

2024 Q1

QUARTERLY UPDATE

ASX RELEASE DATE: 3 MAY 2024



MARKET & FUND SERIES UPDATE

The first quarter of 2024 began with upbeat sentiment from private equity (PE) managers and investors. The US economy has not only avoided recession, but it's proven stronger than expected. The soft landing that was expected to be coupled with Fed rate cuts has been pushed out to at least June, most analysts predict, after recording stickier than anticipated inflation rates. Still, most commentators remain positive about the year ahead, and markets are reflecting this too with the S&P 500 up 10% and the tech-heavy NASDAQ posted a gain of over 9% for the first quarter.

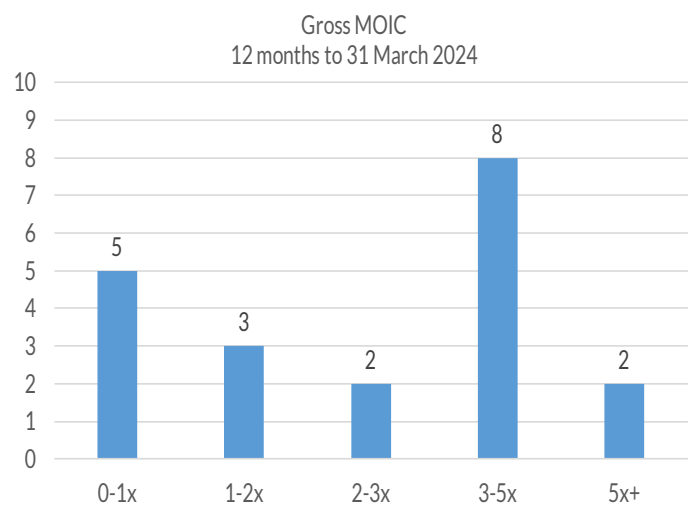
As it relates to the Fund, US PE and venture capital (VC) markets saw deal volume grow by 5.1% albeit on a smaller number of transactions compared to Q4 2023. Small to mid-sized exits (which are typically less than US\$500m and relevant for the Fund Series) remained relatively consistent with prior periods, where the interest rate pressures can be less impactful. All said, liquidity conditions are improving but progress towards a more normalised market remains slower than what was anticipated at the back end of 2023.

Why is this? Well, PE firms display a preference to not be forced sellers, opting instead to hold their more promising assets until market conditions improve⁹. This was evident in the US PE market, with the quarter a little slower than anticipated and interest rate uncertainty appearing to continue to weigh on the minds of managers and leaving them to combat realising their position now, or holding for more favourable conditions. Liquidity solutions and exit off-ramps such as continuation funds, secondary funds and a reopened IPO market continue to provide hope for future quarters.

In the meantime, assuming continued growth in the underlying companies and a lowering of interest rates can lead to positive valuation movements, the decision to hold doesn't have to be a negative experience. Some firms are taking this additional time with their portfolio management to look at bolt-on acquisitions and restructuring the assets in their portfolio. Notably, on the last day of the quarter we saw the fourth-largest PE exit ever recorded, with Leonard Green & Partners' (LGP) USD\$18.3 billion sale of SRS Distribution to Home Depot - the deal marking the culmination of LGP's "buy and build" strategy and a positive sign for the industry.

Pleasingly, the Fund series saw a total of 20 realisations across the portfolio during the 12 months to 31 March 2024. More than 60% of these returned more than 2x and 50% returning more than 3x the original investment. The Fund Series Portfolio as a whole is up 1.4% from 31 December 2022, with a net IRR of 22.1% and a TVPI of 2.2x².

FUND SERIES TTM REALISATIONS^{1,5}



FUND 2: QUARTERLY UPDATE

During Q1 2024, the LP received two capital calls totalling **US\$0.4 million**. US\$0.3m of this was called by High Road Capital Partners Fund II, LP (**High Road**) in order to fund the acquisition of HTE Technologies by an existing portfolio company - [John Henry Foster Minnesota, Inc.](#) This acquisition accelerates JHFOSTER's ongoing expansion in the manufacturing and automation industry and will bring numerous benefits to customers and employees of both entities.

Distributions of investment proceeds totalling **US\$0.6 million** were received by the LP from Blue Point Capital Partners (**Bluepoint**). This was in relation to the realisation of SBG Holdings (**SBG**), the parent company of an underlying portfolio company, **SASE**.

Blue Point partnered with **SASE** in 2017 as the company's first institutional investor. Completing multiple acquisitions was a critical part of the value creation strategy, including the purchase of Bartell Global in 2021 - a deal that successfully brought SASE's direct-to-contractor and Bartell's distribution channel brands together. Under Blue Point's ownership, SBG more than doubled its workforce and expanded from two U.S. locations to 10 sites across North America, the UK, South Korea and Singapore to offer more solutions and support to a broad spectrum of contractors around the world.

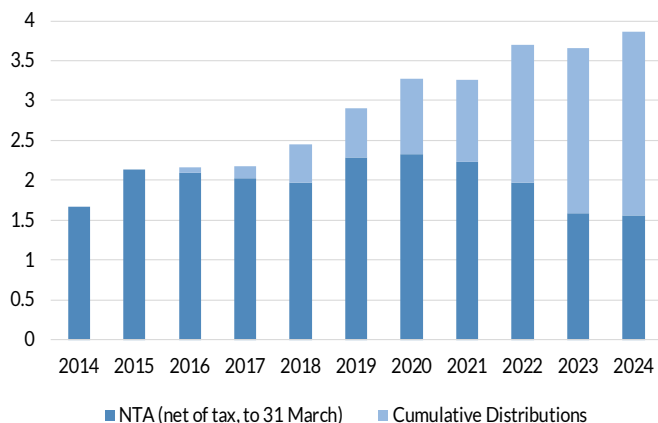
QUARTERLY INVESTMENT ACTIVITY: FUND 2 (ASX: CD2)

As referenced in CD1's Q1 2024 report, we are ever conscious of Unitholders interest in the future of the Fund. We also acknowledge that many Unitholders have investments across the Fund Series, and though CD1 & CD2 are often grouped together given their inception dates of 2012 and 2013 (respectively), there was an additional placement in mid-2014 for CD2. This has meant that for CD2, a number of Funds did not deploy their capital until as late as 2021 (see Portfolio Company Maturity table on the following page).

This, as well as the portfolio size being roughly 40% larger by portfolio company count and 50% larger on a gross asset value, leads the Manager and the RE to believe that the potential discount that may be incurred with a secondary market sale may not be the optimal outcome for CD2¹⁰. Similar to CD1, we are considering the current NTA of the Fund, the trajectory of sales for the Fund over the next few years versus the potential discount which all Unitholders would incur if the Manager were to elect for a portfolio sale in today's market.

However, while the Manager engages with external parties we expect that CD2 will not be forgotten in the discussions. Should a situation present itself that is favorable to Unitholders across either (or both) Funds it will be given due consideration. As always, we welcome feedback with Unitholders regarding these investments. Please feel free to reach out to the Investor Relations team via email at cdfunds@k2am.com.au, or on (03) 9691 6110.

CD2 NTA + CUMULATIVE DISTRIBUTIONS^{1,2,3}

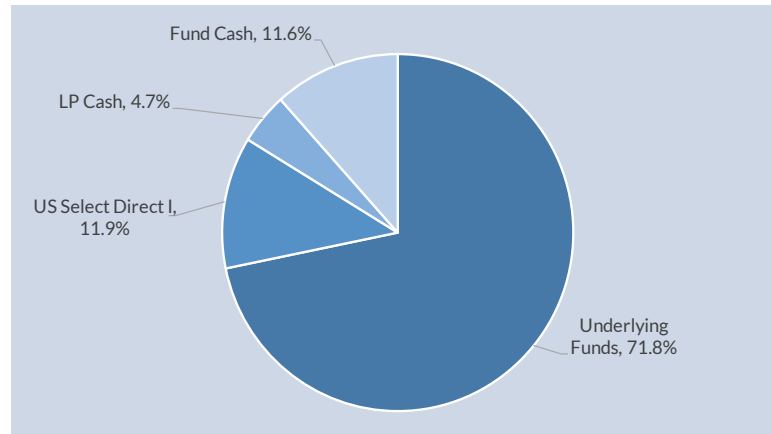


During Q1 2024, the Fund made payment of a \$0.05 per Unit distribution to Unitholders. On an absolute return basis, the Fund has now returned a total of \$2.31 to Unitholders since inception⁴, or 1.44x original Unitholder investment³. Inclusive of the distributions paid and the Fund's 31 March 2024 NTA^{1,2}, original Unitholders will have now received a total return on initial investment (TVPI) of 2.41x since inception.

CD2 Original Unit Price	\$1.60 per Unit
CD2 Distributions Paid Since Inception	\$2.31 per Unit
CD2 31 March 2024 NTA (post-tax)	\$1.56 per Unit

PORTFOLIO COMPOSITION^{1,5,6,7,8}

Inception Date	April 2013
CD2 Interest in LP2	87.28%
Total Underlying Funds (since inception)	12
Total Underlying Portfolio Companies (since inception)	122
Total Portfolio Company Realisations	80
Remaining Portfolio Companies	42
Median Gross MOIC	2.6x
Average Age of Remaining Companies	7 years
Fund Cash Balance (31 March 2024)	A\$10.2m
Fund's Interest in LP Cash Balance (31 March 2024)	US\$2.7m



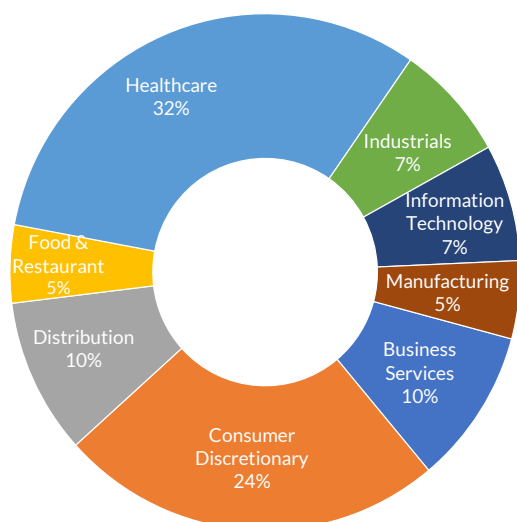
FUND + LP OUTSTANDING CAPITAL COMMITMENTS (\$USD millions)¹

Fund's Remaining Commitment to LP2	USD\$3.5m
LP2's Remaining Commitment to Underlying Funds ¹¹	USD\$13.5m

The LP's remaining capital commitments are subject to change as allowed under the individual Limited Partnership Agreement (LPA). Though the remaining commitment will change with each capital call or distribution, it is the Manager's expectation that the underlying Funds will not call this full amount, and that any capital calls should be funded by distributions in the future.

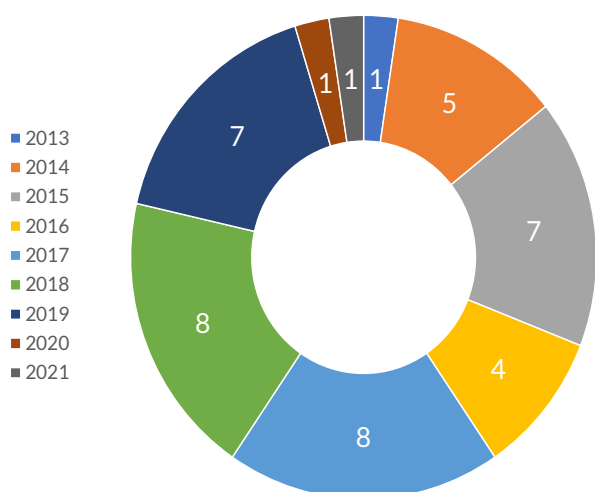
LP2 PORTFOLIO SECTOR BREAKDOWN^{1,6}

[Click here to view the Fund's portfolio companies](#)



- The Fund's remaining portfolio companies continue to offer diversification across sectors, with roughly 70% of the remaining companies (by number) considered to be within high-growth industries such as IT, business services and healthcare, which are thought to be more resilient through economic cycles.
- While the Fund does have exposure to cyclical industries within the consumer products space, the underlying companies have been resilient in the face of recent macroeconomic pressures.

LP2 PORTFOLIO COMPANY MATURITY^{6,7}



- The Fund's remaining portfolio companies have been held, on average, for 7 years. 60% of the portfolio (by number) was acquired between 2013 to 2017 and 40% acquired after 2018.
- Fund 1 (*ref. table below*) has stated their intention to drive internal value creation efforts across the remaining portfolio companies while also moving the companies toward exit events.
- Fund 2 (*ref. table below*) has pleasingly returned over 100% of the Fund across the three exits. While Fund 2 still represents 36% of LP2's value and the companies have been held on average for 7.7 years, the Manager believes that the remaining assets still have growth ahead.
- Irrespective of the portfolio company age, we wish to remind Unitholders that the Fund's NTA incorporates the most recent valuations on all underlying assets, and is considered to be the most accurate reflection of the value of the underlying portfolio companies in today's market.

LP2 UNDERLYING PORTFOLIO^{1,5,7,8}

	TOTAL COMPANIES	TOTAL REALISATIONS	MEDIAN GROSS MOIC ON REALISATIONS	REMAINING COMPANIES	AVERAGE HOLD PERIOD ON REMAINING	REMAINING VALUE (\$USD millions)
Fund 1	12	7	2.8x	5	7.1 years	\$1.67
Fund 2	9	3	9.0x	6	7.7 years	\$20.01
Fund 3	10	6	3.5x	4	7.1 years	\$4.07
Fund 4	10	3	2.6x	7	7.0 years	\$7.60
Fund 5	6	3	2.6x	3	7.1 years	\$3.33
Fund 6	9	3	1.9x	6	4.6 years	\$4.87
Fund 7	10	9	1.1x	1	9.7 years	\$3.07
Fund 8	11	7	4.0x	4	7.1 years	\$1.72
Fund 9	13	12	3.4x	1	8.4 years	\$0.68
Fund 10	15	10	1.9x	5	7.8 years	\$7.82
Total	105	63	2.6x	42	7.0 years	\$54.84

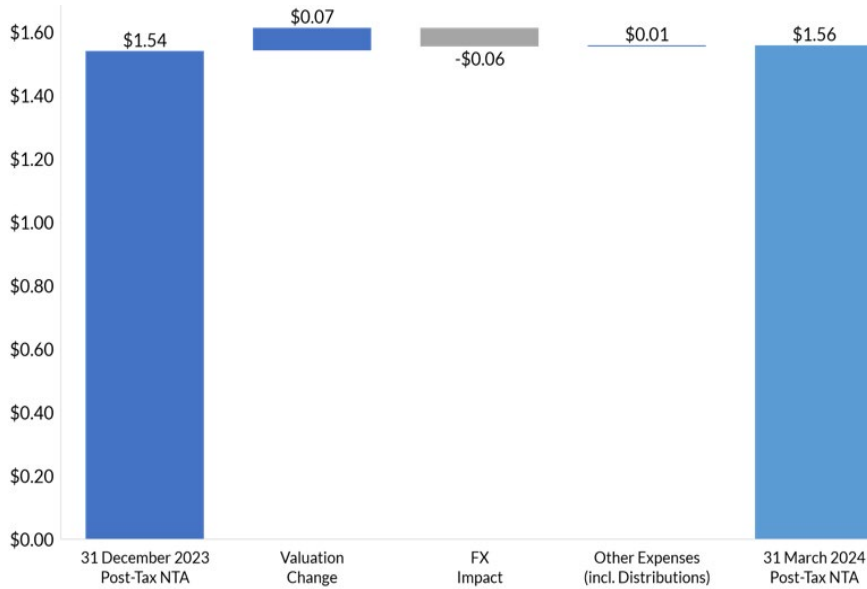
Note: Table excludes two funds which have no remaining assets but represent 17 portfolio company realisations. Remaining value is at the LP level.

CD2 PERFORMANCE SUMMARY^{1, 2, 3, 4}

	1 MONTH	6 MONTHS	12 MONTHS	3 YEARS	5 YEARS	SINCE INCEPTION	IRR
NTA RETURN	0.0%	-1.8%	13.0%	10.6% p.a.	9.8% p.a.	11.2% p.a.	11.5% p.a.

HISTORICAL PERFORMANCE IS NOT A GUARANTEE OF THE FUTURE PERFORMANCE OF THE FUNDS.

CD2 NTA PER UNIT MOVEMENT: Q1 2024¹



GLOSSARY AND NOTES

Source: E&P Investments Limited (for data before 24 June 2023) and K2 Asset Management Ltd (for data after 24 June 2023).

All figures are in AUD unless otherwise noted. Figures throughout the document may not sum due to rounding. AUD:USD 31 March 2024 spot rate of 0.6521 used. The Unit price of CD2 was \$1.08 as at 28 March 2024, the last trading day of the quarter.

1. Data is unaudited and is as at 31 March 2024 and therefore we caution Unitholders that the data may differ from the upcoming audited financial report for the full year ended 31 March 2024.
2. NTA and total returns are inclusive of distributions and are based on post tax NTA, net of fees and costs.
3. Inception dates were August 2012 (CD1), April 2013 (CD2), July 2016 (CD3) and April 2018 (CD4).
4. CD1, CD2, CD3 and CD4 original Unitholder investment was \$1.60 per Unit.
5. MOIC returns are as at 31 March 2024 and represent all underlying portfolio company sales since inception. MOIC returns are net of all underlying fees and expenses of the individual fund managers, but before fees and expenses of the LP and the Australian Unit Trust. MOIC returns are based on US dollar denominated investments and include US Select Direct I (USD1) & US Select Direct II (USDII) realisations.
6. Includes US Select Direct I (USD1) and US Select Direct II (USDII).
7. Age of portfolio companies refers to the average duration of time that the LP has been invested in the remaining underlying portfolio companies.
8. LP investments values are based on 31 March 2024 accounting values, which represent the 31 December 2023 valuations provided by seven of the ten GP's, adjusted for capital calls, distributions and foreign exchange movements over the period. The remaining three investment values are the 30 September 2023 valuation adjusted for capital calls, distributions and foreign exchange movements over time.
9. Pitchbook [research](#) indicates that the median holding period of US PE investments exited in 2023 reached 6.4 years, crossing the six-year mark for the first time since 2015, showing that even the winning assets in PE funds are being sold more slowly in the current environment.
10. Jeffries "Global Secondary Market Review" [here](#).
11. The Manager has confirmed that USD1's remaining callable capital has been excluded from this figure, as the Fund is well capitalised and any future expenses are anticipated to be covered by distributions.

DEFINED TERMS

Portfolio Company: MOIC:	A company that is an investment of the LP. Multiple on Invested Capital. MOIC is calculated by dividing the fund's cumulative distributions and residual value by the paid-in capital.
IRR:	Internal Rate of Return. Performance of the fund(s) by taking into account the size and timing of its cash flows (capital calls and distributions) and the Fund's net asset value at the time of the calculation.
TVPI: M&A:	Total Value to Paid-in Capital. Mergers & Acquisitions. Transactions in which the ownership of companies or their operating units — including all associated assets and liabilities — is transferred to another entity.
VINTAGE:	The year in which a private equity fund makes its first investment in the portfolio company.

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DISCLOSURES

This Quarterly Update (Update) has been prepared by K2 Asset Management Limited as Responsible Entity (ACN 085 445 094, AFSL 244 393) of the CD Private Equity Fund Series (Funds or Fund Series) which includes CD Private Equity Fund I (ARSN 158 625 284) (CD1), CD Private Equity Fund II (ARSN 162 057 089) (CD2), CD Private Equity Fund III (ARSN 612 132 813) (CD3), and CD Private Equity Fund IV (ARSN 624 474 531) (CD4). The general partner of each of the Limited Partnerships (LPs) in the series has engaged either E&P Funds Management Pty Limited (ACN 159 902 708)(LPI) ("E&PFM") or the Investment Manager (LPs II,III,IV) to act as investment manager and/ or investment advisor for each respective underlying LP. An investment in any of the Funds is subject to various risks, many of which are beyond the control of the Investment Manager and the Funds. The past performance of the Funds is not a guarantee of the future performance of the Funds. This Update may contain statements, opinions, projections, forecasts and other material (forward looking statements), based on various assumptions. Those assumptions may or may not prove to be correct. The Responsible Entity and its advisers (including all of their respective directors, consultants and/or employees, related bodies corporate and the directors, shareholders, managers, employees or agents of them) (Parties) do not make any representation as to the accuracy or likelihood of fulfilment of the forward-looking statements or any of the assumptions upon which they are based. Actual results, performance or achievements may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Readers are cautioned not to place undue reliance on forward-looking statements and the Parties assume no obligation to update that information. This Update may contain general advice. Any general advice provided has been prepared without taking into account your objectives, financial situation or needs. Before acting on the advice, you should consider the appropriateness of the advice with regard to your objectives, financial situation and needs, and consider obtaining advice from a financial advisor. You should obtain a copy of the relevant PDS or offer document before making any decisions to purchase a product. All performance figures, unit prices and distributions are in Australian Dollars, unless otherwise stated. Like all investments, an investment in any of the Funds carries risks which may result in the loss of income or principal invested. In addition to the general risks of investing, specific risks associated with investing in the Funds include, but are not limited to, private investments risk, illiquidity risk and foreign exchange risk. For further information about the risks of investing in any of the Funds, please see the relevant Product Disclosure Statements available on the website cdfunds.com.au.

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QUARTERLY UPDATE: CD2

INVESTMENT OBJECTIVES

The CD Private Equity Fund Series, including CD Private Equity Fund I (ASX: CD1), CD Private Equity Fund II (ASX: CD2), CD Private Equity Fund III (ASX: CD3), and CD Private Equity Fund IV (CD4) (together, Funds or Fund Series), is a series of private equity funds focused on US small-cap private equity funds and direct company investments. The Fund Series investments are selected by a joint venture between the private investment arm of the Cordish Companies of Baltimore, Maryland, and E&P Funds with underlying investments managed by experienced private equity fund managers.

The General Partner and Investment Manager will seek to meet each Fund's aim of providing Unitholders with exposure to a portfolio of investments in small and mid-market private investment funds and privately held companies predominantly focused in the US; and capital growth over the medium to long term.

CORDISH EQUITY PARTNERS TEAM



Jonathan Cordish
President
Cordish Equity Partners



Jonathan Sinex
Managing Director
Cordish Equity Partners

RESPONSIBLE ENTITY



K2 Asset Management Ltd (K2) is the Responsible Entity of the Funds. K2 is a listed Australian diversified financial services firm with three core pillars:

- Funds Management;
- Responsible Entity (RE) and Trustee Service; and
- Exchange Traded Funds (ETFs).

Established in 1999, K2 is the main operating subsidiary of K2 Asset Management Holdings Ltd which is listed on the Australian Securities Exchange (ASX Code: KAM).

