ELECTRONIC TRANSMISSION DISCLAIMER

STRICTLY NOT TO BE FORWARDED TO ANY OTHER PERSONS

IMPORTANT: You must read the following disclaimer before continuing. This electronic transmission applies to the attached prospectus relating to Bridgepoint Group plc (the "**Company**") dated 21 July 2021 (the "**Prospectus**"), and you are therefore advised to read this disclaimer carefully before reading, accessing or making any other use of the attached Prospectus, accessed from this page or otherwise received as a result of such access. In accessing the attached Prospectus, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from us as a result of such access. You acknowledge that this electronic transmission and the delivery of the attached Prospectus is confidential and intended for you only and you agree you will not forward, reproduce, copy, download or publish this electronic transmission or the attached Prospectus whether electronically or otherwise to any other person.

THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS, AND THE SECURITIES REFERENCED THEREIN, MAY ONLY BE DISTRIBUTED IN CONNECTION WITH "**OFFSHORE TRANSACTIONS**" AS DEFINED IN, AND IN RELIANCE ON, REGULATION S UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "**U.S. SECURITIES ACT**") ("**REGULATION S**") OR WITHIN THE UNITED STATES TO QUALIFIED INSTITUTIONAL BUYERS ("**QIBs**") AS DEFINED IN RULE 144A UNDER THE U.S. SECURITIES ACT ("**RULE 144A**") OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT.

ANY FORWARDING, DISTRIBUTION, REPRODUCTION OR PUBLICATION OF THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS NOTICE MAY RESULT IN A VIOLATION OF THE U.S. SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS. NOTHING IN THIS ELECTRONIC TRANSMISSION AND THE ATTACHED PROSPECTUS CONSTITUTES AN OFFER OF SECURITIES FOR SALE IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DO SO.

THE SHARES REFERRED TO HEREIN (THE "**SHARES**") HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON THAT THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QIB IN RELIANCE ON RULE 144A OR PURSUANT TO ANOTHER EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE U.S. SECURITIES ACT OR (2) IN AN "**OFFSHORE TRANSACTION**" AS DEFINED IN, AND IN ACCORDANCE WITH RULE 903 OR RULE 904 OF, REGULATION S, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES.

THE SHARES MAY NOT BE OFFERED OR SOLD IN CANADA, EXCEPT TO PURCHASERS PURCHASING, OR DEEMED TO BE PURCHASING, AS PRINCIPAL THAT ARE ACCREDITED INVESTORS, AS DEFINED IN NATIONAL INSTRUMENT 45-106 PROSPECTUS EXEMPTIONS OR SUBSECTION 73.3(1) OF THE SECURITIES ACT (ONTARIO), AND ARE PERMITTED CLIENTS, AS DEFINED IN NATIONAL INSTRUMENT 31-103 REGISTRATION REQUIREMENTS, EXEMPTIONS AND ONGOING REGISTRANT OBLIGATIONS. ANY RESALE OF THE SHARES MUST BE MADE IN ACCORDANCE WITH AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE PROSPECTUS REQUIREMENTS OF APPLICABLE SECURITIES LAWS.

This electronic transmission and the attached Prospectus and the offer of the Shares (the "**Offer**") are only addressed to and directed at persons in member states of the European Economic Area (each a "**Relevant State**") who are "qualified investors" within the meaning of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**EU Prospectus Regulation**") ("**Qualified Investors**"). In addition, in the United Kingdom, this electronic transmission and the attached Prospectus is being distributed only to, and is directed only at, persons who are "qualified investors" within the meaning of Article 2(e) of Regulation (EU) 2017/1129 (as amended) as it forms part of retained EU law by virtue of the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") who are persons (i) having professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**") (ii) falling within Article 49(2)(a) to (d) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "**Relevant Persons**"). This

electronic transmission and the attached Prospectus must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any Relevant State, by persons who are not Qualified Investors. Any investment or investment activity to which the attached Prospectus relates is available only to or will be engaged in only with, (i) Relevant Persons in the United Kingdom, and (ii) Qualified Investors in any Relevant State.

Confirmation of your Representation: This electronic transmission and the attached Prospectus is delivered to you on the basis that you are deemed to have represented to J.P. Morgan Securities plc ("**JPM**"), Morgan Stanley & Co. International plc ("**Morgan Stanley**"), Citigroup Global Markets Limited ("**Citi**"), Merrill Lynch International ("**BofA Securities**") and BNP PARIBAS ("**BNPP**" and together with JPM, Morgan Stanley, Citi and BofA Securities, the "**Underwriters**"), Moelis & Company, the Company and the Selling Shareholders (as defined in Part XVIII, (*Definitions*)) that you have understood and agree to the terms set out herein, and (i) you are (a) a QIB acquiring such securities for its own account or for the account of another QIB (if you are in the United States) or (b) acquiring such securities in "offshore transactions", as defined in, and in reliance on, Regulation S; (ii) if you are in the United Kingdom, you are a Relevant Person; (iii) if you are in a Relevant State you are a Qualified Investor; and (iv) you are an institutional investor that is eligible to receive this Prospectus and you consent to delivery of this Prospectus by electronic transmission.

You are reminded that you have received this electronic transmission and the attached Prospectus on the basis that you are a person into whose possession this electronic transmission and the attached Prospectus may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located and you may not nor are you authorised to deliver this electronic transmission or the attached Prospectus, electronically or otherwise, to any other person.

The attached Prospectus has been made available to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of electronic transmission and consequently neither the Company, the Underwriters nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any liability or responsibility whatsoever in respect of any difference between the document distributed to you in electronic format and the hard copy version. A hard copy of the document will be made available to you only upon request.

By accessing the attached Prospectus, you consent to receiving it in electronic form. None of the Underwriters nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any responsibility whatsoever for the contents of the attached Prospectus or for any statement made or purported to be made by them, or on their behalf, in connection with the Company, the Offer or the Shares. To the fullest extent permitted by law, such persons accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty express or implied, is made by the Company, the Selling Shareholders or the Underwriters or any of their respective affiliates, directors, officers, employees, agents or advisers as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in the attached Prospectus.

None of the Underwriters nor any of their respective affiliates, directors, officers, employees, agents or advisers accepts any responsibility whatsoever for the contents of the attached Prospectus or for any statement made or purported to be made by them, or on their behalf, in connection with the Company, the Offer or the Shares. To the fullest extent permitted by law, such persons accordingly disclaim all and any liability whether arising in tort, contract or otherwise which they might otherwise have in respect of such document or any such statement. No representation or warranty express or implied, is made by the Underwriters or any of their respective affiliates, directors, officers, employees, agents or advisers as to the accuracy, completeness, reasonableness, verification or sufficiency of the information set out in the attached Prospectus.

The Underwriters are acting exclusively for the Company and no one else in connection with the Offer. They will not regard any other person (whether or not a recipient of the attached Prospectus) as their client in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for giving advice in relation to the Offer or any transaction or arrangement referred to in the attached Prospectus.

Restriction: Nothing in this electronic transmission constitutes, and this electronic transmission may not be used in connection with, an offer of securities for sale to persons other than the specified categories of institutional buyers described above and to whom it is directed and access has been limited so that it shall not constitute a general solicitation. If you have gained access to this transmission contrary to the foregoing restrictions, you will be unable to purchase any of the securities described therein.

You are responsible for protecting against viruses and other destructive items. Your receipt of this Prospectus via electronic transmission is at your own risk and it is your responsibility to take precautions to ensure that it is free from viruses and other items of a destructive nature.

Prospectus

July 2021

Bridgepoint

This document comprises a prospectus (the "**Prospectus**") for the purposes of Article 3 of Regulation (EU) 2017/1129 as it forms part of retained EU law as defined in the European Union (Withdrawal) Act 2018 (the "**UK Prospectus Regulation**") relating to Bridgepoint Group plc (the "**Company**") prepared in accordance with the Prospectus Regulation Rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of the Financial Services and Markets Act 2000 (as amended, "**FSMA**") (the "**Prospectus Regulation Rules**"). This Prospectus has been filed with and approved by the FCA as a competent authority under the UK Prospectus Regulation. The FCA only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the UK Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is, or the quality of the securities that are, the subject of this Prospectus. Investors should make their own assessment as to the suitability of investing in the securities.

Application will be made to the FCA for all of the shares of the Company (the "**Shares**"), issued and to be issued in connection with the Offer, to be admitted to the premium listing segment of the Official List of the FCA (the "**Official List**") and to London Stock Exchange plc (the "**London Stock Exchange**") for all of the Shares to be admitted to trading on the London Stock Exchange's main market for listed securities (together, "**Admission**"). Admission to trading on the London Stock Exchange's main market for listed securities constitutes admission to trading on a regulated market. Conditional dealings in the Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 21 July 2021. It is expected that Admission will become effective, and that unconditional dealings will commence on the London Stock Exchange, at 8.00 a.m. on 26 July 2021. **All dealings in Shares prior to the commencement of unconditional dealings will be on a "when issued" basis and will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.** No application has been, or is currently intended to be, made for the Shares to be admitted to listing or trading on any other stock exchange.

The Directors, whose names appear on page 103 of this Prospectus, and the Company accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Directors and the Company, the information contained in this Prospectus is in accordance with the facts and the Prospectus makes no omission likely to affect its import.

Prospective investors should read the whole of this Prospectus. In particular, your attention is drawn to the risk factors described in Part II (*Risk Factors*) of this Prospectus for a discussion of certain factors that should be considered in connection with an investment in the Shares. Prospective investors should be aware that an investment in the Company involves a degree of risk and that, if one or more of the risks described in this Prospectus were to occur, investors may find their investment materially adversely affected.

Bridgepoint Group plc

(incorporated in England and Wales under the Companies Act 2006 with registered number 11443992)

Offer of 225,426,342 Shares (comprising 85,714,286 New Shares and 139,712,056 Existing Shares) at an Offer Price of 350 pence per Share and admission to the premium listing segment of the Official List and to trading on the main market of the London Stock Exchange

Sponsor, Joint Global Coordinator and Joint Bookrunner

J.P. Morgan Cazenove

Joint Global Coordinator and Joint Bookrunner

Morgan Stanley

Joint Bookrunners

BNP PARIBAS **BofA Securities** **Citigroup**

Financial Adviser

Moelis & Company

Issued ordinary share capital immediately following Admission of 823,268,774 Shares of £0.00005 nominal value

Pursuant to the terms of the Offer, the Company is offering 85,714,286 New Shares (representing 10.4 per cent of the issued Shares on Admission) which will raise estimated net proceeds for the Company of £271 million and the Selling Shareholders are selling 139,712,056 Existing Shares in aggregate (representing 17 per cent of the issued Shares on Admission) which will raise estimated net proceeds, in aggregate, for the Selling Shareholders of £477 million. This assumes no exercise of the Over-allotment Option. In addition, up to a further 33,813,951 Existing Shares (representing 15 per cent of the total number of Shares included in the Offer) may be made available, in aggregate, by the Selling Shareholders pursuant to the Over-allotment Option. The Company will not receive any of the proceeds from the sale of Existing Shares.

The New Shares to be issued pursuant to the Offer will, following Admission, rank *pari passu* in all respects with each other and with the Existing Shares (including with respect to pre-emption rights) and they will form a single class with the Existing Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company (including a share in the liquidation proceeds in the case of a liquidation of the Company).

Prospective investors should only rely on the information contained in this Prospectus. No person has been authorised to give any information or make any representations other than those contained in this Prospectus and, if given or made, such information or representation must not be relied upon as having been so authorised. In particular, the contents of the Group's website do not form part of this Prospectus and prospective investors should not rely on them. The Company will comply with its obligations to publish a supplementary prospectus pursuant to Article 23 of the UK Prospectus Regulation and Rule 3.4 of the Prospectus Regulation Rules containing further updated information required by law or by any regulatory authority, but, except as required by any other applicable law, assumes no further obligation to publish additional information. Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to Article 23 of the UK Prospectus Regulation and Rule 3.4 of the Prospectus Regulation Rules, neither the delivery of this Prospectus nor Admission nor any subsequent subscription or sale shall, under any circumstances, create any implication that there has been no change in the affairs of the Group set out in this Prospectus or that the information in it is correct as of any date subsequent to the date of this Prospectus.

None of the Company, the Directors, the Underwriters, the Sponsor, the Selling Shareholders, the Financial Adviser (each as defined below) or any of their respective affiliates or representatives are making any representation to any prospective investor in the Shares regarding the legality of an investment in the Shares by any such prospective investor under the laws applicable to any such prospective investor. The contents of this Prospectus should not be construed as legal, financial or tax advice. Each prospective investor should consult their own legal, financial or tax adviser for legal, financial or tax advice in relation to an investment in the Shares.

Prior to making any decision as to whether to invest in the Shares, prospective investors should read this Prospectus in its entirety. In making an investment decision, each prospective investor must rely on their own examination, analysis and enquiry of the Company, the Shares and the terms of the Offer, including the merits and risks involved. Prospective investors also acknowledge that: (i) they have not relied on any of the Underwriters, Sponsor, the Selling Shareholders or the Financial Adviser, or any person affiliated with the Underwriters, Sponsor, the Selling Shareholders or the Financial Adviser in connection with any investigation of the accuracy of any information contained in this Prospectus or their investment decision; (ii) they have relied only on the information contained in this Prospectus; and (iii) no person has been authorised to give any information or to make any representation concerning the Company or its subsidiaries or the Shares (other than as contained in this Prospectus) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Underwriters, the Sponsor, the Selling Shareholders or the Financial Adviser.

Apart from the responsibilities, if any, which may be imposed on any of the Underwriters, the Sponsor or the Financial Adviser by FSMA or the regulatory regime established thereunder to the extent the exclusion of responsibility under the relevant regulatory regime would be illegal, void or unenforceable, none of the Underwriters, the Sponsor, the Financial Adviser, nor any of their respective affiliates accept any responsibility whatsoever for, or makes any representation or warranty, express or implied, as to, the accuracy, completeness or verification of the contents of this Prospectus or for any other statement made or purported to be made by it, or on its behalf, in connection with the Company, the Shares or the Offer, and nothing in this Prospectus should be relied upon as a promise or representation in this respect, whether or not to the past or future. Each of the Underwriters, Sponsor and Financial Adviser and their respective affiliates accordingly disclaims any and all responsibility or liability for its accuracy, completeness or verification, whether arising in tort, contract or otherwise (save as referred to above), which it might otherwise have in respect of this Prospectus or any such statement.

Each of J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) ("**J.P. Morgan**" or the "**Sponsor**"), Morgan Stanley & Co. International plc ("**Morgan Stanley**" and together with J.P. Morgan, the "**Joint Global Coordinators**"), Citigroup Global Markets Limited ("**Citigroup**") and Merrill Lynch International ("**BofA Securities**") is authorised by the Prudential Regulation Authority (the "**PRA**") and regulated in the UK by the PRA and the FCA. BNP Paribas ("**BNPP**") is authorised and regulated by the European Central Bank and the *Autorité de Contrôle Prudential et de Resolution*. BNP Paribas London branch is authorised by the PRA with deemed permissions under the UK Temporary Permissions Regime. BNP Paribas London branch is subject to regulation by the FCA and limited regulation by the PRA. Details of the Temporary Permissions Regime, which allows EEA-based firms to operate in the UK for a limited period while seeking full authorisation, are available on the FCA's website. The Sponsor, the Joint Global Coordinators, Citigroup, BofA Securities and BNPP (together, the "**Underwriters**" or "**Joint Bookrunners**") and Moelis & Company UK LLP (the "**Financial Adviser**") are acting exclusively for the Company and no one else in connection with the Offer, and will not regard any other person (whether or not a recipient of this Prospectus) as their respective clients in relation to the Offer and will not be responsible to anyone other than the Company for providing the protections afforded to their respective clients nor for providing advice in relation to the Offer or any transaction, matter or arrangement referred to in this Prospectus.

In connection with the Offer, J.P. Morgan (as Stabilising Manager), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law and for stabilisation purposes, on behalf of the Underwriters, over-allot Shares up to a total of 15 per cent of the total number of Shares included in the Offer or effect other transactions with a view to supporting the market price of the Shares or any options, warrants or rights with respect thereto, or other interest in the Shares or other securities of the Company, in each case at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the conditional dealings in the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. Stabilisation transactions aim at supporting the market price of the securities during the stabilisation period. Such stabilisation, if commenced, may be discontinued at any time without prior notice. If such stabilisation occurs, it will be undertaken at the London Stock Exchange. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the Shares above the Offer Price. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotment and/or from sales of Shares effected by it during the stabilising period, the Stabilising Manager has been granted the Over-allotment Option by the Dyal Shareholder and the Nominee A Companies (each on behalf of each of the relevant Individual Selling Shareholders for whom they hold as nominee) under the Underwriting Agreement, pursuant to which it may purchase, or procure purchasers for, Over-allotment Shares (representing, in aggregate, up to 15 per cent of the total number of Shares included in the Offer) at the Offer Price. The Over-allotment Option may be exercised in whole or in part upon notice by the Stabilising Manager at any time on or before the 30th calendar day after the commencement of conditional dealings in the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will be made available on the same terms and conditions as Shares being offered pursuant to the Offer, will rank *pari passu* in all respects with all other Shares (including with respect to pre-emption rights) and will form a single class with all other Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company.

Date of Prospectus: 21 July 2021

NOTICE TO CERTAIN INVESTORS

The Shares are subject to selling and transfer restrictions in certain jurisdictions. Investors should be aware that they may be required to bear the financial risks of this investment for an indefinite period of time. Prospective investors should read the restrictions described under section 12 (*Transfer and Selling Restrictions*) of Part XVI (*The Offer*) of this Prospectus. Each investor in the Shares will be deemed to have made the relevant representations described therein.

The distribution of this Prospectus and the Offer in certain jurisdictions may be restricted by law. No action has been or will be taken by the Company, the Directors, the Selling Shareholders, the Underwriters, the Financial Adviser or any such person's affiliates to permit a public offering of the Shares or to permit the possession or distribution of this Prospectus (or any other offering or publicity materials relating to the Shares) in any jurisdiction where action for that purpose may be required, other than the UK. Accordingly, neither this Prospectus nor any other offering material may be distributed or published in any jurisdiction except under circumstances that will result in compliance with any applicable laws and regulations. Persons into whose possession this Prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. For further information on the manner of distribution of the Shares, and the transfer restrictions to which they are subject, see section 12 (*Transfer and Selling Restrictions*) of Part XVI (*The Offer*) of this Prospectus.

In particular, save for the United Kingdom, no action has been taken to allow for a public offering of the Shares under the applicable securities laws of any other jurisdiction including Australia, Canada, Japan or the United States. This Prospectus does not constitute or form part of any offer to sell or issue, or any invitation or solicitation of an offer to buy Shares to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful.

Notice in connection with the United Kingdom and member states of the European Economic Area

This Prospectus has been prepared on the basis that all offers of Shares in the European Economic Area (the "**EEA**") will be made pursuant to an exemption under the Prospectus Regulation from the requirement to produce a prospectus for offers of shares and all offers of Shares in the United Kingdom will be made pursuant to an exemption under the UK Prospectus Regulation from the requirement to produce a prospectus for offers of shares. Accordingly, any person making or intending to make any offer within the EEA or the UK of Shares which are included in the Offer contemplated in this Prospectus should only do so in circumstances in which no obligation arises for the Company, the Selling Shareholders, any of the Underwriters or the Financial Adviser to produce a prospectus for such offer. None of the Company, the Selling Shareholders, the Underwriters and the Financial Adviser have authorised, nor will they authorise, the making of any offer of Shares through any financial intermediary, other than offers made by the Underwriters which constitute the final placement of Shares contemplated in this Prospectus.

Notice to United States investors

The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state or other jurisdiction of the United States. The Shares offered by this Prospectus may not be offered or sold in the United States, except to qualified institutional buyers ("**QIBs**"), as defined in, and in reliance on, Rule 144A under the U.S. Securities Act ("**Rule 144A**") or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act. Shares are being offered and sold outside the United States in reliance on Regulation S under the U.S. Securities Act ("**Regulation S**"). Prospective investors are hereby notified that the sellers of the Shares may be relying on the exemption from the provisions of section 5 of the U.S. Securities Act provided by Rule 144A of the U.S. Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The Shares offered by this Prospectus have not been approved or disapproved by the United States Securities and Exchange Commission, any state securities commission in the United States or any other United States regulatory authority, nor have any such authorities passed upon, or endorsed the merits of, the Offer or the accuracy of this Prospectus. Any representation to the contrary is a criminal offence in the United States.

Information to distributors

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("**MiFID II**"); (b) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MiFID II; (c) local implementing measures (the "**EEA Product Governance Requirements**"); and (d) Chapter 3 of the FCA Handbook Product Intervention and Product Governance Sourcebook (the "**UK Product Governance Requirements**" and together with the EEA Product Governance Requirements, the "**Product Governance Requirements**"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "manufacturer" (for the purposes of the Product Governance Requirements) may otherwise have with respect thereto, the Shares have been subject to a product approval process, which has determined that such Shares are: (i) compatible with an end target market of retail clients and investors who meet the criteria of professional clients and eligible counterparties, each as defined in MiFID II or Chapter 3 of the FCA Handbook Conduct of Business Sourcebook ("**COBS**"), as applicable; and (ii) eligible for distribution through all permitted distribution channels (the "**Target Market Assessment**"). Notwithstanding the Target Market Assessment, distributors (for the purposes of the Product Governance Requirements) should note that: the price of the Shares may decline and investors could lose all or part of their investment; the Shares offer no guaranteed income and no capital protection; and an investment in the Shares is compatible only with investors who do not need a guaranteed income or capital protection, who (either alone or in conjunction with an appropriate financial or other adviser) are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses that may result therefrom. The Target Market Assessment is without prejudice to any contractual, legal or regulatory selling restrictions in relation to the Offer. Furthermore, it is noted that, notwithstanding the Target Market Assessment, the Underwriters will only procure investors who meet the criteria of professional clients and eligible counterparties.

For the avoidance of doubt, the Target Market Assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MiFID II or Chapters 9A or 10A respectively of COBS; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Shares.

Each distributor is responsible for undertaking its own target market assessment in respect of the Shares and determining appropriate distribution channels.

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PART I

SUMMARY

Introduction

This summary should be read as an introduction to the prospectus (this "**Prospectus**"). Any decision to invest in the securities offered hereby should be based on a consideration of this Prospectus as a whole by the investor. The investor could lose all or part of the invested capital. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only where the summary is misleading, inaccurate or inconsistent, when read together with the other parts of this Prospectus, or where it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the securities offered.

The issuer is Bridgepoint Group plc (the "**Company**" and, the Company together with each of its direct and indirect subsidiaries within the meaning ascribed to them in the Companies Act 2006, the "**Group**"). The Company's Legal Entity Identifier ("**LEI**") is 213800KFNMVI8PDZX472. Its registered office is at 95 Wigmore Street, London, United Kingdom W1U 1FB. The telephone number of the Company's registered office is +44 (0)20 7034 3500.

The International Security Identification Number (ISIN) of the ordinary shares with a nominal value of £0.00005 each in the capital of the Company (the "**Shares**") is GB00BND88V85. When admitted to trading, the Shares will be registered with SEDOL number BND88V8, and will trade under the symbol "BPT".

The competent authority approving this Prospectus is the Financial Conduct Authority (the "**FCA**") in the UK, with its office at 12 Endeavour Square, London, E20 1JN, UK, and telephone number +44 (0)20 7066 1000. The date of approval of this Prospectus is 21 July 2021.

Key information on the issuer

Who is the issuer of the securities?

The Company was incorporated and registered in England and Wales under the Companies Act 2006 as a private limited company on 2 July 2018 under the name Atlantic Investment Holdings Limited and with registered number 11443992, re-named Atlantic Investments Holdings Limited on 18 September 2018 and re-named Bridgepoint Group Limited on 30 June 2021 and re-registered as a public limited company and re-named Bridgepoint Group plc on 5 July 2021. The Company is domiciled in England and Wales. The Company's Legal Entity Identifier ("**LEI**") is 213800KFNMVI8PDZX472.

Bridgepoint is the global leader in middle market private assets investing. It had approximately €27.4 billion of total assets under management as of 31 March 2021, in six distinct investment strategies across private equity and private credit. Operating in a fast-growing market, the group has a 30-year track record of delivering compelling returns with an attractive risk profile to a blue-chip and loyal base of over 300 investors globally as of 31 March 2021. Led by a team of partners who have a long history of working together, with over 170 investment professionals as of 31 March 2021, Bridgepoint has a well-invested middle market platform across Europe, North America and Asia, providing a strong foundation for further strategic expansion

Insofar as it is known to the Company, as of the date of this Prospectus, the following persons are, or will be immediately following Admission (as defined below), directly or indirectly, interested in 3 per cent or more of the voting rights of the Company (being the threshold for notification of voting rights that will apply to the Company and its shareholders as of Admission pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules of the FCA).

	Immediately prior to Admission[1]		Immediately following Admission[2]	
	Number of Shares	Percentage of issued ordinary share capital	Number of Shares	Percentage of issued ordinary share capital
Dyal Capital Partners IV (C) LP	163,263,206	22.22%	132,216,393	16.06%
Burgundy Investments Holdings LP	57,138,420	7.78%	57,138,420	6.94%
Frederic Pescatori	23,540,970	3.20%	18,832,776	2.29%
FIL Investments International's managed funds[3]	—	—	34,285,714	4.16%
T. Rowe Price International Ltd[4]	—	—	34,285,714	4.16%

(1) The interests in Shares have been stated on the basis that the Reorganisation steps described in section 3 (*Reorganisation*) of Part XVII (*Additional Information*) have been completed in full.

(2) Assuming no exercise of the Over-allotment Option.

(3) Includes specific funds and accounts managed by FIL Investments International and its affiliates. For further details see section 16.6 (*Cornerstone Investment Agreements*) of Part XVII (*Additional Information*) of this Prospectus.

(4) In its capacity as investment manager on behalf of its advisory funds. For further details see section 16.6 (*Cornerstone Investment Agreements*) of Part XVII (*Additional Information*) of this Prospectus.

The Company's key managing directors are William Jackson and Adam Jones. William Jackson is the Executive Chairman of the Company and Adam Jones is the Group Chief Financial Officer of the Company. The statutory auditor of the Company is PricewaterhouseCoopers LLP.

What is the key financial information regarding the issuer?

Set forth below is selected consolidated financial information of Atlantic Investments Holdings Limited, which was re-named Bridgepoint Group Limited on 30 June 2021 and re-registered as a public limited company and re-named Bridgepoint Group plc on 5 July 2021, as of and for the three years ended 31 December 2020, 2019 and 2018 and the three months ended 31 March 2021 (and unaudited comparative information for the three months ended 31 March 2020). There are no qualifications in the accountant's report relating to such consolidated financials.

Selected consolidated income statement

	For the year ended 31 December			For the three months ended 31 March	
	2018	2019	2020	2020	2021
	(£ in thousands)			(unaudited)	
Management fees	117,367	143,893	148,624	35,385	48,057
Carried interest	4,768	9,582	12,917	614	(681)
Fair value remeasurement of investments	20,815	14,467	29,397	(7,934)	13,611
Other operating income	1,861	1,895	873	380	383
Total operating income	**144,811**	**169,837**	**191,811**	**28,445**	**61,370**
EBITDA	19,183	53,125	58,698	(482)	27,654
Total operating profit/(loss)	**12,418**	**45,368**	**49,889**	**(2,488)**	**24,473**
Profit / (loss) after income tax	**3,065**	**41,930**	**47,671**	**(1,481)**	**18,672**
Basic and diluted (loss) / earnings per share (including exceptionals)	(3.91)	9.15	11.59	0.83	4.59

Selected consolidated statement of financial position

	As of 31 December			As of 31 March
	2018	2019	2020	2021
	(£ in thousands)			
Total assets	**531,738**	**507,224**	**1,041,974**	**1,118,328**
Total liabilities	**211,503**	**150,885**	**651,418**	**703,943**
Total equity	**320,235**	**356,339**	**390,556**	**414,385**

Selected consolidated statement of cash flows

	For the year ended 31 December			For the three months ended 31 March	
	2018	2019	2020	2020	2021
				(unaudited)	
			(£ in thousands)		
Net cash inflow from/(used in) operating activities	**30,371**	**(521)**	**28,359**	**35,688**	**31,434**
Net cash flows from/(used in) investing activities	(36,999)	30,455	(109,895)	(3,990)	(72,097)
Net cash flows from/(used in) financing activities	23,339	(51,147)	223,634	(7,718)	19,625

What are the key risks that are specific to the issuer?

- Poor performance by the Bridgepoint funds may adversely affect the Group's business, brand and reputation, management fees, carried interest and income from the fair value remeasurement of investments received by the Group, its growth and its ability to raise capital for future funds.
- The Group's inability to raise additional or successor funds (or raise successor funds of a comparable size to predecessor funds) could have a material adverse impact on its business, revenue, net income, cash flows or ability to retain employees.
- The Group is dependent on its personnel and the market for investment professionals and other personnel in specialist functions is highly competitive.
- The investment management business is intensely competitive both with respect to fund investors and investment opportunities, which could have a material adverse impact on the Group's business.
- Investors in future funds may negotiate to pay the Group lower management fees, reimburse it for fewer expenses or change the economic terms of future funds, including with respect to management fees and carried interest, to be less favourable to the Group than those of the existing Bridgepoint funds, which could materially and adversely affect the Group's revenue and profitability.
- A deterioration of Bridgepoint's brand and reputation could have an adverse effect on its competition for fund investors and investment opportunities and impair the Group's ability to raise capital for new funds and attract and retain key talent.
- A decline in the pace or size of investments made by the Bridgepoint funds may adversely affect the Group's revenue.
- Cyber-security failures, data security breaches and operational risks may disrupt or have a material adverse impact on the Group's business, operations and investments.
- The Group is dependent on an effective control system to mitigate operational risks and maintain appropriate procedures for the management of the Bridgepoint funds, and is dependent upon fund administration services provided by Citco Funds Services (Luxembourg) S.A. for certain credit funds.
- The Group is subject to risks in using third-party service providers.
- The Group and the Bridgepoint funds are subject to extensive regulation and are affected by changes in laws, regulations and governmental interpretations and practices, as well as risks related to interpretations of provisions for which no clear guidance or precedent may be available.
- The Group may not be able to obtain and maintain requisite regulatory approvals and permits, including licences for the Group's fund operations.

Key information on the securities

What are the main features of the securities?

The Company is offering 85,714,286 new Shares with a nominal value of £0.00005 each in the capital of the Company (the "**New Shares**") and each of Dyal Capital Partners IV (C) LP (the "**Dyal Shareholder**") and certain current and former employees of the Group and related persons, trusts and corporate vehicles who hold interests in Existing Shares immediately prior to Admission (together, the "**Individual Selling Shareholders**" and together with the Dyal Shareholder, the "**Selling Shareholders**") are proposing to sell Shares in the Offer and are offering 139,712,056 existing Shares with a nominal value of £0.00005 each in the capital of the Company (the "**Existing Shares**") (together, the "**Offer**").

Currency, denomination, ISIN, par value and number of securities issued

The currency of the Shares is pound sterling. On the admission of the Shares to the premium listing segment of the Official List (as defined below) and to trading on the main market for listed securities of the London Stock Exchange (as defined below) becoming effective (the "**Admission**"), the issued ordinary share capital of the Company will be £41,163, comprising 823,268,774 ordinary shares with a nominal value of £0.00005 each in the capital of the Company, all of which will be fully paid or credited as fully paid. The International Security Identification Number (ISIN) of the ordinary shares (the "**Shares**") is GB00BND88V85.

Rights attached to the securities

The rights attaching to the Shares, upon Admission, will be uniform in all respects (including with respect to pre-emption rights) and they will form a single class for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company.

Transferability of the securities

The Shares are freely transferable and there are no restrictions on transfer.

Rank of securities in the issuer's capital structure in the event of insolvency

The Shares do not carry any rights to participate in a distribution (including on a winding-up) other than those that exist under the Companies Act 2006. The Shares will rank *pari passu* in all respects with each other and with all existing Shares, including the right to receive dividends or other distributions declared, made or paid after Admission. At Admission, the Company will also have a number of deferred shares in the capital of the Company ("**Deferred Shares**") in issue. These Deferred Shares have no meaningful rights and the Company intends to cancel certain of these shares in accordance with the Companies Act 2006 shortly following Admission.

Dividend policy

The Company aims to grow its dividend policy progressively over time as its business scales. Its first dividend is expected to be £30 million in respect of the second half of 2021, reflecting the period for which it will have been listed.

Where will the securities be traded?

Application will be made to the FCA for all the Shares, issued and to be issued in connection with the Offer, to be admitted to the premium listing segment of the Official List of the FCA (the "**Official List**") and to the London Stock Exchange plc (the "**London Stock Exchange**") for such Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. The London Stock Exchange's main market for listed securities is a regulated market.

What are the key risks that are specific to the securities?

Set forth below are the key risks relating to the Shares.

- Shares in the Company may be subject to market price volatility, and the market price of the Shares in the Company may decline disproportionately in response to developments that are unrelated to the Company's operating performance.
- There is no existing market for the Shares, and an active and liquid trading market for the Shares may not develop or be sustained. If an active trading market does not develop, investors may not be able to resell their Shares at or above the Offer Price and the Company's ability to raise capital in the future may be impaired.
- The market price of the Shares could be negatively affected by sales of substantial amounts of such Shares in the public markets, including following the expiry of applicable lock-up periods, or the perception that these sales could occur.

Key information on the offer of securities to the public and the admission to trading on a regulated market

Under which conditions and timetable can I invest in this security?

General terms and conditions

Application will be made to the FCA for all of the Shares, issued and to be issued in connection with the Offer, to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for all of the Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

It is expected that Admission will become effective and that unconditional dealings in the Shares on the London Stock Exchange will commence at 8:00 a.m. on 26 July 2021. It is expected that dealings in the Shares on a conditional basis will commence at 8:00 a.m. on 21 July 2021. The earliest date for settlement of such dealings will be 26 July 2021. All dealings in Shares prior to the commencement of unconditional dealings will be on a "when-issued" basis, will be of no effect if Admission does not take place and will be at the sole risk of the parties concerned.

The Offer comprises 85,714,286 New Shares and 139,712,056 Existing Shares.

Expected timetable

Event	Time and Date
Announcement of the Offer Price and allocation of Shares	7:00 a.m. on 21 July 2021
Prospectus published	21 July 2021
Commencement of conditional dealings in Shares on the London Stock Exchange[(1)]	8:00 a.m. on 21 July 2021
Admission and commencement of unconditional dealings in Shares on the London Stock Exchange	8:00 a.m. on 26 July 2021
CREST accounts credited with uncertificated Shares	as soon as possible after 8:00 a.m. on 26 July 2021
Despatch of definitive share certificates (where applicable) for Shares in certificated form	by 9 August 2021

(1) It should be noted that if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.

Details of Admission

Application will be made to the FCA for all of the Shares, issued and to be issued in connection with the Offer, to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for all of the Shares to be admitted to trading on the London Stock Exchange's main market for listed securities.

Plan for distribution

On 21 July 2021, the Company, Burgundy A1 Nominees Limited, Burgundy A2 Nominees Limited, Burgundy A3 Nominees Limited, Burgundy A4 Nominees Limited and Burgundy A5 Nominees Limited (together, the "**Nominee A Companies**") (each on behalf of the relevant Individual Selling Shareholders for whom they hold as nominee), the Dyal Shareholder, the directors of the Company (the "**Directors**"), the Sponsor (as defined below) and the Underwriters (as defined below) entered into an underwriting and sponsor's agreement (the "**Underwriting Agreement**") pursuant to which the Underwriters (as defined below) have agreed, subject to certain customary terms and conditions, severally to: (i) use reasonable endeavours to procure subscribers or purchasers, as the case may be; or, failing which, to (ii) subscribe for or purchase, as the case may be, themselves, at the Offer Price, the Shares to be issued or sold pursuant to the Offer.

The Offer is being made to certain institutional and professional investors in the United Kingdom and elsewhere outside the United States in accordance with Regulation S under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**") ("**Regulation S**") and in the United States only to persons reasonably believed to be Qualified Institutional Buyers within the meaning given by Rule 144A ("**QIB**s") in reliance on Rule 144A of the U.S. Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Dilution

Pursuant to the Offer, holders of Existing Shares will experience a 10.4 per cent dilution as a result of the issue of the 85,714,286 New Shares (that is, their proportionate interest in the Company will decrease by 10.4 per cent).

Estimate of total expenses of the Offer

The costs and expenses of, and incidental to, Admission and the Offer payable by the Company are estimated to amount to £29 million (including VAT), and include, among others, underwriting commissions on the New Shares, the maximum amount of any discretionary fee, the FCA's fees, professional fees and the costs of printing and distribution of documents. No expenses will be charged by the Company or the Selling Shareholders to any subscribers or purchasers of Shares pursuant to the Offer.

Sponsor, Joint Global Coordinators and Joint Bookrunners

J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove) ("**J.P. Morgan**") is acting as sponsor (the "**Sponsor**"), and each of J.P. Morgan and Morgan Stanley & Co. International plc ("**Morgan Stanley**") are acting as joint global coordinators and joint bookrunners (together, the "**Joint Global Coordinators**"), for the Offer.

BNP Paribas ("**BNPP**"), Merrill Lynch International ("**BofA Securities**") and Citigroup Global Markets Limited ("**Citigroup**") are acting as joint bookrunners for the Offer (together with the Joint Global Coordinators, the "**Underwriters**").

Over-allotment Option

The Dyal Shareholder and the Nominee A Companies (each on behalf of each of the relevant individual Selling Shareholders for whom they hold as nominee) have granted J.P. Morgan, acting as stabilising manager (the "**Stabilising Manager**") an over-allotment option in the Underwriting Agreement (the "**Over-allotment Option**") for the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotment and/or from sales of Shares effected by the Stabilising Manager during the stabilising period.

Why is this prospectus being produced?

Reasons for the Offer and use of proceeds

The Directors believe that the Offer and Admission will:

- raise capital to support growth;
- provide greater strategic flexibility, including with respect to potential M&A opportunities;
- enhance the Group's standing as a trusted counterparty; and
- further drive long-term shareholder returns, continuing the Group's track record of successfully raising and deploying capital as demonstrated by the Group's deployment of proceeds raised from Dyal IV Equity Funds into the acquisition of the private credit business of EQT Partners.

The sale of Existing Shares will provide the Selling Shareholders with an opportunity for a partial realisation of their shareholding in the Company.

The Group intends to use the net proceeds from the issue of the New Shares as follows:

- to fund the Group's investment in the next generation of Bridgepoint funds, including Bridgepoint Europe VII (for which fundraising is planned in the near-term). The Group's goal is for its share of commitments and investments in the Bridgepoint Funds to generally account for two to three per cent of the total commitments to a Bridgepoint Fund;
- to launch and seed potential new organic strategies;
- to continue to assess potentially value-accretive inorganic acquisition opportunities, consistent with the Group's approach to acquisitions. This may, for example, include potential acquisitions within additional private markets asset classes such as real estate or infrastructure; and
- to provide greater financial flexibility and position the Group to best take advantage of the highly attractive market and competitive position it enjoys, including reducing the Group's outstanding net financial indebtedness (£62 million as of 31 May 2021).

The Offer is, subject to certain customary conditions, fully underwritten by the Underwriters in accordance with the terms of the Underwriting Agreement.

Material conflicts of interest

There are no actual or potential conflicts of interest between the duties owed by the Directors or members of any administrative, management or supervisory body of the Company to the Group, and the private interests and/or other duties that they may also have.

PART II

RISK FACTORS

An investment in the Company and the Shares involves inherent risks. Before making any decision to invest in the Shares, prospective investors should carefully consider the risks associated with an investment in the Shares, the Group's business and industry in which it operates, together with all information contained in this Prospectus, including, in particular, the risk factors described below. An investment in the Shares is suitable only for prospective investors who understand the risks associated with this type of investment and who can afford to lose all or part of their investment. If any of the following risks were to materialise, individually or together with other circumstances, they could have a material adverse effect on the Group and/or its business, financial condition, results of operations, cash flows and/or prospects, which could cause a decline in the value and trading price of the Shares, resulting in the loss of all or part of an investment in the Shares.

The risks factors described below are not an exhaustive list or explanation of all risks which investors may face when making an investment in the Shares and should be used as guidance only. Additional risks and uncertainties relating to the Group that are not currently known to the Group, or that the Group currently deems immaterial, may individually or cumulatively also have a material adverse effect on the Group's business, financial condition, results of operations, cash flows and/or prospects and, if any of such risks should materialise, the price of the Shares may decline and investors could lose all or part of their investment. Prospective investors should note that the risks relating to the Group and the Shares summarised in Part I (Summary) of this Prospectus are the risks that the Directors believe to be the most essential to an assessment by a prospective investor of whether to consider an investment in the Shares. However, as the risks which the Group faces relate to events and depend on circumstances that may or may not occur in the future, prospective investors should consider not only the information on the key risks summarised in Part I (Summary) of this Prospectus but also, among other things, the risks and uncertainties described below in this Part II (Risk Factors).

The risk factors deemed most material for the Group, taking into account their potential negative impact on the Group and the probability of their occurrence, are set out first. The absence of negative past experience associated with a given risk factor does not mean that the risks and uncertainties described in that risk factor are not genuine potential threats to an investment in the Shares. Investors should consider carefully whether an investment in the Shares is suitable for them in the light of the information in this Prospectus and their personal circumstances. This Prospectus also contains forward-looking statements that involve risks and uncertainties. The Group's actual results may differ materially from those anticipated in the forward-looking statements as a result of various factors, including the risks described below and elsewhere in this Prospectus. None of the statements made in this Part II (Risk Factors) in any way constitutes a qualification of the working capital statement contained in section 17 (Working Capital Statement) of Part XVII (Additional Information) of this Prospectus.

RISKS RELATED TO THE GROUP'S BUSINESS, INDUSTRY AND MARKETS

Poor performance by the Bridgepoint funds may adversely affect the Group's business, brand and reputation, management fees, carried interest and income from the fair value remeasurement of investments received by the Group, its growth and its ability to raise capital for future funds.

In the event that certain of the Bridgepoint funds (all Bridgepoint funds together, the "**Bridgepoint Funds**", and each a "**Bridgepoint Fund**") were to perform unsatisfactorily, in particular if this were the case for a larger Bridgepoint Fund (for example the current flagship fund, Bridgepoint Europe VI or its successors), this may adversely affect the Group's business, brand and reputation and lead to difficulties for the Group in attracting fund investors and raising capital for new funds in the future (in particular for future flagship funds). Investors and potential investors in the Bridgepoint Funds continuously assess the Bridgepoint Funds' performance, and the Group's ability to raise capital for existing and future funds will depend on the Bridgepoint Funds' satisfactory performance. Accordingly, poor performance may deter future investments in the funds managed by the Group and thereby decrease the capital invested in the Bridgepoint Funds. In turn, this could materially adversely affect the size of the Group's assets under management, excluding collateralised loan obligations ("**CLOs**"), upon which management fees are charged by the Group ("**AUM**"), which could result in a decrease in the Group's income from management fees. The development of the Group's AUM is primarily dependent on the Group's ability to raise capital for new funds, deliver attractive absolute and relative returns to fund investors, the execution of the Group's growth and diversification strategy and the Group being able to maintain its strong brand and positive reputation. AUM is also dependent on the current life cycle stages of the Bridgepoint Funds, including with respect to the maturity of the funds and the realisation of investments. Thus,

if the Group's AUM does not grow as expected, or even declines, or if management fee rates decrease, this may adversely affect, in the medium or long-term, the management fees received by the Group. Given that 77 per cent of the Group's total operating income was from management fees in the year ended 31 December 2020, any such future changes could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The performance of the Bridgepoint Funds could be adversely affected by a number of factors, for instance, if competition for investment opportunities on which a particular Bridgepoint Fund is focused increases. Competition for investment opportunities is based primarily on the ability to source such investment opportunities, the pricing, terms and structure of a proposed investment and certainty of execution. Competition for investment opportunities is also influenced by the Bridgepoint Funds' historical returns. For example, a Bridgepoint Fund may be chosen as the preferred acquirer because of the Group's history even where competitors are on an equal or better footing in terms of pricing at the time of investment; conversely, a Bridgepoint Fund may lose out on a potential investment if the Group has been damaged by poor performance, even where the Bridgepoint Fund offered better pricing terms than its competitors. Moreover, if portfolio companies of the Bridgepoint Funds fail to successfully implement plans for value creation, for example operational improvements, add-on acquisitions and/or changes to their strategy, this could negatively impact performance of the Bridgepoint Funds. The Bridgepoint Funds may also have been raised under different organisational structures than those of competitors with the result that applicable laws and investment limitations might differ. In addition, the Bridgepoint Funds could generate lower returns on their investments and experience increased risks of investment losses if the Bridgepoint Funds offer pricing terms for potential investment opportunities, structures and terms in excess of, or more preferential than, those offered by competitors. Furthermore, there is a risk that current and future Bridgepoint Funds will not benefit from investment opportunities and general market conditions that are in line with the market developments seen in historical periods. In particular, the performance of the Bridgepoint Funds may be adversely affected by difficult market conditions, including but not limited to fluctuations in public share prices, credit spreads, interest rates, currency exchange rates and inflation rates, supply of liquid funds, economic uncertainty, changes in interpretation of and amendments to laws or regulations (including those relating to taxation of the Group and the Bridgepoint Funds), trade barriers and trade tensions (including between the United States and China), commodity prices and controls and the overall geopolitical environment, including global health crises like the outbreak of COVID-19, acts of war, terrorist attacks and security operations.

Moreover, the performance of the Bridgepoint Funds is measured and benchmarked against the performance of competitors' funds and public markets performance, and there is subsequently a risk that, even if the Bridgepoint Funds perform in line with expectations, superior relative performance of the funds of competitors or the public markets may have an adverse effect on the Group's ability to retain or attract fund investors and further adversely affect the Group's ability to negotiate management fee rates or other economic terms of future funds, which could decrease the Group's revenue.

Poor performance by the Bridgepoint Funds could also result in a reduction in the carried interest expected to be received by the Group from existing and potential future Bridgepoint Funds and the amount of carried interest ultimately received by the Group, or could even result in the Group receiving no carried interest at all. Carried interest refers to a share of profits that is received by the participants entitled to carried interest in the Bridgepoint Funds (including in some cases members of the Group) ("**Carried Interest Participants**") through their interest in a fund structure that is entitled to receive carried interest of the Bridgepoint Funds. As a variable consideration, carried interest is fully dependent on the performance of the relevant Bridgepoint Fund and such Bridgepoint Fund's underlying investments and poor performance of these funds and investments could therefore result in a reduction of the Group's expected revenue from carried interest. Furthermore, if, as a result of poor performance of later investments in one of the Bridgepoint Funds, such Bridgepoint Fund does not achieve certain profitability requirements as agreed under the organisational documents of the relevant fund, under certain circumstances the Group may be obligated to repay the amount by which carried interest that was previously distributed to the Group exceeds the amounts to which the Group is ultimately entitled. Carried interest accounted for seven per cent of the Group's total operating income in the year ended 31 December 2020 and any declines of carried interest in the future, or any requests for the repayment of carried interest that was already distributed to the Group, could have a material adverse effect on the Group's business, revenue, net income and cash flows.

In addition, if the Bridgepoint Funds were to perform unsatisfactorily, this could affect the Group's income from the fair value remeasurement of investments and ultimately could lead to a write-down in the value of the Group's investments, which could consequently have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Group's inability to raise additional or successor funds (or raise successor funds of a comparable size to predecessor funds) could have a material adverse impact on its business, revenue, net income, cash flows or ability to retain employees.

The current Bridgepoint Funds have a finite life and a finite amount of commitments from fund investors. Once a fund nears the end of its investment period, the success of the Group depends on its ability to raise additional or successor funds in order to keep making investments and, over the long-term, earning management fees (although funds and investment vehicles continue to earn management fees after the expiration of their investment periods, they generally do so at a reduced rate). Even if the Group is successful in raising successor funds (for example, the planned fundraising for Bridgepoint Europe VII), to the extent it is unable to raise successor funds of a comparable size to predecessor funds or to the extent that it is delayed in raising such successor funds, the Group's revenue may decrease as the investment periods of predecessor funds expire and associated fees decrease. The performance of the Bridgepoint Funds also impacts the Group's ability to raise capital, and deterioration in the performance of funds would result in challenges to future fundraisings. The evolving preferences of fund investors may necessitate that alternatives to the traditional investment fund structure, such as separately managed accounts, smaller funds and co-investment vehicles, become a larger part of the Group's business going forward. This could increase the Group's cost of raising capital at the scale it has historically achieved. The Group's current Bridgepoint Funds have performance hurdles which require them to generate a specified return on investment prior to the Group's right to receive carried interest. This requirement will likely be in all future funds, and the hurdle rate could increase for future funds. In addition, successor funds raised by the Group when such unfavourable circumstances described above exist would also likely result in smaller funds than the Group's comparable predecessor funds. Furthermore, in order to raise capital for new strategies and products without drawing capital away from existing products and investment strategies, the Group may need to seek new sources of capital. There is no assurance that fundraises for new strategies or successor funds will experience similar success as the Group's existing or predecessor funds in the future.

The Group's ability to raise new funds could also be hindered if the general appeal of private equity, private credit and alternative investments were to decline. An investment in a limited partner interest in a private equity or private credit fund is less liquid than an exchange traded instrument and the returns on such investment may be more volatile than an investment in securities for which there is a more active and transparent market. Private equity, private credit and alternative investments could fall into disfavour as a result of concerns about liquidity and short-term performance. Institutional investors in private equity funds or private credit funds that have suffered from decreasing returns, liquidity pressure, increased volatility or difficulty maintaining target asset allocations may materially decrease or temporarily suspend making new investments in such funds. Concerns with liquidity could cause public pension funds to re-evaluate the appropriateness of alternative investments, and other institutional investors may reduce their overall portfolio allocations to alternative investments. This could result in a smaller overall pool of available capital in the Group's industry. There is no assurance that the amount of commitments investors are making to alternative investment funds will continue at current levels or that the Group's ability to raise capital from investors will not be hindered.

In addition, the asset allocation rules or regulations or investment policies to which such third-party investors are subject could inhibit or restrict the ability of third-party investors to make investments in the Bridgepoint Funds. Coupled with a lack of distributions from their existing investment portfolios, many of these investors may have been left with disproportionately outsized remaining commitments to, and invested capital in, a number of investment funds, which may significantly limit their ability to make new commitments to third-party managed investment funds such as the Bridgepoint Funds. Fund investors may also seek to redeploy capital to certain non-private markets investment vehicles, which permit redemptions on relatively short notice in order to meet liquidity needs or invest in other asset classes.

Any inability of the Group to raise additional or successor funds (or raise successor funds of a comparable size to predecessor funds) could have a material adverse effect on the Group's business, revenue, net income, cash flows or ability to retain employees.

The Group is dependent on its personnel and the market for investment professionals and other personnel in specialist functions is highly competitive.

The Group's personnel, including its investment professionals and support teams, are greatly important to the business. The Group's continued success is therefore dependent upon the Group's ability to retain and motivate its personnel and to strategically recruit, retain and motivate new talented professionals. The success of the Bridgepoint Funds and the portfolio companies of the Bridgepoint Funds is similarly dependent on their respective personnel.

The professionals of the Group possess substantial experience and expertise and the Group's investment professionals have strong business relationships with members of the business community across geographies and sectors in which the Group and the Bridgepoint Funds operate. In particular, the Group depends on the efforts, skill, reputations and business contacts of its executive management and other key senior team members and the information and deal flow they generate during the normal course of their activities. Accordingly, the Group's success will depend on the continued service of these and other individuals, who are not obligated to remain employed with the Group, and some of whom may retire from time to time. Several key employees have left the firm in the past and others may do so in the future, including in connection with their retirement. There is a risk that the Group may not be successful in its efforts to recruit, retain and motivate the required personnel as the market for qualified investment professionals and other members of the Bridgepoint team in support functions is highly competitive, and such risks may be exacerbated if a number of persons decide to leave the Group at or around the same time. If the Group's ability to recruit and maintain its personnel worsens, this could jeopardise the Group's development, culture and relationships with important stakeholders, and, in particular, relationships with investors in the Bridgepoint Funds, members of the business community and the portfolio companies of the Bridgepoint Funds. This could lead to significant adverse consequences in the short-term in relation to existing Bridgepoint Funds and in the medium to long-term in relation to the Group's ability to raise capital for new Bridgepoint Funds. In the future, it will also be important for the Group to continue with the successful execution of its plans for the generational succession from executive management and key senior team members to the next generation of partners and investment professionals. Any failure to appoint qualified or effective successors in the event of any departures, whether in connection with retirements or otherwise, could have a material adverse effect on the Group's culture, future growth, and relationships with investors in the Bridgepoint Funds, which could lead to adverse consequences in relation to the Group's ability to raise capital for new funds and achieve its overall business objectives.

The governing documents of the Bridgepoint Funds will also typically include "key person" protections. The terms of these protections differ from fund to fund but will generally identify a minimum number of persons within the Group who are required to devote a certain amount of their business time to the business and affairs of the Group and/or the relevant Bridgepoint Funds, failing which, a temporary suspension will be placed on any further drawdowns for purposes of making new investments. In such circumstances, the fund investors or a committee of their representatives have certain rights with respect to effecting a suspension of investing or lifting any such suspension, for example, by approving replacements of "key persons" identified by the entity appointed to act as alternative investment fund manager for a Bridgepoint Fund (the "**Fund Manager**"). There is a risk, however, that the exercise of any such rights will not result in maintaining or improving the performance of the fund or that such approval to replace a "key person" or otherwise lift a suspension period will not be forthcoming. In addition to reputational damage, the occurrence of a suspension period with respect to a Bridgepoint Fund may result in a reduction in the management fees received by the Group for the duration of such suspension period and/or ultimately restrict the relevant Bridgepoint Fund from making new investments in the event that any such suspension is not lifted, thereby reducing AUM on which management fees are calculated over the life of the Bridgepoint Fund. Moreover, the occurrence of a "key person" event could cause the Group to agree to less favourable ongoing terms with respect to the affected Bridgepoint Fund. Although the Group could engage in discussions with the limited partners of the Bridgepoint Funds regarding a waiver of such provisions with respect to persons whose departures have occurred or are anticipated, such waivers are not guaranteed, and the refusal of limited partners of the Bridgepoint Funds to provide a waiver may have a material adverse effect on the Group's revenue, net income and cash flows.

The Group's ability to recruit, retain and motivate personnel is particularly dependent on the Group's ability to offer highly attractive incentive opportunities. The Group has historically relied in part on the interests of key senior personnel in the Bridgepoint Funds' carried interest to discourage them from leaving Bridgepoint. However, to the extent that the Bridgepoint Funds perform poorly, thereby reducing the potential for carried interest, their interests in carried interest become less valuable to them and become less effective as incentives for them to continue to be employed at Bridgepoint. Additionally, the value of equity awards that the Company issues to members of its personnel at any given time may subsequently fall, which could counteract the Group's efforts to incentivise them. Therefore, in order to recruit and retain existing and future personnel, the Group may need to increase the level of compensation that is paid. Accordingly, as the Group promotes or hires new personnel over time, the Group may increase the level of compensation, which would cause the Group's total employee compensation and benefits expense as a percentage of total revenue to increase and therefore adversely affect the Group's profitability. In addition, issuance of equity interests in the Company in the future to Bridgepoint personnel would dilute the value of the Shares.

Furthermore, the Group's partners and other personnel, who are not obliged to remain employed with the Group, may join or form a competing firm, or solicit other employees to also join that competing firm. The

non-competition, non-solicitation and confidentiality agreements to which the Group's partners and other employees are and will be subject to, together with the Group's other arrangements with them, may not prevent them from leaving the Group, joining competitors or otherwise competing with the Group. Depending on which entity is a party to these agreements and/or the laws applicable to them, the Group may not be able to, or may choose not to, enforce them or may become subject to lawsuits or other claims, and certain of these agreements might be waived, modified or amended at any time without the Group's consent. Even when enforceable, such agreements will expire after a certain period of time, at which point each of the Group's partners and other employees would be free to compete against the Group or recruit or solicit employees from it. If any of the foregoing were to materialise, the Group could fail to maintain or grow AUM in existing Bridgepoint Funds or raise additional funds in the future, which could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The investment management business is intensely competitive both with respect to fund investors and investment opportunities, which could have a material adverse impact on the Group's business.

The Group operates in the middle market segment of the private asset management industry as an investment manager of funds which invest in private equity and private credit. The Group competes as an asset manager for both fund investors and investment opportunities. The Group's competitors consist primarily of sponsors of public and private investment funds, specialised investment funds, hybrid funds, business development companies, investment banks, financial institutions (for example, mortgage banks and pension funds), traditional asset managers, high-net-worth individuals and family offices and operating companies acting as strategic buyers of businesses.

The Directors believe that competition for fund investors is based primarily on investment performance, investor liquidity and willingness to invest, investor perception of fund managers' drive, focus and alignment of interest, brand recognition, business reputation, the duration of relationships with fund investors, the quality of services provided to fund investors, pricing, fund terms (including fees), the relative attractiveness of the types of investments that have been or will be made and consideration of ESG topics. In addition, if interest rates were to rise or if market conditions for competing investment products become or are more favourable and such products begin to offer rates of return superior to those achieved by the Bridgepoint Funds, the attractiveness of the Bridgepoint Funds relative to investments in other investment products could decrease. Such competition may have the effect of increasing acquisition and other costs and the length of time required to fully invest the Bridgepoint Funds, thereby reducing investment returns. This competitive pressure within the alternative investment market could limit its ability to raise future funds, which would materially adversely affect the Group's business, revenue, net income and cash flows.

Competition for investment opportunities is based primarily on the pricing, terms and structure of a proposed investment and certainty of execution. The Bridgepoint Funds and the Group may fail to capitalise on investment opportunities in the future if they do not match investment prices, structures and terms offered by competitors. Alternatively, the Bridgepoint Funds and the Group may experience decreased investment returns and increased risks of loss if investment prices, structures and terms offered by competitors are matched. Moreover, as a result, if the Group is forced to compete with other investment firms on the basis of price, it may not be able to maintain its current management fees, carried interest or other terms with fund investors. Reductions of management fees or carried interest or other changes to the commercial terms of fund documents of existing Bridgepoint Funds or any future funds established by the Group, without corresponding decreases in the Group's cost structure, could have a material adverse effect on the Group's business, revenue, net income and cash flows.

A number of factors could serve to increase the Group's competitive risks:

- some of the Group's competitors may, in some aspects of their businesses, have greater financial, technical, marketing and other resources and more personnel than the Group does, and, in the case of some asset classes or geographic regions, longer operating histories, more established relationships, greater expertise or a better reputation;
- fund investors may materially decrease their allocations in new funds established by the Group due to their experiences following an economic downturn, the limited availability of capital, regulatory requirements or a desire to consolidate their relationships with investment firms;
- some of the Group's competitors may have agreed to terms on their investment funds or products that are more favourable to fund investors than those applicable to the Bridgepoint Funds or the Group's products, such as lower management fees, lower carried interest rates or higher performance hurdles

for carried interest, and therefore the Group may be forced to match or otherwise revise its terms to be less favourable to the Group than they have been in the past;

- some of the Bridgepoint Funds may not perform as well as competitors' funds or other available investment products;
- the Group's competitors have raised or may raise significant amounts of capital, much of which has not yet been deployed (so-called "dry powder"), and many of these competitors have similar investment objectives and strategies to some of the Bridgepoint Funds, which may create additional competition for investment opportunities and may reduce the size and duration of pricing inefficiencies that many alternative investment strategies seek to exploit;
- some of the Group's competitors may also have a lower cost of capital and access to funding sources that are not available to the Group, which may create competitive disadvantages for the Group with respect to investment opportunities;
- some of the Group's competitors may have higher risk tolerances, different risk assessments or lower return thresholds, which could allow them to consider a wider variety of investments and to bid more aggressively than the Group for investments;
- some of the Group's competitors may have more flexibility than the Group in raising certain types of investment funds under the investment management contracts they have negotiated with their investors;
- the Group's competitors that are corporate buyers may be able to achieve synergistic cost savings in respect of an investment, which may provide them with a competitive advantage in bidding for an investment;
- some of the Group's competitors may be subject to less regulation or less regulatory scrutiny and accordingly may have more flexibility to undertake and execute certain businesses or investments than the Group does and/or bear less expense to comply with such regulations than the Group does;
- the formation of new funds and the successful efforts of new entrants to enter into the Group's various lines of business, including major commercial and investment banks and other financial institutions, resulting in increased competition;
- some fund investors may prefer to invest with an investment manager that is not publicly traded, is smaller or manages fewer investment products; and
- other industry participants will from time to time seek to recruit the Group's partners, investment professionals and other employees away from the Group.

Investors in future funds may negotiate to pay the Group lower management fees, reimburse it for fewer expenses or change the economic terms of future funds, including with respect to management fees and carried interest, to be less favourable to the Group than those of the existing Bridgepoint Funds, which could materially and adversely affect the Group's revenue and profitability.

In connection with raising new funds or securing additional investments in existing funds, the Group negotiates terms for such funds and investments with its fund limited partners. The outcome of such negotiations could result in the Group's agreement to terms that are materially less favourable to it than the terms of prior Bridgepoint Funds or funds advised by the Group's competitors, for example, lower management fees compared to historical Bridgepoint Funds. Such terms could restrict the Group's ability to raise investment funds with investment objectives or strategies that compete with existing funds, reduce fee revenue, increase the performance hurdle required to be generated on investments prior to the Group's right to receive carried interest, add expenses and obligations in managing the fund or increase the Group's potential liabilities. Furthermore, as institutional investors increasingly consolidate their relationships with investment firms and competition becomes more acute, the Group may receive more requests to modify the terms of new funds. Agreement to terms that are materially less favourable to the Group could result in a material decrease in its profitability.

Certain institutional investors have also publicly criticised certain fund fee and expense structures. The Group has received and expects to continue to receive requests from a variety of fund investors and groups representing such investors to decrease fees and to modify its carried interest and fee structures, which could result in a reduction or delay in the timing of receipt of the management fees and carried interest.

In addition, certain institutional investors, including sovereign wealth funds and public pension funds, have demonstrated an increased preference for alternatives to the traditional investment fund structure, such as separately managed accounts, specialised funds and co-investment vehicles. Moreover, certain institutional investors are demonstrating a preference to in-source their own investment professionals and to make direct investments in alternative assets without the assistance of investment advisers or managers. Such institutional investors may become the Group's competitors and could cease to be its clients or may demand more favourable terms to invest in the Bridgepoint Funds.

Any agreement to terms that are less favourable, or changes in terms to make them less favourable, to the Group could have a material adverse effect on the Group's business, revenue, net income and cash flows.

A deterioration of Bridgepoint's brand and reputation could have an adverse effect on its competition for fund investors and investment opportunities and impair the Group's ability to raise capital for new funds and attract and retain key talent.

Bridgepoint's brand and reputation are of great importance for the Company and the Group, for example in the competition for investors in, and investment opportunities for, the Bridgepoint Funds. There is a risk that factors such as poor fund performance, negative press, insufficient sustainability procedures and overriding of ESG factors by any portfolio company of a Bridgepoint Fund, or employees or affiliates thereof, the insolvency, liquidation or bankruptcy of a portfolio company and non-compliance with applicable laws and regulations could lead to fund investor dissatisfaction and a decreased ability or inability by the Group to raise capital for new funds, as well as impair its ability to attract and retain key talent. The bankruptcy of a portfolio company may have a limited impact on the Group from a financial point of view, but a significant impact on the Group in relation to fund investors and other important parties. Moreover, this could entail media attention, and the handling of the bankruptcy by Bridgepoint and the answering of questions could be time consuming and take resources away from other operations. New initiatives that are launched but that do not reach the Group's expectations and are abandoned may similarly affect Bridgepoint's brand and reputation among fund investors and other key stakeholders. These risks to Bridgepoint's brand and reputation are not only affected by the Group's strategy and operating direction, but also by failures and negative publicity relating to the portfolio companies of the Bridgepoint Funds, including listed portfolio companies which may be subject to additional media scrutiny. Bridgepoint's brand and reputation may be affected not only by factors and circumstances pertaining to Bridgepoint Funds currently managed by the Group, or the Group itself, but also by circumstances pertaining to Bridgepoint Funds managed or operated as part of the historical Bridgepoint structure. In addition, Bridgepoint's brand and reputation are also dependent on the actions and business operations conducted by third parties over whom Bridgepoint does not have control, including its external suppliers and collaborators, such as the Group's third-party service providers for its credit funds. In addition, Bridgepoint's brand and reputation could be affected by rumours, which may not be true or based on facts. Such rumours may be difficult for the Group to address and may have an adverse effect on Bridgepoint's brand and reputation. Furthermore, Bridgepoint's brand and reputation may be adversely affected by publicity relating to the private markets and the private equity industry as a whole. Financial scandals or questionable ethical conduct by a competitor may taint the reputation of parts of, or the entirety of, the private markets or private equity industry and thereby adversely affect the perception of the Group among investors, the public and regulators. Further, following Admission, the Group will be subject to additional media, investor and regulatory scrutiny related to being a listed entity.

The Group's operations extend to many different geographical areas and sectors, some of which are vastly different from one another with respect to culture, generally accepted business practices, applicable laws and regulations. Thus, some actions may be considered customary and appropriate in one area and at the same time have a negative effect on present and future business opportunities in another area. The Group's international profile may make it difficult for the Group to simultaneously and at all times adhere to different cultural, ethical and even regulatory norms and standards while conducting its business operations. This could result in a divergence in the Group's business practices, and/or have a negative effect on present and future business of the Group which could lead to a deterioration of the Group's brand and reputation. This, in turn could have a material adverse effect on the Group's business, revenue, net income and cash flows.

A decline in the pace or size of investments made by the Bridgepoint Funds may adversely affect the Group's revenue.

The Group's revenue is driven in part by the pace at which the Bridgepoint Funds make investments and the size of those investments, and a decline in the pace or the size of such investments may reduce the Group's revenue. The market for private equity transactions, for example, has at times been characterised by relatively

high prices, which can make the deployment of capital more difficult. In addition, many other factors could cause a decline in the pace of investment, including the inability of the Group's investment professionals to identify attractive investment opportunities, competition for such opportunities among potential acquirers, decreased availability of capital on attractive terms and the failure to consummate identified investment opportunities because of business, regulatory or legal complexities, new regulations, guidance or other actions provided or taken by regulatory authorities or uncertainty and adverse developments in the global economy or financial markets. If the Bridgepoint Funds are unable to deploy capital at a pace that is sufficient to offset the pace of realisations, the Group's business, revenue, net income and cash flows could be materially adversely affected.

The Group is subject to risks relating to the dilution of its corporate culture.

The Group has a strong corporate culture based on a number of core values. Three core values underpin the entrepreneurial culture of the Group and have been institutionalised within Bridgepoint, being the focus on being performance driven, thoughtful and straightforward. The Group continuously works to uphold this corporate culture within the organisation and strives to maintain a working environment that reinforces its culture and alignment of interests with investors.

There is a risk that a dilution of the Group's corporate culture may lead to key employees and talent leaving the Group, a change in the leadership style of Bridgepoint as well as additional strain on the Group's ability to successfully integrate new employees, new systems or other resources. If the Group does not uphold its corporate culture and core values, this may also adversely affect the Group's ability to retain and recruit investment professionals and other key personnel. In addition, if the Group fails to continue to develop and implement the right processes and tools to manage the changing organisation and maintain its culture, the Group's ability to compete effectively and achieve its business objectives could be impaired and the Group could face obstacles in attracting and retaining investors and in raising capital for future funds. Bridgepoint's culture is of material significance to the Group as the personnel are greatly important to the business, and a dilution of the corporate culture could thereby have a material adverse effect on the performance of the Bridgepoint Funds, the Group's continued development and the Group's business, revenue, net income, cash flows, results of operation, brand and reputation.

Moreover, the Group's growth and expansion across different geographical areas and markets may lead to organisational and cultural challenges that could dilute the Group's corporate culture. In particular, the Group has expanded, and may continue to expand, both geographically and in respect of new investment strategies, including through acquisitions. Expanding into new geographies requires the Group to recruit highly qualified employees locally which may be difficult to do whilst maintaining the Group's corporate culture. Without the existence of thoughtful strategies aimed at maintaining corporate culture despite rapid growth, such as in connection with the integration of new investment professionals into the Group's operations due to Bridgepoint's recent acquisition of EQT Credit, there is a risk that the Group's corporate culture will be diluted and its values will change over time. Consequently, this could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Company may not replicate the Group's and the Bridgepoint Funds' historical success.

Investors in the Company are not acquiring an interest in the Bridgepoint Funds and the Company's business differs from those of the Bridgepoint Funds. Accordingly, the Company cannot assure prospective investors that it will replicate the Bridgepoint Funds' historical success, and investment returns could be substantially lower than the returns achieved by the Bridgepoint Funds. The returns of the Bridgepoint Funds are relevant to the Group primarily insofar as they are indicative of carried interest and income from the fair value remeasurement of investments it has earned in the past and may earn in the future, and its reputation and ability to raise new funds. However, historical returns of the Bridgepoint Funds may not be indicative of the future results that investors should expect from the Bridgepoint Funds. In particular, future results may differ significantly from historical results for the following reasons, among others:

- investors will not benefit from any value that was created in any of the Bridgepoint Funds to the extent such value has been realised;
- the Group may create new funds in the future that reflect a different asset mix and different investment strategies, as well as a varied geographic and industry exposure and economic terms as compared to that of existing Bridgepoint Funds, and any such new funds could have different returns from existing or previous Bridgepoint Funds;

- the historical returns that the Group presents in this Prospectus derive largely from the performance of the current Bridgepoint Funds, whereas future fund returns will depend increasingly on the performance of the Group's newer funds, potentially including funds in new geographies and with new investment strategies, which may have a limited investment track record;
- the Bridgepoint Funds' rates of returns reflect unrealised gains as of the applicable measurement date that may never be realised, which may adversely affect the ultimate value realised from those Bridgepoint Funds;
- the Bridgepoint Funds' returns in some years benefited from investment opportunities and general market conditions that may not repeat themselves, the Group's current or future funds might not be able to avail themselves of comparable investment opportunities or market conditions, and the circumstances under which existing Bridgepoint Funds or any future funds may make future investments may differ significantly from those conditions prevailing in the past;
- newly established Bridgepoint Funds may generate lower returns during the period in which they initially deploy their capital; and
- the historic rates of return reflect the Group's historical cost structure, which has varied and may vary in the future due to various factors, including factors beyond the Group's control such as changes in laws and regulations.

The Bridgepoint Funds' internal rates of return have historically varied from fund to fund. Accordingly, the internal rates of return of any future Bridgepoint Fund may vary considerably from the historical internal rate of return generated by any particular Bridgepoint Fund, or all the Bridgepoint Funds as a whole.

In addition, future returns will be affected by the applicable risks described elsewhere in this Prospectus, including risks of the industries and businesses in which a particular Bridgepoint Fund invests.

The investments of the Bridgepoint Funds are subject to a number of inherent risks.

The results of the Company are highly dependent on the continued ability of the Bridgepoint Funds to generate attractive returns from their investments. Investments made by the Bridgepoint Funds involve a number of significant risks inherent to private equity and private credit investing, including the following:

- companies in which investments are made may have limited financial resources and may be unable to meet their obligations under their securities, which may be accompanied by a deterioration in the value of their equity securities or any collateral or guarantees provided with respect to their debt;
- companies in which investments are made are more likely to depend on the management talents and efforts of a small group of persons and, as a result, the death, disability, resignation or termination of one or more of those persons could have a material adverse impact on their business and prospects;
- companies in which private equity investments are made may be businesses or divisions acquired from larger operating entities that may require a rebuilding or replacement of financial reporting, information technology, operational and other functions;
- companies in which investments are made may from time to time be parties to litigation, may be engaged in rapidly changing businesses with products subject to a substantial risk of obsolescence and may require substantial additional capital to support their operations, finance expansion or maintain their competitive position;
- instances of bribery, fraud and other deceptive practices committed by senior management of portfolio companies in which the Bridgepoint Funds invest may undermine the due diligence efforts with respect to such companies, and if such bribery, fraud or other deceptive practices are discovered, they may negatively affect the valuation of a fund's investments, as well as contribute to overall market volatility that can negatively impact a fund's investment program;
- the Bridgepoint Funds may make investments that they do not advantageously dispose of prior to the date the applicable fund is dissolved, either by expiration of such fund's term or otherwise, resulting in a lower than expected return on the investments and, potentially, on the fund itself;
- the portfolio companies of the Bridgepoint Funds generally have capital structures established on the basis of financial projections based primarily on management's judgments and assumptions, and general economic conditions and other factors may cause actual performance to fall short of these financial projections, which could cause a substantial decrease in the value of the Group's

investments in the portfolio company and cause the Bridgepoint Funds' or the Group's performance to fall short of their expectations;

- executive officers, directors and employees of an equity sponsor may be named as defendants in litigation involving a company in which an investment is made or is being made, and the Group or the Bridgepoint Funds may indemnify such executive officers, directors or employees for liability relating to such litigation;
- the Group operates funds that invest in businesses that operate in a variety of industries that are subject to extensive domestic and foreign regulation (including companies that supply services to governmental agencies), such as the healthcare, medical technology and pharmaceutical industry, the financial services industry and the aerospace industry, which may involve greater risk due to rapidly changing market and governmental conditions in those sectors;
- the transactions of the Group and Bridgepoint Funds involve complex tax structuring that could be challenged or disregarded, which may result in losing treaty benefits or would otherwise adversely impact the relevant investments; and
- significant failures of the portfolio companies of the Bridgepoint Funds to comply with laws and regulations applicable to them could affect the ability of the Bridgepoint Funds to invest in other companies in certain industries in the future and could harm the Group's reputation.

The equity investments of the Bridgepoint Funds and many of the debt investments made by Bridgepoint's credit funds often rank junior to investments made by others, exposing the Bridgepoint Funds to greater risk of losing its investment.

In many cases, the companies in which the Bridgepoint Funds invest have, or are permitted to have, outstanding indebtedness or equity securities that rank senior to the Bridgepoint Funds' investment. By their terms, such instruments may provide that their holders are entitled to receive payments of distributions, interest or principal on or before the dates on which payments are to be made in respect of the Bridgepoint Funds' investment. Generally, there will be no collateral to protect an investment by a Bridgepoint Fund once it has been made. Also, in the event of an insolvency, liquidation, dissolution, reorganisation or bankruptcy of a company in which an investment is made, holders of securities ranking senior to the investment of a Bridgepoint Fund would typically be entitled to receive payment in full before distributions could be made in respect of the Bridgepoint Funds' investment. In addition, debt investments made by the Bridgepoint Funds in portfolio companies may be equitably subordinated to the debt investments made by third parties in the portfolio companies. After repaying senior security holders, the portfolio company may not have any remaining assets to use for repaying amounts owed in respect of the Bridgepoint Funds' investment. To the extent that any assets remain, holders of claims that rank equally with the investment would be entitled to share on an equal and rateable basis in distributions that are made out of those assets. Also, during periods of financial distress or following insolvency, the ability of the Bridgepoint Funds to influence a company's affairs and to take actions to protect an investment may be substantially less than that of the senior creditors.

The Bridgepoint Funds invest in relatively high-risk, illiquid assets, and the Group may fail to realise any profits from these assets for a considerable period of time or lose some or all of the principal amount invested in these assets.

The Bridgepoint Funds generally invest in securities that are not publicly traded. In some cases, the Bridgepoint Funds could be prohibited by contract or by applicable securities laws from selling such securities for a period of time. The Bridgepoint Funds will generally not be able to sell these securities publicly unless their sale is registered under applicable securities laws, or unless an exemption from such registration is available. The ability of many of the Bridgepoint Funds, particularly the private equity funds, to dispose of investments is in some instances dependent on the public equity markets. For example, the ability to realise any value from an investment may depend upon the ability to complete an initial public offering of the portfolio company in which such investment is held. Even if the securities are publicly traded, large holdings of securities can often be disposed of only over a substantial length of time, exposing investment returns to the risk of downward movement in market prices during the intended disposition period. Moreover, because the investment strategy of certain of the Bridgepoint Funds can result in the Group having representation on such Bridgepoint Funds' portfolio company boards, the Bridgepoint Funds may be restricted in their ability to effect such sales during certain time periods. Accordingly, under certain conditions, the Bridgepoint Funds may be forced to either sell securities at lower prices than they had expected to realise or defer, potentially for a considerable period of time, sales that they had planned to make. Consequently, there can be no assurance that the Bridgepoint Funds

will be able to realise such investments in a timely manner and as a result the timing of distributions to the Group is uncertain and unpredictable.

In addition, market conditions and the regulatory environment can also delay the Bridgepoint Funds' ability to exit and realise value from their investments. For example, rising interest rates and challenging credit markets may make it difficult for potential buyers to raise sufficient capital to purchase the Bridgepoint Funds' investments. Government policies regarding certain regulations, such as antitrust law, or restrictions on foreign investment in certain portfolio companies or assets of the Bridgepoint Funds can also limit exit opportunities. As the Bridgepoint Funds have a finite term, the Bridgepoint Funds could also be forced to dispose of investments sooner than would be otherwise desirable. Accordingly, under certain conditions, the Bridgepoint Funds may be forced to either sell their investments at lower prices than they had expected to realise or defer sales that they had planned to make, potentially for a considerable period of time. Moreover, the Group has made and expects to continue to make significant capital investments in current and future funds and other strategies. Contributing capital to these funds is risky, and the Group may lose some or all of the principal amount of their investments.

If any of the foregoing were to materialise, the Group's business, revenue, net income and cash flows could be materially adversely affected.

Certain of the Bridgepoint private credit funds hold high-yield, below investment grade or unrated debt, which generally entail greater risk, and if those risks are realised it could materially and adversely affect the Group's revenue, net income and cash flows.

Certain of the Bridgepoint private credit funds invest in high-yield, below investment grade or unrated debt, including corporate loans and bonds, each of which generally involves a higher degree of risk than investment grade rated debt, and may be less liquid. Issuers of high yield, below investment grade or unrated debt may be highly leveraged, and their relatively high debt-to-equity ratios create increased risks that their operations might not generate sufficient cash flows to service their debt obligations. As a result, high yield, below investment grade or unrated debt is often less liquid than investment grade rated debt. Also, investments may be made in loans and other forms of debt that are not marketable securities and therefore are not liquid. In the absence of appropriate hedging measures, changes in interest rates will generally cause the value of fixed-rate debt investments to vary inversely to such changes. The obligor of a debt security or instrument may not be able or willing to pay interest or to repay principal when due in accordance with the terms of the associated agreement and collateral may not be available or sufficient to cover such liabilities. Commercial bank lenders and other creditors may be able to contest payments to the holders of other debt obligations of the same obligor in the event of default under their commercial bank loan agreements. Sub-participation interests in syndicated debt may be subject to certain additional risks as a result of having no direct contractual relationship with underlying borrowers. Debt securities and instruments may be rated below investment grade by recognised rating agencies, or unrated, and face ongoing uncertainties and exposure to adverse business, financial or economic conditions and the issuer's failure to make timely interest and principal payments.

The growth equity strategy of certain Bridgepoint Funds invests in emerging and less established companies.

The Bridgepoint Growth equity funds may make investments in companies that are in an early stage of development. These companies are often characterised by short operating histories, quickly evolving markets, management teams that may have limited experience working together and, in many cases, negative cash flow, all of which enhance the difficulty of evaluating these investment opportunities and the ultimate success of such investments. Other substantial operational risks to which such companies are subject include uncertain market acceptance of the company's products or services, a high degree of regulatory risk for new or untried or untested business models, products and services, high levels of competition among similarly situated companies, new competing products, lower barriers to market entry and downward pricing pressure, lower capitalisations and fewer financial resources, the potential for rapid organisational or strategic change and susceptibility to personal misconduct by or departure of key executives or founders. In addition, growth equity companies may be more susceptible to macroeconomic effects and industry downturns, and their valuations may be more volatile depending on the achievement of milestones, such as receiving a governmental licence or approval.

The Bridgepoint Funds often pursue investment opportunities that involve business, regulatory, legal or other complexities.

As an element of the Group's investment style, the Bridgepoint Funds often pursue complex investment opportunities. This can often take the form of substantial business, regulatory or legal complexity that may

deter other investment managers. The Group's tolerance for complexity presents risks, as such transactions can be more difficult, expensive and time-consuming to finance and execute; it can be more difficult to manage or realise value from the assets acquired in such transactions; and such transactions sometimes entail a higher level of regulatory scrutiny, the application of complex tax laws or a greater risk of contingent liabilities. The transactions of the Bridgepoint Funds can involve complex tax structures that are costly to establish, monitor and maintain, and as the Bridgepoint Funds pursue a larger number of transactions across multiple assets classes and in multiple jurisdictions, such costs will increase and the risk that a tax matter is overlooked, or inadequately or inconsistently addressed, will increase. Consequently, the Bridgepoint Funds may fail to achieve the desired tax benefit or otherwise decrease the returns of the investments of the Bridgepoint Funds or damage the reputation of the Group. Changes in law and regulation and in the enforcement of existing law and regulation, such as antitrust laws and tax laws, also add complexity and risk to the Group's business. In addition, restrictions on foreign direct investment result in restrictions in completing certain transactions, for example, acquisitions or divestitures. For example, in the United States, the Committee on Foreign Investment in the United States ("**CFIUS**") has the authority to review and potentially block or impose conditions on certain foreign investments in U.S. companies or real estate and CFIUS is increasingly using its powers in connection with transactions in different sectors. Many other countries have enacted, and continue to enact, their own foreign direct investment laws (or are beginning to enforce such laws), such as the so-called Measures for the Security Review of Foreign Investments in China, the proposed National Security and Investment Bill in the UK and the Foreign Trade and Payments Ordinance (*Außenwirtschaftsverordnung*) in Germany. Any such laws and government actions thereunder could affect the Bridgepoint Funds' ability to make investments and divestments and therefore could have a material adverse effect on the Group's business, revenue, net income and cash flows.

Additionally, the Bridgepoint Funds may acquire an investment that is subject to contingent liabilities, which could be unknown to the Group at the time of acquisition or, if known, the Group may not accurately assess or protect against the risks that they present. Acquired contingent liabilities could thus result in unforeseen losses for the Bridgepoint Funds, which indirectly could also impact the Group. In connection with the disposition of an investment in a portfolio company, the Bridgepoint Funds may also be required to make representations about the business and financial affairs of the portfolio company typical of those made in connection with the sale of any business, or may be responsible for the contents of disclosure documents under applicable securities laws. The Bridgepoint Funds may also be required to indemnify the purchasers of such investment or underwriters to the extent that any such representations or disclosure documents turn out to be incorrect, inaccurate or misleading. These arrangements may result in the incurrence of contingent liabilities for which reserves or escrow accounts may be established and, in certain circumstances, distributions made to fund investors or the Company may subsequently be recalled to meet such liabilities of the Bridgepoint Fund.

The Bridgepoint Funds from time to time hold investments that include debt instruments and equity securities of companies that the Group does not control, and such investments may comprise an increasing part of the Group's business. In addition, the Bridgepoint Funds may acquire minority equity interests, particularly when making growth equity investments or sponsoring investments as part of an investor consortium or through the Group's credit funds. The Bridgepoint Funds may also dispose of a portion of their majority equity investments in portfolio companies over time in a manner that results in the Bridgepoint Funds retaining a minority investment. To the extent a Bridgepoint Fund holds only a minority equity interest in a portfolio company, the Group may lack affirmative control rights, which may diminish its ability to influence the company's affairs in a manner intended to enhance the value of the Bridgepoint Funds' investment in the company, including with respect to the form and timing of an exit. The Group and the Bridgepoint Funds may make certain minority investments in publicly traded companies in some cases.

Where the Bridgepoint Funds take control positions in portfolio companies, the exercise of control over a company imposes additional risks, including liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liabilities in respect of which the Bridgepoint Funds will have greater potential liability than in situations where there is no control taken.

Companies in which the Bridgepoint Funds invest may be subject to complex regulatory requirements, and instances of non-compliance by them may subject the Group to reputational harm or, in certain cases, liability. The Group is also reliant on the systems and processes of these companies for, among other things, financial information and valuations of the Group's investments in or with them, but the Group does not control the decisions and judgments made during such processes. Companies in which the Bridgepoint Funds invest, in particular companies invested in by Bridgepoint Development Capital and Bridgepoint Growth, may also be dependent on their founders and other key persons, and the loss of these key personnel could adversely impact the Bridgepoint Fund's investment. If any of the foregoing were to occur, the value of the investments held by

the Bridgepoint Funds or by the Group could decrease, which would have a material adverse effect on the Group's business, revenue, net income and cash flows.

Comparatively large investments made by certain of the Bridgepoint Funds may involve certain complexities and risks that may not be encountered in the context of small- and medium-sized investments.

The Group is generally active in the middle market of the private equity industry, but, from time to time, may enter into comparatively large transactions. Where the Bridgepoint Funds make comparatively large investments, these may involve certain complexities and risks that may not be encountered in small- and medium-sized investments. For example, larger transactions may be more difficult to finance or may entail greater challenges in implementing changes in the relevant portfolio company's management culture, finances or operations, and may face greater scrutiny by regulators, interest groups and other third parties. These constituencies may be more active in opposing larger investments by certain private equity firms.

Further, in larger transactions, the amount of equity capital required to complete an investment has increased significantly. This has resulted in some of the larger private equity deals being structured as consortium transactions. A consortium transaction involves an equity investment in which two or more firms serve together or collectively as equity sponsors. Consortium transactions generally entail a reduced level of control over the investment because governance rights must be shared with the other consortium investors. Accordingly, in such deals, the Bridgepoint Funds may not be able to separately control decisions relating to a consortium investment and the timing and nature of any exit. Moreover, such transactions may involve risks in connection with such third-party involvement, including the possibility that a co-investor may have financial difficulties that negatively impact such investment. Further, a co-investor may have economic or business interests that are inconsistent with those of the Group, or may be in a position to take action in a manner contrary to the Bridgepoint Fund's investment objectives. Any of these factors could increase the risk that the Bridgepoint Funds' larger investments could be less successful than investments over which the relevant Bridgepoint Fund has full control.

The consequences of an unsuccessful larger investment by a Bridgepoint Fund could be more severe given the size of the investment, and any such adverse consequences could, in turn, have a material adverse impact on Bridgepoint's brand and reputation as well as adversely affecting the carried interest and income from the fair value remeasurement of investments received by the Group from the relevant Bridgepoint Fund.

Certain of the Bridgepoint Funds have made, and may make, a limited number of investments, or investments that are concentrated in certain companies, geographic regions or asset types, which could negatively affect the performance of the Bridgepoint Funds to the extent those concentrated assets perform poorly.

Concentration in each Bridgepoint Fund is regulated by the relevant agreement for that Bridgepoint Fund and this exists to ensure that the Bridgepoint Funds maintain a diversified pool of investments. The governing agreements of the Bridgepoint Funds, however, generally contain only limited investment restrictions and only limited requirements as to diversification of fund investments, either by geographic region or asset type. The Group's flagship private equity funds generally permit up to 10 per cent of the fund to be invested in a single company. For reference, in the private equity segment (post Bridgepoint Europe III), the value of the single largest investment held by a Bridgepoint Fund as of 31 March 2021 represented less than 10 per cent of the total fund capital, and the 20 largest private equity investments as of 31 March 2021 together represented approximately 57 per cent of the total value of unrealised assets as of such date (as determined pursuant to the latest quarterly or semi-annual valuation for each Bridgepoint Fund conducted by the Group) plus undrawn commitments managed by the Group ("**Total AUM**") of all Bridgepoint private equity funds. Certain funds also invest in specific areas, such as growth equity, or focus on particular geographic regions. For example, as of 31 March 2021, over 90 per cent of the Bridgepoint Funds' private equity investments by value were in Europe. During periods of difficult market conditions or slowdowns in these sectors or geographic regions, decreased revenue, difficulty in obtaining access to financing and increased funding costs may be exacerbated by this concentration of investments, which would result in lower investment returns. Because a significant portion of the capital of certain Bridgepoint Funds is invested in a single investment or portfolio company, and may continue to be invested in a limited number of investments in the future, a loss with respect to such investment or portfolio company could have a material adverse impact on any such Bridgepoint Fund's capital. Accordingly, a lack of diversification on the part of a Bridgepoint Fund could have a material adverse effect on the Bridgepoint Funds' performance and, therefore, could impact the Group's brand and reputation and have a material adverse effect on the Group's business, revenue, net income and cash flows.

Implementing the Group's growth and diversification strategy, which includes organic scaling of existing strategies, building out new funds within existing strategies and adding a third core product strategy through acquisition-led expansion, may be unsuccessful, and may result in additional risks and uncertainties.

The organisational documents of the Group do not limit it to certain types of investment management businesses. Accordingly, the Group has pursued, and may continue to pursue, growth through acquisitions of asset managers and other investment management companies, acquisitions of critical business partners or other strategic initiatives and/or through organic expansion. The Group's growth and diversification strategy involves organic scaling of existing strategies, building out new funds within existing strategies and adding a third core product strategy through acquisition-led expansion.

The Group faces numerous risks and uncertainties in connection with the different aspects of its growth and diversification strategy, including risks associated with:

- the required investment of capital and other resources, including the possibility that the Group has insufficient expertise to engage in such activities profitably or without incurring inappropriate amounts of risk;
- the diversion of management's attention from the Group's core businesses and the disruption of the Group's ongoing businesses;
- the assumption of liabilities of any acquired business and increasing demands on or issues related to the combination or integration of operational and management systems and controls and the compliance with additional legal and regulatory requirements;
- asset-specific risks, including risks in respect of the acquisition of minority stakes in public companies, such as greater volatility in the valuation of such companies, increased obligations to disclose information regarding such companies, limitations on the ability to dispose of such securities at certain times, increased likelihood of shareholder litigation against such companies' board members, and increased costs associated with each of the aforementioned risks;
- competition from established players in the relevant market or sector, who have more experience in, and more resources allocated or available for, such markets or sectors; and
- the broadening of the Group's geographic footprint, including the risks associated with conducting operations in jurisdictions in which it is currently not active, which may result in logistical and overhead costs of opening and expanding offices, as well as the cost of recruiting and training investment professionals.

Entry into certain lines of business may subject the Group to new laws and regulations with which it is not familiar or from which it is currently exempt, and may lead to increased litigation and regulatory risk. In addition, if a new business generates insufficient revenue or if the Group is unable to efficiently manage its expanded operations, the Company's business, revenue, net income and cash flows will be materially adversely affected.

Any failure of Bridgepoint's new initiatives to meet or exceed expectations could lead to the Group not reaching profitability within the strategic initiative, not growing in accordance with its growth and diversification strategy and not being able to enjoy the benefits that it is expected to lead to, as well as the Group not being able to reach its growth targets.

The private equity industry is subject to increasing focus by investors and regulators on ESG matters.

In recent years, investors have placed increasing focus on the negative impacts of investments made by private equity and other funds to which they commit capital, including with respect to ESG matters. Certain investors have also demonstrated increased activism with respect to existing investments, including by urging investment managers to take certain actions that could adversely impact the value of an investment, or refrain from taking certain actions that could improve the value of an investment. At times, investors have conditioned future capital commitments on the taking or refraining from taking of such actions.

In addition, certain investors consider the Group's record of socially responsible investing and other ESG factors in determining whether to invest in the Bridgepoint Funds. Some investors in the investment management industry, particularly institutional investors, use third-party benchmarks or scores to measure the ESG practices of private equity firms, and decide whether to invest or engage with them or to require changes to their practices based partly on ESG factors. If the Group's ESG practices do not meet the standards set by

these investors, they may choose not to invest in the Bridgepoint Funds or exclude the Group from their investments, and as a result Bridgepoint may face reputational challenges from other stakeholders.

Increased focus and activism related to ESG and similar matters may constrain the Group's capital deployment opportunities, and the demands of certain fund investors, including public pension funds (which represent a significant portion of the Bridgepoint Funds' investor bases), may further limit the types of investments that are available to the Bridgepoint Funds. In addition, investors (including public pension funds) may decide to transfer previously committed capital from the Bridgepoint Funds or to not commit capital to future fundraises as a result of their assessment of the Group's approach to, and consideration of, the social cost of investments made by the Bridgepoint Funds. To the extent the Group's access to capital from fund investors is impaired, the Group may not be able to maintain or increase the size of the Bridgepoint Funds or raise sufficient capital for new funds, which could have a material adverse effect on the Group's business, revenue, net income and cash flows.

In addition, various stakeholders and regulators are increasingly focused on ESG-related practices by investment managers. For instance, an EU regulation on sustainability disclosure, which serves to standardise the definition of environmentally sustainable investing, began to apply in March 2021. It is likely that the UK will introduce comparable regulation or legislation. If regulators disagree with the procedures or standards that the Group uses for ESG investing, or new regulation or legislation requires a methodology of measuring or disclosing ESG impact that is different from the Group's current practice, its business and reputation could be adversely affected. The occurrence of any of the foregoing could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Group may from time to time alter the terms under which it does business or limit or reduce its Total AUM when it deems this to be in the best interests of the Bridgepoint Funds and fund investors, even when this might be contrary to the interests of shareholders of the Company in the short-term.

The historical and potential future returns of the Bridgepoint Funds are not directly linked to returns of the Company, and there is a risk that where the Group ensures the success of the Bridgepoint Funds, this will not result in positive returns on an investment in the Company. In ensuring the success of the Bridgepoint Funds, the Group may take actions that could adversely affect the financial performance of the Group, at least in the short-term. While the Group believes that its commitment to the Bridgepoint Funds and the fund investors is generally aligned with the long-term interest of the Group and its shareholders, there is a risk that certain actions could adversely impact the financial performance of the Group in the short-term, and there is no guarantee that such actions will ultimately be beneficial to the Group and its shareholders. For example, the Group might seek to limit its Total AUM to an amount that the Group believes can be invested appropriately in accordance with the Bridgepoint Funds' investment philosophy, the current or anticipated economic and market conditions and/or the terms of the relevant Bridgepoint Fund's governing documentation. The Group could also voluntarily decide to reduce management fees and/or allocation of carried interest and other terms for certain Bridgepoint Funds or strategies when the Group deems it appropriate, including in order to attract investment from fund investors. As Bridgepoint has not previously been listed, it is uncertain how these matters would be assessed by the capital markets if it were listed. In case this risk eventuates, the measures that would be taken, and that could be assessed by the capital markets to go against the interests of the Company in the short-term, could have a material adverse effect on the Group's business, revenue, net income and cash flows.

Changed trends in the global savings market or in the private markets industry may adversely affect the Group.

The Group is affected by trends in the asset management sector, which has grown significantly in recent years, with global assets under management in the industry having grown by more than 40 per cent from 2015 to 2020.[1] Furthermore, within the asset management sector, global assets under management in private markets are forecast to grow at a higher rate than global savings, with private equity and private credit expected to grow, from 2020 to 2025, at a CAGR of 15.6 per cent and 11.4 per cent, respectively, and total assets under management for alternatives (comprising private equity, private credit, real estate and infrastructure) expected to grow at a CAGR of 12.6 per cent over the same period.[2] If the positive trends in the investment management industry do not continue or if the industry were to be subject to negative trends, this may impede the Group's ability to raise capital for new funds. Furthermore, fund investors' investment returns may be impacted by overall public share prices and a decrease in share prices may affect the Bridgepoint Funds' returns to fund investors if this impacts achievable exit valuations.

1 *Source*: PwC, *Asset and wealth management revolution: the power to shape the future,* December 2020.

2 *Source*: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020.

Many fund investors consider themselves to be under-allocated to the private markets asset class compared to their own targets, with approximately 40 per cent of private equity fund investors considering themselves under-allocated to the asset class.[3] However, there is a risk that fund investors may, for instance due to an overall downturn in the public markets, end up over-allocated to private markets, which in turn could have a negative impact on the Group's ability to raise capital for new funds. Further, for a variety of reasons, fund investor sentiment may turn against private markets investing. For example, the returns generated by private markets may decline, and other asset classes or investment opportunities may be perceived to offer superior returns.

If fund investor requirements and preferences change, this could adversely affect the level of interest in investing in specific asset classes or investing in the Bridgepoint Funds. If fund investor requirements and preferences change in the future, this could adversely affect the level of interest in investing in specific asset classes or investing in the Bridgepoint Funds. Such changes may also impede the Group's ability to raise capital for new funds, which in turn would have a material adverse effect on the Group's business, revenue, net income and cash flows.

Difficult market and economic conditions may adversely affect the Group and the Bridgepoint Funds.

The Group is scaled across multiple strategies in private equity (Bridgepoint Europe, Bridgepoint Development Capital and Bridgepoint Growth) and private credit (Bridgepoint Credit Opportunities, Bridgepoint Direct Lending and Bridgepoint Syndicated Debt). However, the Bridgepoint Funds have a strong focus on Europe and, as of 31 March 2021, over 90 per cent of the Bridgepoint Funds' private equity investments by value were in Europe. Due to the Group's business model and the geographic concentration of the Bridgepoint Funds' investments, the Group is materially affected by market and economic conditions in the different markets in which it operates, including but not limited to fluctuations in public share prices, credit spreads, interest rates, currency exchange rates and inflation rates, supply of liquid funds and availability of credit, economic uncertainty, changes in the interpretation of and amendments to laws or regulations, including those relating to taxation, currency exchange rates and controls, trade barriers and trade tensions, including between the United States and China, commodity prices and controls, national and international political circumstances (including wars, terrorist attacks or security operations) and the overall geopolitical environment, including acts of war, terrorist attacks and security operations. For example, the Group and the businesses of the companies in which the Bridgepoint Funds invest also suffered during the global financial crisis during 2008 and 2009, which provoked significant volatility of prices of securities, contraction in the availability of credit and bankruptcies and financial distress of a number of companies, including leading financial institutions.

Conditions in the global financial markets and economic conditions are outside of the Group's control and may affect the value of the Bridgepoint Funds' investments, the level and volatility of asset prices and liquidity and the Group's financial results. In addition, the Group may not be able to or may choose not to manage the Group's exposure to these conditions and/or events. If not otherwise offset, declines in the equity, debt and commodity markets could cause the Group to write down the Group's investments and the investments of the Bridgepoint Funds. For example, following the outbreak of the COVID-19 pandemic in Europe in the first quarter of 2020, valuations of some of the Group investments as of 31 March 2020 were lower compared to 31 December 2019, driven primarily by actual and expected revenue declines and decreases in the value of the Bridgepoint Funds' portfolio companies. Future market conditions may be less favourable compared to current and historical market conditions, which could adversely affect the Group's business, results of operations, financial condition, cash flows and prospects.

Furthermore, weakened market conditions may affect the performance of the Bridgepoint Funds, including by limiting opportunities to exit and realise value from their investments, and the availability of suitable investment opportunities within each of the Bridgepoint Funds' investment strategies, thereby reducing the ability of such Bridgepoint Funds to effectively deploy and invest capital. Moreover, in less favourable market conditions (which may occur across one or more industries, sectors or geographies), companies in which Bridgepoint Funds invest may experience decreased revenue, financial losses, credit rating downgrades, difficulty in obtaining access to financing and increased funding costs. For example, the Bridgepoint Funds' portfolio companies in the casual dining sector were negatively impacted by certain measures to limit the spread of the COVID-19 pandemic, including travel bans and restrictions, quarantines, self-isolation, shelter-in-place, heightened border controls and lockdown orders, business restrictions, shutdowns and other limitations. During such periods, portfolio companies of the Bridgepoint Funds may also have difficulty in expanding their businesses and operations, may experience decreased revenue and financial loss, may breach the covenants in their financing arrangements (particularly in the area of acquisition financings for private equity transactions),

3 *Source*: Private Equity International, *LP Perspectives 2021 Study*, January 2021.

or be unable to meet their debt service obligations or other obligations as they become due, potentially resulting in enforcement action being taken by lenders in respect of secured assets. Negative financial results in such portfolio companies may result in lower investment returns for the relevant Bridgepoint Funds, which could have a material adverse effect on the Group's business, revenue, net income and cash flows. Furthermore, such negative market conditions could potentially result in portfolio companies entering into insolvency proceedings, thereby resulting in a complete loss of a Bridgepoint Fund's investment in such portfolio company and a significant negative impact to such Bridgepoint Fund's performance and consequently to the Group's operating results and cash flow, as well as to the Group's reputation.

Unfavourable market conditions and any of the above factors may lead to unsatisfactory performance of the Bridgepoint Funds, which could affect the carried interest and income from the fair value remeasurement of investments received by the Group. The receipt of less or no carried interest could cause the Group's cash flows to significantly decrease, which could materially and adversely affect the Group's liquidity position and cash flows to cover the cost of its operations, which include, for example, funding significant personnel expenses and real estate lease expenses. This risk could be exacerbated as unfavourable market conditions could also increase the risk of default with respect to the Bridgepoint Funds that have significant debt investments, such as Bridgepoint private credit funds. An adverse impact on the Group's cash flows could in turn require the Group to rely on other sources of cash such as the BAH Revolving Credit Facility or the capital markets, which may not be available to the Group on acceptable terms. Moreover, during adverse economic conditions, the Group may not be able to renew all or part of its existing financing arrangements, including the BAH Revolving Credit Facility, or to find alternative financing on commercially reasonable terms. As a result of any such events, the Company's uses of cash may exceed its cash resources, thereby potentially affecting the Company's liquidity position in the medium to long-term (*i.e.* in periods more than 18 months after the date of this Prospectus). There can be no assurance that the Group will be able to fund its liquidity requirements in the medium to long-term. In the event that the Group's liquidity requirements in the medium to long-term were to exceed available liquid assets for the reasons specified above or for any other reason, it could be forced to sell assets or seek to raise debt or equity capital on unfavourable terms.

The Group may be required to pay "clawback" obligations if and when they are triggered under the documents governing the Bridgepoint Funds.

Carried Interest Participants (including in some cases members of the Group) may in certain circumstances be liable to repay carried interest that was previously distributed to them and which exceeds the amounts to which they are ultimately entitled. This obligation is known as a "clawback" obligation and is common across private investment fund documents.

The Group monitors its clawback obligations and related obligations that it may need to use or reserve cash to repay carried interest. While the Group has not been required to pay any clawback obligations in the recent past, and does not expect to be required to pay "clawback" obligations in the short-term, no assurance can be given that the Group may be required to pay clawback obligations in the future if and when they are triggered under the documents governing the Bridgepoint Funds. If the Group is required to fulfil a clawback obligation, the relevant amount could not be used for other purposes, including distributing such cash to shareholders of the Company, in which case the Directors may determine to decrease the amount of the Company's dividends to shareholders. Any liability to repay amounts to the Bridgepoint Funds in connection with the Group's clawback obligations could have a material adverse effect on the Group's business, revenue, net income and cash flows. Furthermore, adverse economic conditions may increase the likelihood that the Group may be subject to clawback obligations. To the extent one or more "clawback" obligations were to arise, the Group might not have available cash at the time such clawback obligation is triggered to repay the carried interest. If the Group were unable to repay such carried interest, the Group would be in breach of the governing agreements of the relevant Bridgepoint Funds.

Moreover, the governing documents for a number of the Bridgepoint Funds provide for all, or a percentage of, carried interest generated by the relevant Bridgepoint Fund to be paid into an escrow account rather than to Carried Interest Participants, including in some cases members of the Group, who are ultimately beneficially entitled to receive the relevant amounts of carried interest until such time as certain conditions have been met. Such an obligation may significantly delay the point in time at which the Group receives any carried interest to which it is entitled. The requirement to allocate carried interest into escrow could lead to a short-term decrease in cash positions or, if a clawback liability subsequently arises and any such amounts are required to be satisfied by amounts standing to the credit of a relevant escrow account, could lead to a decrease in the overall revenue which would otherwise have been received by the Group.

Legal, political and economic uncertainty surrounding the UK's departure from the European Union ("Brexit") and the nature of the future relationship between the UK and the European Union is likely to be a source of instability in international markets, could cause disruption to and create uncertainty surrounding the Group's business and result in new regulatory challenges and costs.

The UK left the European Union on 31 January 2020, but remained in the European Union's customs union and single market for a transitional period that expired on 31 December 2020. On 24 December 2020, the UK and the European Union announced that they had agreed to a new trade and cooperation deal (the "**Trade and Cooperation Agreement**") governing certain aspects of the future relationship between the UK and the European Union. The Trade and Cooperation Agreement applies from 1 January 2021 and provides clarity in respect of the intended shape of the future relationship between the UK and the European Union and some detailed matters of trade and cooperation but does not address substantive future cooperation with respect to financial services or reciprocal market access under so-called "equivalence" arrangements. In addition, UK service suppliers no longer benefit from automatic access to the entire European Union single market and free movement of goods is subject to increased bureaucracy. Although the Trade and Cooperation Agreement contains provisions on short-term business visits without visas or work permits, these are unlikely to cover provision of services and free movement between the European Union and the UK. The loss of these benefits, together with the ongoing uncertainty with respect to financial services under the Trade and Cooperation Agreement, could impact the attractiveness of the UK as a global business and financial centre. Moreover, this could have a material adverse effect on the Group's UK operations because, as of 31 December 2020, approximately 215 of the Group's 310 employees operated from the London office. Additionally, various portfolio companies of the Bridgepoint Funds operate from the UK. Although the long-term impact of such changes, and of Brexit more broadly, is uncertain, Brexit may have an adverse effect on the rate of economic growth in the UK and the European Union, which may negatively impact asset values in those regions.

Additionally, given the size and global significance of the UK's economy, ongoing uncertainty related to Brexit and the relationship between the UK and the European Union could cause instability in the European Union, UK or worldwide political, regulatory, economic or market conditions. Uncertainty in respect of such conditions could result in the relocation of businesses and people, cause business interruptions, cause currency fluctuations (including in relation to pound sterling and the Euro), lead to trade restrictions and increases in or the imposition of trade tariffs, lead to economic recession or depression, affect the availability of credit and impact the stability of the financial markets, political systems, financial institutions and the financial and monetary system. By extension, this may adversely affect the Group's ability to source attractive investments in the European Union and may impact the value of the Group's investments that are located in the European Union, or those that conduct business in or derive revenue from the European Union. The uncertainty surrounding the UK's future relationship with the European Union could also adversely affect the Bridgepoint Funds, the performance of their investments and their ability to fulfil their investment objectives, especially if investments include or expose the fund to businesses that have relied on access to the single market or whose value is affected adversely by the UK's future relationship with the European Union. In addition, Brexit will likely increase the Group's cost of raising capital, and conducting business generally, including the cost of complying with two, potentially divergent, regimes. Changes in regulation may also impair its ability to recruit, retain and motivate new employees and retain key employees. Moreover, any Brexit-related effects are also likely to be compounded by the effects of the COVID-19 pandemic.

The long-term effects of Brexit will depend on the evolution of any agreements (or lack thereof) that the UK makes to retain access to European Union markets. Brexit is likely to impact the legal rights and obligations of commercial parties across all industries, including the private equity industry. In addition, Brexit could lead to legal uncertainty and potentially divergent national laws and regulations as the UK determines which European Union laws to replace or replicate, which could present new regulatory costs and challenges and could potentially disrupt the markets the Group serves, its ability to market its products and services to investors or conduct other regulated activity in the European Union. There is also a renewed focus by European Union regulators on the role and rights of third-country entities in providing services into the European Union, including to EU-based fund structures, and so there may be additional regulation or changes to existing frameworks in the future. Accordingly, any of the foregoing could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Group faces risks with respect to the continuing effects of the COVID-19 pandemic.

In March 2020, the global spread of COVID-19 was characterised as a pandemic by the World Health Organization. The outbreak has resulted in governments and businesses throughout the world implementing numerous measures intended to contain and limit the spread of the COVID-19 virus, including travel bans and

restrictions, quarantines, self-isolation, shelter-in-place, heightened border controls and lockdown orders, business restrictions, shutdowns and other limitations. The COVID-19 pandemic and related shutdowns or limitations in the operations of certain non-essential businesses have created economic and financial disruptions that have adversely affected, and may continue to adversely affect, the Group's business, revenue, net income and cash flows. Although an economic recovery is partially underway, it continues to be uneven and characterised by meaningful dispersion across sectors and regions, with uncertainty regarding its ultimate length and trajectory. The longer the COVID-19 pandemic impacts activity levels in the locations and sectors in which the Group and the Bridgepoint Funds and their portfolio companies operate, the more likely it is to have a sustained, material adverse impact on the Group. In particular, issues with respect to the distribution or adoption of vaccines or the spread of variants of the virus could result in new restrictions being imposed by governments and businesses and lead people to continue to self-isolate and not participate in the economy at pre-COVID-19 pandemic levels for a prolonged period of time. Such additional restrictions, for example, could have a material adverse impact on the earnings of the Bridgepoint Funds' real estate portfolio companies. These and other factors may delay a return to pre-COVID-19 pandemic ordinary course economic activity, or cause the UK, European and United States economies or other major global economies to experience a recession.

The scale and scope of the COVID-19 pandemic may heighten the potential adverse effects on the Group's business, financial performance and operating results, which may be material and affect the Group in ways that it cannot foresee at this time. Many of the adverse ways in which the COVID-19 pandemic may impact the Group have already materialised (and may in the future materialise or adversely affect the Group), including the negative impact on portfolio company valuations, the operations of the Group's businesses and the businesses of the Bridgepoint Funds' portfolio companies, the Group or the Bridgepoint Funds' creditors who are business entities, as well as the Group and the Bridgepoint Funds' other counterparties, including suppliers and customers. For example, certain Bridgepoint Fund portfolio companies, such as those in the casual dining sector, were negatively impacted by travel bans and restrictions, quarantines, self-isolation, shelter-in-place, heightened border controls and lockdown orders, business restrictions, shutdowns and other limitations around the world. The risks from the COVID-19 pandemic, or similar pandemics, may, in the future, become even more significant than is currently the case or than is currently anticipated.

If and when the COVID-19 pandemic subsides, the market turmoil and other changes associated with the COVID-19 pandemic may have lasting effects on the Group's business and operations. The proliferation of remote working may result in long-term changes to market, consumer and workplace practices that could negatively impact the Group. Increased adoption of, and familiarity with, remote work practices could result in continued decreased demand for business and leisure travel, hotel stays, conference facilities, select urban residential and office assets, diesel fuel and gasoline. In addition, consumer practices and demands may permanently, or for an extended period, change from what they were prior to the onset of the COVID-19 pandemic, including avoiding activities where people are in close proximity to each other, which could adversely affect certain of the Group's and the Bridgepoint Funds' investments. If the Group fails to adapt investment strategies to these and other changes, this could adversely impact the returns on the Bridgepoint Funds' investments and, consequently, the Group.

Although it is impossible to predict with certainty the potential full magnitude of the business and economic ramifications, the COVID-19 pandemic has impacted, and may further impact, the Group's business in various ways, including but not limited to:

- Difficult market and economic conditions may adversely impact the valuations of the Group and the Bridgepoint Funds' investments, particularly if the value of an investment is determined in whole or in part by reference to public equity markets. Valuations of the Bridgepoint Funds' investments are generally correlated to the performance of the relevant equity and debt markets. The continuing existence and resurgence of COVID-19 cases, which among other things could result in further shutdown of or limitations on businesses, may negatively affect the value of the Bridgepoint Funds' investment portfolio in the future and thereby adversely impact the Company's carried interest, income from the fair value remeasurement of investments, AUM and book value per share.
- The COVID-19 pandemic significantly increases the challenges associated with business planning, strategy, execution, portfolio management, fundraising and other aspects of the Group's business operations, and the operation of the business of the Bridgepoint Funds' portfolio companies. None of the Group, the Bridgepoint Funds' portfolio companies or their respective counterparties, suppliers or advisors have previously faced a situation that is comparable to the COVID-19 pandemic which, among other factors, involves a major simultaneous supply and demand shock to global, regional and national economies and significant outsize effects on particular business sectors. The future trajectory of the COVID-19 pandemic is subject to a complex interplay of epidemiological, technological,

social, psychological, economic and political factors that are generally beyond the Group's ability to forecast or control. In this environment, historical comparisons may be of little or no value, while the risk and uncertainty associated with a large number of business decisions are materially increased.

- Limitations on travel and social distancing requirements implemented in response to the COVID-19 pandemic may challenge the Group's ability to market new funds as anticipated prior to the COVID-19 pandemic, potentially resulting in reduced or delayed revenue. In addition, fund investors may become restricted by their asset allocation policies from investing in new funds that the Group provides, because these policies often restrict the amount that they are permitted to invest in alternative assets like the strategies of the Bridgepoint Funds when there is a decline in public equity markets. Further, the COVID-19 pandemic may cause fund investors to change their investment strategies in manners that the Group cannot foresee, and that may additionally and negatively affect the Group's ability to raise future funds.
- While the market dislocation caused by the COVID-19 pandemic would be expected to present attractive investment opportunities, due to increased volatility in the financial markets, the Group may not be able to compete for those investments.
- If the impact of the COVID-19 pandemic continues, the Group and the Bridgepoint Funds may have more limited opportunities to successfully exit existing investments, due to, among other reasons, lower valuations, decreased revenue and earnings, lack of potential buyers with financial resources to pursue an acquisition, or limited or no ability to conduct initial public offerings in equity capital markets, resulting in a reduced ability to realise value from such investments.
- The portfolio companies of the Bridgepoint Funds are facing or may face in the future increased credit and liquidity risk due to volatility in financial markets, possible reduced revenue streams and potentially limited or higher costs of access to preferred sources of funding, which may result in potential impairment of the investments of the Group or the Bridgepoint Funds. Changes in the debt financing markets may impact the ability of the Bridgepoint Funds' portfolio companies to meet their respective financial obligations. For example, the initial outbreak of the COVID-19 pandemic created additional liquidity pressure on some of the portfolio companies of the Bridgepoint Funds, including through operational performance being impacted in certain sectors and geographies.
- Borrowers of loans, notes and other credit instruments in the Group's credit funds' portfolio may be more likely to be unable to meet their principal or interest payment obligations or satisfy financial covenants, resulting in a decrease in value of the Bridgepoint Funds' credit investments and reduced expected returns. In addition, for variable interest instruments, lower reference rates resulting from government stimulus programs in response to the COVID-19 pandemic could lead to lower interest income for the Bridgepoint private credit funds.
- While the impact of the COVID-19 pandemic on the portfolio companies of the Bridgepoint Funds has varied depending on the location and industry in which they operate, many of the portfolio companies operate in industries that have been, and continue to be, materially affected by the COVID-19 pandemic. Many of these companies are facing operational and financial hardships resulting from the spread of the COVID-19 virus and related governmental measures, such as the closure of stores, limitations on business operations, restrictions on travel, quarantines or stay-at-home orders. If the disruptions caused by the COVID-19 pandemic continue and the restrictions put in place are not lifted or are reinstated, the businesses of these portfolio companies could suffer materially or become insolvent, which would decrease the value of the Bridgepoint Funds' investments.
- The COVID-19 pandemic may generate workplace, consumer, insurance, contract and other forms of litigation that expose the Group, the Bridgepoint Funds' portfolio companies and their vendors, customers, debtors and other counterparties to risks and claims of a magnitude and nature that the Group cannot now anticipate.
- Continued remote working by the Group's employees could strain the Group's technology resources and introduce operational risks, including heightened cyber-security risks. Remote working environments are often less secure and more susceptible to hacking attacks, including phishing and social engineering attempts that seek to exploit the COVID-19 pandemic. In addition, if a natural disaster, power outage, connectivity issue or other event occurs that impacts ability of employees of the Group or the Bridgepoint Funds' portfolio companies to work remotely, it may be difficult or, in certain cases, impossible for the Group, or the portfolio companies of the Bridgepoint Funds, to

continue its business for a substantial period of time. Furthermore, a decline in remote work arrangements and subsequent reintroduction of employees into the workplace could introduce health and safety risks and increase employee absence. Moreover, third-party service providers on whom the Group has become increasingly reliant for certain aspects of its business, including for certain information systems, technology and the administration of certain funds, could be impacted by an inability to perform due to COVID-19-related restrictions or by failures of, or attacks on, their information systems and technology.

- The COVID-19 pandemic presents a significant threat to the well-being and morale of employees of the Group and the employees of the portfolio companies of the Bridgepoint Funds. Such employees may become sick or otherwise unable to perform their duties for an extended period of time, and continued public health restrictions and remote working arrangements may impact employee morale. In addition to any potential impact it may have on the Group's operations, such extended illness may expose the Group to the risk of litigation by employees for, among other things, failure to take adequate steps to protect their well-being, particularly in the event they become sick after a return to the office. Moreover, a prolonged period of remote work may also make it more difficult to integrate new employees and maintain the Group's culture.

The extent to which the COVID-19 pandemic may continue to adversely affect the Group's business, revenue, net income and cash flows will depend on numerous evolving factors that are unpredictable, including, among others: the duration and scope of the COVID-19 pandemic, any subsequent waves, the effectiveness of vaccination strategies and the development of new virus variants; governmental, business and individual actions that have been and continue to be taken in response to the COVID-19 pandemic; and the impact of the COVID-19 pandemic on global economic activity, unemployment levels and financial markets, including the possibility of a global recession and volatility in the global capital markets which, among other factors, may increase the Group's cost of capital and adversely impact its access to capital. In addition, the Group cannot predict the long-term impact that the COVID-19 pandemic will have on its business and the Bridgepoint Funds' investments.

Any of the foregoing could have a material adverse effect on the Group's business, revenue, net income and cash flows. Furthermore, the impact of the COVID-19 pandemic may heighten or exacerbate many of the other risks discussed in this Part II (*Risk Factors*).

OPERATIONAL RISKS

Cyber-security failures, data security breaches and operational risks may disrupt or have a material adverse impact on the Group's business, operations and investments.

The Group relies on the secure processing, storage and transmission of confidential and other information in the Bridgepoint computer systems and networks. Cyber-security incidents and cyber-attacks have been occurring globally at a more frequent and severe level and will likely continue to increase in frequency in the future. The Group faces various cyber-security threats on a regular basis, including ongoing cyber-security threats to, and attacks on, information technology infrastructure that are intended to gain access to proprietary information, destroy data or disable, degrade or sabotage the Group's systems, as well as network failures, computer and telecommunication failures, infiltration by unauthorised persons, usage errors by respective professionals or service providers, power, communications or other service outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes or other factors. Additionally, the Group, the Bridgepoint Funds and their portfolio companies and their employees may be the target of fraudulent calls and emails and so-called "CEO fraud", whereby an attacker impersonates the CEO or another member of senior management by telephone or email either by using their email account or an email address that looks very similar to the member of management's address. Moreover, the Group and its employees may be the subject of other impersonations and fraudulent requests for money, including attempts to redirect material payment amounts in a transaction to a fraudulent bank account and other forms of activities. Cyber-criminals may attempt to redirect payments required to be paid at the closing of investments to unauthorised accounts, which the Group or the services providers it retains, like paying agents and escrow agents, may not be able to detect or protect against. The COVID-19 pandemic has exacerbated these risks due to heavier reliance on online communication and remote working environments, which are often less secure, and a significant increase in hacking attempts by cyber-criminals. The Group's information system and technology infrastructure is largely cloud-based and managed to a high degree of security protection, and the Group successfully transitioned to remote working at the start of the COVID-19 pandemic. However, any disruption to the Group's information systems and technology infrastructure, either operational or as a result of cyber-attack, could have a significant impact on its business. The costs related to cyber or other security threats or disruptions may not be fully insured or

indemnified by others, including by the Group's third-party service providers. Possible disruptions in the Group's data processing systems could adversely affect Bridgepoint's brand and reputation. Disruptions that are not fully covered by the Group's external data processing suppliers or are not reimbursed because they occur in the Group's internal systems, or issues with data protection measures, could further increase the Group's operating expenses. Any of these risks can similarly affect the Bridgepoint Funds and their portfolio companies.

While the Group has implemented, and portfolio companies and service providers may implement, various measures to manage risks relating to these types of events, such systems could prove to be inadequate and, if compromised, data processing systems could become inoperable for extended periods of time, cease to function properly or fail to adequately secure private information. As a result of disruptions or disturbances in the Group's data processing systems, there is a risk that the Group's business may not be able to be conducted as planned during a certain period and information may be lost or leaked. While bugs and other operational errors existing from time to time are often handled by the Group's proactive security measures and back-up solutions, any leakage of information, in particular in respect of the Bridgepoint Funds or fund investors, could have a negative impact on Bridgepoint's brand and reputation as well as on the Group's operations. Moreover, breaches such as those involving covertly introduced malware, impersonation of authorised users and industrial or other espionage may not be identified even with sophisticated prevention and detection systems, potentially resulting in further harm and preventing the issue from being addressed appropriately. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions to the operations of the Group, the Bridgepoint Funds and their portfolio companies and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to fund investors (and their beneficial owners) and the intellectual property and trade secrets of the Group, the Bridgepoint Funds or portfolio companies. In addition, it could require a significant investment by the Group to remedy the effects of any such failures.

Cyber-security has also become a top priority for regulators around the world. Many jurisdictions in which the Group operates have laws and regulations relating to data privacy, cyber-security and protection of personal information, including the GDPR in the European Union that became effective in May 2018, the UK equivalent of the GDPR following Brexit and the CCPA. Breaches in security could potentially jeopardise the Group's confidential and other information related to employees and investors processed and stored in, and transmitted through, the Group's computer systems and networks. Moreover, such breaches could cause interruptions or malfunctions in the operations of the Group, the Bridgepoint Funds, portfolio companies and/or fund investors, counterparties, or third parties, which could result in significant losses, increased costs, disruption to the Group's business, liability to the fund investors and/or reputational damage. Furthermore, if the Group or Bridgepoint Funds experience a cyber-security incident and fail to comply with the relevant laws and regulations, it could result in regulatory investigations and penalties, which could also lead to negative publicity and may cause fund investors and clients to lose confidence in the effectiveness of the Group's security measures.

In addition, the Group operates in businesses that are highly dependent on information systems and technology. For example, it faces operational risk from errors made in the execution, confirmation or settlement of transactions. The Group also faces operational risk from transactions not being properly recorded, evaluated or accounted for in the Bridgepoint Funds. Furthermore, the Group could suffer losses in connection with updates to, or the failure to update in a timely manner, the Group's information systems and technology. Moreover, the Group relies on third-party services and technologies provided for in certain aspects of the Group's business. If any of these systems do not operate properly or are disabled, the Group could suffer financial loss, disruption to its businesses, liability to the Bridgepoint Funds, regulatory intervention or reputational damage. These third-party service providers could also experience any of the above cyber-security threats, fraudulent activities or security breaches, and, as a result, unauthorised individuals could improperly gain access to Bridgepoint confidential data.

Any interruption or deterioration in the performance of the systems of such third parties could impair the quality of the Group's and the Bridgepoint Funds' operations and could impact the Group's reputation and materially adversely affect the Group's business and ability to grow.

The information systems and technology of the Group and its third-party service providers may not continue to be able to accommodate the Group's growth, may not be able to adequately protect the information of individual fund investors, may not be suitable for new products and strategies and may be subject to security risks, and the cost of maintaining such systems and technology may increase from its current level. Such a failure to accommodate growth, or an increase in costs related to such information systems and technology, could have a material adverse effect on the Group's business. The Group's ability to obtain compensation for damages incurred as a result of these services and systems may be limited in terms of the amount and type of

damages under agreements with these third parties, which means in some cases compensation is only paid for direct damages, if at all.

Any of the foregoing events, including the materialisation of any of the above risks in the Bridgepoint Funds and their portfolio companies, could have a material adverse effect on the Group's business, operations and investments.

The Group is dependent on an effective control system to mitigate operational risks and maintain appropriate procedures for the management of the Bridgepoint Funds, and is dependent upon fund administration services provided by Citco Funds Services (Luxembourg) S.A. for certain credit funds.

In the event that significant or systematic errors occur within the Group or within the management of the Bridgepoint Funds, for example in relation to the Group's financial reporting, the valuation of the Bridgepoint Funds or the calculation of carried interest and expected income from the fair value remeasurement of investments, or if payments are not made to the correct investor accounts, or if such significant systems were not operating properly or for some reason were to be disabled, the Group would risk disruption of its business, which could result in financial losses, regulatory interventions and harm to the Group's brand and reputation.

In addition, the Group is dependent both on it and the Bridgepoint Funds having sufficient processes in place to prevent money laundering. Failure to employ adequate checks in this regard may result in regulatory breaches, for example, by way of the Group or the Bridgepoint Funds inadvertently engaging with inappropriate counterparties or making unlawful or unappropriated investments, which may result in individual penalties, as well as sanction charges for Group entities, fund investor claims or rescission rights, loss of fund approvals or harm to the Group's brand or reputation.

The Group manages the fund administration of its private equity segment in-house, with a fund administration team based in London and Luxembourg. The Group's private credit segment currently relies on Citco Funds Services (Luxembourg) S.A. ("**Citco**"), a global supplier of financial services, acting as administrator for the Bridgepoint private credit funds. Services provided by Citco and its affiliates in connection with this appointment include loan administration services, administration and accounting services, investor relations services and corporate secretarial services. Issues arising with Citco, such as a commercial disputes, operational failures on Citco's part such as systematic errors in valuation or erroneous payments to fund investors, cyber-security and data protection incidents, governance issues within Citco, or any financial difficulties of Citco, could cause significant disruptions to the Group's and the Bridgepoint Funds' operations. Furthermore, measures taken to ensure that disruptions caused by the dependency on Citco are mitigated, such as obligations imposed on Citco under its contract with the Group to assist in the transition of its services to another provider in the event of a termination by the Group of Citco's services, may not be sufficient.

If the Group's or the Bridgepoint Funds' operations were to require the services of an additional fund administration service provider, this may be an expensive and a time-consuming process. Further, there is a risk that if Citco were not able to continue to provide its services for any reason, the Bridgepoint private credit segment would not be able to enter into an agreement with an appropriate service provider in a timely manner or on satisfactory terms and conditions, which could increase the cost of such services.

The Group is subject to risks in using third-party service providers.

Certain of the Bridgepoint Funds and activities of the Group depend on the services of third-party service providers, including those providing banking and foreign exchange, information technology, insurance broking, depository and alternative investment management services. The Group is subject to risks of errors and mistakes made by these third parties, which may be attributed to the Group and subject it or the investors in the Bridgepoint Funds to reputational damage, penalties or losses. The Group may be unsuccessful in seeking reimbursement or indemnification from these third-party service providers.

The Group engages a third-party service provider, namely Citco, to oversee the administration of the Bridgepoint private credit funds. The employees of Citco also have access to, and routinely process, personal information of fund investors, and the Group is also dependent on Citco and its systems to protect such data. Detecting or deterring misconduct by third-party service providers is not always possible. If one of the employees of any of its third-party service providers were to engage in misconduct or were to be accused of such misconduct, the Group's reputation and business could be materially adversely affected.

The risk of defaults of third parties may arise from events or circumstances that are difficult to detect, foresee or evaluate. In addition, concerns about, or a default by, one large market participant could lead to significant liquidity problems for other market participants, which may in turn expose the Group to significant losses. The

Group may not accurately anticipate the impact of market stress or counterparty financial condition, and as a result, it may not have taken sufficient action to reduce these risks effectively, which, if left unmitigated, could have a material adverse effect on the Group's business, revenue, net income and cash flows.

Employee misconduct could harm the Group by impairing its ability to attract and retain clients and subjecting it to significant legal liability and reputational harm. Fraud and other deceptive practices or other misconduct at the Bridgepoint Funds' portfolio companies could similarly subject the Group to liability and reputational damage and also harm its reputation and performance.

The Group's employees could engage in misconduct that adversely affects its business. The Group's ability to attract and retain investors and to pursue investment opportunities for the Bridgepoint Funds depends heavily upon the reputation of the Group's personnel, especially its senior personnel. There is a risk that the measures taken by the Group to detect, deter and prevent employee misconduct, including implementing policies and organising regular training of its employees, are insufficient. The violation of any obligations and standards or criminal actions by any of the Group's employees could subject it to significant legal liability, adversely affect the Group's brand and reputation and impair its ability to attract and retain investors, which accordingly could negatively impact the Group's business, revenue, net income and cash flows.

The Group is subject to a number of obligations and standards arising from its investment management business and its authority over the assets managed by its investment management business, namely the Bridgepoint Funds and their portfolio companies. The violation of these obligations and standards by any of the Group's employees, whether intentionally or unintentionally, could adversely affect the Group and its clients. The Group's business often requires that it deals with confidential matters of great significance to companies in which it may invest. If the Group's employees were to improperly use or disclose confidential information, the Group could suffer serious harm to its reputation, financial position and current and future business relationships, as well as face potentially significant litigation. Furthermore, a number of the Group's employees handle disbursements to investment accounts, which impose special demands on the Group to have necessary routines and restrictions in place. Detecting or deterring misconduct by employees is not always possible, and the extensive precautions that the Group takes to detect and prevent this activity may not be effective in all cases. If one of the Group's employees were to engage in misconduct or were to be accused of such misconduct, the Group's reputation could be materially adversely affected. This, in turn, could have a material adverse effect on the Group's business revenue, net income and cash flows.

The Group and the Bridgepoint Funds are subject to risks related to due diligence processes that do not reveal all relevant facts.

The Group and the Bridgepoint Funds continuously evaluate and carry out due diligence on a broad range of investment opportunities, some of which lead to investment while some do not. Since the separation of the Group from the NatWest Group in 2000, the Bridgepoint Funds have invested in more than 200 portfolio companies. The objective of the due diligence process is to identify attractive investment opportunities based on the facts and circumstances surrounding an investment, to identify possible risks associated with that investment and, in the case of private equity investments, to prepare a framework that may be used from the date of an acquisition to drive operational improvement and value creation. When conducting due diligence, the Group and the Bridgepoint Funds may be required to evaluate important and complex issues, including, but not limited to, those related to business, financial, credit, tax, accounting, ESG, legal and regulatory risks and macroeconomic trends. Outside consultants, legal advisors, accountants and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence and making an assessment regarding an investment, the Group and the Bridgepoint Funds rely on the resources available, including information provided by the target of the investment and, in some circumstances, third-party investigations and due diligence reports. Information provided or obtained from third-party sources may be limited and could, in some cases, be inaccurate or misleading. Thus, it cannot be certain that the due diligence investigations carried out with respect to an investment opportunity will reveal or highlight all relevant facts, opportunities or risks, including any ongoing fraud, that might be necessary or helpful in evaluating such an investment opportunity. Moreover, such due diligence investigations will not necessarily result in the investment being successful. Additionally, conduct occurring at portfolio companies, even activities prior to a Bridgepoint Fund investment, could have a material adverse effect on the Bridgepoint Fund's performance. Accordingly, there is a risk that the success or future performance of an investment might fall short compared to the financial projections used when evaluating such investment, which may affect the Bridgepoint Fund's results. In sum, there is no assurance that due diligence investigations will result in investments being successful or that the actual financial performance of an investment will not fall short of the

financial projections used when evaluating that investment. Failure to identify risks associated with investments could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Group may not be able to enter into or maintain appropriate insurance agreements.

The Group maintains insurance cover against risks normally insured against by companies carrying on a similar business including, among other things, directors' and officers' liability insurance, property damage insurance and business interruption insurance. However, the Group may experience claims that are in excess of or not covered by the Group's current insurance policies. For example, given the size of certain Bridgepoint Funds and their investments, the relevant member of the Group such as the Fund Managers or advisors to such Bridgepoint Funds could be subject to material legal or regulatory actions, including from dissatisfied fund investors, regulators or other third parties, which may not be covered by the Group's current insurance coverage. Further, damage caused to the Group could, even if covered by the Group's insurance coverage, result in increased insurance premiums. The Group may not be able to obtain or maintain insurance in the future on acceptable terms, or at all, which could in turn create a need or desire for the Group to build up an internal contingency reserve to cover risks, thus affecting the Group's financial position. In addition, the premiums payable for certain types of insurance, such as directors' and officers' insurance, has significantly increased more recently, which could increase the Group's cost of operations. Additionally, if any of the Group's insurance providers fail, abruptly cancel the Group's coverage or otherwise cannot satisfy the Group's insurance requirements, then the Group's overall risk exposure and operational expenses could increase and operations could be interrupted. If any of the foregoing were to materialise, this could have a material adverse effect on the Group's business, revenue, net income and cash flows.

LEGAL, REGULATORY AND GOVERNANCE RISKS

The Group and the Bridgepoint Funds are subject to extensive regulation and are affected by changes in laws, regulations and governmental interpretations and practices, as well as risks related to interpretations of provisions for which no clear guidance or precedent may be available.

The Group's business is subject to extensive regulation, and present or future regulations affect numerous aspects of the Group's operations. The Group must comply with, and is affected by, governmental and self-regulatory organisations' laws and regulations at a national, regional and local level. Such governmental and self-regulatory organisations include, among others, the FCA in the UK, the SEC in the United States and the *Autorité des Marchés Financiers* in France. Further, the Group must comply with, and will be affected by, laws and regulations of jurisdictions into which the Group may expand in the future and the jurisdictions of fund investors and jurisdictions where the Bridgepoint Funds make their investments, and would be subject to risks relating to the complexities involved in being subject to such regulations. Many of the regulators that the Group currently interacts with, or may in the future interact with, are empowered to conduct investigations and administrative proceedings that can result in sanction charges, suspensions of persons or other sanctions, including the suspension or cancellation of applicable approvals and memberships. Further, investigations and other administrative proceedings may be time-consuming for the Group and may divert the attention of management or other key employees away from their ordinary tasks within the Group's operations.

The ability to comply with applicable laws and regulations depends in some instances on determinations of fact and interpretations of complex provisions for which no clear precedent or authority may be available, or where only limited guidance may be available. In such cases, it may not be possible for the Group to correctly assess the implication of such laws and regulations. Such laws and regulations may be under review by persons involved in the legislative process, governmental and self-regulatory organisations or other authorities, and may result in revised interpretations of established concepts, statutory changes, revisions to regulations and other modifications and interpretations. This may, for instance, relate to EU laws and regulations where the implementation thereof in the respective member states may differ or be subject to significant uncertainty.

If the Group fails to comply with applicable laws or regulations, including regulations that will apply to the Group once the Company becomes a listed entity, such as the UK Market Abuse Regulation, it may entail limitations on the operations of the Group, increased costs of operation, potentially unlimited fines or other sanctions. Even if an investigation or proceeding does not result in a sanction or if the sanction imposed against the Group or its persons by a regulator was small in monetary amount, the adverse publicity relating to the investigation, proceeding or imposition of these sanctions could harm the Company's brand and reputation and cause the Company to lose existing fund investors or harm its ability to attract new fund investors.

To conduct the Group's asset management activities, the Group and the Bridgepoint Funds regularly rely on exemptions and exceptions in the United States from various requirements of the U.S. Securities Act, the

Exchange Act, the Investment Company Act, the Advisers Act and ERISA. For example, Bridgepoint Funds that are marketed in the United States or to U.S. investors generally rely on the private placement exemption set forth in Section 4(a)(2) of the Securities Act. In addition, Bridgepoint Funds that are marketed in the United States or to U.S. investors generally rely on the statutory exceptions from the definition of "investment company" provided by Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act. The Group and the Bridgepoint Funds must comply with the terms of these exemptions and exceptions, which, among other things, impose significant restrictions on the manner in which the Bridgepoint Funds may be marketed in the United States (for example, general solicitation and general advertising may not be used) and on the pool of U.S. investors who may invest in the Bridgepoint Funds (for example, U.S. investors must be "accredited investors", as defined in Regulation D under the U.S. Securities Act). Moreover, these exemptions and exceptions are complex and may, in certain circumstances, depend on compliance by third parties that the Group does not control. If for any reason these exemptions and exceptions cease to be available to the Group, the Group and the Bridgepoint Funds could become subject to regulatory action or third-party claims and the Group's business, revenue, net income and cash flows could be materially and adversely affected. For example, the "bad actor" disqualification provisions set forth in Rule 506 of Regulation D under the U.S. Securities Act ban an issuer from offering or selling securities pursuant to the safe harbour rule in Rule 506 if the issuer or any other "covered person" is the subject of a criminal, regulatory or court order or other "disqualifying event" under the rule that has not been waived. The definition of "covered person" includes, among others, the investment manager of the issuer (where the issuer is a pooled investment fund), any person paid remuneration for soliciting investors in the offering, any directors, general partners, managing members and executive officers of the issuer, such solicitor or such investment manager, affiliates who are also issuing securities in the same offering, beneficial owners of 20 per cent or more of the issuer's outstanding voting equity securities; and promoters connected with the issuer. Accordingly, the ability of a Bridgepoint Fund to rely on Rule 506 to offer or sell securities would be impaired if Bridgepoint or any "covered person" is the subject of a disqualifying event under the rule and is unable to obtain a waiver. This could adversely affect the relevant Bridgepoint Fund's ability to raise capital from U.S. investors. See also "*—If anything were to happen that would cause the Company to be deemed an investment company under the Investment Company Act, this could make it impractical for the Group to continue its business as currently conducted, which would materially and adversely affect its business, the value of the Shares and the ability to pay dividends, or require the Company to force certain shareholders that are U.S. persons to sell their shares, which could cause a loss to any such shareholders.*"

In addition, the Group relies on certain exemptions from the registration requirement under the Advisers Act. The terms of these exemptions limit its ability to expand its investment advisory business into the United States for so long as the Group remains unregistered under the Advisers Act. Most notably, one of these exemptions restricts the Group from entering into a separately managed account arrangement with any U.S. investor, managing US$ 150 million or more in private fund assets at a U.S. place of business or managing any separately managed account client assets (even for a non-U.S. investor) at a U.S. place of business. Should these exemptions cease to be available to the Group in the future, or if a regulator were to disagree with its analysis that it can rely on these exemptions, the Group would likely need to register with the SEC under the Advisers Act, in which case the Group would need to comply with the Advisers Act provisions and rules that apply to registered investment advisers and would become subject to a higher level of oversight by the SEC. This could materially adversely affect the Group's business, revenue, net income and cash flows, as the compliance costs and other burdens associated with being a registered investment adviser tend to be substantial. It could also be difficult for the Group to comply with these Advisers Act provisions and rules without meaningful changes to its business operations, and there is no guarantee that it could do so successfully. If the Group were ever deemed to be subject to, and in non-compliance with, the Advisers Act requirements, it could also be subject to various penalties, including administrative or judicial proceedings that might result in censure, fines, civil penalties, disgorgement, cease-and-desist orders, the suspension or revocation of the Group's registration as an investment adviser (to the extent applicable) or other adverse consequences, any of which could materially adversely affect its reputation, business, revenue, net income and cash flows.

The Bridgepoint Funds may also be seen as leveraged for purposes of Annex II of the Markets in Financial Instruments Directive (2014/65/EU), as implemented in member states of the EEA, and as retained and transposed within the national law of the UK, which restricts the ability of fund managers to refinance portfolio investments and, in some circumstances, exercise Bridgepoint Fund-level borrowing powers and similar arrangements which may result in the Bridgepoint Funds being leveraged. This could adversely affect the Bridgepoint Funds by increasing the regulatory compliance burden and costs of operating and managing the Bridgepoint Funds, for example through the increased frequency of providing periodic reports to the FCA and relevant EEA competent authorities, which in turn could have a material adverse effect on the Group's

business, revenue, net income and cash flows. See also "—*Compliance with the Investment Firms Prudential Regime may involve costs and could result in burdens on the Group's business, which could have a material adverse effect on the Group's business, revenue, net income and cash flows.*"

There have also been significant legislative developments affecting the private equity industry and there continues to be discussion among lawmakers and regulators regarding enhancing governmental scrutiny and/or increasing the regulation of the private equity industry in Europe, the United States and elsewhere which may have an adverse effect on the private equity industry generally, including making it more difficult to raise capital from certain types of investors or otherwise imposing on private equity funds additional and costly regulatory compliance burdens, which in turn could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The political, economic and regulatory environment in which the Company operates is subject to potential unexpected changes. Any changes in economic development or in local, regional or political bodies as a result of, for instance, elections or changes in government persons, may also result in changes to applicable laws and regulations or to changes in the application of the current laws and regulations. Such changes may restrict or prevent the Company's ability to conduct profitable operations or enter into new markets or sectors, which may lead to increased costs of operations for the Group or to poor performance by the Bridgepoint Funds and the Group respectively.

The Group may not be able to obtain and maintain requisite regulatory approvals and permits, including licences for the Group's fund operations.

The Group is required to maintain regulatory approvals and permits such as those described below. There is a risk that the Group will not have the ability to obtain and retain requisite approvals and permits from relevant governmental authorities and other organisations, and to comply with applicable laws and regulations, or be able to do so without incurring undue costs and delays, which may result in a financial loss for the Group. While the Group has not become aware of any non-compliance with its regulatory approvals or permits or any revocation or material breach of such regulatory approvals or permits as of the date of this Prospectus, no assurance can be given that the Group will be able to obtain and retain requisite approvals and permits and that the Group's regulatory approvals or permits will be compliant with applicable laws and regulations, or will not be breached in the future.

The Group's fund management operations constitute licensable activities under the European Union's AIFM Directive, which regulates AIFMs in the European Union and which is applied also in the rest of the EEA, as well as regulatory regimes in other markets where the Bridgepoint Funds operate. Following Brexit, the UK has "on-shored" relevant European legislation. On-shoring is the process of amending European Union legislation and regulatory requirements so that they apply in a UK-only context. The UK has on-shored the AIFM Directive, and therefore similar requirements continue to apply to the Bridgepoint Funds that are set up as limited partnerships under the laws of England and Wales, notwithstanding Brexit. The AIFM Directive imposes requirements regarding, but not limited to, approvals, disclosure, reporting, valuation procedures and certain organisational and capital requirements for the Group, as well as restrictions on early distributions or reductions in capital in respect of EU and UK portfolio companies, which may result in additional costs and may limit the use of certain investment and realisation strategies, for example dividend recapitalisations and reorganisations. Additionally, following Brexit, UK-based funds and AIFMs will no longer benefit from "passporting" rights in respect of the marketing of such funds to investors domiciled, or with a registered office in the EEA. Instead, such UK-based funds and AIFMs must rely on AIFM Directive NPPRs in each member state of the EEA. The requirements applicable to an AIFM and notification or approval processes under these NPPRs vary between such member states, and relevant Bridgepoint Funds may be subject to additional costs and limitations on the ability to market such funds to EEA investors. Failure to comply with the AIFM Directive (as implemented in the EEA and UK respectively), for instance due to systematic errors within the systems and operations of the Group and the Bridgepoint Funds, or due to violation of applicable marketing regulations towards fund investors, may lead to fund investors seeking to cancel their investment or request that invested money should be paid back, which may affect the Bridgepoint Funds' ability to drive their strategy and affect the Group's and the Bridgepoint Funds' business, as well as lead to sanctions from national financial supervisory authorities, such as sanction charges or withdrawal of current AIFM approvals. Moreover, certain requirements of the AIFM Directive and the interpretation thereof remain uncertain, and may be subject to change as a result of the issuance of any further national and/or EU or UK guidelines with respect to the AIFM Directive and its UK version, the interpretation thereof and national implementing legislation in relevant member states of the European Union and EEA.

In addition, the Securitisation Regulation, which became effective on 1 January 2019, imposes due diligence and risk retention requirements on "institutional investors", which includes managers of alternative investment fund assets that must be satisfied prior to holding a securitisation position, and constrains the ability of alternative investment funds to invest in securitisation positions that do not comply with, among other things, the prescribed risk retention requirements. These requirements may apply to AIFs managed not only by EU AIFMs, but also non-EU AIFMs where those AIFs have been registered for marketing in the European Union under Article 42 of the AIFM Directive. Given the expanded breadth of the revised regulation, this may impact or limit the Bridgepoint Funds' ability to make certain investments that constitute "securitisations" under the Securitisation Regulation. The UK has on-shored the EU Securitisation Regulation and therefore similar requirements continue to apply in the UK notwithstanding Brexit.

Any loss of the requisite approvals and/or permits, or the loss of relevant approvals and/or permits for the Group to operate or market funds within a certain area or generally, may result in the wind-down or liquidation of existing Bridgepoint Funds, and accordingly could have a material adverse effect on the size of the Group and its AUM (and thus also affect management fees that are received by the Group), and the ability to receive carried interest and earn income from the fair value remeasurement of investments. This could therefore affect all of the Group's existing revenue streams and, in turn, have a material adverse effect on the Group's revenue, net income, cash flows and liquidity.

If anything were to happen that would cause the Company to be deemed an investment company under the Investment Company Act, this could make it impractical for the Group to continue its business as currently conducted, which would materially and adversely affect its business, the value of the Shares and the ability to pay dividends, or require the Company to force certain shareholders that are U.S. persons to sell their shares, which could cause a loss to any such shareholders.

The Investment Company Act generally prohibits any "investment company", as defined in the legislation, that is organised outside of the United States from making use of U.S. jurisdictional means, directly or indirectly, to offer for sale, sell or deliver after sale, in connection with a public offering, any security of which the investment company is the issuer. An issuer will generally be deemed to be an "investment company" for purposes of the Investment Company Act if:

- it is an "orthodox" investment company because it is or holds itself out as being engaged primarily, or proposes to engage primarily, in the business of investing, reinvesting or trading in securities; or
- it is an inadvertent investment company because, absent an applicable exemption, it owns or proposes to acquire investment securities having a value exceeding 40 per cent of the value of its total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis.

The Directors believe that the Group is engaged primarily in the business of providing asset management services and not primarily in the business of investing, reinvesting or trading in securities. The Group holds itself out as an asset management firm and does not plan to engage primarily in the business of investing, reinvesting or trading in securities. Accordingly, the Directors do not believe that the Company is an "orthodox" investment company as described in the first bullet point above. Furthermore, the Company treats its management company, advisory company and fund general partner subsidiaries as majority-owned subsidiaries for purposes of the Investment Company Act. As a result, less than 40 per cent of the Company's total assets (exclusive of U.S. government securities and cash items) on an unconsolidated basis comprise assets that are investment securities for purposes of the Investment Company Act. Accordingly, the Company does not believe that it is an inadvertent investment company by virtue of the 40 per cent inadvertent investment company test as described in the second bullet point above. In addition, the Company will not be an investment company under section 3(b)(1) of the Investment Company Act because the Company will be primarily engaged in a non-investment company business, directly or through companies that the Company treats as its wholly-owned subsidiaries for purposes of the Investment Company Act.

The Group intends to conduct its operations in a manner that will not cause the Company to be deemed an investment company under the Investment Company Act. To conduct operations in such a manner, the Group may need to restrict the kinds of assets in which it can invest and/or the types of securities that it may issue, sell securities (including on unfavourable terms), acquire assets or businesses that could change the nature of its business and potentially take other actions that may be viewed as adverse to the holders of the Shares. The Group will also need to monitor regularly the composition of its assets and, potentially, the sources of its income, among other things, to ensure that the Company remains outside the definition of "investment company" under the Investment Company Act.

If anything were to happen that would cause the Company to be deemed an investment company under the Investment Company Act, it might lose the ability to raise money in U.S. capital markets and from U.S. lenders, U.S. investors and non-U.S. investors located in the United States, and additional restrictions and requirements under the Investment Company Act could apply to it, all of which could make it impractical for the Group to continue its business as currently conducted. This would materially and adversely affect its business, the value of the Shares and the ability to pay dividends. Any such event could also require the Group to make significant changes to its balance sheet, including selling securities on unfavourable terms, in order to cause the Company to cease to be an investment company.

The Company has included in its articles of association certain provisions that will allow it, in the event that the Company is deemed to be an investment company under the Investment Company Act, to force a "U.S. person" (as defined in Regulation S under the U.S. Securities Act) that is a holder of the shares in the Company and that is not a "qualified purchaser" (as defined under the Investment Company Act) to sell its shares in the Company to non-U.S. person purchasers within 14 days of receipt of a notice from the Company requesting such a sale (or such longer period as the Directors consider reasonable). In such a case, U.S. person holders that cannot demonstrate that they are qualified purchasers would be forced to sell their shares in the Company, and potentially make a loss as a result. In the event of any such forced sale, there can be no assurance that U.S. person holders of shares in the Company will be able to locate acceptable purchasers at suitable prices.

Compliance with the Investment Firms Prudential Regime may involve costs and could result in burdens on the Group's business, which could have a material adverse effect on the Group's business, revenue, net income and cash flows.

From 26 June 2021, firms in the EEA which are authorised under Directive 2014/65/EU ("**MiFID II**") will be subject to a new framework for prudential requirements under the Investment Firms Regulation 2019/2033 ("**IFR**") and Investment Firms Directive 2019/2034 ("**IFD**"), replacing the current requirements set out in the Capital Requirements Directive 2013/36/EU ("**CRD IV**") and Capital Requirements Regulation 575/2013 ("**CRR**"). Following its withdrawal from the European Union and EEA, the UK intends to introduce a similarly updated regime for UK-authorised investment firms, which will be similar, though not identical, to that under IFR/IFD. This regime is referred to as the Investment Firms Prudential Regime ("**IFPR**").

The IFPR is intended to come into force on 1 January 2022, and is currently subject to a series of consultation papers by the FCA. A final consultation paper is expected to be published in the third quarter of 2021, with policy statements setting out final rules expected to be published within 2021. Certain companies of the Group are UK-authorised investment firms and will be subject to the IFPR. As a result, these companies will need to comply with the changes to the existing prudential regime set out therein.

In summary, the IFPR introduces a number of changes which will affect in-scope Bridgepoint entities:

- a new methodology for the calculation of capital requirements, based on "K-factors", which are applied to a firm depending on the nature of the activities it undertakes and the permissions that it holds; specifically, the IFPR sets out "risk to customer" K-factors that are potentially applicable to all firms, based on assets under management, client money held, assets safeguarded and administered, and client orders handled (*i.e.* orders received/transmitted or executed for clients); additional K-factors apply where a firm holds permission to deal as principal, relating to "risk to market" and "risk to firm" categories;
- new initial capital, own funds, fixed overheads and permanent minimum capital requirements, with most firms being likely to see an increase in initial capital requirements under the new IFPR methodology;
- new liquid assets requirements, based on calculations including the firm's fixed overheads and any guarantees given to clients; and
- additional governance, remuneration, risk monitoring and management, and disclosure/reporting requirements covering both disclosure to clients and reporting to the FCA.

As the IFPR is currently still subject to ongoing consultation by the FCA, Bridgepoint is assessing the impact on in-scope firms in the Group and will take steps to comply with the new regime once applicable rules are finalised. Compliance with the regime may involve additional costs which may indirectly affect the Group and the Company and could result in additional burdens on the Group's business. This, in turn, could have a material adverse effect on the Group's business, revenue, net income and cash flows. However, the Directors do not expect that the new regime will have a material effect on liquidity in the short-term (i.e., within 18 months

of the date of this Prospectus) as it expects that the requirements will be satisfied through existing capital resources within the Group and cash flows from the Group's operations.

The Group is subject to risks related to conflicts of interest.

Various conflicts of interest may arise with regard to the activities of the Group, the Bridgepoint Funds, the shareholders of the Company and the investors in the Bridgepoint Funds. Failure to appropriately deal with conflicts of interest as they arise, or the appearance thereof, could harm the Group's brand and reputation or incur potential liability for the Group, and could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Bridgepoint Funds invest in a broad range of asset classes, including in the equity of portfolio companies and debt securities and loans. In certain cases, Bridgepoint Funds may invest in different parts of the same company's capital structure. In those cases, the interests of the different Bridgepoint Funds may not always be aligned, which could create actual or potential conflicts of interest or give the appearance of such conflicts. For example, one of the private equity funds could have an interest in pursuing an acquisition, divestiture or other transaction that, in that fund's judgment, could enhance the value of the private equity investment, even though the proposed transaction could subject a credit fund's debt investment to additional or increased risks. Moreover, to the extent that any potential investment opportunities have been identified by the Group which fall within the investment mandate of several Bridgepoint Funds, conflicts of interest may arise in relation to the allocation of the investment opportunity and which Bridgepoint Fund will pursue the potential investment, in particular when such funds are all managed by the same Fund Manager appointed to act as AIFM under the AIFM Directive (and the on-shored version of it in the UK). The Group maintains an allocation and M&A conflicts committee that considers how to allocate opportunities between Bridgepoint Funds or portfolio companies in a fair and equitable manner.

Further, fund investors may have conflicting investment, tax and other interests with respect to their investments in the Bridgepoint Funds, including conflicts relating to the structuring of investment acquisitions and dispositions. The conflicting interests of fund investors may relate to or arise from, among other things, the nature of investments made by the Bridgepoint Fund, the structuring or the acquisition of investments and the timing of the disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by the Fund Manager with respect to the nature or structuring of investments that may be more beneficial to one investor than to another investor, especially with respect to an investor's individual tax situation.

Potential conflicts could arise with respect to decisions regarding how to allocate co-investment opportunities among investors and the terms of any such co-investments. The Bridgepoint Funds' governing documents typically do not mandate specific allocations with respect to co-investments. The Fund Managers of the Bridgepoint Funds may have an incentive to provide potential co-investment opportunities to certain investors in lieu of others and/or in lieu of an allocation to the Bridgepoint Funds, for example, as part of an investor's overall strategic relationship with the Group, if the commitments of these investors are expected to generate relatively greater fees or carried interest to the Group than would arise if such co-investment opportunities were allocated otherwise.

Different Bridgepoint Funds or portfolio companies may be interested in the same investment, or the Group may also cause different Bridgepoint Funds to invest in a single portfolio company, for example, where the fund that made an initial investment no longer has capital available to invest.

The Group's affiliates may be service providers or counterparties to the Bridgepoint Funds or their portfolio companies and receive fees or other compensation for services that are not shared with fund investors. In such instances, the Group may be incentivised to cause the Bridgepoint Funds or portfolio companies to purchase such services from affiliates rather than an unaffiliated service provider despite the fact that a third-party service provider could potentially provide higher quality services or offer them at a lower cost. In addition, conflicts of interest may exist in the valuation of investments, as well as the personal trading of employees and the allocation of fees and expenses among the Group, the Bridgepoint Funds and their portfolio companies and the Group's affiliates.

Bridgepoint Funds may acquire investments from, or sell investments to, other Bridgepoint Funds, and members of the board of the Bridgepoint general partner or the Fund Manager of the Bridgepoint Fund may be officers or directors of entities which are not part of the Group and which provide advice or services to, or engage in other transactions with, the Bridgepoint Fund or to one or more portfolio companies of the Bridgepoint Fund. In the event that any such member has an actual or potential conflict of interest by virtue of such a member's involvement with an entity that is not a part of the Group, such member is required to

disclose such conflict of interest to the board of the Bridgepoint general partner or the Fund Manager. Such conflicts of interest may, however, not always be properly disclosed. Furthermore, officers, directors, members, managers, employees or other legal entities or entities of the Group may hold or acquire a direct or indirect interest in a portfolio company of a Bridgepoint Fund, which may create a conflict of interest.

Appropriately dealing with conflicts of interest is complex and difficult, and Bridgepoint could suffer reputational damage or potential liability if the Group fails, or appears to fail, to deal appropriately with conflicts as they arise. Such conflicts may result in regulatory scrutiny or litigation arising from investor dissatisfaction and may cause fund investors to explore withdrawing or cancelling their commitments to the Bridgepoint Fund, or not to invest in new Bridgepoint Funds, which could affect Bridgepoint's reputation and the size of AUM of the existing Bridgepoint Funds. Accordingly, any of the foregoing could have a material adverse effect on the Group's business, revenue, net income cash flows and reputation.

The Group is subject to litigation risks and may face significant liabilities and damage to the Company's brand and reputation as a result of litigation, allegations and negative publicity.

The investment activities of the Bridgepoint Funds and the management and advisory activities of the Group may subject the Group to the risk of third-party litigation arising from investor dissatisfaction with the performance of the Bridgepoint Funds, the activities of the Bridgepoint Funds' portfolio companies, alleged conflicts of interest and a variety of other grounds for litigation claims. Furthermore, the current rise of populist political movements has generated and may continue to generate a growing negative public sentiment toward globalisation, free trade, capitalism and financial institutions, which could lead to heightened scrutiny and criticisms of the Group's business and investments. The Group may be adversely affected by ongoing and/or future legal disputes and proceedings regarding, among other things, negligence, malpractice, contract disputes, public authorities' investigations, audits and other legal claims that may involve large potential damages and defence costs. Moreover, legal disputes against the Bridgepoint Funds' portfolio companies could materially reduce the value of the Bridgepoint Funds' investment. The Group has not been a party in any legal or arbitration proceeding, including cases that are pending or that the Group is aware could arise during the last 12 months which have had, or may have, material effects on the Group's business, revenue, net income and cash flows. Within the ordinary course of business, the Group is from time to time involved in disputes or other proceedings, and the Company has insurance in place aimed at covering such claims. In addition, with a workforce composed of many highly paid professionals, the Group faces the risk of litigation relating to claims for compensation, which may, individually or in the aggregate, be significant in amount. The cost of settling any such claims could ultimately negatively impact the Group's business, results of operations and financial condition. If any lawsuits were brought against any member or the Group, any Bridgepoint Fund or their employees, and resulted in a finding of substantial legal liability, the lawsuit could materially adversely affect the Group's business, financial condition or results of operations or cause significant harm to the Bridgepoint brand or reputation, which could seriously harm the Group's business and could impact the Group's ability to raise capital for new funds.

Although fund investors do not have legal remedies against the Company or its Group, the Bridgepoint general partners, the Bridgepoint Funds or the Group's employees solely based on dissatisfaction with the investment performance of those funds, such investor may have remedies against the Group, the Bridgepoint general partners, the Bridgepoint Funds or the Group's employees to the extent any losses result from fraud, gross negligence, wilful misconduct or other similar misconduct. While the Bridgepoint general partners and investment advisers to the Bridgepoint Funds, including the Fund Managers, every member of the Group and their respective directors, officers, shareholders, partners, members, agents, consultants and employees, and the limited partners of the Bridgepoint Funds are generally indemnified under the Bridgepoint Funds' governing documents to the fullest extent permitted by law with respect to their conduct in connection with the management of the business and affairs of the Bridgepoint Funds, such indemnity generally does not extend to actions determined to have involved fraud, gross negligence, wilful misconduct or other similar misconduct. If any civil or criminal lawsuits were brought against the Group and resulted in a finding of substantial legal liability or culpability, the lawsuit could materially and adversely affect the Group's business, results of operations and financial condition or cause significant reputational harm to the Group, which could seriously impact its business. Furthermore, allegations of improper conduct, as well as negative publicity and press speculation about Bridgepoint, the Group's investment activities or the private equity industry in general, whether or not valid, may harm the Group's brand and reputation, which may be damaging to the Group's business. Moreover, the performance of the Bridgepoint Funds may also be affected in the event that litigation is commenced against one or more members of the Group, which may restrict such members from performing their functions and duties in relation to the relevant Bridgepoint Fund.

Further, fund investors may seek to replace the Bridgepoint general partner of a Bridgepoint Fund with an external general partner, which may be done if permitted under the governing agreement for the relevant Bridgepoint Fund and the requisite majority for doing so is achieved among fund investors. Fund investors have the right to remove the Bridgepoint general partner of the fund "for cause," for example, as a result of bad acts on the part of certain members of the Group which results in a material financial disadvantage for the fund or its limited partners and typically with the consent of fund investors representing a majority of the commitments to the relevant Bridgepoint Fund. Fund investors also have the right to remove the Bridgepoint general partner of the fund 'without cause', typically with the consent of fund investors representing a majority of at least 75 per cent of the commitments to the relevant Bridgepoint Fund. The removal of the Bridgepoint general partner would result in management fees in respect of the relevant Bridgepoint Fund no longer being payable subject to, in certain cases, limited compensation being paid in circumstances where the Bridgepoint general partner is removed "without cause", as well as, potentially, a significant reduction in the expected amounts of total carried interest which might otherwise have been received from the relevant Bridgepoint Fund. Historically, a Bridgepoint general partner has never been replaced, however if this were to occur, it could have a significant negative impact on the Group's revenue, net income and cash flows and the occurrence of such an event with respect to any of the Bridgepoint Funds could result in significant and substantial reputational damage to the Group which could adversely impact, and potentially irreparably damage, its future fundraising efforts.

The Group may be liable to pay fines or damages for improper processing of personal data.

The Group processes and stores a variety of data both in electronic and physical form, including a large amount of personal data, some of which is protected personal data and other information. When the Group processes such data, it is of great importance that the processing of the data is conducted in accordance with, among other things, UK laws and European regulations, such as the GDPR.

In addition to imposing substantial data protection governance requirements on companies, giving individuals extensive rights to control how companies handle their personal data and imposing data breach notification requirements, the GDPR restricts the ability of companies to transfer personal data from the European Union to the United States and other countries. The Court of Justice of the European Union has called into question whether companies can lawfully use the European Commission's standard contractual clauses, a compliance mechanism on which the Group has relied on for transfers of personal information from Europe to the United States and most other countries. On 4 June 2021, the European Commission published its final implementing decision adopting new standard contractual clauses for the transfer of personal data to the United States and other countries. At present, there are few, if any, viable alternatives to the European Commission's standard contractual clauses. If the Group is unable to implement sufficient safeguards to ensure that the Group's transfers of personal information from the European Union are lawful, the Group may face increased exposure to regulatory actions, substantial fines and injunctions against processing personal information from the European Union. Loss of the Group's ability to lawfully transfer personal data out of the European Union to these or any other jurisdictions may cause reluctance or refusal by current fund investors to provide additional personal data and/or to invest further in the Bridgepoint Funds, and the Group may be required to increase their data processing capabilities in the European Union at significant expense.

Furthermore, Brexit has created uncertainty with regard to data protection regulation in the UK, where the Group's business involves the processing of European Union residents' personal data. As of 1 January 2021, the Group is required to comply with the GDPR as well as the UK equivalent, exposing the Group to two parallel data protection regimes in Europe, each of which potentially authorises similar fines and other enforcement actions for certain violations. The European Union's and UK's GDPRs impose several stringent requirements for controllers and processors of personal data and could make it more difficult and/or more costly for the Group to collect, store, use, transmit and process personal and sensitive data. Under both regimes, substantial fines may be imposed for breaches of data protection requirements, which can be up to four per cent of worldwide revenue or €20 million, whichever is greater. In addition, while the UK data protection regime currently permits data transfers from the UK to the European Union and other third countries covered by a European Commission adequacy decision, and currently includes a framework to permit the continued use of EU standard contractual clauses and binding corporate rules for personal data transfers from the UK to third countries, this is subject to change in the future, and any such changes could have implications for the Group's transfer of personal data from the UK to the European Union and other third countries.

While the Group continues to undertake efforts to conform to current regulatory obligations and evolving best practices, the Group may be unsuccessful in conforming to requirements in respect of transferring personal data

from the EEA. The Group may also experience hesitancy, reluctance or refusal by European or multi-national fund investors to continue to invest in the Group due to the potential risk exposure of personal data transfers.

In addition, the CCPA, which became effective on 1 January 2020, limits how the Group may collect, use and process personal data of California residents. The CCPA establishes a privacy framework for covered businesses such as private equity firms by, among other things, creating an expanded definition of personal information, establishing data privacy rights for California residents and creating a potentially severe statutory damages framework and private rights of action for certain data breaches. Furthermore, California voters approved the California Privacy Rights Act ("**CPRA**") on 3 November 2020, which will amend and expand the CCPA, including by providing individuals with additional rights with respect to their personal data, and establishing a regulatory agency dedicated to enforcing compliance. The CPRA will come into effect on 1 January 2023, applying to information collected by businesses on or after 1 January 2022. The effects of the CCPA and CPRA are potentially far-reaching, and may require the Group to modify its data processing practices and policies and incur substantial compliance-related costs and expenses, and it remains unclear how various provisions will be interpreted and enforced. These and other data privacy laws and their interpretations continue to develop and their uncertainty and inconsistency may increase the cost of compliance, restrict the Group's business activities in certain locations or subject the Group or the Bridgepoint Funds to sanctions by national, regional, state, local and international data protection regulators, all of which could have a material adverse effect on the Group's business, revenue, net income and cash flows.

Although the Group takes reasonable efforts to comply with all applicable laws and regulations and has invested and continues to invest human and technology resources into data privacy compliance efforts, there can be no assurance that the Group will not be subject to regulatory or individual legal action, including the imposition of fines, in the event of a security incident or other claim that privacy rights have been violated.

Domestic and foreign anti-corruption and trade sanction laws and other regulatory requirements applicable to the Group and the Bridgepoint Funds' portfolio companies create the potential for significant liabilities and penalties, the inability to complete transactions and reputational harm.

The Group may be adversely affected if there is wrongdoing by personnel of portfolio companies in which the Bridgepoint Funds invest. For example, financial fraud or other deceptive practices at the Bridgepoint Funds' portfolio companies, or failures by personnel of such portfolio companies to comply with anti-bribery, trade sanctions, anti-harassment, anti-discrimination or other legal and regulatory requirements could subject the Group to, among other things, civil and criminal penalties or material fines, profit disgorgement, injunctions on future conduct and securities litigation, and a general loss of investor confidence, any one of which could adversely affect the Group's reputation, business, revenue, net income and cash flows.

In recent years, the UK has significantly expanded the reach of its anti-bribery laws. Various other jurisdictions in which the Group operates have also brought a greater focus to anti-bribery laws, including the United States with the U.S. Foreign Corrupt Practices Act. While the Group has developed and implemented policies and procedures designed to ensure strict compliance by it and its personnel with applicable anti-bribery laws, such policies and procedures may not be effective in all instances to prevent violations. Such misconduct may undermine the Group's due diligence efforts with respect to portfolio companies, and could negatively affect the valuations of the investments by the Bridgepoint Funds in such portfolio companies. In addition, the Group may face an increased risk of such misconduct to the extent its investment in non-UK, EU and U.S. markets, particularly emerging markets, increases. Furthermore, there is a risk that the Group may be subject to successor liability for violations or other acts of bribery, or anti-bribery violations of applicable sanctions and other applicable laws and regulations. In addition, a recent decision of the European Court of Justice underlines the risk that private equity firms, such as the Group, may be subject to fines that are imposed due to violations of antitrust laws by portfolio companies based on the concept of parental liability in the event that a private equity firm exercises decisive influence over the business of such portfolio companies. Any such practice could adversely affect the Group's brand and reputation and impair its ability to attract and retain investors, which accordingly could have a material adverse effect on the Group's business, revenue, net income and cash flows.

In light of controversies and highly publicised incidents involving money managers, a number of states and public pension plans have adopted so-called "pay-to-play" laws, regulations or policies which prohibit, restrict or require disclosure of payments to (and/or certain contacts with) state officials by individuals and entities seeking to do business with state entities, including investments by public retirement funds. The SEC also has adopted rules that, among other things, prohibit an investment adviser from providing advisory services for compensation with respect to a government plan investor for two years after the adviser or certain of its executives or employees make a contribution to certain elected officials or candidates. If the Group or its employees fail to comply with such pay-to-play laws, regulations or policies, such non-compliance could have

a negative impact on the Bridgepoint Funds and could have a material adverse effect on the Group's business, revenue, net income and cash flows, for example by providing the basis for the withdrawal of the affected government plan investor and subjecting entities of the Group to certain penalties.

The Company could have inadequate protection for, and be subject to infringements to, its intellectual property or could infringe the intellectual property rights of third parties.

The Group owns a number of trademarks, domain names and other intellectual property and uses various software through licensing agreements. The Group may not have sufficient protection for trademarks used in its business and could have difficulty defending its trademarks and other intellectual property rights. Moreover, third parties may be able to successfully challenge, oppose, invalidate, render unenforceable, dilute, misappropriate or circumvent the Group's trademarks, copyrights, patent and other intellectual property rights. In addition, third parties' use or misuse of the Bridgepoint brand could reflect badly on Bridgepoint, for example, if such third party is involved in a business that the Group does not want to be associated with. Monitoring and protecting intellectual property rights can be challenging and costly. From time to time, the Group may be required to initiate litigation or other action to enforce its intellectual property rights or to establish their validity and enforceability. Such action could result in substantial cost and diversion of resources and management attention, and the Group cannot provide any assurances that any such action will be successful. Furthermore, if the portfolio companies of the Bridgepoint Funds do not have sufficient protection for their intellectual property, or if such a portfolio company were to infringe or is alleged to have infringed on the intellectual property rights of others, this could adversely affect the Company's brand and reputation.

Changes to applicable accounting standards, or changes to the interpretations thereof, could have a material adverse effect on the Group.

The historical financial information of Atlantic Investments Holdings Limited (re-named and re-registered as Bridgepoint Group plc) as of and for the years ended 31 December 2018, 2019 and 2020 and as of and for the three months ended 31 March 2021 have recently been converted from Generally Accepted Accounting Practice as applied in the UK (UK accounting standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and applicable law) onto international accounting standards in conformity with the requirements of the Companies Act 2006 ("**IFRS**"). Following such conversion, the Group applies IFRS, as amended from time to time in accordance with the amendments and interpretations of the International Accounting Standards Board ("**IASB**").

In preparing the Group's historical financial information the Group made, and it will continue to make for any future financial statements, judgments and accounting estimates that affect the application of the Group's accounting policies, and by extension the reported amounts of assets, liabilities, income (including the recognition of carried interest) and expenses. Valuation methodologies for certain assets in the Bridgepoint Funds can be subject to significant subjectivity and the fair value of assets established pursuant to such methodologies may never be realised, and valuation methodologies for historical Bridgepoint Funds may differ to the valuation methodologies used for current or future Bridgepoint Funds. Amendments to, and changes to interpretations of, existing accounting standards could have a significant effect on the Group's financial condition, and also result in extensive adaptation costs.

The ability to comply with applicable accounting standards depends in some instances on determinations of fact and interpretations of complex provisions for which no clear precedent or authority may be available, or where only limited guidance may be available. Such accounting standards may be under review by persons involved in, among others, the IASB and other self-regulated organisations and groups, and may result in revised interpretations of established concepts and other modifications and interpretations. For example, under the relevant IFRS standards, Bridgepoint recognises carried interest if it is highly probable that this would not result in significant revenue reversals. No exact definition exists regarding what should be interpreted as highly probable. If any relevant guidelines, or a definition, were to be amended, or if the level of certainty were to be reconsidered or revised, this could have a negative effect on the reported income of the Group. Changes to applicable accounting standards, or changes to the interpretations thereof, could have a material adverse effect on the Group.

Valuation methodologies for certain assets in the Bridgepoint Funds involve subjective judgments and assumptions and the fair value of assets established pursuant to such methodologies could, therefore, be incorrect, which could result in the misstatement of fund performance, accrued carried interest and income from the fair value remeasurement of investments.

Valuation methodologies for investments held by the Bridgepoint Funds can involve subjective judgments, and the fair value of assets established pursuant to such methodologies may therefore be incorrect, which could result in the misstatement of fund performance and accrued carried interest fees.

There are often no readily ascertainable market prices for a considerable majority of investments of the Bridgepoint Funds. Currently, investments in non-listed companies comprise a substantial majority of the Bridgepoint Funds' investments in portfolio companies. Valuations of the investments held by Bridgepoint Funds are generally prepared in line with applicable and recognised valuation processes and procedures, for example, in respect of private equity investments in accordance with the International Private Equity and Venture Capital Valuation Guidelines. There is a risk that investments held by the Bridgepoint Funds will not be realised for amounts equal to, or greater than, the amounts at which they are valued, or that the past valuations based on such performance information will not accurately reflect the realisation value of such investments. An investment's actual realisation value will depend on, among other factors, future operating results of the relevant investment, the value of the assets and market conditions at the time of disposal, any related transaction costs and the timing and manner of sale, all of which may differ from the assumptions on which previous valuations were determined.

Valuations of unrealised investments held by the Bridgepoint Funds can affect the amount of carried interest generated by the Bridgepoint Funds in circumstances where unrealised investments are written off or written down in value. To the extent that a valuation is incorrect, this may result in a recognition of revenue from carried interest, a subsequent reduction of which could ultimately reduce the Group's profitability. Moreover, if realisations of the Bridgepoint Funds' investments produce values materially different than the carrying values reflected in prior fund net asset values, fund investors may lose confidence in Bridgepoint, which could in turn result in difficulty in raising capital for future funds. Valuation of unrealised investments held by the Bridgepoint Funds could also affect management fees in the case of a liquidation of a portfolio company of a Bridgepoint Fund, whereby the investment is considered written off and therefore realised and the invested capital is deducted from the base on which management fee is calculated, which could have an effect on the income from management fees received by the Group from existing Bridgepoint Funds.

Changes in values attributed to investments from time to time may result in volatility in the results of operations that the Bridgepoint Funds and the Group report from period to period. Moreover, a situation where asset values turn out to be materially different to those values previously realised could cause fund investors to lose confidence in the Group, which could in turn result in difficulty in raising capital for additional funds.

TAX RISKS

Due to the nature of its business, the Group is subject to taxation in a number of jurisdictions and changes in, or new interpretation of, tax laws, tax rulings or their application by tax authorities could result in additional tax liabilities and could materially affect its business, financial condition and results of operations.

The Group is subject to tax in a number of jurisdictions and the tax laws that are applicable to its business are subject to interpretation, and significant judgment is required in determining the Group's worldwide provision for taxes, deferred tax assets or liabilities and in evaluating its tax positions. In the course of the Group's business, there will be many transactions and calculations where the ultimate tax determination is uncertain and as the Group gathers more information and performs more analysis, its calculation may differ from previous estimates and may materially affect its consolidated financial statements.

Changes in tax rates, enactment of new tax laws and regulations, revisions and adverse interpretations of existing tax laws and regulations and enquiries by or litigation with taxing authorities may require significant judgment in determining the appropriate provision and related accruals for these taxes which may change as a result and such changes, enactments, revisions, enquiries and litigation could also result in substantially higher taxes and an increase of the Group's effective tax rate. This could have a significant adverse effect on the Group's financial condition and results of operations. In this regard, the UK, the European Union and its member states along with numerous other countries are currently engaged in establishing fundamental changes to tax laws affecting the taxation of multinational corporations, including pursuant to the Organization for Economic Co-operation and Development's Base Erosion and Profit Shifting initiative. Any such developments

could materially affect the Group's tax burden and/or have a negative impact on its ability to compete in the global marketplace.

The Group is subject to periodic audits and examinations by taxing authorities, the results of which may materially impact the Group's business, financial condition and results of operations in the period in which the audit or examination occurs.

The Group is subject to periodic review and audit by tax authorities. Although the Group believes that its tax provisions, positions and estimates are reasonable and appropriate, tax authorities may disagree with certain positions the Group has taken or that it will take, and any adverse outcome of such a review or audit could have a negative effect on the Group's business, financial condition and results of operations. In addition, economic and political pressures to increase tax revenue in various jurisdictions may make favourable resolution of tax disputes more difficult.

The Group intends to operate so as to be treated exclusively as a resident of the UK for tax purposes, but the relevant tax authorities may treat it as also being a resident of another jurisdiction for tax purposes.

The Company is incorporated in the UK. Current UK tax law provides that it will be regarded as being UK resident for tax purposes from incorporation and shall remain so unless (i) it became concurrently resident of another jurisdiction (applying the tax residence rules of that jurisdiction) that has a double tax treaty with the UK and (ii) there is a tiebreaker provision in that tax treaty which allocates exclusive residence to that other jurisdiction.

Based upon the Company's anticipated management and organisational structure, it believes that it should be regarded solely as resident in the UK from incorporation for tax purposes. However, because this analysis is highly factual and may depend on future changes in its management and organisational structure, there can be no assurance regarding the final determination of its tax residence. Should the Company be treated as resident in a country or jurisdiction other than the UK, it could be subject to taxation in that country or jurisdiction on its worldwide income and may be required to comply with a number of material and formal tax obligations, including withholding tax and/or reporting obligations provided under the relevant tax law, which could result in additional costs and expenses.

The Company may be or become a passive foreign investment company, (a "PFIC"), which could result in adverse U.S. tax consequences to U.S. investors.

In general, the Company will be a PFIC for U.S. federal income tax purposes for any taxable year in which:

- at least 75 per cent of its gross income is passive income, or
- at least 50 per cent of the value (determined based on a quarterly average) of its assets is attributable to assets that produce or are held for the production of passive income.

Based on the past and projected composition of income and assets, and the valuation of its assets, including goodwill, the Company does not believe that it was a PFIC for its most recently completed taxable year, and does not expect to become a PFIC in the current taxable year or the foreseeable future, although there can be no assurance in this regard. The Company's PFIC status for any taxable year is an annual, factual determination that can be made only after the end of that year. Accordingly, it is possible that the Company may become a PFIC in the current or any future taxable year due to changes in the composition of its income or assets or the valuation of its assets. If the Company were to be a PFIC, such characterisation could result in adverse U.S. federal income tax consequences to a U.S. investor. For example, if the Company is or becomes a PFIC, the U.S. investors may become subject to increased tax liabilities under U.S. federal income tax laws and regulations and will become subject to potentially onerous reporting requirements. For more information on PFICs (including certain elections), see "*Taxation—Certain U.S. Federal Income Tax Consequences—Passive Foreign Investment Company.*"

FINANCIAL RISKS

The Group is subject to credit risk.

Credit risk is the risk that a counterparty is unable to meet their contractual obligations in full when due. There is a risk that a counterparty's creditworthiness will deteriorate and that they no longer will be able to fulfil their financial obligations to the Group. For the Group, potential areas of credit risk consist of cash and cash equivalents, including deposits with banks and financial institutions, short-term receivables and derivative

financial instruments. The Group has not experienced any significant defaults in prior periods. The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty.

The Group holds investments in the subordinated notes of the Bridgepoint CLO fund vehicles which it manages (Bridgepoint CLO I DAC and Bridgepoint CLO II DAC), predominately driven by EU risk retention requirements. The Bridgepoint CLO fund vehicles are consolidated by the Group. The Group's investment in the subordinated notes of the Bridgepoint CLO fund vehicles are the tranche that is most exposed to the risk of portfolio assets failing to pay, as they are the first to absorb any losses if there is any default within a portfolio of assets by an individual borrower. The assets and liabilities of the CLO are held within separate legal entities and, as a result, the liabilities of the CLO are without recourse to the Group. The Group's maximum exposure to loss associated with its interest in the Bridgepoint CLOs is therefore limited to its investment in the relevant CLOs.

Trade and other receivables of the Group are primarily amounts due from the Bridgepoint Funds or portfolio companies of the Bridgepoint Funds, which are collected by the Group, for the benefit of the Bridgepoint Funds. The Bridgepoint Funds are managed by the Group on behalf of investors, who have made commitments to the Bridgepoint Funds. Therefore, trade and other receivables to the Bridgepoint Funds are collateralised against unfunded investor commitments. In the Bridgepoint Funds' activities, defaults on commitments may have adverse consequences on the investment process. For instance, fund investors may not satisfy their contractual obligation to fund capital calls when requested by the Bridgepoint general partner or Fund Manager of the relevant Bridgepoint Fund. This may result in shortfalls in capital and may affect the relevant Bridgepoint Fund's ability to consummate investments and adversely affect the Group's ability to receive management fees and other income. This in turn, would adversely affect the Group's business, revenue, net income and cash flows.

If measures taken by the Group to minimise credit risk are not sufficient, or if one or more counterparties run into financial difficulties, this could result in losses for the Group. Moreover, while the Group attempts to diversify its portfolio of investments, the Group's investment activities may result in credit risk relating to investments in which the Group has a direct or indirect exposure. In the event of a bad credit development or a default of investments in which the Group has direct or indirect exposure, this could lead to a lower net asset value and to lower dividends and fewer directly held and opportunistic investments. The performance of the Bridgepoint Funds may also be affected by credit risk, which subsequently could influence the Group. Additionally, certain members of the Group hold derivative instruments that contain an element of risk in the event that the counterparty may be unable to meet the terms of such agreements. Any of the foregoing could subsequently influence the performance of the Company and have a negative effect on its business, net income, liquidity and cash flows.

The Group is subject to currency risks.

The Group is subject to currency risks relating to potential changes in foreign currency exchange rates which could have an impact on the Group's income statement and/or the value of its assets and liabilities. This involves transaction risk, which is the adverse effect that foreign exchange rate fluctuations can have on a completed transaction prior to settlement, and translation risk, which is the risk that changes in the rates at which assets, liabilities, income or costs in foreign currencies are translated into the reporting currency. The Group's income is primarily denominated in euro and its expenses are primarily denominated in pound sterling and euro but also in United States dollar, Swedish kronor and Chinese yuan, among others. For example, in the year ended 31 December 2020, approximately 87 per cent and 13 per cent of the Group's total operating income was euro and pound sterling denominated, respectively. In 2021, it is expected that approximately 24 per cent, 62 per cent and 15 per cent of the Group's costs will be denominated in euro, pound sterling and other currencies, respectively. The Group's presentation currency is pound sterling. Income and expenses denominated in pound sterling are therefore not directly affected by changes in exchange rates. However, when income and expenses arise in entities with a functional currency other than pound sterling, the Group's operating profits will be affected by changes in exchange rates in the period between initial recognition of revenue or expense and settlement. The exposure to currency risks is to a large extent related to Bridgepoint Advisers Limited, Bridgepoint Credit Limited ("**BCL**") and Bridgepoint Credit Services S.à r.l. as the majority of the income in these entities is denominated in euro and expenses in pound sterling. While the Group undertakes a programme of hedging foreign exchange exposure between income in euro and operating expenses in pound sterling where there is a mismatch and uses forward and swap contracts for typically up to three years in the future with an aim to hedge up to its forecast pound sterling operating cost base, major currency fluctuations, in particular between pound sterling and euro, could result in a loss for the Group and have a

negative effect on its liquidity. See also "*—Risk management activities may adversely affect the return on the Group's investments*."

Additionally, the Group's investments are made (and the Group may incur indebtedness) in a number of different currencies, and the Bridgepoint Funds, their portfolio companies and the investment companies in which the Group invests may themselves be exposed to currency risk. Among the factors that may affect currency values and trade balances are relative levels of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation and political developments. Any returns on, and the value of, the Group's investments may, therefore, be materially affected by these factors and by exchange rate fluctuations, local exchange control, limited liquidity of the relevant foreign exchange markets, the convertibility of the currencies in question and/or other factors. Accordingly, an increase in the value of the currencies in which the Company's investments are denominated against pound sterling may adversely affect the Company's net asset value. In addition, the Company will incur costs in connection with conversion between various currencies, which will reduce its net income and accordingly reduce the Company's ability to pay dividends.

Furthermore, changes in rates of exchange may have an adverse effect on the value, price or income of the investments in the Bridgepoint Funds. The value of an investment in a Bridgepoint Fund may fall as a result of fluctuations in the currency of the country in which the investment is made as against the value of pound sterling. The relevant Fund Manager may endeavour to manage currency exposures using appropriate hedging techniques where available and appropriate which will be costly and there can be no assurance that adequate hedging arrangements will be available on an economically viable basis. In the event that member states cease to use the euro as their national currency, this could have an adverse effect on the Bridgepoint Funds, the performance of their investments and ability to fulfil their investment objectives. Any of the foregoing could subsequently influence the performance of the Company and have a negative effect on its business, net income, liquidity and cash flows.

An increase in interest rates and other changes in debt financing markets could negatively impact the ability of the Bridgepoint Funds and their portfolio companies to obtain attractive financing or refinancing and could increase the cost of such financing if it is obtained, which could lead to lower-yielding investments and potentially decrease the Group's net income.

Interest rates have remained at relatively low levels on a historical basis. However, a period of sharply rising interest rates could increase the cost and availability of debt financing for the transactions the Bridgepoint Funds pursue and decrease the value of fixed-rate debt investments made by the Bridgepoint Funds, each of which may have an adverse impact on the Group's business.

If the Bridgepoint Funds are unable to obtain committed debt financing for potential acquisitions, or can only obtain debt financing at an increased interest rate or on unfavourable terms or the ability to deduct corporate interest expense is substantially limited, the Bridgepoint Funds may face increased competition from strategic buyers of assets who may have an overall lower cost of capital or the ability to benefit from a higher amount of cost savings following an acquisition, may have difficulty completing otherwise profitable acquisitions or may generate profits that are lower than would otherwise be the case, each of which could lead to a decrease in the Group's revenue. In addition, rising interest rates, coupled with periods of significant equity and credit market volatility may potentially make it more difficult for the Group to find attractive opportunities for the Bridgepoint Funds to exit and realise value from their existing investments.

The Bridgepoint Funds' portfolio companies also regularly utilise the corporate debt markets in order to obtain financing for their operations. To the extent monetary policy, tax or other regulatory changes or difficult credit markets render such financing difficult to obtain, more expensive or otherwise less attractive, this may also negatively impact the financial results of those portfolio companies and, therefore, the investment returns of the Bridgepoint Funds. In addition, to the extent that market conditions and/or tax or other regulatory changes make it difficult or impossible to refinance debt that is maturing in the near term, some of the Bridgepoint Funds' portfolio companies may be unable to repay such debt at maturity and may be forced to sell assets, undergo a recapitalisation or undertake insolvency procedures, any of which would also likely impair the value of the Bridgepoint Funds' investments and lead to a decrease in income from the fair value remeasurement of investments received by the Group.

Dependence on significant leverage in investments by the Bridgepoint Funds could adversely affect the Group's ability to achieve attractive rates of return on those investments and have a material adverse effect on the Group's business, revenue, net income and cash flows.

Many of the Bridgepoint Funds' investments rely heavily on the use of leverage, and the Group's ability to achieve attractive rates of return on investments will depend on the Group's ability to access sufficient sources of indebtedness at attractive rates. In many private equity investments of the Bridgepoint Funds, indebtedness may constitute as much as 40 per cent or more of a portfolio company's total enterprise value, including debt that may be incurred in connection with the investment. The absence of available sources of sufficient (senior) debt financing for extended periods of time could therefore materially and adversely affect the Group's private equity business. Furthermore, an increase in either the general levels of interest rates or in the risk spread demanded by providers of debt finance would make it more expensive to finance such investments. Increases in interest rates could also make it more difficult to locate and consummate private equity and other investments because other potential buyers, including strategic buyers, may be able to bid for an asset at a higher price due to a lower overall cost of capital or their ability to benefit from a higher amount of cost savings following the acquisition of the asset.

The Bridgepoint Funds within the private credit segment also use varying degrees of leverage when making investments and regularly borrow a substantial amount of their capital. For example, a credit fund may borrow money from time to time to purchase or carry securities or may enter into derivative transactions, for example total return swaps with counterparties that have embedded leverage. The interest expense and other costs incurred in connection with such borrowing may not be recovered by appreciation in the securities purchased or carried and may be lost and the timing and magnitude of such losses may be accelerated or exacerbated in the event of a decline in the market value of such securities. Gains realised with borrowed funds may cause the relevant Bridgepoint Funds' net asset value to increase at a faster rate than would be the case without borrowings. However, if investment results fail to cover the cost of borrowings, the fund's net asset value could also decrease faster than if there had been no borrowings.

Investments in highly leveraged entities are inherently more sensitive to declines in revenue, increases in expenses and interest rates and adverse economic, market and industry developments. The incurrence of a significant amount of indebtedness by an entity could, among other things:

- give rise to an obligation to make mandatory pre-payments of debt using excess cash flow, which might limit the entity's ability to respond to changing industry conditions to the extent additional cash is needed for the response, to make unplanned but necessary capital expenditures or to take advantage of growth opportunities;
- subject the entity to a number of restrictive covenants, terms and conditions, any violations of which would be viewed by creditors as an event of default and could materially impact the ability of the Group and the Bridgepoint Funds to realise value from investments;
- limit the entity's ability to adjust to changing market conditions, thereby placing it at a competitive disadvantage compared to its competitors who have relatively less debt;
- allow even moderate reductions in operating cash flows to render it unable to service its indebtedness, leading to a liquidation or other reorganisation of the entity and a loss of part or all of the equity investment in it;
- limit the entity's ability to engage in strategic acquisitions that might be necessary to generate attractive returns or further growth; and
- limit the entity's ability to obtain additional financing or increase the cost of obtaining such financing, including for capital expenditures, working capital or general corporate purposes.

As a result, the risk of loss associated with a leveraged entity is generally greater than for companies with comparatively less debt. For example, many investments consummated by private equity sponsors during 2005, 2006 and 2007 that utilised significant amounts of leverage subsequently experienced severe economic stress and, in certain cases, defaulted on their debt obligations due to a decrease in revenue and cash flows precipitated by the subsequent economic downturn during 2008 and 2009.[4] More recently, counterparties have generally reacted to market volatility by tightening their underwriting standards and increasing their margin requirements for all categories of financing, which has the result of decreasing the overall amount of leverage available and increasing the costs of borrowing.

4 *Source*: Pitchbook, *The Pitchbook Decade Report,* Vol. II: Investments 2001-2010.

When the Bridgepoint Funds' existing portfolio investments reach the point when debt incurred to finance those investments matures in significant amounts and must be either repaid or refinanced, those investments may materially suffer if they have generated insufficient cash flows to repay maturing debt and there is insufficient capacity and availability in the financing markets to permit them to refinance maturing debt on satisfactory terms, or at all. If the limited availability of financing for such purposes were to persist for an extended period of time, when significant amounts of the debt incurred to finance the Bridgepoint Funds' existing portfolio investments come due, the Bridgepoint Funds could be materially and adversely affected. Moreover, in the event of default or potential default under applicable financing arrangements, one or more of the Bridgepoint Funds' portfolio companies may become insolvent, which could give rise to substantial investment losses, adverse claims or litigation against the Group or the Group's employees and damage the Group's reputation. In addition, many of the Bridgepoint Funds have credit lines, and if a lender under one or more of these credit lines were to become insolvent, the Group may have difficulty replacing the credit line and one or more of such funds may face liquidity problems.

Any of the foregoing circumstances could have a material adverse effect on the Group's business, revenue, net income and cash flows.

Investments in the leverage finance markets and the Group's CLOs are subject to a number of inherent risks.

Among the sectors particularly challenged by downturns in the global credit markets, such as the global financial crisis in 2008 and 2009, are the CLO and leveraged finance markets. In general, CLOs have historically experienced an increase in downgrades, depreciations in market value and defaults in respect of leveraged loans in their collateral during downturns in credit markets. The Group has exposure to these markets through the CLO fund vehicles Bridgepoint CLO 1 DAC and Bridgepoint CLO 2 DAC, and it may arrange further CLOs in the future. For the Group, CLOs serve as long-term financing for debt investments without recourse to the Group and as a way to reduce refinancing risk, reduce maturity risk and secure a fixed cost of funds over an underlying market interest rate.

CLOs are generally special purpose companies that issue notes secured by a pool of collateral consisting primarily of corporate leveraged loans. CLOs utilise substantial leverage and the Group's interest in the CLOs are deeply subordinated, which increases both the opportunity for higher returns as well as the potential magnitude of losses when compared to holders or investors that rank more senior in right of payment. Each CLO's portfolio profile tests set limits on the collateral that the CLO can hold. During any time that a CLO exceeds such a limit, the ability of the manager of the CLO, which is a member of the Group, to sell assets and reinvest available principal proceeds into substitute assets is restricted. In such circumstances, CLOs may fail certain over-collateralisation tests, which would cause diversions of cash flows away from the Group as holders of the junior notes of the CLOs, which may impact the Group's cash flows. The ability of the CLOs to make interest payments to the holders of the senior notes issued by the CLOs is highly dependent upon the performance of the CLO collateral. If the collateral held by the CLOs were to experience a significant decrease in cash flows due to an increased default level, payment of all principal and interest outstanding may be accelerated as a result of an event of default or by holders of the senior notes issued by the CLOs. There can be no assurance that market conditions giving rise to these types of consequences will not occur, re-occur, subsist or become more acute in the future. Furthermore, because CLO structures involve complex collateral and other arrangements, the documentation for such structures is complex, is subject to differing interpretations and involves legal risk.

CLOs regularly use significant leverage to finance their underlying collateral. An inability of such CLOs to continue to raise or utilise leverage, to refinance or extend the maturities of their outstanding indebtedness or to maintain the requisite types and levels of collateral under the terms of the CLOs could limit their ability to grow their business, reinvest principal cash, distribute cash to the CLO's noteholders (including the Group) or fully execute their business strategy. If these subsidiaries are unable to maintain their operating results and access to capital resources, they could face substantial liquidity problems and might be required to dispose of material assets or operations to meet debt service and other obligations.

The strategies of CLOs and the value of the assets of CLOs are also sensitive to changes in interest rates because these strategies rely on borrowed money and because the value of the underlying portfolio loans can fall when interest rates rise. If interest rates on CLO borrowings increase and the interest rates on the portfolio loans do not increase in parallel, the CLO strategy is unlikely to achieve its projected returns. Furthermore, if interest rates increase in the future, the Group's interest in the CLOs could experience a reduction in value because it would hold assets receiving below market rates of interest.

Any of the foregoing circumstances could have a material adverse effect on the Group's business, revenue, net income and cash flows.

The Group has significant liquidity requirements and adverse market and economic conditions may adversely affect its sources of liquidity, which could adversely affect its business operations in the future.

It is expected that the primary liquidity needs of the Group will consist of cash required to:

- continue to grow its business, including new strategies, fund its capital commitments made to existing and future funds, make co-investments and otherwise support the Bridgepoint Funds;
- warehouse investments in portfolio companies or other investments for the benefit of one or more of the Bridgepoint Funds, accounts or CLOs pending the contribution of committed capital by the investors in such vehicles, and advancing capital to them for operational or other needs;
- service debt obligations, including the payment of obligations at maturity, on interest payment dates or upon redemption, as well as any contingent liabilities that may give rise to future cash payments;
- fund cash operating expenses and contingencies, including for any litigation;
- pay cash dividends in accordance with the dividend policy for the Shares; and
- address capital needs of regulated and other members of the Group.

These liquidity requirements are significant and, in some cases, involve capital that will remain invested for extended periods of time. As of 31 March 2021, the Group had £132.6 million and £26.2 million of remaining undrawn capital commitments to the Bridgepoint Funds in each of the private equity and private credit segments, respectively, which will require significant cash outlays over time during the investment period of the relevant Bridgepoint Funds. Capital commitments will also arise under the governing documents for future funds that the Group expects to raise. Capital commitments are called by the Bridgepoint Funds over time, typically from one to five years following the subscription of the commitment. For example, the Bridgepoint Funds in the private equity segment are typically funded over a period of four to five years. Capital commitments are a financial liability, but the Group does not have an obligation to pay cash until the capital is called by the relevant Bridgepoint Fund once the fund has made an investment requiring capital to fund. The decision to make such an investment is in the control of the Group as members of the Group are the Fund Managers of the Bridgepoint Funds. Commitments may increase where distributions made by a Bridgepoint Fund are recallable, but only to the extent of the amount of received distributions. Due to its careful approach in assessing its funding requirements under the governing documents of the Bridgepoint Funds, the Group did not have any problems in funding its capital commitments to the Bridgepoint Funds in the past. The Group constantly monitors and forecasts its expected capital commitments to each of the Bridgepoint Funds. Whilst the exact quantum and timing of these capital commitments is inherently uncertain, the Group currently expects that approximately £40 to £50 million and £80 to £100 million of capital commitments will be invested within 12 months and 24 months of the date of this Prospectus, respectively. On a net basis, after expected receipt of cashflows from fund investment realisations, these amounts are expected to be broadly nil. If the investment requirements exceed the proceeds from investment realisations due to timing differences, the commitments are expected to be funded through a mix of the capital resources as described in the following paragraph, and the Group seeks to ensure it has sufficient liquidity available in all reasonable circumstances.

As of 31 March 2021, the Group had, among other financial liabilities, £87.5 million of borrowings, £47.7 million of lease liabilities, £42.4 million of trade and other payables, £31.7 million of liabilities under deferred contingent consideration and £5.8 million of other financial liabilities (excluding in each case the liabilities of the Group's CLOs, which are without recourse to the Group), the majority of which will become due within two years of such date. The Group expects to fund its business, including in particular the undrawn capital commitments to the Bridgepoint Funds which it expects to fund when due, primarily using cash from operations, proceeds from financing transactions, including borrowings under the BAH Revolving Credit Facility (£92 million of the total available amount of £125 million was drawn as of the last practicable date prior to the publication of this Prospectus, which is 19 July 2021), and the proceeds of the Offer. The end of June typically represents the lowest point in the Group's annual working capital cycle and the Group expects a significant cash inflow related to management fee income in July 2021 which is expected to put the Group in a net positive cash position. However, there can be no assurance that the Group will be able to fund its liquidity requirements in the medium to long-term (i.e. in periods more than 18 months after the date of this Prospectus). In the event that the Group's liquidity requirements in the medium to long-term were to exceed available liquid assets for the reasons specified above or for any other reason, it could be forced to sell assets or seek to raise debt or equity capital on unfavourable terms.

Risk management activities may adversely affect the return on the Group's investments.

When managing exposure to market risks, the Group employs hedging strategies or certain forms of derivative instruments to limit its exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates, currency exchange rates and commodity prices. The scope of risk management activities undertaken by the Group is selective and varies based on the level and volatility of interest rates, prevailing foreign currency exchange rates, the types of investments that are made and other changing market conditions. The Group does not seek to hedge its exposure in all currencies or all investments, which means that its exposure to certain market risks is not limited. Where applicable, the Group uses hedging transactions and other derivative instruments to reduce the effects of a decline in the value of a position, but they do not eliminate the possibility of fluctuations in the value of the position or prevent losses if the value of the position declines. However, such activities can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of the position. Such transactions may also limit the opportunity for gain if the value of a position increases. Moreover, it may not be possible to limit the exposure to a market development that is so generally anticipated that a hedging or other derivative transaction cannot be entered into at an acceptable price.

The success of any hedging or other derivative transactions that the Group decides to enter into generally will be driven by its ability to foresee potential volatility in markets and market changes. As a result, while the Group may enter into such transactions in order to reduce the Group's exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the hedging or other derivative transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, the Group may not seek or be successful in establishing a perfect correlation between the instruments used in hedging or other derivative transactions and the positions being hedged. An imperfect correlation could prevent the Group from achieving the intended result and could give rise to a loss. In addition, it may not be possible to fully or perfectly limit the Group's exposure against all changes in the value of the Bridgepoint Funds' investments, because the value of investments is likely to fluctuate as a result of a number of factors, some of which will be beyond the Group's control or ability to hedge.

While hedging arrangements may reduce certain risks, such arrangements themselves may entail certain other risks. These arrangements may require the posting of cash collateral, including at a time when a fund has insufficient cash or illiquid assets such that the posting of the cash is either impossible or requires the sale of assets at prices that do not reflect their underlying value. Moreover, these hedging arrangements may generate significant transaction costs, including potential tax costs, which reduce the returns generated by a fund.

The Company's revenue, earnings, net income and cash flows can all vary, which may make it difficult for the Company to achieve steady earnings growth on a quarterly basis.

The Company's revenue, earnings, net income and cash flows can all vary from quarter to quarter due to the Group's reliance on management fees and carried interest from the Bridgepoint Funds and income from the fair value remeasurement of investments in the Bridgepoint Funds. The Company may experience fluctuations in the Company's results, including revenue and net income, from quarter to quarter due to a number of other factors, including timing of realisations, changes in the valuations of the Bridgepoint Funds' investments, changes in the amount of distributions, dividends or interest paid in respect of investments, changes in operating expenses, the degree to which the Group encounters competition and general economic and market conditions.

The Company's cash flows may fluctuate significantly due to the fact that the Company generally receives carried interest from the Bridgepoint Funds only when investments are realised and achieve a certain return. Carried interest depends on the Bridgepoint Funds' performance and opportunities for realising gains, which may be limited. It takes a substantial period of time to identify attractive investment opportunities, to raise all the funds needed to make an investment and then to realise the cash value or other proceeds of an investment through a sale, public offering, recapitalisation or other exit. Even if an investment proves to be profitable, it may be a number of years before any profits can be realised in cash or other proceeds. Accordingly, the Group cannot predict when, or if, any realisation of investments will occur. The timing and receipt of carried interest also vary with the life cycle of certain of the Bridgepoint Funds. Bridgepoint Funds that pay carried interest have completed their investment periods and are able to realise mature investments, sometimes referred to as being in a "harvesting period", and are more likely to make larger distributions than funds that are in their fund raising or investment periods that precede the harvesting period. During times when a significant portion of the

Group's AUM is attributable to funds that are not in their harvesting periods, the Group may receive substantially lower carried interest distributions.

The amounts drawn under the BAH Revolving Credit Facility bear interest at a floating rate that could rise significantly, increasing the Group's interest cost and debt. In addition, the discontinuation of LIBOR or EURIBOR could have a material adverse effect on the Group.

The amounts drawn under the BAH Revolving Credit Facility bear interest at a floating rate per annum equal to the daily Euro Interbank Offered Rate ("**EURIBOR**") or the London Interbank Offered Rate ("**LIBOR**"), as applicable, subject to a floor of 0 per cent, plus a margin of 3.50 per cent. These rates could rise significantly in the future. Moreover, interest rates are highly sensitive to many factors beyond the Group's control, including monetary policies and domestic and international economic and political conditions. To the extent interest rates were to rise significantly, the Group's interest expense associated with the amounts drawn under its BAH Revolving Credit Facility would correspondingly increase, thus reducing cash flows.

Following allegations of manipulation of various interest rate benchmarks, regulators and law enforcement agencies from a number of governments and the European Union are conducting investigations into whether the banks that contribute data in connection with the calculation of EURIBOR or LIBOR may have been manipulating or attempting to manipulate EURIBOR and LIBOR. As a result, EURIBOR, LIBOR and other interest rates indices which are deemed to be "benchmarks" are the subject of recent and ongoing national, international and other regulatory guidance and proposals for reform, including the implementation of the IOSCO Principles for Financial Market Benchmarks (July 2013) and Regulation (EU) 2016/1011 which was published in the Official Journal of the European Union on 29 June 2016 and has applied since 1 January 2018, and an equivalent regulation which applies in the UK following Brexit. Furthermore, on 27 July 2017, the FCA (the authority that regulates LIBOR) announced that it will no longer persuade or compel banks to submit rates for the calculation of the LIBOR benchmark after 2021. The discontinuation of the LIBOR benchmark has been the subject of various releases by global regulators and there remains uncertainty around the precise discontinuation dates and effects of any such discontinuation. The current expectation is that most LIBOR fixings will cease to take place from 31 December 2021, with the exception of certain United States dollar LIBOR settings, which will continue to be provided until 30 June 2023. Although the foregoing reflects the likely timing and certain details of the LIBOR discontinuance, there is no assurance that LIBOR, of any particular currency and tenor, will continue to be published until any particular date or in any particular form. It is not known if or when regulatory reform may, in the future, cause EURIBOR and other benchmarks to cease or be replaced.

The potential elimination of LIBOR, EURIBOR or any other benchmark, changes in the manner of administration of any benchmark, or actions by regulators or law enforcement agencies could result in changes to the manner in which benchmarks are determined, which could require an adjustment to the terms and conditions, or result in other consequences, in respect of any debt linked to such benchmark, including the BAH Revolving Credit Facility. Moreover if LIBOR (or EURIBOR) ceases to exist the Group may need to renegotiate certain terms of the BAH Revolving Credit Facility and any replacement of LIBOR (or EURIBOR) would require the consent of the majority lenders under the BAH Revolving Credit Facility and Bridgepoint Advisers Holdings. If it is unable to do so, amounts drawn under the BAH Revolving Credit Facility may bear interest at a higher rate, which would increase the costs of the Group's borrowings, and, in turn, could have a material adverse effect on the Group's business, financial condition, revenue and cash flows.

Any of the foregoing may result in a sudden or prolonged increase in any effected benchmarks, which could have a material adverse effect on the Group's interest expense in connection with its floating rate debt obligations, including the BAH Revolving Credit Facility, reducing cash flows otherwise available for the Group's operations. In addition, the overall financial market may be disrupted as a result of the phase-out or replacement of LIBOR and a disruption in the financial market could have a material adverse effect on the Group's business, financial condition, revenue and cash flows.

RISKS RELATING TO THE OFFER AND THE SHARES

Shares in the Company may be subject to market price volatility, and the market price of the Shares in the Company may decline disproportionately in response to developments that are unrelated to the Company's operating performance.

The Offer Price is not indicative of the market price of the Shares that will prevail following Admission. The market price of the Shares may be volatile and subject to wide fluctuations. The market price of the Shares may fluctuate as a result of a variety of factors, including, but not limited to, those referred to in this Part II

(*Risk Factors*), as well as period-to-period variations in operating and financial results or dividends, changes in revenue or profit estimates or other guidance by the Group, other industry participants or financial analysts and the failure to meet any such estimates or guidance, operational and strategic decisions, including with regard to significant contracts, acquisitions, strategic partnerships, joint relationships, collaborations or capital commitments, changes in the capital structure of the Company or the Group, additions or departures of key investment professionals and management personnel and sales or future sales of the Shares by the Group, its insiders or other shareholders, or the perception of such sales. The market price could also be adversely affected by developments unrelated to the Group's operating performance, such as the operating and share price performance, or a loss of investor confidence in the market for the shares, or in respect of other companies and private equity investment groups that investors may consider comparable to the Company and the Group, speculation about the Group in the press or the investment community (for example adverse publicity about the private equity industry generally or individual scandals specifically), unfavourable press, the research reports that industry or securities analysts publish about the Group or the Group's business or the lack of any such reports, strategic actions by competitors including acquisitions and restructurings, changes in market conditions, as well as, legal and regulatory changes or announcements relating to such changes (including changes to tax laws), announcements relating to litigation and arbitration proceedings or regulatory action involving the Group or portfolio companies of the Bridgepoint Funds, short sales, hedging and other derivative transactions in the Shares, broader market volatility and movements, changes in accounting principles, fluctuations in exchange rates, general economic, industry, market and political conditions and other events or factors, including those resulting from natural disasters, outbreaks of health epidemics and contagious diseases (including the COVID-19 pandemic), war, acts of terrorism or responses to these events.

Any or all of these factors could result in material fluctuations in the price of the Shares, which could lead to investors getting back less than they invested or a total loss of their investment.

There is no existing market for the Shares, and an active and liquid trading market for the Shares may not develop or be sustained. If an active trading market does not develop, investors may not be able to resell their Shares at or above the Offer Price and the Company's ability to raise capital in the future may be impaired.

Prior to Admission, there has been no public trading market for the Shares.

Although the Company will apply to the FCA for admission of the Shares to the premium listing segment of the Official List and to the London Stock Exchange for admission of the Shares to trading on its main market for listed securities, the Company can give no assurance that an active and liquid trading market for the Shares will develop or, if developed, will be sustained following Admission. If an active and liquid trading market does not develop or is not sustained, the liquidity and trading price of the Shares could be adversely affected.

The market price of the Shares could be negatively affected by sales of substantial amounts of such Shares in the public markets, including following the expiry of applicable lock-up periods, or the perception that these sales could occur.

Following Admission, it is expected that the Dyal Shareholder, the Management Shareholders and the Directors will in aggregate hold approximately 73 per cent of the Company's issued ordinary share capital, assuming no exercise of the Over-allotment Option, and approximately 68 per cent if the Over-allotment Option is exercised in full.

The Company cannot predict what effect, if any, future sales of the Shares, or the availability of Shares for future sale, or the perception that any such future sales could occur, will have on the market price of the Shares. Sales of substantial numbers of Shares in the public market following the Offer, or the perception or any announcement that such sales could occur, following the expiry of the lock-up arrangements described below, could adversely affect the market price of the Shares and may make it more difficult for investors to sell their Shares at a time and price that they deem appropriate. Such sales may also make it more difficult for the Company to issue equity securities in the future at a time and at a price that it deems appropriate.

The Company, the Directors, the Dyal Shareholder, the Nominee A Companies, the Nominee B Companies, the Nominee C Company and BIHNL, as bare trustee and nominee on behalf of the Burgundy Partnership are subject to lock-up restrictions on their respective holdings in the Company's issued ordinary share capital, which may not be waived without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), in the case of the Company, the Dyal Shareholder, the Nominee A Companies, the Nominee B Companies, the Nominee C Company and BIHNL, as bare trustee and nominee on behalf of the Burgundy Partnership for a period of 180 days from Admission and in the case of the Directors

for a period of 360 days from Admission. The Management Shareholders are subject to lock-up restrictions for up to five years from Admission which may not be waived without the prior written consent of the Company.

After the expiry of the relevant lock-up period (or if waived by the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) and/or the Company as applicable), the shareholders subject to the lock-up will be free to sell their Shares. However, there can be no assurances that after the restrictions expire, or prior to such time if any such restrictions are waived, such shareholders will reduce their holdings of the Shares. Any sales of substantial amounts of the Shares in the public market by the shareholders subject to the lock-ups or the Company's other current shareholders, or the perception that such sales might occur, could cause the market price of the Shares to decline, which entails a significant risk for investors.

The Company's ability to pay dividends is dependent upon its future earnings, financial condition, cash flows, working capital requirements, capital expenditures and other factors.

The amount of any future dividends that the Company will pay, if any, will depend upon a number of factors, such as future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors. There can be no guarantee that the Group's historical performance will be repeated in the future, and its revenue, profit and cash flows may significantly underperform market expectations. If the Group's cash flows underperform market expectations, then its capacity to pay a dividend may suffer. Any decision to declare and pay dividends will be made at the discretion of the Directors and will depend on, among other things, applicable law, regulation, restrictions on the payment of dividends in the Group's financing arrangements, the Group's financial position, the Company's distributable reserves, regulatory capital requirements, working capital requirements, finance costs, general economic conditions and other factors the Directors deem significant from time to time.

If the Shares are suspended or de-listed from the London Stock Exchange, investors would be unable to trade in the Shares.

If the Company fails to comply with the rules of the London Stock Exchange, then the Shares could be suspended or de-listed from the London Stock Exchange. In these circumstances, investors would not be able to trade in the Shares.

The Company is a holding company with no business operations of its own and depends on its subsidiaries for cash, including in order to pay dividends.

The Company is a group holding company with no independent operations and is dependent on earnings and distributions of funds from its operating subsidiaries for cash, including in order to pay dividends to shareholders.

As a matter of English law, the Company can pay dividends only to the extent that it has sufficient distributable reserves available, which depends upon the Company receiving cash from its operating subsidiaries in a manner which creates distributable reserves. The Company's ability to pay dividends to shareholders therefore depends on future Group profitability, the ability to distribute or dividend profits from the operating subsidiaries up the Group structure to the Company, general economic conditions and other factors the Directors deem significant. The Group's distributable reserves can be affected by reductions in profitability as well as by impairment of assets.

An investment in the Shares is not an investment in any of the Bridgepoint Funds, and the assets and revenue of the Bridgepoint Funds are not directly available to the Company.

This Prospectus is solely an offer with respect to the Shares, and is not an offer directly or indirectly of any securities of, or into, any Bridgepoint Fund. The Shares are securities of the Company only. Assets and revenue of the Bridgepoint Funds are available to the relevant Bridgepoint Funds and not to the Company, except through management fees, carried interest, income from the fair value remeasurement of investments, distributions and other proceeds arising from agreements with such funds, as discussed in more detail in this Prospectus.

Differences in currency exchange rates may materially adversely affect the value of shareholdings or dividends paid.

The Shares will be quoted in pound sterling only, and any dividends will be paid in pound sterling. Any depreciation of pound sterling in relation to any relevant foreign currency will reduce the value of the investment in the Shares or any dividends in foreign currency terms. As a result, shareholders outside the UK

may experience adverse effects on the value of their shareholding and their dividends, when converted into other currencies if pound sterling depreciates against the relevant foreign currency.

If securities or industry analysts do not publish research or publish inaccurate or unfavourable research about the Group's business, the price of the Shares and their trading volume could decline.

The trading market for the Shares will likely depend in part on the research reports that securities or industry analysts publish about the Group or its business. The Group does not have any control over these analysts. The Company does not currently have research coverage, and there can be no assurance that analysts will cover the Company, or provide favourable coverage. Securities or industry analysts may elect not to provide research coverage of the Shares after this Offering, and such lack of research coverage may negatively impact the market price of the Shares. In the event the Company does have analyst coverage, if one or more analysts downgrade the Shares, change their opinion of the Shares or publish inaccurate or unfavourable research about the Group's business, the Share price would likely decline. In addition, if one or more analysts cease coverage of the Company or fail to regularly publish reports on it, the Company could lose visibility in the financial markets, which could cause the Share price or trading volume to decline. While the Group expects research analyst coverage of the Shares, if no analysts commence coverage of the Shares, the trading price and volume for the Shares could be adversely affected.

The transfer of Shares is subject to restrictions under the securities laws of the United States and other jurisdictions.

The Shares have not been registered under the U.S. Securities Act or United States state securities laws or any other jurisdiction outside of the UK. As such, the Shares may not be offered or sold except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable securities laws.

Shareholders in the United States or other countries outside the UK may not be able to participate in any potential future share offerings of new shares.

If the Company issues new shares for cash, shareholders shall, as a general rule, have preferential rights to subscribe for new shares proportionally to the number of shares held prior to the issue, save where shareholder authority is given to issue such shares non pre-emptively. Shareholders in certain countries outside of the UK may, however, be subject to limitations that prevent them from participating in such rights offerings, or that otherwise make participation difficult or limited. For example, shareholders in the United States may be unable to exercise their rights to subscribe for new shares unless either the Shares and any other securities that are offered and sold are registered under the U.S. Securities Act or the Shares and such other securities are offered pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company cannot assure prospective investors that any such exemption from such overseas securities law requirements would be available to enable United States or other overseas shareholders to exercise their pre-emption rights or, if available, that the Company will utilise any such exemption. To the extent that shareholders in jurisdictions outside the UK are not able to exercise their rights to subscribe for new shares in any future rights issues, their ownership in the Company may be diluted or reduced.

Not all rights available to shareholders under United States law will be available to holders of the Shares.

Rights afforded to shareholders under English law differ in certain respects from the rights of shareholders in typical United States companies. The rights of holders of the Shares are governed by English law and the articles of association of the Company. In particular, English law currently limits significantly the circumstances under which the shareholders of English companies may bring derivative actions. Under English law, in most cases, only the Company may be the proper claimant for the purposes of maintaining proceedings in respect of wrongful acts committed against it and, generally, neither an individual shareholder, nor any group of shareholders, will have any right of action in such circumstances. In addition, English law does not afford appraisal rights to dissenting shareholders in the form typically available to shareholders in a United States company.

The ability of shareholders to bring actions or enforce judgments against the Company or the Directors may be limited. There is doubt as to the enforceability in England and Wales of claims based on the federal securities laws of the United States.

The Company is a public limited company incorporated under the laws of England and Wales. The rights of holders of Shares are governed by English law and by the articles of association of the Company. These rights

differ in certain respects from the rights of shareholders in comparable U.S. corporations and some other non-UK jurisdictions.

The majority of the Directors are residents of the United Kingdom and most of their assets are or may be located in the United Kingdom. Consequently, it may not be possible for an overseas shareholder to effect service of process upon the Company or any Director within such shareholder's country of residence, or to enforce against the Company or the Director judgments of courts of such shareholder's country of residence based on that country's securities laws. There can be no assurance that a shareholder will be able to enforce any judgment or judgments against the Company or its Directors who are residents of countries other than those in which the judgment is made. In addition, English and other courts may not impose liability on the Company and its Directors in any original action based solely on foreign securities laws brought against the Company or Directors in a court of competent jurisdiction in England or Wales or other countries.

The Directors reside outside of the United States. In addition, the majority of the Group's assets and the assets of the Directors are or may be located outside the United States. It may not be possible, therefore, for investors to effect service of process within the United States upon the Company or its Directors, or to enforce in United States courts judgments against them obtained in those courts based upon the civil liability provisions of the federal securities laws of the United States. Moreover, in light of recent decisions of the Supreme Court of the United States, actions of the Company may not be subject to the civil liability provisions of United States federal securities laws. Furthermore, there is substantial doubt as to the enforceability in England and Wales, whether by original actions or by seeking to enforce a judgment of a United States court, of claims based on the federal securities laws of the United States.

PART III

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Each of the following times and dates in the table below is indicative only and subject to change without further notice. References to a time of day are to London time.

Event	Time and Date
Announcement of the Offer Price and allocation of Shares	7:00 a.m. on 21 July 2021
Prospectus published	21 July 2021
Commencement of conditional dealings in Shares on the London Stock Exchange[1]	8:00 a.m. on 21 July 2021
Admission and commencement of unconditional dealings in Shares on the London Stock Exchange	8:00 a.m. on 26 July 2021
CREST accounts credited with uncertificated Shares	as soon as possible after 8:00 a.m. on 26 July 2021
Despatch of definitive share certificates (where applicable) for Shares in certificated form	by 9 August 2021

(1) It should be noted that if Admission does not occur, all conditional dealings will be of no effect and any such dealings will be at the sole risk of the parties concerned.

PART IV

OFFER AND ADMISSION STATISTICS

Offer Price (per Share)	350 pence
Number of Shares in issue on Admission[1]	823,268,774
Number of Shares (85,714,286 New Shares and 139,712,056 Existing Shares) included in the Offer (excluding any Over-allotment Shares)	225,426,342
Number of Shares in the Offer as a percentage of total number of Shares in existence on Admission	27.4%
Maximum number of Shares subject to the Over-allotment Option	33,813,951
Estimated net proceeds of the Offer receivable by the Company[2]	£271 million
Estimated net proceeds of the Offer receivable by the Selling Shareholders[3]	£477 million
Indicative market capitalisation of the Company at the Offer Price	£2,881 million

Notes:

(1) Represents the total number of Shares in issue on Admission following completion of the Reorganisation and after the issue of New Shares by the Company and the issue of Shares by the Company to the Non-Executive Directors and certain senior executives in leadership positions within Bridgepoint as described in section 11 (*Subscription of Shares Outside of the Offer*) of Part XVI (*The Offer*) of this Prospectus and the issue of Shares to employees in connection with Admission as described in section 12.1 (*IPO Share Awards*) of Part XVII (*Additional Information*) of this Prospectus.

(2) The estimated net proceeds receivable by the Company are stated after the deduction of underwriting commissions on the New Shares and the maximum amount of any Discretionary Fee and other costs and expenses of, and incidental to, Admission and the Offer payable by the Company, expected to be approximately £29 million (including VAT). The Company will not receive any of the proceeds from the sale of the Existing Shares in the Offer or the sale of Existing Shares pursuant to the Over-allotment Option.

(3) The estimated net proceeds receivable by the Selling Shareholders are stated after the deduction of underwriting commissions and amounts in respect of stamp duty or SDRT payable by the Selling Shareholders in connection with the Offer, expected to be approximately £12 million (including VAT) (assuming there is no exercise of the Over-allotment Option).

PART V

IMPORTANT INFORMATION

GENERAL

Prospective investors should rely only on the information in this Prospectus (and any supplementary prospectus produced to supplement the information contained in this Prospectus). No person has been authorised to give any information or to make any representation or warranty in connection with the Company, the Shares or the Offer other than those contained in this Prospectus and, if given or made, such information or representations must not be relied upon as having been authorised by or on behalf of the Company, the Directors, the Selling Shareholders, the Financial Adviser or any of the Underwriters or any of the Underwriters' respective affiliates. No representation or warranty, express or implied, is made by any of the Underwriters as to the accuracy or completeness of such information, and nothing contained in this Prospectus is, or shall be relied upon as, a promise or representation by any of the Underwriters as to the past, present or future. Without prejudice to any obligation of the Company to publish a supplementary prospectus pursuant to Article 23 of the UK Prospectus Regulation and Rule 3.4 of the Prospectus Regulation Rules, neither the delivery of this Prospectus nor Admission nor any subsequent subscription or sale shall, under any circumstances, create any implication that there has been no change in the affairs of the Group set out in this Prospectus or that the information in it is correct as of any date subsequent to the date of this Prospectus.

The Company and the Directors do not accept any responsibility for the accuracy or completeness of any information reported by the press or other media, nor the fairness or appropriateness of any forecasts, views or opinions expressed by the press or other media regarding the Offer or the Company. The Company and the Directors make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

The Company will update the information provided in this Prospectus by means of a supplement to this Prospectus if a significant new factor that may affect the evaluation by prospective investors in the Offer arises prior to Admission or if it is noted that this Prospectus contains any material mistake or material inaccuracy. Any supplement to this Prospectus will be subject to approval by the FCA and will be made public in accordance with the Prospectus Regulation Rules. If a supplement to this Prospectus is published prior to Admission, investors shall have the right to withdraw their subscriptions and/or purchases made prior to the publication of such supplement. Such withdrawal must be done within the time limits set out in the supplement (if any) (which shall not be shorter than two clear Business Days after publication of such supplement).

The validity of this Prospectus will expire on 21 July 2022.

The contents of this Prospectus are not to be construed as legal, business or tax advice. Each prospective investor should consult his, her or its own legal, financial or tax adviser for legal, financial or tax advice in relation to any Shares. None of the Company, the Selling Shareholders, the Directors, any of the Underwriters, the Financial Adviser or any of their respective representatives or affiliates is making any representation to any potential investor in the Shares regarding the legality of an investment by such potential investor. Each prospective investor should consult with such advisers as needed to make its investment decision and to determine whether it is legally permitted to hold Shares under applicable legal investment or similar laws or regulations.

This Prospectus is not intended to provide the basis of any credit or other evaluation and should not be considered as a financial opinion or recommendation by any of the Company, the Selling Shareholders, the Directors, the Underwriters, the Financial Adviser or any of their representatives or affiliates that any recipient of this Prospectus should invest in the Shares. Prior to making any decision whether to invest in the Shares, prospective investors should read this Prospectus in its entirety and, in particular, Part II (*Risk Factors*) of this Prospectus. In making an investment decision, prospective investors must rely upon their own examination of the Company, the Shares and the terms of this Prospectus, including the risks involved. Any decision to invest in the Shares should be based solely on this Prospectus. The merit and suitability of an investment in the Company should be independently evaluated and any person considering such an investment in the Company is advised to obtain independent advice as to the legal, tax, accounting, financial and credit implications and other related advice prior to making an investment.

Prospective investors who invest in the Shares in the Offer will be deemed to acknowledge that: (i) they have not relied on any of the Underwriters or any person affiliated with any of them in connection with any investigation of the accuracy of any information contained in this Prospectus or their investment decision; (ii) they have relied solely on the information contained in this Prospectus; and (iii) no person has been

authorised to give any information or to make any representation concerning the Group or the Shares (other than as contained in this Prospectus) and, if given or made, any such other information or representation should not be relied upon as having been authorised by the Company, the Selling Shareholders, the Directors, any of the Underwriters or the Financial Adviser.

In connection with the Offer, any of the Underwriters and any of their affiliates, acting as investors for their own accounts, may take up a portion of the Shares in the Offer as a principal position, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its own accounts in such Shares and other securities of the Company or related investments and may offer or sell such Shares or other investments otherwise than in connection with the Offer. Accordingly, references in this Prospectus to the Shares being issued, offered, subscribed for, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing of or dealing in the Shares by, any Underwriter and any of its affiliates acting as an investor for its own accounts. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps, warrants or contracts for differences) with investors in connection with which the Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Shares. Neither the Underwriters nor any of their affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

The Sponsor, the Underwriters and the Financial Adviser and any of their respective affiliates may have engaged in transactions with, and provided various investment banking, financial advisory and other services to the Company and/or its respective affiliates, for which they would have received customary fees and commissions. The Sponsor, the Underwriters and the Financial Adviser and any of their respective affiliates may provide such services to the Company and any of their affiliates in the future.

The Group intends to use the net proceeds from the issue of the New Shares as follows:

- to fund the Group's investment in the next generation of Bridgepoint funds, including Bridgepoint Europe VII (for which fundraising is planned in the near-term). The Group's goal is for its share of commitments and investments in the Bridgepoint Funds to generally account for two to three per cent of the total commitments to a Bridgepoint Fund;
- to launch and seed potential new organic strategies;
- to continue to assess potentially value-accretive inorganic acquisition opportunities, consistent with the Group's approach to acquisitions. This may, for example, include potential acquisitions within additional private markets asset classes such as real estate or infrastructure; and
- to provide greater financial flexibility and position the Group to best take advantage of the highly attractive market and competitive position it enjoys, including reducing the Group's outstanding net financial indebtedness (£62 million as of 31 May 2021).

OVER-ALLOTMENT AND STABILISATION

In connection with the Offer, J.P. Morgan (as Stabilising Manager), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law and for stabilisation purposes, on behalf of the Underwriters, over-allot Shares up to a total of 15 per cent of the total number of Shares included in the Offer or effect other transactions with a view to supporting the market price of the Shares or any options, warrants or rights with respect thereto, or other interest in the Shares or other securities of the Company, in each case at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over the counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the conditional dealings in the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. Stabilisation transactions aim at supporting the market price of the securities during the stabilisation period. Such stabilisation, if commenced, may be discontinued at any time without prior notice. If such stabilisation occurs, it will be undertaken at the London Stock Exchange. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the Shares above the Offer Price. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotment and/or from sales of Shares effected by it during the stabilising period, the Stabilising Manager has been granted the Over-allotment Option by the Dyal Shareholder and the Nominee A Companies (each on

behalf of the relevant individual Selling Shareholders for whom they hold as nominee) under the Underwriting Agreement, pursuant to which it may purchase, or procure purchasers for, Over-allotment Shares (representing, in aggregate, up to 15 per cent of the total number of Shares included in the Offer) at the Offer Price. The Over-allotment Option may be exercised in whole or in part upon notice by the Stabilising Manager at any time on or before the 30th calendar day after the commencement of conditional dealings in the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will be made available on the same terms and conditions as Shares being offered pursuant to the Offer, will rank *pari passu* in all respects with all other Shares (including with respect to pre-emption rights) and will form a single class with all other Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company.

PRESENTATION OF FINANCIAL INFORMATION

Historical Financial Information

The consolidated financial information of Atlantic Investments Holdings Limited, which was re-registered as a public company and re-named Bridgepoint Group plc, as of and for the three years ended 31 December 2020, 2019 and 2018 and as of and for the three months ended 31 March 2021 (and unaudited comparative information for the three months ended 31 March 2020) has been included in this Prospectus in Part B of Part XIV (*Historical Financial Information*) of this Prospectus (collectively, the "**Historical Financial Information**"). The Company's financial year runs from 1 January to 31 December.

In October 2018, as part of a group reconstruction, the Company issued shares in exchange for a holding in the Group. In preparing the Historical Financial Information, merger accounting has been applied even though the structure means that there is no ultimate controlling party either before or after the insertion of the Company as a new holding company. The Directors believe that merger accounting more fairly reflects the substance of the transaction and have therefore used a true and fair override of SI2008/410 Sch 6 para 10(a), which requires that the undertaking whose shares are acquired is ultimately controlled by the same party both before and after the acquisition. The effect of merger accounting for the group reconstruction is that the carrying amount of Bridgepoint Group Holdings Limited's assets and liabilities were not adjusted to fair value and no new goodwill arose as a result of the transaction. Accordingly, whilst the Company was incorporated on 2 July 2018, the consolidated results and cash flows of the Company and the Group have been brought into the financial statements of the Group from the beginning of the year ended 31 December 2018.

Refer to Note 1 of Part B of Part XIV (*Historical Financial Information*) of this Prospectus for further information on the basis of preparation of the Historical Financial Information.

The Historical Financial Information included in Part B of Part XIV (*Historical Financial Information*) of this Prospectus is covered by the accountant's report included in Part A of Part XIV (*Historical Financial Information*) of this Prospectus, which was prepared in accordance with Standards for Investment Reporting issued by the Auditing Practices Board. Such Historical Financial Information has been prepared on the basis of international accounting standards in conformity with the requirements of the Companies Act 2006 ("**IFRS**") and in accordance with the requirements of the UK Prospectus Regulation. The basis of preparation and significant accounting policies are set out within Notes 1 and 2 of the Historical Financial Information. None of the Historical Financial Information has been audited in accordance with auditing standards generally accepted in the United States ("**U.S. GAAS**") or auditing standards of the United States Public Company Accounting Oversight Board ("**PCAOB**"). In addition, there could be other differences between the standards issued by the Auditing Practices Board in the United Kingdom and those required by U.S. GAAS or the auditing standards of the PCAOB. Potential investors should consult their own professional advisers to gain an understanding of the financial information in Part B of Part XIV (*Historical Financial Information*) and the implications of differences between the auditing standards noted herein.

Unless otherwise specified, the financial information and Historical Financial Information included in this Prospectus are presented in pound sterling.

ALTERNATIVE PERFORMANCE MEASURES AND KEY PERFORMANCE INDICATORS

This Prospectus contains financial and operating measures that are not defined or recognised under IFRS or UK GAAP, including financial and operating measures relating to the Group such as EBITDA, Underlying EBITDA, Underlying EBITDA Margin, Underlying FRE, Underlying FRE Margin, Total AUM and AUM, all of which the Company considers to be alternative performance measures ("**APMs**") or key performance indicators ("**KPIs**").

These APMs and KPIs are used by the Directors and management to analyse the business and financial performance, track the Group's progress and help develop long-term strategic plans. The Directors present these APMs to provide additional information to investors and enhance their understanding of the Group's results of operations. Furthermore, the Directors believe that these APMs and KPIs are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. However, as these measures are not determined in accordance with IFRS, UK GAAP or any generally accepted accounting standards, and are thus susceptible to varying calculations, they may not be comparable to other similarly titled measures used by other companies and have limitations as analytical tools. In particular, there are no generally accepted principles governing the calculation of these measures and the criteria upon which these measures are based can vary from company to company, which means that other companies may define and calculate such measures differently from the Group.

APMs should not be considered in isolation and investors should not consider such information as alternatives to total operating income, profit/(loss) before tax or cash flows from operating activities calculated in accordance with IFRS, as indications of operating performance or as measures of the Group's profitability or liquidity. Such financial information must be considered only in addition to, and not as a substitute for or superior to, financial information prepared in accordance with IFRS included elsewhere in this Prospectus. APMs and KPIs are non-IFRS financial or operating measures and have not been audited or reviewed. These APMs and KPIs have also not been prepared in accordance with the requirements of Regulation S-X of the U.S. Securities Act, the UK Prospectus Regulation, IFRS, UK GAAP or any generally accepted accounting standards. Investors are cautioned not to place undue reliance on these APMs and KPIs and are also advised to review them in conjunction with the Historical Financial Information in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

For the definition of the APMs and KPIs included in this Prospectus, and a reconciliation of financial APMs to an appropriate measure calculated in accordance with IFRS, see the section headed "*Alternative Performance Measure*s *and Key Performance Indicators*" in Part XII (*Operating and Financial Review*).

ROUNDING

Certain numerical figures included in this Prospectus have been rounded. Discrepancies in tables between totals and the sums of the amounts listed may occur due to such rounding. In addition, percentages in tables have been rounded and accordingly may not add up to 100 per cent.

MARKET AND INDUSTRY DATA

Unless the source is otherwise stated, the information contained in this Prospectus related to markets, market sizes, market shares, market positions, and economic and industry data constitute the Directors' estimates, using underlying data from independent third parties. The Company obtained market data and certain industry forecasts used in this Prospectus from internal surveys, reports and studies, where appropriate, as well as market research, publicly available information and industry publications, including publications and data compiled by PricewaterhouseCoopers LLP, Cambridge Associates, Coller Capital, Hamilton Lane, Pitchbook Data, Inc., Preqin Ltd., The PEW Charitable Trusts 2020, Private Equity International, Orbis Europe, International Monetary Fund, Euromonitor International, United Nations, Department of Economics and Social Affairs, Population Division 2019, Unquote by MergerMarket, J.P. Morgan Research and CapIQ.

The Company confirms that all third-party data contained in this Prospectus has been accurately reproduced and, so far as the Company is aware and able to ascertain from information published by that third party, no facts have been omitted that would render the reproduced information inaccurate or misleading. While the Directors believe the third-party information included herein to be reliable, the Company has not independently verified such third-party information, and the Company makes no representation or warranty as to the accuracy or completeness of such information as set forth in this Prospectus.

Where third-party information has been used in this Prospectus, the source of such information has been identified.

CURRENCY INFORMATION

Unless otherwise indicated, references in this Prospectus to "pound sterling" or "£" are to the lawful currency of the UK.

Unless otherwise indicated, references in this Prospectus to "euro" or "€" are to the lawful currency of the European Union.

Unless otherwise indicated, references in this Prospectus to "United States dollar" or "US$" are to the lawful currency of the United States.

FORWARD-LOOKING STATEMENTS

This Prospectus includes certain forward-looking statements, forecasts, estimates, projections and opinions ("**Forward-looking Statements**"). When used in this Prospectus, the words "anticipate", "believe", "estimate", "forecast", "expect", "intend", "plan", "project", "may", "will" or "should" or, in each case, their negative or other variations or similar expressions, as they relate to the Company, the Group, its management or third parties, identify Forward-looking Statements. Forward-looking Statements include statements regarding the Group's business strategy, its objectives (as detailed in Part VII (*The Business*) of this Prospectus), financial condition, results of operations and market data, as well as any other statements that are not historical facts. These statements reflect beliefs of the Directors (including based on their expectations arising from pursuit of the Group's strategy), as well as assumptions made by the Directors and information currently available to the Company.

Although the Company believes that these beliefs and assumptions are reasonable, by their nature Forward-looking Statements involve known and unknown risks, uncertainties, assumptions and other factors because they relate to events and depend on circumstances that will occur in the future whether or not outside the control of the Company. These risks, uncertainties, assumptions and other factors could cause actual outcomes and results to be materially different from those projected. Past performance cannot be relied upon as a guide to future performance and should not be taken as a representation that trends or activities underlying past performance will continue in the future. No representation is made or will be made that any Forward-looking Statements will be achieved or will prove to be correct. These risks, assumptions, uncertainties and other factors expressly qualify all subsequent oral and written Forward-looking Statements attributable to the Group or persons acting on its behalf.

Forward-looking Statements contained in this Prospectus speak only as of the date of this Prospectus. The Company does not assume any obligation to update any Forward-looking Statement and disclaims any obligation to update its view of any risks or uncertainties described herein or to publicly announce the result of any revisions to Forward-looking Statements made in this Prospectus, except as required by law, the Prospectus Regulation Rules, the Listing Rules, the Disclosure Guidance and Transparency Rules or the UK Market Abuse Regulation.

In addition, this Prospectus contains information concerning the Group's industry and its market and business lines generally, which is forward-looking in nature and is based on a variety of assumptions regarding the ways in which the industry, and the Group's market and business lines, will develop. These assumptions are based on information currently available to the Company. If any one or more of these assumptions turns out to be incorrect, actual market results may differ from those predicted. While the Company does not know what effect any such differences may have on the Group's business, if there are such differences, they could have a material adverse effect on the Group's future results of operations and financial condition. The Company does not intend, and does not assume any obligation, to update industry or market data set forth in this Prospectus.

The Forward-looking Statements are not guarantees of future performance and involve risks and uncertainties. The Forward-looking Statements are based on the Directors' current expectations and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the Forward-looking Statements. Important factors that could cause the Group's actual results to so differ materially include, but are not limited to:

- risks relating to poor performance of the Bridgepoint Funds;
- risks relating to the Group's dependency on its personnel and the fact that the market for investment professionals and other personnel in specialist functions is highly competitive;
- risks relating to the investment management business being intensely competitive with respect to fund investors and investment opportunities;
- risks relating to any inability to raise additional or successor funds (or raise successor funds of a comparable size to predecessor funds);
- risks relating to investors in future funds negotiating to pay the Group lower management fees, reimburse it for fewer expenses or change the economic terms of future funds including with respect to management fees and carried interest that are less favourable to the Group than those of existing Bridgepoint Funds;

- risks relating to cyber-security failures and data security breaches and risks resulting from the Groups dependency on an effective control system to mitigate operational risks and maintain appropriate procedures for the management of the Bridgepoint Funds; and
- risks resulting from changes in laws, regulations and governmental interpretations and practices from the Group not being able to obtain and maintain requisite regulatory approvals and permits, including licences for the Group's fund operations.

Due to such uncertainties and risks, investors are cautioned not to place undue reliance on the Forward-looking Statements, which speak only as of the date of this Prospectus. It is urged by the Directors that this Prospectus, including Part II (*Risk Factors*), Part XII (*Operating and Financial Review*) and Part VII (*The Business*), be read for a more complete discussion of the factors that could affect the Group's future performance and the industry in which it operates. Moreover, the Group operates in a very competitive and rapidly changing environment. The Group may face new risks from time to time, and it is not possible to predict all such risks; nor can the Directors assess the impact of all such risks on the Group's business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in the Forward-looking Statements. Given these risks and uncertainties, no undue reliance should be placed on the Forward-looking Statements as a prediction of actual results.

The statements above related to forward-looking statements should not be construed as a qualification of the working capital statement contained in paragraph 17 (*Working Capital Statement*) of Part XVII (*Additional Information*) of this Prospectus.

U.S. SECURITIES LAW CONSIDERATIONS

The Company has agreed that, for so long as any of the Shares are "restricted securities" as defined in Rule 144(a)(3) under the U.S. Securities Act, the Company will, during any period in which it is neither subject to section 13 or 15(d) of the United States Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), nor exempt from reporting under the Exchange Act pursuant to Rule 12g3-2(b) thereunder, make available to any holder or beneficial owner of such restricted securities or to any prospective investor in such restricted securities designated by such holder or beneficial owner, upon the request of such holder, beneficial owner or prospective investor, the information required to be delivered pursuant to Rule 144A(d)(4) under the U.S. Securities Act. The Company expects that it will be exempt from reporting under the Exchange Act pursuant to Rule 12g3-2(b) thereunder.

This Prospectus is being furnished by the Company in connection with an offering exempt from the registration requirements of the U.S. Securities Act, solely for the purpose of enabling a prospective investor to consider the acquisition of Shares described herein. The information contained in this Prospectus has been provided by the Company and other sources identified herein. This Prospectus is being furnished on a confidential basis only to persons reasonably believed to be QIBs in the United States and other eligible persons outside of the United States. Any reproduction or distribution of this Prospectus, in whole or in part, in the United States and any disclosure of its contents or use of any information herein in the United States for any purpose, other than in considering an investment by the recipient in the Shares offered hereby in accordance with the offer and sale restrictions described herein, is prohibited. Each prospective investor in the Shares, by accepting delivery of this Prospectus, agrees to the foregoing. The Shares are being offered in the United States through United States registered broker-dealer affiliates of the Underwriters.

SERVICE OF PROCESS AND ENFORCEMENT OF CIVIL LIABILITIES

The Company is a public liability company incorporated under English law. The Directors reside outside of the United States. In addition, the majority of the Group's assets and the assets of the Directors are or may be located outside the United States. It may not be possible, therefore, for investors to effect service of process within the United States upon the Company or its Directors, or to enforce in United States courts judgments against them obtained in those courts based upon the civil liability provisions of the federal securities laws of the United States. Moreover, in light of recent decisions of the Supreme Court of the United States, actions of the Company may not be subject to the civil liability provisions of United States federal securities laws. Furthermore, there is substantial doubt as to the enforceability in England and Wales, whether by original actions or by seeking to enforce a judgment of a United States court, of claims based on the federal securities laws of the United States.

PART VI

MARKET OVERVIEW

The following information set out in this Part VI (Market Overview) relating to the Group's markets has been provided for background purposes only. Unless indicated otherwise, all market, industry, market share and competitive position data set out in this Part VI (Market Overview) and elsewhere in this Prospectus that relate to the market in which the Group operates are estimates and should be treated with caution. The information has been extracted from a variety of sources released by public and private organisations. The information has been accurately reproduced and, as far as the Group is aware and is able to ascertain from information published by such sources, no facts have been omitted which would render the reproduced information inaccurate or misleading. Investors should read this Part VI (Market Overview) in conjunction with the more detailed information contained in this Prospectus including Part II (Risk Factors) and Part XII (Operating and Financial Review). This Part VI (Market Overview) provides prospective investors with an overview of the macroeconomic drivers of the Group's market and the Company's competitive landscape.

OVERVIEW OF THE GLOBAL ASSET MANAGEMENT AND PRIVATE MARKETS

The global savings market is serviced by asset management companies which provide professional investment management services to investors. These include institutional investors, such as insurance companies, pension funds and sovereign wealth funds, as well as high-net-worth individuals ("**HNWIs**") and retail investors.

The asset management sector has expanded rapidly, with global assets under management in the industry having grown by more than 40 per cent from 2015 to 2020.[5] The aggregate amount of global assets under management held or managed by asset management companies in 2020 was estimated to be US$112.3 trillion.[6] Further net inflows to the sector are likely to be driven by increased pools of wealth, ageing populations and mounting pension funding gaps.

Within the asset management sector, global assets under management in private markets are forecast to grow at a higher rate than global savings, with private equity and private credit expected to grow, from 2020 to 2025, at a CAGR of 15.6 per cent and 11.4 per cent, respectively, and total assets under management for alternatives (comprising private equity, private credit, real estate and infrastructure) expected to grow at a CAGR of 12.6 per cent over the same period.

Source: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020.

Note:

(1) 2020 is annualised based on data to October 2020. 2021 to 2025 are Preqin's forecasted figures.

5 *Source*: PwC, *Asset and wealth management revolution: the power to shape the future,* December 2020.

6 *Source*: PwC, *Asset and wealth management revolution: the power to shape the future,* December 2020.

OVERVIEW OF PRIVATE MARKET INVESTMENTS

Private market investments are an increasingly important asset class both for investors seeking returns and for asset management firms. In comparison to public markets, the nature of private markets investing is typically longer-term, with capital locked into funds for periods typically ranging from eight to 10 years.

This long-term investment period can be further extended through the use of continuation funds, a relatively new development in the private markets space. For continuation funds, a new fund vehicle is set up to acquire one or more assets from the original fund, and the continuation fund typically continues to be managed by the same asset management firm. Continuation funds serve the dual purpose of providing liquidity to investors in the original fund towards the end of the fund's life as well as allowing the asset management firms to drive further value creation in the assets transferred to the continuation fund whilst continuing to generate management fees and performance-related income. Compared to primary funds, continuation funds typically have a shorter term (for example, five years).

The key strategies within private markets include:

Private equity

Private equity investments typically comprise acquisitions of either controlling, co-controlling or influential minority stakes in developing or developed unlisted companies. The stated investment strategy of a given private equity fund may dictate, among other criteria, the sector, geography and stage of life cycle of a target company in which the fund may invest.

Private debt or credit

Private debt or credit investments include investments in (generally unlisted) credit assets with strategies addressing different parts of the credit spectrum through both the primary and secondary markets. These can range from lower risk senior and syndicated debt strategies, such as the financing of fixed and floating-rate loans or notes, and collateralised loan obligations, as well as direct lending strategies with a focus on high-quality companies, through to mezzanine lending and more opportunistic stressed and distressed investment opportunities.

Infrastructure

Funds following this strategy typically invest in either infrastructure assets (for example, power assets, roads or airports) or companies that own and operate infrastructure assets (for example, utility or fibre companies), with varying risk profiles and levels of active management.

Real estate

Private market investors with a real estate strategy typically focus on investments in portfolios of real estate assets (for example, residential or commercial developments), with varying risk profiles ranging from core, low-risk strategies to value-add strategies (which focus on the active management and improvement of assets).

Venture capital

Venture capital investors usually invest in smaller, early-stage growth businesses, typically without the use of leverage and more often than private equity strategies taking a minority stake of equity in those businesses.

Secondary transactions

In recent years, secondary transactions (whereby an investment manager purchases pre-existing investor interests and unfunded commitments in a private markets fund) have also meaningfully grown in volume, hitting in 2019 a record high of US$85 billion before declining in 2020 as a result of the COVID-19 pandemic.[7] Such transactions provide early liquidity and allow more active management of portfolios for fund investors.

OVERVIEW OF THE MIDDLE MARKET OF THE EUROPEAN PRIVATE MARKETS INDUSTRY

The middle market of the European private markets industry is defined by Bridgepoint as comprising investments of private asset managers in businesses with an enterprise value of typically up to €1.5 billion. The majority of these businesses are small to medium-sized companies, which represent a large part of the economy

7 *Source*: Coller Capital, https://www.collercapital.com/about-secondaries/history-secondaries (last accessed on 21 June 2021).

in many European countries and in other global markets. For example, there were approximately 24,500 companies in Europe with revenue between €200 million and €1.5 billion as of 15 June 2021.[8]

The European middle market, in particular, offers a vast pool of investment opportunities for middle market investors. Europe is the world's single largest trading area, generating 24 per cent of global GDP,[9] the largest exporting region with 39 per cent of the world's exports,[10] and home to over 700 million people,[11] as well as many world-leading businesses that are well-positioned to exploit the global return to growth. Importantly, these Europe-headquartered multinationals are served by a broad universe of middle market companies that supply in-demand goods and services.

The middle market of the private equity sector has remained resilient even through periods of disruption, which is well demonstrated by the number of U.S. middle market private equity deals during the ongoing COVID-19 pandemic in 2020, which, at 3,294, was only 2.9 per cent less than the number in 2019. On a deal-value basis, United States middle market private equity activity was actually higher in 2020, with an estimated aggregate deal value of US$480.9 billion.[12]

Similarly, in Europe, investments in middle market businesses have consistently accounted for the majority of private equity deals in Europe from 2007 to 2020, as demonstrated in the chart below. From 2017 to 2020, there were more than three times more European middle market transactions than European large-cap transactions.[13]

Source: Pitchbook, *2020 Annual European PE Breakdown Report*, January 2021.

PRIVATE EQUITY'S ROLE IN THE MIDDLE MARKET

The Directors believe that the capital and other contributions provided by private equity can help the many middle market businesses to achieve a step change in their growth market, particularly when the sponsor can draw on global resources. Many of these businesses have outgrown their existing shareholder structure (often founders, smaller investors or larger conglomerates) and typically require significant investments in people, systems and infrastructure, giving asset management firms an opportunity to put the capital of their investors to work.

However, equity commitments for middle market businesses of between €150 million and €350 million are often too large for individual country funds and too small for firms that concentrate on larger buyouts, limiting competition in the space. The ability to create and then exploit a platform able to sustain growth over the long-term represents a barrier to less well-established investors, requiring proactive portfolio management and a

8 *Source*: Orbis Europe—*Bureau van Dijk, June 2021.*

9 *Source*: International Monetary Fund, *World Economic Outlook*, October 2020.

10 *Source:* Euromonitor International, *Exports of Goods and Services*, data exported as of 31 March 2021.

11 *Source*: United Nations, Department of Economics and Social Affairs, Population Division (2019), *World Population Prospects 2019, Online Edition, Rev.1*, August 2019.

12 *Source*: Pitchbook, *2020 Annual US PE Middle Market Report*, January 2021.

13 *Source*: Unquote by MergerMarket, data as of 31 December 2020.

sufficiently large and experienced investment team. Meanwhile, the Bridgepoint Growth and Bridgepoint Development Capital funds benefit from the scale of the wider Bridgepoint platform and the associated support teams to drive value creation, representing resources that are typically unavailable at smaller firms.

For private asset managers with a strong investment platform, the middle market often offers significant opportunities to create value by consolidating fragmented markets via add-on acquisitions. The Directors believe that even smaller-scale transactions can, after the extraction of synergies, deliver increased earnings, often at highly accretive valuation multiples. Successful execution of such strategies requires significant origination and execution capacity to identify targets and complete the required number of (cross-border) transactions.

The Directors believe that starting with scaled investment platforms allows the creation of significant businesses within their niches which are of a sufficient size at exit to be attractive to international trade buyers, larger buyout firms and the public markets, thereby maximising competitive tension on exit.

Firms like Bridgepoint which operate a global platform benefit from a scale advantage as well as geographic diversification and reduced country-risk when compared with these individual country funds.

GROWTH IN PRIVATE MARKETS

Within the private markets segment of the asset management industry, Preqin estimates that the assets under management of global private markets (excluding hedge funds and natural resources) will total US$12.6 trillion in 2025 compared to US$7.0 billion today.[14] The Directors believe that this expected growth is supported by a number of the underlying trends outlined below.

Relative long-term outperformance of private markets versus public markets

Research by Hamilton Lane indicates that private equity and private credit strategies have outperformed their equivalent public benchmarks in 19 of the past 20 years.[15] As shown in the graphs below, as of January 2021, returns from investments of buyout and private credit funds have largely outperformed public market equivalents, underlining their relative attractiveness for institutional investors and HNWIs with a long-term investment horizon.

Source: Hamilton Lane, *2021 Market Overview*, 2021.

Note: Hamilton Lane Data, Bloomberg (January 2021).

In the past, the global private equity industry in particular has outperformed other asset classes over most time periods.[16] For example, private equity has outperformed public markets by an average of 600 basis points from 2010 to 2020, as of 30 September 2020.[17] In Europe, the buyout space has delivered particularly strong returns, exceeding the Hamilton Lane All Private Markets Index pooled IRR in 13 of the years from 2000 to 2017.

14 *Source*: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020.

15 *Source*: Hamilton Lane, *2021 Market Overview*, 2021.

16 *Source*: Hamilton Lane, *2021 Market Overview*, 2021.

17 *Source*: Hamilton Lane, *2021 Market Overview*, 2021.

Analysis of the spread of returns with a vintage year from 1979 to 2017 highlights that Western Europe in particular had been the best-performing geography within private markets over this period.[18]

Private market investments have not only provided high and stable returns relative to public markets, but are also attractive to investors as they can offer diversification, an inflation hedge and returns that are relatively independent of the performance of other asset classes.

Search for higher, differentiated returns in an era of prolonged low interest rates

The loose monetary policy pursued by central banks following the global financial crisis in 2008 to 2009 has resulted in an environment with challengingly low yields for investors. In this low interest rate environment, institutional investors managing defined benefit schemes have faced the challenge of achieving targeted returns within a framework of conventional asset allocations to equities and bonds. As this challenge has grown, the gap between pension assets and liabilities has widened, as highlighted by the U.S. state pension funding gap that is shown in the chart below. The COVID-19 pandemic resulted in decisive stimulus packages from a number of central banks, which, overall, the market expects will extend the current low interest rate environment for the foreseeable future, in spite of recent inflationary spikes driven by shortages due to prolonged lockdowns in a number of countries.

Source: The PEW Charitable Trusts, *The State Pension Funding Gap: 2018*, June 2020.

Note: Projections for 2019 and 2020 are based on past growth of service cost, benefit payments, and contributions as well as actual returns for FY 2019 and estimated returns for FY 2020.

As a result, pension funds have increased allocations to private markets in an attempt to meet long-term return obligations, given the generally higher returns relative to public markets, as outlined in the section above. Indeed, as outlined in the chart below, with the exception of 2018, allocations of public pension funds to alternative asset classes have steadily increased year-on-year from 2010 to 2020.

18 *Source*: Hamilton Lane, *2021 Market Overview*, 2021.

Source: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020.

Increased allocations to private markets by institutional investors

The relative outperformance of private markets outlined above has made investments in these markets an increasingly attractive strategy for investors. Almost 80 per cent of investors surveyed as part of Private Equity International's "LP Perspectives 2021 Study" were confident that private equity performance will either meet or exceed relevant benchmarks over the next 12 months. Close to 40 per cent of these investors believed that they were under-allocated to the asset class and the vast majority planned to either increase or maintain their commitments in 2021.[19] The results of the investor poll done by Preqin for their "Future of Alternatives 2025" report revealed similar results, with the vast majority of investors planning on increasing allocations to private markets, particularly in the private equity and private credit asset classes in which Bridgepoint is currently active, as set out in the chart below.

Source: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020.

Growth in distributions in private markets

The relative resilience seen in the private markets sector over the past decade is demonstrated by growth in the level of capital distributed to investors (with only a limited impact from the market turbulence resulting from the COVID-19 pandemic), as demonstrated by the chart below. These distribution trends are anticipated to support fundraising conditions going forward, as it is anticipated that the growing level of capital being distributed to investors will need to be re-deployed in the near future.

19 *Source*: Private Equity International, *LP Perspectives 2021 Study*, January 2021.

Source: Hamilton Lane, *2021 Market Overview*, 2021.

Concentration of capital allocations towards fewer private equity firms

The growing allocation of funds to private equity has been accompanied by a concentration of these allocations towards more established private equity management firms. This trend is driven by multiple factors, including the ability of broader investment platforms to source attractive deals and deliver returns; increasing investor demands with respect to servicing and reporting and a desire from limited partners to manage fewer general partner relationships, with the aim to reduce their own administrative burden whilst maintaining their target allocations to private assets.

In particular, relatively large, well-established funds benefitted from this "flight to quality" in 2020, as well as the years leading up to it, as highlighted in the chart below.

Source: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021.

More established private equity management firms also benefit from greater resources to invest in technology and investment processes, as well as in their operating platforms more generally. Such investments result in benefits for their clients and have resulted in larger and more established managers generally growing more rapidly than the wider private assets market.[20]

20 *Source*: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021.

Established players are able to defend their position in the private markets industry

The private markets industry remains a diverse and highly competitive sector with regards to both investor capital and investment opportunities. As of January 2021, more than 4,200 private equity funds were estimated to be in the market collectively targeting investor capital of US$884 billion, with almost 550 private credit funds in the market collectively targeting investor capital of US$290 billion.[21] The majority of these funds are North America-focused, with approximately 2,250 and 317 North America-focused private equity and private credit funds seeking to raise capital via new fund offerings at that time, respectively. The number of European-focused funds is comparatively lower, with approximately 650 European-focused private equity funds in the market targeting US$178 billion of aggregate capital and 132 European-focused private credit funds targeting US$98 billion aggregate capital.[22] This excludes funds pursuing alternative investment strategies such as infrastructure, real estate and venture capital.

In spite of the growing number of firms within the private markets industry, well-established and high-quality firms have continued to benefit from the growing size of the overall market and have generally commanded a larger proportion of overall market fundraising. As demonstrated by the chart below, the top 10 general partners, as defined by Hamilton Lane, have increasingly dominated the overall proportion of funds being raised.

Source: Hamilton Lane, *2021 Market Overview*, 2021.

21 *Source*: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021 and Preqin, *2021 Preqin Global Private Debt Report*, January 2021.

22 *Source*: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021 and Preqin, *2021 Preqin Global Private Debt Report*, January 2021.

Similarly, the chart below shows that first-time private equity fundraising as a proportion of total fundraising has declined from 2017 to 2020.

First-time private equity fundraising as a proportion of total fundraising, 2001 to 2020

Source: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021.

A range of factors provide material advantages to established private asset managers which allow them to maintain or enhance their competitive positioning. These factors include: an established investment track record; reputation and brand recognition (both of which have important implications for an investment origination perspective as well as in securing board and investment committee approval of commitments made by institutional investors); robust technology infrastructure; and a comprehensive compliance function (which is increasingly important in an era of expanding regulation).

Strategy diversification by leading fund managers

An increasing number of established fund managers are assuming an even greater overall market share by expanding their fund offerings into other investment strategies, as highlighted in research by Hamilton Lane. These complementary strategies include private credit, real estate and infrastructure, as well as sub-sets within investment strategies, such as growth strategies within private equity.

This expansion allows established fund managers to offer a greater range of products to their core, long-term investors. As highlighted in the chart below, the amount of fundraising for funds which are not flagship funds

of the fund manager (non-flagship funds) has steadily increased over the past decade, with Hamilton Lane stating that non-flagship funds have become an integral part of business for experienced fund managers.[23]

Source: Hamilton Lane, *2021 Market Overview*, 2021.

COMPETITIVE DYNAMICS IN THE PRIVATE MARKETS INDUSTRY

The private markets industry remains fragmented, and Preqin estimates that there were approximately 650 Europe-focused private equity funds and 132 Europe-focused private credit funds in the market as of January 2021, targeting US$178 billion and US$98 billion aggregate capital, respectively.[24]

Bridgepoint is unusual amongst European private asset managers in combining a long-standing specific focus on the middle market with a well-invested global platform more typical of firms operating in the large-cap segment of the market. As a result, the Directors believe that Bridgepoint's flagship private equity funds only genuinely compete with a small handful of managers in competitive situations and it is rare to compete with the same group on multiple transactions during the build-out of a fund portfolio.

Private markets investors

Investors which invest in private markets are generally long-term focused institutional asset allocators such as pension funds (both governmental and corporate), asset managers and advisors, funds of funds, insurance companies, financial institutions and sovereign wealth funds, as well as endowments, private wealth managers,

23 *Source*: Hamilton Lane, *2021 Market Overview*, 2021.

24 *Source*: Preqin, *Private Equity and Venture Capital Report, 2021; Private Debt Report 2021.*

family offices and HNWIs, as demonstrated by the composition of investors in Bridgepoint's private equity funds, shown below.

Source: Company information.

As shown in the chart below, Preqin estimates that there are more than 7,000 investors in private equity, venture capital and private credit in North America, approximately 3,500 in Europe (including the UK) and approximately 3,700 in the rest of the world.[25]

Source: Preqin, 2021 Preqin Global Private Equity and Venture Capital Report, January 2021; and Preqin, 2021 Preqin Global Private Debt Report, January 2021.

Fundraising by private markets asset managers

From 2016 to 2020, private markets asset managers have raised over US$5 trillion in capital. Even though 2020 saw a decline in total funds raised across nearly all fund types, the aggregate amount of capital raised globally was still the fourth highest in history at US$947 billion, as set out in the chart below.[26] Fundraising activity has

25 *Source*: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021 and Preqin, *2021 Preqin Global Private Debt Report*, January 2021.

26 *Source*: Preqin, *2021 Private Equity and Venture Capital Report, 2021 Private Debt Report, 2021 Real Estate Report* and *2021 Infrastructure Report,* March 2021.

in part been driven by accelerating levels of deployment and realisations, which have resulted in shorter fund cycles and higher levels of overall fundraising activity.[27]

Source: Preqin, *2021 Private Equity and Venture Capital Report, 2021 Private Debt Report, 2021 Real Estate Report* and *2021 Infrastructure Report,* March 2021.

As the private markets investor base has increased, so too has the demand for a wider range of investment opportunities, as highlighted by the increase in capital raised for private debt and infrastructure funds as shown in the chart above.

The increasing importance of ESG criteria

ESG factors are becoming an increasingly important topic in the private asset management industry. Although ESG has been growing in significance over the past five years for both the public and private markets, this trend has accelerated rapidly in recent years within the private asset management industry, with ESG criteria becoming an ever-increasingly important consideration for both fund managers and investors. Significantly, a growing number of investors believe that funds with a strong commitment to ESG principles also perform better. According to Preqin, 23 per cent of investors surveyed in 2019 believed that ESG-committed funds performed better, whereas in 2020 this figure increased to 40 per cent.[28] As a result, approximately two-thirds

27 *Source*: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021.

28 *Source*: Preqin, *2021 Preqin Investor Outlook Alternative Assets H1 2021*, November 2020.

of private equity and private credit investors surveyed by Preqin in November 2020 either have an active ESG policy in place, or plan to introduce such a policy within the next 12 months,[29] as outlined in the chart below.

Source: Preqin, *2021 Preqin Investor Outlook Alternative Assets H1 2021,* November 2020.

29 *Source*: Preqin, *2021 Preqin Investor Outlook Alternative Assets H1 2021*, November 2020.

PART VII

THE BUSINESS

The following Part VII (The Business) of this Prospectus should be read in conjunction with the more detailed operating and financial information included in Part XIV (Historical Financial Information) of this Prospectus. The financial information included in this Part VII (The Business) has been extracted without material adjustment from the financial information in Part XIV (Historical Financial Information) of this Prospectus, or has been extracted without material adjustment from the Group's accounting records, which formed the underlying basis of the financial information contained in Part XIV (Historical Financial Information) of this Prospectus, or has been extracted without material adjustment from the consolidated audited financial statements for prior financial years of the Group. Prospective investors should read the entire Prospectus and not just rely on the information set out below.

The following Part VII (The Business) contains Forward-looking Statements that reflect the Company's plans and estimates; see "Forward-looking Statements" in Part V (Important Information). Prospective Investors should read this Part VII (The Business) in conjunction with the other parts of this Prospectus, in particular Part II (Risk Factors), and the entire Prospectus and not just rely on the information set out below.

OVERVIEW

Bridgepoint is the global leader in middle market private assets investing. It had approximately €27.4 billion of total assets under management as of 31 March 2021, in six distinct investment strategies across private equity and private credit. Operating in a fast-growing market, the group has a 30-year track record of delivering compelling returns with an attractive risk profile to a blue-chip and loyal base of over 300 investors globally as of 31 March 2021. Led by a team of partners who have a long history of working together, with over 170 investment professionals as of 31 March 2021, Bridgepoint has a well-invested middle market platform across Europe, North America and Asia, providing a strong foundation for further strategic expansion. The Group's global presence is outlined in the graphic below.

Key to the Group's investment approach is a strong culture of unity, deep experience and industrial networks through an investment platform with a distinctive, highly developed corporate culture and a focus on responsible investing. Throughout Bridgepoint's history, the Bridgepoint private equity funds have made investments in over 400 businesses and the Bridgepoint private credit funds have provided financing to over 250 businesses.

Founded in 1984, Bridgepoint has continuously evolved and invested in its investment platform. The Directors believe that the Group is strongly placed to capitalise on forecast double-digit market growth in the alternative asset management market from 2020 to 2025[30] and to continue the Group's strategic diversification. Bridgepoint has a strong track record of delivering returns to investors in the Bridgepoint Funds that spans over more than 35 years. This stability, bringing experience of investing over multiple economic cycles, and a well-established, excellent reputation in the industry, has been balanced with team development to create depth in leadership, ensuring consistent decision-making rigour across the Group.

30 *Source*: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020; based on assets under management for private equity, private debt, real estate and infrastructure.

The Group's private equity track record is demonstrated by the 2.5 times gross multiple on invested capital ("**Gross MOIC**") and 22.6 per cent gross internal rate of return ("**IRR**"), in each case based on realised investments and delivered on invested capital after the global financial crisis (in the period from the first quarter of 2009 through the fourth quarter of 2020) across the Bridgepoint Europe funds IV to VI, Bridgepoint Development Capital funds I to III and Bridgepoint Growth. See "*Financial Model—Selected Key Metrics of the Bridgepoint Funds*" in Part XII (*Operating and Financial Review*) for a detailed definition of Gross MOIC and IRR and how they are calculated. The Group has a similar track record in private credit, having committed approximately €11 billion of capital to over 250 companies from 2010 to 2020 across all Bridgepoint private credit funds, with both Bridgepoint Credit Opportunities I and II as top five per cent performers[31] and Bridgepoint Direct Lending funds delivering target returns, in each case as of 30 September 2020.

The strong and consistent returns delivered by the Bridgepoint Funds have enabled the Group to grow Total AUM by approximately three times from 2011 to 31 March 2021 to approximately €27.4 billion as of 31 March 2021. As of 31 March 2021, the Group had approximately €17.8 billion of AUM. See "*Alternative Performance Measures and Key Performance Indicators—AUM and Total AUM*" in Part XII (*Operating and Financial Review*) for a detailed definition and description of Total AUM and AUM.

During the year ended 31 December 2020 and the three months ended 31 March 2021, the Group generated total operating income of £191.8 million and £61.4 million as well as Underlying EBITDA of £66.1 million and £27.7 million, respectively, equating to an Underlying EBITDA Margin of 34.4 and 45.0 per cent, respectively. The quality of the return of the Bridgepoint Funds is also greatly enhanced by careful portfolio construction, with diversity by sector, geography and vintage year of commitment in each Bridgepoint Fund reducing the fund's overall risk profile while maintaining strong absolute returns.

The Group operates six distinct investment strategies across two complementary asset classes:

- **Private Equity**: As of 31 March 2021, the Group managed €19.2 billion of Total AUM across three classes of highly synergistic private equity funds, with the Group's flagship European middle market strategy ("**Bridgepoint Europe**"), a lower middle market strategy ("**Bridgepoint Development Capital**") and an early stage strategy ("**Bridgepoint Growth**").
- **Private Credit**: In addition, the Group managed €7.4 billion of Total AUM as of 31 March 2021 across three classes of private credit funds, with a strategy to act as lender to privately owned companies and private equity-backed portfolio companies ("**Bridgepoint Direct Lending**") a distressed credit investment strategy ("**Bridgepoint Credit Opportunities**") and a syndicated debt strategy ("**Bridgepoint Syndicated Debt**").

The key attributes of the Group are outlined in the graphic below:

31 *Source*: Cambridge Associates, *Index and Benchmark Statistics—Private Credit (Credit Opportunities)*, September 2020 Cambridge Associates data is continuously updated and therefore subject to change.

HISTORY OF BRIDGEPOINT

From its establishment in 1984 to 2000, Bridgepoint operated as a subsidiary of NatWest Group, a UK banking group. During the 1990s, Bridgepoint gradually increased the proportion of assets under management coming from external investors and in 1998 it raised Bridgepoint Europe I, its first external fund, with commitments of £1.0 billion.

In June 2000, Bridgepoint and its employees completed the acquisition of the management company of the Bridgepoint business from the NatWest Group. The transaction also included the sale of NatWest Group's interests in the underlying fund portfolio to a syndicate of new, high-quality, investors.

Since June 2000, the Group's business has been majority-owned by partners and employees of the Group. This broad share ownership is important to Bridgepoint's success and culture. Partners, Directors and long-serving employees are shareholders, with 133 employees and their families making up the majority of the shareholder base as of the date of this Registration Document. The Group has regularly increased the shareholder base to reflect promotions and new joiners in order to incentivise and align current and future cohorts of senior employees. Post completion of the Offer, employee shareholders are expected to continue to own a majority of the Company's shares in issue, with share based arrangements which will provide the Group with the ability to incentivise employees and maintain the Group's culture of employee ownership.

As a business that is largely owned by its employees, the Group has implemented and continually evolved an investment strategy emphasising active ownership and business transformations to drive high-quality risk-adjusted returns and low volatility regardless of the external environment.

Since the Group's independence from the NatWest Group, Bridgepoint has diversified and scaled its platform, expanding its office footprint to 10 locations and building on its strong foundations in Europe to create a global platform through the establishment of offices in North America and China.

In the Group's flagship Bridgepoint Europe strategy, Bridgepoint raised Bridgepoint Europe II (aggregate commitments of €2.0 billion) in 2001, Bridgepoint Europe III (aggregate commitments of €2.5 billion) in 2005, Bridgepoint Europe IV (aggregate commitments of €4.8 billion) in 2008, Bridgepoint Europe V (aggregate commitments of €4.0 billion) in 2014, and Bridgepoint Europe VI (aggregate commitments of €5.8 billion) in 2017, representing an average 49 per cent increase in successor fund size versus the previous fund. As of 31 March 2021, approximately 78 per cent of Bridgepoint Europe VI's primary capital was deployed, and the Group therefore expects to commence fundraising for the next generation flagship Bridgepoint Europe fund, Bridgepoint Europe VII, imminently.

The Group's market position was enhanced with the acquisition of Hermes' direct investment platform in the UK in 2009. The acquired business was rebranded to Bridgepoint Development Capital, followed by an expansion into France and Northern Europe. In 2014, Bridgepoint acquired the management company of two lower middle market funds in France, previously managed by Edmond de Rothschild Capital Partners, and the team of five investment professionals was integrated into the Bridgepoint Development Capital team based in Paris. Significant value has since been created and the acquisition materially enhanced Bridgepoint Development Capital's market position in France.

Bridgepoint Development Capital has benefitted significantly from the Group's existing presence and resources and has expanded the Group's market and sector coverage and its industrial networks. Bridgepoint Development Capital, the Group's lower middle market buyout strategy, has raised three funds as of the date of this Prospectus, in addition to Bridgepoint Development Capital I (aggregate commitments of £300 million) which was rebranded following the acquisition of the Hermes direct investment platform: Bridgepoint Development Capital II in 2012 (aggregate commitments of €353 million), Bridgepoint Development Capital III in 2016 (aggregate commitments of £605 million) and Bridgepoint Development Capital IV in 2020 (aggregate commitments of £1.56 billion).

Bridgepoint Growth, the Group's third private equity investment strategy, focuses on earlier stage investments with enterprise values typically up to £30 million and has raised its first fund, Bridgepoint Growth I, in 2017 with aggregate commitments of £105 million, and the Group expects to shortly launch a fundraise for its second fund, Bridgepoint Growth II. Together, these Bridgepoint Funds deepen the Group's broader corporate relationships (often through successful partnering with founders) across a wide range of asset sizes and market segments, creating access to a comprehensive set of investment opportunities (for example, minority transactions), enhanced sector knowledge and insight into developing investment themes.

The Group diversified into private credit investing in 2016, with the launch of private credit as a separate segment of the Group's operations and a direct lending strategy which was built through a combination of

existing Bridgepoint team members and lateral hires in London and Paris. This strategy raised €1.3 billion of capital in total across two funds and a substantial separately managed account and has delivered strong performance with returns in line with target levels and no realised losses across approximately 50 completed investments as of 31 March 2021.

In 2018, Dyal IV Equity Funds, which comprise part of Dyal Capital, a division of Blue Owl and a leader in acquiring minority stakes in alternative asset management firms, acquired a passive minority shareholding in the Group. This investment supported the continued expansion of the Group's operating platform and provided significant further capital to reinforce the Group's market position.

The Group's private credit strategy increased greatly in scale following Bridgepoint's acquisition of EQT Credit in 2020. EQT Credit was successfully integrated into Bridgepoint's business as there was no loss of Total AUM as a result of the acquisition at the time of the completion of the transaction. As of 31 March 2021, Bridgepoint private credit managed €7.4 billion of Total AUM through its three key complementary strategies: Bridgepoint Credit Opportunities, Bridgepoint Direct Lending and Bridgepoint Syndicated Debt (including CLOs). Following continued strong performance and investing momentum, Bridgepoint is currently fundraising for all three private credit strategies and working on establishing Bridgepoint Credit Opportunities IV, Bridgepoint Direct Lending III and Bridgepoint CLO II.

An overview of the key stages in the Group's history is set out in the timeline below:

KEY STRENGTHS

The Directors believe that the principal strengths of the Group are as follows:

- **The leading middle market private markets firm in the world:** Bridgepoint is the leader in middle market investing, with a global reach that leverages its strong pan-European footprint and Bridgepoint's ability to deploy meaningful amounts of client capital across several well-established strategies.
- **A performance-driven partnership culture:** Led by a highly experienced management team, Bridgepoint operates a performance-driven culture, borne out of its long heritage, which lies behind its proven record of attracting and retaining investment talent.
- **A highly attractive and growing industry:** Private market assets continue to grow rapidly as investors increase allocations to the asset class as a result of the search for yield in a low global interest rate environment and the continued strong and consistent performance of private markets asset classes.
- **Differentiated, sustainable and data-driven approach delivering high-quality returns over the long-term:** Bridgepoint's investment approach has evolved over more than three decades and through different economic cycles, combining differentiated sourcing and investment selection, a hands-on approach to value creation and focused approach to portfolio construction. This approach has delivered strong and consistent returns throughout Bridgepoint's history and across strategies. Bridgepoint utilises systemised data held in its proprietary data warehouse from more than 300 private equity investments and multiple credit exposures to inform its investment decision making.
- **Focus on responsible investing:** Bridgepoint is an investor with a long-term perspective, focused on constant improvement both in financial and non-financial terms of the portfolio companies of the

Bridgepoint Funds and the building of sustainable businesses, with ESG criteria being integrated across Bridgepoint and its investment approach. Responsible investment and sustainability is embedded throughout the Group's investment and active portfolio management approach and the Directors believe that the Group's long-standing commitment to responsible investment is a differentiator versus peers.

- **Proven track record of scaling strategies with a growing blue-chip investor base:** Bridgepoint has successfully scaled its flagship Bridgepoint Europe strategy as well as several more recently launched strategies on the basis of a committed and growing investor base of over 300 of the world's leading investors, consisting generally of institutional investors. With an average approximate contractual life of over nine years as of 31 March 2021 (calculated as weighted average of Total AUM divided by the charging period of all Bridgepoint Funds in the private equity segment and the Bridgepoint Direct Lending funds and Bridgepoint Credit Opportunities funds), the Group's current asset base has a long duration, upon which it continues to build through deep and long-standing relationships with blue-chip clients globally.
- **Significant amount of existing AUM and expected further growth in AUM from near-term fundraising pipeline:** Bridgepoint was able to grow its AUM significantly in the past and expects its AUM to further grow in the near term, with all of the Group's strategies having either recently raised new funds, being in fundraising or expected to start fundraising in the near future. The growth in AUM has driven robust increases in revenues and profitability, with total operating income rising from £144.8 million in the financial year 2018 to £191.8 million in the financial year 2020, and with Underlying EBITDA increasing from £43.3 million to £66.1 million over the same period. Significant further profitable growth has been achieved in the three months ended 31 March 2021.
- **Well-invested platform for growth:** Bridgepoint has made significant investments in its operating platform in preparation for its expected growth in AUM, increasing the number of investment professionals and investing to ensure scalability across its capital raising, investor servicing and central functions.

The leading middle market private markets firm in the world

As the leader in middle market investing, Bridgepoint offers investors a differentiated approach arising from its global reach and ability to deploy capital across middle market strategies. The Directors believe that the middle market is a highly attractive investment proposition for clients given its scale and number of potential investment opportunities, and the significant potential for hands-on value creation, including through operational improvement and add-on acquisitions.

The Group enjoys a favourable competitive position and has one of the best invested private market platforms directed at growth investing. This is untypical of middle market firms and drives origination, value creation and fund investor returns. Bridgepoint benefits from increasing opportunities as large buyout firms continue to increase the size of their funds and as a result the investments they make, which creates incremental investing scope for firms with a true focus on middle markets. Combined with consistent strong returns, this competitive position has enabled the Group to build a high-quality base of leading blue-chip investors who can put capital to work across different middle market strategies without being the dominant investor.

In addition to the Group's existing strength in middle market private equity, the acquisition of EQT Credit in 2020 significantly accelerated Bridgepoint's growth in private credit. As of January 2021, Bridgepoint private credit was within the top 10 private credit investors in Europe based on research by Preqin,[32] with scale across multiple sub-strategies and a track record of delivering strong and consistent returns for clients. For example, the Bridgepoint Credit Opportunities I and II funds were within the top five per cent based on benchmarking by Cambridge Associates as of 30 September 2020[33] and there have been no realised losses within the Bridgepoint Direct Lending funds as of 31 March 2021.

A performance-driven and value-based corporate culture

Bridgepoint views its corporate culture as critical to its success in private markets investing, whether it is with respect to the Group's ability to attract leading investment talent, its role as a trusted home for capital of investors in the Bridgepoint Funds or its ability to position itself as a reliable counterparty when engaging with potential investment opportunities. The Group is led by a highly experienced management team and the 43

32 *Source*: Preqin, *2021 Preqin Global Private Debt Report*, January 2021.

33 *Source*: Cambridge Associates, *Index and Benchmark Statistics—Private Credit (Credit Opportunities)*, September 2020.

Bridgepoint partners have an average of 21 years of private equity or private credit experience, of which 15 years are at Bridgepoint.

The Group's culture and value-based approach towards fundraising and investing has been shaped through more than 35 years of collaboration, and with 133 employees and their families making up the majority of the shareholder base as of the date of this Registration Document, the Group is an organisation with its employees at its heart. Following the completion of the potential initial public offering, the Directors expect that there will remain significant employee ownership of the Group, resulting in a strong alignment of the interests of the Group and its other stakeholders.

The strength of the Group's attractiveness to employees is illustrated by Bridgepoint's low voluntary investment professional turnover, with an average rate of less than three per cent annually from 2018 to 2020. As of 31 March 2021, the average tenure of the Group's investment partners was 15 years, which the Directors believe compares favourably to the wider industry. At the heart of this attractiveness are three core values which underpin the culture of Bridgepoint:

Performance-driven	Thoughtful	Straightforward
Settle for nothing less than superior performance achieved by entrepreneurship, initiative, intelligent judgement and teamwork	Always seek to make a difference – for investors, companies or as a responsible investor within the broader community	Straightforward, open professionals who act without arrogance and embrace the views of others without prejudice

Bridgepoint operates in a highly attractive and growing industry that favours firms with a strong track record and sophisticated investor servicing and operating platforms

Within the alternative asset market, private markets are expanding rapidly, with overall assets under management forecast to grow from approximately US$7 trillion to approximately US$13 trillion from 2020 to 2025.[34] This expected growth is driven by, among other factors:

- a desire of some of the world's largest investors, such as pension funds, to achieve higher returns due to ageing populations and growing pension funding gaps;[35]
- the relative outperformance of private markets versus public markets and lower volatility, which was particularly highlighted during the market turbulence of 2020 and 2021;[36] and
- "lower for longer" interest rates becoming "lower for the foreseeable future."[37]

These trends have driven an increase in allocations to private markets by investors, who still believe that they are under-allocated to the asset class as illustrated by the substantial majority of investors seeking to increase allocations to private markets both in the short- and long-term.[38] In addition, there is a general market trend of investors into private markets seeking to consolidate their relationships with managers and to reduce the number of counterparties with which they invest. With its focus on private equity and private credit, the Group expects to be well positioned to capitalise on these market trends.

The private markets asset management industry is characterised by several factors that have become increasingly important for asset managers in maintaining their competitive positioning, such as a focus on investment track record, the need for ever more sophisticated investor servicing and the requisite investments in a robust technology and compliance infrastructure, all of which reinforce the competitive positioning of established firms such as Bridgepoint. With its well-invested platform and highly experienced team, established network of global offices and long pedigree of delivering strong returns for its investors, the Group believes that it is well positioned to maintain and further develop its competitive positioning in this market.

Differentiated and sustainable approach delivering high-quality returns

The Bridgepoint Funds' investment approach has delivered strong and consistent returns. As of 30 September 2020, all Bridgepoint Europe, Bridgepoint Development Capital and Bridgepoint Credit Opportunities funds

34 *Source*: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020.

35 *Source*: The PEW Charitable Trust, *The State Pension Funding Gap: 2018*, June 2020.

36 *Source*: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020; and Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021.

37 *Source*: J.P. Morgan Research, *Global Data Watch*, May 2021.

38 *Source*: Preqin, *2021 Preqin Global Private Equity and Venture Capital Report*, January 2021.

raised after the global financial crisis of 2008 to 2009 were first or second quartile performers based on Cambridge Associates Benchmark Statistics.[39] Bridgepoint Direct Lending funds are not subject to equivalent industry benchmarks given the specific targeted returns of each fund to reflect their respective investment strategies and risk profiles, however, the Bridgepoint Direct Lending funds have continued to deliver against their target returns with no realised losses as of 31 March 2021.

Bridgepoint has delivered these high-quality returns through careful portfolio construction, sensible use of leverage and asset selection focused on high margin, cash generative businesses, contributing to low realised loss ratios (for example, one per cent across Bridgepoint Europe IV through VI and with only four per cent of assets realised at a Gross MOIC of less than 1.0 times). These returns have been delivered by the application of the Group's differentiated and proven investment approach, consistently applied across all investment strategies. The key principles of this differentiated approach are summarised in the graphic below:

Note:

(1) As of 31 March 2021, excluding employees in Bridgepoint's investor relations team.

***Evolving and well-invested office network*:** The local presence of the Group in its 10 offices and the strength of its investment platform are particularly important in sourcing attractive deals and driving value creation in the middle market. From time to time, Bridgepoint reallocates resources from regions which it believes are less compelling than other markets and has in the past closed offices accordingly.

***Deep and long-standing sector focus*:** The Group's investment professionals in both private equity and credit are deep sector specialists across the Business Services, Media and Sports Rights, Consumer, Financial Services, Healthcare, Advanced Industrials, and Technology sectors, with the latter representing a "technology transversal" interfacing with the other sectors. The investment strategy focuses on long-term thematic trends which are constantly evolving (with strategic 'tilts' to capitalise on particular aspects of these trends that create fresh investment opportunities). Within Bridgepoint's private equity sector, this was illustrated in healthcare by the migration from services to medical technology and pharma, and in media and technology from legacy media to technology investments and financial software.

***Thematic approach*:** Bridgepoint's private equity investment teams regularly produce detailed, bottom-up sector plans and 'market maps' which set out their expectations for the evolution of sub-sectors and identify assets which may be potentially attractive acquisition targets, often some years in advance of an investment decision. This is mirrored in the research-driven approach of the Bridgepoint private credit team, as illustrated by the sector deep dives, primary deal tracking and secondary market screening in the Bridgepoint Credit Opportunities funds.

***Differentiated sourcing and origination*:** Bridgepoint has historically been successful in sourcing assets in bilateral deals or limited auctions, avoiding the intense competition and price maximisation that can often be

39 *Source*: Cambridge Associates, *Index and Benchmark Statistics—Private Credit (Credit Opportunities) and Private Equity (Europe)*, 30 September 2020.

seen in full auction processes in the larger deal segment of the private equity market. The Group typically focuses on primary transactions and only a smaller amount of deals originates from secondary transactions, which are sales through other private equity firms. Bridgepoint's strategic origination capabilities allowed it to make its investments at a competitive entry pricing, with many investments being made at the lower end of long-term valuation ranges of peers with similar geographic and sector exposures.

***Disciplined asset selection and portfolio construction*:** Core to Bridgepoint's investment performance and its strong positioning with investors is a focus on fundamental metrics for each new investment made by its private equity strategies and careful portfolio construction to generate attractive risk adjusted returns. Potential targets are typically selected for investments through the Bridgepoint Funds based on criteria such as market leadership, exceptional revenue visibility, high EBITDA margins, strong cash conversion, repeatable business models, potential for international expansion, attractive relative value, clear sector themes and high-growth niches, and a platform for potential consolidation at accretive valuations. Additionally, potential targets are assessed for their ESG credentials and their potential for operational improvement.

Every Bridgepoint Fund is deliberately diversified by vintage year, sector, geography and number of investments, with, for example, approximately 20 and 15 assets per Bridgepoint Europe fund and Bridgepoint Development Capital fund, respectively, and no asset typically accounting for greater than 10 per cent of a fund's capital. The Group's careful approach to geographic diversification is shown by the composition of Bridgepoint Europe VI's portfolio, with 11 per cent, 13 per cent, 17 per cent, 49 per cent and 11 per cent of investments based on cost located in the UK, France, the Nordics, the rest of Europe and the United States as of 31 March 2021, respectively. Combined with prudent opening capital structures and a sensible mix of value and growth-themed investing, this multi-dimensional diversification strategy leads to funds with a consistent performance profile, high cash generation, average operating margins and revenue visibility, low standard deviation of returns and low loss ratios. Similarly stringent metrics and thresholds are applied by the Group's private credit strategies.

***Hands-on value creation philosophy*:** Following an investment, Bridgepoint is hands-on in delivering value creation, driving value from investment to exit through a toolbox of strategic and operational improvement measures. Elements of the Bridgepoint value creation toolbox include the improvement of systems, the delivery of organic growth through new product launches or international expansion and the optimisation of costs, including through partnerships with Bridgepoint's wholly-owned procurement specialist PEPCO Services LLP. In addition, Bridgepoint has a strong focus on delivering value-accretive add-on acquisitions for portfolio companies across its private equity strategies, often at a lower valuation multiple than the original investment. For example, Bridgepoint Europe V has been able to harness this method of value creation through the completion of 58 add-on acquisitions as of 31 March 2021.

***Responsible investing*:** Bridgepoint follows a long-term approach with its investments, and, accordingly, has embedded ESG criteria across its investment process and portfolio management. Bridgepoint is hands-on in driving improvement in businesses' ESG—oriented measures with a philosophy of "constant improvement," and upholds a clear set of expectations with respect to the activities of its portfolio companies, as summarised below. Bridgepoint has an institutionalised ESG governance framework that includes an ESG committee and an in-house ESG team. ESG criteria are also an integrated part of the investment process, from pre-investment, where Bridgepoint avoids investing in companies whose products, services or practices cause environmental or social harm and where there is no path to mitigation, to post-investment, where specific ESG key performance indicators are reported by portfolio companies using a dedicated internal ESG cloud-based reporting tool on a quarterly basis. Bridgepoint's portfolio companies are expected to meet the criteria set out below:

Create New Employment

Approximately 22,000 employees in BE V Companies
12 per cent organic growth in employees

Reduce Environmental Impact

Portfolio-wide review: aim to reduce energy consumption and cut carbon emissions

Promote Diversity and Inclusivity

All of BE VI's companies have incorporated diversity and inclusion into their HR policies

Engage with Local Communities

Portfolio companies regularly engage in charitable and volunteering initiatives

Contribute to Local Economies

All portfolio companies are expected to be fair tax payers

Ensure Fair Pay and Focus on Welfare

Bridgepoint's policies request portfolio companies to comply with wage regulations and to aim to improve working conditions

Note: As of 31 December 2020.

***Data-driven approach*:** The Group believes the breadth of data it holds in its proprietary data warehouse (explained in further detail below) from more than 30 years of investing and a long track record of successful fundraisings is an additional source of potential competitive advantage. Over recent years, Bridgepoint has invested significantly in a data team to capture and systemise performance information from more than 300 current and historic private equity investments, providing the Group with a deep and continuously growing track record of over four million data points of past performance to support decision making.

Accordingly, the Group has structured its data and developed tools which allow executives to access this data and compare prospective investment cases against the historical experience with similar assets, improving the quality of its investment decisions for the benefit of fund investors. Investment opportunities reviewed at the investment advisory committee stage for the funds in the Group's private equity segment are analysed against the performance of comparable assets, and portfolio company business plans are benchmarked against internal comparators. As well as aiding the investment teams in making better investment decisions, the Group's capabilities in data also ensure that fund construction and portfolio analysis are made more simple and efficient.

Bridgepoint expects to continue to refine and develop its capabilities in this respect, including by adding additional external data and building more efficient tools for capturing internal data at the portfolio company level, and believes there is significant scope to build a powerful capability in data and analytics for its professionals.

Proven track record of scaling strategies with a growing blue-chip investor base

The Group's fundraising track record has been supported by a long-standing, loyal and growing blue-chip client base, which includes many of the world's leading investors, and is diverse across regions, with particular strength in North America. Indeed, the Group's global base of more than 300 long-term institutional investors includes 13 of the top 20 U.S. state pension funds (by assets under management)[40], and across the investor base, the average relationship length with Bridgepoint is 14 years. The diversity of the Group's investor base, by both geography and institution type, is demonstrated in the charts below:

Note: Investors by geography as of 24 May 2021 and investors by institution type as of 31 March 2021;

(1) Breakdown of investors by institution type relates to the Bridgepoint private equity funds only.

Bridgepoint has a strategic approach to the cultivation of its investors. The key priorities are to build and maintain a diverse pool of high-quality and committed partners and to develop deep and long-lasting relationships with them, ideally across multiple strategies. In some cases, the time between initial contact and an investor's first commitment to a Bridgepoint fund can be many years, which the Directors believe is essential to achieve the Group's fundraising goals and establish a stable investor base that will support future growth. An overview of the Group's geographic positioning with regards to its investor base is set out below:

40 *Source*: Preqin, data as of 31 December 2020 sourced from website (last accessed on 25 May 2021).

Note: As of 24 May 2021.

Bridgepoint has a long track record of successful capital raising, having raised 18 funds across its private equity and private credit strategies, respectively, from 1998 to 2021, including funds raised by the team which joined Bridgepoint as part of the EQT Credit acquisition. The Group expects that four further funds will be in the market in the next 12 months. Bridgepoint's capital raising efforts are supported by an in-house global investor services team of 22 FTEs in five offices, with nine senior team members that focus on capital raising and an in-house team of 49 FTEs across fund administration, finance, legal and tax across Europe and North America as of 31 March 2021. Bridgepoint believes its proposition to investors is differentiated, combining a focus and leadership in middle markets with local insight and an agile, global platform to deliver a long track record of attractive and consistent risk adjusted returns. Within investor relations, Bridgepoint takes a long-term and strategic approach to capital raising and maintaining high-quality investor relations is central to Bridgepoint's operating philosophy, with regular and consistent interactions. Bridgepoint's investor relations team aims to deliver best-in-class investor relations service, utilising the Group's data and technology capabilities and focussing its communications on transparency and openness to investors in the Bridgepoint Funds.

The Group's investor base has also consistently broadened and deepened, both in terms of the number of investors across the platform and the average commitment of those investors. For example, from 2008 to 24 May 2021, Bridgepoint's investor base has grown by 71 per cent to 302 and, concurrently, has seen an increase in the average commitment per investor in the Bridgepoint Europe funds of approximately 106 per cent, from €36 million in Bridgepoint Europe IV in 2008 to €74 million in Bridgepoint Europe VI in 2019. Similarly, the average commitment per investor increased by 87 per cent for investors in Bridgepoint Development Capital IV compared to Bridgepoint Development Capital III. As of 31 March 2021, the top 10 investors across the aggregate of Bridgepoint Europe VI, Bridgepoint Development Capital IV, Bridgepoint Credit Opportunities III and Bridgepoint Direct Lending II, which are the main Bridgepoint Funds that are currently in deployment, account for approximately €3 billion of the approximately €11 billion in total commitments to these funds. Three of the top 10 investors in the Bridgepoint Europe VI fund were new investors, with average commitments of €178 million (one of the new investors, under a different team, had made a smaller commitment in 2001, but they had not invested in any subsequent Bridgepoint Funds). In addition, the firm has a robust track record of its investors committing to multiple strategies, and 41 investors with total commitments of €13 billion invested in more than one strategy as of 31 March 2021.

The AUM raised from investors is of long duration and provides significant visibility on the future revenue and earnings of the Group. As of 31 March 2021, the longevity of the Group's relations to its investors was shown by an average approximate contractual life of over nine years (calculated as weighted average of Total AUM divided by the charging period of all Bridgepoint Funds in the private equity segment and the Bridgepoint Direct Lending Funds and Bridgepoint Credit Opportunities funds). The re-up rate, which is the rate of investors in previous funds who elect to invest in successor funds (by value), was 88 per cent for Bridgepoint Europe VI compared to Bridgepoint Europe V, 83 per cent for Bridgepoint Development Capital IV compared to Bridgepoint Development Capital III and 86 per cent for Bridgepoint Direct Lending II compared to Bridgepoint Direct Lending I, with lower re-up rates for the Bridgepoint Credit Opportunities funds, which the Group considers to be in line with overall market trends.

The impressive returns of the Bridgepoint Funds have contributed to the Group's proven track record of fundraising from its leading client base, which helped to scale strategies with each successive fundraise (with the exception of Bridgepoint Europe V). For example, within its private equity investment strategies, the Group

was able to increase the size of the fund versus the immediate predecessor of the relevant fund (based on committed amounts) by 49 per cent on average for its Bridgepoint Europe funds and 86 per cent on average for its Bridgepoint Development Capital funds.

Since 2010, similar scaling was achieved in the Group's private credit funds, with a 107 per cent and a 328 per cent increase on average for the Bridgepoint Credit Opportunities funds and the Bridgepoint Direct Lending funds (based on committed amounts and compared to the immediate predecessor of the relevant fund), respectively, which joined Bridgepoint's suite of strategies as part of the Group's acquisition of the EQT Credit business in 2020. There was no loss of Total AUM of the EQT Credit funds as a result of the acquisition at the time of the completion of the transaction, and fundraising for some of the Bridgepoint private credit funds commenced almost immediately post completion.

Expected growth in AUM from near-term fundraising pipeline

As demonstrated by the chart below, the Group grew its Total AUM significantly from approximately €3 billion in 2001 to approximately €26.6 billion in 2020.

Note:

(1) Pro forma for the acquisition of the EQT Credit business.

Bridgepoint expects to continue growing its AUM in the near term, with all of its strategies having either recently raised new funds (for example, Bridgepoint Development Capital IV, which closed at its £1.6 billion hard cap in September 2020), currently raising new funds (for example, Bridgepoint Credit Opportunities and Bridgepoint Direct Lending) or expected to begin fundraising in the near term (for example, Bridgepoint Europe and Bridgepoint Growth).

The Group's fundraising pipeline is expected to result in a step change and meaningful increase in the Group's AUM, with a corresponding impact on Bridgepoint's revenue. The Group has made significant investments in its investment talent and platform in preparation for this anticipated growth, and therefore expects to benefit from operating leverage and expanding margins if this expected fundraising pipeline is realised.

	Private Equity			Private Credit		
	Bridgepoint Europe	Bridgepoint Development Capital	Bridgepoint Growth	Credit Opportunities	Direct Lending	Syndicated Debt
Enterprise Value Focus[1]	€200m - €1.5bn	£30m - £150m	<£30m	€100m+	€100m - €1bn	€1bn+
Current fund[2]	BE VI (€5.8bn)	BDC IV (£1.6bn)	BG I (£105m)	Credit Opps III (€1.3bn)	BDL II (€2.3bn[4]) BC II (€680m[4])	€579m[3]
Established	1984	2009	2016	2009[5]	2015	2012
	✓ **BE VI:** 78% invested	✓ **BDC IV:** Closed at hard cap (Sep-20)	✓ **BG I:** 67% invested	✓ **Credit Opps IV:** In fundraising	✓ **DL III:** In fundraising	✓ **CLO II** Expected to price in June 2021

Note:

(1) Core range;

(2) Fund size includes the Group's commitment for the private equity funds;

(3) Fund size of various syndicated debt funds / CLOs;

(4) Includes leverage;

(5) Original investment vehicle, a carve-out from EQT V, began in 2008.

Well-invested platform for growth

With 43 investment partners, over 300 permanent FTEs and more than 170 investment professionals located in 10 offices in Europe, the U.S. and Asia as of 31 March 2021, the Group combines depth and reach of investment resources. Over the last three years, the Group has undertaken further substantial investment in its operating platform, creating an infrastructure which has the capacity to manage a substantial increase in AUM. As a result, the Group's strong operating platform across investor servicing and capital raising, technology and central functions has been scaled for future increases of AUM and strategies. For example, the readiness of the platform to efficiently and effectively add new strategies and acquisitions was illustrated by the seamless integration of EQT Credit in 2020 and the first months of 2021.

THE GROUP'S APPROACH TO INVESTING

The Group's goal is to generate premium returns for investors in a responsible way, through a hands-on approach to value creation and a focus on sustainability throughout the investment cycle. Investments are focused on high-quality growth companies with repeatable business models which operate within the seven sectors in which the Bridgepoint Funds specialise: Business Services, Media and Sports Rights, Consumer, Financial Services, Healthcare, Advanced Industrials, and Technology.

The Group's investment strategy has been refined since Bridgepoint's inception in 1984 to create compelling investment returns. Investment teams leverage domain knowledge and depth of local presence to identify attractive assets based on Bridgepoint's long-term origination programme at competitive valuations, targets with significant growth profiles and underlying beneficial structural drivers.

Across the Group's three highly complementary private equity investment strategies, an active ownership approach is applied to acquisitions, driving value creation by earnings growth generation through market share gains (organic and inorganic), expansion into new geographic and product areas, comprehensive business transformations and active buy-and-build programmes.

The Group's private credit platform typically focuses on high-quality European middle market businesses with defensive characteristics, including a high proportion of recurring earnings and strong cash flow generation and resilient end markets. A due diligence-heavy approach to investing is taken across the entire platform, with strict risk assessments and pricing discipline in respect of every investment to maintain and improve upon the Group's track record of consistent returns and low loss ratios.

To deliver on its investment strategy, Bridgepoint operates a sector framework with private equity and private credit investment professionals in the Group's specialised sector teams covering the seven sectors in which the Bridgepoint Funds specialise. This approach promotes a collaborative environment and enables investment teams to draw on the broader institutional knowledge and resources of the Group across its target sectors and sub-verticals, as well as across its global platform of 10 offices with over 170 investment professionals as of 31 March 2021.

The pooling of information, with information barriers where appropriate and necessary, provides the Group with the ability to competitively source investment opportunities and supports the Group's focus on finding attractive assets within its target sectors. Similarly, the composition of deal teams also draws on the wider Bridgepoint operating platform, taking into account the geography and sector of the target, but also the potential need for functional expertise and operational support, both of which are typically sourced from within the Group.

Bridgepoint has a demonstrated capacity to create value in its investments through a combination of strong earnings growth and the creation of well-invested platforms of scale with long-term growth potential which have proven attractive to acquirers on exit. From 2000 to 2020, an estimated 77 per cent of value creation across profitable investments has been driven by revenue growth and earnings improvement in the Bridgepoint private equity funds, with a further 25 per cent driven by multiple expansion at exit as a result of the repositioning of portfolio companies for growth and professionalisation, slightly offset by (2) per cent from deleveraging. In aggregate, the Group was able to return €5.8 billion to its investors from 1 January 2019 to 31 March 2021.

The Group's operationally-driven model is fundamental to value creation and was broadened in the market environment after the global financial crisis of 2008 and 2009 and subsequent Eurozone crisis. Using Bridgepoint's extensive operational expertise, often drawing on its dedicated Operational Support Group, the

Group executes far-reaching business transformations in its private equity strategies to create platforms for long-term, sustainable profit development and employment growth. The Group's investment professionals benefit from the support of a number of additional teams designed to add value across the portfolio:

- **Operational Support Group**: The Operational Support Group is largely made up of senior individuals with operational experience and industrial skills. It is a fully integrated part of the investment team and is typically involved in portfolio companies where the investment case requires significant operational or management change, strategic expansion or repositioning. Areas of focus include industrial rationalisation (often across different geographies) and significant capital expenditure programmes as well as the provision of substantial additional resources in situations where an asset requires strategic repositioning as a result of underperformance.
- **Capital Markets Team**: The Group's Capital Markets Team acts as a centre of excellence for Bridgepoint in the area of raising debt finance for companies in which its private equity funds invest and optimising capital structures and terms both at entry and for any subsequent portfolio company activities, for example buy-and-build and dividend recapitalisations. The team has a critical role both in managing risk within portfolio companies by employing leverage prudently, and in protecting value with proactive management of covenant headroom, interest rate hedging and compliance activities.
- **Procurement Team**: The Procurement Team, initially created in 2000, is a team of six professionals based in London focused on implementing savings and best practice across the Bridgepoint portfolio and for third-party clients. From 2003 to 31 March 2021, this team has delivered estimated savings of approximately £300 million for the Bridgepoint Funds' portfolio companies. Core initiatives include the introduction of e-auctions, where potential suppliers bid "live" on terms, direct sourcing in Asia in conjunction with the Shanghai Office and significant cost reductions from aggregating the buying power of the portfolio for generic items such as software licences, insurance and utilities.

DEEP DIVE BY INVESTMENT STRATEGY

As of 31 March 2021, the Group had approximately €27.4 billion Total AUM in six distinct investment strategies across private equity and private credit. The Group's complementary investment strategies in the private equity and private credit segment have reinforced and expanded Bridgepoint's market and sector coverage and the industrial network for the Bridgepoint Funds. Together, the Bridgepoint Funds cover a vast number of corporate relationships across a wide range of asset sizes and market segments, creating access to attractive opportunities across the capital structure and life cycle of middle market businesses.

Each investment strategy of the Bridgepoint Funds focuses on its respective investment area while benefitting from differentiated access to central support functions and the sharing of sector research and insights across the Group. This gives rise to significant firm-wide benefits, particularly in respect of sector-based origination and the identification of emerging industrial trends.

Note: Total AUM data as of 31 December 2020.

Private Equity

Whilst the teams which are responsible for the three distinct investment strategies within Bridgepoint's private equity segment, being Bridgepoint Europe, Bridgepoint Development Capital and Bridgepoint Growth, operate independently, they benefit from the ability to collaborate across the strategies, both in sharing knowledge within sector teams and by utilising industrial and market relationships to generate deal introductions for each of the three strategies.

Bridgepoint Europe

The Group's flagship buyout fund, Bridgepoint Europe, focuses on investing in businesses in the middle market with enterprise values typically between €200 million and €1.5 billion and targets gross returns of 2.3 to 3.0 times per fund, with both Bridgepoint Europe IV and Bridgepoint Europe V being expected to meet their respective target ranges. The Group is currently investing its sixth external buyout fund, Bridgepoint Europe VI, which has total commitments of €5.8 billion. Of this amount, 78 per cent was committed to investments as of 31 May 2021 during the typical commitment period of three to four years. The Group expects that the fundraising for the next flagship fund, Bridgepoint Europe VII, will commence imminently.

The progress Bridgepoint is making in deploying the current fund, Bridgepoint Europe VI (with total commitments of €5.8 billion) alongside an estimated €1 billion of total co-investments from investors once that fund is fully deployed, in combination with recent investment in the team and geographic expansion, gives the Directors confidence in its ability to deploy a similar level of aggregate capital in the next flagship fund, which in turn would be supplemented by further co-investments by investors.

The Bridgepoint Europe investment team comprises over 90 investment professionals, including 27 investment partners with an average of 20 years' private equity experience. The Bridgepoint Europe strategy has delivered strong and consistent investment returns over an extended period, having invested in 164 transactions since the first Bridgepoint Europe fund was raised in 1998 until 31 March 2021. Over the same period, the Bridgepoint Europe funds realised proceeds of €20.6 billion from 213 exits and delivered a gross IRR of 17 per cent. Bridgepoint Europe's track record has continued to be strong in recent fund generations, with more than 55 investments (from Bridgepoint Europe IV through Bridgepoint Europe VI) and each of Bridgepoint Europe IV, V and VI being ranked first or second quartile performers on a net IRR basis based on Cambridge Associates Benchmark Statistics as of 30 September 2020.[41]

Bridgepoint Development Capital

Established in 2009, Bridgepoint Development Capital forms Bridgepoint's lower middle market strategy. Bridgepoint Development Capital invests in businesses with enterprise values typically between £30 million and £150 million and targets gross returns in excess of 2.5 times per fund. In 2020, the Group raised the fourth fund for this strategy, Bridgepoint Development Capital IV, at the hard cap with a total committed capital of £1.56 billion. Bridgepoint Development Capital has a strong track record of applying Bridgepoint's investment approach consistently to lower middle market opportunities, with all of its raised funds ranking as top quartile performers by all measures[42]. Bridgepoint Development Capital also benefits from synergies with the wider Bridgepoint platform, from sector insights and knowledge, to sourcing opportunities and deal flow, to value creation and execution, as well as being able to leverage the group's best-invested supported functions.

As of 31 March 2021, the Bridgepoint Development Capital investment team comprised 33 professionals located across the Group's London, Paris and Stockholm offices, including eight investment partners with an average of 21 years' private equity experience. The realised investments across Bridgepoint Development Capital I, II and III, delivered a net IRR of 20 per cent, 28 per cent and 48 per cent as of 31 March 2021, respectively.

Bridgepoint Growth

The Group's third private equity investment strategy, Bridgepoint Growth, was launched in 2016 and focuses on earlier stage investments in businesses with enterprise values of typically up to £30 million, targeting gross returns in excess of 2.75 times per fund. The strategy raised £105 million for its first fund, Bridgepoint Growth I, and has made eight investments as of the date of this Registration Document. Currently, the strategy is focused on the UK and Nordic markets.

As of 31 March 2021, the Bridgepoint Growth investment team comprised seven professionals, with a dedicated senior team led by two partners, based in London and Stockholm, with an average of eight years' private equity experience. Junior resource is shared between Bridgepoint Development Capital and Bridgepoint Growth, providing efficient execution. As of 31 March 2021, the realised investment in the Bridgepoint Growth I fund has delivered a gross IRR of 32 per cent.

41 *Source*: Cambridge Associates, *Index and Benchmark Statistics—Private Equity* (Europe), 30 September 2020. Cambridge Associates data is continuously updated and therefore subject to change.

42 *Source*: Cambridge Associates, *Index and Benchmark Statistics—Private Equity* (Europe), 30 September 2020. Cambridge Associates data is continuously updated and therefore subject to change.

Private Credit

The consolidated Bridgepoint private credit team (comprising the original team and the team that joined with the acquisition of the EQT Credit business in 2020) has a 13 year track record of investing in private credit and, as of 31 March 2021, it had raised €9 billion in private credit funds over the entire tenure of the private credit segment.

The Group originally started pursuing private credit as a separate investment strategy with the launch of the first direct lending fund in 2016, which was built with a combination of existing Bridgepoint team members and lateral hires across London and Paris. This strategy raised €1.3 billion of capital in total across two funds and a substantial separately managed account. Subsequently, the Bridgepoint private credit business increased materially in size following Bridgepoint's acquisition of EQT Credit in 2020.

As of 31 December 2020, the Group's private credit team managed €7.4 billion of Total AUM across the capital structure and risk-reward spectrum through its three key complementary strategies, Bridgepoint Credit Opportunities, Bridgepoint Direct Lending and Bridgepoint Syndicated Debt, as set out in the chart below.

Note: Total AUM as of 31 March 2021;

(1) Includes Total AUM of Bridgepoint CLO I and Bridgepoint CLO II.

Bridgepoint's private credit strategy benefits from significant natural synergies with Bridgepoint's private equity platform. These synergies include substantial overlap in institutional knowledge, sector themes and industrial networks, along with strong reciprocal information flow back to the private equity investment platform, where appropriate and subject to information barriers where necessary. For example, where Bridgepoint private credit lends to a sponsor in competition with Bridgepoint's private equity strategies. Bridgepoint's powerful market position is well illustrated by its standing as the largest originator of middle market leveraged loans in Europe in the twelve months ended 31 March 2021 (based on analysis by S&P Global Market Intelligence).

Located across offices in London, New York, Frankfurt, Paris and Stockholm, with Amsterdam due to open in the summer of 2021 and Madrid targeted to join in late 2021 or early 2022, the Bridgepoint private credit team comprised 42 dedicated investment professionals as of 31 March 2021, including 95 per cent of EQT Credit's staff that was retained within Bridgepoint as part of the successful integration of EQT Credit's business into the Group's portfolio. As of 31 March 2021, the team was led by seven partners with an average of more than 20 years' experience in the industry.

Direct Lending

The Group's direct lending strategy focuses on European middle market companies with approximately €10 to 75 million of EBITDA that exhibit defensive characteristics, including a high proportion of recurring or contractual earnings and strong cash flow generation. Typically, these companies operate in resilient end-markets with a strong competitive positioning, and in defensive sectors. The Bridgepoint Direct Lending strategy also benefits from Bridgepoint private credit's broad platform, and sources many direct lending opportunities through the Bridgepoint Credit Opportunities and Bridgepoint Syndicated Debt funds. Bridgepoint Direct Lending is typically the sole or largest lender offering senior secured debt. The position of the Bridgepoint credit funds as incumbent lender across over 150 companies as of 31 March 2021 provides a regular flow of high-quality new investment opportunities.

The sourcing approach employed by the Bridgepoint Direct Lending strategy is based on thematic expertise, the ability to conduct diligence in respect of potential targets efficiently and strong cross-border relationships with approximately 70 sponsors (as of 31 March 2021) which also results in repeat business, generating high-quality investment opportunities.

From 2015 to 31 March 2021, the Bridgepoint Direct Lending Funds have generated a gross realised IRR of nine per cent on an unlevered basis, which is in line with targeted returns. As of 31 March 2021, the Bridgepoint Direct Lending Funds had no realised losses throughout their history.

The strategy is currently raising its third fund, Bridgepoint Direct Lending III, which is expected to be materially larger than the previous fund generation (given the combined resources following the acquisition of EQT Credit) and will target a seven to nine per cent gross IRR in the unlevered sleeve and a 11 to 14 per cent gross IRR in the levered sleeve. The levered sleeve of Bridgepoint's private credit fund entails the leveraging of that sleeve of the fund with debt.

Credit Opportunities

Since 2008, Bridgepoint's Credit Opportunities funds seek investment opportunities in complex situations via the secondary market and by providing creative capital solutions to distressed companies or companies which are unable to access the capital markets. The strategy targets three key types of investments (with a typical size of an individual investment of €30 to €100 million), which allow flexibility and relevance throughout all periods of the investment cycle-deep value in the secondary market, bespoke primary capital solutions and balance sheet transformations:

- **Deep Value Secondary**: The Group expects pressures on the holders of debt of highly leveraged companies to continue and, as a result, anticipates more motivated sellers of assets at discounted prices. This strategy therefore aims to identify investments in good companies believed to have a clear route to exit or repayment, purchasing debt from existing holders at a meaningful discount to par.
- **Bespoke Primary Capital**: The inability of some companies to access traditional sources of capital (for example, syndicated bank loans, high yield bonds and public equity) generates a need for creative, tailored financing solutions for companies requiring new money. This can include financing acquisitions or growth, adjustments to the current capital structure or refinancing transactions.
- **Balance Sheet Transformations**: The Group expects excess leverage and weak corporate performance to continue to result in balance sheet restructurings of a number of companies, and illiquid situations and therefore, the Bridgepoint Credit Opportunities funds also look for opportunities to purchase debt in the secondary market ahead of such restructurings and/or investments after a restructuring has occurred.

The strategy is currently raising its fourth fund, Bridgepoint Credit Opportunities IV, which is targeting a similar size to the previous funds in this strategy. From 2008 to 31 March 2021, Bridgepoint Credit Opportunities funds have made over 100 credit opportunities investments in more than 80 companies. As of 31 March 2021, the exited investments of the Bridgepoint Credit Opportunities funds have generated a 1.41 times Gross MOIC and a gross IRR of 23 per cent.

Syndicated Debt

The Group's syndicated debt investment strategy seeks investment opportunities in floating-rate loans and notes of strongly performing European companies and manages a portfolio of large, liquid, European credits. These investment opportunities usually provide a regular interest income stream and are characterised by high

capital preservation, which is supported by the Group's active selection and monitoring of companies. As of 31 March 2021, the Bridgepoint Syndicated Debt funds had provided capital to approximately 150 companies.

The Bridgepoint Syndicated Debt strategy utilises the Group's market knowledge about a vast majority of leveraged buyout loans in the European market. Furthermore, this strategy raises Bridgepoint private credit's relevance to banks and financial sponsors, strengthening the market profile of the wider private credit platform, as well as a stable and highly profitable fee base and the opportunity to broaden the investor base.

In 2020, the Group's current CLO product offering was launched as part of the syndicated debt investment strategy, creating a highly scalable product offering with operational synergies and a broad risk-return profile across tranches. The first Bridgepoint CLO, Bridgepoint CLO I, was priced in 2020, Bridgepoint CLO II priced in June 2021 and a warehouse has been agreed for Bridgepoint CLO III. The Group's CLO strategy is expected to be self-funding for the foreseeable future based on the existing capital retained in the business, with additional CLOs being expected to be launched approximately every six months. In addition, the Group plans to source capital from third parties for future issuances.

STRATEGY OF THE GROUP

Bridgepoint is strongly positioned to continue to deliver significant growth in three ways: the continued organic scaling of existing strategies, product strategy extension and adding a third vertical over time through acquisition-led expansion.

Continued organic scaling of existing strategies

Bridgepoint expects to continue to scale its existing private equity and private credit strategies in order to capture the forecast growth in its markets and continue the track record of strong AUM growth over the past two decades.

The middle market of the private markets industry has consistently expanded as private markets have grown, with the core enterprise value range of targeted assets for Bridgepoint's middle market focus moving up in size as larger buyout firms have continued to shift their focus up the scale in terms of enterprise value. This is illustrated well by the continued evolution of the definition of the size of the middle market. Bridgepoint currently defines the market as being comprised of businesses with an enterprise value of typically up to €1.5 billion. This is a continued evolution from the definition used in each successive fund raise from 2000 to 2020 as private markets have grown. For example, the size of the middle market was defined as capturing businesses with an enterprise value of typically up to €600 million and €1 billion at the times of raising Bridgepoint Europe V and Bridgepoint Europe VI, respectively.

The potential for a further scaling of existing strategies is also clearly evident in the very large universe of investable assets, with, for example, approximately 24,500 companies in Europe with revenue between €200 million and €1.5 billion as of 15 June 2021.[43] Companies are also on average staying private for longer as a result of the growth in private markets assets and the ability to raise capital to support growth across the life cycle of a company, which has resulted in fewer firms choosing to go public in recent years. This is combined with genuine advantages of scale and incumbency due to the Group's sizeable presence and industrial networks "on the ground" in its markets and infrastructure built up over decades, all of which would be difficult to recreate for new market entrants.

Incremental to this is the potential for each of the Group's core products to expand irrespective of market growth:

- Bridgepoint Europe has the opportunity to further deepen its presence in existing geographies, for example in the UK, where activity levels have been intentionally lower following Brexit, and in Germany, where the Group has recently significantly expanded the investment team. In parallel, origination has been expanded into to the United States, focusing exclusively on businesses in the region where a strong or developing European presence and franchise is a core component of the growth and value creation strategy for the asset, and where the Directors believe that Bridgepoint's platform can add significant strategic value and make a real difference to a portfolio company. Building an investment track record targeting businesses in the United States with European reach or potential, represents a material enlargement of Bridgepoint's universe of investable businesses.
- Bridgepoint Development Capital is similarly placed to deepen scale in existing geographies. This is evidenced by the size of more country specific funds in its markets even before further expanding its

43 Source: *Orbis Europe—Bureau van Dijk, June 2021.*

geographic reach in Europe over time beyond its current focus regions of the UK, France and the Nordic region, leveraging the Group's office footprint and the existing strength of Bridgepoint's business across Europe.

- Bridgepoint private credit's expected further expansion is underway, with expected launches of the Group's private credit activities in the Netherlands in summer 2021 and in Spain in late 2021 / early 2022, alongside continuing efforts to build the track record of its Bridgepoint Credit Opportunities strategy in the United States.

The addition of new funds within existing strategies

Bridgepoint has successfully added multiple complementary ancillary funds within its existing investment strategies and believes that there is further accretive growth potential via this channel. This is illustrated by sizeable continuation funds raised for flagship Bridgepoint Europe funds and Bridgepoint Development Capital funds to drive further value creation in the assets transferred to the continuation fund creating additional value for fund investors. The directors also believe that in the medium-term the opportunity exists to launch sector-focused funds alongside the flagship funds as part of a diversification strategy.

In parallel, further new equity and credit products are under review alongside current offerings. For example, Bridgepoint's origination power identifies a large excess of investable assets that do not precisely fit the investment strategy of the current Bridgepoint Funds but offer attractive value creation opportunities. Consequently, preparation had been well advanced to consider a fund to hold assets longer than the timescale available to existing funds. Although paused given the onset of the COVID-19 pandemic, the Directors believe that the concept has good potential in the medium-term. Other avenues under review include broadening the Bridgepoint private credit offering to adjacent verticals, such as real estate debt. Key to any such expansion would be ensuring excellent origination and alignment with Bridgepoint's expertise, competitive advantage and values.

Bridgepoint's ability to grow organically was demonstrated by the greenfield launch of Bridgepoint private credit in 2016 (prior to the acceleration of the strategy via acquisition in 2020), comprising successfully building an investment team, raising capital and establishing a track record.

The Directors believe that these factors, combined with the continued expected growth in allocations from investors to private markets, will allow that the Group has the ability to continue to significantly scale its strategies organically in the future.

Acquisition-led expansion

The Directors believe that the Group could significantly enhance its middle market positioning and further deepen its market insights and platform synergies with the addition of a third core product strategy alongside private equity and private credit. It is expected that this could be delivered without materially expanding Bridgepoint's central and platform cost bases.

The Group has a demonstrable and strong track record of successfully acquiring and integrating new businesses alongside organic development in both existing verticals. In 2009, the direct investment platform of Hermes Private Equity was acquired, forming the original base for Bridgepoint Development Capital. This was followed by the acquisition of the management company for the two Edmond de Rothschild lower middle market funds in France in 2014. More recently, the acquisition of EQT Credit in 2020, which accelerated Bridgepoint private credit's organic growth materially, scaled the Group's private credit franchise across multiple credit strategies, with the business being integrated into Bridgepoint without any material loss of clients, assets or investment professionals.

Bridgepoint sees scope for similar acquisitions within other private markets asset classes, with real estate (including real estate debt) or infrastructure holding obvious attractions to Bridgepoint, but also other segments where the Group's well-invested operating platform, capital raising capabilities and reputation as a reliable investor would allow any acquired businesses to more successfully scale their operations than as a standalone entity. The Group aims to build out one of these strategies to become its third core asset class in the medium-term.

When assessing potential opportunities for inorganic growth, Bridgepoint works within a structured and consistent framework, as summarised below. This applies the Group's strong investment discipline and rigor, with a focus on delivering sustainable returns for the Group's shareholders.

OPERATING PLATFORM

The Group operates a well-invested platform that supports scaling and integration of new strategies. With 43 investment partners, over 300 permanent FTEs and more than 170 investment professionals as of 31 March 2021, the Directors believe that the Group is well resourced to support the expected growth of Bridgepoint's operations going forward. The Group also views investment in talent as critical to success and the delivery of returns for its investors, and has therefore scaled its number of investment professionals by approximately 150 per cent from 31 December 2008 to 31 March 2021. The development of the Group's investment FTE is set out in the chart below:

Growth in Investment FTE[1, 2]

Note: As of 31 December 2020.

(1) Excludes support in investment teams;

(2) Permanent FTEs only;

(3) Includes head office and senior employees / advisory.

The Group's investment professionals are supported by high-quality specialist functions teams comprising 67 FTEs as of 31 March 2021 across different functions in London, Paris and Luxembourg, providing significant

synergies to the wider Bridgepoint team. These teams include various specialist functions, such as finance, fund administration, legal and compliance, tax, HR, IT and marketing and ESG, some of which are uncommon at other middle market asset management firms. The composition of teams across the Bridgepoint platform, and in particular, the Group's specialist functions, is set out in the graphic below.

Note: As of 31 March 2021.

(1) Ten managed IT service desk, specialist cyber security and project FTEs support the core IT team.

Investor relations

The Group has significant dedicated investor services resources to assist with the raising of new funds and to ensure regular communication of developments at the Bridgepoint Funds and their portfolio companies to Bridgepoint Fund investors. In total, the Group's investor services team as of 31 March 2021 comprised 22 FTEs based in the UK, France, Spain and North America. The team manages the Group's long-standing relationships with leading Bridgepoint Fund investors as well as seeking to develop new relationships with prospective clients. The Group's investor relations philosophy is centred on the principle of transparency, regular interactions (including outside of fundraising cycles), and high-quality and data-rich reporting. Together, these professionals ensure that investors are provided with regular updates through calls, meetings and various forms of written reports which focus on the provision of high-quality and timely information and data.

Fund administration

The Group employs an in-house fund administration team that is responsible for the administration of funds within the three private equity strategies, Bridgepoint Europe, Bridgepoint Development Capital and Bridgepoint Growth. Based in London, Paris and Luxembourg, this team, with 17 FTEs as of 31 March 2021, handles the full scope of fund administration activities, including reporting to investors, drawdowns and distributions. The Group considers the in-house fund administration capabilities for its private equity funds to be a differentiator, enabling the Group to provide a high-quality service to investors at no materially higher cost. The Group uses a depository which provides justification for any significant distributions or deposits, providing a useful additional control function and complies with the best practices under the European AIFM Directive.

By contrast, the nature of the Group's private credit funds, which are generally characterised by a high volume of transactions, means that fund administration of the Bridgepoint private credit funds is outsourced to Citco.

The Group uses a monitoring tool which requires all portfolio companies to provide certain key metrics on a monthly basis, which is important for the monitoring and analysis of the Bridgepoint Funds' investments. This approach also supports and is integrated into the Group's data strategy, ensuring its data warehouse (explained in further detail below) is regularly updated with consistent and valuable information from portfolio companies. Fund valuations of portfolio companies across all Bridgepoint Funds are conducted in-house on a quarterly basis and are audited at year end by the Group's auditor.

Legal, compliance and tax

The Group has a comprehensive legal and compliance team which is integral to the broader business, providing support in areas including deal team transactional support, fundraising, strategic priorities, carried interest schemes, litigation, human resources, and investor services. As of 31 March 2021, the team comprised 10 FTEs based in London, supported by a team of three secondees from external law firms. Additionally, as part of the legal and compliance team, a further three FTEs were based in the Luxembourg office and two FTEs in the Paris office as of 31 March 2021. Of the entire team, three FTEs were solely dedicated to the compliance functions within Bridgepoint as of 31 March 2021.

Human Resources (HR)

The Group sees the ability to hire, develop and retain talented and experienced employees as critical to its success. As of 31 March 2021, Bridgepoint's HR team comprised of seven FTEs based in London. Talent within the Group is usually home-grown and successfully supplemented by high-quality senior lateral hires. The Group aims to achieve a high retention rate of its investment professionals. The strength of the Group's attractiveness to employees is illustrated by an average partner and investment professional tenure of 15 years and eight years respectively, as of 31 March 2021, and Bridgepoint's low voluntary investment professional turnover, with an average rate of less than three per cent annually from 2018 to 2020. To help it to maintain employee satisfaction and drive retention, the Group offers attractive on-the-job learning and development opportunities, pays competitive compensation (cash base payment and carried interest with pay-out in six to 10 years), conducts internal and external employee surveys, and, as an example of its thoughtful policies, it offers the possibility for a paid sabbatical after a certain period of employment with the Group.

Bridgepoint's compensation philosophy is designed to align the interests of employees with the overall interests of the Group and its fund investors, with a single pool of carried interest across each fund to encourage collaborative working, and with a transparent and collegiate approach to allocation of carried interest between investment professionals.

The Group continuously invests in its human capital with internal career development initiatives, such as the "Bridgepoint Core Training Programme" and appraisal and mentoring systems. The Group's "Bridgepoint Core Training Programme" offers all Bridgepoint employees the opportunity to develop their personal and professional skills through both internal and external training. As part of an effort to enhance the programme and provide more remote learning opportunities, Bridgepoint has launched LearningPoint, which is an online training platform where employees have access to a curated library of courses specific to their role to help them develop their technical and non-technical skills. In addition, the "Bridgepoint International Associate Programme" provides a systematic approach to recruitment, development and retention at the entry associate level.

Diversity and inclusion represents a core long-term strategic objective for the Bridgepoint's Group. With its international footprint and employees from more than 35 nationalities and 69 per cent of investment professionals who speak two or more languages, Bridgepoint sees itself as a truly international organisation. Female investment professionals made up more than 25 per cent of the total number of investment professionals as of 31 March 2021, and the Group aims to increase this number further, with more than 50 per cent of new associate hires being women and female promotions accounting to approximately one third of all promotions from January 2019 to April 2021. The Group supports all aspects of diversity and inclusion, including through its diversity and inclusion committee, and ongoing initiatives include specific recruitment programmes, the "Bridgepoint International Associate Programme," participation in the 100 Black Interns Initiative, partnerships with "Level20," "Black Women in Asset Management" and "Girls Who Invest" and other well-established initiatives.

Technology

The Group operates a robust technology and data infrastructure, with a significant team of FTEs and contractors based across offices in London, Paris and New York as of 31 March 2021. The Group recognises the value of sophisticated technology and a state-of-the-art data infrastructure, both commercially and with regards to security and safeguarding of client data and assets. To this end, the Group has made considerable investment in recent years to transform its technology architecture. The Group's systems and applications are fully cloud hosted, and the Group has updated its application suite to more modern and flexible offerings. The flexibility and resilience of the Group's systems has been demonstrated by the lack of disruption experienced during the COVID-19 pandemic, with the Group's employees moving to a full-time remote working model with no material technology issues.

With respect to data and cyber-security, the Group utilises a number of systems and applications that are focused on threat detection and response, as well as constant data monitoring and the use of artificial intelligence to detect unexpected movements in data. The Group also employs a full-time analyst focused on cyber-security. As of the date of this Prospectus, these measures have succeeded in preventing any third party breach of the Group's systems or data. From a commercial perspective, the Group makes use of a range of applications across its investment, finance and human resources functions, such as CRM Software, eFront, Dynamo, as well as a portfolio monitoring tool which facilitates enhanced monitoring of portfolio companies on a monthly basis.

Data

Bridgepoint has a significant data warehouse and aims to maximise the competitive advantage provided by its deep data sets of historic and current portfolio performance information to drive proprietary decision support for the investment process as well as to enhance risk management and origination. In recent years, the Group has therefore invested significantly in data analytics to utilise the insights that have been generated by Bridgepoint during more than 35 years of experience as an investment manager, and portfolio trading data since the early 2000's.

Most significantly, a team of three FTEs is currently focused on development with a Head of Data and Applications expected to join in August 2021 to further bolster the team, supported by external resources where required, and has developed an extensive data warehouse. The data warehouse combines performance information from a data set of more than 400 completed investments of the Bridgepoint Funds as of 31 March 2021, a portfolio reporting solution that contains monthly financials for all current investments, a funds administration system that captures investment performance and valuations, CRM systems for origination and investment opportunities as well as relevant external data.

Since the beginning of 2021, the data warehouse has also been used to prepare custom reports for Bridgepoint's Investment Advisory Committees that provide quantitative insights and analysis in relation to each potential investment. The reports benchmark and forecast expected performance and returns based on Bridgepoint's comprehensive data from past investments and experience with similar situations, supporting the investment decision, portfolio construction and risk management through information on asset-specific investment performance, financial history and components of value creation. These reports have proven important in making more informed and proprietary investment decisions and, whilst as of the date of this Prospectus they are only used within the Bridgepoint Europe funds, the Group is in the process of rolling out their use across all strategies.

In addition, the data warehouse provides substantial benefits for internal reporting and investor updates. Significantly, the central warehousing and structuring of data in the data warehouse also provides the foundation for using the data already earlier in the investment process (for example, for deal origination) and for exploring more advanced solutions, such as advanced analytics and machine learning.

PART VIII

REGULATORY OVERVIEW

This section provides a regulatory overview for the Group that describes the requisite approvals and licenses held by the Group for its operations as well as certain regulatory considerations with particular relevance for the Group in selected key jurisdictions. This section does not capture all regulatory requirements in all jurisdictions in which the Group conducts its operations. For a description of additional regulations and regulatory requirements that are applicable to the Group, or may become applicable over time, and the risks associated therewith, please refer to "Legal, Regulatory and Governance Risks" in Part II (Risk Factors) of this Prospectus.

UNITED KINGDOM

Applicable Regulatory Framework for Bridgepoint Entities

Bridgepoint Advisers Limited ("**BAL**") manages funds which constitute alternative investment funds ("**AIFs**") pursuant to Directive 2011/61/EU on Alternative Investment Fund Managers, as implemented in the UK ("**UK AIFMD**"). Similarly, Bridgepoint Advisers II Limited ("**BA II**") and BCL manage funds constituting UK-based AIFs.

BAL, BA II and BCL's respective operations constitute licensable activities under, among other laws, UK AIFMD, which governs AIFMs. UK AIFMD imposes requirements regarding, but not limited to, licensing, disclosure, reporting, valuation procedures and certain organisational and capital requirements, which may indirectly affect Bridgepoint Group plc.

Bridgepoint Advisers UK Limited ("**BA UK**"), Bridgepoint Credit Advisers Limited ("**BCA**"), Bridgepoint Credit Advisors UK Limited ("**BCA UK**") and Bridgepoint Credit Management Limited ("**BCM**") each provide investment advisory services in the UK under the regulatory framework of Directive 2014/65/EU on Markets in Financial Instruments, as implemented in the UK ("**UK MiFID**").

BA UK, BCA, BCA UK and BCM's respective operations constitute licensable activities under, among other laws, UK MiFID, which sets the legal framework governing regulatory requirements applicable to investment firms. UK MiFID imposes requirements regarding, but not limited to, licensing, conduct of business, organisational, transparency and reporting requirements, which may indirectly affect Bridgepoint Group plc.

Regulatory Authorities, Permissions and Licences

The FCA is responsible for the supervision of authorised Bridgepoint entities in the UK. Entities authorised in the UK by the FCA must adhere to the regulator's handbook, which sets out certain high-level business principles, conduct of business standards, prudential requirements, regulatory processes and other specialist rules. Requirements under the FCA handbook are additional to requirements directly applicable to authorised entities under UK AIFMD and/or UK MiFID.

BAL, BA II and BCL are respectively permitted to carry out the regulated activity of managing an unauthorised AIF in the UK. BAL is an exempt firm under UK MiFID, and therefore unable to carry on any investment services and activities to which UK MiFID applies.

BA UK holds permissions from the FCA to carry out the following regulated activities:

- advising on investments (except pension transfers and pension opt outs);
- advising on peer-to-peer (P2P) agreements;
- arranging (bringing about) deals in investments;
- making arrangements with a view to transactions in investments; and
- agreeing to carry on regulated activities.

These permissions are connected to the following investment types: certificates representing certain security; contracts for differences (excluding spread bets, rolling spot forex contracts and binary bets); debentures; futures (excluding commodity options and options on commodity futures); government and public securities; options (excluding a commodity option and an option on a commodity future); rights to or interests in investments (contractually based investments); rights to or interests in investments (securities); rolling spot forex contracts, shares, units; and warrants.

BA UK is unable to carry on any investment services and activities to which UK MiFID applies on a regular basis, except the reception and transmission of orders in relation to one or more financial instruments, or investment advice.

BCA holds permissions from the FCA to carry out the following regulated activities:

- advising on investments (except pension transfers and pension opt outs);
- arranging (bringing about) deals in investments;
- making arrangements with a view to transactions in investments; and
- agreeing to carry on regulated activities.

These permissions are connected to the following investment types: alternative debentures; certificates representing certain security; contracts for differences (excluding spread bets, rolling spot forex contracts and binary bets); debentures; futures (excluding commodity options and options on commodity futures); government and public securities; options (excluding a commodity option and an option on a commodity future); rights to or interests in investments (contractually based investments); rights to or interests in investments (securities); rolling spot forex contracts, shares, units; and warrants.

BCA is unable to carry on any investment services and activities to which UK MiFID applies on a regular basis, except the reception and transmission of orders in relation to one or more financial instruments, or investment advice.

BCA UK holds permissions from the FCA to carry out the following regulated activities:

- advising on investments (except pension transfers and pension opt outs);
- arranging (bringing about) deals in investments;
- making arrangements with a view to transactions in investments; and
- agreeing to carry on regulated activities.

These permissions are connected to the following investment types: certificates representing certain security; contracts for differences (excluding spread bets, rolling spot forex contracts and binary bets); debentures; futures (excluding commodity options and options on commodity futures); options (excluding commodity options and options on commodity futures); rights to or interests in investments (contractually based investments); rights to or interests in investments (securities); rolling spot forex contracts, shares, units; and warrants. Please note that an application has been lodged by BCA to cancel the authorisations described above.

BCA UK is unable to carry on any investment services and activities to which UK MiFID applies on a regular basis, except the reception and transmission of orders in relation to one or more financial instruments, or investment advice.

BCM holds permissions from the FCA to carry out the following regulated activities:

- advising on investments (except pension transfers and pension opt outs);
- arranging (bringing about) deals in investments;
- arranging safeguarding and administration of assets;
- dealing in investments as agent;
- making arrangements with a view to transactions in investments;
- managing investments; and
- agreeing to carry on regulated activities.

These permissions are connected to the following investment types: certificates representing certain security; commodity futures, commodity options and options on commodity futures; contracts for differences (excluding spread bets, rolling spot forex contracts and binary bets); debentures; futures (excluding commodity options and options on commodity futures); government and public securities; rights to or interests in investments (contractually based investments); rights to or interests in investments (securities); rolling spot forex contracts, shares, units; and warrants.

BCM is unable to carry on the UK MiFID investment service and activity of placing financial instruments without a firm commitment basis.

Supervision and Sanctions

The FCA is responsible for authorised Bridgepoint entities in the UK. As part of this supervisory role, the FCA is mandated to make information available and document requests from authorised firms, appoint a "skilled person" to investigate and report on an authorised firm and to take disciplinary action such as issue public censure or statements against authorised firms or certain individuals connected to authorised firms, impose financial penalties and suspend the permission of an authorised firm to carry on regulated activities.

Regulatory Requirements and Approvals for Acquisitions of Shares and Voting Rights

Under the Section 178 of the FSMA, prior approval is required from the FCA of any person proposing to acquire or increase "control" of a "qualifying holding" of a UK-authorised person, such as the authorised Bridgepoint entities, or a parent undertaking of a UK-authorised person such as Bridgepoint Group plc. A "qualifying holding" in respect of the Bridgepoint authorised entities would be a holding of, in relation to BAL, BA II, and BCL, 20 per cent or more and in relation to BA UK, BCA, BCA UK and BCM, 10 per cent or more. Any person would need to be approved by the FCA as a "controller" prior to that person and any other person with whom they are acting in concert acquiring ordinary shares or voting rights that result in an interest above these thresholds, or otherwise entitle that person to exercise a "significant influence" over a Bridgepoint authorised entity. Where shareholders are "acting in concert" the total percentage of the voting power held by those shareholders will be amalgamated and considered together for the purposes of the relevant thresholds. An investor contemplating such an acquisition should seek independent legal advice to test whether regulatory pre-approval might be necessary.

The FCA has 60 working days to decide whether to approve an application for change in control from the day on which it acknowledges that such an application, as submitted by a proposed controller, is complete. The FCA may refuse to approve a person as a controller and/or may impose conditions or restrictions on the proposed controller in connection with the application to become a controller. These conditions/restrictions could have the effect of delaying any acquisition or imposing additional costs on the business activities and revenue of the acquiring person and/or the target Bridgepoint authorised entity, each of which might have a material adverse effect on its business, results of operations, financial condition or prospects.

Failure to notify the FCA or obtain the required approval in relation to a change in control prior to such change occurring amounts to a criminal offence, and the target entity or a shareholder may be liable to pay a fine on summary conviction or indictment.

The applicable laws in respect of change in control may be subject to change and could become more restrictive, discouraging potential future acquisition proposals and delaying, deterring or preventing potential acquirers of ordinary shares in Bridgepoint Group plc which may, in turn, reduce the value of the ordinary shares in Bridgepoint Group plc.

The Proposed UK Investment Firm Prudential Regime

From 26 June 2021, firms in the EEA which are authorised under MiFID II will be subject to a new framework for prudential requirements under the IFR and IFD, replacing the current requirements set out in the CRD IV and CRR. Following its withdrawal from the European Union and EEA, the UK intends to introduce a similarly updated regime for UK-authorised investment firms, which will be similar, though not identical, to that under IFR/IFD. This regime is referred to as the IFPR.

The IFPR is intended to come into force on 1 January 2022, and is currently subject to a series of consultation papers by the FCA. A final consultation paper is expected to be published in the third quarter of 2021, with policy statements setting out final rules expected to be published during 2021. Certain companies of the Group are UK-authorised investment firms and will be subject to the IFPR. As a result, these companies will need to comply with the changes to the existing prudential regime set out therein.

In summary, the IFPR introduces a number of changes which will affect in-scope Bridgepoint entities:

- a new methodology for the calculation of capital requirements, based on "K-factors", which are applied to a firm depending on the nature of the activities it undertakes and the permissions that it holds; specifically, the IFPR sets out "risk to customer" K-factors that are potentially applicable to all firms, based on assets under management, client money held, assets safeguarded and administered and client orders handled (*i.e.* orders received/transmitted or executed for clients); additional K-factors apply where a firm holds permission to deal as principal, relating to "risk to market" and "risk to firm" categories;

- new initial capital, own funds, fixed overheads and permanent minimum capital requirements, with most firms being likely to see an increase in initial capital requirements under the new IFPR methodology;
- new liquid assets requirements, based on calculations including the firm's fixed overheads and any guarantees given to clients; and
- new additional governance, remuneration, risk monitoring and management and disclosure/reporting requirements covering both disclosure to clients and reporting to the FCA.

As the IFPR is currently still subject to ongoing consultation by the FCA, Bridgepoint is assessing the impact on in-scope firms in the Group and will take steps to comply with the new regime once applicable rules are finalised. Compliance with the regime may involve additional costs which may indirectly affect the Group and the Company. However, the Directors do not expect that the new regime will have a material effect on liquidity in the short-term as it expects that the requirements will be satisfied to a large extent through existing capital within the Group and cash flows from the Group's operations.

THE UNITED STATES OF AMERICA

The Advisers Act

Certain management and advisory companies within the Group—namely, Bridgepoint Advisers Limited, Bridgepoint Advisers II Limited, Bridgepoint Credit Services S.à r.l., Bridgepoint Credit Limited and Bridgepoint Credit Advisers UK Limited (the "**Bridgepoint ERAs**")—qualify for an exemption from the registration requirements under the U.S. Investment Advisers Act of 1940, as amended, (the "**Advisers Act**") but file reports with the U.S. Securities and Exchange Commission (the "**SEC**") as "exempt reporting advisers" pursuant to the terms of the registration exemption on which they rely. Provisions of the Advisers Act that apply only to registered investment advisers do not apply to exempt reporting advisers. However, exempt reporting advisers are subject to some of the requirements and regulations of the Advisers Act. Such requirements and regulations include, among other things, fiduciary duties to advisory clients, recordkeeping and regulatory reporting requirements, disclosure obligations, limitations on agency cross and principal transactions between an adviser and its advisory clients, anti-corruption rules relating to investors associated with U.S. state or local governments and general anti-fraud prohibitions.

The terms of this Advisers Act exemption limit the ability of the Bridgepoint ERAs to expand their investment advisory businesses into the United States for so long as they remain unregistered under the Advisers Act. Most notably, the exemption restricts each Bridgepoint ERA from entering into a separately managed account arrangement with any U.S. investor, managing US$150 million or more in private fund assets at a U.S. place of business or managing any separately managed account client assets (even for a non-U.S. investor) at a U.S. place of business.

While there are currently no Group entities that are registered with the SEC under the Advisers Act, it is possible that one or more Group entities will register with the SEC in the future. In addition to being subject to the same Advisers Act requirements and regulations that apply to exempt reporting advisers (as described above), investment advisers registered with the SEC are also subject to the Advisers Act requirements and regulations that apply specifically to registered investment advisers. Such requirements and regulations include, among other things, compliance program obligations, more extensive recordkeeping, regulatory reporting and disclosure requirements, advertising and solicitation rules, mandated safeguards for protecting client funds and securities, restrictions on advisory contract assignments and performance fee arrangements and proxy voting requirements.

If a Group entity registers with the SEC as a registered investment adviser under the Advisers Act, it will be subject to periodic inspections by the SEC. A regular or routine SEC inspection will typically involve, at a minimum, a careful review of the adviser's books and records and may include interviewing employees. The SEC inspection staff may also conduct more frequent examinations focusing on a limited number of specific issues or conduct an examination "for cause." In addition, although registered investment advisers are generally subject to a higher level of oversight by the SEC than exempt reporting advisers, the SEC is authorised under the Advisers Act to require exempt reporting advisers, including the Bridgepoint ERAs, to maintain records and provide reports, and to examine these advisers' records.

The SEC may bring civil actions against investment advisers in respect of alleged breaches of their obligations under the Advisers Act, and seek damages or other relief, either in a U.S. district court or before an administrative law judge. Criminal actions under the Advisers Act are referred to the U.S. Department of Justice. The Advisers Act provides that persons who wilfully violate the provisions and rules of the Advisers

Act are subject to criminal penalties of up to five years in prison and/or significant monetary penalties. In general, Section 203(e) – (f) of the Advisers Act gives the SEC the authority to discipline an adviser if, among other things, the adviser or certain persons associated with the adviser engaged in certain prohibited acts, generally including securities fraud. The disciplinary actions, orders or sanctions the SEC may impose include significant monetary penalties, disgorgement of gain, cease-and-desist orders, censure, suspension and revocation of the investment adviser's registration. The SEC can also bar an individual from being associated with a registered investment adviser for a prescribed period or take other actions designed to prevent violations.

The Investment Company Act

Bridgepoint Funds that are marketed in the United States or to U.S. investors generally rely on the statutory exceptions from the definition of "investment company" provided by Section 3(c)(1) or Section 3(c)(7) of the Investment Company Act. Section 3(c)(7) of the Investment Company Act provides an exception for investment vehicles privately placed in the United States whose securities are beneficially owned exclusively by persons who, at the time of acquisition of such securities, are "qualified purchasers" as defined under the Investment Company Act. In addition, under current interpretations of the SEC, the exception provided by Section 3(c)(7) is available to any non-U.S. investment vehicle not publicly offered in the United States, all of whose outstanding securities are beneficially owned either by non-U.S. residents or by U.S. residents that are qualified purchasers. The exception provided by Section 3(c)(1) of the Investment Company Act is available to privately placed investment vehicles whose securities are beneficially owned by not more than 100 persons, as determined in accordance with Section 3(c)(1). Additionally, under current interpretations of the SEC, the exception provided by Section 3(c)(1) of the Investment Company Act is available to any non-U.S. investment vehicle not publicly offered in the United States, all of whose outstanding securities are beneficially owned by not more than 100 U.S. residents. For purposes of determining the number of beneficial owners of a Section 3(c)(1) investment vehicle, and whether the outstanding securities of a Section 3(c)(7) investment vehicle are owned exclusively by qualified purchasers, securities beneficially owned by "knowledgeable employees," as defined in Rule 3c-5 under the Investment Company Act, are excluded. If for any reason one or more of these exceptions cease to be available to a Bridgepoint Fund, the Bridgepoint Fund could become subject to regulatory actions or third-party claims, which could have a material adverse effect on the Bridgepoint Fund and the Group.

The Securities Act

Bridgepoint Funds that are marketed in the United States or to U.S. investors generally rely on the private placement exemption set forth in Section 4(a)(2) of the Securities Act. To rely on the private placement exemption, these Bridgepoint Funds are not marketed by means of general solicitation or general advertising and do not sell their securities to U.S. investors that are not "accredited investors," as defined in Regulation D under the Securities Act.

FRANCE

Applicable Regulatory Framework for Bridgepoint Entities

Bridgepoint SAS and Bridgepoint Credit France SAS manage funds which constitute AIFs pursuant to Directive 2011/61/EU on Alternative Investment Fund Managers, as implemented in the EEA ("**EU AIFMD**").

Bridgepoint SAS' and Bridgepoint Credit France SAS' respective operations constitute licensable activities under, among other laws, EU AIFMD, which governs AIFMs. EU AIFMD imposes requirements regarding, but not limited to, licensing, disclosure, reporting, valuation procedures and certain organisational and capital requirements, which may indirectly affect Bridgepoint Group plc.

PART IX

DIRECTORS, COMPANY SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	William Jackson Adam Jones Archie Norman Angeles Garcia-Poveda Carolyn McCall Tim Score
Company Secretary	Sandra Dadd
Registered Office	95 Wigmore Street London W1U 1FB
Sponsor, Joint Global Coordinator and Joint Bookrunner	J.P. Morgan Securities plc 25 Bank Street Canary Wharf London E14 5JP
Joint Global Coordinator and Joint Bookrunner	Morgan Stanley & Co. International plc 25 Cabot Square Canary Wharf London E14 4QA
Joint Bookrunners	BNP PARIBAS 16 boulevard des Italiens 75009 Paris France
	Citigroup Global Markets Limited Citigroup Centre 33 Canada Square London E14 5LB
	Merrill Lynch International 2 King Edward Street London EC1A 1HQ
Financial Adviser to the Company	Moelis & Company UK LLP First Floor, Condor House 10 St. Paul's Churchyard London, EC4M 8AL United Kingdom
Legal Advisers to the Company	Simpson Thacher & Bartlett LLP CityPoint One Ropemaker Street London EC2Y 9HU
Legal Advisers to the Sponsor and the Underwriters	Clifford Chance LLP 10 Upper Bank Street London E14 5JJ
Independent Auditor and Reporting Accountant	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH
Registrar	Equiniti Limited Aspect House Spencer Road Lancing West Sussex, BN99 6DA

PART X

DIRECTORS, SENIOR MANAGEMENT, EMPLOYEES AND CORPORATE GOVERNANCE

1. DIRECTORS

The following table lists the name and position of each Director:

Name	Position
William Jackson	Executive Chairman
Adam Jones	Group Chief Financial Officer
Archie Norman	Senior Independent Director
Angeles Garcia-Poveda	Independent Non-Executive Director
Carolyn McCall	Independent Non-Executive Director
Tim Score	Independent Non-Executive Director

The business address of each of the Directors (in such capacity) is 95 Wigmore Street, London W1U 1FB.

A brief description of the Directors' business experience and principal business activities outside the Group is set out below:

William Jackson—Executive Director

William Jackson is Executive Chairman of Bridgepoint and the Chairman of Bridgepoint's Investment Committee, having previously served as Bridgepoint's Chief Executive. William, a graduate of Oxford, has worked extensively on private equity transactions across Europe over a 30 year career and has served on numerous boards. He is currently President of the Board of Dorna Sports, the international sports management company which runs the MotoGP World Motorcycling Championship. William is also a Non-Executive Director of Berkeley Group Plc, the FTSE 100 property company, and a Director of The Royal Marsden NHS Foundation Trust, Europe's largest comprehensive cancer hospital and one of the world's top five centres for cancer research. He also serves as a Governor of Wellington College, one of the leading co-educational schools in the UK.

Adam Jones—Executive Director

Adam Jones is Group Chief Financial Officer of Bridgepoint, and is also Chief Operating Officer, having previously served as a member of Bridgepoint's Group Board. He joined the firm in 2018. Prior to Bridgepoint, he held a number of global chief financial officer roles, including most recently at Pret A Manger and previously All3Media, NBC News in New York and Universal Studios. Adam started his career with PricewaterhouseCoopers (PwC) and then spent nine years at IMG, the global sports management group in a number of roles up to Senior International Vice President. Adam has an Honours degree in Accounting from the University of Birmingham.

Archie Norman—Senior Independent Director

Archie Norman has a breadth of business experience and an extensive track record in business change, having led the transformation of a number of major UK businesses. He has served on the board of a number of publicly listed companies in the UK and internationally. He is currently chairman of Marks and Spencer plc and of Signal AI and has served as chairman of ITV plc and of Lazard UK. He has also served as Lead Non-Executive Director at the Department of Business, Energy and Industrial Strategy. Amongst other positions he has held during his career, Archie has previously served as chief executive and chairman of ASDA plc and finance director of Kingfisher plc. He has served as a Non-Executive Director on the Board of British Rail, Railtrack and Geest, and has also served as a Member of Parliament in the House of Commons of the Parliament of the United Kingdom for eight years.

Angeles Garcia-Poveda—Independent Non-Executive Director

Angeles Garcia-Poveda is an international executive with extensive experience in governance. She is currently Chairperson of the Board of Legrand SA, the CAC 40 global specialist in electrical and digital building infrastructures, where she has been lead independent director and chaired the Nominations, Governance and Remuneration committees. She is also an independent director at Edenred, listed in the French SBF 120 index, and is a member of the Supervisory Board of Advini. She also sits on the Board of Directors of IFA (French Directors Institute). As a partner with Spencer Stuart, she led its French and EMEA businesses and served on

the global Board of Directors. She is a member of the Boards Practice and has been a member of the consumer and private equity practices. She also spent 14 years with The Boston Consulting Group (BCG), where she worked as a consultant in Madrid and Paris.

Carolyn McCall—Independent Non-Executive Director

Carolyn McCall is a seasoned chief executive with a strong track record in value creation and business transformation. She is currently Chief Executive of ITV plc having been Chief Executive of easyJet for over seven years. She also held various commercial and management roles at the Guardian Media Group, including CEO of the Guardian and Observer before becoming Group CEO in 2006. In 2016, Carolyn was awarded a Damehood for services to the aviation industry having received an OBE in 2008 for services to women in business. She has received the Veuve Clicquot businesswoman of the Year Award and has been named the most admired leader by Management Today three times, the only person to have won the award for two separate companies.

Tim Score—Independent Non-Executive Director

Tim Score has significant experience in the rapidly evolving global technology landscape as well as many years of engagement both with mature economies and emerging markets. He is Chairman of British Land, having been a Non-Executive Director and Chair of Audit Committee since 2014. He is the Senior Independent Director and Chair of Audit Committee at Pearson plc and a Non-Executive Director at HM Treasury. Tim was formerly CFO of ARM Holdings plc for 13 years and held senior financial positions at Rebus Group Limited, William Baird plc, LucasVarity plc and BTR plc. From 2005 to 2014, he was a Non-Executive Director and Chair of Audit Committee at National Express Group PLC, including time as interim chairman and six years as senior independent director. He chairs the Corporate Partnership Board of the Great Ormond Street Children's Charity, the Audit Committee of the Football Association and sits on the board of trustees of the Royal National Theatre.

2. SENIOR MANAGEMENT

The day-to-day management of the Company's operations is conducted by its senior management team, consisting of William Jackson and Adam Jones. For details of their expertise and experience, see section 1 (*Directors*) of this Part X (*Directors, Senior Management, Employees and Corporate Governance*).

3. EMPLOYEES

The number of employees employed by the Group as of 31 December 2018, 2019 and 2020 was 223, 253 and 310, respectively.

The table below shows the breakdown of the number of employees as of 31 December 2018, 2019 and 2020 by geographic location.

	Number at the financial year ended		
Location	**31 December 2018**	**31 December 2019**	**31 December 2020**
London	123	141	177
Paris	38	43	45
New York	10	12	19
Stockholm	11	13	16
Luxembourg	7	8	10
Frankfurt	9	8	12
Madrid	7	7	10
San Francisco	1	5	6
Amsterdam	4	5	5
Shanghai	8	6	7
Istanbul	3	2	2
Warsaw	2	3	1
Total	**223**	**253**	**310**

The Group's office in Warsaw has now been closed, whilst the Group's office in Istanbul is in the process of being closed.

4. CORPORATE GOVERNANCE

The Board is committed to the highest standards of corporate governance. Save as disclosed, as of the date of this Prospectus and following Admission, the Board will comply with the Corporate Governance Code. The Company will report to the shareholders on its compliance with the Corporate Governance Code in accordance with the Listing Rules.

The Corporate Governance Code recommends that at least half the board of directors of a company, excluding the Chairman, should comprise non-executive directors whom the board considers to be independent. As of the date of this Prospectus, the Board consists of the Executive Chairman, the Group Chief Financial Officer, a Senior Independent Director and three Independent Non-Executive Directors.

The Corporate Governance Code recommends that, on appointment, the Chairman of a company should be independent when assessed against the circumstances set out in the Corporate Governance Code, and that the roles of Chairman and Chief Executive should not be exercised by the same individual. On Admission, the Company will not comply with the Corporate Governance Code recommendations on the role of Chairman since William Jackson, as Executive Chairman, will combine the roles of Chairman and Chief Executive and will not be deemed independent on appointment. The Nomination Committee and the Board consider that the role of an Executive Chairman is in the best interests of the Group in order to utilise the proven leadership qualities and significant experience of William Jackson to seek to ensure the ongoing commercial success of the Group. Furthermore, William Jackson has been engaged with the Group since 2000 and has been "Managing Partner" since 2003, and can therefore provide stability and continuity through his detailed understanding of the Group's operations and the sectors in which it operates.

The Corporate Governance Code recommends that the board of directors of a company should appoint one of the independent non-executive directors to be the senior independent director to provide a sounding board for the Chairman and serve as an intermediary for the other directors and shareholders. Archie Norman has been appointed as Senior Independent Director.

The Corporate Governance Code further recommends that directors should be subject to annual re-election. The Company intends to comply with this recommendation.

5. BOARD COMMITTEES

As envisaged by the Corporate Governance Code, the Board has established an Audit and Risk Committee, a Nomination Committee and a Remuneration Committee. If the need should arise, the Board may set up additional committees as appropriate.

5.1 Audit and Risk Committee

The Audit and Risk Committee assists the Board in discharging its responsibilities with regard to financial reporting, external and internal audits and controls, including reviewing and monitoring the integrity of the Group's annual and interim financial statements, reviewing and monitoring the extent of the non-audit work undertaken by external auditors, advising on the appointment of external auditors, overseeing the Group's relationship with its external auditors, reviewing the effectiveness of the external audit process and reviewing the effectiveness of the Group's internal audit, internal controls, whistleblowing and fraud systems. The ultimate responsibility for reviewing and approving the annual report and accounts and the half-yearly reports remains with the Board. The Audit and Risk Committee will give due consideration to applicable laws and regulations, the provisions of the Corporate Governance Code and the requirements of the Listing Rules and the Disclosure Guidance and Transparency Rules. The Audit and Risk Committee is also responsible for (i) advising the Board on the Company's risk strategy, risk policies and current risk exposures; (ii) overseeing the implementation and maintenance of the overall risk management framework and systems; and (iii) reviewing the Company's risk assessment processes and capability to identify and manage new risks. When appropriate, the Audit and Risk Committee will meet with members of the executive management team in attendance. The Audit and Risk Committee will meet not less than three times a year, at least one of which will be without management present.

The Corporate Governance Code recommends that an audit committee should comprise at least three members, that all members should be independent non-executive directors, that at least one member should have recent and relevant financial experience and that the committee as a whole should have competence relevant to the sector in which the company operates. The Chairman of the board should not be a member. At Admission, the Audit and Risk Committee will be chaired by Tim Score and its other members will be Archie Norman and Carolyn McCall.

The Directors consider that Tim Score has recent and relevant financial experience and that the Audit and Risk Committee as a whole has competence relevant to the sector in which the Group operates. Each of Tim Score, Archie Norman and Carolyn McCall are independent non-executive directors.

The Audit and Risk Committee will take appropriate steps to ensure that the statutory auditor is independent of the Company and obtain written confirmation from the statutory auditor that it complies with guidelines on independence issued by the relevant accountancy and auditing bodies.

5.2 Nomination Committee

The Nomination Committee assists the Board in discharging its responsibilities relating to the composition and make-up of the Board and any committees of the Board. It is also responsible for periodically reviewing the Board's structure and identifying potential candidates to be appointed as directors or committee members as the need may arise. The Nomination Committee is responsible for evaluating the balance of skills, knowledge and experience and the size, structure and composition of the Board and committees of the Board, and retirements and appointments of additional and replacement directors and committee members, and will make appropriate recommendations to the Board on such matters. The Nomination Committee will meet not less than twice a year.

The Corporate Governance Code recommends that a majority of the members of a nomination committee should be independent non-executive directors, and that the Chairman of the board should not chair the committee when it is dealing with the appointment of a successor to the Chairman position. At Admission, the Nomination Committee will be chaired by Archie Norman and its other members will be Angeles Garcia-Poveda, Tim Score, Carolyn McCall and William Jackson.

The Directors consider that the Company applies the principles and complies with the provisions of the Corporate Governance Code in respect of nomination committees.

5.3 Remuneration Committee

The Remuneration Committee assists the Board in determining its responsibilities in relation to executive directors' remuneration, including making recommendations to the Board on the Company's policy on executive remuneration, including setting the over-arching principles, parameters and governance framework of the Group's remuneration policy and determining the individual remuneration and benefits package of each of the Executive Directors and members of the executive management team (being the first layer of management below the level of the Board and reporting to the Executive Chairman, including the Company Secretary). The Remuneration Committee will give due regard to the provisions and recommendations in the Corporate Governance Code when determining the remuneration policy. The Remuneration Committee will meet not less than three times a year.

The Corporate Governance Code recommends that a remuneration committee should comprise at least three members and that all members should be independent non-executive directors. The Chairman of the board should only be a member if they were independent on appointment, and cannot chair the committee. The chair of the remuneration committee should have served on a remuneration committee for at least 12 months prior to his or her appointment as such. At Admission, the Remuneration Committee will be chaired by Angeles Garcia-Poveda (who has previously served on a remuneration committee for at least 12 months) and its other members will be Archie Norman and Carolyn McCall.

The Directors consider that the Company applies the principles and complies with the provisions of the Corporate Governance Code in respect of remuneration committees.

6. SHARE DEALING CODE

The Company has adopted, with effect from Admission, a code of securities dealings in relation to the Shares, which is based on the requirements of the UK Market Abuse Regulation. The code adopted will apply to the Directors and employees of the Group.

7. REMUNERATION

Details regarding remuneration of the Directors are set out in section 11 (*Directors' Service Contracts and Letters of Appointment*) of Part XVII (*Additional Information*) of this Prospectus.

PART XI

SELECTED FINANCIAL INFORMATION

The Selected Financial Information set out below has been extracted without material adjustment from Part B of Part XIV (Historical Financial Information) of this Prospectus where it is shown with important notes describing some of the line items.

In October 2018, as part of a group reconstruction, the Company issued shares in exchange for a holding in the Group. In preparing the consolidated financial statements, merger accounting has been applied even though the structure means that there is no ultimate controlling party either before or after the insertion of the Company as a new holding company. The Directors believe that merger accounting more fairly reflects the substance of the transaction and have therefore used a true and fair override of SI2008/410 Sch 6 para 10(a), which requires that the undertaking whose shares are acquired is ultimately controlled by the same party both before and after the acquisition. The effect of merger accounting for the group reconstruction is that the carrying amount of Bridgepoint Group Holdings Limited's assets and liabilities were not adjusted to fair value and no new goodwill arose as a result of the transaction. Accordingly, whilst the Company was incorporated on 2 July 2018, the consolidated results and cash flows of the Company and the Group have been brought into the financial statements of the Group from the beginning of the year ended 31 December 2018.

Refer to Note 1 of Part B of Part XIV (Historical Financial Information) of this Prospectus for further information on the basis of preparation of the Historical Financial Information.

CONSOLIDATED INCOME STATEMENT

	For the year ended 31 December			For the three months ended 31 March	
	2018	2019	2020	2020	2021
				(unaudited)	
	(£ in thousands)				
Management fees	117,367	143,893	148,624	35,385	48,057
Carried interest	4,768	9,582	12,917	614	(681)
Fair value remeasurement of investments	20,815	14,467	29,397	(7,934)	13,611
Other operating income	1,861	1,895	873	380	383
Total operating income	**144,811**	**169,837**	**191,811**	**28,445**	**61,370**
Personnel expenses	(91,447)	(88,882)	(96,260)	(20,516)	(27,751)
Other expenses	(35,705)	(27,772)	(36,624)	(7,088)	(7,164)
Foreign exchange gains / (losses)	1,524	(58)	(229)	(1,323)	1,199
EBITDA	**19,183**	**53,125**	**58,698**	**(482)**	**27,654**
of which: Underlying EBITDA	43,266	53,125	66,075	(482)	27,654
of which: Exceptional items within EBITDA	(24,083)	—	(7,377)	—	—
Depreciation and amortisation expense	(6,765)	(7,757)	(8,809)	(2,006)	(3,181)
Total operating profit / (loss)	**12,418**	**45,368**	**49,889**	**(2,488)**	**24,473**
Finance income	5,481	7,665	4,736	2,036	754
Finance expense	(5,358)	(5,556)	(6,149)	(776)	(3,887)
Profit / (loss) before income tax	**12,541**	**47,477**	**48,476**	**(1,228)**	**21,340**
Income tax charge	(9,476)	(5,547)	(805)	(253)	(2,668)
Profit / (loss) after income tax	**3,065**	**41,930**	**47,671**	**(1,481)**	**18,672**
Attributable to:					
Equity holders of the parent	(4,659)	28,901	36,481	2,647	14,448
Non-controlling interests	7,724	13,029	11,190	(4,128)	4,224
	3,065	41,930	47,671	(1,481)	18,672
Basic and diluted (loss) / earnings per share (including exceptionals)	(3.91)	9.15	11.59	0.83	4.59

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As of 31 December			As of 31 March
	2018	2019	2020	2021
	(£ in thousands)			
Assets				
Non-current assets				
Property, plant and equipment	46,659	46,760	41,591	41,392
Goodwill and intangible assets	—	—	125,722	124,964
Carried interest receivable	17,757	13,002	27,915	27,084
Fair value of fund investments	125,497	206,079	233,469	232,933
Investments at amortised cost	86,363	—	—	—
Trade and other receivables	185,039	117,142	6,924	6,663
Total non-current assets	**461,315**	**382,983**	**435,621**	**433,036**
Current assets				
Fair value of CLO assets[1]	—	—	272,476	380,534
Trade and other receivables	33,348	110,143	176,761	171,179
Derivative financial instruments	—	2,015	—	5,841
Cash and cash equivalents	37,075	12,083	42,366	67,762
CLO cash[1]	—	—	114,750	59,976
Total current assets	**70,423**	**124,241**	**606,353**	**685,292**
Total assets	**531,738**	**507,224**	**1,041,974**	**1,118,328**
Liabilities				
Non-current liabilities				
Trade and other payables	480	515	32,151	31,001
Borrowings	77,316	19,226	—	—
Other financial liabilities	2,096	2,840	3,821	5,762
CLO liabilities[1]	—	—	256,606	245,727
Lease liabilities	44,671	42,267	35,915	35,098
Deferred tax liabilities	9,369	13,895	15,903	19,932
Total non-current liabilities	**133,932**	**78,743**	**344,396**	**337,520**
Current liabilities				
Trade and other payables	67,732	43,213	85,871	98,340
Borrowings	—	23,036	99,708	87,493
Lease liabilities	4,120	5,893	6,087	6,770
Derivative financial instruments	5,719	—	4,230	—
CLO liabilities[1]	—	—	17,889	49,331
CLO purchases awaiting settlement[1]	—	—	93,237	124,489
Total current liabilities	**77,571**	**72,142**	**307,022**	**366,423**
Total liabilities	**211,503**	**150,885**	**651,418**	**703,943**
Net assets	**320,235**	**356,339**	**390,556**	**414,385**
Equity				
Share capital and premium	240,867	241,419	241,419	241,419
Capital redemption reserve	24,619	24,619	24,619	24,619
Cash flow hedge reserves	(3,408)	2,610	(2,249)	5,585
Net exchange differences reserve	5,046	3,075	5,344	3,152
Retained earnings	(27,456)	(6,242)	39,709	52,526
Capital and reserves attributable to equity shareholders of the company	**239,668**	**265,481**	**308,842**	**327,301**
Non-controlling interests	80,567	90,858	81,714	87,084
Total equity	**320,235**	**356,339**	**390,556**	**414,385**

(1) The equity holders' exposure to the CLOs was £19.5 million as of 31 December 2020 and £21.0 million as of 31 March 2021.

CONSOLIDATED STATEMENT OF CASH FLOWS

	For the year ended 31 December			For the three months ended 31 March	
	2018	2019	2020	2020	2021
	(£ in thousands)			(unaudited)	
Cash flows from operating activities					
Cash generated from operations	31,274	1,751	32,391	35,936	31,864
Income taxes paid	(903)	(2,272)	(4,032)	(248)	(430)
Net cash flow from / (used in) operating activities	**30,371**	**521**	**28,359**	**35,688**	**31,434**
Cash flow from / (used in) investing activities					
Payment from acquisition of subsidiary, net of cash acquired	—	—	(86,326)	—	—
Payments for property, plant and equipment	(3,234)	(3,684)	(3,235)	189	—
Receipts from investments (non CLO)	70,090	207,189	57,413	7,312	20,830
Purchase of investments (non CLO)	(107,983)	(176,059)	(75,649)	(11,491)	(10,222)
Receipts from investments (CLO)	—	—	2,148	—	28,073
Purchase of investments (CLO)	—	—	(6,165)	—	(110,778)
Cash acquired on acquisition of CLO	—	—	1,919	—	—
Interest received (non CLO)	4,128	3,009	—	—	—
Net cash flows (used in) / from investing activities	**(36,999)**	**30,455**	**(109,895)**	**(3,990)**	**(72,097)**
Cash flow from financing activities					
Receipt from non-controlling interest	142,283	—	71,400	—	—
Proceeds from issue of shares	—	552	—	—	—
B share redemption/cancellation	(161,530)	—	—	—	—
Dividends paid to shareholders of the Company	—	(6,584)	(6,522)	—	—
Dividends paid to non-controlling interests	—	(2,844)	(4,444)	(4,444)	—
Drawings on bank facilities	80,065	116,087	130,302	25,000	23,322
Repayment of bank facilities	(29,765)	(148,573)	(73,492)	(26,470)	(32,573)
Drawn funding (CLO)	—	—	6,165	—	32,209
Repayment of CLO borrowings	—	—	(124,147)	—	—
Cash from CLO investors (CLO)	—	—	235,124	—	—
Principal elements of lease payments	(3,852)	(4,971)	(5,900)	(948)	(1,875)
Interest paid (non-CLO)	(3,882)	(4,814)	(4,904)	(861)	(1,467)
Interest received (non-CLO)	—	—	52	5	9
Net cash flows from / (used in) financing activities	**23,339**	**(51,147)**	**223,634**	**(7,718)**	**(19,625)**
Net increase / (decrease) in cash and cash equivalents	**16,711**	**(21,213)**	**142,098**	**23,980**	**(21,038)**
Cash and cash equivalents at the beginning of the period	**19,065**	**37,075**	**12,083**	**12,083**	**157,116**
Effect of exchange rate changes on cash and cash equivalents	1,299	(3,779)	2,935	3,746	(8,340)
Cash and cash equivalents at the end of the period (for use by the Group)[1]	**37,075**	**12,083**	**157,116**	**39,809**	**127,738**
CLO (restricted)	—	—	114,750	—	59,976
Total cash at the end of the period[1]	**37,075**	**12,083**	**157,116**	**39,809**	**127,738**

(1) Total cash and cash equivalents as of 31 March 2021 and 31 December 2020 includes cash and cash equivalents belonging to the Bridgepoint CLO vehicles which are consolidated by the Group within the Historical Financial Information set out in Part B of Part XIV *(Historical Financial Information)* The cash and cash equivalents of the Bridgepoint CLO vehicles are legally ring-fenced and not available to the Group. Accordingly, cash and cash equivalents available for use by the Group was £37.1 million as of 31 December 2018, £12.1 million as of 31 December 2019, £157.1 million as of 31 December 2020, £39.8 million as of 31 March 2020 and £127.7 million as of 31 March 2021.

PART XII

OPERATING AND FINANCIAL REVIEW

This Part XII (Operating and Financial Review) should be read in conjunction with Part V (Important Information), Part VI (Market Overview), Part VII (The Business), Part XI (Selected Financial Information) and Part XIV (Historical Financial Information) of this Prospectus. The financial information set out in this Part XII (Operating and Financial Review) is extracted without material adjustment from the financial information set out in Part B of Part XIV (Historical Financial Information) of this Prospectus.

Certain statements in this Part XII (Operating and Financial Review), including in particular the Group's outlook described below, constitute forward-looking statements. These forward-looking statements are subject to a number of known and unknown risks and uncertainties, many of which are beyond the Group's control and all of which are based on the Group's current beliefs and expectations about future events. As a result, the Group's actual results may vary from the outlook established herein, and those variations may be material. Some of the risks and uncertainties are described in Part II (Risk Factors) of this Prospectus. The forward-looking statements included in this Part XII (Operating and Financial Review) in particular are not guarantees of future financial performance.

It is strongly urged that undue reliance should not be placed on any of the statements set forth below. The Group can give no assurance that the outlook described below will materialise or prove to be correct. Because these statements are based on assumptions or estimates and are subject to risks and uncertainties, the actual results of operations could differ materially from those described below. The Group does not undertake to publish updates as to its progress towards achieving any of the objectives set out below, including as the Group may be impacted by events or circumstances existing or arising after the date of this Prospectus or may reflect the occurrence of unanticipated events or circumstances. See also Part II (Risk Factors) for further information.

OVERVIEW

Bridgepoint is the global leader in middle market private assets investing. It had approximately €27.4 billion of total assets under management as of 31 March 2021, in six distinct investment strategies across private equity and private credit. Operating in a fast-growing market, the group has a 30-year track record of delivering compelling returns with an attractive risk profile to a blue-chip and loyal base of over 300 investors globally as of 31 March 2021. Led by a team of partners who have a long history of working together, with over 170 investment professionals as of 31 March 2021, Bridgepoint has a well-invested middle market platform across Europe, North America and Asia, providing a strong foundation for further strategic expansion.

Key to the Group's investment approach is a strong culture of unity, deep experience and industrial networks through an investment platform with a distinctive, highly developed corporate culture and a focus on responsible investing. Throughout Bridgepoint's history, the Bridgepoint private equity funds have made investments in over 400 businesses and the Bridgepoint private credit funds have provided financing to over 250 businesses.

Founded in 1984, Bridgepoint has continuously evolved and invested in its investment platform. The Directors believe that the Group is strongly placed to capitalise on forecast double-digit market growth in the alternative asset management market from 2020 to 2025[44] and to continue the Group's strategic diversification. Bridgepoint has a strong track record of delivering returns to investors in the Bridgepoint Funds that spans over more than 35 years. This stability, bringing experience of investing over multiple economic cycles, and a well-established, excellent reputation in the industry, has been balanced with team development to create depth in leadership, ensuring consistent decision-making rigour across the Group.

The Group's private equity track record is demonstrated by the 2.5 times Gross MOIC and 22.6 per cent gross IRR, in each case based on realised investments and delivered on invested capital after the global financial crisis (in the period from the first quarter of 2009 through the fourth quarter of 2020) across the Bridgepoint Europe funds IV to VI, Bridgepoint Development Capital funds I to III and Bridgepoint Growth. See "*Financial Model—Selected Key Metrics of the Bridgepoint Funds*" for a detailed definition of Gross MOIC and IRR and how they are calculated. The Group has a similar track record in private credit, having committed approximately €11 billion of capital to over 250 companies from 2010 to 2020 across all Bridgepoint private

44 *Source*: Preqin, *Preqin Special Report: The Future of Alternatives 2025*, November 2020; based on assets under management for private equity, private debt, real estate and infrastructure.

credit funds, with both Bridgepoint Credit Opportunities I and II as top five per cent performers[45] and Bridgepoint Direct Lending funds delivering target returns, in each case as of 30 September 2020.

The strong and consistent returns delivered by the Bridgepoint Funds have enabled the Group to grow Total AUM by approximately three times from 2011 to 31 March 2021 to approximately €27.4 billion as of 31 March 2021. As of 31 March 2021, the Group had approximately €17.8 billion of AUM. See "*Alternative Performance Measures and Key Performance Indicators—AUM and Total AUM.*" for a detailed definition and description of Total AUM and AUM.

During the year ended 31 December 2020 and the three months ended 31 March 2021, the Group generated total operating income of £191.8 million and £61.4 million as well as Underlying EBITDA of £66.1 million and £27.7 million, respectively, equating to an Underlying EBITDA Margin of 34.4 and 45.0 per cent, respectively. The quality of the return of the Bridgepoint Funds is also greatly enhanced by careful portfolio construction, with diversity by sector, geography and vintage year of commitment in each Bridgepoint Fund reducing the fund's overall risk profile while maintaining strong absolute returns.

The Group operates six distinct investment strategies across two complementary asset classes:

- **Private Equity**: As of 31 March 2021, the Group managed €19.2 billion of Total AUM across three classes of highly synergistic private equity funds, with the Group's flagship European middle market strategy (Bridgepoint Europe), a lower middle market strategy (Bridgepoint Development Capital) and an early stage strategy (Bridgepoint Growth).
- **Private Credit**: In addition, the Group managed €7.4 billion of Total AUM as of 31 March 2021 across three classes of private credit funds, with a strategy to act as lender to privately owned companies and private equity-backed portfolio companies (Bridgepoint Direct Lending) a distressed credit investment strategy (Bridgepoint Credit Opportunities) and a syndicated debt strategy (Bridgepoint Syndicated Debt).

RECENT DEVELOPMENTS AND OUTLOOK

There have been no significant changes in the financial performance of the Group since 31 March 2021, which is the end of the last financial period for which interim financial information has been published as set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus, and there are no known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the Group's prospects for at least the current financial year.

The Group expects to receive deferred cash consideration from Dyal in December 2021. See "*—Factors affecting comparability of results of operations—Investment by Dyal IV Equity Funds*" and section 16.2 *(Dyal Investment Agreement)* of Part XVII (*Additional Information*) for additional details.

On the basis of current target fundraises and prospects, the Group anticipates that the deferred consideration in relation to the acquisition of the EQT Credit business (as described below) will become payable in full. See "*—Factors affecting comparability of results of operations—Acquisition of the EQT Credit business.*"

The Group expects to be net cash before proceeds from this Offer by December 2021, but may take on additional leverage to support future fund initiatives or strategic actions.

FINANCIAL MODEL

Introduction to the private investment funds financial model and fund life cycle and the financial model of the Group

The Group, with its more than 170 investment professionals and 43 investment partners as of 31 March 2021 supported by specialist and central functions within the Group, provides a broad range of management and advisory services to each Bridgepoint Fund throughout its entire life cycle, from inception until termination. These services include, among others, assisting with the initial set-up of the fund and related legal structures, sourcing, locating, evaluating and negotiating investment and exit opportunities, ongoing monitoring, management and governance services, reporting to investors in the fund and other administrative services. In return, the Group operates an integrated fee-based revenue model for services provided with respect to the Bridgepoint Funds, consisting of (i) management fees, (ii) a share of the profits from the fund's investments referred to as "carried interest" (provided that relevant performance hurdles are met, *i.e.* a specified return for

45 *Source*: Cambridge Associates, *Index and Benchmark Statistics—Private Credit (Credit Opportunities)*, September 2020.

investors in the relevant Bridgepoint Fund is achieved) and (iii) income arising from fair value remeasurement of the Group's investment in the Bridgepoint Funds.

The Bridgepoint Funds have historically typically been structured as a series of English limited partnerships. The investment capital of the Bridgepoint Funds is primarily committed by external investors and is invested by the Bridgepoint Funds according to pre-defined strategies, usually in private companies, securities and debt. Commitments from investors in the Bridgepoint Funds constitute a financial obligation to provide an agreed amount of capital to the fund when called upon to do so in accordance with the relevant fund's governing documents. The Bridgepoint Funds are typically closed-ended funds, which means that there is a limited period of time during which capital commitments are raised from investors. After a fund's final close, no further commitments are accepted. Historically, the typical fundraising period was around six to nine months for private equity strategies and around 12 to 18 months for private credit strategies, although variations may occur, depending on the maturity of the investment strategy, track record, market conditions and demand from investors.

The lifespan of a typical Bridgepoint Fund, which is approximately 10 years for funds with private equity strategies and approximately eight to 12 years for funds with private credit strategies, can be divided into two phases, the "commitment period" and the "post-commitment period."

Commitment period

The "commitment period" of a Bridgepoint Fund, which is sometimes also referred to as the "investment period," represents the period of time during which the relevant Bridgepoint Fund sources investments and calls on capital contributions from the investors in the fund to acquire new investments. The commitment period commences on the initial closing of the Bridgepoint Fund, from which point the Bridgepoint Fund may begin to invest its commitments. Historical commitment periods have typically run for three through four years, but may vary depending on a range of factors, including the speed at which capital is deployed by the relevant Bridgepoint Fund, the fund's investment strategy, the availability of suitable investment opportunities and other considerations.

Under the terms of each Bridgepoint Fund's governing documents, an entity within the Group, (*i.e.* the general partner), manages the fund and in turn is contractually entitled to a fixed management fee for managing the activities and affairs of the relevant Bridgepoint Fund. This includes providing investment advice, research and due diligence, active ownership support, operational expertise and administrative services from Bridgepoint investment professionals. Typically, the Bridgepoint Fund, acting through its general partner, in turn appoints a management company within the Group to manage the fund in substitution for the general partner and such management company is paid a corresponding fee by the general partner for providing these services. During the commitment period, which begins after the initial closing of the Bridgepoint Fund, the management fee is normally calculated as a percentage of total commitments to the Bridgepoint Fund, which means that the amount of capital raised by the fund is often a key determining factor in management fee revenue during the commitment period. See "—*Generation of management fees.*" The exceptions to this are the Bridgepoint Funds that follow private credit strategies, where funds typically charge management fees on the basis of total unrealised acquisition costs of investments during the commitment period (for example, this is the case for the Bridgepoint Funds which operate direct lending and syndicated debt strategies).

Post-commitment period

A Bridgepoint Fund normally enters the "post-commitment period" at the end of a set period of time (for example, three to four years), or, if sooner, once the managing company of the fund deems the fund to be fully invested which is usually the case after approximately 85 to 90 per cent of total commitments are invested (with variations from fund to fund). At this point in time, typically a successor fund is launched. Once the post-commitment period has been entered, typically no new investments are made and remaining commitments are normally used for potential strategic initiatives such as "add-on" or "bolt-on" investments and other capital injections as well as for ongoing expenses, in particular management fees and expenses of the relevant Bridgepoint Fund. During the post-commitment period, the manager of the relevant Bridgepoint private equity fund, supported by the investment advisory companies within the Group, focuses on value creation opportunities within portfolio companies by building businesses of scale and the subsequent realisation of these investments, which enables the relevant Bridgepoint Fund to return capital and profits to the investors in the Bridgepoint Fund.

During the post-commitment period, management fees are normally calculated based on the total acquisition cost of unrealised investments, with investments which have been permanently written-off being treated as

having been realised, which means that the cost of such written-off investments do not count towards the calculation of the management fee (such calculation basis, the "**Net Invested Capital**"). "Add-on" or "bolt-on" investments could result in an increase in the management fees otherwise generated, as such management fees are, during the post-commitment period, based on Net Invested Capital. The Group is normally also entitled to: (i) a share of the profits from the fund's investments referred to as "carried interest" (provided that a specified return for investors in the Bridgepoint Fund is achieved) through a member of the Group; and (ii) income arising from its investment in the Bridgepoint Fund according to the same principles as other investors in the Bridgepoint Fund. The average holding period of portfolio companies in the Group's private equity and private credit investment strategies has historically been approximately four to five years, but varies and is dependent on investment strategy, portfolio company performance and market conditions, among other factors. Historically, investments have on average been realised in years six to seven of private equity funds and, on average, approximately 50 per cent of Net Invested Capital remains after seven years of the start of the commitment period in private equity funds. However, the holding period for some investments may be significantly longer, with some investments remaining in the relevant fund until its termination. As the management fees during the post-commitment period are typically determined by reference to Net Invested Capital, they naturally decline in absolute terms over time since more and more of the fund's investments are realised.

Generation of management fees

For the management of the Bridgepoint Funds and related investment advisory services, the Group is entitled to receive management fees. The management fees are contractually recurring, and normally paid semi-annually in advance and calculated at a fixed percentage rate over the initial term of the fund. The initial term of a Bridgepoint Fund is its fixed initial term, which, depending on the strategy of the fund, is usually between approximately eight and 12 years and may in some funds be extended by one or more additional periods according to the relevant governing documents of the fund. In some cases, the Group also charges cost recovery charges to certain co-investors in Bridgepoint Funds, which are determined as a percentage of unrealised acquisition costs of investments.

In the case of all funds with private equity strategies and the Bridgepoint Credit Opportunities funds I to III, management fees from investors are calculated as a percentage of AUM of the fund. Depending on the phase of the fund, the AUM is either based on total commitments (during the commitment period) or on Net Invested Capital (normally during the post-commitment period). As a fund enters the post-commitment period, the management fees that are generated usually decline or "step-down", since they are based on Net Invested Capital as opposed to total commitments. While the most recent Bridgepoint Development Capital and Bridgepoint Growth funds continue to charge the same percentage of management fees, the management fee percentage of the Bridgepoint Europe funds typically decreases when the fund enters the post-commitment period. In simplified terms, if, at the end of the commitment period the acquisition cost of unrealised investment amounts to 80 to 90 per cent of total commitments, the management fee generated by Bridgepoint Development Capital and Bridgepoint Growth funds would decline by approximately 10 to 20 per cent and the management fee generated by Bridgepoint Europe funds would decline by approximately 28 to 36 per cent (as the management fee percentage also declines), but deviations between funds may occur due to the actual levels of Net Invested Capital at the time of the so-called "step-down" and the details of how the management fee is calculated. Historically, the "step-down" has occurred at the same time as management fees have begun to accrue on a successor fund (based on the total commitments raised for such successor fund). As such, the generation of management fees is positively influenced by increases in the size of successor funds as well as the roll-out of new business lines. Bridgepoint has over many years also provided liquidity options to investors when funds reach the end of their standard life by offering continuation funds / secondary funds which allow

existing investors to continue or exit, while also enabling Bridgepoint to charge management fees and carried interest on a new pool of capital.

Note:

(1) Step-down of management fee percentage for Bridgepoint Europe Funds.

For the Bridgepoint Direct Lending funds as well as expected future Bridgepoint Credit Opportunities funds, management fees from investors are calculated as a percentage of AUM of the fund, with AUM being based on Net Invested Capital throughout the life of the fund. This means that the deployment of capital and realisations have a direct impact on management fee revenue from funds with such a fee model. A successor fund is typically launched when 85 to 90 per cent of the fund is invested and the same fee rate is still charged after the investment period ends. As the fund exits companies, the invested capital base is reduced, and after eight to 12 years, the fund is typically terminated.

As management fees are calculated based on AUM (as described above), increases or decreases in AUM result in corresponding increases or decreases in management fees on an absolute basis assuming management fee rates remain stable over the lifetime of the fund. Management fee rates have historically remained stable as a percentage of AUM and it is expected that future revenue recognised by the Group from management fees would increase in absolute terms if management fee rates remain stable and AUM increases. An analysis of historical management fee rates (calculated as management fees divided by average AUM for the relevant

period) is impacted by a range of factors, including the timing of an increase or decrease in AUM (as average AUM for the period is calculated on a quarterly basis, which means that average AUM does not reflect the exact period in time when management fees increase or decrease as a result of a change in AUM). As a result of these factors, the Group is assessing the Effective Management Fee Rate (fee margin), which is adjusted for these factors and represents the underlying management fee rates in the Bridgepoint Funds, excluding co-investment vehicles. The "**Effective Management Fee Rate**" is the weighted average management fee rate, excluding structural and accounting impacts, for all Bridgepoint Funds contributing to AUM in a specific period (excluding co-investment vehicles). The Effective Management Fee rate for the Bridgepoint Funds has amounted to approximately 1.23 per cent, 1.25 per cent and 1.26 per cent for the Bridgepoint Funds with private equity strategies and to approximately 1.15 per cent, 1.12 per cent and 1.13 per cent for the Bridgepoint Funds with private credit strategies, in each case in the years ended 31 December 2018, 2019 and 2020, respectively.

Carried interest and income from the fair value remeasurement of investments (investment income)

Bridgepoint aims to align interests between the Group, the Group's investment professionals and the investors in the Bridgepoint Funds. As such, the Group, through an entity in the Group, together with, in certain circumstances, Bridgepoint investment professionals and other employees commit capital to the Bridgepoint Funds. Under the terms of the governing documents constituting any given Bridgepoint Fund, the Group receives (i) a *pro rata* share of income generated by a Bridgepoint Fund based on its commitment to the relevant fund (similar to other investors in the fund) due to a fair value remeasurement of investments ("**Investment Income**") and (ii) carried interest, provided that relevant performance hurdles under the fund documentation have been met.

Returns received by a Bridgepoint Fund from its investments are allocated amongst, and subsequently distributed to, the investors in such Bridgepoint Fund according to such fund's "distribution waterfall." Depending on the specifics of the distribution waterfall of the relevant Bridgepoint Fund, after payment of, and provision for, any fees, costs, expenses or other liabilities (including the management fee charged by members of the Group) of the relevant Bridgepoint Fund, all of the proceeds of such Bridgepoint Fund are typically distributed first to the investors in the fund, including to the relevant member of the Group in respect of its investment alongside the other investors, until such time as they have received back their invested amounts, together with a certain minimum return (for example, an annually compounding return of typically eight per cent for the Bridgepoint private equity funds on the investors' invested capital, after fees and expenses, in excess of their distributions). Once such "minimum return hurdle" is met, the Carried Interest Participants, including in some cases members of the Group, may receive an accelerated pay-out of profits as a "catch-up" on amounts distributed to the investors in the fund in excess of their invested amounts until the overall contractual profit split is achieved (for example, 80 per cent to investors in the fund and 20 per cent to Carried Interest Participants). Subject to these minimum return hurdles, carried interest typically corresponds to a fixed percentage (for example, 20 per cent) of the fund's overall profits after deduction of management fees and relevant expenses for the fund. Following the catch-up phase, any additional profits are *pro rata* allocated based on the contractual profit split. In certain circumstances, Carried Interest Participants may be liable to repay carried interest that was previously distributed to them and which exceeds the amounts to which they are ultimately entitled (so called "clawback" obligations). See "*Risks related to the Group's Business, Industry and Markets—The Group may be required to pay "clawback" obligations if and when they are triggered under the documents governing the Bridgepoint Funds*" in Part II (*Risk Factors*).

Investments by the Group into the Bridgepoint Funds are held on the Group's balance sheet and result in Investment Income. The investments by the Group into the Bridgepoint Funds have historically amounted to approximately two to three per cent of the total fund commitments (for example, approximately two per cent in the case of Bridgepoint Europe VI), with the opportunity for the Group and investment professionals and other employees (where applicable) to make additional commitments. For example, as of 31 December 2018, 2019 and 2020 and 31 March 2020 and 2021, the aggregate amount of the Group's investments in the Bridgepoint Funds amounted to £212 million (consisting of £126 million of investments in private equity funds and £86 million of investments in private credit funds), £206 million (consisting of £158 million of investments in private equity funds and £49 million of investments in private credit funds), £253 million (consisting of £189 million of investments in private equity funds and £64 million of investments in private credit funds), £204 million (consisting of £151 million of investments in private equity funds and £53 million of investments in private credit funds) and £254 million (consisting of £187 million of investments in private equity funds and £67 million of investments in private credit funds), respectively. Going forward, the Group's goal is that its share of commitments and investments in the Bridgepoint Funds to generally account for two to three per cent of the total commitments to a Bridgepoint Fund, and the Group expects to generally continue re-investing any

proceeds received from such commitments into future Bridgepoint Funds. As of 31 March 2021, the share of Total AUM held on the Group's balance sheet amounted to approximately one per cent.

The Group is also aiming to increase the Group's share of the total carried interest entitlement of all Carried Interest Participants in a fund (so called "house carry"). For example, the carried interest entitlement of the Group for Bridgepoint Europe VI is five per cent (with the remaining amount being attributable to the Group's investment professionals and other employees as well as certain affiliates of Dyal IV Equity Funds), while no such entitlement existed for the Group for Bridgepoint Europe V. Subject to certain exemptions, the Group is aiming to be entitled to 22.5 to 35 per cent of the total carried interest entitlement in all future funds (with the next flagship fund being expected to be closer to the lower end of this range), with the remaining amount of the total carried interest entitlement of such future funds being attributable to the Group's investment professionals and other employees as well as certain affiliates of Dyal IV Equity Funds. The affiliates of Dyal IV Equity Funds are entitled to receive a certain percentage of the carried interest in respect of such funds pursuant to an investment agreement which is described in section 16.2 (*Dyal Investment Agreement*) of Part XVII (*Additional Information*).

The Group's recognition of income from carried interest and Investment Income for accounting purposes is dependent on the individual terms and performance of the Bridgepoint Funds. The profits of a Bridgepoint Fund depend on the performance of the fund, which is influenced by the underlying investments and the ability to execute, acquire, develop and divest those investments at attractive returns. See "*—Principal Factors affecting Results of Operations—Ability to generate attractive returns and to successfully realise investments*" and Note 3 in Part B of Part XIV (*Historical Financial Information*) for a further discussion of this topic.

- Carried interest is recognised according to International Financial Reporting Standard 15 "Revenue from Contracts with Customers" ("**IFRS 15**") and only to the extent it is highly probable that there would not be a significant reversal of accumulated revenue recognised on the completion of the fund (with unrealised investment valuations for Bridgepoint private equity funds being treated with a valuation discount of 30 to 50 per cent), depending on the investment strategy and the expected remaining holding period. If adjustments to the carried interest receivable recognised in previous periods are required, they are adjusted through revenue. The carried interest receivable represents a contract asset under IFRS 15 and amounts are typically presented as non-current assets unless they are expected to be received within the next 12 months. The accounting recognition of carried interest revenue is primarily dependent on the time required to deploy commitments, changes to the underlying value of portfolio companies and realised values of portfolio companies through successful refinancings and exits. Although varying from fund to fund, depending on these factors, recognition of carried interest typically starts around five to six years after a fund is launched once the relevant fund has achieved a Gross MOIC of approximately 1.7 to 1.8 times through realisation of a number of its investments. Recognition of carried interest usually occurs before the Group receives the corresponding cash flow, with delays of approximately 18 months to two years being typical.
- Investments of the Group in the Bridgepoint Funds are accounted as financial assets and are measured for the calculation of Investment Income at fair value (mark-to-market), consistent with the

requirements of International Financial Reporting Standard 9 ("Financial Instruments") ("**IFRS 9**"). Investment Income consists primarily of changes in fair value of the Group's investments in the Bridgepoint Funds and is recognised according to IFRS 9 (mark-to-market). Cash flows from Investment Income depend on the investment and realisation timing, but the Directors consider such income to be generally highly cash generative over the long-term, with the expected returns being in line with the target returns of the underlying Bridgepoint Funds.

Recently raised Bridgepoint Funds have increased in size in terms of the total commitments raised. For example, Bridgepoint Europe VI has increased its fund commitments compared to Bridgepoint Europe V by more than 40 per cent and Bridgepoint Development Capital IV has increased its fund commitments compared to Bridgepoint Development Capital III by more than 150 per cent. As of 31 March 2021, recently raised funds represented the majority of AUM and more than 85 per cent of the Group's AUM had yet to recognise carried interest. The Group's entitlement to carried interest as a percentage of the total carried interest entitlement of all Carried Interest Participants in a fund is generally higher in the more recent funds than funds from earlier generations. The expected timeline for the contribution of carried interest from some of the existing Bridgepoint Funds over time is shown in the graphic below.

Note:

(1) No "house carry" from Bridgepoint Europe V.

As a result of the above factors, the share of revenue from carried interest and Investment Income as a percentage of the Group's total operating income is expected to represent approximately 20 to 25 per cent for the medium-term.

Operating and other expenses

The Group's business model is asset light and its operating expenses consist mostly of personnel related expenses and costs related to external services such as consultants and travel and are therefore considered relatively predictable from year to year. The Group's average number of FTEs has increased from 223 as of 31 December 2018 to 320 as of 31 March 2021. This increase has mainly been driven by an overall expansion of the Group's operations and the acquisition of the EQT Credit business in October 2020.

The Group has generally limited capital expenditures, which are mainly related to IT and the Group's offices, with certain one-off costs due to the move of the Group's London head office in 2021 and 2022. Working capital changes year-on-year are usually limited. For a discussion of other operating expenses see "*—Principal Factors affecting Results of Operations—Operating expenses.*"

Selected Key Metrics of the Bridgepoint Funds

The table below shows selected key terms of the Bridgepoint Funds in the private equity segment as of 31 March 2021.

Bridgepoint Fund[1]	Fund Size based on commitments (in € / £ million)	Total AUM (in € million)[2]	AUM (in € million)[2]	Vintage	Invested capital (in per cent)	Hurdle rate (in per cent)	Total carried interest (in per cent)	Catch-up rate (in per cent)	Group's share of total carried interest entitlement of all Carried Interest Participants
Bridgepoint Europe IV	€4,835	1,621	1,197	2008	96%	8%	20%	100%	9%
Bridgepoint Europe V	€4,000	4,817	3,145	2015	94%	8%	20%	100%	0%
Bridgepoint Europe VI	€5,766	6,381	5,735	2019	64%	8%	20%	100%	5%
Bridgepoint Development Capital II	€ 353	166	140	2012	96%	8%	20%	100%	3%
Bridgepoint Development Capital III	£ 605	972	538	2016	91%	8%	20%	100%	25%
Bridgepoint Development Capital IV	£1,559	1,811	1,823	2021	3%	8%	20%	100%	35%
Bridgepoint Growth I	£ 105	110	123	2017	67%	8%	20%	100%	35%
Bridgepoint Europe Portfolio IV (Secondary)[4]	€ 728	872	849	2019	95%	10%	10%	100%	25%
Bridgepoint Development Capital Portfolio II (Secondary)[5]	€ 222	220	182	2021	83%	Various	Various	100%	20%

(1) The table shows all currently active private equity funds in the Bridgepoint Europe, Bridgepoint Development Capital and Bridgepoint Growth strategies and the Group's secondary private equity funds. See "*Deep dive by investment strategy*" in Part VII *(The Business)* for a discussion of the investment strategy of, and the key sectors covered by, each of the Bridgepoint Funds.

(2) See "*—Alternative Performance Measures and Key Performance Indicators—AUM and Total AUM*" for a definition of these metrics.

(3) See note (4) below.

(4) In 2019, the Bridgepoint Europe IV fund sold certain assets and/or rights in respect of such assets in a secondary portfolio transaction to a secondary fund called Bridgepoint Europe Portfolio IV.

(5) In 2021, the Bridgepoint Development Capital II fund and one Bridgepoint Development Capital legacy fund sold certain assets and/or rights in respect of such assets in a secondary portfolio transaction to the Bridgepoint Development Capital Portfolio II fund.

The table below shows selected key terms of the Bridgepoint Funds in the private credit segment as of 31 March 2021.

Bridgepoint Fund[1]	Fund Size based on commitments (in € million)	Total AUM (in € million)[2]	AUM (in € million)[2]	Vintage	Invested capital (in per cent)	Hurdle rate (in per cent) (unlevered/ levered)[3]	Total carried interest (in per cent) (unlevered/ levered)[3]	Catch-up rate (in per cent)[3]	Group's share of total carried interest entitlement of all Carried Interest Participants
Bridgepoint Credit Opportunities II	845	440	110	2012	13%	8%	20%	100%	9%
Bridgepoint Credit Opportunities III	1,272	1,241	962	2016	79%	8%	20%	100%	19%
Bridgepoint Credit I[4]	182	170	161	2019	90%	5%	12.50%	100%	22%
Bridgepoint Credit II[4]	681	703	345	2020	57%	5%	12.50%	100%	25%
Bridgepoint Direct Lending I	530	439	333	2015	68%	5% / 5%	10% / 20%	100% / 0%	26%
Bridgepoint Direct Lending II	2,256	2,301	1,399	2017	88%	5% / 6%	10% / 15%	50% / 50%	18%

(1) The table shows all currently active private credit funds in the Bridgepoint Credit Opportunities and Bridgepoint Direct Lending strategies. The table does not include the Bridgepoint Syndicated Debt funds, the Bridgepoint CLOs and certain separately managed accounts. See "*Deep dive by investment strategy*" in Part VII (*The Business*) for a discussion of the investment strategy and the key sectors covered by each of the strategies of the Bridgepoint Funds.

(2) See "*—Alternative Performance Measures and Key Performance Indicators—AUM and Total AUM*" for a definition of these metrics.

(3) Some of Bridgepoint's private credit fund have a levered and unlevered sleeve. The levered sleeve of Bridgepoint's private credit fund entails the leveraging of that sleeve of the fund with debt, while this is not the case for the unlevered sleeve. The hurdle rate and total carried interest and catch-up rate of some of Bridgepoint's private credit funds are different in the levered and unlevered sleeve.

(4) The Bridgepoint Credit I fund and the Bridgepoint Credit II fund are part of the Bridgepoint Direct Lending investment strategy.

The following table shows selected key metrics of the Bridgepoint Funds in the private equity segment as of 31 March 2021.

Bridgepoint Fund[1]	Fund Size (in € / £ million)	Gross MOIC[2]	Gross IRR[3] (in per cent)	Net IRR[3] (in per cent)	Remaining investment period in years[4]	Remaining fund life in years[5]
Bridgepoint Europe IV	€4,835	2.11x	16%	13%	n/a	n/a
Bridgepoint Europe V	€4,000	1.97x	21%	18%	n/a	4 years
Bridgepoint Europe VI	€5,766	1.20x	16%	12%	approx. 2.3 years	7 years
Bridgepoint Development Capital II	€ 353	2.50x	34%	28%	n/a	n/a
Bridgepoint Development Capital III	£ 605	1.99x	40%	37%	n/a	5 years
Bridgepoint Development Capital IV	£1,559	1.00x	n/m	n/m	approx. 4.6 years	10 years
Bridgepoint Growth I	£ 105	1.36x	16%	9%	approx. 1.4 years	6 years
Bridgepoint Europe Portfolio IV (Secondary)[6]	€ 728	1.24x	19%	19%	n/a	3 years
Bridgepoint Development Capital Portfolio II (Secondary)[7]	€ 222	1.00x	n/m	n/m	n/a	5 years

(1) The table shows all currently active private equity funds in the Bridgepoint Europe, Bridgepoint Development Capital and Bridgepoint Growth strategies. See "*Deep dive by investment strategy*" in Part VII *(The Business*) for a discussion of the investment strategy of, and the key sectors covered by, each of the Bridgepoint Funds.

(2) Gross MOIC represents the multiple on invested capital. It is calculated by dividing the proceeds received and remaining unrealised fair value of an investment by the initial amount invested, prior to fees and expenses. The targeted Gross MOIC over the lifetime of the fund is for Bridgepoint Europe IV 2.2-2.4x, for Bridgepoint Europe V 2.3-3.0x, for Bridgepoint Europe VI 2.3 – 3.0x, for Bridgepoint Development Capital II 2.50x, for Bridgepoint Development Capital III more than 2.50x, for Bridgepoint Development Capital IV more than 2.5x and for Bridgepoint Growth I more than 2.5x.

(3) IRR is the discount rate that makes the net present value of all cash flows from an investment equal to zero. Gross IRR is before fees, expenses after carried interest. Net IRR is net of fees and expenses and after carried interest. "n/m"means not meaningful, as the funds are relatively new and no meaningful IRR figures can be provided.

(4) The remaining investment period is based on the maximum period under a fund's governing documents, but may be shorter depending on the fund's investment pace. Bridgepoint Funds marked "n/a" have completed their investment period. During the investment period, undrawn capital commitments of the Group may become due. See "*Financial Risks—The Group has significant liquidity requirements and adverse market and economic conditions may adversely affect its sources of liquidity, which could adversely affect its business operations in the future*" in Part II *(Risk Factors).*

(5) This represents the time to the end of the traditional fund life. However the funds are able to continue operating after this end date through either extensions or if the manager decides to move into the "liquidation phase," which is a phase where no further business is conducted except for such actions as are necessary for the winding up of the affairs of the fund. Bridgepoint Europe IV is indicated with n/a as it is currently in its liquidation phase. Bridgepoint Development Capital II has not yet moved into the liquidation phase, but it is indicated as n/a as it has sold all of its final investments and is only expecting deferred proceeds on certain investments. Please see also notes (6) and (7) below for a description of continuation fund transactions which have been conducted by Bridgepoint Europe IV and Bridgepoint Development Capital II, respectively.

(6) In 2019, the Bridgepoint Europe IV fund sold certain assets and/or rights in respect of such assets in a secondary portfolio transaction to Bridgepoint Europe Portfolio IV.

(7) In 2021, the Bridgepoint Development Capital II fund sold certain assets and/or rights in respect of such assets in a secondary portfolio transaction to the Bridgepoint Development Capital Portfolio II fund.

The following table shows selected key metrics of the Bridgepoint Funds in the private credit segment as of 31 March 2021.

Bridgepoint Fund[1]	Fund Size (in € / £ million)	Gross MOIC unlevered / levered[2][3]	Gross IRR unlevered / levered[3][4] (in per cent)	Net IRR unlevered / levered[3][4] (in per cent)	Remaining investment period[5]	Remaining fund life in years[6]
Bridgepoint Credit Opportunities II	€ 845	1.65x	20%	13%	n/a	less than 1 year
Bridgepoint Credit Opportunities III	€1,272	1.30x	13%	8%	n/a	4 years
Bridgepoint Credit I[7]	€ 182	1.09x / 1.09x	6% / 6%	4% / 10%	n/a	5 years
Bridgepoint Credit II[7]	€ 681	1.05x / 1.08x	9% / 9%	5% / 11%	approx. 2.7 years	6 years
Bridgepoint Direct Lending I	€ 530	1.49x	10%	7%	n/a	2 years
Bridgepoint Direct Lending II	€2,256	1.22x / 1.18x	10% / 11%	10% / 12%	approx. 1.6 years	5 years

(1) The table shows all currently active private credit funds in the Bridgepoint Credit Opportunities and Bridgepoint Direct Lending strategies. The table does not include the Bridgepoint Syndicated Debt funds, the Bridgepoint CLOs and certain separately managed accounts. See "*Deep dive by investment strategy*" in Part VII *(The Business*) for a discussion of the investment strategy of, and the key sectors covered by, each of the Bridgepoint Funds.

(2) Gross MOIC represents the multiple on invested capital. It is calculated by dividing the proceeds received and remaining unrealised fair value of an investment by the initial amount invested, prior to fees and expenses. Gross MOIC is used to evaluate the return on an investment in relation to the initial amount invested.

(3) Some of Bridgepoint's private credit fund have a levered and unlevered sleeve. The levered sleeve of Bridgepoint's private credit fund entails the leveraging of that sleeve of the fund with debt, while this is not the case for the unlevered sleeve. If only one amount is shown, it is on an unlevered basis.

(4) IRR is the discount rate that makes the net present value of all cash flows from an investment equal to zero. Gross IRR is before fees, expenses after carried interest. Net IRR is net of fees and expenses and after carried interest. IRR is used to evaluate the annual return on an investment that fund investors receive.

(5) The remaining investment period is based on the maximum period under a fund's governing documents, but may be shorter depending on the fund's investment pace. Bridgepoint Funds marked "n/a" have completed their investment period. During the investment period, undrawn capital commitments of the Group may become due. See "*Financial Risks—The Group has significant liquidity requirements and adverse market and economic conditions may adversely affect its sources of liquidity, which could adversely affect its business operations in the future*" in Part II (*Risk Factors*).

(6) This represents the time to the end of the traditional fund life. However the funds are able to continue operating after this end date through either extensions or if the manager decides to move into the "liquidation phase," which is a phase where no further business is conducted except for such actions as are necessary for the winding up of the affairs of the fund.

(7) The Bridgepoint Credit I fund and the Bridgepoint Credit II fund are part of the Bridgepoint Direct Lending investment strategy.

Any targets set out in the tables above represent the Group's expectations as of the date of this Prospectus on the basis of the information that is available as of 31 March 2021. Certain of these estimates and targets constitute forward-looking statements (see "*Forward-looking Statements*" in Part V (*Important Information*)) and are subject to change, including as a result of the factors described in the section Part II (*Risk Factors.*)

FACTORS AFFECTING COMPARABILITY OF RESULTS OF OPERATIONS

Investment by Dyal IV Equity Funds

In 2018, Dyal IV Equity Funds, which comprise part of Dyal Capital, a division of Blue Owl and a leader in acquiring minority stakes in alternative asset management firms, acquired a passive minority shareholding in Bridgepoint Group Holdings Limited (the "**Dyal Investment**"). See Paragraph 16.2 (*Dyal Investment Agreement*) of Part XVII (*Additional Information*).

The Dyal Investment resulted in exceptional expenses of £24.1 million for the year ended 31 December 2018, which are included in the Group's Historical Financial Information. These exceptional expenses included transactional costs, including legal fees and other advisers, as well as certain one-off bonuses for employees. The impact of the Dyal Investment and the related exceptional expenses, which are one-off in nature, should be taken into account when comparing the Historical Financial Information across the periods under review.

Acquisition of the EQT Credit business

On 23 October 2020, the Group acquired 100 per cent of the equity instruments in entities representing EQT's credit fund business and interests in certain funds and carried interest managed by EQT's credit fund business ("**EQT Credit**"). The total purchase price amounted to £107.5 million (including liabilities incurred) in initial cash consideration and a deferred element of up to €50 million (£44.6 million), which is payable to EQT AB based on the outcome of fundraising for certain funds, which is expected to complete in 2022. From 23 October 2020, the assets and operations acquired in such transaction are included in the Group's Historical Financial Information. For the year ended 31 December 2020, the acquired business contributed £7 million to the Group's total operating income and £4 million to the Group's total costs. The impact of this acquisition should be taken into account when comparing the Historical Financial Information across the periods under review.

See "*Alternative Performance Measures and Key Performance Indicators—EBITDA, Underlying EBITDA and Underlying EBITDA Margin*" for a description of the alternative performance measures which are shown in this Prospectus as a result of the Dyal Investment and the acquisition of the EQT Credit business.

PRINCIPAL FACTORS AFFECTING RESULTS OF OPERATIONS

The Directors believe that the factors described below significantly affected the Group's results of operations and financial condition in the periods under review and/or will have a significant impact on its results of operations and financial condition in the future.

Economic and market conditions

As a pan-European alternative asset manager, the Group is affected by a number of economic and market factors, including conditions in the global and financial markets and the economic and political environment in the geographic areas in which the Group is active, particularly Europe, the United States and, to some extent, other areas of the world. The Group is directly and indirectly affected by factors such as general economic conditions, financial market performance and volatility, interest rates, credit spreads, the availability and cost of leverage and other factors outside of the Group's control. Any of these factors may potentially adversely affect the Bridgepoint Funds' performance, the Group's business and the Group's ability to raise new capital in the future. Generally, economic and market conditions characterised by low inflation, low or declining interest rates and strong equity markets provide a positive climate for the Group to generate attractive returns on existing investments. The Group also benefits, however, from periods of market volatility and disruption which allow it to use its capital base and experience with troubled companies and distressed securities to make investments at attractive prices and terms.

Deteriorating economic conditions may also have an adverse effect on the performance of portfolio companies that are part of Bridgepoint Funds. Poor performance by such portfolio companies could result in a decrease or loss of carried interest and income from the fair value remeasurement of investments for the Group, or a delay in recognition of such income, as well as more generally negatively impacting a Bridgepoint Fund's returns and therefore adversely affecting the Group's ability to raise new capital. Relatedly, the strength and liquidity of relevant equity and debt markets, including relevant interest rates, also affect the Group's ability to increase the value of the investments in the Bridgepoint Funds and thereby have an impact on the Group's carried interest and income from the fair value remeasurement of investments. In addition, local and geopolitical events and decisions (for example, embargoes, trade disputes, changes in tax laws and regulations, bans, tariffs, changes in subsidies) may also adversely impact one or several investments made by Bridgepoint Funds and the Group as a whole.

For example, the COVID-19 pandemic has had, and continues to have, an impact on the Bridgepoint Funds and the Group. The Group reacted to the COVID-19 pandemic rapidly and identified potential challenges for portfolio companies, developed action plans with management teams with a particular focus on drawing down available facilities at portfolio companies and continued implementing opportunistic acquisitions across the Group's different fund strategies. As a result, the Group was able to increase the gross money multiple for the Group's flagship funds even during the COVID-19 pandemic. See "*Risks related to the Group's Business, Industry and Markets—The Group faces risks with respect to the continuing effects of the COVID-19 pandemic*" in Part II (*Risk Factors*) for a further discussion of the risks associated with the COVID-19 pandemic and similar events.

For a more detailed description of how economic and global financial market conditions can materially affect the Group's business, results of operations, financial condition and prospects, see "*Risks related to the Group's Business, Industry and Markets*" in Part II (*Risk Factors*).

Ability to generate attractive returns and to successfully realise investments

Throughout Bridgepoint's history, the Bridgepoint private equity funds have made investments in over 400 businesses and the Bridgepoint private credit funds have provided private credit to over 250 businesses. The Group's track record is demonstrated by the 2.5 times Gross MOIC and 22.6 per cent realised gross IRR, in each case based on realised investments and delivered on invested capital after the global financial crisis (in the period from the first quarter of 2009 through the fourth quarter of 2020) across the Bridgepoint Europe funds IV to VI, Bridgepoint Development Capital Funds I to III and Bridgepoint Growth. See "*—Financial Model—Selected Key Metrics of the Bridgepoint Funds*" for a detailed definition of Gross MOIC and IRR and how they are calculated. As of 31 March 2021, the Group's current flagship fund in the private equity segment, Bridgepoint Europe VI, would have ranked in the top 50 companies in the FTSE 100 on an enterprise value basis.[46]

The Bridgepoint Funds' ability to generate attractive absolute and relative returns for investors and successfully realise investments has a direct impact on the Group's ability to raise capital for new funds and on its revenue from management fees, carried interest and income from the fair value remeasurement of investments. While the timing and level of returns may deviate over a business cycle, the anticipated relative performance of the Bridgepoint Funds and their underlying investments compared to a potential investor's range of alternative investment opportunities needs to be sufficiently attractive.

46 *Source: CapIQ (data as of 31 March 2021).*

The Group believes that the following factors have driven, and are expected to continue to drive, the Group's future fund performance and ability to realise investments:

- the ability to drive returns utilising a defined framework with a proven method of value creation and a thematic investment strategy with a clear focus on the middle market segment;
- a long-term investment horizon aimed towards organisational and operational development, revenue enhancement through product innovation and sales excellence, operational and cost optimisation and efficient capital management in a diversified investment portfolio;
- successful recruitment and/or development of management teams and boards in the Bridgepoint Funds' investments to professionalise the portfolio companies and their corporate governance and deliver on the potential of strategy and value creation;
- effective use of the existing deep network of Bridgepoint investment professionals with extensive industry knowledge and the Group's professional support specialists teams (including investor services, finance, capital markets, procurement, fund administration and accounting, legal, regulatory and compliance, human resources, digital and external affairs teams), who support the portfolio companies of the Bridgepoint Funds across the investment cycle;
- the continued ability to offer a collaborative governance structure between the Group's fund management, professional support and specialist teams and the Bridgepoint Funds' portfolio companies to leverage the entire Bridgepoint platform in terms of experience, knowledge and development capacity;
- the Group's ability to promote and support transformational change with an ambition of supporting the development of future-proofed companies through organic- and acquisition-driven initiatives in the Group's focus areas for investments;
- the maintenance of the Group's approach and mind-set of creating hands-on value for its funds' investments and assisting them with the implementation of operational improvements and through the execution of add-on transactions and, where relevant, their international expansion;
- the availability of financial leverage at competitive cost when financing the acquisition of, and investments in, portfolio companies of the Bridgepoint Funds;
- volatility within the debt and equity markets as it increases both the opportunities and risks in the areas the Group operates in and directly affects the performance of the Bridgepoint Funds; and
- the Group's access to a range of international capital markets and its relationships with other financial market participants, enabling the realisation of investments across a series of avenues, including initial public offerings and M&A transactions.

With an established method for value creation and a thematic investment approach with a demonstrated track record and a clear focus on the middle market segment of the private investment funds market, the Group considers itself to be a highly cash generative business and expects the Bridgepoint Funds to be able to continue to deliver strong investment performance with portfolio companies that are attractive to both public and private owners.

Ability to deploy capital and source investments

The Group's ability to raise new capital and generate revenue through management fees, carried interest and income from the fair value remeasurement of investments depends on the Group's ability to deploy capital and source attractive investment opportunities.

As of 31 March 2021, the most recent funds in each of the Group's fund strategies, Bridgepoint Europe VI (initial closing in 2017 with commitments of €5.8 billion), Bridgepoint Development Capital IV (initial closing in 2020 with commitments of £1.6 billion), Bridgepoint Growth I (initial closing in 2016 with commitments of £105 million) Bridgepoint Credit Opportunities III (initial closing in 2016 with commitments of €1.3 billion), Bridgepoint Direct Lending II (initial closing in 2017 with commitments of €2.3 billion) and Bridgepoint CLO I (issued in 2020 with commitments of €302 million), had respectively deployed 78 per cent, 3 per cent, 67 per cent, 79 per cent, 88 per cent and 100 per cent of their total primary capital commitments. From March 2016 to March 2021, the Bridgepoint Funds have managed to invest approximately €6.4 billion in capital in new portfolio companies or via add-on acquisitions to existing portfolio companies.

The Group's ability to identify attractive investment opportunities and to execute on those investments is contingent on several factors, including:

- the ability to apply a theme-and-sector based approach to identify companies in attractive sub-sectors with strong growth potential that fulfil Bridgepoint's investment criteria and focus on sustainability and other ESG criteria, which is driven by the Group's focus on middle market opportunities and the network of the Group's experienced investment professionals;
- the presence of suitable investment opportunities and the ability to evaluate and act on these opportunities in an efficient manner in the geographic and investment markets in which the Bridgepoint Funds invest;
- the Group's ability to leverage databases and analytical capabilities to source off-market investment opportunities;
- the Group's ability to build and maintain relationships with the management teams and owners of companies that have been identified as targets for potential investments;
- the Group's reputation as a credible investment organisation with a clear investment approach and a strong focus on middle market investment targets, allowing for the Bridgepoint Funds to be considered as preferred investors and enabling access to bilateral processes and/or structured processes (for example, limited auctions) with exclusivity;
- the Group's relationship with selected regional and international investment banks in an effort to be seen as a natural participant in structured sales processes, as well as the ability to access attractive debt financing, thereby increasing the Group's relative competitiveness in respect of investment terms; and
- the Group's ability to maintain an adequate approach to valuation, transaction size and expected holding period of the Bridgepoint Funds' investments.

The above-mentioned factors may result in variations of the ability to invest capital in different periods. The investment pace of the Bridgepoint Funds has historically declined during economic downturns, driven by the overall decrease in M&A volumes, among other factors. During the COVID-19 pandemic up until the date of this Prospectus, however, the Group has experienced an increase of investment opportunities and has continued with the roll-out of its investment strategy.

A potential decrease in M&A volumes in the future would likely impact the Bridgepoint Funds' ability to exit existing investments and as such extend the length of the post-commitment period and potentially the period in which Bridgepoint Funds recognise revenue from management fees, as well as carried interest and income from the fair value remeasurement of investments. It is expected that variations in investment pace may also be seen in future periods, depending on, among other factors, the prevailing market environment and the available investment opportunities.

Ability to raise new capital and increases of AUM

The amount of capital that the Group attracts and the investment returns of the Bridgepoint Funds directly affect the level of the Group's AUM, which in turn impacts the management fees, carried interest, income from the fair value of remeasurement of investments and other amounts that the Group is able to earn. AUM is therefore an important metric for the Group's business as it has a direct impact on the entitlement to management fees. In particular, as management fees are calculated based on AUM, increases or decreases in AUM result in corresponding increases or decreases in management fees on an absolute basis. See "*—Financial Model—Generation of management fees*." In addition, AUM indirectly affects the Bridgepoint's ability to generate carried interest and income from the fair value remeasurement of investments. The Group has experienced a significant increase in AUM from €12.7 billion as of 31 December 2018 to approximately €16.1 billion as of 31 December 2020. The main drivers of this increase in AUM were fundraising, the acquisition of EQT Credit and revaluations (less divestments).

Depending on the ability to launch new funds, the Group is aiming to grow its AUM significantly. Individual years, however, may fluctuate depending on the life cycle of a fund. This could, for example, occur if commitments raised in new funds would be low and the exit activity in funds in the post-commitment phase is high (thereby reducing the Net Invested Capital on which management fees in the post-commitment period are based). A downturn in economic conditions may prolong the fundraising activities for a Bridgepoint Fund and/or result in lower commitments raised. For example, as a result of the impacts of the 2008 global financial crisis, commitments for Bridgepoint Europe V decreased by 17 per cent compared to the commitments for

Bridgepoint Europe IV. This impact was followed by a more than 40 per cent increase of commitments for Bridgepoint Europe VI compared to the commitments for Bridgepoint Europe V.

The Group's historical fundraising activities have been impacted by both internal and external factors:

- The Group has been positively impacted by the general growth of global capital commitments to alternative investment markets. Among other factors, historical growth has been supported by (i) consistent growth in global savings, (ii) the low-yield environment driving the search for attractive returns, (iii) out-performance of alternative investment markets compared to public markets, (iv) increases of investor allocations to alternative investment markets from relatively low levels compared to other asset classes, and (v) increased attractiveness of specialised investment firms such as Bridgepoint that have a clear focus on selected markets and offer attractive opportunities for investors. The allocation of capital to the private investment funds industry markets in the future will depend in part on the performance of the underlying assets relative to other asset classes. For a further discussion of the alternative investment market, see Part VI (*Market Overview*).
- The Group's ability to raise new capital is also dependent on the historical and expected performance of the Bridgepoint Funds, including the Group's ability to distribute returns to investors in Bridgepoint Funds and the ability of the Group's investor services and capital raising advisory teams to support the fund management team in maintaining strong relationships with investors and attracting capital from current and new investors if and when required. In particular, the Group's ability to attract capital for fundraisings of the Bridgepoint Funds is influenced by the competitive dynamics of the alternative investment management industry and the strength of the Group's performance relative to the performance of its competitors.

It is expected that the Group's ongoing and future capital raising efforts will continue to be supported by growth of allocations to the alternative investment markets asset class and that the forecasted market growth provides favourable conditions for future growth in AUM, see "*Growth in private markets*" in Part VI (*Market Overview*). The Group also believes that its well-developed approach to capital raising and the continued performance of the Bridgepoint Funds with attractive relative returns for investors will help it in benefitting from these market dynamics. In addition, it is expected that the targeted strategic broadening of the Group's offering of investment opportunities and the expansion of its activities in certain geographic areas will support the targeted increase of AUM. See "*Strategy of the Group*" in Part VII (*The Business*).

Ability to negotiate management fee rates and other fund terms

Besides the Group's AUM, the level of management fee rates impacts the Group's ability to generate revenue through management fees. The main current factors impacting the Group's Effective Management Fee Rate include:

- historical fee levels, terms and conditions as set by the preceding funds raised;
- demand across investment strategies and the desire of investors to increase commitments to alternative investment markets;
- historical and expected performance of the Bridgepoint Funds;
- quality and variety of the Bridgepoint Fund offering across multiple strategies;
- bargaining power towards investors, requirements for co-investment commitments through the Group and the level of any discounts for early and large commitments in the Bridgepoint private credit funds, which are influenced by the investor base concentration, competition from other investment organisations that raise capital and which offer more generous terms on management fees and/or carried interest and co-investments as well as the amount of separately managed accounts, which tend to have lower management fees; and
- industry standard fee levels, terms and conditions for funds with similar investment criteria and investment performance.

The Effective Management Fee rate for the Bridgepoint Funds has historically amounted to approximately 1.3 per cent for funds with private equity strategies and approximately 1.1 per cent for funds with private credit strategies. While the Effective Management Fee Rate could vary between segments and individual funds and could be influenced by discounts to investors (with no such discounts being granted to investors in the Bridgepoint private equity funds as of 31 March 2021), the Group believes that the Group's management fee rates are supported by the allocations to alternative investment market investments, the ability of the

Bridgepoint Funds to deliver attractive absolute and relative returns and the Group's strategy and ongoing efforts to diversify the investor base of the Bridgepoint Funds. Similarly, revenue from carried interest and income from the fair value remeasurement of investments are dependent on the terms of the governing documents of the Bridgepoint Funds. Based on the Group's current competitive position and performance, with total operating income increasing at a CAGR of 19 per cent from the year ended 31 December 2018 to the three months ended 31 March 2021 (on an annualised basis), the Group does not expect a material change in management fee rates and the Group's Effective Management Fee Rate as well as other fund terms with a material impact on the Group's overall total operating income. The Directors expect that management fees will deliver approximately 80 per cent of the Group's total operating income in the medium-term and that the Group's Underlying FRE Margin will reach 45 to 50 per cent over the long-term.

Operating expenses

Personnel expenses are the Group's largest cost item and represented 72 per cent of total operating expenses for the year ended 31 December 2020 (77 per cent excluding exceptional other expenses in the period). Other operating expenses represented 28 per cent of total operating expenses for the year ended 31 December 2020 (23 per cent excluding exceptional other expenses in the period). See *Results of Operations—Year ended 31 December 2020 compared with year ended 31 December 2019* for more details.

In general, the Group's operating expenses are directly or indirectly driven by the number of FTEs, in turn driven by the growth of operations including new strategic and geographical initiatives. Mainly due to an increase of FTEs from 223 as of 31 December 2018 to 320 as of 31 March 2021, because of the Group's investments in its operating platform and the acquisition of EQT Credit, personnel expenses increased at a CAGR of seven per cent from the year ended 31 December 2018 to the three months ended 31 March 2021 (on an annualised basis). The Directors expect that there will be a step up in operating expenses in 2021 compared to 2020, with an expected increase of personnel expenses by approximately £20 million and an expected increase of other expenses by approximately £5 million, primarily as a result of the acquisition of the EQT Credit business. The Group expects more modest growth in headcount and personnel expenses (relative to expected growth of fees) in the medium-term as the investments which Bridgepoint has already made are expected to support the anticipated expansion of the operating platform. The number of FTEs has historically increased as a result of the growth in Total AUM, but Total AUM per FTE has also increased. This operational leverage is higher for already scaled strategies, such as the Group's existing private equity and private credit strategies, as there is an existing platform supporting further growth. Items reported in other expenses, such as administrative and other expenses, expenses for external services and consultants as well as IT hardware, software and licenses, are expected to continue to grow in absolute terms in line with the anticipated growth of the Group's operations, but they are not expected to become a larger proportion of the total cost base. While the increase in central costs is not measured as a firm target, it is the Group's ambition to grow central operating costs, reflected in both personnel and other operating expenses, at approximately half of the pace of the expected increase in Total AUM over time. Operating expenses in the three months ended 31 March 2021 were comparatively lower than the expected operating expenses for the rest of the year, mainly as there were reduced expenses for travel and training in the first quarter of 2021 due to the COVID-19 pandemic, yearly pay reviews of salaries becoming effective as of 1 April, planned hires throughout the year, including for the Bridgepoint private credit and Bridgepoint Development Capital teams, and additional costs for property from June 2021.

Foreign exchange rates

The Group is affected by potential changes in foreign exchange rates with an impact on the Group's income statement and/or the value of its assets and liabilities. The Group's income is primarily denominated in euro and pound sterling and its expenses are primarily denominated in pound sterling and euro, but also in United States dollars, Swedish kronor and Chinese yuan.

The Group's presentation currency is pound sterling. Income and expenses denominated in pound sterling are therefore not directly affected by changes in exchange rates. However, when income and expenses arise in entities with a functional currency other than pound sterling, the Group's revenue and expenses will be affected by changes in exchange rates in the period between initial recognition of revenue or expense and actual settlement. The Group undertakes a programme of hedging foreign exchange exposure between income in euro and operating expenses in pound sterling where there is a mismatch. The Group uses forward and swap contracts for typically up to three years in the future with an aim to hedge up to its forecast pound sterling operating cost base.

Currency effects also occur when translating the balance sheets and income statements of the subsidiaries with a functional currency other than pound sterling into pound sterling. The balance sheets are translated using the exchange rate at the balance sheet date and the income statements are translated using the average exchange rate for the period. Generally, the risk associated with exposure to foreign currency translation of the balance sheet is not hedged, as it is considered a timing issue which does not necessarily result in any cash impact.

Tax

The Group conducts its business, including transactions within the Group, in accordance with its interpretation and understanding of applicable tax laws and treaties or other regulations, and the requirements of the tax authorities in relevant jurisdictions. There can be no assurance that the Group's interpretation and application of the applicable laws, regulations, case law and the tax authorities' administrative practices have been, or will continue to be, correct, or that such laws, regulations, case law or practices will not be amended, possibly with retroactive effect.

The Company is tax resident in the UK and the Group's profit before tax is subject to corporation tax on the profits earned in all major geographies of operation. The Group has significant tax loss carry-forwards in the UK, which are expected to reduce the Group's effective tax rate to be in the region of 7.5 per cent in the short- to medium-term (subject to any potential changes in the UK tax laws and regulations).

Potential amendments of applicable tax laws and treaties or other regulations, and the requirements of the relevant tax authorities in relevant jurisdictions might impact the Group's business, results of operations, profits and cash flows. For example, in the Spring Budget 2021, the UK government announced that from 1 April 2023 the corporation tax rate will increase to 25 per cent. In addition, as a result of the recent presidential and congressional elections in the United States, there could be significant changes in tax law and regulations in the United States. While the likelihood and nature of any such legislation or regulations is uncertain, the new United States administration may pursue tax policies seeking to increase the corporate tax rate and further limit the deductibility of interest, among other things. Such changes could materially increase the amount of taxes the Group or its portfolio companies in the United States are required to pay (albeit the U.S. operations of the Group do not represent a large percentage of the total Group income or profits). In addition, the Organization for Economic Cooperation and Development and other government agencies in jurisdictions in which the Group and the Bridgepoint Funds invest or do business have maintained a focus on issues related to the taxation of multinational companies and groups, such as the Group. See also "*Tax Risks*" in Part II (*Risk Factors*).

ALTERNATIVE PERFORMANCE MEASURES AND KEY PERFORMANCE INDICATORS

The following alternative performance measures ("**APMs**") and key performance indicators ("**KPIs**") are used by the Group's management to monitor and manage financial and operational performance of the Group's business. These measures are derived from the Group's internal financial and analytics systems. These APMs and KPIs are not defined or recognised under IFRS, UK GAAP or any generally accepted accounting standards and have not been audited or reviewed. These APMs and KPIs are used by the Directors and management to analyse the Group's business and financial performance, track the Group's progress and help develop long-term strategic plans. The Directors present these APMs and KPIs to provide additional information to investors and enhance their understanding of the Group's results of operations. Furthermore, the Directors believe that these APMs and KPIs are widely used by certain investors, securities analysts and other interested parties as supplemental measures of performance and liquidity. However, as these measures are not determined in accordance with IFRS, UK GAAP or any generally accepted accounting standards, and are thus susceptible to varying calculations, they may not be comparable to other similarly titled measures used by other companies and have limitations as analytical tools. For more information regarding the APMs and KPIs, see "*Alternative Performance Measures and Key Performance Indicators*" in Part V (*Important Information*).

EBITDA, Underlying EBITDA and Underlying EBITDA Margin

EBITDA, Underlying EBITDA and Underlying EBITDA Margin are APMs regarding the Group's profitability. EBITDA, Underlying EBITDA and Underlying EBITDA Margin are representations of the Group's operating profitability, with Underlying EBITDA and Underlying EBITDA Margin disregarding the exceptional expenses resulting from the Dyal Investment and the acquisition of the EQT Credit business, respectively. See "*—Factors Affecting Comparability of Results of Operations.*" In the opinion of the Directors, EBITDA allows the Group to supplement the evaluation of its trading results by excluding material non-cash items such as depreciation and amortisation expense, and Underlying EBITDA and Underlying EBITDA Margin allow the Group to present the operating profitability of the Group's business without exceptional expenses. Exceptional

items are items of income expense that are material by size and/or nature, are not considered to be incurred in the normal course of business and are not expected to reoccur. Exceptional items are classified as "exceptional" within the Group's consolidated income statement and disclosed separately to give a clearer presentation of the Group's results.

"**EBITDA**" means earnings before interest, taxes, depreciation and amortisation and is calculated by reference to total operating income and deducting from it, or adding to it, as applicable, personnel expenses and other expenses as well as foreign exchange gains / (losses).

"**Underlying EBITDA**" is calculated by excluding exceptional items within EBITDA from EBITDA. The amount of these exceptional items within EBITDA corresponded in the year ended 31 December 2018 to exceptional expenses resulting from the Dyal Investment and in the year ended 31 December 2020 to exceptional expenses resulting from the acquisition of the EQT Credit business. The Group's Underlying EBITDA was £43.3 million, £53.1 million, £66.1 million, £(0.5) million and £27.7 million for the years ended 31 December 2018, 2019 and 2020 and the three months ended 31 March 2020 and 2021, respectively.

"**Underlying EBITDA Margin**" is Underlying EBITDA as a percentage of total operating income. The Group's Underlying EBITDA Margin was 29.9 per cent, 31.3 per cent, 34.4 per cent, (1.7) per cent and 45.0 per cent for the years ended 31 December 2018, 2019 and 2020 and the three months ended 31 March 2020 and 2021, respectively.

Underlying FRE and Underlying FRE Margin

Underlying FRE and Underlying FRE Margin are APMs regarding the profitability of the Group's fee-related earnings. Underlying FRE and Underlying FRE Margin disregard the exceptional expenses resulting from the Dyal Investment and the acquisition of the EQT Credit business, respectively. See "*—Factors Affecting Comparability of Results of Operations.*" In the opinion of the Directors, Underlying FRE and Underlying FRE Margin allow the Group to present the profitability of the Group's business based on management fee revenue, excluding exceptional expenses.

The Group defines "**Underlying FRE**" as Underlying EBITDA, less carried interest and income from the fair value remeasurement of investments. The Group's Underlying FRE was £17.7 million, £29.1 million, £23.8 million, £6.8 million and £14.7 million for the years ended 31 December 2018, 2019 and 2020 and the three months ended 31 March 2020 and 2021, respectively.

"**Underlying FRE Margin**" is Underlying FRE as a percentage of total operating income, excluding carried interest and income from the fair value remeasurement of investments. The Group's Underlying FRE Margin was 14.8 per cent, 20.1 per cent, 15.9 per cent, 19.1 per cent and 30.4 per cent for the years ended 31 December 2018, 2019 and 2020 and the three months ended 31 March 2020 and 2021, respectively.

AUM and Total AUM

The Group monitors AUM and Total AUM as KPIs to track the financial and operating performance of its business. AUM is a useful measure for evaluating the basis for the generation of management fees.

The Group defines "**AUM**" as assets under management, excluding CLOs, upon which management fees are charged by the Group. For all funds with private equity strategies and the Bridgepoint Credit Opportunities funds I to III, AUM is either based on total commitments (during the commitment period) or on Net Invested Capital (normally during the post-commitment period). For the Bridgepoint Direct Lending funds and Bridgepoint Syndicated Debt funds as well as expected future Bridgepoint Credit Opportunities funds, AUM is based on Net Invested Capital throughout the life of the fund. The Group's AUM as of 31 December 2018, 2019 and 2020 and as of 31 March 2020 and 2021 was approximately €12.7 billion, €12.7 billion, €16.1 billion, €12.9 billion and €17.8 billion, respectively.

The Group defines "**Total AUM**" as the total value of unrealised assets as of the relevant date (as determined pursuant to the latest quarterly or semi-annual valuation for each Bridgepoint Fund conducted by the Group) plus undrawn commitments managed by the Group. The valuations for Total AUM come from the Group's valuations of the investments of the Bridgepoint Funds. The Group values all investments of the Bridgepoint Funds at least twice a year, but in most cases four times a year. Each investment undergoes the same detailed valuation process, in accordance with the Group's valuation policies and in line with fund requirements. Completed valuations are presented and discussed at the relevant Bridgepoint valuation committee and are audited at year end by the Group's auditor. The Group's Total AUM as of 31 December 2018, 2019 and 2020 and as of 31 March 2020 and 2021 was approximately €19.7 billion, €19.3 billion, €26.6 billion, €18.2 billion and €27.4 billion, respectively.

See "*—Financial Model—Selected Key Metrics of the Bridgepoint Funds*" for a breakdown of AUM and Total AUM per Bridgepoint Fund.

EXPLANATION OF KEY CONSOLIDATED INCOME STATEMENT LINE ITEMS

Set forth below are the key line items in the Group's historical consolidated income statements.

Total operating income

The Group has four primary revenue streams: (i) management fees, (ii) carried interest; (iii) income from the fair value remeasurement of investments; and (iv) other operating income. The revenue streams described below are part of an integrated model, in which revenue is generated by the management of funds and depending on fund performance with a different timing of the recognition of revenue.

Management fees

Management fees consist of fees earned from the Group's provision of investment management services to funds. Management fees are recognised over the life of each fund, which typically have a term of approximately 10 years for funds with private equity strategies and approximately 8 to 12 years for funds with private credit strategies, occasionally subject to an extension, if agreed with the investors of that fund. The management fee is calculated as a percentage of either total commitments (during the commitment period) or on Net Invested Capital (normally during the post-commitment period) depending on the fund and its life stage. In accordance with the relevant limited partnership agreement, management fees are billed either semi-annually in advance for private equity funds or quarterly in arrears for some private credit funds. See "*—Financial Model—Generation of management fees*" for a further discussion of management fees.

Carried interest

Carried interest is a share of profits that Carried Interest Participants (including in some cases members of the Group) receive as variable consideration dependent on the performance of the relevant Bridgepoint Fund and its underlying investments through their holdings in vehicles in the fund structure of the Bridgepoint Funds which are entitled to receive carried interest under the governing documents of the Bridgepoint Funds. Generally, carried interest equals a fixed percentage (for example, 20 per cent) of the relevant Bridgepoint Fund's overall profits after deduction of management fees and relevant expenses for the fund, over the lifetime of the fund, subject to an agreed hurdle rate (for example, an annually compounding return of typically eight per cent for the Bridgepoint private equity funds on the investors' invested capital, after fees and expenses, in excess of their distributions) compounded preferred return to fund investors before any share of return is distributed in the form of carried interest. The Group is entitled to a certain percentage of the aggregate carried interest entitlement of all Carried Interest Participants as described in "*—Financial Model—Carried interest and income from the fair value remeasurement of investments (investment income)*" and "*—Financial Model—Selected Key Metrics of the Bridgepoint Funds*."

Carried interest is recognised according to IFRS 15 (Revenue from contracts with customers) and only to the extent it is highly probable that there would not be a significant reversal of any accumulated revenue recognised on the completion of a fund. The reversal risk is managed through the application of discounts. The discount applied for each fund depends on the specific circumstances of each fund, taking into account diversity of assets, whether there has been a recent market correction (and whether this has been already factored into the valuation of the fund) and the expected average remaining holding period. The level of discounts applied are reassessed annually. For the Group's private equity funds, the discount applied typically ranges from 30 to 50 per cent of the fair values of unrealised investments, depending on the maturity and risk profile of such investments is applied to each Bridgepoint Fund. For the Group's credit funds, which are more sensitive to the performance of individual investments within their portfolios, only funds that have either already reached their hurdle or are expected to imminently be modelled on the same basis as the private equity funds.

See "*—Financial Model—Carried interest and income from the fair value remeasurement of investments (investment income)*" for a further discussion of carried interest.

Fair value remeasurement of investments (Investment Income)

The Group's investments in the Bridgepoint Funds are accounted as financial assets and are measured at fair value (mark-to-market), consistent with the requirements of IFRS 9 (Financial instruments). Income from the remeasurement of the fair-value of investments, which is also referred to as Investment Income, consists

primarily of changes in fair value of the Group's investments in the Bridgepoint Funds and is recognised according to IFRS 9 (mark-to-market). The commitment by the Group in Bridgepoint Funds has the same mechanics and timing of expected returns as the commitments of other fund investors. See "*—Financial Model—Carried interest and income from the fair value remeasurement of investments (investment income)*" for a further discussion of carried interest.

Other operating income

Other operating income includes fees and commissions receivable by the Group's procurement consulting business, PEPCO Services LLP.

Personnel expenses

Personnel expenses include wages and salaries, bonuses, social security costs, pensions and other post-employment benefit costs and other personnel expenses.

Other expenses

Other expenses include administrative expenses, IT and other external supplier costs.

Foreign exchange gains/(losses)

Foreign exchange gains/(losses) comprises foreign translation gains and losses, arising from the process of expressing amounts denominated or measured in one currency in terms of another currency by use of the exchange rate between the two currencies. Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated to pound sterling at rates current at the year-end. All differences are taken to the consolidated income statement. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated at the rate prevailing at the date the fair value was determined. Non-monetary items that are measured at historical cost are translated using rates prevailing at the date of the transaction. The pound sterling is the functional currency of the Group. The Group is therefore exposed to currency risk on total operating income, costs and borrowings that are denominated in a currency other than the pound sterling, in particular euro as it is the currency in which the Group's total operating income and profit is primarily denominated. The Group's existing bank borrowings under the Group's revolving credit facilities are denominated in pound sterling and euro. See also "*Principal Factors affecting Results of Operations—Foreign exchange rates*" and "*—Qualitative and Quantitative Disclosures about Market Risk, Credit Risk, Price/Valuation Risk and Liquidity Risk—Market Risk—Currency Risk*."

EBITDA

See "*—Alternative Performance Measures and Key Performance Indicators—EBITDA, Underlying EBITDA and Underlying EBITDA Margin*" for details.

Depreciation and amortisation expense

Depreciation and amortisation mainly relate to right to use leased premises, lease improvements and computers, furniture and other capitalised assets. The capitalised assets are depreciated over the asset's estimated useful life using the straight-line method or, in the case of leased assets, depreciated on a straight-line basis over the shorter of the lease term or the leased asset's estimated useful life. See Part B of Part XIV (*Historical Financial Information*) of this Prospectus for a further discussion on depreciation and amortisation principles.

Finance income and finance expense

Finance income comprises interest earned on cash deposited with banks, as well as interest income on held-to-maturity investments and other finance income. The calculation includes all fees and points received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. Finance expense comprises interest on interest-bearing liabilities (including bank borrowings) and finance lease liabilities, as well as other finance costs. Recurring fees and charges levied on committed bank facilities are charged to the consolidated income statement as accrued. Credit facility arrangement fees are capitalised and amortised to the consolidated income statement over the term of the facility. The calculation includes all fees and points paid that are an integral part of the effective interest rate, transaction costs and all other premiums and discounts. Net finance income is total finance income less total finance costs.

Income tax charge

Income tax charge comprises current tax and deferred tax recognised in the reporting period. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case tax is also recognised in other comprehensive income or directly in equity, as applicable. Current tax is the amount of corporation tax payable in respect of the taxable profit for the year (as well as adjustments in relation to the prior year). Deferred tax arises from timing differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved tax losses or other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and are expected to apply to the reversal of the timing difference.

RESULTS OF OPERATIONS

Three months ended 31 March 2021 compared with (unaudited) three months ended 31 March 2020

The following table sets out the Group's consolidated income statement, extracted from the Historical Financial Information set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus, for the three months ended 31 March 2021 and 2020:

	For the three months ended 31 March	
	2020	2021
	(unaudited) (£ in millions)	
Management fees	35.4	48.1
Carried interest	0.6	(0.7)
Fair value remeasurement of investments	(7.9)	13.6
Other operating income	0.4	0.4
Total operating income	**28.4**	**61.4**
Personnel expenses	(20.5)	(27.8)
Other expenses	(7.1)	(7.2)
Foreign exchange (losses) / gains	(1.3)	1.2
EBITDA	**(0.5)**	**27.7**
of which: Underlying EBITDA	*(0.5)*	*27.7*
Depreciation and amortisation expense	(2.0)	(3.2)
Total operating (loss) / profit	**(2.5)**	**24.5**
Finance income	2.0	0.8
Finance expense	(0.8)	(3.9)
(Loss) / profit before income tax	**(1.2)**	**21.3**
Income tax charge	(0.3)	(2.7)
(Loss) / profit after income tax	**(1.5)**	**18.7**

Total operating income

Total operating income increased by £32.9 million, or 115.8 per cent, from £28.4 million for the three months ended 31 March 2020 to £61.4 million for the three months ended 31 March 2021, reflecting a combination of higher management fees, lower carried interest and higher income from the fair value remeasurement of investments.

Management fees increased by £12.7 million, or 35.9 per cent, from £35.4 million for the three months ended 31 March 2020 to £48.1 million for the three months ended 31 March 2021. This increase was primarily due to the inclusion of the acquired EQT Credit business and the Bridgepoint Development Capital IV fund, which started charging management fees on 1 January 2021. These two elements contributed £7.7 million and £6.7 million respectively to the increase in management fees in the first quarter of 2021, which was slightly offset by realisations in the older funds reducing their AUM in line with normal fund profiles post investment period.

Carried interest decreased by £1.3 million, or 216.7 per cent, from income of £0.6 million for the three months ended 31 March 2020 to a loss of £0.7 million for the three months ended 31 March 2021. This decrease was due to the foreign exchange remeasurement of the carried interest receivable.

Fair value remeasurement of investments increased by £21.5 million, or 272.2 per cent, from a loss of £7.9 million for the three months ended 31 March 2020 to a gain of £13.6 million for the three months ended 31 March 2021. This increase was primarily due to the impact of the COVID-19 pandemic in 2020, which resulted in a reduction in investment fair values. Most Bridgepoint Funds were impacted by less than 10 per cent and in aggregate recovered their value by the end of 2020. The first quarter of 2021 benefitted from the impact of further valuation increases across the Bridgepoint Funds, in particular in respect of Bridgepoint Europe V.

Other operating income remained stable at £0.4 million during the three months ended 31 March 2020 and 2021.

Personnel expenses

Personnel expenses increased by £7.3 million, or 35.6 per cent, from £20.5 million for the three months ended 31 March 2020 to £27.8 million for the three months ended 31 March 2021. This increase was primarily due to the increase of the number of employees following the acquisition of EQT Credit as well as due to continuing investment in the Group's operating platform.

Personnel expenses as a percentage of total operating income was 45.3 per cent for the three months ended 31 March 2021, compared to 71.9 per cent for the three months ended 31 March 2020. The decrease in personnel expenses as a percentage of total operating income was primarily due to higher total operating income in the three months ended 31 March 2021 compared to the prior year period. The growth in total operating income was larger than the increase in employee costs, reflecting some of the investment in the team that had already taken place ahead of fundraises and the increased total operating income in 2021.

Other expenses

Other expenses increased by £0.1 million, or 1.4 per cent, from £7.1 million for the three months ended 31 March 2020 to £7.2 million for the three months ended 31 March 2021. This increase was primarily due to the acquisition of the EQT Credit business, partially offset by the impact of the COVID-19 pandemic, which materially reduced travel expenses in the first quarter of 2021 compared to the prior year period.

Other expenses as a percentage of total operating income was 11.7 per cent for the three months ended 31 March 2021, compared to 24.9 per cent for the three months ended 31 March 2020.

Foreign exchange (losses) / gains

Foreign exchange (losses) / gains changed by £2.5 million from a loss of £1.3 million for the three months ended 31 March 2020 to a gain of £1.2 million for the three months ended 31 March 2021. This change was primarily due to the strengthening of the pound sterling versus the euro, and the corresponding remeasurement of the Group's euro borrowings.

EBITDA

EBITDA increased by £28.2 million from £(0.5) million for the three months ended 31 March 2020 to £27.7 million for the three months ended 31 March 2021. This increase was primarily due to increased total operating income, which outpaced the growth in operating expenses, primarily due to the contribution of the acquired EQT Credit business, management fees from the Bridgepoint Development Capital IV fund, which started charging management fees on 1 January 2021, and substantial increases of net carried interest and investment income in the first quarter of 2021 compared to the prior year period.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by £1.2 million, or 60.0 per cent, from £2.0 million for the three months ended 31 March 2020 to £3.2 million for the three months ended 31 March 2021. This increase was primarily due to inclusion of three months of amortisation relating to the intangible assets acquired with the EQT Credit business of £0.8 million (fund customer relationships) together with greater depreciation on other assets (property and IT related). The goodwill arising from the EQT Credit business is not amortised, although amortisation of approximately £3 million per year is required on the acquired intangible assets. The remainder of the amortisation expense relates primarily to property leases and is not expected to increase

materially. As a result, depreciation and amortisation expense as a percentage of EBITDA is expected to continue to reduce.

Total operating (loss) / profit

Total operating (loss) / profit increased by £27.0 million from a loss of £2.5 million for the three months ended 31 March 2020 to a profit of £24.5 million for the three months ended 31 March 2021.

The operating margin increased from (8.8) per cent for the three months ended 31 March 2020 to 39.9 per cent for the three months ended 31 March 2021.

The increase in total operating profit / (loss) was primarily due to increased total operating income, which outpaced the growth in operating expenses, primarily due to the contribution of the acquired EQT Credit business, management fees from the Bridgepoint Development Capital IV fund, which started charging management fees on 1 January 2021, and substantial increases of net carried interest and investment income in the first quarter of 2021 compared to the prior year period.

Finance income and expenses

Net finance income reduced by £4.3 million, from net finance income of £1.2 million for the three months ended 31 March 2020 to net finance expense of £3.1 million for the three months ended 31 March 2021. This movement was primarily due to an increase in amounts payable to related party investors in Opal Investments LP, who have a 15 per cent interest in the profits of the vehicle, and increased interest expense from borrowings under the BAH Revolving Credit Facility used, in part, for financing the acquisition of the EQT Credit business. The Group's borrowings in the three months ended 31 March 2021 were high relative to typical levels due to the acquisition of the EQT Credit business. The Group expects that finance expense will normalise at approximately £4 million per annum, principally relating to property leases, as the outstanding amounts under the BAH Revolving Credit Facility are expected to be repaid with the proceeds of the potential initial public offering.

Income tax charge

Income tax charge increased by £2.4 million from a charge of £0.3 million for the three months ended 31 March 2020 to a charge of £2.7 million for the three months ended 31 March 2021. This was primarily due to movements in the deferred tax liabilities.

Year ended 31 December 2020 compared with year ended 31 December 2019

The following table sets out the Group's consolidated income statement, extracted from the Historical Financial Information set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus, for the years ended 31 December 2020 and 2019:

	For the year ended 31 December	
	2019	2020
	(£ in millions)	
Management fees	143.9	148.6
Carried interest	9.6	12.9
Fair value remeasurement of investments	14.5	29.4
Other operating income	1.9	0.9
Total operating income	**169.8**	**191.8**
Personnel expenses	(88.9)	(96.3)
Other expenses	(27.8)	(36.6)
Foreign exchange gains / (losses)	(0.1)	(0.2)
EBITDA	**53.1**	**58.7**
of which: Underlying EBITDA	*53.1*	*66.1*
of which: Exceptional items within EBITDA	—	*(7.4)*
Depreciation and amortisation expense	(7.8)	(8.8)
Total operating profit	**45.4**	**49.9**
Finance income	7.7	4.7
Finance expense	(5.6)	(6.1)
Profit before income tax	**47.5**	**48.5**
Income tax charge	(5.5)	(0.8)
Profit after income tax	**41.9**	**47.7**

Total operating income

Total operating income increased by £22.0 million, or 13.0 per cent, from £169.8 million for the year ended 31 December 2019 to £191.8 million for the year ended 31 December 2020, reflecting an increase in management fees, carried interest and income from the fair value remeasurement of investments.

Management fees increased by £4.7 million, or 3.3 per cent, from £143.9 million for the year ended 31 December 2019 to £148.6 million for the year ended 31 December 2020. This increase was primarily due to the inclusion of two months of total operating income from EQT Credit's credit business following its acquisition in the fourth quarter of 2020. The growth of AUM during the period is expected to drive also a material increase in management fee income in 2021 when a full year of income is recognised on both the private credit funds acquired from EQT and the Bridgepoint Development Capital IV fund, which was raised in 2020 and started to pay management fees from 1 January 2021.

Carried interest increased by £3.3 million, or 34.3 per cent, from £9.6 million for the year ended 31 December 2019 to £12.9 million for the year ended 31 December 2020. This increase was primarily due to the recognition of carried interest income from Bridgepoint Development Capital III, reflecting increased fund valuations, and the partial sale of Vitamin Well.

Fair value remeasurement of investments increased by £14.9 million, or 102.8 per cent, from £14.5 million for the year ended 31 December 2019 to £29.4 million for the year ended 31 December 2020. This increase was primarily due to uplifts in the fair value of the Group's investments in the Bridgepoint Funds, most notably Bridgepoint Europe V.

Other operating income decreased by £1.0 million, or 52.6 per cent, from £1.9 million for the year ended 31 December 2019 to £0.9 million for the year ended 31 December 2020. This decrease was primarily due to lower income from by the Group's procurement consulting business, PEPCO Services LLP, reflecting reduced activity during the COVID-19 pandemic.

Personnel expenses

Personnel expenses increased by £7.4 million, or 8.3 per cent, from £88.9 million for the year ended 31 December 2019 to £96.3 million for the year ended 31 December 2020. This increase was primarily due to a

combination of two months of costs in relation to the acquisition of EQT Credit as well as ongoing investment in the continuing Group's operational platform to support its growth.

Personnel expenses as a percentage of total operating income were 50.2 per cent for the year ended 31 December 2020, compared to 52.3 per cent for the year ended 31 December 2019. The decrease of personnel expenses as a percentage of total operating income was primarily due to continued investment in the team ahead of expected material income uplifts in 2021 (with the start of the Bridgepoint Development Capital IV fund and new credit funds) and 2022 (with the start of Bridgepoint Europe VII), offset by higher total operating income in the year.

Other expenses

Other expenses increased by £8.8 million, or 31.7 per cent, from £27.8 million for the year ended 31 December 2019 to £36.6 million for the year ended 31 December 2020. This was due to exceptional other expenses of £7.4 million during the year ended 31 December 2020 because of the acquisition of the EQT Credit business and an increase of other expenses, excluding exceptional expenses, from £27.8 million to £29.3 million due to the inclusion of two months of other expenses following the acquisition of the EQT Credit business. The table below shows the exceptional other expenses and other expenses, excluding exceptional expenses, in both periods.

	For the year ended 31 December	
	2019	2020
	(£ in millions)	
Other expenses, excluding exceptional other expenses	(27.8)	(29.3)
Exceptional other expenses	—	(7.4)
Other expenses	**(27.8)**	**(36.6)**

Other expenses as a percentage of total operating income was 19.1 per cent for the year ended 31 December 2020, compared to 16.4 per cent for the year ended 31 December 2019.

Foreign exchange losses

Foreign exchange gains / (losses) negatively changed by £0.1 million from a loss of £0.1 million for the year ended 31 December 2019 to a loss of £0.2 million for the year ended 31 December 2020. This was primarily due to the strengthening of the pound sterling versus the euro.

EBITDA

EBITDA increased by £5.6 million, or 10.5 per cent, from £53.1 million for the year ended 31 December 2019 to £58.7 million for the year ended 31 December 2020. This increase was due to an increase of total operating income, which outpaced the growth in operating expenses by, in part due to the acquisition of the EQT Credit business but also due to the increase of the Group's overall business activities.

Underlying EBITDA increased by £13.0 million, or 24.5 per cent, from £53.1 million for the year ended 31 December 2019 to £66.1 million for the year ended 31 December 2020. This increase was due to an increase of total operating income, which outpaced the growth in operating expenses, in part due to the acquisition of the EQT Credit business but also due to the increase of the Group's overall business. Exceptional items within EBITDA of £7.4 million for the year ended 31 December 2020 consisted primarily of costs associated with the acquisition of EQT Credit, which were one-off in nature.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by £1.0 million, or 12.8 per cent, from £7.8 million for the year ended 31 December 2019 to £8.8 million for the year ended 31 December 2020. This increase was primarily due to the inclusion of two months of amortisation relating to the intangible assets acquired with the EQT Credit business of £0.6 million together with greater depreciation on other assets (property and IT related).

Total operating profit

Total operating profit increased by £4.5 million, or 9.9 per cent, from £45.4 million for the year ended 31 December 2019 to £49.9 million for the year ended 31 December 2020. The operating margin decreased

from 26.7 per cent for the year ended 31 December 2019 to 26.0 per cent for the year ended 31 December 2020.

The increase in total operating profit was primarily the result of the growth in Underlying EBITDA, which increased by £13.0 million over the period, which more than offset the exceptional costs of £7.4 million relating to the acquisition of EQT Credit in 2020 and the increase of the depreciation and amortisation expense by £1.0 million year-on-year.

Finance income and expense

Net finance income/ (expense) changed negatively from net finance income of £2.1 million for the year ended 31 December 2019 by £3.5 million to a net finance expense of £1.4 million for the year ended 31 December 2020. This was primarily due to a combination of lower yield from seed credit investments held on the Group's balance sheet before an external fund was raised in the year ended 31 December 2019, following which the Group's investments in these credit investments are no longer recognised as interest income but rather as management fee revenue. In addition, finance expenses increased due to higher costs in relation to the increased BAH Revolving Credit Facility that was used, in part, for financing the acquisition of the EQT Credit business.

Income tax charge

Income tax charge changed from a £5.5 million charge for the year ended 31 December 2019 to a £0.8 million charge for the year ended 31 December 2020. This was primarily due to movements in the deferred tax liabilities and use of tax loss carry-forwards.

Year ended 31 December 2019 compared with year ended 31 December 2018

The following table sets out the Group's consolidated income statement, extracted from the Historical Financial Information set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus, for the years ended 31 December 2019 and 2018:

	For the year ended 31 December	
	2018	**2019**
	(£ in millions)	
Management fees	117.4	143.9
Carried interest	4.8	9.6
Fair value remeasurement of investments	20.8	14.5
Other operating income	1.9	1.9
Total operating income	**144.8**	**169.8**
Personnel expenses	(91.4)	(88.9)
Other expenses	(35.7)	(27.8)
Foreign exchange gains	1.5	(0.1)
EBITDA	**19.2**	**53.1**
of which: Underlying EBITDA	*43.3*	*53.1*
of which: Exceptional items within EBITDA	*(24.1)*	—
Depreciation and amortisation expense	(6.8)	(7.8)
Total operating profit	**12.4**	**45.4**
Finance income	5.5	7.7
Finance expense	(5.4)	(5.6)
Profit before income tax	**12.5**	**47.5**
Income tax charge	(9.5)	(5.5)
Profit after income tax	**3.1**	**41.9**

Total operating income

Total operating income increased by £25.0 million, or 17.3 per cent, from £144.8 million for the year ended 31 December 2018 to £169.8 million for the year ended 31 December 2019, primarily reflecting increases in management fees and carried interest, offset by the fair value remeasurement of investments.

Management fees increased by £26.5 million, or 22.6 per cent, from £117.4 million for the year ended 31 December 2018 to £143.9 million for the year ended 31 December 2019. This increase was primarily due to

inclusion of a full year of Bridgepoint Europe VI management fees (impact of £38.8 million), offset in part by a reduction in fee income from older funds as they naturally reduced over time with the sale of portfolio assets during the year ended 31 December 2019.

Carried interest increased by £4.8 million, or 100.0 per cent, from £4.8 million for the year ended 31 December 2018 to £9.6 million for the year ended 31 December 2019. This increase was primarily due to increased income from carried interest recognised in relation to Bridgepoint Europe IV, following realisations and value uplifts in the fund.

Fair value remeasurement of investments decreased by £6.3 million, or 30.3 per cent, from £20.8 million for the year ended 31 December 2018 to £14.5 million for the year ended 31 December 2019. This decrease was primarily due to higher gains from the valuation of the Group's investments in the Bridgepoint Funds in 2018.

Other operating income remained stable at £1.9 million for the years ended 31 December 2018 and 31 December 2019.

Personnel expenses

Personnel expenses decreased by £2.5 million, or 2.7 per cent, from £91.4 million for the year ended 31 December 2018 to £88.9 million for the year ended 31 December 2019. This was primarily due to exceptional personnel expenses in the year ended 31 December 2018 of £11.8 million relating to the Dyal Investment, which offset the increase of personnel expenses, excluding exceptional personnel expenses, by £9.2 million, or 11.5 per cent, from £79.7 million for the year ended 31 December 2018 to £88.9 million for the year ended 31 December 2019, which was primarily due to the raise of the Bridgepoint Europe VI and investment into the professional support teams.

The table below shows the exceptional personnel expenses and other personnel expenses, excluding exceptional personnel expenses, in both periods.

	For the year ended 31 December	
	2018	2019
	(£ in millions)	
Personnel expenses, excluding exceptional personnel expenses	(79.7)	(88.9)
Exceptional personnel expenses	(11.8)	—
Personnel expenses	**(91.4)**	**(88.9)**

Personnel expenses as a percentage of total operating income was 52.3 per cent for the year ended 31 December 2019, compared to 63.1 per cent for the year ended 31 December 2018 (55.0 per cent excluding exceptional personnel expenses). The decrease in personnel expenses as a percentage of total operating income was due to the one-off exceptional expenses relating to the Dyal Investment in the year ended 31 December 2018 and greater growth in total operating income (primarily management fees, due to the Bridgepoint Europe VI management fees referred to above) compared to the underlying growth in the cost base of the business, reflecting the operational leverage impact of larger fund raises and management fees resulting from these funds.

Other expenses

Other expenses decreased by £7.9 million, or 22.1 per cent, from £35.7 million for the year ended 31 December 2018 to £27.8 million for the year ended 31 December 2019. This was due to exceptional other expenses in the year ended 31 December 2018, relating to the one-off exceptional costs of legal and other advice in relation to the Dyal Investment, which offset the increase of other expenses, excluding exceptional expenses, by £4.4 million from £23.4 million for the year ended 31 December 2018 to £27.8 million for the year ended 31 December 2019 due to continued investment in the support platform in 2019, with incremental headcount leading to related other expense increases in areas such as IT.

	For the year ended 31 December	
	2018	2019
	(£ in millions)	
Other expenses, excluding exceptional other expenses	(23.4)	(27.8)
Exceptional other expenses	(12.3)	—
Other expenses	**(35.7)**	**(27.8)**

Other expenses as a percentage of total operating income was 16.4 per cent for the year ended 31 December 2019, compared to 24.7 per cent for the year ended 31 December 2018.

Foreign exchange (losses) / gains

Foreign exchange gains decreased by £1.6 million from gains of £1.5 million for the year ended 31 December 2018 to a loss of £0.1 million for the year ended 31 December 2019. This decrease was primarily due to different levels of translation gains on conversion of euro versus pound sterling during the year.

EBITDA

EBITDA increased by £33.9 million, or 176.6 per cent, from £19.2 million for the year ended 31 December 2018 to £53.1 million for the year ended 31 December 2019. This increase was due to an increase of total operating income, which continued to outpace the growth in operating expenses, reflecting the operational leverage impact of a full year of management fees from the larger Bridgepoint Europe VI fund.

Underlying EBITDA increased by £9.8 million, or 22.6 per cent, from £43.3 million for the year ended 31 December 2018 to £53.1 million for the year ended 31 December 2019. This increase was due to an increase of total operating income, which continued to outpace the growth in operating expenses, reflecting the operational leverage impact of a full year of management fees from the larger Bridgepoint Europe VI fund. Exceptional items within EBITDA of £24.1 million for the year ended 31 December 2018 consisted primarily of costs relating to the Dyal Investment. These included transactional costs, including legal fees and other advisers, as well as certain one-off bonuses for employees.

Depreciation and amortisation expense

Depreciation and amortisation expense increased by £1.0 million, or 14.7 per cent, from £6.8 million for the year ended 31 December 2018 to £7.8 million for the year ended 31 December 2019. This increase was primarily due to increased premises lease and IT related depreciation.

Total operating profit

Total operating profit increased by £33.0 million, or 266.1 per cent, from £12.4 million for the year ended 31 December 2018 to £45.4 million for the year ended 31 December 2019. The operating margin increased from 8.6 per cent for the year ended 31 December 2018 to 26.7 per cent for the year ended 31 December 2019.

The increase in total operating profit was primarily due to exceptional costs of £24.1 million incurred in the year ended 31 December 2018 and an increase of Underlying EBITDA by £9.8 million, or 22.6 per cent, from £43.3 million for the year ended 31 December 2018 to £53.1 million for the year ended 31 December 2019, which was driven by increased management fees, slightly offset by higher depreciation and amortisation expense.

Finance income and expenses

Net finance income increased by £2.0 million from £0.1 million for the year ended 31 December 2018 to £2.1 million for the year ended 31 December 2019. This increase was primarily due to the inclusion of in 2019 of investment returns from seed credit investments held on the Group's balance sheet before an external fund was raised in the year ended 31 December 2019.

Income tax charge

Income tax charge changed by £4.0 million from a charge of £9.5 million for the year ended 31 December 2018 to a charge of £5.5 million for the year ended 31 December 2019. This was primarily due to reductions in the deferred tax liabilities.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

The Group's liquidity requirements arise primarily in relation to the funding of operations and the Group's plans in connection with its expansion and diversification strategy. The Group has historically funded its business primarily using cash from its operations (retained profits) and third-party debt. Going forward, the Group expects to fund its business primarily using cash from operations, proceeds from financing transactions, including borrowings under the BAH Revolving Credit Facility, and the proceeds of the Offer.

Total financial debt

The Group's financial debt as of 31 March 2021 consisted mainly of £87.5 million of bank borrowings (net of loan arrangement fees that are capitalised as part of the liability and charged to the income statement over the life of the facility and excluding accrued interest). Set forth below is a table showing the Group's bank borrowings, cash and cash equivalents and net debt as of 31 March 2021.

	As of 31 March 2021
	(£ in millions)
Bank borrowings[(1)(2)(3)]	87.5
Cash and cash equivalents	67.8
Net debt[(2)(3)]	19.7

(1) Bank borrowings are net of loan arrangement fees that are capitalised as part of the liability and charged to the income statement over the life of the facility and exclude accrued interest.

(2) The financial liabilities, including bank borrowings, of the Bridgepoint CLO fund vehicles are consolidated within the Historical Financial Information set out in Part B of Part XIV (Historical Financial Information), but are not included in the table as the relevant amounts are not available to the Group and there is no recourse to the Group in respect of such financial liabilities. The financial liabilities of the Bridgepoint CLO fund vehicles that are consolidated within the Historical Financial Information includes notes in fully launched Bridgepoint CLO fund vehicles and credit facilities for warehoused Bridgepoint CLO vehicles prior to the launch of the CLO.

(3) Lease liabilities and other financial liabilities are not included in this table.

Set forth below is a table summarising the drawn amounts under the Group's revolving credit facilities as of 31 March 2021 as provided under the revolving credit facility agreements entered into by members of the Group (the "**Revolving Credit Facilities**," and each a "**Revolving Credit Facility**"). The Revolving Credit Facilities have an average weighted interest rate of 3.6 per cent. Any drawings under the Revolving Credit Facilities are secured by, among others, share pledges over the shares of the respective borrowing entities and their immediate subsidiaries and holding companies and bank account pledges. For details on the BAH Revolving Credit Facility see section 16.4 (*BAH Revolving Facility Agreement*) of Part XVII (*Additional Information*) of this Prospectus. The Revolving Credit Facility of Opal Investments LP was repaid in June 2021.

	Amount of drawn capital as of 31 March 2021	Undrawn availability as of 31 March 2021
	(£ in millions)	
Revolving Credit Facilities		
BAH Revolving Credit Facility[(1)]	78.9	46.1
Opal Investments LP	9.7	3.1
Total[(2)]	**88.6**	**49.2**

(1) Actual drawn amount (excluding accrued interest), not taking into account loan arrangement fees that are capitalised as part of the liability and charged to the income statement over the life of the facility.

(2) The financial liabilities, including bank borrowings, of the Bridgepoint CLO fund vehicles are consolidated within the Historical Financial Information set out in Part B of Part XIV (*Historical Financial Information*), but are not included in the table as the relevant amounts are not available to the Group and there is no recourse to the Group in respect of such financial liabilities. The financial liabilities of the Bridgepoint CLO fund vehicles that are consolidated within the Historical Financial Information includes notes in fully launched Bridgepoint CLO fund vehicles and credit facilities for warehoused Bridgepoint CLO vehicles prior to the launch of the CLO.

Refer to Note 18 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus for further details.

Contractual obligations

The table below summarises the remaining contractual maturities of the Group's financial liabilities as of 31 March 2021, undiscounted and including estimated interest payments.

	Less than one year	Between one and two years	Between two and five years	Over five years	Total
			(£ in millions)		
Borrowings	87.5	—	—	—	87.5
Other financial liabilities	5.8	—	—	—	5.8
Derivative financial instruments	—	0.0	—	—	0.0
Trade and other payables	41.9	0.6	—	—	42.4
Deferred contingent consideration	—	31.7	—	—	31.7
Lease liabilities	8.3	7.6	19.9	11.9	47.7
CLO liabilities	49.3	—	—	245.7	295.1
CLO purchases awaiting settlement	124.5	—	—	—	124.5
Total	**317.3**	**39.9**	**19.9**	**257.6**	**634.7**

In addition to the foregoing amounts, as of 31 March 2021, the Group had approximately £132.6 million and £26.2 million of remaining undrawn capital commitments to the Bridgepoint Funds in each of the private equity and private credit segments, respectively. Capital commitments will also arise under the governing documents for future funds that the Group expects to raise. Capital commitments are called by the Bridgepoint Funds over time, typically from one to five years following the subscription of the commitment. For example, the Bridgepoint Funds in the private equity segment are typically funded over a period of four to five years. Capital commitments are a financial liability, but the Group does not have an obligation to pay cash until the capital is called by the relevant Bridgepoint Fund. Commitments may increase where distributions made by a Bridgepoint Fund are recallable. The Group expects to fund its business, including in particular the undrawn capital commitments to the Bridgepoint Funds which it expects to fund when due, primarily using cash from operations, proceeds from financing transactions, including borrowings under the BAH Revolving Credit Facility.

Refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus for further details regarding the remaining contractual maturities of the Group's liabilities.

CASH FLOWS

The table below sets out the Group's condensed consolidated statement of cash flows for the years ended 31 December 2018, 2019 and 2020 and for the three months ended 31 March 2020 and 2021.

	For the year ended 31 December			For the three months ended 31 March	
	2018	2019	2020	2020	2021
			(£ in millions)	(unaudited)	
Net cash flows from / (used in) operating activities	30.4	(0.5)	28.4	35.7	31.4
Net cash flows (used in) / from investing activities	(37.0)	30.5	(109.9)	(4.0)	(72.1)
Net cash flows from / (used in) financing activities	23.3	(51.1)	223.6	(7.7)	19.6
Net increase/ (decrease) in cash and cash equivalents	**16.7**	**(21.2)**	**142.1**	**24.0**	**(21.0)**
Cash and cash equivalents at beginning of the period	19.1	37.1	12.1	12.1	157.1
Effect of exchange rate changes on cash and cash equivalents	1.3	(3.8)	2.9	3.7	(8.3)
Cash and cash equivalents at the end of the period	**37.1**	**12.1**	**157.1**	**39.8**	**127.7**
of which: Cash and cash equivalents at the end of the period (for use within the Group)[1]	*37.1*	*12.1*	*42.4*	*39.8*	*67.8*
of which: CLO cash (restricted)[1]	—	—	*114.8*	—	*60.0*
Total cash at the end of the period[1]	**37.1**	**12.1**	**157.1**	**39.8**	**127.7**

(1) Total cash and cash equivalents as of 31 March 2021 and 31 December 2020 includes cash and cash equivalents belonging to the Bridgepoint CLO vehicles which are consolidated by the Group within the Historical Financial Information set out in Part B of Part XIV (*Historical Financial Information*). The cash and cash equivalents of the Bridgepoint CLO vehicles are legally ring-fenced and not available to the Group. Accordingly, cash and cash equivalents available for use by the Group was £37.1 million as of 31 December 2018, £12.1 million as of 31 December 2019, £42.4 million as of 31 December 2020, £39.8 million as of 31 March 2020 and £67.8 million as of 31 March 2021.

Cash flows from operating activities

Cash flows from operating activities is driven by EBITDA but timing differences occur from year-to-year. In the long term, cash flows from operating activities is expected to be typically close to 100% of EBITDA, with

anticipated annual fluctuations as the recognition of carried interest and investment income usually occurs before the Group receives the corresponding cash flow. Bonus payments to employees in March of each year typically result in some intra-year variability of cash flows from operating activities.

Cash flows from operating activities was £31.4 million for the three months ended 31 March 2021. The decrease of £4.3 million in the cash flows from operating activities compared to the three months ended 31 March 2020 was primarily due to working capital movements on balances with funds and fees earned from the acquired EQT Credit business being received in arrears.

Cash flows from / (used in) operating activities was £30.4 million, £(0.5) million and £28.4 million for the year ended 31 December 2018, 2019, and 2020 respectively. The cash flows from operating activities in the year ended 31 December 2019 was driven by delayed transaction cash flows relating to the Dyal Investment. Movements in operating cash flow in the years ended 31 December 2018 and 31 December 2020 mainly related to the Group's working capital.

Cash flows from investing activities

Cash flows from investing activities primarily relates to investments in the Bridgepoint Funds. The timing of investments and divestments in Bridgepoint Funds, which impacts carried interest and investment income, depends on the investment activity of the Bridgepoint Funds.

Cash flows from investing activities was £(72.1) million for the three months ended 31 March 2021, primarily as a result of investments by the consolidated Bridgepoint CLO vehicles with £82.7 million of cash outflows, partially offset by £10.6 million of cash inflows from the Group's investments in the Bridgepoint Funds, which were in particular impacted by the receipt of proceeds from the disposal of Calypso Technology, Inc. by Bridgepoint Europe V.

Cash flows from / (used in) investing activities was £(37.0) million, £30.5 million and £(109.9) million for the years ended 31 December 2018, 2019 and 2020, respectively. The cash outflow in 2018 related primarily to an investment of the Group in Bridgepoint Europe V. The cash flows from investing activities in 2019 included carried interest from Bridgepoint Europe IV and in 2020 payments for the acquisition of EQT Credit, net of cash acquired.

Cash flows from financing activities

Financing activities through the three-year period and three-month periods represent amounts drawn on the BAH Revolving Credit Facility for working capital purposes and were used partially to finance the acquisition of EQT Credit in October 2020. They also include drawings and repayments on the revolving credit facility granted to Opal Investments LP, which was used to support the Group's €95 million investment into Bridgepoint Europe V in 2018. By the end of the financial year ended 31 December 2020, the majority of the Opal Investments LP bank facility had been repaid from returns received from Bridgepoint Europe V. The facility had a remaining balance of £9.7 million as of 31 March 2021 and was repaid prior to the date of this Registration Document. Any outstanding amounts under the BAH Revolving Credit Facility at the time of the potential initial public offering are expected to be repaid with the proceeds from the potential initial public offering.

OFF-BALANCE SHEET ARRANGEMENTS

As of 31 December 2020 and 31 March 2021, the Group did not have any off-balance sheet arrangements in accordance with IFRS in place.

QUALITATIVE AND QUANTITATIVE DISCLOSURES ABOUT MARKET RISK, CREDIT RISK, PRICE/VALUATION RISK AND LIQUIDITY RISK

In its activities, the Group is exposed to various financial risks: price/valuation risk, market risk (including exposure to interest rates and foreign currencies), liquidity risk and credit risk. The Group's senior management is responsible for the creation and control of an overall risk management policy in the Group.

Risk management policies are established to identify and analyse the risks faced by the Group and to set appropriate risk limits and controls. Risk management policies and systems are reviewed on a regular basis to reflect changes in the market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. From time to time, the Group may use derivative financial instruments in order to hedge against certain risks.

Price/valuation risk

Price/valuation risk is the uncertainty about the difference between the reported value and the price that could be obtained on exit. This relates to investments in funds, which hold portfolios of private equity and debt investments, and the investments held by consolidated CLOs.

This uncertainty arises due to the use of unobservable inputs, such as EBITDA, in the calculation of fair value, the performance and financial health of portfolio companies, and ultimately—as it relates to investments in private equity—what a third party may be willing to pay for the business. There is less uncertainty for investments in debt as the upside is capped to the maximum of the principal and interest receipts, whereas private equity investments have greater potential for larger changes in their valuation as the upside is not capped.

The Group monitors the performance of each investment closely. Portfolio monitoring is embedded and maintains focus throughout the investment life of each company. All investments are formally reviewed through dedicated portfolio monitoring committees. The review process involves a rigorous assessment of the company financial performance, financial health—including covenant coverage—and exit prospects.

The Group values all investments of the Bridgepoint Funds in line with the International Private Equity and Venture Capital Valuation Guidelines at least twice a year, and in most cases quarterly. Each investment undergoes the same detailed valuation process, in accordance with the Group's valuation policies. Completed valuations are presented and discussed at the relevant Bridgepoint valuation committee for approval.

For information on qualitative and quantitative disclosures about revaluation risk, refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

Market risk

Market risk is the risk that changes in market prices such as foreign exchange rates and interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising returns. For information on qualitative and quantitative disclosures about market risk, refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

Interest rate risk

The Group's income and cash flow from operating activities are substantially independent of changes in market interest rates. The amounts drawn under the BAH Revolving Credit Facility, however, bear interest at a floating rate that could rise significantly, increasing the Group's interest cost and debt. In addition, the discontinuation of LIBOR or EURIBOR could have a material adverse effect on the Group. See "*Financial Risks—The amounts drawn under the BAH Revolving Credit Facility bear interest at a floating rate that could rise significantly, increasing the Group's interest cost and debt. In addition, the discontinuation of LIBOR or EURIBOR could have a material adverse effect on the Group*" in Part II (*Risk Factors*).

For information on qualitative and quantitative disclosures about interest rate risk, refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

Currency risk

Currency risk, or foreign currency risk, is the risk of losses or other adverse effects resulting from a change in a foreign exchange rate, or from other unfavourable changes in relation to a foreign currency. The Group is primarily exposed to two types of currency risk:

- Transaction risk: The adverse effect that foreign exchange rate fluctuations can have on a completed transaction prior to settlement. It is the exchange rate, or currency risk associated specifically with the time delay between entering into a trade or contract and then settling it. As the majority of the Group's income is denominated in euro, this means that its income when recognised in GBP is subject to exposure to foreign exchange rate movements over time.
- Translation risk: Is the risk that changes in the rates at which assets, liabilities, income or costs in foreign currencies are translated into the reporting currency. The Group holds assets denominated in currencies other than pounds, the measurement currency of the Group. Consequently, the Group is exposed to currency risk since the value of investments denominated in other currencies will fluctuate due to change in exchange rate.

In order to hedge EUR denominated income, the Group has entered into a series of forward trades and swap agreements to sell EUR and buy GBP at various dates in the future to reduce the currency exposure of EUR denominated income to future spot rate volatility.

The pound sterling is the functional currency of the Group. The Group is therefore exposed to currency risk on total operating income, costs and borrowings that are denominated in a currency other than the pound sterling, in particular euro as it is the currency in which the Group's total operating income and profit is primarily denominated. See "*—Principal factors affecting results of operations—Foreign exchange rates.*" In the year ended 31 December 2020, the Group had approximately 87 per cent of total operating income denominated in euro.

For information on qualitative and quantitative disclosures about currency risk, refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

Credit risk

Credit risk is the risk that a counterparty is unable to meet their contractual obligations in full when due. Potential areas of credit risk consist of cash and cash equivalents, including deposits with banks and financial institutions, short-term receivables and derivative financial instruments. The Group has not experienced any significant defaults in prior periods.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty. Expected credit losses are calculated on all of the Group's financial assets that are measured at amortised cost. Factors considered in determining whether a default has taken place include how many days past the due date a payment is, deterioration in the credit quality of a counterparty, and knowledge of specific events that could influence a counterparty's ability to pay.

The Group limits its exposure in relation to cash balances and derivative financial instruments by only dealing with well-established financial institutions of high-quality credit standing

The Group fully consolidates Bridgepoint CLO I DAC 1, which was launched in November 2020, and Bridgepoint CLO II DAC 2, which was launched in June 2021. The Group's interest in the Bridgepoint CLO I comprises an interest in subordinated notes which incur the first loss if there is any default within the portfolio of assets by an individual borrower. The Group's interest in the Bridgepoint CLO II as of 31 December 2020 and 31 March 2021 related to exposure in warehoused assets, which had been part funded by a banking facility with no recourse to the Group, pending the Group's formal launch of the CLO. The Group holds investments in the subordinated notes of the Bridgepoint CLO fund vehicles which it manages (Bridgepoint CLO I DAC and Bridgepoint CLO II DAC). The Group is required to hold a 5% interest in such vehicles after they are launched under risk retention rules. Each CLO portfolio typically invests in 70-100 individual loans issued by private equity borrowers. The portfolios are highly diversified by geography, industry and sponsor. The Group's maximum exposure to loss associated with its interest in the Bridgepoint CLOs is therefore limited to its investment in the relevant CLOs, which as of 31 March 2021 was £21.0 million and as of 31 December 2020 was £19.5 million.

For information on qualitative and quantitative disclosures about credit risk, refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's liquidity outlook is monitored at least monthly by management and regularly reviewed by the Board of Directors.

The timing of the Group's management fee receipts and operating expenditure are predictable. The timing, amount and profits from the Group's investments into and divestments from the Bridgepoint Funds are inherently less predictable, however a reasonable period of notice is given to all investors, including the Group, ahead of drawing of funds.

The Group's policy is to maintain sufficient amounts of cash and cash equivalents to meet its commitments at a given date. The Group has the BAH Revolving Credit Facility in place to assist in managing its liquidity

requirements. Due to the long-term nature of the Group's assets, the Group seeks to ensure that the maturity of its debt instruments is matched to cash generated from its business.

For information on qualitative and quantitative disclosures about liquidity risk, refer to Note 20 in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

SIGNIFICANT ACCOUNTING POLICIES AND CRITICAL ESTIMATES AND ASSUMPTIONS

Preparation of the Historical Financial Information requires management to make significant judgements and estimates. For information on certain critical accounting judgements in applying the Group's accounting policies, see Notes 2 and 3 of Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

PART XIII

CAPITALISATION AND INDEBTEDNESS

The information below should be read together with the Historical Financial Information set out in Part B of Part XIV (Historical Financial Information) of this Prospectus, as well as the information under Part XII (Operating and Financial Review) of this Prospectus.

CAPITALISATION

The capitalisation information as of 31 March 2021 set out below has been extracted without material adjustment from the Historical Financial Information set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus:

	As of 31 March 2021 (£ in thousands)
Shareholders' equity	
Share capital	240,872
Share premium	547
Capital contribution reserve	24,619
Total capitalisation	266,037

Other than as set out in Part XVII (*Additional Information*) of this Prospectus, there has been no material change in the Company's capitalisation since 31 March 2021.

The following table sets out the Company's indebtedness as of 31 May 2021:

	As of 31 May 2021 (£ in thousands)
Total current debt	
Guaranteed	—
Secured	(100,992)
Unguaranteed/Unsecured	—
Total non-current debt (excluding current portion of long-term debt)	
Guaranteed	—
Secured	—
Unguaranteed/Unsecured	—

NET FINANCIAL INDEBTEDNESS

The following table sets out the Group's net financial indebtedness as of 31 May 2021:

	As of 31 May 2021 (£ in thousands)
Cash	38,909
Cash equivalents	—
Trading securities	—
Liquidity	38,909
Current bank debt	(100,992)
Current portion of non-current debt	—
Other current financial debt	—
Current financial debt	(100,992)
Net current financial indebtedness	(62,083)
Non-current bank loans	—
Bonds issued	—
Other non-current loans	—
Non-current financial indebtedness	—
Net financial indebtedness	(62,083)

Further to the above, £8.8 million of current bank debt was repaid in June 2021, £12.9 million of bank debt was drawn in June 2021 and repaid in July 2021 and the Group intends to repay £23.3 million of current bank debt on 26 July 2021.

The Company had no other indirect or contingent liabilities, or any contingent commitments as of 31 May 2021.

PART XIV

HISTORICAL FINANCIAL INFORMATION

PART A
ACCOUNTANT'S REPORT ON THE HISTORICAL FINANCIAL INFORMATION

The directors (the "**Directors**")
Bridgepoint Group plc
95 Wigmore Street
London
W1U 1FB

J.P. Morgan Securities plc
25 Bank Street
Canary Wharf
London
United Kingdom
E14 5JP

21 July 2021

Dear Ladies and Gentlemen

Bridgepoint Group plc (the "Company" and, together with its subsidiaries, the "Group")

We report on the financial information of the Group for the years ended 31 December 2018, 31 December 2019 and 31 December 2020 and for the three months ended 31 March 2021 set out in section B of Part XIV of the prospectus dated 21 July 2021 (the "**Prospectus**") of the Company (the "**Group Financial Information Table**").

This report is required by item 18.3.1 of Annex 1 to the PR Regulation and is given for the purpose of complying with that item and for no other purpose.

We have not audited or reviewed the financial information for the three months ended 31 March 2020 which has been included for comparative purposes only, and accordingly do not express an opinion thereon.

Opinion on financial information

In our opinion, the Group Financial Information Table gives, for the purposes of the Prospectus, a true and fair view of the state of affairs of the Group as at the dates stated and of its profits, cash flows and statement of changes in equity for the years ended 31 December 2018, 31 December 2019 and 31 December 2020 and for the three months ended 31 March 2021 in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

Conclusions Relating to Going Concern

We are required to report if we have anything material to add or draw attention to in respect of the Directors' statement in the Group Financial Information Table about whether the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the Group Financial Information Table and the Directors' identification of any material uncertainties to the Group's ability to continue as a going concern over a period of at least twelve months from the date of this Prospectus.

We have nothing material to add or to draw attention to.

PricewaterhouseCoopers LLP, 1 Embankment Place, London, WC2N 6RH
T: +44 (0) 2075 835 000, F: +44 (0) 2072 124 652, www.pwc.co.uk

PricewaterhouseCoopers LLP is a limited liability partnership registered in England with registered number OC303525. The registered office of PricewaterhouseCoopers LLP is 1 Embankment Place, London WC2N 6RH. PricewaterhouseCoopers LLP is authorised and regulated by the Financial Conduct Authority for designated investment business.

Responsibilities

The Directors of the Company are responsible for preparing the Group Financial Information Table in accordance with international accounting standards in conformity with the requirements of the Companies Act 2006.

It is our responsibility to form an opinion on the Group Financial Information Table and to report our opinion to you.

Save for any responsibility which we may have to those persons to whom this report is expressly addressed and for any responsibility arising under item 5.3.2R(2)(f) of the Prospectus Regulation Rules of the Financial Conduct Authority to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with item 1.3 of Annex 1 to the PR Regulation, consenting to its inclusion in the Prospectus.

Basis of Preparation

The Group Financial Information Table has been prepared for inclusion in the Prospectus of the Company on the basis of the accounting policies set out in note 1 to the Group Financial Information Table.

Basis of opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Financial Reporting Council ("**FRC**") in the United Kingdom. We are independent in accordance with the FRC's Ethical Standard as applied to Investment Circular Reporting Engagements and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Our work included an assessment of evidence relevant to the amounts and disclosures in the Group Financial Information Table. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America and other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Declaration

For the purposes of item 5.3.2R(2)(f) we are responsible for this report as part of the Prospectus and declare that, to the best of our knowledge, the information contained in this report is in accordance with the facts and that the report make no omission likely to affect its import. This declaration is included in the Prospectus in compliance with item 1.2 of Annex 1 to the PR Regulation.

Yours faithfully

PricewaterhouseCoopers LLP
Chartered Accountants

PART B

HISTORICAL FINANCIAL INFORMATION

Bridgepoint Group plc

HISTORICAL FINANCIAL INFORMATION

FOR THE THREE YEARS ENDED 31 DECEMBER 2020

AND THREE MONTHS ENDED 31 MARCH 2020 AND 2021

Bridgepoint Group plc

Consolidated Income Statement

	Note	Year ended 31 December			Three month period ended 31 March	
		2018	2019	2020	2020	2021
		£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Management fees	5	117,367	143,893	148,624	35,385	48,057
Carried interest	5	4,768	9,582	12,917	614	(681)
Fair value remeasurement of investments	5	20,815	14,467	29,397	(7,934)	13,611
Other operating income	5	1,861	1,895	873	380	383
Total operating income	5	144,811	169,837	191,811	28,445	61,370
Personnel expenses	6	(91,447)	(88,882)	(96,260)	(20,516)	(27,751)
Other expenses		(35,705)	(27,772)	(36,624)	(7,088)	(7,164)
Foreign exchange gains/(losses)		1,524	(58)	(229)	(1,323)	1,199
EBITDA		19,183	53,125	58,698	(482)	27,654
Comprising:						
Underlying EBITDA		43,266	53,125	66,075	(482)	27,654
Exceptional items within EBITDA	8	(24,083)	—	(7,377)	—	—
		19,183	53,125	58,698	(482)	27,654
Depreciation and amortisation expense		(6,765)	(7,757)	(8,809)	(2,006)	(3,181)
Total operating profit/(loss)		12,418	45,368	49,889	(2,488)	24,473
Finance income	10	5,481	7,665	4,736	2,036	754
Finance expense	10	(5,358)	(5,556)	(6,149)	(776)	(3,887)
Profit/(loss) before income tax		12,541	47,477	48,476	(1,228)	21,340
Income tax charge	11	(9,476)	(5,547)	(805)	(253)	(2,668)
Profit/(loss) after income tax		3,065	41,930	47,671	(1,481)	18,672
Attributable to:						
Equity holders of the parent		(4,659)	28,901	36,481	2,647	14,448
Non-controlling interest		7,724	13,029	11,190	(4,128)	4,224
		3,065	41,930	47,671	(1,481)	18,672
Basic and diluted earnings per share (including exceptionals)	12	(3.91)	9.15	11.59	0.83	4.59

Bridgepoint Group plc

Consolidated Statement of Comprehensive Income

	Note	Year ended 31 December			Three month period ended 31 March	
		2018	2019	2020	2020	2021
		£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Profit/(loss) after tax		3,065	41,930	47,671	(1,481)	18,672
Items that may be reclassified to income statement in subsequent periods:						
Exchange differences on translation of foreign operations		354	(3,270)	2,917	2,734	(2,817)
Change in the fair value of hedging instrument		(225)	4,025	(4,859)	(5,514)	8,961
Reclassifications to income statement		3,001	3,712	(1,379)	(897)	1,110
Total tax on components of other comprehensive income/(expense)	11, (c)	(527)	(1,417)	915	1,320	(2,097)
		2,603	3,050	(2,406)	(2,357)	5,157
Total comprehensive income/(expense) for the year, net of tax		5,668	44,980	45,265	(3,838)	23,829
Total comprehensive income/(expense) attributable to:						
Equity shareholders of the Company		(2,634)	31,845	34,609	813	18,460
Non-controlling interests	23, (f)	8,302	13,135	10,656	(4,651)	5,369
		5,668	44,980	45,265	(3,838)	23,829

Bridgepoint Group plc

Consolidated Statement of Financial Position

	Note	31 December 2018	31 December 2019	31 December 2020	31 March 2021
		£ 000	£ 000	£ 000	£ 000
Assets					
Non-current assets					
Property, plant and equipment	13	46,659	46,760	41,591	41,392
Goodwill and intangible assets	14	—	—	125,722	124,964
Carried interest receivable	16	17,757	13,002	27,915	27,084
Fair value of fund investments	17	125,497	206,079	233,469	232,933
Investments at amortised cost	17	86,363	—	—	—
Trade and other receivables	17	185,039	117,142	6,924	6,663
Total non-current assets		461,315	382,983	435,621	433,036
Current assets					
Fair value of CLO assets*	17	—	—	272,476	380,534
Trade and other receivables	17	33,348	110,143	176,761	171,179
Derivative financial instruments	17	—	2,015	—	5,841
Cash and cash equivalents		37,075	12,083	42,366	67,762
CLO cash*		—	—	114,750	59,976
Total current assets		70,423	124,241	606,353	685,292
Total assets		531,738	507,224	1,041,974	1,118,328
Liabilities					
Non-current liabilities					
Trade and other payables	18	480	515	32,151	31,001
Borrowings	18	77,316	19,226	—	—
Other financial liabilities	18	2,096	2,840	3,821	5,762
CLO liabilities*	18	—	—	256,606	245,727
Lease liabilities	19	44,671	42,267	35,915	35,098
Deferred tax liabilities	22	9,369	13,895	15,903	19,932
Total non-current liabilities		133,932	78,743	344,396	337,520
Current liabilities					
Trade and other payables	18	67,732	43,213	85,871	98,340
Borrowings	18	—	23,036	99,708	87,493
Lease liabilities	19	4,120	5,893	6,087	6,770
Derivative financial instruments	18	5,719	—	4,230	—
CLO liabilities*	18	—	—	17,889	49,331
CLO purchases awaiting settlement*	18	—	—	93,237	124,489
Total current liabilities		77,571	72,142	307,022	366,423
Total liabilities		211,503	150,885	651,418	703,943
Net assets		320,235	356,339	390,556	414,385
Equity					
Share capital and premium	23	240,867	241,419	241,419	241,419
Capital redemption reserve	23	24,619	24,619	24,619	24,619
Cash flow hedge reserve	23	(3,408)	2,610	(2,249)	5,585
Net exchange differences reserve	23	5,046	3,075	5,344	3,152
Retained earnings	23	(27,456)	(6,242)	39,709	52,526
Capital and reserves attributable to equity shareholders of the company		239,668	265,481	308,842	327,301
Non-controlling interests	23	80,567	90,858	81,714	87,084
Total equity		320,235	356,339	390,556	414,385

* Detail of the Group's interest in consolidated Collaterised Loan Obligations ("CLOs") are included in note 17(c). The equity holders' exposure in the CLOs is £19.5m at 31 December 2020 and £21.0m at 31 March 2021.

Bridgepoint Group plc

Consolidated Statement of Changes in Equity

		Share capital	Share premium	Total share capital and share premium	Capital redemption reserve	Cash flow hedge reserve	Net exchange differences reserve	Retained earnings	Total	Non-controlling interests	Total equity
		£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
At 1 January 2018		30	3,646	3,676	25	(7,157)	4,771	153,815	155,130	4,161	159,291
Profit for the year		—	—	—	—	—	—	(4,659)	(4,659)	7,724	3,065
Foreign exchange hedges		—	—	—	—	2,160	—	(410)	1,750	499	2,249
Revaluation of foreign subsidiaries		—	—	—	—	—	275	—	275	79	354
Total Comprehensive Income		—	—	—	—	2,160	275	(5,069)	(2,634)	8,302	5,668
Group reconstruction and additional investment	23(e)	240,837	(3,646)	237,191	(25)	—	—	(127,530)	109,636	—	109,636
B1 share redemption	23(a)(e)	—	—	—	24,619	—	—	(24,619)	—	—	—
B2 share cancellation	23(a)(e)	—	—	—	—	—	—	45,642	45,642	—	45,642
Movement in non-controlling interests		—	—	—	—	1,589	—	(69,695)	(68,106)	68,104	(2)
At 31 December 2018		240,867	—	240,867	24,619	(3,408)	5,046	(27,456)	239,668	80,567	320,235

		Share capital	Share premium	Total share capital and share premium	Capital redemption reserve	Cash flow hedge reserve	Net exchange differences reserve	Retained earnings	Total	Non-controlling interests	Total equity
		£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
At 1 January 2019		240,867	—	240,867	24,619	(3,408)	5,046	(27,456)	239,668	80,567	320,235
Profit for the year		—	—	—	—	—	—	28,901	28,901	13,029	41,930
Foreign exchange hedges		—	—	—	—	6,018	—	(1,103)	4,915	1,405	6,320
Revaluation of foreign subsidiaries		—	—	—	—	—	(1,971)	—	(1,971)	(1,299)	(3,270)
Total Comprehensive Income		—	—	—	—	6,018	(1,971)	27,798	31,845	13,135	44,980
Issue of shares	23(a)	5	547	552	—	—	—	—	552	—	552
Dividends		—	—	—	—	—	—	(6,584)	(6,584)	(2,844)	(9,428)
At 31 December 2019		240,872	547	241,419	24,619	2,610	3,075	(6,242)	265,481	90,858	356,339

	Share capital	Share premium	Total share capital and share premium	Capital redemption reserve	Cash flow hedge reserve	Net exchange differences reserve	Retained earnings	Total	Non-controlling interests	Total equity
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
At 1 January 2020	240,872	547	241,419	24,619	2,610	3,075	(6,242)	265,481	90,858	356,339
Profit for the year	—	—	—	—	—	—	36,481	36,481	11,190	47,671
Foreign exchange hedges	—	—	—	—	(4,859)	—	718	(4,141)	(1,182)	(5,323)
Revaluation of foreign subsidiaries	—	—	—	—	—	2,269	—	2,269	648	2,917
Total Comprehensive Income	—	—	—	—	(4,859)	2,269	37,199	34,609	10,656	45,265
Purchase of own shares	—	—	—	—	—	—	(82)	(82)	—	(82)
Dividends	—	—	—	—	—	—	(6,522)	(6,522)	(4,444)	(10,966)
Movement in non-controlling interests	—	—	—	—	—	—	15,356	15,356	(15,356)	—
At 31 December 2020	240,872	547	241,419	24,619	(2,249)	5,344	39,709	308,842	81,714	390,556

	Share capital	Share premium	Total share capital and share premium	Capital redemption reserve	Cash flow hedge reserve	Net exchange differences reserve	Retained earnings	Total	Non-controlling interests	Total equity
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
At 1 January 2021	240,872	547	241,419	24,619	(2,249)	5,344	39,709	308,842	81,714	390,556
Profit for the period	—	—	—	—	—	—	14,448	14,448	4,224	18,672
Foreign exchange hedges	—	—	—	—	7,834	—	(1,631)	6,203	1,771	7,974
Revaluation of foreign subsidiaries	—	—	—	—	—	(2,192)	—	(2,192)	(625)	(2,817)
Total Comprehensive Income	—	—	—	—	7,834	(2,192)	12,817	18,459	5,370	23,829
At 31 March 2021	240,872	547	241,419	24,619	5,585	3,152	52,526	327,301	87,084	414,385

Bridgepoint Group plc

Consolidated Statement of Cash Flows

	Note	Year ended 31 December			Three month period ended 31 March	
		2018	2019	2020	2020	2021
		£ 000	£ 000	£ 000 Unaudited	£ 000	£ 000
Cash flows from operating activities						
Cash generated from operations	25	31,274	1,751	32,391	35,936	31,864
Income taxes paid		(903)	(2,272)	(4,032)	(248)	(430)
Net cash inflow from operating activities		30,371	(521)	28,359	35,688	31,434
Cash flows from investing activities						
Payment for acquisition of subsidiary, net of cash acquired	28	—	—	(86,326)	—	—
Payments for property, plant and equipment		(3,234)	(3,684)	(3,235)	189	—
Receipts from investments (non CLO)		70,090	207,189	57,413	7,312	20,830
Purchase of investments (non CLO)		(107,983)	(176,059)	(75,649)	(11,491)	(10,222)
Receipts from investments (CLO)		—	—	2,148	—	28,073
Purchase of investments (CLO)		—	—	(6,165)	—	(110,778)
Cash acquired on acquisition of CLO		—	—	1,919	—	—
Interest received (non CLO)		4,128	3,009	—	—	—
Net cash flows from investing activities		(36,999)	30,455	(109,895)	(3,990)	(72,097)
Cash flows from financing activities						
Receipt from non-controlling interest		142,283	—	71,400	—	—
Proceeds from issue of shares		—	552	—	—	—
B share redemption/cancellation		(161,530)	—	—	—	—
Dividends paid to shareholders of the Company	24	—	(6,584)	(6,522)	—	—
Dividends paid to non-controlling interests		—	(2,844)	(4,444)	(4,444)	—
Drawings on banking facilities		80,065	116,087	130,302	25,000	23,322
Repayment of banking facilities		(29,765)	(148,573)	(73,492)	(26,470)	(32,573)
Drawn funding (CLO)		—	—	6,165	—	32,209
Repayment of CLO borrowings		—	—	(124,147)	—	—
Cash from CLO investors (CLO)		—	—	235,124	—	—
Principal elements of lease payments		(3,852)	(4,971)	(5,900)	(948)	(1,875)
Interest paid (non-CLO)		(3,882)	(4,814)	(4,904)	(861)	(1,467)
Interest received (non-CLO)		—	—	52	5	9
Net cash flows from financing activities		23,339	(51,147)	223,634	(7,718)	19,625
Net increase/(decrease) in cash and cash equivalents		16,711	(21,213)	142,098	23,980	(21,038)
Cash and cash equivalents at the beginning of the period		19,065	37,075	12,083	12,083	157,116
Effect of exchange rate changes on cash and cash equivalents		1,299	(3,779)	2,935	3,746	(8,340)
Cash and cash equivalents at the end of period		37,075	12,083	157,116	39,809	127,738
Cash and cash equivalents (for use within the Group)		37,075	12,083	42,366	39,809	67,762
CLO cash (restricted)	2,(q)	—	—	114,750	—	59,976
Total cash at the end of the period		37,075	12,083	157,116	39,809	127,738

1 General information and basis of preparation

General information

Bridgepoint Group plc (the "Company") is a public company limited by share capital, incorporated and domiciled in United Kingdom. The address of its registered office is: 95 Wigmore Street, London, England, W1U 1FB.

The principal activity of the Company and entities controlled by the Company (the "Group") is to act as a private equity and credit fund manager.

Basis of preparation

The consolidated historical financial information for the three years ended 31 December 2018, 2019 and 2020 and the three months ended 31 March 2020 and 2021 has been prepared specifically for the purposes of this document and in accordance with the UK Prospectus Regulation, the Listing Rules and in accordance with the basis of preparation. It has been prepared in compliance with the Companies Act 2006 and international accounting standards in conformity with the requirements of the Companies Act 2006 (IFRS).

The historical financial information has been prepared under the historical cost convention, except for financial instruments measured at fair value.

The principal accounting policies applied in the preparation of the historical financial information are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

The historical financial information is the first set of IFRS financial information prepared by the Group.

The preparation of the historical financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the Group's accounting policies. Details of the critical judgements and key sources of estimation uncertainty are set out in note 3.

The historical financial information does not constitute statutory accounts within the meaning of section 434(3) of the Companies Act 2006.

The historical financial information is presented in pounds sterling and all values are rounded to the nearest (£000) except where otherwise indicated.

Adoption of new and revised standards

The Group has adopted all relevant amendments to existing standards and interpretations issued by the IASB that are effective from 1 January 2020 with no material impact on its combined and consolidated results or financial position (except as described below with regards to IFRS 16 "Leases").

The Group did not implement the requirements of any other Standards or Interpretations that were in issue but were not required to be adopted by the Group at the year end date. No other Standards or Interpretations have been issued that are expected to have a material impact on the Group's financial statements.

Going concern

The historical financial information has been prepared on a going concern basis as the directors have a reasonable expectation that the Company and Group has adequate resources to continue its operational existence for the foreseeable future having assessed the business risks, financial position and resource of both the Company and Group.

Specifically, the majority of the Group's revenue is from long term fund management contracts and it has a largely predictable cost base made up of principally personnel costs, giving it good visibility of income, expenditure and future profitability.

In making their assessment the directors have considered scenarios including a delay in fundraising and later and lower returns from investments, which would impact the income and cash flow of the Group. The directors are satisfied that even under these stressed scenarios the Company and the Group would remain a going concern.

2 Accounting policies

(a) Consolidation

The historical financial information consolidates the financial statements of the Company and entities controlled by the Company drawn up to the end of the relevant period, which includes the elimination of all intra-Group transactions. Uniform accounting policies have been adopted across the Group.

Assessment of control

Control is achieved when the Group has power over the relevant activities, exposure to variable returns from the investee, and the ability to affect those returns through its power over the investee.

The Group controls an investee (entity) if, and only if, the Group has all of the following:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- ability to use its power over the investee to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group holds less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time when decisions need to be made, including voting patterns at previous shareholders meetings.

The assessment of control is based on all relevant facts and circumstances and the Group reassesses its conclusion if there is an indication that there are changes in facts and circumstances.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control over the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

The Group treats transactions with non-controlling interests through the economic entity model. Transactions with non-controlling interests are recognised in equity.

(b) Foreign currencies

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The historical financial information is presented in pound sterling, which is the Company's functional and presentation currency.

Whilst the currency that the Group earns its revenue is primarily euros, the currency that influences its cost base is primarily pound sterling and how Group profitability is measured, therefore pound sterling has been determined to be the most appropriate presentational currency for the Group.

Foreign currency transactions

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

Foreign exchange gains and losses resulting from the settlement of such transactions, and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates, are generally recognised in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

The impact of the revaluation of investments and carried interest held in foreign currencies is presented together with the income from the fair value measurement of the income receivable.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated at the rate prevailing at the date the fair value was determined.

Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency are translated into the presentation currency of the Group as follows:

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet
- income and expenses for each profit and loss are translated at prevailing exchange rates
- all resulting exchange differences are recognised in other comprehensive income

(c) Merger accounting

In October 2018, as part of a group reconstruction, the Company issued shares in exchange for a holding in the Bridgepoint Group made up of Bridgepoint Group Holdings Limited and its subsidiaries (the "Bridgepoint Group"). The transaction is not under the scope of IFRS 3 "Business Combinations" and therefore acquisition accounting was not applied. In accordance with IAS 8 "Accounting policies, changes in accounting estimates and errors" as no specific IFRS guidance for such transactions, the directors have determined to use its judgement to develop and apply an accounting policy that is relevant and reliable for users of the historical financial information.

Consistent with the approach to preparing the Group's accounts under UK GAAP, merger accounting has been applied in preparing the historical financial information, meaning that there is no ultimate controlling party either before or after the insertion of the Company as a new holding company. The effect of merger accounting for the group reconstruction is that the carrying amount of the Bridgepoint Group's assets and liabilities were not adjusted to fair value and no new goodwill arose as a result of the transaction.

Accordingly, whilst the Company was incorporated on 2 July 2018, the consolidated results and cash flows of the Company and the Bridgepoint Group have been brought into the historical financial information of the Group from the beginning of the 2018 financial year.

(d) Operating income

Operating income primarily comprises management fees, carried interest income and investment profits from the management of investment in private equity and credit fund partnerships. The parties of agreements of fund management services comprise the Group and the investors of each fund as a body. Accordingly, the group of investors of each fund are identified as a customer for accounting purposes.

Income is measured based on the consideration specified in the contracts and exclude amounts collected on behalf of third parties, discounts and value added taxes.

Management fees

The Group earns management fees and carried interest from its provision of various investment management services to funds, which are treated as a single performance obligation.

Management fees are recognised over time over the life of each fund, generally 10 – 12 years, occasionally subject to an extension, if agreed with the investors of that fund.

Management fees are based on an agreed percentage of either committed or invested capital, depending on the fund and its life stage. Fees are billed in accordance with the Limited Partnership Agreement ("LPA") and are either billed semi-annually or quarterly in advance or arrears.

Carried interest

The Group receives a share of fund profits through its holdings in Founder Partnerships as variable consideration dependent on the level of fund returns. The entitlement to carried interest and the amount is determined by the level of accumulated profits exceeding an agreed threshold (the "hurdle") over the life-time of each fund. The carried interest income is recognised when the performance obligations are expected to be met.

Income is only recognised to the extent it is highly probable that there would not be a significant reversal of any accumulated revenue recognised on the completion of a fund. The reversal risk due to uncertainty of future fund performance is managed through the application of discounts. This is explained further within note 3.

The carried interest receivable represents a contract asset under IFRS 15 "Revenue from contracts with customers". Amounts are typically presented as non-current assets unless they are expected to be received within the next 12 months.

The Group applies the simplified approach for measuring impairment of the contract asset and the practical expedient permitted by IFRS 9 "Financial instruments".

Investment income

Investment income consists primarily of changes in fair value of the Group's investments in private equity and credit funds. Details of the valuation of such investments is explained further within note 3.

Other operating income

Other operating income includes fees and commissions receivable by the Group's procurement consulting business, PEPCO Services LLP. Amounts payable to sub-contractors who contribute to the provision of services are presented within other operating expenses. Amounts are recognised in the income statement on an accruals basis.

(e) Deferred acquisition costs

Professional costs, particularly legal and other advisor costs, are incurred when raising a new fund. The LPA of each fund dictates the aggregate expense that can be recharged to the fund investors on the close of a new fund. Costs in excess of the Cap and any/all fees paid to placement agents are capitalised as a non-current asset. The benefit of the cost is primarily considered to be attributable to the period when the primary fund investment activity is carried out. Therefore, the useful life of the asset is the commitment period for the fund. A useful life of three years is used, being the shortest likely commitment period, but is typically between three and five years.

(f) EBITDA

EBITDA means earnings before interest, taxes, depreciation and amortisation. It is used to provide an overview of the profitability of the Group's business and segments. Underlying EBITDA is calculated by deducting exceptional items within EBITDA.

EBITDA and Underlying EBITDA are alternative performance measures and non-IFRS measures.

The Group uses Underlying EBITDA as exceptional income or expenditure could distort an understanding of the performance of the Group. Details of exceptional costs are set out in note 8.

(g) Personnel benefits

Short-term employee benefits

Short-term employee benefits, which include employee salaries and bonuses, are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Accumulating holiday balances are accrued at each period end if an employee's entitlement is not used in full.

Long-term employee benefits

Long-term employee benefits, which are those that are not expected to be settled wholly before 12 months after the period end in which the employee renders the service that gives rise to the benefit, include certain long-term bonuses. An expense is recognised over the period in which the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution pensions

Amounts payable in respect of employers' contributions to the Group's defined contribution pension scheme are recognised as employee expenses as incurred. The assets of the scheme are held separately from those of the Group in an independently administered fund.

(h) Leases

The Group has adopted IFRS 16 "Leases" with effect from 1 January 2018 and uses the modified retrospective approach to transition utilising certain practical expedients outlined in the standard, notably the exclusion of low value and short-term leases (less than 12 months).

Leases for office premises

The Group has applied IFRS 16 Leases where the Group has control of an asset under a lease contract for a period of more than 12 months. Such contracts represent leases of office premises where the Group is a tenant.

Assets are recorded initially at cost and depreciated on a straight-line basis over shorter of the lease term or the estimated useful life. Cost is defined as the lease liabilities recognised plus any initial costs and dilapidations provisions less any incentives received. The right-to-use assets are depreciated during the lease term, generally 5 to 15 years. Right-to-use assets are included within property, plant and equipment in the balance sheet.

The lease liability is initially measured at the net present value of future lease payments that are not paid at the commencement date discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate ("IBR"). Generally, the Group uses its IBR as the discount rate as the implicit rate is not readily determinable for the rented office premises. The lease liability is subsequently measured at amortised cost using the effective interest method.

Lease payments due within the next 12 months are recognised within current liabilities, payments due after 12 months are recognised within non-current payables.

Group as lessor

Where the Group acts as an intermediate lessor by entering into a subletting agreement and has transferred substantially all the risks and rewards incidental to ownership of the underlying asset, the Group accounts for these subleases as finance leases under IFRS 16 Leases. Such contracts represent subleases of office premises.

At commencement of the lease term, the Group derecognises the right-of-use asset relating to the head lease and recognises the net investments in the sublease as a receivable. The difference between the right-of-use asset and the net investment is in the sublease is recognised in profit and loss. The Group uses the IBR used for the head lease to measure the net investment in the lease (adjusted for any initial direct costs associated with the sublease). During the term of the sublease, the Group recognises both finance income on the sublease and finance expense on the head lease.

The Group applies the simplified approach for measuring impairment of lease receivables and the practical expedient permitted by IFRS 9 "Financial instruments".

Short-term leases and leases of low value assets

The Group has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term within operating expenses.

(i) Finance income and finance expenses

Finance income comprises interest earned on cash deposited with bank balances and finance income on sublease agreements. Finance expense comprises interest on interest-bearing liabilities and finance expense on lease liabilities.

Recurring fees and charges levied on committed bank facilities are charged to the Income Statement as accrued. Credit facility arrangement fees are capitalised and amortised to the Income Statement using the effective interest method over the term of the facility.

Interest income and expense is recognised using the effective interest method. The calculation includes all fees and points paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs, and all other premiums and discounts.

(j) Exceptional items

Items of income and expense that are material by size and/or nature, are not considered to be incurred in the normal course of business and are not expected to reoccur are classified as 'exceptional' within the income statement and disclosed separately to give a clearer presentation of the Group's results.

(k) Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current tax

Current tax is the amount of corporation tax payable in respect of the taxable profit for the period or prior period. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. These timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements.

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions.

Unrelieved tax losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Current or deferred taxation assets and liabilities are not discounted.

(l) Property, Plant and Equipment

Property, plant and equipment are stated at cost less accumulated depreciation and any provision for impairment.

The cost includes the purchase price as well as expenditure directly attributable to put the asset in place and order to be used in accordance with the purpose of the acquisition.

Assets are depreciated so as to write off their cost, on a straight-line basis, over their estimated useful lives as follows:

Asset class	Depreciation rate
Motor Vehicles	5 years
Computers, Furniture and Other	3 to 5 years
Leasehold Improvements	Over the shorter of their useful economic life or the lease term

The carrying amount of any assets that are impaired is recognised within the Income Statement and reversed if there are indications that the need for impairment is no longer present. The carrying amount of an item of property, plant and equipment is derecognised from the balance sheet at disposal or when no future economic benefits are expected from the use or disposal of the asset. The depreciation is included within 'Depreciation and Amortisation' within the Income Statement.

(m) Intangible assets

Intangible assets, which constitute acquired customer relationship assets acquired from a business combination, are stated at cost less accumulated amortisation and accumulated impairment losses.

Intangible assets are annually assessed for impairment when there are indicators of impairment.

Amortisation is calculated, using the straight-line method, to allocate the depreciable amount of the assets to their residual values over their estimate useful lives. The amortisation is included within 'Depreciation and Amortisation' within the Income Statement.

(n) Business combinations and goodwill

Business combinations of subsidiaries and businesses are accounted for by applying the acquisition method. The cost of a business combination is the fair value of the consideration given, liabilities incurred or assumed and of equity instruments issued. Costs attributable to the business combination are expensed in the Income Statement. Where control is achieved in stages the cost is the consideration at the date of each transaction.

On acquisition of a business, fair values are attributed to the identifiable assets, liabilities and contingent liabilities. Intangible assets are only recognised separately from goodwill where they are separable and arise from contractual or other legal rights. Where the fair value of contingent liabilities cannot be reliably measured they are disclosed on the same basis as other contingent liabilities.

Contingent consideration is recognised at the acquisition date. It is classified as a financial liability and subsequently remeasured to fair value, with changes in fair value recognised in the Income Statement.

Goodwill recognised represents the excess of the fair value of the purchase consideration over the fair values to the group's interest in the identifiable net assets, liabilities and contingent liabilities acquired.

Goodwill is assessed for impairment annually or more frequently if events or changes in circumstances indicate potential impairment loss. Any identified impairment is charged to the income statement. No reversals of impairment are recognised. Intangible assets are annually assessed for impairment when there are indicators of impairment. Impairment triggers could include the loss of a fund management contract or a failure to raise a new fund.

(o) Financial instruments

Financial assets

The Group's financial assets consist of investments in funds, investments made by Collateralised Loan Obligations ("CLOs") consolidated by the Group, accounts receivable and other receivables and cash and cash equivalents.

Recognition

A financial asset is recognised when the Group becomes party to the contractual provisions of the instrument.

Classification and measurement

A financial asset is initially classified into one of three measurement categories. The classification depends on how the asset is managed (business model) and the characteristics of the assets contractual cash flows. The measurement categories for financial assets are as follows:

- Fair value through profit or loss
- Fair value through other comprehensive income
- Amortised cost

Financial assets must be measured through profit and loss unless they are measured at amortised cost or through other comprehensive income. The Group's investments in funds and investments in CLOs are measured at fair value through profit and loss such as assets held for investment returns.

Financial assets measured at fair value through other comprehensive income include derivative instruments used for hedging foreign exchange, that qualify for hedge accounting. Derivatives that do not qualify for hedge accounting are measured at fair value though profit and loss.

Financial assets are measured at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Group's trade and other receivables are recognised initially measured at transaction cost. They are short-term receivables/payables relating to non-financing transactions and are therefore subsequently measured at amortised cost using the effective interest method less loss allowance.

Receivables due in greater that one year are initially discounted to their present value using an equivalent rate of interest that would be due on borrowings. The discount is released over time to the Income Statement.

Derecognition

A financial asset is derecognised when the contractual rights to the cash flows from the asset expire, or when the Group transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

Impairment

Expected credit losses are calculated on financial assets measured at amortised cost and are recognised within the profit and loss account. For trade and other receivables, the Group applies the simplified approach and the practical expedient permitted by IFRS 9 "Financial Instruments" to apply a provision matrix that is based on its historic default rates over the expected life of the short-term receivables.

Financial liabilities

Financial liabilities, with the exception of financial liabilities at or designated at fair value through profit or loss, are initially recognised at fair value, net of transaction costs, and subsequently measured at amortised cost using the effective interest rate method, with interest expense recognised on an effective yield basis.

Liabilities of CLOs consolidated by the Group are designated as financial liabilities measured at fair value through profit or loss. Financial liabilities at fair value through profit or loss related to CLOs are initially recognised and subsequently measured at fair value on a recurring basis with gains or losses arising from changes in fair value recognised through the fair value remeasurements of investments line within the income statement along with interest paid on the CLO financial liabilities.

Amounts payable for purchases of CLO assets awaiting settlement are recognised at the point at which the CLO has a contractual obligation to exchange cash.

Deferred contingent consideration payable relating to business combinations is measured at fair value through profit and loss.

Borrowings are initially recognised at the amount of cash received from the bank, less separately incurred transaction costs. They are measured subsequently at amortised cost using the effective interest rate method.

All of the Group's other financial liabilities are measured at amortised cost using the effective interest rate method.

The Group derecognises financial liabilities when the Group's obligations are discharged, cancelled or expired.

Derivative instruments and hedge accounting

Derivative financial instruments are initially measured at fair value on the date on which the derivative contract is entered into and are subsequently measured at fair value at each reporting date.

The Group has designated the derivatives as cash flow hedges. The effective portion of the gain or loss on the hedging instrument is recognised in the Statement of Changes in Equity in the cash flow hedge reserve within

equity while any ineffective portion is recognised immediately in the Income Statement as gain/loss on cash flow hedge within operating expenses. Derivatives are carried as assets when the fair value is positive and as a liability when fair value is negative. The fair value of the forward currency contracts is calculated by reference to the market for forward contracts with similar maturities. Amounts recognised in the Statement of Comprehensive Income are transferred to the Income Statement when the hedged transaction affects profit or loss, such as when the hedged cash flow occurs. Fair value movements from derivatives that are not cash flow hedges are recognised in the Income Statement.

Where hedging relates to management fees earned in foreign currencies, the profit or loss on settlement is recognised together with the management fees in the Income Statement.

(p) Investments in associates

Associates are entities in which the Group has an investment and over which it has significant influence, but not control, through participation in the financial and operating policy decisions. Such entities are in funds or carried interest partnerships where the Group holds more than a 20% interest in the entity. The Group initially records the investment at the fair value of the investment. The Group's income statement reflects its share of the entities' profit or loss. The balance sheet records the Group's share of the net assets of the entity.

(q) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and call deposits, held at call with banks.

CLO cash is cash held by CLO vehicles consolidated by the Group and is not available for the Group's other operating activities.

(r) Dividends

Dividends and other distributions to the Company's shareholders are recognised in the period in which the dividends and other distributions are approved by the shareholders. These amounts are recognised in the Statement of Changes in Equity.

(s) Own shares

Own shares are recorded by the Group when ordinary shares are purchased through the Employee Share Ownership Trust ("**ESOT**"). The ESOT, being Atlantic SAV Limited and Atlantic SAV 2 Limited, are special purpose vehicles, with the purpose of purchasing and holding shares from leavers. The ESOT is consolidated within the historical financial information. Own shares are held at cost and their purchase reduces the Group's net assets by the amount spent. They are recognised as a deduction to the profit and loss reserve. When shares are sold, they are transferred at their weighted average cost. No gain or loss is recognised on the purchase, sale, issue or cancellation of the Company's own shares.

3 Critical judgements in the application of accounting policies and key sources of estimation uncertainty

The key sources of estimation uncertainty at the reporting date, that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are summarised below.

(a) Judgements

Consolidation of fund investments

The directors have considered whether the Group should consolidate investments in funds into the results of the Group. Control is determined by the extent of decision-making authority, rights held by other parties, remuneration and exposure to returns.

The directors have assessed the legal nature of the relationships between the Group, the relevant fund and fund investors and have determined that as the manager, the Group has the power to influence the returns generated by the fund, but the Group's interests typically represent only a small proportion of the total capital within each fund (c. 2% of commitments). The directors have therefore concluded that the Group acts as an agent, which is primarily engaged to act on behalf, and for the benefit, of the fund investors rather than act for its own benefit.

Where the Group holds an interest that is greater than 20% the Group is considered to have significant influence, but not control through participation in the financial and operating policy decisions. This includes the

Group's investment in Bridgepoint Credit "C" II LP, where the Group has a commitment of 27% in the fund. Details of the associate are set out within note 28(d).

Returns from the Group's investments in Bridgepoint funds, including those considered associates, are accordingly measured at fair value through profit or loss as operating income within the Income Statement.

Consolidation of CLOs

The Group consolidates Bridgepoint CLO I DAC ("**CLO I**") and the warehoused vehicle for CLO II DAC ("CLO II") as it is considered to have both the power, as the asset manager to impact the returns of the vehicles, and exposure to variable returns from its involvement as an investor in the subordinated notes. The subordinated notes are the tranche that is most exposed to the risk of portfolio assets failing to pay as they are the first to absorb any losses. The Group holds the majority of the subordinated notes in both vehicles. The directors have therefore concluded that the Group is principal and should consolidate.

The assets and liabilities of the CLO are held within separate legal entities and, as a result, the liabilities of the CLO are non-recourse to the Group. The consolidation of the CLOs has a significant gross-up on the Group's assets and liabilities, which are shown gross on the face of the Balance Sheet and Cash Flow as separate lines but has no net effect on the profit or loss, cash flows or net assets.

Details of the assets and liabilities are included in note 17 and 18.

Consolidation of Carried Interest Partnerships

As a fund manager to its Private Equity and Credit Funds, the Group participates in Carried Interest Partnerships ("**CIPs**"), the participants of which are the Group, certain of the Group's employees and others connected to the underlying fund. These vehicles have two purposes: 1) to facilitate payments of carried interest from the fund to carried interest participants, and 2) to facilitate individual co-investment into the funds.

The directors have undertaken a control assessment of each CIP in accordance with IFRS10 "Consolidation" to consider whether they should consolidate the CIP.

The directors have considered the legal nature of the relationships between the relevant fund, the CIPs and the CIP participants and have determined that the power to control the CIPs (which are entitled to the carried interest from the funds) ultimately resides with the fund investors and that the Group is therefore an agent and not a principal.

This is because the purpose and design of the CIPs and the carry rights in the fund are determined at the outset by the fund's LPA which requires investor agreement and reflects investor expectations to incentivise individuals to enhance performance of the underlying fund. The Group does not primarily benefit as its principal revenue stream is management fees based on commitments or invested capital. While the Group has some power over the Adjudication Committees of the CIPs, these powers are limited and represent the best interests of all carried interest holders collectively and hence, these are assessed to be on behalf of the fund investors.

The directors have assessed the payments and the returns the carried interest holders make and receive from their investment in carried interest and have considered whether those carried interest holders who are also employees of the Group were providing a service for the benefit of the Group or the investors in the fund. The directors have concluded that the carried interest represents a separate relationship between the fund investors and the individual employees and that the carried interest represents an investment requiring the individuals to put their own capital at risk and that, after an initial vesting period, continued rights to returns from the investment is not dictated by continuation of employment.

In addition the directors have also considered the variability of returns for all CIPs that currently have value under IFRS 15 and in doing so have determined that the Group is exposed to limited variable returns in the range 5-25% with the main beneficiaries of the CIP variable returns being the other participants. The directors concluded that the CIPs are not controlled by the Group and therefore should not be consolidated.

Where the Group has a share of 20% or more of the rights to the carried interest, the Group is considered to have significant influence. Accordingly, the BDC III carry scheme, where the Group holds an interest of 25%, is considered an associate. Details of the associate are set out within note 28(d).

The gross value (under IFRS 15 "Revenue from Contracts and Customers") of the carried interest earned by participants in the CIPs which is not included in the Group's Income Statement totalled £247m, £178m and £205m in each of the years ended 31 December 2020, 2019 and 2018.

(b) Estimates

Recognition and measurement of carried interest revenue

Carried interest revenue is only recognised to the extent it is highly probable that there would not be a significant reversal of any accumulated revenue recognised on the completion of a fund.

In determining the amount of revenue to be recognised the Group is required to make assumptions and estimates when determining (i) whether or not revenue should be recognised and (ii) the timing and measurement of such amounts.

The Group base their assessment on the best available information pertaining to the funds and the activity of the underlying assets within that fund. This includes the current fund valuation and internal forecasts on the expected timing and disposal of fund assets.

For private equity funds, the reversal risk is managed through the application of discounts of 30 to 50 per cent to the fair values of unrealised investments where the realised and unrealised valuation of a fund exceeds the relevant carried interest hurdle.

For credit funds, which are more sensitive to the performance of individual investments within the portfolio, only funds that have either reached their hurdle or are expected to do so imminently are modelled on the same basis.

The discount applied for each fund depends on the specific circumstances of each fund, taking into account diversity of assets, whether there has been a recent market correction (and whether this has been already factored into the valuation of the fund) and the expected average remaining holding period. The level of discounts applied are reassessed annually.

A sensitivity analysis on the impact of a change in the fair value of unrealised investments has been included in note 5.

Valuation of fund investments at fair value

Fund investments at fair value consist of investments in private equity and credit funds. The investments are fair valued using the net asset value of each fund, determined by the Manager. These funds are invested into direct and indirect equity and debt investments.

Portfolio assets within each fund are stated at fair value as determined in good faith by the Manager in accordance with the terms of the LPA of each fund and the International Private Equity and Venture Capital Valuation Guidelines ("IPEV") and are reviewed and approved by the relevant Bridgepoint Valuation Committee. The valuations provided by the Managers typically reflect the fair value of the Group's proportionate share of capital account balance of each investment as at the reporting date or the latest available date.

The market approach is typically used for the valuation of the assets. This comprises valuation techniques such as market comparable companies and multiple techniques. A market comparable approach uses quoted market prices or third-party quotes for similar instruments to determine the fair value of a financial asset. A multiple approach can be used in the valuation of less liquid securities, which typically form the majority of assets within a private equity or credit fund.

Comparable companies and multiple techniques assume that the valuation of unquoted direct investments can be assessed by comparing performance measure multiples of similar quoted assets for which observable market prices are readily available. Comparable public companies are selected based on factors such as industry, size, stage of development and strategy. The most appropriate performance measure for determining the valuation of the relevant investment is selected (which may include EBITDA, price/earning ratios for earnings or price/book ratios for book values). Trading multiples for each comparable company identified are calculated by dividing the value of the comparable company by the defined performance measure. The relevant trading multiples might be subject to adjustment for general qualitative differences such as liquidity, growth rate or quality of customer base between the valued direct investment and the group of comparable companies. The indicated fair value of the direct investment is determined by applying the relevant adjusted trading multiple to the identified performance measure of the valued company.

Where available, valuation techniques use market-observable assumptions and inputs. If such information is not available, inputs may be derived by reference to similar assets and active markets, from recent prices for comparable transactions or from other observable market data. When measuring fair value, the Manager selects the non-market-observable inputs to be used in its valuation techniques based on a combination of historical experience, deviation of input levels based upon similar investments with observable price levels and knowledge of current market conditions and valuation approaches.

Within its valuation techniques the Manager typically uses different unobservable input factors. Significant unobservable inputs include EBITDA multiples (based on budget/forward-looking EBITDA or historical EBITDA of the issuer and EBITDA multiples of comparable listed companies for an equivalent period), discount rates, price/earnings ratios and enterprise value/sales multiples. The Manager also considers the original transaction prices, recent transactions in the same or similar instruments and completed third party transactions in comparable instruments and adjusts the model as deemed necessary.

Debt instruments may be quoted or subject to the availability of prices from independent loan pricing sources.

Due to the level of unobservable inputs within the determination of the valuation of individual assets within each fund, and no observable price for each investment in a fund, fund investments at fair value are classified as level 3 financial assets under IFRS 13 "Fair Value Measurement".

A sensitivity analysis of the impact of a change in the fair value of fund investments is included within note 20(a).

Valuation of CLO assets and liabilities

The loan asset portfolios of the consolidated CLO vehicles are valued using observable inputs such as recently executed transaction prices in securities of the issuer or comparable issuers and from independent loan pricing sources. To the extent that the significant inputs are observable, the Group categorises these investments as Level 2.

CLO investments in debt instruments are classified as level 2 financial assets under IFRS 13 "Fair Value Measurement" on the basis that the prices have been corroborated externally.

The liabilities are also fair valued through profit or loss, the value of which is not observable and are classified as level 3 financial liabilities under IFRS 13 "Fair Value Measurement". A sensitivity analysis has been included within note 20(f).

Measurement of deferred contingent consideration payable

Under the sale and purchase agreement for EQT AB's Credit business ("**EQT Credit**") the Group has an obligation to settle an amount of deferred contingent consideration on the completion of fundraising for Bridgepoint Direct Lending III and Bridgepoint Credit Opportunities IV. Both processes are expected to complete in 2022. The amount payable has been based upon management's current best estimate of each fundraising.

A sensitivity analysis has been included within note 18(b).

Measurement of the intangible assets, useful lives and impairment

A customer relationship asset was recognised following the Group's acquisition in October 2020 of EQT Credit to reflect the value of current investor relationships to the Group in the future.

At the time of the acquisition, the cost of the acquired customer relationship was measured at fair value by discounting estimated contractual future cash flows over a period in which the customer was expected to remain invested within the Group's funds. Key assumptions in the model included forecast earnings for 2021 to 2025, a growth rate applied from 2025 onwards, which was based upon the long-term operating plan for the business, a investor reinvestment rate from one fund to another and a discount rate of 10.5%, which was calculated by using comparable company information.

The useful life of the intangible assets arising from this transaction have been determined as 7 years, which represents the period over which the net present value of cash flows from the acquired customer relationships reduce to nil.

The customer relationship asset is assessed for impairment when there are indicators of impairment. Such indicators would include fundraising lower than targets. No impairment has been identified.

Goodwill is assessed for impairment annually or more frequently if events or changes in circumstances indicate potential impairment loss. Goodwill arose from the acquisition of EQT Credit. Due to the proximity to the date of acquisition and performance since acquisition, the directors have concluded that the goodwill relating to the acquisition is not impaired. In order to validate this, a value-in-use forecast has been prepared by management to compare the forecast of the Credit business segment to the carrying amount of the goodwill. Key assumptions in the forecast include forecast earnings for 2021 to 2033, including new fundraising, and a discount rate of 10.5%, which was calculated by using comparable company information.

A sensitivity analysis of the intangible asset and goodwill impairment has been included within note 14.

4 Operating segments

At each of the period ends, the Board of directors of Bridgepoint Advisers Group Limited, acted as the chief operating decision-maker of the Group. The Group is divided into operating segments based on how the Board reviews and evaluates the operation and performance of the business. The operating segments correspond to the internal reporting used to assess performance and to allocate resources.

The Group's operations are divided into two groups, the Core business, consisting of the Private Equity and Credit fund management and associated central support, and Other. Other includes the Group's procurement consulting business, PEPCO Services LLP, and costs relating to strategic projects.

The Group's core operations are divided into two business segments: Private Equity and Credit. The operations of both business segments consist of providing investment management services to the respective funds and their investors. The investment management services comprise of identification and structuring of new investments, the monitoring of investments and the sale and exit from investments. The two business segments are supported by the Central support functions which include investor relations, head office, finance, human resources, IT and marketing. Together the Private Equity, Credit and Central segments form the Core business.

Segmental Income Statement analysis

The Board assesses the operating segments based on the line items below, primarily on operating income and operating profit.

The EBITDA for each segment (the segment result), together with depreciation and amortisation and net finance cost forms Profit before Tax. Depreciation, net finance costs and exceptional costs are not allocated to operating segments and is included in the Group total. Foreign exchange gains/losses are allocated to Central.

	Private Equity	Credit	Central	Total Core	Total Other	Total Group
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Year ended 31 December 2018						
Management fees	115,775	62	—	115,837	1,530	117,367
Carried interest	4,768	—	—	4,768	—	4,768
Fair value remeasurement of investments	20,815	—	—	20,815	—	20,815
Other operating income	747	—	—	747	1,114	1,861
Total operating income	142,105	62	—	142,167	2,644	144,811
Personnel expenses	(58,092)	(4,654)	(16,196)	(78,942)	(729)	(79,671)
Other operating expenses	(6,483)	(2,344)	(14,465)	(23,292)	(106)	(23,398)
Foreign exchange	—	—	1,524	1,524	—	1,524
EBITDA (excluding exceptional costs)	77,530	(6,936)	(29,137)	41,457	1,809	43,266
Exceptional costs						(24,083)
EBITDA (including exceptional costs)						19,183
Depreciation and amortisation						(6,765)
Net finance income						123
Profit before income tax						12,541

	Private Equity	Credit	Central	Total Core	Total Other	Total Group
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Year ended 31 December 2019						
Management fees	140,493	1,369	—	141,862	2,031	143,893
Carried interest	9,582	—	—	9,582	—	9,582
Fair value remeasurement of investments	14,467	—	—	14,467	—	14,467
Other operating income	464	—	—	464	1,430	1,895
Total operating income	165,006	1,369	—	166,375	3,461	169,837
Personnel expenses	(58,330)	(5,159)	(22,980)	(86,469)	(2,413)	(88,882)
Other operating expenses	(12,196)	(2,399)	(12,461)	(27,056)	(716)	(27,772)
Foreign exchange	—	—	(58)	(58)	—	(58)
EBITDA (excluding exceptional costs)	94,480	(6,189)	(35,499)	52,792	332	53,125
Exceptional costs						—
EBITDA (including exceptional costs)						53,125
Depreciation and amortisation						(7,757)
Net finance income						2,109
Profit before income tax						47,477

	Private Equity	Credit	Central	Total Core	Total Other	Total Group
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Year ended 31 December 2020						
Management fees	136,578	10,231	—	146,809	1,815	148,624
Carried interest	12,917	—	—	12,917	—	12,917
Fair value remeasurement of investments	25,343	4,054	—	29,397	—	29,397
Other operating income	220	—	—	220	653	873
Total operating income	175,058	14,285	—	189,343	2,468	191,811
Personnel expenses	(55,515)	(11,898)	(27,673)	(95,086)	(1,174)	(96,260)
Other operating expenses	(11,073)	(2,527)	(15,228)	(28,828)	(419)	(29,247)
Foreign exchange	—	—	(229)	(229)	—	(229)
EBITDA (excluding exceptional costs)	108,470	(140)	(43,130)	65,200	875	66,075
Exceptional costs						(7,377)
EBITDA (including exceptional costs)						58,698
Depreciation and amortisation						(8,809)
Net finance income						(1,413)
Profit before income tax						48,476

	Private Equity	Credit	Central	Total Core	Total Other	Total Group
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Three month period ended 31 March 2020 (unaudited)						
Management fees	34,159	669	—	34,828	557	35,385
Carried interest	614	—	—	614	—	614
Fair value remeasurement of investments	(7,934)	—	—	(7,934)	—	(7,934)
Other operating income	—	—	—	—	380	380
Total operating income	26,839	669	—	27,508	937	28,445
Personnel expenses	(9,484)	(1,512)	(8,782)	(19,778)	(738)	(20,516)
Other operating expenses	(2,626)	(472)	(3,689)	(6,787)	(301)	(7,088)
Foreign exchange	—	—	(1,323)	(1,323)	—	(1,323)
EBITDA (excluding exceptional costs)	14,729	(1,315)	(13,794)	(380)	(102)	(482)
Depreciation and amortisation						(2,006)
Exceptional costs						—
EBITDA (including exceptional costs)						(2,488)
Net finance cost						1,260
Profit before income tax						(1,228)

	Private Equity	Credit	Central	Total Core	Total Other	Total Group
	£ 000	£ 000	£ 000	£ 000	£ 000	£ 000
Three month period ended 31 March 2021						
Management fees	38,996	8,850	—	47,846	211	48,057
Carried interest	(681)	—	—	(681)	—	(681)
Fair value remeasurement of investments	12,979	632	—	13,611	—	13,611
Other operating income	20	—	—	20	363	383
Total operating income	51,314	9,482	—	60,796	574	61,370
Personnel expenses	(14,936)	(5,758)	(6,757)	(27,451)	(300)	(27,751)
Other operating expenses	(3,420)	(2,284)	(1,415)	(7,119)	(45)	(7,164)
Foreign exchange	—	—	1,199	1,199	—	1,199
EBITDA (excluding exceptional costs)	32,958	1,440	(6,973)	27,425	229	27,654
Depreciation and amortisation						(3,181)
Exceptional costs						—
EBITDA (including exceptional items)						24,473
Net finance cost						(3,133)
Profit before income tax						21,340

Geographical analysis

The Group's operating results cannot be analysed in a meaningful way because the Group's revenues from the provision of fund management services cannot be split by geographical areas as the management fees, carried interest and investment returns are derived from the domicile of the fund, the General Partner, CIP and Manager whereas the Group's investors are located in multiple jurisdictions, whereas the Group's operating expenses are incurred in the locations where the Group has offices.

Assets and liabilities analysis

The Group's balance sheet is managed as single unit rather than by segment. The only distinction for the business segments relates to the Group's investments in funds and the carried interest receivable, which can be split between private equity and credit (split between attributable to the Group and third party investors).

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Investments:				
Private equity	125,497	157,475	188,772	186,105
Credit (assets attributable to the Group)	86,363	48,604	64,191	67,851
Credit (CLO assets attributable to third party investors)	—	—	252,982	359,571
Total investments	211,860	206,079	505,945	613,527
Carried interest receivable:				
Private equity	17,757	13,002	24,929	23,933
Credit	—	—	2,986	3,151
Total carried interest receivable	17,757	13,002	27,915	27,084

5 Operating income

Operating income primarily comprises management fees, carried interest income and investment profits from the management of and investment in private equity and credit fund partnerships.

Management fees

Management fees are recognised over time over the life of each fund, generally 10 – 12 years, occasionally subject to an extension, if agreed with the investors of that fund.

Management fees are based on an agreed percentage of either committed or invested money, depending on the fund. Fees are billed in accordance with the LPA and are either billed semi-annually or quarterly in advance or arrears. Management fees are variable fee revenue streams.

Management fees are presented net of the profit or loss impact of the settlement of foreign exchange hedging used to limit the volatility of foreign exchange on fees earned in euros.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Gross management fees	122,130	146,002	147,997	34,403	48,163
Settlement of FX hedges	(4,763)	(2,109)	627	982	(106)
Management fees	117,367	143,893	148,624	35,385	48,057

Carried interest

The Group receives a share of fund profits through its holdings in Carried Interest Partnerships as variable consideration dependent on the level of fund returns. The entitlement to carried interest and the amount is determined by the level of accumulated profits exceeding an agreed threshold (the "hurdle") over the life-time of each fund. Further detail on the estimation of the income is set out in note 3.

Carried interest income is presented net of the revaluation for foreign exchange of the underlying carrying value of the asset.

The amount of carried interest recognised in operating income and the carrying value of the related asset is sensitive to the fair value of unrealised investment within each fund. The reversal risk in carried interest income, which is accounted for under IFRS 15 'Revenue from contracts with customers,' is managed through the application of discounts of 30 to 50 per cent to the fair value of the fund investments and the later recognition of carried interest relating to credit funds.

If the fair value of unrealised investments of each relevant fund had been higher/lower at each period end, the impact on carried interest income in each period is shown in the table below.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000	£ 000
Carried interest income:					
10% lower value of unrealised assets	(1,188)	(1,073)	(2,904)	(986)	(1,005)
10% higher value of unrealised assets	2,652	3,889	2,894	986	1,001

Note 20 (a) includes a sensitivity analysis for co-investment valuations and the impact on profit or loss.

Investment income

Investment income consists of net changes in the fair value of the Group's investments in private equity and credit funds.

It also includes the remeasurement of the fair value of investments in CLOs which are fully consolidated by the Group. The CLO investment expense is the amount of investment income due to third party note holders who have invested in the CLOs.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000	£ 000
CLO investment income	—	—	3,294	—	3,275
CLO investment expense	—	—	(2,825)	—	(2,553)
CLO investment income, net	—	—	469	—	722

Other operating income

Other income includes fees and commissions receivable by the Group's procurement consulting business, PEPCO Services LLP.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Other operating income	3,092	2,879	1,748	571	480
Commissions payable	(1,231)	(984)	(875)	(191)	(97)
Total other operating income	1,861	1,895	873	380	383

6 Personnel expenses

Aggregate personnel expenses (including directors' remuneration) in each period were as follows:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Wages and bonuses	74,694	70,128	76,325	17,983	22,025
Social security costs	10,639	11,270	11,943	813	3,590
Pension	1,194	1,374	1,530	334	448
Other employee expense	4,920	6,110	6,462	1,386	1,688
Total	91,447	88,882	96,260	20,516	27,751

The costs in 2018 include one-off bonuses payable of £11.8m following the group reconstruction and admission of a third party investor into Bridgepoint Group Holdings Limited (see note 8 for further detail).

The Group operates a defined contributions pension scheme for its directors and employees. The assets of the scheme are held separately from those of the Group in an independently administered fund. The scheme is a non-contributory scheme but does permit employee contributions. The pension cost charge for the year has been shown as part of the employee costs above.

Other employee costs include insurance, healthcare, training and recruitment costs.

Certain employees, former employees (including directors), and other participants, invest in CIPs and are entitled to carried interest from the underlying funds managed by the Group. The carried interest represents an investment requiring the participants to put their own capital at risk and the participants who invest in these CIPs pay market value for their interests at the time of investment

Amounts become payable to the carried interest participants over time if and when, specified performance targets are ultimately realised in cash by the funds and paid to the CIPs. The amounts paid to employees, former employees and other participants who had invested in the carried interest, aside from the Group, was £41m, £494m and £56m in each of the years ended 31 December 2020, 2019 and 2018. As the CIPs which are entitled to the carried interest are not consolidated, the amounts of carried interest paid to other participants are not included within the Group's Income Statement.

Staff numbers

The monthly average number of persons, including directors, employed by the Group during the year split by geography was as follows:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	No.	No.	No.	No. Unaudited	No.
UK	143	159	171	170	209
Other staff	95	121	145	132	155
Total	238	280	316	302	364

7 Other expenses

Other expenses include fees paid to the auditors for the audit and other fees for other services.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Audit fees					
—Fees payable to the Company's auditor and its associates for the audit of the financial statements of the subsidiaries	385	330	362	—	454
—Fees payable to the Company's auditor for the audit of the Company's financial statements	18	7	38	—	—
—Audit related services	20	20	20		
Other fees paid to auditors					
—Tax advisory services	29	120	—	—	—
—Tax compliance services	71	82	104	—	—
—Other services	270	—	1,583	55	101

The auditors of the Group also provide services to Bridgepoint funds, which are not consolidated by the Group.

Audit and tax compliance fees payable for the three months to 31 March 2020 and 31 March 2021 do not include accruals for the full year audit. They are stated only where a fee is payable for the period.

Other than the fees payable to the auditor for the audit of the three months ended 31 March 2021, the Group's auditor has provided admission related services. These are not disclosed in the above as the services had not been engaged at that point.

Other services paid to auditors includes HR related services and in 2020 due diligence in relation to the acquisition of EQT Credit.

8 Exceptional items

The amounts shown in the table below have been recognised separately as exceptional where the income or expenditure is material, is not considered to be incurred in the normal course of business, are non-recurring and without disclosure could distort an understanding of the historical financial information.

The exceptional costs in 2018 related to transaction costs and one-off bonuses payable following the group reconstruction and admission of a third-party shareholder into Bridgepoint Group Holdings Limited.

The exceptional costs in 2020 related to transaction costs incurred in relation to the acquisition of EQT Credit.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Personnel costs	11,776	—	—	—	—
Other expenses	12,307	—	7,377	—	—
Total exceptional costs	24,083	—	7,377	—	—

9 Depreciation and amortisation

The following table summarises the depreciation and amortisation charge during the period:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Depreciation on property, plant and equipment	6,765	7,757	8,236	2,006	2,423
Amortisation on intangible assets	—	—	573	—	758
Total depreciation and amortisation	6,765	7,757	8,809	2,006	3,181

10 Finance income and costs

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Other finance income	669	4,767	4,736	1,175	754
Finance income from assets under effective interest method	4,812	2,898	—	—	—
Finance income for amounts payable to related party investors in Opal Investments LP	—	—	—	861	—
Total finance income	5,481	7,665	4,736	2,036	754
Interest on bank overdrafts and borrowings	(2,000)	(2,776)	(3,142)	(291)	(1,052)
Interest expense on lease liabilities	(1,996)	(2,036)	(1,849)	(485)	(435)
Other finance costs	—	—	(180)	—	(271)
Finance expense on amounts payable to related party investors in Opal Investments LP	(1,362)	(744)	(978)	—	(2,129)
Total finance costs	(5,358)	(5,556)	(6,149)	(776)	(3,887)

The other finance income primarily relates to the unwind of discounting on the deferred proceeds receivable.

Finance income from assets under effective interest method relate to income from a portfolio of loans consolidated by the Group. See note 17(d) for further detail.

Finance income/expense on other financial liabilities represent amounts due to related party investors in the Opal Investments LP partnership under the limited partnership agreement (see note 18(d) for further detail).

11 Tax expense

(a) Tax expense

Tax charged in the Income Statement:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Current taxation					
Current tax—current year	903	2,273	1,866	490	736
Current tax—prior year	94	65	—	—	—
Total current tax expense	997	2,338	1,866	490	736
Deferred taxation					
Deferred tax—current year	9,571	2,433	33	36	1,932
Deferred tax—prior year	(1,092)	776	(1,094)	(273)	—
Total deferred taxation	8,479	3,209	(1,061)	(237)	1,932
Tax expense	9,476	5,547	805	253	2,668

(b) Reconciliation of tax expense

The tax on profit before tax is different to the standard rate of corporation tax in the UK of 19% (2019: 19%, 2018: 19%) as explained below.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Profit/(loss) before income tax	12,541	47,477	48,476	(1,228)	21,340
Tax on profit before taxation at the standard rate of corporation tax in the UK of 19% (2018, 2019, Q1 2020: 19%)	2,383	9,020	9,210	(233)	4,055
Non-taxable and non-deductible items	2,423	(11,946)	(28,735)	(7,184)	(1,060)
Deferred tax adjustments regarding management fee income and investments	1,362	3,035	4,708	3,766	202
Effect of tax rate changes	1,698	949	1,209	302	—
Effect of foreign tax rates	(175)	354	1,309	327	304
Deferred tax not recognised	2,783	3,293	14,198	3,548	(833)
Prior year adjustment	(998)	842	(1,094)	(273)	—
Total tax charge for the period	9,476	5,547	805	253	2,668

In the Spring Budget 2021, the Government announced that from 1 April 2023 the corporation tax rate will increase to 25%. Since the proposal to increase the rate to 25% had not been substantively enacted at the balance sheet dates, its effects are not included in this historical financial information. An increase from 19% to 25% would increase the net deferred tax liability by £6.0m.

(c) Tax on amounts recognised directly in other comprehensive income

Tax on amounts recognised in other comprehensive income relate to deferred tax timing differences on foreign exchange forward contracts used for hedging purposes.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Tax on amounts recognised in other comprehensive income	(527)	(1,417)	915	1,320	(2,097)

(d) Tax losses not recognised

A deferred tax asset relating to tax losses carried forward of £69.1m at 31 March 2021 and £70.0m at 31 December 2020 (2019: £45.9m, 2018: £40.5m) has not been recognised due to the uncertainty of future taxable profits against which the asset can be utilised in the foreseeable future.

12 Earnings per share

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
(Loss)/profit attributable to equity holders of the Company	(4,659)	28,901	36,481	2,647	14,448
Weighted average no. of ordinary shares for purposes of basic and diluted EPS (000)	1,191,729	3,157,516	3,148,547	3,185,500	3,148,547
Basic and diluted earnings per share (£)	(3.91)	9.15	11.59	0.83	4.59

The number of weighted average number of shares for the year ended 31 December 2018 reflects the incorporation of the Company on 2 July 2018 and the impact of the issue of additional shares in October 2018 as part of the group reconstruction. See note 23a for further details on shares. Had the shares in issue at the end of the year, following the group reconstruction, been in issue at 1 January 2018, the weighted average number of shares would have been 3,205,569 and earnings per share would have been £(1.55).

13 Property, plant and equipment

	Right of use assets	Leasehold improvements	Computers, furniture and other	Total
	£ 000	£ 000	£ 000	£ 000
Balance at 1 January 2018	49,066	5,785	6,077	60,928
Foreign exchange	—	40	1	41
Additions	3,800	1,692	1,542	7,034
Disposals	(6,767)	(1,076)	(920)	(8,763)
At 31 December 2018	46,099	6,441	6,700	59,240
Accumulated depreciation and impairment				
Balance at 1 January 2018	—	(2,900)	(4,872)	(7,772)
Foreign exchange	—	293	20	313
Depreciation	(5,220)	(768)	(777)	(6,765)
Disposals	—	770	873	1,643
At 31 December 2018	(5,220)	(2,605)	(4,756)	(12,581)
As at 31 December 2018	40,879	3,836	1,944	46,659

	Right of use assets	Leasehold improvements	Computers, furniture and other	Total
	£ 000	£ 000	£ 000	£ 000
Balance as at 1 January 2019	46,099	6,441	6,700	59,240
Foreign exchange	—	(149)	(133)	(282)
Additions	4,340	2,466	1,218	8,024
Disposals	—	(88)	—	(88)
At 31 December 2019	50,439	8,670	7,785	66,894
Accumulated depreciation and impairment				
Balance at 1 January 2019	(5,220)	(2,605)	(4,756)	(12,581)
Foreign exchange	—	54	62	116
Depreciation	(6,085)	(892)	(780)	(7,757)
Disposals	—	88	—	88
At 31 December 2019	(11,305)	(3,355)	(5,474)	(20,134)
As at 31 December 2019	39,134	5,315	2,311	46,760

	Right of use assets	Leasehold improvements	Computers, furniture and other	Total
	£ 000	£ 000	£ 000	£ 000
Balance as at 1 January 2020	50,439	8,670	7,785	66,894
Foreign exchange	—	82	91	173
Additions	—	1,149	2,086	3,235
Disposals	(261)	—	(12)	(273)
At 31 December 2020	50,178	9,901	9,950	70,029
Accumulated depreciation and impairment				
Balance at 1 January 2020	(11,305)	(3,355)	(5,474)	(20,134)
Foreign exchange	—	(24)	(44)	(68)
Depreciation	(6,264)	(899)	(1,073)	(8,236)
At 31 December 2020	(17,569)	(4,278)	(6,591)	(28,438)
As at 31 December 2020	32,609	5,623	3,359	41,591

Additions in the year ended 31 December 2020 includes £8k of the assets acquired as part of the acquisition of EQT Credit.

	Right of use assets	Leasehold improvements	Computers, furniture and other	Total
	£ 000	£ 000	£ 000	£ 000
Balance at 1 January 2021	50,178	9,901	9,950	70,029
Additions	1,763	251	65	2,079
Disposals	(21)	—	—	(21)
At 31 March 2021	51,920	10,152	10,015	72,087
Accumulated depreciation and impairment				
Balance at 1 January 2021	(17,569)	(4,278)	(6,591)	(28,438)
Depreciation	(1,607)	(433)	(383)	(2,423)
Foreign exchange	—	146	20	166
At 31 March 2021	(19,176)	(4,565)	(6,954)	(30,695)
As at 31 March 2021	32,744	5,587	3,061	41,392

14 Goodwill and intangible assets

	Goodwill	Intangibles	Total
	£ 000	£ 000	£ 000
Balance at 1 January 2020	—	—	—
Additions	105,067	21,228	126,295
At 31 December 2020	105,067	21,228	126,295
Accumulated depreciation and impairment			
Balance at 1 January 2020	—	—	—
Amortisation	—	(573)	(573)
At 31 December 2020	—	(573)	(573)
Carrying value			
Balance at 1 January 2020	—	—	—
Balance at 31 December 2020	**105,067**	**20,655**	**125,722**

	Goodwill	Intangibles	Total
	£ 000	£ 000	£ 000
Balance at 1 January 2021	105,067	21,228	126,295
At 31 March 2021	105,067	21,228	126,295
Accumulated depreciation and impairment			
Balance at 1 January 2021	—	(573)	(573)
Amortisation	—	(758)	(758)
At 31 March 2021	—	(1,331)	(1,331)
Carrying value			
Balance at 1 January 2021	105,067	20,655	125,722
Balance at 31 March 2021	105,067	19,897	124,964

The goodwill arose following the acquisition of EQT Credit in 2020. All goodwill is attributable to the Credit operating segment.

Goodwill is required to be assessed for impairment annually or more frequently if events or changes in circumstances indicate potential impairment loss. A value-in-use forecast for the Credit operating segment has been prepared to compare the forecast of the credit business to the carrying amount of the goodwill. Key assumptions in the forecast include projected earnings for 2021 to 2033, including new fundraising, and a discount rate of 10.5%. As at 31 December 2020 and March 2021, no impairment was identified. The Credit business would need to fall short of its projected profit margins by over 30% over the period 2021 to 2026 for the goodwill may be impaired.

The intangible asset represents a customer relationship asset which arose as part of the acquisition of EQT Credit.

The intangible asset was valued based on a number of assumptions. These include profit margins, size of funds, level of reinvestment/attrition in new funds and the discount rate applied to the projections. The valuation is sensitive to any number of changes to one or a combination of these assumptions. As an illustration, a +/–20% change to the level of investor reinvestment has a £6m impact on the carrying value of the intangible assets. A change of +/–5% increase in the discount rate would have an impact of £2m on the carrying value.

15 Business combinations

On 23 October 2020, the Group acquired 100% of the equity instruments in entities representing the EQT Credit fund management business and interests in certain funds and carried interest managed by EQT Credit, for initial cash consideration of £98.9m (including liabilities incurred) and a deferred element of up to €50m (£44.6m), which is payable to EQT AB based on the outcome of fundraising for certain funds. This excludes consideration paid in relation to the acquisition of the interests in funds and carried interest which has been detailed in note 16 and 17. The acquisition was undertaken to increase the scale of the Group's credit offering.

The amount of deferred consideration recorded in the opening balance sheet of £32.1m and at 31 December 2020 and 31 March 2021 is based on management's expectation of the fundraising at the acquisition date. The deferred consideration is expected to be paid in 2022. See note 18(b) for further detail.

As part of the acquisition of the EQT Credit business, the Group also acquired an interest in CLO notes in CLO I and CLO II for cash consideration of £23.6m. As the Group is considered to have both the power and has exposure to variable returns from its involvement as an investor in the subordinated notes it is required to consolidate the CLO vehicles.

The following table summarises the consideration paid by the Group, the fair value of assets acquired and liabilities assumed at the acquisition date. This excludes consideration paid in relation to the acquisition of the interests in funds and carried interest.

	Total £ 000
Fair value of assets acquired	
Tangible assets	8
Intangible assets	21,228
Cash and cash equivalents	18,040
Trade debtors	8,418
Trade creditors	(19,071)
Total identifiable EQT Credit net assets acquired	28,623
CLO assets	173,560
CLO cash	1,919
CLO liabilities	(151,853)
Total identifiable CLO net assets acquired	23,626
Deferred tax liabilities	(4,033)
Goodwill	105,067
Total purchase consideration	153,283

Goodwill arising from the acquisition is attributable to the workforce and track record of the acquired business.

Adjustments to book values arising on acquisition were principally in relation to the recognition of acquired fund management contracts as intangible assets and deferred tax liabilities in relation to the amortisation of the intangible assets and goodwill. The useful life of intangible assets is estimated to be 7 years, which represents the period over which the net present value of cash flows from the acquired investor relationships reduce to nil.

Trade debtors are recognised gross and are expected to be collected in full.

The acquisition costs of the business combination were £7.4m and have been recognised in the Income Statement as an exceptional cost.

The acquired business contributed revenues of £6.5m and profit before tax of £2m to the Group for the period from 23 October to 31 December 2020. If the acquisition had occurred on 1 January 2020, consolidated pro-forma revenue and profit before tax for the year ended 31 December 2020 would have been £34m and £12m respectively.

16 Carried interest receivable

The carried interest receivable relates to revenue which has been recognised by the Group relating to its share of fund profits through its holdings in CIPs.

Revenue is only recognised to the extent it is highly probable that the revenue recognised would not result in significant revenue reversal of any accumulated revenue recognised on the completion of a fund. The reversal risk is mitigated through the application of discounts. If adjustments to the carried interest receivable recognised in previous periods are required, they are adjusted through revenue.

A sensitivity analysis of the impact of a change in the value of unrealised fund assets is included within note 5.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Opening balance	16,059	17,757	13,002	27,915
Purchases	818	42,060	4,115	308
Income recognised in the period	2,913	10,508	12,212	—
Foreign exchange movements	167	(926)	713	(728)
Receipts of carried interest	(2,200)	(56,397)	(2,127)	(411)
Closing balance	17,757	13,002	27,915	27,084

Purchases during the year ended 31 December 2020 include the acquisition of carried interest from EQT relating to EQT Credit funds (£3.6m).

17 Financial assets

(a) Classification of financial assets

The following tables analyse the Group's assets in accordance with the categories of financial instruments in IFRS 9 Financial Instruments.

	Fair value through profit or loss	Hedging derivatives	Financial assets at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2018				
Fair value of fund investments	125,497	—	—	125,497
Investments at amortised cost	—	—	86,363	86,363
Trade and other receivables	—	—	218,387	218,387
Cash and cash equivalents	—	—	37,075	37,075
Total financial assets	125,497	—	341,825	467,322

	Fair value through profit or loss	Hedging derivatives	Financial assets at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2019				
Fair value of fund investments	206,079	—	—	206,079
Investments at amortised cost	—	—	227,285	227,285
Trade and other receivables	—	2,015	—	2,105
Cash and cash equivalents	—	—	—	12,083
Total financial assets	206,079	2,015	239,368	447,462

	Fair value through profit or loss	Hedging derivatives	Financial assets at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2020				
Fair value of fund investments	233,469	—	—	233,469
Fair value of CLO assets	272,476	—	—	272,476
Trade and other receivables	—	—	183,685	183,685
Cash and cash equivalents	—	—	42,366	42,366
CLO cash	—	—	114,750	114,750
Total financial assets	505,945	—	340,801	846,746

	Fair value through profit or loss	Hedging derivatives	Financial assets at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2021				
Fair value of fund investments	232,933	—	—	232,933
Fair value of CLO assets	380,534	—	—	380,534
Trade and other receivables	—	—	177,842	177,842
Derivative financial instruments	—	5,841	—	5,841
Cash and cash equivalents	—	—	67,762	67,762
CLO cash	—	—	59,976	59,976
Total financial assets	613,467	5,841	305,580	924,888

(b) Fair value of fund investments

Investments representing the Group's interests in private equity and credit funds are initially recognised at fair value and subsequently measured at fair value through the Income Statement within operating income.

The investments primarily consist of loans or commitments made in relation to the Bridgepoint VI, V and III private equity funds, the Bridgepoint Credit I, II, Direct Lending I, II and Credit Opportunities III funds.

The fund investments are measured at a fair value through profit or loss as the business model of each vehicle is to manage the assets and to evaluate their performance on a fair value basis.

Additions in the year ended 31 December 2020 include the acquisition of fund interests from EQT (£3.0m) in relation to EQT Credit.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Opening balance	102,078	125,497	206,079	233,469
Additions	49,843	133,999	47,908	9,914
Change in fair value	18,477	14,390	19,387	19,738
Foreign exchange movements	1,503	(10,904)	11,247	(9,769)
Receipts	(46,404)	(56,903)	(51,152)	(20,419)
Closing balance	125,497	206,079	233,469	232,933

(c) Fair value of CLO assets

The balance shown includes the gross value of the assets held by CLO I CLO II, which are consolidated by the Group, but of which the Group only holds the right and liabilities in relation to a small portion. The CLO assets are measured at fair value through profit or loss as the business model of each vehicle is to manage the assets and to evaluate their performance on a fair value basis.

	Year ended 31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Fair value of CLO assets consolidated by the Group	—	—	272,476	380,534
Fair value of CLO assets attributable to third party investors	—	—	(252,982)	(359,571)
Group's exposure to CLO assets	—	—	19,494	20,963

(d) Investments at amortised cost

Investments at amortised cost represent a portfolio of loans made to private companies measured at amortised cost using the effective interest method over the expected life. The business model of this portfolio was to hold for the sole purpose of payment of principal and interest.

An assessment for impairment considered any arrears, covenant breaches and other information available. Under the expected loss model, no impairment was recognised at 31 December 2018.

In 2019, this portfolio was transferred to a fund with external parties and the Group as investors at the net asset value.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Opening balance	48,587	86,363	—	—
Additions	57,322	34,947	—	—
Receipts	(21,486)	(121,310)	—	—
Foreign exchange movements	1,068	—	—	—
Interest receivable	872	—	—	—
Closing balance	86,363	—	—	—

There are no material differences between the investments at amortised cost and their fair value

(e) Derivative financial assets

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Derivative financial asset				
Forward contracts	—	2,015	—	5,841

The derivative financial assets relate to forward contracts that are used to hedge foreign exchange risk. Further detail on the hedging programme is set out in note 20(b).

(f) Trade and other receivables

	31 December		31 March	
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Non-current:				
Trade and other receivables	10,782	8,242	6,924	6,663
Deferred proceeds receivable	174,257	108,900	—	—
	185,039	117,142	6,924	6,663

	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Current:				
Trade and other receivables	10,582	10,994	13,084	13,520
Accrued income	1,257	1,072	989	2,695
Prepayments	2,814	2,177	3,502	3,802
Other receivables	18,695	26,165	47,514	38,803
Deferred proceeds receivable	—	69,735	111,672	112,359
	33,348	110,143	176,761	171,179

There are no material differences between the above amounts for trade and other receivables and their fair value.

Deferred proceeds receivable relate to additional consideration payable under an Investment Agreement with a shareholder in Bridgepoint Group Holdings Limited, Dyal Capital Partners IV (C) LP. Amounts receivable have been discounted. The outstanding amount at 31 December 2020 and 31 March 2021 is due to be paid by 11 December 2021.

Other receivables primarily relate to amounts to be invoiced to funds managed by the Group in relation to costs incurred on their behalf. Such costs include deal and fundraising expenditure. Amounts receivable from the funds at year end were £27.7m (2019: £28.8m, 2018: £16.3m). Amounts receivable from portfolio companies of the funds at the end of the year were £1.6m (2019: £1.4m, 2018: £0.5m).

Current and non-current trade and other receivables also include the deferred cost of acquisition and consist of expenditure in excess of the cap within the LPA and fees paid to placement agents. Such costs are capitalised as a non-current asset and amortised over three years.

Non-current and current trade and other receivables include lease receivables on sub-let office premises. The sub-leases run until the end of the related head lease and expire on 31 December 2027. At commencement of the subleases in 2018 the Group recognised a gain of £0.67m in the profit and loss. The undiscounted cashflows for these lease receivables were £0.8m for year ended 31 December 2019, £1.0m for year ended 31 December 2020 and £0.3m for the period ended 31 March 2021. The finance income earned on the subleases was £0.14m, £0.27m and £0.25m respectively for the years ended 31 December 2018, 2019 and 2020 and £0.06m for the period ended 31 March 2021.

The following table sets out the maturity analysis of lease receivables, showing undiscounted lease payments to be received after the reporting date.

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Lease receivables				
Due within 1 year	871	1,012	1,012	1,012
Due between 1–2 years	1,012	1,012	1,012	1,012
Due between 2–3 years	1,012	1,012	1,012	1,012
Due between 3–4 years	1,012	1,012	1,012	1,012
Due between 4–5 years	1,012	1,012	1,012	1,012
Due more than 5 years	4,046	3,033	2,021	1,768
Total undiscounted lease payments receivable	8,965	8,093	7,081	6,828
Unearned finance income	(1,383)	(1,105)	(855)	(797)
Net investments in lease	7,582	6,988	6,226	6,031
Current	595	762	791	799
Non-current	6,987	6,226	5,435	5,232
	7,582	6,988	6,226	6,031

(g) Commitments

The Group's undrawn capital commitments to the Bridgepoint funds at each period end is shown in the table below. Capital commitments are called over time, typically between one to five years following the subscription of the commitment. Capital commitments are a financial liability, but the Group does not have an obligation to pay cash until the capital is called. Commitments may increase where distributions made by the fund are recallable.

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Private equity funds	146,339	119,852	135,302	132,566
Credit funds	—	40,981	27,602	26,176
	146,339	160,833	162,904	158,742

18 Financial liabilities

(a) Classification of financial liabilities

The following tables analyse the Group's liabilities in accordance with the categories of financial instruments in IFRS 9 "Financial Instruments". Liabilities such as deferred income, social security and other taxes are excluded as they do not constitute a financial liability.

	Fair value through profit or loss	Hedging derivatives	Financial liabilities at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2018				
Trade and other payables	—	—	64,140	64,140
Borrowings	—	—	77,316	77,316
Other financial liabilities	2,096	—	—	2,096
Lease liabilities	—	—	48,791	48,791
Derivative financial instruments	—	5,719	—	5,719
Total financial liabilities	2,096	5,719	190,247	198,062

	Fair value through profit or loss	Hedging derivatives	Financial liabilities at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2019				
Trade and other payables	—	—	42,060	42,060
Borrowings	—	—	42,262	42,262
Other financial liabilities	2,840	—	—	2,840
Lease liabilities	—	—	48,160	48,160
Derivative financial instruments	—	—	—	—
Total financial liabilities	2,840	—	132,482	135,322

	Fair value through profit or loss	Hedging derivatives	Financial liabilities at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2020				
Trade and other payables	31,563	—	116,987	148,550
Borrowings	—	—	99,708	99,708
Fair value of CLO liabilities	274,495	—	—	274,495
CLO purchases awaiting settlement	—	—	93,237	93,237
Other financial liabilities	3,821	—	—	3,821
Lease liabilities	—	—	42,002	42,002
Derivative financial instruments	—	4,230	—	4,230
Total financial liabilities	309,879	4,230	351,934	666,043

	Fair value through profit or loss	Hedging derivatives	Financial liabilities at amortised cost	Total
	£ 000	£ 000	£ 000	£ 000
As at 31 December 2021				
Trade and other payables	30,423	—	72,861	103,284
Borrowings	—	—	87,493	87,493
Fair value of CLO liabilities	295,058	—	—	295,058
CLO purchases awaiting settlement	—	—	124,489	124,489
Other financial liabilities	5,762	—	—	5,762
Lease liabilities	—	—	41,868	41,868
Derivative financial instruments	—	—	—	—
Total financial liabilities	331,243	—	326,711	657,954

(b) Trade and other payables

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Amounts due in more than one year:				
Deferred contingent consideration payable	—	—	31,563	30,423
Accrued expenses	480	515	588	578
	480	515	32,151	31,001
Amounts due within one year:				
Trade payables	2,224	5,008	5,105	9,967
Accrued expenses	47,792	34,802	78,238	26,754
Social security and other taxes	5,402	1,555	2,386	19,577
Deferred income	30	—	12	39,056
Other payables	12,284	1,848	130	2,986
	67,732	43,213	85,871	98,340

Accruals and deferred income includes amounts that have been incurred, but not yet invoiced, employee bonuses and amounts that have been received in relation to fund management activity, but are owed to the Bridgepoint funds.

The deferred contingent consideration is payable to EQT AB and relates to the outcome of fundraising for Bridgepoint Direct Lending III and Bridgepoint Credit Opportunities IV funds. The maximum amount payable is €50m (£44.6m). The fundraising for both funds are expected to complete in 2022. The amount payable has been based upon management's current best estimate of each fundraising. Were the eventual fund sizes over 40% lower than the estimate used within the historical financial information, no deferred contingent consideration would be payable. The fund sizes would need to be 15% higher than the estimate for the maximum deferred contingent consideration to be payable.

There are no material differences between the above amounts for trade and other payables and their fair value.

(c) Borrowings

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Liabilities held at amortised cost:				
Bank loans due in less than one year	—	23,036	99,708	87,493
Bank loans due in more than one year	77,316	19,226	—	—
	77,316	42,262	99,708	87,493

On 17 May 2017, Bridgepoint Advisers Holdings, a subsidiary, entered into a Revolving Credit Agreement for €30m which was subsequently increased to a €60m facility on 25 March 2020 for a period of 30 months. On 19 October 2020, Bridgepoint Advisers Holdings, entered into a new Revolving Facility Agreement for £125m for a period of three years. At 31 December 2020, £90.7m had been drawn from the revolving credit (2019: £23.0m drawn, 2018: undrawn). At 31 March 2021, £78.9m had been drawn on the facility. Loan arrangement fees of £1.25m have been capitalised and are being amortised over the life of the facility. At 31 December 2020 the unamortised fees are £1.2m and at 31 March 2021 are £1.0m.

On 17 October 2017, Opal Investments LP, a subsidiary, entered into a Revolving Credit Agreement for €40.0m for a period of 50 months. On 31 January 2020 the size of the facility was reduced to €25.0m and on 9 October 2020 was reduced to €15.0m. At 31 December 2020, £10.1m had been drawn on the facility (2019: £19.2m, 2018: £28.1m). At 31 March 2021, £9.7m had been drawn on the facility. The facility was repaid in full in June 2021.

On 16 May 2017, CDG Europe S.à r.l., a subsidiary entered into a three year revolving credit facility for €67.5m. On 3 June 2019, the outstanding balance was repaid. This facility related to the portfolio of loans held at amortised cost.

There are no material differences between the above amounts for borrowings held at amortised cost and their fair value.

(d) Other financial liabilities

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Liabilities held at fair value through profit and loss:				
Amount payable to related party investors in Opal Investment LP	2,096	2,840	3,821	5,762
	2,096	2,840	3,821	5,762

The Group has an investment in Opal Investments LP, which is an investor in the Bridgepoint Europe V Fund partnerships. Under the limited partnership agreement, related party investors had the right to receive up to 100% of the profits from the partnership unless the Group exercised an option to trigger up to 85% of the profits of the partnership from the date of the exercise of the option. Effective 31 December 2020, the option was exercised therefore 85% of the accumulated profits from the partnership were allocated to the equity shareholders of the Company from non-controlling interests. 15% of the residual profits are classified as a financial liability payable to related party investors.

(e) CLO liabilities

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Liabilities held at fair value through profit and loss:				
Liabilities of CLOs consolidated by the Group (non-current)	—	—	256,606	245,727
Liabilities of CLOs consolidated by the Group (current)	—	—	17,889	49,331
	—	—	274,495	295,058

CLO liabilities are designated as financial liabilities at fair value through profit and loss.

Financial liabilities held at fair value through profit on loss represent notes and loans issued by CLOs that are originated by the Group. They are initially recognised and subsequently measured at fair value with gains or losses arising from changes in fair value and interest paid on financial instruments recognised through investment income in the Income Statement.

The notes have rights to the assets of the respective CLO and there is no recourse to the Group.

(f) CLO purchases awaiting settlement

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
CLO purchases awaiting settlement	—	—	93,237	124,489
	—	—	93,237	124,489

CLO purchases awaiting settlement are amounts owed to trading counterparties for the acquisition of CLO assets.

(g) Derivative financial liabilities

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Derivative financial liabilities:				
Forward contracts	5,719	—	4,230	—

The derivative financial liabilities relate to forward contracts that are used to hedge foreign exchange risk. Further detail on the hedging programme is set out in note 20(b).

19 Lease liabilities

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Lease liabilities				
Current	4,120	5,893	6,087	6,770
Non-current	44,671	42,267	35,915	35,098
	48,791	48,160	42,002	41,868

The lease liabilities relate to rental payments in respect of the Group's rented offices. The lease contracts range from 5 to 15 years. The average remaining lease term at 31 March 2021 is 4.2 years and at 31 December 2020 is 4.5 years.

The lease liability is initially measured at the net present value of future lease payments that are not paid at the commencement date discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's IBR. Generally, the Group uses its IBR as the discount rate as the implicit rate is not readily determinable for the rented office premises. The lease liability is subsequently measured at amortised cost using the effective interest method.

The incremental borrowing rate is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment within similar terms, security and conditions.

The lease contracts include either inflationary increases to the rent payable or periodic review of the rent payable. The liability has been determined at each period end, based upon expected changes in the contractual rent payable, as well as any planned exercise of any break/early exit.

A number of leases have extension options which have not been incorporated into the lease liability on the basis that they are not currently expected to be taken.

The lease liability is therefore sensitive to assumptions relating to the selection and application of the IBR and those relating to the exercise/non-exercise of lease break clauses.

The Group periodically reassesses the lease term and whether it will exercise or not exercise the option. Should a change occur, the Group modifies the lease liability and associated right of use asset to reflect the remaining expected cash flows.

The IBR has determined by combining the relevant reference risk free rate for each currency, consideration of adjustments for country specific risks and applying a financing spread observable to comparable companies. In order to validate the reasonableness of the IBR, we have compared this to the margin payable on the Group's Revolving Credit Facility, and found to be comparable. If the IBR had been 1% higher/lower, the impact on the lease liability would be:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Increase of 1%	(1,931)	(1,630)	(1,263)	(1,536)	(1,208)
Decrease of 1%	2,061	1,728	1,332	1,626	1,273

All lease liabilities have been modelled to the end of their non-cancellable lease term, with no breaks assumed. Therefore the lease exposure stated is the maximum exposure, ignoring any extension options.

The lease payments are allocated between principal and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability.

The Income Statement includes the following amounts relating to the lease liabilities:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Interest on lease liability	1,996	2,036	1,849	485	435

The lease liability excludes those leases which have not yet commenced, but the Group is committed.

On 26 September 2019 the Group signed a property lease for premises which commenced on 25 June 2021. Using an indicative incremental borrowing rate of 3.5% will result in a right of use asset for £93.4m and a lease liability for the same amount, excluding the impact of any sub-letting.

20 Financial risk management

In its activities, the Group is exposed to various financial risks: price/valuation risk, market risk (including exposure to interest rates and foreign currencies), liquidity risk and credit risk arising from financial instruments. The Group's senior management is responsible for the creation and control of an overall risk management policy in the Group.

The Group's balance sheet is made up predominately of investments into private equity and credit funds and consolidated CLO assets. The assets of a private equity fund are controlling or minority stakes, typically in private companies, and their debt. The assets of credit funds and the consolidated CLO vehicles are loans to private companies. The financial risks relating to such investment are inherently different, due to the nature of the investment as equity or debt and recovery and returns from capital invested will depend upon the financial health and prospects of each underlying investee entity. As part of their construction, each fund is constructed as a diversified portfolio of assets, diversified by the number of assets, their industry and geography.

Risk management policies are established to identify and analyse the risks faced by the Group and to set appropriate risk limits and controls. Risk management policies and systems are reviewed on a regular basis to reflect changes in the market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

(a) Price/valuation risk

Price/valuation risk is the uncertainty about the difference between the reported value and the price that could be obtained on exit or maturity. This relates to investments in funds, which hold portfolios of private equity and debt investments, and the investments held by consolidated CLOs.

This uncertainty arises due to the use of unobservable inputs, such as EBITDA, in the calculation of fair value, the performance and financial health of portfolio companies, and ultimately—as it relates to investments in private equity—what a third party may be willing to pay for the business. There is less uncertainty for investments in debt as the upside is capped to the maximum of the principal and interest receipts, whereas private equity investments have greater potential for larger changes in their valuation as the upside is not capped.

The Group monitors the performance of each investment closely. Portfolio monitoring is embedded and maintains focus throughout the investment life of each company. All investments are formally reviewed through dedicated Portfolio Monitoring Committees. The review process involves a rigorous assessment of the company financial performance, financial health (including covenant coverage) and exit prospects.

The Group values all investments in line with the IPEV Guidelines at least twice a year, and in most cases quarterly. Each investment undergoes the same detailed valuation process, in accordance with the Group's valuation policies. Completed valuations are presented and discussed at the relevant Bridgepoint Valuation Committee for approval. Further detail about the valuation process is included within Note 3.

A reasonably possible change in the values of investments at fair value through profit or loss is shown in the table below. This is modelled as 10% of private equity fund investments and 1% of credit fund investments. As above, inherently investments in private equity have greater potential for larger changes in their valuation as the upside is not capped. The downside is limited to the amount invested in the funds. For credit investments, the upside is capped to the maximum of the principal and interest receipts, the downside is limited to the amount invested in the funds, but due to the investment strategy of the fund, losses are expected to be very small.

The sensitivity analysis considers only the net impact on the Group from changes in the consolidated CLO portfolio, as the Group's exposure to price risk is limited to only to its interest within the CLO and not the gross assets and liabilities.

	31 December			31 March
	2018	2019	2020	2021
	£ 000 (+/-)	£ 000 (+/-)	£ 000 (+/-)	£ 000 (+/-)
Fair value sensitivity:				
10% private equity fund investments	12,550	15,747	18,877	18,610
1% credit fund investments	—	486	642	679

(b) Foreign currency risk

Foreign currency ('FX') risk is the risk of losses or other adverse effects resulting from a change in a foreign exchange rate, or from other unfavourable changes in relation to a foreign currency. The Group is primarily exposed to two types of FX risk:

- Transaction risk: The adverse effect that foreign exchange rate fluctuations can have on a completed transaction prior to settlement. It is the exchange rate, or currency risk associated specifically with the time delay between entering into a trade or contract and then settling it. As the majority of the Group's income is denominated in euro, this means that its income when recognised in GBP is subject to exposure to FX rate movements over time.
- Translation risk: Is the risk that changes in the rates at which assets, liabilities, income or costs in foreign currencies are translated into the reporting currency. The Group holds assets denominated in currencies other than pounds, the measurement currency of the Group. Consequently, the Group is exposed to currency risk since the value of investments denominated in other currencies will fluctuate due to change in exchange rate.

In order to hedge EUR denominated income, the Group has entered into a series of forward trades and swap agreements to sell EUR and buy GBP at various dates in the future to reduce the currency exposure of EUR denominated income to future spot rate volatility.

The nominal value of open trades at the period end date to match certain expected future cash flows is shown in the table below, along with the aggregate mark-to market of the period end date.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Nominal value of forward trades in GBP	55,000	156,500	197,400	172,400
Market-to-market value at period end	(5,719)	2,015	(4,230)	5,841

These hedges are in place to match known future cash flows, and the Group has decided to use cash flow hedge accounting as allowed and determined under IFRS 9 "Financial instruments". The effective portion of the gain or loss on these hedging instruments are recognised in the other comprehensive income in cash flow hedge reserves while any ineffective portion is recognised immediately in the Income Statement as gain or loss on cash flow hedges within operating expenses. When the hedge is settled all gains or losses relating to the hedge are transferred to the Income Statement.

The change in value that has been recognised as ineffective in the Income Statement, the amount of the effective portion recognised within the cash flow hedge reserve and amounts released to the Income Statement during the period is shown in the table below. There was no hedge ineffectiveness.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Ineffective portion recognised in the Income Statement	—	—	—	—	—
Effective portion recognised in Other Comprehensive Income	(225)	4,025	(4,859)	(5,514)	8,961
Released to the Income Statement on settlement of hedges	3,001	3,712	(1,379)	(897)	1,110

Hedge ineffectiveness could occur if the amount of hedging is more than the amount of the EUR denominated income and timing differences between receipt of the income and settlement of the hedge.

The Group's primary exposure to assets and liabilities in foreign currencies is to investments in funds and carried interest receivable, although Group borrowings in EUR provide a natural hedge.

The Group's exposure to EUR investments and borrowings at each period end date is summarised below, along with a sensitivity of the impact of a 5% change in the FX rate. This analysis excludes the CLO assets, which are attributable to third party investors.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	000	000	000	000 Unaudited	000
EUR denominated investments (EUR)	251,305	241,320	304,728	237,803	333,856
EUR denominated borrowings (EUR)	(68,582)	(33,592)	(100,218)	(52,692)	(90,897)
Net (EUR)	182,723	207,728	204,510	185,111	242,959
+/- 5% sensitivity (GBP)	**7,810**	**8,381**	**8,717**	**7,801**	**9,897**

(c) Interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates. The amounts drawn under the Group's Revolving Credit Agreements, however, bear interest at a floating rate that could rise and increase the Group's interest cost and debt.

If interest rates were to change by 1%, the Group's finance cost would have increased/(decreased) by the amounts set out in the table below.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Increase or decrease of 1%	574	647	502	250	735

(d) Credit risk

Credit risk is the risk that a counterparty is unable to meet their contractual obligations in full, when due. Potential areas of credit risk consist of cash and cash equivalents, including deposits with banks and financial institutions, short-term receivables and derivative financial instruments. The Group has not experienced any significant defaults in prior periods.

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each counterparty. Expected credit losses are calculated on all of the Group's financial assets that are measured at amortised cost. Factors considered in determining whether a default has taken place include how many days past the due date a payment is, deterioration in the credit quality of a counterparty, and knowledge of specific events that could influence a counterparty's ability to pay.

IFRS 9 requires a three-stage model to be used to calculate expected credit losses, which requires financial assets to be assessed as:

- Performing (stage 1)—Financial assets where there has been no significant increase in credit risk since original recognition
- Under-performing (stage 2)—Financial assets where there has been a significant increase in credit risk since initial recognition, but no default
- Non-performing (stage 3)—Financial assets that are in default

The maximum exposure to credit risk at the reporting date of these financial assets is their carrying amount.

The Group limits its exposure in relation to cash balances and derivative financial instruments by only dealing with well-established financial institutions of high-quality credit standing. At each period end, the Group's cash was held with banks that were investment grade credit quality (BBB or higher).

The Group fully consolidates CLO I, which was launched in November 2020 and CLO II, which was launched in June 2021. The Group's interest in CLO I comprises an interest in subordinated notes which incur the first loss if there is any default within the portfolio of assets by an individual borrower. The Group's interest in CLO II at 31 December 2020 and 31 March 2021 related to exposure in warehoused assets, which had been part funded by a banking facility with no recourse to the Group, pending the formal launch of the CLO. The Group is required to hold a 5% interest in such vehicles after they are launched under risk retention rules. Each CLO portfolio typically invests in 70-100 individual loans issued by private equity borrowers. The portfolios are highly diversified by geography, industry and sponsor. The Group's maximum exposure to loss associated with its interest in the CLOs is limited to the carrying amounts of the notes held by the Group, which as at 31 March 2021 was £21.0m and 31 December 2020 was £19.5m (2019: £Nil, 2018: £Nil).

The Group applies the simplified approach to calculate expected credit losses for trade and other receivables. Under this approach, instruments are not categorised into three stages and expected credit losses are calculated based on the life of the instrument.

The Group has deferred proceeds receivable from Dyal Capital Partners IV (C) LP, an investor in Bridgepoint Group Holdings Limited. At 31 March 2021 and 31 December 2020 the amount due was £114.3m (2019: £185.7m). These amounts are contractually due on 11 December 2021. The investor is a fund vehicle, whose investors are of a high quality and are dispersed in number and value. The Group therefore considers the probability of default to be remote.

Other than the deferred proceeds receivable, trade and other receivables are primarily amounts due from funds or amounts due from portfolio companies, which are collected by the Group, for the benefit of the fund. The funds are managed by the Group on behalf of investors, who have made commitments to the funds. Therefore trade and other receivables with the funds are collaterised against unfunded investor commitments. These commitments can be drawn at any time. The Group therefore considers the probability of default to be remote.

The Group's carried interest receivable represents income expected from CIPs. The Group considers there to be no risk of default on these receivables on the basis that these amounts are due from the funds for the reasons set out above (e.g. investor commitments).

As a lessor the Group has exposure to payments by leasees. The Group considers these to be a low risk of default due to the quality of the counterparty.

Expected credit losses are not expected to be material and there are no financial assets that are impaired.

(e) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Liquidity outlook is monitored at least monthly by management and regularly reviewed by the Board of Directors.

The timing of the Group's management fee receipts and operating expenditure are predictable. The timing, amount and profits from the Group's investments into and divestments from the Funds are inherently less predictable, however a reasonable period of notice is given to all investors, including the Group, ahead of drawing of funds.

The Group's policy is to maintain sufficient amounts of cash and cash equivalents to meet its commitments at a given date. The Group has the use of a Revolving Credit Facility to assist in managing liquidity. Due to the long-term nature of the Group's assets, the Group seeks to ensure that the maturity of its debt instruments is matched to fee cash generated from the business.

The tables below summarise the Group's financial liabilities by the time frame they are contractually due to be settled, undiscounted and including interest payable. This also excludes liabilities which are not financial liabilities (for example, deferred income).

As at 31 December 2018	Due within 1 year	Due between 1 and 2 years	Due within 2 and 5 years	Due more than 5 years	Total
	£ 000	£ 000	£ 000	£ 000	£ 000
Borrowings	—	77,316	—	—	77,316
Other financial liabilities	—	—	2,096	—	2,096
Derivative financial instruments	4,175	1,544	—	—	5,719
Trade and other payables	63,660	480	—	—	64,140
Deferred contingent consideration	—	—	—	—	—
Lease liabilities	6,061	6,269	20,196	25,956	58,482
Total	73,896	85,609	22,292	25,956	207,753

As at 31 December 2019	Due within 1 year	Due between 1 and 2 years	Due within 2 and 5 years	Due more than 5 years	Total
	£ 000	£ 000	£ 000	£ 000	£ 000
Borrowings	23,036	19,226	—	—	42,262
Other financial liabilities	—	2,840	—	—	2,840
Derivative financial instruments	234	85	46	—	365
Trade and other payables	41,545	515	—	—	42,060
Deferred contingent consideration	—	—	—	—	—
Lease liabilities	7,748	7,753	21,087	19,546	56,134
Total	72,563	30,419	21,133	19,546	143,661

As at 31 December 2020	Due within 1 year	Due between 1 and 2 years	Due within 2 and 5 years	Due more than 5 years	Total
	£ 000	£ 000	£ 000	£ 000	£ 000
Borrowings	99,708	—	—	—	99,708
Other financial liabilities	3821	—	—	—	3,821
Derivative financial instruments	1,817	1,548	1,536	—	4,901
Trade and other payables	84,837	588	—	—	85,425
Deferred contingent consideration	—	33,244	—	—	33,244
Lease liabilities	7,678	7,393	19,953	13,079	48,103
CLO liabilities	17,889	—	—	256,606	274,495
CLO purchases awaiting settlement	93,237	—	—	—	93,237
Total	308,987	42,773	21,489	269,685	642,934

As at 31 March 2021	Due within 1 year	Due between 1 and 2 years	Due within 2 and 5 years	Due more than 5 years	Total
	£ 000	£ 000	£ 000	£ 000	£ 000
Borrowings	87,493	—	—	—	87,493
Other financial liabilities	5,762	—	—	—	5,762
Derivative financial instruments	—	10	—	—	10
Trade and other payables	41,861	578	—	—	42,439
Deferred contingent consideration	—	31,717	—	—	31,717
Lease liabilities	8,341	7,570	19,878	11,896	47,685
CLO liabilities	49,331	—	—	245,727	295,058
CLO purchases awaiting settlement	124,489	—	—	—	124,489
Total	317,277	39,875	19,878	257,623	634,653

(f) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal, or in its absence, the most advantageous market to which the Group has access to at that date. The fair value of a liability reflects its non-performance risk.

The Group discloses fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

- Quoted prices (unadjusted) in active markets (level 1);

  Inputs—other than quoted prices included within level 1—that are observable for assets or liabilities, either directly (as prices) or indirectly (derived from prices) (level 2);

- Inputs for assets or liabilities that are not based on observable market data (level 3).

Financial assets presented in the balance sheet as investments in funds through profit or loss use inputs based on unobservable market data and therefore classified as level 3 in the fair value hierarchy. Further details of the approach to the valuation of investments is set out within note 3. There have not been any transfers between levels in the fair value hierarchy during the period.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Financial assets at fair value through profit or loss:				
Level 1	—	—	—	—
Level 2	—	—	272,476	380,534
Level 3	125,497	206,079	233,469	232,933
Total	125,497	206,079	505,945	613,467

The assets of the CLO vehicles, which are fully consolidated by the Group, are classified as level 2 fair values as they are priced using independent loan pricing sources.

A reconciliation of level 3 fair values for financial assets which represent the Group's interest in private equity and credit funds is set out in the table below:

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Level 3 financial assets at fair value through profit or loss:				
Opening balance	102,078	125,497	206,079	233,469
Additions	49,843	133,999	47,908	9,914
Change in fair value	18,477	14,390	19,387	19,738
Foreign exchange movements	1,503	(10,904)	11,247	(9,769)
Receipts	(46,404)	(56,903)	(51,152)	(20,419)
Transfers (to)/from Level 1 or 2	—	—	—	—
Closing balance	125,497	206,079	233,469	232,933

The underlying assets in each fund consist of portfolios of investments in controlling or minority stakes, typically in private companies, and their debt. Due to the level of unobservable inputs within the determination of the valuation of individual assets within each fund, and no observable price for each investment, such investments are classified as level 3 financial assets under IFRS 13.

A sensitivity analysis of a change in the value of investments at fair value through profit or loss is set out in note 20 (a).

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Financial liabilities at fair value through profit or loss:				
Level 1	—	—	—	—
Level 2	—	—	236,682	256,412
Level 3	2,096	2,840	73,197	74,831
Total	2,096	2,840	309,879	331,243

The investment grade debt liabilities of consolidated CLOs are marked using broker quotes based on market-related discount spreads and are therefore classified as level 2 financial liabilities under IFRS 13 'Fair Value Measurement'.

Non-investment grade and subordinated debt liabilities of the consolidated CLOs are valued based upon broker prices, which use discounted cash flow analyses with unobservable market data inputs, such as constant annual default rates, prepayments rates, reinvestment rates, recovery rates and discount rates and are therefore considered level 3 financial liabilities.

Financial liabilities classified as level 3 under the fair value hierarchy consist of the deferred contingent consideration, liabilities of CLOs consolidated by the Group and other financial liabilities, which represent a payable to related party investors in Opal Investments LP. The valuation of these liabilities is based on unobservable market data and therefore classified as level 3. There have been no transfers between levels in the fair value hierarchy during the periods.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Level 3 financial liabilities at fair value through profit or loss:				
Deferred contingent consideration	—	—	31,563	30,423
CLO liabilities	—	—	37,813	38,646
Other financial liabilities	2,096	2,840	3,821	5,762
Total	2,096	2,840	73,197	74,831

A reconciliation of level 3 fair values for CLO liabilities at fair value through profit or loss is set out in the table below. A reconciliation is not provided for the deferred contingent consideration on the basis that the movement between 31 December 2020 and 31 March 2021 relates to foreign exchange movements and the other financial liabilities do not represent a material balance.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Movement in CLO liabilities at fair value through profit or loss which are level 3:				
Opening balance	—	—	—	37,813
On acquisition	—	—	24,471	—
Repayment	—	—	(18,713)	—
Drawn	—	—	31,832	1,469
Foreign exchange movements	—	—	(198)	(1,734)
Change in fair value	—	—	421	1,098
Transfers (to)/from Level 1 or 2	—	—	—	—
Closing balance	—	—	37,813	38,646

A change in the value of the CLO liabilities is included in the table below. A sensitivity analysis for the deferred contingent consideration is included within note 18(b).

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Increase or decrease of 1%	—	—	378	—	386

21 Capital management

The primary objectives of the Group's capital management are to ensure that the Group complies with capital requirements imposed by the Financial Conduct Authority and other regulatory authorities on individual regulated entities and to manage returns to the Group's shareholders.

The capital structure comprises cash and cash equivalents, borrowings and the capital and reserves of the Company, comprising share capital, share premium, capital contributions, other reserves and retained earnings as set out below.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Cash and cash equivalents	37,075	12,083	42,366	67,762
Loans and borrowings	(79,412)	(45,102)	(103,529)	(93,255)
	(42,337)	(33,019)	(61,163)	(25,493)
Share capital and premium	240,867	241,419	241,419	241,419
Capital redemption reserve	24,619	24,619	24,619	24,619
Cash flow hedge reserve	(3,408)	2,610	(2,249)	5,585
Net exchange differences reserve	5,046	3,075	5,344	3,152
Retained earnings	(27,456)	(6,242)	39,709	52,684
	239,668	265,481	308,842	327,459

The Group's banking facilities are subject to financial covenants. The Bridgepoint Advisers Holdings Revolving Credit Agreement is subject to a ratio of adjusted EBITDA to net finance charges and ratio of total net debt to adjusted EBITDA on a rolling 12 month period. The Opal Investments LP Revolving Credit Agreement is subject to a ratio of total indebtedness to the fair value of it's interest in investment in Bridgepoint Europe V fund partnerships.

During the periods the Group was fully compliant with regulatory capital requirements and banking covenants.

22 Deferred tax liabilities

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Deferred tax assets	23,109	24,414	25,988	26,204
Deferred tax liabilities	(32,478)	(38,309)	(41,891)	(46,136)
Total	(9,369)	(13,895)	(15,903)	(19,932)

Deferred tax liabilities primarily represent a future tax on the Group's fee income and a timing difference arising on the remeasurement of the fair value of investments. They unwind as fees become taxable and investments are realised.

Deferred tax assets primarily relate to tax losses carried forward, to the extent that they can be utilised under relevant tax legislation.

The deferred tax asset and liabilities also includes deferred tax on right-of-use assets and lease liabilities which will unwind over the period of the lease.

The deferred tax has been measured using the applicable tax rate expected at the point at which the income or cost will become taxable.

23 Equity

(a) Share capital and premium

Authorised, allotted, called up and fully paid shares

	31 December 2018		31 December 2019, 31 December 2020 and 31 March 2021	
	No.	£	No.	£
A1 of £81 each	2,280,000	184,680,000	2,280,000	184,680,000
A2 of £0.01 each	—	—	552,000	5,520
A4 of £0.01 each	235,540	2,335	235,540	2,335
C1 of £170 each	59,460	10,108,200	59,460	10,108,200
C2 of £70 each	105,000	7,350,000	105,000	7,350,000
C3 of £85 each	95,000	8,075,000	95,000	8,075,000
C4 of £165 each	60,000	9,900,000	60,000	9,900,000
C5 of £150 each	65,000	9,750,000	65,000	9,750,000
C6 of £275 each	40,000	11,000,000	40,000	11,000,000
YY of £1 each	1	1	1	1
	2,940,001	240,865,536	3,492,001	240,871,056

The Company was incorporated on 2 July 2018.

In October 2018 the Company issued A1, A4, B1, B2, C1, C2, C3, C4, C5 and C6 shares in exchange for equivalent share classes held by the shareholders of Bridgepoint Group Holdings Limited. These were issued at range of nominals.

In December 2018 the B2 shares were cancelled under S.641(4)(b) solvency statement process under the Companies Act 2006. The capital was returned to B2 shareholders for an agreed amount per share. As this was less than the nominal value of each per share, the excess of £45.6m was transferred to retained earnings. In addition, the B1 shares were redeemed out of retained earnings and the value of the share capital of £24.6m was transferred to the capital redemption reserve.

In January 2019 the Company issued A2 shares for cash consideration. Consideration in excess of the nominal value is recognised as share premium.

In May 2021 the Company passed resolutions to cancel 201,499 A1 shares held by Atlantic SAV Limited, cancel the capital redemption reserve of the Company, reduce the nominal value of the A1, C1, C2, C3, C4, C5 and C6 shares to £0.01 per share, redesignate 500 A1 shares held by Atlantic SAV 2 Limited as deferred shares, redesignate all outstanding A4, C1, C2, C3, C4, C5 and C6 shares as A1 shares, and cancel 98,000 A1 shares and 72,500 A2 shares held by Atlantic SAV 2 Limited. In addition, resolutions were passed to enable A3 shares to be issued and enable up to 3,750,000 shares to be issued for the Company in aggregate.

The holders of the A1, A2, C1, C2, C3, C4, C5 and C6 ordinary shares have the right to receive notice of and to attend and vote at any general meeting of the Company. The A1 and A2 shares have one vote per share on a resolution, and the C1, C2, C3, C4, C5 and C6 share classes each have, in aggregate, such number of votes as it equal to 5% of the total number of eligible votes on a resolution. The holders of the A4 shares have the right to receive notice of and to attend any general meeting of the Company, but have no right to vote. The holder of the YY share has no right to receive notice of and to attend and vote at any general meeting of the Company.

Each A1, A2, A4, C1, C2, C3, C4, C5 and C6 share is eligible for ordinary course dividends (save that, in the case of A2 shares, they are not eligible for dividends until the second anniversary of their issue) and distributions on a liquidation, and is generally entitled to participate in a return of capital, in each case subject to the provisions set out in the articles of association of the Company. The YY share is not entitled to receive any dividends or distributions (including on a liquidation) or to participate in any return of capital.

The A1, A2, A4, C1, C2, C3, C4, C5, C6 and YY shares are not redeemable.

(b) Own shares

The Company held 326,500 A1 shares and 55,000 A2 shares within retained earnings as at 31 December 2020 and 31 March 2021 at a cost of £256,609.

(c) Cash flow hedge reserve

Other reserves consists of the cash flow hedge reserve and the costs of hedging reserve. The cash flow hedge reserve is used to recognise the effective portion of gains or losses on foreign exchange forward contracts that are designated and qualify as cash flow hedges, as described in note 20(b) amounts are subsequently either transferred to deferred income or reclassified to the income statement as appropriate.

(d) Net exchange differences reserve

Other comprehensive income reported in the net exchange differences reserve comprises the net foreign exchange gain/(loss) on the translation of foreign operations.

(e) Group reconstruction and additional investment

In October 2018, as part of a group reconstruction, the Company issued equivalent share classes held by shareholder of Bridgepoint Group Holdings Limited. The issued shares had a nominal in excess of the net assets of the Bridgepoint Group and the B shares were considered debt instruments.

In December 2018, under an Investment Agreement with Dyal, new share capital and capital consideration was injected into Bridgepoint Group Holdings Limited of which £142m was received in 2018 and £71.4m in 2019, as shown in the consolidated cash flow statement, and £114.3m is due to be paid in December 2021.

In December 2018, the B1 shares were redeemed and the B2 shares were cancelled (see note 23(a), which resulted in a payment of £162m as shown in the consolidated cash flow statement.

Taken together, with other smaller movements, the impact of the group reconstruction and new investment by Dyal had the impact of increasing net assets of the Group by £155m as shown in the Statement of Changes in Movements in Equity in the year ended 31 December 2018.

(f) Non-controlling interests

Non-controlling interests include Dyal interest in Bridgepoint Group Holdings Limited, a majority owned direct subsidiary of the Company.

Non-controlling interests also included in the year ended 31 December 2018, 31 December 2019 and three months ended 31 March 2020, an amount equaling 85% of the accumulated profits of Opal Investments LP, which is an investor in the BE V Fund Partnerships. The Opal Investments LP related non-controlling interests were allocated to the equity holders of the Company during the year ended 31 December 2020. 15% of the residual profits are classified as a financial liability payable to a related party, which were £3.8m at 31 December 2020 and £5.8m at 31 March 2021.

	Year ended 31 December			Three month period ended 31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Non-controlling interest in Opal	12,011	15,356	—	—
Non-controlling interest in Bridgepoint Group Holdings Limited	68,556	75,502	81,714	87,084
Total	80,567	90,858	81,714	87,084

24 Dividends

In 2018 the Company paid no dividends.

In 2019 the Company paid dividends of £6.6m (£2.50 per share) to qualifying shareholders.

The Company paid a dividend of £3.3m in July 2020 and £3.3m in December 2020 (December 2019: £6.6m) to qualifying shareholders, which equates to £2.50 per share.

In the three month period to 31 March 2021 the Company paid no dividends.

25 Cash flow information

(a) Cash generated from operations

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Profit before income tax	12,541	47,477	48,476	(1,228)	21,340
Adjustments for:					
Exceptional transaction costs	—	—	7,377	—	—
Profit on derecognition of right-of-use asset	(673)	—	—	—	—
Depreciation and amortisation expense	6,765	7,757	8,809	2,006	3,181
Net finance costs	(123)	(2,109)	1,413	(1,260)	3,133
Carried interest	(4,768)	(9,582)	(12,917)	(614)	681
Fair value of remeasurement of investments	(20,815)	(14,467)	(29,397)	7,934	(13,611)
Net exchange (gains)/losses	2,338	1,695	(554)	(739)	(1,162)
(Increase)/decrease in trade and other receivables	10,905	(4,322)	(14,194)	(3,277)	5,843
Increase/(decrease) in trade and other payables	25,104	(24,698)	23,378	33,114	12,459
Cash generated from operations	31,274	1,751	32,391	35,936	31,864

(b) Cash outflows from leases

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Financing	5,848	7,007	7,749	1,434	2,310
Operating	278	253	250	68	47
Cash generated from leases	6,126	7,260	7,999	1,502	2,357

26 Related party transactions

(a) Key management compensation

The key management of the Group for the periods covered by the historical financial information was considered to be the directors of Bridgepoint Advisers Group Limited, a subsidiary company. The compensation paid or payable to the key management is as follows:

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Salary, bonus and other benefits	7,692	7,734	7,966	1,081	1,084

In addition, payments amounting to £0.2m (2019: £3.7m, 2018: £Nil) were paid to key management during 2020, that related to amounts accrued in 2019 or 2018 and were compensation payments outside the normal remuneration process.

In light of the COVID-19 pandemic in 2020, key management of the Group (as defined above) and Partners deferred the majority of their 2019 bonuses, which under normal circumstances would have been paid on 31 March 2020. Subsequently, the Board members and Partners decided to forfeit a substantial portion of the 2019 deferred bonus to a newly created Bridgepoint Hardship Fund dedicated to frontline COVID-19 relief causes in local communities and in areas close to our portfolio companies. The directors' of the Company's remuneration and key management compensation of the Group for 2019 accordingly reduced on payment to £3.3m and £6.9m respectively.

(b) Directors emoluments

Emoluments of the directors of the Company, paid by Group entities are disclosed in the table below.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Emoluments of the directors:					
Aggregate emoluments	770	3,654	3,927	516	518
Pension contributions	17	32	20	5	5
Total emoluments of highest paid director (including pension contributions)	394	1,080	1,315	177	177

Fund investors expect certain members of the Group's senior executive management to invest in carried interest and co-investment in the Group's third-party funds to demonstrate alignment of interest, and as such the directors of the Company have made significant personal commitments from their own resources to some of these third-party funds. The funds and CIPs (which are entitled to the carry) are not consolidated by the Group. The returns (in the form of investment income and capital appreciation) are fully dependent on the performance of the relevant fund and its underlying investments.

The directors of the Company have committed amounts from their personal resources totalling £18.9m at 31 December 2020 across multiple funds (2019: £18.2m, 2018: £7.8m).

(c) Transactions with directors

J R Hughes, a director of the Company, received a loan from a subsidiary company that totalled £0.6m at 31 December 2019 (2018: £0.4m). The loan was made on arms' length terms. It was repaid in April 2020.

In addition, A M Jones, a director of the Company, subscribed to 60,000 A2 shares issued by the Company in January 2019 for consideration of £1 per share.

(d) Carried interest

Amounts become payable to carried interest investors over time if, and when, specified performance targets are ultimately realised in cash by the funds and paid to the CIPs. The amounts paid by the CIPs to other participants (including employees and former employees) who had invested in the carried interest, aside from the Group, was £41m, £494m and £56m in each of the year ended 31 December 2020, 2019 and 2018. These amounts have not been included in the historical financial information as the CIPs have not been consolidated.

(e) Transactions with funds

The Bridgepoint funds are related parties of the Group. Amounts received as fees from the funds during the period are shown in the table below, along with the amounts receivable at period end are shown in the table below, along with the amounts receivable at the period end.

	Year ended 31 December			Three month period ended 31 March	
	2018	2019	2020	2020	2021
	£ 000	£ 000	£ 000	£ 000 Unaudited	£ 000
Fees received from funds	140,202	167,320	167,250	39,350	55,397
Amounts receivable from funds	16,251	28,753	27,682	15,251	12,974

27 Parent and ultimate controlling party

The Company is owned by a number of private shareholders and companies, none of whom own more than 20% of the issued share capital of the Company. Accordingly, there is no parent entity nor ultimate controlling party.

28 Subsidiaries

The Group consists of the Company and its entities controlled by the Company. This note sets out those subsidiary entities owned by the Company and are consolidated, those which are not, and those structured entities which are consolidated in the historical financial information.

(a) List of subsidiaries

The Group holds a direct interest in Bridgepoint Group Holdings Limited as at 31 December 2020 and 31 March 2021 representing 77.8%. Its registered office is referenced to a table below the list of subsidiaries.

Name of subsidiary	Ref	Country of incorporation	Principal activity	Share class	Company's proportion of ownership interest
Bridgepoint Group Holdings Limited	1	UK	Holding company	Ordinary shares	77.8%

The table below shows details of subsidiaries owned directly or indirectly by Bridgepoint Group Holdings Limited as at 31 December 2020 and 31 March 2021 and its ownership interest in each entity. The registered office of each subsidiary is referenced to a table below the list of subsidiaries.

Name of subsidiary	Ref	Country of incorporation	Principal activity	Share class	Company's proportion of ownership interest
101 Investments (GP) Limited	1	UK	General Partner	Ordinary shares	100%
101 Investments Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
Atlantic GP 1 Limited	1	UK	General Partner	Ordinary shares	100%
Atlantic GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
Atlantic GP LLP	2	UK	General Partner	N/A	—
BBTPS (GP) Limited	1	UK	General Partner	Ordinary shares	100%
BBTPS FP GP Limited	2	UK	General Partner	Ordinary shares	100%
BBTPS Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
BC AD GP SCS	8	France	General Partner	Ordinary shares	100%
BC BOCPIF GP SCS	8	France	General Partner	Ordinary shares	100%
BC Empire GP SCS	8	France	General Partner	Ordinary shares	100%
BC II FP Limited	1	UK	Dormant entity	Ordinary shares	100%
BC II FP SGP Limited	2	UK	Dormant entity	Ordinary shares	100%
BC GP 1 Limited	1	UK	General Partner	Ordinary shares	100%
BC GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
BC II GP LLP	2	UK	General Partner	N/A	—
BC II GP LP	2	UK	General Partner	N/A	—
BC II MLP Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
BC MLP UK Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
BC SMA Carry GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
BCLO Credit Investments I S.àr.l.	3	Luxembourg	CLO management company	Ordinary shares	100%
BCO II Carry GP LLP	2	UK	General Partner	N/A	—
BCO III Carry GP LLP	2	UK	General Partner	N/A	—
BDC GP LP	2	UK	General Partner	N/A	—
BDC II (SGP) Limited	2	UK	General Partner	Ordinary shares	100%
BDC II FP GP Limited	2	UK	General Partner	Ordinary shares	100%
BDC II GP LP	2	UK	General Partner	N/A	—
BDC II Limited	1	UK	Investment holding company	Ordinary shares	100%
BDC II Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
BDC III GP 1 Limited	1	UK	General Partner	Ordinary shares	100%
BDC III GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
BDC III GP LLP	1	UK	General Partner	N/A	—
BDC III Limited	1	UK	Dormant entity	Ordinary shares	100%
BDC III Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
BDC III SFP GP Limited	2	UK	General Partner	Ordinary shares	100%
BDC IV Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
BDC IV Limited	1	UK	Dormant entity	Ordinary shares	100%
BDC IV GP 1 Limited	1	UK	General Partner	Ordinary shares	100%
BDC IV GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
BDC IV MLP Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
BDC IV GP LLP	2	UK	General Partner	N/A	—
BDC IV GP LP	2	UK	General Partner	N/A	—
BDC IV SFP GP Limited	2	UK	General Partner	Ordinary shares	100%
BDC Special 1 Limited	2	UK	Dormant entity	Ordinary shares	100%
BDC Special 2 Limited	2	UK	Dormant entity	Ordinary shares	100%
BDC Special GP LLP	2	UK	Dormant entity	N/A	—
BDL I Carry GP LLP	2	UK	General Partner	N/A	—
BDL II Carry GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
BDL II GP SCS	8	France	General Partner	Ordinary shares	100%

Name of subsidiary	Ref	Country of incorporation	Principal activity	Share class	Company's proportion of ownership interest
BE Advisers S.àr.L	3	Luxembourg	Dormant entity	Ordinary shares	100%
BE II Investments (GP) Limited	1	UK	General Partner	Ordinary shares	100%
BEP IV (Nominees) Limited	1	UK	Nominee company	Ordinary shares	100%
BEP IV FP Limited	1	UK	Carried Interest Partner	Ordinary shares	100%
BEP IV FP SGP Limited	2	UK	General Partner	Ordinary shares	100%
BEP IV GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
BEP IV GP LLP	2	UK	General Partner	N/A	—
BEP IV GP LP	2	UK	General Partner	N/A	—
BEP IV MLP Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
BE V Germany GP Co Limited	4	Guernsey	General Partner	Ordinary shares	100%
BEV FP Limited	1	UK	Carried Interest Partner	Ordinary shares	100%
BEV GP LLP	1	UK	General Partner	N/A	—
BEV FP SGP Limited	2	UK	General Partner	Ordinary shares	100%
BEV GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
BEV GPC Limited	1	UK	General Partner	Ordinary shares	100%
BEV MLP Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
BEV Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
BEV Nominees II Limited	1	UK	Nominee company	Ordinary shares	100%
BE VI FP Limited	1	UK	Dormant entity	Ordinary shares	100%
BE VI FP SGP Limited	2	UK	Dormant entity	Ordinary shares	100%
BE VI GP 2 Limited	1	UK	Dormant entity	Ordinary shares	100%
BE VI GP LLP	2	UK	Dormant entity	N/A	—
BE VI GP LP	2	UK	Dormant entity	N/A	—
BE VI Limited	4	Guernsey	Dormant entity	Ordinary shares	100%
BE VI MLP Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
BE VI Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
BG Holdco 1 Limited		Guernsey	Dormant entity	Ordinary shares	100%
Bridgepoint AB	5	Sweden	Private equity advisory company	Ordinary shares	100%
Bridgepoint Advantage Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Advantage MLP Limited	1	UK	Managing Limited Partner	Ordinary shares	100%
Bridgepoint Advantage FP SGP Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Advantage GP 2 Limited	1	UK	General Partner	Ordinary shares	100%
Bridgepoint Advantage GP LLP	2	UK	General Partner	N/A	—
Bridgepoint Advantage GP LP	2	UK	General Partner	N/A	—
Bridgepoint Advantage Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
Bridgepoint Advisers Europe Limited	1	UK	Private equity advisory company	Ordinary shares	100%
Bridgepoint Advisers Group Limited	1	UK	Investment holding company	Ordinary shares	100%
Bridgepoint Advisers Holdings	1	UK	Investment holding company	Ordinary shares	100%
Bridgepoint Advisers II Limited	1	UK	Private equity management company	Ordinary shares	100%
Bridgepoint Advisers Limited	1	UK	Private equity management company	Ordinary shares	100%
Bridgepoint Advisers UK Limited	1	UK	Private equity management company	Ordinary shares	100%
Bridgepoint Capital (Doolittle) Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Capital (GP) Limited	1	UK	General Partner	Ordinary shares	100%
Bridgepoint Capital (Nominees) Limited	1	UK	Nominee company	Ordinary shares	100%
Bridgepoint Capital (Nominees) 2 Limited	1	UK	Nominee company	Ordinary shares	100%
Bridgepoint Capital Delaware GP LP	6	United States of America	General Partner	N/A	—
Bridgepoint Capital Directorships Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Capital General Partner LP	2	UK	General Partner	N/A	—
Bridgepoint Capital General Partner II LP	2	UK	General Partner	N/A	—
Bridgepoint Capital Group Limited Employee Benefit Trust	1	UK	Employee Benefit Trust	N/A	—
Bridgepoint Capital Scottish GP Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Capital Scottish GP II Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Capital Partners Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Capital Trustee Limited	1	UK	Dormant entity	Ordinary shares	100%

Name of subsidiary	Ref	Country of incorporation	Principal activity	Share class	Company's proportion of ownership interest
Bridgepoint Capital Verwaltungs Gmbh	7	Germany	General Partner	Ordinary shares	100%
Bridgepoint Credit AD GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Credit Advisers Limited	1	UK	Credit fund advisory company	Ordinary shares	100%
Bridgepoint Credit Advisers UK Limited	1	UK	Credit fund advisory company	Ordinary shares	100%
Bridgepoint Credit BOCPIF GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Credit Carry LP	2	UK	Investment holding company	N/A	—
Bridgepoint Credit Carry GP LLP	2	UK	General Partner	N/A	—
Bridgepoint Credit Empire GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Credit Europe Limited	1	UK	Credit fund advisory company	Ordinary shares	100%
Bridgepoint Credit France SAS	8	France	Credit fund management company	Ordinary shares	100%
Bridgepoint Credit GP Verwaltungs GmbH	7	Germany	General Partner	Ordinary shares	100%
Bridgepoint Credit Holdings Limited	1	UK	Investment holding company	Ordinary shares	100%
Bridgepoint Credit Limited	1	UK	Credit fund management company	Ordinary shares	100%
Bridgepoint Credit Management Limited*	1	UK	Credit fund management company	Ordinary shares	49%
Bridgepoint Credit Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
Bridgepoint Credit Opportunities II GP GmbH & Co. KG	7	Germany	General Partner	Ordinary shares	100%
Bridgepoint Credit Opportunities II GP Limited	1	UK	General Partner	Ordinary shares	100%
Bridgepoint Credit Opportunities II GP LP	2	UK	General Partner	N/A	—
Bridgepoint Credit Opportunities III GP Limited	1	UK	General Partner	Ordinary shares	100%
Bridgepoint Credit Opportunities III GP LP	2	UK	General Partner	N/A	—
Bridgepoint Credit Opportunities IV GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Credit Opportunities SICAV GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Credit Partners Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Credit Services S.à r.l.	3	Luxembourg	Credit fund advisory company	Ordinary shares	100%
Bridgepoint Credit UK Limited	1	UK	Credit fund advisory company	Ordinary shares	100%
Bridgepoint Debt Funding Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Debt Management Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Debt Managers Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Development Capital Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Direct Lending II GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Direct Lending III GP S.à r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Europe (SGP) Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Europe III FP (GP) Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Europe III (GP) Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Europe III GP LP	2	UK	General Partner	N/A	
Bridgepoint Europe IV (Nominees) Limited	1	UK	Nominee entity	Ordinary shares	100%
Bridgepoint Europe IV FP (GP) Limited	2	UK	General Partner	Ordinary shares	100%
Bridgepoint Europe IV General Partner LP	2	UK	General Partner	N/A	—
Bridgepoint Europe IV General Partner 'F' LP	2	UK	General Partner	N/A	—
Bridgepoint Europe Limited	1	UK	Limited Partner	Ordinary shares	100%
Bridgepoint Europe Managerial LLP	1	UK	Limited Partner	N/A	—
Bridgepoint Finance Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint France SAS	8	France	Private equity management company	Ordinary shares	100%
Bridgepoint GmbH	7	Germany	Private equity advisory company	Ordinary shares	100%
Bridgepoint GP2 LLP	2	UK	General Partner	N/A	—
Bridgepoint Infrastructure Advisers Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Growth I GP LLP	1	UK	General Partner	N/A	—
Bridgepoint Growth Limited	1	UK	Dormant entity	Ordinary shares	100%

Name of subsidiary	Ref	Country of incorporation	Principal activity	Share class	Company's proportion of ownership interest
Bridgepoint Growth Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
Bridgepoint Holdco 1 Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Holdings Group Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Holdings Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Infrastructure Development Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Infrastructure Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint International Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Investment Consultants (Shanghai) Co Ltd	9	China	Private equity advisory company	Ordinary shares	100%
Bridgepoint Loan Fund GP GmbH & Co. KG	7	Germany	General Partner	Ordinary shares	100%
Bridgepoint Loan Fund GP S.à.r.l.	3	Luxembourg	General Partner	Ordinary shares	100%
Bridgepoint Netherlands BV	10	Luxembourg	Private equity advisory company	Ordinary shares	100%
Bridgepoint Partners Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint SAS	8	France	Private equity advisory company	Ordinary shares	100%
Bridgepoint Portfolio Services SAS	8	France	Private equity advisory company	Ordinary shares	100%
Bridgepoint Private Equity Group Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Private Equity Growth Fund Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Private Equity Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Property Advisers Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Property Development Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Real Estate Advisers Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Real Estate Advisers Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Real Estate Development Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Real Estate Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Real Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint SA	11	Spain	Private equity advisory company	Ordinary shares	100%
Bridgepoint Services Sàrl	3	Luxembourg	Private equity advisory company	Ordinary shares	100%
Bridgepoint Sp Zoo	12	Poland	Private equity advisory company	Ordinary shares	100%
Bridgepoint Sp Zoo sp.k	12	Poland	Private equity advisory company	N/A	—
Bridgepoint Structured Credit Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Team Paris S.à r.l.	14	Luxembourg	Dormant entity	Ordinary shares	100%
Bridgepoint US Holdco Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint Ventures Limited	1	UK	Dormant entity	Ordinary shares	100%
Bridgepoint, LLC	15	United States of America	Private equity advisory company	Ordinary shares	100%
George Town (Nominees) Limited	1	UK	Dormant entity	Ordinary shares	100%
Horninghaven Limited	1	UK	Dormant entity	Ordinary shares	100%
Horningway Limited	1	UK	General Partner	Ordinary shares	100%
HPE II GP LP	2	UK	General Partner	N/A	—
HPE SGP Limited	2	UK	General Partner	Ordinary shares	100%
LORAC 5 Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC 6 Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC BC Co-Investment Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC BDC III Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC BDC Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC BEP IV Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC BE VI Co-investment Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC Eagle Limited	1	UK	Investment holding company	Ordinary shares	100%
LORAC KITE Limited	1	UK	Investment holding company	Ordinary shares	100%
New HPE II GP LP	2	UK	General Partner	N/A	—
Opal Investments LP	2	UK	Investment holding partnership	N/A	—
PEPCO Services LLP	1	UK	Collective purchasing negotiator	N/A	—
Ruby Germany GP Limited	4	Guernsey	General Partner	Ordinary shares	100%
Ruby Investments (UK) Limited	1	UK	Investment holding company	Ordinary shares	100%
Sapphire Investments (Guernsey) Limited	4	Guernsey	Investment holding company	Ordinary shares	100%
Throttle Nominees Limited	1	UK	Nominee company	Ordinary shares	100%
Vigny Advisory S.à r.l.	13	France	Dormant entity	Ordinary shares	100%
Vigny Participation S.à r.l.	13	France	Dormant entity	Ordinary shares	100%
Vigny Holding S.à r.l.	13	France	Dormant entity	Ordinary shares	100%

* The Group holds 49% of A Shares and 100% of B shares

Ref	Registered office
1	95 Wigmore Street, London, W1U 1FB, UK
2	50 Lothian Road, Edinburgh, EH3 9WJ, UK
3	1 Avenue Charles de Gaulle, L-1653, Luxembourg
4	1 Royal Plaza, St. Peter Port, Guernsey, GY1 2HL
5	Mäster Samuelsgatan 1, 111 44 Stockholm, Sweden
6	One Rodney Square, 10th Floor, Tenth and King Streets, Wilmington, New Castle County, Delaware 19801, USA
7	Neue Mainzer Strasse 28, 60311 Frankfurt am Main, Germany
8	21 Avenue Kléber, 75116 Paris, France
9	Shanghai One ICC, 999 Huaihai Road (Middle), 20031 Shanghai, China
10	Honthorststraat 16H, 1071 DE Amsterdam, The Netherlands
11	Calle Rafael Calvo 39A-4, 28010 Madrid, Spain
12	Marsalkowska 126/134, 00-008 Warsaw, Poland
13	21 rue La Perouse, 75116 Paris, France
14	153-155, rue du Kien, L-8030 Strassen, Luxembourg
15	10 East 53rd St. 28th Floor, New York, NY 10022, USA

(b) Entities not consolidated

The table below shows entities that are indirect subsidiaries of the Company, but the Group does not have the power to direct activities or rights to variable returns from the entity and are therefore not consolidated in the historical financial information.

	Ref	Country of incorporation	Principal activity	Share class	Proportion of ownership interest
Name of subsidiary:					
Sapphire Fund II South Limited	4	Guernsey	Investment holding company	Ordinary shares	25%
Sapphire Sub II A Limited . . .	4	Guernsey	Investment holding company	Ordinary shares	100%
Sapphire Sub II B Limited . . .	4	Guernsey	Investment holding company	Ordinary shares	100%
Sapphire Sub III A Limited . . .	4	Guernsey	Investment holding company	Ordinary shares	100%
Sapphire Sub III B Limited . . .	4	Guernsey	Investment holding company	Ordinary shares	100%
Sapphire Sub III C Limited . . .	4	Guernsey	Investment holding company	Ordinary shares	100%
Sapphire Sub South Limited . .	4	Guernsey	Investment holding company	Ordinary shares	25%

The profit and loss for the above entities are not material.

(c) Consolidated structured entities

The table below shows details of structured entities that the Group has deemed to control and are consolidated within the historical financial information.

	Country of incorporation	Company's proportion of ownership interest	Nature of interest	Periods consolidated
Name of subsidiary:				
Bridgepoint CLO 1 DAC . . .	Ireland	5%	Subordinated note in the residual class	YE 2020, Q1 2021
Bridgepoint CLO 2 DAC . . .	Ireland	50%	Subordinated note in the residual class	YE 2020, Q1 2021
Opal Investments LP	United Kingdom	85%	Limited partner	All periods

(d) Associates

Where the Group hold investments in funds or CIPs that give the Group significant influence, but not control, through participation in the financial and operating policy decisions, the Group measures investments in associates at fair value through profit or loss. Information about the Group's associates measured at fair value is shown below. The investments are recorded as financial assets or carried interest receivable within the Group's balance sheet.

Bridgepoint Credit II "C" LP

Within investments in funds, the Group has an investment that represents 27% of the total committed capital of Bridgepoint Credit II (C) LP, a fund that lends to private companies. Where the Group holds an interest that is greater than 20% the Group is considered to have significant influence, but not control. Accordingly, Bridgepoint Credit II is considered to be an associate of the Group. Key financial information about the fund is set out in the table below.

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Investments at fair value	—	158,233	280,621	319,436
Other assets	—	11,296	11,791	37,355
Total liabilities	—	(130,242)	(174,970)	(237,657)
Total	—	39,287	117,442	119,134
Profit for the period	—	910	7,672	3,764
Country of domicile		UK	UK	UK
Group's interest in the associate		29%	27%	27%

The Partnership's registered address is 95 Wigmore Street, London, W1U 1FB, UK.

BDC III SFP LP

The Group has an interest in a CIP which has a share of 20% of the rights to the carried interest from the BDC III fund partnerships and is therefore considered to have significant influence. Where the Group holds an interest that is greater than 20% the Group is considered to have significant influence, but not control. Accordingly, the BDC III carry scheme is considered an associate of the Group. Key financial information is set out in the table below.

	31 December			31 March
	2018	2019	2020	2021
	£ 000	£ 000	£ 000	£ 000
Carried interest receivable	—	—	93,558	93,558
Carried interest payable	—	—	(93,558)	(93,558)
Net assets	—	—	—	—
Total	—	—	—	—
Result for the period	—	—	—	—
Country of domicile			UK	UK
Group's interest in the associate			25%	25%

The Partnership's registered address is 50 Lothian Road, Edinburgh, EH3 9WJ, UK

In addition to the associates listed above, there are four other entities where the Group considers itself to have significant influence with ownership above 20%. These are immaterial individually and in aggregate and have no balances or transactions associated with them for the periods presented.

29 Unconsolidated structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements.

The Group has determined that where the Group holds an investment, loan, fee receivable, commitment with an investment fund, CIP with a right to carried interest, that this represents an interest in a structured entity. Where the Group does not hold an investment in the structured entity, the Group has determined that the characteristics of control are not met. As set out in note 3(a), CIPs that currently have value are those where the Group is exposed to variable returns in the range of 5-25% with the main beneficiaries of the CIP being the other participants.

The Group acts in accordance within pre-determined parameters set out in various agreements and the decision-making authority is well defined, including third-party rights in respect of the investment manager. The agreements include management fees that are commensurate with the services provided and performance fee arrangements that are industry standard. As such the Group is acting as agent on behalf of these investors and therefore these entities are not consolidated into the Group's financial statements.

The Group's interest in and exposure to unconsolidated structured entities including outstanding management fees is detailed in the table below and recognised within trade and other receivables in the balance sheet. The carried interest receivable is included within the balance sheet.

	Value of the Group's co-investments at period-end	Typical Group commitment to the fund as	Total investor commitments	Net asset value of the funds at period-end	Management fees received by the Group	Typical management fee range	Carried interest rate	Group share of carried interest	Group accrued carried interest receivables at period-end	Group maximum exposure to loss at period-end
	£ 000	%	£ 000	£ 000	£ 000	%	%	%	£ 000	£ 000
31 December 2018										
Private equity funds	125,497	2%	21,308,112	9,960,595	115,775	0.75 – 2.00%	Generally up to 20% of profits over threshold	Up to 35%	17,757	143,254
Credit funds	86,363	2%	—	—	62	1.00 – 1.75%	Generally up to 20% of profits over threshold	Up to 35%	—	86,363
	211,860		21,308,112	9,960,595	115,837				17,757	229,617
31 December 2019										
Private equity funds	157,475	2%	21,171,785	9,512,676	140,493	0.75 – 2.00%	Generally up to 20% of profits over threshold	Up to 35%	13,002	170,447
Credit funds	48,604	2%	260,276	100,121	1,369	1.00 – 1.75%	Generally up to 20% of profits over threshold	Up to 35%	—	48,604
	206,079		21,432,061	9,612,797	141,862				13,002	219,081

	Value of the Group's co-investments at period-end	Typical Group commitment to the fund as	Total investor commitments	Net asset value of the funds at period-end	Management fees received by the Group	Typical management fee range	Carried interest rate	Group share of carried interest	Group accrued carried interest receivables at period-end	Group maximum exposure to loss at period-end
	£ 000	%	£ 000	£ 000	£ 000	%	%	%	£ 000	£ 000
31 December 2020										
Private equity funds	188,772	<2%	23,911,929	11,385,751	136,578	0.75 – 2.00%	Generally up to 20% of profits over threshold	Up to 35%	24,929	213,701
Credit funds	64,191	<2%	4,891,225	2,779,360	10,231	1.00 – 1.75%	Generally up to 20% of profits over threshold	Up to 35%	2,986	67,177
	252,963		28,803,154	14,165,111	146,809				27,915	280,878
31 March 2021										
Private equity funds	186,105	2%	23,255,332	11,309,328	38,996	0.75 – 2.00%	Generally up to 20% of profits over threshold	Up to 35%	23,933	210,028
Credit funds	67,851	2%	4,674,488	2,870,986	8,850	1.00 – 1.75%	Generally up to 20% of profits over threshold	Up to 35%	3,151	71,002
	253,956		27,929,820	14,180,314	47,846				27,084	281,030

30 Transition to IFRS

Consolidated Statement of Financial Position as at 1 January 2018

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS as at 1 January 2018
		£ 000	£ 000	£ 000	£ 000
Assets					
Non-current assets					
Property, plant and equipment	(f)	4,090	—	49,066	53,156
Carried interest receivable	(d)	2,572	—	13,488	16,060
Fair value of fund investments		105,078	—	—	105,078
Investments at amortised cost		45,587	—	—	45,587
Total non-current assets		157,327	—	62,554	219,881
Current assets					
Trade and other receivables		47,515	—	—	47,515
Cash and cash equivalents		19,065	—	—	19,065
Total current assets		66,580	—	—	66,580
Total assets		223,907	—	62,554	286,461
Liabilities					
Non-current liabilities					
Trade and other payables	(f)	—	42,637	222	42,859
Borrowings		26,155	—	—	26,155
Other financial liabilities		735	—	—	735
Lease liabilities	(f)	—	—	45,265	45,265
Deferred tax liabilities	(h)	—	—	675	675
Total non-current liabilities		26,890	42,637	46,162	115,689
Current liabilities					
Trade and other payables		42,637	(42,637)	—	—
Borrowings		—	—	—	—
Lease liabilities	(f)	—	—	3,579	3,579
Financial liabilities		7,902	—	—	7,902
Total current liabilities		50,539	(42,637)	3,579	11,481
Total liabilities		77,429	—	49,741	127,170
Net assets		146,478	—	12,813	159,291
Equity					
Share capital and premium		3,676	—	—	3,676
Capital redemption reserve		25	—	—	25
Cash flow hedge reserve		(7,157)	—	—	(7,157)
Net exchange difference reserve	(i)	—	4,771	—	4771
Retained earnings	(i)	145,774	(4,771)	12,813	153,816
Capital and reserves attributable to equity shareholders of the company		142,318	—	12,813	155,131
Non-controlling interests		4,160	—	—	4,160
Total equity		146,478	—	12,813	159,291

Consolidated Statement of Financial Position as at 31 December 2018

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS as at 31 December 2018
		£ 000	£ 000	£ 000	£ 000
Assets					
Non-current assets					
Property, plant and equipment	(f)	5,780	—	40,879	46,659
Carried interest receivable	(d)	2,232	—	15,525	17,757
Fair value of fund investments		125,497	—	—	125,497
Investments at amortised cost		86,363	—	—	86,363
Trade and other receivables	(e), (f)	—	176,177	8,862	185,039
Total non-current assets		219,872	176,177	65,266	461,315
Current assets					
Trade and other receivables	(e), (f)	207,680	(176,177)	1,845	33,348
Cash and cash equivalents		37,075	—	—	37,075
Total current assets		244,755	(176,177)	1,845	70,423
Total assets		464,627	—	67,111	531,738
Liabilities					
Non-current liabilities					
Trade and other payables		480	—	—	480
Borrowings		77,316	—	—	77,316
Other financial liabilities		2,096	—	—	2,096
Lease liabilities	(f)	—	—	44,671	44,671
Deferred tax liabilities	(h)	9,544	—	(175)	9,369
Total non-current liabilities		89,436	—	44,496	133,932
Current liabilities					
Trade and other payables	(f), (h)	68,047	—	(315)	67,732
Lease liabilities	(f)	—	—	4,120	4,120
Derivative financial instruments		5,719	—	—	5,719
Total current liabilities		73,766	—	3,805	77,571
Total liabilities		163,202	—	48,301	211,503
Net assets		301,425	—	18,810	320,235
Equity					
Share capital and premium		240,867	—	—	240,867
Capital redemption reserve		24,619	—	—	24,619
Cash flow hedge reserve	(i)	(3,408)	—	—	(3,408)
Net exchange difference exchange	(i)	—	5,046	—	5,046
Retained earnings		(37,044)	(5,046)	14,634	(27,456)
Capital and reserves attributable to equity shareholders of the company		225,034	—	14,634	239,668
Non-controlling interests		76,391	—	4,176	80,567
Total equity		301,425	—	18,810	320,235

Consolidated Statement of Financial Position as at 31 December 2019

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS as at 31 December 2019
		£ 000	£ 000	£ 000	£ 000
Assets					
Non-current assets					
Property, plant and equipment	(f)	7,626	—	39,134	46,760
Carried interest receivable	(d)	16,560	—	(3,558)	13,002
Fair value of fund investments		206,079	—	—	206,079
Trade and other receivables	(e), (f)	—	110,239	6,903	117,142
Total non-current assets		230,265	110,239	42,479	382,983
Current assets					
Fair value of CLO assets		—	—	—	—
Trade and other receivables	(e), (f)	218,067	(110,239)	2,315	110,143
Derivative financial instruments		2,015	—	—	2,015
Cash and cash equivalents		12,083	—	—	12,083
Total current assets		232,165	(110,239)	2,315	124,241
Total assets		462,430	—	44,794	507,224
Liabilities					
Non-current liabilities					
Trade and other payables		515	—	—	515
Borrowings		19,226	—	—	19,226
Other financial liabilities		2,840	—	—	2,840
Lease liabilities	(f)	—	—	42,267	42,267
Deferred tax liabilities	(h)	15,457	—	(1,562)	13,895
Total non-current liabilities		38,038	—	40,705	78,743
Current liabilities					
Trade and other payables	(f), (h)	44,355	—	(1,142)	43,213
Borrowings		23,036	—	—	23,036
Lease liabilities	(f)	—	—	5,893	5,893
Total current liabilities		67,391	—	4,751	72,142
Total liabilities		105,429	—	45,456	150,885
Net assets		357,001	—	(662)	356,339
Equity					
Share capital and premium		241,419	—	—	241,419
Capital redemption reserve		24,619	—	—	24,619
Cash flow hedge reserve		2,610	—	—	2,610
Net exchange difference reserve	(i)	—	3,075	—	3,075
Retained earnings	(i)	(2,649)	(3,075)	(518)	(6,242)
Capital and reserves attributable to equity shareholders of the company		265,999	—	(518)	265,481
Non-controlling interests		91,002	—	(144)	90,858
Total equity		357,001	—	(662)	356,339

Consolidated Statement of Financial Position as at 31 December 2020

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS as at 31 December 2020
		£ 000	£ 000	£ 000	£ 000
Assets					
Non-current assets					
Property, plant and equipment	(f)	8,982	—	32,609	41,591
Goodwill and intangible assets	(g)	130,973	—	(5,251)	125,722
Carried interest receivable	(d)	18,181	—	9,734	27,915
Fair value of fund investments		233,469	—	—	233,469
Trade and other receivables	(f)	—	1,490	5,434	6,924
Total non-current assets		391,605	1,490	42,526	435,621
Current assets					
Fair value of CLO assets		272,476	—	—	272,476
Trade and other receivables	(e), (f)	176,182	(1,490)	2,069	176,761
Cash and cash equivalents		42,366	—	—	42,366
CLO cash		114,750	—	—	114,750
Total current assets		605,774	(1,490)	2,069	606,353
Total assets		997,379	—	44,595	1,041,974
Liabilities					
Non-current liabilities					
Trade and other payables		32,151	—	—	32,151
Other financial liabilities		3,821	—	—	3,821
CLO liabilities		256,606	—	—	256,606
Lease liabilities	(f)	—	—	35,915	35,915
Deferred tax liabilities	(h)	17,176	—	(1,273)	15,903
Total non-current liabilities		309,754	—	34,642	344,396
Current liabilities					
Trade and other payables	(d), (f), (h)	86,163	—	(292)	85,871
Borrowings		99,708	—	—	99,708
Lease liabilities	(f)	—	—	6,087	6,087
Derivative financial instruments		4,230	—	—	4,230
CLO liabilities		17,889	—	—	17,889
CLO purchases awaiting settlement		93,237	—	—	93,237
Total current liabilities		301,227	—	5,795	307,022
Total liabilities		610,981	—	40,437	651,418
Net assets		386,398	—	4,158	390,556
Equity					
Share capital and premium		241,419	—	—	241,419
Capital redemption reserve	22	24,619	—	—	24,619
Cash flow hedge reserve		(2,249)	—	—	(2,249)
Net exchange difference reserve	(i)	—	5,344	—	5,344
Retained earnings	(i)	41,808	(5,344)	3,245	39,709
Capital and reserves attributable to equity shareholders of the company		305,597	—	3,245	308,842
Non-controlling interests		80,801	—	913	81,714
Total equity		386,398	—	4,158	390,556

Consolidated Income Statement for the year ended 31 December 2018

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS for the year ended 31 December 2018
		£ 000	£ 000	£ 000	£ 000
Management fees		—	117,367	—	117,367
Carried interest	(d)	—	2,731	2,037	4,768
Fair value remeasurement of investments		—	20,815	—	20,815
Other operating income		—	1,861	—	1,861
Total operating income		—	142,774	2,037	144,811
Turnover		123,958	(123,958)	—	—
Personnel expenses		(91,447)	—	—	(91,447)
Other expenses	(e), (f)	(45,689)	(33)	10,017	(35,705)
Foreign exchange gains/(losses)		(1,737)	3,261	—	1,524
Profits on investments		22,044	(22,044)	—	—
EBITDA		7,129	—	12,054	19,183
Depreciation and amortisation expense	(f), (g)	(1,545)	—	(5,220)	(6,765)
Total operating profit		5,584	—	6,834	12,418
Finance income	(f)	5,226	114	141	5,481
Finance expense	(f)	(3,250)	(114)	(1,994)	(5,358)
Profit before income tax		7,560	—	4,981	12,541
Income tax (charge)/credit	(h)	(10,493)	—	1,017	(9,476)
(Loss)/profit after income tax		(2,933)	—	5,998	3,065
Attributable to:					
Equity holders of the parent		(9,326)	—	4,667	(4,659)
Non-controlling interests		6,393	—	1,331	7,724
		(2,933)	—	5,998	3,065

Consolidated Income Statement for the year ended 31 December 2019

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS for the year ended 31 December 2019
		£ 000	£ 000	£ 000	£ 000
Management fees		—	143,893	—	143,893
Carried interest	(d)	—	28,667	(19,085)	9,582
Fair value remeasurement of investments		—	14,467	—	14,467
Other operating income		—	1,895	—	1,895
Total operating income		—	188,922	(19,085)	169,837
Turnover		147,885	(147,885)	—	—
Personnel expenses		(87,095)	(1,787)	—	(88,882)
Other expenses	(e), (f)	(33,814)	(8)	6,050	(27,772)
Foreign exchange gains/(losses)		(11,748)	11,690	—	(58)
Profits on investments		50,932	(50,932)	—	—
EBITDA		66,160	—	(13,035)	53,125
Depreciation and amortisation expense	(f), (g)	(1,672)	—	(6,085)	(7,757)
Total operating profit/(loss)		64,488	—	(19,120)	45,368
Finance income	(f)	7,387	—	278	7,665
Finance expense	(f)	(3,520)	—	(2,036)	(5,556)
Profit/(loss) before income tax		68,355	—	(20,878)	47,477
Income tax (charge)/credit	(h)	(6,951)	—	1,404	(5,547)
Profit/(loss) after income tax		61,404	—	(19,474)	41,930
Attributable to:					
Equity holders of the parent		44,049	—	(15,148)	28,901
Non-controlling interests		17,355	—	(4,326)	13,029
		61,404	—	(19,474)	41,930

Consolidated Income Statement for the year ended 31 December 2020

	Note	UK GAAP	Reclassification	Recognition and measurement differences	IFRS for the year ended 31 December 2020
		£ 000	£ 000	£ 000	£ 000
Management fees		—	148,624	—	148,624
Carried interest	(d)	—	(376)	13,293	12,917
Fair value remeasurement of investments		—	29,397	—	29,397
Other operating income		—	873	—	873
Total operating income		—	178,518	13,293	191,811
Turnover		148,670	(148,670)	—	—
Personnel expenses		(95,245)	(86)	(929)	(96,260)
Other expenses	(e), (f)	(34,983)	(201)	(1,440)	(36,624)
Foreign exchange gains/(losses)		8,644	(8,873)	—	(229)
Profits on investments		20,688	(20,688)	—	—
EBITDA		47,774	—	10,924	58,698
Depreciation and amortisation expense	(f), (g)	(4,670)	—	(4,139)	(8,809)
Total operating profit		43,104	—	6,785	49,889
Finance income	(f)	4,486	—	250	4,736
Finance expense	(f)	(4,300)	—	(1,849)	(6,149)
			—		
Profit before income tax		43,290	—	5,186	48,476
Income tax charge	(h)	(466)	—	(339)	(805)
Profit after income tax		42,824	—	4,847	47,671
Attributable to:					
Equity holders of the parent		32,709	—	3,772	36,481
Non-controlling interests		10,115	—	1,075	11,190
		42,824	—	4,847	47,671

(a) Reclassification of items reported within the primary statements

Under UK GAAP the consolidated income statement and balance sheet were presented in a different format. Certain assets, liabilities, revenues and costs reported under UK GAAP were reclassified to align with the presentation format under IFRS. These reclassifications did not impact profit for the year or equity.

(b) Cash flow statement and other comprehensive income

The transition to IFRS from UK GAAP has had no material impact on the Group's presented consolidated cash position and cash flows, with the exception of the treatment of payments under lease payments, which have been reclassified from operating activities to financing activities. Therefore, no reconciliations of the cash flow statement have been included.

No adjustments were required through other comprehensive income and therefore no reconciliations have been included.

(c) Transition exemptions

The Group has taken the following exemptions on transition to IFRS:

- Revenue recognition: The Group has elected to use the transition exemption not to restate contracts that were completed before 1 January 2018 (being the date of transition) and elected to use the practical expedient within IFRS 15:4 and analyse the impact of applying IFRS 15 "Revenue from contracts with customers" using a portfolio approach.
- Leases: The Group has taken the transition provision that allows early adoption of IFRS 16 "Leases" as long as IFRS 15 "Revenue from contracts with customers" has been adopted at 1 January 2018. In addition, the Group has elected to apply the guidance under which the asset is set to equal to the

liability for each lease. The Group has also elected to use the practical expedient for short term leases and also the practical expedient for leases of immaterial amount.

- Business combinations: The Group has elected not to apply IFRS 3 "Business Combinations" to past business combinations prior to 1 January 2018 (i.e. before the date of transition)

(d) Revenue recognition

Carried interest is a share of profits that the Group receives as variable compensation based on the returns on the investments of the funds. Under UK GAAP income from carried interest was recognised initially only once the hurdle level had been cleared by distributions to investors and subsequently remeasured based upon the value of the expected carried interest payable based upon the current value of the remaining fund assets. Under IFRS, the income from carried interest is recognised in accordance with IFRS 15 "Revenue from contracts with customers" and the guidance relating to variable consideration subject to constraints. See note 2 Accounting Policies for further details.

(e) Cost of obtaining a contract

Under UK GAAP fundraising costs incurred by the Group were recognised in the year that the fund begins earning management fees. Under IFRS, such costs are capitalised and are spread over the commitment period, which is typically between three and five years.

(f) Leasing

Under UK GAAP, all leases were classified as operating leases, where the lease payments were recognised as an expense in the income statement over the lease-term on a straight-line basis. Where the Group was an intermediate lessor by entering into a sublease agreement, rental income was recognised over the lease-term on a straight-line basis.

Under IFRS 16 "Leases", where the Group acts as a lessee the Group recognises a right-of-use asset and a lease liability at the lease commencement date. Where the Group acts as an intermediate lessor, the Group derecognises the right-of-use asset relating to the head lease and recognises the net investments in the sublease as a receivable. Further details of the accounting policy under IFRS 16 "Leases" are described in note 2 Accounting Policies.

As a first-time adopter of IFRS, the Group has, in line with IFRS 1 "First-time Adoption of International Financial Reporting Standards", assessed where a contract existing at the date of transition to IFRS contains a lease by applying the requirements in IFRS 16 to those contracts on the basis of facts and circumstances existing at that date. The Group measured a lease liability at the date of transition to IFRS at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of transition to IFRS. An IBR range of 2.36%-5.30% was used and the weighted average IBR was 4.24%. The right-of-use asset was measured at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognised in the balance sheet immediately before the date of transition to IFRS.

The Group has used practical expedients that allow excluding initial direct costs from the measurement of the right-to-use asset at the date of transition to IFRS and relied on the assessment of whether leases are onerous by applying IAS 37 "Provision Contingent Liabilities and Contingent Assets" immediately before the date of initial application as an alternative to performing an impairment review. Short-term leases, including leases with a remaining lease of 12 months or less on the date of transition to IFRS, and leases of low value assets have been excluded from the lease liability. On the date of transition the Group had not entered into any sublease agreements.

On the date of transition to IFRS the Group recognised a lease liability of £48.84m, on the same date under UK GAAP the Group had operating lease commitments of £33.79m. The difference is due to the discounting of future lease payments and exclusion of leases with a remaining lease of 12 months or less and leases of low value assets from IFRS balances, as well as only including leases where the lease term has commenced as at transition date. UK GAAP includes leases that we have committed to but where the lease term has not yet commenced.

(g) Goodwill and business combination

Under UK GAAP, goodwill was required to be amortised over its useful life. Under IFRS goodwill is not amortised. Amortisation has been reversed on transition to IFRS.

In addition, transaction costs relating to a business combination cannot be capitalised as part of the acquisition cost as part of the goodwill. On transition to IFRS these costs have been expensed within the consolidated income statement and treated as an exceptional cost.

(h) Taxation

On transition to IFRS, the Group recognised a deferred tax in respect of costs of obtaining contracts and leasing as noted in (d) and (e) above. The adjustments to deferred tax and income tax reflect the impact of transitional adjustments and are calculated in line with the accounting policy set out in note 2.

(i) Net exchange difference reserve

On transition to IFRS, exchange difference on the translation of foreign operations have been reclassified from retained earning to a separate note.

PART XV

TAXATION

UK TAX CONSIDERATIONS

The following comments are intended only to be a general guide. They relate only to certain limited aspects of the UK tax consequences of acquiring, holding or disposing of Shares and are based on current UK tax law and what is understood to be the current published practice of HMRC (which may not be binding on HMRC) as of the date of this document (which are both subject to change at any time, possibly with retrospective effect). The rates and allowances for the 2021/2022 tax year stated in this UK tax section reflect the current law.

Except where otherwise specifically stated, the comments below are intended to apply only to shareholders: (i) who are resident (and, in the case of individuals, domiciled or deemed-domiciled) in (and only in) the UK for UK tax purposes; (ii) who are and will be the absolute beneficial owners of their Shares and any dividends paid in respect of them; (iii) who hold, and will hold, their Shares as investments and not as securities to be realised in the course of a trade; and (iv) to whom the UK tax rules concerning carried interest do not apply in relation to their holding or disposal of Shares. The comments below may not apply to certain shareholders, such as (but not limited to) persons who are connected with the Company, dealers in securities, insurance companies, shares held through an ISA or self-invested pension plan, shareholders who acquired or are deemed to have acquired their Shares by virtue of an office or employment and other shareholders who are exempt from UK taxation. Such shareholders may be subject to special rules.

The material set out in the paragraphs below does not constitute tax advice. All Shareholders, and in particular those who are in any doubt as to their tax position or who are subject to tax in a jurisdiction other than the UK, should consult an appropriate professional adviser.

Direct Taxation of Dividends

Liability to UK income tax or UK corporation tax on income in respect of dividends payable on the Shares will depend upon the individual circumstances of the shareholder. An overview of the UK tax rules applicable to dividends is set out below.

UK withholding tax

There is no UK withholding tax on dividends paid by the Company.

Individual shareholders within the charge to UK income tax

When the Company pays a dividend to a shareholder who is an individual resident and domiciled or deemed domiciled (for tax purposes) in the UK, the amount of income tax payable on the receipt, if any, will depend on the individual's own personal tax position.

No UK income tax should be payable by a UK resident individual shareholder if the amount of dividend income (which includes certain other distributions in respect of shares) received, when aggregated with the shareholder's other dividend income in the year of assessment, does not exceed the dividend allowance. The dividend allowance is £2,000 for the 2021/2022 tax year. Dividend income in excess of the dividend allowance is taxed at the following rates for the 2021/2022 tax year:

(a) 7.5 per cent to the extent that it falls below the threshold for higher rate income tax;

(b) 32.5 per cent to the extent it falls within the higher rate band; and

(c) 38.1 per cent to the extent it falls within the additional rate band.

For the purposes of determining which of the taxable bands dividend income falls into, dividend income is treated as the highest part of a shareholder's income. In addition, dividend income which is within the dividend allowance counts towards an individual's basic or higher rate limits and so will be taken into account in determining whether the threshold for higher rate or additional rate income tax is exceeded.

Shareholders within the charge to UK corporation tax

Shareholders within the charge to UK corporation tax which are "small companies" for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009 should generally not be subject to UK tax on dividends from the Company provided certain conditions are met (including an anti-avoidance condition). Shareholders

will need to ensure that they satisfy the conditions and that no anti-avoidance rules apply before treating any dividend as exempt, and seek appropriate professional advice where necessary.

A shareholder within the charge to UK corporation tax (which is not a "small company" for the purposes of Chapter 2 of Part 9A of the Corporation Tax Act 2009) will be liable to UK corporation tax (currently at a rate of 19 per cent (it has been announced, subject to enactment, that this main rate will increase to 25 per cent with effect from 1 April 2023)) unless the dividend falls within one of the exempt classes set out in Part 9A. Examples of exempt classes (as defined in Chapter 3 of Part 9A of the Corporation Tax Act 2009) include dividends paid on shares that are "ordinary shares" (that is shares that do not carry any present or future preferential right to dividends or to the Company's assets on its winding up) and which are not "redeemable", and dividends paid to a person holding less than 10 per cent of the issued share capital of the payer (or any class of that share capital in respect of which the distribution is made). However, the exemptions are not comprehensive and are subject to anti-avoidance rules.

Other shareholders

Shareholders who are not resident in the UK and who hold their Shares as an investment and not in connection with any trade, profession or vocation carried on by them in the UK (in the case of individuals) and not in connection with a trade carried on in the UK through a permanent establishment in the UK (in the case of corporates), in each case, should not generally be subject to UK tax on dividends received from the Company.

Non-UK resident Shareholders who receive a dividend from the Company are treated as having paid UK income tax on their dividend income at the dividend ordinary rate (7.5 per cent). Such income tax will not be repayable to a non-UK resident individual shareholder.

Chargeable Gains

For the purpose of UK tax on chargeable gains, the amounts paid by a shareholder for Shares will generally constitute the base cost of that shareholder's holdings in those Shares.

Individuals resident in the UK

A disposal (or deemed disposal) of Shares by a UK resident individual shareholder may give rise to a chargeable gain (or allowable loss) for the purposes of UK capital gains tax, depending on the circumstances and subject to any available exemption or relief. However, the capital gains tax annual exemption (which is £12,300 for individuals in the 2021/2022 tax year) may be available to exempt any chargeable gain, to the extent that the exemption has not already been utilised.

Capital gains tax on share disposals by a UK resident individual shareholder will generally be charged at 10 per cent to the extent that the total chargeable gains and, generally, total taxable income arising in a tax year, after all allowable deductions (including losses, the income tax personal allowance and the capital gains tax annual exempt amount), are less than the upper limit of the income tax basic rate band. To the extent that any chargeable gains (or part of any chargeable gains) arising in a tax year exceed the upper limit of the income tax basic rate band when aggregated with any such income (in the manner referred to above), capital gains tax will generally be charged at 20 per cent.

Corporate shareholders resident in the UK

A disposal (or deemed disposal) of Shares by a shareholder within the charge to UK corporation tax may give rise to a chargeable gain (or allowable loss) for the purposes of UK corporation tax, depending on the circumstances and subject to any available exemption or relief. The main rate of UK corporation tax is currently 19 per cent (it has been announced, subject to enactment, that this main rate will increase to 25 per cent with effect from 1 April 2023).

Other shareholders

An individual shareholder who is not resident or domiciled in the UK should not be liable to UK capital gains tax on capital gains realised on the disposal of his or her Shares unless such shareholder carries on a trade, profession or vocation in the UK through a branch or agency in the UK to which the Shares are attributable.

An individual shareholder who is temporarily non-resident for UK tax purposes will, in certain circumstances, become liable to UK capital gains tax in respect of gains realised while he or she was not resident in the UK in the event that they re-establish residence in the United Kingdom.

A corporate holder of Shares that is not resident in the UK and does not carry on a trade through a permanent establishment in the UK to which the Shares are attributable should not be liable for UK corporation tax on chargeable gains realised on the disposal of Shares.

UK Stamp Duty and SDRT

General

Stamp duty and SDRT may apply regardless of whether or not the parties to a transaction are resident in the United Kingdom. Generally, no stamp duty or SDRT will be payable on an issuance of the Shares. Transfers of or agreements to transfer the Shares will generally attract a stamp duty and / or SDRT charge equal to 0.5 per cent of the amount or value of the consideration for the Shares, rounded up to the nearest £5 in the case of stamp duty. This is subject to an exemption for certain low value transfers where the consideration does not exceed £1,000. Transfers of Shares to a connected company (or its nominee) may be subject to stamp duty and/ or SDRT based on the value of the Shares if this is higher than the amount or value of the consideration. In practice however, where a charge to SDRT arises on an agreement to transfer the Shares, this should be cancelled automatically provided a stock transfer form is executed pursuant to that agreement and is duly stamped (or is exempt) within six years from the date on which the agreement was made or, in the case of a conditional agreement, the date on which the agreement became unconditional. For this reason, SDRT is generally only paid on electronic transfers of Shares in CREST, as explained below. The purchaser or transferee of the Shares will generally be responsible for paying such stamp duty or SDRT. Please note however, with respect to the initial transfer of the Existing Shares by the Selling Shareholders as part of the Offer, the Selling Shareholders have agreed to pay any such stamp duty or SDRT to the extent arising at the rate of 0.5 per cent in respect of that initial transfer.

Shares transferred through CREST

Paperless transfers of Shares occurring within CREST are liable to SDRT rather than stamp duty, at the rate of 0.5 per cent of the amount or value of the consideration. CREST is obliged to collect SDRT on relevant transactions settled within the system and to pay this to HMRC. However, the charge is generally borne by the purchaser.

Depository Receipt Schemes and Clearance Services

Stamp duty and SDRT may arise at the higher rate of 1.5 per cent where Shares are issued or transferred to, or to a nominee or agent for (i) a person whose business is or includes issuing depository receipts for relevant securities or (ii) a person whose business is or includes the provision of clearance services for the purchase and sale of relevant securities. The depository or clearance service provider is accountable for the tax but, in practice, the cost will be passed on to the purchaser or transferee. Further advice should be sought before paying stamp duty or SDRT at the 1.5 per cent rate.

In general, according to HMRC's published practice, following certain case law HMRC will not seek to apply the 1.5 per cent SDRT charge on an issue of shares into a clearance service or depositary receipt system on the basis that the charge is not compatible with EU law as it continues to be recognised in the United Kingdom under the terms of the European Union (Withdrawal) Act 2018. HMRC does not generally consider that this case law has any impact upon transfers of shares to clearance services or depositary receipt systems that are not an integral part of an issue of share capital.

CERTAIN UNITED STATES FEDERAL INCOME TAX CONSEQUENCES

The following discussion describes certain United States federal income tax consequences of the purchase, ownership and disposition of Shares as of the date hereof. This discussion deals only with Shares that are held as capital assets by a United States Holder (as defined below). In addition, the discussion set forth below is applicable only to United States Holders (i) who are residents of the United States for purposes of the current Convention between the Government of the United States of America and the Government of the United Kingdom of Great Britain and Northern Ireland for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (the "**Treaty**"), (ii) whose Shares are not, for purposes of the Treaty, effectively connected with a permanent establishment in the United Kingdom and (iii) who otherwise qualify for the full benefits of the Treaty.

As used herein, the term "**United States Holder**" means a beneficial owner of Shares that is, for United States federal income tax purposes, any of the following:

(a) an individual who is a citizen or resident of the United States;

(b) a corporation (or other entity treated as a corporation for United States federal income tax purposes) created or organised in or under the laws of the United States, any state thereof or the District of Columbia;

(c) an estate the income of which is subject to United States federal income taxation regardless of its source; or

(d) a trust if it (1) is subject to the primary supervision of a court within the United States and one or more United States persons have the authority to control all substantial decisions of the trust or (2) has a valid election in effect under applicable United States Treasury regulations to be treated as a United States person.

This discussion is based upon provisions of the Internal Revenue Code of 1986, as amended (the "**Code**"), and regulations, rulings and judicial decisions thereunder as of the date hereof. Those authorities may be changed, perhaps retroactively, so as to result in United States federal income tax consequences different from those summarised below.

This discussion does not represent a detailed description of the United States federal income tax consequences applicable to a United States Holder subject to special treatment under the United States federal income tax laws, includes:

(a) a dealer or broker in securities or currencies;

(b) a financial institution;

(c) a regulated investment company;

(d) a real estate investment trust;

(e) an insurance company;

(f) a tax-exempt organisation;

(g) a person holding Shares as part of a hedging, integrated or conversion transaction, a constructive sale or a straddle;

(h) a trader in securities that has elected the mark-to-market method of accounting for its securities;

(i) a person liable for alternative minimum tax;

(j) a person who owns or is deemed to own 10 per cent or more of the Company's stock (by vote or value);

(k) a partnership or other pass-through entity for United States federal income tax purposes;

(l) a person required to accelerate the recognition of any item of gross income with respect to the Shares as a result of such income being recognised on an applicable financial statement; or

(m) a person whose "functional currency" is not the United States dollar.

If a partnership (or other entity or arrangement treated as a partnership for United States federal income tax purposes) holds Shares, the tax treatment of a partner will generally depend upon the status of the partner and the activities of the partnership. A partnership or a partner of a partnership holding Shares should consult their own tax advisors.

This discussion does not contain a detailed description of all the United States federal income tax consequences to a United States Holder of Shares in light of the United States Holder's particular circumstances and does not address the Medicare tax on net investment income, United States federal estate and gift taxes or the effects of any state, local or non-United States tax laws. Any persons considering the purchase of Shares should consult their own tax advisors concerning the particular United States federal income tax consequences of the purchase, ownership and disposition of Shares, as well as the consequences arising under other United States federal tax laws and the laws of any other taxing jurisdiction.

Taxation of Dividends

Subject to the discussion under "*Passive Foreign Investment Company*" below, the gross amount of distributions on the Shares will be taxable as dividends to the extent paid out of current or accumulated earnings and profits, as determined under United States federal income tax principles. To the extent that the amount of any distribution exceeds the Company's current and accumulated earnings and profits for a taxable year, the distribution will first be treated as a tax-free return of capital, causing a reduction in the United States Holder's tax basis in the Shares, and to the extent the amount of the distribution exceeds a United States Holder's tax basis, the excess will be taxed as capital gain recognised on a sale or exchange. However, the Company does not expect to determine earnings and profits in accordance with United States federal income tax principles. Therefore, United States Holders of the Shares should expect that a distribution will generally be treated as a dividend.

Any dividends received (including withheld taxes, if any, in respect thereof) will be includable in a United States Holder's gross income as ordinary income on the day actually or constructively received by the United States Holder. Such dividends will not be eligible for the dividends received deduction allowed to corporations with respect to certain dividends under the Code. Subject to applicable limitations (including a minimum holding period requirement), dividends received by non-corporate United States investors from a qualified foreign corporation may be treated as "qualified dividend income" that may be subject to reduced rates of taxation. United States Holders should consult their own tax advisors regarding the application of these rules to their particular circumstances.

Non-corporate United States Holders will not be eligible for reduced rates of taxation on any dividends received from the Company if the Company is a passive foreign investment company in the taxable year in which such dividends are paid or in the preceding taxable year (see "*Passive Foreign Investment Company*" below).

The amount of any dividend paid in pound sterling will equal the United States dollar value of the pound sterling received calculated by reference to the exchange rate in effect on the date the dividend is received by a United States Holder, regardless of whether the pound sterling are converted into United States dollars. If the pound sterling received as a dividend are converted into United States dollars on the date they are received, a United States Holder generally will not be required to recognise foreign currency gain or loss in respect of the dividend income. If the pounds sterling received as a dividend are not converted into United States dollars on the date of receipt, a United States Holder will have a basis in the pound sterling equal to their United States dollar value on the date of receipt. Any gain or loss realised on a subsequent conversion or other disposition of the pound sterling will be treated as United States source ordinary income or loss.

Taxation of Capital Gains

For United States federal income tax purposes, a United States Holder of the Shares will recognise taxable gain or loss on any sale, exchange or other taxable disposition of the Shares in an amount equal to the difference between the amount realised for the Shares and the United States Holder's adjusted tax basis in the Shares, both determined in United States dollars. Subject to the discussion under "*—Passive Foreign Investment Company*" below, such gain or loss will generally be capital gain or loss and will generally be long-term capital gain or loss if the United States Holder has held the Shares for more than one year. Long-term capital gains of non-corporate United States Holders (including individuals) may be eligible for reduced rates of taxation. The deductibility of capital losses is subject to limitations. Any gain or loss recognised by a United States Holder will generally be treated as United States source gain or loss.

United States Holders should note that any United Kingdom stamp duty or SDRT, if any, not expected to be treated as a creditable foreign tax for United States federal income tax purposes, although United States Holders may be entitled to deduct such taxes, subject to applicable limitations under the Code.

Passive Foreign Investment Company

Based on the past and projected composition of the Company's income and assets, and the valuation of the Company's assets, including goodwill, the Company does not believe it was a passive foreign investment company (a "**PFIC**") for its most recent taxable year, and does not expect to become a PFIC in the current taxable year or the foreseeable future, although there can be no assurance in this regard.

In general, the Company will be a PFIC for any taxable year in which:

(a) at least 75 per cent of its gross income is passive income; or

(b) at least 50 per cent of the value (determined based on a quarterly average) of its assets is attributable to assets that produce or are held for the production of passive income.

For this purpose, subject to certain exceptions, passive income generally includes dividends, interest, royalties, rents, gains from the sale or exchange of property that gives rise to such income, gains from the sale of partnership interests and gains from transactions in commodities. In addition, cash and other assets readily convertible into cash are generally considered passive assets. If the Company owns, directly or indirectly, at least 25 per cent (by value) of the shares of another corporation, for purposes of determining whether the Company is a PFIC, the Company will be treated as owning its proportionate share of the other corporation's assets and receiving its proportionate share of the other corporation's income.

The determination of whether the Company is a PFIC is made annually. Accordingly, it is possible that the Company may become a PFIC in the current or any future taxable year due to changes in its asset or income composition. Because the Company has valued its goodwill based on the expected market value of the Shares, a decrease in the price of the Shares may also result in the Company becoming a PFIC. If the Company is a PFIC for any taxable year during which you hold Shares, you will be subject to special tax rules discussed below.

If the Company is a PFIC for any taxable year during which a United States Holder holds Shares and a United States Holder does not make a timely mark-to-market election, as described below, a United States Holder will be subject to special tax rules with respect to any "excess distribution" received and any gain realised from a sale or other disposition, including a pledge, of Shares. Distributions received in a taxable year will be treated as excess distributions to the extent that they are greater than 125 per cent of the average annual distributions received during the shorter of the three preceding taxable years or a United States Holder's holding period for the Shares. Under these special tax rules:

(a) the excess distribution or gain will be allocated ratably over a United States Holder's holding period for the Shares;

(b) the amount allocated to the current taxable year, and any taxable year prior to the first taxable year in which the Company was a PFIC, will be treated as ordinary income; and

(c) the amount allocated to each other year will be subject to tax at the highest tax rate in effect for that year for individuals or corporations, as applicable, and the interest charge generally applicable to underpayments of tax will be imposed on the resulting tax attributable to each such year.

Although the determination of whether the Company is a PFIC is made annually, if the Company is a PFIC for any taxable year in which a United States Holder holds Shares, a United States Holder will generally be subject to the special tax rules described above for that year and for each subsequent year in which a United States Holder holds Shares (even if the Company does not qualify as a PFIC in such subsequent years). However, if the Company ceases to be a PFIC, a United States Holder can avoid the continuing impact of the PFIC rules by making a special election to recognise gain as if the Shares had been sold on the last day of the last taxable year during which the Company was a PFIC. United States Holders are urged to consult their own tax advisor about this election.

In lieu of being subject to the special tax rules discussed above, a United States Holder may make a mark-to-market election with respect to the Shares provided such Shares are treated as "marketable stock." The Shares generally will be treated as marketable stock if they are regularly traded on a "qualified exchange or other market" (within the meaning of the applicable Treasury regulations).

However, because a mark-to-market election cannot be made for any lower-tier PFICs that the Company may own (as discussed below), the United States Holder will generally continue to be subject to the special tax rules discussed above with respect to its indirect interest in any such lower-tier PFIC. United States Holders are urged to consult their tax advisor about the availability of the mark-to-market election and whether making the election would be advisable given that the Company has lower-tier PFICs for which a mark-to-market election will not be available.

If a United States Holder makes an effective mark-to-market election for the Company, for each taxable year that the Company is a PFIC a United States Holder will include as ordinary income the excess of the fair market value of the Shares at the end of the year over the United States Holder's adjusted tax basis in the Shares. The United States Holder will be entitled to deduct as an ordinary loss in each such year the excess of its adjusted tax basis in the Shares over their fair market value at the end of the year, but only to the extent of the net amount previously included in income as a result of the mark-to-market election. The United States Holder's adjusted tax basis in the Shares will be increased by the amount of any income inclusion and

decreased by the amount of any deductions under the mark-to-market rules. In addition, upon the sale or other disposition of the Shares in a year that the Company is a PFIC, (i) any gain will be treated as ordinary income and (ii) any loss will be treated as ordinary loss, but only to the extent of the net amount of previously included income as a result of the mark-to-market election.

If a United States Holder makes a mark-to-market election, it will be effective for the taxable year for which the election is made and all subsequent taxable years unless the Shares are no longer regularly traded on a qualified exchange or other market, or the Internal Revenue Service (the "**IRS**") consents to the revocation of the election.

Alternatively, United States Holders can sometimes avoid the special tax rules described above by electing to treat a PFIC as a "qualified electing fund" under Section 1295 of the Code. A "qualified electing fund" election requires a United States Holder to include currently in income each year their pro rata share of a PFIC's ordinary earnings and net capital gains (as ordinary income and long-term capital gain, respectively), regardless of whether or not such earnings and gains are actually distributed. Thus, a United States Holder could have a tax liability with respect to such earnings or gains without a corresponding receipt of cash. United States Holder's basis in the shares of a qualified electing fund will be increased to reflect the amount of the taxed but undistributed income. Distributions of income that had previously been taxed will result in a corresponding reduction of basis in the Shares and will not be taxed again as a distribution to the United States Holder. A United States Holder must make a qualified electing fund election if it wishes to have this treatment. To make a qualified electing fund election, a United States Holder will need to have an annual information statement from the PFIC setting forth the earnings and capital gains for the year. If the Company were to become a PFIC, the Company expects to supply the PFIC annual information statement to any shareholder or former shareholder who requests it. In general, a United States Holder must make a qualified electing fund election on or before the due date for filing their income tax return for the first year to which the qualified electing fund election will apply. Under applicable Treasury regulations, a United States Holder will be permitted to make retroactive elections in particular circumstances, including if the United States Holder had a reasonable belief that the Company was not a PFIC and filed a protective election. A United States Holder should consult their tax advisors as to the consequences of making a protective qualified electing fund election or other consequences of the qualified electing fund election.

If the Company is a PFIC for any taxable year during which a United States Holder holds the Shares and any of the Company's non-United States subsidiaries is also a PFIC, a United States Holder will be treated as owning a proportionate amount (by value) of the shares of the lower-tier PFIC for purposes of the application of the PFIC rules. United States Holders are urged to consult their tax advisors about the application of the PFIC rules to any of the Company's subsidiaries.

United States Holders will generally be required to file IRS Form 8621 if they hold Shares in any year in which the Company is classified as a PFIC. United States Holders are urged to consult their tax advisors concerning the United States federal income tax consequences of holding the Shares if the Company is considered a PFIC in any taxable year.

Information Reporting and Backup Withholding

In general, information reporting will apply to dividends in respect of Shares and the proceeds from the sale, exchange or other disposition of Shares that are paid to a United States Holder within the United States (and in certain cases, outside the United States), unless the United States Holder establishes, if required to do so, that it is an exempt recipient. A backup withholding tax may apply to such payments if a United States Holder fails to provide a taxpayer identification number or certification of exempt status or fails to report in full dividend and interest income.

Backup withholding is not an additional tax and any amounts withheld under the backup withholding rules will be allowed as a credit or refund against a United States Holder's United States federal income tax liability provided the required information is timely furnished to the IRS.

United States Holders are urged to consult their own tax advisors regarding any information reporting requirements that may be applicable in their particular circumstances relating to acquiring, holding or disposing of the Shares.

PART XVI

THE OFFER

1. SUMMARY OF THE OFFER AND USE OF PROCEEDS

The Offer comprises an offer of 225,426,342 Shares comprising 85,714,286 New Shares and 139,712,056 Existing Shares (assuming that there is no exercise of the Over-allotment Option). The New Shares will represent approximately 10.4 per cent of the expected issued ordinary share capital of the Company immediately following Admission. In addition, a further 33,813,951 Over-allotment Shares are being made available, in aggregate, by the Selling Shareholders pursuant to the Over-allotment Option.

All Shares issued or sold pursuant to the Offer are being issued or sold at the Offer Price.

Through the issue of 85,714,286 New Shares pursuant to the Offer, the Company expects to raise net proceeds of approximately £271 million which are net of underwriting commissions on the New Shares and the maximum amount of any Discretionary Fee and other costs and expenses of, and incidental to, Admission and the Offer, which are expected to be approximately £29 million (including VAT).

The Group intends to use the net proceeds from the issue of the New Shares as follows:

- to fund the Group's investment in the next generation of Bridgepoint funds, including Bridgepoint Europe VII (for which fundraising is planned in the near-term). The Group's goal is for its share of commitments and investments in the Bridgepoint Funds to generally account for two to three per cent of the total commitments to a Bridgepoint Fund;
- to launch and seed potential new organic strategies;
- to continue to assess potentially value-accretive inorganic acquisition opportunities, consistent with the Group's approach to acquisitions. This may, for example, include potential acquisitions within additional private markets asset classes such as real estate or infrastructure; and
- to provide greater financial flexibility and position the Group to best take advantage of the highly attractive market and competitive position it enjoys, including reducing the Group's outstanding net financial indebtedness (£62 million as of 31 May 2021).

Through the sale of 139,712,056 Existing Shares pursuant to the Offer, the Company expects the Selling Shareholders to raise net proceeds of approximately £477 million, in aggregate, which are net of underwriting commissions and amounts in respect of stamp duty or SDRT payable by the Selling Shareholders in connection with the Offer which are expected to be approximately £12 million (including VAT) (assuming there is no exercise of the Over-allotment Option).

Pursuant to the Offer, the Existing Shareholders will experience a 10.4 per cent dilution as a result of the issue of the 85,714,286 New Shares (that is, their proportionate interest in the Company will decrease by 10.4 per cent).

The Offer is being made to certain institutional and professional investors in the UK and elsewhere outside the United States in accordance with Regulation S and in the United States only to persons reasonably believed to be QIBs in reliance on Rule 144A of the U.S. Securities Act or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

The Offer is, subject to certain customary conditions, fully underwritten by the Underwriters in accordance with the terms of the Underwriting Agreement summarised in section 16.1 (*Underwriting Agreement*) of Part XVII (*Additional Information*) of this Prospectus.

Certain restrictions that apply to the distribution of this Prospectus and the Shares being issued or sold in jurisdictions outside the UK are described in section 12 (*Transfer and Selling Restrictions*) of this Part XVI (*The Offer*) of this Prospectus.

The Offer is conditional on, among other things:

(a) the Underwriting Agreement becoming unconditional in all respects and not having been terminated in accordance with its terms; and

(b) Admission having occurred by not later than 8.00 a.m. (London time) on 26 July 2021 (or such later time and/or date as the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) and the Company may agree, being not later than 2 August 2021).

When admitted to trading, the Shares will be registered with ISIN number GB00BND88V85 and SEDOL number BND88V8, and will trade under the symbol "BPT". Conditional dealings in the Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 21 July 2021. Admission is expected to take place and unconditional dealings in the Shares are expected to commence on the London Stock Exchange at 8.00 a.m. on 26 July 2021.

Immediately following Admission, it is expected that in excess of 25 per cent of the Company's issued ordinary share capital will be held in public hands.

The Company and the Underwriters expressly reserve the right to determine, at any time prior to Admission, not to proceed with the Offer. If such right is exercised, the Offer will lapse and any monies received in respect of the Offer will be returned to investors without interest. The Offer cannot be terminated after Admission.

The rights attaching to the Shares issued or sold pursuant to the Offer, including any Shares sold pursuant to the Over-allotment Option, will be uniform in all respects, including the right to vote and the right to receive all dividends and other distributions declared, made or paid in respect of the Company's share capital after Admission. The Shares will be freely transferable and there will be no restrictions on transfer. The Shares will not carry any rights to participate in a distribution (including on a winding-up) other than those that exist under the Companies Act 2006. The Shares will rank *pari passu* in all respects with each other and with all existing Shares, including the right to receive dividends or other distributions declared, made or paid after Admission.

No expenses will be charged by the Company or the Selling Shareholders to any subscribers or purchasers of Shares pursuant to the Offer.

2. REASONS FOR THE OFFER

The Directors believe that the Offer and Admission will:

- raise capital to support growth;
- provide greater strategic flexibility, including with respect to potential M&A opportunities;
- enhance the Group's standing as a trusted counterparty; and
- further drive long-term shareholder returns, continuing the Group's track record of successfully raising and deploying capital as demonstrated by the Group's deployment of proceeds raised from Dyal IV Equity Funds into the acquisition of EQT Credit.

The sale of Existing Shares will provide the Selling Shareholders with an opportunity for a partial realisation of their shareholding in the Company.

3. CORNERSTONE INVESTORS

On 13 July 2021, the Company entered into cornerstone investment agreements with specific funds and accounts managed by FIL Investments International and its affiliates ("**FIL**"), Mawer Investment Management Ltd. in its capacity as manager of certain Mawer mutual and pooled funds and as an investment manager and investment advisor ("**Mawer**") and T. Rowe Price International Ltd in its capacity as investment manager on behalf of its advisory funds ("**T. Rowe**") (together, the "**Cornerstone Investors**") who have, subject to certain conditions, agreed to subscribe for New Shares as part of the Offer (the "**Cornerstone Investment Agreements**"). Subject to the terms of the Cornerstone Investment Agreements, the Cornerstone Investors have agreed to subscribe for, in aggregate, £300 million of New Shares at the Offer Price, consisting of a commitment of £120 million from FIL, £60 million from Mawer and £120 million from T. Rowe (each a "**Cornerstone Commitment**").

The following table sets out the number of New Shares each Cornerstone Investor has committed to subscribe for pursuant to its Cornerstone Commitment.

	Number of New Shares	Percentage interest in the Company
FIL	34,285,714	4.2%
Mawer	17,142,857	2.1%
T. Rowe	34,285,714	4.2%

For further information on the actual subscription amounts of FIL's, Mawer's and T. Rowe's interests in the Company see section 9.1 (*Significant shareholders*) of Part XVII (*Additional Information*).

The Cornerstone Investors will, subject to certain conditions, subscribe for New Shares pursuant to, and as part of, the Offer. The New Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* with the other Shares issued and sold in the Offer. No special rights have been granted to the Cornerstone Investors pursuant to the Cornerstone Investment Agreements. The Cornerstone Investment Agreements contain customary representations, warranties and undertakings from each Cornerstone Investor, in particular as to such Cornerstone Investor's identity and its ability to subscribe for the New Shares. The Cornerstone Investment Agreements also contain certain customary representations and warranties from the Company in favour of the relevant Cornerstone Investors. The Cornerstone Investment Agreements will, amongst other things, terminate if the Underwriting Agreement has not become unconditional in accordance with its terms and Admission has not occurred on or before 26 July 2021 (or such other date not later than 2 August 2021 as may be notified by the Joint Global Coordinators to the Cornerstone Investors). The Cornerstone Investment Agreements are governed by English law.

Further details of the terms of the Cornerstone Investment Agreements are set out in section 16.6 (*Cornerstone Investment Agreements*) of Part XVII (*Additional Information*) of this Prospectus.

4. ALLOCATIONS UNDER THE OFFER

Participants in the Offer will be advised verbally or by electronic mail of their allocation as soon as practicable following allocation. Upon notification of any allocation, prospective investors will be contractually committed to acquire the number of Shares allocated to them at the Offer Price and, to the fullest extent permitted by law, will be deemed to have agreed not to exercise any rights to rescind or terminate, or otherwise withdraw from, such commitment.

5. DEALING ARRANGEMENTS

Application will be made to the FCA for all of the Shares issued and to be issued in connection with the Offer to be admitted to the premium listing segment of the Official List and to the London Stock Exchange for all of the Shares to be admitted to trading on the main market for listed securities of the London Stock Exchange. It is expected that dealings in the Shares will commence on a conditional basis on the London Stock Exchange at 8.00 a.m. on 21 July 2021. The earliest date for settlement of such dealings will be 26 July 2021. It is expected that Admission will become effective and that unconditional dealings in the Shares will commence on the London Stock Exchange at 8.00 a.m. on 26 July 2021. All dealings in Shares prior to the commencement of unconditional dealings will be on a "when issued basis" and will be of no effect if the Offer does not become unconditional in all respects and Admission does not take place, and such dealings will be at the sole risk of the parties concerned. These dates and times may be changed without further notice.

Pricing information will be published on the Company's website at https://www.bridgepoint.eu/ on 21 July 2021.

Each investor will be required to undertake to pay the Offer Price for the Shares sold or issued to such investor in such manner as shall be directed by the Joint Global Coordinators.

It is expected that Shares allocated to investors in the Offer will be delivered in uncertificated form and settlement will take place through CREST on Admission. No temporary documents of title will be issued. Dealings in advance of crediting of the relevant CREST stock account shall be at the risk of the person concerned.

In connection with the Offer, any of the Underwriters and any of their affiliates, acting as investors for their own accounts, may take up a portion of the Shares in the Offer as a principal position, and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for its own accounts in such Shares and other securities of the Company or related investments and may offer or sell such Shares or other investments otherwise than in connection with the Offer. Accordingly, references in this Prospectus to the Shares being issued, offered, subscribed for, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing of or dealing in the Shares by, any Underwriter and any of its affiliates acting as an investor for its own accounts. In addition, certain of the Underwriters or their affiliates may enter into financing arrangements (including swaps) with investors in connection with which the Underwriters (or their affiliates) may from time to time acquire, hold or dispose of Shares. Neither the Underwriters nor any of their affiliates intend to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligations to do so.

6. OVER-ALLOTMENT AND STABILISATION

In connection with the Offer, J.P. Morgan (as Stabilising Manager), or any of its agents, may (but will be under no obligation to), to the extent permitted by applicable law and for stabilisation purposes, on behalf of the Underwriters, over-allot Shares up to a total of 15 per cent of the total number of Shares included in the Offer or effect other transactions with a view to supporting the market price of the Shares or any options, warrants or rights with respect thereto, or other interest in the Shares or other securities of the Company, in each case at a higher level than that which might otherwise prevail in the open market. The Stabilising Manager is not required to enter into such transactions and such transactions may be effected on any securities market, over-the-counter market, stock exchange or otherwise and may be undertaken at any time during the period commencing on the date of the conditional dealings in the Shares on the London Stock Exchange and ending no later than 30 calendar days thereafter. Stabilisation transactions aim at supporting the market price of the securities during the stabilisation period. Such stabilisation, if commenced, may be discontinued at any time without prior notice. If such stabilisation occurs, it will be undertaken at the London Stock Exchange. However, there will be no obligation on the Stabilising Manager or any of its agents to effect stabilising transactions and there is no assurance that stabilising transactions will be undertaken. In no event will measures be taken to stabilise the market price of the Shares above the Offer Price. Except as required by law or regulation, neither the Stabilising Manager nor any of its agents intends to disclose the extent of any over-allotments made and/or stabilisation transactions conducted in relation to the Offer.

For the purposes of allowing the Stabilising Manager to cover short positions resulting from any such over-allotment and/or from sales of Shares effected by it during the stabilising period, the Stabilising Manager has been granted the Over-allotment Option by the Dyal Shareholder and the Nominee A Companies (each on behalf of the relevant Individual Selling Shareholders for whom they hold as nominee) under the Underwriting Agreement, pursuant to which it may purchase, or procure purchasers for, Over-allotment Shares (representing, in aggregate, up to 15 per cent of the total number of Shares included in the Offer) at the Offer Price. The Over-allotment Option may be exercised in whole or in part upon notice by the Stabilising Manager at any time on or before the 30th calendar day after the commencement of conditional dealings in the Shares on the London Stock Exchange. Any Over-allotment Shares made available pursuant to the Over-allotment Option will be made available on the same terms and conditions as Shares being offered pursuant to the Offer, will rank *pari passu* in all respects with all other Shares (including with respect to pre-emption rights) and will form a single class with all other Shares for all purposes, including with respect to voting and for all dividends and distributions thereafter declared, made or paid on the ordinary share capital of the Company.

7. STOCK LOAN AGREEMENT

In connection with the arrangements detailed in section 6 (*Over-Allotment and Stabilisation*) of this Part XVI (*The Offer*) of this Prospectus, the Stabilising Manager has entered into a Stock Loan Agreement with the Dyal Shareholder and the Nominee A Companies (each on behalf of the relevant Individual Selling Shareholders for whom they hold as nominee) pursuant to which the Stabilising Manager will be able to borrow from the Dyal Shareholder and the Nominee A Companies (each on behalf of the relevant Individual Selling Shareholders for whom they hold as nominee), free of charge, Shares on Admission up to an aggregate amount equal to 15 per cent of the total number of Shares included in the Offer for the purposes, among other things, of allowing the Stabilising Manager to settle at Admission over allocations, if any, made in connection with the Offer. If the Stabilising Manager borrows any Shares pursuant to the Stock Loan Agreement, it will be required to return equivalent securities to the Dyal Shareholder and the Nominee A Companies (each on behalf of the relevant Individual Selling Shareholders for whom they hold as nominee), as applicable, by no later than three Business Days following the Stabilisation End Date.

8. CREST

CREST is a paperless settlement system allowing securities to be transferred from one person's CREST account to another's without the need to use share certificates or written instruments of transfer. With effect from Admission, the Articles will permit the holding of Shares under the CREST system. Application has been made for the Shares to be admitted to CREST with effect from Admission. Accordingly, settlement of transactions in the Shares following Admission may take place within the CREST system if any shareholder so wishes. CREST is a voluntary system and holders of Shares who wish to receive and retain share certificates will be able to do so.

9. UNDERWRITING AGREEMENT

The Company, the Dyal Shareholder, the Nominee A Companies (each on behalf of the relevant individual Selling Shareholders for whom they hold as nominee), the Directors, the Sponsor and the Underwriters have entered into the Underwriting Agreement pursuant to which the Underwriters have agreed, subject to certain terms and conditions, severally (and not jointly or jointly and severally) to: (i) use reasonable endeavours to procure subscribers or purchasers, as the case may be, or, failing which, to (ii) subscribe for or purchase, as the case may be, themselves, at the Offer Price, the Shares (in such proportions as are set out in the Underwriting Agreement) to be issued or sold pursuant to the Offer.

The Offer is conditional on, among other things, Admission occurring not later than 8.00 a.m. (London time) on 26 July 2021 (or such later time and/or date as the Company may agree with the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), being not later than 2 August 2021) and the Underwriting Agreement becoming unconditional in all respects. The Underwriting Agreement contains provisions entitling the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) to terminate the Offer (and the arrangements associated with it) at any time prior to Admission in certain customary circumstances. If such right is exercised, the Offer will lapse and any monies received in respect of the Offer will be returned to investors without interest. The underwriting commitment of the Underwriters will cease to be conditional at the point of Admission. If the conditions to the Underwriting Agreement have not been satisfied and the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) determine that the Underwriting Agreement should be terminated, or if the Underwriters otherwise cease to underwrite the Offer in accordance with the terms of the Underwriting Agreement, Admission will not occur.

Under the terms and conditions of the Underwriting Agreement, the Sponsor has agreed to provide certain assistance to the Company in connection with Admission.

Further details of the terms of the Underwriting Agreement are set out in section 16.1 (*Underwriting Agreement*) of Part XVII (*Additional Information*) of this Prospectus.

10. LOCK-UP ARRANGEMENTS

Pursuant to the Underwriting Agreement, the Company has agreed that, subject to certain customary exceptions, for a period from the date of this Prospectus until 180 days after Admission, neither it nor any member of the Group will, without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), directly or indirectly, offer, issue, allot, lend, mortgage, assign, charge, pledge, sell or contract to sell or issue, issue options in respect of, or otherwise dispose of, or announce an offering or issue of, any Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Shares or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing. The restrictions described in this paragraph shall not apply to, (i) the issue of New Shares pursuant to the Offer; (ii) the issue of Shares to the Non-Executive Directors and certain senior executives in leadership positions within Bridgepoint as described in section 11 (*Subscription of Shares Outside of the Offer*) of this Part XVI (*The Offer*) of this Prospectus; (iii) the issue of Shares pursuant to the grant or exercise of options or awards under, or in relation to, the Share Plans described in section 12 (*Share-based Incentive Arrangements*) of Part XVII (*Additional Information*) of this Prospectus; (iv) the grant of any options or awards under the Share Plans; and (v) the issue of bonus Shares pursuant to the Reorganisation, as described in section 4.2(o) of Part XVII (*Additional Information*) of this Prospectus.

Pursuant to the Underwriting Agreement, each of the Directors has agreed that, subject to certain customary exceptions, for a period from the date of this Prospectus until 360 days after Admission, he or she will not, without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, or announce an offering or issue of any Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Shares held by him or her immediately after Admission and any Shares which accrue to him or her as a result of such holding or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing. The restrictions described in this paragraph shall not apply to any Shares sold by a Director pursuant to the Offer or, for the avoidance of doubt, to Shares issued pursuant to the grant, exercise or vesting of options or awards under the Share Plans described in section 12 (*Share-based Incentive Arrangements*) of Part XVII (*Additional Information*) of this Prospectus. In addition, the restrictions described in this paragraph shall not apply to any sale or disposal of Shares in order to satisfy a claim under the Underwriting Agreement or any disposal of Shares required to settle any liability to pay a dry tax charge of the

Director in relation to the Reorganisation, or any tax on the death of, or the imposition of a new charge to tax on, the Director, in each case to the extent that such tax is due and payable.

Pursuant to the Underwriting Agreement, the Dyal Shareholder has agreed that, subject to certain customary exceptions, for a period from the date of this Prospectus until 180 days after Admission, it will not, without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, or announce an offering or issue of any Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Shares held by it immediately after Admission and any Shares which accrue to it as a result of such holding or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing. The restrictions described in this paragraph shall not apply to (i) obtaining financing for the Dyal Shareholder's portfolio that includes interests of the Company (including the Shares), as long as such financing is only in respect of distributions and other proceeds in respect of such interests of the Company (including the Shares) provided furthermore that the foregoing does not entail a disposal or transfer of the Shares and also does not provide the financing source with the ability to foreclose on such interests of the Company (including the Shares); (ii) any transfer of any limited partnership interest in a member of Dyal IV Equity Funds, including, for the avoidance of doubt, in connection with any general partner-led secondary transaction in which the new investment vehicle is controlled by Dyal IV Equity Funds (provided that any such transfer is not otherwise conducted with the primary purpose of avoiding any other restrictions on direct transfers contained in the Underwriting Agreement); or (iii) a transfer of Shares by the Dyal Shareholder as part of a portfolio sale, being a sale of multiple interests held by the Dyal Shareholder and its affiliates with the value of the Shares being transferred not representing more than one-third of the purchase price paid for such portfolio, and any transferee of such Shares during the lock-up period applicable to the Dyal Shareholder (with respect to limbs (ii) and (iii) above) would be required to be bound by the lock-up arrangements described in this paragraph.

Pursuant to the Underwriting Agreement, each of the Nominee A Companies have agreed that, subject to certain customary exceptions, for a period from the date of this Prospectus until 180 days after Admission, it will not, without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, or announce an offering or issue of any Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Shares held by it immediately after Admission and any Shares which accrue to it as a result of such holding or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing. The restrictions described in this paragraph shall not apply to (i) the transfer of Shares to the Burgundy Partnership in accordance with the terms of the Reorganisation Agreement; or (ii) any Shares sold by a Nominee A Company pursuant to the Offer; or (iii) any disposal of Shares required to settle any liability to pay a dry tax charge of the relevant Individual Selling Shareholder on whose behalf the relevant Nominee A Company holds Shares, in relation to the Reorganisation, or any tax on the death of, or the imposition of a new charge to tax on, the relevant Individual Selling Shareholder on whose behalf the relevant Nominee A Company holds Shares, in each case to the extent that such tax is due and payable.

Each of the Nominee B Companies, the Nominee C Company and BIHNL, as bare trustee and nominee on behalf of the Burgundy Partnership, have each agreed, that, subject to certain customary exceptions, for a period from the date of this Prospectus until 180 days after Admission, it will not, without the prior written consent of the Joint Global Coordinators (for themselves and on behalf of the other Underwriters), directly or indirectly, offer, issue, lend, mortgage, assign, charge, pledge, sell or contract to sell, issue options in respect of, or otherwise dispose of, or announce an offering or issue ("**Dispose**") of any Shares (or any interest therein or in respect thereof) or any other securities exchangeable for, or convertible into, or substantially similar to, Shares held by it immediately after Admission and any Shares which accrue to it as a result of such holding or enter into any transaction with the same economic effect as, or agree to do, any of the foregoing. The restrictions described in this paragraph shall not apply to any disposal of Shares required to settle any liability to pay a dry tax charge of the relevant Individual Selling Shareholder on whose behalf the relevant Nominee B Company or the Nominee C Company holds Shares, or of a limited partner of the Burgundy Partnership, on behalf of which BIHNL holds Shares as bare trustee and nominee, in relation to the Reorganisation, or any tax on the death of, or the imposition of a new charge to tax on, the relevant Individual Selling Shareholder on whose behalf the relevant Nominee B Company or the Nominee C Company holds Shares, or of a limited partner of the Burgundy Partnership, on behalf of which BIHNL holds Shares as bare trustee and nominee, in each case to the extent that such tax is due and payable.

Pursuant to the Reorganisation Agreement, each Management Shareholder has agreed: (i) not to Dispose any Shares which are derived from A2 ordinary shares or A3 ordinary shares of the Company and held by the Nominee A Companies (other than pursuant to the Underwriting Agreement) for a period of three years from Admission, thereafter to Dispose not more than one third of such Shares prior to the expiry of four years from Admission and thereafter not to Dispose more than two thirds of such Shares prior to the expiry of five years from Admission, in each case without the consent of the Company, subject to the same exceptions as apply to the Nominee A Companies in the lock-up set out in the Underwriting Agreement; (ii) to transfer any remaining shares held by the Nominee A Company to BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership, for nominal consideration if that person or a Shareholder associated with that person becomes a competing shareholder by associating with a competitor or (if such Shares are derived from A2 ordinary shares or A3 ordinary shares of the Company) the holder or the relevant employee associated with the holder ceases to be employed by the Group within five years of the date on which such A2 ordinary shares or A3 ordinary shares were first issued; (iii) not to sell any Shares held by a Nominee B Company for a period of five years from Admission and if a holder of any such Shares is not or ceases to be an employee of the Group or a person associated with such an employee (subject to certain limited exceptions) during such period, the holder will transfer such Shares to BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership for nominal consideration; and (iv) not to sell 50% of the Shares held by Nominee C Company for a period of 12 months from Admission and not to sell the remaining 50% of the Shares held by Nominee C Company for 24 months from Admission and if a holder of any such Shares is not or ceases to be an employee of the Group or a person associated with such an employee prior to such vesting date (subject to certain limited exceptions), the holder will transfer such Shares to BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership, for nominal consideration. The agreement also provides that on expiry of the later of the undertaking not to Dispose the relevant Shares and the vesting period of the relevant Shares, the legal title to such Shares may be transferred to the relevant owner or as it may direct.

11. SUBSCRIPTION OF SHARES OUTSIDE OF THE OFFER

On Admission, 275,000 Shares will be issued by the Company to Archie Norman for a total price of £962,500, 94,286 Shares will be issued by the Company to Angeles Garcia-Poveda for a total price of £330,000, 75,714 Shares will be issued by the Company to Carolyn McCall for a total price of £265,000 and 75,714 Shares will be issued by the Company to Tim Score for a total price of £265,000. In addition, 1,442,857 Shares will be issued in aggregate by the Company to certain senior executives in leadership positions within Bridgepoint for a total price of £5,050,000. The Shares referred to in this section 11 (*Subscription of Shares Outside of the Offer*) in this Part XVI (*The Offer*) of this Prospectus will be issued at the Offer Price but will not form part of the Offer.

12. TRANSFER AND SELLING RESTRICTIONS

The distribution of this Prospectus and the offer of Shares in certain jurisdictions may be restricted by law and therefore persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions, including those set out in the paragraphs that follow. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

No action has been or will be taken in any jurisdiction (other than the UK) that would permit a public offering of the Shares, or possession or distribution of this Prospectus or any other offering material in any country or jurisdiction where action for that purpose is required. Accordingly, the Shares may not be offered or sold, directly or indirectly, and neither this Prospectus nor any other offering material or advertisement in connection with the Shares may be distributed or published, in or from any country or jurisdiction except in circumstances that will result in compliance with any and all applicable rules and regulations of any such country or jurisdiction. Persons into whose possession this Prospectus comes should inform themselves about and observe any restrictions on the distribution of this Prospectus and the Offer. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. This Prospectus does not constitute an offer to subscribe for or purchase any of the Shares offered hereby to any person in any jurisdiction to whom it is unlawful to make such offer or solicitation in such jurisdiction.

No Shares have been marketed to, or are available for purchase in whole or in part by, the public in the UK and elsewhere in connection with the Offer. This document does not constitute a public offer in the UK to subscribe for or purchase any securities in the Company or any other entity.

12.1 United States

This Prospectus is not a public offering (within the meaning of the U.S. Securities Act) of securities in the United States. The Shares have not been, and will not be, registered under the U.S. Securities Act, or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in transactions not subject to, the registration requirements of the U.S. Securities Act and applicable state or other securities laws. Accordingly, the Company and the Selling Shareholders may offer Shares: (a) in the United States only to persons reasonably believed to be QIBs as defined in and pursuant to Rule 144A; and (b) outside the United States in offshore transactions in reliance on Regulation S.

In addition, until 40 days after the commencement of the Offer, an offer or sale of Shares within the United States by any dealer (whether or not participating in the Offer) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A or pursuant to another exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act.

Rule 144A transfer restrictions

Each acquirer of Shares in the United States, by accepting delivery of this Prospectus, will be deemed to have represented, agreed and acknowledged that it has received a copy of this Prospectus and such other information as it deems necessary to make an investment decision and that:

(a) it is, and at the time of its purchase of any Shares will be, a QIB within the meaning of Rule 144A;

(b) the Shares have not been, nor will they be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States, that sellers of the Shares may be relying on the exemption from the registration requirements of the U.S. Securities Act provided by Rule 144A, and that the Shares may not be offered or sold, directly or indirectly, in the United States, other than in accordance with this section 12.1 (*United States*) of this Part XVI (*The Offer)* of this Prospectus;

(c) it is purchasing the Shares: (i) for its own account; or (ii) for the account of one or more other QIBs for which it is acting as duly authorised fiduciary or agent with sole investment discretion with respect to each such account and with full authority to make the acknowledgements, representations and agreements herein with respect to each such account (in which case it hereby makes such acknowledgments, representations and agreements on behalf of such QIBs as well), in each case for investment and not with a view to any resale or distribution of any such Shares in violation of United States securities laws;

(d) offers and sales of the Shares are being made in the United States only to QIBs in transactions not involving a public offering or which are exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and that if in the future it or any such other QIB for which it is acting or any other fiduciary or agent representing such investor, decides to offer, sell, deliver, pledge or otherwise transfer any Shares, it or any such other QIB and any such fiduciary or agent will do so only: (i) to a person that the seller and any person acting on its behalf reasonably believe is a QIB within the meaning of Rule 144A purchasing for its own account or for the account of a QIB in a transaction meeting the requirements of Rule 144A; (ii) outside the United States in an offshore transaction in accordance with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act; (iii) in accordance with Rule 144 under the U.S. Securities Act; or (iv) pursuant to an effective registration statement under the U.S. Securities Act, and in each case in accordance with any applicable securities law of any state or territory of the United States and of any other jurisdiction. The purchaser understands that no representation can be made as to the availability of the exemption provided by Rule 144 under the U.S. Securities Act for the resale of the Shares;

(e) for so long as the Shares are "restricted securities" within the meaning of Rule 144A(a)(3) of the U.S. Securities Act, no such shares may be deposited into any unrestricted depositary receipt facility established or maintained by a depositary bank;

(f) the Shares will not settle or trade through the facilities of DTCC or any other United States clearing system;

(g) the Shares (to the extent they are in certified form), unless otherwise determined by the Company in accordance with applicable law, will bear a legend substantially to the following effect:

"THE SHARES REPRESENTED HEREBY HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE U.S. SECURITIES ACT, OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED EXCEPT: (I) TO A PERSON THAT THE SELLER AND ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVE IS A QIB WITHIN THE MEANING OF RULE 144A PURCHASING FOR ITS OWN ACCOUNT OR FOR THE ACCOUNT OF A QIB IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A; (II) OUTSIDE THE UNITED STATES IN AN OFFSHORE TRANSACTION IN ACCORDANCE WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT; (III) IN ACCORDANCE WITH RULE 144 UNDER THE U.S. SECURITIES ACT; OR (IV) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT, AND IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAW OF ANY STATE OR TERRITORY OF THE UNITED STATES AND OF ANY OTHER JURISDICTION. NO REPRESENTATIONS CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 FOR RESALES OF THE SHARES REPRESENTED HEREBY. FOR SO LONG AS THE SHARES ARE "RESTRICTED SECURITIES" WITHIN THE MEANING OF RULE 144A(A)(3) OF THE U.S. SECURITIES ACT, SUCH SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK. EACH HOLDER, BY ITS ACCEPTANCE OF SHARES, REPRESENTS THAT IT UNDERSTANDS AND AGREES TO THE FOREGOING RESTRICTIONS".

(h) these representations and undertakings are required in connection with the securities laws of the United States and that the Company, the Selling Shareholders, the Underwriters, their affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations or agreements deemed to have been made by virtue of its purchase of Shares are no longer accurate, it will promptly notify the Company;

(i) any resale made other than in compliance with the above stated restrictions shall not be recognised by the Company; and

(j) it represents that if, in the future, it offers, resells, pledges or otherwise transfers such Shares while they remain "restricted securities" within the meaning of Rule 144, it shall notify such subsequent transferee of the restrictions set out above.

Regulation S transfer restrictions

Each acquirer of Shares outside the United States in accordance with Regulation S, by accepting delivery of this Prospectus, will be deemed to have represented, agreed and acknowledged that it has received a copy of this Prospectus and such other information as it deems necessary to make an investment decision and that:

(a) it is authorised to consummate the purchase of the Shares in compliance with all applicable laws and regulations;

(b) the Shares have not been, nor will they be, registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States;

(c) it is acquiring such Shares in an offshore transaction meeting the requirements of Regulation S;

(d) it is not an affiliate of the Company as defined in Rule 405 under the U.S. Securities Act or a person acting on behalf of such an affiliate; and

(e) the Company, the Selling Shareholders, the Underwriters, their affiliates and others will rely upon truth and accuracy of the foregoing acknowledgments, representations and agreements and agrees that, if any of such acknowledgements, representations or agreements deemed to have been made by virtue of its purchase of Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of each such account.

12.2 Australia

This Prospectus: (a) does not constitute a prospectus or a product disclosure statement under the Corporations Act 2001 of the Commonwealth of Australia ("**Corporations Act**"); (b) does not purport to include the information required of a prospectus under Part 6D.2 of the Corporations Act or a product disclosure statement under Part 7.9 of the Corporations Act; has not been, nor will it be, lodged as a disclosure document with the Australian Securities and Investments Commission ("**ASIC**"), the Australian Securities Exchange operated by ASX Limited or any other regulatory body or agency in Australia; and (c) may not be provided in Australia other than to select investors ("**Exempt Investors**") who are able to demonstrate that they (i) fall within one or more of the categories of investors under section 708 of the Corporations Act to whom an offer may be made without disclosure under Part 6D.2 of the Corporations Act and (ii) are "wholesale clients" for the purpose of section 761G of the Corporations Act.

The Shares may not be directly or indirectly offered for subscription or purchased or sold, and no invitations to subscribe for, or buy, the Shares may be issued, and no draft or definitive offering memorandum, advertisement or other offering material relating to any Shares may be distributed, received or published in Australia, except where disclosure to investors is not required under Chapters 6D and 7 of the Corporations Act or is otherwise in compliance with all applicable Australian laws and regulations. By submitting an application for the Shares, each purchaser or subscriber of Shares represents and warrants to the Company, the Selling Shareholders, the Underwriters and their affiliates that such purchaser or subscriber is an Exempt Investor.

As any offer of Shares under this Prospectus, any supplement or the accompanying prospectus or other document will be made without disclosure in Australia under Parts 6D.2 and 7.9 of the Corporations Act, the offer of those Shares for resale in Australia within 12 months may, under the Corporations Act, require disclosure to investors if none of the exemptions in the Corporations Act applies to that resale. By applying for the Shares, each purchaser, or subscriber of Shares, undertakes to the Company, the Selling Shareholders and the Underwriters that such purchaser or subscriber will not, for a period of 12 months from the date of issue or purchase of the Shares, offer, transfer, assign or otherwise alienate those Shares to investors in Australia except in circumstances where disclosure to investors is not required under the Corporations Act or where a compliant disclosure document is prepared and lodged with ASIC.

12.3 Japan

The Shares have not been, and will not be, registered under the Financial Instruments and Exchange Law of Japan (Law No. 25 of 1948 as amended, the "**FIEL**") and disclosure under the FIEL has not been, and will not be, made with respect to the Shares. Neither the Shares nor any interest therein may be offered, sold, resold, or otherwise transferred, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the FIEL and all other applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities. As used in this paragraph, a resident of Japan is any person that is resident in Japan, including any corporation or other entity organised under the laws of Japan.

12.4 EEA

In relation to each member state of the European Economic Area (each, a "**Relevant State**"), no Shares have been offered or will be offered pursuant the Offer to the public in that Relevant State prior to the publication of a prospectus in relation to the Shares which has been approved by the competent authority in that Relevant State, or, where appropriate, approved in another Relevant State and notified to the competent authority in that Relevant State, all in accordance with the Prospectus Regulation, except that the Shares may be offered to the public in that Relevant State at any time:

(a) to any legal entity which is a "qualified investor" as defined under Article 2 of the Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than "qualified investors" as defined under Article 2 of the Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or

(c) in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Shares shall result in a requirement for the Company or any Underwriter to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation and each person in a Relevant State who initially acquires any Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with each of

the Underwriters, the Company and the Selling Shareholders that it is a qualified investor within the meaning of the Prospectus Regulation.

In the case of any Shares being offered to a financial intermediary as that term is used in Article 5(1) of the Prospectus Regulation, each such financial intermediary will also be deemed to have represented, warranted and agreed that the Shares acquired by it in the Offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Shares to the public, other than their offer or resale in a Relevant State to qualified investors as so defined or in circumstances in which the prior consent of the Joint Global Coordinators has been obtained to each such proposed offer or resale.

The Company, the Selling Shareholders, the Underwriters and their affiliates will rely upon the truth and accuracy of the foregoing representations, warranties and agreements. Notwithstanding the above, a person who is not a "qualified investor" and who has notified the Underwriters of such fact in writing may, with the prior consent of the Joint Global Coordinators, be permitted to acquire Shares in the Offer.

For the purposes of this provision, the expression an "offer to the public" in relation to any Shares in any Relevant State means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares.

12.5 United Kingdom

No Shares have been offered or will be offered pursuant to the Offer to the public in the United Kingdom prior to the publication of the Prospectus which has been approved by the FCA, except that the Shares may be offered to the public in the United Kingdom at any time:

(a) to any legal entity which is a "qualified investor" as defined under Article 2 of the UK Prospectus Regulation;

(b) to fewer than 150 natural or legal persons (other than "qualified investors" as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Joint Global Coordinators for any such offer; or

(c) in any other circumstances falling within Section 86 of the FSMA,

provided that no such offer of Shares shall result in a requirement for the Company or any Underwriter to publish a prospectus pursuant to Section 85 of the FSMA or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation and each person who initially acquires any Shares or to whom any offer is made will be deemed to have represented, warranted and agreed to and with each of the Underwriters and the Company that it is a qualified investor within the meaning of the UK Prospectus Regulation.

In the case of any Shares being offered to a financial intermediary as that term is used in Article 5(1) of the UK Prospectus Regulation, each such financial intermediary will also be deemed to have represented, warranted and agreed that the Shares acquired by it in the Offer have not been acquired on a non-discretionary basis on behalf of, nor have they been acquired with a view to their offer or resale to, persons in circumstances which may give rise to an offer of any Shares to the public, other than their offer or resale in the United Kingdom to qualified investors as so defined or in circumstances in which the prior consent of the Joint Global Coordinators has been obtained to each such proposed offer or resale.

The Company, the Selling Shareholders, the Underwriters and their affiliates will rely upon the truth and accuracy of the foregoing representations, warranties and agreements. Notwithstanding the above, a person who is not a "qualified investor" and who has notified the Underwriters of such fact in writing may, with the prior consent of the Joint Global Coordinators, be permitted to acquire Shares in the Offer.

For the purposes of this provision, the expression an "offer to the public" in relation to any Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares.

12.6 DIFC

This Prospectus relates to an exempt offer in accordance with the Offered Securities Rules of the Dubai Financial Services Authority ("**DFSA**"). This Prospectus is intended for distribution only to persons of a type specified in the Offered Securities Rules of the DFSA. It must not be delivered to, or relied on by, any other

person. The DFSA has no responsibility for reviewing or verifying any documents in connection with exempt offers. The DFSA has not approved this Prospectus nor taken steps to verify the information set forth herein and has no responsibility for the Prospectus. The Shares to which this Prospectus relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the Shares offered should conduct their own due diligence on the shares. If you do not understand the contents of this Prospectus you should consult an authorised financial adviser.

12.7 Switzerland

The Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange ("**SIX**") or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the Shares or the offering may be publicly distributed or otherwise made publicly available in Switzerland.

Neither this document nor any other offering or marketing material relating to the offering, the Company or the Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Shares will not be supervised by, the Swiss Financial Market Supervisory Authority FINMA, and the offer of Shares has not been and will not be authorised under the Swiss Federal Act on Collective Investment Schemes ("**CISA**"). The investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of Shares.

12.8 Hong Kong

This document has not been approved by or registered with the Securities and Futures Commission of Hong Kong or the Registrar of Companies of Hong Kong. The Shares may only be offered or sold in Hong Kong (a) to "professional investors" as defined in the Securities and Futures Ordinance (Cap. 571) of Hong Kong and any rules made under that Ordinance and (b) in other circumstances which do not result in this document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong.

12.9 Canada

The Shares may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 Prospectus Exemptions or subsection 73.3(1) of the Securities Act (Ontario), and are permitted clients, as defined in National Instrument 31-103 Registration Requirements, Exemptions and Ongoing Registrant Obligations. Any resale of the Shares must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this Prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal adviser.

Pursuant to section 3A.3 of National Instrument 33-105 Underwriting Conflicts (NI 33-105), the Underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

12.10 Singapore

This Prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the Shares may not be circulated or distributed, nor may Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor (as defined in the SFA) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined under Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person under Section 275(1A), and in accordance with the conditions

specified in Section 275 of the SFA, or (iii) otherwise under, and in accordance with the conditions of, any other applicable provision of the SFA.

Where Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(A) a corporation (which is not an accredited investor (as defined in the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(B) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor, securities (as defined in Section 2(1) of the SFA) or Securities-based Derivatives Contracts (as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Shares under an offer made under Section 275 of the SFA except:

(1) to an institutional investor under Section 274 of the SFA or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

(5) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Any reference to the SFA is a reference to the Securities and Futures Act, Chapter 289 of Singapore and a reference to any term as defined in the SFA or any provision in the SFA is a reference to that term as modified or amended from time to time, including by such of its subsidiary legislation as may be applicable at the relevant time.

12.11 South Africa

In South Africa, the Offer will only be made by way of private placement to, and be capable of acceptance by, persons falling within the exemptions set out in Section 96(1)(a) of the South African Companies Act and to whom the Offer will be specifically addressed ("**Qualifying Investors**") and this Prospectus is only being made available to such Qualifying Investors. The Offer and the Prospectus do not constitute an offer for the sale of or subscription for, or the solicitation of an offer to buy and to subscribe for, shares to the public as defined in the South African Companies Act and will not be made or distributed, as applicable, to any person in South Africa in any manner which could be construed as an offer to the public in terms of the South African Companies Act. Should any person who is not a Qualifying Investor receive this Prospectus they should not and will not be entitled to acquire any Shares or otherwise act thereon. This Prospectus does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act.

13. TERMS AND CONDITIONS OF THE OFFER

These terms and conditions apply to investors agreeing to subscribe for New Shares and/or purchase Existing Shares under the Offer. Each investor agrees with each of the Company, the Selling Shareholders and the Underwriters to be bound by these terms and conditions as being the terms and conditions upon which Shares will be issued and/or sold under the Offer.

13.1 Agreement to acquire Shares

Conditional on: (i) Admission occurring on or prior to 8.00 a.m. on 26 July 2021 (or such later date as the Joint Global Coordinators (on behalf of themselves and the other Underwriters) and the Company may agree); and (ii) the investor being allocated Shares, each investor agrees to become a member of the Company and agrees to acquire Shares at the Offer Price. To the fullest extent permitted by law, each investor acknowledges and agrees that it will not be entitled to exercise any rights to rescind or terminate or, subject to any statutory rights, to withdraw an application for Shares in the Offer, or otherwise to withdraw from, such commitment.

13.2 Payment for Shares

Each investor undertakes to pay the Offer Price for the Shares issued to or acquired by such investor in such manner as shall be directed by the Joint Global Coordinators (on behalf of themselves and the other Underwriters). In the event of any failure by any investor to pay as so directed by the Joint Global Coordinators, the relevant investor will be deemed thereby to have appointed the Joint Global Coordinators or any nominee of the Joint Global Coordinators to sell (in one or more transactions) any or all of the Shares in respect of which payment has not have been made as directed by the Joint Global Coordinators and indemnifies on demand the Joint Global Coordinators and/or any relevant nominee of the Joint Global Coordinators in respect of any liability for stamp duty and/or SDRT arising in respect of any such sale or sales.

Liability for stamp duty and SDRT is described in "*UK Tax Considerations—UK Stamp Duty and SDRT*" of Part XV (*Taxation*) of this Prospectus.

13.3 Supply and disclosure of information

If the Company or the Joint Global Coordinators (on behalf of themselves and the other Underwriters) or any of their agents request any information about an investor's agreement to subscribe for and/or purchase Shares, such investor must promptly disclose it to them and ensure that such information is complete and accurate in all respects.

13.4 Miscellaneous

(a) The rights and remedies of the Company, the Selling Shareholders and the Underwriters under these terms and conditions are in addition to any rights and remedies which would otherwise be available to them, and the exercise or partial exercise of one will not prevent the exercise of others.

(b) All documents sent by, to, from or on behalf of the investor will be sent at the investor's risk. They may be sent by post to such investor at an address notified to the Joint Global Coordinators (on behalf of themselves and the other Underwriters).

(c) Each investor agrees to be bound by the Company's articles of association (as amended from time to time) once the Shares which such investor has agreed to subscribe for and/or purchase have been issued or transferred to such investor.

(d) The contract to subscribe for and/or purchase Shares and the appointments and authorities mentioned herein will be governed by, and construed in accordance with, English law. For the exclusive benefit of the Company, the Selling Shareholders and the Underwriters, each investor irrevocably submits to the exclusive jurisdiction of the English courts in respect of these matters. This does not prevent an action being taken against an investor in any other jurisdiction.

(e) In the case of a joint agreement to subscribe for and/or purchase Shares, references to an investor in these terms and conditions are to each of such investors and any investors' liability is joint and several.

14. WITHDRAWALS

If the Company is required to publish any supplementary prospectus, applicants who have applied for Shares in the Offer shall have at least two clear Business Days following the publication of the relevant supplementary prospectus within which to withdraw their application to acquire Shares in the Offer in its entirety. The right to withdraw an application to acquire Shares in the Offer in these circumstances will be available to all investors in the Offer. If the application is not withdrawn within the stipulated period, any application to apply for Shares in the Offer will remain valid and binding.

Details of how to withdraw an application will be made available if a supplementary prospectus is published.

15. FTSE ELIGIBILITY

Subject to satisfying the appropriate criteria, the Company expects to be eligible following completion of the Offer for inclusion in the FTSE UK indices at the quarterly review in September 2021.

16. OTHER RELATIONSHIPS

In the ordinary course of their various business activities, the Underwriters and their respective affiliates may hold a broad array of investments and actively trade debt and equity securities (or related derivative securities)

and financial instruments (which may include bank loans and/or credit default swaps) in the Company and its affiliates for their own account and for the accounts of their customers and may at any time hold long and short positions in such securities and instruments.

PART XVII

ADDITIONAL INFORMATION

1. RESPONSIBILITY STATEMENT

The Directors, whose names appear in Part X (*Directors, Senior Management, Employees and Corporate Governance*) of this Prospectus, and the Company accept responsibility for the information contained in this Prospectus. To the best of the knowledge of the Directors and the Company, the information contained in this Prospectus is in accordance with the facts and this Prospectus makes no omission likely to affect its import.

2. INCORPORATION AND ACTIVITY OF THE COMPANY

On 2 July 2018, the Company was incorporated and registered in England and Wales under the Companies Act 2006 as a private limited company under the name Atlantic Investment Holdings Limited with registered number 11443992. On 18 September 2018, the Company changed its name to Atlantic Investments Holdings Limited. On 30 June 2021, the Company changed its name to Bridgepoint Group Limited. The Company was re-registered as a public limited company and re-named Bridgepoint Group plc on 5 July 2021. The commercial name of the Company (and the Group as a whole) is "Bridgepoint."

The principal activity of the Company is to act as the holding company of the Group. The principal legislation under which the Company operates is the Companies Act 2006 and regulations made thereunder. The Company operates in conformity with its articles of association.

The Company is domiciled in England and Wales with its registered office at 95 Wigmore Street, London W1U 1FB. The telephone number of the Company's registered office is +44 (0)20 7034 3500. The Company's LEI number is 213800KFNMVI8PDZX472.

3. REORGANISATION

3.1 (a) The Company currently holds 77.778 per cent of Bridgepoint Group Holdings Limited with Dyal IV Equity Funds holding the remaining 22.222 per cent. Conditional upon Admission, Dyal IV Equity Funds has agreed to exchange its shares in Bridgepoint Group Holdings Limited for Shares in the Company (to be held by the Dyal Shareholder) representing 22.222 per cent of the Existing Shares at Admission (19.831 per cent of the issued ordinary share capital taking into account the New Shares, the Shares issued to certain persons as described in section 11 (*Subscription of Shares Outside of the Offer*) of Part XVI (*The Offer*) of this Prospectus and the Shares issued to employees in connection with Admission as described in section 12.1 (*IPO Share Awards*) of this Part XVII (*Additional Information*) and prior to the sale of any Existing Shares). Following that exchange of shares becoming effective, the Company will own 100 per cent of the issued share capital of Bridgepoint Group Holdings Limited. Further details of the agreement with Dyal IV Equity Funds are contained

in section 16.2 (*Dyal Investment Agreement*) of this Part XVII (*Additional Information*). The diagram below sets out the simplified Group structure as of the date of this Prospectus.

(b) The Management Shareholders, the Company, the Nominee A Companies, the Nominee B Companies, the Nominee C Company and the Burgundy Partnership have entered into the Reorganisation Agreement dated 6 July 2021, pursuant to which each of the parties has agreed to take certain actions to give effect to the matters described in sections 3.2, 3.3, 3.4 and 4.2(o) of this Part XVII (*Additional Information*) (together with the step referred to in section 3.1(a) of this Part XVII (*Additional Information*) above, the "**Reorganisation**").

3.2 (a) The Company currently has three classes of ordinary shares in issue which are eligible to participate in value attributable to those shares by reference to the Offer Price. Immediately prior to Admission, these three classes of ordinary shares will be reorganised and redesignated as ordinary shares and deferred shares in accordance with the entitlements of each class contained in the existing articles of association of the Company following which all of the ordinary shares will be re-designated as Shares and Management Shareholders will receive a bonus issue of 3 Shares for every 7 Shares held. These existing and bonus issue Shares will represent 77.778 per cent of the Existing Shares at Admission (69.410 per cent of the issued ordinary share capital taking into account the New Shares, the Shares issued to certain persons as described in section 11 (*Subscription of Shares Outside of the Offer*) of Part XVI (*The Offer*) of this Prospectus and the Shares issued to employees in connection with Admission as described in section 12.1 (*IPO Share Awards*) of this Part XVII (*Additional Information*) of this Prospectus and prior to the sale of any Existing Shares). This reorganisation and redesignation is further described in section 4.2(o) of this Part XVII (*Additional Information*).

(b) In respect of each Management Shareholder who holds A1 ordinary shares and/or A2 ordinary shares in the Company, immediately prior to Admission:

(i) legal title to all Shares derived from the ordinary shares currently in issue (excluding the Shares issued pursuant to the bonus issue, and therefore representing 70 per cent of each Management Shareholder's holding of Shares at Admission) shall be transferred to and held by the Nominee A Companies on terms described below in section 3.3 of this Part XVII (*Additional Information*);

(ii) legal title to two of every three of the bonus issue Shares received by such Management Shareholder (and therefore representing 20 per cent of each such shareholder's holding of Shares) shall be transferred to and held by Nominee B Companies on terms described below in section 3.3 of this Part XVII (*Additional Information*); and

(iii) the remaining bonus issue Shares received by a Management Shareholder (and therefore representing 10 per cent of each such shareholder's holding of Shares) shall be transferred to BIHNL, as bare nominee and trustee of behalf of the Burgundy Partnership, to be held on terms described below in section 3.3 of this Part XVII (*Additional Information*).

(c) In respect of each Management Shareholder who holds A3 ordinary shares in the Company, immediately prior to Admission:

(i) legal title to 50 per cent of each Management Shareholder's holding of Shares shall be transferred to and held by the Nominee A Companies on terms described below in section 3.3 of this Part XVII (*Additional Information*);

(ii) legal title to 20 per cent of each Management Shareholder's holding of Shares shall be held by the Nominee C Company on terms described below in section 3.3 of this Part XVII (*Additional Information*);

(iii) legal title to two of every three of the bonus issue Shares received by such Management Shareholder (and therefore representing 20 per cent of each such shareholder's holding of Shares) shall be held by Nominee B Companies on terms described below in section 3.3 of this Part XVII (*Additional Information*); and

(iv) the remaining bonus issue Shares received by such Management Shareholder who, together with that Management Shareholder's Relevant Members (for this purpose as defined in the existing articles of association of the Company) holds more than 250 ordinary shares currently in issue (and therefore representing 10 per cent of each such shareholder's holding of Shares) shall be transferred to BIHNL, as bare nominee and trustee of behalf of the Burgundy Partnership, to be held on terms described below in section 3.3 of this Part XVII (*Additional Information*), with the remaining bonus Shares held by such Management Shareholder(s) holding 250 ordinary shares currently in issue or fewer being transferred to a Nominee B Company.

3.3 (a) Each of the Nominee A Companies, Nominee B Companies and the Nominee C Company shall hold Shares on behalf of the relevant Management Shareholder on terms that the relevant Nominee A Company, Nominee B Company or Nominee C Company will only vote those Shares in accordance with the directions of the relevant owner and all dividends received will be passed through to the relevant owner.

(b) Each Management Shareholder has agreed with the Company that each of the Shares registered in the name of a Nominee Company on its behalf shall be subject to certain vesting provisions, pursuant to which: (i) all Shares which are derived from A1 ordinary shares shall be deemed to have vested; (ii) all Shares which are derived from A2 ordinary shares shall vest on the fifth anniversary of the date on which such A2 ordinary shares were issued; (iii) all Shares which are derived from A3 ordinary shares shall vest on the fifth anniversary of the date on which such A3 ordinary shares were issued; (iv) all bonus issue Shares other than those transferred to BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership, shall vest on the fifth anniversary of the date on which such bonus issue Shares were issued.

(c) Each Nominee A Company has been irrevocably instructed and authorised by each Individual Selling Shareholder to enter into the Underwriting Agreement on behalf of such Individual Selling Shareholder to sell on behalf of such shareholder: (i) a portion of that shareholder's Existing Shares in the Offer (being $2/7^{ths}$ of the Shares held by the Nominee A Company on behalf of such shareholder and its connected persons (20 per cent of the total holding of such shareholder and its connected persons after the bonus issue described in section 3.2(a) but before the transfer of any such Shares to the Burgundy Partnership), assuming no exercise of the Over-allotment Option); and (ii) an additional portion of that shareholder's Existing Shares pursuant to the Over-allotment Option (being its pro rata share of the total number of Shares included in the Over-allotment Option). The Underwriting Agreement also includes a lock-up undertaking given by each of the Nominee A Companies. In addition, (i) each Nominee B Company and the Nominee C Company has been irrevocably instructed and authorised by the relevant owner to enter into, and has entered into, a lock-

up deed with the Joint Global Co-ordinators; and (ii) BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership, has entered into a lock-up deed with the Joint Global Co-ordinators, in each case on the same terms as the lock-up arrangements described above with respect to each Nominee A Company. For details of these arrangements and other lock-up arrangements, see section 10 (*Lock-up Arrangements*) of Part XVI (*The Offer*) of this Prospectus.

(c) Each Nominee A Company and Nominee B Company and the Nominee C Company has also been irrevocably authorised by the relevant owner to notify the Company immediately if it receives an instruction from the relevant owner to Dispose any of the Shares held on behalf of that owner (other than pursuant to the Underwriting Agreement) and not to act upon any such instruction for a period of five business days from receipt of such instruction.

(d) Each Management Shareholder has agreed with the Company: (i) not to Dispose any Shares held by the Nominee Companies (other than pursuant to the Underwriting Agreement) for a period of five years from Admission, save that (x) on or at any time after the third anniversary of the date of Admission, each Management Shareholder may Dispose up to one third of Shares which are derived from A1 ordinary shares or A2 ordinary shares and, on or at any time after the fourth anniversary of the date of Admission, each Management Shareholder may Dispose up to two thirds of Shares which are derived from A1 ordinary shares or A2 ordinary shares; and (y) on or at any time after the first anniversary of the date of Admission, each Management Shareholder may Dispose 50% of the Shares derived from A3 ordinary shares of the Company and held by the Nominee C Company and, on or at any time after the second anniversary of the date of Admission, each Management Shareholder may Dispose the balance of the Shares derived from A3 ordinary shares of the Company and held by the Nominee C Company, in each case without the consent of the Company, subject to the same exceptions as apply to the lock-up to which each Nominee A Company is subject set out in the Underwriting Agreement; (ii) to transfer any remaining Shares held by the Nominee Companies to BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership, for nominal consideration if that person or a shareholder associated with that person becomes a competing shareholder by associating with a competitor; and (iii) unless the Company in its absolute discretion decides otherwise, to transfer any remaining Shares which are unvested and are held by the Nominee Companies to BIHNL, as bare nominee and trustee on behalf of the Burgundy Partnership, for nominal consideration if the holder or the relevant employee associated with the holder ceases to be employed by the Group prior to such Shares vesting. The agreement also provides that on expiry of the later of the undertaking not to Dispose the relevant Shares and the vesting period of the relevant Shares, the legal title to such Shares may be transferred to the relevant owner or as it may direct.

3.4 The Burgundy Partnership has been established to provide future generations of employees the opportunity for ownership in the Company in addition to the share incentive arrangements described in section 12 (*Share-based Incentive Arrangements*) of this Part XVII (*Additional Information*). Over time, it is envisaged that the Burgundy Partnership will issue further interests to employees of Bridgepoint as part of the firm's overall incentivisation structure. As at Admission, each of the limited partners in the Burgundy Partnership shall hold a partnership interest pro rata to the number of underlying shares contributed by them to the Burgundy Partnership. A limited partner may be required to withdraw from the Burgundy Partnership if they, or the employee of the Group of which they are an associate, ceases to be employed by the Group within 5 years of the date on which such limited partner was admitted to the Burgundy Partnership, or is at any time summarily dismissed/otherwise required to leave as a result of their conduct, and/or if they, the employee of the Group of which they are an associate or any other associate of such employee which is a limited partner becomes a competitor. New limited partners may be admitted to the Burgundy Partnership with the consent of the Remuneration Committee provided that the interests awarded to such new limited partners shall not dilute the interests of the limited partners as at the date of Admission by more than 75%. BAL, as manager of the Burgundy Partnership, shall vote the Shares on behalf of the Burgundy Partnership as it sees fit.

3.5 Conditional on Admission, the Company has declared an ordinary dividend to eligible A1 and A2 ordinary shareholders on the register of members on the day immediately prior to Admission of £9.61 per A1 ordinary share and A2 ordinary share.

The diagram below sets out the simplified Group structure following completion of the Reorganisation.

4. SHARE CAPITAL OF THE COMPANY

4.1 Issued Share Capital of the Company

As of the date of this Prospectus, the issued share capital of the Company is £71,816.01 comprising 2,640,001 A1 ordinary shares of £0.01 each, 479,500 A2 ordinary shares of £0.01 each, 612,000 A3 ordinary shares of £0.01 each, 500 deferred shares of £81 each and one YY share of £1.00. Immediately following Admission, the issued share capital of the Company is expected to be £99,164 comprising 823,268,774 Shares (all of which shall be fully paid or credited as fully paid) and 350,000,505 Deferred Shares. These Deferred Shares have no meaningful rights and the Company intends to cancel these shares (other than the Deferred Share of £0.01 nominal value held by Atlantic SAV Limited and the 500 Deferred Shares of £81 nominal value each held by Atlantic SAV 2 Limited) shortly following Admission in accordance with the Companies Act 2006.

The Company has no convertible securities, exchangeable securities or securities with warrants in issue.

4.2 History of the Share Capital

(a) On 2 July 2018, the Company was incorporated with the name Atlantic Investment Holdings Limited with two ordinary shares each of £1 nominal value.

(b) On 11 October 2018, the Company allotted 149 ordinary shares each of £1 nominal value.

(c) On 11 October 2018, the Company consolidated and redesignated 81 ordinary shares each of £1 nominal value into one A1 ordinary share of £81 nominal value and 70 ordinary shares each of £1 nominal value into one C2 ordinary share of £70 nominal value.

(d) On 11 October 2018, the Company allotted: (i) 6 A1 ordinary shares each of £81 nominal value; (ii) 1 C1 share of £170 nominal value; (iii) 1 C3 share of £85 nominal value; and (iv) 1 C5 share of £150 nominal value.

(e) On 11 October 2018, the issued share capital of the Company was £1,042 comprising: (i) 7 A1 ordinary shares of £567 aggregate nominal value; (ii) 1 C1 share of £170 aggregate nominal value; (iii) 1 C2 share

of £70 aggregate nominal value; (iv) 1 C3 share of £85 aggregate nominal value; and (v) 1 C5 share of £150 aggregate nominal value.

(f) On 15 October 2018, the Company allotted: (i) 424,460 B1 shares each of £58 nominal value; (ii) 2,515,540 B2 shares each of £72.56 nominal value; (iii) 2,279,993 A1 ordinary shares each of £81 nominal value; (iv) 235,540 A4 ordinary shares each of £0.01 nominal value; (v) 59,459 C1 shares each of £170 nominal value; (vi) 104,999 C2 shares each of £70 nominal value; (vii) 94,999 C3 shares each of £85 nominal value; (viii) 60,000 C4 shares each of £165 nominal value; (8) 64,999 C5 shares each of £150 nominal value; (ix) 40,000 C6 shares each of £275 nominal value; and (x) 1 YY share of £1 nominal value.

(g) On 15 October 2018, the issued share capital of the Company was £448,011,818.80 comprising: (i) 2,280,000 A1 ordinary shares of £184,680,000 aggregate nominal value; (ii) 235,540 A4 ordinary shares of £2,355.40 aggregate nominal value; (iii) 59,460 C1 shares of £10,108,200 aggregate nominal value; (iv) 105,000 C2 shares of £7,350,000 aggregate nominal value; (v) 95,000 C3 shares of £8,075,000 aggregate nominal value; (vi) 60,000 C4 shares of £9,900,000 aggregate nominal value; (vii) 65,000 C5 shares of £9,750,000 aggregate nominal value; (viii) 40,000 C6 shares of £11,000,000 aggregate nominal value; (ix) 424,460 B1 shares of £24,618,680 aggregate nominal value; (x) 2,515,540 B2 shares of £182,527,582.40 aggregate nominal value; and (xi) 1 YY Share of £1 nominal value.

(h) On 14 December 2018, the Company redeemed the 424,460 B1 shares at £58 each and the 2,515,540 B2 shares were redeemed at £72.56 each. These shares were cancelled and extinguished such that, on 14 December 2018 the issued share capital of the Company was £240,865,556.40 compromising: (i) 2,280,000 A1 ordinary shares of £184,680,000 aggregate nominal value; (ii) 235,540 A4 ordinary shares of £2,355.40 aggregate nominal value; (iii) 59,460 C1 shares of £10,108,200 aggregate nominal value; (iv) 105,000 C2 shares of £7,350,000 aggregate nominal value; (v) 95,000 C3 shares of £8,075,000 aggregate nominal value; (vi) 60,000 C4 shares of £9,900,000 aggregate nominal value; (vii) 65,000 C5 shares of £9,750,000 aggregate nominal value; (viii) 40,000 C6 shares of £11,000,000 aggregate nominal value; and (ix) 1 YY Share of £1 nominal value.

(i) On 31 January 2019, the Company allotted 544,500 A2 ordinary shares of £0.01 each such that, on 31 January 2019, the issued share capital of the Company was £240,871,001.40 comprising: (i) 2,280,000 A1 ordinary shares of £184,680,000 aggregate nominal value; (ii) 544,500 A2 ordinary shares of £5445 aggregate nominal value; (iii) 235,540 A4 ordinary shares of £2,355.40 aggregate nominal value; (iv) 59,460 C1 shares of £10,108,200 aggregate nominal value; (v) 105,000 C2 shares of £7,350,000 aggregate nominal value; (vi) 95,000 C3 shares of £8,075,000 aggregate nominal value; (vii) 60,000 C4 shares of £9,900,000 aggregate nominal value; (viii) 65,000 C5 shares of £9,750,000 aggregate nominal value; (ix) 40,000 C6 shares of £11,000,000 aggregate nominal value; and (x) 1 YY share of £1 nominal value.

(j) On 29 March 2019, the Company allotted 7,500 A2 ordinary shares of £0.01 each such that, on 29 March 2019, the issued share capital of the Company was £240,871,076.40 comprising: (i) 2,280,000 A1 ordinary shares of £184,680,000 aggregate nominal value; (ii) 552,000 A2 ordinary shares of £5520 aggregate nominal value; (iii) 235,540 A4 ordinary shares of £2,355.40 aggregate nominal value; (iv) 59,460 C1 shares of £10,108,200 aggregate nominal value; (v) 105,000 C2 shares of £7,350,000 aggregate nominal value; (vi) 95,000 C3 shares of £8,075,000 aggregate nominal value; (vii) 60,000 C4 shares of £9,900,000 aggregate nominal value; (viii) 65,000 C5 shares of £9,750,000 aggregate nominal value; (ix) 40,000 C6 shares of £11,000,000 aggregate nominal value; and (x) 1 YY Share of £1 nominal value.

(k) On 7 June 2021, the Company: (i) reduced its share capital by cancelling 201,499 A1 ordinary shares each of £81.00 nominal value; (ii) redesignated 500 A1 ordinary shares each of £81.00 nominal value as deferred shares each of £81.00 nominal value; (iii) reduced to £0.01 the nominal value of each remaining A1 ordinary share of £81.00 nominal value and each C1 ordinary share of £170.00 nominal value, C2 ordinary share of £70.00 nominal value, C3 ordinary share of £85.00 nominal value, C4 ordinary share of £165.00 nominal value, C5 ordinary share of £150.00 nominal value and C6 ordinary share of £275.00 nominal value; (iv) redesignated each A4 ordinary share of £0.01 nominal value, C1 ordinary share of £0.01 nominal value, C2 ordinary share of £0.01 nominal value, C3 ordinary share of £0.01 nominal value, C4 ordinary share of £0.01 nominal value, C5 ordinary share of £0.01 nominal value and C6 ordinary share of £0.01 nominal value as an A1 ordinary share of £0.01 nominal value; and (v) issued 619,500 A3 ordinary shares of £0.01 nominal value, such that the issued share capital of the Company was £79,521.01 divided into 2,738,001 A1 ordinary shares of £0.01 each, 552,000 A2 ordinary shares of £0.01

each, 612,000 A3 ordinary shares of £0.01 each, 500 deferred shares of £81.00 each and 1 YY share of £1.00.

(l) On 29 June 2021, the Company reduced its share capital by cancelling 98,000 A1 ordinary shares each of £0.01 nominal value and 72,500 A2 ordinary shares each of £0.01 nominal value.

(m) On 30 June 2021, the Company changed its name to Bridgepoint Group Limited.

(n) On 5 July 2021, the Company was re-registered as a public limited company and re-named Bridgepoint Group plc.

(o) On 20 July 2021, the Company: (i) redesignated one A1 ordinary share of £0.01 nominal value into a deferred share of £0.01 nominal value and one YY share of £1.00 nominal value into a deferred share of £1.00 value; and (ii) with effect immediately prior to Admission: (a) subdivided the 2,640,000 A1 ordinary shares of £0.01 nominal value into 348,029,701 A1 ordinary shares of £0.00005 nominal value and 179,970,299 deferred shares of £0.00005 nominal value, the 479,500 A2 ordinary shares of £0.01 nominal value into 32,298,696 A2 ordinary shares of £0.00005 nominal value and 63,601,304 deferred shares of £0.00005 nominal value and the 630,500 A3 ordinary shares of £0.01 nominal value into 19,671,600 A3 ordinary shares of £0.00005 nominal value and 106,428,400 deferred shares of £0.00005 nominal value with each resulting A1 ordinary share of £0.00005 nominal value, A2 ordinary share of £0.00005 nominal value and A3 ordinary share of £0.00005 nominal value being redesignated as a Share; (b) adopted the Articles as the articles of association of the Company in substitution for, and to the exclusion of, the existing articles of association; (c) issued 171,428,571 Shares credited as fully paid by way of a 3 for 7 bonus issue to shareholders on the register immediately prior to Admission; (d) conditional on Admission issued to the Dyal Shareholder 163,263,206 Shares credited as fully paid; and (e) issued 85,714,286 New Shares pursuant to the Offer, 1,963,571 Shares to certain persons as described in section 11 (*Subscription of Shares Outside of the Offer*) of Part XVI (*The Offer*) of this Prospectus and 899,143 Shares to employees in connection with Admission as described in section 12.1 (*IPO Share Awards*) of this Part XVII (*Additional Information*).

(p) By resolutions passed at a general meeting of the Company on 20 July 2021, it was resolved that:

(i) the directors be generally and unconditionally authorised pursuant to and in accordance with section 551 of the Companies Act 2006 to allot Shares or grant rights to subscribe for or to convert any security into Shares:

(A) up to an aggregate nominal amount of £21,200;

(B) in addition, following Admission, up to a further aggregate nominal amount of £13,721, equal to one-third of the Company's share capital on Admission;

(C) in addition, following Admission, up to a further aggregate nominal amount of £27,442, equal to two-thirds of the Company's share capital on Admission (such amount to be reduced by the extent the authority granted by paragraph 4.2(p)(i)(B) above is utilised) in connection with an offer by way of a rights issue to ordinary shareholders in proportion to their existing shareholdings (and holders of any equity securities entitled to participate or as the directors otherwise consider necessary),

such authorities set out in paragraph 4.2(p)(i)(A) to expire on 31 August 2021 and in the case of the authorities set out in paragraphs 4.2(p)(i)(B) and (C) on the earlier of the conclusion of the annual general meeting of the Company to be held in 2022 and the close of business on 31 October 2022 (save that the Company may, before the expiry of such periods, make offers or agreements which would or might require shares to be allotted or rights to be granted after expiry of these authorities, and the directors may allot shares or grant rights in pursuance of any such offer or agreement notwithstanding the authorities conferred have expired);

(ii) the directors be generally empowered to allot equity securities (within the meaning of section 560 of the Companies Act 2006) as if section 561 of the Companies Act 2006 did not apply to any such allotment:

(A) pursuant to the authority granted as described in paragraph 4.2(p)(i)(A);

(B) pursuant to the authorities granted as described in paragraphs 4.2(p)(i)(B) and 4.2(p)(i)(C), in connection with a pre-emptive offer;

(C) up to an aggregate nominal amount of £2,058, equal to 5 per cent of the Company's share capital on Admission; and

(D) in addition to any authority granted pursuant to the resolution described in paragraph 4.2(p)(ii)(C), up to an aggregate nominal amount of £2,058, equal to 5 per cent of the Company's share capital on Admission, provided that such authority is used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board determines to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of the notice in respect of such resolution,

such powers to expire (x) in the case of the authority set out in paragraph 4.2(p)(ii)(A) on 31 August 2021 and (y) in the case of the authorities set out in paragraphs 4.2(p)(ii)(B), (C) and (D) on the earlier of the conclusion of the annual general meeting of the Company to be held in 2022 and the close of business on 31 October 2022 (save that the Company may, before the expiry of such periods, make offers or agreements which would or might require equity securities to be allotted or rights to be granted after expiry of these powers and the directors may allot equity securities or grant rights in pursuance of any such offer or agreement to subscribe for or convert any security into a share notwithstanding the powers conferred have expired). For the purposes of this paragraph 4.2(p)(ii), a "pre-emptive offer" means an offer of equity securities to ordinary shareholders in proportion to their existing holdings, but subject to such exclusions or other arrangements as the directors may deem necessary or appropriate in relation to treasury shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory;

(iii) conditional upon Admission, the Company be authorised to make market purchases of Shares pursuant to section 701 of the Companies Act 2006, subject to the following conditions:

(A) the maximum number of Shares authorised to be purchased is 82,326,877, equal to 10 per cent of the Shares in issue on Admission;

(B) the minimum price which may be paid for a Share is the nominal value of a Share at the time of such purchase;

(C) the maximum price which may be paid for a Share shall be the higher of: (i) an amount equal to 105 per cent of the average of the middle market quotations of a share as derived from the London Stock Exchange Daily Official List for the five Business Days immediately preceding the day on which a Share is contracted to be purchased; and (ii) an amount equal to the higher of the price of the last independent trade and the highest current independent bid for a Share on the trading venues where the trade is carried out, in each case exclusive of expenses;

(D) the authority shall expire (unless previously revoked, varied or removed) on the earlier of the conclusion of the annual general meeting of the Company to be held in 2022 and the close of business on 31 October 2022;

(E) a contract to purchase Shares under this authority may be made prior to the expiry of this authority, and concluded in whole or in part after expiry of this authority; and

(F) any Shares purchased pursuant to this authority may either be held as treasury shares or cancelled by the Company, depending on which course of action is considered by the directors to be in the best interests of shareholders at the time; and

(iv) a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

(q) On 20 July 2021, the Company allotted 18,500 A3 ordinary shares each of £0.01 nominal value.

4.3 Confirmations

As of the date of this Prospectus and save as otherwise disclosed in section 3 (*Reorganisation*) and this section 4 (*Share Capital of the Company*) of this Part XVII (*Additional Information*):

(a) no share or loan capital of the Company has, since its incorporation, been issued or agreed to be issued, or is now proposed to be issued (other than pursuant to the Offer), fully or partly paid, either for cash or for a consideration other than cash, to any person;

(b) there has been no change in the amount of the issued share or loan capital of the Company since its incorporation;

(c) no commissions, discounts, brokerages or other special terms have been granted by the Company in connection with the issue or sale of any share or loan capital of the Company, since its incorporation;

(d) no share or loan capital of the Company is under option or agreed, conditionally or unconditionally, to be put under option; and

(e) the Company holds no treasury shares (as defined in the Companies Act 2006).

5. ARTICLES OF ASSOCIATION

The Company's objects are not restricted by its articles of association. Accordingly, pursuant to section 31 of the Companies Act 2006, the Company's objects are unrestricted. The liability of the members is limited to the amount, if any, unpaid on the shares in the Company respectively held by them. The Articles (which have been adopted by the Company with effect from immediately prior to Admission) include provisions to the following effect:

5.1 Shares

Respective rights of different classes of shares

Without prejudice to any rights attached to any existing shares, the Company may issue shares with such rights or restrictions as determined by either the Company by ordinary resolution or, if the Company passes a resolution to so authorise them, the directors. The Company may also issue shares which are, or are liable to be, redeemed at the option of the Company or the holder.

Variation of rights

(a) Whenever the share capital of the Company is divided into different classes of shares, the special rights attached to any class may be varied or abrogated either with the written consent of the holders of three-quarters in nominal value of the issued shares of the class (excluding shares held as treasury shares) or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class and may be so varied or abrogated either while the Company is a going concern or during or in contemplation of a winding-up.

(b) The rights attached to a class of shares are not, unless otherwise expressly provided for in the rights attaching to those shares, deemed to be varied by the creation, allotment or issue of further shares ranking in priority to, *pari passu* with or subsequent to them or by the purchase or redemption by the Company of its own shares.

Transfer of shares

(c) Transfers of certificated shares may be effected in writing in any usual or common form or in any other form acceptable to the directors. The instrument of transfer shall be signed by or on behalf of the transferor and, if any of the shares are not fully paid shares, by or on behalf of the transferee. The transferor shall remain the holder of the shares concerned until the name of the transferee is entered in the register of members in respect of those shares. Transfers of uncertificated shares shall be effected by means of a relevant system (*i.e.* CREST) unless The Uncertificated Securities Regulations 2001 provide otherwise.

(d) The directors may decline to register any transfer of a certificated share unless: (i) the instrument of transfer is in respect of only one class of share; (ii) the instrument of transfer is lodged at the place where the register of members is situated, and accompanied by the relevant share certificate(s) or other evidence reasonably required by the directors to show the transferor's right to make the transfer or, if the instrument of transfer is executed by some other person on the transferor's behalf, the authority of that person to do so; (iii) the certificated share is fully paid; (iv) it is for a share upon which the Company has no lien; and (v) it is duly stamped or duly certificated or otherwise shown to the satisfaction of the directors to be exempt from stamp duty (if so required).

(e) The directors may also refuse to register an allotment or transfer of shares in favour of more than four persons jointly.

(f) When a transfer of shares has been lodged with the Company, the Company must either register the transfer, or give the transferee notice of refusal to register the transfer, together with its reasons for the refusal (as soon as practicable and in any event within two months after the date on which the transfer is lodged with it).

Restrictions where notice not complied with

(g) If any member, or any person appearing to be interested in shares (within the meaning of Part 22 of the Companies Act 2006) held by such member, has been duly served with a notice under section 793 of the Companies Act 2006 (which confers upon public companies the power to require information as to interests in its voting shares) and is in default for a period of 14 days in supplying to the Company the information required by that notice then (unless the directors otherwise determine):

(i) the holder of those shares shall not (for so long as the default continues) be entitled to attend or vote (in person or by proxy) at any general meeting; and

(ii) the directors may in their absolute discretion, where those shares represent 0.25 per cent or more of the issued shares of the class in question, by notice to the holder, direct that:

(A) any dividend or part of a dividend (including shares issued in lieu of a dividend) or other money which would otherwise be payable on the shares will be retained by the Company without any liability for interest; and/or

(B) (subject to various exceptions set out in the Articles) transfers of the shares will not be registered.

Forfeiture and lien

(h) If a member fails to pay in full any sum which is due in respect of a share on or before the due date for payment, then, following notice by the directors requiring payment of the unpaid amount with any accrued interest and any expenses incurred, such share may be forfeited by a resolution of the directors to that effect (including all dividends declared in respect of the forfeited share and not actually paid before the forfeiture).

(i) A share forfeited or surrendered shall become the property of the Company and may be sold, re-allotted or otherwise disposed of to any person (including the person who was, before such forfeiture or surrender, the holder of that share or entitled to it) on such terms and in such manner as the directors think fit.

(j) A member whose shares have been forfeited will cease to be a member in respect of those shares, but will remain liable to pay the Company all monies which at the date of forfeiture or surrender were payable, together with interest at a rate of 15 per cent per annum (or such lower rate as the directors may decide). The directors may in their absolute discretion enforce payment without any allowance for the value of the shares at the time of forfeiture or surrender or for any consideration received on their disposal, or waive payment in whole or part.

(k) The Company shall have a lien on every share that is not fully paid for all moneys in respect of the share's nominal value, or any premium at which it was issued, that have not been paid to the Company and are payable immediately or at a fixed time in the future, whether or not a call has been made. The Company's lien over a share takes priority over the rights of any third party and extends to any dividends or other sums payable by the Company in respect of that share. The directors may waive any lien which has arisen and may resolve that any share shall be exempt from such a lien, either wholly or partially, for such period as the directors decide.

(l) The Company may deliver an enforcement notice in respect of any share if a sum in respect of which a lien exists is due and has not been paid. The Company may sell any share in respect of which an enforcement notice, delivered in accordance with the Articles, has been given if such notice has not been complied with. The net proceeds of sale (after payment of the costs of the sale and of enforcing the lien) shall first be applied towards payment of the amount in respect of which the lien exists to the extent that amount was due on the date of the enforcement notice and then, on surrender of the share certificate for cancellation or compliance with such conditions as to evidence and indemnity as the directors think fit, to the person entitled to the shares immediately prior to the sale.

5.2 General meetings

Annual general meeting and convening of general meetings

Annual general meetings will be held in accordance with the Companies Act 2006. The directors may, whenever they think fit, convene a general meeting once the Company has received requests from its members to do so in accordance with the Companies Act 2006. The Articles permit the directors to take advantage of section 360A of the Companies Act 2006 to hold general meetings by electronic means.

Notice of general meetings, etc.

(a) An annual general meeting shall be called by not less than 21 clear days' notice. All other general meetings shall be called by not less than 14 clear days' notice in writing. As the Company is a traded company (as defined in the Companies Act 2006), the provisions of section 307A of the Companies Act 2006 must be complied with if the meeting is to be called by less than 21 clear days' notice, unless the meeting is of holders of a class of shares.

(b) Notices of general meetings shall include all information required to be included by the Companies Act 2006 and shall be given to all members and every director, subject to the Companies Act 2006, the provisions of the Articles and any restrictions imposed on any shares. The Company may determine that only those persons entered on the register of members at the close of business on a day decided by the Company, such day being no more than 21 days before the day that notice of the meeting is sent, shall be entitled to receive such a notice.

(c) For the purposes of determining which members are entitled to attend or vote at a meeting, and how many votes such members may cast, the Company must specify in the notice of the meeting a time, not more than 48 hours (excluding any part of a day that is not a working day) before the time fixed for the meeting, by which a member must be entered on the register of members in order to have the right to attend or vote at the meeting.

Quorum and voting

(d) No business other than the appointment of a Chairman shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Two members present (including by means of electronic facility) in person or by proxy shall be a quorum.

(e) All resolutions put to the members at a any general meeting shall be decided on a poll.

(f) At a general meeting, subject to any special rights or restrictions attached to any shares or class of shares, on a poll, every member present in person or by proxy has one vote for every share of which such member is the holder.

(g) A proxy shall not be entitled to vote on a poll where the member appointing the proxy would not have been entitled to vote on the resolution had such member been present in person.

(h) Unless the directors resolve otherwise, no member shall be entitled in respect of any share held by such member to vote either personally or by proxy or to exercise any other right in relation to general meetings if any call or other sum due from such member to the Company in respect of that share remains unpaid.

Conditions of admission

(i) The directors may put in place such arrangements or restrictions as they think fit to ensure the safety and security of attendees at a general meeting and the orderly conduct of the meeting, including requiring attendees to submit to searches. Any member, proxy or other person who fails to comply with such arrangements or restrictions may be refused entry into, or removed from, the general meeting.

(j) The directors may decide that a general meeting shall be held at two or more locations to facilitate the organisation and administration of such meeting. A member present in person or by proxy at the designated "satellite" meeting place may be counted in the quorum and may exercise all rights that they would have been able to exercise if they had been present at the principal meeting place. The directors may make and change from time to time such arrangements as they shall in their absolute discretion consider appropriate to:

    (i) ensure that all members and proxies for members wishing to attend the meeting can do so;

(ii) ensure that all persons attending the meeting are able to participate in the business of the meeting and to see and hear anyone else addressing the meeting;

(iii) ensure the safety of persons attending the meeting and the orderly conduct of the meeting; and

(iv) restrict the numbers of members and proxies at any one location to such number as can safely and conveniently be accommodated there.

5.3 Directors

General powers

The directors shall manage the business and affairs of the Company and may exercise all powers of the Company other than those that are required by the Companies Act 2006 or by the Articles to be exercised by the Company in a general meeting.

Number of directors

The directors shall not be less than two and not more than 20 in number, save that the Company may, by ordinary resolution, from time to time vary the minimum number and/or maximum number of directors.

Share qualification

A director shall not be required to hold any shares of the Company by way of qualification. A director who is not a member of the Company shall nevertheless be entitled to attend and speak at general meetings.

Directors' fees

(a) Non-executive directors' fees are determined by the directors from time to time, except that they may not exceed £5 million per annum in aggregate or such higher amount as may from time to time be determined by ordinary resolution of the shareholders.

(b) Any director who holds any executive office (including, for this purpose, the office of Chairman, deputy Chairman or senior independent director, whether or not such office is held in an executive capacity), or who serves on any committee of the directors, or who otherwise performs services which in the opinion of the directors are outside the scope of the ordinary duties of a director, may be paid extra remuneration by way of salary, commission or otherwise or may receive such other benefits as the directors may determine.

Executive directors

The directors may from time to time appoint one or more of their number to be the holder of any executive office and may confer upon any director holding an executive office any of the powers exercisable by them as directors upon such terms and conditions, and with such restrictions, as they think fit. The directors may from time to time revoke, withdraw, alter or vary the terms of any such appointment or all or any of such delegated powers.

Directors' retirement

(c) At each annual general meeting, each director then in office shall retire from office with effect from the conclusion of the meeting.

(d) When a director retires at an annual general meeting in accordance with the Articles or otherwise, the Company may, by ordinary resolution at the meeting, fill the office being vacated by re-electing the retiring director. In the absence of such a resolution, the retiring director shall nevertheless be deemed to have been re-elected, except in certain cases identified by the Articles.

Removal of a director by resolution of Company

The Company may, by ordinary resolution of which special notice has been given, remove any director from office in accordance with the Companies Act 2006, and elect another person in place of a director so removed from office. Such removal may take place notwithstanding any provision of the Articles or of any agreement between the Company and such director, but is without prejudice to any claim the director may have for damages for breach of any such agreement.

Proceedings of the Board

(e) Subject to the provisions of the Articles, the directors may meet for the dispatch of business and adjourn and otherwise regulate their proceedings as they think fit.

(f) The quorum necessary for the transaction of business of the directors may be fixed from time to time by the directors and unless so fixed at any other number shall be two directors present in person. A Board meeting may be adjourned for a lack of quorum to a specified time and place not less than one day after the original date. The quorum necessary for such adjourned Board meeting may be fixed from time to time by the directors and unless so fixed at any other number shall be two.

(g) The directors may elect from their number a Chairman, a deputy Chairman (or two or more deputy chair) and a senior independent director and decide the period for which each is to hold office.

(h) Questions arising at any meeting of the directors shall be determined by a majority of votes. The chair of the meeting shall not have a casting vote.

Directors' interests

(i) For the purposes of section 175 of the Companies Act 2006, the directors shall have the power to authorise any matter which would or might otherwise constitute or give rise to a breach of the duty of a director to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company.

(j) Any such authorisation will be effective only if:

  (i) the matter in question was proposed for consideration at a meeting of the directors, in accordance with the directors' normal procedures or in such other manner as the directors may resolve;

  (ii) any requirement as to the quorum at the meeting at which the matter is considered is met without counting the director in question or any other interested director; and

  (iii) the matter was agreed to without such interested directors voting or would have been agreed to if their votes had not been counted.

(k) The directors may extend any such authorisation to any actual or potential conflict of interest which may arise out of the matter so authorised and may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to such conditions or limitations as they may resolve. The directors may also terminate any such authorisation at any time.

Restrictions on voting

(l) Except as provided below, a director may not vote in respect of any contract, transactions, arrangement or any other proposal in which the director, or a person connected with the director, is interested. Any vote of a director in respect of a matter where the director is not entitled to vote shall be disregarded.

(m) Subject to the provisions of the Companies Act 2006, a director is entitled to vote and be counted in the quorum in respect of any resolution concerning any contract, transaction or arrangement, or any other proposal (among other things):

  (i) in which the director has an interest, of which the director is not aware or which cannot reasonably be regarded as likely to give rise to a conflict of interest;

  (ii) in which the director has an interest only by virtue of interests in the Company's shares, debentures or other securities or otherwise in or through the Company;

  (iii) which involves the giving of any security, guarantee or indemnity to the director or any other person in respect of obligations incurred by the director or by any other person at the request of (or for the benefit of) the Company or any of its subsidiary undertakings;

  (iv) concerning an offer of securities by the Company or any of its subsidiary undertakings in which the director is or may be entitled to participate as a holder of securities or as an underwriter or sub-underwriter;

  (v) concerning any other body corporate, provided that the director together with the director's connected persons do not own or have a beneficial interest in one per cent or more of any class

of equity share capital of such body corporate, or of the voting rights available to the members of such body corporate;

(vi) relating to an arrangement for the benefit of employees or former employees of the Company or any of its subsidiary undertakings which does not award the director any privilege or benefit not generally awarded to the employees or former employees to whom such arrangement relates;

(vii) concerning the purchase or maintenance of insurance for any liability for the benefit of directors;

(viii) concerning the giving of indemnities in favour of the directors;

(ix) concerning the funding of expenditure by any director or directors:

(A) on defending criminal, civil or regulatory proceedings or actions against the director or directors;

(B) in connection with an application to the court for relief; or

(C) on defending the director or directors in any regulatory investigations; or concerning doing anything to enable any director or directors to avoid incurring such expenditure; or

(x) in respect of which the director's interest has been authorised by ordinary resolution.

Confidential information

(n) If a director, otherwise than by virtue of the director's position as director, receives information in respect of which he owes a duty of confidentiality to a person other than the Company, the director shall not be required to disclose such information to the Company or its directors, officers or employees or otherwise use or apply such confidential information for the purpose of or in connection with the performance of the director's duties as a director, provided that such duty of confidentiality arises out of an actual or potential conflict of interest which is or has been permitted or authorised under the Articles. This is without prejudice to any equitable principle or rule of law which may excuse or release the director from disclosing the information, in circumstances where disclosure may otherwise be required under the Articles.

Delegation of powers of the directors

(o) The directors may delegate any of their powers or discretions (including those involving the payment of remuneration or the conferring of any other benefit to the directors) to such person or committee and in such manner as they think fit. Any such person or committee shall, unless the directors otherwise resolve, have the power to sub-delegate any of the powers or discretions delegated to them. The directors may make regulations in relation to the proceedings of committees or sub-committees.

(p) The directors may establish any local boards or appoint managers or agents to manage any of the affairs of the Company, either in the UK or elsewhere, and may:

(i) appoint persons to be members or agents or managers of such local board and fix their remuneration;

(ii) delegate to any local board, manager or agent any of the powers, authorities and discretions vested in the directors, with the power to sub-delegate;

(iii) remove any person so appointed, and may annul or vary any such delegation; and

(iv) authorise the members of any local boards, or any of them, to fill any vacancies on such boards, and to act notwithstanding such vacancies.

(q) The directors may appoint any person or fluctuating body of persons to be the attorney of the Company with such purposes and with such powers, authorities and discretions and for such periods and subject to such conditions as they may think fit.

Directors' liabilities

(r) So far as may be permitted by the Companies Act 2006 and subject to various exceptions set out in the Articles, every director and secretary (a "**Relevant Officer**") of the Company or of an associated company (as defined in the Corporation Act 2010) (an "**Associated Company**") of the Company may be indemnified by the Company out of its own funds against any liability incurred by the Relevant Officer in connection with any negligence, default, breach of duty or breach of trust or otherwise by

the Relevant Officer or any other liability incurred by the Relevant Officer in connection with the Relevant Officer's duties, powers or office. The Company may also purchase and maintain insurance for or for the benefit of:

(i) any person who is or was a director or secretary of a Relevant Company (as defined in the Articles); or

(ii) any person who is or was at any time a trustee of any pension fund or employees' share scheme in which employees of any Relevant Company are interested, including insurance against any liability (including all related costs, charges, losses and expenses) incurred by or attaching to such persons in relation to such person's duties, powers or offices in relation to any Relevant Company, or any such pension fund or employees' share scheme.

(s) So far as may be permitted by the Companies Act 2006, the Company may provide a Relevant Officer with defence costs in relation to any criminal or civil proceedings in connection with any negligence, default, breach of duty or breach of trust by the Relevant Officer in relation to the Company or an Associated Company of the Company, or in relation to an application for relief under section 205(5) of the Companies Act 2006. The Company may do anything to enable such Relevant Officer to avoid incurring such expenditure.

5.4 Dividends

(a) The Company may, by ordinary resolution, declare final dividends to be paid to its shareholders. However, no dividend shall be declared unless it has been recommended by the directors and does not exceed the amount recommended by the directors.

(b) If the directors believe that the profits of the Company justify such payment, they may pay the fixed dividends on any class of share where the dividend is payable on fixed dates. They may also pay interim dividends on shares of any class in amounts and on such dates and in respect of such periods as they think fit. Provided the directors act in good faith, they shall not incur any liability to the holders of any shares for any loss they may suffer by the payment of dividends on any other class of shares having rights ranking after or equal with those shares.

(c) Unless the share rights otherwise provide, all dividends shall be declared and paid according to the amounts paid up on the shares on which the dividend is paid, and apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is paid.

(d) Any unclaimed dividends may be invested or otherwise applied for the benefit of the Company until they are claimed. Any dividend unclaimed for 12 years from the date on which it was declared or became due for payment shall be forfeited and may be kept by the Company.

(e) The directors may, if authorised by ordinary resolution, offer to ordinary shareholders the right to elect to receive, in lieu of the whole or part of a dividend, an allotment of new ordinary shares credited as fully paid.

5.5 Failure to supply an address

A shareholder who has no registered address within the UK and has not supplied to the Company an address within the UK or an electronic address for the service of notices will not be entitled to receive notices from the Company.

5.6 Electronic communications

Subject to complying with the requirements of the Company Communications Provisions, as defined in section 1143 of the Companies Act 2006, the Company may send documents, notices and information to shareholders by electronic means.

5.7 Limitations on shareholdings by certain relevant holders

In the event the Company is deemed to be an investment company as defined in the Investment Company Act or the Company's assets may be considered "plan assets" within the meaning of the US Employee Retirement Income Security Act of 1974 (as amended), the directors may restrict ownership in the Company by (i) a "U.S. persons" (as defined in Regulation S under the U.S. Securities Act) that is a holder of the Shares and not a "qualified purchaser" (as defined under the Investment Company Act) or (ii) a person that is a benefit plan

investor (including directly or through or as nominee) and holder of the Shares (or which are deemed pursuant to the Articles to be so held) (any shares so held, "**Relevant Shares**"). In particular, the directors may:

(a) by notice in writing require any shareholder or any other person appearing to be (or have been) interested in shares in the Company to disclose to the Company in writing such information as the directors shall require relating to the ownership of or interests in the shares in question as lies within the knowledge of such member or other person;

(b) by notice in writing require any shareholder or any other person appearing to be (or have been) interested in shares in the Company to demonstrate to the satisfaction of the directors that the shares in question are not Relevant Shares;

(c) give notice to the holder of any Relevant Shares and, if it so chooses, to any other person appearing to it to be interested in such Relevant Shares calling for a Required Disposal of some or all of the Relevant Shares held by such person to be made within 14 days of receipt of such notice or such longer period as the directors consider reasonable, subject to certain limitations; and

(d) to the extent a notice under (c) above is not complied with, the directors shall, so far as they are able, make a Required Disposal (or procure that a required disposal is made) and shall give written notice of such disposal to those persons on whom the notice was served.

6. DIVIDEND POLICY

The Company aims to grow its dividend policy progressively in absolute terms over time as its business scales, with its first dividend expected to be £30 million in respect of the second half of 2021, reflecting the period for which it will have been listed.

7. MANDATORY BIDS AND COMPULSORY ACQUISITION RULES RELATING TO THE SHARES

The City Code on Takeovers and Mergers (the "**City Code**") is issued and administered by The Panel on Takeovers and Mergers (the "**Takeover Panel**"). The Company is subject to the City Code and therefore its shareholders are entitled to the protections afforded by the City Code.

7.1 Mandatory bids

Rule 9 of the City Code provides that, except with the consent of the Takeover Panel, when: (a) any person acquires, whether by a series of transactions over a period of time or not, an interest in shares which (taken together with shares in which persons acting in concert with him are interested) carry 30 per cent or more of the voting rights of a company; or (b) any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry not less than 30 per cent of the voting rights of a company but does not hold shares carrying more than 50 per cent of such voting rights and such person, or any person acting in concert with him, acquires an interest in any other shares of that company which increases the percentage of shares carrying voting rights in which he is interested, then, in either case, that person (and possibly each of the principal members of a group of persons acting in concert with him) is normally required to extend offers in cash, or accompanied by a cash alternative, at the highest price paid by him (or any persons acting in concert with him) for shares of that company within the preceding 12 months, to the holders of any class of equity share capital whether voting or non-voting and also to the holders of any other class of transferable securities carrying voting rights.

If any person, together with persons acting in concert with him, is interested in shares which in the aggregate carry more than 50 per cent of the voting rights of a company, such person, or any person acting in concert with him, may acquire further interests in shares of that company without incurring any obligation under Rule 9 of the City Code to extend any offers.

7.2 Squeeze-out

Under the Companies Act 2006, if a "takeover offer" (as defined in Section 974 of the Companies Act 2006) is made for the Shares and the offeror were to acquire, or unconditionally contract to acquire, not less than 90 per cent in value of the shares to which the takeover offer relates (the "**Takeover Offer Shares**") and not less than 90 per cent of the voting rights attached to the Takeover Offer Shares within three months of the last day on which its offer can be accepted, it could acquire compulsorily the remaining 10 per cent. It would do so by sending a notice to outstanding shareholders telling them that it will acquire compulsorily their Takeover Offer Shares and then, six weeks later, it would execute a transfer of the outstanding Takeover Offer Shares in its

favour and pay the consideration to the Company, which would hold the consideration on trust for outstanding shareholders. The consideration offered to the shareholders whose Takeover Offer Shares are acquired compulsorily under the Companies Act 2006 must, in general, be the same as the consideration that was available under the takeover offer.

7.3 Sell-out

The Companies Act 2006 also gives minority shareholders a right to be bought out in certain circumstances by an offeror who has made a takeover offer. If a takeover offer related to all the Shares and at any time before the end of the period within which the offer could be accepted, the offeror held or had agreed to acquire not less than 90 per cent of the Shares to which the offer relates, any holder of Shares to which the offer related who had not accepted the offer could by a written communication to the offeror require it to acquire those Shares. The offeror is required to give any shareholder notice of his right to be bought out within one month of that right arising. The offeror may impose a time limit on the rights of the minority shareholders to be bought out, but that period cannot end less than three months after the end of the acceptance period or, if later, three months from the date on which notice is served on shareholders notifying them of their sell-out rights. If a shareholder exercises his or her rights, the offeror is bound to acquire those Shares on the terms of the offer or on such other terms as may be agreed.

8. ORGANISATIONAL STRUCTURE

The Company is the holding company of the Group. The significant subsidiaries of the Company immediately following Admission will be as follows.

Company/entity name	Place of incorporation/ formation	Percentage of (direct/indirect) ownership interests	Percentage of (direct/indirect) voting interests
Bridgepoint Group Holdings Limited	England and Wales	100%	100%
Bridgepoint Advisers Group Limited	England and Wales	100%	100%
Bridgepoint Advisers Holdings	England and Wales	100%	100%
Bridgepoint Advisers Limited	England and Wales	100%	100%
Bridgepoint Advisers II Limited	England and Wales	100%	100%
Bridgepoint Advisers Europe Limited	England and Wales	100%	100%
Bridgepoint Advisers UK Limited	England and Wales	100%	100%
Bridgepoint Credit Limited	England and Wales	100%	100%
Bridgepoint Credit Management Limited	England and Wales	100%	49%
Bridgepoint Credit Holdings Limited	England and Wales	100%(1)	100%(1)
Bridgepoint Credit Advisers UK Limited	England and Wales	100%(2)	100%(2)
Bridgepoint Investments Consultants (Shanghai) Co. Ltd	China	100%	100%
Bridgepoint Netherlands B.V.	Netherlands	100%	100%
Bridgepoint, LLC	United States	100%	100%
Bridgepoint AB	Sweden	100%	100%
Bridgepoint SA	Spain	100%	100%
Bridgepoint sp zoo spk	Poland	100%	100%
Bridgepoint GmbH	Germany	100%	100%
Bridgepoint Credit France SAS	France	100%	100%
Bridgepoint France SAS	France	100%	100%
Bridgepoint sp zoo	Poland	100%	100%

(1) Bridgepoint Credit Holdings Limited has both ordinary shares and "Z shares" in issue. Bridgepoint Advisers Holdings, the sole holder of the ordinary shares of Bridgepoint Credit Holdings Limited, has entered into a put and call option with the holders of the "Z shares" (who are not members of the Group) in respect of their shares. The "Z shares" do not carry any voting rights (other than in respect of any resolution to vary, amend or modify any of the rights attached to the "Z shares") but do carry certain economic rights on liquidation.

(2) Bridgepoint Credit Holdings Limited is the sole shareholder of Bridgepoint Credit Advisers UK Limited.

9. INTEREST OF SIGNIFICANT SHAREHOLDERS AND SELLING SHAREHOLDERS

9.1 Significant shareholders

Insofar as it is known to the Company, as of the date of this Prospectus, the following persons are, or will be immediately following Admission, directly or indirectly, interested in 3 per cent or more of the voting rights of the Company (being the threshold for notification of voting rights that will apply to the Company and shareholders as of Admission pursuant to Chapter 5 of the Disclosure Guidance and Transparency Rules).

	Immediately prior to Admission[1]		Immediately following Admission[2]	
	Number of Shares	Percentage of issued ordinary share capital	Number of Shares	Percentage of issued ordinary share capital
The Dyal Shareholder	163,263,206	22.22%	132,216,393	16.06%
The Burgundy Partnership	57,138,420	7.78%	57,138,420	6.94%
Frederic Pescatori	23,540,970	3.2%	18,832,776	2.29%
FIL Investments International's managed funds[3]	—	—	34,285,714	4.16%
T. Rowe Price International Ltd[4]	—	—	34,285,714	4.16%

(1) The interests in Shares have been stated on the basis that the Reorganisation steps described in section 3 (*Reorganisation*) of Part XVII (*Additional Information*) have been completed in full.

(2) Assuming no exercise of the Over-allotment Option.

(3) Includes specific funds and accounts managed by FIL Investments International and its affiliates. For further details see section 16.6 (*Cornerstone Investment Agreements*) of this Part XVII (*Additional Information*).

(4) In its capacity as investment manager on behalf of its advisory funds. For further details see section 16.6 (*Cornerstone Investment Agreements*) of this Part XVII (*Additional Information*).

Save as disclosed above, in so far as is known to the Directors, there is no other person who: (i) is, or will be immediately following Admission, directly or indirectly, interested in 3 per cent or more of the issued share capital of the Company; or (ii) can, will or could, directly or indirectly, jointly or severally, exercise control over the Company. The Directors have no knowledge of any arrangements the operation of which may at a subsequent date result in a change of control of the Company. At Admission, other than holders of any Deferred Shares, no Shareholders will have different voting rights attached to the Shares they hold in the Company.

9.2 Selling Shareholders

In addition to the New Shares that will be issued by the Company pursuant to the Offer, Existing Shares will be sold by the Selling Shareholders pursuant to the Offer. The Selling Shareholders comprise the Dyal Shareholder and the Individual Selling Shareholders. The interests in Shares of the Selling Shareholders immediately prior to Admission and immediately following Admission are set out below.

	Immediately prior to Admission[1]		Number of Shares to be sold in the Offer[2]		Immediately following Admission	
	Number of Shares	Percentage of issued ordinary share capital	Number of Shares	Percentage of issued ordinary share capital	Number of Shares	Percentage of issued ordinary share capital
The Dyal Shareholder[3]	163,263,206	22.22%	31,046,813	3.77%	132,216,393	16.06%
Individual Selling Shareholders[4][5]	571,428,568	77.78%	108,665,243	13.20%	462,763,325	56.21%
Total	**734,691,774**	**100%**	**139,712,056**	**16.97%**	**594,979,718**	**72.27%**

(1) The interests in Shares have been stated on the basis that the Reorganisation steps described in section 3 (*Reorganisation*) of this Part XVII (*Additional Information*) have been completed in full.

(2) Assumes no exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, the Selling Shareholders will sell in aggregate a further 33,813,951 Shares, representing 15 per cent of the total number of Shares included in the Offer.

(3) The business address of the Dyal Shareholder is 1290 Avenue of the Americas, New York, New York 10104.

(4) For the purposes of the Offer, the business address of each of the Individual Selling Shareholders is 95, Wigmore Street, London W1U 1FB.

(5) There are 166 Individual Selling Shareholders.

10. DIRECTORS

10.1 Directorships and partnerships outside the Group

Set out below are the details of those companies and partnerships outside the Group of which the Directors are currently directors, partners or members of any administrative, management or supervisory body, or have been directors, partners or members of any administrative, management or supervisory body at any time during the five years prior to the publication of this Prospectus:

Name	Current directorships and partnerships	Previous directorships and partnerships
William Jackson	Dorna Sports, S.L. LORAC (1998) Limited LORAC 3 Limited LORAC 4 Limited LORAC 5991 Limited Thompson Trustees Limited Sparkes Developments Limited The Berkeley Group Holdings plc	British Land Company plc Pam Group Limited Bridgepoint Capital (Nominees) Limited Bridgepoint Europe IV (Nominees) Limited
Adam Jones	Azzuri Group Limited Hampstead Theatre Limited Proud Trade Limited	Prochaine Limited Pret A Manger (Netherlands) Limited Pret A Manger Holdings Limited Pret A Manger (U.K.) Limited Pret A Manger Limited Pret (France) SAS Shanghai Pret Food and Beverages Service Management Co. Ltd Pret Limited Shire Cape Limited Arriveobtain Limited Peartree Green Limited Pret A Manger (G.B.) Limited Action Rock Limited PAM Subco Limited PAM Group Limited Pret A Manger (Europe) Limited Pret A Manger (USA) Limited Pret A Manger (Hong Kong) Limited PAM AcquisitionCo Limited Pret UK Limited Stoker Foods Limited Pret (Hong Kong) Limited Pret 100 Central Park South Inc. Pret 100 Church Street, Inc. Pret 100 North LaSalle, Inc. Pret 101 Arch Street, Inc. Pret 1020 Sixth Avenue, Inc. Pret 104 South Michigan Inc. Pret 106 West 32nd Street Inc. Pret 1071 Avenue of the Americas Inc. Pret 11 West 42, Inc. Pret 1153 Broadway Inc. Pret 11th and F Street DC, Inc. Pret 120 South Riverside Inc. Pret 1200 Avenue of the Americas Inc. Pret 122 East 42, Inc. Pret 125 Chambers Street Inc. Pret 1275 Pennsylvania Avenue Inc. Pret 1350 Sixth, Inc. Pret 1399 New York Avenue, Inc. Pret 1410 Broadway, Inc. Pret 1432 K Street, Inc Pret 1700 Broadway Inc. Pret 1701 K Street Inc. Pret 1756 Broadway, Inc. Pret 176 Federal Street Inc Pret 179 Broadway, Inc. Pret 1800 M Street Inc. Pret 1825 Eye Street, Inc. Pret 1828 L Street Inc Pret 185 Franklin Street, Inc. Pret 190 West Madison Inc. Pret 2 Park Avenue, Inc.

Name	Current directorships and partnerships	Previous directorships and partnerships
		Pret 201 Pearl, Inc. Pret 205 East 42nd Street Inc. Pret 222 Broadway Inc. Pret 225 North Michigan Inc. Pret 24 West 23rd, Inc. Pret 265 Madison Avenue Inc. Pret 287 Madison, Inc. Pret 2955 Broadway Inc. Pret 299 Seventh Avenue Inc. Pret 300 Park Avenue, Inc. Pret 301 Pennsylvania Avenue Inc. Pret 303 Park Avenue South Inc. Pret 30th Street Station Inc. Pret 319 Broadway Inc. Pret 342 7th Inc Pret 350 Hudson, Inc. Pret 350 Park Avenue Inc. Pret 350 West 14th Street Inc. Pret 360 Longwood Avenue Inc. Pret 38 West 48th Street Inc. Pret 389 Fifth, Inc. Pret 399 Park, Inc. Pret 400 Park Avenue South Inc. Pret 425 Lex, Inc. Pret 425 Madison Inc. Pret 437 Fifth Avenue Inc. Pret 485 7th Avenue, Inc. Pret 485 Lexington, Inc. Pret 50 Broadway, Inc. Pret 500 West Madison Street Inc. Pret 501 Boylston Street, Inc. Pret 600 Lexington Avenue Inc. Pret 601 Eighth Avenue Inc. Pret 62 West 45th Inc. Pret 655 Sixth Avenue Inc. Pret 655 Third Avenue, Inc. Pret 73 West Monroe, Inc. Pret 750 Eigth Avenue Inc. Pret 757 Third Inc. Pret 821 Broadway, Inc. Pret 825 Eighth Avenue Inc. Pret 853 Broadway, Inc Pret 855 Boylston Street Inc. Pret 857 Broadway, Inc. Pret 880 Third Avenue, Inc. Pret 99 Park Avenue Inc. Pret Adams Street Inc. Pret Astor Place, Inc Pret Block 37 Inc. Pret Chicago Union Station Inc. Pret Merchandise Mart, Inc. Pret Newport, Inc. Pret One Penn Plaza Inc. Pret One State Street Inc. Pret Penn Station 2 Inc. Pret Penn Station 3 Inc. Pret Port Inc. Pret Rock, Inc. Pret Sherman Avenue Inc. Pret South Station Inc. Pret Stat Street Inc. Pret Union Station, Inc Pret West Street Tower One Inc. Pret Woodbury Commons Inc.
Archie Norman	Marks and Spencer Group P.L.C Signal Media Limited Nameco (No. 1069) Limited	Lazard & Co., Limited Lazard & Co., Services Limited Lazard & Co., Holdings Limited Hobbycraft Group Limited Coles Limited Department for Business, Energy and Industrial Strategy

Name	Current directorships and partnerships	Previous directorships and partnerships
Angeles Garcia-Poveda	Advini SA Edenred SA Legrand SA	Spencer Stuart
Carolyn McCall	Burberry Group PLC ITV PLC	Easyjet plc Creative Diversity Network Ltd French Chamber of Commerce Department for Business, Energy and Industrial Strategy
Tim Score	The British Land Company Public Company Limited Pearson PLC HM Treasury The Royal National Theatre National Theatre Productions Limited	—

Save as set out above or elsewhere in this Prospectus, none of the Directors has any business interests, or performs any activities, outside the Group, which are significant with respect to the Group.

10.2 Conflicts of interest

There are no actual or potential conflicts of interest between the duties owed by the Directors or members of any administrative, management or supervisory body of the Company to the Group, and the private interests and/or other duties that they may also have.

10.3 Directors' confirmations

(a) As of the date of this Prospectus, no Director has during the last five years:

  (i) been convicted in relation to fraudulent offences;

  (ii) been associated with any bankruptcy, receivership or liquidation, or any company being put into administration, while acting in the capacity of a member of the administrative, management or supervisory body or of senior manager of any company;

  (iii) been subject to any official public incrimination and/or sanctions by any statutory or regulatory authorities (including designated professional bodies); or

  (iv) been disqualified by a court from acting as a member of the administrative, management or supervisory body of a company or from acting in the management or conduct of the affairs of any company.

(b) There are no family relationships between any of the Directors.

(c) There are no outstanding loans or guarantees granted or provided by any member of the Group for the benefit of any of the Directors or members of any administrative, management or supervisory body of the Company.

10.4 Interests of Directors in the Share Capital of the Company

The interests in the share capital of the Company of the Directors (all of which, unless otherwise stated, are beneficial interests) immediately prior to Admission will be, and immediately following Admission are expected to be, as set out in the table below. Save as disclosed in this section 10.4, none of the Directors have any interest in the share capital of the Company.

Director	Immediately prior to Admission[1]		Immediately following Admission	
	Number of Shares	Percentage of issued ordinary share capital	Number of Shares	Percentage of issued ordinary share capital
William Jackson	11,643,683	1.58%	9,404,089	1.14%
Adam Jones	6,311,094	0.86%	5,138,018	0.62%
Archie Norman[2]	—	—	275,000	0.03%
Angeles Garcia-Poveda[2]	—	—	94,286	0.01%
Carolyn McCall[2]	—	—	75,714	0.01%
Tim Score[2]	—	—	75,714	0.01%

(1) The interests in Shares have been stated on the basis that the Reorganisation steps described in section 3 (*Reorganisation*) of this Part XVII (*Additional Information*) have been completed in full.

(2) On Admission, 275,000 Shares will be issued by the Company to Archie Norman for a total price of £962,500, 94,286 Shares will be issued by the Company to Angeles Garcia-Poveda for a total price of £330,000, 75,714 Shares will be issued by the Company to Carolyn McCall for a total price of £265,000 and 75,714 Shares will be issued by the Company to Tim Score for a total price of £265,000. These Shares will be issued at the Offer Price but will not form part of the Offer.

Save as set out in Part XVI (*The Offer*) of this Prospectus and section 11.4 (*Overview of remuneration policy*) of this Part XVII (*Additional Information*) of this Prospectus, there are no restrictions agreed by any Director on the disposal within a certain time of their holdings in the Company's securities.

11. DIRECTORS' SERVICE CONTRACTS AND LETTERS OF APPOINTMENT

The Directors and their functions are set out in Part X (*Directors, Senior Management, Employees and Corporate Governance*) of this Prospectus. Each of the Executive Directors has entered into a new service agreement with the Company, which came into effect on 25 June 2021, and each of the Non-Executive Directors has entered into letters of engagement with the Company as provided for below. The business address of each of the Directors is 95 Wigmore Street, London, W1U 1FB.

11.1 Executive Directors

(a) William Jackson and Adam Jones have been employed by the group since 6 October 1986 and 10 December 2018 respectively.

(b) William Jackson and Adam Jones will receive base salaries of £890,000 and £500,000, respectively, per annum. Their salaries will normally be reviewed annually. There is no obligation to increase the relevant Executive Director's salary following a salary review.

(c) With effect from 1 January 2022, each Executive Director will be eligible for a discretionary annual bonus and will be entitled to participate in such long-term incentive plans as the Company may establish from time to time, at the discretion of the Remuneration Committee and subject always to the Company's remuneration policy.

General terms

(d) Each Executive Director will be entitled to receive the company-wide pension contribution to the Bridgepoint pension plan (the "**Plan**") equal to 10 per cent of their basic salary (subject to a maximum pensionable salary of £112,500). In the event that either Executive Director elects at their discretion to opt out of the Plan, and subject always to Bridgepoint's obligations in relation to pensions auto-enrolment, they are each entitled to receive a monthly cash allowance of £823.81 instead, being the sum determined by Bridgepoint as a broadly cost neutral benefit to such pension contribution.

(e) Each Executive Director will benefit from Bridgepoint's company-wide private medical scheme (save as provided for below), group income protection scheme and life assurance scheme. Adam Jones will not benefit from Bridgepoint's private medical scheme until October 2021, during which time Bridgepoint will reimburse him the costs (up to a maximum of £30,000 per year) for any health insurance premiums paid by him for the benefit of him, his wife and dependents conditional upon provision of appropriate documentary evidence. Between October 2021 and October 2022, Bridgepoint will reimburse him the costs (up to a maximum of £20,000 per year) for any health insurance premiums for the benefit of his wife conditional upon provision of appropriate documentary evidence; and during such time Adam Jones and his other dependents will benefit from Bridgepoint's company-wide private medical scheme.

(f) The Executive Directors will have the benefit of a qualifying third party indemnity from the Company (the terms of which are in accordance with the Companies Act 2006) and appropriate directors' and officers' liability insurance.

Termination provisions

(g) Each of the Executive Director's service agreement is terminable by Bridgepoint on 12 months' written notice.

(h) Bridgepoint is also entitled to terminate an Executive Director's employment with immediate effect in certain circumstances, including if the Executive Director: (i) is guilty of any gross misconduct; (ii) becomes insolvent or bankrupt; or (iii) is found guilty of any criminal offences punishable by imprisonment (whether or not such sentence is actually imposed).

(i) Bridgepoint in its discretion will also be entitled to terminate an Executive Director's service agreement with immediate effect by payment in lieu of notice, equal to (i) the basic annual salary that would have been payable during the notice period, and (ii) the cost that would have been incurred by Bridgepoint in providing the Executive Director with the contractual benefits which the Executive Director would have been entitled to receive during the notice period subject always to a duty on the Executive Director to mitigate their loss.

(j) Each of the Executive Directors is subject to a confidentiality undertaking without limitation in time and non-solicitation, non-dealing and non-hiring restrictive covenants for a period of twelve months after the termination of their respective employment arrangements.

11.2 Non-Executive Directors' Letters of Appointment

The Company has four Non-Executive Directors. The details of the principal terms of appointment of the Non-Executive Directors are set out below.

Name	Position	Method of appointment
Archie Norman	Senior Independent Director	Letter of appointment dated 8 June 2021
Angeles Garcia-Poveda . .	Independent Non-Executive Director	Letter of appointment dated 8 June 2021
Carolyn McCall	Independent Non-Executive Director	Letter of appointment dated 8 June 2021
Tim Score	Independent Non-Executive Director	Letter of appointment dated 8 June 2021

The appointment of Archie Norman, Angeles Garcia-Poveda and Tim Score was each effective from 25 June 2021, whilst the appointment of Carolyn McCall was effective from 12 July 2021, in each case for a fixed term ending on the Company's third annual general meeting following Admission, but each appointee may be invited by the Company to serve for a further period or periods. In any event, each appointment is subject to annual re-election by the Company at each annual general meeting of the Company.

The Non-Executive Directors will be entitled to a fee (the "**Initial Fee**") in the terms set out below. All of the Non-Executive Directors have agreed that the after-tax amount of the Initial Fee will be used by them to invest in shareholdings in the Company at Admission.

(a) Archie Norman is entitled to an Initial Fee of £1,750,000.

(b) Angeles Garcia-Poveda is entitled to an Initial Fee of £500,000.

(c) Carolyn McCall is entitled to an Initial Fee of £500,000.

(d) Tim Score is entitled to an Initial Fee of £500,000.

As noted above, each of the Non-Executive Directors propose to use the after-tax amount of the Initial Fee to acquire Shares at the Offer Price on Admission. Any Shares acquired by the Non-Executive Directors on Admission must be retained by them until the later of (i) the third anniversary of Admission and (ii) the first anniversary of the date they cease being a director of the Company.

On commencement of the appointment, the Non-Executive Directors will be entitled to a fee of £75,000 per annum plus an additional fee as follows:

(a) the Senior Independent Director will receive an additional fee of £125,000 per annum for this role; and

(b) the chair of the Remuneration Committee and chair of the Risk and Audit Committee will each receive an additional fee of £20,000 per annum for these roles.

The Non-Executive Directors shall not participate in any of the Company's incentive arrangements or receive any pension provision.

General terms

Each Non-Executive Director will also be entitled to reimbursement of reasonable expenses.

The Non-Executive Directors will have the benefit of a qualifying third party indemnity from the Company (the terms of which are in accordance with the Companies Act 2006) and appropriate directors' and officers' liability insurance.

Termination provisions

The Non-Executive Directors' appointments may be terminated at any time by either party giving the other three months' written notice or in accordance with the Articles.

The Non-Executive Directors will not be entitled to receive any compensation on termination of their appointment.

The Non-Executive Directors are subject to confidentiality undertakings without limitation in time.

Save as set out above, there are no existing or proposed service agreements or letters of appointment between any Director and any member of the Group providing for benefits upon termination of employment.

11.3 Directors' Remuneration

The aggregate remuneration paid (including any contingent or deferred compensation), and all benefits in kind granted to the Directors for services in all capacities for the year ended 31 December 2020 (who served the Group during such time) was £2,123,196.79 (as set out below).

Set out in the table below is the remuneration paid and benefits in kind granted to the Directors in the year ended 31 December 2020:

Name	Position	Annual salary (£)	Other benefits (£)
William Jackson	Executive Chairman	£700,000	£630,000 annual bonus[1] £5,275.46 private medical insurance
Adam Jones	Group Chief Financial Officer	£325,000[2]	£442,500 annual bonus £20,421.33 private medical insurance
Archie Norman	Senior Independent Director	—	—
Angeles Garcia-Poveda	Independent Non-Executive Director	—	—
Carolyn McCall	Independent Non-Executive Director	—	—
Tim Score	Non-Executive Director	—	—

(1) £300,000 of this annual bonus was directed to be paid to a COVID-19 hardship fund.

(2) £65,000 of this base salary was directed to be paid to a COVID-19 hardship fund.

11.4 Overview of remuneration policy

The Directors' remuneration policy will be submitted for shareholder approval at the Company's annual general meeting in 2022 in compliance with section 439A of the Companies Act 2006, and will be designed to ensure that it functions to incentivise and reward long-term, sustainable growth of the Company, complies fully with the Corporate Governance Code, and is in line with market best practice and the guidelines of UK institutional shareholders and advisory bodies. The policy will be designed to provide market competitive remuneration for the achievement of stretching targets, with the weighting of the incentives balanced to the achievement of the long term business strategy. The policy will be tested against the six factors listed in Provision 40 of the Corporate Governance Code:

(a) **Clarity**: the policy is as clear as possible and full details will be described in straightforward concise terms to shareholders and the workforce in the first Directors' remuneration report.

(b) **Simplicity:** remuneration structures are as simple as possible and are market typical, whilst at the same time incorporating the necessary structural features to ensure a strong alignment to performance and strategy and minimising the risk of rewarding failure.

(c) **Risk:** the remuneration policy has been shaped to discourage inappropriate risk taking through a weighting of incentive pay towards long term incentives, the balance between financial and non-financial measures in the relevant Share Plans and in-employment & post-employment shareholding requirements.

(d) **Predictability:** elements of the policy are subject to caps and dilution limits. The Remuneration Committee may exercise its discretion to adjust Directors' remuneration if a formula-driven incentive pay-out is inappropriate in the circumstances.

(e) **Proportionality:** there is a sensible balance between fixed pay and variable pay, and incentive pay is weighted to sustainable long-term performance. Incentive plans are subject to performance conditions that consider both financial and non-financial performance linked to strategy, and outcomes will not reward poor performance.

(f) **Alignment to culture:** the Remuneration Committee will consider company culture and wider workforce policies when shaping and developing Executive Director remuneration policies to ensure that there is coherence across the organisation. There will be a strong emphasis on the fairness of remuneration outcomes across the workforce.

The Executive Directors will each be remunerated through a combination of fixed pay and variable pay. Fixed pay will be comprised of: (a) base salary; (b) benefits; and (c) pension. Pension contribution rates for the Executive Directors as percentages of salary are aligned to (or are lower than) the rates of contributions of the majority of employees in the country or region where the Executive Director is based.

Variable pay will initially be in the form of a discretionary annual bonus and LTIP Awards only. Appropriate disclosures regarding the annual bonus plan for the Executive Directors will be made in the annual report and accounts for the financial year ending 31 December 2021 ("**FY21**"), including any outcomes for FY21 and proposals for annual bonus in financial year ending 31 December 2022 ("**FY22**"). The maximum annual bonuses for the current Executive Directors for FY22 will be 50 per cent of base salary and for future years and also for future Executive Directors will be capped under the policy at 200 per cent of base salary. LTIP grants in FY22 to the current Executive Directors will be in the form of RSP Awards to the value of 50 per cent of base salary. For future years and also for future Executive Directors LTIP Awards will be granted as RSP Awards with a value normally no higher than 100 per cent of base salary under the policy.

The Remuneration Committee will consider each year whether it is appropriate to make an award to the Executive Directors under the Share Plans. Appropriate disclosures regarding any such awards (including the detail of performance conditions) will be made in the relevant annual report and accounts and/or announcements regarding those awards when made. Any such awards would be subject to the limits on Awards described above.

All Executive Directors will be subject to a shareholding guideline (300 per cent of base salary) which will apply whilst in the role and for 2 years following cessation of employment.

Material terms of the Executive Directors' service agreements with the Company are described in paragraph 11.1 above. Details of the fees which the non-executive directors are entitled to receive, and the material terms of their appointment are described paragraph 11.2 above.

12. SHARE-BASED INCENTIVE ARRANGEMENTS

The Company has established certain employee share plans ("**Share Plans**") under which awards may be made on or after Admission. Information on the principal features of each of the plans is summarised below.

12.1 IPO Share Awards

General

One-off awards of Shares will be made to certain employees in connection with Admission in recognition of the contribution made by them up to the time of Admission and to the success of the Company to date (the "**IPO Share Awards**"). The employees will own their Shares in the Company from the date of Admission pursuant to the IPO Free Share Award plan (the "**IPO Share Award Plan**").

Eligibility

Subject to limited exceptions, certain employees (and some contractors) will be entitled to IPO Share Awards on Admission.

Grant of awards and scheme limits

The IPO Share Awards will in aggregate relate to such number of Shares as have a value of approximately £3 million by reference to the Offer Price.

The IPO Share Awards will be repayable by the employees to the Company in the event that they leave or are under notice before 31 December 2021. Additionally, 50 per cent of each IPO Share Award will be subject to a holding period until first anniversary of Admission and the remaining 50 per cent of each IPO Share Award will be subject to a holding period until second anniversary of Admission.

Shares subject to IPO Share Awards will be issued to certain employees (and contractors) conditional upon Admission and will not count to the overall dilution limits referred to below.

Rights attaching to IPO Awards

All Shares allotted and issued in relation to IPO Share Awards will rank pari passu with all other Shares of the Company from the date of Admission.

12.2 The Long Term Investment Plan

General

The Long Term Incentive Plan ("**LTIP**") is a discretionary share plan permitting the grant of a variety of awards over Shares. Under the LTIP, the Board, the EBT, the Remuneration Committee or a duly authorised person (the "**Grantor**") may grant to eligible employees awards over Shares ("**LTIP Awards**"). LTIP Awards can comprise (but are not limited to): (i) nil-cost (or nominal cost) options or market priced options over Shares; and/or (ii) conditional awards (i.e. conditional rights to acquire Shares). No payment is required for the grant of a LTIP Award (unless the Grantor determines otherwise).

The LTIP may be used for the grant of LTIP Awards which are: (i) subject to performance conditions and continued employment ("**PSP Awards**"); and/or (ii) subject to continued employment only (but may also be subject to minimal performance conditions) ("**RSP Awards**"). The LTIP may also be used to provide buy-out awards to compensate new employees for forfeited awards from the individual's previous employer.

Eligibility

Participation in the LTIP will be extended to selected employees at the discretion of the Grantor. It is currently intended that PSP Awards and RSP Awards will be made to executive directors and other senior employees.

Grant of awards and scheme limits

LTIP Awards may be granted as follows:

(a) **PSP Awards:** The Grantor may grant PSP Awards over Shares to eligible employees with a maximum total market value in any financial year up to 200 per cent of the relevant individual's base salary. In exceptional circumstances, such as the recruitment of an eligible employee, the maximum total market value is 400 per cent of the relevant individual's base salary.

(b) **RSP Awards:** The Grantor may grant RSP Awards over Shares to any eligible employee with a maximum total market value in any financial year of up to 100 per cent of the relevant individual's base salary. In exceptional circumstances, such as the recruitment of an eligible employee, the maximum total market value is 200 per cent of the relevant individual's base salary.

LTIP Awards may be granted during the 42 days beginning on: (i) Admission; (ii) the day after the announcement of the Company's results for any period; (iii) any day on which the Board determines that circumstances are sufficiently exceptional to justify granting the LTIP Awards at that time; or (iv) the day after the lifting of any dealing restrictions which prevent the grant of a LTIP Award under (i), (ii) or (iii) above. For any LTIP Awards granted during the 42 days beginning on Admission, the Board reserves the right to calculate market value by reference to the Offer Price.

No LTIP Awards may be granted more than 10 years from the date on which the LTIP was adopted.

The Board may impose performance conditions on the vesting of LTIP Awards. Where performance conditions are specified for LTIP Awards, the performance measurement period for such conditions will ordinarily be three years. Any performance conditions applying to PSP Awards may be varied, substituted or waived if the Grantor considers it appropriate, provided that the Grantor considers that the new performance conditions are reasonable and are not materially less difficult to satisfy than the original conditions (except in the case of waiver).

Vesting and exercise

Subject to the discretion of the Grantor, LTIP Awards will normally vest on the date specified by the Remuneration Committee at the time of grant and only to the extent that any applicable performance conditions have been satisfied or waived. Ordinarily, the vesting date of LTIP Awards will not be earlier than the third anniversary of the date of grant. However, in certain circumstances, for example recruitment, the vesting period may be shortened.

LTIP Awards that are options which have vested will normally remain exercisable following vesting for the period set by the Grantor, not exceeding 10 years from grant.

The Grantor retains discretion to adjust the level of vesting of LTIP Awards upwards or downwards if in its opinion the level of vesting resulting from the application of any applicable performance conditions is not a fair and accurate reflection of business performance, the participant's personal performance and such other factors as the Grantor may consider relevant.

At its discretion, the Grantor may grant LTIP Awards whereby the LTIP Award or the net Shares (allowing for the sale of Shares to fund exercise costs) resulting from the award is subject to a holding period following vesting. Unless the Grantor specifies otherwise at the date of grant, the holding period will be at least 2 years. In the event of cessation of employment (except where cessation is by reason of death), the participant will normally remain subject to any post-vesting holding requirements. In the event of a takeover, compulsory acquisition of Shares, scheme of arrangement or winding-up of the Company, the LTIP Awards (or the resulting Shares) will be released from any post-vesting holding requirement.

Rights attaching to Shares

Except in relation to the award of Shares subject to restrictions, Shares issued and/or transferred under the LTIP will not confer any rights on any participant until the relevant award has vested or the relevant option has been exercised and the participant in question has received the underlying Shares. Any Shares allotted when an option is exercised or an award vests will rank equally with Shares then in issue (except for rights arising by reference to a record date prior to their issue). A participant awarded Shares subject to restrictions shall have the same rights as a holder of Shares in issue at the time that the participant acquires the Shares, save to the extent set out in the agreement with the participant relating to those Shares.

Leavers

Generally, LTIP Awards will lapse upon a participant ceasing to be an employee within the Group. If a participant ceases to be an employee by reason of (for example) ill-health, injury, disability, redundancy (as may be defined in the relevant rules), the sale or transfer of his employing company or undertaking out of the Group or for any other reason approved at the discretion of the Remuneration Committee, then their award will vest on the normal vesting date. Alternatively, the Remuneration Committee may decide that the LTIP Award should vest immediately on the participant ceasing employment. In all relevant cases, vesting will still be subject to the satisfaction of any applicable performance conditions and there will also be a pro rata reduction in the number of Shares that vest to reflect the period of time that elapsed from either: (i) the date of grant to the date of cessation, relative to the original vesting period; or (ii) the proportion of the performance period elapsed, relative to the total performance period, unless the Remuneration Committee in their absolute discretion decides that there are circumstances to justify the application of the pro rata reduction to a greater or lesser extent. Where a participant dies, the participant's LTIP Award will vest on the date of death, subject to the satisfaction of the applicable performance conditions and time pro rating as set out above.

Corporate Events

In the event any company obtains control of the Company participants may, with the consent of the acquiring company, exchange their LTIP Awards for equivalent awards in respect of shares in the acquiring company or another company within the acquiring company's group. Absent such exchange, all LTIP Awards will vest in the event a person (or any group of persons acting in concert) obtains control of the Company by way of a

general offer, on court sanction of a scheme of arrangement or a 'squeeze out and sell out' arrangement or a voluntary winding up (each, a "**Corporate Event**"), subject to: (i) the extent to which the performance conditions have been satisfied at that time or any earlier time determined by the Remuneration Committee; and (ii) a pro rata reduction in the number of Shares that vest to reflect the reduced period of time between the date of grant and the Corporate Event relative to the original vesting period, unless the Remuneration Committee in their absolute discretion decides that there are circumstances to justify the application of the pro rata reduction to a greater or lesser extent.

Malus and clawback

The Remuneration Committee may determine that the number of Shares comprised in an unvested LTIP Award should be reduced, including to nil ("**Malus**") or that the participant may be required to repay up to the amount of cash or number of Shares received in respect of a vested award ("**Clawback**"), where: (i) the Company or any Group company materially misstated its financial results for any reason and that misstatement results or resulted either directly or indirectly in an LTIP Award being granted or vesting to a greater extent than would have been the case had that misstatement not been made; (ii) any performance condition and/or any other condition is satisfied based on an error, or on inaccurate or misleading information or assumptions which resulted either directly or indirectly in an LTIP Award being granted or vesting to a materially greater extent than would have been the case had that error not been made; (iii) circumstances arose (or continued to arise) during the vesting period which would have warranted the summary dismissal of the LTIP Award holder; (iv) any other circumstances have arisen that in the sole opinion of the Remuneration Committee have (or would have if made public) a significant impact on the reputation of any Group company or the business in which the holder of the LTIP Award is employed; and/or (v) there has been a material failure of risk management or corporate failure.

The period during which the Remuneration Committee will be entitled to apply the Clawback provisions will be determined by the Remuneration Committee at grant (and in the absence of any other determination by the Remuneration Committee shall be two years from the date of vesting). The Malus provisions shall apply for the vesting periods of the LTIP Awards.

12.3 The Deferred Bonus Plan ("DBP")

The Deferred Bonus Plan ("**DBP**") is a discretionary plan under which the deferred part of an annual bonus may be delivered. The DBP will be administered and operated by the Board, however decisions in relation to the participation in the DBP by the executive directors will be taken by the Remuneration Committee.

The DBP will, in all material respects, be governed by the same key terms as the LTIP as set out in paragraph 12.2 above, unless otherwise stated below:

(a) Eligibility to participate is limited to any employees (or ex-employees) within the Group who have been awarded a cash bonus under any bonus arrangement operated by the Group. Eligible participants may be required or permitted (as determined by the Board/Remuneration Committee) to defer a portion of their bonus into an award under the DBP.

(b) Each DBP Award is granted as a nil-cost option (or such other type of award as the Board/ Remuneration Committee may determine) to acquire such whole number of Shares as have a value no greater than the amount or percentage of the deferred part of the relevant participant's bonus.

(c) The DBP Award may be subject to performance conditions and time pro-rating and post-vesting holding periods of any duration may apply. Awards under the DBP shall vest in full (to the extent not already vested) on a future change of control.

(d) Ordinarily, if a participant ceases to be an employee within the Group before the normal vesting date, the DBP Award will normally continue to vest (subject to the application of any performance conditions) in full on the normal vesting date (unless the Board/Remuneration Committee decides it should vest in full immediately on the cessation of employment). However, if a participant ceases to be an employee prior to the normal vesting date for any reason other than (for example) ill-health, injury, disability, redundancy (as may be defined in the relevant rules), the sale or transfer of his employing company or undertaking out of the Group or for any other reason at the discretion of the Remuneration Committee, then their DBP Award will lapse in full.

(e) If a participant dies, his award will vest on the date of death subject to any applicable performance conditions.

12.4 All Employee Share Plan

General

The all employee share plan ("**AESP**") is an all-employee plan that will operate such that employees receive awards ("**AESP Awards**") that may be in the form of (but are not limited to): (i) nil-cost (or nominal cost) options or market priced options over Shares (ii) conditional awards (i.e., conditional rights to acquire Shares); (iii) Shares or stock units which are subject to restrictions and the risk of forfeiture; and/or (iv) Shares at a discount to the fair market value using savings accumulated over a defined period.

The AESP allows for the creation of sub-plans to facilitate the making of AESP Awards which benefit from a particular tax treatment for the participant or his employer and/or accommodate changes legally required or that are favourable in any jurisdiction.

Sub-plans that may be implemented include (but are not limited to):

(a) a Sharesave Plan which complies with the provisions of Schedule 3 to the Income Tax (Earnings & Pensions) Act 2003;

(b) a Share Incentive Plan which complies with the provisions of Schedule 2 to the Income Tax (Earnings & Pensions) Act 2003; and/or

(c) an Employee Stock Purchase Plan that meets the requirements set forth in Section 423 of the Internal Revenue Code of 1986.

Eligibility

All employees (including any director or officer) of the Group may be eligible to participate in the AESP, provided they have met any qualifying period of employment or other discretionary metric as may be determined by the Remuneration Committee.

Grant of awards and scheme limits

The Grantor may grant AESP Awards over Shares to any employee with a maximum total market value in any financial year of up to the lower of £50,000 and 100 per cent of the relevant individual's base salary.

Vesting, exercise, and performance conditions

Any vesting provisions, holding period, or performance conditions relating to the AESP Awards will be determined by the Remuneration Committee and/or the Board.

Corporate Events

On a Corporate Event, the AESP Awards will be treated in the same way as the LTIP Awards (as set out in paragraph 12.2 above) unless otherwise determined by the Board and/or the Remuneration Committee.

Leavers

Leaver provisions relating to the AESP Awards will be determined by the Remuneration Committee and will, if considered appropriate, be consistent with the leaver provisions relating to the LTIP (as set out in paragraph 12.2 above).

12.5 Common provisions to the Share Plans

Overall dilution limits

In any ten year period, the Company may not issue (or grant rights to issue) more than ten per cent of the issued ordinary share capital of the Company (as at the relevant date of grant) under the LTIP, DBP, AESP or any other employee share plan adopted by the Company.

In any ten year period, the Company may not issue (or grant rights to issue) more than five per cent of the issued ordinary share capital of the Company (as at the relevant date of grant) under the LTIP, DBP, or any other discretionary employee share plan adopted by the Company.

For the purposes of the above limits, Shares held in treasury count as newly issued Shares for so long as it is required by UK investor share incentive scheme guidelines, but Shares issued in respect of the IPO Share Awards and any Shares where the right to acquire them has lapsed will not count towards such limits.

Amendments

The Board, or the Remuneration Committee, may amend any of the Share Plans or terms of any award under the Share Plans at any time. However, to the extent required under the Listing Rules, the prior approval of the Company in a general meeting must be obtained in the case of any amendment to the advantage of participants in the relevant Share Plan which is made to the provisions relating to eligibility, individual or overall limits, or the persons to whom an award can be made under the relevant Share Plan, the adjustments that may be made in the event of any variation to the share capital of the Company and/or the rule relating to such prior approval, save that there are exceptions for any minor amendment to benefit the administration of the relevant plan to take account of the provisions of any proposed or existing legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants, the Company and/or its other Group companies. No amendment may be made to the material disadvantage of participants (other than a change to any performance condition) unless consent is sought from the affected participants and given by a majority of them. The Share Plans will usually terminate on the tenth anniversary of their adoption by the Board, but the rights of existing participants will not be affected by any termination.

The Remuneration Committee may amend, waive, or replace any performance condition if an event has occurred which causes the Remuneration Committee to consider (in its absolute discretion) that it is appropriate to do so. However, any amended or replaced performance condition shall not, in the reasonable opinion of the Remuneration Committee, be materially more or less difficult to satisfy than what the unaltered performance condition would have been but for the event in question.

Variation of capital

In the event of a variation of the Company's share capital, the number of Shares subject to an award, any applicable exercise price and/or any performance condition, may be adjusted. The number of ordinary shares subject to an award, any applicable exercise price and/or any performance condition may also be adjusted in the event of a demerger, delisting, special dividend, rights issue or other event, which may, in the Board's opinion, affect the current or future value of Shares.

Dividend equivalents

In respect of any award, the Board may decide that participants will receive a payment (in cash and/or additional Shares) equal in value to any dividends that would have been paid on any Shares which vest under that award by reference to the period between date of grant and date of vesting. This amount may assume the reinvestment of dividends and exclude or include special dividends or dividends in specie.

Settlement

At its discretion, the Board may decide to satisfy relevant awards with a payment in cash equal to any gain that a participant would have made had the relevant award been satisfied with Shares. Awards may be satisfied using newly issued shares, treasury shares or existing shares purchased in the market (and may be delivered via the EBT).

Overseas plans

The Board may, at any time, establish further plans or sub-plans based on the Share Plans for any territory. Any such plan will be similar to the Share Plans but may be modified to take account of local tax, exchange control or securities laws. Any Shares made available under such further overseas plans must be treated as counting against the limits on individual and overall participation under the Share Plans.

12.6 Employee Benefit Trust

The Company has established the Bridgepoint Group plc Employee Benefit Trust (the "**EBT**") in connection with the Share Plans and, more generally, as a trust for the benefit of employees, former employees and certain of their relatives. As is typical with EBTs of this nature, the trustee is independent of the Company and is based in the Channel Islands. The EBT cannot hold more than 5 per cent of the issued share capital of the Company from time to time.

13. PENSIONS

Details of the Company's pension schemes are set out in Note 6 of Part B of Part XIV (*Historical Financial Information*). The total amounts set aside or accrued by the Company or its subsidiaries to provide pension, retirement or similar benefits was £0.6 million as of 31 March 2021.

14. LITIGATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which the Company is aware) during the 12 months preceding the date of this Prospectus, which may have, or have had in the recent past, significant effects on the Company's and/or the Group's financial position or profitability.

15. RELATED PARTY TRANSACTIONS

Details of related party transactions entered into by members of the Group between 1 January 2018 and the date of this Prospectus include: (i) those described in Note 26 to the Historical Financial Information, set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus; (ii) the Underwriting Agreement described in Section 16.1 (*Underwriting Agreement*) of this Part XVII (*Additional Information*) of this Prospectus; (iii) the Dyal Investment Agreement described in Section 16.2 (*Dyal Investment Agreement*) of this Part XVII (*Additional Information*) of this Prospectus; and (iv) the Reorganisation Agreement described in Section 16.5 (*Reorganisation Agreement*) of this Part XVII (*Additional Information*) of this Prospectus.

Save as disclosed above, no member of the Group entered into any related party transactions between 1 January 2018 and the date of this Prospectus.

16. MATERIAL CONTRACTS

Save as disclosed below, there are no contracts (other than contracts entered into in the ordinary course of business) to which the Company or another member of the Group is a party: (i) for the two years immediately preceding publication of this Prospectus, which are, or may be, material to the Company or any member of the Group; or (ii) at any time, which contain any provision under which the Company or any member of the Group has any obligation or entitlement which is, or may be, material to the Group as of the date of this Prospectus.

16.1 Underwriting Agreement

On 21 July 2021, the Company, the Dyal Shareholder, the Nominee A Companies (having been irrevocably authorised to enter into the Underwriting Agreement by the relevant Individual Selling Shareholders on whose behalf they hold Shares, being the owners of the Existing Shares to be sold in the Offer by such Individual Selling Shareholders), the Directors, the Sponsor and the Underwriters entered into the Underwriting Agreement pursuant to which the Underwriters have agreed, subject to certain terms and conditions, severally (and not jointly or jointly and severally) to: (i) use reasonable endeavours to procure subscribers and purchasers, as the case may be, or, failing which, to (ii) subscribe for or purchase, as the case may be, themselves, at the Offer Price, the Shares (in such proportions as are set out in the Underwriting Agreement) to be issued or sold pursuant to the Offer.

The Underwriting Agreement contains, among others, the following further provisions:

(a) the Company has appointed J.P. Morgan as Sponsor, J.P. Morgan and Morgan Stanley as Joint Global Coordinators and Joint Bookrunners and each of BNPP, BofA Securities and Citigroup as Joint Bookrunner in connection with the Offer;

(b) The Dyal Shareholder and the Nominee A Companies (each on behalf of the relevant Individual Selling Shareholders for whom they hold Shares) have granted to J.P. Morgan (as Stabilising Manager), an Over-allotment Option pursuant to which the Stabilising Manager may purchase or procure purchasers for up to, in aggregate, 15 per cent of the total number of Shares to be made available in the Offer at the Offer Price to cover over-allotments, if any, made in connection with the Offer and/or, among other things, to cover any short positions resulting from stabilisation transactions. The Over-allotment Option may be exercised at any time up to and including the Stabilisation End Date. Save as required by law or by regulation, neither the Stabilising Manager nor its agents intend to disclose the extent of any over-allotments made and/or any stabilisation transactions;

(c) the several obligations of the Underwriters to: (i) use reasonable endeavours to procure subscribers and purchasers, as the case may be; or, failing which, to (ii) subscribe for or purchase, as the case may be, for themselves at the Offer Price, the Shares to be issued or sold pursuant to the Offer pursuant to the Underwriting Agreement, are subject to certain conditions that are typical for an agreement of this nature including, among others: (A) Admission having occurred by not later than 8.00 a.m. (London time) on 26 July 2021 (or such later time and/or date as the Company and the Joint Global Coordinators (for themselves and on behalf of the other Underwriters) may agree being not later than 2 August 2021); and (B) there having occurred no material adverse change in relation to the Group between the date of the Underwriting Agreement and Admission. The Joint Global Coordinators (for themselves and on behalf of the other Underwriters) may terminate the Underwriting Agreement prior to Admission in certain customary circumstances, including, among others, the occurrence of a material adverse change in relation to the Group and certain changes in market and economic conditions. The Underwriting Agreement will become unconditional upon Admission;

(d) subject to, among other things, the conditions set out in the Underwriting Agreement having been satisfied or waived and the Underwriting Agreement not having been terminated prior to Admission, the Company, the Dyal Shareholder and the Nominee A Companies (each on behalf of the relevant Individual Selling Shareholders for whom they hold Shares), have agreed that Morgan Stanley (as settlement manager) may deduct (on behalf of itself and the other Underwriters) from the aggregate gross proceeds of the Offer payable to: (i) the Company, a commission equal to 2 per cent of the product of the Offer Price and the number of New Shares sold in the Offer by the Company; and (ii) the Dyal Shareholder and the Nominee A Companies (on behalf of the relevant Individual Selling Shareholders) a commission equal to 2 per cent of the product of the Offer Price and the number of Existing Shares sold by each of them in the Offer, (in each case, together with an amount equal to any applicable VAT payable thereon). In addition it is agreed that the Stabilising Manager may deduct (on behalf of itself and the other Underwriters) from the aggregate gross proceeds payable to the Dyal Shareholder and the Nominee A Companies (on behalf of the relevant Individual Selling Shareholders) a commission of 2 per cent of the product of the Offer Price and the number of Over-allotment Shares transferred by each of them in accordance with the Underwriting Agreement (together with an amount equal to any applicable VAT payable thereon).

    In addition, the Company may, in its sole and absolute discretion as to the amount (if any) payable and as to the allocation between Underwriters, agree that a fee of up to 0.75 per cent of the product of the Offer Price and the aggregate number of Shares sold in the Offer (including following any exercise of the Over-allotment Option) shall be payable (the "**Discretionary Fee**"). To the extent that the Discretionary Fee is payable it will be paid by the Company in respect of the aggregate proceeds of the Offer (including the sale of the Existing Shares and the Over-allotment Shares, if any) (together with, in each case, an amount equal to any applicable VAT payable thereon);

(e) the Company has agreed to pay or cause to be paid (together with, in each case, an amount equal to any applicable VAT payable thereon) certain costs, charges, fees and expenses of, or in connection with, or incidental to, among other things, the Offer and/or Admission;

(f) each Selling Shareholder has agreed on a several basis, to pay any stamp duty and/or stamp duty reserve tax arising on the sale to purchasers procured by the Underwriters or, where relevant to the Underwriters as principals, of their Existing Shares;

(g) the Company, the Directors, the Dyal Shareholder and the Nominee A Companies have, pursuant to the terms of the Underwriting Agreement, given certain representations, warranties and undertakings to the Underwriters and the Sponsor and, in addition, the Company has given an indemnity to the Underwriters and the Sponsor, in a form that is typical for an agreement of this nature. The Company's liabilities are unlimited as to time and amount and the liabilities of the Directors, the Dyal Shareholder and the Nominee A Companies under the Underwriting Agreement are limited as to time and amount; and

(h) the Company, the Directors, the Dyal Shareholder and the Nominee A Companies have agreed to lock-up arrangements. For details of these arrangements and other lock-up arrangements, see section 10 (*Lock-up Arrangements*) of Part XVI (*The Offer*) of this Prospectus.

16.2 Dyal Investment Agreement

On 28 June 2021, Bridgepoint Group Holdings Limited ("**BGHL**"), the Company, Atlantic Carry Investment LP ("**Carry LP**"), the Dyal Shareholder and Dyal IV Atlantic C1 LLC (the "**Dyal Carry Holder**", together with the Dyal Shareholder ("**Dyal**")) entered into, conditional on Admission, an amended and restated equity subscription and investment agreement (the "**Dyal Investment Agreement**"). Carry LP is a limited liability partnership in which the Dyal Carry Holder is the sole limited partner.

The Dyal Investment Agreement contains, among others, the following provisions:

(a) an obligation on the Dyal Shareholder to pay an incremental capital contribution of £114,300,000 on 12 December 2021 in respect of the Shares held by the Dyal Shareholder at Admission;

(b) in the event of non-payment of such amount, an ability for the Company to obtain an order for specific performance or to require the Dyal Shareholder to transfer 50% of the Shares held by the Dyal Shareholder immediately following Admission (but prior to any selldown of such shares) to such entity as the Company may determine;

(c) in respect of each of Bridgepoint Europe V, Bridgepoint Europe VI, Bridgepoint Development Capital III, Bridgepoint Development Capital IV, Bridgepoint Growth I, Bridgepoint Europe Portfolio IV, Bridgepoint Credit I and Bridgepoint Credit II (each a "**Bridgepoint Current Funds**"), the Dyal Carry Holder shall hold interests in Carry LP which entitle the Dyal Carry Holder to a percentage of the carried interest proceeds in respect of such Bridgepoint Current Fund equal to 8.889% less the percentage of carried interest proceeds which the Dyal Shareholder would be indirectly entitled to by virtue of its holdings of Shares (assuming a 22.222% ownership interest in the Company) in respect of such Bridgepoint Current Fund;

(d) in respect of each Bridgepoint fund which forms part of a business line acquired by Bridgepoint after 2 August 2018 (being the date the Dyal Shareholder subscribed for shares in BGHL) (other than any Bridgepoint fund which was established and managed by a non-Bridgepoint company prior to acquisition) (each a "**New Business Line Bridgepoint Future Fund**"), BGHL shall procure that the Dyal Carry Holder will receive interests in Carry LP which entitle the Dyal Carry Holder to a percentage of the aggregate gross carried interest proceeds in respect of such New Business Line Bridgepoint Future Fund equal to the lesser of: (A) 8.889% multiplied by the percentage of carried interest proceeds in respect of such New Business Line Bridgepoint Future Fund allocated to Bridgepoint personnel (other than personnel hired with or assigned to a new investment strategy); and (B) 8.889% less the percentage of carried interest proceeds which the Dyal Shareholder would be indirectly entitled to by virtue of its holdings of Shares (assuming a 22.222% ownership interest in the Company) at the date of final closing in respect of such New Business Line Bridgepoint Future Fund;

(e) in respect of each Bridgepoint fund that has yet to hold a final closing (other than any New Business Line Bridgepoint Future Fund or any Bridgepoint fund which forms part of a new business line acquired by Bridgepoint after 2 August 2018 and which was established and managed by a non-Bridgepoint company prior to acquisition) (each a "**Bridgepoint Future Fund**"), BGHL shall procure that the Dyal Carry Holder will receive interests in Carry LP which entitle the Dyal Carry Holder to a percentage of the carried interest proceeds in respect of such Bridgepoint Future Fund equal to 8.889% less the percentage of carried interest proceeds which the Dyal Shareholder would be indirectly entitled to by virtue of its holdings of Shares (assuming a 22.222% ownership interest in the Company) at the date of final closing in respect of such Bridgepoint Future Fund;

(f) in respect of Bridgepoint Europe IV, the Dyal Carry Holder shall hold interests in Carry LP which entitle the Dyal Carry Holder to 8.889% of the carried interest proceeds in respect of Bridgepoint Europe IV;

(g) in respect of each Bridgepoint Future Fund and New Business Line Bridgepoint Future Fund, BGHL shall procure that the Dyal Carry Holder shall receive interests in Carry LP which allow it to subscribe for a percentage of co-investment commitments to be made by all participants in such Bridgepoint Future Fund or New Business Line Bridgepoint Future Fund (as applicable) which is equivalent to the percentage of carried interest proceeds to which the Dyal Carry Holder is entitled in respect of such Bridgepoint Future Fund or New Business Line Bridgepoint Future Fund (as applicable);

(h) an agreement that BGHL will continue to own equity interests in the current and future investment management business operated under the "Bridgepoint" name so as to provide the Dyal Carry Holder with its interests in the carried interest proceeds of the relevant Bridgepoint funds via Carry LP;

(i) an agreement that neither the Dyal Carry Holder nor the Dyal Shareholder shall be entitled to participate in carried interest proceeds in respect of Bridgepoint Development Capital II and Bridgepoint Development Capital Portfolio II and that Carry LP shall transfer such proceeds in respect of those funds which the Dyal Shareholder would be entitled to through its ownership interest in the Company (assuming a 22.222% ownership interest in the Company) to such persons as BGHL shall direct;

(j) an anti-dilution right (subject to specific exceptions) for the Dyal Carry Holder in respect of its Carry LP Interests;

(k) an agreeement that the Company will not take any action that would or would reasonably be expected to disproportionately affect or have an adverse impact on Dyal Carry Holder's entitlement to capital proceeds of carried interest, including with respect to transfers, dilution, related party transactions, changes to capital structure and amendments to governing documents, without Dyal Carry Holder's prior consent;

(l) subject to the UK Market Abuse Regulation and similar laws, information rights for Dyal, including but not limited to, quarterly financial statements, unaudited management accounts, audited financial statements, budgets, portfolio performance summaries, copies of investor letters and copies of client reports;

(m) reasonable cooperation and assistance rights for the benefit of the Dyal Shareholder prior to any sale of Shares which includes, but is not limited to, due diligence calls and/or marketing presentations and/or a roadshow, provided that such assistance does not require the Company to make a disclosure that would conflict with its interests or would have the Company in breach of any applicable law, rule or regulation;

(n) a right of first refusal for the benefit of BGHL in respect of any sale of Carry LP interests by the Dyal Carry Holder; and

(o) the preservation of certain indemnification provisions in favour of the parties entered into at the time of the original investment by Dyal in 2018.

16.3 EQT Share Purchase Agreement

On 14 June 2020, Bridgepoint Advisers Holdings (as purchaser) entered into a sale and purchase agreement with various companies affiliated with or managed or advised by EQT ("**EQT Sellers**") in relation to the acquisition of various shares, partnership interests and asset backed notes which together comprise the businesses and assets of EQT's credit funds business ("**EQT Credit SPA**"). The acquisition was completed on 23 October 2020 (the "**EQT Completion Date**").

The consideration payable by Bridgepoint Advisers Holdings pursuant to the EQT Credit SPA comprised: (i) £107.5 million (including liabilities incurred) paid on the EQT Completion Date; and (ii) a deferred consideration element of up to €50 million, which is payable to EQT Sellers based on the outcome of fundraising for Bridgepoint Direct Lending III and Bridgepoint Credit Opportunities IV. As of the date of this Prospectus, no such deferred consideration has been paid, with the completion of both relevant fundraisings expected to take place in 2022. The deferred consideration, if payable, would be due within 30 days following the final closing of the relevant fund.

Customary fundamental warranties and tax covenants, which are typical for a transaction of this nature, were provided by the EQT Sellers under the EQT Credit SPA. In addition, other "business warranties" were provided by certain warrantors ("**Warrantors**") under a separate management warranty deed. Broadly, all such warranties and tax covenants given by the EQT Sellers and the Warrantors were given on an insured basis.

The EQT Sellers agreed to certain post-completion restrictive covenants, which prevent the EQT Sellers and their affiliates from competing with, or soliciting certain persons from, the EQT credit platform for a period of 5 years following the EQT Completion Date.

16.4 BAH Revolving Facility Agreement

On 19 October 2020 Bridgepoint Advisers Holdings (as original borrower and an original guarantor), Bridgepoint Advisers Limited, Bridgepoint Advisers II Limited and Bridgepoint Credit Limited (as original guarantors), Lloyds Bank Corporate Markets plc (as mandated lead arranger, agent and security agent), and Natixis London Branch, Sumitomo Mitsui Banking Corporation London Branch and HSBC Bank plc (as mandated lead arrangers) entered into a revolving facility agreement (the "**BAH Revolving Facility Agreement**").

Pursuant to the BAH Revolving Facility Agreement, a multicurrency revolving credit facility of £125 million was made available to Bridgepoint Advisers Holdings (Bridgepoint Advisers Holdings together with its subsidiaries, the "**Bridgepoint Advisers Group**") (the "**BAH Revolving Credit Facility**"). As of the last practicable date prior to the date of this document, £92 million had been drawn down and was outstanding under the BAH Revolving Credit Facility.

Amounts drawn down under the BAH Revolving Credit Facility can be used in connection with the financing or refinancing of amounts payable in connection with the acquisition of EQT's credit platform, for financing or refinancing general corporate purposes or and/or the working capital purposes, refinancing existing indebtedness and the payment of fees, interest, costs and expenses payable under the BAH Revolving Facility Agreement.

Each loan borrowed under the BAH Revolving Credit Facility is repayable on the last day of its interest period. The interest period of a loan may be one, three or six months or any other period agreed by the Agent (as defined in the BAH Revolving Credit Facility) (the "**Agent**") (acting on the instructions of all lenders participating in the relevant loan). The termination date of the BAH Revolving Credit Facility is 19 October 2023. Each amount drawn down under the BAH Revolving Credit Facility bears interest at a floating rate which is a base rate (being EURIBOR or LIBOR, subject to a floor of 0 per cent) plus a margin of 3.50 per cent per annum. Additionally, a commitment fee is payable on unutilised amounts of the BAH Revolving Credit Facility at a rate of 1.00 per cent per annum. Customary fees are payable to the Facility Agent (as defined in the BAH Revolving Credit Facility) and the Security Agent (as defined in the BAH Revolving Credit Facility).

The BAH Revolving Facility Agreement also contains customary prepayment, cancellation and default provisions and customary representations and warranties (subject to certain exceptions and qualifications) and two financial covenants, including:

(a) mandatory prepayment and cancellation of available commitments on a change of control;

(b) financial covenants (tested quarterly on a rolling 12 month basis) which require that:

  (i) the ratio of adjusted EBITDA to net finance charges for each relevant period shall not be less than 4.00:1; and

  (ii) the ratio of total net debt to adjusted EBITDA for each relevant period shall not exceed 3.00:1;

(c) covenants that impose limitations on the ability to undertake a merger or other corporate reconstruction, change the general nature of business, make acquisitions, grant or permit to subsist security over assets, dispose of assets or pay dividends (subject to certain exceptions);

(d) covenants that require the delivery of financial and other information to the Agent, notice to the Agent upon the occurrence of certain material events (including any default), obtaining and maintenance of authorisations, compliance with laws, payment of taxes and maintenance of customary insurances (subject to certain thresholds, qualifications and exceptions);

(e) events of default including non-payment of amounts owing to the lenders, non-compliance with financial covenant or other obligations, cross-payment default and cross-acceleration in respect of other indebtedness, commencement of certain voluntary and involuntary insolvency and similar proceedings, unlawfulness and invalidity of obligations, and inaccuracies of representations (subject to certain exceptions, grace periods and thresholds); and

(f) voluntary prepayment of loans (subject to minimum amounts and prior notice).

The obligations of the obligors regarding the BAH Revolving Credit Facility are guaranteed by certain members of the Bridgepoint Advisers Group and secured by a security over certain bank accounts of Bridgepoint Advisers Holdings and other members of the Bridgepoint Advisers Group.

The BAH Revolving Facility Agreement is governed by English law.

16.5 Reorganisation Agreement

The Management Shareholders, the Company, the Nominee A Companies, the Nominee B Companies, the Nominee C Company and the Burgundy Partnership have entered into the Reorganisation Agreement dated 6 July 2021. See sections 3.2, 3.3 and 3.4 of this Part XVII (*Additional Information*) for a summary of the material terms of the Reorganisation Agreement.

16.6 Cornerstone Investment Agreements

(a) On 13 July 2021, in each case in connection with the Offer, the Company and the Cornerstone Investors entered into the Cornerstone Investment Agreements.

(b) Subject to the terms of the Cornerstone Investment Agreements, the Cornerstone Investors have agreed to subscribe for, in aggregate, £300 million of New Shares at the Offer Price, consisting of a commitment of £120 million from FIL, £60 million from Mawer and £120 million from T. Rowe (each a "**Cornerstone Commitment**").

(c) Each of the Cornerstone Investment Agreements has been entered into on substantially the same terms. Each Cornerstone Investment Agreement contains, amongst others, the following provisions:

  (i) the obligation of the Company to deliver, and the obligation of the Cornerstone Investor to subscribe and pay for, the number of New Shares it has agreed to subscribe for which is equal to the number of New Shares resulting from dividing its Cornerstone Commitment by the Offer Price pursuant to the relevant Cornerstone Investment Agreement are subject to certain conditions that are typical for an agreement of this nature. These conditions include:

    (A) the Offer Price representing a pre-money equity value for the Group at Admission of not more than £2.57 billion;

    (B) the Underwriting Agreement having been entered into, not having been terminated and having become unconditional in accordance with its terms;

    (C) the approval by the FCA, and publication, of this Prospectus;

    (D) Admission having occurred; and

    (E) this Prospectus containing no amendments which are materially adverse to the interests of the Cornerstone Investor as compared to an earlier draft,

    (together, the "**Conditions**");

  (ii) the agreement may be terminated in a number of circumstances, including:

    (A) if the Conditions have not been fulfilled or validly waived in accordance with the terms of the relevant Cornerstone Investment Agreement on or before 26 July 2021 (or such other date not later than 2 August 2021 as may be notified by the Joint Global Coordinators to the Cornerstone Investors);

    (B) by either party in the event that there is a material breach of the agreement on the part of the other party; and

    (C) with the written consent of all the parties to the agreement.

  (iii) each of the parties has given certain customary representations and warranties to the other, in particular regarding compliance with laws and regulations affecting the entry into of the relevant Cornerstone Investment Agreement in relevant jurisdictions. The terms of each Cornerstone Investment Agreement do not limit the liability of the parties for breach of contract as to time or amount; and

  (iv) the agreement is governed by English law.

17. WORKING CAPITAL STATEMENT

The Company is of the opinion that, taking into account the net proceeds receivable by the Company from the subscription for New Shares in the Offer and the banking facilities available to the Group, the working capital available to the Group is sufficient for its present requirements, that is for at least the next 12 months following the date of this Prospectus.

18. SIGNIFICANT CHANGE

There has been no significant change in the financial position or financial performance of the Group since 31 March 2021, being the end of the last financial period for which interim financial information has been published as set out in Part B of Part XIV (*Historical Financial Information*) of this Prospectus.

19. AUDITOR

The auditor of the Group for the financial years ended 31 December 2018, 2019 and 2020 was PricewaterhouseCoopers LLP, whose registered office is at 1 Embankment Place, London, WC2N 6RH. PricewaterhouseCoopers LLP is a member of the Institute of Chartered Accountants in England and Wales.

20. CONSENTS

PricewaterhouseCoopers LLP has given and not withdrawn its written consent to the inclusion in this Prospectus of its Accountant's Report on Historical Financial Information set out in Part A of Part XIV (*Historical Financial Information*) of this Prospectus and has authorised the contents of those parts of the Prospectus which comprise its reports for the purposes of Rule 5.3.2R(2)(f) of the Prospectus Regulation Rules. As the Shares have not been and will not be registered under the U.S. Securities Act, PricewaterhouseCoopers LLP has not filed and will not file a consent under the U.S. Securities Act.

21. NON-STATUTORY ACCOUNTS

The financial information contained in this Prospectus which relates to the Group does not constitute statutory accounts as referred to in Section 434(3) of the Companies Act 2006.

22. NO INCORPORATION OF WEBSITE INFORMATION

The contents of the Group's website do not form part of this Prospectus.

23. GENERAL

The costs and expenses of, and incidental to, Admission and the Offer payable by the Company are estimated to amount to £29 million (including VAT), and include, among others, underwriting commissions on the New Shares, the maximum amount of any Discretionary Fee, the FCA's fees, professional fees and the costs of printing and distribution of documents. The Selling Shareholders have agreed to pay underwriting commissions and amounts in respect of stamp duty or SDRT payable by the Selling Shareholders in connection with the sale of Existing Shares, which are expected to be approximately £12 million (including VAT) (assuming there is no exercise of the Over-allotment Option).

24. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be published in electronic form and will be available on the Group's website at https://www.bridgepoint.eu/ for a period of 12 months from the date of publication of this Prospectus:

(a) the Articles;

(b) the Reporting Accountant's report on the Historical Financial Information, as set forth in Part A of Part XIV(*Historical Financial Information*) of this Prospectus;

(c) the consent letter referred to in section 20 (*Consents*) of this Part XVII (*Additional Information*); and

(d) a copy of this Prospectus.

Dated: 21 July 2021

PART XVIII

DEFINITIONS

The following definitions apply throughout this Prospectus unless the context otherwise requires:

Admission	means the admission of the Shares to the premium listing segment of the Official List and to trading on the main market for listed securities of the London Stock Exchange becoming effective;
Advisers Act	means the Investment Advisers Act of 1940;
AESP	has the meaning given in section 12.4 (*All Employee Share Plan*) of Part XVII (*Additional Information*) of this Prospectus;
AESP Awards	has the meaning given in section 12.4 (*All Employee Share Plan*) of Part XVII (*Additional Information*) of this Prospectus;
Agent	has the meaning given in section 16.4 (*BAH Revolving Facility Agreement*) of Part XVII (*Additional Information*) of this Prospectus;
AIFM	means alternative investment fund managers;
AIFM Directive	means the Alternative Investment Fund Managers Directive (2011/61/EU);
AIFs	means alternative investment funds;
APMs	means alternative performance measures, being a financial or operating measure not defined or recognised under IFRS;
Articles	means the articles of association of the Company adopted immediately prior to Admission;
ASIC	has the meaning given in section 12.2 (*Australia*) of Part XVI (*The Offer*) of this Prospectus;
Associated Company	has the meaning given in section 5.3 "*Directors—Directors' liabilities*" of Part XVII (*Additional Information*) of this Prospectus;
Audit and Risk Committee	means the audit and risk committee of the Board;
AUM	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—AUM and Total AUM*" of Part XII (*Operating and Financial Review*) of this Prospectus;
BA II	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
BAH Revolving Credit Facility	has the meaning given in section 16.4 (*BAH Revolving Facility Agreement*) of Part XVII (*Additional Information*) of this Prospectus;
BAH Revolving Facility Agreement	has the meaning given in section 16.4 (*BAH Revolving Facility Agreement*) of Part XVII (*Additional Information*) of this Prospectus;
BAL	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
BA UK	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
BCA	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
BCA UK	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
BCL	means Bridgepoint Credit Limited;

BCM	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
BGHL	has the meaning given in section 16.2 (*Dyal Investment Agreement*) of Part XVII (*Additional Information*).
BIHNL	means BIH Nominees Limited;
BNPP	means BNP Paribas;
Board	means the board of directors of the Company from time to time;
BofA Securities	means Merrill Lynch International;
Brexit	has the meaning given in "*Risks related to the Group's Business, Industry and Markets*" of Part II (*Risk Factors*) of this Prospectus;
Bridgepoint Advisers Group	has the meaning given in section 16.4 (*BAH Revolving Facility Agreement*) of Part XVII (*Additional Information*) of this Prospectus;
Bridgepoint Credit Opportunities	has the meaning given in Part VII (*The Business*) of this Prospectus;
Bridgepoint Development Capital	has the meaning given in Part VII (*The Business*) of this Prospectus;
Bridgepoint Direct Lending	has the meaning given in Part VII (*The Business*) of this Prospectus;
Bridgepoint ERAs	has the meaning given in "*The United States of America—The Advisers Act*" of Part VIII (*Regulatory Overview*) of this Prospectus;
Bridgepoint Europe	has the meaning given in Part VII (*The Business*) of this Prospectus;
Bridgepoint Funds	means all Bridgepoint funds together, and "**Bridgepoint Fund**" means any one of them;
Bridgepoint Growth	has the meaning given in Part VII (*The Business*) of this Prospectus;
Bridgepoint Syndicated Debt	has the meaning given in Part VII (*The Business*) of this Prospectus;
Burgundy Partnership	means Burgundy Investments Holdings LP, in which Burgundy GP LLP is the general partner, BAL is the manager and the limited partners of which are all current shareholders of the Company;
Business Day	means days (not being a Saturday or a Sunday) on which banks are generally open for business in London, United Kingdom;
CAGR	means compound annualised growth rate;
Carried Interest Participants	means participants entitled to carried interest in the Bridgepoint Funds, with such entitlement indirectly being held through vehicles which are entitled to receive carried interest under the governing documents of the Bridgepoint Funds;
Carry LP	has the meaning given in section 16.2 (*Dyal Investment Agreement*) of Part XVII (*Additional Information*).
CCPA	means the California Consumer Privacy Act;
CFIUS	has the meaning given in "*Risks related to the Group's Business, Industry and Markets*" of Part II (*Risk Factors*) of this Prospectus;
Chairman	means the Executive Chairman of the Company as of the date of this Prospectus, whose details are set out in "*Directors*" of Part X (*Directors, Senior Management, Employees and Corporate Governance)* of this Prospectus;

CISA	has the meaning given in section 12.7 (*Switzerland*) of Part XVI (*The Offer*) of this Prospectus;
Citco	means Citco Funds Services (Luxembourg) S.A;
Citigroup	means Citigroup Global Markets Limited;
City Code	has the meaning given in section 7 (*Mandatory Bids and Compulsory Acquisition Rules Relating to the Shares*) of Part XVII (*Additional Information*) of this Prospectus;
Clawback	has the meaning given in section 12.2 "*The Long Term Investment Plan—Malus and clawback*" of Part XVII (*Additional Information*) of this Prospectus;
CLO	means collateralised loan obligation;
Companies Act 2006	means the Companies Act 2006 of England and Wales, as amended from time to time;
Company	means Bridgepoint Group plc;
Cornerstone Investment Agreements	means the cornerstone investment agreements each dated 13 July 2021 and entered into between the Company and each of FIL, Mawer and T. Rowe respectively;
Cornerstone Investors	means FIL, Mawer and T. Rowe;
Corporate Governance Code	means the UK Corporate Governance Code published in July 2018 by the Financial Reporting Council, as amended from time to time;
Corporate Event	has the meaning given in section 12.2 "*The Long Term Investment Plan—Corporate Events*" of Part XVII (*Additional Information*) of this Prospectus;
Corporations Act	has the meaning given in section 12.2 (*Australia*) of Part XVI (*The Offer*) of this Prospectus;
COVID-19	means the novel strain of coronavirus identified in late 2019;
CPRA	has the meaning given in "*Legal, Regulatory and Governance Risks*" of Part II (*Risk Factors*) of this Prospectus;
CRD IV	has the meaning given in "*Legal, Regulatory and Governance Risks*" of Part II (*Risk Factors*) of this Prospectus;
CREST	means the electronic transfer and settlement system for the paperless settlement of trades in listed securities operated by Euroclear UK & Ireland Limited;
CRM	means customer relationship management;
CRR	has the meaning given in "*Legal, Regulatory and Governance Risks*" of Part II (*Risk Factors*) of this Prospectus;
DBP	has the meaning given in section 12.3 "*The Deferred Bonus Plan ("DBP")*" of Part XVII (*Additional Information*) of this Prospectus;
Deferred Shares	means the deferred shares in the capital of the Company of various nominal values;
DFSA	has the meaning given in section 12.6 (*DIFC*) of Part XVI (*The Offer*) of this Prospectus;
Directors	means the directors of the Company as of the date of this Prospectus, whose details are set out in Part X (*Directors, Senior Management, Employees and Corporate Governance*) of this Prospectus, and "**Director**" means any one of them;

Disclosure Guidance and Transparency Rules	means the disclosure guidance and transparency rules made by the FCA under Part VI of FSMA (as set out in the FCA Handbook), as, from time to time, amended;
Discretionary Fee	has the meaning given in section 16.1(d) of Part XVII (*Additional Information*) of this Prospectus;
Dispose	has the meaning given in section 10 (*Lock-up Arrangements*) of Part XVI (*The Offer*) of this Prospectus;
Dyal	has the meaning given in section 16.2 (*Dyal Investment Agreement*) of Part XVII (*Additional Information*);
Dyal IV Equity Funds	means Dyal Capital Partners IV (A) LP, Dyal Capital Partners IV (B) LP, Dyal Capital Partners IV (C) LP and Dyal IV Atlantic CI LLC and their related feeder, blocker, parallel, alternative investment, subsidiary and holding entities, in each case as applicable as the context so requires;
Dyal Investment	has the meaning given in "*Factors Affecting Comparability of Results of Operations—Investment by Dyal IV Equity Funds*" of Part XII (*Operating and Financial Review*);
Dyal Investment Agreement	has the meaning given in section 16.2 (*Dyal Investment Agreement*) of Part XVII (*Additional Information*);
the Dyal Shareholder	means Dyal Capital Partners IV (C) LP;
EBITDA	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—EBITDA, Underlying EBITDA and Underlying EBITDA Margin*" of Part XII (*Operating and Financial Review*);
EBT	has the meaning given in section 12.6 (*Employee Benefit Trust*) of Part XII (*Operating and Financial Review*) of this Prospectus;
EEA	means the European Economic Area;
Effective Management Fee Rate	has the meaning given in "*Financial Model—Generation of Management Fees*" of Part XII (*Operating and Financial Review*) of this Prospectus;
EQT AB	means the EQT AB Group;
EQT Completion Date	has the meaning given in section 16.3 (*EQT Share Purchase Agreement*) of Part XVII (*Additional Information*);
EQT Credit	means the private credit business of EQT Partners;
EQT Credit SPA	has the meaning given in section 16.3 (*EQT Share Purchase Agreement*) of Part XVII (*Additional Information*);
EQT Sellers	has the meaning given in section 16.3 (*EQT Share Purchase Agreement*) of Part XVII (*Additional Information*);
ERISA	means the U.S. Employee Retirement Income Security Act of 1974;
ESG	means environmental, social and governance;
EU	means the European Union;
EU AIFMD	has the meaning given in *"France—Applicable Regulatory Framework for Bridgepoint Entities"* of Part VIII (*Regulatory Overview*) of this Prospectus;
EURIBOR	has the meaning given in "*Financial Risks*" of Part II (*Risk Factors*) of this Prospectus;
EUWA	means the European Union (Withdrawal) Act 2018;
Exchange Act	means the United States Securities Exchange Act of 1934, as amended;

Executive Directors	means the executive Directors as of the date of this Prospectus, and "**Executive Director**" means any one of them;
Exempt Investors	has the meaning given in section 12.2 (*Australia*) of Part XVI (*The Offer*) of this Prospectus;
Existing Shareholder	means a person holding ordinary shares in the capital of the Company at Admission other than a holder of New Shares or a person acquiring Existing Shares from a Selling Shareholder;
Existing Shares	means the existing ordinary shares in the share capital of the Company at Admission (excluding, for the avoidance of doubt, the New Shares);
FCA	means the Financial Conduct Authority;
FIEL	has the meaning given in section 12.3 (*Japan*) of Part XVI (*The Offer*) of this Prospectus;
FIL	means specific funds and accounts managed by FIL Investments International and its affiliates;
Financial Adviser	means Moelis & Company UK LLP;
Forward-looking Statements	has the meaning given in "*Forward-looking Statements*" of Part V (*Important Information*);
FSMA	means the Financial Services and Markets Act 2000, as amended from time to time;
FTE	means full time employee;
Fund Manager	has the meaning given in "*Risks related to the Group's Industry, Business and Markets*" of Part II (*Risk Factors*) of this Prospectus;
GDPR	means the General Data Protection Regulation (EU) 2016/679;
Grantor	has the meaning given section 12.2 "*The Long Term Investment Plan—General*" of Part XVII (*Additional Information*) of this Prospectus;
Gross MOIC	has the meaning given in "*Overview*" of Part VII (*The Business*) of this Prospectus;
Group or Bridgepoint	means the Company and each of its direct and indirect subsidiaries (and "**subsidiary**" shall have the meaning ascribed to it in the Companies Act 2006);
Historical Financial Information	means the information set out in Part XIV (*Historical Financial Information*);
HMRC	means Her Majesty's Revenue and Customs of the UK;
HNWIs	means high-net-worth individuals;
IASB	has the meaning given in "*Legal, Regulatory and Governance Risks*" of Part II (*Risk Factors*) of this Prospectus;
IFD	means the Investment Firms Directive 2019/2034;
IFPR	has the meaning given in "*Legal, Regulatory and Governance Risks*" of Part II (*Risk Factors*) of this Prospectus;
IFR	means the Investment Firms Regulation 2020/2033;
IFRS	means the international accounting standards in conformity with the requirements of the Companies Act 2006;
Independent Non-Executive Directors	means the independent Non-Executive Directors of the Company as of the date of this Prospectus, whose details are set out in section 1 (*Directors*) of Part X (*Directors, Senior Management, Employees and Corporate Governance*) of this

	Prospectus, and "**Independent Non-Executive Director**" means any one of them;
Individual Selling Shareholders	means those Management Shareholders who are selling Existing Shares in the Offer;
Initial Fee	has the meaning given in section 11.2 "*Directors' Service Contracts and Letters of Appointment—Non-Executive Directors' Letters of Appointment"* of Part XVII (*Additional Information*) of this Prospectus;
Investment Company Act	means the United States Investment Company Act of 1940;
Investment Income	has the meaning given in "*Financial Model—Carried Interest and Investment Income*" of Part XII (*Operating and Financial Review*) of this Prospectus;
IPO Share Award Plan	has the meaning given in section 12.1 "*Share-Based Incentive Arrangements—IPO Share Awards*" of Part XVII (*Additional Information*) of this Prospectus;
IRR	means internal rate of return;
Joint Bookrunners	means BNPP, BofA Securities, Citigroup and the Joint Global Coordinators;
Joint Global Coordinators	means J.P. Morgan and Morgan Stanley;
J.P. Morgan	means J.P. Morgan Securities plc (which conducts its UK investment banking activities as J.P. Morgan Cazenove);
KPI	means key performance indicators;
LEI	means a Legal Entity Identifier;
LIBOR	has the meaning given in "*Financial Risks*" of Part II (*Risk Factors*) of this Prospectus;
Listing Rules	means the listing rules made by the FCA under Part VI of FSMA (as set out in the FCA Handbook);
London Stock Exchange	means the London Stock Exchange plc;
London Stock Exchange Daily Official List	means the daily publication of official quotations for all securities traded on the London Stock Exchange;
LTIP	has the meaning given in section 12.2 "*The Long Term Investment Plan—General*" of Part XVII (*Additional Information*) of this Prospectus;
LTIP Awards	has the meaning given in section 12.2 "*The Long Term Investment Plan—General*" of Part XVII (*Additional Information*) of this Prospectus, and "**LTIP Award**" means any one of them;
Malus	has the meaning given in section 12.2 "*The Long Term Investment Plan—Malus and clawback*" of Part XVII (*Additional Information*) of this Prospectus;
Management Shareholders	means those current and former employees of the Group and certain related persons, trusts and corporate vehicles who hold interests in Existing Shares immediately prior to Admission, and "**Management Shareholder**" means any one of them;
Mawer	means Mawer Investment Management Ltd. in its capacity as manager of certain Mawer mutual and pooled funds and as an investment manager and investment advisor;
MOIC	means multiple on invested capital;
Morgan Stanley	means Morgan Stanley & Co. International plc;
NatWest Group	means NatWest Group plc;

Net Invested Capital	has the meaning given in "*Financial Model—Introduction to the private investment funds financial model and fund life cycle and the financial model of the Group—Post-commitment period*" of Part XII (*Operating and Financial Review*) of this Prospectus;
New Shares	means those Shares to be allotted and issued by the Company pursuant to the Offer as described in Part XVI (*The Offer*) of this Prospectus;
Nomination Committee	means the nomination committee of the Board;
Nominee A Companies	means Burgundy A1 Nominees Limited, Burgundy A2 Nominees Limited, Burgundy A3 Nominees Limited, Burgundy A4 Nominees Limited and Burgundy A5 Nominees Limited, and Nominee A Company means any of them;
Nominee B Companies	means Burgundy B1 Nominees Limited and Burgundy B2 Nominees Limited, and Nominee B Company means either of them;
Nominee C Company	means Burgundy C Nominees Limited;
Nominee Companies	means the Nominee A Companies, the Nominee B Companies and the Nominee C Company and "**Nominee Company**" means any one of them;
Non-Executive Directors	means the non-executive Directors of the Company as of the date of this Prospectus, whose details are set out in section 1 (*Directors*) of Part X (*Directors, Senior Management, Employees and Corporate Governance*) of this Prospectus, and "**Non-Executive Director**" means any one of them;
NPPRs	means national private placement regimes;
Offer	means the offer of 225,426,342 Shares (comprising 85,714,286 New Shares and 139,712,056 Existing Shares) (i) to certain institutional and professional investors in the UK and elsewhere outside the United States in reliance on Regulation S; and (ii) in the United States only to persons reasonably believed to be QIBs in reliance on Rule 144A of the U.S. Securities Act, as described in Part XVI (*The Offer*) of this Prospectus, being made by way of this Prospectus;
Offer Price	means 350 pence per Share;
Official List	means the Official List of the FCA;
Over-allotment Option	means the option granted to the Stabilising Manager by Dyal IV Equity Funds and the Nominee A Companies (on behalf of the relevant Individual Selling Shareholders for whom they hold Shares) to purchase, or procure the purchasers for, up to, in aggregate, 33,813,951 additional Shares at the Offer Price as set out in the Underwriting Agreement;
Over-allotment Shares	means those Existing Shares that are the subject of the Over-allotment Option;
PFIC	has the meaning given in "*Passive Foreign Investment Company*" of Part XV (*Taxation*) of this Prospectus;
Plan	has the meaning given in section 11 (*Directors' Service Contracts and Letters of Appointment*) of Part XVII (*Additional Information*) of this Prospectus;
PR Regulation	means the Commission Delegated Regulation (EU) 2019/980 supplementing the Prospectus Regulation as regards the format, content, scrutiny and approval of the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Commission Regulation (EC) No 809/2004 as it forms part of retained EU law as defined by EUWA;
PRA	means the Prudential Regulation Authority;
Pre-Emption Group	means the Pre-Emption Group as reconstituted in 2005 as part of the Financial Reporting Council;
Prospectus Regulation	means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are

	offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC;
Prospectus Regulation Rules	means the prospectus regulation rules made by the FCA under section 73A of FSMA (as set out in the FCA Handbook);
PSP Awards	has the meaning given in "*The Long Term Investment Plan—General*" of Part XVII (*Additional Information*) of this Prospectus;
QIBs	means Qualified Institutional Buyers within the meaning given by Rule 144A;
Qualifying Investors	has the meaning given in section 12.11 (*South Africa*) of Part XVI (*The Offer*) of this Prospectus;
Registrar	means Equiniti Limited—London;
Regulation S	means Regulation S under the U.S. Securities Act;
Relevant Company	has the meaning given in the articles of association of the Company;
Relevant Officer	has the meaning given in "*Directors—Directors' liabilities*" of Part XVII (*Additional Information*) of this Prospectus;
Relevant Shares	has the meaning given in section 5.7 (*Limitations on shareholdings by certain relevant holders*) of Part XVII (*Additional Information*) of this Prospectus;
Relevant State	has the meaning given in section 12.4 (*EEA*) of Part XVI (*The Offer*) of this Prospectus;
Required Disposal	means in relation to any Relevant Shares a disposal or disposals of such Relevant Shares or interests therein which will result in such shares ceasing to be Relevant Shares;
Remuneration Committee	means the remuneration committee of the Board;
Reorganisation	has the meaning given in section 3 (*Reorganisation*) of Part XVII (*Additional Information*) of this Prospectus;
Reorganisation Agreement	means the agreement entered into by the Company, the Management Shareholders, the Nominee A Companies, Nominee B Companies, the Nominee C Company and the Burgundy Partnership in respect of the matters set out in section 3 (*Reorganisation*) of Part XVII (*Additional Information*) of this Prospectus;
Reporting Accountant	means PricewaterhouseCoopers LLP;
Revolving Credit Facilities	has the meaning given in "*Liquidity and Capital Resources—Total financial debt*" of Part XII (*Operating and Financial Review*) of this Prospectus;
RSP Awards	has the meaning given in section 12.2 "*The Long Term Investment Plan—General*" of Part XVII (*Additional Information*) of this Prospectus;
Rule 144A	means Rule 144A under the U.S. Securities Act;
SEC	means the U.S. Securities and Exchange Commission;
Securitisation Regulation	means the EU Securitisation Regulation;
SEDOL	means Stock Exchange Daily Official List;
Selling Shareholders	means Dyal Shareholder and the Individual Selling Shareholders;
Senior Independent Director	means the senior independent Director of the Company as of the date of this Prospectus, whose details are set out in section 1 (*Directors*) of Part X (*Directors, Senior Management, Employees and Corporate Governance*) of this Prospectus;
Share Plans	means each of the IPO Share Award Plan, LTIP, DBP and AESP, and "**Share Plan**" means any one of them;

Shares	means the ordinary shares of £0.00005 each in the capital of the Company;
SIX	has the meaning given in section 12.7 (*Switzerland*) of Part XVII (*The Offer*) of this Prospectus;
Sponsor	means J.P. Morgan;
Stabilisation End Date	means 19 August 2021;
Stabilising Manager	means J.P. Morgan;
Statement of Principles on Disapplying Pre-Emption Rights	means the Statement of Principles on Disapplying Pre-Emption Rights published in 2015 by the Pre-Emption Group, as amended from time to time;
Stock Loan Agreement	means the stock loan agreement entered into between the Stabilising Manager and the Selling Shareholders dated 21 July 2021, further details of which are set out in section 7 (*Stock Loan Agreement*) of Part XVI (*The Offer*) of this Prospectus;
T. Rowe	means T. Rowe Price International Ltd in its capacity as investment manager on behalf of its advisory funds;
Takeover Offer Shares	has the meaning given in section 7 (*Mandatory Bids and Compulsory Acquisition Rules Relating to the Shares*) of Part XVII (*Additional Information*) of this Prospectus;
Takeover Panel	has the meaning given in section 7 (*Mandatory Bids and Compulsory Acquisition Rules Relating to the Shares*) of Part XVII (*Additional Information*) of this Prospectus;
Total AUM	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—AUM and Total AUM*" of Part XII (*Operating and Financial Review*) of this Prospectus;
Trade and Cooperation Agreement	has the meaning given in "*Risks Related to the Group's Business, Industry and Markets*" of Part II (*Risk Factors*) of this Prospectus;
UK AIFMD	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
UK Investment Firm Prudential Regime or IFPR	means the UK's own version of the IFD/IFR;
UK Market Abuse Regulation	means Regulation (EU) 596/2014 as it forms part of retained EU law as defined in the EUWA;
UK MiFID	has the meaning given in "*United Kingdom—Applicable Regulatory Framework for Bridgepoint Entities*" of Part VIII (*Regulatory Overview*);
UK Prospectus Regulation	means Regulation (EU) 2017/1129, as it forms part of retained EU law as defined in the EUWA;
Underlying EBITDA	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—EBITDA, Underlying EBITDA and Underlying EBITDA Margin*" of Part XII (*Operating and Financial Review*) of this Prospectus;
Underlying EBITDA Margin	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—EBITDA, Underlying EBITDA and Underlying EBITDA Margin*" of Part XII (*Operating and Financial Review*) of this Prospectus;

Underlying FRE	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—Underlying FRE and Underlying FRE Margin*" of Part XII (*Operating and Financial Review*) of this Prospectus;
Underlying FRE Margin .	has the meaning given in "*Alternative Performance Measures and Key Performance Indicators—Underlying FRE and Underlying FRE Margin*" of Part XII (*Operating and Financial Review*) of this Prospectus;
Underwriters	means J.P. Morgan, Morgan Stanley, BNPP, BofA Securities and Citigroup;
Underwriting Agreement .	means the underwriting and sponsor's agreement entered into between the Company, the Directors, the Dyal Shareholder, the Nominee A Companies (on behalf of the relevant Individual Selling Shareholders for whom they hold Shares), the Sponsor and the Underwriters dated 21 July 2021, further details of which are set out in section 16.1 (*Underwriting Agreement*) of section 16 (*Material Contracts*) of Part XVII (*Additional Information*) of this Prospectus;
United Kingdom or UK . .	means the United Kingdom of Great Britain and Northern Ireland;
U.S. Securities Act	means the United States Securities Act of 1933, as amended; and
VAT	means value added tax.

PART XIX

SCHEDULE OF CHANGES

The registration document published by Bridgepoint Group plc (previously named Atlantic Investments Holdings Limited) on 29 June 2021 (the "**Registration Document**") contained the information required to be included in a registration document for equity securities by Annex 1 of the PR Regulation. The Prospectus, which otherwise contains information extracted without material amendment from the Registration Document (except as set out below), also includes information required to be included in a securities note for equity securities as prescribed by Annex 11 of the PR Regulation and in a summary as prescribed by Article 7 of the UK Prospectus Regulation. The Prospectus updates and replaces in whole the Registration Document. Any investor participating in the Offer should invest solely on the basis of the Prospectus, together with any supplement thereto.

This schedule of changes to the Registration Document (the "**Schedule of Changes**") sets out, refers to or highlights material updates to the Registration Document.

Capitalised terms contained in this Schedule of Changes shall have the meanings given to such terms in the Prospectus unless otherwise defined herein.

PURPOSE

The purpose of this Schedule of Changes is to:

- highlight material changes made in the Prospectus, as compared to the Registration Document;
- highlight the new disclosure made in the Prospectus to reflect information required to be included in a securities note; and
- highlight the new disclosure made in the Prospectus to reflect information required to be included in a summary.

REGISTRATION DOCUMENT CHANGES

- Throughout the Prospectus, references to "Atlantic Investments Holdings Limited" have been updated to "Bridgepoint Group plc", reflecting the re-registration and renaming of the Company that has taken place since the date of the Registration Document.
- The "*Important Information*" section has been updated to reflect the nature of the Prospectus, the Over-allotment Option and stabilisation and U.S. securities law considerations. Please see pages 57 to 62 of the Prospectus.
- The "*Directors, Company Secretary, Registered Office and Advisers*" section has been updated to reflect the details of the Directors, the Company Secretary, and the Advisers. Please see page 103 of the Prospectus.
- The "*Directors, Senior Management, Employees and Corporate Governance*" section has been updated to reflect the details of the Directors and the implementation of updated corporate governance arrangements appropriate for a listed company. Please see pages 104 to 107 of the Prospectus.
- In the "*Selected Financial Information*" section, under the heading "*Consolidated Statement of Financial Position*", the line item "Capital and reserves arrtibutable to equity shareholders of the company" has been updated for 31 December 2018 from £239,664,000 to £239,668,000. Please see page 109 of the Prospectus.
- In the "*Selected Financial Information*" section, under the heading "*Consolidated Statement of Cash Flows*", the line item "Drawings on bank facilities" has been updated for 31 December 2018 from £80,085,000 to £80,065,000. Please see page 110 of the Prospectus.
- In the "*Operating and Financial Review*" section, under the heading "*Acquisition of EQT Credit Business*", a change has been made to reflect that, for the year ended 31 December 2020, the acquired business contributed £4 million to the Group's total costs. Please see page 121 of the Prospectus.
- A new subsection entitled "*Reorganisation*" has been added into the Prospectus and describes the Reorganisation. Please see pages 239 to 243 of the Prospectus.

- The subsection entitled "*Share Capital of the Company*" has been updated in the Prospectus to reflect the changes to the Company's share capital. Please see pages 243 to 247 of the Prospectus.
- A new subsection entitled "*Articles of Association*" has been added summarising the articles of association of the Company that will be in effect at Admission. Please see pages 247 to 254 of the Prospectus.
- The subsection entitled "*Organisational Structure*" has been updated in the Prospectus to reflect the implementation of the Reorganisation. Please see page 255 of the Prospectus.
- The subsection entitled "*Interest of Significant Shareholders and Selling Shareholders*" has been updated in the Prospectus to reflect the implementation of the Reorganisation and the proposed Selling Shareholders pursuant to the Offer. Please see page 256 of the Prospectus.
- The subsection entitled "*Directors*" has been updated in the Prospectus to reflect the updated details in respect of the Directors. Please see pages 257 to 260 of the Prospectus.
- The subsection entitled "*Directors' Service Contracts and Letters of Appointment*" has been updated in the Prospectus to reflect the updated details in respect of the Directors. Please see pages 260 to 263 of the Prospectus.
- A new subsection entitled "*Overview of remuneration policy*" has been added to the Prospectus and describes the Company's remuneration policy. Please see pages 262 to 263 of the Prospectus.
- The subsection entitled "*Share-based Incentive Arrangements*" has been updated in the Prospectus to reflect the details of the Company's various Share Plans under which awards may be made on or after Admission. Please see pages 263 to 268 of the Prospectus.
- The subsection entitled "*Material Contracts*" has been updated in the Prospectus to include the Underwriting Agreement, the new Dyal Investment Agreement, the Reorganisation Agreement and the Cornerstone Investment Agreements. Please see pages 269 to 274 of the Prospectus.

SECURITIES NOTE INFORMATION

- A new section entitled "*Risks Relating to the Offer and the Shares*" has been added into the Prospectus to describe the risks relating to the Offer and the Shares, including risks relating to an active trading market or the trading price of the Shares, dilution risks, dividend risks and risks relating to overseas shareholders in the United States. Please see pages 50 to 54 of the Prospectus.
- New sections entitled "*Expected Timetable of Principal Events*", "*Offer and Admission Statistics*" and "*The Offer*" have been added into the Prospectus, describing the means through which the Shares will be offered to institutional investors pursuant to the Offer. Please see pages 55, 56 and pages 224 to 238 of the Prospectus. The "*The Offer*" disclosure also includes: (i) the arrangements entered into between the Company and the Underwriters, among other parties, pursuant to which the Underwriters agreed to underwrite the Offer; (ii) the lock-up arrangements that have been entered into; and (iii) details on the Cornerstone Investors and the Cornerstone Commitments.
- A new section entitled "*Capitalisation and Indebtedness*" has been added into the Prospectus, describing the consolidated capitalisation of the Group as at 31 March 2021 and its unaudited indebtedness as at 31 May 2021. Please see page 145 of the Prospectus.
- A new section entitled "*Taxation*" has been added into the Prospectus to provide a general guide to certain U.K. and U.S. federal tax considerations relevant to the acquisition, ownership and disposition of Shares. Please see pages 217 to 223 of the Prospectus.
- A new subsection entitled "*Mandatory Bids and Compulsory Acquisition Rules Relating to the Shares*" has been added into the Prospectus describing certain provisions under the City Code as applicable to the Company from Admission. Please see pages 254 to 255 of the Prospectus.
- A new section entitled "*Working capital statement*" has been added into the Prospectus, confirming the adequacy of the Group's working capital. Please see page 274 of the Prospectus.

SUMMARY INFORMATION

- A new section entitled "*Summary*" has been added into the Prospectus, to reflect the addition of a summary as required by Article 7 of the UK Prospectus Regulation. Please see pages 1 to 7 of the Prospectus.

Toppan Merrill, London
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