Altamir
INVEST VIA APAX PARTNERS

2016

REGISTRATION DOCUMENT

INCLUDING THE ANNUAL FINANCIAL REPORT

Contents

Altamir
INVEST VIA APAX PARTNERS

2016

REGISTRATION DOCUMENT

ACCESSING APAX PARTNERS INVESTMENTS THROUGH THE STOCK MARKET

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

This document is an English-language translation of the French “Document de référence” filed with the Autorité des Marchés Financiers (AMF) on 11 April 2017, in compliance with Article 212-13 of the AMF’s General Regulation. Only the original French version can be used to support a financial transaction, provided it is accompanied by a prospectus (note d’opération) duly certified by the Autorité des Marchés Financiers. The document was produced by the issuer, and the signatories to it are responsible for its contents. It is available free of charge, upon request, at the Company’s head office.

MESSAGE FROM THE CHAIRMAN AND CEO OF THE MANAGEMENT COMPANY

MAURICE TCHENIO

"NAV PER SHARE (INCLUDING DIVIDEND) GREW BY **19.2%**, BUILDING ON THE RISE OF 19.1% IN 2015."

Dear Shareholders,

> “NET ASSET VALUE WAS ALMOST **€800M** AS OF 31 DECEMBER 2016, MEANING WE ARE ON TRACK TO ACHIEVE THE CRITICAL SIZE OF **€1BN** IN ASSETS UNDER MANAGEMENT.”

2016 was another excellent year for private equity in Europe. LBO fund activity remained at a high level, despite falling back for the second year in a row, both for investments, which totalled €119bn vs. €133bn in 2015, and for divestments through mergers/acquisitions, which were €138.7bn vs. €162.8bn in 2015 (source: MergerMarket).

Divestments exceeded investments for the fifth consecutive year, especially if we add exits by stock sales or by dividend recapitalisation to exits by mergers/acquisitions. Because of this, fund raising has seen robust growth in Europe, with $132bn raised in 2016, vs. only $97bn in 2015, more than two-thirds of which was raised by LBO funds (Source: Private Equity Analyst).

Competition for new investments remains fierce. Large companies have become more aggressive, and readily available, low-cost debt is also helping to maintain high acquisition multiples.

Against this backdrop, Altamir had an excellent year in 2016, characterised by significant portfolio turnover, several value-creating build-up transactions and very good performance from co-investments carried out alongside the Apax funds, notably in Marlink and Snacks Développement.

NAV per share (including dividend) grew by 19.2%, building on the rise of 19.1% in 2015. The main drivers behind this strong NAV increase were the good operating performance and acquisitions by portfolio companies, whose EBITDA rose on average by 18.6%.

Several portfolio companies completed significant acquisitions that enabled them to scale up: Groupe INSEEC (5 new schools), THOM Europe (purchase of a major Italian chain and a German chain), Marlink (purchase of an Italian company), Snacks Développement (purchase of a UK competitor) and InfoVista (purchase of a US company).

2016 was a record year for Altamir in terms of divestments, with €215.7m of transactions performed and signed, vs. €88.2m in 2015. These divestments related mainly to Infopro Digital, TEXA, Capio and Unilabs.

Altamir also invested at a brisk pace during the year. The Company invested and committed €112.3m (vs. €143.2m in 2015, a record year), including €83m in eight new companies in Europe and the United States and €29.3m in follow-on investments in existing portfolio companies, in particular to finance certain of their acquisitions.

In light of these strong results, and in accordance with our distribution policy, the Supervisory Board will recommend a dividend of €0.65 per share (vs. €0.56 in 2016) at the General Meeting on 28 April 2017. This represents an increase of 16% compared to the dividend paid in 2016, and a return of more than 4.5% based on the price at the beginning of this year (5.2% in 2016).

After taking into account divestment possibilities for the period 2016-19 and cash outflows to pay management fees and dividends, your Management Company, after consultation with the Supervisory Board, has decided to invest €500m in the next three to four years, including €300m in the Apax France IX fund and €138m in the Apax IX LP fund, and to reserve around €60m for co-investments.

This decision targets three objectives:

1. to continually maintain a ratio of capital invested (at cost)/statutory net book value close to 100%;
2. to increase the international exposure of the portfolio: allocations on the Apax Partners LLP funds rose from €60m for the VIII fund to €138m for the IX fund, while allocations on the Apax Partners MidMarket funds rose from €280m to €300m;
3. to optimise cash management through the flexibility offered by co-investment.

Following the closing of the Apax France IX fund at more than €1bn in March 2017, we increased our subscription commitment to the €226-306m range, allowing Altamir to maintain its 30% stake in the fund.

Barring any major external developments, we expect a strong level of business activity in 2017, with five or six new investments for around €80m and divestments in the region of €100m. The portfolio companies should continue to perform well, with average EBITDA growth of about 7%.

Finally, I want to highlight that our performance, especially over the last two years, has driven Net Asset Value to almost €800m as of 31 December 2016, meaning that we are on track to achieve the critical size of €1bn in assets under management.

We would like to thank you for your support and for the trust you have placed in us to implement this strategy.

> “2016 WAS A RECORD YEAR FOR ALTAMIR IN TERMS OF DIVESTMENTS”

1

FINANCIAL AND LEGAL INFORMATION

1.1 SELECTED FINANCIAL INFORMATION

1.1.1 2016 KEY FIGURES

19.2%
NAV GROWTH
dividend included

NAV
at 31 December 2016
€790m

TOTAL SHAREHOLDER RETURN
19.9%

MARKET CAPITALISATION
at 31 December 2016
€466m

INVESTMENTS AND COMMITMENTS
€112m

NEW INVESTMENTS AND COMMITMENTS
in Europe and the USA
8

DIVESTMENTS
closed and signed transactions
€216m

AVERAGE EBITDA GROWTH
Apax Partners France portfolio
18.6%

1.1.2 PERFORMANCE

HISTORICAL NAV GROWTH

19.2% NAV growth in 2016 dividend included

Net Asset Value per share as of 31 December of each year, in € (share attributable to the limited partners holding ordinary shares)

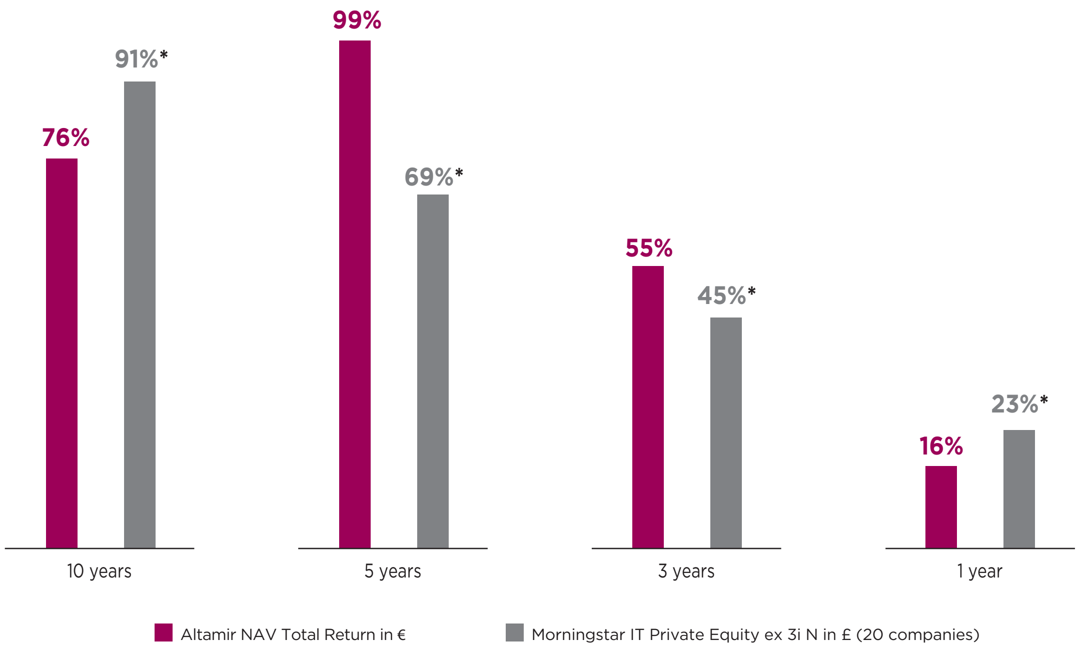
* *Dividend for FY N-1, divided by number of shares in N*

COMPARATIVE PERFORMANCE

Altamir outperforms its benchmark index over 3 and 5 years

NAV Total Return over 1, 3, 5 and 10 years

Sources: Morningstar for Altamir NAV Total Return; Morningstar IT Private Equity ex 3i N index as of 17 March 2017



* *Index constituents benefited from sterling depreciation*

1.1.3 PORTFOLIO

THE 12 LARGEST INVESTMENTS

REPRESENT 81% OF THE PORTFOLIO AT FAIR VALUE

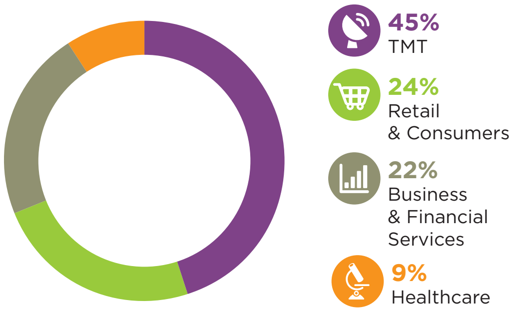
As of 31/12/2016	*Residual cost in €m*	*Fair value in €m*	*% of portfolio at fair value*
Altran* (Altrafin Participations)	43.0	105.9	12.1
Marlink	59.1	105.8	12.1
Snacks Développement	37.9	81.9	9.4
Groupe INSEEC	42.9	73.6	8.4
THOM Europe	36.6	73.2	8.4
Albioma* (Financière Hélios)	59.0	60.8	7.0
Unilabs	22.5	41.2	4.7
InfoVista	39.1	39.1	4.5
Melita	33.9	33.9	3.9
Nowo/Oni	20.6	33.4	3.8
SK FireSafety Group	31.5	31.0	3.5
Gfi Informatique* (Itefin Part.)	24.6	30.4	3.5
TOTAL FOR THE 12 INVESTMENTS	**450.6**	**710.1**	**81.2**

** Listed companies.*

A WELL-DIVERSIFIED PORTFOLIO

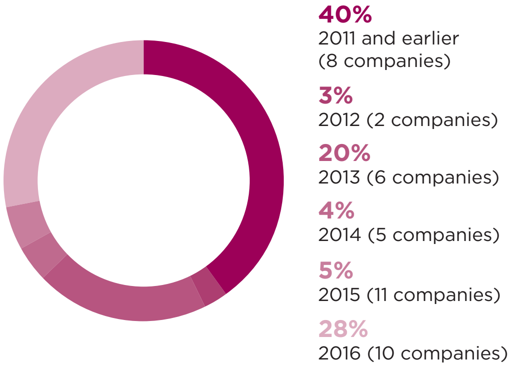
BY SECTOR

% of portfolio at fair value as of 31/12/2016



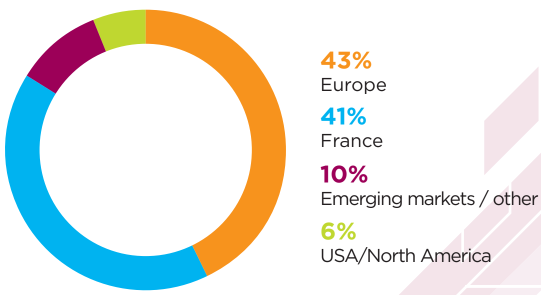
BY VINTAGE

% of portfolio at fair value as of 31/12/2016



BY GEOGRAPHY

% of portfolio company revenues at 31/12/2016, weighted by each company's contribution to NAV

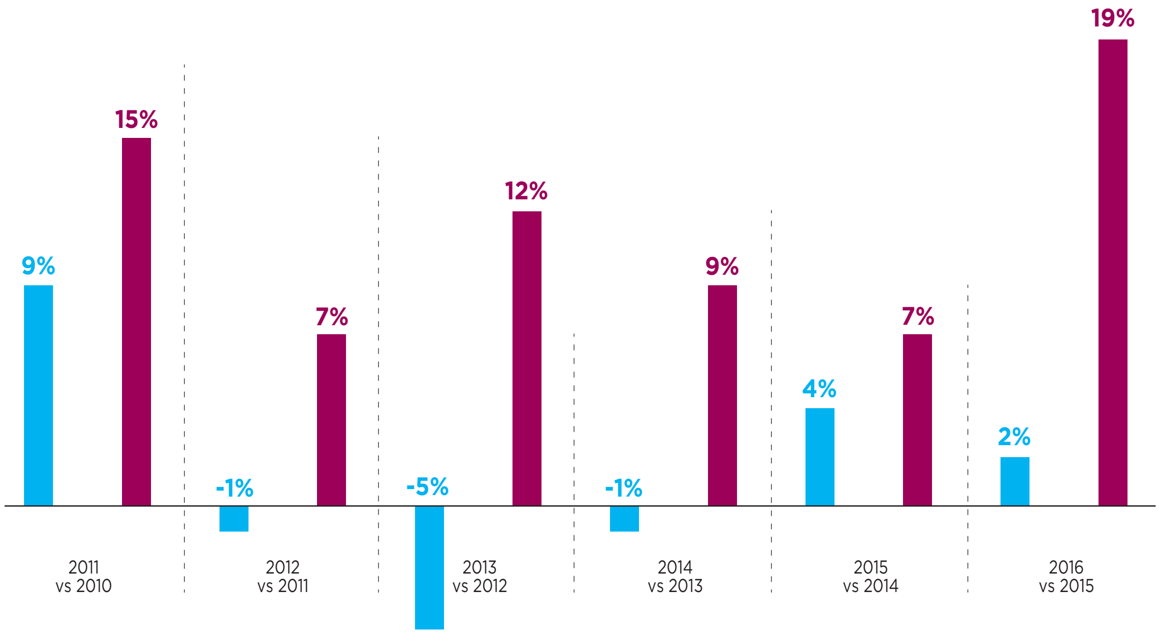


PORTFOLIO PERFORMANCE

19% average Ebitda growth in 2016

Year-over-year Ebitda growth, in %

(Sources: company reports or analysts' consensus as of 3 March 2017)



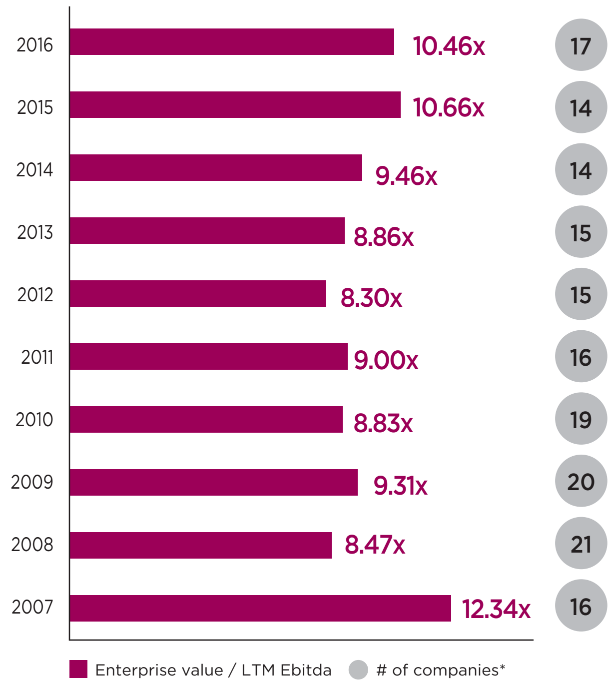
CAC 40 companies excluding financials (sample of 34 companies)

Apax Partners France portfolio; sample of 17 companies accounting for 91% of Altamir total portfolio value as of 31/12/2016 (7.2% average Ebitda growth in 2016 for the companies held via Apax VIII LP)

VALUATION MULTIPLES

Average multiples at 31/12 weighted by each company's contribution to NAV

(Enterprise value / LTM Ebitda)

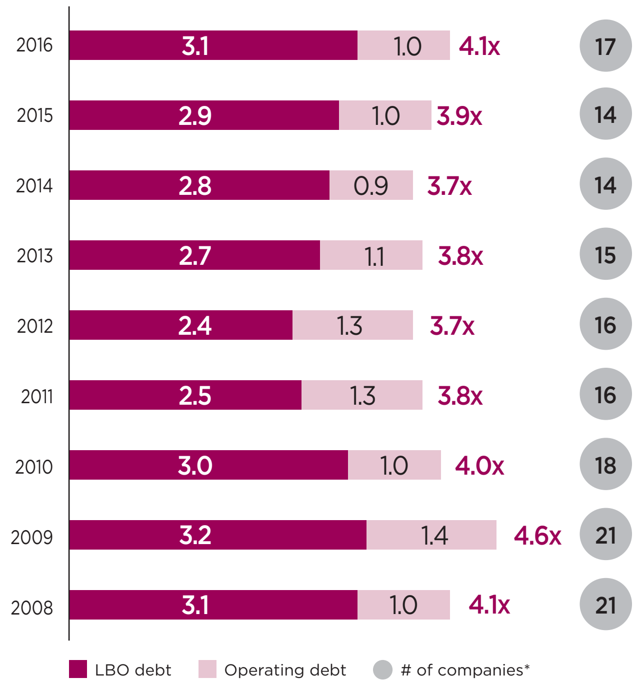


* *17 companies accounting for 91% of portfolio value. 11.9x in 2016 for companies held via the Apax VIII LP fund, vs 11.9x in 2015.*

DEBT MULTIPLES

Average multiples at 31/12

(Total net debt / LTM Ebitda)



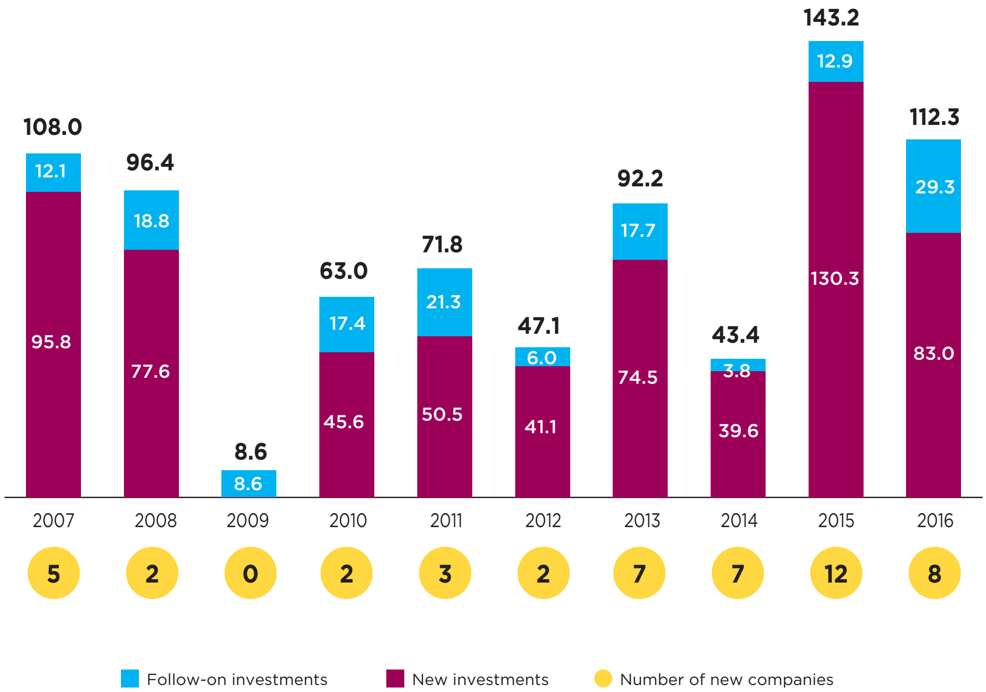
* *17 companies accounting for 91% of portfolio value. 4.8x in 2016 for companies held via the Apax VIII LP fund, vs 5.3x in 2015.*

1.1.4 ACTIVITY

INVESTMENTS AND COMMITMENTS

€112.3m invested and committed in 2016

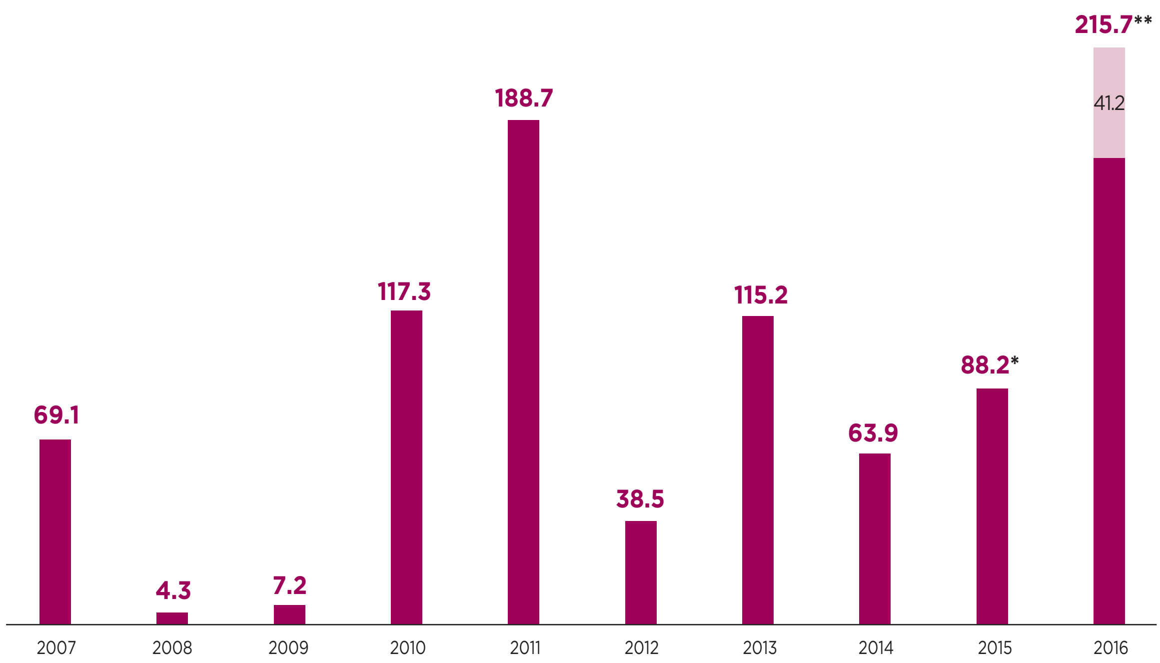
Amounts invested and committed in €m and number of new portfolio companies per year



DIVESTMENTS

A record year in 2016 with €215.7m of divestments

Closed/signed transactions and revenues in €m



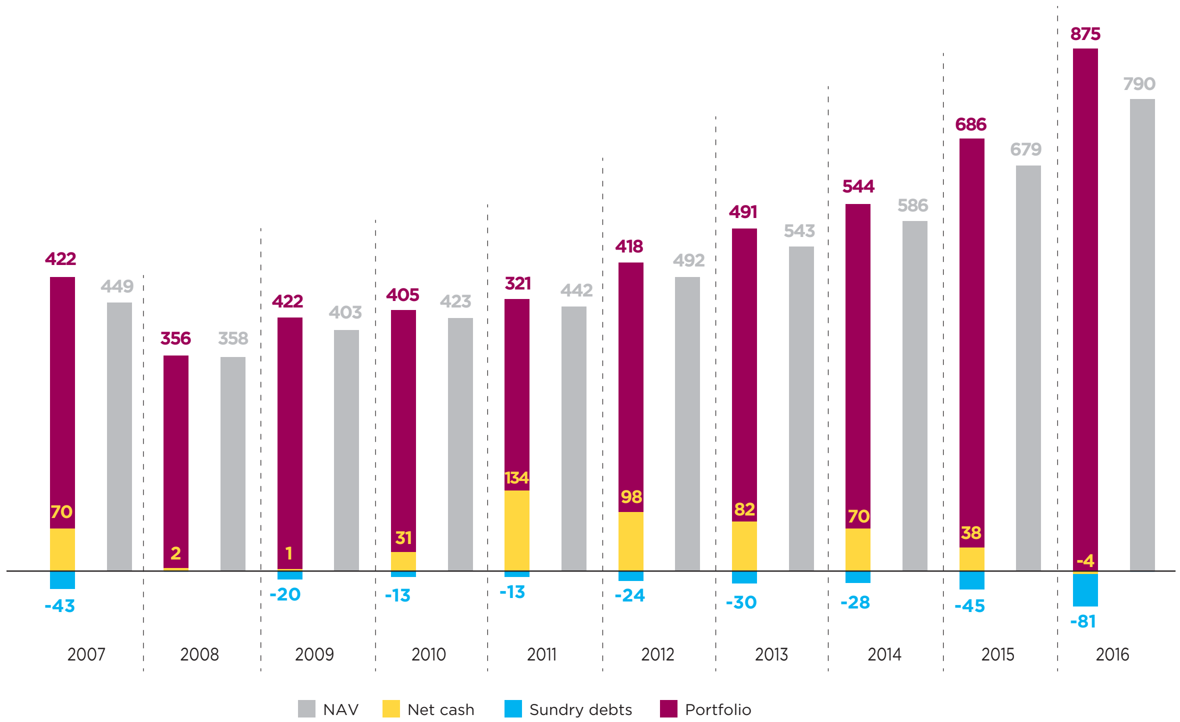
** Including transactions on Gfi Informatique and Rhiag for €32m, signed in 2015 and closed in 2016.*

*** Including signed transaction of €41.2m on Unilabs.*

1.1.5 FINANCIAL STRUCTURE

KEY BALANCE SHEET AGGREGATES

Consolidated IFRS financial statements as of 31 December of each year, in €m



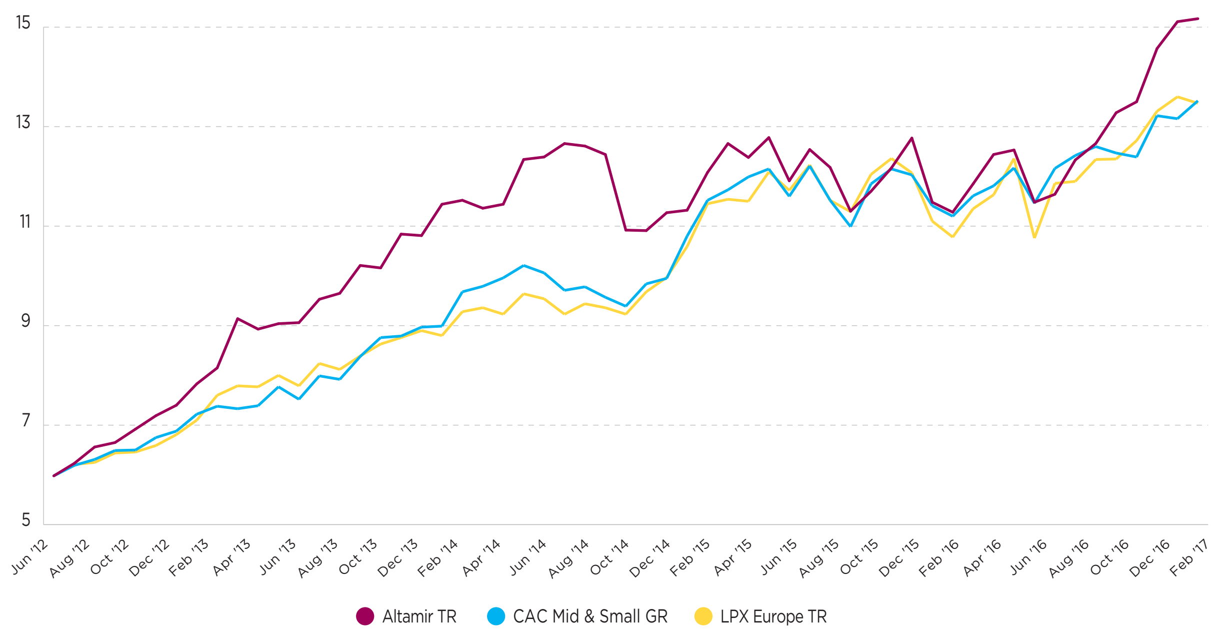
1.1.6 SHARE PRICE

SHARE PRICE PERFORMANCE

Altamir outperforms its major benchmark indices

As of 31 December 2016 (base: 30/06/2012), in €

Sources: Morningstar, LPX (Total Return & Gross Return data)

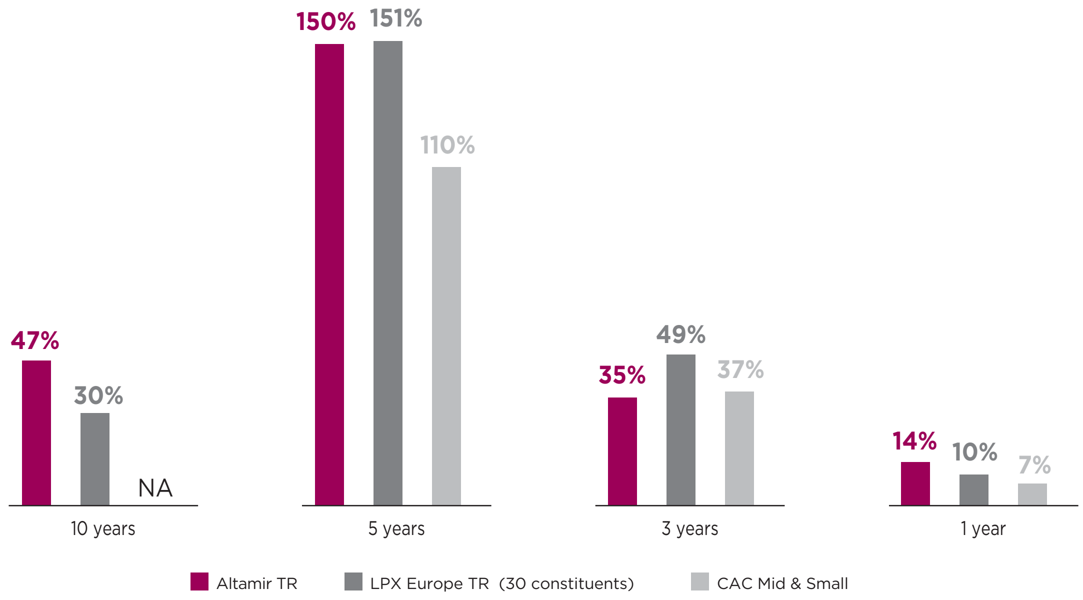


TOTAL SHAREHOLDER RETURN

Altamir outperforms its benchmark indices, except over 3 years

Total shareholder return as of 31 December 2016 over 1, 3, 5 and 10 years

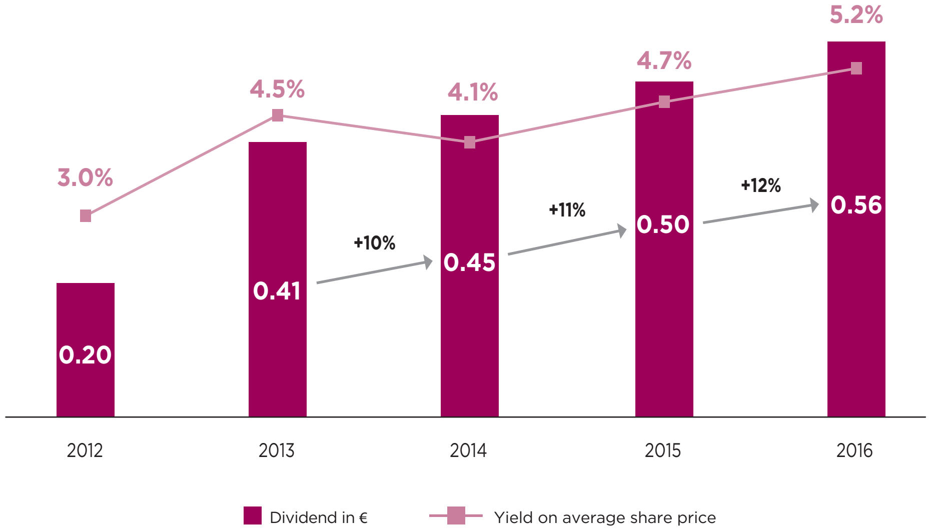
Sources: Morningstar, LPX



NA: CAC Mid & Small index created in 2011

DIVIDEND POLICY

2-3% of year-end NAV (since 2013)



1.1.7 SHAREHOLDER INFORMATION

ALTAMIR SHARES

ALTAMIR SHARES ARE LISTED ON EURONEXT PARIS:

Compartment B

ISIN code: FR0000053837

Code: LTA.PA

Altamir's share price is available at: www.altamir.fr

ALTAMIR IS INCLUDED IN THE FOLLOWING INDICES:

CAC All-Tradable

CAC Mid & Small

CAC Small

STOXX Europe Private Equity 20

LPX 50, LPX Composite, LPX Europe, LPX Direct

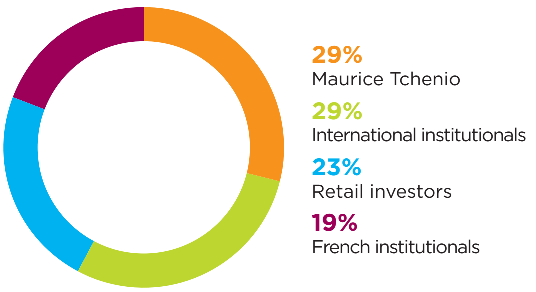
STOCK MARKET DATA

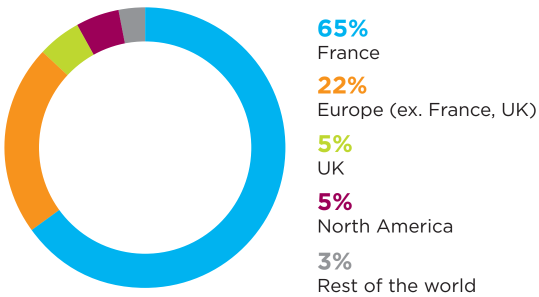
	2014	2015	2016
Opening price as of 1 January	€10.32	€10.32	€11.18
Closing price as of 31 December	€10.32	€11.18	€12.77
Highest price	€11.99 (24/06/2014)	€11.82 (17/04/2015)	€12.78 (30/12/2016)
Lowest price	€9.43 (21/10/2014)	€9.60 (29/09/2015)	€8.86 (11/02/2016)
Average closing price	€10.91	€10.74	€10.77
Average daily volume in number of shares traded*	26,762	27,949	32,665
Average daily volume *(in €)*	286,167	300,420	351,323
Number of shares as of 31 December	36,512,301	36,512,301	36,512,301
Stock market capitalisation as of 31 December *(in €m)*	**376.8**	**408.2**	**466.3**

* *Taking into account OTC transactions and transactions on alternative platforms, the average daily volume in number of shares traded totalled 40,227 in 2014, 39,495 in 2015 and 47,088 in 2016.*

SHAREHOLDERS

As of 17 January 2017, the shareholder structure was as follows:





DIVIDEND DISTRIBUTION POLICY

Since the financial year 2013, the dividend paid to ordinary shareholders has been based on NAV as of 31 December of each financial year, to which a rate between 2% and 3% is applied.

The Management Company has noted the Board's proposal to set this year's rate for calculating the dividend payable to holders of ordinary shares at 3% of NAV as of 31 December 2016. The calculation of dividends for the 2014, 2015 and 2016 financial years is shown below for illustrative purposes. As a result of the increase in NAV, dividend per share for 2016 rose by 16%.

	2014 dividend calculation	2015 dividend calculation	2016 dividend calculation
Base	NAV as of 31/12/2014	NAV as of 31/12/2015	NAV as of 31/12/2016
Base amount (NAV)	€586m	€679.3m	€789.5m
Rate	3%	3%	3%
Amount of dividend on ordinary shares	€18,256,151	€20,446,889	€23,732,996
Dividend per ordinary share	€0.50(3)	€0.56(2)	€0.65(1)

(1) 3%, rounded up to €0.65 by the Supervisory Board.
(2) 3%, rounded up to €0.56 by the Supervisory Board.
(3) 3%, rounded up to €0.50 by the Supervisory Board.

FINANCIAL COMMUNICATION POLICY

Altamir maintains regular contact with the financial community.

Every quarter, the Company publishes its financial results and a press release on NAV growth. A more comprehensive report is provided at the end of each six-month and full-year accounting period, and at the same time a meeting is held for analysts and investors, organised in collaboration with the SFAF (French society of financial analysts). For investors outside of France, a webcast is broadcast in English.

Regular meetings are held with financial analysts and investors in the form of road shows, individual meetings and conference calls. These various events enable the financial community to discuss the Company's management strategy, results and outlook with the Management Company.

Any material investment or divestment is announced in a press release.

Any significant capital transaction is announced in a letter to shareholders.

All of the information published by Altamir is available in French and English on the Company's website www.altamir.fr

Contact

investors@altamir.fr

Tel: +33 (0)1 53 65 01 00

1.2 PRESENTATION AND HISTORY OF THE COMPANY

1.2.1 GENERAL PRESENTATION

PROFILE

Altamir is a listed private equity company (Euronext Paris, Compartment B) with assets under management of close to €800m. The Company was founded in 1995 to enable all investors to gain access via the stock market to private equity, one of the best-performing asset classes over the long term.

Altamir invests exclusively in or alongside the funds managed or advised by Apax Partners France and Apax Partners LLP, two leading private equity firms with 40 years of investing experience. As a majority or lead shareholder, the Apax funds carry out LBO and growth capital transactions and support corporate executives as they implement ambitious value-creation objectives.

In this way, Altamir offers investors access to a portfolio of companies with high-growth potential, diversified by geography and by size across the four sectors in which Apax specialises: TMT (Technology, Media and Telecom), Retail & Consumer, Healthcare, and Business & Financial services.

The Company opted at inception for the status of "SCR" (*société de capital risque*) and has maintained this status ever since. As such, Altamir is exempt from corporation tax and the Company's investors may benefit from tax exemptions, subject to specific holding-period and dividend-reinvestment conditions.

Altamir is not an alternative investment fund (AIF) subject to the exemption for holding companies mentioned in para. 7 of V of Article L. 532-9 of the French Monetary and Financial Code. This does not presume, however, any contrary position that the European or other competent authorities might take in future.

OBJECTIVES

To create value for shareholders over the long term, Altamir pursues the following objectives:

- increase Net Asset Value per share (NAV) by outperforming the benchmark indices (Morningstar, LPX Europe, CAC Mid & Small);
- maintain a simple, attractive, and sustainable dividend policy;
- reach a critical size of €1bn in assets under management in order to:
  - be a key partner of Apax Partners MidMarket SAS and Apax Partners LLP,
  - increase the liquidity of Altamir shares, thus attracting a larger number of investors and reducing the discount.

INVESTMENT POLICY

Altamir invests exclusively with Apax Partners.

Since 2011, Altamir has invested:

- in the funds managed by Apax Partners MidMarket France SAS:
  - €277m in Apax France VIII,
  - €226m to €306m committed to Apax France IX;
- in the funds managed by Apax Partners LLP:
  - €60m in Apax VIII LP,
  - €138m in Apax IX LP;
- occasionally through direct co-investment alongside the funds managed by Apax Partners MidMarket SAS and Apax Partners LLP.

Before 2011, Altamir co-invested:

- directly alongside the funds managed by Apax Partners SA.

INVESTMENT STRATEGY

Altamir's strategy is clear, differentiated and proven. It is inextricably linked to that of Apax Partners, which consists in:

- investing in **growth companies**, diversified in terms of size and geography:
  - medium-sized European companies (enterprise values between €100m and €1bn),
  - larger companies (enterprise values of €1bn to €5bn) in Europe, North America and emerging markets (China, India and Brazil);
- investing only in **Apax's four sectors of specialisation:** TMT, Retail & Consumer, Healthcare, and Business & Financial services;
- carrying out LBO/growth capital investments;
- establishing positions as majority or lead shareholder;
- creating value, aiming for a multiple of two to three times the amount invested;
- investing responsibly, measuring the ESG (Environment, Social, Governance) performance of each investment.

CORPORATE GOVERNANCE

Altamir is a French partnership limited by shares (*Société en Commandite par Actions*, or SCA), which includes two categories of partners: limited partners (shareholders) and a general partner that is also the Management Company (see section 2.1.1.).

The Company is run by the Management Company, with the Supervisory Board, which represents shareholders, exercising oversight.

THE GENERAL PARTNER

The general partner is Altamir Gérance, a *société anonyme* (SA), whose Chairman & CEO is Maurice Tchenio.

Altamir Gérance's remit is to determine Altamir's strategy, manage its growth and take and implement the principal operating decisions.

The Board of Directors of Altamir Gérance is composed of five members who contribute their experience as private equity professionals and corporate chief executives (see their biographies in section 2.1.2.):

- Maurice Tchenio, Chairman (co-founder of Apax Partners);
- Peter Gale (Head of Private Equity and Chief Investment Officer at Hermes GPE LLP);
- James Mara (previously Sr. Managing Director at General Electric Asset Management);
- Eddie Misrahi (Chairman & CEO of Apax Partners MidMarket SAS)
- Romain Tchenio (Chairman & CEO of Toupargel Groupe SA).

SUPERVISORY BOARD

The Supervisory Board provides ongoing oversight of the Company's management and decides on the allocation of net income to be proposed to shareholders at their Annual Meeeting. The Management Company consults the Supervisory Board on the application of valuation rules to portfolio companies and on any potential conflicts of interest.

Altamir's Supervisory Board was composed of six members as of 31 December 2016. These six members are independent and contribute their experience as corporate executives and experts in Altamir's sectors of specialisation (see their biographies in section 2.1.3.). They are appointed for two-year, renewable terms.

- Jean-Hugues Loyez (Chairman)
- Jean Besson
- Sophie Etchandy-Stabile
- Marleen Groen
- Gérard Hascoët
- Philippe Santini

STATUTORY AUDITORS

Corevise

EY (formerly Ernst & Young et others)

1

Gérard Hascoët / Jean-Hugues Loyez / Philippe Santini / Marleen Groen / Jean Besson / Sophie Etchandy-Stabile

APAX PARTNERS

Private equity pioneer

Apax Partners was founded in 1972 by Maurice Tchenio in France and Ronald Cohen in the UK; they subsequently partnered with Alan Patricof in United States in 1976. The group was composed of independent companies in each country, sharing the same strategy, corporate culture and methods, but owned by local partners managing domestic funds. It continued to grow using this model in the main European countries.

In the early 2000s, the various national entities, with the exception of France, regrouped into a single management company, Apax Partners LLP, so as to raise large international funds and reorient their investment strategy towards transactions in excess of €1bn (large caps). The French entity opted to conserve its mid-market positioning and remain independent.

Three legal entities

As part of the succession plan that led Maurice Tchenio, founder of Apax Partners SA, to transfer the leadership of Apax Partners France to his partners at the end of 2010, a new management company was created: Apax Partners MidMarket SAS, licenced by the AMF (*Autorité des Marchés Financiers*) and chaired by Eddie Misrahi.

Today, three distinct legal entities operate under the Apax Partners banner, with no cross-shareholding between them: Apax Partners SA and Apax Partners MidMarket SAS, French fund management companies, and Apax Partners LLP, which manages international funds.

> In the rest of this document, we will use the following terms:
>
> "Apax Partners France" to indicate the activities of the French funds managed successively by Apax Partners SA and Apax Partners MidMarket SAS;
>
> "Apax Partners" or "Apax" to indicate the activities of the funds managed by Apax Partners France and Apax Partners LLP.

APAX PARTNERS SA

Apax Partners SA is the management company for the French funds from the first fund created in 1983 (Apax CR) through to the Apax France VII fund raised in 2006. Based in Paris, Apax Partners SA has a team of five professionals.

Apax Partners SA has been Altamir's investment advisor since its creation in 1995.

APAX PARTNERS MIDMARKET SAS

Apax Partners MidMarket SAS is a major private equity company in French-speaking Europe. Based in Paris and headed by Eddie Misrahi, the company has a team of 22 investment professionals organised by sector.

Apax Partners MidMarket SAS is the management company of the Apax France VIII fund raised in 2011 (€704m), Apax France IX raised in 2017 (€1bn) and future funds. It is also Apax Partners SA's investment advisor. The funds managed and advised by Apax Partners MidMarket total €3bn. They finance the long-term growth of mid-sized companies (€100m to €1bn in enterprise value) in Europe.

For more information, please visit: www.apax.fr

APAX PARTNERS LLP

London-based Apax Partners LLP is one of the world's leading private equity firms. Apax Partners LLP invests in Europe (outside France), North America and the principal emerging economies (Brazil, China, India). It has a team of more than 100 investment professionals, organised by sector and located in eight offices (London, New York, Munich, Tel Aviv, Mumbai, Shanghai, Hong Kong and São Paulo).

The funds managed and advised by Apax Partners LLP total more than €42bn. They finance the long-term growth of large companies with a value between €1bn and €5bn. The latest funds raised are Apax VIII LP, raised in 2013 ($7.5bn) and Apax IX LP, raised in 2016 ($9bn).

For more information, please visit: www.apax.com

FINANCING GROWTH AND SPECIALISING BY SECTOR

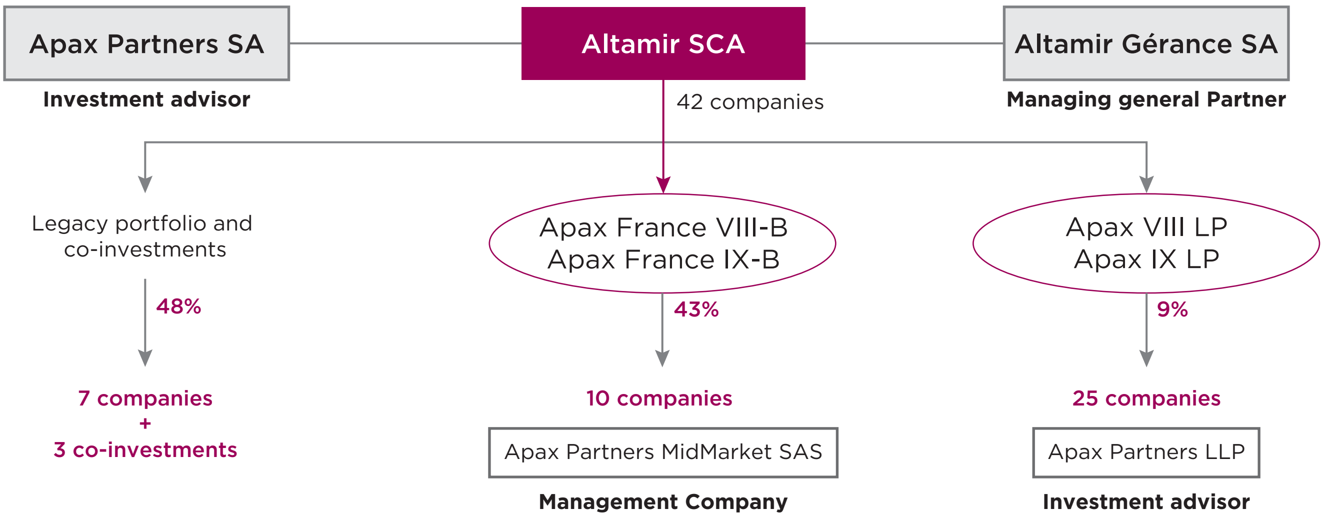
Because of their common history, Apax Partners France and Apax Partners LLP share a strategy based on financing growth and specialising by sector while positioning themselves on markets that complement each other in terms of geography and company size.

The funds managed by the two companies take majority or leading positions in growing companies in the same four sectors of specialisation: TMT, Retail & Consumer, Healthcare, and Business & Financial services.

In today's competitive environment, the sectoral expertise Apax has developed since 1990 constitutes a key differentiator in identifying the best investment opportunities, capturing transactions and creating value.

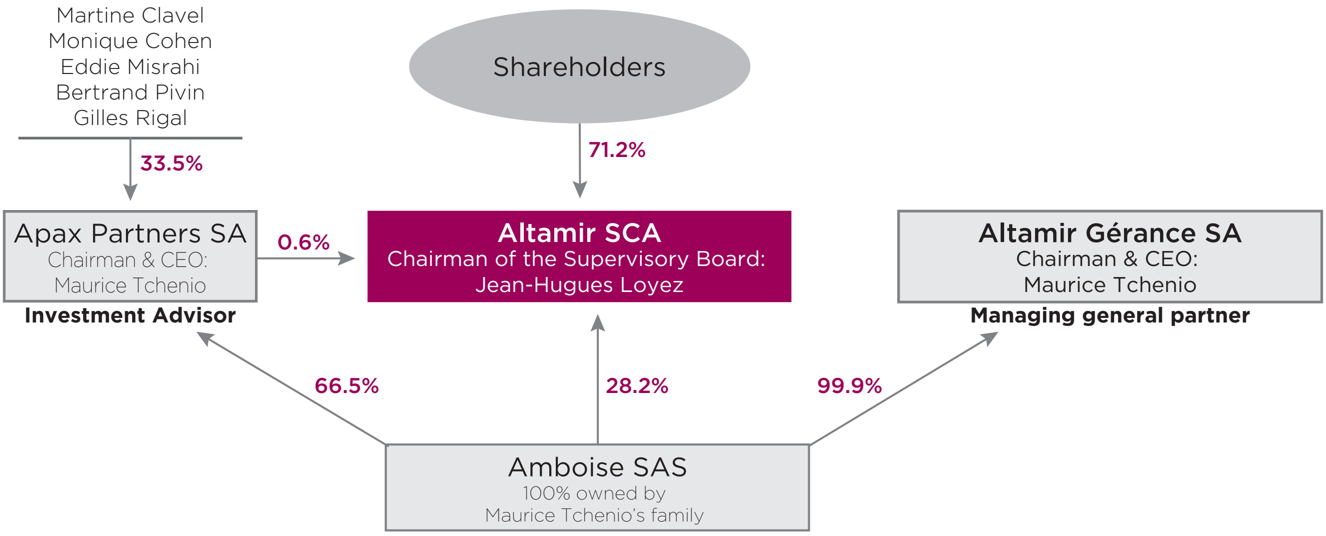
1.2.2 ORGANISATION CHARTS

OPERATIONAL ORGANISATION CHART AS OF 31 DECEMBER 2016



Apax Partners MidMarket and Apax Partners LLP are independent entities with no cross-shareholdings or legal relationships between them or with Altamir Gérance, Apax Partners SA, Amboise SAS and Maurice Tchenio.

OWNERSHIP STRUCTURE AS OF 31 DECEMBER 2016



1.2.3 ALTAMIR PORTFOLIO

At 31 December 2016

	Year of investment	Percentage interest in the underlying operating company	Residual cost in €k	Stage of development
TMT (Technology – Media – Telecom)				
Marlink (1a) (2)	2016	27.30%	59,063	LBO
Altran Technologies* (3)	2008	7.06%	42,966	Growth capital
InfoVista (1a) (2)	2016	21.09%	39,071	LBO
Melita (1a)	2016	28.89%	33,911	LBO
Gfi Informatique* (3)	2007	7.53%	24,568	LBO
Nowo/Oni (1a)	2016	35.30%	20,575	LBO
Vocalcom (1a)	2011	17.10%	11,505	Growth capital
Exact Software (1b)	2015	0.96%	3,183	LBO
Engineering Ingegneria Informatica (1b)	2016	0.51%	2,554	LBO
Duck Creek Technologies (1b)	2016	0.57%	2,335	LBO
EVRY (1b)	2015	0.72%	1,664	LBO
GlobalLogic (1b)	2013	0.97%	1,357	LBO
Zensar* (1b)	2015	0.22%	1,126	LBO
			243,878	

	Year of investment	Percentage interest in the underlying operating company	Residual cost in €k	Stage of development
HEALTHCARE				
Unilabs (3) (4)	2007	5.48%	22,548	LBO
Amplitude Surgical* (1a)	2011	13.42%	14,041	LBO
One Call Care Management (1b)	2013	0.33%	3,619	LBO
Invent Neurax (1b)	2016	0.91%	2,875	LBO
Vyaire Medical (1b)	2016	0.48%	2,085	LBO
Genex (1b)	2014	0.33%	321	LBO
Ideal Protein (1b)	2015	0.63%	151	LBO
			45,639	

(1) Investments via the Apax funds
(1a) via the Apax France VIII and Apax France IX funds
(1b) via the Apax VIII LP and Apax IX LP funds
(2) Co-investments (alongside the Apax France VIII and Apax France IX funds)
(3) Direct investments (legacy portfolio)
(4) Divestiture of Altamir's direct investment and new investment in Unilabs via the Apax IX LP fund finalised in February 2017

* *Listed company.*

	Year of investment	Percentage interest in the underlying operating company	Residual cost in €k	Stage of development
BUSINESS & FINANCIAL SERVICES				
Albioma* (Financière Hélios) (3)	2005	12.15%	59,034	LBO
Groupe INSEEC (1a)	2013	25.44%	42,905	LBO
SK FireSafety Group (1a)	2014	37.16%	31,464	LBO
Assured Partners (1b)	2015	0.65%	4,353	LBO
Shriram City Union Finance* (1b)	2015	0.22%	3,284	Growth capital
Answers Corporation (1b)	2014	0.93%	3,265	LBO
Azelis (1b)	2015	0.88%	3,051	LBO
Dominion Marine Media (1b)	2016	1.61%	2,510	LBO
Quality Distribution (1b)	2015	0.72%	2,201	LBO
Garda World Security Corporation (1b)	2012	0.31%	696	LBO
Chola *(1b)	2014	0.04%	659	Growth capital
Huarong* (1b)	2014	n.s.	416	LBO
			153,838	
RETAIL & CONSUMER				
Snacks Développement (1a) (2)	2013	25.26%	37,911	LBO
THOM Europe (3)	2010	10.43%	36,609	LBO
Alain Afflelou 2 (3)	2012	5.70%	20,617	LBO
Groupe Royer (3)	2007	7.42%	20,230	LBO
Sandaya (1a)	2016	15.00%	16,988	LBO
Fullbeauty (1b)	2015	0.68%	3,953	LBO
Wehkamp (1b)	2015	0.96%	3,273	LBO
Idealista (1b)	2015	0.87%	2,026	LBO
Rue21 (1b)	2013	0.98%	1,960	LBO
Cole Haan (1b)	2013	1.02%	1,832	LBO
			145,400	
TOTAL			**588,755**	

(1) Investments via the Apax funds
(1a) via the Apax France VIII and Apax France IX funds
(1b) via the Apax VIII LP and Apax IX LP funds
(2) Co-investments (alongside the Apax France VIII and Apax France IX funds)
(3) Direct investments (legacy portfolio)
(4) Divestiture of Altamir's direct investment and new investment in Unilabs via the Apax IX LP fund finalised in February 2017

* *Listed company.*
n.s. : non significant.

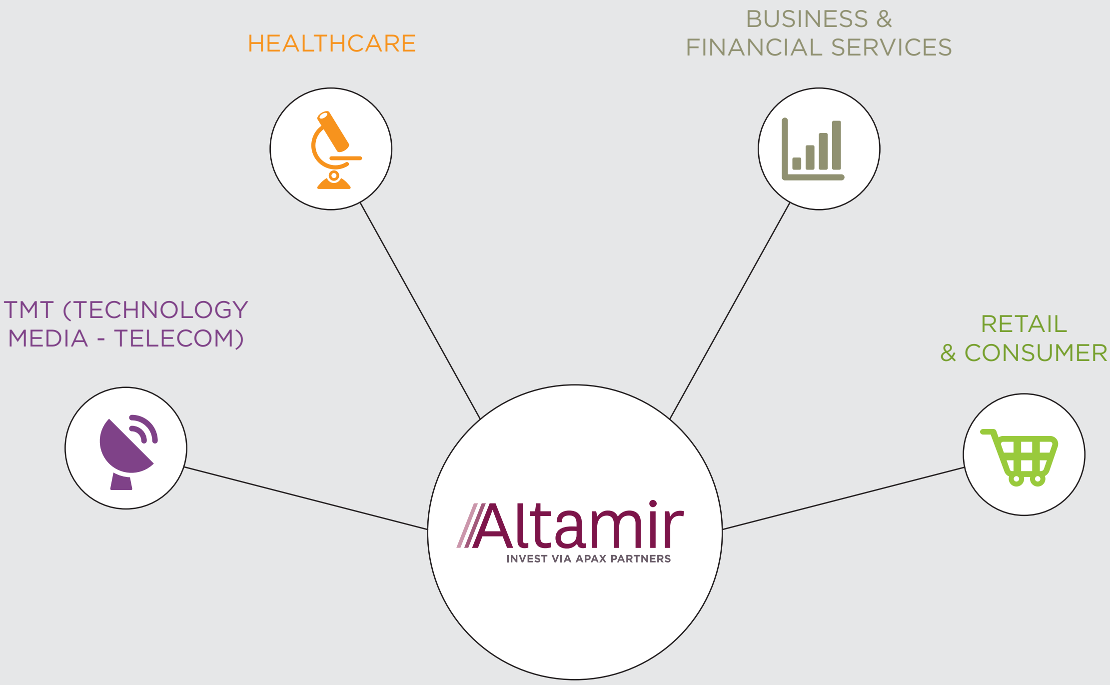
1.2.4 PORTFOLIO COMPANIES BY SECTOR

As of 31 December 2016, Altamir's portfolio was composed of **42 companies** (excl. commitments), including 35 unlisted (78% of portfolio value) and 7 listed companies (Altran, Albioma, Amplitude, Chola, Huarong, Shriram and Zensar). Although listed, Gfi Informatique was not valued on the basis of its stock market price as of 31 December 2016.

Portfolio companies continued to grow organically and also carried out several significant acquisitions during 2016.

Average EBITDA growth was **18.6%** for the companies in the Apax Partners France portfolio, outperforming average EBITDA growth of the 34 non-financial companies in the CAC 40 index (+2% in 2016), and 7.2% for those in the Apax Partners LLP portfolio.

The 12 largest investments represented **81.2%** of the portfolio's total value, and were, in decreasing order: Altran, Marlink, Snacks Développement, Groupe INSEEC, THOM Europe, Albioma, Unilabs, InfoVista, Melita, Nowo/Oni, SK FireSafety Group et Gfi Informatique. They are presented hereafter with key figures as of 31 December 2016.



CONTENTS

altran

www.altran.com

1) Business description

Altrafin Participations, a holding company controlled by the Apax Funds, is the principal shareholder of Altran, with 16.8% of its capital and 27.4% of its voting rights. Altran is listed on Euronext Paris, Compartment A.

Altran is a world leader in innovation and high-tech engineering consulting. Altran works with its clients over the entire value chain, from design to production. The group has been providing its expertise for over 30 years to key players in the Aerospace, Automotive, Defence, Energy, Finance, Life Sciences, Railway, Telecoms and other sectors. Altran has nearly 29,000 employees in over 20 countries.

2) Why did we invest?

As the pioneer in its industry, Altran has developed the only international network with a comprehensive offering in innovation consulting. The company has a very strong brand in the industry and a diversified and well-balanced portfolio of blue-chip clients.

At the time of investment, Apax became the core shareholder that the Group needed.

3) How do we intend to create value?

The investment thesis is based upon growing sales and EBITDA through organic growth, increasing Altran's share of the outsourced R&D market, rationalising its portfolio of activities and geographies, taking advantage of build-up opportunities and optimising costs.

4) What has been achieved?

Altran's portfolio of activities and geographies has been actively managed. The group has exited from loss-making countries, like Brazil, and reinforced its presence in key markets such as Germany, the UK and the US. It has also targeted investments in emerging markets (India and China) and exited from underperforming activities that were not in line with its strategy (Arthur D. Little).

The company has implemented an active build-up strategy focused on Altran's key markets, i.e., Germany, the UK, the US, India, China, and key strategic sectors such as Embedded Software and Intelligent Systems.

In 2011, Philippe Salle was appointed as CEO to implement and accelerate Altran's growth strategy. He was replaced in 2015 by Dominique Cerutti, who presented an ambitious strategic plan called "Altran 2020. Ignition" in November 2015.

5) How is it performing?

In 2016, Altran continued to grow and posted record-high revenue of €2,120m, up 9% (5.9% organic growth) compared to 2015. EBIT came in at €220m, up 18.2% compared to 2015, representing a 10.4% margin vs. 9.6% in 2015.

This performance was driven by a continued positive trend in most regions where the group operates, notably France, Southern Europe and India; an encouraging turnaround in activity in Germany; and a series of acquisitions in 2016.

The group completed five strategic acquisitions: Synapse (USA), Lohika (USA), Benteler Engineering (Germany), Swell (Czech Republic) and Pricol Technologies (India).

Taking into account the increase in its share price, the valuation of our investment in Altran gained €17.6m during the 2016 financial year.

6) How will we crystallise value?

The successful transformation of the company, its financial performance and ambitious objectives for 2016-2020 should increase market investor interest, as well as that of trade or financial buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2008	43.0	105.9	12.1

MARLINK
Connect smarter. Anywhere.

www.marlink.com

1) Business description

Marlink is one of the world's leading providers of satellite communication services. The company serves the world's maritime sectors, in addition to thousands of users in the mining, energy and humanitarian sectors who operate in challenging environments and are in need of highly reliable mobile and fixed connectivity services. Operating in 14 countries across Europe, Asia, the Middle East and the Americas, it has a distribution network of approximately 400 re-sellers worldwide.

2) Why did we invest?

Marlink is a world leader in commercial satellite communication services. It encompasses the commercial division of Vizada, a former portfolio company of Apax/Altamir sold to Airbus Group in 2011. The company mainly operates in the maritime business sector, where it is a global leader, but it also offers terrestrial solutions. Revenue expansion is expected though increasing exposure to the fast-growing and attractive maritime Ka- and Ku-band VSAT market. Marlink is well positioned to capture market growth through (i) an exhaustive product portfolio, (ii) a global distribution network, and (iii) a large and diversified customer base.

3) How do we intend to create value?

Our investment thesis is based on several drivers of value creation: (i) accelerating VSAT delivery; (ii) developing value-added services beyond connectivity to increase ARPU (Average Revenue Per User) and customer retention; (iii) focusing on Land core verticals (onshore Oil & Gas, Mining, Media and Humanitarian); (iv) driving profitability through operational efficiencies and the outsourcing of installation and maintenance activities; and (v) consolidating a highly fragmented industry.

4) What has been achieved?

Since investment, Marlink has actively pursued its VSAT migration strategy to reach a total installed base of 2,536 vessels (vs. 2,032 at the end of 2015).

Six months after it was acquired, Marlink acquired the Italian company Telemar, creating the world's leading communications, digital solutions and servicing group in the maritime sector. The new group employs 800 people and serves more than one in three vessels operating globally.

5) How is it performing?

In 2016, Marlink continued to demonstrate solid growth in the maritime VSAT sector, with an increasing customer base. The company signed a new contract with Inmarsat on both the existing MSS and the upcoming GX technologies.

The company's Enterprise division completed its turnaround and generated positive EBITDA. Marlink has also renewed important contracts in the land business and secured a few new ones.

In 2016, Marlink reported $350m of core revenue (flat vs. 2015) and a 16% rise in EBITDA. These increases reflected the expected decline in MSS services, offset by a fast take-up of VSAT services. A shift in product mix towards VSAT technology enabled the company to substantially boost its EBITDA performance.

Including Telemar on a pro-forma basis, the company posted revenue of €453m and a 29% growth in EBITDA.

The valuation of the investment in Marlink grew by €46.8m during the financial year 2016.

6) How will we crystallise value?

In the context of ongoing market consolidation, Marlink could be a good candidate for a strategic buyer seeking to reinforce its presence in the maritime sector. Marlink could also be of interest to a financial investor.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2016	59.1	105.8	12.1

SNACKS DEVELOPPEMENT

1) Business description

Snacks Développement is one of Europe's leading private-label savoury snacks manufacturers. The company has developed its expertise in extruded and stackable snacks and crackers over more than 20 years.

Following the 2016 acquisition of Kolak in the UK, Snacks Développement now produces more than 800 SKUs for the leading food retail chains in Europe, with a focus on France, the UK, Spain, Italy and Benelux. Its annual production is 53,000 metric tonnes.

2) Why did we invest?

Snacks Développement is the undisputed leading French producer of private label savoury snacks. The company produces superior quality products, has state-of-the-art production facilities and has had proven international successes. Snacks Développement is committed to continuously launching new products through a structured innovation process. The quality of its products stands out in most blind panels.

The company operates on a large, growing and profitable European savoury snacks market with (i) common product categories across countries (e.g. stacked crisps), (ii) growing penetration of private label products and (iii) barriers to entry.

3) How do we intend to create value?

The investment thesis consists in creating a leading European-wide private label player of savoury snacks. Snacks Développement aims to pursue its growth in France and the rest of Europe, through intensive product innovation and investment in manufacturing facilities. The company also seeks to grow through acquisitions in Europe.

4) What has been achieved?

Since investment, Snacks Développement has focused on a number of value creation drivers. It has increased sales in France through the development of new product categories and the penetration of new distribution channels. International sales have also grown, thanks to the development of stacked crisps volumes sold to selected European retailers. In particular, Snacks Développement signed a contract with the largest Spanish retailer. Lastly, the company has increased operational efficiency.

In October 2016, the company completed the acquisition of Kolak, one of the main producers of crisps and snacks in the UK with sales of about €140m, which expanded the company's crisps and popcorn product range. The new group employs 1,400 people at six production sites.

5) How is it performing?

For the 2016-17 financial year (FYE 31 January), the company posted sales of €259m vs €103m in the previous year, owing to growth of about 10% in France and to the acquisition of Kolak.

The company completed its construction works enabling it to increase stackable snacks production capacity both in France, to serve international markets, and to penetrate the UK market.

For the 2017-18 financial year, the company projects an additional growth in sales of about 10%.

The valuation of the investment in Snacks Développement grew by €35.2m during the 2016 financial year.

6) How will we crystallise value?

The company's leadership across Western Europe and growth profile will be highly attractive to both trade and financial buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2013	37.9	81.9	9.4

INSEEC

www.inseec.com

1) Business description

Groupe INSEEC is the leading for-profit post-secondary education provider in France. With the acquisition of the French activities of the US group Laureate in 2016, the INSEEC group now operates 17 schools in France (Paris, Bordeaux, Lyon and Chambery) and abroad (Monaco, London, Geneva, Chicago and Shanghai), for nearly 21,000 students.

INSEEC offers a wide range of programmes ranging from preparation for entrance exams to doctoral degrees. Building on its French roots, the Group's strategy is to develop world-class programmes and distinctive expertise in five domains of education: (i) Luxury and Hospitality, (ii) Wine and Spirits, (iii) Communication, Design and Digital Marketing, (iv) Engineering and (v) Online Executive Business Education.

2) Why did we invest?

INSEEC is a leading for-profit post-secondary education provider in France with several key strengths vis-à-vis competitors: agility and innovation in programme development, sound governance, cost efficiency, marketing skills, attractive and multi-site campuses, programme diversity and no dependency on subsidies. Corporate governance is sound, and the group's experienced CEO has a successful track record.

Its Grande École programme is ranked among the top 25 business schools and contributes to brand building and other programmes via a halo effect. Groupe INSEEC also has three other leading programmes (MSc, Sup de Pub and École de Commerce Européenne), on top of recently acquired programmes, two business and one engineering (EBS, ESCE and École Centrale d'Électronique).

Growing in volume and price, and ripe for consolidation, the for-profit higher education market is attractive and has strong market intrinsics: counter-cyclicality, barriers to entry, revenue visibility, no working capital needs, high profitability and high cash conversion.

3) How do we intend to create value?

INSEEC intends to pursue its growth objectives. It will grow the existing core business by fostering further academic excellence and increasing the attractiveness of its schools and will expand market share through new programme offerings. Programmes are being internationalised and expanded to other countries through new campuses and exchange programmes with foreign universities.

INSEEC also plans to crystallise significant potential for synergies with Laureate's French operations, and further optimise INSEEC's existing cost structure.

4) What has been achieved?

Since investment, the group has finished optimising its organisation and pursued its international expansion by acquiring CREA, a Geneva-based communications and design school, launching a luxury brand training programme in Asia and launching a new campus in San Francisco. In 2015, the Ministry of Higher Education granted a four-year renewal of INSEEC's accreditation as a "Grande École", which contributes to the school's attractiveness.

In July 2016, the group finalised the acquisition of the French subsidiaries of US group Laureate, nearly doubling in size as a result, and expanding its offerings for engineering training and online training for executive managers. This significant acquisition created the uncontested leader in post-secondary education with 17 schools and 21,000 students.

5) How is it performing?

Three years after our investment, the company is performing in line with objectives. In the 2015-16 financial year (FYE 30 June 2016), Groupe INSEEC posted a 6% increase in revenue, to €91.6m, owing to new student enrollment, and a 16% increase in EBITDA compared with the previous year.

During the first half of the 2016-17 financial year (July-December 2016), revenues stood at €69m, in line with the first half of last year. The Group is expected to generate double-digit EBITDA growth in FY 2016-17 thanks to top-line growth with September-October 2016 new enrollments up 7%, and significant synergies to be generated from new schools integration.

The valuation of the investment in Groupe INSEEC grew by €12.4m during the 2016 financial year.

6) How will we crystallise value?

The Group's asset-light structure translates into a highly cash generative business model. It has significant potential for further growth via new programme offerings and international expansion, which should be very attractive for both financial and trade buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2013	42.9	73.6	8.4

THOM Europe

www.histoiredor.com
www.marc-orian.fr
www.tresorparis.fr

1) Business description

THOM Europe is a leading jewellery retailer in Europe. The Group was created in 2010 from the merger of two leading French jewellery retailers, Histoire d'Or and Marc Orian.

Since the 2016 acquisition of the brands Stroili Oro in Italy and Oro Vivo in Germany, the group now operates in France, Italy, Germany and Belgium through a network of 1,000 company-owned stores, primarily located in shopping centres. THOM Europe operates under the following brands: Histoire d'Or, Marc Orian, TrésOr, Stroili Oro, Franco Gioielli and Oro Vivo.

2) Why did we invest?

Having been a shareholder of Histoire d'Or for eight years, Apax had reviewed the opportunity to combine Histoire d'Or and Marc Orian several times in the past. The investment thesis is now based on the combined group.

THOM Europe is a leader in a stable, high-margin and fragmented market, in which scale provides a key competitive advantage. Its retail concepts, found in prime locations, stand out from the competition and are supported by best-in-class operations. Its outstanding, proven and highly-committed management team has a strong knowledge of both the Histoire d'Or and Marc Orian groups.

3) How do we intend to create value?

In addition to the synergies generated from the merger, THOM Europe shows significant growth potential via new openings in both shopping centres and city centres, development of e-commerce and international expansion.

4) What has been achieved?

Since investment and the Histoire d'Or/Marc Orian merger, several developments have created value for the group. A few dozen stores have been opened in France and Belgium with particular development in city centres since FY 2013. In 2014, the group acquired 31 Piery stores and made several other small acquisitions. THOM Europe has also internationalised, acquiring two jewellery chains in Northern Italy, and opening several new stores in the country. Lastly, an e-commerce site and a digital marketing/CRM strategy were launched in FY 2013.

In July 2014, the group issued €345m in five-year senior secured bonds to refinance its existing debt, finance the acquisition of the Piery stores and repay part of shareholders' convertible bonds, which allowed Altamir to recoup 40% of its initial cost.

In October 2016, THOM Europe acquired Stroili, the leading Italian jewellery retail chain (369 stores), and Oro Vivo's German subsidiary (38 stores) thereby creating Europe's largest jewellery retailer with more than 1,000 points of sale, over 5,000 employees and pro forma sales of more than €600m.

5) How is it performing?

THOM Europe continues to perform well, increasing same-store sales, opening new stores and stepping up the pace of its online sales. For the 2015-16 financial year (FYE 30 September), sales rose by 4% (€394m) and EBITDA by 7% compared with the previous year.

The group continued to outperform the market in the first three months of the 2016-17 financial year.

Note: on 18 July 2014, THOM Europe issued publicly traded debt securities. Therefore, only publicly available information can be disclosed in this report.

The valuation of the investment in THOM Europe grew by €23m during the 2016 financial year.

6) How will we crystallise value?

THOM Europe has a scale and high margin profile which makes it an attractive target to large private equity groups as well as trade buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2010	36.6	73.2	8.4

ALBIOMA

www.albioma.com

1) Business description

Albioma, formerly Séchilienne-Sidec, is a publicly listed company (Euronext Paris). Altamir holds 12% of the company's shares, both directly and through Financière Hélios.

Albioma is a leading independent energy producer with a strong focus on renewable energy. The company has world-class expertise in biomass and significant operations in solar energy. The total installed capacity of its plants is 753 MW. In 2014, leveraging its presence in France, its overseas territories and Mauritius, the company began operating in Brazil, the world's leading sugar cane producer.

2) Why did we invest?

The company pioneered the biomass energy market in the mid-1990s with the introduction of mixed fuel-fired power plants (coal and bagasse, a residue of sugar cane) and has since demonstrated the clear cost advantage of this technology compared to other energy sources available on remote islands.

Owing to its solid industrial base, the company has developed a particularly attractive business model characterised by (i) 25- to 35-year contracts with incumbent national electricity producers on a cost-plus basis, and (ii) a high ROE due to the energy efficiency of its plants and availability of project financing.

3) How do we intend to create value?

Renewable energy (solar, cogeneration and biomass) has significant growth potential. Demand is growing in the company's historical territories and there is opportunity to expand to new territories.

4) What has been achieved?

Since investment, governance has been strengthened at the management level (CEO, CFO, legal director, HR director and two finance controllers recruited) and on the Board of Directors (new independent directors). Jacques Petry, former CEO of SITA and Suez Environment, was appointed CEO in 2011.

Albioma started its international expansion by entering Brazil, the world's largest sugar cane and bagasse production market. In 2014, the company acquired the 60MW Rio Pardo bagasse cogeneration plant in the state of São Paulo, and in 2015, it acquired a 65% stake in the 48MW Codora Energia bagasse cogeneration plant in the state of Goias.

In France, Albioma signed two new contracts with EDF at the end of 2014 and in early 2015: Galion 2 in Martinique, the largest 100% biomass plant in the French overseas territory (40 MW, operational in 2017), and Saint-Pierre de la Réunion, the first French peak production plant operating essentially on bioethanol derived from the distillation of sugar cane molasses (40 MW, operational in 2017).

5) How is it performing?

Albioma reported a sharp increase in 2016 earnings. EBITDA rose by 10% to €131.4m and sales by 5% to €367.8m, owing to strong performance at its thermal plants, rate increases agreed with EDF in Reunion island, improved profitability at its two Brazilian plants, and the full-year contribution of the Codora plant, acquired in 2015.

The company has also announced a third Brazilian project: the signing of a joint-venture agreement with Vale do Paraná, a mill in the state of São Paulo with the capacity to crush 2 million metric tonnes of sugar cane, with the aim of operating its cogeneration plant and building an extension, increasing the generating capacity from 16MW to 48MW, 30MW of which will be exported to the power grid from 2021.

Taking into account the increase in its share price, the valuation of the investment in Albioma gained €8m during the 2016 financial year.

6) How will we crystallise value?

Because of the strong resilience of its business model and the quality of its management team, Albioma should attract the interest of both trade and financial buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2005	59.0	60.8	7.0

Unilabs

www.unilabs.com

1) Business description

Unilabs is a leading pan-European diagnostics company, providing laboratory and radiology services to public and private healthcare providers (hospitals, GPs, occupational health units), county councils, insurance companies and outpatients, as well as to the pharmaceutical industry and clinical research organisations. Unilabs is active in 12 countries (Denmark, Finland, France, Italy, Norway, Portugal, Spain, Sweden, Switzerland, the UK, UAE and Peru) with strong market positions in Switzerland, France, Iberia and Scandinavia. The laboratory business generates over 80% of EBITDA, mainly from France, Switzerland and Scandinavia, and the medical imaging business generates the remainder.

2) Why did we invest?

Unilabs offers a unique pan-European footprint with leading positions in its various markets, which enables the company to drive significant economies of scale (for example, in procurement) and thereby offer lower prices than its competitors. In addition, Unilabs has pioneered the "hub and spoke" approach to lab testing in Europe and has greatly innovated to develop its best practices, which serves to increase the company's efficiency.

The European laboratory and radiology market is highly attractive, providing both strong growth in testing volumes and limited volatility. The market is characterised by its defensive nature and volume growth is ahead of population growth due to the introduction of new tests.

3) How do we intend to create value?

External growth is an important source of value creation for Unilabs. There are significant opportunities for accretive add-on acquisitions in the fragmented European laboratories market, which is under reimbursement pressure from government payers, and where many less efficient operators are struggling to compete in a decreasing price environment.

Governments across Europe will continue to outsource both laboratory and radiology provision, from which Unilabs, as a scale player with significant experience in public tendering, will be able to benefit.

4) What has been achieved?

Since investment, Unilabs has completed more than 70 acquisitions in Europe. In order to fund these acquisitions, the company set up a line of credit in 2011 and issued a €685m bond refinancing in 2013, in conjunction with a new revolving credit facility to continue to finance add-on acquisitions.

Unilabs management team has been significantly strengthened with recruitments of a new CEO, CCO and CFO. The management team is now focusing on productivity improvement to offset the fall in reimbursement rates.

5) How is it performing?

Owing to an increase in volume, in particular in France and Switzerland, and to the success of its cost-control programme, Unilabs generated 2016 revenue of €680m (3% organic growth) and EBITDA of €127m, up 13%.

In September 2016, Apax assisted the Company with refinancing its existing debt to have greater flexibility to finance future acquisitions.

Taking into account these items, the valuation of the investment in Unilabs gained €15.3m during the 2016 financial year.

6) How will we crystallise value?

In February 2017, Apax France, Altamir and Nordic Capital sold their stake in Unilabs to the Apax IX LP fund. This divestment totalled €41.2m for Altamir, representing a multiple of 1.8 times the amount invested, and an uplift of 28% compared to the last valuation.

Subsequent to that transaction, Unilabs announced the acquisition of Alpha Medical, leader in medical diagnostics in Slovakia and the Czech Republic, two significant Eastern European markets.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	Switzerland	2007	22.5	41.2	4.7

InfoVista
Orchestrating network performance

www.infovista.com

1) Business description

InfoVista is one of the world's leading providers of network performance software solutions for communications service providers, mobile operators, IT-intensive enterprises and government organisations.

Headquartered in Paris, this international company delivers software and services to over 1,200 customers in more than 120 countries.

2) Why did we invest?

InfoVista is a leading worldwide software provider in network and application performance solutions with premium positioning and real value-added to clients (the top 10 world telecom operators are all clients of InfoVista).

The company addresses a growing market. Telecom operators are spending increasing amounts on network planning and optimisation and on service assurance, due to the continued roll-out of new technologies. Meanwhile, given the complex networks and multitude of applications used by IT-intensive enterprises, there is a growing need for more efficient enterprise application performance management.

InfoVista's business model is resilient, with (i) a diverse and sticky client portfolio of 1,200 customers, (ii) more than 50% of revenues generated by recurring maintenance, (iii) 70-80% penetration among Tier 1 telecom operators, and (iv) an asset-light business model with strong cash generation.

In addition, the company is very international, with direct presence in 13 countries and products distributed in more than 120 countries. It has a strong buy-and-build track record and numerous opportunities to acquire new technologies and/or enter adjacent markets by pursuing its build-up strategy.

3) How do we intend to create value?

Our investment thesis consists in driving growth in historical businesses, through larger contracts, notably with OEMs; harnessing cross-selling synergies from the recent acquisition of Ipanema; executing a accretive build-up strategy by acquiring new technologies and/or entering into adjacent markets; and exiting with potential multiple expansion, thanks to a business profile appealing to another round of LBO and strong potential appetite from trade buyers.

4) What has been achieved?

The company has conducted two new hires, VP Sales Operations and VP Sales Application Performance Guarantee, to strengthen sales and deliver cross-selling synergies.

In September 2016, InfoVista acquired the US company TEMS, a worldwide software leader in mobile testing and measurement for mobile operators. As a result, the company nearly doubled in size, posting pro forma revenue of almost €200m.

5) How is it performing?

InfoVista continues to grow, both organically and through acquisitions.

The first half of the 2016-17 financial year (July-December 2016, excluding the recently acquired TEMS scope) was marked by a strong performance of the recurring software maintenance business (6% year-on-year revenue growth). The Ipanema business line also performed strongly, gaining 22%, with large contracts signed in the United Kingdom. However, the Service Assurance and Network Planning & Optimization products lacked traction in mature markets.

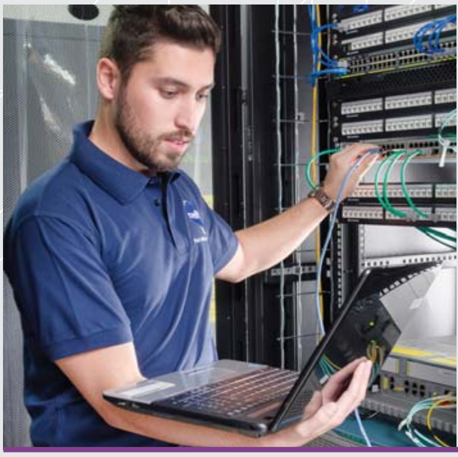
TEMS is being integrated as planned, particularly with regard to synergies.

As of 31 December 2016, as a company held in the portfolio for less than one year, InfoVista was valued at cost.

6) How will we crystallise value?

The combination of a resilient business model, strong growth, best-in-class operational performance, and high cash flow conversion should be highly attractive at exit for both financial and trade buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2016	39.1	39.1	4.5



Your world with you

www.melita.com

1) Business description

Melita is the leading converged telecommunications operator in Malta. It supplies 99% of homes in Malta with high-speed, digital cable access and has 110,000 unique subscribers, corresponding to approximately 70% of Maltese households. Melita offers pay-TV, broadband internet access, fixed and mobile telephony, and B2B services. In addition to its leading-edge cable network, it operates its own mobile network, a data centre built to Tier 3 specifications and a Wi-Fi hotspot network across the Maltese islands.

2) Why did we invest?

Melita is the leading converged fixed-mobile telecoms operator, the leader in the pay-TV and broadband markets and a challenger in the mobile market. It has a technological advantage over competitors, notably a faster internet speed. Melita is one of the first converged cable operators in Europe providing fixed-mobile services as well as triple-play (3P) and quadruple play (4P) bundles, for which consumer demand is very high.

The Maltese market has robust fundamentals: a good macro outlook, a growing population and a buoyant economy with an increasing demand for B2B telecom and hosting services.

There is a clear path to revenue growth, driven by (i) competitive Mobile/4P offers, (ii) demand for higher internet connection speeds, and (iii) the development of B2B activities. Meanwhile, operational efficiency improvement is expected to lead to margin uplift.

The investment was made with a quality partner, Fortino, which is headed by former executives of Telenet. Fortino co-invested alongside Apax funds in Melita and in Nowo/Oni (Portugal) and helped to bring in operating advisors to work with the management team on various projects and capture synergies between Melita and Nowo/Oni.

3) How do we intend to create value?

The investment thesis is to: (i) continue to invest in cable infrastructure to maintain the company's broadband leadership, by increasing the internet speeds delivered to customers, and regain television market share by improving the content and customer experience; (ii) develop Mobile market share through bundling with fixed services; (iii) unlock B2B market potential; and (iv) improve customer care and operational efficiency.

4) What has been achieved?

A new Chairman & CEO with extensive experience in telecommunications and in the cable industry was recruited in April 2016. Previously, he served as Board member and CEO of Blizoo Media and Broadband (the largest operator in Bulgaria), as CEO of the German operator Kabel BW and as CEO of HanseNet.

The new chief implemented several new measures, taking steps in particular to improve customer care.

Additionally, the company is working to roll out new set-top boxes and modems and upgrade both the mobile network (from 3G to 4G) and the fixed infrastructure.

5) How is it performing?

In 2016, Melita outperformed its budget slightly, delivering 8% growth in EBITDA vs. 2015.

Its revenue rose by 5% to €64.8m, driven by broadband, B2B and mobile growth.

As of 31 December 2016, as a company held in the portfolio for less than one year, Melita was valued at cost.

6) How will we crystallise value?

With its subscription-based business model, strong growth, excellent operational performance, and high cash flow conversion, the company should be highly attractive to both financial and trade buyers.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	Malta	2016	33.9	33.9	3.9

nowo oni

www.nowo.pt
www.oni.pt

1) Business description

Nowo is Portugal's second-largest cable operator. It reaches 25% of the Portuguese market, with 910,000 homes passed, and had 178,000 subscribers as of December 2016. The company provides television, broadband internet access and fixed telephony services. Its bundled offers comprise dual play (2P) and triple play (3P) services and, as of April 2016, quadruple play (4P) as well. Headquartered in Lisbon, the company employs some 200 people and has 20 stores.

ONI is the fourth-largest B2B telecommunications provider in Portugal, focusing exclusively on B2B services. The company operates its own network (more than 9,000 km of fibre optic lines) covering 85% of Portugal. ONI offers tailor-made communications & IT solutions (including mobile as of April 2016) to 1,500 customers comprising large, medium and small companies in sectors such as Financial Services, Utilities, Retail and Public. Headquartered in Lisbon, the company employs about 250 people.

2) Why did we invest?

Apax's teams are familiar with the industry to which these two companies belong and are particularly well acquainted with Nowo (formerly Cabovisão), having invested in the asset with Altice from March 2012 to March 2013. The Apax funds invested in the company again when Altice acquired Portugal Telecom and was obliged to divest its other Portuguese businesses.

Both companies have an attractive financial profile and offer strong growth potential, especially in mobile. They were acquired at a good price and can expect to sell at a higher multiple at exit.

The investment was made with a quality partner, Fortino, which is headed by former executives of Telenet. Fortino co-invested alongside Apax funds in Nowo/Oni and in Melita (Malta) and helped to bring in operating advisors to work with the management team on various projects and capture synergies between Nowo/Oni and Melita.

3) How do we intend to create value?

The aim is to create an efficient B2B/B2C telecom operator in Portugal through the launch of a mobile offer as well as management and organisational improvements.

Nowo's launch of a mobile offer, its rebranding and a new range of services should increase customer stickiness and help win new customers. With ONI, the objective is to reposition the company around a new product offer encompassing mobile, increasing the opportunities to participate in competitive bids.

4) What has been achieved?

Since acquisition, the two operators have carried out a fundamental reorganisation. The Executive Committee has been thoroughly renewed. Four operational work-streams have been started, led by external operational advisors with strong expertise and who will stay involved with the company over the long term.

In April 2016, a Mobile Virtual Network Operator (MVNO) offer successfully launched, stemming customer base erosion. In September 2016, Cabovisão was rebranded Nowo. The company introduced innovative new offers and a fresh product range including a state-of-the-art TV platform and new set-top boxes.

5) How is it performing?

The reorganisation initiated by the two operators is advancing well and beginning to pay off. In 2016, revenue of €118m and EBITDA were behind plan, due to a one-month delay in the launch of the mobile offering and a lower-than-anticipated ARPU (Average Revenue Per User). Nowo's customer base has been growing again since September 2016, however.

Going forward, Nowo/Oni will focus on expanding its customer base and ARPU, enhancing brand awareness and increasing cost savings in various areas.

The valuation of the investment in Nowo/Oni grew by €12.8m during the financial year 2016, reflecting a rise in the valuation multiple.

6) How will we crystallise value?

The group could be acquired by a trade buyer seeking to enter or consolidate the Portuguese market.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	Portugal	2016	20.6	33.4	3.8

SK FireSafety Group

www.skfiresafetygroup.com

1) Business description

SK FireSafety Group specialises in fire safety and aeronautical safety equipment maintenance. It manufactures and maintains extinguishers, hydrants and other fire safety products and designs fire detection and extinction systems for critical environments.

Based in the Netherlands, the group is the result of the combination of several companies in the sector (ten acquisitions between 2010 and 2014) operating in the Benelux countries, in the United Kingdom and in Norway.

2) Why did we invest?

The fire safety market offers robust fundamentals and recurring revenues.

SK FireSafety has developed specific know-how in the sale and maintenance of critical safety equipment in both the fire safety and the aviation industries. It dominates the domestic market (the Netherlands), where it is positioned at the high end. The company successfully participated in consolidating this market and is well poised to pursue other acquisitions.

SK FireSafety has a profitable, cash-generative business model, a large customer base and strong international growth potential in its various market segments.

3) How do we intend to create value?

SK FireSafety Group aims to become a major player in fire safety in Europe. To accomplish this, it is seeking to strengthen its leadership in its historical markets and carry out targeted acquisitions elsewhere in Europe.

In addition to these acquisitions, international expansion in selected operations (e.g. Products and Aviation) and robust cash generation will drive value creation.

4) What has been achieved?

Since investment, SK FireSafety has expanded its service offerings in the Aviation segment through the successful acquisition of Team Aero Services in the United States. It also launched a new business in the Aviation sector in Malaysia (a joint venture with a local player).

The company significantly improved the operational efficiency of its Norwegian subsidiary, which was in a turnaround at the time of the acquisition.

In the context of a difficult Oil & Gas market, SK FireSafety restructured its operations and implemented significant cost savings.

5) How is it performing?

In January 2016, the Apax Funds and the management team collectively invested €10.5m in the company. This amount was used to repay debt and lower the leverage ratio. Following the collapse of the Oil & Gas market, the company also renegotiated the covenants in its credit contracts.

In 2016, the group generated revenues of €105.9m, up 12% vs. 2015, and reported a 55% rise in EBITDA. The considerable cost saving measures implemented and the good performance of recurring businesses drove an impressive rebound.

The Products, Systems and Aviation business units all reported record revenue in 2016, with growth rates of 9%, 23% and 13%, respectively, vs. 2015. The Norwegian unit (NOHA) confirmed its turnaround and generated a positive EBITDA. The Oil & Gas business unit continues to be impacted by the deteriorated market, as oil prices decline. The measures taken by the management reduced costs significantly, however, and enabled the company to achieve a positive EBITDA.

Taking into account these elements, the valuation of the investment in SK FireSafety Group gained €5.1m during the financial year 2016.

6) How will we crystallise value?

The company's competitive positioning in selected market sub-segments should attract interest from strategic buyers at exit.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	Netherlands	2014	31.5	31.0	3.5

www.gfi.fr

1) Business description

Itefin Participations, a holding company controlled by the Apax Funds, holds 18.5% of the capital of Gfi Informatique. Gfi Informatique is listed on Euronext Paris, Compartment B.

Gfi Informatique is a major player in value-added IT services and software in France and Southern Europe. The group provides its customers with expertise in consulting, system integration, outsourcing and software solutions. It covers all stages of the information system life cycle and caters mainly for large companies, public entities and local authorities. It has about 14,000 employees, over 40 branches in France and eight international agencies in Europe and Morocco.

2) Why did we invest?

Gfi is one of the four leading France-centered IT firms. It also has operations in Spain and Benelux, with a strongly established customer base and a unique presence in the highly attractive packaged software business. The company combines several competitive advantages, including its large size to be able to manage large IT projects (e.g. ERP implementation); strong local presence in Southern Europe; sector-focused expertise and organisation in Banking, Telecom, Public Administration and Industry; and industrialised processes allowing it to deliver cost-effective services.

3) How do we intend to create value?

Gfi has significant growth potential, based on an annual growth rate of about 2% in the underlying European IT services market, complemented by an acquisition strategy focusing on value-added targets. Thanks to its size, Gfi can act as a consolidator in a fragmented but consolidating IT services industry.

The group is managed by a team of successful IT service entrepreneurs, who have sparked a transformation of the group's business model around service centers (in France and near shore) that will result in enhanced productivity and profitability.

4) What has been achieved?

Since investment, the company has refocused on more value-added activities (launch of a new strategy organised by business sector, enabling the company to address bigger projects with higher margins) and on its core markets (divestment of the Italian subsidiary and the Canadian operations in 2010 and 2012).

The company has been very active in terms of build-up with 20 acquisitions completed.

Management and governance were strengthened with the appointment of a new Chairman and CEO in 2009 (formerly COO France), as were the executive management team (including a new CFO in 2009) and the Board of Directors.

The Company significantly decreased indebtedness in 2015 after conversion of its OCEANE bonds into new shares, which provides Gfi with significant firepower for future acquisitions.

5) How is it performing?

In 2016, Gfi continued to expand and to transition its business mix towards greater value-added services.

The year was marked by strong organic growth and the group's successful international expansion. Following the acquisitions of Impaq in Eastern Europe, Efron in Spain and South America, and Roff in Portugal, South America and Angola, international business now accounts for 25% of Group sales (with acquisitions pro forma over 12 months).

In France, Gfi signed a major outsourcing contract with 3SI (Otto Group) and acquired Metaware, a company specialised in modernisation of large systems.

Group revenue broke through the one billion mark in 2016, ending the year at €1,015.4 million, up by 13.6% compared with 2015 on a reported basis and by 8.1% on a like-for-like basis. EBITDA totalled €80.1 million, up 15.1%. The group's operating profit came to €61.7 million, i.e. 6.1% of revenue, corresponding to a 5.1% increase in value.

6) How will we crystallise value?

In November 2015, Apax France VII, Altamir and Boussard & Gavaudan, Gfi's main shareholders, entered into exclusive negotiations with the Qatari group Mannai Corporation, with a view to selling 51% of the group's share capital at a price of €8.50 per share, representing a 34% premium over Gfi's volume-weighted average share price during the 20 trading days prior to 20 November 2015.

Following this transaction, which closed on 22 June 2016, Apax France VII and Altamir now own 18.5% of the share capital of the company (through its holding company Itefin). Apax France VII, Altamir, Mannai and Boussard & Gavaudan, acting in concert, jointly control 95.2% of Gfi's share capital.

The terms of the transaction provide mechanisms to ensure that the historical shareholders can dispose of their shares by the end of 2018.

Sector	Country	Date of investment	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
	France	2007	24.6	30.4	3.5

OTHER COMPANIES BY SECTOR

TMT

	Residual cost in €m	Fair value in €m	% of the portfolio at fair value
TMT	23.7	42.9	4.9

Company	Country	Business description	Annual turnover *(in €m)*
VOCALCOM Connecting to Customers www.vocalcom.com	France	Vocalcom is a provider of software for multi-channel customer services, including telephone calls, text messages, e-mail, video calls, web contact, social networks, point-of-sale and mobile customer management. The company is among the world's leading providers of technological solutions for contact centres, with more than half a million agents in more than 3,500 centres using its solutions on a daily basis.	33
GlobalLogic www.globallogic.com	United States	GlobalLogic is a leader in outsourced R&D services. The company operates design and engineering centres around the world, offers its services to international customers in the digital media, electronics, healthcare, infrastructure, finance, retail and telecom industries.	382*
EVRY www.evry.com	Norway	Evry ASA is one of the leading IT companies in the Nordic countries, with a strong local and regional presence in 50 cities and towns. Evry has some 10,000 employees and operates mainly on the Norwegian and Swedish markets.	1,349*
= exact BUSINESS SOFTWARE www.exact.com	Netherlands	Exact Software is the leading Dutch provider of business software for SMEs. Exact develops industry-specific on-premises and cloud-based solutions in a wide variety of industries. It has 1,550 employees in 15 countries.	216
ENGINEERING www.eng.it	Italy	Engineering Ingegneria Informatica is a leading Italian IT services provider. The group employs ca. 7,800 people, essentially in Italy and Brazil. It provides system integration services, software applications and outsourcing services to more than 1,700 customers. Engineering operates primarily across four core sectors: Public Administration & Healthcare, Telco & Utilities, Industry & Services, and Financial Services.	891
www.duckcreek.com	United States	Duck Creek is a leading provider of modern software technology to the P&C insurance carrier market. Founded in 2000, the company is now the second largest P&C insurance software vendor in the United States and with the acquisition of Agencyport, has over 1,000 employees, six offices in the United States and a presence in the UK, Spain, India and Australia.	134*
ZenSar TECHNOLOGIES Your Transformation Partner www.zensar.com	India	Zensar Technologies Ltd is a listed Indian company that provides software and infrastructure services to leading global customers in the manufacturing, retail and high-tech industries. With over 8,000 employees, the company has a sales and operations presence in the US, the UK, continental Europe, the Middle East, South Africa, Singapore and Australia.	435*

* *Revenue converted into millions of euros based on exchange rates prevailing on 31 December 2016.*

HEALTHCARE

Residual cost in €m	Fair value in €m	% of the portfolio at fair value
23.1	35.8	4.1

Company	Country	Business description	Annual turnover (in €m)
AMPLITUDE Surgical www.amplitude-surgical.com	France	Amplitude is the leading French provider of orthopaedic prostheses for hips and knees. The company designs, outsources the production of and sells a full range of orthopaedic prostheses that compete with the leading US companies in the sector. Founded in Valence, France, by Olivier Jallabert in 1997, Amplitude has experienced rapid organic growth, on the strength of its excellent products and services and its strong network of salespeople. The company went public in June 2015 and is listed on the Euronext Paris stock market.	81
Invent Farma NEURAXPHARM www.invent-farma.es www.neuraxpharm.de	Germany Spain	Invent Neurax is a leading generic pharmaceuticals company focused on treatments for central nervous system disorders. The company was formed in 2016 from the merger of Neuraxpharm Arzneimittel in Germany and Invent Farma in Spain.	185
onecallcare MANAGEMENT www.onecallcm.com	United States	One Call Care Management is the market-leading provider of medical solutions for US workers' compensation. The company aims to contain medical costs for employers by leveraging a network of providers in various fields such as laboratory testing, homecare, dental care, and physical therapy.	1,482*
vyaire www.vyaire.com	United States	Vyaire Medical is a carve-out of the Respiratory Solutions Business of US group Becton Dickinson. Vyaire Medical is the world leader in respiratory diagnostics, ventilation and post-anaesthesia monitoring.	750*
Ideal Protein www.idealprotein.com	Canada	Ideal Protein is a Canadian company specialised in the development of weight-loss and wellness solutions. The company has developed a comprehensive weight-loss protocol and has partnered with over 3,000 doctors' offices, medical clinics, multi-provider practices, chiropractors and pharmacies in the US and Canada who offer and administer the programme to dieters.	184*
GENEX www.genexservices.com	United States	Genex is a leading US provider of integrated managed care services in the workers compensation sector, focused on controlling healthcare costs and reducing disability expenses during recovery. The company provides insurers, employers, and third-party administrators with a broad array of cost-containment solutions in the United States and Canada.	390*

* *Revenue converted into millions of euros based on exchange rates prevailing on 31 December 2016.*

BUSINESS & FINANCIAL SERVICES

Residual cost in €m	Fair value in €m	% of the portfolio at fair value
20.4	24.6	2.8

Company	Country	Business description	Annual turnover (in €m)
www.azelis.com	Belgium	Azelis is a leading distributor of specialty chemicals in Europe. It provides a diverse range of products and innovative services to more than 20,000 customers, in more than 35 countries worldwide. In 2015 Azelis completed the acquisition of Koda Distribution Group, the largest distributor of specialty chemicals in the US market, enabling it to significantly enhance its position globally.	1,557
www.assuredptr.com	United States	AssuredPartners is one of the largest independent insurance brokerage firms in the United States with offices in over 30 states, the District of Colombia and London. Through its network of agencies, AssuredPartners provides property & casualty insurance brokerage services to commercial and individual customers.	796*
http://shriramcity.in	India	Shriram City Union Finance is a listed Indian company specialising in retail financial services: loans to small- and medium-sized enterprises, finance for two-wheelers and loans against gold. The company focuses on customer segments under-served by other mainstream lenders, and is able to effectively address these customers with a 25,000-strong field force and a unique, de-centralised operating model.	393*
www.boatsgroup.com	United States	Boats Group (formerly Dominion Marine Media) operates the leading digital classifieds marketplaces for recreational marine vehicles in North America and Europe and provides marketing software solutions to its broker and dealer customers. The company's core websites include BoatTrader.com, YachtWorld.com and Boats.com, which attract over 62 million unique visitors annually to more than 300,000 unique boat and yacht listings. Boats Group's digital solutions serve over 5,000 dealers and brokers in more than 143 countries.	39*
www.qualitydistribution.com	United States	Quality Distribution Inc. operates the largest bulk tank truck network in North America. The company provides transport and delivery services for each of the top 100 chemical producers in the world. It has over 125 offices across North America and more than 3,000 drivers and franchises working with the company.	820*

* *Revenue converted into millions of euros based on exchange rates prevailing on 31 December 2016.*

BUSINESS & FINANCIAL SERVICES

Company	Country	Business description	Annual turnover (in €m)
GARDA www.gardaglobal.com	Canada	Garda World Security Corporation is one of the world's leading providers of security and cash logistics. Its 45,000 dedicated professionals serve clients in countries throughout North America, Europe, Latin America, Africa, Asia and the Middle East, in a broad range of sectors and industries including financial institutions, retailers, insurance, governments, humanitarian relief organisations, mining, construction and telecommunications.	1,730*
Chola www.cholamandalam.com	India	Cholamandalam Investment and Finance Company Limited ("Chola") is a leading listed Indian non-banking financial company. It was created in 1978 by Murugappa Group and is a comprehensive financial services provider offering vehicle finance, mortgage and home equity loans, SME loans, investment advisory services, stockbroking, etc. Chola operates from over 575 branches across India with assets under management above INR 250 billion.	304*
中国华融资产管理股份有限公司 CHINA HUARONG ASSET MANAGEMENT CO., LTD. www.chamc.com.cn	China	China Huarong Asset Management Co., Ltd ("Huarong") is the largest asset management company in China by AUM with a full set of financial services licences and a specialisation in non-performing loans processing and lending to SMEs. The company is headquartered in Beijing, with 30 branches across China and a nationwide branch network. It went public in Hong Kong in October 2015.	10,298*
Answers™ www.answers.com	United States	Answers Corporation is a leading provider of expert web content and cloud-based marketing software solutions. Answers has both a B2C and B2B business: a leading online Q&A site (www.answers.com), and a suite of SaaS on content management, feedback and reviews (Answers Cloud Services) that offer significant scope for scaling and improved monetisation.	197*

* Revenue converted into millions of euros based on exchange rates prevailing on 31 December 2016.

1

RETAIL & CONSUMER

Residual cost in €m	Fair value in €m	% of the portfolio at fair value
70.9	58.4	6.7

Company	Country	Business description	Annual turnover *(in €m)*
ALAIN AFFLELOU www.alainafflelou.com	France	Alain Afflelou is a leading optical retail chain in France and Spain. Since its first store opening in 1972, the group has expanded significantly and operates primarily as an optical services franchisor. In 2011, the group launched a hearing aid activity on the same model as the optical activity. As of 31 October 2016, the company had a network of 1,403 points of sale, including 906 in France 369 in Spain and 120 in 11 other countries.	346
SANDAYA www.sandaya.fr	France	Founded in 2011, Sandaya is an integrated premium campsite operator, which has grown through successive acquisitions of independent campsites. The group has 11 four- and five-star campsites in France and Spain, located primarily on the seashore, with high-quality accommodation (mobile homes, lodges, chalets, empty pitches for tents, caravans and camping cars) and a wide variety of leisure activities and services (water parks, kid activities, playgrounds, etc.)	36
wehkamp www.wehkamp.nl	Netherlands	RFS Holland Holding BV owns Wehkamp, the leading Dutch online retailer in fashion, electronics and home & garden. It caters for the typical middle-class family and has established itself as a household brand in the Netherlands.	663
idealista www.idealista.com	Spain	Idealista is the largest online real estate marketplace in Spain with over 10 million monthly users. Delivering over 300m page views a month, idealista.com is an essential lead generation tool for real estate agents and private real estate sellers/landlords.	40

RETAIL
& CONSUMER

Company	Country	Business description	Annual turnover (in €m)
FULLBEAUTY BRANDS www.fullbeauty.com	United States	Fullbeauty Brands is the direct-to-consumer market leader in the US plus-size apparel market. Its brands and products are marketed through Fullbeauty's integrated print and digital channels, including its online marketplace, www.fullbeauty.com. Fullbeauty has been serving the US plus-size customer for over 100 years and today has a base of more than 13 million customers.	906*
COLE HAAN www.colehaan.com	United States	Cole Haan was founded in 1928 and is one of the leading American designers and retailers of premium men's and women's shoes, apparel and accessories. The company sells through leading department stores, its own stores in the United States, Canada, China and Japan, and through its e-commerce site.	565*
GROUPE ROYER www.grouperoyer.com	France	With around 30 million pairs sold each year, Royer is Europe's second-largest seller of shoes (licences and brands owned by the group). It distributes some 30 brands (New Balance, Kickers and Hello Kitty, among others), primarily through independent retailers, specialist retail chains, mass-market retail chains and e-commerce sites.	276
rue21 www.rue21.com	United States	rue21 is one of the largest US retailers specialising in clothes and accessories for young people, with more than 1,000 stores and malls across small and medium-sized cities in the United States.	1,077*

* *Revenue converted into millions of euros based on exchange rates prevailing on 31 December 2016.*

1.3 BUSINESS DESCRIPTION

1.3.1 THE PRIVATE EQUITY BUSINESS

WHAT IS PRIVATE EQUITY?

Private equity consists of investing in unlisted private companies with the intent of developing them and/or improving their business performance.

In the private equity model, a team of professional fund managers takes a stake in private companies, usually with a specific investment thesis and a detailed value creation plan. In general, private equity investors are able to ensure that the interests of all stakeholders in a deal are aligned, thus ensuring that the companies they invest in are managed in the best interests of the Company's management team, the limited partners who invest in the private equity funds, and the private equity fund managers themselves.

The private equity ownership model can be applied to a wide range of company types, sizes, sectors and geographies. Private equity ownership plays a key role at many stages in a company's history: a change in the scale of a business, a required change in ownership, a change in strategic direction, or a change in the structure and operations of a business. The common factor is that all investee companies have unrealised potential. Private equity investment aims to unlock this potential through specific value creation plans.

Private equity performance is generally measured and evaluated in terms of multiples of the amounts invested, and the internal rate of return (IRR).

ADVANTAGES OF PRIVATE EQUITY

Given the structure of private equity ownership, this model presents a number of advantages that facilitate value creation and the realisation of capital gains over time:

- large universe of target companies offering many opportunities;
- time and resources to study and assess investment opportunities, and to analyse and value the target companies best-positioned to grow and capitalise on the secular trends within those industries, as well as to analyse the risks of potential investments and how best to mitigate them;
- committed, long-term ownership, that is not concerned with short-term performance targets, but focused on achieving broad and long-term value creation in line with an investment thesis and with precise value creation objectives;
- the ability to modify business plans or change management teams as required in order to achieve objectives;
- clear accountability between company executives and shareholders, combined with a precise road map and incentive measures directly linked to value creation; and
- the ability to access debt markets and to partially fund acquisitions through debt.

DISADVANTAGES OF PRIVATE EQUITY

- The due diligence process in private equity can translate into high costs. Exploiting the vast and unregulated set of opportunities that private companies represent requires resources, infrastructure and expertise.
- The average private equity investment cycle leads a significant part of performance to be skewed towards the last years of the life of a fund. Accordingly, fund performance must be assessed over the long term.
- Restricted access: investing in private companies is restricted to a small group of investors. The traditional way of investing in private equity is through a Limited Partnership or an FCPR. These vehicles are reserved for institutional investors, *i.e.* financial institutions and other large, sophisticated investors, able to commit substantial capital and to forego a return on their investment for a relatively long period of time. Limited partnerships and private equity funds require investors to commit a minimum amount, usually €10m or more, which is "locked up" for several years. They are commonly structured as ten-year vehicles, during which time the investor has no access to the funds invested.

LISTED PRIVATE EQUITY FUNDS: PROVIDING BROADER ACCESS TO THE ASSET CLASS

Listed private equity (LPE) companies, such as Altamir, are public companies that invest in a portfolio of predominantly private enterprises. Shares of LPE companies are bought and sold on stock exchanges in the same way and alongside other public industrial and financial companies.

Listed private equity provides the same underlying returns on investment as unlisted institutional private equity, but in a way that stock market investors can access without minimum investment requirements or lock-up periods. Other benefits of LPE investing include exposure to multiple vintages, and capital being put to work immediately (rather than relying on "capital calls" when investments are identified, as is the case in traditional private equity). The shares of listed private equity companies are often priced at a discount to the underlying NAV (an advantage or a disadvantage depending on the perspective taken).

1.3.2 PRIVATE EQUITY MANAGEMENT COSTS

MANAGEMENT COSTS OF PRIVATE EQUITY FUNDS

These costs can be grouped into four categories:

- annual management fees paid to the fund management companies;
- transaction fees and/or fees for monitoring portfolio companies;
- administrative and operating costs not covered by the management fee; and
- the performance fee paid to managers, referred to as carried interest.

Annual management fees paid to the fund management companies

a) Management fees are calculated on the committed capital of the fund investment period (five to six years). For the remaining four to five years, the fees are calculated either at a declining rate on the same base or at the same or lower rate on the amount of invested capital (at cost).

During the investment period, the rates applied vary depending on the size of the fund. The rate for funds with over €3 billion is 1.5%, and 2% for smaller funds down to the €1.5-2 billion range.

b) These management fees cover all the functions necessary for proper management of the fund, except for operating expenses, which are charged to the fund in addition to management fees.

Transaction fees and/or fees for monitoring portfolio companies

The management companies invoice these fees directly to the portfolio companies and as such they do not appear in the accounts as costs borne by the funds.

Transaction fees are invoiced when a company is acquired and/or sold by the fund and generally amount to 1 or 2% of the overall transaction amount. Monitoring fees are invoiced at a flat rate on an annual basis.

Base and rate practices vary significantly from one management company to another. The prevailing market trend is that the fees paid directly by the portfolio companies are deducted from the annual management fees paid by the fund.

Administrative and operating costs not covered by the management fee

There are three types:

- fund establishment costs, which may total several million euros;
- fund administrative costs (custodian, Statutory Auditors, “Board of Advisors” and Annual General Meeting costs, as well as legal, insurance, administration, accounting costs, etc.); and
- abort fees: these are fees incurred to perform due diligence on investment opportunities (all types of audit, accounting, strategy, human, environmental, tax, legal, etc.) for projects that are ultimately abandoned, regardless of the reason. For opportunities that lead to an investment, the fees incurred are included in the cost of investment and as such do not appear as fees charged directly to the fund, although it is ultimately the fund that pays them.

Carried interest

Carried interest is the remuneration that the managers of a private equity fund receive in relation to the fund’s performance. It represents the portion of the fund’s capital gain attributable to its managers, typically 20%, provided a minimum annual IRR (or hurdle rate), most often 8%, is reached; it is net of management fees. If the minimum IRR is not reached, no carried interest is due. If the minimum IRR is reached, carried interest is due on the entire capital gain, net of management fees.

Today there are two major practices:

- **the American practice**, which consists in calculating carried interest on an “investment-by-investment” basis, meaning that loss-making investments are segregated from profit-generating investments; and
- **the European practice**, which calculates carried interest on the fund as a whole, with loss-making investments being deducted from profit-generating investments.

Specific case of private equity fund of funds

These funds bear two layers of costs:

- direct costs, *i.e.* the four categories of costs, as explained above, with management fees and carried interest charged at significantly lower rates than that of funds that invest directly; and
- indirect costs, *i.e.* expenses paid by the funds in which the fund of funds has invested.

From an accounting perspective, only direct costs borne by the fund of funds are recognised. The indirect costs are accounted for in the net performance of the underlying funds.

MANAGEMENT COSTS OF LISTED PRIVATE EQUITY COMPANIES

Listed private equity companies are not a homogeneous group

Listed private equity companies have an unlimited lifespan, unlike funds, which generally have a ten-year lifespan and are designed to self-liquidate.

Naturally, these companies adapt their investment strategy and operations over time. As investments are made in unlisted companies with a long-term horizon, the time needed to transition from one configuration (resulting from the initial strategy) to another (reflecting the new strategy) is very long.

In addition, the origins of listed private equity companies are diverse. They may be traditional holding companies or financial companies that have chosen to adopt the private equity model, or companies created by asset management companies specialising in managing private equity funds, etc.

Private equity funds can be classed into clearly identified categories according to the fund's strategies, and the characteristics of the funds within each category are closely comparable. The same is not true, however, for listed companies. There are far fewer of them than there are funds, and they are generally more hybrids:

- in their operations (self-managed companies, *i.e.* the managers are employees of the listed entity, or companies managed like funds by a management company);
- in their investment processes: direct investment in companies, investment *via* their own funds in which other investors also participate, investment via funds managed by third parties. Note that these three processes can exist together;
- in the way in which the management teams are remunerated (method for calculating management fees and carried interest). The base used for calculating management fees is very heterogeneous – committed capital, gross amounts invested, statutory net book value, etc. – and rates vary depending on the nature of the investments. The same applies to the calculation of carried interest; and
- in the way in which transactions are recognised for accounting purposes.

Management costs

Firstly, there are the same four cost categories as for private equity funds. In the administrative and operating costs category, the costs are generally higher owing to the Company's listing. There are also two additional cost categories:

- interest expense: unlike private equity funds, which leave the responsibility of managing cash to their investors, listed companies must manage their cash and the associated risks. At the very least, listed companies must set up credit lines to manage the timing differences between generating proceeds from divestments and making investments;
- taxes: the majority of funds are tax transparent. This is not the case, however, for listed companies, although the majority of them choose a favourable tax status (British trusts, French SCRs, companies based in Luxembourg or the Channel Islands).

Self-managed companies that employ management teams and bear all their own costs relating to investing, creating value and exiting investments by definition do not pay management fees. In the same vein, the carried interest allocated to managers can take a wide variety of forms, such as bonuses, bonus shares and stock options, etc.

Accounting policies and cost transparency

Companies investing part of their assets *via* funds can choose between two principal accounting methods:

a) a fully transparent presentation of the financial statements, under which investments made *via* third parties are recognised as though they had been made directly. Under this format, the Company presents gross investment performance on the one hand and all costs[(1)] on the other, whether these costs are borne directly by the listed entity or by the underlying funds;

b) a net presentation of the performance of investments made *via* funds, *i.e.* after deducting the management fees and carried interest paid by the funds. Companies adopting this accounting method therefore recognise only the following information in their financial statements:

- management fees charged to the listed company,
- administrative and operating costs not covered by the management fee, and
- carried interest, if any, paid by the listed company.

Accordingly, the expenses and carried interest paid by the underlying funds are not directly visible in the listed company's financial statements;

c) notwithstanding the above, companies investing part of their assets in funds they manage directly, as opposed to funds managed by third-parties:

- recognise all expenses related to these funds in their statements if they invest *via* dedicated funds that they consolidate, or
- recognise part of these costs, such as management fees, which might be found only in the notes to the financial statements.

Management cost comparison

Shareholders wishing to compare **total management costs** among the various listed companies face a daunting task as there is currently no transparency with regard to overall costs: Altamir is, as explained hereafter, an exception.

A mere **comparison of direct costs** can only be made if investors have a thorough understanding of the business model (investments

(1) Both management fees and carried interest.

made directly or *via* funds), the respective weightings of these two investment types, if both are used, the legal form of the entities and the accounting methods used.

Assuming that investors have been able to calculate the overall or direct costs of the companies they wish to compare, one question still remains:

WHICH DENOMINATOR SHOULD BE USED TO COMPARE THE EXPENSES OF ONE ENTITY WITH THOSE OF ANOTHER?

a) Denominator for the overall cost approach

The ratio: $\dfrac{\text{Total costs}}{\text{Net Asset Value}}$ is not appropriate

if the management fees paid by underlying funds are included in total costs, since the management fees are calculated based on the capital committed to the funds. There is a long lead time, generally three to four years, before this capital is put to work and a period of at least two years before an investment begins to appreciate in value. Consequently, costs increase, whereas for two or three years the NAV does not due to these investments (the J-curve effect).

For this reason, we recommend the ratio used to compare the expenses of private equity funds that invest directly:

The ratio: $\dfrac{\textbf{Total costs}}{\textbf{Committed and invested capital}}$

To use this ratio for a listed private equity company, two adjustments are necessary:

a) interest and taxes (specific to private equity companies, see above) must be deducted from overall costs. *This adjustment is not necessary when comparing listed private equity companies with each other*;

b) to calculate the denominator, the total of direct investments at cost must be added to the capital committed to the funds. Note that committed capital may change during the year. In such cases, an average of starting and ending balances should be used.

b) Denominator for the direct cost approach

The following ratio is best suited: $\dfrac{\textbf{Total direct costs}}{\textbf{Average NAV}}$

where the average NAV is the average of the opening NAV and closing NAV.

1.3.3 ALTAMIR'S INVESTMENT POLICY

FROM FOUNDING UNTIL 2011

Co-investment with the funds managed by Apax Partners SA up to the Apax France VII fund.

From December 1995, when it was listed on the stock exchange under the name Altamir & Cie, the Company co-invested *pari passu* with the funds managed by Apax Partners SA, based on their respective amounts of assets under management. On 31 March 2006, a new company, Amboise Investissement, was created and listed on the stock exchange. Also advised by Apax Partners SA, Amboise Investissement co-invested *pari passu* with the Apax France funds and Altamir, based on the amount of assets under management. Altamir and Amboise Investissement merged on 4 June 2007, and the new company took on the name of Altamir Amboise. Altamir Amboise continued to co-invest according to the same terms and based on assets under management in every transaction in which the private equity funds managed by Apax Partners SA invested. In April 2007, the Company and Apax Partners SA signed an agreement setting out the rules of co-investment ("co-investment agreement").

Since its creation, the Company has been able make use of an adjustment facility to adjust its co-investment rate at the beginning of each calendar half-year for the six months to come based on its cash flow forecast.

In the event of a follow-on investment, the percentages invested by the Company and the fund were the same as those of the initial investment (and not that in effect as of the date of the follow-on investment, if different).

The co-investment percentages evolved as follows:

		Investment percentage				
Fund	**Date**	**FPCI Fund**	**Altamir & Cie**	**Amboise Invest**	**Altamir Amboise**	**Total**
Apax France VII	01/07/2006	50%	25%	25%	-	100%
	01/07/2007(1)	57%	-	-	43%	100%

(1) Merger of Altamir and Amboise Investissement.

As of 31 December 2016, the Apax France VII fund was fully invested and can therefore make no new investments. However, it may be required to make follow-on investments in existing portfolio companies. The Company therefore also has a residual commitment to co-invest its share, estimated to be in the region of €2m.

SINCE 2011

Investment *via* the funds managed by Apax Partners MidMarket, the first being the Apax France VIII fund, raised in 2011

At the end of 2010, as part of the Company's long-standing succession planning, Maurice Tchenio, the founder of Apax Partners SA, transferred responsibility for the future development of Apax Partners France to his partners, under the supervision of Eddie Misrahi. Accordingly, a new management company was created: Apax Partners MidMarket SAS, approved by the AMF (Autorité des Marchés Financiers).

Thus, for the first time since Altamir was launched, decision-making power for Altamir Gérance and the management company of the Apax France VIII private equity fund were no longer vested with the same person.

Consequently, it was decided that Altamir would now invest through the Apax France VIII fund rather than in each company individually alongside the fund, as was previously the case.

In practice, in the previous configuration, Altamir's decision to invest alongside the Apax funds consisted in determining the co-investment percentage at the launch of each new fund, and to refining this percentage at the start of each half-year period based on Altamir's available cash. In the new configuration, the decisions to be made are virtually identical: on the launch of the France VIII fund, Altamir determined the minimum and maximum amounts that it wanted to invest in the fund. As in the past, Altamir has the option of refining this percentage at the start of each half-year period. In the new configuration as in the previous one, the Management Company of Altamir has no influence over investment and divestment decisions.

Altamir invests in a dedicated fund called "Apax France VIII-B", in which Altamir is the only investor. All other investors are grouped in the fund called "Apax France VIII-A". The fund operates in such a way as to enable Altamir to recognise capital gains on divestments in its income statement as soon as they are realised, thereby ensuring maximum accounting transparency without penalising the Company's ability to pay dividends.

Shareholders approved the changes to the Articles of Association resulting from these new procedures at their 29 April 2009 General Meeting. Since 2011, Altamir has invested directly in the FPCI Apax France VIII-B. All measures have been taken to ensure that there is no change regarding recognition of income nor double invoicing of management fees.

Similarly, to avoid double payment of carried interest on the performance of the Apax France VIII-B fund, the fraction of Altamir's income deriving from this fund is excluded from the calculation of payments to the general partner and Class B shareholders.

New amendments to the Articles of Association were approved by shareholders at their 29 March 2012 Combined General Meeting. The purpose of these new amendments is to extend the modus operandi to future funds or entities managed by Apax Partners MidMarket as well as those advised by Apax Partners LLP.

The total subscription of the Company in Apax France VIII-B was €277m. In 2016, Altamir committed between €226m and €306m to Apax France IX, the new fund raised by Apax Partners MidMarket. This amount can be adjusted every six months based on the Company's foreseeable cash position.

Investment *via* funds managed by Apax Partners LLP, the first being Apax VIII LP, raised in 2012

In 2012, Altamir expanded its international investment strategy to include investments in the funds advised by Apax LLP, which allowed the Company to:

i. **remain faithful to its investment strategy:** Apax Partners LLP and Apax Partners France share the same investment strategy. They invest in growth companies as the majority or lead shareholder, with ambitious value-creation objectives, and they specialise in the same sectors;
ii. **diversify geographically and in terms of transaction size:** Apax Partners LLP invests in Europe (outside France), North America and the principal emerging economies (Brazil, China, India), relying on its well-staffed team of 100 experienced professionals distributed across its eight offices worldwide. Apax Partners LLP carries out its LBO and growth capital transactions on larger companies: €1-5bn in enterprise value, *vs.* €100m-€1bn for Apax Partners France;
iii. **capitalise on the performance of two management companies (Apax Partners LLP and Apax Partners MidMarket) that are leaders in their respective markets.**

In 2012, Altamir made a commitment to invest €60m in the Apax VIII LP fund, which is advised by Apax Partners LLP. In 2016, the Company made a commitment to invest €138m in the Apax IX LP fund.

The half-yearly adjustment mechanism does not apply to Altamir's investment in this fund.

Occasionally, in co-investment alongside these funds

When an investment identified by Apax Partners for its funds requires a capital investment exceeding an amount that the funds wish to commit out of their own capital, the funds' investors are in most cases invited to co-invest in the new portfolio companies, should they wish to. In the interest of optimising its treasury management, Altamir has informed the two management companies, Apax Partners MidMarket and Apax Partners LLP, of its interest in participating in co-investment transactions. The first co-investment of this kind was made in December 2013 when Altamir co-invested alongside Apax France VIII in Snacks Développement. Two additional co-investments were made in 2016, in Marlink and InfoVista.

1.3.4 ALTAMIR'S CASH MANAGEMENT AND PERFORMANCE OPTIMISATION STRATEGY

CASH MANAGEMENT STRATEGY

One of the key challenges for a listed private equity company is its cash management. Unlike private equity funds, where the responsibility for cash management is left to the subscribers (each new investment is financed by a call for funds from the unitholders and divestment proceeds are distributed immediately), listed companies finance new investments through their available cash, which is generated by divestments.

A listed private equity company needs to avoid two pitfalls in its cash management: firstly, having too much cash, which could hamper its performance; and secondly, not being able to meet subscription commitments for the funds in which it has invested, which could result in the Company incurring heavy penalties or being required to seek external funds at unfavourable terms.

Borrowing is one potential solution to this problem. Altamir considers this strategy to be a significant risk factor. In addition, its SCR (*société de capital risque*) tax status limits its potential to take on debt to 10% of its statutory net book value (around €57m at year-end 2016). Altamir's financial strategy is to set up credit lines for the maximum amount allowed under tax regulations, but to only draw on these credit lines to meet potential timing differences arising between the receipt of divestment proceeds and investment payments.

ALTAMIR'S PERFORMANCE OPTIMISATION STRATEGY

The Management Company considers that two conditions need to be met to optimise Altamir's long-term performance:

- the ratio of the amount invested at cost/statutory net book value should be as close as possible to 100%; and
- investment quality should conform to the Company's risk/return investment strategy.

To achieve these objectives, every three to four years, when new Apax Funds are launched, the Board of Directors of the Management Company and the Supervisory Board prepare a forecast of expected divestments for the next three to four years in order to determine the total amount that can be invested, taking into account requirements related to management costs and dividend policy.

In 2015/16, the Boards approved the Management Company's recommendation to invest €500m over the period 2016-19, allocated as follows:

- €306m in the Apax France IX-B fund;
- €138m in the Apax IX LP fund; and
- €62m in co-investments.

This €500m investment does not imply that the credit lines will be used.

The divestment forecasts are clearly uncertain, while the subscription commitments in the funds are irrevocable and give rise to significant penalties if the commitments are not met. However, the Management Company can use three mechanisms to meet unforeseen events:

- if there are insufficient divestment volumes:
  - it can use available credit lines,
  - it can decide not to use the sum available for co-investments, or
  - it can reduce the commitment made in the Apax France IX-B fund from €306m to €226m;
- if there are excess divestment volumes:
  - it can increase the volume of co-investments.

Introducing co-investments into Altamir's investment strategy gives the Company additional upward and downward flexibility to achieve its objective of being invested at 100% of its statutory net book value.

In addition, the co-investments alongside the Apax Funds do not bear the management fees and carried interest for these funds. Instead, they form part of the management fees and carried interest due to Altamir Gérance and to Class B shareholders.

1.3.5 ALTAMIR'S MANAGEMENT COSTS

CHARACTERISTICS OF ALTAMIR

Altamir is managed by its Management Company, Altamir Gérance, which is also the general partner. Altamir Gérance is advised on its investments by Apax Partners SA. Altamir and Altamir Gérance have no employees.

- Altamir's management costs comprise:
  - annual management fees;
  - administrative and operating costs not covered by the management fee; and
  - carried interest (performance-based remuneration).

  Since their creation, Altamir, Apax Partners SA, Apax Partners MidMarket and Apax Partners LLP have pursued a policy of deducting the transaction and monitoring fees charged directly to the portfolio companies from the management fees charged to the funds.
- Altamir's investment process is in a transition phase. Since its creation in 1995 until 2011, Altamir co-invested alongside the funds managed by Apax Partners SA. Since 2011, Altamir has invested primarily *via* the funds managed by Apax Partners MidMarket and Apax Partners LLP, with the option to co-invest alongside these funds when the opportunity arises. These funds are third-party funds in that Altamir Gérance has no economic ties with these two management companies.

  As of 31 December 2016, direct investments still represented 48% of the portfolio at fair value and investments *via* funds represented 52%.

  The transition phase is expected to last another two or three years and when it ends, investments *via* funds should represent over 80% of the Net Asset Value.

- Owing to the policy change in 2011, Altamir has two layers of costs:
  - direct costs; and
  - indirect costs, *i.e.* the costs of the Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP funds, through which Altamir invests.
- From an accounting perspective, Altamir has opted for full transparency as described in chapter 1.3.2, unlike almost all other listed companies, which have opted to present the performance of their indirect investments net of management fees and carried interest.

MANAGEMENT COSTS

Altamir's management costs have been defined in the Company's Articles of Association since the Company was founded.

- **Direct costs for investments carried out before 2011**
  - Management fees are 2% excl. VAT per year (1% per half-year). They are calculated based on statutory net book value, which differs from Net Asset Value in that it does not include unrealised capital gains.

    This differs from the base generally used to calculate management fees in the private equity industry, which is committed capital.
  - In accordance with private equity industry common practice, the management team receives 20% of net gains (carried interest) as per the Articles of Association. This 20% is allocated as follows: 2% is allocated to the general partner, and 18% to the Class B shareholders, who are the members of the management team.

    Since Altamir's inception, carried interest has been calculated based on adjusted statutory net income. This result includes realised capital gains and unrealised capital losses (impairment of securities) but does not include unrealised capital gains, contrary to IFRS income, which is used to determine Net Asset Value (NAV).

    Restated net statutory income does not include financial income from cash investments. It does, however, include total adjusted losses from previous years if the losses have not yet been offset (high water mark).

    There is no hurdle rate condition. Shareholders have not been penalised by the lack of a hurdle rate as the gross IRR on all of the divestments of LBO and growth capital transactions from Altamir's inception to 31 December 2016 amounts to 18.8%[1], which greatly exceeds the standard minimum IRR of 8%.
  - Altamir's administrative and operating costs not covered by the management fee include accounting, CFO and investor relations fees, which are supplied by Apax group companies and charged to Altamir at cost.
- **Direct costs for investments carried out after 2011**

Following the change in strategy to invest through the Apax Funds, the Management Company has been remunerated on the same basis as pre-2011, with a corrective mechanism to exclude investments made *via* funds from the basis of calculation.

Basis for calculating management fees

Despite being complex, this mechanism has proved to be very fair for both the Company's shareholders and the management company Altamir Gérance.

For example, if, in October 2006, Altamir had invested the €400m it dedicated to this fund *via* the Apax France VII fund rather than co-investing alongside it, the management fees, excluding VAT, charged to the fund would have been €7,037,000[2] in 2014, €7,408,000[2] in 2015 and €6,676,000[2] in 2016 respectively, compared to the fees paid by Altamir, totalling €7,024,000, €7,016,000 and €5,791,000, which also included the remuneration on the capital invested *via* the funds.

Class B shareholders and the general partner do not receive carried interest on investments made *via* the Apax Funds.

- **Indirect costs**

Indirect costs invoiced to the Apax Funds in which Altamir invests are identical to those paid by all other investors in these funds and are therefore in line with the market conditions as of the date the funds were created.

The management fees and carried interest for the Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP funds were paid or recognised in 2016 at the rates indicated below:

(1) *Figure audited by EY.*
(2) *These amounts correspond to the annualised average fee over the lifespan of the fund.*

MANAGEMENT FEES PAID IN 2016

Fund	Management fees
Apax France VIII-B	1.85% incl. VAT on capital committed (investment and post-investment periods)
Apax France IX-B	2% incl. VAT on capital committed (investment period)
Apax VIII LP	1.27% incl. VAT on capital committed (investment and post-investment periods)
Apax IX LP	1.375% incl. VAT on capital committed (investment period)

CARRIED INTEREST RECOGNISED IN 2016

Apax France VIII-B, Apax France IX-B Apax VIII LP, Apax IX LP	20% of the realised or unrealised capital gain provided the 8% minimum annual IRR (*hurdle rate*) is exceeded, net of management fees, calculated from the first euro of capital gain.

As of 31 December 2016, the IRR of the Apax France VIII, Apax France IX and Apax VIII LP funds exceeded the hurdle rate.

Altamir has opted for a conservative accounting policy under which it recognises any potential carried interest liability, even if the hurdle rate is not achieved in a given year.

1.3.6 ALTAMIR'S INVESTMENT STRATEGY

The Company's investment strategy is intimately connected with that of Apax Partners. This is a consequence of the Company's co-investment in the funds Apax Partners manages, in accordance with the co-investment agreement, and of the Company's investment in the Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP funds.

GROWTH COMPANIES

The Apax Partners strategy consists in backing companies with high growth potential, primarily through LBO and growth capital transactions.

The funds managed by Apax Partners invest in growth companies active in their sectors of specialisation, with the objective of making them leading companies in their respective sectors.

Investments are acquired with an average holding period of five years.

These companies are characterised by sound fundamentals. The principal investment criteria are as follows:

- excellent entrepreneurs, with ambitious growth and value creation objectives;
- competitive advantage (technology, concept, brand etc.) or unique business model (barriers to entry, resilient profile in the event of a cyclical downturn); and
- leader or the potential to become the leader in its sector at the domestic, European or worldwide level.

SECTOR SPECIALISATION

Since 1990, the Apax Partners strategy has been to invest in six sectors of specialisation: Technology, Telecom, Retail & Consumer, Media, Healthcare, and Business & Financial Services.

In 2014, by way of simplification, Apax Partners grouped together its Technology, Media and Telecom under the heading "TMT" and report henceforth on four, rather than six, sectors.

The investment teams are organised around the Apax Partners sectors of specialisation. Apax Partners France and Apax Partners LLP have dedicated teams for each sector. With 22 professionals in Paris, and more than 100 professionals across the eight Apax LLP offices around the world, the Apax Partners investment teams are among the largest and most experienced private equity teams in France and worldwide.

Each investment is followed by the same team, from acquisition, through development and until divestment. Apax Partners employs experienced specialists in each sector.

Owing to this well-staffed team, Apax Partners can simultaneously (i) actively search for opportunities, (ii) conduct in-depth due diligence on various transactions, (iii) provide real assistance to companies in the portfolio and (iv) maintain an ongoing dialogue with investors.

The principal competitive advantages arising from this strategy of sectoral specialisation are as follows:

- the sector expertise allows the Company to target the best investment opportunities;
- proprietary deals;
- limited competition for acquisitions, generating better scope for return on investment;
- rigorous investment procedures; and
- value creation, strong commitment from Apax teams.

LBO/GROWTH CAPITAL OPERATIONS

Acquiring a company through an LBO-type operation is generally performed through one or more holding companies specifically created to carry out the acquisition. The acquisition is financed through a combination of long-term debt (generally with a seven-year minimum term) and equity. The majority of the debt is repayable at maturity, and a portion of the interest is also paid on the sale of the Company. The assets or shares of the underlying company are the only security provided to creditors, the funds themselves provide no guarantee. Consequently, in the case of default, only the equity invested in the operation is at risk. The other assets held by the private equity funds are not at risk, as the debt is "non-recourse".

POSITION OF MAJORITY OR LEAD SHAREHOLDER

Apax Partners always focuses on taking significant majority or minority ownership stakes. As a result, it is in a strong position for negotiating terms of entry, exercises better control over the strategy of the Company and significantly influences the nature and timing of the exit process. Apax Partners considers that this approach facilitates value creation.

AMBITIOUS VALUE-CREATION OBJECTIVES

The partners can leverage their in-depth industrial and business experience to offer practical support to the executives of the companies in the portfolio as they address challenges and exploit opportunities.

The sector investment teams use their in-depth knowledge of their respective sectors to develop advice on the main strategic and operational initiatives. Within Apax Partners LLP, they benefit from the support of the Operational Excellence and Digital teams, whose management skills are complementary and who offer a vital contribution to Apax's value creation strategy, in particular in areas such as strengthening the management teams, improving operational efficiency, and optimising IT systems and digital transformation. Furthermore, the Company has a Capital Markets team, which creates innovative financing solutions for portfolio companies.

1.3.7 APAX PARTNERS' INVESTMENT PROCESS

Apax Partners France and Apax Partners LLP are entrepreneurial firms that use proven internal procedures. 90% of their capital is held, directly or indirectly, by their partners. They are managed *via* permanent committees responsible for defining and tracking strategy, implementing the investment and divestment process and managing operations. They also have integrated IT systems refined over the years and based on high-quality software solutions.

Apax Partners MidMarket and Apax Partners LLP have committees that are distinct but similar in purpose.

COMMITTEES

- The Strategy Committee, composed of all the partners, meets once a year to define the strategic orientation. In particular, it studies the overall performance of the funds, the investment strategy and evaluates the skills of the investment teams.
- The Operations Committee includes the three or four principal shareholder-partners of Apax Partners. The Committee meets once a month and on an *ad hoc* basis to ensure the continued operational management of the Company.

The investment process is managed by three committees:

- the Investment Committee, which makes all investment decisions. Before being presented to the Investment Committee, all investment opportunities are examined by the Approval Committee, a sub-group of the Investment Committee;
- the Divestment Committee, which makes all exit decisions;
- the Monitoring Committee. In addition, there are two annual reviews of the portfolio.

The Monitoring Committee tracks the performance of all companies in the portfolio, according to a pre-determined schedule. One or more outside specialists might be invited to sit on the committee.

INVESTMENT PROCESS

Origination

Investment opportunities can be identified:

- principally by Apax Partners' sector teams, owing to their skills, their experience, and their contacts in the field, with the help of specific marketing programmes and tools;
- but also through the network of intermediaries set up and cultivated by Apax Partners.

Evaluating potential transactions

Once investment opportunities are identified, preparatory work begins, as determined by the head of the investment team. This first phase is intended to rapidly determine whether the transaction would be in line with the strategy and investment criteria of the funds as well as the priority and resources that should be devoted to it.

At the conclusion of this phase, either the transaction is rejected or a document is prepared containing information making it possible to validate that the transaction corresponds in principle to the investment strategy and including a recommended investment size and approach (due diligence, negotiations, structured transaction, etc.).

This document is presented and discussed at the weekly partners' meeting and results in a decision to pursue the transaction or not. If necessary, it also gives rise to an expansion in the investment team and a change in the composition of the Approval Committee that will track the investment process.

The Approval Committee, in collaboration with the investment teams, ensures that due diligence is properly carried out and that favourable terms have been negotiated for each transaction before an investment decision is taken.

As a rule, the investment teams use of a number of external advisory firms to undertake studies and due diligence procedures:

- on the markets and the competitive positioning of the Company;
- validating business plan assumptions;
- validating the accounting and financial position of the Company (net value, debt level, earnings quality and recurrence);
- on legal, social and environmental risks, and insurance coverage;
- on the skills of the target company's staff.

Valuation studies are undertaken with the support of specialist banks, and joint research on suitable financing, notably for LBOs, is carried out with the partner banks. Finally, the services of prominent lawyers are essential to draft the numerous legal documents required (*e.g.* share purchase agreement, shareholders' agreement, and contracts with the management team on the remuneration and incentive packages).

A summary report on the benefits, or otherwise, of the acquisition is presented by the investment team to the Investment Committee, which then decides whether or not to proceed with the acquisition.

A rigorous system for delegating authority is put in place for each stage of the process.

MONITORING INVESTMENTS

For each new investment, a value creation plan is defined and shared with the Company's management team who will be responsible for implementing the plan.

The investment team monitors the companies in the portfolio on both operational and financial levels. The team meets regularly with the management of each company in the portfolio during Board meetings or operational review meetings.

To monitor the potential, growth and valuation trends of portfolio companies, Apax Partners LLP's three cross-functional teams (Operational Excellence, Digital and Capital Markets) can be called upon to bolster and optimise value creation for a given company. These three teams, which are comprised of experts from various technical fields, are ready to help and guide the management teams of the portfolio companies to create value through specific projects.

A monthly report on the main financial and operational indicators for all of the portfolio companies is reviewed by the partners.

The investment team in charge of each company in the portfolio prepares a report that serves as a basis for the Monitoring Committee meetings. The Committee meets throughout the investment period. It reviews the post-acquisition plan and assesses the progress made since the investment date.

In addition, all of the partners perform a complete portfolio review twice a year. The objective of this review is to update the information on each investment as well as the expected multiples and IRRs for each company in the portfolio. These updated projections are then included in a performance report that serves as a guide for managing the overall performance of Apax Partners.

Apax Partners has also implemented a set of administrative and internal control procedures used to track, verify, manage and document all financial and administrative transactions related to the investments and to management of the funds.

The assets in the funds are valued according to the principles described in the notes to the consolidated financial statements.

1.3.8 ALTAMIR'S DECISION-MAKING PROCESS

The Board of Directors of Altamir Gérance defines Altamir's investment strategy and its three- to five-year asset allocation policy. Decisions to invest in or exit from funds are also made by the Board of Directors. Co-investment decisions are delegated to the Chairman of the Board of Directors. The Board ensures that asset allocation rules are adhered to and is responsible for monitoring the performance of the investments made.

For decisions to invest or co-invest in a fund, or exit an investment, Altamir has recourse to the services of Apax Partners SA, as stated in the investment advisory agreement and the co-investment charter below.

After the proposals have been studied by its team, Apax Partners SA's investment committee, composed of Maurice Tchenio and Patrick de Giovanni, formulates recommendations for Altamir Gérance.

INVESTMENT ADVISORY AGREEMENT

Altamir Gérance, the Company's Management Company, signed an agreement with Apax Partners SA on 2 January 1996 under which Apax Partners SA furnished to Altamir Gérance the investment advisory services inherent in managing a private equity portfolio.

This contract was terminated on 30 November 2006, at which time a new, similar investment services agreement was executed between Altamir and Apax Partners SA directly.

Under this subsequent agreement, authorised by the Company's Supervisory Board at its 12 October 2006 meeting, Apax Partners SA provides the following services directly to Altamir, rather than to its Management Company as previously:

- advice on investment and divestment activities:
  - investment and divestment of assets held alongside the Apax Funds,
  - allocation of assets in order to make subscription commitments in Apax Funds and to size these commitments as a function of forecast cash flows,
  - co-investments alongside the Apax Funds to optimise portfolio performance;
- advice on value creation within the portfolio:
  - investment management,
  - participation of members of the management team in the governing bodies of portfolio companies,
  - acquisition assistance ("build-up" transactions),
  - monitoring the portfolio and providing information used in reporting;
- advice on valuations:
  - calculating the value of directly held investments,
  - reviewing the valuations applied by the funds in which Altamir has invested,
- advice on cash management and negotiation of credit lines.

Payment under the agreement is equal to 95% of the remuneration due to the Management Company under the Articles of Association. Owing to the amendment to the Rules of Procedure adopted by shareholders at their 30 November 2006 meeting, all amounts paid by Altamir to Apax Partners SA under this contract are subtracted from the remuneration allocated to the Management Company.

An amendment to the 30 November 2006 investment advisory agreement between Apax Partners SA and Altamir was approved by the Supervisory Board on 5 March 2013. The purpose of this amendment, which took effect as of 1 January 2013, is to put the investment advisory agreement on the same footing as the new wording of Article 17 of the Articles of Association, which shareholders approved at their Special General Meeting of 29 March 2012. Under Article 17, the nominal value of shares held by Altamir not only in the Apax France VIII-B fund but also in all other Apax entities is now excluded from the basis used to calculate Apax Partners SA's remuneration.

This investment advisory agreement was entered into for an indefinite period. Nevertheless, either party can terminate it, in accordance with the law, if the other party fails to meet one of its obligations and has not cured the breach within 30 days from formal notification.

In 2016, the investment advisory agreement covered the following transactions:

i) investments and commitments:
- subscription commitment of €220m-€300m in the Apax France IX fund,
- subscription commitment of €138m in the Apax IX LP fund,
- co-investment in Marlink,
- co-investment in InfoVista,
- follow-on co-investment in Snacks Développement,
- study of other co-investments that were not undertaken;

ii) divestments:
- sale of InfoPro Digital,
- sale of Capio,
- partial sale of Gfi Informatique,
- sale of Unilabs,
- planned IPO of Alain Afflelou;

iii) value creation:
- participation in the Board meetings of portfolio companies,
- THOM Europe's acquisition of Stroili, the leading Italian jewellery and watches retailer, and of the Oro Vivo subsidiary in Germany,

- several acquisitions undertaken by Altran,
- several acquisitions undertaken by Gfi Informatique,
- monthly monitoring of the Apax France VII portfolio companies and Albioma,
- quarterly monitoring of the portfolio companies held through the Apax France VIII, Apax France IX, Apax VIII LP and Apax IX LP funds;

iv) valuation:

- quarterly reviews of portfolio valuations;

v) managing cash and credit lines:

- optimising investments,
- renegotiating overdraft facilities with a banking pool.

CO-INVESTMENT AGREEMENT

As previously indicated, on 23 April 2007, the Company signed a co-investment agreement with Apax Partners SA. The principal features of this agreement are detailed below.

Any change to the agreement must be authorised by a two-thirds majority of the present or represented members of the Supervisory Board, and based on a report from the Management Company.

CO-INVESTMENT AGREEMENT BETWEEN ALTAMIR AND APAX PARTNERS SA

When Altamir merged with Amboise Investissement, the Manager of Altamir took advantage of the opportunity to formalise the rules under which Altamir had been co-investing alongside the funds managed by Apax Partners SA since 1996, but without changing them fundamentally, and to codify them in a co-investment agreement with Apax Partners SA.

This agreement, authorised by Altamir's Supervisory Board on 23 April 2007, includes the essential terms of the co-investment agreement that Amboise Investissement had signed with Apax Partners SA prior to its IPO in March 2006.

Given that the Apax VII fund is 100% invested, this agreement now applies only to follow-on investments in the existing portfolio and to divestments.

It is organised around the following general principles:

On 1 July 2007, the co-investment percentages were set at 57% for the Apax France VII fund and 43% for Altamir.

i) Apax Partners SA agrees to invite Altamir to participate *pari passu*, at the aforementioned percentage, in any investment carried out by Apax France VII.

ii) Altamir performs every divestment, whether partial or total, that Apax Partners SA proposes. Such divestments are realised in proportion to the respective holdings of the Apax Partners SA funds and Altamir.

iii) Similarly, in the event of a reinvestment, the percentages invested by Altamir and the fund managed by Apax Partners are the same as those of the initial investment (and not those in effect as of the date of the reinvestment, if different).

iv) Altamir shares expenses of any kind incurred during the investment or the divestment (*e.g.* due diligence, legal fees etc.) according to the same percentages, including when these expenses pertain to projects that did not come to fruition. The same applies to the cost of liability insurance for the directors and corporate officers of portfolio companies proposed by Apax Partners and to amounts claimed from them as personal liability, except in the event of serious or wilful misconduct.

v) Apax Partners SA may invite Altamir to acquire securities from a fund it manages only if it will be a nominee for less than six months or if accompanied by the necessary precautions to ensure the independent nature of the transaction, such as an outside investor concurrently taking at least 25% of the new round of financing, an auction procedure or an independent expert valuing the transaction.

This agreement went into effect on 4 June 2007, the date the merger of Altamir and Amboise Investissement became effective.

Apax Partners SA and Altamir have also agreed, with the approval of the latter's Supervisory Board, that when the structure of an initial investment becomes definitive only after a certain period, the co-investment percentage will be the one existing at the time the initial investment was set. The acquisition of a block of shares of a listed company (such as Prosodie) leading to a mandatory takeover bid, a delisting or a syndication is an example of this.

No co-investment agreement is planned between Altamir and Apax Partners MidMarket SAS, inasmuch as Altamir has subscribed directly to the funds managed by Apax Partners MidMarket SAS. The same applies to the relationship with Apax Partners LLP.

1.3.9 APAX PARTNERS TEAMS

APAX PARTNERS FRANCE

Apax Partners has one of the largest and most experienced private equity teams in France.

Over the last 30 years, the Apax Partners France team has initiated, backed, monitored and sold investments in companies during all phases of the economic cycle. It has proven its stability, as the ten partners have an average seniority at Apax Partners of 26 years. Average seniority among the other Apax professionals – senior principals and principals – is approximately seven years.

This stability is strengthened by a system of collective performance bonuses, which align the interests of the management team with those of investors. In this way, the team benefits from a percentage of the overall capital gain realised by the funds, in accordance with industry practices (see section 1.3.2). Any professional who leaves during the life of a fund loses all or part of these bonuses, which do not vest until after a minimum period of time with the Company.

Owned by their respective partner-executives, these two companies, Apax Partners SA and Apax Partners Midmarket SAS, whose decision-making bodies are independent, manage different funds in France.

Apax Partners SA

Apax Partners SA is the management company for the French private equity funds from the first fund created in 1983 (Apax CR) through to the Apax France VII fund raised in 2006. Based in Paris, Apax Partners SA has a team of five executives, three of whom are partners: Maurice Tchenio (Chairman), Martine Clavel and Patrick de Giovanni.

Apax Partners SA has been Altamir's investment advisor since its creation in 1995.

Martine Clavel (67) joined Apax Partners in 1994 as a partner. A graduate of the Ecole des Hautes Etudes Commerciales (HEC), she began her career at Colgate Palmolive as a product marketing manager. After five years of experience in consumer goods, she joined American Express France where she held the position of Sales and Marketing Director, then Vice-President covering Card, Travel Agency and Travellers Cheques activities in France. In 1987, she was named president of a trade publishing house in which Apax had become a majority shareholder. She has been president of the Professional Directory Publishers industry body. After specialising for several years in media and communications, she is now responsible for assisting portfolio companies in the area of human resources.

Patrick de Giovanni (71) joined Apax Partners in 1983 as a partner, when the first fund was created. A graduate of Ecole Polytechnique, he began his career at Cofror, a French consultancy specialised in IT systems, before serving for four years at the Neiman group (automotive equipment) as an internal controller. After three years in the industry surveys department of Société Générale, Mr. de Giovanni formed a partnership with another entrepreneur to turn around Criss, an industrial valves and fittings manufacturer. At Apax Partners, he has carried out many investments in industrial and business services companies, through all types of transactions (venture capital, growth capital, LBO). He is a former president of the AFIC (Association Française des Investisseurs pour la Croissance).

Agathe Heinrich (46) graduated from Toulouse Business School in 1993 and began her career as a credit analyst at Crédit Lyonnais in New York. She has held various positions in corporate banking in Paris, at Crédit Lyonnais from 1995 to 1998, then at Paribas from 1998 to 2000. Following the merger between BNP and Paribas, she joined BNP Paribas' press service, where she was in charge of managing the group's international media relations, with a particular focus on the corporate and investment banking, private equity and asset management. In 2004, she joined Paris-based private equity firm Apax Partners as Communications director. She joined Altamir in September 2014 as Investor Relations and Communications director.

Éric Sabia (38) is a graduate of Montpellier business school and holds a BA in Management and Business Administration from the University of Reading in the United Kingdom. He began his career in 2003 at PricewaterhouseCoopers in Luxembourg and then in Paris, where he spent five years working as a Supervisor/Auditor in the Financial Services department. He has significant experience in private equity, having spent eight years at Fondinvest Capital, a fund-of-funds management company, where he held the position of deputy CFO from March 2008, and CFO from January 2013. He was appointed Chief Financial Officer of Altamir in August 2016.

Maurice Tchenio (73) is Chairman of Altamir Gérance and Chairman and CEO of Apax Partners SA. He is also Chairman of the AlphaOmega Foundation. He began his career as an assistant professor of finance at HEC, before taking a position as project leader at the Paris-based Institut de Développement Industriel (IDI), an investment bank specialising in equity investments. In 1972, he founded Apax Partners with Ronald Cohen and Alan Patricof. Today, Apax Partners is a global private equity leader. From 1972 to 2010, he was the Chairman & CEO of Apax Partners, the Group's French arm. In 1995, he created Altamir, a listed private equity company. In 2010, he created AlphaOmega, a venture philanthropy foundation recognised for its public interest. He is the co-founder of the AFIC (Association Française des Investisseurs pour la Croissance) and former director of EVCA (European Private Equity and Venture Capital Association). He has degrees from HEC and Harvard Business School, where he was a Baker scholar, obtaining his diploma with High Distinction.

Apax Partners MidMarket SAS

Apax Partners MidMarket SAS is the management company of the Apax France VIII fund raised in 2011 (€704m) and Apax France IX (currently being raised). It is also Apax Partners SA's investment advisor. Based in Paris, it has an investment team of 22 professionals, of which seven are partners: Eddie Misrahi (Chairman), Monique Cohen, Bruno Candelier, Franck Hagège, Bertrand Pivin, Gilles Rigal and Thomas de Villeneuve. The partners have an average seniority at Apax of 17 years. They have in-depth knowledge of the sectors in which they invest and have previously held management positions in companies or consulting firms.

The investment team is organised by sector and has specialists in areas such as Business Development, Financing and Investor Relations.

Bruno Candelier (47) joined Apax Partners in 2001 and was appointed partner in 2011. He is the manager of Retail & Consumer investments. He started his career in 1996 as a junior consultant then senior consultant at McKinsey & Co. in Paris, London and Johannesburg. He is a graduate of the Ecole Nationale des Mines in Paris and also holds an MBA from INSEAD.

Monique Cohen (61) has been a partner at Apax Partners since 2000. She is responsible for Business & Financial Services investments and also heads up the Business Development activity. She began her career at Paribas where, after several years, she became head of Equity Capital Markets and then Senior Banker. At BNP Paribas she was Global Head of Equity. Ms Cohen is a director of the Safran and BNP Paribas groups and a member of the Supervisory Boards of JCDecaux and Hermès. She was also a member of the Board of the AMF (Autorité des Marchés Financiers) from 2011 to 2014. She is a graduate of the Ecole Polytechnique.

Franck Hagège (42) joined Apax Partners in 2004 as a member of the Retail & Consumer team. He began his career in 1998 as a management consultant with A.T. Kearney where he worked on strategic and operational assignments for major groups and investment funds for five years. He also worked for one year at NetsCapital where he was involved in M&A transactions in the telecom and media sectors. Mr. Hagège is a graduate of HEC Business School.

Eddie Misrahi (62) joined Apax Partners in 1991 as a Partner in charge of investments in TMT. He has supported the growth of young, innovative companies or more mature companies through growth financing and buyout transactions. He became Deputy Chief Executive Officer of Apax Partners SA in 2007 and Chairman and Chief Executive Officer of Apax Partners MidMarket in 2010. He started his career at McKinsey & Co. in Paris then in Mexico City, before working at a US telecommunications group in the United States. He was president of the AFIC (Association Française des Investisseurs pour la Croissance) for financial year 2007/08. Mr. Misrahi is a graduate of Ecole Polytechnique and holds an MBA from Harvard Business School.

Bertrand Pivin (56) joined Apax Partners in 1993 and was appointed partner in 1998. He specialises in the Business & Financial Services and Healthcare sectors. He began his career as an R&D engineer at Alcatel in France, and was subsequently a project manager at Alcatel Network Systems in the United States where he supervised development projects for North American Telecom operators. He is the partner in charge of responsible investment policy at Apax Partners MidMarket. He is a graduate of Ecole Polytechnique and Telecom Paris Tech, and holds an MBA from Harvard Business School.

Gilles Rigal (58) joined Apax Partners in 2001 as a partner and specialises in the TMT (Technology, Media and Telecom) sector. He began his career as an entrepreneur, founding IGL, a software and IT services company that he sold five years later to Thales. He then joined McDonnell Douglas Information Systems, where he became divisional director, then Systar, an international software company based in France, where he was in turn General Manager for France, Europe and for worldwide operations. In 1995, he joined BMC Software, the world's fifth-largest software company as General Manager France and vice-president of marketing and reseller sales for Europe, the Middle East and Africa. He has an engineering degree from ENSEEIHT (Toulouse) and a graduate degree (DEA) in robotics from the University of Toulouse.

Thomas de Villeneuve (44) joined Apax Partners in 2001 and was appointed partner in 2008. He specialises in investments in the TMT sector, and started his career with the Boston Consulting group, where he primarily worked in the media and telecom sector, both in Paris and in New York. Mr. de Villeneuve holds a degree from HEC Business School.

APAX PARTNERS LLP

Apax Partners LLP is a London-based management company that is 90% held by its 19 equity partners and 10% held by three sovereign funds (GIC, CIC and Future Fund). The 19 equity partners have on average 23 years of professional experience and 15 years of seniority at Apax.

The investment team is composed of more than 100 professionals based in eight offices worldwide (London, New York, Munich, Tel-Aviv, Mumbai, Shanghai, Hongkong and São Paulo).

The staff are organised in four global sector teams – TMT, Retail & Consumer, Healthcare, Services – and work in close collaboration with executives from:

- the Operational Excellence team (14 people) who provide direct support to management teams to accelerate value creation;
- the Digital team (composed of executives who also have roles in sector teams and Operational Excellence team), who focus on pure digital investing and provide expertise to the four investment sectors;
- the Capital Markets team (3 people), who create innovative financing solutions for portfolio companies.

The strategy and operations of Apax Partners LLP are led by Co-CEOs Andrew Sillitoe (London) and Mitch Truwit (New York).

Andrew Sillitoe (44) is co-CEO of Apax Partners and a Partner in the Tech & Telco team. Andrew is also a member of the Executive, Investment, Approval, Portfolio Review and Exit Committees. He has been based in London since joining the firm in 1998 and has focused on the technology & telecommunications sectors in that time. Andrew has been involved in a number of deals, including King, Orange, TIVIT, TDC, Intelsat and Inmarsat. Prior to joining Apax Partners, Andrew was a consultant at LEK where he advised clients on acquisitions in a number of sectors. Andrew holds an MA in Politics, Philosophy and Economics from Oxford and an MBA from INSEAD.

Mitch Truwit (47) is co-CEO of Apax Partners and a Partner in the Services team. He is also a member of the Investment Committee and a Trustee of the Apax Foundation. Prior to joining Apax Partners in 2006, Mr. Truwit was the President and CEO of Orbitz Worldwide, a subsidiary of Travelport, between 2005 and 2006, and was the Executive Vice President and Chief Operating Officer of priceline.com between 2001 and 2005. Mr. Truwit is a graduate of Vassar College where he received a BA in Political Science. He also has an MBA from Harvard Business School. He serves as a Board member of AssuredPartners, Answers Corporation, Bankrate, Boats group (ex-Dominion Marine Media) and Quality Distribution Inc. He previously served as a Board member of Advantage Sales & Marketing, Dealer.com, Garda World Security Corporation, Hub International and Trader Canada. Mr. Truwit is the Chairman of Street Squash, a Harlem-based urban youth enrichment program and is an honorary member of the Special Olympics of CT, an organisation providing year-round sports training and athletic competition for children and adults with intellectual disabilities. Mr. Truwit was previously a member of PEC, an organisation established to provide information about the private equity industry.

1.3.10 RESPONSIBLE INVESTING

INFORMATION ON SOCIAL, ENVIRONMENTAL AND SUSTAINABLE DEVELOPMENT MATTERS, AS WELL AS MEASURES TO COMBAT DISCRIMINATION AND PROMOTE DIVERSITY (ARTICLES L. 225-102-1 AND R. 225-14 ET SEQ OF THE FRENCH COMMERCIAL CODE)

Altamir SCA is a portfolio company whose purpose is to acquire, manage and dispose of French or foreign securities. Given the nature of its business and the fact that it has no employees and no buildings, the human resources information required under Article 225 of the French Commercial Code is not applicable.

Altamir is managed by Altamir Gérance SA which defines the investment policy and carries out the day-to-day management of the Company. Altamir's investment policy involves investing with or in funds managed by the two management companies, Apax Partners France and Apax Partners LLP. As such, Altamir relies on the expertise of the Apax Partners France and Apax Partners LLP teams to identify new investment opportunities, manage the companies in the portfolio and create value.

Those companies have taken a number of measures that have contributed to making an investment in Altamir a responsible investment from a social, environmental and societal perspective.

The work of the independent verifier pertained exclusively to Altamir and not to Altamir Gérance, Apax Partners France (including Apax Partners SA and Apax Partners MidMarket) or Apax Partners LLP.

Relationships with stakeholders

Altamir Gérance maintains, on behalf of the Company, an on-going dialogue with Company shareholders, the financial community (private and institutional investors, analysts and journalists) and the AMF. That dialogue is conducted by the Chairman of the Management Company, the Chief Financial Officer and the Head of Investor Relations and Communications.

Contact with investors and analysts occurs through one-on-one meetings or more formal gatherings such as the Annual General Meeting, the two information meetings organised with the SFAF in Paris, and two webcasts (in English) that take place at the time of the annual and half-yearly earnings releases. Altamir also participates in annual road shows and events organised by brokers and specialist companies to allow the Company to meet new French and foreign investors.

In the area of financial communication, Altamir follows the regulations and recommendations of the AMF, which ensures that investors are protected and informed. In that regard, Altamir Gérance fully discloses all regulatory information about Altamir to investors and ensures that all investors receive the same information.

Any new information about Altamir's financial statements, portfolio or regulatory requirements is published in a press release, available in French and English, that is widely distributed electronically by a recognised professional distributor, and available on the Company's website. A more comprehensive communication is produced at the close of the annual and half-yearly reporting periods (Registration Document including the annual financial report, and half-yearly report).

Altamir is a member of LPEQ (a London-based association of listed private equity companies in Europe) and of CLIFF (an association of French financial communication professionals), which allows it to share best practices with its peers and other listed companies.

Committed and responsible investors

To manage its portfolio, Altamir relies on the services of Apax Partners France and Apax Partners LLP, which are major players of sustainable financing for companies.

Apax Partners France employs 45 people, of whom 25 are investment professionals, and Apax Partners LLP employs 200 people, of whom about 100 are investment professionals spread among eight offices around the world. These professionals are recruited according to criteria of excellence (*i.e.*, prestigious universities, MBA and international experience). The two companies enjoy a strong reputation and are recognised as leaders who attract the best talent. Their employment policy is instrumental in developing the loyalty of the staff and motivating them, and includes: good working conditions, competitive remuneration policy compared to market practices and incentives (profit sharing and bonuses based on fund performance), individual and group training programs, formalised evaluation process, career development, and internal promotion.

The direct environmental footprint of the two management companies remains limited; both have conducted carbon assessments, however, which helped to heighten awareness and establish some initiatives (for example, Apax Partners France finances projects that aim to reduce greenhouse gas emissions as a way to offset its own carbon emissions).

At the business level, both management companies have always made sure that best practices were implemented within the companies in which they are shareholders, especially with regard to governance (alignment of interests of shareholders and the management team, composition of the Board, independence of directors, Audit Committees, etc.). They have also excluded certain business sectors (such as weaponry and tobacco) from their investment universe.

For several years, they have each taken the additional step of formalising an ESG (environmental, social and governance) policy with the goals of making the companies' performance sustainable and thereby optimising the creation of value.

ESG policies

Apax Partners MidMarket and Apax Partners LLP signed the PRI (Principles of Responsible Investing) in 2011, committing themselves to integrate the responsibility criteria into their management and investment policies (www.unpri.org).

The two companies have the dedicated means to lay out and manage their ESG action plans: Apax Partners MidMarket has a partner responsible for defining the ESG policy and an ESG manager to put it in place; Apax Partners LLP has a "Sustainability Committee", and the portfolio companies have installed data collection software.

Apax Partners MidMarket and Apax Partners LLP integrate ESG criteria at every stage of the investment cycle:

- **before an acquisition,** they conduct ESG due diligence to identify risks and opportunities to create value;
- **throughout the investment period,** they create a road map and implement ESG reporting in order to measure the progress achieved throughout the term of the investment;
- **upon exit,** they conduct due diligence so as to assign a value to the company's ESG performance.

Since they are most often majority or lead shareholders across the funds they manage, the two companies have the ability to influence companies' strategies, and can help them implement and deploy their ESG policies. In this way, Apax Partners France influences about 15 companies with more than 50,000 employees, and Apax Partners LLP about 30 companies with more than 150,000 employees.

The two management companies communicate the information they collect and process to their investors through biannual reporting on the performance of the funds and the companies in the portfolios. A summary is communicated to a wider audience; it is available online at www.apax.fr and www.apax.com. Apax Partners France publishes a Responsibility section on its website, in which it presents its ESG policy, the actions and initiatives of its portfolio companies and a HR report on all companies in its portfolio (changes in staff and payroll, HR policies). Apax Partners LLP publishes a dedicated "Sustainability Report" which also describes its ESG policy and provides an overview of the environmental, social and governance data collected from the portfolio companies.

Both companies participate actively in industry discussions and contribute to the development of these practices within the private equity profession. For example, Apax Partners MidMarket is a member of the steering committee of the AFIC's ESG commission. Moreover, in 2015 it united with four other private equity firms to launch Initiative Carbone 2020 aimed at tackling climate change by committing to measure, manage and reduce the greenhouse gas emissions of its portfolio companies.

They figure among the most advanced private equity companies in this field and the most widely recognised by the financial community. Apax Partners MidMarket received the very first "GP Responsible Investing Award" from Pantheon in 2012, and in 2015 and 2016 obtained an A+ (the highest grade) for its overall ESG approach in line with the PRI assessment report. Apax Partners LLP was awarded the "2015 Responsible Investment Award" by the British Private Equity & Venture Capital Association (BVCA) for its work in the ESG arena and its commitment to its portfolio companies.

INDEPENDENT VERIFIER'S REPORT ON SOCIAL, ENVIRONMENTAL AND SOCIETAL INFORMATION PRESENTED IN THE MANAGEMENT REPORT

This is a free translation into English of the original report issued in the French language and it is provided solely for the convenience of English speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

Financial year ended 31 December 2016

To the Shareholders,

In our quality as an independent verifier accredited by the COFRAC[1], under the number n° 3-1050, and as a member of the network of one of the Statutory Auditors of the company Altamir, we present our report on the social, environmental and societal information established for the year ended on the 31/12/2016, presented in chapter 1.3.9 of the management report, hereafter referred to as the "CSR Information," pursuant to the provisions of the Article L. 225-102-1 of the French Commercial Code (*Code de Commerce*).

RESPONSIBILITY OF THE COMPANY

It is the responsibility of the Board of Directors to establish a management report including CSR Information referred to in the Article R. 225-105 of the French Commercial Code (*Code de Commerce*), in accordance with the protocols used by the Company (hereafter referred to as the "Criteria"), and of which a summary is included in introduction to chapter 1.3.9 of the management report and available on request at the Company's headquarters.

INDEPENDENCE AND QUALITY CONTROL

Our independence is defined by regulatory requirements, the Code of Ethics of our profession as well as the provisions in the Article L. 822-11 of the French Commercial Code (*Code de Commerce*). In addition, we have implemented a quality control system, including documented policies and procedures to ensure compliance with ethical standards, professional standards and applicable laws and regulations.

RESPONSIBILITY OF THE INDEPENDENT VERIFIER

It is our role, based on our work:

- to attest whether the required CSR Information is present in the management report or, in the case of its omission, that an appropriate explanation has been provided, in accordance with the third paragraph of R. 225-105 of the French Commercial Code (*Code de Commerce*) (Attestation of presence of CSR Information);
- to express a limited assurance conclusion, that the CSR Information, overall, is fairly presented, in all material aspects, in according with the Criteria.

Our verification work mobilized the skills of four people between February 2017 and March 2017 for approximately one week.

We conducted the work described below in accordance with the professional standards applicable in France and the Order of 13 May 2013 determining the conditions under which an independent third-party verifier conducts its mission, and in relation to the opinion of fairness and the reasonable assurance report, in accordance with the international standard ISAE 3000[2].

1. ATTESTATION OF PRESENCE OF CSR INFORMATION

We obtained an understanding of the Company's CSR issues, based on interviews with the management of relevant departments, a presentation of the Company's strategy on sustainable development based on the social and environmental consequences linked to the activities of the Company and its societal commitments, as well as, where appropriate, resulting actions or programmes.

We have compared the information presented in the management report with the list as provided for in the Article R. 225-105-1 of the French Commercial Code (*Code de Commerce*).

In the absence of certain information, we have verified that the explanations were provided in accordance with the provisions in Article R. 225-105-1, paragraph 3, of the French Commercial Code (*Code de Commerce*).

We verified that the information covers the consolidated perimeter with the limitations expressed in the management report in particular the fact that the Company has no employees and that its activities as a fund manager has a limited direct impact on the environment.

Based on this work, and given the limitations mentioned above we confirm the presence in the management report of the required CSR information.

(1) Scope available at www.cofrac.fr.
(2) ISAE 3000 – Assurance engagements other than audits or reviews of historical information.

2. LIMITED ASSURANCE ON CSR INFORMATION

Nature and scope of the work

We undertook an interview with the person responsible for the preparation of the CSR Information in the investor relations and communication departments, in charge of the data collection process and, if applicable, the people responsible for internal control processes and risk management, in order to:

- assess the suitability of the Criteria for reporting, in relation to their relevance, completeness, reliability, neutrality, and understandability, taking into consideration, if relevant, industry standards;
- verify the implementation of the process for the collection, compilation, processing and control for completeness and consistency of the CSR Information and identify the procedures for internal control and risk management related to the preparation of the CSR Information.

We determined the nature and extent of our tests and inspections based on the nature and importance of the CSR Information, in relation to the characteristics of the Company, its social and environmental issues, its strategy in relation to sustainable development and industry best practices.

For the CSR information which we considered the most material[1] at the level of the consolidated entity, we consulted documentary sources and conducted interviews to corroborate the qualitative information (organisation, policies, actions, etc.), and also verified their coherence and consistency with the other information presented in the management report.

For the other CSR information, we assessed their consistency in relation to our knowledge of the Company.

Finally, we assessed the relevance of the explanations provided, if appropriate, in the partial or total absence of certain information.

We consider that the sample methods and sizes of the samples that we considered by exercising our professional judgement allow us to express a limited assurance conclusion; an assurance of a higher level would have required more extensive verification work. Due to the necessary use of sampling techniques and other limitations inherent in the functioning of any information and internal control system, the risk of non-detection of a significant anomaly in the CSR Information cannot be entirely eliminated.

Conclusion

Based on our work, we have not identified any significant misstatement that causes us to believe that the CSR Information, taken together, has not been fairly presented, in compliance with the Criteria.

Paris-La Défense, 7 March 2017

Independent Verifier

ERNST & YOUNG et Associés

Caroline Delérable	Bruno Perrin
Partner France, Sustainable Development Partner	Partner

(1) Societal information: relations with stakeholders (dialogue conditions).

1.4 ANALYSIS AND COMMENTS ON THE FINANCIAL YEAR

1.4.1 OVERVIEW AND PERFORMANCE

2016 was another excellent year for private equity in Europe. Buyout fund activity remained at a high level, despite falling back for the second year in a row, both for investments, which totalled €119bn *vs.* €133bn in 2015, and for divestments through mergers/acquisitions, which were €138.7bn *vs.* €162.8bn in 2015 (source: MergerMarket). For the fifth consecutive year, divestments exceeded investments, especially when accounting for exits through stock market flotation and dividend recapitalisations, in addition to those through mergers and acquisitions. Because of this, fund raising saw robust growth in Europe, with €100bn raised by funds having closed in 2016 *vs.* only €67bn in 2015, two-thirds of which was for LBO funds (source: Preqin).

Competition for new assets in which to invest remains fierce. Large organisations have become more aggressive, and an abundance of low-cost debt is contributing to keeping acquisition multiples high.

Against this backdrop, Altamir had an excellent year in 2016, characterised by significant portfolio turnover, several value-creating build-up transactions and very good performance from co-investments carried out alongside the Apax Funds, notably in Marlink and Snacks Développement.

PERFORMANCE

- Net Asset Value (NAV), calculated according to IFRS, stood at €21.62 per limited partners' ordinary share, representing an increase of 16.4% year-on-year (€18.60 as of 31 December 2015). The increase was 19.2% including the dividend of €0.56 per share paid in 2016. The year-on-year NAV increase can be attributed principally to the growth in EBITDA of the portfolio companies (up 18.6% for the Apax France VIII and Apax France IX fund portfolio and up 7.2% for the Apax VIII LP and Apax IX LP fund portfolio). The weighted average multiple decreased from 10.66x (in December 2015) to 10.46x for the French portfolio and held steady at 11.9x for the portfolio of companies held *via* Apax VIII LP.

  Net Asset Value is the most relevant financial indicator for reviewing the Company's business activity. It is calculated by valuing the investments based on International Private Equity Valuation (IPEV) guidelines. This organisation includes a large number of professional associations, including Invest Europe. NAV per share is stated net of the amount attributable to the general partner and to the holders of Class B shares, as well as the carried interest provisions for the funds in which the Company invests.
- Consolidated net income totalled €129m (*vs.* €111.8m in 2015). It was comprised principally of all changes in the fair value of portfolio companies plus valuation differences on divestments during the period, less management and operating expenses and provisions for carried interest.

1.4.2 ACTIVITIES OF THE COMPANY

CHANGE IN ASSETS DURING FINANCIAL YEAR 2016

The figures below include the following funds through which Altamir invests: Apax France VIII-B, Apax France IX-B, Apax VIII LP, Apax IX LP, and the two co-investment funds, Phénix and APIA Vista.

Investments

The Company invested and committed €112.3m during 2016, *vs.* €143.2m in 2015. This amount included:

1) €82.9m (€130.3m in 2015) in eight new investments:

- €9.9m through the Apax VIII LP fund in four new companies;
  - €2.9m in Invent Neurax, a pharmaceutical group resulting from the merger of Neuraxpharm Arzneimittel in Germany and Invent Farma in Spain, two leading generics pharmaceutical companies in their respective markets,
  - €2.6m in Engineering Ingegneria Informatica SpA, an Italian IT services company,
  - €2.1m in Vyaire Medical, a respiratory solutions business that is majority owned by Apax, jointly with US group Becton Dickinson, and
  - €2.3m in Duck Creek Technologies, a business specialising in innovative software solutions for the insurance industry that is majority owned by Apax, jointly with US group Accenture;
- €61.6m in two new investments through and with the Apax France IX-B fund;
  - €39.1m, including €26.6m *via* the fund and €12.5m *via* co-investment, in InfoVista, leading global provider of network performance software solutions, and

- €22.5m in Sandaya, a French outdoor accommodation group with four- and five-star campsites in France and Spain. This amount was not fully disbursed as of 31 December 2016;
- €11.5m through the Apax IX LP fund in two new companies:
  - a €9m commitment in Unilabs, European leader in medical diagnostics, following an agreement signed in December 2016 under which Apax IX LP will purchase 55% of Unilabs' capital from existing shareholders, including Altamir. The transaction closed in February 2017;
  - €2.5m in the US company Boats group (formerly Dominion Marine Media), the leading classified marketplace and marketing software provider to recreational marine brokers and dealers worldwide, and

2) €29.3m in follow-on investments and commitments in portfolio companies, mainly:

- €11.4m in Groupe INSEEC,
- €6.9m in THOM Europe,
- €6.8m in Marlink,
- €6.3m in Snacks Développement,
- €1.4m of follow-on investments in other portfolio companies,
- a downward adjustment of €1.5m for Gfi Informatique,
- a downward adjustment of €1.9m for the three commitments made at the end of 2015: the amounts invested were lower than those announced (see next paragraph).

The Company finalised three investments to which it had made commitments totalling €106.4m last year. The final amount invested was €104.5m:

- a €50m investment in Marlink, a company formed by the legal entities comprising the commercial satellite communications business of the Airbus group. This investment was carried out *via* the Apax VIII-B and Apax France IX-B funds and *via* co-investment;
- an investment of €33.9m in Melita, the leading telecommunications operator in Malta. This investment was carried out *via* the Apax VIII-B fund;
- a total investment of €20.6m in Nowo, the second-largest Portuguese cable operator, and ONI, one of Portugal's leading telecommunications operators. This investment was carried out *via* the Apax VIII-B fund.

Divestments

The volume of sale proceeds and revenue realised or signed during the year amounted to €215.7m, (€88.2m in 2015) of which €174.5m was realised, and comprised sale proceeds of €214.2m (€37.7m in 2015) and revenues of €1.5m (€18.5m in 2015).

- The €174.5m primarily included:
  - €93.5m from the sale of Infopro Digital, representing a multiple of almost three times the amount originally invested;
  - €39.2m from the sale of TEXA, representing a multiple of almost twice the amount invested;
  - €21.4m from the sale of the remaining shares in Capio, generating an overall multiple of 1.6 times the total amount invested;
  - €8.5m in proceeds and revenue received on preference shares in Maisons du Monde, a former portfolio company, on the occasion of its recent IPO;
  - €3.5m from the partial sales of GardaWorld (€2.6m) and Chola (€0.9m);
  - €2.4m from the refinancing of the debt of EVRY and Ideal Protein, representing 0.5 times and 0.8 times the amounts invested, respectively;
  - €1.4m from a reclassification among shareholders of Snacks Développement and Groupe INSEEC;
  - €1.3m from the refinancing of GlobalLogic;
  - €0.1m from Albioma's 2016 dividends distributed in cash and shares;
  - €0.1m from dividends received from Idealista;
  - €0.3m from various portfolio companies;
  - The Company also finalised two sales announced in 2015, for a total of €34.8m, *vs.* the €32m initially stated:

    the partial sale of Gfi Informatique to Mannai Corporation for €32.9m. This transaction brings Altamir's indirect stake in Gfi Informatique to 7.5%;

    the sale of Rhiag by the Apax VIII LP fund for €1.9m (a multiple of 3.2 times the amount originally invested).

In December 2016, the Company signed an agreement to sell Unilabs to the Apax IX LP fund managed by Apax Partners LLP. This divestment totalled €41.2m for Altamir, a 29% uplift from the latest valuation provided. The transaction closed in February 2017.

Net cash holdings

Altamir's net cash holdings as of 31 December 2016 were €67.3m, *vs.* €38.2m as of 31 December 2015.

The Company also had short-term credit lines totalling €39m. The lines were fully repaid during the year, following the numerous portfolio divestments. As of 31 December 2016, these lines were therefore undrawn.

The Company is currently renegotiating with its banking pool to increase the amount of its credit lines.

It should be noted that, as an SCR, or *société de capital risque* (special tax status for certain private equity and other investment companies), Altamir may not borrow in excess of 10% of its statutory net book value, *i.e.* €57m as of 31 December 2016.

Commitments

The Apax France VII fund is fully invested. Altamir has an obligation to make follow-on investments in portfolio companies of amounts proportional to its initial commitment. The maximum residual commitment is estimated at €2m.

Altamir has committed to investing between €200m and €280m in the Apax France VIII fund. As of the end of December 2016, €16.9m of capital remained to be called, out of a total maximum commitment reduced to €276.7m.

Altamir has committed to investing €60m in the Apax VIII LP fund. In December 2016, the fund made a capital call for the remainder of residual commitment. The fund was therefore fully called as of 31 December 2016.

Altamir has committed to investing between €220m and €300m in the Apax France IX fund. This amount can be adjusted every six months based on the Company's foreseeable cash position. For the first half of 2017, the Company has decided to maintain its commitment at the maximum level of €300m. The amount called as of 31 December 2016 was €4m. The fund has already made three investments, entirely financed by credit lines, for a total of €64m.

Altamir has also committed to investing €138m in the Apax IX LP fund. The fund has not yet issued its first call for capital. However, it has already made two investments for a total of €11.5m, financed by credit lines. The Management Company is not able to adjust this commitment every six months.

Altamir's maximum remaining commitments therefore total €450.9m (excluding any follow-on investments in Apax France VII), of which €75.5m have already been invested.

Portfolio

The portfolio as of 31 December 2016 included 42 equity holdings, excluding escrow accounts, comprised primarily of growth companies, distributed among Altamir's four sectors of specialisation.

1.4.3 OTHER SIGNIFICANT EVENTS DURING THE YEAR

The Company paid a dividend of €0.56 per ordinary share to limited partners on 27 May 2016.

1.4.4 POST-CLOSING EVENTS

In February 2017, Apax Partners and Altamir finalised the sale of Unilabs. At the same time, Apax Partners LLP announced the acquisition of Unilabs for the Apax IX LP fund.

Apax Partners LLP also completed the sale of its remaining investment in Chola for €1.3m and the partial sale of GlobalLogic for approximately €5m.

The last tranche in escrow in relation to the Vizada sale, an amount of €4.6m, was released in January 2017.

1.4.5 TRENDS

The volume of funds raised in the European private equity sector rose sharply, with a total of $132bn raised in 2016 *vs.* $97bn in 2015 (source: Private Equity Analyst).

During the same period, the market saw a decline in buyout transactions for the second year in a row, which nevertheless remained higher than the average for the past ten years (source: MergerMarket).

1.4.6 PROFIT FORECASTS AND ESTIMATES

Because of the nature of its activities, and because its results are highly dependent on the performance of the companies in its portfolio as well as on the amount and pace of its investments, the Company does not expect to announce any earnings forecasts or estimates.

It has, however, communicated its objectives for the current year. Barring any major external developments, the Management Company expects a good level of activity in 2017. There could be five or six new investments for around €80m, and divestments of about €100m. The portfolio companies should continue to perform well, with average EBITDA growth of about 7%.

1.4.7 FINANCIAL POSITION

The most relevant financial information is the Net Asset Value (NAV) per share, which is obtained from the consolidated (IFRS) balance sheet.

Net Asset Value (NAV), calculated according to IFRS, stood at €21.62 per limited partners' ordinary share, representing an increase of 16.2% year-on-year (€18.60 as of 31 December 2015). The increase was 19.2% after taking into account the dividend of €0.56 per share distributed during the year.

The main components of the consolidated (IFRS) and statutory financial statements are presented below.

CONSOLIDATED (IFRS) FINANCIAL STATEMENTS

(in thousands of euros)	2016	2015	2014
Changes in fair value of the portfolio	167,372	123,419	80,502
Valuation differences on divestments during the year	11,133	15,041	6,823
Other net portfolio income	1,453	18,522	134
INCOME FROM PORTFOLIO INVESTMENTS	**179,959**	**156,982**	**87,460**
Purchases and other external expenses	-20,969	-18,411	-17,103
Gross operating income	156,516	138,186	70,152
Net operating income	128,569	110,553	57,400
Net financial income attributable to ordinary shares	451	1,220	2,071
NET INCOME ATTRIBUTABLE TO ORDINARY SHARES	**129,020**	**111,773**	**59,471**

Accordingly, at their 28 April 2017 General Meeting, shareholders will be asked to approve the consolidated financial statements for the year ended 31 December 2016, showing a profit of €129,019,766.

The change in fair value of €167.4m derived principally from the growth in the EBITDA of portfolio companies. The sharp increase resulted from both organic growth and the completion of build-up transactions in the portfolio.

Net capital gains on divestments totalled €11m and reflected the valuation difference between the actual sale price of the investments and their fair value under IFRS as of 31 December of the preceding year (rather than the capital gain over cost).

Other net portfolio income amounted to €1.5m and mainly consisted of dividends paid by companies in the Apax VIII LP fund.

Purchases and other external expenses totalled €21m including VAT, up 13.9% compared to 2015 following an increase in indirect costs relating to the launch of the Apax France IX-B and Apax IX LP funds (see note 19 to the consolidated financial statements, in the Registration Document).

Gross operating income is calculated after operating expenses for the year.

Net operating income amounts to gross operating income less the share of earnings attributable to the general partner, the Class B shareholders and the holders of carried interest in Apax France VIII-B, Apax VIII LP, Apax France IX-B and Apax IX LP.

Net income attributable to limited shareholders includes income on marketable securities and other short-term investments and related interest and expenses.

CONSOLIDATED (IFRS) BALANCE SHEET

(in thousands of euros)	2016	2015	2014
Total non-current assets	875,162	697,392	555,148
Total current assets	79,846	47,095	75,150
TOTAL ASSETS	**955,008**	**744,487**	**630,297**
Total shareholders' equity	789,503	679,281	585,826
Amount attributable to general partner and Class B shareholders	44,011	39,143	28,850
Other non-current liabilities	34,048	16,399	10,159
Other current liabilities	87,447	9,663	5,462
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**955,008**	**744,487**	**630,297**

The change in non-current assets, composed of the total of equity investments held, directly or through the Apax France VIII, Apax VIII LP, Apax France IX and Apax IX LP funds, resulted principally from divestments, investments and value creation in portfolio companies.

The change in shareholders' equity for the year was as follows:

(in thousands of euros)	
Shareholders' equity as of 31 December 2015	679,281
Consolidated (IFRS) earnings for the period	129,020
Transactions on treasury shares	207
Other adjustments	1,426
Distribution of dividends to holders of Class A shares	-20,432
SHAREHOLDERS' EQUITY AS OF 31 DECEMBER 2016	**789,503**

THE COMPANY'S STATUTORY EARNINGS

Due to the specific nature of its business, the Company does not post sales revenues.

Statutory net income is not representative of the quality of Altamir's portfolio, nor of its performance. This is because, in contrast to IFRS, the statutory statements reflect impairment recognised against securities held, but not unrealised capital gains.

Statutory net income for the financial year 2016 was €79.3m, compared with net income of €38.2m for 2015.

Accordingly, at their 28 April 2017 General Meeting, shareholders will be asked to approve the statutory earnings for the year ended 31 December 2016, showing a profit of €79,331,454.

This item breaks down as follows:

(in thousands of euros)	2016	2015	2014
Income from revenue transactions	-9,310	-8,899	-9,853
Income from capital transactions	88,596	47,060	65,819
Extraordinary income	98	142	97
Extraordinary expenses	52	118	49
Purchases and other external expenses			
NET INCOME	**79,331**	**38,186**	**56,015**

To make the business of the portfolio companies more readily understandable, income (dividends and interest) and any allocations to interest receivable and losses on receivables are presented under “capital transactions”.

A net amount of €12.2m was reversed in 2016 to offset accrued interest on convertible bonds or equivalent securities. This interest was already included in company valuations (under IFRS) and is also generally included in the sale price of companies, whereas the companies themselves do not pay the interest directly.

Purchases and other external expenses totalled €9.2m including VAT, *vs.* €10.7m in 2015. This decline is mainly attributable to a decrease in the management fees paid to Altamir Gérance, as a result of the increased amounts invested in the Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP funds, leading to increased indirect management fees, which are then deducted from the fees paid to Altamir Gérance. (See note 3.1.3 to the consolidated financial statements, in the Registration Document.)

Income from capital transactions broke down as follows:

(in thousands of euros)	2016	2015	2014
Net realised capital gains	76,494	7,446	48,397
Reversals of provisions on divestments and losses	0	0	3,770
SUBTOTAL – GAINS REALISED DURING THE YEAR	**76,494**	**7,446**	**52,167**
Provisions on equity investments	19,175	4,974	313
Reversals of provisions on equity investments	24,320	16,649	7,278
SUBTOTAL – UNREALISED GAINS	**5,145**	**11,675**	**6,965**
Related revenue, interest and dividends	6,957	27,939	6,688
INCOME FROM CAPITAL TRANSACTIONS	**88,596**	**47,060**	**65,819**

STATUTORY BALANCE SHEET

The balance sheet total at 31 December 2016 was €578.3m *vs.* €532.4m at 31 December 2015.

Balance sheet assets consisted of €291m in portfolio investments held as non-current assets, €182.7m in equity investments, €33.8m in related receivables, €0.9m in other non-current financial assets, €2.4m in other receivables, €20.0m in marketable securities and €47.4m in cash and cash equivalents (interest-bearing accounts).

Balance sheet liabilities consisted principally of €569.8m in shareholders’ equity, a carried interest provision of €8.2m for Apax Partners MidMarket and Apax Partners LLP (the management companies managing the Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP funds) and €304k in trade payables and sundry financial liabilities.

Off-balance-sheet commitments amounted to €457m:

- a €16.9m residual commitment to the Apax France VIII-B fund;
- a €296m residual commitment to the Apax France IX-B fund;
- a €138m commitment to the Apax IX LP fund;
- €0.1m in direct investments and €6.2m in guarantees on securities sold.

1.4.8 VALUATION METHODS

VALUATION POLICY AND METHOD

The portfolio companies, whether held directly or *via* an Apax fund, are valued by the funds' management companies, reviewed by the funds' Statutory Auditors, and finally approved by the funds' Board of Advisors.

Altamir's policy is to adopt the valuations made by the funds' management companies.

Before valuations are finalised, they are reviewed by Altamir Gérance's management, Altamir's Statutory Auditors, the Audit Committee of Altamir's Supervisory Board and the Supervisory Board in general.

VALUATION METHOD

The Apax fund management companies value their portfolios based on the principles of fair value, in accordance with International Private Equity Valuation (IPEV) recommendations.

The Apax fund managers have always pursued a conservative valuation policy, as can be seen in the uplift historically generated from divestments (selling price higher than the last valuation made before the divestiture).

Unlisted companies are valued every half-year, and listed companies are valued every quarter.

For unlisted investments held for over one year	For unlisted investments held for under one year	For listed companies
Valuations are generally based on a sample of peer-group multiples (listed companies and recent transactions). Apax Partners France may apply a downward adjustment* of up to 30%. In principle, Apax Partners LLP does not make any adjustments, since it invests in larger companies.	Apax Partners France values companies at cost, except under specific circumstances. Apax Partners LLP usually values growth capital investments close to cost; buyout investments may be revalued from the first day that they are held.	Valued at the last listed price of the period, except in the event of restrictions in tradability or other exceptional circumstances.

* *This downward adjustment corresponds to a liquidity adjustment of 0-30% based on performance quality, the position of Apax Partners/Altamir in the capital (minority vs. majority, exit rights, etc.), the level of mergers & acquisitions activity in the sector, management influence and weighting at exit, and the liquidity of comparable companies.*

1.4.9 THE COMPANY'S FINANCIAL RESOURCES

As of 31 December 2016 Altamir had authorised lines of credit totalling €39m, *vs.* €47m at year-end 2015. As of 31 December 2016, these lines were undrawn. The reduced credit line amount is due to the expiration of a bilateral line of credit, which was not renewed because the Company was renegotiating with its banking pool at the time.

1.4.10 PAYMENT TERMS

The payment terms given to the Company's customers and suppliers are presented below.

Altamir has no customers.

At the date of the balance sheet, supplier payment terms were as follows:

	Payables not yet due						Payables past due[2]	
	Less than 30 days[1]		30 to 60 days[1]		More than 60 days[1]			
(in thousands of euros)	As of 31/12/2016	As of 31/12/2015	As of 31/12/2016	As of 31/12/2015	As of 31/12/2016	As of 31/12/2015	As of 31/12/2016	As of 31/12/2015
Total trade payables[2]	0.6	25.8	0	0	0	0	18.6	2.3

(1) Indicated payment terms.
(2) Total past due trade payables regardless of the initially indicated payment terms.

1.4.11 STATUTORY RESULTS AND OTHER COMPANY DATA OVER THE LAST FIVE YEARS (ARTICLE R. 225-102 OF THE FRENCH COMMERCIAL CODE)

Date	31/12/12	31/12/13	31/12/14	31/12/15	31/12/16
SHARE CAPITAL AT YEAR-END					
Share capital	219,259,626	219,259,626	219,259,626	219,259,626	219,259,626
Number of ordinary shares	36,512,301	36,512,301	36,512,301	36,512,301	36,512,301
Number of non-voting Class B preferred shares	18,582	18,582	18,582	18,582	18,582
Maximum number of future Class B shares to be created:					
■ through bond conversion/redemption					
■ through exercise of Class B warrants	37,164	37,164	37,164	37,164	0
OPERATIONS AND INCOME					
Revenues (ex tax)					
Earnings/loss before taxes, profit sharing, depreciation, amortisation & provisions	15,416,928	30,183,702	55,230,300	35,051,855	72,578,999
Income tax					
Employee profit sharing					
Earnings after taxes, profit sharing, depreciation, amortisation & provisions	52,497,601	64,959,142	56,014,864	38,185,670	79,331,454
Distributed income	24,019,548	23,422,269	28,250,553	25,668,465	
EARNINGS PER SHARE					
Earnings/loss before taxes, profit sharing, depreciation, amortisation & provisions					
■ ordinary shares	n.s.	n.s.	n.s.	n.s.	n.s.
■ Class B preferred shares	n.s.	n.s.	n.s.	n.s.	n.s.
Earnings after taxes, profit sharing, depreciation, amortisation & provisions					
■ ordinary shares	1.44	1.78	1.53	1.05	2.17
■ Class B preferred shares					
Dividend distributed	0.41	0.45	0.5	0.56	
EMPLOYEES					
Average number of employees					
Payroll					
Sums paid as employee benefits (social security and other social projects)					

n.s. (not significant): it is not meaningful to break down EPS into earnings on ordinary shares and earnings on Class B shares before taking taxes, depreciation, amortisation and provisions into account because the share of earnings attributable to Class B shares, pursuant to the Articles of Association, can only be established on the basis of net income, which is in turn adjusted.

1.4.12 ACQUISITION OF EQUITY INTERESTS AND CONTROLLING INTERESTS

The Company made two direct investments in 2016 through commitments to two private equity funds, Phénix and Apia Vista, which are dedicated to co-investment in Marlink and InfoVista, respectively.

Altamir therefore acquired the following equity interests during the year under review:

	% of share capital*	% of voting rights*
Marlink	10.25%	10.25%
InfoVista	6.69%	6.69%

* *The percentages indicated in the table pertain to the co-investment only and do not include the share held indirectly through Apax funds.*

For all other transactions, the Company now invests directly in the Apax France VIII and Apax France IX funds through Apax France VIII-B and Apax France IX-B, dedicated private equity funds managed by Apax Partners Midmarket SAS, and in the Apax VIII LP and Apax France IX LP funds, advised by Apax Partners LLP.

1.5 RISK FACTORS

1.5.1 INTRODUCTION – PRINCIPLES

Investors are asked to consider all the information provided in the present Registration Document before acquiring or subscribing to the Company's marketable securities. As of the date this Registration Document was filed, these risks, were they to materialise, could have a significant unfavourable impact on the Company, its business activities, its financial position, its results or its growth. The Company considers that, at the time this Registration Document was filed, there were no significant risks other than those presented. Investors should be aware that the list of risks below is not exhaustive, and that there may have been other unidentified or unforeseen risks at the date this Registration Document was filed, which may have a significant adverse risk on the Company, its business activities, financial position, results and growth.

The unitholders in the private equity funds managed by Apax Partners SA, Apax Partners MidMarket SAS and Apax Partners LLP are professionals investing significant amounts with a long-term investment horizon. They have more detailed information about the investments acquired (as co-investments alongside Altamir) than the other shareholders of the Company. This information is communicated to them in line with the rules of the funds and with common practice in the private equity industry. Should this information be privileged, however, as defined by applicable regulations, these investors must not carry out transactions on the shares of Altamir.

1.5.2 DESCRIPTION OF RISKS AND UNCERTAINTIES AND THEIR MANAGEMENT

A) RISKS INHERENT IN PRIVATE EQUITY

Investment in a company whose objective is to acquire private equity interests is intrinsically high-risk, greater than that associated with investing in listed major industrial, property or financial companies.

There is no guarantee that the investments will achieve Altamir's objectives, or even return the capital invested in the Company, and the past performance of the funds managed by Apax Partners for this type of investment offers no guarantee of the future performance of the Company.

In particular, private equity investments present the following risks:

Nature of the risk	Risk mitigation
1) Risks relating to capital calls (liquidity risks)	
The Company has commitments to the funds in which it invests (Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP). These commitments are significant and could be called at any time with a notice period of around 10 days. The resources for meeting these commitments are held in available cash, proceeds from divestments and possibly temporary lines of credit. The Company's status as a French société de capital risque (SCR) prohibits it from borrowing in excess of 10% of statutory net assets.	The Company's commitments to the Apax France and Apax Partners LLP funds have been set within a range enabling it to respond to capital calls based on expected cash positions. The Company has carried out a specific review of its liquidity risk and believes it can meet its forthcoming obligations. Every fund in which Altamir invests has access to credit lines and is thus not required to make capital calls in real time for each investment. This enables the Company to increase its visibility on future capital calls. As of 31 December 2016, the Company's net cash position was €67.4m and its authorised lines of credit (€39m) had not been drawn down. The Company is currently renegotiating with its banking pool to increase the amount of its credit lines. In June 2015, Altamir ceased to be tied to Apax Partners for managing its investment in Albioma and may now freely manage its shares in this listed company. Furthermore, Altamir has the option to reduce the maximum level of its commitment to the Apax France IX-B fund by up to €80m. Maximum commitments are reviewed semi-annually. This mechanism gives Altamir the flexibility to significantly lower its commitments for each six-month period.

Nature of the risk	Risk mitigation
2) Risks related to the absence of investment liquidity	
Altamir aims to invest principally in unlisted companies, with a medium- to long-term investment horizon. Although the investments Altamir makes can occasionally generate recurring revenue, in the vast majority of cases, capital invested and potential capital gains are only realised when the investment is partially or fully sold, which generally only takes place several years after its acquisition. There is no guarantee that the companies in which Altamir has invested or will invest, either directly or via the Apax France VIII, Apax France IX, Apax VIII LP and Apax IX LP funds, will be listed on the stock exchange or sold. Under these circumstances, Altamir may have difficulty selling its investments in a reasonable timeframe and at satisfactory pricing terms. Such a situation may restrict or prevent Altamir from making new investments and hinder the implementation of the investment strategy. Furthermore, in certain cases, Altamir may require prior authorisation of a sale from the competent authorities, or may be prohibited by contract, law or regulations, from selling an investment during a given period.	The portfolio's sectoral and geographical diversification minimises the risk of illiquidity in the portfolio. The investment processes implemented by the Apax fund management companies (see Section 1.3.7) include an analysis of exit scenarios for each potential investment. Moreover, Altamir's portfolio is well diversified in terms of acquisition dates, which facilitates a harmonious rotation of the portfolio.
3) Risks related to Altamir's investment capacity	
Altamir's success essentially depends on the capacity of the Apax management companies (Apax Partners SA, Apax Partners MidMarket and Apax Partners LLP) to identify, select, acquire and sell, in a competitive market, investments that are likely to generate significant capital gains. There is an increasing number of private equity companies, and for larger *transactions*, the market tends to be global, thus becoming fiercely competitive. Some of these companies have a greater financial capacity than the funds managed by the Apax Partners management companies, giving them a competitive advantage for undertaking significant financial transactions. Others may have lower ROI requirements than those of the Apax Partners management companies, enabling them to offer a higher price to sellers for a given asset.	Quality, team size and Apax's strong reputation represent significant competitive advantages. Owing to the sectoral specialisation of Altamir and the Apax funds, it is often easier to identify opportunities at the outset (proprietary deals) and avoid highly competitive auction processes. By investing via funds managed by Apax Partners MidMarket and Apax Partners LLP, Altamir has the ability to invest worldwide, which significantly increases potential opportunities.
Altamir cannot guarantee that the Apax management companies will continue to be in a position to, or want to, study certain investment opportunities, nor can it guarantee that any acquisition proposals put together by the management companies will be accepted by the sellers.	Altamir may co-invest alongside Apax funds when the funds syndicate these opportunities to their investors.
4) Risks related to investment in funds managed by Apax Partners MidMarket and Apax Partners LLP	
The rules governing the Apax Funds: ■ limit the life of the funds; ■ limit the period during which they can invest; ■ might lead to an early liquidation of the funds in certain scenarios; ■ might lead to an early termination of the investment period of these funds; ■ might lead to the management company being dismissed (in the event of serious misconduct)	The Apax France VIII and Apax VIII LP funds were both fully invested as of 31 December 2016. The Apax France IX and Apax IX LP funds are in the early stage of their investment period and have invested 23% and 2%, respectively, of the subscribed amounts.
In such a scenario, Altamir may no longer be in a position to invest.	The management company of Altamir is completely independent from the two management companies. As such, Altamir is free to invest with other partners.
The Company cannot exclude the possibility that it might not be able to invest the full amounts subscribed in these funds. It cannot be guaranteed that Altamir will be authorised to invest in the following funds.	The historical relationship and the significant amounts invested by Altamir make such a scenario unlikely.

Nature of the risk	Risk mitigation
5) Risks related to new investments	
Altamir runs the risks inherent in acquiring new investments, specifically: ■ risks relating to assessing the strengths and weaknesses of the companies, their growth potential, the relevance of their business plan and the capacity of their managers to carry it out; ■ risks relating to an inaccurate estimate of the current value of investments held in these companies and the growth potential of these investments; ■ risks relating to the management of the Company prior to its acquisition that were not identified during the pre-acquisition due diligence, or risks not guaranteed by the sellers in the asset and liability guarantees negotiated by the Company as part of the acquisition; ■ risks relating to terms and conditions governing the financing of the acquisition (e.g. increase in interest rates, activation of accelerated maturity clauses); ■ risks relating to disputes that may arise with sellers or third parties over the acquisition itself or the consequences of the acquisition (e.g. suppliers, customers or banks terminating the contracts that link them to the acquired company due to the change of control); ■ risks relating to the insolvency of one or more companies in which the Company invests (e.g. obligation to provide financial support to the Company in question, loss equal to the acquisition cost, receivorship or liquidation, personal liability claims) and the resulting risk of litigation.	The investment processes implemented by Altamir and the Apax fund management companies (see Section 1.3.7) and the systematic use of the services of renowned auditing and consulting firms, advisory banks and law firms, minimises the risks inherent in investing. Altamir and the Apax fund management companies have acquired deep expertise over many years, enabling them to develop and perfect the sophisticated processes mentioned above.
6) Risks related to the economic environment	
Fluctuations in the economy may i) affect Altamir's capacity to invest, either directly or via the Apax France VIII, Apax France IX, Apax VIII LP and Apax IX LP funds, in companies meeting the selection criteria and to sell investments at satisfactory terms or ii) erode the value of investments that it has or will acquire, as the companies in question may be particularly sensitive to changes in economic indicators, depending on the business sector in which they operate.	By specialising in the economy's most promising sectors and selecting the sectors' growth companies and leaders, Altamir minimises the risks related to the economic environment. The risk is also minimised through the geographical diversification of the portfolio companies and the increasing internationalisation of their activities.
7) Special risks related to leveraged transactions	
A significant proportion of Altamir's portfolio is composed of LBO/LBI-type transactions which consist in acquiring an investment, generally through a special-purpose holding company, with a bank loan serviced by net cash flows (primarily dividends) generated by the investment. Leverage may be high on some of these transactions. These transactions are particularly exposed to phenomena such as a rise in interest rates or a deterioration of the target company or its sector, making it difficult, even impossible, to service the acquisition debt on its original terms. By their very nature, the risk they present is far higher than average.	The debt ratios (overall debt/LTM EBITDA) are very closely monitored by the investment teams and maintained at conservative levels. A significant portion of the financing invested in the holding companies (LBO) are more often than not "bullet" loans, which considerably lightens debt servicing costs during the holding period, with debt being repaid when the investment is sold. It is important to note that each LBO transaction is independent of all other transactions. Any difficulties encountered with a specific transaction have no impact on the other investments. Altamir does not have recourse to debt to finance its investments. As previously indicated, its status as a société de capital risque (SCR) prohibits Altamir from incurring debt greater than 10% of its statutory equity. A credit line is used as temporary financing.

Nature of the risk	Risk mitigation
8) Risks related to the departure of executives in the portfolio companies	
The companies in which Altamir invests may be dependent on the presence of one or more key people, whose departure or unavailability would have a significant adverse effect. Because of this, Altamir may need to postpone the sale of the investment in question or to sell it on unfavourable terms.	Evaluating the senior management *(motivation, commitments, performance, etc.)* is a critical factor in the investment process. Private equity at its core depends on the interests of the managers and investors being perfectly aligned. As a general rule, it is thus in the managers' interest to collaborate with the investor until the investment is exited. One of Apax Partners' essential contributions is to constantly strengthen the *management* teams of its portfolio companies.
9) Risks related to valuation of investments	
The unlisted investments that Altamir holds or will hold are periodically valued by the Company using the fair value method explained in the notes to the financial statements. These periodic valuations of Altamir's investment portfolio are carried out to determine Altamir's net asset value per share, which is published every quarter. Despite the care taken in performing these valuations, no guarantee can be given that each of Altamir's investments could be sold for an amount at least equal to the value determined by Altamir in this valuation. Only equity investments held directly by Altamir are valued by the Company. Valuation of the investments held via the funds managed or advised by Apax Partners MidMarket and Apax Partners LLP is the responsibility of those companies.	Altamir and the Apax funds apply the IPEV-recommended *(International Private Equity Valuation)* valuation rules, which harmonises the approach across all valuations. The valuations are reviewed by the Apax funds' Statutory Auditors and by Altamir's Statutory Auditors. Altamir may, via its management company and Supervisory Board, challenge the valuations that have been submitted to it, or modify them if it deems necessary (this has so far never occurred). For over 10 years, Altamir has monitored and published an "Uplift" indicator, which measures the spread between the price at which it sold its investments and their values used to calculate NAV in the preceding period. This indicator has always been positive, demonstrating the Company's conservative valuation approach.

B) FINANCIAL RISKS

Nature of the risk	Risk mitigation
1) Risks related to fluctuations in listed share prices	
Altamir may hold listed shares, either because its unlisted companies are floated on the stock exchange and Altamir considers it appropriate to retain its shares for a certain period of time with a view to obtaining a better valuation in the long-term – an objective having no guarantee of results – or because Altamir does not rule out investing directly or indirectly in the capital of a company on the sole grounds that it is listed on the stock exchange, provided that the Company falls within the scope of its investment strategy. Altamir may therefore be affected by a downturn in the market prices of such securities. Furthermore, Altamir may finance its investment in a listed company via a special-purpose acquisition company that incurs debt. In the majority of cases, this debt is guaranteed by listed shares in underlying companies.	It is not Altamir's primary objective to invest in the shares of listed companies.
When the share price of these companies falls, and the average share price over a given period drops below a certain threshold, the holding companies become responsible for meeting collateral or margin calls. In the event of default, banks may demand repayment of all or part of the loan.	Conversely, when the share price of these companies rises, all or part of the balance in escrow with respect to some of these companies may be released.
The sensitivity calculations for margin calls in the event of a drop in the market price are presented in the notes to the financial statements.	As Altamir now invests via funds, it is no longer subject to direct margin calls on its new investments.

Nature of the risk	Risk mitigation
Listed companies as of 31 December 2016 made up 26% of the portfolio (40% at 31 December 2015). A 10% drop in the market prices of these listed securities would have an impact of €22.7m on the valuation of the portfolio as of 31 December 2016. In addition, most unlisted securities are valued in part on the basis of peer-group multiples, and in part on multiples of recent private transactions.	A change in the market prices of the comparable companies does not represent a risk, because although these comparables provide an element for calculating the fair value at a given date, the final value of the investments will be based on private transactions, unlisted by definition, in which the strategic position of the companies or their ability to generate cash flow takes precedence over the market comparables.
2) Interest rate risks	
Risks related to lbo transactions	
In the context of leveraged transactions, Altamir is indirectly subject to the risk of an increase in the cost of debt and the risk of not obtaining financing or being unable to finance the planned new transactions at terms that ensure a satisfactory return.	In 2015, the debt markets remained very open, and debt funds regained prominence. A debt manager joined Apax Partners MidMarket's investment team in 2015. Apax Partners LLP has a dedicated debt team split between London and New York.
Risks related to short-term cash investments	
As of 31 December 2016, Altamir's statutory financial statements showed a net cash balance of €67.3m. It also subscribed to a €15m tax-efficient capitalisation fund whose capital is guaranteed. Money-market mutual funds are valued at historical cost. Capital gains on divestments are calculated based on the difference between the sale price and the weighted average purchase price. The Company recognises unrealised capital gains solely in its consolidated financial statements. The nature of the securities does not justify any impairment.	If the need for cash requires the Company to terminate its time deposits, the penalty would be a reduction in the interest earned. There is no risk of a loss of capital. The sale of marketable securities and revenue therefrom resulted in a profit of €6 in 2016. The sale of negotiable debt securities and time deposits generated a capital gain in 2016 of €1,135,629.
Risks related to other financial assets and liabilities	
Financial assets tied to an interest rate include shareholder loans or securities such as corporate bonds classified and held as portfolio investments or receivables related to equity investments. Altamir has €39m in lines of credit at variable rates on standard market terms. An interest rate rise would increase the cost of financing.	These financial assets are assumed to be redeemed or converted at maturity. As a result, they do not present any interest rate risk per se. As of 31 December 2016, the credit lines were undrawn. They are only occasionally used.
3) Currency risk	
Existing shares in Altamir or shares to be created are denominated in euros. Accordingly, profitability for investors who bought Altamir shares using currencies other than the euro may be affected by fluctuations of that currency against the euro.	
Altamir aims to invest, either directly or indirectly through the Apax France VIII and Apax France IX private equity funds, at least 75% in France. The operating currency of the majority of the companies in the portfolio is the euro. However, some investments made by Altamir to date are denominated in foreign currencies, and consequently their value may vary according to exchange rates. Shares of the Apax VIII LP and Apax IX LP funds are denominated in euros. The funds themselves have a global investment strategy. Exchange rate fluctuations might affect the valuation of some of their investments at the closing date or at the date they are sold.	As of 31 December 2016, the only assets denominated in foreign currencies were the securities and receivables of ten portfolio companies, which represented €55.7m or 5.83% of total assets.
Altamir does not have the information necessary to measure the sensitivity of the investments of these funds to fluctuations in exchange rates. The portfolio's exposure by currency is presented in the notes to the consolidated financial statements.	Altamir does not use firm or conditional forward instruments to hedge or to gain exposure to market risks (equity markets, interest rates, exchange and credit risks).
Altamir does not hedge against currency fluctuations.	The foreign exchange impact is not material with respect to the expected gains on the securities in absolute value

C) LEGAL AND TAX RISKS

Nature of the risk	Risk mitigation
1) Risks related to the status of partnership limited by shares (SCA)	
Altamir Gérance is the general partner of Altamir. Altamir Gérance, which is also Altamir's Management Company, is controlled by Maurice Tchenio, the founder and Chairman and CEO of Apax Partners SA. The Management Company of Altamir has the broadest powers to act under any circumstances in the name of the Company. Moreover, legislation applicable to partnerships limited by shares and Altamir's Articles of Association states that the Management Company can be removed only by decision of the general partner (*i.e.* itself) or the commercial court for a legitimate cause at the request of any partner or the Company. As a result, it would be virtually impossible for the shareholders of Altamir (even an overwhelming majority) to terminate the activities of Altamir Gérance against its will. Altamir is linked to Apax Partners SA by an investment advisory services contract.	The procedures described throughout the Registration Document, as well as the control exercised by the Audit Committee, representing the Supervisory Board, mean that the Management Company is not in a position to abuse control.
Given Altamir's status as a partnership limited by shares, and given that Maurice Tchenio and the other partners of Apax Partners SA together hold, directly and indirectly, almost all the capital of Altamir Gérance SA, the general partner and Manager of the Company, it would in practice be virtually impossible for the shareholders of the Company to terminate this contract and the co-investment agreement – as long as they remain valid – without the approval of Altamir Gérance.	The Supervisory Board, aided by the Audit Committee, reviews Altamir's performance, and by extension the contribution of Apax Partners SA, every quarter. The Board of Altamir Gérance also reviews Altamir's performance. Maurice Tchenio holds 28% of the Company's equity. His interests and those of the Company's shareholders are perfectly aligned.
2) Risks related to the legal and tax treatment of SCRs	
Altamir opted for the status of SCR (*société de capital risque*) with the sole purpose of managing a portfolio of marketable securities and unlisted shares. In this respect, it benefits from a favourable tax status. In return, it commits to abiding by certain terms, in particular the quotas of eligible securities defined in the amendment to Article 1-1 of law no. 85-695 of 11 July 1985.	
Although the majority of investments carried out by funds managed by Apax Partners MidMarket and Altamir respond to the eligibility criteria set forth in these provisions, Altamir cannot guarantee that it will not be required to pass up an investment opportunity, or sell one or more investments earlier than planned, in order to continue to benefit from this tax treatment. Moreover, a significant portion of the investments made by Apax Partners LLP are not eligible for these quotas since they are outside Europe.	Altamir takes this factor into account when defining its commitments to funds managed by Apax Partners MidMarket and Apax Partners LLP.

Nature of the risk	Risk mitigation
An SCR can only borrow up to 10% of its statutory net assets, which prevents Altamir from having financing in reserve that it could call upon if necessary. Altamir may therefore not be in a position to participate in an investment if it does not have sufficient resources to finance it. In opting for this tax regime, Altamir vigilantly adheres to the limits imposed on it. Nevertheless, failure to comply with certain conditions could lead to the loss of SCR status, and consequently, the retroactive loss of tax benefits which have been passed on to shareholders.	Altamir can reduce the maximum level of commitments in the Apax France VIII-B and Apax France IX-B funds by €80m. Maximum commitments are reviewed semi-annually. This mechanism gives Altamir the flexibility to significantly lower its commitments to the fund for each six-month period.
Furthermore, in the past, the legal and tax regime of SCRs and private equity funds has often been changed. Altamir therefore cannot guarantee that it will not be subject to restrictions in addition to those currently in place, that the tax regime applicable to its shareholders will not change, or that it will be able to continue to enjoy the benefits of the favourable tax regime.	Altamir has a representative on the Tax Committee of the French Association of Growth Investors (AFIC) and makes every effort to preserve the benefits of this tax regime.
3) Other legal and tax risks	
Legal, tax and regulatory changes may arise and may have an unfavourable effect on Altamir, the companies in its portfolio and its shareholders. As an example, the range of transactions to which private equity firms *have access* has in the past been affected by a lack of senior and subordinated credit facilities, given the regulatory pressure on banks to reduce their risk on this type of transaction. Furthermore, Altamir may invest in other countries that may themselves change their tax legislation, potentially with retroactive application.	Thanks to its diversification via the Apax VIII LP the Apax IX LP funds, Altamir's scope is global, which minimises the impact of a legislative change in any particular region.

D) INDUSTRIAL AND ENVIRONMENTAL RISKS

N/A

E) INSURANCE

The activity of Altamir does not justify industrial-type insurance cover. Altamir has taken out third-party and D&O cover of €3m.

F) RISKS RELATED TO KEY PEOPLE

Nature of the risk	Risk mitigation
1) Risks related to the management and control of Apax Partners	
Maurice Tchenio is the founder of Apax Partners, and for more than 30 years he has played a major role in managing this company and the funds created by Apax Partners. He alone has the controlling interest in Apax Partners SA and Altamir Gérance SA, the Management Company and general partner of the Company. His departure, extended absence or death could therefore have a significant unfavourable effect on the activity and organisation of Apax Partners, and consequently on the activity of Altamir and its future outlook.	A succession plan is in place for two types of situations: 1) in the event of Maurice Tchenio's inability to fulfill his duties, arrangements have been made with respect to the Company's management and ownership structure, so as to ensure business continuity and the Company's long-term survival; 2) in view of a planned transition, Maurice Tchenio is dialoguing with a number of potential successors.
Beginning with the Apax France VIII fund, management of the private equity funds has been the responsibility of Apax Partners MidMarket SAS, headed by Eddie Misrahi. Equity capital is shared between seven partners of this company. The operations of the asset management company would obviously be disrupted in the event of an extended absence or the death of Mr. Misrahi.	The other partners would be able to implement the business continuity plan without major disruption.
The same applies to Apax Partners LLP.	The structure and size of Apax Partners LLP do not give rise to specific risks as to the smooth operation of this company in the event of the departure or death of its senior executives, of which there are now two (Mr. Sillitoe and Mr. Truwit), having succeeded Martin Halusa.
2) Risks related to other professionals working for apax partners	
Altamir's success depends to a large extent on the skills and expertise of the partners and other professionals employed by the Apax management companies, and it cannot be guaranteed that these individuals will continue to be employed by these companies.	Altamir has limited the risks mentioned above by diversifying its partnerships with Apax Partners MidMarket and Apax Partners LLP.
The size of the team of professionals at the management companies, the reputation of these companies, and the team-based approach to investment decisions, portfolio management and divestments tend to limit the impact for Altamir of isolated departures of one or more of the Group's employees. However, as the teams are specialised in their operational sectors, the departure of any given professional, and in particular a partner, may have a negative effect on Altamir's capacity to invest in the sector in which the professional specialised.	Since the sectors are covered by several partners, with support from experienced teams in which future partners have been identified, the risk of disruption due to the potential departure has been minimised.

The Company regularly reviews risks (risk map). It considers that there are no significant risks other than those presented.

2

CORPORATE GOVERNANCE

2.1 COMPANY MANAGEMENT AND GOVERNING BODIES

2.1.1 SCA (SOCIÉTÉ EN COMMANDITE PAR ACTIONS OR FRENCH PARTNERSHIP LIMITED BY SHARES)

As a partnership limited by shares, the Company has two categories of partners with very different rights and responsibilities:

- a general partner with unlimited liability for the Company's debts and whose rights are not freely transferable. Only the general partner appoints or dismisses the managers of the Company;
- limited partners (or shareholders), whose liability is limited to the amount of their contributions and whose rights are represented by freely transferable shares. These shareholders are further divided into two categories:
  - holders of ordinary shares, who have voting rights enabling them to elect a Supervisory Board, whose role is to monitor the management of the Company,
  - holders of Class B preferred shares, who do not have voting rights.

Collective decisions therefore require the approval of the limited partners who hold ordinary shares (and vote at General Meetings) and that of the general partner. However, the appointment and dismissal of Supervisory Board members are under the sole authority of the limited partners holding ordinary shares, while the appointment and dismissal of the Management Company are under the sole authority of the general partner. The appointment and dismissal of Statutory Auditors and non-voting Board members, the distribution of dividends for the year, and the approval of regulated agreements also fall under the sole authority of the limited partners holding ordinary shares.

Collective decisions modifying the rights of limited partners holding Class B shares are subject to the approval of these holders of Class B shares at a Special General Meeting.

The Management Company has the broadest powers to act on behalf of the Company in all circumstances. In its dealings with shareholders, the Management Company has the broadest powers to carry out all ongoing management activities. Specifically, the Management Company is responsible for identifying, evaluating and deciding the Company's investments and divestments. To carry out his or her responsibilities, the Management Company may call upon the experts or advisors of its choosing, such as Apax Partners SA (the "Investment Advisor"), who will advise the Company on its investments and divestments but will not have the power to take decisions on behalf of the Company. The relationship between the Company and the Investment Advisor is governed by an investment advisory contract and a co-investment agreement, the terms of which are approved pursuant to Article L. 226-10 of the French Commercial Code.

2.1.2 THE GENERAL PARTNER AND MANAGEMENT COMPANY

The Company's general partner, who is also its Management Company, is Altamir Gérance, a French public limited company (*société anonyme*) with share capital of €1,000,000 and the Paris commercial registry number 402 098 917, whose registered office is located at 1, rue Paul-Cézanne, 75008 Paris (France).

As previously noted, the corporate name Altamir Amboise Gérance was changed to Altamir Gérance in 2013. Articles 1 and 15.1 of the Articles of Association were amended to reflect this.

The Management Company's functions are not limited in time.

During the Company's existence, the general partner has sole responsibility for appointing the Management Company.

A Manager's functions are terminated upon death, disability, prohibition, receivership or liquidation, removal from office, resignation or upon reaching the age of 75.

A Manager's removal from office is decided by the general partner.

If the Manager is also the general partner and loses the status of general partner, he or she also loses, automatically and without any further procedure, the status of Manager.

Altamir Gérance has a Board of Directors whose five members contribute their experience as private equity professionals and corporate chief executives: Maurice Tchenio (Chairman & CEO of Altamir Gérance, co-founder of Apax Partners), Peter Gale (Head of Private Equity and Chief Investment Officer at Hermes GPE LLP), James Mara (previously Sr. Managing Director at General Electric Asset Management), Eddie Misrahi (Chairman and CEO of Apax Partners MidMarket SAS) and Romain Tchenio (Chairman and CEO of Toupargel Groupe SA).

Peter Gale – (60) is head of private equity and Chief Investment Officer at Hermes GPE. He is responsible for private equity investment decisions and for all aspects of Hermes GPE's private equity investment process. He leads the co-investment programme and decisions on allocation and strategy for individual client portfolio construction. He has 33 years of investment experience, including 24 years in private equity. Mr. Gale is a member of the Hermes GPE Management Committee and Chair of the Private Equity Investment Committee. Previously, he was Managing Director and CIO of the Hermes GPE predecessor organisation, Gartmore Private Equity. Prior to this Mr. Gale was Investment Manager of the National Westminster Bank Pension Fund (later known as the RBS Group Pension Fund), responsible for all investments, and initiated both the private equity and co-investment programmes. He was a director of HgCapital Trust (formerly Mercury Grosvenor Trust plc) for 23 years. Peter holds a MSc in Economics from the University of Oxford and a BA in Economics from the University of Exeter.

James Mara – (70) was a Managing Director at GE Asset Management in Stamford, CT (USA) for more than 20 years until 2014. During that time he built up a $2 billion international private equity business, raised and managed two international buyout funds and underwrote numerous investments in Europe, Russia, North and Southeast Asia and Latin America. Previously, Mr. Mara spent five years as deputy treasurer, based in London, providing treasury and financing support to GE's international mergers and acquisition team. Prior to joining the GE group, Mr. Mara headed the international treasury function of RJR Nabisco in London for four years and prior to that, held several tax management and advisory positions for US corporations. Mr. Mara holds an L.L.M. in taxation from Boston University, a J.D. from the University of Connecticut and a B.S. from Fairfield University.

Eddie Misrahi – (62) joined Apax Partners in 1991 as a Partner in charge of investments in TMT. He has supported the growth of young, innovative companies or more mature companies through growth financing and buyout transactions. He became Deputy Chief Executive Officer of Apax Partners SA in 2007 and Chairman and Chief Executive Officer of Apax Partners MidMarket in 2010. He started his career at McKinsey & Co. in Paris, then in Mexico City, before working at a US telecommunications group in the United States. He was president of the AFIC (Association Française des Investisseurs pour la Croissance) for financial year 2007/08. Mr. Misrahi is a graduate of Ecole Polytechnique and holds an MBA from Harvard Business School.

Maurice Tchenio – (73) is Chairman of Altamir Gérance and Chairman and CEO of Apax Partners SA. He is also Chairman of the AlphaOmega Foundation. He began his career as an assistant professor of finance at HEC, before taking a position as project leader at the Paris-based Institut de Développement Industriel (IDI), an investment bank specialising in equity investments. In 1972, he founded Apax Partners with Ronald Cohen and Alan Patricof. Today, Apax Partners is a global private equity leader. From 1972 to 2010, he was the Chairman and CEO of Apax Partners, the Group's French arm. In 1995, he created Altamir, a listed private equity company. In 2010, he created AlphaOmega, a venture philanthropy foundation recognised for its public interest. He is the co-founder of the AFIC (Association Française des Investisseurs pour la Croissance) and former director of EVCA (European Private Equity and Venture Capital Association). Mr. Tchenio has degrees from HEC and Harvard Business School, where he was a Baker scholar, obtaining his diploma with High Distinction.

Romain Tchenio – (41) holds a diploma from ESCP Europe. He started his career as a financial analyst with Pricewaterhouse Coopers Corporate Finance. He joined Toupargel in 2004 as Supervisor and then became Manager of the teleprospecting platform in Marseille. He was appointed southwest Regional Manager in September 2006, then Director of Development the following January before becoming Director of Sales, a position he held from 2010 to 2013. He was named CEO of Toupargel Groupe in July 2013 and Chairman and CEO in early January 2017.

Altamir Gérance has no corporate officer role other than that of Management Company.

In accordance with section 14.1 of Appendix 1 of EC Regulation 809/2004, the positions and appointments held by Maurice Tchenio are listed in section 2.1.4.

To the best of the Company's knowledge and at the time of preparation of this Registration Document, Altamir Gérance, its CEO and the members of its Supervisory Board:

- had not been convicted for fraud in the past five years;
- had not been involved in a bankruptcy, sequestration of assets or liquidation in the past five years;
- had not been formally accused or publicly sanctioned by statutory or regulatory authorities, including designated professional associations, in the previous five years; and
- had not been prevented by a court from acting as a member of the corporate, executive or supervisory body of an issuer or from being involved in the management or the running of the business of an issuer, in the previous five years.

LIMITATIONS ON THE POWERS OF THE MANAGEMENT COMPANY

In accordance with the provisions of Article 20.4 of the Articles of Association and Article 1.1 of the Supervisory Board's Rules of Procedure, any amendment to the co-investment agreement between the Company and Apax Partners SA must be authorised by the Supervisory Board, having reviewed the Management Report, by a two-thirds majority vote of members present or represented.

In accordance with the provisions of Article 20.3 of the Articles of Association and Article 1 of the Supervisory Board's Rules of Procedure, the Management Company consults the Supervisory Board:

- on the application of valuation rules to portfolio companies; and
- on any potential conflicts of interest.

In addition, pursuant to Article 1.1 of the Supervisory Board's Rules of Procedure, the Management Company also consults the Supervisory Board prior to the acceptance of any new appointment in another listed company.

There are no formal limitations imposed on the Management Company. The Supervisory Board considers, however, that given the procedures in place, the Management Company is not in a position to abuse its powers.

CONFLICTS OF INTEREST

Investors are reminded that the Company invests *pari passu* with private equity funds managed by Apax Partners SA and invests directly in those managed by Apax Partners MidMarket SAS and in the entities advised by Apax Partners LLP.

Apax Partners SA is headed by Maurice Tchenio, who controls and heads Altamir Gérance SA, the Company's Management Company.

Apax Partners MidMarket SAS is headed by Eddie Misrahi.

Apax Partners LLP is headed by Andrew Sillitoe and Mitch Truwit.

The potential conflicts of interest that may arise from this structure are covered by the co-investment rules for the funds managed by Apax Partners SA and Altamir, described in Section 1.3.8, and by the co-investment agreement signed by Apax Partners SA and Altamir.

To the best of the Company's knowledge and at the time this Registration Document was prepared, there was no conflict of interest between the Management Company's or the Supervisory Board members' duties towards the Company and their private interests or other duties.

To the best of the Company's knowledge, there are no family ties between the members of the Company's management and supervisory bodies.

To the best of the Company's knowledge and at the time of preparation of this Registration Document, there are no arrangements or understandings with major shareholders, customers or suppliers pursuant to which a member of the Supervisory Board or the Management Company was selected in that capacity.

To the best of the Company's knowledge and at the time of preparation of this Registration Document, the members of the Supervisory Board or the Management Company have not accepted any restrictions on the divestment of their shareholdings in the Company.

To the best of the Company's knowledge and at the time of preparation of this Registration Document, there was no service agreement between the members of the Supervisory Board or the Management Company and the issuer or any of its subsidiaries that provides for benefits upon termination of said agreement, other than the service agreements mentioned in this document and the Manager's remuneration as described in Article 17.1 of the Company's Articles of Association (section 2.2.2).

2.1.3 SUPERVISORY BOARD

ROLE OF THE SUPERVISORY BOARD

The Company's Articles of Association stipulate that the Supervisory Board provides ongoing supervision of the Company's management and decides on the allocation of net income to be proposed to shareholders. The Management Company consults the Supervisory Board on the evaluation rules applying to portfolio companies and any potential conflicts of interest. Any amendment to the co-investment agreement between the Company and Apax Partners SA must be authorised by the Supervisory Board, having reviewed the Management Report, by a two-thirds majority vote of members present or represented (Article 20.4 of the Articles of Association).

COMPOSITION OF THE SUPERVISORY BOARD

The composition and role of the Supervisory Board are described in Articles 18 to 20 of the Company's Articles of Association and summarised below:

Summary:

- the Company has a Supervisory Board with 3-12 members. Its members are selected from among the shareholders who are not acting in the capacity of general partner, legal representative of the general partner, or Manager. The term of the members of the Supervisory Board is two years (Article 18). Nevertheless, shareholders voted at the Ordinary General Meeting of 29 March 2012 to amend the Articles of Association to allow the appointment of one or more Supervisory Board members for a term of one (1) year, for the sole purpose of implementing or maintaining staggered terms for Supervisory Board members;
- no individual over the age of 70 May be appointed to the Supervisory Board if that person's appointment would bring the proportion of members over the age of 70 above one-third (Article 18);
- in the event a seat becomes vacant due to death or resignation of one or more members of the Supervisory Board, the Board may appoint a temporary replacement within three months of the date the vacancy occurred (Article 18);
- the Board appoints an individual from among its members to act as Chairman. In the event of the absence of the Chairman, the oldest member of the Board fulfils the Chairman's role (Article 19);
- the Supervisory Board meets at the request of the Chairman or the Management Company. Notices of meeting may be communicated using any means establishing proof of notice by commercial standards at least five days prior to the meeting, unless the Board members unanimously agree to a shorter period. The Manager must be invited to meetings and may sit in on Supervisory Board meetings without the right to vote. One or more non-voting members appointed by the shareholders may also attend Supervisory Board meetings in an advisory capacity (Article 19);
- the Supervisory Board may not take decisions unless at least half of its members are present or represented (Article 19);

COMPOSITION OF THE SUPERVISORY BOARD AS OF 31 DECEMBER 2016

Jean-Hugues Loyez is Chairman of the Supervisory Board. The other members of the Supervisory Board are: Marleen Groen, Sophie Etchandy-Stabile, Jean Besson, Gérard Hascoët, et Philippe Santini.

The members of the Supervisory Board are:

- Jean Besson
- Sophie Etchandy-Stabile
- Marleen Groen
- Gérard Hascoët
- Jean-Hugues Loyez
- Philippe Santini

For the purpose of their appointment, the members of the Supervisory Board are domiciled at the Company's principal office: 1, rue Paul Cézanne, 75008 Paris (France).

Marleen Groen, Sophie Etchandy-Stabile, Jean-Hugues Loyez and Philippe Santini are considered to be independent according to the criteria of the Afep-Medef Code applied by the Company and described in the report of the Chairman of the Supervisory Board.

Jean-Hugues Loyez (68) was appointed as Chairman of the Supervisory Board on 3 March 2015. He was appointed to the Supervisory Board of the Company for the first time on 4 June 2007. His term expires at the end of the Ordinary General Meeting of shareholders called in 2018 to approve the financial statements for the year ended 31 December 2017. He previously served on the Supervisory Board of Amboise Investissement. A graduate of the IBM Institute, he spent his whole career with the Castorama group, where he was Chief Executive Officer from 1984 to 1992 and Chairman and Chief Executive Officer from 1992 to 2002. Since 2002, he has been acting as a private investor and "business angel". He currently serves as the Chairman of A&A Partners.

Jean Besson (73) was appointed to the Supervisory Board of the Company for the first time on 16 April 1996. He was reappointed most recently at the General Meeting of 15 April 2016 for a two-year term, *i.e.* until the end of the Ordinary General Meeting called in 2018 to approve the financial statements for the year ended 31 December 2017. Jean Besson is a graduate of EM Lyon and Harvard Business School. His entire career has been focused on the IT sector. He was the CFO of GSI (Générale de Services Informatiques), Chairman of GSI Services, then Managing Director of Eurolog in Amsterdam (a subsidiary of Deutsche Telekom and France Telecom), and Chairman, following an LBO, of Questel Orbit, a world leader in IP database management. Jean Besson serves as Manager of IPG SARL and Deputy Director of TQM SA.

Sophie Etchandy-Stabile (46) was appointed to the Supervisory Board of the Company for the first time on 24 April 2014 for a two-year term. She was reappointed most recently at the General Meeting of 15 April 2016 for a two-year term, *i.e.* until the end of the Ordinary General Meeting called in 2018 to approve the financial statements for the year ending 31 December 2017. She is a graduate of the Ecole Supérieure de Gestion et Finances. She began her career with Deloitte before joining Accor in 1999 to head the Group's Consolidation and Information System Department. In 2006, she was appointed as Group Controller-General, supervising the consolidation process, international Finance Departments and the Financial Control, Internal Audit, Group Holding Company and Financial Back-office Departments. In May 2010, Ms Etchandy-Stabile was appointed Chief Financial Officer and member of the Executive Committee of AccorHotels. She was appointed Chief Executive Officer of the AccorHotels Group's HotelServices France on 1 October 2015 and Chief Executive Officer of HotelServices Switzerland in January 2017.

Marleen Groen (60) was appointed to the Supervisory Board for the first time in 2014 for a two-year term, replacing Sophie Javary who had resigned. This interim appointment was ratified by shareholders at the General Meeting of 24 April 2014. Her term expires at the end of the General Meeting of Shareholders called in 2017 to approve the financial statements for the year ended 31 December 2016. Consequently, at the next General Meeting, shareholders will be asked to renew her appointment for a period of two years, i.e. until the close of the General Meeting of Shareholders held in 2019 to approve the financial statements for the financial year ending 31 December 2018. Ms Groen was a Senior Advisor at Stepstone, a specialised private equity company. She is based in London. Ms Groen has more than 30 years of experience in financial services, including 18 years in the private equity secondary market. Prior to becoming Senior Advisor at Stepstone, Ms Groen founded Greenpark Capital Ltd, a leading global investment firm based in London and specialised in midmarket private equity secondaries. She holds a Master's degree (Hons) from Leiden University and an MBA from Rotterdam School of Management in the Netherlands. She is a Dutch national and is fluent in English, German and French. Marleen is a member of the Boards of Directors of the following charitable organisations: the Museum of London Archaeology (MOLA), the African Wildlife Foundation (AWF), African Wildlife Capital (AWC) and the Muir Maxwell Trust.

Gérard Hascoët (67) was appointed (as a non-voting member) of the Board on 16 April 1996, and as a member of the Company's Supervisory Board on 28 April 2004. He was reappointed most recently on 15 April 2016 for a one-year term, *i.e.* until the end of the General Meeting called in 2017 to approve the financial statements for the year ended 31 December 2016, Therefore, at the next General Meeting, shareholders will be asked to renew his appointment for a two-year term, expiring at the end of the General Meeting called in 2019 to approve the financial statements for the year ended 31 December 2018. Mr. Hascoët held management positions in the medical division of the Thomson group, before becoming Founding Chairman, and successively managing Technomed International, IMMI and Sometec. He then went on to manage SpineVision. More recently, he founded MD Start. He currently serves as Venture Partner of Sofinnova Partners, Chairman of the Board of Directors of EOS Imaging, Chairman of MD Start SAS, Manager of MD Start Gmbh & Co. KG (Germany), Chairman of the Board of Directors of CorWave (France) and Director of APD (France). He holds an engineering degree from ECE Paris.

Philippe Santini (73) was appointed to the Supervisory Board of the Company for the first time on 26 April 2006. At the 15 April 2016 General Meeting, he was reappointed for a one-year term, expiring at the end of the General Meeting held in 2017 to approve the financial statements for the year ended 31 December 2016. Consequently, at the next General Meeting, shareholders will be asked to renew his appointment for a period of two years, i.e. until the close of the General Meeting of Shareholders held in 2019 to approve the financial statements for the financial year ending 31 December 2018. Mr. Santini is a graduate of IEP de Paris and of the Harvard Business School's Management Development Programme. He also holds graduate degrees in literature and in English as well as a postgraduate degree in literature. He previously served as General Manager of the Havas group and Chairman of Avenir Havas Media. He has served as Chairman and Chief Executive Officer of Aprovia (trade press) and as Chairman and Chief Executive Officer of Groupe Industries Services Info (GISI). He currently serves as Chairman of PHS Consultants SAS He is also Director and Chairman of the Audit Committee of Galeries Lafayette.

SUPERVISORY BOARD RULES OF PROCEDURE

A new procedure incorporating the new provisions applicable as a result of the reform of market abuse and audit reform, and the most recent AFEP-MEDEF Code recommendations, were submitted to the Board on 2 February 2017 and approved by the Board at their meeting of 6 March 2017. The changes concern:

- the Audit Committee's new powers to appoint Statutory Auditors and approve services other than the certification of financial statements;
- the definition of independence for Supervisory Board members;
- the change in rules related to the possession of privileged information and to the disclosure of securities transactions.

  It covers the following areas:
  - role, composition and operating procedures of the Supervisory Board and Audit Committee;
  - evaluation of the Supervisory Board and Audit Committee;
  - remuneration;
  - obligations of Supervisory Board members;
  - adaptation, modification, review and publication of the Rules of Procedure.

The Rules of Procedure are available on the Company's website.

AUDIT COMMITTEE

The Supervisory Board established an Audit Committee in 2003 which was made up of three members as of 31 December 2016: Jean Besson (the Chairman), Gérard Hascoët (independent member), and Marleen Groen (independent member). However, at the Supervisory Board meeting on 2 February 2017, Gerard Hascoët announced his desire to step down from his function as a member of the Audit Committee. The Board acknowledged his resignation and appointed Sophie Etchandy-Stabile, an independent Board member, as a member of the Audit Committee, with immediate effect, to replace Gérard Hascoët.

Consequently, the Audit Committee is now made up of Jean Besson (Chairman), Marleen Groen, and Sophie Etchandy-Stabile, all competent in financial and accounting matters. Two of the three are considered independent according to the Afep-Medef Code criteria.

Marleen Groen is an experienced company executive, and specifically recognised as competent in matters of finance and accounting. She has nearly 30 years of experience in financial services, including 18 years in the private equity secondary market. Before becoming Senior Advisor at Stepstone, Ms Groen was Principal Founder at Greenpark Capital Ltd (a leading global mid-market private equity secondaries firm).

Mr. Besson has more than 12 years' seniority in his position. According to the Afep-Medef Code criterion requiring less than 12 years of seniority, he cannot be considered to be independent. Nevertheless, the Supervisory Board recognises that in practice Mr. Besson demonstrates independence. He is considered qualified by virtue of his chartered accountant qualification and experience as a CFO and Chairman of an IT services company.

Sophie Etchandy-Stabile began her career with Deloitte before joining Accor in 1999 to head the Group's Consolidation and Information System Department. In 2006, she was appointed as Group Controller-General, supervising the consolidation process, international Finance Departments and the Financial Control, Internal Audit, Group Holding Company and Financial Back-office Departments. In May 2010, Ms Etchandy-Stabile was appointed Chief Financial Officer and member of the Executive Committee of AccorHotels. She was appointed Chief Executive Officer of HotelServices France on 1 October 2015, and Chief Executive Officer of HotelServices France and Switzerland in January 2017.

The role of the Audit Committee is detailed in the Supervisory Board's Rules of Procedure.

NOMINATION AND REMUNERATION COMMITTEE

Altamir's Supervisory Board has decided to meet as a Nomination and Remuneration Committee at least once a year to examine issues related to remuneration of the Management Company and the members of the Board, and the composition of the Board and the Audit Committee.

The Board met for the first time as a Nomination and Remuneration Committee on 2 November 2016 and discussed several items, including in particular:

- the introduction of a hurdle rate for co-investments before Class B shareholders are paid any carried interest. This issue will be included on the agenda for the Company's next Annual General Meeting of Shareholders;
- a review of the impact of lines of credit on the calculation of management fees.

These issues were the subject of a detailed presentation to the Board, which verified that they are in compliance with the provisions of the Articles of Association.

A second meeting was held in February 2017, to review the management succession plan and change the composition of the Audit Committee. To reflect the recommendations of the AFEP-MEDEF code regarding Audit Committee independence and Board member tenure, Gérard Hascoët resigned from the Audit Committee, while remaining a member of the Supervisory Board. The Board acknowledged his resignation and appointed Sophie Etchandy-Stabile, an independent Board member, as a member of the Audit Committee.

2.1.4 LIST OF POSITIONS AND DIRECTORSHIPS HELD

LIST OF POSITIONS AND DIRECTORSHIPS HELD BY THE CORPORATE OFFICERS AND THE REPRESENTATIVE OF THE MANAGEMENT COMPANY, A LEGAL ENTITY, OVER THE LAST FIVE YEARS

Expired appointments are shown in italics.

JEAN BESSON, BORN 10 SEPTEMBER 1943

First term as a member of the Supervisory Board: 16 April 1996

Most recent renewal: 15 April 2016

Expiration of appointment: General Meeting of Shareholders called in 2018 to approve the financial statements for the year ended 31 December 2017.

Member of an administrative, managerial or supervisory body

- Chairman of the Audit Committee and member of the Supervisory Board of Altamir
- Manager of IPG SARL (Intellectual Property Group)
- Deputy Director of TQM SA (Total Quality Management)

SOPHIE ETCHANDY-STABILE, BORN 19 MARCH 1970

First term as a member of the Supervisory Board: 24 April 2014

Most recent renewal: 15 April 2016

Expiration of appointment: General Meeting of Shareholders called in 2018 to approve the financial statements for the year ended 31 December 2017.

- Member of the Audit Committee and member of the Supervisory Board of Altamir
- Director and member of the Audit Committee of SPIE (listed on Euronext)
- Member of the Supervisory Board and Audit Committee of Unibail Rodamco (listed on Euronext)
- *Chairman of the Supervisory Board of Orbis*
- *Director of Groupe Lucien Barrière*

MARLEEN GROEN, BORN 15 SEPTEMBER 1956

First term as a member of the Supervisory Board: appointed as an interim member on 4 March 2014. The shareholders ratified her interim appointment at their 24 April 2014 General Meeting. Her appointment was renewed at the General Meeting of 23 April 2015.

Expiration of appointment: General Meeting of Shareholders called in 2017 to approve the financial statements for the year ended 31 December 2016.

Member of an administrative, managerial or supervisory body

- Member of Altamir's Supervisory Board and Audit Committee
- Member of the Board of FGF Capital Limited
- Member of the Board of FGF Management Limited
- Member of the Board of FGF Capital I Limited
- Member of the Board of FGF Capital II Limited
- Member of the Board of FGF Capital III Limited
- Member of the Board of FGF Capital IV Limited
- Member of the Board of FGF Services Limited
- Member of the Board of Nanyuki Ltd
- *Member of LP Council of Invest Europe (formerly the European Private Equity and Venture Capital Association (EVCA))*
- Trustee and Treasurer of the African Wildlife Foundation (AWF)
- Member of the Board of African Wildlife Capital (AWC)
- Member of the Board and Chair of the Audit Committee of the Museum of London Archaeology (MOLA)
- Member of the Board of Trustees of Muir Maxwell Trust (MMT)

GÉRARD HASCOËT, BORN 16 JUNE 1949

First term as a non-voting member of the Board: 16 April 1996

First term as a member of the Supervisory Board: 28 April 2004

Most recent renewal: 15 April 2016

Expiration of appointment: General Meeting of Shareholders called in 2017 to approve the financial statements for the year ended 31 December 2016.

Member of an administrative, managerial or supervisory body

- Member of the Supervisory Board of Altamir
- *Venture Partner in Sofinnova Partners*
- Chairman of the Board of Directors of EOS Imaging (France)
- *Director of SpineVision SA (France)*
- Chairman of CorWave SA (France)
- Chairman of MD Start SA (Switzerland)
- Manager & general partner of MD Start GmbH & Co KG (Germany)
- *Chairman of the Board of SpineVision SA (France)*
- *Director of SpineVision Italia srl (Italy)*
- *Director of SpineVision Ltd (UK)*
- *Chairman and CEO of CorWave SAS (France)*
- *Chairman of the Board of Directors of MD Start SA (Switzerland)*
- *Manager of MD Start GmbH (Germany)*
- Manager of Lumarge (SCI)
- *Manager of Marluge (SCI)*

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JEAN-HUGUES LOYEZ, BORN 18 NOVEMBER 1948

First term as a member of the Supervisory Board: 4 June 2007

Most recent renewal: 15 April 2016

Expiration of appointment: General Meeting of Shareholders called in 2018 to approve the financial statements for the year ended 31 December 2017.

Member of an administrative, managerial or supervisory body

- Chairman of the Supervisory Board of Altamir
- Chairman of A&A Partners SAS
- Director of PBI SAS
- Member of the Supervisory Board of BFSA

PHILIPPE SANTINI, BORN 7 DECEMBER 1943

First term as a member of the Supervisory Board: 26 April 2006

Most recent renewal: 15 April 2016

Expiration of appointment: General Meeting of Shareholders called in 2017 to approve the financial statements for the year ended 31 December 2016.

Member of an administrative, managerial or supervisory body

- Member of the Supervisory Board of Altamir
- Director and Chairman of the Audit Committee of Galeries Lafayette
- Chairman of PHS Consultants SAS

All of the appointments of the members of the Supervisory Board of Altamir are exercised outside the Group.

LA GÉRANCE

Below is a list of directorships held by the representative of the Management Company, Maurice Tchenio, from 2012 to 2016 inclusive.

Expired appointments are shown in italics.

Chairman and CEO of Apax Partners SA

Chairman and CEO of Altamir Gérance SA

Chairman of 3AC Finance SAS

Chairman of the Board of Directors of Fondation AlphaOmega

Chairman of Financière Helios SAS

Vice-Chairman of Toupargel SASU

Director of Toupargel Groupe SA (listed on Euronext Paris)

Director of Albioma SA (appointment expired on 24 June 2015)

Director of Financière de l'Echiquier SA

Director of F2L SAS

Director of 3AB Optique Développement SAS (2012)

Director of 3AB Optique Expansion SAS 2012)

Permanent representative of Apax Partners SA at Altran Technologies SA (listed on Euronext Paris)

Permanent representative of Financière Helios in Albioma SA (listed on Euronext Paris)

Member of the Supervisory Board of THOM Europe SAS

Non-voting Director of Lion/Seneca France 1 SAS

Managing Partner of Alpha Omega SC

Partner of Société Civile TT Investissements

Chairman of Ambroise SAS

Manager of Société Civile Galilée Partenaires

Manager of Société Civile Cimarosa

Manager of Société Civile Longchamp

Manager of Société Civile Copernic Partenaires (2016)

Manager of Société Civile SE Wagram

Manager of Société Civile Cimarosa Tubes

Manager of Société Civile Cimarosa Media

Manager of Société Civile Cimarosa II

Manager of Société Civile Galilée Partenaires II

Manager of Société Civile Moussecarrie (2014)

Manager of Société Civile Etoile II

Manager of Société Civile Fac&In

Manager of Société Civile Vizasat

Manager (representative of Apax Partners SA) of Société Civile Capri

Manager (representative of Apax Partners SA) of Société Civile Firoki

Manager (representative of Apax Partners SA) of Société Civile Carmel (2013)

Manager (representative of Apax Partners SA) of Société Civile TeamInvest

Co-Manager of Mauryland SCI

2.2 REMUNERATION AND BENEFITS OF MANAGERS AND DIRECTORS

2.2.1 REMUNERATION OF CORPORATE OFFICERS

In accordance with Article 21 of the Articles of Association, the Supervisory Board may be allocated an annual remuneration in the form of attendance fees. The amount of these fees is approved by the Shareholders at their Ordinary General Meeting and maintained until otherwise decided by the Shareholders at a General Meeting. The Board divides these attendance fees among its members in the proportions that it deems appropriate.

Neither the Company nor any of its subsidiaries remunerate the corporate officers in any way other than by the allocation of attendance fees as approved by the shareholders at their General Meeting.

Only Altamir allocated attendance fees to the corporate officers listed below.

Attendance fees paid in 2015 and 2016 are indicated below.

ATTENDANCE FEES AND OTHER REMUNERATION PAID TO NON-EXECUTIVE CORPORATE OFFICERS

Non-executive corporate officers	Amounts paid in 2016 for the 2015 financial year *(in euros)*	Amounts paid in 2015 for the 2014 financial year** *(in euros)*
Attendance fees only		
Jean Besson*	45,000	40,000
Sophie Etchandy-Stabile	35,000	28,500
Marleen Groen*	40,000	45,000
Gérard Hascoët*	40,000	35,000
Jean-Hugues Loyez	50,000	28,500
Philippe Santini	35,000	28,500
Joël Séché(1)	15,000	45,000
TOTAL	**260,000**	**250,500**

* *Member of the Audit Committee.*
** *including 10,000 paid for 2013.*
(1) *Mr. Séché's appointment as Chairman of the Supervisory Board ended on 3 March 2015 and his appointment as member of the Supervisory Board ended on 23 April 2015.*

The attendance fees payable for the 2015 financial year were paid in 2016. At the General Meeting of 23 April 2015, shareholders approved the total sum of €260,000 for attendance fees for the financial year 2015.

At the Annual General Meeting of 15 April 2016, it was proposed that the sum of €260,000 be maintained as the allocation of attendance fees to the members of the Supervisory Board with respect to the 2016 financial year. At the Annual General Meeting of 28 April 2017, it will be proposed that a sum of €290,000 be allocated as attendance fees to be paid for the 2017 financial year. The remuneration paid to the Management Company and the General Partner is detailed in sections 2.2.2 and 2.2.3 of this Registration Document.

2.2.2 REMUNERATION OF THE MANAGEMENT COMPANY

MANAGEMENT FEES

Pursuant to Article 17.1 of the Company's Articles of Association, the Management Company receives annual remuneration, exclusive of tax, equal to the sum of two half-year remuneration amounts, calculated as follows:

- remuneration for the first half of the calendar year is equal to 1% of the higher of the following two amounts at the close of the previous financial year:
  - share capital plus share premiums,
  - shareholders' equity of the Company before allocation of net income.

  Should there be a capital increase during the first half of the financial year in question, first-half remuneration will be increased by 1%, excl. tax, of the amount of the increase, including any related premiums, calculated pro rata from the date of the capital increase until the end of the first half of the year;
- remuneration for the second half of the calendar year is equal to 1% of the higher of the following two amounts as of 30 June of the financial year in question:
  - share capital plus share premiums,
  - shareholders' equity of the Company before allocation of net income.

Should there be a capital increase during the second half of the financial year in question, second-half remuneration will be increased by 1%, excl. tax, of the amount of the increase, including any related premiums, calculated pro rata from the date of the capital increase until the end of the second half of the year.

A percentage (corresponding to the Company's share) of the amount of any professional fees, attendance fees and commissions received by the Management Company or by Apax Partners SA in the context of transactions on assets of the Company and of amounts paid by companies in the portfolio is deducted from the Management Company's remuneration. Nevertheless, professional fees and reimbursement of expenses deriving from secondments of Apax Partners' salaried managers to companies in the portfolio are not deducted from the Management Company's remuneration.

The remuneration, inclusive of all taxes, of the Management Company shall be reduced by an amount equal to the product of the par value of shares held by the Company in funds managed by Apax Partners MidMarket SAS and Apax Partners LLP, and any entity paying management fees to an Apax management entity, multiplied by the average annual rate, inclusive of all taxes, for calculating the management fees of these funds and entities. Should this rate vary during the year, the sum is calculated on a pro rata basis.

The remuneration received by the Management Company covers the Company's administrative and overhead costs, the cost of Apax Partners SA and of any other investment advisors, as well as all of the Company's research and investment tracking costs. As a result, the professional fees paid by the Company to the investment advisory company under the advisory agreement between them are also deducted from the Management Company's remuneration defined above.

The Management Company's remuneration is paid in four estimated amounts at the start of each calendar quarter, each equal to 25% of the previous year's remuneration. The annual total, as determined above, is adjusted at the end of the fourth quarter.

From the date the Company was founded until 30 November 2006, 95% of the Management Company's remuneration was paid in turn to Apax Partners SA, under the investment advisory agreement between them. Since then, because this agreement was replaced by a direct investment advisory agreement between the Company and Apax Partners SA, the remuneration the Management Company receives is reduced by the amount the Company pays to Apax Partners SA under this agreement (*i.e.* 95%).

Altamir does not pay any remuneration directly to Apax Partners MidMarket or Apax Partners LLP. The funds managed by these entities pay the management fees. Any additional remuneration paid to the Management Company must be decided by Shareholders in their Ordinary General Meeting with the approval of the general partner.

The remuneration paid to the Management Company and to the advisory company, Apax Partners SA, with respect to 2016 was as follows:

(euros)		**2016**	**2015**
Gross amount excl. VAT (1)		10,789,725	9,957,696
Board attendance and other fees received by Apax Partners SA or Altamir Gérance (2)	excl. VAT	-507,646	-47,912
Fees deducted with respect to Apax France VIII-B (3)	excl. VAT	-3,234,318	-2,487,092
Fees deducted with respect to Apax France IX-B (4)	excl. VAT	-642,554	
Fees deducted with respect to Apax VIII LP (5)	excl. VAT	-584,438	-406,491
Fees deducted with respect to Apax IX LP (6)	excl. VAT	-20,761	
Fees deducted with respect to co-investments (7)	excl. VAT	-8,459	
NET FEES (1)+(2)+(3)+(4)+(5)+(6)+(7)	**EXCL. VAT**	**5,791,549**	**7,016,201**
Divided between:			
Altamir Gérance (5%)	excl. VAT	77,942	353,206
Apax Partners SA (95%)	excl. VAT	5,173,607	6,662,995

2

SERVICE CONTRACT FOR ACCOUNTING, INVESTOR RELATIONS AND FINANCIAL SERVICES

On 9 July 2013, the Company signed a services agreement with Altamir Gérance, which replaced certain previous agreements. The new agreement covers Company accounting, portfolio accounting, CFO functions and shareholder/investor relations.

The financial terms of this agreement are set out below:

- annual fees in payment for accounting services provided to the Company and accounting management of the portfolio are defined based on the effective cost of a full-time qualified accountant and a full-time administrative employee (based on actual costs determined by consulting external service providers);
- the CFO service charge is billed at actual annual cost (salary + contributions + pro rata share of business expenses) calculated on the basis of the time spent by the relevant person (based on a time sheet);
- the cost billed for shareholder and investor relations service charges corresponds to the actual cost of the relevant person (salary + contributions + pro rata share of business expenses).

The cost of these services amounted to €686,477 including taxes for the financial year 2016.

This agreement was reviewed by the Statutory Auditors and appears in their report (see section 4.5.1).

2.2.3 REMUNERATION OF THE GENERAL PARTNER AND CLASS B SHAREHOLDERS

In accordance with private equity industry common practice, the general partner and his teams receive 20% of net gains (carried interest) as per the Articles of Association. This 20% is allocated as follows:

a) pursuant to Article 25 of the Articles of Association, the general partner receives a dividend equal to 2% of the adjusted net income of each financial year. The formula for converting net income as reported on the statutory financial statements to adjusted net income is detailed in section 4.4;

b) pursuant to Article 25 of the Articles of Association, holders of Class B shares have the right to receive a dividend equal to 18% of the adjusted net income of each financial year. The formula for converting net income as reported on the statutory financial statements to adjusted net income is detailed in section 4.4. The holders of Class B shares are all employees or executives of Apax Partners France.

At their General Meeting of 28 April 2017, shareholders will be asked to approve an amendment to the Articles of Association introducing a hurdle rate for the calculation of carried interest on the co-investments made by the Company since 2013.

REPURCHASE OF CLASS B SHARES

Class B shares entitle their holders to carried interest, which is remuneration intended to align the interests of shareholders and the investment team (80/20 sharing of adjusted statutory net income).

The allocation of this carried interest among the various individuals will fluctuate over time (due to departures, new arrivals, or changes in each Class B shareholder's contribution). A new allocation is determined for each new private equity fund. For example, the Apax France VII fund has a different allocation than the France VI fund, and these two different allocations can exist side-by-side since the funds are two separate entities.

In Altamir's case, investments made alongside Apax France VI and Apax France VII are held in the same legal entity. When the carried interest allocation was determined for the Apax France VI and Apax France VII funds, the Management Company committed to allocating the carried interest paid by Altamir on the same bases as those used for the France VI and France VII funds. In practice, the method established to carry out this commitment was to use the carried interest configuration for France VI until the rights under France VI are satisfied, and then switch to the France VII configuration.

This switch occurred at the time of the 2014 financial year distribution. Thus, the breakdown of the €9,994,402 carried interest due on Class B shares for the 2014 financial year was €2,042,100 for investments made alongside the VI fund and €7,952,302 for investments made alongside the VII fund.

Altamir's plan for adhering to these proportions was to repurchase at par (€10 per share) in May 2015 before payment of dividends, 11,173 of the existing 18,582 Class B shares in different proportions from each of the Class B shareholders so as to obtain the above-mentioned outcome.

To permanently switch to the France VII configuration which is now required for all future distributions, a similar repurchase transaction of 991 Class B shares at €10 par value took place on 28 December 2015, bringing the total number of Class B shares to 6,418.

Following these share repurchases, each Apax partner held the same proportion of carried interest on investments carried out by Altamir by co-investing alongside the Apax France VII fund as he or she held for investments carried out by the Apax France VII fund.

This rebalancing is in the best interest of Altamir's shareholders to the extent that it allows the alignment of the economic interests of the Apax Partners who manage Altamir's co-investment portfolio with the goal of creating value.

Since the Company did not intend to retain these Class B shares, shareholders were asked, at the General Meeting of 15 April 2016, to approve the cancellation of the shares and the corresponding reduction of share capital, which would have been reduced from 219,259,626 euros to 219,137,986 euros. This resolution was not adopted, and the class B shares were retained.

When all investments made alongside the Apax France VII fund have been divested, probably by the end of 2018, a new allocation of Class B shares will be determined for the investment team. The class B shares held by Altamir will then be resold to different beneficiaries.

The reduction in the number of Class B shares in no way changes the share of earnings paid to holders of ordinary shares.

2.2.4 SUMMARY OF REMUNERATION PAID TO THE MANAGEMENT COMPANY, THE GENERAL PARTNER AND CLASS B SHAREHOLDERS

(in euros)	**2012**	**2013**	**2014**	**2015**	**2016**
Management fees (excl. tax) (Altamir Gérance)	331,821	362,071	372,646	353,206	77,942
Dividend – General Partner (Altamir Gérance)	315,343	1,005,501	793,111	1,110,489	580,175
Dividend – Class B shareholders	2,838,088	9,049,505	7,137,999	9,994,402	5,221,576
of whom:					
■ Maurice Tchenio (*via* Altamir Gérance)	676,913	2,242,653	1,768,942	1,392,121	581,684
■ Monique Cohen	137,002	436,842	344,569	855,237	497,094

2.3 REPORT OF THE SUPERVISORY BOARD

2.3.1 COMPANY SITUATION

Please refer to sections 1.4.1 and 1.4.2

2.3.2 ANNUAL FINANCIAL STATEMENTS

The Supervisory Board was able to perform its supervisory duties in accordance with the law and to examine the documents made available by the Management Company.

The Supervisory Board has been informed of all the investment and divestment transactions that occurred during the financial year within the scope of its management control duties. Without playing a role in the operations of the Company, the Supervisory Board has no observations to make with regard to those transactions.

The Audit Committee and the Supervisory Board have analysed the management fees, and the Statutory Auditors have reviewed them. They are detailed in the Registration Document.

It has reviewed the statutory financial statements, the consolidated (IFRS) financial statements and the accounting documents, noted the opinion of the Statutory Auditors and the Audit Committee, and asked the Management Company the appropriate questions. The Supervisory Board has no observations to make about the statutory and consolidated financial statements for 2016.

The Board has not identified any inaccuracy or irregularity in the financial statements presented by the Management Company.

2.3.3 PROPOSAL FOR THE ALLOCATION OF NET INCOME

Statutory net income for the financial year ended 31 December 2016 was €79,331,454.

A. In accordance with the Articles of Association, the total dividend to be distributed to the general partner and to holders of Class B shares is €15,268,690, *i.e.* €1,526,869 and €13,741,821, respectively.

This corresponds to 20% of 2016 adjusted net income, as determined in the Articles of Association and presented in the Registration Document.

The amount of dividend payable on each Class B share will be allocated among Class B shareholders of record on the ex-dividend date.

B. At their General Meeting, shareholders will also be asked to approve the distribution of a dividend of €23,732,996, to ordinary shareholders *i.e.* a gross dividend of €0.65 per ordinary share. This dividend corresponds to 3% of net asset value, as presented in the consolidated financial statements.

In proposing this dividend amount, the Supervisory Board intends to continue implementing the dividend policy Altamir announced in 2013 for the payment of dividends for the 2012 financial year.

This policy has been approved by the Supervisory Board and is consistent with the investment strategy adopted by the Management Company and reported on a regular basis to the Board. This investment strategy is part of an overall growth objective.

These dividends are paid from the capital gains realised by the Company on equity investments which have been held for more than two years. For individual shareholders resident in France, these distributed dividends do not qualify for the 40% exclusion provided for in Article 158-3-2 of the French Tax Code.

The ex-dividend date for ordinary shares will be 24 May 2017 and the dividend on ordinary shares will be paid to shareholders on 26 May 2017.

In the event that the Company owns some of its own ordinary shares on the ex-dividend date, the amount corresponding to the dividends not paid in respect of these shares will be allocated to retained earnings.

C. Lastly, shareholders will be asked to allocate the remainder of net income for the year, *i.e.* €40,329,768, to reserves.

D. In accordance with the provisions of Article 243 bis of the French Tax Code, we inform you that the following dividends and income were distributed in respect of the previous three financial years:

	Income not eligible for exclusion		
Financial Year	Dividends	Other income distributed to the general partners	Income eligible for exclusion
2013	€23,422,269(1)	€793,111	-
2014	€28,250,553(2)	€1,110,489	-
2015	€25,668,465(3)	€580,175	

(1) *Comprising dividends of €7,137,999 for holders of Class B preferred shares and dividends of €16,284,270 for ordinary shareholders, noting that the latter sum includes the amount of the dividend relating to treasury shares, which is not distributed, and is instead allocated to retained earnings.*
(2) *Comprising dividends of €9,994,402 for holders of Class B preferred shares and dividends of €18,256,151 for ordinary shareholders, noting that the latter sum includes the amount of the dividend relating to treasury shares, which is not distributed, and is instead allocated to retained earnings.*
(3) *Comprising dividends of €5,221,576 for holders of Class B preferred shares and dividends of €20,446,889 for ordinary shareholders, noting that the latter sum includes the amount of the dividend relating to treasury shares, which is not distributed, and is instead allocated to retained earnings.*

2.3.4 REPURCHASE OF ORDINARY SHARES

The Supervisory Board has considered the repurchase of shares by the Company.

From a legal perspective, the Supervisory Board cannot authorise a share repurchase, only the shareholders can, and they may grant such an authorisation to the Management Company at their Annual General Meeting.

Aside from the legal aspects, the Supervisory Board's opinion is that the way to minimise the discount is through consistent, long term performance, a constant and attractive dividend, clear and open communication, rigorous valuation methods and the absence of leverage at the Company level.

The draft resolution related to the share repurchase programme specifies that the sole purpose of the programme is to ensure an active secondary market for the shares through a liquidity agreement.

2.3.5 STATUTORY AUDITORS

At the General Meeting on 28 April 2017, in accordance with the Audit Committee's recommendations, the Supervisory Board will propose the renewal of EY's appointment as Statutory Auditor for a period of six financial years, given their extensive knowledge of the company and its particular characteristics.

However, shareholders will be asked to neither renew nor replace Auditex as alternate statutory auditor, since the 9 December 2016 Sapin II law eliminated the requirement (Article L. 823-1 of the French Commercial Code) to designate an alternate statutory auditor when the incumbent Statutory Auditor is not an individual or single-person company.

2.3.6 CORPORATE BODIES

At the General Meeting on 28 April 2017, shareholders will be asked to approve the renewal of the terms of the following Supervisory Board member for two years:

- Marleen Groen
- Gérard Hascoët
- Philippe Santini.

Since the General Meeting of 23 April 2015, the Supervisory Board has been composed of two women and four men, in compliance with the rules concerning gender parity.

2.3.7 SHARE LIQUIDITY

In 2016, Altamir used its share repurchase programme to maintain the share's liquidity and to ensure secondary market activity. You will be asked to approve a new share repurchase programme at the General Meeting. It will be carried out for the same purpose.

2.3.8 REGULATED AGREEMENTS

The Supervisory Board has established that the only regulated agreement in force since 2006, concerning the investment advisory agreement between Altamir and Apax Partners SA, remained unchanged during the previous financial year (detailed information about this agreement is provided in the Registration Document). This regulated agreement is described in the Statutory Auditors' special report.

The Board re-examined this agreement at its meeting on 6 March 2017, determined that it was in the Company's interest to maintain it, and so informed the Statutory Auditors.

No new agreements will be submitted for shareholder approval at the General Meeting of 28 April 2017.

The Board has no knowledge of any conflict of interest between the Company and any Board member or the Management Company.

2.3.9 CORPORATE GOVERNANCE

The Supervisory Board of Altamir is made up of a majority of independent members.

As of 31 December 2016, the Board members held, either directly or indirectly, 250,339 shares of the Company.

Several measures have been taken to ensure that the Supervisory Board is able to completely fulfil its duties.

AUDIT COMMITTEE

Please refer to section 2.1.3.

COMPOSITION – FUNCTIONING – EVALUATION OF THE BOARD

Please refer to section 2.4.1.

2.3.10 SAY ON PAY

In accordance with the Afep-Medef Code recommendations, and in application of the provisions of Articles L. 225-68 and L. 226-1 of the French Commercial Code, the opinion of shareholders must be solicited concerning the remuneration payable or attributed to each executive officer of the Company for the financial year just ended.

The Supervisory Board met as the Nomination and Remuneration Committee on 2 November 2016 and 2 February 2017. The Board reviewed the recommendations beginning in paragraph 24 of the Afep-Medef Code of November 2016, as well as the AMF's recommendations in its Position-Recommendation 2014-14 concerning the preparation of the Registration Document.

The Board also reviewed the December 2016 Afep-Medef Code application guide issued by the French High Committee on Corporate Governance.

As a French partnership limited by shares, Altamir is not subject to the new provision established by the Sapin II law of 9 December 2016, which requires a vote on the determination of remuneration policy.

Shareholders will therefore be asked to express a favourable opinion on the remuneration payable or attributed to Maurice Tchenio, legal representative of Altamir Gérance, Management Company, and to Jean-Hugues Loyez, Chairman of the Supervisory Board, for the financial year ended 31 December 2016.

In application of the Afep-Medef Code recommendations, details of the remuneration payable or attributed to each executive officer of the Company for the 2016 financial year are as follows:

1) MAURICE TCHENIO

Remuneration payable or attributed for the most recent financial year	Amounts or accounting valuation submitted to vote	Presentation
Fixed remuneration	€292,704 (amount paid by Amboise SAS, which holds 28.21% of Altamir, 99.9% of Altamir Gérance and 66.48% of Apax Partners SA)	Maurice Tchenio receives no remuneration from Altamir, Altamir Gérance or Apax Partners SA. The amount of his fixed remuneration has remained unchanged since 2011.
Annual variable remuneration	NA	Maurice Tchenio receives no long-term variable remuneration.
Long-term variable cash remuneration	NA	Maurice Tchenio receives no long-term variable remuneration.
Special remuneration	NA	Maurice Tchenio receives no special remuneration.
Stock options, performance-based shares and other long-term remuneration.	NA	Maurice Tchenio receives no stock options, performance-based shares or other long-term remuneration.
Attendance fees	NA	Maurice Tchenio does not receive attendance fees
Valuation of benefits in kind	€7,946	Maurice Tchenio receives, as a benefit in kind, the use of a company vehicle from Amboise SAS
Remuneration payable or attributed for the most recent financial year that is or has been subject to a shareholder vote at the General Meeting pursuant to the procedure for regulated agreements and commitments	**Amounts submitted to vote**	**Presentation**
Severance pay	NA	Maurice Tchenio has no commitment from the Company with regard to the termination of his duties
Non-competition payment	NA	Maurice Tchenio is not entitled to a a non-competition payment
Supplemental retirement regime	NA	Maurice Tchenio is not entitled to a supplemental retirement regime

2) JEAN-HUGUES LOYEZ

Remuneration payable or attributed for the most recent financial year	Amounts or accounting valuation submitted to vote	Presentation
Fixed remuneration	NA	Jean-Hugues Loyez receives no fixed remuneration.
Annual variable remuneration	NA	Jean-Hugues Loyez receives no long-term variable remuneration.
Long-term variable cash remuneration	NA	Jean-Hugues Loyez receives no long-term variable remuneration.
Special remuneration	NA	Jean-Hugues Loyez receives no special remuneration.
Stock options, performance-based shares and other long-term remuneration.	NA	Jean-Hugues Loyez receives no stock options, performance-based shares or other long-term remuneration.
Attendance fees	€55,000	Jean-Hugues Loyez is Chairman of the Supervisory Board and attended all Board meetings in 2016
Valuation of benefits in kind	NA	Jean-Hugues Loyez receives no benefits in kind
Remuneration payable or attributed for the most recent financial year that is or has been subject to a shareholder vote at the General Meeting pursuant to the procedure for regulated agreements and commitments	**Amounts submitted to vote**	**Presentation**
Severance pay	NA	Jean-Hugues Loyez has no commitment from the Company with regard to the termination of his duties
Non-competition payment	NA	Jean-Hugues Loyez is not entitled to receive a non-competition payment
Supplemental retirement regime	NA	Jean-Hugues Loyez does not benefit from a supplemental retirement regime.

It should be noted that the services billed to Altamir by related companies are not related to the duties of Altamir's officers.

Amendments to the articles of association proposed at the extraordinary general meeting

At their Extraordinary General Meeting on 28 April 2017, shareholders will be asked to amend the company's Articles of Association for two items:

- Introduction of a hurdle rate on co-investments

In light of the change in investment strategy that gives Altamir the ability to occasionally co-invest alongside the funds to optimise cash management, the Management Company has decided to ask shareholders to approve an amendment to the Articles of Association to introduce a hurdle rate for the calculation of carried interest on these co-investments. This issue was examined and unanimously approved by the Supervisory Board, meeting as the Nomination and Remuneration Committee on 2 February 2017 and 6 March 2017. The proposed amendments concern articles 25.2 and 25.3 of the Articles of Association specifying the rules related to the minimum annual rate of return for the payment of any carried interest on the co-investments.

- Amendment to the Articles of Association related to the age limit for Maurice Tchenio

The Supervisory Board, meeting as the Nomination and Remuneration Committee, examined this proposal to amend the Articles of Association at its meetings of 2 February and 6 March 2017. After discussing it and agreeing that it is in the best interest of the Company, the Supervisory Board unanimously approved the proposal at its meeting of 6 March 2017.

The Supervisory Board has no observations to make regarding the statutory or consolidated financial statements for the year, the content of the Management Report, the agenda or the draft resolutions proposed by the Management Company and recommends that the Shareholders vote in favour of these resolutions.

The Supervisory Board

2.4 REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD

ON THE CONDITIONS UNDER WHICH THE WORK OF THE SUPERVISORY BOARD WAS PREPARED AND ORGANISED AND ON THE INTERNAL CONTROL PROCEDURES IN PLACE WITHIN THE COMPANY

Pursuant to Article L. 226-10-1 of the French Commercial Code, the Chairman of the Supervisory Board of a French partnership limited by shares, whose headquarters are located in France and whose securities are admitted to trading on a regulated market, must report on the composition of the Board and on the application of the principle of balanced representation of men and women thereon. The Chairman must also report on the conditions under which the work of the Board of Directors or the Supervisory Board was prepared and organised and on the internal control and risk management procedures in place within the Company.

The report was prepared by the Chairman of the Board together with the Company's internal departments. It was subsequently examined by the Audit Committee during its meeting of 6 March 2017.

The report was submitted to the Supervisory Board for approval on 6 March 2017 and transmitted to the Statutory Auditors.

2.4.1 CONDITIONS FOR THE PREPARATION AND ORGANISATION OF THE BOARD'S PROCEEDINGS – CORPORATE GOVERNANCE

Please refer to section 2.1.3.

COMPOSITION OF THE SUPERVISORY BOARD

Supervisory Board is composed of six members:

- Jean-Hugues Loyez, Chairman of the Supervisory Board;
- Jean Besson, Chairman of the Audit Committee;
- Sophie Etchandy-Stabile;
- Marleen Groen, Member of the Audit Committee;
- Gérard Hascoët, Member of the Audit Committee;
- Philippe Santini.

There was no change in the composition of the Supervisory Board during 2016.

Board member	Nationality	Gender	Independence status	Audit Committee membership	Attendance rate	Expiration of appointment
Jean-Hugues Loyez	French	Male	Independent	No	100%	General Meeting held in 2018
Jean Besson	French	Male	Not Independent	Yes	100%	General Meeting held in 2018
Marleen Groen	Dutch	Female	Independent	Yes	86%	General Meeting on 28 April 2017
Sophie Etchandy-Stabile	French	Female	Independent	Yes, since 2 February 2017	57%	General Meeting held in 2018
Philippe Santini	French	Male	Independent	No	86%	General Meeting on 28 April 2017
Gérard Hascoët	French	Male	Not Independent	No, since 2 February 2017	100%	General Meeting on 28 April 2017

The Board includes two women and four men, a female/male proportion that is consistent with legal provisions (Art. L. 225-18-1 of the French Commercial Code).

The members of the Supervisory Board are all French nationals except for Ms Groen, who is Dutch.

More than half of the Board members are independent, in accordance with the requirements in paragraph 8.5 of the Afep-Medef Code and reiterated in the table below.

According to the Afep-Medef Code criteria, the following Supervisory Board members are considered independent:

Independence criteria	Jean Besson	Gérard Hascoët	Philippe Santini	Jean-Hugues Loyez	Sophie Etchandy-Stabile	Marleen Groen	Reasons for non-compliance
He/she must not be, or not have been in the last five years: ■ an employee or executive corporate officer of the Company, or an employee, executive corporate officer or director of either a company consolidated by the Company, or of its parent company or of a company consolidated by the parent company, ■ an executive corporate officer of a company in which the Company holds, directly or indirectly, an appointment as a Board member, or in which a Company employee or executive corporate officer holds an appointment as a Board member (either currently or in the last five years).	Yes	Yes	Yes	Yes	Yes	Yes	/
Not be a major customer, supplier, or corporate or investment banker of the Company or of its Group, nor carry out a significant proportion of its business with the Company or its Group.	Yes	Yes	Yes	Yes	Yes	Yes	/
Not have close family ties with a corporate officer	Yes	Yes	Yes	Yes	Yes	Yes	/
Not have been a Statutory Auditor of the Company in the last five years	Yes	Yes	Yes	Yes	Yes	Yes	/
Not be a member of the Board of the Company for more than 12 years	No	No	Yes	Yes	Yes	Yes	/
Not be a controlling shareholder of the Company or its parent company (10% threshold of share capital or voting rights)	Yes	Yes	Yes	Yes	Yes	Yes	/
CONCLUSION	**NOT INDE-PENDENT**	**NOT INDE-PENDENT**	**INDE-PENDENT**	**INDE-PENDENT**	**INDE-PENDENT**	**INDE-PENDENT**	

* *Executive corporate officers include the Chairman & CEO, the CEO, and the deputy CEOs of sociétés anonymes (public limited liability companies) with a Board of Directors, the Chairman and members of the Executive Board of sociétés anonymes with an Executive Board and a Supervisory Board, and the presidents of French partnerships limited by shares.*

Two members of the Board, Jean Besson and Gérard Hascoët, have been members of the Supervisory Board since 16 April 1996 and 28 April 2004, respectively. Therefore, they are not considered independent because they do not meet the Afep-Medef Code criterion that requires less than 12 years of seniority. However, the Supervisory Board notes that Mr Besson and Mr Hascoët have always acted independently and continue to do so, and that their contribution to the Board is essential for Altamir.

No Board member had a business relationship with the Company during the course of the year under review.

It is specifically noted that Jean-Hugues Loyez, Chairman of the Supervisory Board, is independent with regard to the Afep-Medef Code criteria. He had no business relationship with the company during the past year. In addition, he received no variable remuneration in cash or securities, nor any remuneration tied to the Company's performance.

At their 28 April 2017 Meeting, shareholders will be asked to renew the terms of three Supervisory Board members:

- Marleen Groen
- Gérard Hascoët
- Philippe Santini.

Each year and every time an appointment or renewal is proposed, the Board examines the independence of the candidates.

The Board's conclusions on the independence of those Board members whose term is to be renewed or whose interim appointment is to be ratified at the next General Meeting, are outlined above.

In accordance with the Supervisory Board's Rules of Procedure, each member holds at least 1,000 shares in the Company.

As of 31 December 2016, the Board members held, either directly or indirectly, 250,339 shares of the Company.

(number of shares)	2016	2015
Jean Besson	50,749	50,749
Sophie Etchandy-Stabile	1,000	1,000
Marleen Groen	1,000	1,000
Gérard Hascoët	33,364	30,364
Jean-Hugues Loyez	162,098	17,098
Philippe Santini	2,128	2,128
TOTAL	**250,339**	**102,339**

As the Company does not have any employees, there are no employee representatives on the Supervisory Board.

THE ROLE AND OPERATION OF THE SUPERVISORY BOARD

The Rules of Procedure

Please refer to section 2.1.3.

On 2 February 2017, the Supervisory Board amended the Rules of Procedure to include the most recent recommendations of the Afep-Medef Code.

Operations and evaluation of the Supervisory Board

The Supervisory Board met seven times in 2016. The attendance rate was 88%:

Jean Besson	100%
Sophie Etchandy-Stabile	57%*
Marleen Groen	86%
Gérard Hascoët	100%
Jean-Hugues Loyez	100%
Philippe Santini	86%

* *This rate is the result of Ms Etchandy-Stabile's assumption of new operational duties at AccorHotels after the dates were set for the 2016 Supervisory Board meetings. She was therefore unable to attend all of the meetings scheduled for the year.*

The Board examined the management reports, in particular the information on the valuation of the companies in the portfolio, the quarterly position, half-yearly and annual closings, and analytical cost reporting. The Board also reviewed the investment and cash management strategy and presented its recommendations regarding investment opportunities. In particular, it closely reviewed valuation methods against the new IPEV (International Private Equity and Venture Capital) Valuation Guidelines applied by the Company.

It was therefore able to study and make informed decisions on the financial statements and financial communication.

In accordance with the provisions of the Rules of Procedure:

- the Supervisory Board is regularly informed during meetings of the Company's financial position, cash position and commitments;
- the members of the Supervisory Board receive information any time (including in between Board meetings) that its importance or urgency requires it.

The Supervisory Board regularly conducts a self-assessment, with Board members each answering a questionnaire. The last self-assessment was conducted in 2015, and the next one is planned for 2017.

Organisation and operating procedures of the Audit Committee

In 2016, the Audit Committee met four times to verify the Company financial statements and review the internal control procedures implemented by the Management Company. The attendance rate at these meetings was 100%.

In fulfilment of its duties, which primarily consisted in reviewing the statutory and consolidated financial statements, analytical cost reports, portfolio company valuations and management report, the Audit Committee met with the Statutory Auditors and Finance Department at the end of each quarterly financial reporting period. It also met with PCI, the Company undertaking internal control on behalf of the Apax Partners management companies.

The Audit Committee's work covered each of the items listed in Article L. 823-19 of the French Commercial Code and the 22 July 2010 report of the AMF working group chaired by Mr. Poupart-Lafarge. This entailed overseeing:

- the procedure for preparing financial information, with particular attention to the valuation of companies in the portfolio;
- the effectiveness of the internal control and risk management systems;
- the audit of statutory and consolidated financial statements by periodically interviewing auditors on their work, in particular on their audit of how securities are valued;
- the independence of Statutory Auditors.

The Committee systematically reviewed:

- statutory financial statements;
- IFRS financial statements;
- analytic dashboards;
- valuation rules;
- monitoring of the performance of portfolio companies (EBITDA, debt) as the underpinning for their valuation using peer-group multiples;
- the correct application of internal control procedures by Apax Partners SA for the portion of its business activity that consists in providing investment advisory services to Altamir.

The Committee regularly reported its findings to the Supervisory Board.

In 2017, the Audit Committee will continue to meet each quarter before the accounts are closed for that period. It will take all assignments mentioned in laws and regulations into account. The Audit Committee can request:

- a presentation from the Statutory Auditors underlining the key points from the legal audit and accounting methods chosen;
- a presentation by the CFO on the Company's financial results, risks and significant off-balance-sheet commitments;
- information on the selection procedure used to renew the terms of the Statutory Auditors;
- a meeting with the Statutory Auditors, CFO, and head of accounting,
- a meeting with internal audit and risk control managers,
- advice from external experts.

Organisation and operating procedures of the Nomination and Remuneration Committee

Altamir's Supervisory Board has decided to meet as a Nomination and Remuneration Committee at least once a year to examine issues related to remuneration of the Management Company and the members of the Board, and the composition of the Board and the Audit Committee.

The Nomination and Remuneration Committee met for the first time on 2 November 2016 and discussed the following items:

- the introduction of a hurdle rate on co-investments due to shareholders before payment of any carried interest to Class B shareholders. This issue will be included on the agenda for the Company's next Annual General Meeting of Shareholders;
- a review of the impact of lines of credit on the calculation of management fees.

These issues were the subject of a detailed presentation to the Board, which verified that they are in compliance with the provisions of the Articles of Association.

A second meeting was held in February 2017, to review the management succession plan and change the composition of the Audit Committee. To reflect the recommendations of the Afep-Medef Code regarding Audit Committee independence and Board member tenure, Gérard Hascoët resigned from the Audit Committee, while remaining a member of the Supervisory Board. The Board acknowledged his resignation and appointed Sophie Etchandy-Stabile, an independent Board member, as a member of the Audit Committee.

REMUNERATION OF CORPORATE OFFICERS

Attendance fees pertaining to 2015 and paid in 2016 totalled €260,000 (allocated €260,000). They were paid according to the allocation rules approved by the Supervisory Board on 4 March 2014, as follows:

- 40% unconditionally (fixed portion);
- 60% depending on attendance (variable portion):
  - if the member attends more than 80% of the meetings: 100% of the variable portion,
  - if the member attends between 50% and 80% of the meetings: a pro rata amount based on attendance,
  - if the member attends less than 50% of the meetings: no variable portion.

Thus, the variable portion of attendance fees has a heavier weighting than the fixed portion in accordance with the Afep-Medef Code recommendations.

The members of the Supervisory Board received no remuneration other than the attendance fees detailed in the above table.

There are no individual corporate officers other than the members of the Supervisory Board.

As a French partnership limited by shares, Altamir is governed by a Management Company, Altamir Gérance, which is also its sole general partner.

The rules governing the Management Company's remuneration can be found in the Company's Articles of Association and this Registration Document.

The rules governing the allocation of dividends to the general partner and Class B shareholders can be found in the Company's Articles of Association and this Registration Document.

The Company has no stock option or bonus share plan in place.

The Supervisory Board has decided to give shareholders an advisory vote on corporate officers' remuneration ("say on pay"), in accordance with:

- the recommendation in paragraph 24.3 of the Afep-Medef corporate governance code of November 2015, which constitutes the Company's reference code;
- the AMF's position-recommendation 2014-14 on the preparation of Registration Documents.

As a French partnership limited by shares, Altamir is not subject to the new provision established by the Sapin II law of 9 December 2016, which requires a vote on the determination of remuneration policy.

Consequently, at their 28 April 2017 General Meeting, Shareholders will be asked to express a favourable opinion on the remuneration payable or attributed to Maurice Tchenio, legal representative of Altamir Gérance, Management Company, and to Jean-Hugues Loyez, Chairman of the Supervisory Board, for the financial year ended 31 December 2016, as presented in the Report of the Supervisory Board.

OTHER ELEMENTS OF GOVERNANCE

Altamir applies the Afep-Medef Corporate Governance Code for listed companies, published in December 2008 and updated in April 2010, June 2013, November 2015 and November 2016. The Code can be found at: www.medef.com.

Limitations on the powers of the Management Company – Supervisory Board's role

In accordance with the provisions of Article 20.4 of the Articles of Association and Article 1.1 of the Supervisory Board's Rules of Procedure, any amendment to the co-investment agreement between the Company and Apax Partners SA must be authorised by the Supervisory Board, having reviewed the Management Report, by a two-thirds majority vote of members present or represented.

In accordance with the provisions of Article 20.3 of the Articles of Association and Article 1 of the Supervisory Board's Rules of Procedure, the Management Company consults the Supervisory Board:

- on the application of valuation rules to portfolio companies, and
- on any potential conflicts of interest.

In addition, pursuant to Article 1.1 of the Supervisory Board's Rules of Procedure, the Management Company also consults the Supervisory Board prior to the acceptance of any new appointment in another listed company.

Potential conflicts of interest between the management and supervisory bodies

The Board has no knowledge of any conflict of interest between the Company and any Board member or the Management Company.

To the Supervisory Board's knowledge, there are no potential conflicts of interest.

To the best of the Company's knowledge, the directors have no ownership interest in the companies in Altamir's portfolio, with the exception of one company in which Altamir and the funds managed by Apax Partners SA were minority shareholders (Aprovia, whose Chairman is Mr. Santini and the last shares of which were sold in 2007; Altamir held only 0.55% of the capital) and the securities of listed companies for which they filed the customary statements with the Compliance and Internal Control Officer of Apax Partners.

The Board's Rules of Procedure explain how conflicts of interest are to be avoided. They state that:

"In the event that a conflict or potential conflict between the Company's interest and the Board member's direct or indirect personal interest arises, the Supervisory Board member in question must:

- disclose the conflict of interest to the Board as soon as he/she becomes aware of it; and
- fully assume any consequences this may have on his/her function. Depending on the circumstances, he/she must:
  - abstain from participating in the vote on the corresponding deliberation,
  - not participate in Supervisory Board meetings as long as he/she is in a position of conflict of interest, or
  - step down from his/her function as a member of the Supervisory Board.

Any Supervisory Board member failing to abide by the rules of abstention or resignation from one's functions may be held personally liable.

Furthermore, if the Chairman of the Supervisory Board and the Manager have a compelling reason to believe that one or more of the Supervisory Board members face a conflict of interest, they are under no obligation to communicate information or documents pertaining to those conflicting topics, and they will inform the Supervisory Board that such information has not been communicated."

Procedure for taking part in Annual General Meetings

The procedure for taking part in the Annual General Meetings is described in Article 23 of the Company's Articles of Association.

2.4.2 INTERNAL CONTROL PROCEDURES IMPLEMENTED BY THE COMPANY

GENERAL FRAMEWORK

Apax Partners and Altamir use the internal control principles described in the COSO (Committee of Sponsoring Organizations of the Treadway Commission) report as a guideline.

COSO defines internal control as follows:

"Internal control is a process, effected by an entity's Board of Directors, management and other personnel, designed to provide reasonable assurance regarding the achievement of objectives in the following categories:

- effective and efficient operations;
- accuracy of financial reporting; and
- compliance with laws and regulations."

The report also details the components of internal control:

- "control environment;
- risk assessment;
- control activities: adopting standards and procedures that contribute to ensuring that management's priorities are implemented;
- information and communication: relevant information must be identified, captured and communicated in a form and timeframe that enables people to carry out their responsibilities;
- monitoring: internal control systems must themselves be monitored – a process that assesses the quality of the system's performance over time."

An internal control system designed to address the objectives described above does not guarantee that the objectives set will be achieved, because any procedure has inherent limits.

Concerning effective and efficient operations, Apax Partners and Altamir have a three-part objective: 1) identify and carry out the best investments possible in line with the Group's strategy, 2) oversee the performance of the companies in the portfolio and adhere to the plan approved with their managers, 3) protect its own assets or assets under management by controlling cash flows, financial instruments and securities in the portfolio.

Altamir invests either on a *pari passu* basis with the funds managed by Apax Partners SA, or as an investor in the Apax France VIII-B and Apax France IX-B funds managed by Apax Partners MidMarket SAS, and in the Apax VIII LP and Apax IX LP funds advised by Apax Partners LLP. Occasionally, Altamir co-invests with the funds managed by Apax Partners MidMarket and Apax Partners LLP.

The procedures relating to Altamir are therefore inextricably linked to those of Apax Partners.

In the remainder of this document, unless otherwise specified, the term "Company" refers to both Apax Partners and to Altamir.

In line with the framework, in 2003, the Company inventoried all existing procedures, updating and adding to them before publishing an initial manual of procedures and internal control.

The manual was updated in 2015 and notes on operations intended for internal use were added. It continues to be updated periodically.

MEASURES TAKEN IN 2016

The Company made progress in several areas:

- an external team continued to perform periodic internal controls;
- efforts to combat money-laundering and terrorist financing continued.

A. Continued periodic controls of internal control and the correct application of the regulations specific to SCRs (quotas)

Controls carried out during the year included the following:

- ensuring the staff at Apax Partners adhered to the Code of Ethics, especially regarding personal investments;
- monitoring legal registers;
- adhering to regulatory ratios applicable to SCRs;
- adhering to the regulations governing voting at Annual General Meetings;
- monitoring short-term investments of cash;
- ensuring compliance in how procedures for combating money-laundering and terrorist financing are applied;
- monitoring the corporate officer responsibilities of Apax Partners' staff;
- verifying that the methods used to prevent and resolve potential conflicts of interest are in compliance.

No significant anomalies were detected. The procedures will, however, continue to be strengthened in all the areas identified.

It should be noted that Article 242 *quinquies*, paragraph II of the French Tax Code and Article 171 AS bis of Appendix II introduced, as of 31 December 2006, a detailed statement enabling the tax authority to check that SCRs adhere to the 50% quota imposed on them. The statement was duly filed with the tax authorities and complies with the detailed calculations the Company had already made.

B. Combat against money laundering and terrorist financing

- As every year, Apax Partners employees took part in a training course on combating money laundering and terrorist financing.
- Controls suited to the nature of the transactions were performed.

SUMMARY OF THE COMPANY'S INTERNAL CONTROL PROCEDURES

This section reiterates much of the content of previous reports on internal control. Its purpose is to refresh the reader's memory of the practices implemented by the Company.

A. Organisation of the Company's internal control procedures

A) INTERNAL CONTROL PARTICIPANTS AND THEIR ACTIVITIES

The purpose of the Company is to invest, in principle, in securities of unlisted companies, either directly, or *via* investment vehicles such as French or European private equity funds.

Altamir continues to create value and divest alongside the funds from Apax France VI to Apax France VII, managed by Apax Partners SA.

Since 2011, Altamir has also invested *via* the Apax France VIII-B and Apax France IX-B funds, managed by Apax Partners MidMarket SAS, and since 2012, *via* the Apax VIII LP and Apax IX LP funds advised by London-based Apax Partners LLP. Occasionally, the Company may co-invest with all these funds. For these investments, it is assisted by investment and support teams.

The first objective of internal control is to ensure the quality of the investment and divestment process. Internal control involves ensuring that the investment teams focus solely on projects in line with the Company strategy in terms of sector, maturity, size and expected financial performance.

The investment monitoring bodies for the funds managed in France are:

- Approvals Committee: composed of two or three experienced partners, the Approvals Committee monitors the due diligence and negotiation procedures undertaken by the investment team;
- Investment and Divestment Committee: composed of four senior partners, the committee takes the final decisions on investments and divestments: full or partial sale, merger, IPO, reinvestment;
- Portfolio Monitoring Committee: composed of four partners and external consultants, the committee meets according to a pre-determined schedule. Its role is to work with the team in charge of an investment so as to ensure that the strategic and operational objectives are met and that the performance of the investment is controlled.

All investments are subject to a financial, legal and tax audit by one or more renowned independent auditors. Other reviews (market, insurance and environment) are carried out when necessary.

The Management Company has ensured that Apax Partners LLP operates similarly to the French asset management companies.

The second objective is to control cash flows and assets.

This is achieved by implementing the following processes:

- the accounting and fund administration processes are segregated;
- securities are registered in "pure" nominative form and periodically reconciled with the custodian and registrars of each company;
- payment instructions are centralised with the Chairman of the management companies in the case of the funds, and with the Chairman of the Management Company of Altamir;
- fund administration, together with the bank custodian, ensures that the legal documentation is complete before submitting the documents to the Chairman for signing;
- fund administration and the accounting department ensure the *pari passu* distribution of investments and divestments between the funds and Altamir and between the Apax France VIII-A, Apax France VIII-B, Apax France IX-A and Apax France IX-B funds, Altamir's new investment vehicles, based on the rules defined at the start of every half-year.

As previously reported, Altamir's Supervisory Board has created an Audit Committee, which can be assisted by the Company's Statutory Auditors.

The third objective is the accuracy of financial reporting. The objective is achieved by cross-checking accounting data with data from the securities management system. Increasingly sophisticated automation limits the risk of human error.

The fourth objective is compliance with laws and regulations in force. The Company does everything in its power to adhere not only to general regulations, but also to the regulations specific to SCRs (investment eligibility quotas) and to listed companies.

The two asset management companies have each appointed a Compliance and Internal Control Officer. The Code of Ethics is an integral part of the Rules of Procedure. The Compliance and Internal Control Officers have opted to outsource second-level controls relating to compliance and internal control of the management companies to PCI. This assistance falls under Articles 313-72 to 313-76 of the AMF General Regulation applying to management companies that delegate or outsource certain functions.

B) EXTERNAL ACCREDITATIONS

Apax Partners SA and Apax Partners MidMarket SAS are AMF-approved portfolio management companies. They are members of AFIC, a French professional association for private equity companies. AFIC has published a Code of Ethics and reference guides. Moreover, Apax Partners SA/Apax Partners MidMarket SAS and consequently Altamir comply with the International Private Equity and Venture Capital Valuation Guidelines developed by AFIC, EVCA, BVCA and others, and the COSO internal control framework.

Apax Partners LLP is regulated by the FCA and is a member of the British Venture Capital Association (BVCA), whose rules and codes are equivalent to AFIC's. It also belongs to the European private equity association Invest Europe (Regime for partnerships limited by shares).

C) PREPARING FINANCIAL AND ACCOUNTING REPORTS FOR SHAREHOLDERS

Systems and processes for preparing accounting and financial statements

Since 2014, two software tools have been used to manage financial and accounting data:

- Sage 100 Comptabilité, developed by Sage and used for general accounting and payroll;
- Capital Venture 3 (CV3), developed by Klee group to manage FPCI and Altamir securities, and to prepare financial and analytical statements.

CV3 has been used with a CRM interface and outsourced hosting. All Altamir's data since its inception have been migrated into the new software, and customised reports have been developed.

The consolidated (IFRS) financial statements are generated using the statutory financial statements produced by Sage, but *via* Excel spreadsheets. A meticulous process is used to convert the statutory financial statements into consolidated financial statements and to carry out compliance analyses. The Company is considering the purchase of software dedicated to the production of IFRS statements.

All the systems have a significant user base. The accounting system is used in France, and CV3 is used throughout the world. They are well documented.

The two transaction processing systems are used independently of each other. The accounting department uses Sage Comptabilité 100 whereas fund administration uses CV3. As a result, information must be reconciled and checked during reporting.

Once the Audit Committee has completed its investigations, it addresses its comments and recommendations to the Supervisory Board.

Valuation of the securities in the portfolio

For a portfolio management firm, reporting is based in particular on the valuation of the securities in its portfolio.

A half-yearly valuation is prepared by each partner in charge of an equity investment held by the Apax France VII fund.

Their proposals are reviewed and may be amended during the meetings of all the partners. Altamir's Audit Committee may also question a valuation.

The valuations derived from financial models (for securities acquired in LBOs) are checked by the finance department, which carries out tests of consistency with past valuations.

As indicated above, the process of preparing and checking valuations has been improved to include measures such as an analysis of the value created over time.

The Statutory Auditors and the finance department review the valuations with the sector teams.

For the Apax France VIII-B, Apax France IX-B, Apax VIII LP and Apax IX LP funds, the finance department and Statutory Auditors rely on the reviews performed by the Statutory Auditors of those entities, as well as on interviews directly with the investment teams.

B. Summary of the internal control procedures implemented by the Company

The full set of procedures can be found in the internal control guidelines.

The presentation of the parties involved in operations and controls has already served to describe how the specific committees control and monitor investments/divestments (Approvals Committee, Investment Committee, Portfolio Monitoring Committee).

Transactions and assets are controlled by segregating the tasks of the accounting department and fund administration, centralising signatures and reconciling transactions with the custodian.

Compliance with the Code of Ethics included in the Rules of Procedure is monitored centrally by an ethics manager who reports to the Compliance and Internal Control Officer of each asset management company.

The rules on ethics are presented later on in this report, in the section entitled “Ethics”.

In order to avoid the risks of insider trading, the Ethics Officer and Compliance and Internal Control Officer maintain a list of companies whose securities employees and their families are prohibited from trading. In practice, any investment in a listed or unlisted company must first be authorised by the Ethics Officer.

Control is carried out not only on transactions internal to the Company, but also on the companies in the portfolio. Apax Partners SA and Apax Partners MidMarket SAS are corporate officers of practically all the companies in the portfolio. The permanent representatives of the management company (or the directors themselves) perform the role of corporate officers. They are active on Boards and on remuneration and Audit Committees. They receive a monthly activity report and each comments on it in the partner’s meetings. They take the greatest care to ensure that the capital of the funds managed by Apax Partners and Altamir is invested in accordance with the objectives set at the time of investment.

The Company exercises its voting rights at each Annual General Meeting.

C. Procedures

In order to compile this report, the Chairman of the Supervisory Board interviewed all the parties involved in internal control: the CFO, the Compliance and Internal Control Officer, the Deputy Internal Control Officer, the Statutory Auditors and the members of the Audit Committee.

The topics of internal control and ethics were discussed during the Supervisory Board meetings.

D. Identification of serious deficiencies or inadequacies of the internal control system

To the best of our knowledge, no serious deficiency or inadequacy was revealed during the assessment or preparation of this report.

RELATIONSHIP BETWEEN RISK FACTORS AND THE INTERNAL CONTROL PROCEDURES

Please refer to section 1.5. Risk Factors

The risk factors and measures taken to limit their impact are addressed in the Management Company’s report.

This report does not aim to describe the procedures in detail. Our description of the organisation and our internal control principles is intended to give you an outline of how our internal control system functions.

In 2016, the Company pursued internal control initiatives, continued to combat money laundering and the financing of terrorism and implemented new reporting software. It also conducted a complete review of the FATCA status of the Company and all of its investment holdings.

In 2017, we will continue to implement corrective actions if we or our auditors identify weaknesses or omissions.

This report was approved by the Supervisory Board during its meeting of 6 March 2017.

Chairman of the Supervisory Board

2.5 STATUTORY AUDITORS' REPORT ON THE REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD

PREPARED IN ACCORDANCE WITH ARTICLE L. 226-10-1 OF THE FRENCH COMMERCIAL CODE, ON THE REPORT OF THE CHAIRMAN OF THE SUPERVISORY BOARD OF ALTAMIR

To the Shareholders,

In our capacity as Statutory Auditors of Altamir, and in accordance with Article L. 226-10-1 of the French Commercial Code (*Code de Commerce*), we hereby report to you on the report prepared by the Chairman of your Company in accordance with Article L. 226-10-1 of the French Commercial Code for the year ended 31 December 2016.

It is the Chairman's responsibility to prepare and submit for the Supervisory Board's approval a report on internal control and risk management procedures implemented by the Company and to provide the other information required by Article L. 226-10-1 of the French Commercial Code (*Code de Commerce*) relating to matters such as corporate governance.

Our role is to:

- report on any matters as to the information contained in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information; and
- confirm that the report also includes the other information required by Article L. 226-10-1 of the French Commercial Code (*Code de Commerce*). It should be noted that it is not our role to verify the fairness of this other information.

We conducted our work in accordance with professional standards applicable in France.

Information on the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information

Professional standards require that we perform the necessary procedures to assess the fairness of the information provided in the Chairman's report in respect of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information. These procedures consist mainly in:

- obtaining an understanding of the internal control and risk management procedures relating to the preparation and processing of the accounting and financial information on which the information presented in the Chairman's report is based and of the existing documentation;
- obtaining an understanding of the work performed to support the information given in the report and of the existing documentation;
- determining if any material weaknesses in the internal control procedures relating to the preparation and processing of the accounting and financial information that we have noted in the course of our work are properly disclosed in the Chairman's report.

On the basis of our work, we have no matters to report on the information relating to the Company's internal control and risk management procedures relating to the preparation and processing of the accounting and financial information contained in the report prepared by the Chairman of the Supervisory Board in accordance with Article L. 226-10-1 of the French Commercial Code (*Code de Commerce*).

OTHER INFORMATION

We confirm that the report prepared by the Chairman of the Supervisory Board also contains the other information required by Article L. 226-10-1 of the French Commercial Code (*Code de Commerce*).

Paris and Paris-La Défense, 21 March 2017

The Statutory Auditors

COREVISE	ERNST & YOUNG et Autres
Fabien Crégut	Jean-François Nadaud

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FINANCIAL STATEMENTS

3.1 CONSOLIDATED FINANCIAL STATEMENTS

3.1.1 CONSOLIDATED INCOME STATEMENT

(in euros)	Note	31/12/2016 12 months	31/12/2015 12 months
Changes in fair value		167,372,425	123,419,142
Valuation differences on divestments during the year	*6.16*	11,133,012	15,041,133
Other portfolio income	*6.17*	1,453,264	18,521,517
INCOME FROM PORTFOLIO INVESTMENTS		**179,958,701**	**156,981,792**
Purchases and other external expenses	*6.18*	-20,968,997	-18,411,423
Taxes, fees and similar payments	*6.19*	-787,537	-881,563
Other income		0	747,645
Other expenses	*6.20*	-1,686,343	-250,500
GROSS OPERATING INCOME		**156,515,825**	**138,185,951**
Amount attributable to Apax France VIII-B/France IX-B/Apax VIII LP Class C unitholders		-17,274,535	-6,234,887
Amount attributable to the general partner and Class B shareholders	*6.13*	-10,672,409	-21,398,478
NET OPERATING INCOME		**128,568,882**	**110,552,586**
Income from cash investments	*6.21*	818,808	1,185,044
Financial income	*6.22*	314,993	399,017
Interest and similar expenses	*6.23*	-682,917	-363,997
NET INCOME ATTRIBUTABLE TO ORDINARY SHAREHOLDERS		**129,019,766**	**111,772,650**
Earnings per share	6.25	3.53	3.06
Diluted earnings per share	6.25	3.53	3.06

3.1.2 STATEMENT OF COMPREHENSIVE INCOME

(in euros)	Note	31/12/2016	31/12/2015
NET INCOME FOR THE YEAR		**129,019,766**	**111,772,650**
Actuarial gains (losses) on post-employment benefits			
Taxes on items non-recyclable to profit or loss			
Items non-recyclable to profit or loss			
Gains (losses) on financial assets available for sale			
Gains (losses) on hedging instruments			
Currency translation adjustments			
Taxes on items recyclable to profit or loss			
Items recyclable to profit or loss			
Other comprehensive income			
CONSOLIDATED COMPREHENSIVE INCOME		**129,019,766**	**111,772,650**
Attributable to:			
■ owners of the parent company			
■ non-controlling shareholders			

3.1.3 CONSOLIDATED BALANCE SHEET

(in euros)	Note	31/12/2016	31/12/2015
Non-current assets			
Investment portfolio	*6.7*	874,582,756	686,474,417
Other non-current financial assets	*6.8*	576,540	8,519,845
Sundry receivables	*6.9*	3,000	2,397,636
TOTAL NON-CURRENT ASSETS		**875,162,296**	**697,391,898**
Current assets			
Sundry receivables	*6.9*	2,447,323	57,568
Other current financial assets	*6.10*	19,207,830	17,044,258
Cash and cash equivalents	*6.11*	58,190,639	29,993,330
TOTAL CURRENT ASSETS		**79,845,792**	**47,095,157**
TOTAL ASSETS		**955,008,088**	**744,487,054**

(in euros)	Note	31/12/2016	31/12/2015
Shareholders' equity			
Share capital	*6.12*	219,259,626	219,259,626
Share premiums		102,492,980	102,492,980
Reserves		338,730,142	245,756,197
Net income for the year		129,019,766	111,772,650
TOTAL SHAREHOLDERS' EQUITY		**789,502,514**	**679,281,454**
AMOUNT ATTRIBUTABLE TO GENERAL PARTNER AND CLASS B SHAREHOLDERS	*6.13*	**44,010,653**	**39,143,719**
Amount attributable to Apax France VIII-B/France IX-B/Apax VIII LP	*6.14*	34,047,809	16,398,729
Provisions		0	0
OTHER NON-CURRENT LIABILITIES		**34,047,809**	**16,398,729**
Other financial liabilities	*6.15*	84,247,936	8,800,000
Trade payables and related accounts		3,197,874	862,777
Other liabilities		1,301	375
OTHER CURRENT LIABILITIES		**87,447,111**	**9,663,152**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**955,008,088**	**744,487,054**

3.1.4 STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(in euros)	Share capital	Share premiums	Treasury shares	Reserves	Net income for the year	TOTAL
SHAREHOLDERS' EQUITY 31 DECEMBER 2014	**219,259,626**	**102,492,980**	**-388,888**	**204,992,057**	**59,470,524**	**585,826,298**
Net income for the year					111,772,650	111,772,650
TOTAL INCOME AND EXPENSES RECOGNISED IN THE YEAR	**0**	**0**	**0**	**0**	**111,772,650**	**111,772,650**
Transactions on treasury shares			-98,679	24,648		-74,031
Allocation of income				59,470,524	-59,470,524	0
Distribution of dividends to ordinary shareholders, May 2015				-18,243,464		-18,243,464
SHAREHOLDERS' EQUITY 31 DECEMBER 2015	**219,259,626**	**102,492,980**	**-487,567**	**246,243,765**	**111,772,650**	**679,281,454**

(in euros)	Share capital	Share premiums	Treasury shares	Reserves	Net income for the year	Total
SHAREHOLDERS' EQUITY 31 DECEMBER 2015	**219,259,626**	**102,492,980**	**-487,567**	**246,243,765**	**111,772,650**	**679,281,454**
Net income for the year					129,019,766	129,019,766
TOTAL INCOME AND EXPENSES RECOGNISED IN THE YEAR	**0**	**0**	**0**	**0**	**129,019,766**	**129,019,766**
Transactions on treasury shares			161,224	45,836		207,060
Allocation of income				111,772,650	-111,772,650	0
Other adjustments				1,426,343		1,426,343
Distribution of dividends to ordinary shareholders, May 2016				-20,432,108		-20,432,108
SHAREHOLDERS' EQUITY 31 DECEMBER 2016	**219,259,626**	**102,492,980**	**-326,343**	**339,056,485**	**129,019,766**	**789,502,514**

3.1.5 STATEMENT OF CASH FLOWS

(in euros)	Note	31/12/2016 12 months	31/12/2015 12 months
Investments		-194,035,316	-31,395,206
Shareholder loans granted to portfolio companies		-22,440,323	-11,990,583
Shareholder loans repaid by portfolio companies		8,619,271	9,104,796
TOTAL INVESTMENTS		**-207,856,368**	**-34,280,994**
Divestment of equity investments		205,040,489	29,789,652
Interest and other portfolio income received		102,891	60,413
Dividends received		1,350,373	18,461,104
Operating expenses		-20,789,752	-18,834,431
Income received on marketable securities		818,808	1,185,044
CASH FLOWS FROM OPERATING ACTIVITIES		**-21,333,560**	**-3,619,212**
Dividends paid to ordinary shareholders		-20,432,108	-18,243,464
AARC investment		5,246	4,935,385
Apax France VIII-B capital calls		71,514	5,251
Apax France IX-B capital calls		303,031	0
Deposits and security deposits		-63,000	0
Transactions on treasury shares		0	-121,640
Amount attributable to the general partner and Class B shareholders		-5,801,751	-11,104,891
Repayment of borrowings		-8,800,000	-2,000,000
Issue of borrowings		84,247,936	8,800,000
CASH FLOWS FROM FINANCING ACTIVITIES		**49,530,868**	**-17,729,358**
NET CHANGE IN CASH AND CASH EQUIVALENTS		**28,197,309**	**-21,348,570**
Cash and cash equivalents at opening		29,993,330	51,341,900
CASH AND CASH EQUIVALENTS AT CLOSING	*6.12*	**58,190,639**	**29,993,330**

3.1.6 NOTES TO THE CONSOLIDATED (IFRS) FINANCIAL STATEMENTS

CONTENTS

NOTE 1 Entity presenting the financial statements

Altamir (the "Company") is a French partnership limited by shares governed by Articles L. 226.1 to L.226.14 of the French Commercial Code. Its principal activity is the acquisition of equity interests in other companies. The Company opted to become a *société de capital risque* (special tax status for certain private equity and other investment companies) as of financial year 1996.

The Company is domiciled in France.

Altamir presents its consolidated financial statements including the Apax France VIII-B private equity fund, in which it holds a 99.90% stake, the Apax France IX-B private equity fund, in which it holds a 99% stake, and Financière Hélios SAS, in which it holds a 100% stake.

NOTE 2 Basis of preparation

2.1 DECLARATION OF CONFORMITY

Pursuant to European Regulation 1606/2002 of 19 July 2002, the annual consolidated financial statements of Altamir as of 31 December 2016 have been prepared in compliance with IAS/IFRS international accounting standards as adopted by the European Union and available on its website at: http://ec.europa.eu/internal_market/accounting/ias/index_en.htm.

The accounting rules and methods applied to the annual financial statements are identical to those used to prepare the consolidated financial statements for the financial year ended 31 December 2015 inasmuch as the new IFRSs (standards, amendments, or IFRIC interpretations) that became applicable on 1 January 2016 did not have an impact on the Group's consolidated financial statements.

These consolidated financial statements cover the financial year from 1 January to 31 December 2016. They were approved by the Management Company on 7 March 2017.

2.2 VALUATION BASES

The consolidated financial statements are prepared on a fair value basis for the following items:

- financial instruments for which the Company has chosen the "fair value through profit or loss" option, pursuant to the provisions of IAS 39 (by application of the fair value option) and IAS 28 for "venture capital organisations" whose purpose is to hold a portfolio of securities with a view to selling them in the short or medium term;
- derivative financial instruments;
- the amounts attributable to the general partner and Class B shareholders; and
- the amounts attributable to Apax France VIII-B and Apax France IX-B Class C unitholders.

The methods used to measure fair value are discussed in note 6.4.

2.3 OPERATING CURRENCY AND PRESENTATION CURRENCY

The consolidated (IFRS) financial statements are presented in euros, which is the Company's operating currency.

2.4 USE OF ESTIMATES AND JUDGEMENTS

The preparation of financial statements under IFRS requires management to formulate judgements and to use estimates and assumptions that may affect the application of accounting methods and the amounts of assets, liabilities, income and expenses. Actual values may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. The impact of changes in accounting estimates is accounted for during the period of the change and in all subsequent periods affected.

More specifically, information about the principal sources of uncertainty regarding the estimates and judgements made in applying the accounting methods that have the most significant impact on the amounts recognised in the financial statements is described in note 6.4 on the determination of fair value.

2.5 KEY ASSUMPTIONS

Continuity of operations is based on key assumptions including the availability of sufficient cash flow until 31 December 2017. The Company has credit lines totalling €39m, which were undrawn as of 31 December 2016. It also has cash equivalents of €58m and €19m of other financial assets that it considers as cash. It should be noted that, as an SCR, Altamir's debt may not exceed 10% of its statutory net asset value, *i.e.* €57m as of 31 December 2016.

NOTE 3 Principal accounting methods

3.1 METHOD OF CONSOLIDATION OF EQUITY INVESTMENTS

As of 31 December 2016, Altamir exercised control over the Apax France VIII-B fund, the Apax France IX-B fund and Financière Hélios SAS, in which it holds more than 50% of the units.

Pursuant to IFRS 10, Apax France VIII-B, Apax France IX-B and Financière Hélios are consolidated using the full consolidation method.

Regarding equity interests in which the percentage of control held by Altamir ranges from 20% to 50%, Altamir does not have a representative on the executive body of the Company and therefore does not share the control of its business activity. All such investments are therefore deemed to be under significant influence.

All equity interests that are under significant influence are excluded from the scope of consolidation by application of the option offered by IAS 28 for "venture capital organisations". As of their initial recognition, therefore, Altamir has designated all these equity interests at fair value through profit or loss.

3.2 OTHER ACCOUNTING METHODS

The accounting methods described below have been applied consistently to all periods presented in the consolidated (IFRS) financial statements.

3.2.1 Investment portfolio valuation:

A) EQUITY INSTRUMENTS

The performance and management of investments over which the Company has no significant influence is monitored on the basis of fair value. The Company has therefore chosen the "fair value through profit or loss" option provided for by IAS 39 as the method for valuing these investments. Where the Company has a significant influence, the option of recognition at fair value through profit or loss provided by IAS 28 for "venture capital organisations" is also used.

Under the fair value option, these instruments are therefore carried at fair value as assets on the balance sheet with positive and negative changes in fair value being recognised in profit or loss for the period. They are presented in the "Investment portfolio" line item in the balance sheet and the impact of changes in fair value is presented under "Changes in fair value" in the income statement.

The methods for measuring fair value are detailed in note 6.4.

B) HYBRID SECURITY INSTRUMENTS

In acquiring its equity interests, Altamir may subscribe to hybrid instruments such as bonds convertible/redeemable in shares. For this type of instrument with embedded derivatives, Altamir has opted for recognition at fair value through profit or loss in accordance with IAS 39. At each balance sheet date, hybrid instruments held are remeasured at fair value and changes in fair value (positive or negative) are recognised on the income statement.

These hybrids are presented in the "Investment portfolio" line item in the balance sheet and the impact of changes in fair value is presented under "Changes in fair value" in the income statement.

C) DERIVATIVE INSTRUMENTS

Pursuant to IAS 39, warrant-type instruments are classified as derivatives and carried on the balance sheet at fair value. Positive and negative changes in fair value are recognised in profit or loss for the period within "Changes in fair value". The fair value is determined in particular according to the intrinsic value of the conversion option, based on the price of the underlying shares estimated on the balance sheet date.

D) LOANS AND RECEIVABLES

Pursuant to IAS 39, these investments are classified as "Loans and receivables" and carried at their amortised cost. The associated interest income is recognised within "Other portfolio income" in profit or loss for the year according to the effective interest rate method.

3.2.2 Debt and shareholders' equity

The Company has issued Class B shares that entitle their holders to carried interest equal to 18% of adjusted net statutory income, as defined in paragraph 25.2 of the Articles of Association. In addition, a sum equal to 2% calculated on the same basis is due to the general partner.

Remuneration of the Class B shareholders and the general partner is considered to be payable as soon as an adjusted net income has been earned. Remuneration of these shares and the shares themselves are considered a debt under the analysis criteria of IAS 32.

The remuneration payable to the Class B shareholders and the general partner is calculated taking unrealised capital gains and losses into account and is recognised in the income statement. The debt is recognised as a liability on the balance sheet. Under the Articles of Association, unrealised capital gains are not taken into account in the amounts paid to Class B shareholders and the general partner.

The Company issued Class B warrants that expired on 29 November 2016.

The Class B warrants entitled their holder to subscribe to one Class B share of the Company for each Class B warrant held, at a subscription price of €10. These Class B warrants allowed the manager, the sole holder, to change how Class B shares are distributed among members of the management teams. From the point of view of the issuer, Altamir, the value of the Class B warrants was therefore not dependent on the value of Class B shares and under IFRS they were required to be maintained at their subscription price. As they have expired, the Class B warrants are no longer recorded on the balance sheet as non-current liabilities, and a gain of €3,724 has been recognised in the income statement.

Finally, in accordance with IAS 32, treasury shares are deducted from shareholders' equity.

3.2.3 Cash equivalents and other short-term investments

If the Company has surplus cash, this is generally invested in units of euro money-market funds (SICAVs) and time deposits that meet the definition of cash equivalents under IAS 7 (short-term, highly-liquid investments, readily convertible into known amounts of cash and subject to an insignificant risk of change in value).

The Company values this portfolio using the fair value option provided for by IAS 39. The unrealised capital gains or losses at the balance sheet date are thus recognised in profit or loss for the year. Income from time deposits and money-market funds is included in "Income from cash investments".

3.2.4 Tax treatment

The Company opted to become a *société de capital risque* (SCR) on 1 January 1996. It is exempt from corporation tax. As a result, no deferred tax is recognised in the financial statements.

The Company does not recover VAT. Non-deductible VAT is recognised as an expense in the income statement.

3.2.5 Segment information

The Company carries out only private equity activities and invests primarily in the euro zone.

NOTE 4 Determination of fair value

Altamir uses principles of fair value measurement that are in accordance with IFRS 13:

4.1 CATEGORY 1 SHARES

Companies whose shares are traded on an active market ("listed").

The shares of listed companies are valued at the last stock market price.

4.2 CATEGORY 2 SHARES

Companies whose shares are not traded on an active market ("unlisted"), but are valued based on directly or indirectly observable data. Observable data are prepared using market data, such as information published on actual events or transactions, and reflect assumptions that market participants would use to determine the price of an asset or liability.

An adjustment to level 2 data that has a significant impact on fair value may cause a reclassification to level 3 if it makes use of unobservable data.

4.3 CATEGORY 3 SHARES

Companies whose shares are not traded on an active market ("unlisted"), and are valued based on unobservable data.

NOTE 5 Significant events during the year

5.1 INVESTMENTS AND DIVESTMENTS

The Company invested and committed €112.3m during 2016, vs. €143.2m in 2015, of which:

1) €82.9m (€130.3m in 2015) in eight new investments:

- of which €61.6m in two new investments through and with the Apax France IX-B fund:
  - €39.1m, including €26.6m *via* the fund and €12.4m *via* co-investment, in InfoVista, leading global provider of network performance software solutions, and
  - €22.5m in Sandaya, a French outdoor accommodation group with four- and five-star campsites in France and Spain. This amount was not fully disbursed as of 31 December 2016;
- of which €9.9m through the Apax VIII LP fund in four new companies:
  - €2.9m in Invent Neurax, a pharmaceutical group resulting from the merger of Neuraxpharm Arzneimittel in Germany and Invent Farma in Spain, two leading generics pharmaceutical companies in their respective markets,
  - €2.6m in Engineering Ingegneria Informatica SpA, an Italian IT services company,

- €2.3m in Duck Creek Technologies, a business specialising in innovative software solutions for the insurance industry that is majority owned by Apax, jointly with US group Accenture;
- €2.1m in Vyaire Medical, a respiratory solutions business that is majority owned by Apax, jointly with US group Becton Dickinson;

- of which €11.5m through the Apax IX LP fund in two new companies:
  - a €9m commitment in Unilabs, European leader in medical diagnostics, following an agreement signed in December 2016 under which Apax IX LP will purchase 55% of Unilabs' capital from existing shareholders, including Altamir; the transaction was finalised at the end of January 2017, and
  - €2.5m in the US company Dominion Marine Media, the leading classified marketplace and marketing software provider to recreational marine brokers and dealers worldwide, and

2) €29.3m in follow-on investments and commitments in portfolio companies:

- €11.4m in Groupe INSEEC,
- €6.9m in THOM Europe,
- €6.8m in Marlink,
- €6.3m in Snacks Développement,
- €1.3m of follow-on investments in other portfolio companies,
- a downward adjustment of €1.5m in Gfi Informatique, and
- a downward adjustment of €1.9m for the three commitments made at the end of 2015: the amounts invested were lower than those announced (see next paragraph).

The Company finalised three investments to which it had made commitments totalling €106.4m last year. The final amount invested was €104.5m:

- a €50m investment in Marlink, a company formed by the legal entities comprising the commercial satellite communications business of the Airbus group. This investment was carried out *via* the Apax France VIII-B and Apax France IX-B funds and *via* co-investment;
- an investment of €33.9m in Melita, the leading telecommunications operator in Malta. This investment was carried out *via* the Apax VIII-B fund;
- a total investment of €20.6m in Nowo, the second-largest Portuguese cable operator, and ONI, one of Portugal's leading telecommunications operators. This investment was carried out *via* the Apax VIII-B fund.

The volume of sale proceeds and revenue realised or signed during the year amounted to €215.7m, (€88.2m in 2015), of which €174.5m was realised and comprised sale proceeds of €214.2m (€37.7m in 2015) and revenues of €1.5m (€18.5m in 2015).

The €174.5m primarily included:

- €93.5m from the sale of Infopro Digital, representing a multiple of almost three times the amount originally invested;
- €39.2m from the sale of TEXA, representing a multiple of almost twice the amount invested;
- €21.4m from the sale of the remaining shares in Capio, generating an overall multiple of 1.6 times the total amount invested;
- €8.5m in proceeds and revenue received on preference shares in Maisons du Monde, a former portfolio company, on the occasion of its recent IPO;
- €3.5m from the partial sales of GardaWorld (€2.6m) and Chola (€0.9m);
- €2.4m from the refinancing of the debt of EVRY and Ideal Protein, representing 0.5 times and 0.8 times the amounts invested, respectively;
- €1.4m from a reclassification among shareholders of Snacks Développement and Groupe INSEEC;
- €1.3m from the refinancing of GlobalLogic;
- €0.1m from Albioma's 2016 dividends distributed in cash and shares;
- €0.1m from dividends received from Idealista;
- €0.3m from various portfolio companies;
- the Company also finalised two sales announced in 2015, for a total of €34.8m, vs. the €32m initially stated:
  - the partial sale of Gfi Informatique to Mannai Corporation for €32.9m. This transaction brings Altamir's indirect stake in Gfi Informatique to 7.5%,
  - the sale of Rhiag by the Apax VIII LP fund for €1.9m (a multiple of 3.2 times the amount originally invested).

5.2 OTHER EVENTS

During 2016, Altamir committed to invest the following amounts:

- €138m through the Apax IX LP fund; and
- between €220m and €300m through the Apax France IX-B fund.

These amounts will primarily be called during the next three to four years.

5.3 KEY EVENTS SINCE 31 DECEMBER 2016

Altamir sold its direct stake in Unilabs in early February 2017, receiving €41m from the transaction.

A portion of the proceeds from the sale of Mobsat group holding had been placed in escrow by Chrysaor and the managers' holding companies. Altamir recognised €2.4m of this escrow balance as a receivable from Chrysaor. The last instalment of €4.9m was released in December 2016 and paid in January 2017.

The Apax VIII LP fund announced two divestments at the beginning of the year, the sale of the full holding of Chola shares on the market and the sale of half of the holding in GlobalLogic, which are expected to generate divestment proceeds of around €5m for Altamir.

NOTE 6 Details of financial instruments in the consolidated balance sheet and income statement

6.1 BALANCE SHEET

	31/12/2016					
	Fair value through profit or loss					
(euros)	On option	Derivatives	Loans and receivables	Debts, cash and cash equivalents at amortised cost	Assets outside the scope of IAS 39	Total
Assets						
Intangible assets						
Investment portfolio [1]	833,236,529		41,346,227			874,582,756
Other financial assets	63,000		513,540			576,540
Sundry receivables	3,000					3,000
TOTAL NON-CURRENT ASSETS	**833,302,529**	**0**	**41,859,767**	**0**	**0**	**875,162,296**
Sundry receivables	2,408,483				38,840	2,447,323
Other current financial assets	19,207,830					19,207,830
Cash and cash equivalents	5,001,209			53,189,430		58,190,639
Non-current assets held for sale						0
Derivatives						0
TOTAL CURRENT ASSETS	**26,617,522**	**0**	**0**	**53,189,430**	**38,840**	**79,845,792**
TOTAL ASSETS	**859,920,051**	**0**	**41,859,767**	**53,189,430**	**38,840**	**955,008,088**

	31/12/2016					
	Fair value through profit or loss		Loans and receivables	Debts, cash and cash equivalents at amortised cost	Assets outside the scope of IAS 39	Total
(euros)	On option	Derivatives				
Liabilities						
AMOUNT ATTRIBUTABLE TO GENERAL PARTNER AND CLASS B SHAREHOLDERS	**44,010,653**	**0**	**0**	**0**	**0**	**44,010,653**
Amount attributable to Apax France VIII-B/France IX-B/Apax VIII LP Class C unitholders	34,047,809					34,047,809
Provision						0
OTHER NON-CURRENT LIABILITIES	**34,047,809**	**0**	**0**	**0**	**0**	**34,047,809**
Other financial liabilities				84,247,936		84,247,936
Trade payables and related accounts				3,197,874		3,197,874
Other liabilities				1,301		1,301
OTHER CURRENT LIABILITIES	**0**	**0**	**0**	**87,447,111**	**0**	**87,447,111**
TOTAL LIABILITIES	**78,058,462**	**0**	**0**	**87,447,111**	**0**	**165,505,573**

(1) Investment portfolio

Level 1 – quoted on an active market	*196,946,477*
Level 2 – valuation based on techniques using observable market data	*644,527,483*
Level 3 – inputs not based on observable market data	*33,108,795*

3

(euros)	31/12/2015 Fair value through profit or loss – On option	Fair value through profit or loss – Derivatives	Loans and receivables	Debts, cash and cash equivalents at amortised cost	Assets outside the scope of IAS 39	Total
Assets						
Intangible assets						
Investment portfolio [1]	659,051,889		27,422,528			686,474,417
Other financial assets	8,213,364		306,481			8,519,845
Sundry receivables	2,397,636					2,397,636
TOTAL NON-CURRENT ASSETS	**669,662,889**	**0**	**27,729,009**	**0**	**0**	**697,391,898**
Sundry receivables					57,568	57,568
Other current financial assets	17,044,258					17,044,258
Cash and cash equivalents	29,293,969			699,361		29,993,330
Non-current assets held for sale						0
Derivatives						0
TOTAL CURRENT ASSETS	**46,338,227**	**0**	**0**	**699,361**	**57,568**	**47,095,157**
TOTAL ASSETS	**716,001,116**	**0**	**27,729,009**	**699,361**	**57,568**	**744,487,054**

(euros)	31/12/2015 Fair value through profit or loss – On option	Fair value through profit or loss – Derivatives	Loans and receivables	Debts, cash and cash equivalents at amortised cost	Assets outside the scope of IAS 39	Total
Liabilities						
AMOUNT ATTRIBUTABLE TO GENERAL PARTNER AND CLASS B SHAREHOLDERS	**39,143,719**	**0**	**0**	**0**	**0**	**39,143,719**
Amount attributable to Apax France VIII-B/Apax VIII LP Class C unitholders	16,398,729					16,398,729
Provision						0
OTHER NON-CURRENT LIABILITIES	**16,398,729**	**0**	**0**	**0**	**0**	**16,398,729**
Other financial liabilities				8,800,000		8,800,000
Trade payables and related accounts				862,777		862,777
Other liabilities				375		375
OTHER CURRENT LIABILITIES	**0**	**0**	**0**	**9,663,152**	**0**	**9,663,152**
TOTAL LIABILITIES	**55,542,448**	**0**	**0**	**9,663,152**	**0**	**65,205,600**

(1) Investment portfolio	
Level 1 – quoted on an active market	*274,490,252*
Level 2 – valuation based on techniques using observable market data	*376,976,478*
Level 3 – inputs not based on observable market data	*35,007,687*

6.2 CONSOLIDATED INCOME STATEMENT

(euros)	31/12/2016 Fair value through profit or loss On option	Derivatives	Loans and receivables	Debts at cost	Non-financial instruments	Total
Changes in fair value[1]	167,269,779		102,646			167,372,425
Valuation differences on divestments during the year	11,006,604		126,408			11,133,012
Other portfolio income	1,453,264					1,453,264
INCOME FROM PORTFOLIO INVESTMENTS	**179,729,647**	**0**	**229,054**	**0**	**0**	**179,958,701**
Purchases and other external expenses					-20,968,997	-20,968,997
Taxes, fees and similar payments					-787,537	-787,537
Other income						0
Other expenses					-1,686,343	-1,686,343
GROSS OPERATING INCOME	**179,729,647**	**0**	**229,054**	**0**	**-23,442,876**	**156,515,825**
Amount attributable to Apax France VIII-B/France IX-B/Apax VIII LP Class C unitholders	-17,274,535					-17,274,535
Amount attributable to the general partner and Class B shareholders	-10,672,409					-10,672,409
NET OPERATING INCOME	**151,782,704**	**0**	**229,054**	**0**	**-23,442,876**	**128,568,882**
Income from cash investments	818,808					818,808
Financial income	314,993					314,993
Interest and similar expenses	-682,917					-682,917
Other financial expenses	0					0
NET INCOME ATTRIBUTABLE TO ORDINARY SHAREHOLDERS	**152,233,588**	**0**	**229,054**	**0**	**-23,442,876**	**129,019,766**

(1) Changes in fair value of the portfolio	
Level 1 – quoted on an active market	*19,629,539*
Level 2 – valuation based on techniques using observable market data	*149,287,942*
Level 3 – inputs not based on observable market data	*5,241,967*
Cancellation of other financial assets	*-6,787,022*

3

	31 December 2015					
	Fair value through profit or loss					
(euros)	**On option**	**Derivatives**	**Loans and receivables**	**Debts at cost**	**Non-financial instruments**	**Total**
Changes in fair value[1]	125,376,986		-1,957,844			123,419,142
Valuation differences on divestments during the year	12,730,974		2,310,159			15,041,133
Other portfolio income	18,521,517					18,521,517
INCOME FROM PORTFOLIO INVESTMENTS	**156,629,476**	**0**	**352,316**	**0**	**0**	**156,981,792**
Purchases and other external expenses					-18,411,423	-18,411,423
Taxes, fees and similar payments					-881,563	-881,563
Other income	747,645					747,645
Other expenses					-250,500	-250,500
GROSS OPERATING INCOME	**157,377,121**	**0**	**352,316**	**0**	**-19,543,486**	**138,185,951**
Amount attributable to Apax France VIII-B/ Apax VIII LP Class C unitholders	-6,234,887					-6,234,887
Amount attributable to the general partner and Class B shareholders	-21,398,478					-21,398,478
NET OPERATING INCOME	**129,743,756**	**0**	**352,316**	**0**	**-19,543,486**	**110,552,586**
Income from cash investments	1,185,044					1,185,044
Financial income	399,017					399,017
Interest and similar expenses	-363,997					-363,997
Other financial expenses	0					0
NET INCOME ATTRIBUTABLE TO ORDINARY SHAREHOLDERS	**130,963,820**	**0**	**352,316**	**0**	**-19,543,486**	**111,772,650**
(1) Changes in fair value of the portfolio						
Level 1 – quoted on an active market	*68,543,278*					
Level 2 – valuation based on techniques using observable market data	*58,330,303*					
Level 3 – inputs not based on observable market data	*-3,454,440*					

NOTE 7 Investment portfolio

Changes in the portfolio during the year were as follows:

(in euros)	Portfolio
FAIR VALUE AS OF 31 DECEMBER 2015	**686,474,417**
Investments	194,035,316
Changes in shareholder loans	13,821,052
Divestments	-193,907,477
Changes in fair value	167,372,425
Cancellation of other financial assets	6,787,022
FAIR VALUE AS OF 31 DECEMBER 2016	**874,582,756**
Of which positive changes in fair value	197,882,083
Of which negative changes in fair value	-23,722,636

Changes in the Level 3 investment portfolio during the year were as follows:

(in euros)	Portfolio
FAIR VALUE AS OF 31 DECEMBER 2015	**35,007,687**
Acquisitions	3,972,949
Divestments	-
Change of category from Level 3 to Level 2	-11,113,807
Changes in fair value	5,241,967
FAIR VALUE AS OF 31 DECEMBER 2016	**33,108,795**

Changes in the Level 2 investment portfolio during the year were as follows:

(in euros)	Portfolio
FAIR VALUE AS OF 31 DECEMBER 2015	**376,976,478**
Acquisitions	203,352,136
Divestments	-165,062,345
Change of category from Level 1 to Level 2	68,859,464
Change of category from Level 3 to Level 2	11,113,807
Changes in fair value	149,287,942
FAIR VALUE AS OF 31 DECEMBER 2016	**644,527,483**

Valuation methods are based on the determination of fair value as described in paragraph 6.4.

	31/12/2016	31/12/2015
% of listed instruments in the portfolio	26.0%	40.0%
% of listed instruments in NAV	28.8%	40.4%

Portfolio breakdown according to the degree of maturity of the investments:

(in euros)	31/12/2016	31/12/2015
STAGE OF DEVELOPMENT		
LBO	751,528,208	583,601,380
Growth capital	123,054,547	102,873,037
PORTFOLIO TOTAL	**874,582,756**	**686,474,417**

(in euros)	31/12/2016	31/12/2015
INDUSTRY		
Business & Financial Services	189,979,896	180,119,747
Technology, Media and Telecom (TMT)	394,129,391	288,506,326
Retail & Consumer	213,537,626	127,501,439
Healthcare	76,935,843	90,346,905
PORTFOLIO TOTAL	**874,582,756**	**686,474,417**

NOTE 8 Other non-current financial assets

As of 31 December 2015, this item primarily related to an €8.2m receivable from the divestment of Maisons du Monde. This receivable was collected during 2016.

NOTE 9 Non-current and current sundry receivables

As of 31 December 2015, this item primarily related to a €2.4m receivable due from Vizada. This item was reclassified as a current sundry receivable as of 31 December 2016 in line with its repayment due date.

NOTE 10 Other current financial assets

Other current financial assets mainly relate to an Allianz tax-efficient capitalisation fund valued at €15.8m using the amortised cost method, including capitalised interest.

NOTE 11 Cash and cash equivalents

This item broke down as follows:

(in euros)	31/12/2016	31/12/2015
Money-market funds	376	132,717
Time deposits	5,000,833	29,161,252
Cash on hand	53,189,430	699,361
CASH AND CASH EQUIVALENTS	**58,190,639**	**29,993,330**
Bank overdraft	-	-
CASH SHOWN IN THE STATEMENT OF CASH FLOWS	**58,190,639**	**29,993,330**

NOTE 12 Shareholders' equity

The number of shares outstanding for each of the categories is presented below:

(number of shares)	31 December 2016 Ordinary Shares	31 December 2016 Class B shares	31 December 2015 Ordinary Shares	31 December 2015 Class B shares
Shares outstanding at start of year	36,512,301	18,582	36,512,301	18,582
Shares outstanding at end of year	**36,512,301**	**18,582**	**36,512,301**	**18,582**
Shares held in treasury	16,632	12,164	34,211	12,164
Shares outstanding at end of year	**36,474,616**	**6,418**	**36,478,090**	**6,418**
NAV PER ORDINARY SHARE (CONS. SHAREHOLDERS' EQUITY/ORDINARY SHARES)	**21.65**		**18.62**	

(euros)	31 December 2016 Ordinary Shares	31 December 2016 Class B shares	31 December 2016 Total	31 December 2015 Ordinary Shares	31 December 2015 Class B shares	31 December 2015 Total
Par value at end of year	6.00	10.00		6.00	10.00	
SHARE CAPITAL	**219,073,806**	**185,820**	**219,259,626**	**219,073,806**	**185,820**	**219,259,626**

The dividend paid to the limited shareholders in 2016 for the financial year 2015 was €0.56 per ordinary share outstanding (excluding treasury shares). The NAV per ordinary share (excluding treasury shares) was €21.65 at 31 December 2016 (€18.62 per share at 31 December 2015).

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NOTE 13 Amount attributable to general partner and Class B shareholders

This item broke down as follows:

(in euros)	31/12/2016	31/12/2015
Amount attributable to general partner and Class B shareholders	**44,010,653**	**39,139,995**
Class B warrants	-	3,724
TOTAL AMOUNT ATTRIBUTABLE TO GENERAL PARTNER AND CLASS B SHAREHOLDERS	**44,010,653**	**39,143,719**

The Class B warrants expired on 29 November 2016. The change in the amount attributable to the general partner and Class B shareholders during the year is detailed below:

(in euros)	2016	2015
At opening	39,139,995	28,846,408
Amount paid during the financial year	-5,801,751	-11,104,891
Amount attributable to general partner and Class B shareholders on 2016 earnings	10,672,409	21,398,478
AMOUNT ATTRIBUTABLE TO GENERAL PARTNER AND CLASS B SHAREHOLDERS	**44,010,653**	**39,139,995**

NOTE 14 Amount attributable to Apax France VIII-B/France IX-B/Apax VIII LP Class C unitholders

This item relates to unrealised capital gains owing to Class C unitholders of Apax France VIII-B, Apax VIII LP and Apax France IX-B of €26.5m, €4.9m and €2.6m, respectively, based on these funds' performance. These liabilities are due in more than one year.

NOTE 15 Other current financial liabilities

As of 31 December 2016, this line item primarily included debts to Apax France IX-B (€64.3m) and Apax IX LP (€3.9m), corresponding to investments made that Altamir has not yet been asked to fund. This line item also includes €16m outstanding under the line of credit used by Apax France VIII-B.

NOTE 16 Valuation differences on divestments during the year

(in euros)	31/12/2016	31/12/2015
Sale price	205,040,489	29,789,652
Fair value at start of year	193,907,477	14,748,520
IMPACT ON INCOME	**11,133,012**	**15,041,133**
Of which positive price spread on divestments	23,015,963	15,298,998
Of which negative price spread on divestments	-11,882,951	-257,865

NOTE 17 Other portfolio income

Other portfolio income is detailed as follows:

(in euros)	31/12/2016	31/12/2015
Interest and other portfolio income received	102,891	60,413
Dividends	1,350,373	18,461,104
TOTAL	**1,453,264**	**18,521,517**

NOTE 18 Purchases and other external expenses (incl. tax)

Purchases and other external expenses broke down as follows:

(in euros)	31/12/2016	31/12/2015	31/12/2014
Direct fees (incl. tax): (1)	**9,196,977**	**10,666,036**	**10,288,298**
Altamir Gérance management fees (excl. tax)	5,791,549	7,016,201	7,023,612
Non-recoverable VAT on Altamir Gérance management fees	1,158,310	1,403,240	1,404,722
Other fees and expenses (incl. tax)	2,247,118	2,246,595	1,859,963
■ *including fees related to the portfolio*	*133,184*	*227,792*	*144,588*
■ *including recharges for services, administration and investor relations*	*686,477*	*659,980*	*708,190*
■ *including fees related to overdraft lines*	*172,147*	*391,965*	*118,986*
Indirect fees (incl. tax):	**11,772,021**	**7,745,386**	**6,814,793**
Apax France VIII-B, Apax VIII LP, Phénix, Apia Vista, Apax France IX-B and Apax IX LP management fees	8,188,840	6,026,382	5,600,581
Other Apax France VIII-B, Apax VIII LP, Phénix, Apia Vista, Apax France IX-B and Apax IX LP expenses	3,583,181	1,719,004	1,214,213
TOTAL EXPENSES AND EXTERNAL PURCHASES (2)	**20,968,997**	**18,411,423**	**17,103,091**
Direct investments at cost:	273,148,716	301,731,265	305,390,218
Subscription commitments in the Apax funds	596,676,379	339,720,000	339,720,000
CAPITAL COMMITTED AND INVESTED	**869,825,095**	**641,451,265**	**645,110,218**
(1) / Average NAV.	1.25%	1.69%	1.82%
(2) / Average capital committed and invested	2.78%	2.86%	2.63%

As of 31 December 2016, direct fees represented 1.25% of average NAV, and total fees represented 2.78% of average committed and invested capital.

The management fees of €6.9m (including VAT) invoiced by the Management Company were calculated pursuant to Article 17.1 of the Company's Articles of Association. This amount was lower than in 2014 and 2015 because fees invoiced by the new Apax France IX-B and Apax IX LP funds were deducted.

The other fees and expenses of €2.2m (including VAT) included:

- €0.7m (including VAT) for accounting, investor relations and financial services provided to the Company by Altamir Gérance in accordance with a services agreement dated 9 July 2013;
- fees of €0.2m relating to credit lines (structuring costs and non-use fees); and
- external consultancy fees of €1.3m.

These fees were stable compared to 2015.

Indirect fees rose from €7.7m to €11.8m as a result of the subscription to two new funds, Apax France IX-B and Apax IX LP. As these two funds are in their launch phase, they incurred initial fees (start-up costs, implementation of credit lines).

NOTE 19 Taxes, fees and similar payments

The balance of €0.8m corresponded to the 3% tax paid on dividends paid in 2016 with respect to the 2015 financial year.

NOTE 20 Other expenses

The balance of this item corresponded to the reversal of €1.4m of accrued interest on the Maisons du Monde receivable, and €0.3m in attendance fees paid in 2016.

Interest received on the Maisons du Monde receivable was reclassified in 2016 as valuation differences on divestments during the period.

NOTE 21 Income from cash investments

This item related to interest earned or accrued in 2016 on time deposit account investments and money-market mutual funds (SICAVs).

The expected return on these investments in 2016 is 2.93%.

NOTE 22 Financial income

Financial income corresponded primarily to a €306k change in the unrealised gain on the Allianz tax-efficient capitalisation fund.

NOTE 23 Interest and similar expenses

This item primarily corresponded to interest paid on the drawn credit lines and on the bank overdraft.

NOTE 24 Sensitivity

Altamir does not use derivative instruments to hedge or gain exposure to market risks (equities, interest rates, currencies or credit).

24.1 RISKS RELATED TO FLUCTUATIONS IN LISTED SHARE PRICES

Risks related to listed share prices of portfolio companies

Altamir holds a large number of listed securities, either directly or indirectly through holding companies, and may therefore be affected by a downturn in the market prices of such securities. A drop in the market price at a given moment would result in the decrease of the portfolio valuation and of the Net Asset Value of the Company. Such a drop would be recognised in the income statement as a loss under "Changes in fair value of the portfolio".

A drop in market prices might also affect realised capital gains or losses when such shares are sold by Altamir.

Listed companies as of 31 December 2016 made up 26% of the portfolio (40% at 31 December 2015). These are shares of portfolio companies listed on the stock market or obtained as payment for divestments or as a result of LBOs on listed companies.

A 10% drop in the market prices of these listed securities would have an impact of €23.2m on the valuation of the portfolio as of 31 December 2016.

In addition, some unlisted securities are valued in part on the basis of peer-group multiples, and in part on multiples of recent private transactions.

The final value of the investments will be based on private transactions, unlisted by definition, in which the strategic position of the companies or their ability to generate cash flow takes precedence over market comparables. For information, valuation sensitivity to a decline of 10% of the multiples of comparable listed companies amounts to €40.2m.

24.2 INTEREST RATE RISKS

Risks related to LBO transactions

In the context of leveraged transactions, Altamir is indirectly subject to the risk of an increase in the cost of debt and the risk of not obtaining financing or being unable to finance the planned new transactions at terms that ensure a satisfactory return.

Risks related to other financial assets and liabilities

Financial assets that have an interest rate component include shareholder loans and securities such as bonds issued by companies in the investment portfolio. These financial assets are assumed to be redeemed or converted at maturity. As a result, they do not present any interest rate risk per se.

Altamir has no significant financial liabilities subject to interest rate risk.

24.3 CURRENCY RISK

The objective of Altamir is to invest primarily in France or in the euro zone. However, some investments made by Altamir to date are indirectly denominated in foreign currencies, and consequently their value may vary according to exchange rates.

As of 31 December 2016, the only assets denominated in foreign currencies were the shares and debts of 20 portfolio companies, which represented €55.7m, or 5.83% of total assets (€51.8m, or 6.96% of total assets as of 31 December 2015).

The portfolio's exposure by currency was as follows:

	31/12/2016	
	Investment portfolio	Sundry receivables
	Canadian dollars (CAD)	Canadian dollars (CAD)
Assets in euros	2,081,758	
Liabilities		
Net position before management	**2,081,758**	**0**
Off-balance-sheet position		
Net position after management	**2,081,758**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**208,176**	**0**

	Investment portfolio	Sundry receivables
	US dollars (USD)	US dollars (USD)
Assets in euros	38,138,228	2,394,636
Liabilities		
Net position before management	**38,138,228**	**2,394,636**
Off-balance-sheet position		
Net position after management	**38,138,228**	**2,394,636**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**3,813,823**	**239,464**

	Investment portfolio	Sundry receivables
	Hong Kong dollars (HKD)	Hong Kong dollars (HKD)
Assets in euros	519,151	
Liabilities		
Net position before management	**519,151**	**0**
Off-balance-sheet position		
Net position after management	**519,151**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**51,915**	**0**

	Investment portfolio	Sundry receivables
	Indian rupee (INR)	Indian rupee (INR)
Assets in euros	4,419,272	
Liabilities		
Net position before management	**4,419,272**	**0**
Off-balance-sheet position		
Net position after management	**4,419,272**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**441,927**	**0**

	Investment portfolio	Sundry receivables
	Norwegian krone (NOK)	Norwegian krone (NOK)
Assets in euros	8,140,000	
Liabilities		
Net position before management	**8,140,000**	**0**
Off-balance-sheet position		
Net position after management	**8,140,000**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**814,000**	**0**

	31 December 2015	
	Investment portfolio	Sundry receivables
	Canadian dollars (CAD)	Canadian dollars (CAD)
Assets in euros	4,345,751	
Liabilities		
Net position before management	**4,345,751**	**0**
Off-balance-sheet position		
Net position after management	**4,345,751**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**434,575**	**0**

	Investment portfolio	Sundry receivables
	US dollars (USD)	US dollars (USD)
Assets in euros	33,305,910	2,394,636
Liabilities		
Net position before management	**33,305,910**	**2,394,636**
Off-balance-sheet position		
Net position after management	**33,305,910**	**2,394,636**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**3,330,591**	**239,464**

	Investment portfolio	Sundry receivables
	Hong Kong dollars (HKD)	Hong Kong dollars (HKD)
Assets in euros	553,465	
Liabilities		
Net position before management	**553,465**	**0**
Off-balance-sheet position		
Net position after management	**553,465**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**55,347**	**0**

	Investment portfolio	Sundry receivables
	Indian rupee (INR)	Indian rupee (INR)
Assets in euros	3,966,018	
Liabilities		
Net position before management	**3,966,018**	**0**
Off-balance-sheet position		
Net position after management	**3,966,018**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**396,602**	**0**

	Investment portfolio	Sundry receivables
	Norwegian krone (NOK)	Norwegian krone (NOK)
Assets in euros	7,236,270	
Liabilities		
Net position before management	**7,236,270**	**0**
Off-balance-sheet position		
Net position after management	**7,236,270**	**0**
IMPACT IN EUROS OF A 10% CHANGE IN THE EXCHANGE RATE	**723,627**	**0**

Altamir does not hedge against currency fluctuations, because the foreign exchange impact is not material with respect to the expected gains on the securities in absolute value.

NOTE 25 Earnings per share

The weighted average number of shares outstanding reflects the exclusion of treasury shares.

Basic earnings per share	31/12/2016	31/12/2015
Numerator *(in euros)*		
INCOME FOR THE YEAR ATTRIBUTABLE TO ORDINARY SHAREHOLDERS	**129,019,766**	**111,772,650**
Denominator		
Number of shares outstanding at start of year	36,512,301	36,512,301
Effect of treasury shares	-28,020	-33,587
Effect of capital increase	-	-
WEIGHTED AVERAGE NUMBER OF SHARES DURING THE YEAR (BASIC)	**36,484,281**	**36,478,714**
Earnings per share (basic)	3.54	3.06
Earnings per share (diluted)	3.54	3.06

NOTE 26 Related parties

In accordance with IAS 24, related parties are as follows:

26.1 SHAREHOLDERS

Apax Partners SA, as the investment advisor, and Altamir Gérance as the Management Company invoiced the Company for total fees of €6,949,859 including tax in 2016 (€8,419,441 including tax in 2015).

The amount remaining payable as of 31 December 2016 was €93,742 (€20,280 as of 31 December 2015). No amount remained receivable as of 31 December 2016 (€97,114 as of 31 December 2015).

26.2 ASSOCIATED ENTERPRISES

A significant influence is presumed when the equity interest of the Company exceeds 20%.

Investments subject to significant influence are not accounted for by the equity method, as allowed under IAS 28, but they constitute related parties. The closing balances and transactions for the year with these companies are presented below:

(in euros)	31/12/2016	31/12/2015
Income statement		
Valuation differences on divestments during the year	-4,726,025	-
Changes in fair value	112,445,489	37,252,893
Other portfolio income	-	-
Balance sheet	**31/12/2016**	**31/12/2015**
Investment portfolio	468,573,503	295,305,987
Sundry receivables	2,394,636	2,394,636

26.3 SENIOR MANAGEMENT

Attendance fees paid in 2016 to members of the Supervisory Board with respect to 2015 totalled €260,000.

NOTE 27 Contingent liabilities

The contingent liabilities of the Company broke down as follows:

(in euros)	31/12/2016	31/12/2015
Irrevocable purchase obligations (investment commitments)	172,514	15,910,448
Other long-term obligations (liability guarantees and other)	6,184,051	6,184,051
TOTAL	**6,356,565**	**22,094,499**
Altamir's investment commitments in Apax France VIII-B	16,877,068	91,363,175
Altamir's investment commitments in Apax VIII LP	0	7,409,145
Altamir's investment commitments in Apax France IX-B	295,950,000	17,000,000
Altamir's investment commitments in Apax IX LP	138,000,000	0
TOTAL	**457,183,633**	**137,866,819**

The tables above show the subscription commitments not yet called as of 31 December 2016 and 31 December 2015.

Altamir committed to invest €60m in Apax VIII LP. As of 31 December 2016, the total amount had been invested.

Altamir had committed to invest between €200m and €280m in Apax France VIII-B. Altamir's definitive commitment is €276.7m. As of 31 December 2016, the amount invested was €259.8m.

Altamir has committed to invest €138m in Apax IX LP. As of 31 December 2016, no investment had been made. Two investments have now been made by this fund: €2.5m was invested in Dominion Marine Media in 2016, although the capital has not yet been called; and approximately €9m was invested in Unilabs II in February 2017.

Altamir has committed to invest between €220m and €300m in Apax France IX-B. As of 31 December 2016, the amount called was €4.05m. The amount actually invested was €64.5m. The fund did not call this amount; it was funded by credit lines.

The table above does not include distributions paid by the Apax VIII LP and Apax France VIII-B funds, which can legally be called back by the management company to meet the funds' cash requirements, principally for follow-on investments in their portfolios. The investment period of these two funds has now expired and they cannot make any new investments.

For information, the sums distributed that can legally be called back amount to €29.6m for Apax France VIII-B and €5.1m for Apax VIII LP.

As part of the divestment of Buy Way, Altamir provided a guarantee, capped at 15% of the sale price, *i.e.* €6,184,051, in order to meet any third-party claims, and to cover the sellers' filings and any tax risks.

27.1 DIRECT INVESTMENT COMMITMENTS

Companies	Commitments as of 31/12/2015	Investments during the year	Cancellation of commitments as of 31/12/16	New commitments as of 31/12/16	Commitments as of 31/12/16
Listed securities					
Investment commitment in Altimus				172,514	
Unlisted securities					
Investment commitment in Marlink	15,910,448	15,910,448			
TOTAL	**15,910,448**	**15,910,448**	**0**	**172,514**	**0**

27.2 LIABILITY GUARANTEES AND OTHER COMMITMENTS

Liability guarantees

None.

Other off-balance-sheet commitments

Altamir carries out LBO transactions *via* special-purpose acquisition companies (SPACs).

If the underlying target company is listed, the debt is guaranteed by all or part of that company's assets.

When the share price of these companies falls, and the average share price over a given period drops below a certain threshold, the SPACs become responsible for meeting collateral or margin calls. This involves putting cash in escrow in addition to the collateralised securities so as to maintain the same collateral-to-loan ratio ("collateral top-up clause"). In the event of default, banks may demand repayment of all or part of the loan. This collateral is furnished by the shareholders of the SPACs, including Altamir, in proportion to their share in the capital. They have no impact on Altamir's revenue and NAV (listed companies are valued on the last trading day of the period), but can tie up part of its cash. Conversely, when the share price of these companies rises, all or part of the balance in escrow is released, and the calls repaid.

In terms of sensitivity, a 10% or 20% drop in the average market prices of these listed securities compared to the calculation performed on 31 December 2016 would trigger no collateral call for Altamir.

A commitment was given to certain managers of THOM Europe, Snacks Développement and InfoVista to repurchase their shares and obligations in the event of their departure. These commitments were not material as of 31 December 2016.

Altamir provided a sale commitment to Financière Royer covering all of the shares of the Royer group, exercisable between 1 January 2015 and 3 January 2019.

Financière Royer provided a purchase commitment to Altamir covering all of the shares of the Royer group, exercisable between 1 January 2015 and 31 December 2018.

Other accrued income

As part of the divestment of Buy Way to Chenavari Investment Managers, two potential earn-outs based on insurance revenues may be received. Altamir has asked Chenavari Investment Managers to pay the first earn-out.

Pledged securities:

- Securities pledged to Banque Transatlantique:

As of 31 December 2016, 797,872,341 A units in the Apax France VIII-B fund were pledged to Banque Transatlantique:

  - against a credit line of €5m, undrawn as of 31 December 2016.

The pledged securities cover 150% of the amounts granted based on the valuation of the units in the Apax France VIII-B fund as of 23 December 2014.

- Securities pledged to LCL Bank (banking pool with Société Générale, BNP and Banque Palatine):

As of 31 December 2016, 4,811,320,755 A units in the Apax France VIII-B fund were pledged to LCL Bank:

  - against a credit line of €34m, undrawn as of 31 December 2016.

The pledged securities cover 150% of the amounts granted based on the valuation of the units in the Apax France VIII-B fund as of 31 December 2014.

- Securities pledged to ECAS:

As part of the acquisition of the INSEEC group, the Apax France VIII-B fund has pledged all of the financial instruments that it holds in Insignis SAS and Insignis Management SAS to the lenders of the LBO debt represented by ECAS as Agent.

- Securities pledged to ABN AMRO:

As part of the acquisition of Amplitude, the Apax France VIII-B fund has pledged all of the financial instruments that it holds to ABN AMRO.

3.2 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you, for the year ended 31 December 2016, on:

- the audit of the accompanying consolidated financial statements of Altamir;
- the justification of our assessments;
- the specific verification required by law.

These consolidated financial statements have been approved by management. Our role is to express an opinion on these consolidated financial statements based on our audit.

I. OPINION ON THE CONSOLIDATED FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at 31 December 2016 and of the results of its operations for the year ten ended in accordance with International Financial Reporting Standards as adopted by the European Union.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de Commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- our assessments focused in particular on compliance with the accounting principles applicable to SCRs;
- financial instruments held as part of private equity activities are valued according to the methods described in notes 6.3 and 6.4 to the consolidated financial statements. We have been informed of the procedures adopted by management and the information and assumptions used for valuing these financial instruments.

These assessments were made as part of our audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC VERIFICATION

As required by law we have also verified, in accordance with professional standards applicable in France, the information presented in the Group's management report.

We have no matters to report as to its fair presentation and its consistency with the consolidated financial statements.

Paris and Paris-La Défense, 21 March 2017

The Statutory Auditors

French original signed by

COREVISE	ERNST & YOUNG et Autres
Fabien Crégut	Jean-François Nadaud

3.3 STATUTORY FINANCIAL STATEMENTS

3.3.1 BALANCE SHEET – ASSETS AS OF 31 DECEMBER 2016

			31/12/2016		
(in euros)	**31/12/2014**	**31/12/2015**	**Gross**	**Amortisation Provisions**	**Net**
Uncalled subscribed capital					
Non-current assets					
Intangible assets					
Set-up costs	0	0	0	0	0
Concessions, patents and trademarks	0	0	0	0	0
Property, plant & equipment					
Office equipment and furnishings	0	0	0	0	0
Transport equipment	0	0	0	0	0
Facilities and fittings	0	0	0	0	0
Net non-current financial assets					
Portfolio investments held as non-current assets	168,521,534	199,826,970	295,079,265	4,057,505	291,021,760
Other portfolio investments	0	0	0	0	0
Receivables related to portfolio investments	0	0	0	0	0
Equity investments	243,183,909	251,728,721	203,669,651	20,939,390	182,730,261
Receivables related to equity investments	23,269,079	23,904,749	34,816,815	1,000,000	33,816,815
Other receivables	0	0	56,884,690	56,884,690	0
Other non-current financial assets	8,113,483	9,007,412	902,883	0	902,883
TOTAL (I)	**443,088,005**	**484,467,853**	**591,353,304**	**82,881,585**	**508,471,719**
Current assets					
Sundry receivables	3,901,717	2,495,499	2,404,069		2,404,069
Marketable securities	70,925,544	44,000,376	20,000,376		20,000,376
Cash on hand	893,613	1,403,741	47,377,625		47,377,625
TOTAL (II)	**75,720,874**	**47,899,616**	**69,782,069**		**69,782,069**
Issue costs for convertible bonds (ORAs)					
Prepaid expenses	73,503	57,555	38,840	0	38,840
TOTAL (III)	**73,503**	**57,555**	**38,840**	0	**38,840**
TOTAL ASSETS (I) + (II) + (III)	**518,882,382**	**532,425,024**	**661,174,213**	**82,881,585**	**578,292,628**

3.3.2 BALANCE SHEET – LIABILITIES AND SHAREHOLDERS' EQUITY AS OF 31 DECEMBER 2016

(in euros)	31/12/2014	31/12/2015	31/12/2016
Shareholders' equity			
Share capital	219,259,626	219,259,626	219,259,626
Share premiums	107,760,744	107,760,744	107,760,744
Reserves	124,766,925	151,420,747	163,357,778
Retained earnings	35,001	47,688	62,468
Net income for the year	56,014,864	38,185,670	79,331,454
TOTAL (I)	**507,837,159**	**516,674,474**	**569,772,069**
Other equity			
TOTAL (II)			
Provisions for risks and contingencies	**5,672,643**	**6,896,290**	**8,182,587**
TOTAL (III)	**5,672,643**	**6,896,290**	**8,182,587**
Liabilities			
Other financial liabilities	5,029,549	8,540,509	33,796
Liabilities on non-current assets	0	0	0
Trade payables and related accounts	342,656	313,376	302,875
Tax and social security liabilities	0	0	0
Other liabilities	375	375	1,301
TOTAL (IV)	**5,372,580**	**8,854,260**	**337,972**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY (I)+(II)+(III)+(IV)	**518,882,382**	**532,425,024**	**578,292,628**

3.3.3 INCOME STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2016

	31/12/2014	31/12/2015	31/12/2016
1. Revenue transactions			
Commissions and brokerage fees			
Financial income			
Income from cash investments	1,418,332	3,005,673	1,135,629
Net income from the sale of marketable securities	20,258	5,723	6
Other financial income	14,431	0	0
Reversals of provisions	0	0	0
Other income	1	4	0
Transfers of expenses	0	0	0
Operating expenses			
Purchases and other external expenses	10,288,298	10,666,036	9,196,977
Wages and payroll expenses	0	0	0
Taxes, fees and similar payments	726,237	881,563	787,537
Depreciation, amortisation and provisions	0	0	0
Financial expenses			
Interest and similar expenses	101,407	112,418	201,402
Net expenses from sales of marketable securities	0	82	0
Provisions for impairment	0	0	0
Other financial expenses	0	0	0
Other expenses	**190,001**	**250,500**	**260,000**
INCOME FROM REVENUE TRANSACTIONS (BEFORE CORPORATION TAX)	**-9,852,921**	**-8,899,199**	**-9,310,280**
2. Capital transactions			
Income			
Capital gains on sales of equity investments	52,184,028	7,446,361	79,065,995
Reversals of provisions	16,636,785	40,084,779	24,320,264
Other income	16,832,655	36,551,768	6,956,912
Expenses			
Losses on sales of portfolio investments	3,787,398	641	2,572,022
Provisions for impairment	15,886,140	37,022,046	17,567,809
Other expenses	160,487	0	1,607,442
INCOME FROM CAPITAL TRANSACTIONS	**65,819,443**	**47,060,221**	**88,595,898**
Extraordinary income	97,263	142,499	97,912
Extraordinary expenses	48,921	117,850	52,077
Corporation tax			
TOTAL NET INCOME	**56,014,864**	**38,185,670**	**79,331,454**

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3.3.4 NOTES TO THE STATUTORY FINANCIAL STATEMENTS AS OF 31 DECEMBER 2016

CONTENTS

NOTE 1 Activity and significant events in 2016

Altamir is a French partnership limited by shares (*société en commandite par actions*) governed by Articles L. 226.1 to L.226.14 of the French Commercial Code. Its principal activity is the acquisition of equity interests in other companies. The Company opted to become a *société de capital risque* (special tax status for certain private equity and other investment companies) as of financial year 1996.

Since 2011, Altamir has primarily invested through funds managed by the management companies Apax Partners MidMarket and Apax Partners LLP. On certain occasions, it co-invests directly with these funds. The Company may also make direct follow-on investments in its historical portfolio.

1.1 ACTIVITY IN 2016

1.1.1 Investments and divestments:

The Company invested €128.9m during the year. This amount comprised:

- €6.9m direct investment in THOM Europe;
- €0.4m direct investment in Altran;
- €71.4m in the Apax France VIII-B fund;
- €9.9m in the Apax VIII LP fund;
- €4.1m in the Apax France IX-B fund;
- €1.6m co-investment in Snacks Développement;
- €22.1m co-investment in Marlink through the Phénix fund; and
- €12.5m co-investment in InfoVista through the Apia Vista fund.

The volume of divestments and revenue amounted to €191.6m, and primarily included:

- €93.4m from the total sale of Infopro Digital;
- €31.3m from the partial sale of Gfi;
- €29.6m from the total sale of TEXA;
- €21.4m from the total sale of Capio;
- €8.5m from the receipt of the Maisons du Monde receivable;
- €2.6m from the partial sale of Garda;
- €1.9m from the total sale of Rhiag;
- €1.6m from the partial sale of Evry;
- €0.9m from the partial sale of Chola; and
- €0.1m of dividends received from Albioma.

SUMMARY OF FOLLOW-ON INVESTMENTS/DIVESTMENTS INCLUDING A SECOND ROUND IN PORTFOLIO COMPANIES:

Investments

Companies	Amount invested 2016
Unlisted securities	
Apax France VIII-B	71,442,486
Apax France IX-B	4,050,000
Apax VIII LP	9,900,000
Phénix (Marlink)	22,063,779
Apia Vista (Infovista)	12,508,919
European Jewellers (THOM Europe)	6,942,787
Snacks Developpement II	1,640,247
TOTAL 1	**128,548,218**
Listed securities	
Altimus (Altran)	411,085
TOTAL 2	**411,085**
TOTAUX 1+2	**128,959,304**

Divestments

All companies	Sale price	Gain	Loss	Provision reversals	Impact on net income/loss
Unlisted securities					
Total sale	127,140,956	66,831,891			66,831,891
Partial sale	4,264,185	1,882,806	106,109		1,776,697
Listed securities					
Total sale	13,785,619		2,465,912		-2,465,912
Partial sale	32,141,507	10,351,298			10,351,298
TOTAL	**177,332,266**	**79,065,995**	**2,572,022**	**0**	**76,493,973**

1.1.2 Other events

Altamir has available short-term credit lines of €39m. No credit lines had been drawn as of the balance sheet date. It should be noted that, as an SCR, Altamir's debt may not exceed 10% of its net asset value, *i.e.* €57m as of 31 December 2016.

During 2016, Altamir committed to invest the following amounts over the next three to four years:

- €138m through the Apax IX LP fund;
- between €220m and €300m through the Apax France IX-B fund.

1.2 KEY EVENTS SINCE 31 DECEMBER 2016

Altamir sold its direct stake in Unilabs in early February 2017, receiving €41m from the transaction.

Apax Partners LLP announced its purchase of Unilabs through its Apax IX LP fund in early February 2017. This transaction represents an investment of around €9m for Altamir.

A portion of the proceeds from the sale of Mobsat group holding (Vizada) had been placed in escrow by Chrysaor and the managers' holding companies. Altamir's share of the escrow balance was €9,666,771 as of 31 December 2011, based on a €/$ exchange rate of 1.2939. Altamir recognised €2,394,636 of this escrow balance as a receivable from Chrysaor. The first instalment, of one-third of the escrow balance, was released after 6 months, in June 2012. The second instalment was released in December 2014 and paid in January 2015. The last instalment of €4,936,127 was released in December 2016 and paid in January 2017.

The Apax VIII LP fund announced two divestments at the beginning of the year, Chola and GlobalLogic (partial sale), which are expected to represent around €5m for Altamir.

1.3 DISTRIBUTION OF DIVIDENDS

The dividend paid to the limited shareholders in 2016 for the financial year 2015 was €0.56 per ordinary share outstanding (excluding treasury shares), for a total of €20,446,888.56. In addition, dividends stipulated in the Articles of Association of €580,175 and €5,221,576 were paid to the general partner and to the holders of Class B shares respectively, for the financial year 2015. The total sum distributed in 2016 for the financial year 2015 therefore amounted to €26,248,639.56.

1.4 CHANGES IN SHAREHOLDERS' EQUITY

(in thousands of euros)	Share capital	Share premiums	Reserves	Retained earnings	Net income for the year	Total
SHAREHOLDERS' EQUITY AS OF 31/12/15	**219,260**	**107,761**	**151,420**	**47**	**38,186**	**516,674**
2016 net income/loss					79,331	79,331
Allocation of 2015 net income/loss			11,938		-38,186	-26,248
Allocation of 2015 net income/loss – treasury shares				15		15
SHAREHOLDERS' EQUITY AS OF 31/12/16	**219,260**	**107,761**	**163,358**	**62**	**79,331**	**569,772**

	31/12/2014	31/12/2015	31/12/2016
Number of ordinary shares	36,512,301	36,512,301	36,512,301(1)
Par value of ordinary shares	6	6	6
AMOUNT IN EUROS	**219,073,806**	**219,073,806**	**219,073,806**
Number of Class B preferred shares	18,582	18,582	18,582(2)
Par value of Class B preferred shares	10	10	10
AMOUNT IN EUROS	**185,820**	**185,820**	**185,820**
TOTAL	**219,259,626**	**219,259,626**	**219,259,626**

(1) Including 16,632 held in treasury by Altamir.
(2) Including 12,164 held in treasury by Altamir.

NOTE 2 Accounting rules and methods

The statutory financial statements are presented in compliance with the legal and regulatory provisions currently in force in France and recommended in the French chart of accounts.

The presentation of the income statement is based on Opinion No. 30 of 13 February 1987 of the National Accounting Board, which proposes a structure for the accounts that is better suited to the nature of the Company's activities.

2.1 NON-CURRENT FINANCIAL ASSETS (PORTFOLIO INVESTMENTS HELD AS NON-CURRENT ASSETS AND EQUITY INVESTMENTS)

2.1.1 Portfolio investments held as non-current assets

Portfolio investments held as non-current assets are the investments held in the Apax France VIII-B, Apax VIII LP, Apia Vista, Phénix and Apax France IX-B funds. A provision for impairment was recognised as of 31 December 2016 for the Apia Vista private equity fund (€7k) and for Apax France IX-B (€4,050k).

2.1.2 Accounting method for tracking and writing down equity investments

According to the accounting regulations for commercial companies, equity investments are recognised at their acquisition cost. They may give rise to impairment, but not to revaluation. The manager conducts a review of the listed and unlisted securities at the end of each half-yearly and annual accounting period. When the estimated value is less than the cost, a provision is recognised in the amount of the difference.

The provision for impairment of equity investments and related receivables amounted to €21.9m as of 31 December 2016.

Exits are calculated on a "first-in, first-out" basis.

Receivables in foreign currencies on foreign companies are valued at the exchange rate on the balance sheet date. A provision for risks and contingencies is recognised in the event of any decline in the currency concerned in relation to the euro. This rule is applied to both the book value and the estimated value.

2.1.3 Calculation method for estimated value

CATEGORY 1 SHARES

Companies whose shares are traded on an active market ("listed").

The shares of listed companies are valued at the last stock market price.

CATEGORY 2 SHARES

Companies whose shares are not traded on an active market ("unlisted"), but are valued based on directly or indirectly observable data. Observable data are prepared using market data, such as information published on actual events or transactions, and reflect assumptions that market participants would use to determine the price of an asset or liability.

An adjustment to level 2 data that has a significant impact on fair value may cause a reclassification to level 3 if it makes use of unobservable data.

CATEGORY 3 SHARES

Companies whose shares are not traded on an active market ("unlisted"), and are valued based on unobservable data.

2.2 OTHER RECEIVABLES

This account corresponds to interest accrued on equity investments.

The Company has determined that accrued interest is generally included in the acquisition price paid by third parties and is not paid by the debtor company. Consequently, it will henceforth be included in the valuation of the companies. For this reason, it is initially recognised as accrued income, then fully written down.

2.3 OTHER NON-CURRENT FINANCIAL ASSETS

The Company has given a mandate to Oddo to trade shares on its behalf on the Paris market (Eurolist B by Euronext) in order to ensure secondary market activity and liquidity in Altamir shares. As of 31 December 2016, the non-current financial assets account included 16,632 shares with a value of €205k and €514k in cash and cash equivalents.

No provision was recognised as of 31 December 2016.

The account also included 12,164 Class B shares repurchased by Altamir in 2015 for €122k (par value of €10 per share).

In addition, the account included a €63k provision paid in relation to an ongoing legal proceeding.

2.4 EQUITY INVESTMENTS AND PORTFOLIO INVESTMENTS HELD AS NON-CURRENT ASSETS

Financial year 2016 *(in thousands of euros)*	Amount at start of year			Amount as of 31 December 2016		
	Gross book value	Net book value	Estimated value	Gross book value	Net book value	Estimated value
Fractions of the portfolio valued:						
■ at cost	0	0	0	0	0	0
■ below cost						
■ based on market price	154,951	148,880	226,668	93,032	90,849	157,720
■ based on net book value						
■ based on re-estimated net book value						
(Apax France VIII-B/Apax VIIIA LP/Phénix: A units)	177,837	177,807	244,196	284,814	280,756	509,766
(Apax France VIII-B/Apax VIII-A LP: E and B units)	22,020	22,020		10,265	10,265	
■ based on a yield or profitability measure	101,556	100,871	189,599	90,408	89,780	171,059
■ by other methods	20,230	1,978	1,978	20,230	2,101	2,101
TOTAL	**476,595**	**451,556**	**662,440**	**498,749**	**473,752**	**840,647**
Total related receivables	24,905	23,905	24,034	34,817	33,817	33,936
PORTFOLIO TOTAL	**501,499**	**475,460**	**686,474**	**533,566**	**507,569**	**874,583**

	Amount at start of year		Amount as of 31/12/2016	
Provisions	26,039		25,997	
Unrealised, unrecognised gains		211,014		367,014*

* *Unrealised, unrecognised gains include gains on investments held in the Apax France VIII-B and Apax France IX-B funds. As these two funds had drawn down on credit lines as of 31 December 2016, the amounts used to finance these investments were not fully paid by Altamir and, accordingly, are not included in gross book value and net book value. These credit-line financed investments are, however, included in the estimated value figures.*

CHANGES IN VALUE OF THE PORTFOLIO (NET BOOK VALUE AND ESTIMATED VALUE)

Changes during the year *(in thousands of euros)*	Portfolio value	
	Net book value	Estimated value
Amount at start of year	475,460	686,474
Acquisitions during the year(1)	114,270	207,856
Divestments during the year(2)	-70,449	-205,040
Reversal of impairment on securities sold		
Gains on sale of securities		
■ held at the start of the year		
■ acquired during the year		11,133
Change in provision for impairment of the portfolio	42	
Other changes in unrealised gains		
■ on securities acquired during the year		
■ on securities acquired previously		174,159
Distribution by portfolio companies		
Other accounting movements(3)	-11,755	
CLOSING BALANCE	**507,569**	**874,583**

(1) *The net book value amount corresponds to acquisitions undertaken by Altamir, and to Apax France VIII-B, Apax VIII LP (A units), Phénix and Apia Vista capital calls less distributions.*

(2) *The amounts indicated in the line "Divestments during the year" represent, for the column "Net book value", the net book value of the assets sold and, for the column "Estimated value", their sale price.*

(3) *The net book value amount corresponds to the subscription of E units in Apax France VIII-B, to the acquisition of E and B units in Apax VIII LP and to the subscription of E units in Apax France IX-B.*

ANALYSIS OF CHANGE IN PROVISIONS ON EQUITY INVESTMENTS AND RELATED RECEIVABLES

(in thousands of euros)	31/12/2014	31/12/2015	Allocations	Prov. revers. on divestment	Other prov. revers.	31/12/2016
PROVISION	**38,937**	**26,008**	**5**	**4,074**	**0**	**21,939**

The provision reversals are chiefly related to the revaluation of equity investments valued at market prices.

CHANGE IN UNREALISED GAINS NOT RECOGNISED IN THE ANNUAL FINANCIAL STATEMENTS

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
ESTIMATED VALUE	**108,548**	**211,014**	**367,014**

2.5 OTHER RECEIVABLES

STATEMENT OF CHANGES IN GROSS ACCRUED INTEREST

(in thousands of euros)	31/12/2014	31/12/2015	Increases	Reductions	31/12/2016
INTEREST ACCRUED ON RECEIVABLES RELATED TO EQUITY INVESTMENTS	**56,269**	**64,881**	**12,219**	**20,215**	**56,885**

STATEMENT OF CHANGES IN PROVISIONS ON ACCRUED INTEREST

(in thousands of euros)	31/12/2014	31/12/2015	Increases	Reductions	31/12/2016
PROVISIONS ON INTEREST ACCRUED ON RECEIVABLES RELATED TO EQUITY INVESTMENTS	**56,269**	**64,881**	**12,219**	**20,215**	**56,885**

The accrued interest on convertible bonds or equivalent securities has been fully written down. The Company has determined that accrued interest is generally included in the acquisition price of third parties and is not paid by the debtor company.

2.6 SUNDRY RECEIVABLES

Sundry receivables primarily include €2.4m of cash due on the divestment of Chrysaor.

2.7 CASH ON HAND

As of 31 December 2016, the balance of cash on hand amounted to €47.4m.

2.8 SHORT-TERM INVESTMENT SECURITIES

2.8.1 Gross values

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Money-market mutual funds	1,211	0	0
Time deposits and certificates of deposit	49,500	29,000	5,000
Negotiable debt securities	2,035	0	0
Other marketable securities	18,179	15,000	15,000
TOTAL	**70,926**	**44,000**	**20,000**

Short-term investment securities are valued at historical cost. Capital gains on divestments are calculated based on the difference between the sale price and the weighted average purchase price. The Company does not recognise any unrealised capital gains in the statutory statements. However, interest not yet due as of 31 December 2016 on certificates of deposit, time deposits, negotiable debt securities, and tax-efficient capitalisation funds is recognised in accrued interest receivable.

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Other current financial assets relate to an Allianz tax-efficient capitalisation fund of €15m.

The unrealised gain on these funds as of 31 December 2016 was €840k.

No impairment of short-term investment securities was recognised at the balance sheet date.

INVENTORY OF INVESTMENT SECURITES

	Quantity	Unit price *(in euros)*	Book value *(in thousands of euros)*	Market value as of 31/12/2016 *(in thousands of euros)*
Money-market mutual funds				
Sg Monet Plus P-C	3.7563	100	0	0
Time deposits and certificates of deposit				
NATIXIS time deposit	1		5,000	5,001
Other marketable securities				
Allianz	1		15,000	15,840

2.8.2 Provisions for impairment of short-term investment securities

None.

2.9 PREPAID EXPENSES

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Prepaid expenses	74	58	39

These consist primarily of advertising and insurance expenses and commissions.

2.10 PROVISIONS FOR RISKS AND CONTINGENCIES

The provision for risks and contingencies comprises €7.7m relating to the potential carried interest due to Apax France VIII-B Class C unitholders on the divestments of Codilink, Amplitude and TEXA; and €0.5m relating to the potential carried interest due to Apax VIII LP Class C unitholders on the divestments of Rhiag, Garda, Evry and Chola.

2.11 OTHER FINANCIAL LIABILITIES

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Other financial liabilities	5,030	8,541	34
TOTAL	**5,030**	**8,541**	**34**

2.12 TRADE PAYABLES AND RELATED ACCOUNTS, TAX AND SOCIAL SECURITY LIABILITIES AND OTHER LIABILITIES

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Trade payables	343	313	303
Tax and social security liabilities	0	0	0
Other liabilities	0	0	1
TOTAL	**343**	**313**	**304**

Trade payables (€303k) primarily represent invoices yet to be received for fees to be paid to lawyers, Statutory Auditors and service providers.

All of these liabilities are due in less than one year.

2.13 OFF-BALANCE-SHEET COMMITMENTS

SUMMARY OF OBLIGATIONS AND COMMITMENTS

Contractual obligations	Total 31/12/2015	Total 31/12/2016	Payments due by period: Less than one year	One to five years	More than five years
Lease-financing obligations					
Operating leases					
Irrevocable purchase obligations					
(investment commitments)					
Other long-term obligations					
(liability guarantees and other)	137,866,819	457,183,633	133,434,582	323,749,051	
TOTAL	**137,866,819**	**457,183,633**	**133,434,582**	**323,749,051**	**0**

The above presentation shows all off-balance-sheet commitments according to accounting standards currently in force.

Irrevocable purchase obligations (investment commitments)

TRACKING OF INVESTMENT COMMITMENTS

Companies	Commitments as of 31/12/2015	Investments during the year	Cancellation of commitments as of 31/12/16	New commitments as of 31/12/16	Commitments as of 31/12/16
Listed securities					
Investment commitment in Altimus				172,514	
Unlisted securities					
Investment commitment in Marlink	15,910,448	15,910,448			
TOTAL	**15,910,448**	**15,910,448**	**0**	**172,514**	**0**

Other off-balance-sheet commitments

Altamir carries out LBO transactions *via* special-purpose acquisition companies (SPACs).

If the underlying target company is listed, the debt is guaranteed by all or part of that company's assets.

When the share price of these companies falls, and the average share price over a given period drops below a certain threshold, the SPACs become responsible for meeting collateral or margin calls. This involves putting cash in escrow in addition to the collateralised securities so as to maintain the same collateral-to-loan ratio ("collateral top-up clause"). In the event of default, banks may demand repayment of all or part of the loan. This collateral is furnished by the shareholders of the SPACs, including Altamir, in proportion to their share in the capital. They have no impact on Altamir's revenue and NAV (listed companies are valued on the last trading day of the period), but can tie up part of its cash.

Conversely, when the share price of these companies rises, all or part of the balance in escrow is released, and the calls repaid.

In terms of sensitivity, a 10% or 20% drop in the average market prices of these listed securities compared to the calculation performed on 31 December 2016 would trigger no collateral call for Altamir.

A commitment was given to certain managers of THOM Europe, Snacks Développement and InfoVista to repurchase their shares and obligations in the event of their departure. These commitments were not material as of 31 December 2016.

Altamir provided a sale commitment to Financière Royer covering all of the shares of the Royer group, exercisable between 1 January 2015 and 3 January 2019.

Financière Royer provided a purchase commitment to Altamir covering all of the shares of the Royer group, exercisable between 1 January 2015 and 31 December 2018.

As part of the divestment of Buy Way, Altamir provided a guarantee, capped at 15% of the sale price, i.e. €6,184,051, in order to meet any third-party claims, and to cover the sellers' filings and any tax risks.

Other accrued income

As part of the divestment of Buy Way to Chenavari Investment Managers, two potential earn-outs based on insurance revenues may be received. Altamir has asked Chenavari Investment Managers to pay the first earn-out.

Pledged securities

- Securities pledged to Banque Transatlantique:

As of 31 December 2016, 797,872,341 A units in the Apax France VIII-B fund were pledged to Banque Transatlantique:

  - against a credit line of €5m, undrawn as of 31 December 2016.

The pledged securities cover 150% of the amounts granted based on the valuation of the units in the Apax France VIII-B fund as of 23 December 2014.

- Securities pledged to LCL Bank (banking pool with Société Générale, BNP and Banque Palatine):

As of 31 December 2016, 4,811,320,755 A units in the Apax France VIII-B fund were pledged to LCL Bank:

  - against a credit line of €34m, undrawn as of 31 December 2016.

The pledged securities cover 150% of the amounts granted based on the valuation of the units in the Apax France VIII-B fund as of 31 December 2014.

NOTE 3 Notes relating to certain income statement items

3.1 REVENUE OPERATIONS

3.1.1 Financial income

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Income from cash investments	1,418	3,006	1,136
Net income from the sale of marketable securities	20	6	0
Other financial income	14	0	0
Reversals of provisions	0	0	0
TOTAL	**1,453**	**3,011**	**1,136**

3.1.2 Financial expenses

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Interest charges and similar	101	112	201
Net expenses from the sale of marketable securities	0	0	0
Provisions	0	0	0
TOTAL	**101**	**113**	**201**

Interest amounts primarily corresponded to interest paid on the drawn credit lines during the year.

3.1.3 Other purchases and external expenses

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Altamir Gérance management fees	8,428	8,419	6,950
Other expenses	1,860	2,247	2,247
TOTAL	**10,288**	**10,666**	**9,197**

The management fees of €6.9m (including VAT) invoiced by the Management Company were calculated pursuant to Article 17.1 of the Company's Articles of Association. This amount was lower than it was in 2014 and 2015, because fees invoiced by the new Apax France IX-B and Apax IX LP funds were deducted.

The other fees and expenses of €2.2m (including VAT) included:

- €0.7m (including VAT) for accounting, investor relations and financial services provided to the Company by Altamir Gérance in accordance with a services agreement dated 9 July 2013;
- fees of €0.2m relating to credit lines (structuring costs and non-use fees); and
- external consultancy fees of €1.3m.

These fees were stable compared to 2015.

Pursuant to Decree No. 2008-1487 of 20 December 2008, fees paid to the Statutory Auditors broke down as follows:

	Ernst & Young et Autres Member of the Ernst & Young network				Corevise			
	Amount excl. taxes		%		Amount excl. taxes		%	
(in euros)	2016	2015	2016	2015	2016	2015	2016	2015
Audit								
Audit, certification and examination of the statutory and consolidated financial statements								
■ Issuer	92,600	91,000	100%	100%	84,500	83,000	100%	100%
■ Fully consolidated subsidiaries								
Other duties and services directly related to the audit assignment								
■ Issuer								
■ Fully consolidated subsidiaries								
SUBTOTAL	**92,600**	**91,000**	**100%**	**100%**	**84,500**	**83,000**	**100%**	**100%**
Other services performed by the networks for the fully consolidated subsidiaries								
Legal, tax, employee-related								
Other								
SUBTOTAL								
TOTAL	**92,600**	**91,000**	**100%**	**100%**	**84,500**	**83,000**	**100%**	**100%**

3.1.4 Taxes

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Other taxes	726	882	788
TOTAL	**726**	**882**	**788**

Other taxes primarily corresponded to the 3% tax on dividends paid by the Company in 2016.

3.1.5 Depreciation, amortisation and provisions

None.

3.2 CAPITAL TRANSACTIONS

3.2.1 Income

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Capital gains on sale of equity investments/portfolio investments	52,184	7,446	79,066
Reversals of provisions	16,637	40,085	24,320
Other income	16,833	36,552	6,957
TOTAL	**85,653**	**84,083**	**110,343**

3.2.2 Expenses

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
Losses on the sale of portfolio investments	3,787	1	2,572
Provisions for impairment	15,886	37,022	17,568
Other expenses	160	0	1,607
TOTAL	**19,834**	**37,023**	**21,747**

The other expenses of €1,607k relate to the reversal of accrued interest on the payment of the Maisons du Monde receivable.

3.2.3 Corporation tax

The Company opted for the status of SCR (*société de capital risque*) as of the financial year ended 31 December 1996. The legislation on SCRs applicable as of 2001 exempts all income from corporation tax.

3.2.4 Extraordinary expenses

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
EXTRAORDINARY EXPENSES	**49**	**118**	**52**

3.2.5 Extraordinary income

(in thousands of euros)	31/12/2014	31/12/2015	31/12/2016
EXTRAORDINARY INCOME	**97**	**142**	**98**

NOTE 4 Other information

4.1 EMPLOYEES

The Company has no employees, and no stock option plan in place.

4.2 RIGHTS OF THE GENERAL PARTNER AND CLASS B SHAREHOLDERS

The Company generated net income of €79,331,453.70 in 2016.

The Company has positive retained earnings of €62,468, which correspond to the non-distributed income for the financial years 2011, 2012, 2013 and 2014 and to the 2015 dividend on treasury shares.

The general partner and the Class B shareholders therefore have the right to receive a portion of distributable earnings, calculated in accordance with the method presented in paragraph 25 of the Company's Articles of Association, specifically €15,268,690.

3.4 STATUTORY AUDITORS' REPORT ON THE STATUTORY FINANCIAL STATEMENTS

To the Shareholders,

In compliance with the assignment entrusted to us by your Annual General Meetings, we hereby report to you, for the year ended 31 December 2016, on:

- the audit of the accompanying financial statements of Altamir;
- the justification of our assessments;
- the specific verifications and information required by law.

These financial statements have been approved by management. Our role is to express an opinion on these financial statements based on our audit.

I. OPINION ON THE FINANCIAL STATEMENTS

We conducted our audit in accordance with professional standards applicable in France; those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit involves performing procedures, using sampling techniques or other methods of selection, to obtain audit evidence about the amounts and disclosures in the financial statements. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company as at 31 December 2016 and of the results of its operations for the year then ended in accordance with French accounting principles.

II. JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Article L. 823-9 of the French Commercial Code (*Code de Commerce*) relating to the justification of our assessments, we bring to your attention the following matters:

- our assessments focused in particular on compliance with the accounting principles applicable to SCRs;
- financial instruments held as part of private equity activities are valued according to the methods described in note 2 to the financial statements. We have been informed of the procedures adopted by management and the information and assumptions used for valuing these financial instruments.

These assessments were made as part of our audit of the financial statements taken as a whole, and therefore contributed to the opinion we formed which is expressed in the first part of this report.

III. SPECIFIC VERIFICATIONS AND INFORMATION

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the management report of management and in the documents addressed to the shareholders with respect to the financial position and the financial statements.

Concerning the information given in accordance with the requirements of Article L. 225-102-1 of the French Commercial Code (*Code de Commerce*) relating to remunerations and benefits received by the directors and any other commitments made in their favour, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from companies controlling your company or controlled by it. Based on this work, we attest the accuracy and fair presentation of this information.

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders or holders of the voting rights has been properly disclosed in the management report.

Paris and Paris-La Défense, 21 March 2017

The Statutory Auditors

French original signed by

COREVISE	ERNST & YOUNG et Autres
Fabien Crégut	Jean-François Nadaud

3.5 LIST OF SUBSIDIARIES AND EQUITY INVESTMENTS

(IN EUROS)

Financial information Subsidiaries and equity investments *	Capital and premiums	Reserves and retained earnings before allocation of income	Share of capital (%)	Book value of securities held Gross	Book value of securities held Net	Outstanding loans and advances granted by the Company	Amount of deposits and guarantees given by the Company	Revenues net of tax for latest financial year	Earnings for latest financial year	Dividends received by the Company over the year	Closing date of the latest available financial statements
A – SECURITIES WHOSE GROSS VALUE EXCEEDS 1% OF THE CAPITAL OF ALTAMIR											
1. Subsidiaries (> 50% owned)											
Albioma (Fin. Helios) 1, rue Paul Cézanne 75008 Paris Siren code: 632 013 843	18,603,865	12,744,605	100,00%	40,265,534	40,265,534	8,968,369	0	0	2,917,071	0	31/12/15
2. Equity interests (10-50% owned)											
Altran (Altrafin Participations) 1, rue Paul Cézanne 75008 Paris Siren code: 503 722 449	22,407,745	8,145,096	41,29%	42,126,623	42,126,623	0	0	0	-1,849,558	0	31/12/15
Gfi Informatique (Itefin Participations) 1, rue Paul Cézanne 75008 Paris Siren code: 494 007 016	29,294,241	31,724,365	40,64%	13,095,561	13,095,561	11,467,006	0	0	37,646,779	0	31/12/15
THOM Europe (European Jewellers I SA) 41, avenue de la Gare L-1611 Luxembourg Siren code: N/A	139,072,666	- 252,450	11,40%	22,751,815	22,751,815	149,343	0	0	-46,101	0	30/09/15
Europe Snacks (Snacks déve-loppement II) ZI Saint Denis Les Lucs 85170 Saint Denis La Che-vasse - France Siren code: 798 659 751	22,493,472	- 12,501	12,75%	3,536,588	3,536,588	921,665	0	0	-4,798	0	31/01/16

* *The first company named is the operational company, while the second is the holding company in which Altamir has invested. The figures given are those of the holding company.*

Financial information — Subsidiaries and equity investments *	Capital and premiums	Reserves and retained earnings before allocation of income	Share of capital (%)	Book value of securities held — Gross	Book value of securities held — Net	Outstanding loans and advances granted by the Company	Amount of deposits and guarantees given by the Company	Revenues net of tax for latest financial year	Earnings for latest financial year	Dividends received by the Company over the year	Closing date of the latest available financial statements
B – OTHER ENTITIES MORE THAN 5% HELD OR REPRESENTING MORE THAN 5% OF THE SHARE CAPITAL OF ALTAMIR											
1. Subsidiaries (> 50% owned)											
None											
2. Equity interests (10-50% owned)											
Afflelou (Lion/Seneca Lux TopCo) 7 rue Lou Hemmer L-1611 Luxembourg Siren code: N/A	119,290,948	-19,939,885	6,95%	8,365,655	8,365,655	12,251,549	0	0	20,387,593	0	31/07/16
Altran (Altimus) 4 rue Marivaux 75002 Paris, France Siren code: 793 653 353	2,530,101	-28,830	25,39%	839,425	839,425	0	0	0	717,020	0	31/12/15
Unilabs (Cidra SARL) 1-3 boulevard de la Foire L-1528 Luxembourg Luxembourg Siren code: N/A	5,846,975	-738,004,611	5,48%	22,489,219	22,489,219	58,883	0	0	138,988,612	0	31/12/15
Royer SA ZI de l'Aumaillerie 1, rue Eugene Freyssinet 35133 Javene, France Siren code: 309 742 492	11,958,862	31,896,358	7,42%	20,230,401	2,101,218	0	0	15,389,142	4,312,581	0	31/12/15
Vizada (Chrysaor) 12 rue Jean Engling L-1466 Luxembourg Luxembourg Siren code: N/A	3,062,976	3,741,232	21,79%	146,886	146,886	0	0	0	-201,036	0	31/12/15
Vizada (Mobsat Gérance Sarl) 12 rue Jean Engling L-1466 Luxembourg Luxembourg Siren code: N/A	12,500	-67,567	28,00%	3,500	0	0	0	0	60,572	0	31/12/15
Vizada (Mobsat Management Sarl) 12 rue Jean Engling L-1466 Luxembourg Luxembourg Siren code: N/A	2,282,720	195,686	12,63%	858,506	240,039	0	0	0	73,650	0	31/12/15
Gfi Informatique (Infofin Participations) 5, rue Guillaume Kroll BP2501 L-1025 Luxembourg Siren code: N/A	12,500	-1,106,265	43,00%	5,375	0	0	0	0	511,980	0	31/12/15
C – ALL OTHER EQUITY INTERESTS				**28,954,563**	**26,771,698**	**1,000,000**				**131,910**	
GRAND TOTAL €				**81,893,530**	**60,954,141**	**13,310,432**				**131,910**	

* *The first company named is the operational company, while the second is the holding company in which Altamir has invested. The figures given are those of the holding company.*

4

INFORMATION ABOUT THE COMPANY AND ITS CAPITAL

4.1 SHARE CAPITAL

4.1.1 AMOUNT OF SHARE CAPITAL

Following the exercise of share warrants in March and September 2008 and the partial payment of the 2007 dividend in shares, the Company's share capital was €219,259,626 on 31 December 2008. No share capital transactions have been carried out since that date.

As of 31 December 2016, the Company's share capital was composed of 36,512,301 ordinary shares with a par value €6 and 18,582 preferred shares ("Class B shares") with a par value of €10, representing 36,512,301 theoretical voting rights (Class B shares not having voting rights) and 36,495,669 actual voting rights. The difference between the numbers of theoretical and actual voting rights relates to the number of treasury shares.

The Company has not granted any stock options or bonus shares.

4.1.2 CHANGES IN THE SHARE CAPITAL OF ALTAMIR

Date	Transaction	Number of shares before	Number of shares after	Par value Francs/euros	Share premium	Share capital Francs/euros
1993	Creation	2,500		FRF 100 (€15.2)	0	FRF 250,000 (€38,112)
16/05/1995	Full payment of shares	2,500		FRF 100 (€15.2)	0	FRF 250,000 (€38,112)
16/05/1995	Capital increase	2,500	500	FRF 100 (€15.2)	0	FRF 300,000 (€45,735)
01/06/1995	Increase in par value	3,000	3	FRF 100,000 (€15,245)	0	FRF 300,000 (€45,735)
01/06/1995	Capital increase	3	15	FRF 100,000 (€15,245)	0	FRF 1,500,000 (€228,673)
30/11/1995	Capital increase	15	815	FRF 100,000 (€15,245)	0	FRF 81,500,000 (€12,424,595)
22/04/1998	Share split	815	101,875	FRF 800 (€121.96)	0	FRF 81,500,000 (€12,424,595)
07/07/1998	Capital increase	101,875	313,875	FRF 800 (€121.96)	FRF 250 (€38.11)	FRF 251,100,000 (€38,279,948)
31/07/1999	Capital increase through the exercise of warrants	313,875	314,696	FRF 800 (€121.96)	0	FRF 251,756,800 (€38,380,077)
28/04/2000	Capital increase through the exercise of warrants	314,696	320,770	FRF 800 (€121.96)	0	FRF 256,616,000 (€39,121,109)
30/06/2000	Capital increase through the exercise of convertible bonds (ORAs)	320,770	490,361	FRF 800 (€121.96)	FRF 250 (€38.11)	FRF 392,288,800 (€59,804,427)
20/12/2000	Capital increase through the exercise of warrants	490,361	532,824	FRF 800 (€121.96)	0	FRF 426,259,200 (€64,982,796)
	Capital increase following the merger with Société Européenne Kléber	539,041 ordinary shares	539,041 ordinary shares	€100		
30/11/2006	Creation of 8,623 Class B preferred shares without voting rights.		8,623 Class B shares	€10		€53,990,330
	Capital increase through incorporation of share premiums and increase in the par value of ordinary shares to €102, then 17:1 share split, bringing the par value per share to €6. Capital increase following the merger with Amboise Investment.	539,041 ordinary shares	18,968,897 ordinary shares	€6		
04/06/2007	Creation of 9,805,200 ordinary shares and 9,958 Class B preferred shares without voting rights	8,623 Class B shares	18,582 Class B shares	€10		€113,999,202
		18,968,897 ordinary shares	29,638,901 ordinary shares	€6		
10/07/2007	Capital increase through cash payment	18,582 Class B shares	18,582 Class B shares	€10		€178,019,226
		29,638,901 ordinary shares	31,776,725 ordinary shares	€6		
31/03/2008	Capital increase through cash payment following the exercise of 360,021 March 2008 warrants	18,582 Class B shares	18,582 Class B shares	€10		€190,846,170
		31,776,725 ordinary shares	33,064,680 ordinary shares	€6		
21/05/2008	Partial payment of the dividend in shares	18,582 Class B shares	18,582 Class B shares	€10		€198,573,900
		33,064,680 ordinary shares	36,512,301 ordinary shares	€6		
29/09/2008	Capital increase through cash payment following the exercise of 13,159,873 September 2008 warrants	18,582 Class B shares	18,582 Class B shares	€10		€219,259,626

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4.1.3 POTENTIAL CAPITAL

At this time, there is no potential capital. Class B warrants expired on 29 November 2016.

The Class B warrants had been created to allow changes over time in how the Class B shareholders' share of carried interest (18%) is distributed among the various members of the Apax France team.

Only Altamir Gérance could subscribe to these warrants. This was to allow the Management Company, by exercising the warrants and then transferring the corresponding shares to members of the management team, to change the allocation of Class B shares among them.

The principal characteristics of these Class B warrants were as follows:

Date of General Meeting	30/11/2006	04/06/2007
Total number of shares that could be subscribed	17,246	19,918
Number of shares that could be subscribed, including the number that could be subscribed or purchased by the Management Company	17,246	19,918
Warrant exercise start date	01/12/2006	30/06/2007
Expiry date	29/11/2016	29/11/2016
Class B shares subscription price (on exercise of warrants)	€10	€10
Number of shares subscribed as of[1] March 2016	0	0
Cumulative number of cancelled or expired warrants	0	0
Class B warrants outstanding at year-end	17,246	19,918

Warrants granted to the ten non-corporate officer employees who received the most warrants and number of warrants executed by them	Total number of warrants/shares subscribed	Weighted average price
Warrants granted during the year, by the issuer and any other company within the scope of those that can grant warrants, to the ten employees of the issuer and any of those companies in that scope who received the greatest number of warrants (overall information)	NA	NA
Warrants on shares of the issuer and the above companies that were exercised during the year by the ten employees of the issuer and of these companies who purchased or subscribed to the greatest number of shares (overall information)	NA	NA

The Company does not have any employees.

4.1.4 AUTHORISED CAPITAL

AUTHORISATION GIVEN TO THE MANAGEMENT COMPANY TO INCREASE SHARE CAPITAL

At their 15 April 2016 General Meeting, shareholders granted the Management Company an authorisation to increase capital up to maximum of €10,000 for a period of 26 months through the issuance of shares with waiver of preferential subscription rights for the benefit of the members of an employee savings plan pursuant to Articles L. 3332-18 et seq. of the French Labour Code. This authorisation was not used.

4.1.5 PURCHASE BY THE COMPANY OF ITS OWN SHARES

LEGAL FRAMEWORK

At their General Meeting on 15 April 2016, the shareholders authorised the Company to buy back its shares for the sole purpose of ensuring their liquidity or secondary market activity. The buyback programme is limited to 1% of the Company's capital, based on available reserves.

This programme is designed to ensure an active secondary market *via* a liquidity contract that complies with the AMAFI (Association française des marchés financiers) Code of Conduct, approved by the regulatory authorities.

The buyback programme meets the following requirements:

The total number of shares acquired through the programme may not exceed 1% of the Company's capital. As a guide, as of 31 December 2016, this percentage corresponded to 365,123 shares.

The maximum purchase price per share may not exceed €20.00 (excluding acquisition costs).

As a result, based on the example above, the maximum amount that can be paid by the Company to buy back its own shares is €7,302,460.

The share purchases may be carried out by any means, including by acquiring blocks of shares and at times determined by the Management Company. The Management Company may not, without prior authorisation from shareholders, use this authorisation during a tender offer initiated by a third party involving the Company's securities until the end of the tender offer period.

The Company does not intend to use options or derivative instruments.

This authorisation was granted for a period of 18 months.

The buyback programme is funded using the Company's existing cash resources.

DESCRIPTION OF THE SHARE BUYBACK PROGRAMME

In accordance with Article 241-2 of the AMF's General Regulation, the purpose of this description is to explain the objectives and terms and conditions of the Company's share buyback programme. Shareholders will be asked to approve this programme at their General Meeting on 28 April 2017. Prior notification was published in France's official gazette ("BALO") on 24 March 2017.

Breakdown of shares held by objective as of 28 February 2017

Number of shares held directly and indirectly: 26,194, representing less than 0.1% of the Company's share capital.

All of these shares are held for the purpose of ensuring active trading in the Company's shares *via* an AMAFI-compliant liquidity contract.

As previously reported, Altamir appointed Oddo BHF to implement its liquidity contract on 2 November 2009.

NEW PROPOSED PROGRAMME

Shareholders will be asked to approve a new share buyback programme at the General Meeting. Its features will be as follows:

- programme authorisation: General Meeting of 28 April 2017;
- securities included in the programme: ordinary shares;
- maximum percentage of capital that may be repurchased: 1% (*i.e.* 365,123 shares as of this date), with the stipulation that this limit is calculated as of the date of the buybacks so that any increases or decreases in capital that might take place during the course of the programme will be taken into account. The number of shares used to calculate compliance with the limit is the number of shares purchased less the number of shares resold during the programme, for the purpose of maintaining liquidity;
- maximum purchase price: €20 per share;
- maximum amount of programme: €7,302,460;
- procedures: the share purchases may be carried out by any means, including by acquiring blocks of shares and at times determined by the Management Company. The Management Company may not, without prior authorisation from shareholders, use this authorisation during a tender offer initiated by a third party involving the Company's securities until the end of the tender offer period. The Company does not intend to use options or derivative instruments;
- objective: ensure secondary market activity and liquidity in the Company's shares *via* a liquidity contract with an investment services provider that complies with the AMAFI Code of Conduct, approved by the regulatory authorities;
- programme duration: 18 months, starting from the General Meeting of 28 April 2017, *i.e.* until 27 October 2018.

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Results of the share buyback programme

The results of the programme for 2016 were as follows, keeping in mind that all of these transactions were carried out under the liquidity contract:

	Volume	Amount *(€)*	Average price *(€)*
Purchases	379,071	4,098,110	10.81
Sales	396,650	4,004,951	10.10

These transactions resulted in a zero gain for Altamir, net of additions to and reversals of provisions, for the financial year ended 31 December 2016.

The number of shares held in treasury at 31 December 2016 was 16,632, or less than 0.1% of the share capital. All of the shares were allocated to maintaining a secondary market *via* the liquidity contract.

Their value at the closing price on 31 December 2016 was €212,391.

Their weighted average cost was €204,703.

The overall par value was €99,792.

The total amount of fees for the liquidity contract, including transaction costs, was €45,000 excl. VAT.

Shares held in treasury were not used in any way, nor reallocated during the financial year 2016.

As of 31 December 2016, the liquidity account was composed of:

- 16,632 shares;
- €513,340 in cash and money market funds.

For information, the results of the 2015 programme were as follows:

	Volume	Amount (€)	Average price (€)
Purchases	443,050	4,749,720	10.72
Sales	446,524	4,797,166	10.74

These transactions resulted in a gain for Altamir, net of additions to and reversals of provisions, of €45,836.

TAX TREATMENT OF SHARE BUYBACKS

For Altamir

As SCRs are exempt from corporation tax on all capital gains, Altamir, an SCR, is not liable for tax on gains from buybacks of its own shares.

For the seller of the shares

The specific features of the various tax regimes are set out in section 4.3.

4.1.6 DIVIDENDS

Dividends are paid at the times and places designated by the Management Company and no later than nine months from the balance sheet date, unless this deadline is extended by court order.

In accordance with legal provisions, dividends not claimed within five years of the date on which they were to be paid are forfeited and the amounts paid over to the State.

A dividend of €0.20 was paid on each ordinary share and of €152.73 on each Class B share in respect of 2011. A dividend of €0.41 was paid on each ordinary share and of €487 on each Class B share in respect of 2012. A dividend of €0.4459 was paid on each ordinary share and of €384.1 on each Class B share in respect of 2013. A dividend of €0.50 was paid on each ordinary share and of €1,348.95 on each Class B share in respect of 2014. A dividend of €0.56 was paid on each ordinary share and of €813.58 on each Class B share in respect of 2015.

4.1.7 FACTORS THAT COULD HAVE AN IMPACT IN THE EVENT OF A TAKEOVER BID

The Company is organised as a French partnership limited by shares (*société en commandite par actions*). In practice, it cannot be subject to a takeover bid resulting in control of the Company passing to a limited partner with a majority shareholding.

Pursuant to Article L. 225-100-3 of the French Commercial Code, we hereby inform you of the following items:

- the structure of the capital as well the direct and indirect holdings that are known to the Company and all related information is provided in section 4.2.1;
- the Articles of Association contain no restriction on the exercise of voting rights or on the transfer of ordinary shares;
- to the best of the Company's knowledge, there are no agreements or other commitments between shareholders;
- there are no shares that carry special voting rights, except for the Class B preferred shares. These have no voting rights but can give the right to the payment of a dividend as stipulated in the Articles of Association;
- there is no mechanism under which a potential employee shareholding system could exercise control rights;
- Article 15 of the Articles of Association stipulates that only the general partner is entitled to appoint and dismiss the Management Company;
- concerning the powers of the Management Company, there is no authorisation currently in effect to increase capital with the exception of that granted by the shareholders at their General Meeting on 15 April 2016, authorising the Management Company to increase capital through the issuance of ordinary shares and/or securities giving access to shares with waiver of preferential subscription rights for the benefit of the members of an employee savings plan, pursuant to Articles L.3332-18 et seq. of the French Labour Code. This authorisation has a validity of 26 months. The maximum par amount of capital increases that it allows, independent of any other capital increase ceiling, is €10,000. This authorisation was not used;
- the powers of the Management Company regarding share buybacks is detailed in section 4.1.5;
- the Company's Articles of Association can be amended in accordance with legal and regulatory requirements;
- the Company is not party to any agreements that change or terminate in the event of a change in control of the Company;
- there are no specific agreements that include payments in the event the Manager's functions are terminated (n.b. the Company has no employees);
- the Company has no knowledge of any pledge on its share capital (paragraph 21.1.7 of the European Regulation).

4.2 PRINCIPAL SHAREHOLDERS

4.2.1 DISTRIBUTION OF SHARE CAPITAL AND VOTING RIGHTS FOR THE PAST THREE YEARS BASED ON THRESHOLDS CROSSED

There has been no significant change to share capital since the close of the latest financial year.

	As of 31/12/2016					
Shareholders	**Number of shares**	**% of share capital**	**Theoretical voting rights**	**% theoretical voting rights**	**Voting rights exercisable at the AGM**	**% voting rights exercisable at the AGM**
Amboise SAS	10,298,908	28.19%	10,298,908	28.21%	10,298,908	28.22%
Apax Partners SA	226,310	0.62%	226,310	0.62%	226,310	0.62%
Subtotal: Maurice Tchenio and related companies	**10,525,218**	**28.81%**	**10,525,218**	**28.83%**	**10,525,218**	**28.84%**
Free float	21,159,674	57.92%	21,159,674	57.95%	21,159,674	57.98%
Moneta Asset Management	3,320,000	9.09%	3,320,000	9.09%	3,320,000	9.10%
SEB Asset Management	1,490,777	4.08%	1,490,777	4.08%	1,490,777	4.08%
Treasury shares	16,632	0.05%	16,632	0.05%	0	0%
TOTAL ORDINARY SHARES	**36,512,301**	**99.95%**	**36,512,301**	**100%**	**36,495,669**	**100%**
Class B shares	18,582	0.05%				
GRAND TOTAL	**36,530,883**	**100%**		**100%**		**100%**

	As of 31/12/2015					
Shareholders	**Number of shares**	**% of share capital**	**Theoretical voting rights**	**% theoretical voting rights**	**Voting rights exercisable at the AGM**	**% voting rights exercisable at the AGM**
Amboise SNC*	9,622,389	26.35%	9,622,389	26.35%	9,622,389	26.38%
Apax Partners SA	226,310	0.62%	226,310	0.62%	226,310	0.62%
Subtotal: Maurice Tchenio and related companies	**9,848,699**	**26.96%**	**9,848,699**	**26.97%**	**9,848,699**	**27.00%**
Free float	19,528,014	53.45%	19,528,014	53.48%	19,528,014	53.53%
Moneta Asset Management	3,451,079	9.45%	3,451,079	9.45%	3,451,079	9.46%
SEB Asset Management	1,833,079	5.02%	1,833,079	5.02%	1,833,079	5.03%
Red Rocks Capital	1,817,219	4.97%	1,817,219	4.98%	1,817,219	4.98%
Treasury shares	34,211	0.09%	34,211	0.09%	0	0%
TOTAL ORDINARY SHARES	**36,512,301**	**99.95%**	**36,512,301**	**100%**	**36,478,090**	**100%**
Class B shares	18,582	0.05%				
GRAND TOTAL	**36,530,883**	**100%**		**100%**		**100%**

* *Amboise SNC changed its legal form on 1 January 2016 and is now Amboise SAS*

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	As of 31/12/2014					
Shareholders	**Number of shares**	**% of share capital**	**Theoretical voting rights**	**% theoretical voting rights**	**Voting rights exercisable at the AGM**	**% voting rights exercisable at the AGM**
Amboise SNC	9,622,389	26.35%	9,622,389	26.35%	9,622,389	26.38%
Apax Partners SA	226,310	0.62%	226,310	0.62%	226,310	0.62%
Subtotal: Maurice Tchenio and related companies	**9,848,699**	**26.96%**	**9,848,699**	**26.97%**	**9,848,699**	**27.00%**
Free float	18,446,839	50.50%	18,446,839	50.52%	18,446,839	50.57%
Other partners in Apax Partners	861,801	2.36%	861,801	2.36%	861,801	2.36%
Moneta Asset Management	3,642,000	9.97%	3,642,000	9.97%	3,642,000	9.99%
SEB Asset Management	1,818,851	4.98%	1,818,851	4.98%	1,818,851	4.99%
Red Rocks Capital	1,856,426	5.08%	1,856,426	5.08%	1,856,426	5.09%
Treasury shares	37,685	0.10%	37,685	0.10%	0	0%
TOTAL ORDINARY SHARES	**36,512,301**	**99.95%**	**36,512,301**	**100%**	**36,474,616**	**100%**
Class B shares	18,582	0.05%				
GRAND TOTAL	**36,530,883**	**100%**		**100%**		**100%**

To the Company's knowledge, no other shareholder, acting alone or in concert, directly or indirectly holds 5% or more of the Company's capital or voting rights.

DISTRIBUTION OF CLASS B SHARES FOR THE PAST THREE YEARS

	31/12/2014	31/12/2015	31/12/2016
	Class B shares	**Class B shares**	**Class B shares**
Altamir Gérance (Maurice Tchenio)	4,605	715	715
Other partners	13,977	5,703	5,703
Altamir	0	12,164	12,164

LIST OF HOLDERS OF CLASS B SHARES

Current partners of Apax Partners	Martine Clavel, Monique Cohen, Patrick de Giovanni, Edgar Misrahi, Bertrand Pivin, Gilles Rigal
Other	Isabelle Rambaud, Alan Patricof, Hervé Descazeaux, Claude Rosevègue

A table showing changes to the Company's capital from its incorporation to the date this Registration Document was prepared is provided in section 4.1.2.

4.2.2 THRESHOLD DISCLOSURES

SHAREHOLDERS

Pursuant to Article L. 233-13 of the French Commercial Code, we indicate below the shareholders who directly or indirectly as of 31 December 2016 held more than 5%, 10%, 15%, 20%, 25%, 30%, 33.33%, 50%, 66.66%, 90%, or 95% of the share capital or voting rights at Shareholders' Meetings.

Pursuant to Articles L. 233-7 et seq. of the French Commercial Code, we inform you that the following cases of thresholds being crossed were reported to us during the year:

1) in a letter received on 15 April 2016, and supplemented by a letter received on 18 April 2016, Moneta Asset Management (36 rue Marbeuf, 75008 Paris, France), acting on behalf of funds it manages, declared that on 15 April 2016 it moved:

- above 10% of the share capital and voting rights of Altamir, holding 3,964,904 Altamir shares on behalf of these funds, representing the same number of voting rights, *i.e.* 10.86% of the share capital and voting rights of the Company, as a result of acquiring voting rights that the declarant could exercise freely by virtue of proxies obtained for use at the Annual General Meeting of 15 April 2016 in the absence of specific instructions from the corresponding shareholders; and
- below 10% of the share capital and voting rights of Altamir, holding 3,320,000 Altamir shares on behalf of these funds, representing the same number of voting rights, *i.e.* 9.09% of the share capital and voting rights of the Company, by virtue of the expiry of the proxies received from Altamir shareholders.

In the same letters, Moneta Asset Management made the following statement of intent: "Moneta Asset Management declares that:

- it did not cross the threshold as a result of acquiring shares, and that no financing had been required to cross the threshold;
- it did not have agreements or hold financial instruments listed in "4" and "4 bis" of "I" of Article L. 233-9 of the French Commercial Code;
- it had obtained the additional voting rights temporarily as a result of proxies sent to its head office without specific voting instructions from the corresponding shareholders. Investors sent these proxies in order to take part in the General Meeting of 15 April 2016;
- it acted alone;
- it remains prepared to accept proxies for future General Meetings and does not plan to increase its position in the capital of Altamir, while not ruling out non-material purchases or sales of Altamir shares depending on market opportunities;
- it does not intend to take control of the Company;
- it does not plan to change the strategy implemented by Altamir and does not have any:
    - a) plans to merge, reorganise, liquidate or transfer any substantial portion of the assets of the issuer or of any other entity that it controls pursuant to Article L. 233-3 of the French Commercial Code,
    - b) plans to change the issuer's business,
    - c) plans to change the issuer's Articles of Association,
    - d) plans to remove a category of the issuer's securities from trading,
    - e) plans to issue securities of the issuer;
- it has not entered into a temporary divestment agreement with respect to the issuer's shares or voting rights;
- it does not wish to request one or more seats on the Supervisory Board." (AMF notice no. 216C0915);

2) in a letter received on 23 September 2016, SEB Asset Management, a company controlled by Skandinaviska Enskilda Banken AB (PO Box 487, L-2014 Luxembourg), acting on behalf of funds it manages, declared that on 22 September 2016 it moved below the threshold of 5% of the share capital and voting rights of Altamir, and that it held 1,490,777 Altamir shares on behalf of these funds, representing the same number of voting rights, *i.e.* 4.08% of the share capital and voting rights of the Company. This threshold was crossed as a result of selling Altamir shares in the market (AMF notice no. 216C2169).

4.2.3 SECURITIES HELD BY CORPORATE OFFICERS AND EXECUTIVES

SECURITIES HELD DIRECTLY OR INDIRECTLY BY MEMBERS OF AN ADMINISTRATIVE, MANAGERIAL OR SUPERVISORY BODY AS OF 31 DECEMBER 2016

The corporate officers had the following holdings in Altamir as of 31 December 2016:

Name	Position as of 31/12/2016	Position as of 31/12/2015
Management Company		
Maurice Tchenio, Chairman and Chief Executive Officer of Altamir Gérance	10,525,218	9,848,699
Members of the Supervisory Board as of 31 December 2016		
Jean Besson	50,740	50,749
Sophie Etchandy-Stabile	1,000	1,000
Marleen Groen	1,000	1,000
Gérard Hascoët	33,364	30,364
Jean-Hugues Loyez (Chairman of the Supervisory Board)	162,098	17,098
Philippe Santini	2,128	2,128

TRANSACTIONS CARRIED OUT BY EXECUTIVES ON ALTAMIR SECURITIES

The only transactions carried out by the Management Company on the Company's shares in 2016 are summarised below:

Declarant's name and function	Amboise SAS (legal entity linked to Mr. Tchenio)
Type of transaction and instruments involved	Acquisition of shares
Transaction venue	Euronext Paris
Total amount	€7,775,299.92
Average price/Number of shares acquired	€11.49/676,519

Declarant's name and function	Jean-Hugues Loyez, Chairman of the Supervisory Board
Type of transaction and instruments involved	Acquisition of shares
Transaction venue	Euronext Paris
Total amount	€1,628,742.04
Average price/Number of shares acquired	€11.23/145,000

4.2.4 SHAREHOLDERS' AGREEMENT AND COMMITMENTS TO HOLD SECURITIES

SHAREHOLDERS' AGREEMENT

None.

COMMITMENTS BY THE FOUNDERS

Ordinary shares held by the founders

The founders of Altamir are the general partner and the holders of B shares. The number of ordinary shares they hold is provided in section 4.2.3 above.

Commitments to hold securities

The partners of Apax Partners SA and Apax MidMarket SAS have no commitment to hold securities for a minimum period.

4.2.5 CONTROL OF THE ISSUER

To the best of the Company's knowledge, no shareholder controls the Company's capital either alone or in concert with another shareholder.

4.3 LEGAL AND TAX FRAMEWORK OF AN SCR

When Altamir, a French partnership limited by shares (société en commandite par actions) was created in 1995, it opted for the status of "SCR" (société de capital risque).

Under certain conditions, this status offers tax benefits both to shareholders and the Company.

4.3.1 LEGAL AND TAX FRAMEWORK

The rules governing SCRs are defined in Act no. 85-695 of 11 July 1985, as last amended on 31 July 2014, in the regulatory provisions of the French Tax Code, and in the administrative instructions BOI-IS-CHAMP-30-50-10-20130311 issued on 11 March 2013, and BOI-IS-CHAMP-30-50-20-20130429 issued on 29 April 2013. These regulations and their interpretation are subject to change.

The following presentation summarises the main rules and restrictions that apply to SCRs as well as the measures provided for in these regulations. It is not exhaustive.

BASIC RULES AND RESTRICTIONS

- The sole purpose of the SCR, barring exceptions, must be the management of a portfolio of securities.
- The SCR must have at least **50%** (hereinafter the **"Quota"**) of its net book value invested at all times in non-voting equity securities, shares or securities giving access to shares issued by companies (hereinafter the **"Eligible Companies"**):
  - **(i)** whose shares are not admitted for trading on a "French or foreign financial market operated by a stock exchange company or investment service provider", *i.e.* whose **securities are unlisted**, barring exceptions;
  - **(ii)** whose registered office is located in a **European Union Member State**, Norway, Iceland or Liechtenstein;
  - **(iii)** engaged in **industrial or commercial business activities** as described in Article 34 of the French Tax Code, to the exclusion of non-commercial activities;
  - **(iv)** that are **subject to corporation tax** or would be subject to the tax if they engaged in the same activities in France in the same conditions; newly established companies exempted from corporation tax may also be eligible.
- The SCR may not hold more than 40% of the voting rights in an **Eligible Company** as a result of its shareholding.
- An SCR may not invest more than 25% of its net book value in securities issued by any one company.
- The SCR's cash borrowings may not exceed 10% of its net asset value.
- No **individual** may have, together with the individual's spouse, ascendants and descendants, directly or indirectly, **rights to more than 30%** of the net income of the SCR.

FLEXIBILITY MEASURES

The following are also eligible for inclusion in the **Quota**:

- **shareholder loans, up to 15%** of the net book value of the SCR, granted to Quota-Eligible Companies in which the SCR holds at least 5% of the share capital. Shareholder loans to holding companies are excluded;
- **listed shares or shares giving access to the equity** of companies with a **small market capitalisation (less than €150m), up to 20%** of the net book value of the SCR;
- Securities of **holding companies** established in a European Union Member State or another country or territory having signed a tax treaty with France containing an administrative assistance clause. The holding company must meet all other requirements for Eligible Companies, except the requirement relating to activities, and its purpose must be to hold equity stakes (hereinafter the **"Qualified Holding Companies"**);
- rights representing a financial investment in an entity (including FCPR units) established in a European Union Member State or another country or territory having signed a tax treaty with France containing an administrative assistance clause (hereinafter the **"Qualified Entities"**);
- securities of Qualifying Holding Companies and rights in Qualifying Entities are included in the Quota on a "look-through" basis, *i.e.* pro rata to the amount of their investment in securities held in Eligible Companies.

Special rules for Quota calculation provided for in the regulations

- Eligible securities sold or exchanged for non-eligible securities are included in the calculation of the Quota for two years following the date of the sale or exchange.
- Unlisted shares that are admitted for trading on a regulated or organised market for the first time are included in the calculation of the Quota for five years following the date of listing.

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4.3.2 TAX RULES/TREATMENT*

The following summary describes the tax treatment applicable to SCRs and to investors in SCRs pursuant to the laws in force as of 1 January 2017. The summary is based on the tax advice that Altamir received from Reed Smith. Laws and their interpretations may change in the future.

This summary is provided for information purposes only and should be used in conjunction with personally sought advice so that you, with the input of your advisers, may determine the tax treatment that may apply to you as a shareholder of Altamir SCR. Under no circumstances should you regard it as an exhaustive review of the tax rules applying to investors in Altamir SCR or as comprehensive advice delivered to you by Altamir or by the Reed Smith law firm.

This document will deal solely with the tax treatments that may apply to individual or legal entity shareholders, whether resident in France or not, relating to the capital gain generated from the sale of shares in the SCR and capital gains distributions by the SCR. Currently, all dividends distributed by Altamir derive from the proceeds from the sale of equity (note 1) investments; the treatment of this case only will therefore be covered in the rest of this document. The treatment applicable to distributions deriving from the proceeds from the sale of other securities will not be covered in this document.

The case of non-cooperative countries and territories (note 2) will not be covered in this document.

Likewise, holdings of more than 25% in the SCR by non-residents will not be covered, since the Company does not currently face this situation.

Any shareholder or person who is considering a shareholding in Altamir SCR must consult his or her own advisors, if deemed appropriate, before making any investment in Altamir SCR, receiving any distribution from Altamir SCR or selling any shares held in Altamir SCR, in order to determine the applicable tax treatment for amounts distributed by Altamir SCR or for gains or losses that may be realised on sales of Altamir SCR shares.

TAX RULES APPLICABLE TO THE SCR

In principle, the income received and capital gains realised by Altamir benefit from full corporate tax exemption.

Dividend distributions made by the SCR are subject to an additional corporate tax contribution of 3% of the amount distributed. This surcharge constitutes a tax expense of the Company and not a withholding tax on the shareholder.

* *Section prepared by Reed Smith law firm.*

TAX RULES APPLICABLE TO SHAREHOLDERS

A/ Residents in France

1) Individuals

Case one	**Gains on the sale of shares of the SCR and distribution of dividends by the SCR**[3]
■ Upon acquiring the shares, the shareholder committed to a five-year holding period. This five-year commitment was fulfilled and all requirements met to reinvest distributions by the SCR, either through the purchase of shares in the SCR or via a shareholder loan to the SCR[4]	■ Exempted from tax on capital gains and distributions, but subject to social levies at 15.5% (withheld at source)[5]
Case two	**Gains on the sale of shares of the SCR and distribution of dividends by the SCR**[3]
■ Shares of the SCR (i) to which no five-year holding commitment was applied, or (ii) which were sold before the end of the five-year period despite the commitment, or (iii) which were sold without meeting the reinvestment requirement[6]	■ Taxed at the standard progressive income tax rates after excluding 50% if the shares have been held for at least two years or 65% if the shares have been held for at least eight years[7] ■ Plus social levies at the rate of 15.5% of the amount before exclusion[5][8]

2) Legal entities subject to corporation tax

Gains on the sale of shares of the SCR	
Case	**Tax treatment**
■ Sale of shares held for at least five years[9]:	
1) up to the amount represented by equity investments held by the SCR[1]*	0%
2) up to the amount not represented by equity investments held by the SCR	15%(10)
■ Sale of shares held for less than five years:	33.33%(10)
Distributions of dividends by the SCR[3]	
Case	**Tax treatment**
■ The dividends distributed by Altamir currently derive exclusively from capital gains realised on the sale of investments[1][11]	■ Fully exempt

* *This ratio was 37.4% as of 31 December 2016.*

B/ Non-residents	
1) Individuals	
Gains on the sale of shares of the SCR	
Rights to 25% or less of the net income of the SCR at the time of the sale or during the previous five years	■ Not taxed in France
Distributions of dividends by the SCR[3]	
Case	**Tax treatment**
■ Shareholder (i) who is resident for tax purposes in a country or territory having signed a treaty with France containing an administrative assistance clause to combat tax fraud or evasion, and (ii) who, upon acquiring shares, made and fulfilled the 5-year holding and reinvestment commitments[4]	■ Not taxed in France[5]
■ Shareholder (i) who does not make holding and reinvestment commitments, or (ii) who does not fulfil these commitments, or (iii) who is not resident in a country or territory having signed a treaty with France containing an administrative assistance clause to combat tax fraud or evasion	■ Withholding tax of 30% unless more favourable treaty provisions apply and on condition of compliance with treaty requirements (rate generally reduced to 15%).
2) Legal entities (with no permanent establishment in France)	
Gains on the sale of shares of the SCR	
Case	**Tax treatment**
■ Rights to 25% or less of the net income of the SCR at the time of the sale or during the previous five years	■ Not taxed in France
Distributions of dividends by the SCR[3]	
Case	**Tax treatment**
■ The beneficiary is a UCITS or AIF that fulfils the European directive requirements[12]	0%
■ The effective beneficiary of the distribution is a legal entity having its registered office in a State that has signed a treaty with France containing an administrative assistance clause to combat tax fraud or evasion and if the distribution is included in the profits declared in that State but benefits from a local exemption.	0%
■ In all other cases:	■ Withholding tax of 30% unless more favourable treaty provisions apply and on condition of compliance with treaty requirements, in which case the withholding tax rate is generally reduced to 15%.

Notes

(1) Equity investments are shares of portfolio companies in which the SCR held 5% of the issuing company's capital for at least two years. To calculate compliance with the 5% limit, securities held by other FPCIs or SCRs acting in concert with the SCR under the terms of an agreement to acquire these securities are also taken into account.

(2) The countries on the list of NCCTs as of 1 January 2016 were Botswana, Brunei, Guatemala, the Marshall Islands, Nauru and Niue. The countries on the list of NCCTs as of 1 January 2017 were Botswana, Brunei, Guatemala, the Marshall Islands, Nauru, Niue and Panama.

(3) Provisions also theoretically applicable for gains realised through an FPCI or a foreign venture-capital investment entity whose primary objective is to invest in companies whose securities are not admitted for trading on a regulated or organised market, in France or abroad, established in a OECD member state which is also a member of the European Union or has signed a tax treaty with France containing an administrative assistance clause to combat tax fraud or evasion.

(4) In addition, the shareholder, together with shareholder's spouse and their ascendants and descendants, may not collectively have rights, directly or indirectly, to more than 25% of the net income of companies whose securities are held in the assets of the SCR or have held this percentage at any time during the five years preceding the subscription or acquisition of the shares of the SCR.

(5) The 3% and/or 4% tax surcharge on high incomes (Article 223e of the French Tax Code) may be applicable.

(6) Except in the event of death, permanent disability, retirement or dismissal.

(7) Fines and surcharges may be added in the event that a shareholder fails to fulfil the commitments made.

(8) The CSG tax will be deductible, up to 5.1%, from taxable income of the following year.

(9) The capital gains from the sale of shares of the SCR are subject to the long-term regime once the shares are have been held for a minimum of five years (taxed at a rate of 0% or 15%):

- Only the capital gains realised on the equity investments portion of the SCR's total assets may be exempted from tax. To this end, investors should study the SCR's portfolio to determine the proportion of securities held by the SCR that qualify as equity investments. As a rule of thumb, the portion of tax exempt capital gains will be proportional to the quantity of equity investments held by the SCR;

- The remaining portion of capital gains corresponding to securities held by the SCR that do not meet the equity investment criteria, will be taxed at a rate of 15%.

(10) Excluding tax surcharges.

(11) If the securities are held through a private equity fund or a foreign venture-capital investment entity: on the condition that these structures held at least 5% of the issuing company's capital for at least two years.

(12) This exemption is applicable provided that the terms set forth in Article 119 bis, 2 of the French Tax Code are adhered to. For example, UCITS that meet the criteria set forth in Directive 2009/65/EC of the European Parliament and of the Council of 13 July 2009, and the AIF relevant to Directive 2011/61/EU of the European Parliament of 8 June 2011 are likely to be exempted from withholding tax. In this regard, the French tax authorities consider that the combination of provisions in the 2009/65/EC directive of 13 July 2009 and the 2011/61/EU directive of 8 June 2011 with administrative assistance mechanisms that link EU Member States, in particular directive 2011/16 of 15 February 2011 relating to the administrative cooperation in the area of tax, enabling it to ensure that the mutual funds having their head office in one of these States meet the rules of activity, operation and monitoring comparable to those set forth in French regulations.

4.4 ARTICLES OF ASSOCIATION

NAME AND REGISTERED OFFICE (ARTICLES 3 & 4 OF THE ARTICLES OF ASSOCIATION)

Altamir – 1, rue Paul Cézanne, 75008 Paris (France)

Tel: +33 (0)1 53 65 1 60

(www.altamir.fr)

DATE OF INCORPORATION

The Company was incorporated on 15 March 1993 as a French public limited company (*société anonyme*). It was converted into a French partnership limited by shares (*société en commandite par actions*) at the Special Shareholders' Meeting of 1 June 1995, to enable the Company to benefit from the private equity experience and expertise of the Apax Partners teams.

DURATION (ARTICLE 5 OF THE ARTICLES OF ASSOCIATION)

The duration of the Company is 99 years, expiring on 27 April 2092 (unless dissolved prior thereto or extended).

LEGAL FORM (ARTICLE 1 OF THE ARTICLES OF ASSOCIATION)

The Company is a French partnership limited by shares (*société en commandite par actions*), with share capital of €219,259,626, governed by Articles L. 226-1 et seq. of the French Commercial Code, between:

- the limited partners (or shareholders), who own the existing shares and any shares that may be issued in the future; and
- the general partner, Altamir Gérance, a French public limited company (*société anonyme*) with share capital of €1,000,000 and the Paris commercial registry number 402 098 917, whose registered office is located at 1 rue Paul Cézanne, 75008 Paris (France).

The capital is divided into 36,512,301 ordinary shares with a par value of €6 per share and 18,582 preferred shares (called "Class B shares") with a par value of €10 per share. All shares are fully paid up.

SALE AND TRANSFER OF SHARES (ARTICLE 10 OF THE ARTICLES OF ASSOCIATION)

Ordinary shares are freely transferable under the conditions stipulated by law.

Class B shares (or any securities giving access to Class B shares) may be subscribed or acquired only by the following persons:

1° the Management Company;

2° the Company's investment advisor indicated in paragraph 16.4 of the Articles of Association;

3° natural persons who are corporate officers or have an employment contract with one of the companies mentioned in items 1° and 2° above;

4° any non-trading partnership composed exclusively of the individuals or companies mentioned in items 1°, 2° and 3° above;

5° the Company itself, under the conditions stipulated by law and by the Articles of Association.

FINANCIAL YEAR (ARTICLE 24 OF THE ARTICLES OF ASSOCIATION)

Each financial year has a duration of one calendar year, beginning on 1 January and ending on 31 December.

CORPORATE PURPOSE (ARTICLE 2 OF THE ARTICLES OF ASSOCIATION)

The purpose of the Company is as follows:

- the subscription, acquisition, management and disposal by any means of French or foreign securities, ownership rights, rights representing a financial investment or other financial rights; and
- generally, any transaction related to the above purpose or enabling its achievement, including any transaction on personal or real property necessary for its operations.

COMMERCIAL REGISTRY NUMBER AND BUSINESS ACTIVITY CODE

The Company has the Paris commercial registry number 390 965 895 and the business code 6420Z.

ALLOCATION AND DISTRIBUTION OF PROFITS (ARTICLE 25 OF THE ARTICLES OF ASSOCIATION)

Shareholders approve the financial statements for the previous year and note the existence of a distributable profit. It is expressly stated that the costs incurred by the general partner in the interests of the Company shall be reimbursed upon presentation of supporting documents and included in the expenses of the Company.

For each financial year, the Company pays to the general partner as dividends, at the times and places designated by the Management Company and no later than nine months after the balance sheet date, an amount equal to 2% of adjusted net income for that year.

Adjusted net income, b, is calculated as follows:

$\beta = [RN - (1-\tau)\, P] - \alpha - \gamma$

where:

- RN is equal to the net income of the financial year, as approved by shareholders at their Ordinary AGM, less net unrealised capital gains generated through internal restructuring transactions (*e.g.* mergers, partial asset contributions, spin-offs) concerning the Company itself or companies in which the Company holds an ownership interest;
- τ is equal to the full corporate tax rate (including any tax surcharges) effectively applied to P, as defined below;
- P is equal to net financial income generated by short-term money-market investments and capital gains on marketable securities, less interest expense on the Company's borrowings. If P is negative for a given year, it is not taken into account for that year and its amount is carried forward to P of subsequent years;
- α is equal to the sum of adjusted net losses of previous years that have not already been applied to an adjusted net profit;
- γ is equal to the portion of net income for the year deriving from the Company's investments in an Apax France fund and any entity paying management fees to an Apax asset management entity.

For each financial year, the Company also pays to holders of Class B shares as dividends, at such times and places designated by the Management Company and no later than nine months after the balance sheet date, an amount equal to 18% of the adjusted net income for that year, as defined above.

The balance of the distributable profit is payable to shareholders. The allocation of this profit is decided by the Shareholders at their Ordinary General Meeting, on the recommendation of the Supervisory Board.

On the recommendation of the Supervisory Board, the Shareholders may decide to allocate a portion of the balance of the distributable profit, payable to shareholders, to retained earnings or to one or more extraordinary, general, or special non-interest-bearing reserves, to which the general partner, in this capacity, has no right. These reserves may also be incorporated into the capital.

Dividends are paid at the times and places designated by the Management Company and no later than nine months from the balance sheet date, unless this deadline is extended by court order.

On the recommendation of the Supervisory Board, the Shareholders may grant each shareholder, whether a holder of ordinary shares or Class B shares, the option to receive payment of all or a part of the dividend or interim dividend in cash or in ordinary shares, under the conditions stipulated by law.

At their General Meeting of 28 April 2017, shareholders will be asked to approve an amendment to the Articles of Association introducing a hurdle rate for the calculation of carried interest on the co-investments made by the Company since 2013.

GAIN ON LIQUIDATION (ARTICLE 26 OF THE ARTICLES OF ASSOCIATION)

Any gains on liquidation are allocated first to shareholders of each category (ordinary or Class B). Shareholders receive up to the amount they contributed as share capital, share premiums or merger premiums.

Any remainder is then allocated to holders of ordinary shares only, up to the amount of reserves created through the allocation of earnings.

Any balance still remaining is allocated as follows: 80% to ordinary shareholders, 18% to Class B shareholders and 2% to the general partner.

FORM OF SHARES (ARTICLE 9 OF THE ARTICLES OF ASSOCIATION)

The shares issued by the Company are held in registered form until they are fully paid up. Fully paid-up shares are held in registered or – once they are admitted to trading – in bearer form, at the shareholder's option. They are recorded in securities accounts according to the procedures set down by law.

In accordance with legal and regulatory provisions, the Company may at any time request that the central depository provide information enabling the identification of holders of shares giving immediate or future voting rights at General Meetings, the number of shares held by each of these shareholders and a description of any restrictions on these shares.

Class B shares may only be held in registered form.

CONDITIONS FOR THE EXERCISE OF VOTING RIGHTS (ARTICLE 12 OF THE ARTICLES OF ASSOCIATION)

The rights and obligations attached to shares are defined by the legislation in force and the Articles of Association.

"Any amendment to the rights of holders of Class B shares must be approved by the holders of Class B shares voting in a Special Meeting."

Each ordinary share carries the right to one vote at General Meetings of Shareholders.

Fully paid-up shares registered in the name of the same shareholder for at least two years do not qualify for double voting rights.

The above paragraph was added to the Articles of Association at the last Combined General Meeting of 24 April 2014 in order to confirm the right to one vote per share and the absence of double voting rights following the change in Article L. 225-123 of the French Commercial Code made by the law 2014-384 of 29 March 2014 aimed at keeping industrial sites operating in France (known as the "Loi Florange").

Voting rights are exercisable by the beneficial owner at Ordinary General Meetings and by the registered owner at Special General Meetings.

Class B shares carry no voting rights, except at special meetings of holders of Class B shares called in accordance with Article L. 225-99 of the French Commercial Code.

GENERAL MEETINGS (ARTICLE 23 OF THE ARTICLES OF ASSOCIATION)

General Meetings are called under the conditions stipulated by law. Meetings are held at the registered office or any other location specified in the invitation to the meeting. The right to participate in the General Meeting shall be subject to the formal registration of the shares in the name of the shareholder or of the intermediary registered on their behalf (in accordance with the seventh paragraph of Article L. 228-1 of the French Commercial Code) at zero hour, Paris time, of the second business day preceding the General Meeting, either in the registered share accounts held by the Company or in the bearer share accounts held by the authorised intermediary. Meetings may also be attended by anyone invited by the Management Company or by the Chairman of the Supervisory Board.

The general partner is represented by its legal representative or by any other person it has authorised to represent it. That person need not be a shareholder.

General Meetings are chaired by the Management Company or, in order of preference, the general partner or the Chairman of the Supervisory Board.

The Shareholders vote at Ordinary and Special General Meetings under the conditions stipulated by law and perform their duties in accordance with the law.

Shareholders taking part in the General Meeting *via* video-conference or telecommunication methods enabling them to be identified and guaranteeing their participation are deemed present for the calculation of the quorum and the majority.

With the exception of the appointment and dismissal of Supervisory Board members, the appointment and dismissal of Statutory Auditors, the appointment and dismissal of non-voting Board members, the distribution of dividends for the year and the approval of certain agreements requiring special authorisation, the decisions of the shareholders are not valid until approved in writing by the general partner, no later than the end of the meeting at which the shareholders voted on the decisions in question. The Management Company has full powers to note this approval and attaches the document certifying such approval to the minutes of the Meeting concerned.

4.5 REGULATED AGREEMENTS

4.5.1 REGULATED AGREEMENTS

In their special report, the Statutory Auditors mentioned no agreements of the kind described in Articles L. 226-10 et seq. of the French Commercial Code.

The Supervisory Board has established that the only regulated agreement in force since 2006, concerning the investment advisory agreement between Altamir and Apax Partners SA, remained unchanged during the previous financial year (detailed information about this agreement is provided in the Registration Document). This regulated agreement is described in the Statutory Auditors' special report.

The Board re-examined this agreement at its meeting on 6 March 2017, determined that it was in the company's interest to maintain it, and so informed the statutory auditors.

No new agreements will be submitted for shareholder approval at the General Meeting of 28 April 2017.

The Board has no knowledge of any conflict of interest between the Company and any Board member or the Management Company.

4.5.2 STATUTORY AUDITORS' REPORT ON REGULATED AGREEMENTS AND COMMITMENTS

To the Shareholders,

In our capacity as Statutory Auditors of your Company, we hereby report to you on regulated agreements and commitments.

It is our responsibility to report to you, based on the information provided to us, about the main terms, conditions and the reasons for the Company's interest of the agreements and commitments that have been disclosed to us or that we may have identified as part of our engagement, without commenting on their relevance or substance or identifying any undisclosed agreements or commitments. Under the provisions of Article R. 226-2 of the French Commercial Code (*Code de Commerce*), it is the responsibility of the shareholders to determine whether the agreements and commitments are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by Article R. 226-2 of the French Commercial Code in relation to the implementation during the year of agreements and commitments already approved by the Shareholders at their Annual General Meeting.

We performed the procedures we deemed necessary in accordance with professional guidance issued by the national auditing body (*Compagnie nationale des commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying that the information provided to us is consistent with the underlying documents.

AGREEMENTS AND COMMITMENTS SUBMITTED FOR APPROVAL BY THE GENERAL MEETING OF SHAREHOLDERS

Pursuant to Article L. 226-10 of the French Commercial Code (*Code de Commerce*), we have been advised that no agreement or commitment has been subject to the prior authorization of your Supervisory Board during the year.

AGREEMENTS AND COMMITMENTS APPROVED IN PRIOR YEARS BY THE ANNUAL GENERAL MEETING

In accordance with Article R. 226-2 of the French Commercial Code, we have been advised that the following agreements and commitments, approved by the Shareholders at their Annual General Meeting in prior years, continued to be in effect during the year.

With Apax Partners SA

Personne concernée

Mr. Maurice Tchenio, Legal representative of Altamir Gérance, Manager of your Company and Chairman and CEO of Apax Partners SA.

Nature and purpose

On 30 November 2006, Apax Partners S.A .signed an investment advisory agreement with your Company under which Apax Partners SA furnishes the following services to your Company:

- advice on the Company's investments and divestments, in line with the Company's investment policies;
- advisory or other services to the companies or other entities in the Company's portfolio;
- assistance in calculating the value of your Company's investments.

This investment advisory agreement was approved by the Supervisory Board during its meeting on October 12, 2006.

Terms and conditions

Payment under the agreement is equal to 95% of the remuneration due to management under the Articles of Association. Any amounts paid to Apax Partners SA as part of transactions performed on your Company's assets or paid to Apax Partners SA by the portfolio companies under this contract are deducted from the remuneration paid.

This investment advisory agreement was entered into for an indefinite period. Nevertheless, either party can terminate it, in accordance with the law, if the other party fails to meet one of its obligations and has not cured the breach within 30 days from formal notification.

Under this agreement Apax Partners SA invoiced your Company € 6,856,329 including VAT for financial year 2016.

Paris and Paris-La Défense, 21 March 2017

The Statutory Auditors

French original signed by

COREVISE	ERNST & YOUNG et Autres
Fabien Crégut	Jean-François Nadaud

5

SUPPLEMENTARY INFORMATION

5.1 PERSON RESPONSIBLE FOR THE REGISTRATION DOCUMENT

Maurice Tchenio, Chairman and Chief Executive Officer of the Management Company.

CERTIFICATION OF THE PERSON RESPONSIBLE FOR THE ANNUAL FINANCIAL REPORT

I hereby certify, having taken all reasonable measures in this regard, that the information contained in this registration document is, to the best of my knowledge, accurate and that no information has been omitted that would be likely to alter its substance.

I hereby certify, that to the best of my knowledge the financial statements have been prepared in accordance with applicable accounting standards and present a true and fair view of the assets, financial position and results of the Company and of its consolidated group of companies and that the management report presents a true and fair picture of the business, its results and the financial condition of the Company and of its consolidated group of companies, as well as a description of the principal risks and uncertainties to which they are exposed.

The Company has obtained an audit completion letter from its Statutory Auditors, wherein the auditors indicate that they have verified the information regarding the financial position and financial statements included in the Registration Document and that they have read the entire Registration Document.

Paris, 11 April 2017

For Altamir Gérance SA

Maurice Tchenio

Chairman and Chief Executive Officer of the Management Company

5.2 PERSONS RESPONSIBLE FOR THE AUDIT OF THE FINANCIAL STATEMENTS

PRINCIPAL STATUTORY AUDITORS

EY (formerly Ernst & Young et Autres), represented by Jean-François Nadaud,

1, Place des Saisons, 92400 Courbevoie (France)

Member of the Compagnie Régionale des Commissaires aux Comptes de Versailles.

The Statutory Auditors were reappointed by shareholders at their 23 March 2011 Ordinary General Meeting for a term of six years expiring at the end of the General Meeting held on 28 April 2017 to approve the financial statements of the financial year ending 31 December 2016. At the General Meeting, shareholders will be asked to renew their appointment for a period of six years, i.e. until the close of the Annual Ordinary General Meeting of Shareholders held in 2023 to approve the financial statements for the financial year ending 31 December 2022.

Corevise, represented by Fabien Crégut,

26, rue Cambacérès, 75008 Paris (France)

Member of the Compagnie Régionale des Commissaires aux Comptes de Paris.

RSM France, previously Alternate Statutory Auditor, became one of the Statutory Auditors, replacing CFA for the term of appointment of its predecessor, *i.e.* until the end of the Ordinary General Meeting of shareholders to be held in 2018 to approve the financial statements of the financial year ending 31 December 2017.

ALTERNATE STATUTORY AUDITORS

Fidinter, represented by François Aupic, 26 rue Cambacérès, 75008 Paris (France), member of the Compagnie des Commissaires aux Comptes de Paris.

The Alternate Statutory Auditors were appointed by shareholders at their 24 April 2014 Combined General Meeting for the remainder of the term of the Statutory Auditors RSM France, i.e. until the end of the General Meeting to be held in 2018 to approve the financial statements of the financial year ending 31 December 2017.

Law no. 2016-1691 of 9 December 2016 eliminated the requirement to appoint an alternate statutory auditor when the incumbent statutory auditor is not an individual or single-person company (Article L. 823-1 of the French Commercial Code as modified by that law).

Consequently, at the next General Meeting, shareholders will be asked to recognise that the appointment of the alternate Statutory Auditor, Auditex, is expiring and to neither renew nor replace it.

Persons responsible for communication

PERSON RESPONSIBLE FOR FINANCIAL INFORMATION

Éric Sabia
Altamir – 1, rue Paul-Cézanne – 75008 Paris (France)
Tel. +33 (0)1 53 65 01 00

PERSON RESPONSIBLE FOR COMMUNICATION

Agathe Heinrich
Altamir – 1, rue Paul-Cézanne – 75008 Paris (France)
Tel. +33 (0)1 53 65 01 00

PLACE WHERE LEGAL DOCUMENTS CAN BE CONSULTED

Legal documents may be consulted at the Company's head office: Altamir, 1, rue Paul Cézanne – 75008 Paris (France)

ALTAMIR – 2017 FINANCIAL COMMUNICATIONS CALENDAR

28 April at 10 a.m	Annual General Meeting of Shareholders
11 May after market close	Press release on NAV as of 31 March 2017
5 September after market close	Press release on first-half 2017 financial statements and NAV as of 30 June 2017
6 September at 8:30 a.m	Analyst/investor meeting and webcast
8 November after market close	Press release on NAV as of 30 September 2017

The Company hereby informs the market that, as recommended by the AMF (French financial markets authority), it has set the blackout period preceding the publication of annual, half-yearly and quarterly results at 15 calendar days.

5.3 DOCUMENTS AVAILABLE TO THE PUBLIC

While the Registration Document is valid, the following documents can be consulted as indicated:

a) Memorandum and Articles of Association: at the Company's head office (paper versions);

b) all reports, correspondence and other documents, historical financial information, valuations and statements prepared by an expert at the request of the issuer, a part of which is included or referred to in the Registration Document: at the Company's head office (paper versions);

c) historical financial information about the issuer for each of the two financial years preceding the publication of the Registration Document: at the Company's head office (paper versions) and on its website http://www.altamir.fr

5.4 REFERENCE TO HISTORICAL FINANCIAL STATEMENTS

Pursuant to Article 28 of EC regulation 809/2004, the following information is included by reference in this Registration Document:

- statutory and consolidated financial statements and the corresponding auditors' reports appearing on pages 125-138, 100-123, 139 and 124 of the 2015 Registration Document filed with the AMF on 1 April 2016 under number D.16-0262;
- statutory and consolidated financial statements and the corresponding auditors' reports appearing on pages 98-113, 74-95, 114 and 96 of the 2014 Registration Document filed with the AMF on 9 April 2015 under number D.15-0313.

5.5 CROSS REFERENCE INDEX

5.5.1 REGISTRATION DOCUMENT

The following cross-reference index, which includes the principal categories required by European Regulation 809/2004, refers to the pages of this Registration Document.

		Registration Document 2016 Chapter	Annual Report Page number
9.2	Operating income	§ 3.1	102
9.2.1	Important factors and significant events	§ 1.4	59
9.2.2	Changes in the financial statements	§ 3.1.6	106
9.2.3	Corporate governance, economic, fiscal, monetary or political strategy	§1.3.3 and §1.3.5	44-46
10	Cash, cash equivalents and equity capital		
10.1	Issuer's capital	§ 3.1.4	104
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10.3	Borrowing terms and financing structure	Note 16	118
10.4	Restriction on use of capital	§ 1.3.3	44
10.5	Expected sources of financing		NA
11.	Research and development, patents and licences		
12.	Trends	§ 1.4.5	61
12.1	Principal trends at the end of the year	§1.4.4 Post-closing events	61
12.2	Known trends	§1.4.4 Post-closing events	61
13.	Projected or estimated earnings	§1.4.6 Projected or estimated earnings	62
13.1	Principal assumptions		NA
13.2	Statutory Auditors' report	§ 3.2	126
14.	Management and governing bodies		
14.1	Management	§ 2.1	76
14.2	Conflicts of interest	§ 2.1.2	77
15.	Remuneration and benefits		
15.1	Remuneration paid	§2.2 Remuneration and benefits of managers and directors	83
15.2	Amounts provisioned	§2.2 Remuneration and benefits of managers and directors	NA
16.	Activities of management and governing bodies		
16.1	Expiration date of current appointment	§2.1.2 The General Partner and Management Company	76
16.2	Service contracts between the Company and members of its supervisory bodies	§ 1.3.7	51
16.3	Audit Committee	§ 2.1.3	78
16.4	Statement indicating whether the issuer complies with the corporate governance regime in effect in its country of origin	§ 2.1.4	NA
17.	Employees		NA
17.1	Breakdown of employees		NA
17.2	Profit-sharing and stock options		NA
17.3	Employee shareholding agreements		NA
18.	Principal shareholders		
18.1	Shareholders	§ 4.2.1	151
18.2	Persons who are not members of an administrative, managerial or supervisory body		NA
18.3	Special voting rights	§4.4.1 Conditions for the exercise of voting rights	161
18.4	Control of the issuer	§ 4.2.5	154
18.5	Shareholder agreements	§ 4.2.4	154
19.	Transactions with related parties	§4.5.1 Regulated agreements	162

		Registration Document 2016 Chapter	Annual Report Page number
20.	Assets, financial condition and earnings of the issuer		
20.1	Historical financial information	§3.1 Consolidated financial statements as of 31 December 2016	102
		§3.3 Statutory financial statements as of 31 December 2016	127
20.2	Pro forma financial information		NA
20.3	Financial statements	Statutory financial statements	127
		Consolidated (IFRS) financial statements	102
20.4	Verification of statutory historical financial information	Statutory Auditors' report on the statutory financial statements	141
		Statutory Auditors' report on the consolidated financial statements	126
20.5	Date of most recent financial information	Statutory financial statements	127
		Statutory Auditors' report on the statutory financial statements	141
		Consolidated financial statements	102
		Statutory Auditors' report on the consolidated financial statements	126
20.6	Interim and other financial information		NA
20.7	Dividend distribution policy	§1.1.7 Dividend policy	15
20.7.1	Dividend per share	§4.1.6 Dividends	150
20.8	Judicial proceedings and arbitrage		NA
20.9	Significant changes in financial condition	§ 1.4.4	61
21.	Supplementary information		
21.1	Share capital	§ 4.1	146
21.1.1	Subscribed capital and authorised shares	§ 4.1.1	146
21.1.2	Shares not representing capital	§ 4.1.3	148
21.1.3	Shares held by the issuer	§ 4.1.5	148
21.1.4	Convertible marketable securities		NA
21.1.5	Uncalled capital		NA
21.1.6	Capital subject to an option		NA
21.1.7	Historical share capital information	§ 4.1.2	147
21.2	Memorandum and Articles of Association		
21.2.1	Corporate purpose	§ 4.4	159
21.2.2	Provisions of the Articles of Association concerning the management and supervisory bodies	§ 4.4	159
21.2.3	Share rights	§ 4.4	161
21.2.4	Changes to shareholder rights		NA
21.2.5	Invitations to General Meetings of Shareholders and admission thereto	§ 4.4 General Meetings	161
21.2.6	Change in control	§ 4.2.5	154
21.2.7	Threshold disclosures	§ 4.2.2	153
21.2.8	Specific provisions concerning changes in share capital		NA
22.	Significant contracts	§ 1.3.7	51
23.	Information from third parties, expert opinions and declarations of interest		
23.1.	Expert report or statement		NA
23.2.	Certification of correct reproduction of information in the Registration Document.	§ 5.1	
24.	Documents available to the public	§ 5.3	168
25.	Information on portfolio companies	§ 1.2.4	22

5.5.2 ANNUAL FINANCIAL REPORT AND MANAGEMENT REPORT

The following cross-reference index for the annual financial report and the management report, which includes the principal categories required by the French Commercial Code, refers to the pages of this Registration Document.

Categories	Information for	Paragraphs	Pages
1. Statutory financial statements	**AFR**	§ 3.3	127
2. Consolidated financial statements	**AFR**	§ 3.1	102
3. Management report			
3.1. Information on the Company's business activities		§ 1.4	59
■ Business overview (in particular, progress achieved and difficulties encountered) and results of the Company, each subsidiary, and the Group Art. L. 232-1, L. 233-6, R. 225-102 and/or L. 233-6, L. 233-26 of the French Commercial Code		§ 1.4.2	59
■ Analysis of businesses development, results, financial condition, and indebtedness of the Company and the Group. Art. L. 233-26, L. 225-100, para. 3, L. 225-100-1 and/or L. 225-100-2 of the French Commercial Code	AFR	§ 1.4.2	59
■ Foreseeable developments at the Company and/or the Group Art. L. 232-1, R. 225-102 and/or L. 233-26, R. 225-102 of the French Commercial Code		§ 1.4.3	61
■ Financial and non-financial key indicators for the Company and the Group L. 225-100, para. 3 and 5, L. 225-100-1, L. 223-26 and/or L. 225-100-2 of the French Commercial Code	AFR	§ 1.4.5	61
■ Post-closing events at the Company and the Group Art. L. 232-1 and/or L. 233-26 of the French Commercial Code		§ 1.4.4	61
■ Information on the use of financial instruments by the Company and the Group, including financial risk, and pricing, credit, liquidity and cash management risks Art. L. 225-100, para. 6, L. 225-100-1 and/or L. 225-100-2, L. 223-26 of the French Commercial Code	AFR	§ 1.5	67
■ Principal risks and uncertainties at the Company and the Group Art. L. 225-100 para. 4 and 6, L. 225-100-1 and/or L. 225-100-2 para. 2 and 4, of the French Commercial Code	AFR	§ 1.5	67
■ Information about R&D at the Company and the Group Art. L. 232-1 and/or L. 233-26 of the French Commercial Code		NA	NA
3.2. Legal, financial and tax information about the Company			
■ Adoption of one of the two modes of executive management, in the event of a change Art. R. 225-102 of the French Commercial Code		NA	NA
■ Shareholders		§ 4.2.1	151
■ Names of controlled companies holding Altamir shares, and percentage of the shares held by them Art L. 233-13 of the French Commercial Code		NA	NA
■ Acquisition of significant interests during the year in companies with headquarters in France Art. L. 233-6, para. 1 of the French Commercial Code		§ 1.4.12	66
■ Notice of holding of greater than 10% of the share capital of another company whose capital is divided into shares; disposal of cross shareholdings Art L. 233-29, L. 233-30 and R. 233-19 of the French Commercial Code		NA	NA
■ Purchase and disposal by the Company of its own shares (share repurchase) Art L. 225-211 of the French Commercial Code	AFR	§ 4.1.5	148
■ Status of investment by employees in share capital, including registered shares granted to them pursuant to Art. L. 225-197-1 of the French Commercial Code *(applicable to bonus shares authorized at any special shareholders' meeting after 7 August 2015)* Art. L. 225-23, L. 225-102, para. 1, L. 225-180 of the French Commercial Code		NA	NA

Categories	Information for	Paragraphs	Pages
■ Factors that could have an impact in the event of a takeover bid/tender offer: Art. L. 225-100-3 of the French Commercial Code the Company's capital structure; restrictions in the Articles of Association on the exercise of voting rights and on the transfer of shares, or provisions of agreements brought to the attention of the Company pursuant to Article L. 233-11 of the French Commercial Code; investments, directly or indirectly, in the share capital of the Company, and known by the Company by virtue of Articles L. 233-7 and L. 233-12 of the French Commercial Code. - the list of holders of any security carrying special control rights, and the description of those rights; - control mechanisms under a potential employee shareholding system, when control rights are not exercised by employees; - agreements between shareholders, of which the Company has knowledge, and which could restrict the transfer of shares or the exercise of voting rights; - the rules applicable to the appointment and to the replacement of the Management Company, and to the amendment of the Company's Articles of Association; - the Management Company's powers, particularly regarding share issuance or repurchase; - agreements entered into by the Company that would be modified or would terminate in the event of a change in control of the Company, unless this disclosure (except when disclosure is legally required) would seriously harm its interests; - agreements providing for compensation to the Management Company or employees if they resign or are dismissed without just cause, or if their employment ends as a result of a takeover bid or tender offer.	AFR	§ 4.1.7	150
■ Summary of authorisations approved by shareholders and currently in effect with regard to capital increases Art. L. 225-100, para. 7 of the French Commercial Code	AFR	§ 4.1.4	148
■ Possible adjustments: - for securities giving access to capital and stock options in the event of share repurchases; - for securities giving access to capital as a result of financial transactions. Art. R. 228-90, R. 225-138 and R. 228-91 of the French Commercial Code		NA	NA
■ Amount of dividends paid with respect to the prior three years Art. 243 *bis* of the French Tax Code		§ 2.3.2	88
■ Amount of non-tax-deductible expenses Art. 223 *quater* of the French Tax Code		NA	NA
■ Payment terms and breakdown of supplier and customer account balances by due date Art. L. 441-6-1, D.441-4 of the French Commercial Code		§ 1.4.10	65
■ Financial injunctions or penalties for anti-competitive practices Art. L. 464-2 I, para. 5 of the French Commercial Code		NA	NA
■ Agreements entered into between a corporate officer or a shareholder holding more than 10% of the voting rights and a subsidiary (other than agreements related to the ordinary course of business) Art. L. 225-102-1 para. 13 of the French Commercial Code		NA	NA
■ Amount of intercompany loans Art. L. 511-6 of the French Monetary and Financial Code		NA	NA
3.3 Information on corporate officers		§ 2.1	76
■ List of all positions and directorships held in any company by each corporate officer during the year Art. L. 225-102-1 para. 4 of the French Commercial Code		§ 2.1.4	81
■ Remuneration and benefits in kind paid during the year to each corporate officer by the Company, companies it controls and companies that control it, and in particular pension obligations and other lifetime benefits. Art. L. 225-102-1 para. 1, 2 and 3 of the French Commercial Code		§ 2.2	83

Categories	Information for	Paragraphs	Pages
■ Commitments related to start, termination or change of function Art. L. 225-102-1 para. 3 of the French Commercial Code		NA	NA
■ In the case of stock option grants, information about the Board's decision to: - prohibit managers from exercising their options before termination of their functions, or - require that managers retain in their name, until termination of their functions, all or part of the shares from options already exercised (specifying the proportion thus set) Art. L. 225-185 para. 4 of the French Commercial Code		NA	NA
■ In the case of bonus share grants, information about the Board's decision to: - prohibit managers from selling such bonus shares before termination of their functions, or - set the number of shares that they are required to retain in their name until the termination of their functions (by specifying the proportion thus set) Art. L. 225-197-1-II para. 4 of the French Commercial Code		NA	NA
■ Summary of transactions by managers and related persons on securities of the Company Art. L. 621-18-2, R. 621-43-1 of the French Monetary and Financial Code; Art. 223-22 and 223-26 of the General Regulations of the French Financial Markets Authority (AMF)		§ 4.2.3	154
3.4. ESG information		§ 1.3.10	55
■ Social and environmental consequences of the Company's business, the Company's commitments to sustainable development and the circular economy, and measures to combat discrimination and promote diversity Art. L. 225-102-1, para. 5-8, R. 225-104, R. 225-105 and R. 225-105-2-II of the French Commercial Code		§ 1.3.10	55
■ Information on dangerous activities Art L. 225-102-2 of the French Commercial Code		NA	NA
4. Statement of individuals assuming responsibility for the annual financial report	**AFR**	§ 5.1	166
5. Statutory Auditors' report on the statutory financial statements	**AFR**	§ 3.4	141
6. Statutory Auditors' report on the consolidated financial statements	**AFR**	§ 3.2	126

ADDITIONAL DOCUMENTS

Categories	Paragraphs	Pages
Description of the share repurchase programme	§ 4.1.5	148
Communication concerning the fees of the Statutory Auditors	§ 5.2	167
Chairman's report on corporate governance and procedures for internal control and risk management.	§ 2.4	91
Statutory Auditors' report on the Chairman's report on corporate governance and procedures for internal control and risk management.	§ 2.5	100

5.6 GLOSSARY

AFIC

AFIC (Association Française des Investisseurs pour la Croissance), established in 1984, is a professional association that includes nearly all private equity investors in France. Its mission is to promote and develop private equity investment by federating all the players in the marketplace (www.afic-asso.fr).

BUILD-UP

Acquisition financed usually with debt, carried out by a company taken over through an LBO. It is intended to create a larger, more profitable group by creating synergies, and one with a higher valuation for its shareholders when it is subsequently sold.

BUSINESS PLAN

The company's strategic development plan for three to five years, with a detailed action plan for marketing, competition, products, techniques, production methods, investments, manpower, IT, financing, etc.

BUYOUT FUND

A private equity fund that acquires majority interests in established companies.

CARRIED INTEREST

Share of profit from performance returned to the fund management company, calculated on the basis of a private equity fund's income and capital gains (usually 20%).

In Altamir's case, carried interest is equal to 20% of net gains as per the Articles of Association, allocated as follows: 2% to the general partner, and 18% to the Class B shareholders, who are the members of the management team. Since Altamir's inception, carried interest has been calculated based on adjusted statutory net income. This result includes realised capital gains and unrealised capital losses (impairment of securities) but does not include unrealised capital gains, contrary to IFRS income, which is used to determine Net Asset Value (NAV).

CLASS B SHARES

Class B shares are preferred shares allocated to members of the Apax fund management team which entitle the holder to a share in the company's performance, called carried interest.

CLOSING

Final step of a transaction, with the signing by all participants (company officers and financial investors) of the legal documentation (including any shareholders' agreements) and disbursement of funds.

CO-INVESTMENT

Direct investment in a company along with a private equity fund, with equivalent pricing, conditions and rights.

DEBT MULTIPLE

Ratio of a company's debt to its EBITDA.

DISCOUNT

Shares of listed private equity companies often trade with a discount to NAV, *i.e.* at a share price less than the NAV per share. The discount is the difference between the market price and NAV per share, expressed as a percentage of NAV.

DIVIDENDS

The dividend is the remuneration paid to shareholders in exchange for their investment in the company's equity. It is the portion of distributable income that, based on the recommendation of the Supervisory Board and approval by shareholders, is paid to each shareholder.

DUE DILIGENCE

All measures taken in the analysis and review of information that allow the equity investor to make a judgement about the business, financial condition, income, growth prospects and organisation of the company being considered for acquisition.

EBIT

Earnings before interest and taxes.

EBITDA

Earnings before interest, taxes, depreciation and amortisation, including amortisation of goodwill.

ENTERPRISE VALUE

The value of a company (enterprise value or EV) corresponds to the market value of the industrial and commercial facilities. It is equal to the sum of the market value of shareholders equity (market capitalisation if the company is listed) and the market value of net borrowings.

ESG

Environment, Social and Governance.

EVCA

Former name of the professional association Invest Europe (see below).

EVERGREEN

An evergreen structure is an investment company with an unlimited duration, as opposed to private equity funds (FPCI) that generally have a 10-year life.

EXIT

Sale of an investment to a company with strategic goals or to a financial investor, or *via* an IPO.

FAIR VALUE

Fair value is an accounting standard for valuing assets and liabilities based on an appraisal of their market value.

FOLLOW-ON INVESTMENT

An additional investment in an existing portfolio company.

FPCI FUND

FPCI (*fonds professionnel de capital investissement*), or private equity fund, is the new name for the former FCPR (*fonds commun de placement à risque*). An FPCI is an investment fund but not a legal entity. It is managed by a management company, authorised by the French financial market authority (AMF), that acts, represents and makes commitments on behalf and for the account of the FPCI. At least 50% of its assets must be composed of unlisted shares.

FUND OF FUNDS

Private equity fund whose primary activity is investing in other private equity funds. In this way, investors in funds of funds can increase their level of diversification.

GAIN/LOSS ON SALE

A capital gain or loss on sale is the positive or negative difference between the amount received from the sale of a security and its acquisition price.

GROWTH CAPITAL

Growth capital is a segment of private equity (like acquisition/LBO transactions) aimed at financing companies that have achieved a significant size and are profitable. The equity investment, usually a minority interest, is intended to finance the growth of the company.

HURDLE RATE

Minimum rate of return granted to private equity fund investors, below which no carried interest is paid to the private equity fund managers.

INTERNAL RATE OF RETURN (IRR)

Measures the annualised rate of return on invested capital. It is used to evaluate the performance of private equity transactions.

INTERNATIONAL PRIVATE EQUITY AND VENTURE CAPITAL VALUATION GUIDELINES (IPEV)

Recommendations outlining best practices for valuing a portfolio of private equity investments.

INVEST EUROPE (EX EVCA)

European professional association of investors in private equity, venture capital and infrastructure (www.investeurope.eu).

INVESTMENT MULTIPLE

Measures the performance of invested capital but unlike IRR does not include a time factor and therefore complements IRR very well in evaluating the quality of performance realised by the equity investors.

IPO (INITIAL PUBLIC OFFERING)

An IPO is a financial transaction in which a company's shares are admitted to trading on a stock market. This public equity offering allows a company to raise capital, increase its profile, and tap the financial markets if necessary.

LBO (LEVERAGED BUYOUT)

Acquisition of a company by equity investors and the executives of the acquired company. The financing package comprises a relatively large proportion of debt (leverage), which is to be repaid with future cash flows.

LEVERAGE

Multiplier effect on the return on equity resulting from the use of external financing.

LIMITED PARTNERSHIP (LP)

A tax-transparent investment structure, mainly used by Anglo-Saxon managers, and which generally has a 10-year life. The LP is managed by an independent management company, the General Partner (GP). Its investors are Limited Partners (LPs) who have limited liability. They are not involved in the day-to-day management of the funds but regularly receive detailed reports on the fund's investments.

LTM

Last 12 months. Used to describe a financial indicator specifically focused on that period.

MANAGEMENT FEES

Annual fees paid to the fund manager to cover the operating and administrative costs of the fund, typically a percentage of the committed amount of the fund.

NAV PER SHARE

NAV per share is the value of one ordinary share of the company's shareholder's equity, calculated in accordance with IFRS for consolidated financial statements. It is calculated by dividing the company's shareholder's equity by the total number of ordinary shares outstanding. NAV per share is stated net of the amount attributable to the general partner and to the holders of Class B shares, as well as the carried interest provisions for the funds in which the company invests.

NAV TR (TOTAL RETURN)

NAV Total Return (NAV TR) measures the performance of NAV including dividends. It is calculated assuming that the dividend paid is reinvested in the company.

NET ASSET VALUE (NAV)

Net Asset Value is the most relevant financial indicator for reviewing the company's business activity. It corresponds to shareholder's equity, calculated in accordance with IFRS for consolidated financial statements, *i.e.* the total value of assets less liabilities. It is calculated by valuing investments based on International Private Equity Valuation (IPEV) guidelines. NAV includes unrealised capital gains and losses.

ORDINARY SHARES

Shares conferring the same rights (voting, preferential subscription, dividends, etc.) to all holders, in proportion to the amount of equity held.

PRIVATE EQUITY

Acquiring an ownership interest in companies that are generally not listed. Private equity provides vital support for an unlisted company throughout its existence. It finances the start-up (venture capital), growth (growth capital), and acquisition/LBO phases in the life of the company.

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PRIVATE EQUITY FUND

Vehicle formed by investors for the purpose of making equity investments and sharing in the resulting income.

PUBLIC-TO-PRIVATE (PTOP)

Transaction consisting of the repurchase of all shares of a listed company with the intention of delisting.

REFINANCING

Transaction consisting of modifying a company's debt structure, most often to increase the level of debt and reduce equity, so that a portion of investors' initial outlay can be returned to them.

SCA (*SOCIÉTÉ EN COMMANDITE PAR ACTIONS* OR FRENCH PARTNERSHIP LIMITED BY SHARES)

The French partnership limited by shares allows for the management and the ownership of a company to be completely dissociated. The capital of an SCA is divided into shares, but has two categories of shareholders:

- the limited partners who are shareholders and whose liability is limited to the amount of their contribution (the SCA is similar to a *société anonyme* or public limited company in this regard);
- one or more general partners who are jointly and severally liable for all of the company's debt. The company's manager(s) are generally selected from among the general partners, and the limited partners cannot become managers.

The Articles of Association detail the methods for appointing current and future managers. The manager(s) has (have) the broadest powers to act under any circumstances in the name of the company. They can be removed from office only in accordance with the provisions of the Articles of Association.

SCR (*SOCIÉTÉ DE CAPITAL RISQUE* OR PRIVATE EQUITY COMPANY)

Altamir elected the SCR status from inception. This status provides it with a specific legal and tax framework, adapted to its corporate objective, which is the management of a securities portfolio. The SCR status imposes certain requirements; chiefly that:

- at least 50% of the net assets must be composed of equity securities (or give access to equity) issued by companies not listed on a stock exchange, whose registered office is located in a European Union Member State, Norway, Iceland or Liechtenstein;
- the company's borrowings may not exceed 10% of net statutory shareholders' equity.

In exchange for the requirements related to this status, the SCR benefits from advantageous tax treatment. Likewise, investors in SCRs benefit from favourable tax treatment, under certain conditions.

SPIN-OFF

Creation of a new company that is legally and financially independent from its original group.

SUBSCRIPTION COMMITMENT

Equity that each investor in a private equity fund agrees to remit when called by the fund to make a new investment.

TOTAL SHAREHOLDER RETURN (TSR)

TSR is the rate of return on a share over a given period, including dividends and any realised capital gains.

UPLIFT

Positive difference between the sale price of an investment and the amount at which it was valued by the manager of the fund before the sale.

VALUATION MULTIPLES

Ratio of a company's enterprise value to its EBITDA.

WARRANTS

A warrant issued by a company gives the right to subscribe to new shares of the company.

YIELD

The annual dividend received per share, expressed as a percentage of the stock market price.

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