3.25. This mechanism will also be subject to Fund V having raised at least \$4.5bn of fee-paying capital.

# Summary of proposed UP-C structure

## Simplified structure at transaction closing



## Expected structure 4 years post closing<sup>1</sup> (post conversion of Partnership units)



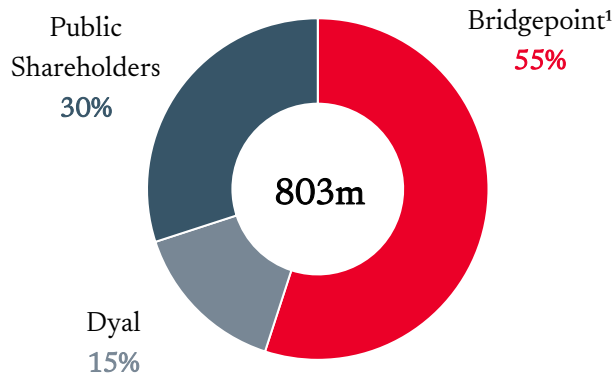
- Rationale for the proposed transaction structure: To facilitate the ECP owners' continued ownership in a flow-through vehicle for US tax income purposes
- The UP-C structure is a common structure for business combinations involving a flow-through entity and multiple asset managers have used or use this structure, including Blackstone, KKR, Ares and TPG, among others
- Partnership unit holders will have the same economic rights as Bridgepoint Group plc shareholders, although no voting rights; Bridgepoint Group plc will continue to have a single class of listed shares

<sup>1</sup> As part of this structure, Bridgepoint may elect to retain the English Limited Partnership entity, if there are advantages in doing so.

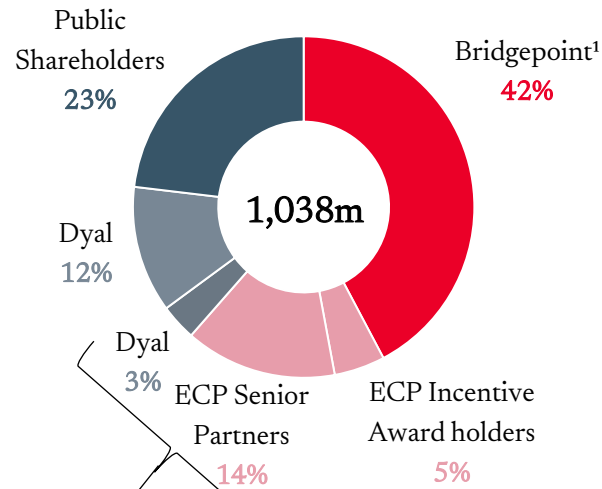
# Evolution of Bridgepoint's shareholder mix

Plc level

Today

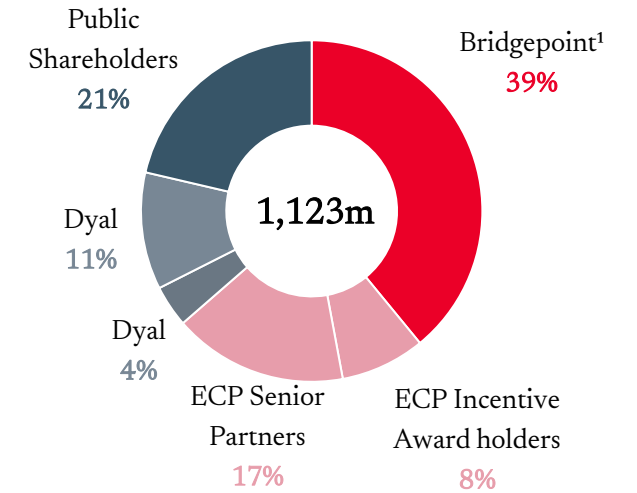


At transaction closing



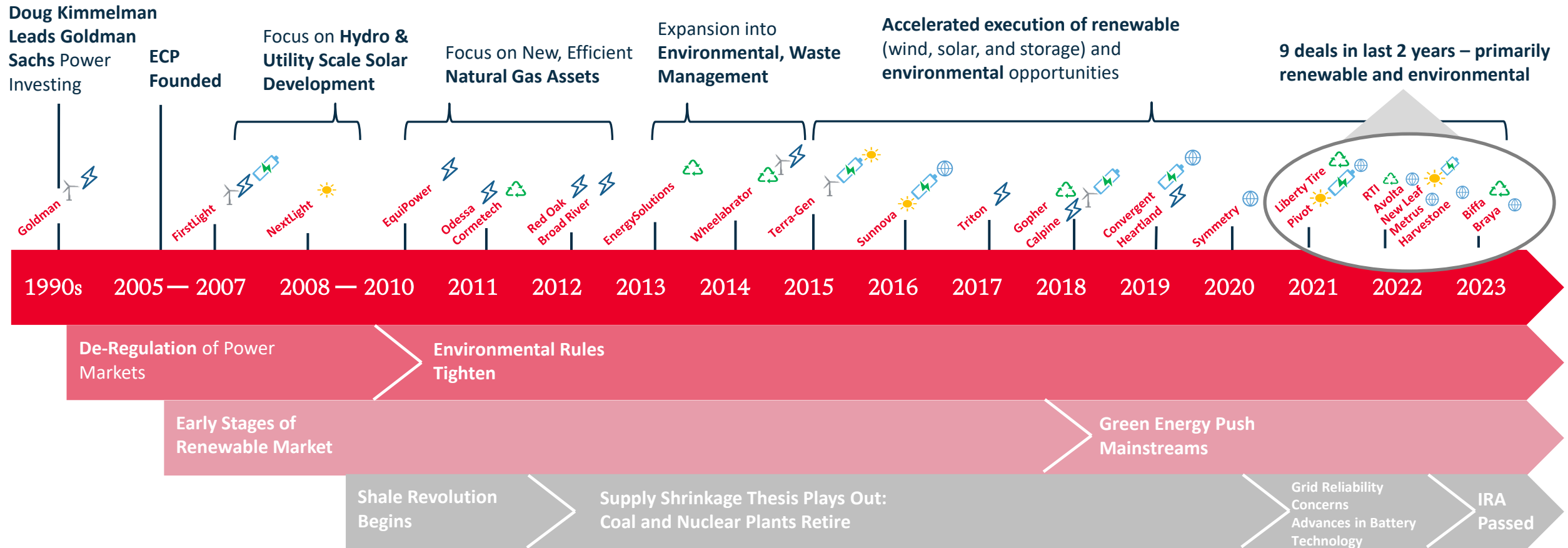
ECP sellers (Senior Partners & Dyal) to hold partnership units initially (economically equivalent to plc shares)

Expected position 4 years post closing  
(issuance of maximum employee incentives and ECP earnout equity<sup>2</sup>)





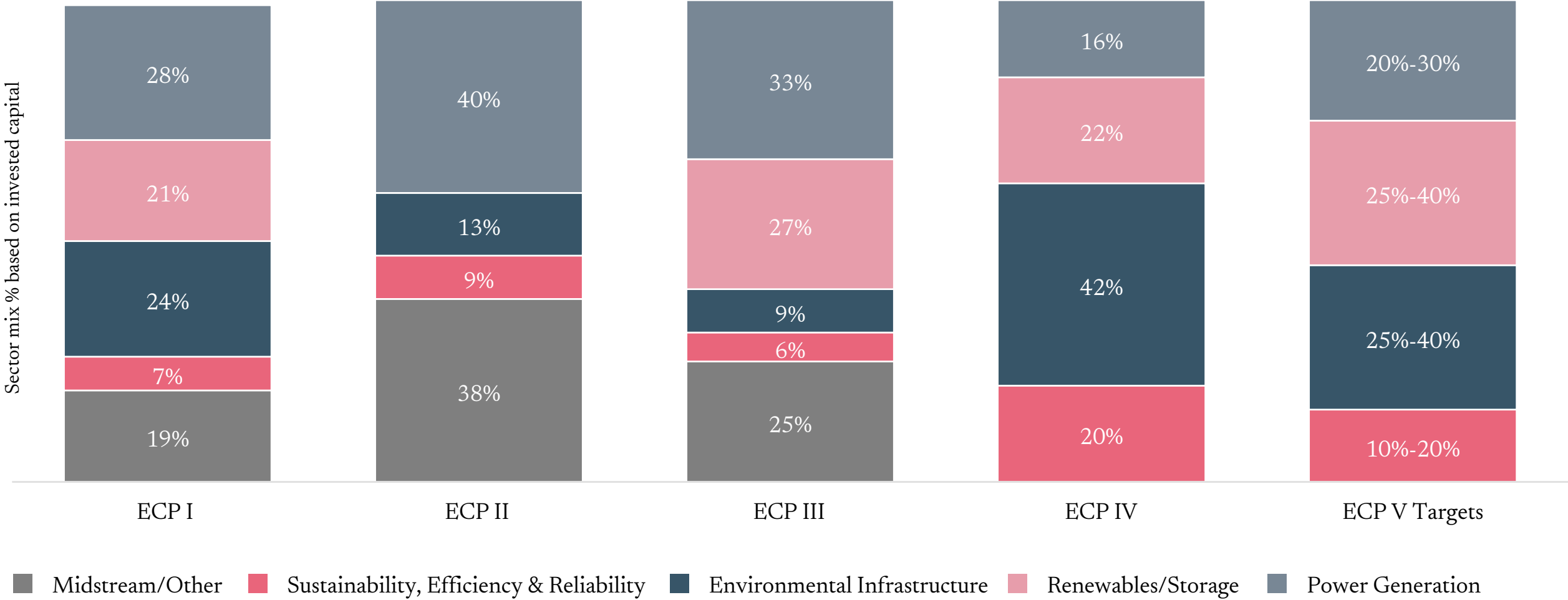
# ECP has a long history of navigating energy, regulatory and environmental transitions...



ECP's investment team has an early mover advantage in the sector, successfully investing through multiple energy transitions over the last 25 years

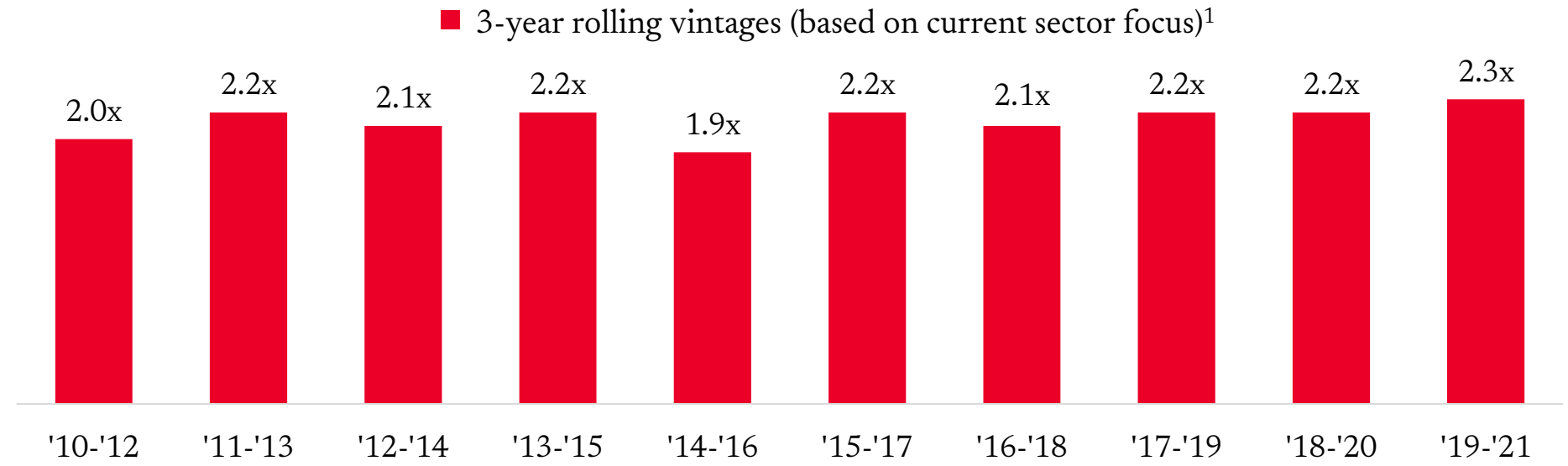
... and is constantly refining its investment strategy to maximise the opportunity set

Portfolio sector composition

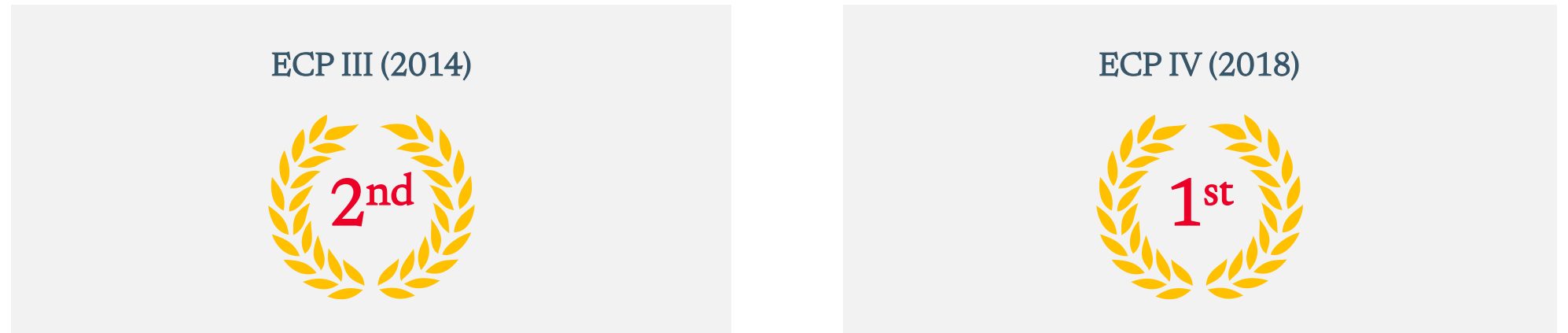


# Strong and consistent investment performance

## Gross MOIC



## Quartile ranking

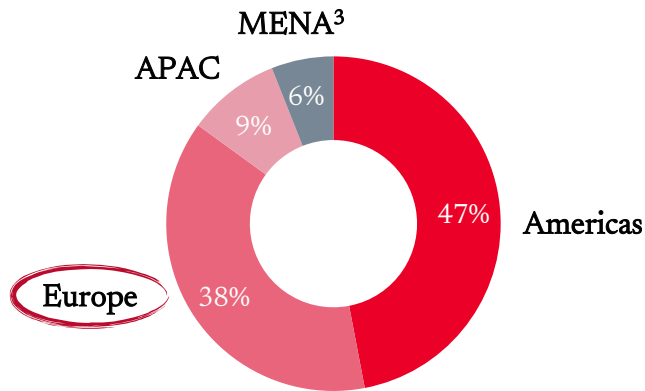


ECP IV featured as one Preqin's top performing infrastructure funds of \$1bn or more by Net IRR (Vintages 2014-2019)<sup>2</sup>

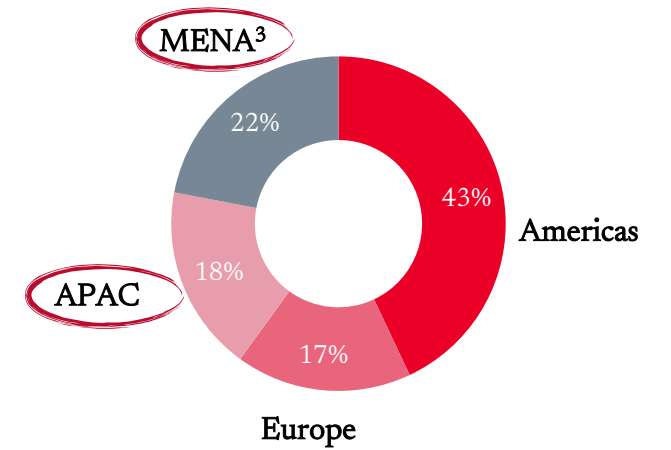
# Highly complementary client relationships

By geography

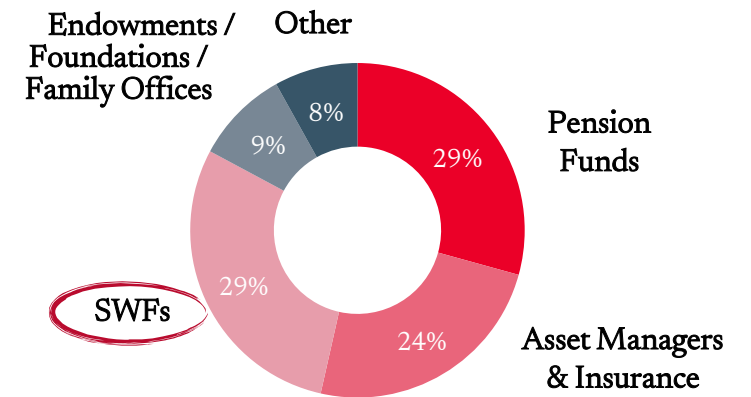
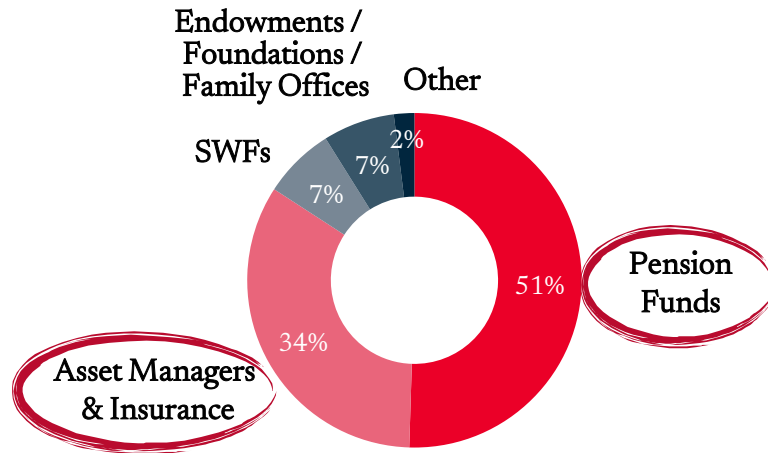
## Bridgepoint<sup>1</sup>



## ECP<sup>2</sup>



By investor type



**Client base significantly enhanced**

>170 new client relationships to Bridgepoint

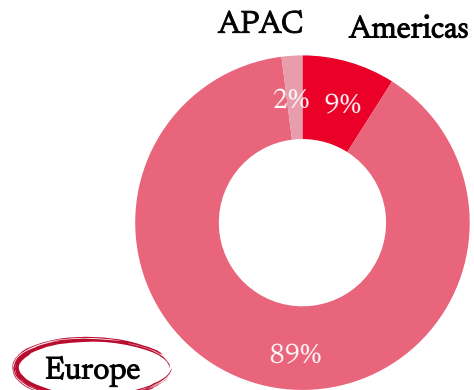
<25% overlap in investor bases by commitments

<sup>1</sup> Includes all Private Equity (c.€12bn) funds and all Private Credit (c.€8bn) funds raised since 2015 (excluding BE, VII, which is mid-fundraising); <sup>2</sup> Includes ECP funds III to V and Non-Flagship funds (Mezzanine and Credit Funds, Terra-Gen and Calpine continuation funds); <sup>3</sup> MENA includes Israel

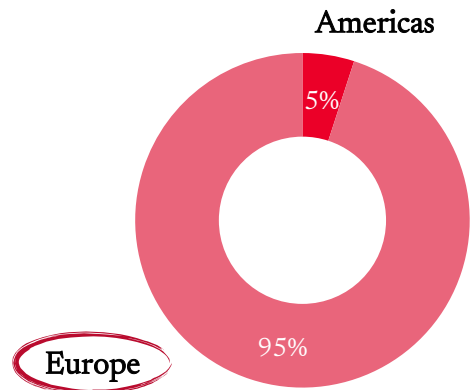
# Highly complementary geographic focus

By investment FTEs

**Bridgepoint**



By invested capital<sup>1</sup>

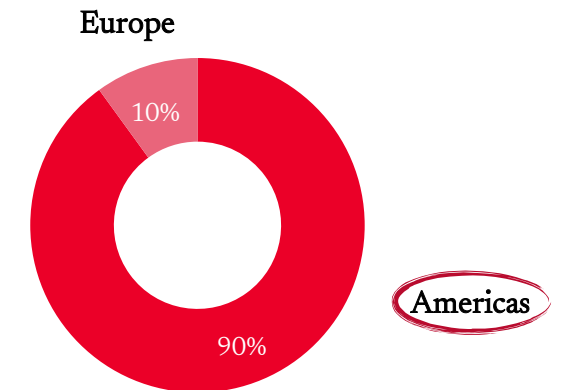
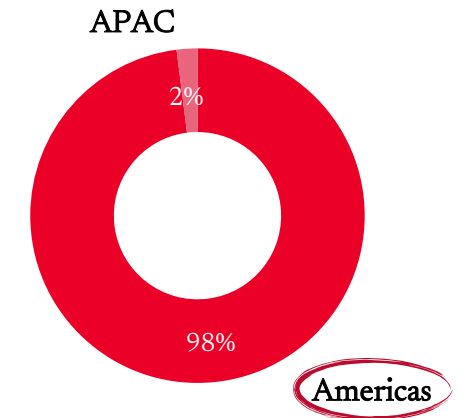


**Bridgepoint**

<sup>1</sup> Invested capital by HQ of portfolio company for BE VI and ECP III-V

Combined platform will have  
**>460 FTEs**  
across  
**14 offices**  
in Europe, US and Asia

**ECP**



# Select metrics on a combined basis: 2022 full year

	Bridgepoint	 ECP	Bridgepoint +  ECP	 ECP % of total
FPAUM <sup>1</sup> (€bn)	24	10	34	31%
Management fees (£m)	242	89	331	27%
Total operating income (£m)	307	101	408	25%
FRE (£m)	74	46	121	38%
FRE margin (%)	31%	52%	36%	—
EBITDA (£m)	139	58	197	29%
EBITDA margin (%)	45%	57%	48%	—
FTE (#)	372	69	441	16%

**Bridgepoint**

Note: As of 31 December 2022. Total operating income, FRE, FRE margin, EBITDA and EBITDA margin are underlying metrics. All financial metrics are based on IFRS. Assumes GBP:USD FX rate of 1.2310; Assumes EUR:USD FX rate of 1.0677.

# Bridgepoint interim 2023 guidance: taken from Bridgepoint interim results presentation

## Fundraising

Continued progress on BE VII which is expected to hold its final close in early 2024. The target remains €7bn

BDC V, BDL IV and BCO V expected to begin fundraising within the next 12 months

## Investment income

Continue to expect investment income to represent around 20% of total income in the short term

In 2023, we now expect investment income to be c.15%, with a catch up in 2024

## Costs

Some inflationary pressures on costs in the near term and more modest growth in headcount and personnel costs over medium term

Actual cost growth in H1 was below high single digit guidance despite inflationary pressures being evident

This reflects deliberate phasing of investment team hires to match fundraising progress

## FRE Margin

Short term guidance remains unchanged at 30-35%

2024 expected to be slightly below the bottom of the short-term guidance, reflecting the usual margin profile of a PE cycle where continued successful divestments in 2023 and 2024 will, as expected, reduce fees recognised on invested capital ahead of BDC V generating fees from January 2025

## Credit deployment

Expect to deploy at least €1bn of incremental FPAUM each year in Credit in the short term

## Tax

Subject to any changes in the UK tax code, we expect our 2023 effective tax rate to be at the top end of the 5% - 10% long term range

## Summary Guidance



Well positioned to deliver 2023 inline with current expectations

# Overview of ECP funds

Fund	Fund size <sup>1</sup>	AUM <sup>1,2</sup>	FPAUM <sup>1,2</sup>	Vintage	Invested %	Mgmt. fee basis	Mgmt. fee rate <sup>3</sup>	Carried interest	Group share of carried interest	Gross MOIC targets	Generated cash carried interest yet?
<b>Flagship</b>											
ECP III	\$5,050	€5,651	€2,534	2014	100%	Committed / invested capital	1.5 <sup>5</sup> / 1.0% <sup>6</sup>	20%	0%	~2.0x	Imminent
ECP IV	\$3,320	€5,295	€2,992	2018	~95% <sup>4</sup>		1.3 <sup>5</sup> / 1.0% <sup>6</sup>	20%	12.5-15%*	2.0-2.5x	
ECP V	\$4,000 <sup>7</sup>	€2,693	€2,069	2022	>40% <sup>4</sup>		1.2%	20%	10-15%*	2.0-2.5x	
<b>Continuation</b>											
Fund I (Terra-Gen)	\$1,165	€1,648	€989	2021	83%	Invested capital	0.7%	10-20% <sup>8</sup>	0%	n/a <sup>9</sup>	Imminent
Fund II (Calpine)	\$1,647	€1,634	€1,507	2022	100%		0.7%	10-20% <sup>8</sup>	7.5-15%*	n/a <sup>9</sup>	
<b>Private Credit</b>											
Credit Solutions II	\$140	€138	€103	2019	100%	Invested capital	0.8%	10%	15%	n/a	
Forestar loan sourcing agreement	Up to \$2,500	-	-	2023		Invested capital	0.6%				
<b>Other</b>											
SMA / other <sup>10</sup>	\$328	€297	€235			Invested capital					

Note: <sup>1</sup> EUR:USD FX rate of 1.0677; <sup>2</sup> As at 31 December 2022; <sup>3</sup> Simplified summary of arrangements; blended fee on total fund size; <sup>4</sup> Includes committed and invested amounts; <sup>5</sup> During investment period; <sup>6</sup> During realisation period; <sup>7</sup> Target fund size; <sup>8</sup> Tiered carry structure linked to performance; <sup>9</sup> Commercially sensitive; <sup>10</sup> Includes Energy Transition Opportunities Fund and Renewable Power Fund SMA;

\* The Group share of carried interest will be linked to the Bridgepoint share price at completion. If the share price is £2.75 or below, the Group share carried interest will be the low end of the range; at £3.25 or above, the carried interest will be at the high end of the range, with linear adjustment between £2.75 and £3.25. This mechanism will also be subject to Fund V having raised at least \$4.5bn of fee-paying capital.



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