

Astrea IV Second Semi-Annual Distribution Report to Bondholders

Distribution Date
14 June 2019

Prepared by Azalea Investment Management

Azalea



Information provided herein (including statements of opinion and expectation) (the “**Information**”) is given as general information to holders (the “**Bondholders**”) of S\$242,000,000 Class A-1 Secured Fixed Rate Bonds due 2028 (the “**Class A-1 Bonds**”), US\$210,000,000 Class A-2 Secured Fixed Rate Bonds due 2028 (the “**Class A-2 Bonds**”), and US\$110,000,000 Class B Secured Fixed Rate Bonds due 2028 (the “**Class B Bonds**”, and together with the Class A-1 Bonds and the Class A-2 Bonds, the “**Bonds**”) issued by Astrea IV Pte. Ltd. (the “**Issuer**”).

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This document has been prepared based on information available as at 30 May 2019.

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References to “NAV” in this document means, in relation to any Fund Investment of an Asset-Owning Company at any date, the most recent net asset value of such Fund Investment as reported by the general partner (“GP”) or manager of such Fund Investment and adjusted for all distributions received and capital calls made in relation to such Fund Investment after such reported net asset value and up to such date.

All Information contained in this document regarding the Fund Investments, the Portfolio and/or any PE Fund has been prepared on the basis of reports received from the GPs or managers of the PE Funds. None of the Information contained in this document regarding the Fund Investments, the Portfolio and/or any PE Fund has been prepared, reviewed or approved by any PE Fund, the GP or manager of any PE Fund, or any of their affiliates. None of the Issuer, the Issuer Group, the Services Group, or any other person has received any representation, warranty or other assurance with respect to the quality of such information, or has otherwise independently verified such information or determined the accuracy or completeness of such information. Accordingly, the Recipients should not place undue reliance on such information.

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In this document, references to “\$” are to U.S. dollars and base currency used is U.S. dollars unless otherwise stated.

1. The Second Semi-Annual Distribution Report dated 14 June 2019 is for the period 15 December 2018 to 14 June 2019. It was prepared on the basis of information as of the Distribution Reference Date which is 30 May 2019.
2. Unless otherwise stated, all capitalised terms herein follow the same definitions as the Prospectus dated 5 June 2018 relating to the offering and issue of the Bonds by Astrea IV Pte. Ltd. (the “Prospectus”) and a reference to a Clause number in this report means the corresponding Clause number in the “Priority of Payments” section of the Prospectus.
3. Certain monetary amounts in this report have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures which precede them.
4. Net Asset Value (“NAV”) calculations as of the Distribution Reference Date are based on the most recent NAV of all Fund Investments as reported by the General Partner (“GP”) or manager of the applicable Fund Investment, and adjusted for distributions received and capital calls made up to 30 May 2019.
5. All figures are in US\$ unless otherwise stated.
6. EUR:USD exchange rate of 1.00:1.11265 as of 30 May 2019.
7. USD:CNY exchange rate of 1:00:6.90480 as of 30 May 2019.
8. More information can be found at: www.astrea.com.sg/a4.
9. For enquiries, please contact Astrea IV Investor Relations at contact@astreaiv.com.sg.



Semi-annual interest
paid to bondholders
on 14 June 2019

Class A-1 – 4.35% p.a.
Class A-2 – 5.50% p.a.
Class B – 6.75% p.a.



Portfolio value
US\$956m



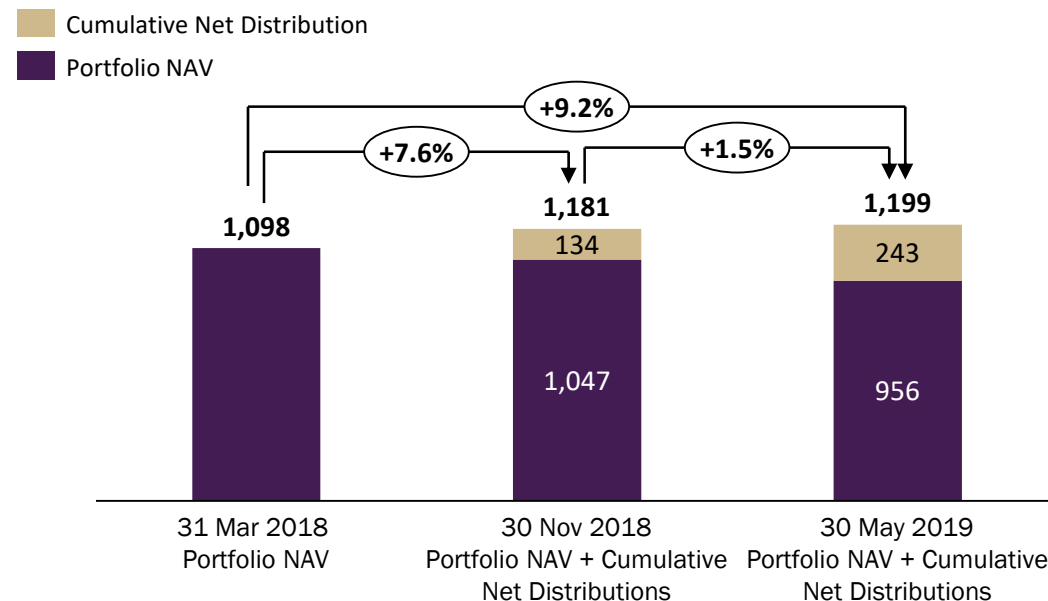
US\$40m reserved
for Class A as
scheduled



Maximum
Loan-to-Value
Ratio of 50% not
exceeded

Total Value of Private Equity Portfolio

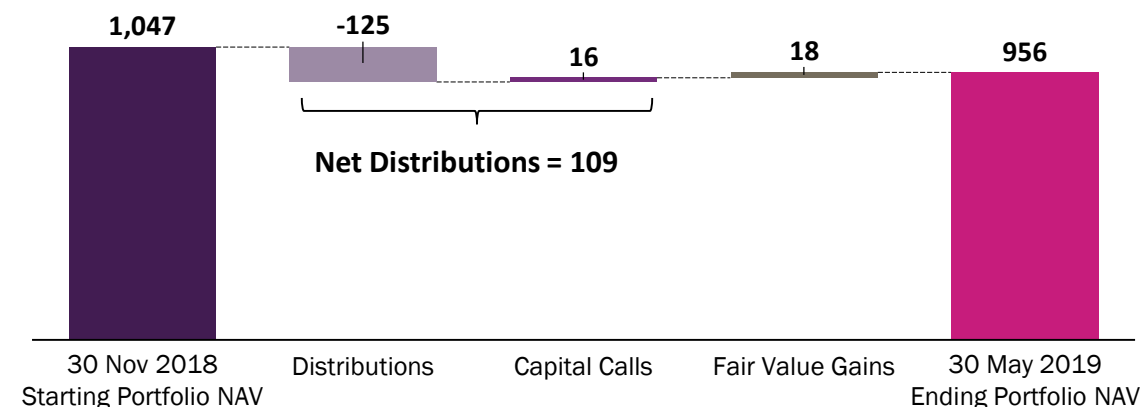
(All amounts are in US\$m unless otherwise stated)



- The Astrea IV Portfolio started with an audited NAV as of 31 March 2018 of \$1,098m.
- When the underlying investments held by PE Funds are marked-to-market, any appreciation or depreciation will result in a change in NAV. These changes are unrealised or “paper” gains/losses.
- Cumulatively since 31 March 2018, the portfolio appreciated by 9.2% to reach a total value of \$1,199m. The overall appreciation was \$101m, comprising a fair value gain of \$83m in the first distribution period ending 30 November 2018 and a fair value gain of \$18m in the current period.

Private Equity Portfolio Cash Flow Activity

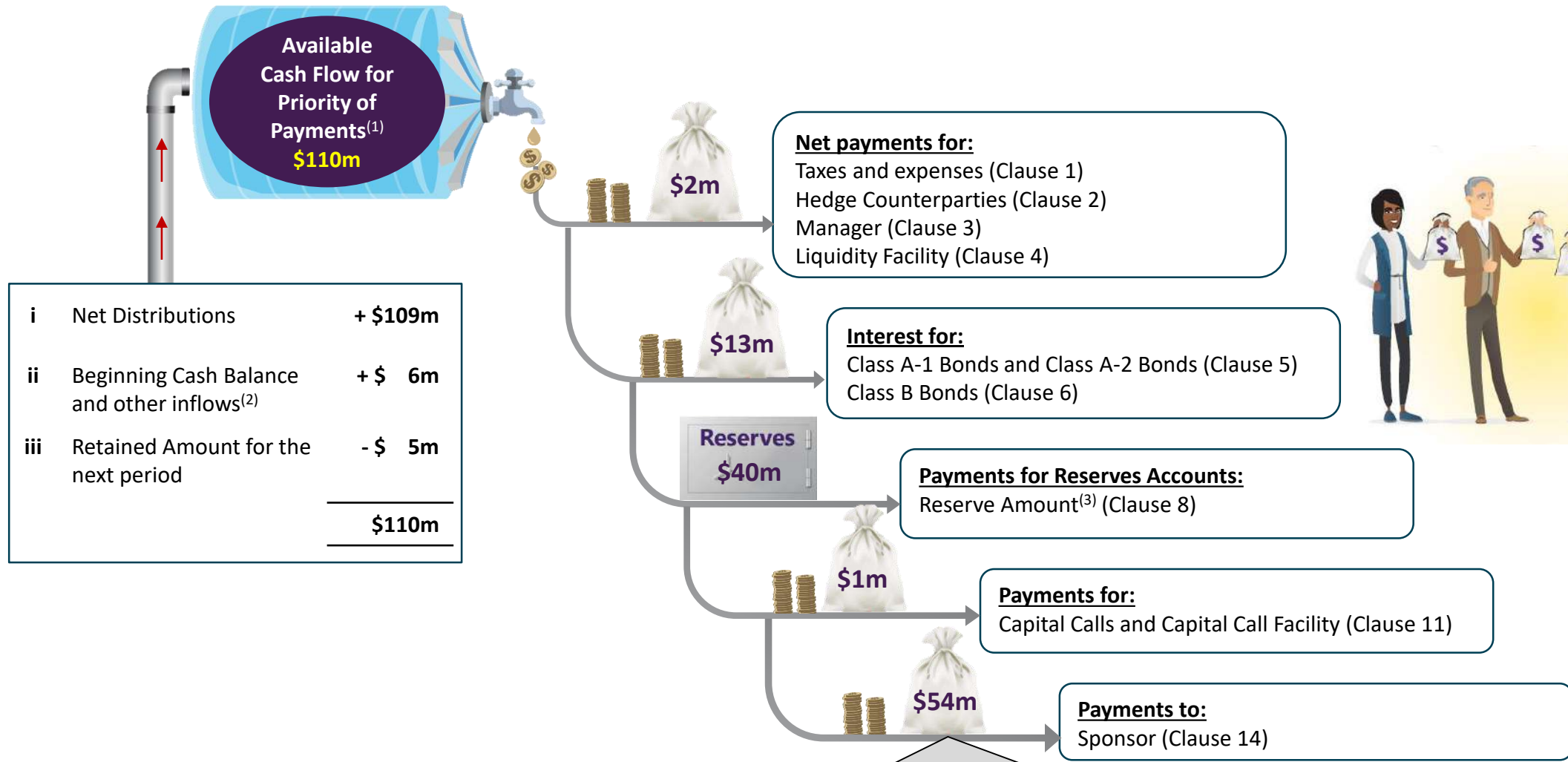
(All amounts are in US\$m unless otherwise stated)



- During the distribution period, \$125m of distributions were received from the PE Funds while \$16m was invested through capital calls.
- The net distributions of \$109m were applied to the Priority of Payments.
- These cash flow and unrealised fair value movements resulted in an ending Portfolio NAV of \$956m.
- At the start of the period, the total Undrawn Capital Commitments of the PE Funds was \$134m. As of 30 May 2019, the total Undrawn Capital Commitments was reduced to \$123m.

Priority of Payments for Second Distribution Date

(All amounts are in US\$ unless otherwise stated)



Notes: (1) Refer to Appendix for detailed list of Priority of Payments.
 (2) Other inflows include interest income from fixed deposits placed using balances from the Operating Accounts.
 (3) Refer to Resources for explanation of Reserve Amount.

After including this amount, the cumulative cash received by the Sponsor would amount to \$145m. When this exceeds the Performance Threshold of \$313m (rounded) by the Scheduled Call Date, the 0.50% Bonus Redemption Premium will be paid out to Class A-1 Bondholders upon redemption.

Bond Summary

(All amounts are in US\$m unless otherwise stated)

Bonds	Bonds Outstanding	Total Reserves	Interest Rate (p.a.)	Scheduled Call Date	Ratings ⁽²⁾ (Fitch / S&P)
Class A-1	S\$242	\$79 ⁽¹⁾	4.35%	14 June 2023	A+sf / A (sf)
Class A-2	\$210		5.50%	14 June 2023	Asf / Not rated
Class B	\$110	N/A	6.75%	N/A	BBBsf / Not rated

Note: (1) This includes inflows from both the current and prior Distribution Periods. The Reserves Amounts includes SGD balances which were translated into USD as of 30 May 2019. Reserve Amounts from the prior period were placed into fixed deposits in accordance with the Eligible Deposits criteria. Likewise, the US\$40m from the current period will be invested in accordance with the Eligible Deposits/Investments criteria.

(2) Ratings as of 14 June 2019.

Fund Investments Schedule

(All amounts are in US\$m unless otherwise stated)

#	Funds	Vintage Year	Region	Strategy	NAV	% of NAV	Undrawn Capital Commitments	Total Exposure	% of Total Exposure
1	A8 - B (Feeder) L.P.	2012	Europe	Buyout	\$ 16.9	1.8%	\$ 1.8	\$ 18.7	1.7%
2	Apollo Overseas Partners (Delaware 892) VI, L.P.	2006	U.S.	Buyout	\$ 12.7	1.4%	\$ 4.3	\$ 17.0	1.7%
3	Apollo Overseas Partners VIII, L.P.	2013	U.S.	Buyout	\$ 25.6	2.8%	\$ 5.5	\$ 31.1	3.0%
4	Bain Capital Fund XI, L.P.	2014	U.S.	Buyout	\$ 30.5	3.2%	\$ 6.8	\$ 37.3	3.6%
5	Blackstone Capital Partners V, L.P. and BCP V-S L.P.	2006	U.S.	Buyout	\$ 6.6	0.7%	\$ 6.7	\$ 13.3	1.2%
6	Blackstone Capital Partners VI, L.P.	2011	U.S.	Buyout	\$ 88.3	9.2%	\$ 13.2	\$ 101.5	9.4%
7	Carlyle Partners VI, L.P.	2013	U.S.	Buyout	\$ 27.8	2.9%	\$ 2.1	\$ 29.9	2.8%
8	Clayton, Dubilier & Rice Fund IX, L.P.	2013	U.S.	Buyout	\$ 29.1	3.0%	\$ 4.0	\$ 33.1	3.1%
9	Crestview Partners (TE), L.P.	2005	U.S.	Buyout	\$ 5.9	0.6%	\$ 0.4	\$ 6.3	0.6%
10	Crestview Partners II, L.P.	2008	U.S.	Buyout	\$ 18.8	2.0%	\$ 7.6	\$ 26.4	2.4%
11	CVC Capital Partners VI (B) L.P.	2014	Europe	Buyout	\$ 23.0	2.4%	\$ 4.5	\$ 27.5	2.5%
12	DBAG Fund VI (Guernsey) L.P.	2013	Europe	Buyout	\$ 17.5	1.8%	\$ 2.1	\$ 19.6	1.8%
13	EQT Mid Market (No.1) Feeder Limited Partnership	2013	Europe	Buyout	\$ 33.7	3.5%	\$ 2.1	\$ 35.8	3.3%
14	Hahn & Company I L.P.	2011	Asia	Buyout	\$ 36.7	3.8%	\$ 0.3	\$ 37.0	3.4%
15	IK VII No.2 Limited Partnership	2012	Europe	Buyout	\$ 70.2	7.3%	\$ 3.1	\$ 73.3	6.8%
16	Industri Kapital 2007 Limited Partnership IV	2007	Europe	Buyout	\$ 1.2	0.1%	\$ 2.9	\$ 4.1	0.4%
17	KKR Asian Fund II TE Blocker L.P.	2013	Asia	Buyout	\$ 27.8	2.9%	\$ 1.3	\$ 29.1	2.7%
18	KKR 2006 Fund L.P.	2006	U.S.	Buyout	\$ 7.6	0.8%	\$ 0.4	\$ 8.0	0.7%
19	KKR North America Fund XI L.P.	2012	U.S.	Buyout	\$ 31.7	3.3%	\$ 2.6	\$ 34.3	3.2%
20	Littlejohn Fund V, L.P.	2014	U.S.	Buyout	\$ 17.4	1.8%	\$ 3.6	\$ 21.0	1.9%
21	MatlinPatterson Global Opportunities Partners III L.P.	2007	U.S.	Buyout	\$ 24.8	2.6%	\$ 2.3	\$ 27.1	2.5%
22	Onex Partners IV LP	2014	U.S.	Buyout	\$ 16.2	1.7%	\$ 1.3	\$ 17.5	1.6%

Fund Investments Schedule

(All amounts are in US\$m unless otherwise stated)

#	Funds	Vintage Year	Region	Strategy	NAV	% of NAV	Undrawn Capital Commitments	Total Exposure	% of Total Exposure
23	PAG Asia I LP	2011	Asia	Buyout	\$ 93.3	9.8%	\$ 6.9	\$ 100.2	9.3%
24	Permira V L.P.1	2014	Europe	Buyout	\$ 37.0	3.9%	\$ 3.0	\$ 40.0	3.7%
25	Silver Lake Partners III, L.P. ⁽¹⁾	2007	U.S.	Buyout	\$ 11.2	1.2%	\$ 3.7	\$ 14.9	1.4%
26	Silver Lake Partners IV, L.P.	2013	U.S.	Buyout	\$ 89.3	9.3%	\$ 4.6	\$ 93.9	8.7%
27	Tailwind Capital Partners (Cayman), L.P.	2007	U.S.	Buyout	\$ 1.6	0.2%	\$ 4.2	\$ 5.8	0.5%
28	TPG Partners IV, L.P.	2003	U.S.	Buyout	\$ 0.9	0.1%	\$ 0.1	\$ 1.0	0.1%
29	TPG Partners V, L.P.	2006	U.S.	Buyout	\$ 14.3	1.5%	\$ 3.4	\$ 17.7	1.6%
30	TPG Partners VI, L.P.	2008	U.S.	Buyout	\$ 9.8	1.0%	\$ 1.5	\$ 11.3	1.0%
31	Vista Equity Partners Fund V-A, L.P.	2014	U.S.	Buyout	\$ 17.2	1.8%	\$ 4.5	\$ 21.7	2.0%
32	FountainVest China Growth Fund, L.P.	2008	Asia	Growth Equity	\$ 5.7	0.6%	\$ 4.1	\$ 9.8	0.9%
33	Raine Partners I LP	2010	U.S.	Growth Equity	\$ 11.2	1.2%	\$ -	\$ 11.2	1.0%
34	Trustbridge Partners II, L.P.	2007	Asia	Growth Equity	\$ 12.4	1.3%	\$ 1.1	\$ 13.5	1.3%
35	Warburg Pincus Private Equity XI-B, L.P.	2012	U.S.	Growth Equity	\$ 67.3	7.0%	\$ -	\$ 67.3	6.2%
36	Offshore Mezzanine Partners II, L.P.	2012	U.S.	Private Debt	\$ 14.4	1.5%	\$ 7.1	\$ 21.5	2.0%
Total Portfolio		2012⁽²⁾			\$ 955.6	100.0%	\$ 123.1	\$1,078.7	100.0%

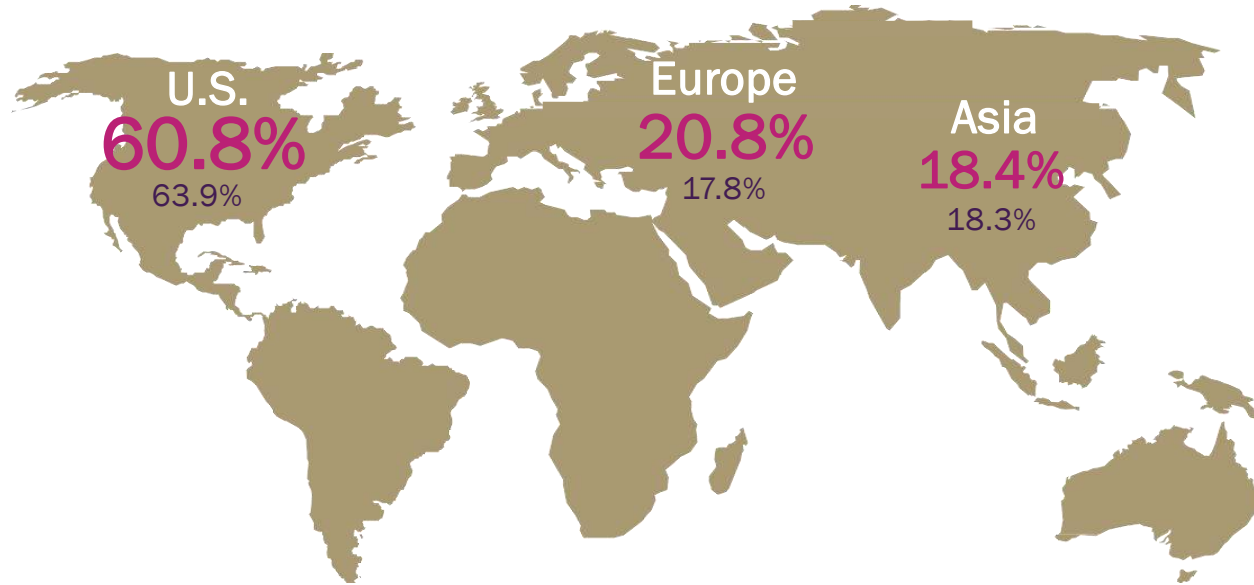
Note: (1) Includes SL SPV-2 L.P.. The Asset Owning Companies' pro-rata interest in one of Silver Lake Partners III's portfolio companies has been rolled over to this special purpose vehicle set up and managed by Silver Lake.

(2) Average weighted by Total NAV.

Portfolio Profile

Portfolio NAV

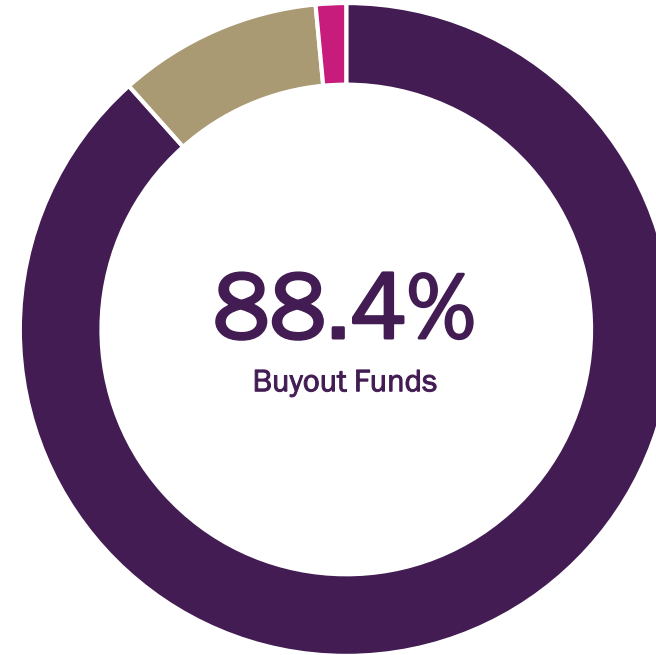
by Fund Region



■ Amounts reflect values as of 30 Nov 2018 ■ Amounts reflect values as of 30 May 2019

Portfolio NAV

by Fund Strategy



Fund Strategy (% of NAV)
30 Nov 2018 30 May 2019

■ Buyout	86.5%	88.4%
■ Growth Equity	11.3%	10.1%
■ Private Debt	2.2%	1.5%

The majority of the portfolio comprised buyout funds

As of 30 May 2019

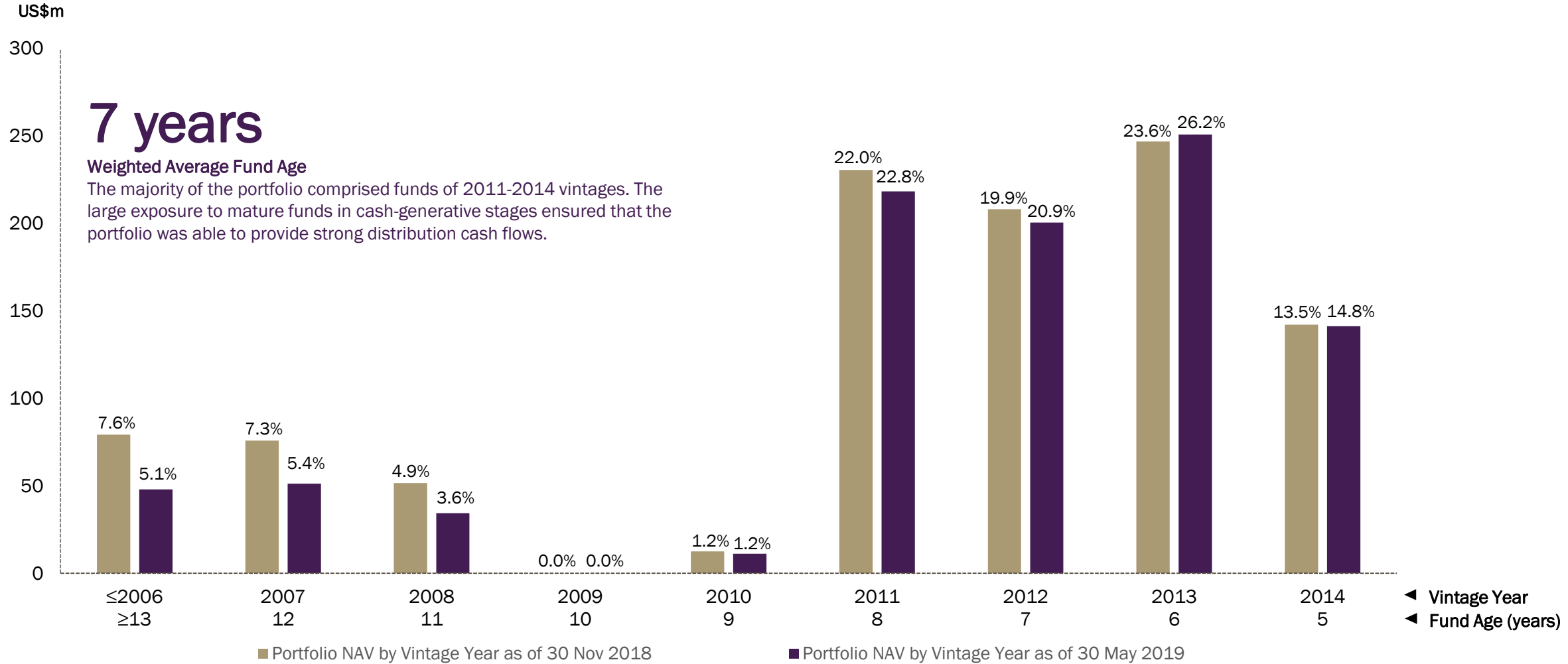
Top 3 PE Fund Managers (GPs)	% of NAV
Silver Lake Partners	10.5%
Blackstone Capital Partners	9.9%
PAG Asia	9.8%

As of 30 May 2019

Top 3 Fund Investments	% of NAV
PAG Asia I LP	9.8%
Silver Lake Partners IV, L.P.	9.3%
Blackstone Capital Partners VI, L.P.	9.2%

Portfolio NAV

by Vintage Year



Note: (1) Percentage points above the bar represent percentages of Portfolio NAV at respective dates.

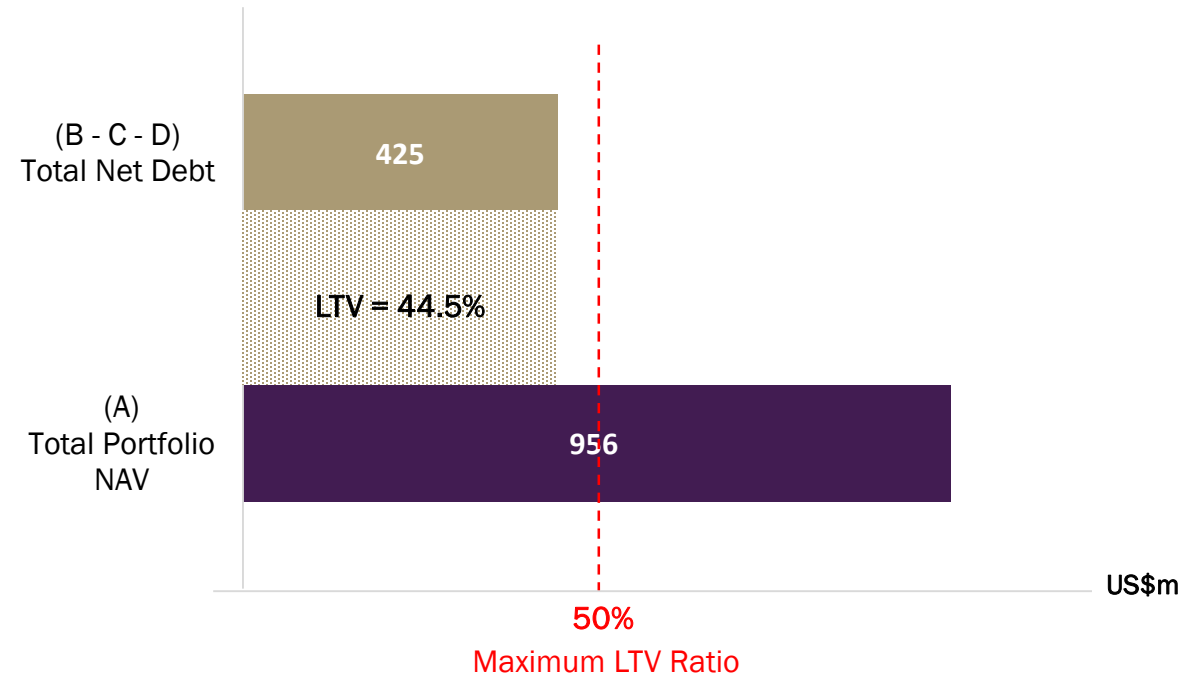
Loan to Value (“LTV”)

LTV Computation

(All amounts are in US\$m unless otherwise stated)

		Calculated as of Distribution Reference Date 30 May 2019
A	Total Portfolio NAV	\$ 956
B	Total Principal Amount of Bonds ⁽¹⁾	\$ 504
	Liquidity Facility Loans Outstanding	\$ 0
	Capital Call Facility Loans Outstanding	\$ 0
C	Reserves Accounts Balance	\$ 39
D	Payments to Reserves Accounts	\$ 40
B – C – D	Total Net Debt	\$ 425
(B – C – D) / A	LTV Ratio	44.5%

The Maximum LTV Ratio of 50% was not exceeded. Hence, no additional reserves other than \$40m was paid into the Reserves Accounts.



Note: (1) Class A-1 principal calculated based on blended USD:SGD forward FX rate of 1.31677.

(All amounts are in US\$ unless otherwise stated)



Liquidity Facility Available

\$100,000,000

- The Liquidity Facility allows the Issuer to draw down from the bank to pay senior payments and expenses, and interest payments of Bonds in the event of a shortfall.
- For the Second Distribution Period, the Liquidity Facility was not drawn down.



Capital Call Facility Available

\$123,066,151

- The Capital Call Facility allows the Issuer to draw down from the bank to pay capital calls in the event of a shortfall. It is sized to match total Undrawn Capital Commitments.
- For the Second Distribution Period, the Capital Call Facility was not drawn down.

Appendices

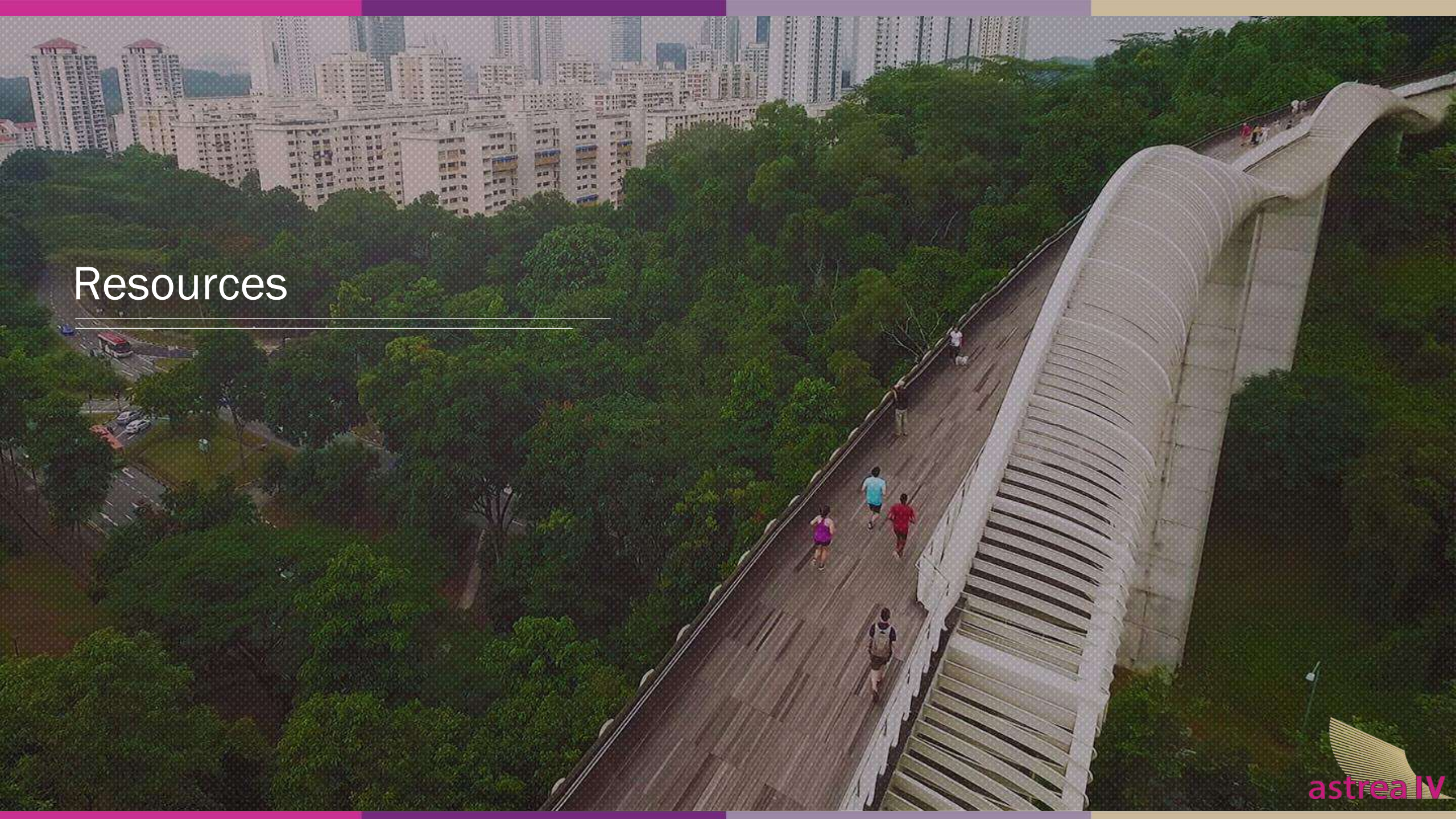
Priority of Payment Details

(All amounts are in US\$ unless otherwise stated)

	Calculated as of Distribution Reference Date 30 May 2019
Available Cash Flow	\$ 109,784,463
Payments to/(from):	
Clause 1 – Taxes and expenses	\$ 279,538
Clause 2 – Hedge counterparties	\$ (625,120)
Clause 3 – Management fees	\$ 1,789,398
Clause 4 – Liquidity Facility	\$ 353,889
Clause 5 – Class A-1 Bonds and Class A-2 Bonds interest expense	\$ 9,742,146
Clause 6 – Class B Bonds interest expense	\$ 3,712,500
Clause 7 – Payment to Reserves Accounts/ Repayment of Class B Bonds if Disposal Option exercised	\$ -
Clause 8 – Payment to Reserves Accounts	\$ 40,000,000
Clause 9 – Repayment of Class B Bonds	\$ -
Clause 10 – Payment to Reserves Accounts/ Repayment of Class B Bonds if Maximum Loan-to-Value Ratio exceeded	\$ -
Clause 11 – Payment for Capital Calls and Capital Call Facility	\$ 456,810
Clause 12 – Payment for amounts in excess of Clause 1 Cap	\$ -
Clause 13 – Payment for Hedge unwind costs	\$ -
Clause 14 – Payment to Sponsor ⁽¹⁾	\$ 54,075,302

Note: (1) After including this amount, the cumulative cash received by the Sponsor pursuant to Clause 14(i) would be \$145,182,799. When the cumulative cash received by the Sponsor on or before the Scheduled Date exceeds the Performance Threshold of \$312,498,465, the 0.50% Bonus Redemption Premium will be paid out to Class A-1 Bondholders upon redemption of the Class A-1 Bonds.

Resources



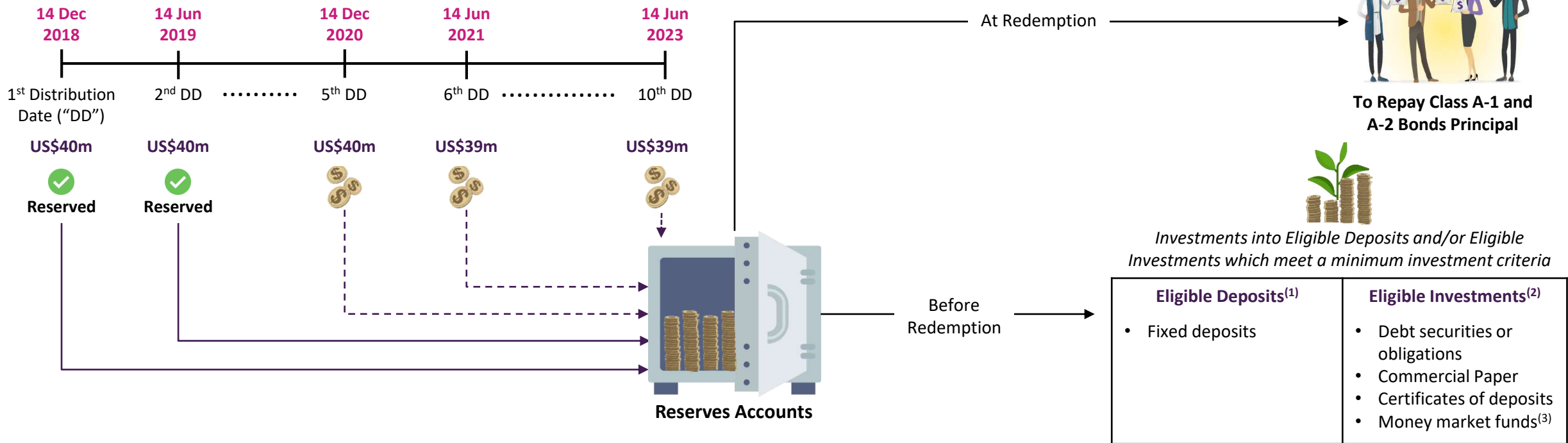
Reserve Amount

The Priority of Payments requires certain payments to be made to the Reserves Accounts over a period of time in order to enable the Issuer to build up sufficient reserves up to the Reserves Accounts Cap for the redemption of all Class A-1 and Class A-2 Bonds on the Scheduled Call Date.

So long as any Class A-1 or Class A-2 bonds remain outstanding, payments will be made to the Reserves Accounts on each Distribution Date from the first to the tenth Distribution Date. US\$40m will be paid in the case of the first to the fifth Distribution Date and US\$39m will be paid in the case of the sixth to the tenth Distribution Date. Each payment is referred to as a **“Reserve Amount”**.

After the full redemption of all of the Class A-1 and Class A-2 bonds, no further payments will be made to the Reserves Accounts.

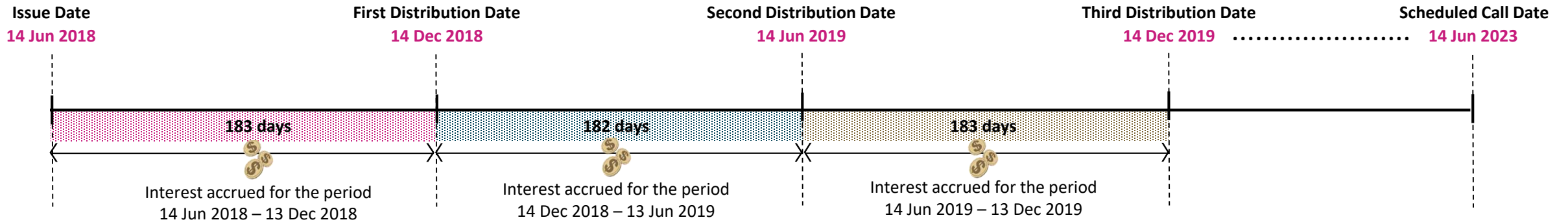
The cash in the Reserves Accounts may be invested in Eligible Investments and/or Eligible Deposits.



Note: (1) Eligible Deposits must be fixed deposits with selected Banks with a minimum rating of AA- or F1+ by Fitch or AA- or A-1+ by S&P with a maturity no later than the Scheduled Call Date.
 (2) Eligible Investments excluding money market funds must have a minimum rating of AA- or F1+ by Fitch or AA- or A-1+ by S&P with a maturity no later than the Scheduled Call Date.
 (3) Money market funds must be rated at least AAmmf by Fitch and AAAM by S&P.

Interest Payment Calculation

- Interest payments may differ for different interest periods as it depends on the number of days in each period.
- If an interest payment date falls on a day which is not a business day in Singapore, interest payments will be made on the next business day in Singapore. Bondholders are not entitled to any further interest or other payment in this situation.
- On the Scheduled Call Date, Bondholders will be repaid at 100% of their principal value if conditions are satisfied.



Example

If an investor holds a Class A-1 Bond with a principal value of S\$1,000:

For the first period

Interest is calculated as follows:

$$\begin{aligned} & \text{S\$1,000} \times \left(\frac{4.35\%}{365}\right) \times 183 \text{ days} \\ & = \text{S\$21.81} \end{aligned}$$

For the second period

Interest is calculated as follows:

$$\begin{aligned} & \text{S\$1,000} \times \left(\frac{4.35\%}{365}\right) \times 182 \text{ days} \\ & = \text{S\$21.69} \end{aligned}$$

For the third period

Interest is calculated as follows:

$$\begin{aligned} & \text{S\$1,000} \times \left(\frac{4.35\%}{365}\right) \times 183 \text{ days} \\ & = \text{S\$21.81} \end{aligned}$$

Redemption

At redemption, the principal of S\$1,000 per Class A-1 Bond will be repaid to the bondholder

Glossary

This is a summary of defined terms. For full definitions please refer to the Astrea IV Prospectus.

Capital Call Facility

The Capital Call Facility is a facility provided by DBS Bank Ltd. that allows the Issuer to draw down from the bank to pay capital calls in the event of a shortfall.

Capital Commitment

Capital Commitment refers to the total amount of capital which the investors in a PE Fund are obliged to contribute to the PE Fund.

Distribution Period

Distribution Period refers, in relation to each semi-annual Distribution Date, to the period (i) commencing from the Issue Date (in the case of the initial Distribution Period) or the day immediately after the preceding Distribution Date (in the case of each Distribution Period subsequent to the initial Distribution Period) and (ii) ending on such Distribution Date. For the purpose of this second Distribution Report, the “Second Distribution Period” refers to the period 15 December 2018 to 14 June 2019. The next report will be in December 2019.

Distribution Reference Date

The Distribution Reference Date is the tenth business day preceding the Distribution Date. On each Distribution Date, the Available Cash Flow is applied to the Priority of Payments.

Fair Value Gains (“FV Gains”)

FV Gains occur when the portfolio increases in value.

Fund Administrator

The Fund Administrator, Sanne (Singapore) Pte. Ltd., assists the Manager in administering the Capital Calls and distributions of the Astrea IV Portfolio. The Fund Administrator is also responsible for determining the Total Portfolio NAV and total Undrawn Capital Commitments.

Liquidity Facility

The Liquidity Facility is a facility provided by DBS Bank Ltd. to the Issuer to pay senior payments and expenses, and interest payments of the Bonds in the event of a shortfall.

Manager

The Manager, Azalea Investment Management Pte. Ltd., provides certain management services, such as approving Capital Calls, monitoring of, and reporting to the board of directors of the Issuer on, the performance of the Portfolio and supervising the performance of the Transaction Administrator and the Fund Administrator.

Maximum Loan-to-Value (“LTV”) Ratio

The Transaction includes a feature called the Maximum LTV Ratio, which is 50%. If the LTV Ratio exceeds 50%, cash will be diverted to the Reserves Accounts, and if necessary, to repay the Class B Bonds until the Maximum LTV Ratio is no longer exceeded.

Net Asset Value (“NAV”)

NAV means in relation to any Fund Investment of an Asset-Owning Company at any date, the most recent net asset value of such Fund Investment as reported by the General Partner (“GP”) or manager of the applicable Fund Investment, and adjusted for distributions received and capital calls made up to such date.

Reserves Accounts

The Reserves Accounts are the bank accounts used by the Issuer to build up sufficient cash reserves to redeem the Class A-1 Bonds and Class A-2 Bonds on the Scheduled Call Date of 14 June 2023.

Retained Amount

On each Distribution Reference Date, the Manager may retain an amount, as it may decide would be appropriate, not exceeding US\$5,000,000 in the Operating Accounts (the “Retained Amount”) for the purpose of funding Capital Calls (whether known, expected or as a contingency), instead of such amount being available for payments on the Distribution Date relating to such Distribution Reference Date.

Transaction Administrator

The Transaction Administrator, Sanne (Singapore) Pte. Ltd., provides administrative services in respect of payments to be made in accordance with the Priority of Payments and other services, including without limitation, determining whether the Maximum LTV Ratio has been exceeded and whether the Performance Threshold has been met (so as to determine whether the Bonus Redemption Premium will be payable).



Thank You

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