

# GESCHÄFTSBERICHT 2009

Geschäftsbericht für die Periode vom  
1. Januar 2009 bis 31. Dezember 2009



## GESCHÄFTSBERICHT 2009

## PRINCESS PRIVATE EQUITY HOLDING LIMITED

Princess Private Equity Holding Limited ("Princess") ist eine Investment-Holding-Gesellschaft mit Sitz in Guernsey, die in Private Equity und Private Debt investiert. Investitionen beinhalten Beteiligungen an Private Equity-Fonds in Form von Primär- und Sekundärbeteiligungen, Direktinvestitionen und börsennotierte Private Equity-Anlagen. Princess strebt danach, den Aktionären langfristig Kapitalwachstum und eine attraktive Dividendenrendite zu bieten.

Die Stammaktien der Princess werden an der Frankfurter Wertpapierbörse (lieferbar in Form von Miteigentumsanteilen an einem Inhabersammelzertifikat) und an der London Stock Exchange gehandelt.

Dieses Dokument ist nicht als Anlagewerbung oder Verkaufsprospekt gedacht und stellt weder eine Offerte noch den Versuch der Aufforderung zur Offertenstellung für das hier beschriebene Produkt dar. Dieser Bericht wurde unter Verwendung von Finanzdaten erstellt, die den Büchern und sonstigen Aufzeichnungen des Unternehmens per Berichtsdatum entnommen wurden. Die im Bericht des Verwaltungsratsvorsitzenden, Private Equity-Marktumsfeld, Bericht des Investment-Managers, Portfolio-Allokation, Portfolio-Transaktionen und Portfolio-Übersicht im Einzelnen aufgeführten Grafiken und Zahlen wurden nicht geprüft. In diesem Bericht wird die bisherige Performance beschrieben, die nicht unbedingt ein Indikator für künftige Ergebnisse sein muss. Die Haftung des Unternehmens für Handlungen, die auf der Grundlage der zur Verfügung gestellten Informationen vorgenommen werden, ist ausgeschlossen.

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## 1 KENNZAHLEN

IN EUR	31. DEZEMBER 2009	31. DEZEMBER 2008
<b>Subs</b>		
Geprüfter Innerer Wert (NAV)	514'297'225	579'658'742
NAV pro Aktie	7.34	8.27
Schlusskurs (Frankfurt)	3.39	3.10
Prämie über NAV (Frankfurt)	-53.79%	-62.51%
Schlusskurs (London)	3.31	3.05
Prämie über NAV (London)	-54.88%	-63.12%
Flüssige und geldähnliche Mittel	15'251'321	13'707'132
Beanspruchung Kreditlinie	20'000'000	0
Geprüfter Wert der Private Equity-Investitionen	516'927'880	557'211'889
Nicht abgerufene Zahlungsverprechen	283'519'959	374'928'358
Investitionsgrad	100.51%	96.13%
Overcommitment	55.64%	60.81%

## 2 BERICHT DES VERWALTUNGSRATS- VORSITZENDEN

### **Sehr geehrte Investoren,**

in meiner Rolle als Verwaltungsratsvorsitzender von Princess Private Equity Holding Limited ("Princess") freut es mich sehr, Ihnen diesen Geschäftsbericht präsentieren zu dürfen. Ich habe weiterhin grosses Vertrauen in das Portfolio von Princess sowie in den Investment-Manager. Ich bin überzeugt, dass die in 2009 getroffenen Massnahmen Princess signifikant gestärkt und die Position Ihres Unternehmens verbessert haben. Die Qualität des Portfolios ist beeindruckend und bietet Investoren den Vorteil einer breiten Diversifizierung über verschiedene Sektoren, Industrien, Regionen und Lancierungsjahre.

Zum Ende des Jahres 2009 konnten die Portfoliounternehmen von Princess von der sich stabilisierenden Weltwirtschaft profitieren, in dem sie operativ aktiv waren und zusätzlichen Wert in ihren Geschäftsmodellen geschaffen haben. Dies führte zu einem starken Anstieg des Inneren Wertes in der zweiten Jahreshälfte 2009. Die kürzlichen positiven Wertentwicklungen konnten den Einfluss der Bewertungsanpassungen am Jahresanfang sowie von Wechselkursbewegungen jedoch nicht vollständig ausgleichen, so dass der NAV über das gesamte Jahr um 11.3% abnahm.

Um das Overcommitment-Level von Princess zu verringern hat der Investment-Manager selektiv nicht abgerufene Zahlungsverprechen um EUR 43 Mio. reduziert, was einen negativen Einfluss auf den NAV von weniger als 1% hatte. Der Verkauf der börsennotierten Beteiligungsgesellschaften und die neue Kreditlinie mit einer Laufzeit von drei Jahren über anfänglich EUR 40 Mio.,

welche bis auf EUR 90 Mio. erhöht werden kann, stärken die Liquiditätsposition von Princess weiter. Die Kreditlinie wird in Note 16 der Finanzzahlen beschrieben.

Der Aktienkurs von Princess verzeichnete in 2009 eine signifikante Erholung und stieg im Jahresverlauf um 9.4% an. Der Rückgang des Aktienkurses am Anfang des Jahres war grossenteils auf die hohe Unsicherheit an den weltweiten Kapitalmärkten und insbesondere auf die starken Verluste im Segment der börsennotierten Beteiligungsgesellschaften zurückzuführen.

Die Private Equity-Investitions- und Veräusserungsaktivitäten sowohl im Princess-Portfolio als auch im Gesamtmarkt nahmen im zweiten Halbjahr wieder zu. Dennoch waren Rückflüsse aus realisierten Investitionen und Kapitalabrufe zur Finanzierung neuer Investitionen über das Gesamtjahr geringer als in 2007 und 2008. Am Ende des Jahres 2009 war Princess mit einem Investitionsgrad von 100.5% voll investiert.

Der Cash Flow-Ausblick für Princess beruht auf konservativen Annahmen - nur langsam steigende Rückflüsse und einem Anstieg der Kapitalabrufe - und zeigt, dass die Zahlungsverpflichtungen von Princess ausreichend von der neuen Kreditlinie gedeckt werden. Princess bekennt sich weiterhin dazu, aus den Rückflüssen von realisierten Portfoliounternehmen Dividenden an die Aktionäre zu zahlen. Die nächste Dividendenzahlung wird ausgezahlt werden, sobald es die Liquiditätssituation und die Bedingungen der Kreditlinie zulassen, und somit ist der Zeitpunkt von zukünftigen Marktentwicklungen abhängig.

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Im Namen meiner Kollegen im Verwaltungsrat möchte ich mich auf diesem Wege bei allen Aktionären für deren Vertrauen in Princess bedanken. Mit der neuen Kreditlinie und der Verringerung der nicht abgerufenen Zahlungsverprechen sind wir zuversichtlich, dass Princess gut positioniert ist, um von attraktiven Investitionsmöglichkeiten und dem Öffnen des Fensters für Veräusserungen für die bestehenden Portfoliounternehmen zu profitieren und somit langfristig Wert für die Aktionäre zu schaffen.

Brian Human  
Verwaltungsratsvorsitzender

Guernsey, Februar 2010

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### 3 PRIVATE EQUITY-MARKTUMFELD

Das wiederkehrende Vertrauen in die Kapitalmärkte führte Ende 2009 zu einem Wendepunkt, der vermuten liess, dass das Schlimmste der grössten Wirtschaftskrise seit der Grossen Depression überwunden sei. Die Hoffnungen wurden unter anderem durch die im März 2009 einsetzende Erholung an den Aktienmärkten sowie durch erste Anzeichen genährt, dass die enormen Konjunkturpakete und geldpolitischen Massnahmen vieler Zentralbanken und Regierungen eine Katastrophe abwenden würden. Die staatlichen Eingriffe trugen zusammen mit der wiederkehrenden Zuversicht der Anleger zu einer Erholung des weltweiten Wirtschaftswachstums bei, weshalb die meisten Industrienationen zum Jahresende einer technischen Rezession entkommen konnten. Schwellenländer waren häufig weniger betroffen und grossen, bevölkerungsreichen Staaten wie China, Indien und Indonesien blieb eine Rezession gänzlich erspart. Diese Länder verzeichneten lediglich ein langsames Wirtschaftswachstum.

#### Private Equity-Fundraising nimmt weiter ab

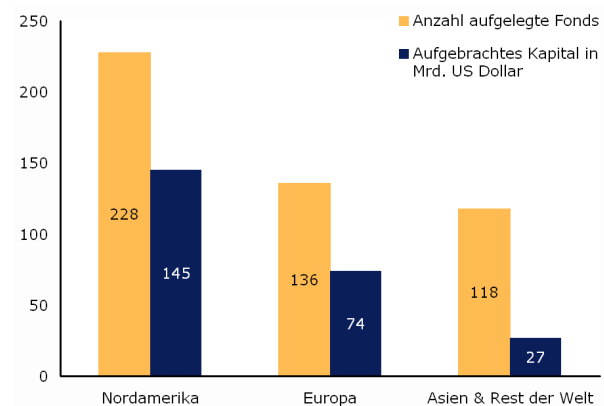
Angesichts des unsicheren Marktumfeldes – insbesondere zu Beginn des Jahres – entwickelte sich das Private Equity-Fundraising im Jahre 2009 sehr schwach, da viele Investoren zögerten, neue Zahlungszusagen abzugeben. Laut Berechnungen von Preqin, einem amerikanischen Research-Institut, erhielten im letzten Jahr weltweit 482 Private Equity-Fonds Kapitalzusagen über USD 246 Mrd., was rund 61% weniger ist als in 2008, als USD 636 Mrd. aufgenommen wurden. Dies stellt das schlechteste jährliche Fundraising-Ergebnis seit 2004 dar. Anstatt neue Zahlungszusagen zu sprechen,

konzentrieren sich viele Investoren derzeit vor allem auf ihre bestehenden Portfolios. Nicht zuletzt deshalb benötigten sie auch deutlich länger, um neue Private Equity-Commitments abzugeben. Die durchschnittliche Zeitspanne eines Fonds zwischen der Aufsetzung und dem letzten Closing stieg auf 18 Monate, im Vergleich zu zwölf Monaten für Fonds, die in 2007 geschlossen wurden.

Aufgrund der Tatsache, dass in den Jahren vor 2009 viele General Partner neue Fonds lancierten – Preqin schätzt, dass in 2007 und 2008 rund USD 1.3 Billionen aufgenommen wurden – müssen diese hohen Summen zunächst investiert werden, bevor die Aufsetzung eines Nachfolgerfonds möglich ist.

Aus geografischer Sicht wurden in Nordamerika am meisten Gelder aufgenommen, wo 228 Fonds Zahlungszusagen über USD 145 Mrd. erhielten, fast doppelt soviel wie in Europa, wo lediglich USD 74 Mrd. von 136 Fonds aufgenommen wurden. In Asien und dem Rest der Welt wurden 118 Fonds mit einem Volumen von USD 27 Mrd. lanciert.

#### Fundraising nach Regionen



Quelle: Preqin



## GESCHÄFTSBERICHT 2009

### **Zurückhaltende Investitionsaktivität im Bereich Private Equity**

Die Anlageklasse Private Equity hat sich im derzeit anspruchsvollen Marktumfeld als flexibel und belastbar herausgestellt und bewiesen, dass das Geschäftsmodell auch in schwierigen Wirtschaftslagen funktionieren kann. Hochwertige Private Equity-Manager haben sich schnell den neuen Bedingungen angepasst und ihren Fokus auf Wertsteigerung durch operative Verbesserungen, Umsatzwachstum und Kostenreduzierung verschoben. Zudem führte die Knappheit von Fremdkapital bei vielen Investitionen zu einer höheren Eigenkapitalquote.

Mit der makroökonomischen Stabilisierung in der zweiten Jahreshälfte 2009 tätigten General Partner zunehmend neue Investitionen, da sie nun in der Lage waren, den Wert der Zielunternehmen exakter zu bemessen, was ihnen mehr Sicherheit beim Abschluss neuer Transaktionen gab. Im Gegensatz dazu konzentrierten sich General Partner im ersten Halbjahr 2009 vor allem auf die Zusammenarbeit mit bestehenden Portfoliounternehmen, anstatt neue Investitionen zu tätigen. Über das gesamte Jahr 2009 sank das Volumen weltweiter Private Equity-Investitionen daher um 55% auf USD 147 Mrd. In 2009 wurden 2'970 Transaktionen abgeschlossen, ein Rückgang von 38% gegenüber den 4'790 Transaktionen, die 2008 zum Abschluss kamen, was bereits 12% unter dem Niveau von 2007 lag, als 5'440 Transaktionen abgeschlossen wurden.

Obgleich die Verfügbarkeit von Fremdkapital im Jahresverlauf erste Anzeichen einer Erholung aufwies, sank das Volumen von Fremdkapitalfinanzierungen für Private Equity-Unternehmen laut Dealogic in 2009 um 90%. Das weltweite Volumen von Unternehmensübernahmen lag in 2009 bei USD 14 Mrd., und damit deutlich unter den USD 144 Mrd. von 2008. Am stärksten

betroffen war der Bereich Large- und Mega-Large-Cap-Buyouts, der typischerweise am häufigsten auf Fremdkapital zur Finanzierung neuer Übernahmen zurückgreift. Nichtsdestotrotz kam die Investitionsaktivität im Buyout-Segment nicht zu einem kompletten Stillstand: Finanzinvestoren tätigten auf einer selektiven Basis mit wenig oder gar keinem Fremdkapital weiterhin Akquisitionen zu attraktiven Einstiegsmultiples.

### **Bewertungen erholen sich in der zweiten Jahreshälfte**

Der globale Wirtschaftsabschwung und die deutliche Korrektur an den Aktienmärkten, die den Wert von vergleichbaren börsennotierten Unternehmen stark reduzierte, führte in der Private Equity-Industrie zu signifikanten, negativen Wertanpassungen zum Ende des Jahres 2008 und in der ersten Jahreshälfte 2009. Die Bewertungen von Private Equity-Fonds erholten sich jedoch ab Mitte 2009 wieder, was eine Stabilisierung der Private Equity-Märkte andeutete. Einerseits stützten steigende Aktienkurse die Bewertungen; vor allem aber trugen General Partner durch operative Schritte in ihren Portfoliounternehmen erfolgreich dazu bei, sie durch diese schwierige Zeit zu bringen. General Partner haben sich schnell den neuen Bedingungen angepasst und ihren Fokus auf Wertsteigerung durch operative Verbesserungen, Umsatzwachstum und Kostenreduzierung verschoben.

### **Private Equity Exit-Aktivität nimmt zum Ende des Jahres zu**

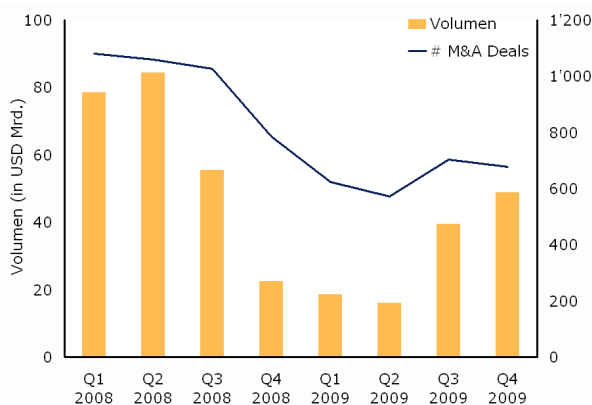
Im Einklang mit dem allmählichen Anstieg der Investitionsaktivität und unterstützt durch die Erholung an den Aktienmärkten nahmen auch die Möglichkeiten für Veräußerungen von Private Equity-Portfoliounternehmen in der zweiten Jahreshälfte 2009 zu. Zum Ende des Jahres profitierten Private Equity-Firmen somit von höheren Bewertungen ihrer Portfolio-



unternehmen, da diese zu einem gewissen Grad von der Aktienkursentwicklung vergleichbarer, börsennotierter Unternehmen abhängen.

Bemerkenswert ist die Trendwende im Bereich Private Equity-gestützter Börsengänge ("IPO"). Aufgrund positiver makroökonomischer Entwicklungen und grösserer Zuversicht unter den Kapitalmarktteilnehmern starteten zahlreiche Private Equity-Manager Vorbereitungen für einen IPO ihrer Portfoliounternehmen. Nach einem herausfordernden Marktumfeld im ersten Halbjahr 2009 stieg die Anzahl neuer Börsennotierungen in den letzten sechs Monaten des Jahres deutlich an und es wurde mehr Kapital durch IPOs aufgenommen als während des gesamten Jahres 2008. Von den durch IPOs erzielten USD 16 Mrd. in 2009 sind nach Daten von Dealogic 97% der zweiten Jahreshälfte zuzurechnen.

### Private Equity M&A-Volumen



Quelle: Thomson Reuters

Ebenso wie die Zahl neuer Börsennotierungen nahm auch die Aktivität im Bereich der Verkäufe von Private Equity-Portfoliounternehmen an industrielle Investoren zu, was auf eine zum Ende des Jahres steigende Anzahl von Unternehmensübernahmen und -zusammenschlüssen (M&A) zurückzuführen ist. Da General Partner ihre Unternehmen nicht zu Preisen verkaufen müssen, die sie

als zu tief empfinden, warten sie häufig ab, bis das Umfeld für Unternehmensverkäufe günstiger wird, um in der Zwischenzeit weiteres Wachstum und Wertsteigerungen ihrer Portfoliounternehmen zu generieren.

### Sekundärinvestitionen: die Lücke zwischen den Preiserwartungen von Käufern und Verkäufern schliesst sich

Im Einklang mit dem steigenden Investitionstempo und einem verbesserten Veräusserungsumfeld für Private Equity-Portfoliounternehmen gegen Ende 2009 stieg auch die Investitionsaktivität auf dem Sekundärmarkt zum Jahresende hin an. Obwohl das Transaktionsvolumen im Sekundärmarkt gemäss NYPPEX Private Markets um 39% geringer war als in 2008, war der Deal Flow relativ hoch. Allerdings war die Preis-Diskrepanz zwischen Käufern und Verkäufern von Private Equity-Beteiligungen im ersten Halbjahr 2009 relativ gross, was bedeutete, dass tatsächlich nicht sehr viele Transaktionen abgeschlossen wurden. Dies war auf die grosse Unsicherheit im Markt, eine beschränkte Visibilität bezüglich der zukünftigen makroökonomischen Entwicklung sowie die Leistung einzelner Unternehmen zurückzuführen. Folglich waren viele Käufer und Verkäufer in ihren Bewertungen sehr vorsichtig, weshalb im ersten Halbjahr 2009 einzig Verkäufer in finanziellen Nöten bereit waren, ihre Unternehmen zu veräussern. In der zweiten Jahreshälfte führten stabilere NAV-Entwicklungen jedoch zu einer erhöhten Visibilität und die relativen Abschläge wurden gemäss Daten von Cogent Partners mit einem durchschnittlichen Angebotspreis von ungefähr 72% (gegenüber 40% im ersten Halbjahr) zum Inneren Wert kleiner. Dies führte dazu, dass vermehrt Sekundärmarkt-Transaktionen zu attraktiveren Konditionen für viele Verkäufer abgeschlossen werden konnten.

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### **Venture Capital weniger vom Mangel an Fremdkapital betroffen**

US-amerikanische Venture Capital-Firmen beschafften in 2009 rund USD 15 Mrd. an Kapital, der tiefste Wert seit 2003. Gemäss der National Venture Capital Association und Thomson Reuters haben in 2009 lediglich 120 Venture Capital-Fonds Kapital aufgenommen, das tiefste Niveau seit 1993.

Die Investitionsaktivität im Venture Capital-Segment war zu einem geringeren Ausmass vom herausfordernden Marktumfeld betroffen als das Buyout-Segment. Dies ist zu einem grossen Teil darauf zurückzuführen, dass Venture Capital-Investoren gewöhnlich ausschliesslich Eigenkapital zur Finanzierung ihrer Investitionen verwenden und deshalb nicht auf Fremdkapital angewiesen sind. Gemäss Dow Jones VentureSource wurden im Jahr 2009 insgesamt USD 21 Mrd. in 2'489 Venture Capital-Transaktionen investiert, was einer Abnahme von 31% gegenüber 2008 entspricht, als USD 31 Mrd. in 2'817 Transaktionen investiert wurden. Im vierten Quartal 2009 stiegen die Venture Capital-Investitionsaktivitäten jedoch wieder auf ein ähnlich hohes Niveau wie vor dem Kollaps der Finanzmärkte.

Im vierten Quartal 2009 zeigte die Veräusserungsaktivität von Venture-finanzierten Unternehmen vielversprechende Lebenszeichen mit fünf Venture-finanzierten IPOs und M&A-Veräusserungen gemäss National Venture Capital Association und Thomson Reuters. Dies entspricht dem höchsten Quartalsdurchschnitt seit dem vierten Quartal 2007. Trotz des sich verbessernden Veräusserungsumfeldes im vierten Quartal 2009 blieb die Veräusserungsaktivität mit 13 Venture-finanzierten IPOs und 262 M&A-Transaktionen während des gesamten Jahres 2009 hinter historischen Werten zurück.

In der ersten Hälfte des Jahres wurden auf diskretionärer Basis negative Wertanpassungen vorgenommen, um das sich verschlechternde ökonomische Umfeld zu reflektieren und reifere Unternehmen verzeichneten während dieser Periode zudem fallende Umsätze. Im zweiten Halbjahr 2009 fanden allerdings wieder erste Aufschreibungen statt, insbesondere, weil börsennotierte Unternehmen von den sich erholenden Aktienmärkten profitieren konnten. Zudem wurden von einigen Unternehmen die ersten Anschluss-Finanzierungen abgeschlossen, die im Vergleich zu vorherigen Finanzierungsrunden höhere Bewertungen aufwiesen.

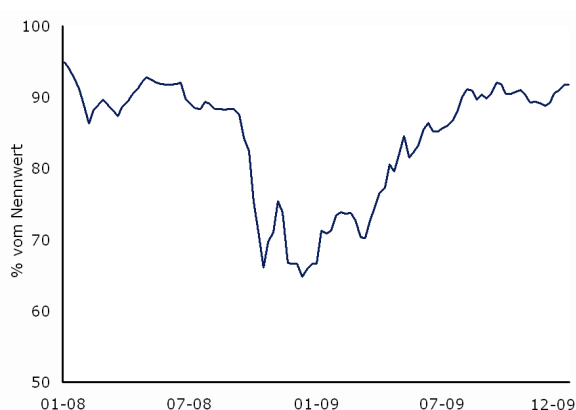
### **Neuer Investitionszyklus für Private Debt**

Auch der Fremdkapitalmarkt erholte sich nach einer Periode erhöhter Unsicherheit an den Finanzmärkten und einem panikartigen Grad an Risikoaversion. Nach der ersten Hälfte 2009 stieg das Vertrauen in die Fremdkapitalmärkte, gemeinsam mit der Erkenntnis, dass die Folgen der schlimmsten Rezession seit sieben Jahrzehnten weniger schlimm ausfallen würden als anfänglich erwartet. Standard and Poor's haben ihre erwarteten Ausfallraten reduziert und es wird angenommen, dass die Ausfallraten gegen Ende 2009 mit unter 15% ihren Höhepunkt erreicht haben.

Zu Beginn des Jahres 2009 haben einige vorrangige Fremdkapitaltranchen und Mezzanine-Darlehen zu hohen Abschlägen auf dem Sekundärmarkt ihren Besitzer gewechselt, da sich Verkäufer in finanziellen Nöten gezwungen sahen, ihre Kredite zu veräussern, um Liquidität zu generieren. Sekundärmarktpreise nahmen anschliessend deutlich zu, als sich das makroökonomische Umfeld stabilisierte und sich die Visibilität bezüglich der operativen Entwicklung der einzelnen Unternehmen verbesserte. Dies führte dazu, dass sich die Sekundär-

marktpreise von ihrem Tief im Dezember 2008 um über 50% erholten.

### Erholung der Sekundärmarktpreise für Fremdkapital



Quelle: LCD Leveraged Loan Review Q4 2009 (Durchschn. Geldkurs für Europäische Flow Names)

Ermutigt durch die Erholung im Buyout-Bereich zum Jahresende hin zeigten sich auch die Fremdkapitalgeber gewillter, Transaktionen, insbesondere solche mit konservativen Kreditbedingungen und in stabilen Industrien, zu unterstützen, um ihr überschüssiges Kapital gewinnbringend zu platzieren. Das Fremdfinanzierungsvolumen nahm im vierten Quartal 2009 auf EUR 2 Mrd. an neuen Emissionen beträchtlich zu. Dies repräsentiert 51% des gesamten Kreditvolumens in 2009 und den höchsten Wert seit fünf Quartalen. Viele Finanzinstitute – insbesondere Banken – reduzierten ihr Angebot an Fremdkapital, um ihre Bilanzen zu verbessern. Hierdurch wurden die Angebote für Mezzanine-Kreditgeber attraktiver, nicht zuletzt dank ihrer verbesserten Verhandlungsposition. Mezzanine-Anbieter profitierten insbesondere von geringeren Fremdkapitalanteilen bei kürzlich getätigten Buyout-Investitionen, höheren Eigenkapitalbeteiligungen sowie umfassenden Kreditabsicherungsklauseln und Eigenkapitalbezugsrechten.

## AUSBLICK

### Ein neues Investitionsumfeld

Zu Beginn des Jahres 2010 verbesserten sich die Wirtschaftsindikatoren weltweit, hauptsächlich ausgelöst durch das entschlossene Handeln der Zentralbanken und Regierungen. Allerdings bleibt der kurz- bis mittelfristige Ausblick für die entwickelten Volkswirtschaften, vor allem für die USA, die Eurozone und Grossbritannien, nach wie vor unsicher. Dagegen stellt die Wachstumsdynamik der Schwellenländer, besonders in China und Indien, einen zunehmend wichtigen Treiber für die Weltwirtschaft dar.

Für 2010 wird für die Weltwirtschaft ein Wachstum von 4% erwartet, wobei die entwickelten Volkswirtschaften um 2.4% expandieren dürften. Demgegenüber wird für die Schwellenländer ein Wachstum von 6.4% erwartet.

### Vielversprechende Investitionsjahre

Die Investitionsjahre 2009/2010 versprechen höchst profitabel zu werden, da die Bewertungen und demzufolge auch die Einstiegspreise merklich zurückgegangen sind und sich die Liquiditätsbeschränkungen langsam abschwächen. Wie in der Vergangenheit gezeigt, bieten Lancierungsjahre in wirtschaftlich schwierigen Zeiten höchst attraktive Anlagemöglichkeiten für Investoren wie den Investment-Manager, die über das nötige Fachwissen, das Netzwerk und ausreichend Kapital verfügen, um in einem von Liquiditätsengpässen geprägten Marktumfeld erfolgreich zu sein. Entscheidend für Investoren, die von solchen Investitionsmöglichkeiten profitieren möchten, ist der Zugang zu Direktinvestitionen sowie den besten Fonds, die noch über investierbares Kapital verfügen.

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Das Jahr 2010 gilt als Test für die Auflegung neuer Fonds. Wie in vergangenen Krisen wird eine Marktkonsolidierung erwartet und folglich könnten bis zu einem Drittel der Fondsmanager vom Markt verschwinden. Erfahrene Manager mit einem fundierten Leistungsausweis sollten jedoch weiterhin erfolgreich sein, wenngleich das Fundraising länger dauern dürfte.

### **Steigende Nachfrage nach alternativen Finanzierungslösungen**

Da Kapital – obwohl wieder etwas leichter verfügbar – nach wie vor knapp bleiben wird, werden Investitionsmöglichkeiten weiterhin reichlich vorhanden sein. Für die nächsten neun bis zwölf Monate wird erwartet, dass Investitionsmöglichkeiten im Distressed- (Restrukturierungs-) Segment von Möglichkeiten im Bereich "Capital Solutions" abgelöst werden, da die Kreditausfallraten ihren Höhepunkt erreicht haben dürften und sich die Wirtschaft zu erholen beginnt. "Capital Solutions" sind Spezialsituationen, in denen Firmen Kapital benötigen, um ihre Wachstumsstrategie umzusetzen, sei es um geplante Akquisitionen zu finanzieren oder neue Niederlassungen zu eröffnen.

### **Sekundärmarktpreise passen sich an**

Der akute Verkaufsdruck im Sekundärmarkt hat abgenommen, da das Transaktionsvolumen von liquiditätsgetriebenen oder in Liquiditätsnot geratenen Verkäufern abnimmt. Trotzdem sind weiterhin zahlreiche Investitionsmöglichkeiten im Sekundärmarkt vorhanden. Diese sind nun jedoch vermehrt strukturell getrieben: Bisher sind Banken und andere Finanzinstitute nur teilweise im Sekundärmarkt aktiv gewesen, um nicht zum Kernbereich gehörende Portfolios zu veräußern, da sie keine Verluste realisieren wollten. Darüber hinaus sind nach wie vor viele Private Equity-Investoren zu der Anlageklasse überinvestiert oder haben ihre

Private Equity-Anlagen fremdfinanziert. Im Jahr 2010 wird zudem eine Zunahme der Investitionstätigkeit seitens der General Partner erwartet, wobei der Netto-Kapitalfluss für viele Investoren den Erwartungen zufolge negativ sein wird, da die Kapitalrückflüsse kurzfristig auf einem niedrigen Niveau verbleiben dürften. Somit sollten die Verkaufsaktivitäten auch in 2010 anhalten.

Der eher verhaltene wirtschaftliche Ausblick und die allgemein geringeren Wachstums-erwartungen sind mittlerweile in den meisten Portfolios reflektiert und die NAVs haben sich entsprechend angepasst. Folglich sind Käufer nun bereit, Portfolios auch mit geringeren Abschlägen zum Inneren Wert zu erwerben. Dabei fokussieren sie sich vor allem auf qualitativ hochwertige Investitionen sowie auf führende Private Equity-Firmen, welche sich in der Krise vergleichsweise gut entwickelt haben.

### **Weiteres Wachstum in Asien**

Allgemein wird erwartet, dass Asien und die Schwellenländer in Zukunft die Wachstumsraten der Industrienationen übertreffen werden. Asiens Volkswirtschaften haben sich gegenüber dem Wirtschaftsabschwung als relativ widerstandsfähig erwiesen. Es gelang ihnen sogar, sich in gewissem Ausmass von der wirtschaftlichen Entwicklung in den entwickelten Ländern abzukoppeln und sich schneller zu erholen, als erwartet. Folglich stellen Investitionen, welche über ein zyklisches Exposure verfügen, attraktive Investitionsmöglichkeiten in dieser Region dar. Darüber hinaus gewinnt der asiatische Private Equity-Markt an Dynamik und Nachhaltigkeit. Vor allem in den grossen Schwellenländern Asiens, wie beispielsweise in China und Indien, ist der Private Equity-Deal Flow besonders stark, dies auch dank einem deutlich besseren makroökonomischen Ausblick.

## **Fremdkapitalmärkte erholen sich**

Der Fremdkapitalmarkt zur Finanzierung von Unternehmensübernahmen zeigt erste Anzeichen einer Wiederbelebung nach einer Periode, die geprägt war von grosser Unsicherheit und einem geradezu panikartigen Grad an Risikoaversion seitens der Investoren. Nachdem in den vergangenen Monaten der Sekundärmarkt äusserst attraktive Investitionsmöglichkeiten geboten hatte, verschiebt sich der Hauptfokus nun wieder auf den Primär-Markt. Treiber dafür ist die erhöhte M&A-Aktivität: Es zeichnen sich mehrere grosse Leveraged Buyout-Transaktionen ab, für welche nun verschiedene Private Equity-Häuser aktiv nach Mezzanine-Finanzierungen suchen. Neue Mezzanine-Investitionen können attraktive Bedingungen wie Mindestverzinsungen (LIBOR-Floor) und unkündbare Zeitperioden bieten. Daneben profitieren Investoren von höheren Eigenkapitalanleihen sowie umfassenden Kreditabsicherungsklauseln, Optionsscheinen und Eigenkapitalbezugsrechten.

Zudem sind die Banken in den meisten führenden Volkswirtschaften mit der Restrukturierung ihrer Bilanzen beschäftigt, was für einige Jahre Zeit beanspruchen wird. Daneben werden sich die Banken bei der Kreditvergabe auf erstklassige Kunden am oberen Ende der Kapitalstruktur fokussieren und strengere Kreditbedingungen anwenden. Dadurch werden kleine und mittlere Unternehmen weniger berücksichtigt – was zu interessanten Möglichkeiten für Anbieter von privatem Kapital führen kann.

## GESCHÄFTSBERICHT 2009

## 4 BERICHT DES INVESTMENT-MANAGERS

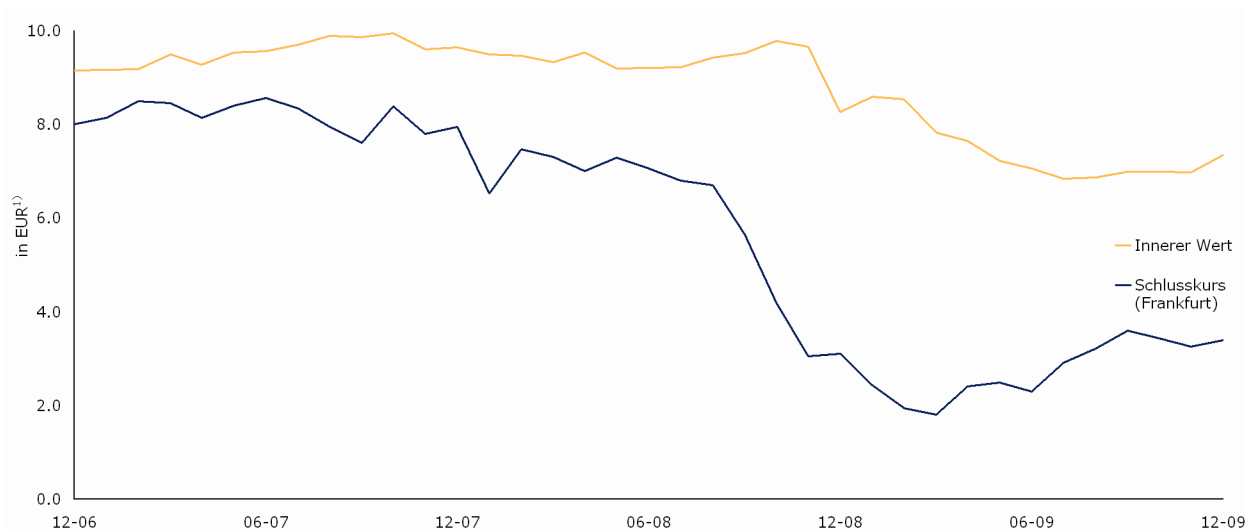
Dank seinen breit diversifizierten und hoch-qualitativen Portfoliounternehmen erlebte das Princess-Portfolio eine Erholung der Bewertungen in der zweiten Jahreshälfte 2009. Das makroökonomische Umfeld verbesserte sich schrittweise nach einem schwierigen Start in das Jahr infolge der Auswirkungen der weltweiten Finanzkrise auf Private Equity-Bewertungen. Vergleichbar zu den Entwicklungen an den globalen Aktienmärkten verlor der Aktienkurs von Princess bis zum März 2009 stark an Wert, um anschliessend deutlich anzusteigen und das Jahr in Frankfurt 9.4% höher als Ende 2008 abzuschliessen.

#### NAV zeigt in zweiter Jahreshälfte Zeichen einer Erholung

Basierend auf den Jahresendbewertungen stand der Innere Wert von Princess per Ende Dezember 2009 bei EUR 514 Mio., oder EUR 7.34 pro Aktie, was einem Rückgang von 11.3% gegenüber dem NAV von EUR 580 Mio. per Ende Dezember 2008 entspricht. Der

Rückgang ist hauptsächlich auf die erste Jahreshälfte zurückzuführen, als die Unsicherheit über das weltweite makroökonomische Umfeld nach wie vor überwiegte. Die Erholung der Bewertungen in der zweiten Jahreshälfte spiegelt sich im NAV-Anstieg von Princess im vierten Quartal mit einer Wertsteigerung von 5.0% wider.

Die Haupteinflussfaktoren der NAV-Entwicklung in 2009 waren Bewertungsanpassungen der unterliegenden Investitionen von Princess. In der ersten Jahreshälfte spiegelten die Bewertungsanpassungen hauptsächlich das weltweite rezessive makroökonomische Umfeld, die nachlassende operative Entwicklung einiger Portfoliounternehmen sowie, insbesondere am Anfang des Jahres, den Kursrückgang vergleichbarer börsennotierter Unternehmen wider. Zum Ende des Jahres 2009 konnten die Portfoliounternehmen von Princess von der stabilisierenden Weltwirtschaft profitieren, in dem sie operativ aktiv waren und zusätzlichen Wert in ihren Geschäftsmodellen



1) Innerer Wert und Preis bis zur Wandlung in USD

geschaffen haben. Die deutliche Erholung der Aktienmärkte führte zu einem Anstieg der Werte vergleichbarer börsennotierter Unternehmen, was auch einen positiven Einfluss auf den NAV von Princess hatte und einen Teil der negativen Einflüsse des Rückgangs der Bewertungen von vergleichbaren börsennotierten Unternehmen am Anfang des Jahres ausglich. Insgesamt stieg der NAV in der zweiten Jahreshälfte dadurch um 7.1% an. Diese Erholung der Bewertungen war jedoch nicht ausreichend, um die Auswirkungen der Bewertungsanpassungen am Anfang des Jahres vollständig auszugleichen. Über die gesamte Berichtsperiode hatten Bewertungsanpassungen einen wertmindernden Einfluss von 5.8% auf den NAV.

Princess hat seine Investitionen in börsennotierte Beteiligungsgesellschaften im Sommer 2009 vollständig veräussert, um vom Anstieg der Aktienkurse in den Monaten vor dem Verkauf zu profitieren, wodurch EUR 7 Mio. an Liquidität generiert wurde. Über die gesamte Berichtsperiode hatte die Entwicklung der Investitionen in börsennotierte Beteiligungsgesellschaften einen positiven Einfluss von 0.1% auf den NAV.

Die positiven Auswirkungen der Aufwertung des US Dollars gegenüber dem Euro von Anfang 2009 wurden durch dessen anschließende Abwertung mehr als ausgeglichen. Princess benutzt Optionen, um negative Einflüsse durch Wechselkursbewegungen zwischen dem US Dollar und dem Euro zu minimieren. Optionen führen generell zu einer kurzfristigen Erhöhung der Volatilität des NAV, langfristig minimiert dessen Einsatz jedoch Auswirkungen auf die Liquiditätsposition von Princess. Über die gesamte zwölfmonatige Berichtsperiode hatten Wechselkursbewegungen einen negativen Einfluss von 2.9% auf den NAV.

### **Princess-Aktienkurs legt in 2009 um 9.4% zu**

Nachdem der Aktienkurs von Princess im ersten Quartal im Gleichschritt mit dem Markt für börsennotierte Beteiligungsgesellschaften stark gefallen ist, erholte er sich anschliessend und schloss das Jahr 9.4% höher bei EUR 3.39 pro Aktie in Frankfurt. Der Rückgang im ersten Quartal war auf die hohe Unsicherheit an den weltweiten Kapitalmärkten, den Verlust an Marktvertrauen sowie insbesondere auf die starken Verluste im Segment der börsennotierten Beteiligungsgesellschaften zurückzuführen.

Obwohl sich der Discount zum NAV im Jahresverlauf verringert hat, betrug er per Ende Dezember 53.8%. Der Investment-Manager ist überzeugt, dass der aktuelle Aktienkurs von Princess nicht die Qualität des Princess-Portfolios widerspiegelt, insbesondere angesichts der starken Erholung der Bewertungen in der zweiten Jahreshälfte und der Tatsache, dass das Portfolio breit diversifiziert ist und über eine Übergewichtung zu Small- und Mid-Cap-Buyout-Investitionen verfügt.

### **Aktives Portfoliomanagement positioniert Princess für die Zukunft**

Im Rahmen des aktiven Portfoliomanagements hat der Investment-Manager Mitte 2009 selektiv nicht abgerufene Zahlungsverprechen um EUR 43 Mio. reduziert, um das Overcommitment-Level zu verringern und eine gesunde Bilanz beizubehalten. Anstatt reife Partnerships zu übermässigen Abschlägen auf dem Sekundärmarkt zu veräussern, hat der Investment-Manager einige wenige Partnerships mit geringen abgerufenen Zahlungsverprechen veräussert. Diese Transaktionen hatten insgesamt einen wertmindernden NAV-Einfluss von weniger als 1%. In diesem Zusammenhang und angesichts des schwierigen Marktumfeldes



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hat der Investment-Manager im Laufe des Jahres keine neuen Zahlungsverprechen abgegeben. Per Ende 2009 hat die Reduzierung der nicht abgerufenen Zahlungsverprechen zusammen mit dem Verkauf der börsennotierten Beteiligungsgesellschaften das Portfolio und die Liquiditätsposition von Princess gestärkt. Nicht abgerufene Zahlungsverprechen fielen durch die erwähnte Reduzierung und normale Kapitalabrufe für neue Investitionen von EUR 375 Mio. per Ende 2008 auf EUR 284 Mio. per Ende 2009. Das Overcommitment-Level fiel im gleichen Zeitraum von 60.8% auf 55.6%.

### **Kontinuierliche Stabilität durch neue Kreditlinie**

Der Verwaltungsrat von Princess hat am 25. September 2009 eine neue Kreditlinie mit einer Laufzeit von drei Jahren unterzeichnet, welche in Note 16 der Finanzzahlen beschrieben wird. Die Kreditlinie ist anfänglich über EUR 40 Mio. und kann bis auf EUR 90 Mio. erhöht werden. Die Kreditvereinbarung soll die Finanzierung der Commitmentstrategie von Princess nach dem Auslaufen der vorherigen Kreditlinie am 31. Dezember 2009 gewährleisten. Per Ende Dezember 2009 hatte Princess EUR 20 Mio. von der neuen Kreditlinie gezogen und verfügte gleichzeitig über Barmittel und bargeldähnliche Bestände in Höhe von EUR 15 Mio., wodurch Princess mit einem Investitionsgrad von 100.5% voll investiert war. Mit der neuen Kreditlinie ist der Investment-Manager überzeugt, dass Princess über eine solide Liquiditätssituation verfügt, welche ausreichend ist für zukünftige Zahlungsverpflichtungen.

### **Investmentaktivität gewinnt Ende 2009 an Fahrt**

In 2009 bediente Princess Kapitalabrufe von EUR 47 Mio. für neue Investitionen und Folgeinvestitionen, gegenüber EUR 124 Mio. in 2008, was bereits unter dem Level von

2007 war. Wenige traditionelle Buyout-Transaktionen, insbesondere im Large-Cap- und Mega-Large-Cap Buyout-Segment, konnten in 2009 aufgrund der anhaltenden Schwierigkeit der Beschaffung von Fremdkapital abgeschlossen werden. Die Portfolio-Partnerships von Princess haben in 2009 dennoch ausgewählte Investitionen getätigt, unter anderem Folgeinvestitionen zur Stärkung bestehender Portfolio-Unternehmen, Investitionen in Unternehmen mit Sitz in Schwellenländern und durch Übernahmen von Nichtkerngeschäften von grossen Unternehmen.

Enara Group, ein führender, in Grossbritannien ansässiger, unabhängiger Anbieter von Heimpflege, welche auf privaten Dienstleistungen und Sozialfürsorge basiert, hat beispielsweise eine Serie von Folgeinvestitionen als Teil der "buy-and-build"-Strategie in einer stark wachsenden und nicht-zyklischen Industrie durchgeführt. Ein Beispiel einer Investition in den Schwellenländern ist die Übernahme einer Mehrheitsbeteiligung an Edutech, ein auf Ausbildung spezialisiertes Unternehmen in Indien, durch Navis Asia Fund V. Es ist geplant mit dem Kapital die Anzahl von Edutechs Schulungsstätten zu erhöhen und den bestehenden Lehrplan zu erweitern. Ein Beispiel einer Übernahme eines Nichtkerngeschäftes von einem grossen Unternehmen ist die Übernahme einer Mehrheitsbeteiligung an dem Internettelefonie-Anbieter Skype Technologies vom Eigentümer eBay durch eine Investorengruppe unter der Führung von Silver Lake Partners III.

## **Veräusserungsumfeld verbessert sich in zweiter Jahreshälfte und führt zu erstem Cashzufluss auf Quartalsbasis seit 2007**

Vergleichbar zu der angestiegenen Investitionsaktivität begannen Veräusserungen in der zweiten Jahreshälfte wieder möglich zu werden. In 2009 betragen die Rückflüsse an Princess EUR 42 Mio., was weniger als die EUR 75 Mio. in 2008 ist. Kleine und mittlere Unternehmen aus dem Portfolio konnten jedoch weiterhin erfolgreich veräussert werden. Beispielsweise wurde Gomez, ein führendes Softwareunternehmen für Effizienzmanagement, von Dolphin Communications Fund an Compuware veräussert und erzielte einen 7.7x-Multiple. Ein weiteres Beispiel ist der Verkauf des verbleibenden Anteils an Dockwise, ein Unternehmen für Lastschifftransporte, durch 3i Eurofund Vb, wodurch eine zweifache Rendite der ursprünglichen Investition erzielt wurde. Im zweiten Quartal 2009 wurde MedServe, ein US-Entsorgungsunternehmen für medizinische Abfälle, für USD 185 Mio. an das börsennotierte Unternehmen Stericycle veräussert. MedServe wurde in 2006 von Private Equity-Investoren für USD 70 Mio. erworben. Der Anstieg der Veräusserungsaktivitäten insbesondere zum Jahresende führte zu einer weiteren Abnahme der Kapitalabflüsse (definiert als Kapitalabrufe weniger Kapitalrückflüsse).

Obwohl in 2009 insgesamt Kapitalabflüsse von EUR 5 Mio. (definiert als Kapitalabrufe weniger Kapitalrückflüsse) verzeichnet wurden, generierte das Princess-Portfolio im vierten Quartal des Jahres sogar EUR 4 Mio. mehr Kapitalrückflüsse als -abrufe, was zum ersten positiven Cashflow auf Quartalsbasis seit 2007 führte.

## **AUSBLICK FÜR PRINCESS**

In der zweiten Jahreshälfte wurden die Bewertungen vermehrt von der hohen Qualität

der Portfoliounternehmen von Princess beeinflusst. Sofern es keine Umkehr des aktuellen Trends im weltweiten makroökonomischen Umfeld gibt, ist der Investment-Manager überzeugt, dass sich die Bewertungen des Grossteils der Portfoliounternehmen in 2009 positiv entwickeln werden.

Der Investment-Manager erwartet, dass die Private Equity-Transaktionsaktivität in 2010 weiter zunehmen wird. Kapitalabrufe und Kapitalrückflüsse von Partnerships und Direktinvestitionen sollten stetig zunehmen, wobei Kapitalabrufe zur Finanzierung neuer Investitionsmöglichkeiten die Rückflüsse aus realisierten Investitionen voraussichtlich übersteigen werden. In Bezug auf neue Investitionen wird erwartet, dass der Schwerpunkt in 2010 auf kleinen und mittelgrossen Transaktionen liegen wird, da es weiterhin schwierig sein dürfte, Fremdkapitalfinanzierung für grosse Buyout-Transaktionen zu sichern. Private Equity-Investoren werden auch weiterhin ihre bestehenden Portfoliounternehmen weiterentwickeln und deren Wert durch Folgeinvestitionen steigern.

Obwohl das aktuelle Marktumfeld nicht vollständig mit dem der letzten weltweiten Rezession vergleichbar ist, zeigt die Erfahrung aus den Jahren 2003 und 2004, dass Rückflüsse aus Private Equity-Investitionen nach einem Wirtschaftsabschwung schnell und wesentlich ansteigen können. Obwohl der Investment-Manager die Möglichkeit einer solchen Entwicklung für die nächsten Jahre nicht ausschliesst, basiert die Cashflow-Planung für Princess auf konservativen Annahmen, unter anderem auf nur langsam ansteigenden Kapitalrückflüssen. Sogar unter diesem konservativen Szenario sind die zukünftigen Zahlungsverpflichtungen von Princess ausreichend von der neuen, erweiterten Kreditlinie mit drei Jahren Laufzeit gedeckt. Princess bekennt sich weiterhin dazu,

## GESCHÄFTSBERICHT 2009

aus den Rückflüssen von realisierten Portfoliounternehmen Dividenden an die Aktionäre zu zahlen. Die nächste Dividendenzahlung wird ausbezahlt werden, sobald es die Liquiditätssituation und die Bedingungen der Kreditlinie zulassen, und somit ist der Zeitpunkt von zukünftigen Marktentwicklungen abhängig.

Der Investment-Manager hat grosses Vertrauen in das Portfolio von Princess mit seinen breit diversifizierten, hoch-qualitativen Investitionen, die von führenden Private Equity-Investoren geleitet werden. Princess ist gut positioniert, um von den aktuell attraktiven Investitionsmöglichkeiten zu profitieren und die momentan relativ günstigen Einstiegsbewertungen für neue Investitionen zu nutzen, um dem Portfolio weitere hoch-qualitative Unternehmen hinzuzufügen.

### PORTFOLIO-ALLOKATION

#### Zunahme der Allokation zu Direktinvestitionen

Ende 2009 bestand das Portfolio zum Grossteil aus Primärfonds, welche 83% (gegenüber 84% in 2008) des Portfolios ausmachten. Die Allokation zu Direktinvestitionen nahm per Ende 2009 auf 15% zu. Nach der Entscheidung in 2008, die Allokation zu börsennotierten Beteiligungsgesellschaften signifikant zu reduzieren, hat Princess die börsennotierten Beteiligungsgesellschaften Mitte 2009 vollständig verkauft und profitierte daher vom Anstieg der Aktienkurse in den Monaten vor dem Verkauf. Die Allokation zu Sekundärfonds blieb mit 2% des Portfolios unverändert.

#### Zunahme der Allokation zu Special Situations

Die Allokation zu Special Situations-Investitionen nahm während der Berichts-

periode auf 15% des Portfolios zu und spiegelt insbesondere den Aufbau des Portfolios an Distressed-Fonds im Rahmen der Relativ Value-Anlagestrategie wieder. Unter diesem Ansatz werden zu jedem Zeitpunkt die attraktivsten Investitionsmöglichkeiten ausgewählt und dadurch waren viele der von Princess in 2008 abgegebenen Zahlungsverprechen an Fonds, welche sich auf Investitionen im Distressed-, Turnaround- und Special Situations-Bereich fokussieren. Mit 64% des Princess-Portfolios nahm die Allokation zum Buyout-Segment im Vergleich zu Ende 2008 leicht zu, wobei die Mehrheit der Investitionen weiterhin aus Investitionen im Small-Cap- und Mid-Cap Buyout-Bereich besteht. Die Allokation zu Large-Cap und Mega-Large-Cap Buyout betrug nur 29% vom Portfolio, da Princess dieses Segment frühzeitig untergewichtet hatte. Der Anteil von Venture Capital-Investitionen am Portfolio nahm von 24% per Ende 2008 auf 21% per Ende 2009 ab.

#### Zunahme der Allokation zu Asien und Rest der Welt

Die geografische Aufteilung des Princess-Portfolios nach Wert per Ende 2009 war zwischen Nordamerika (57% und unverändert zu 2008), Europa (33% gegenüber 36% in 2008) sowie Asien und Rest der Welt (10% gegenüber 7% in 2008) aufgeteilt.

#### Breite Allokation über Industrien

Das Princess-Portfolio ist breit über verschiedene Industrien diversifiziert, mit einer relativ hohen Allokation zu eher stabilen, nicht zyklischen Industriesektoren wie Life Sciences, Healthcare, Kommunikation und Medien. Diese Industriesektoren, dessen gemeinsame Portfolioallokation 34% betrug, waren in 2009 weniger von dem schwierigen Umfeld betroffen und verliehen dem Princess-Portfolio Stabilität. Dies beinhaltet Healthcare-Unternehmen wie Nycomed, ein

globales Pharmaunternehmen, und Lantheus Medical Imaging, ein Weltmarktführer im Bereich medizinischer Bilderfassung. Ausserdem beinhalteten diese eher stabilen, nicht zyklischen Industriesektoren TDC, ein führender Anbieter von Telekommunikationsdienstleistungen in Dänemark, und den deutschen Kabelnetzbetreiber Kabel Deutschland. Die Allokation zu Finanzdienstleistern und Einzelhändlern bleibt verglichen mit 2008 nahezu unverändert, wohingegen die Allokation zum Sektor Industrieproduktion um 4% abnahm und die Allokation zu IT & High-Tech um 2% zunahm.

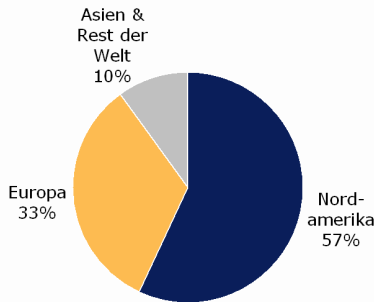
### **Ausgewogene Allokation über Investitionsjahre**

Die Reife des Princess-Portfolios wird durch die gesunde Diversifikation über Investitionsjahre untermauert. Nahezu 40% der aktuellen Investitionen von Princess wurden vor 2006 getätigt, als die Preise für neue Investitionen zu steigen begannen. Diese Portfoliounternehmen wurden anschliessend in Anbetracht einer späteren Veräusserung von ihren Private Equity-Eigentümern weiterentwickelt. In Bezug auf die jüngeren Investitionsjahre spiegelt ein signifikanter Anteil der in 2007 getätigten Investitionen den Aufbau der Allokation zu Direktinvestitionen wider. Weitere 20% der aktuellen Investitionen von Princess wurden in den letzten beiden Jahren getätigt, was aufgrund der günstigen Einstiegspreise sehr gute Investitionsjahre werden sollten. Insgesamt wurden jedoch nahezu 60% des aktuellen Princess-Portfolios in weniger teuren Investitionsjahren investiert.

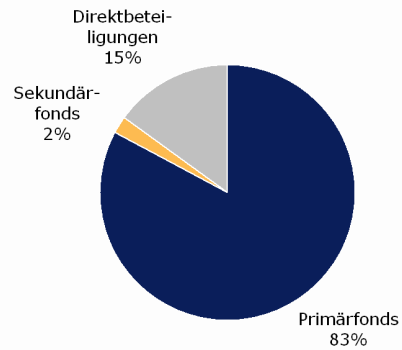
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## 5 PORTFOLIO-ALLOKATION

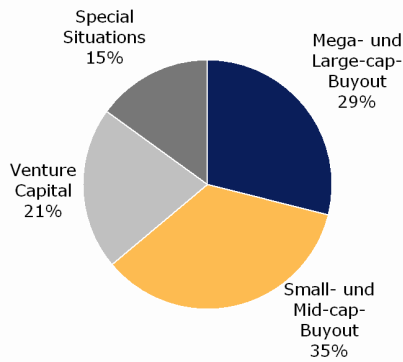
**INVESTITIONEN\* NACH GEOGRAFISCHEN REGIONEN**



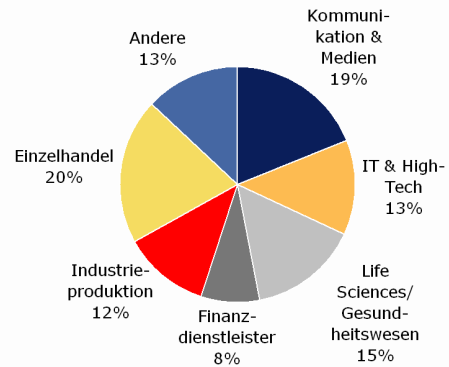
**INVESTITIONEN\* NACH ANLAGEINSTRUMENTEN**



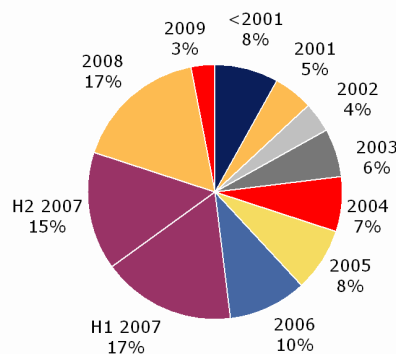
**INVESTITIONEN\* NACH FINANZIERUNGSSTADIEN**



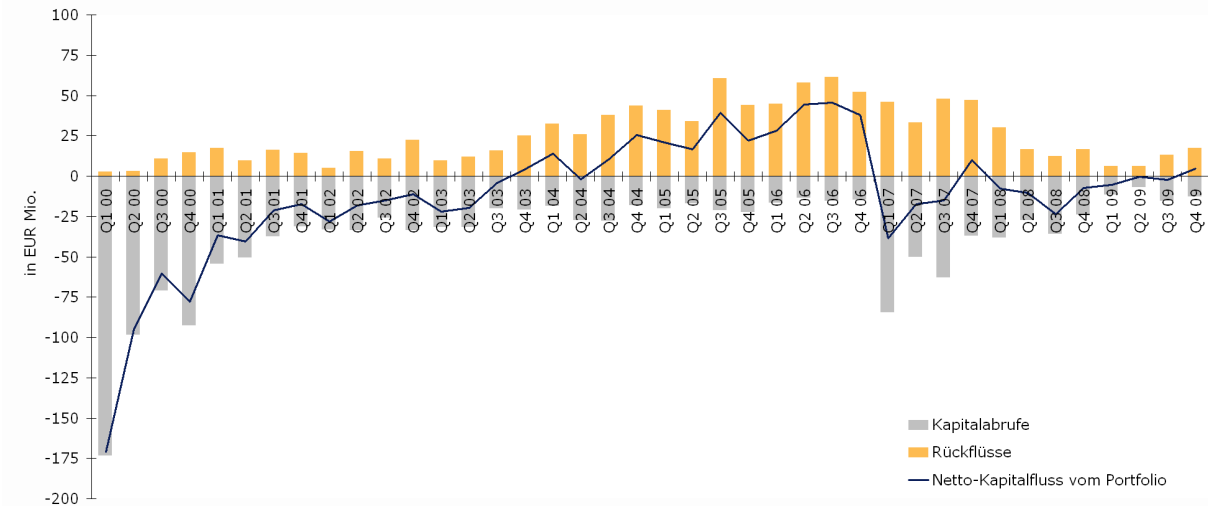
**INVESTITIONEN\* NACH INDUSTRIESEKTOREN**



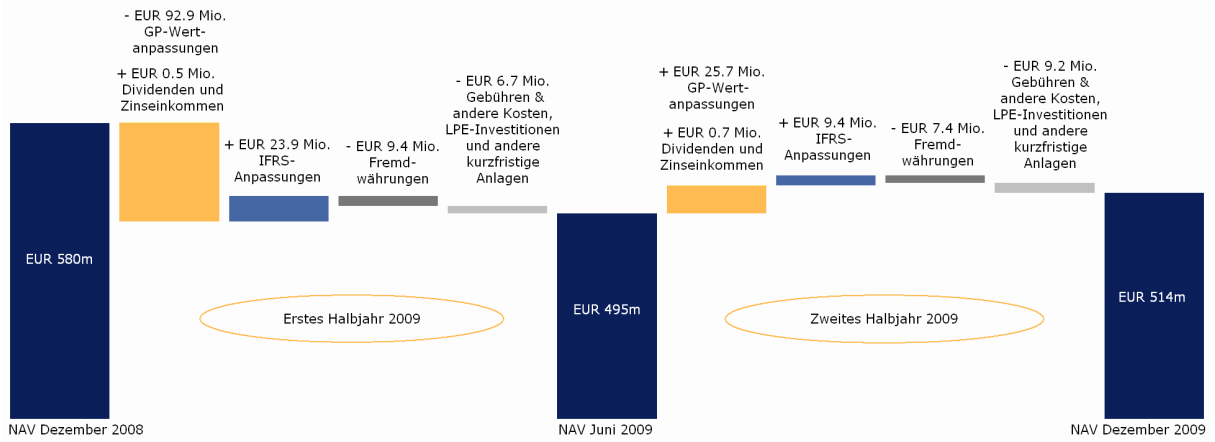
**INVESTITIONEN\* PRO INVESTITIONSJAHRE**



### ENTWICKLUNG DER NETTO-KAPITALFLÜSSE



### ANALYSE DER NAV-ENTWICKLUNG IN 2009



\* basierend auf dem Wert der Investitionen

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# 6 PORTFOLIO-TRANSAKTIONEN

Für Kapitalabrufe durch Partnerships wurden in 2009 EUR 47 Mio. bezahlt. Demgegenüber erhielt Princess Ausschüttungen in Höhe von EUR 42 Mio. Nicht abgerufene Zahlungszusagen betragen per Ende 2009 EUR 284 Mio.

### Ausgewählte Investitionen

#### ■ Edutech

Im April erwarb Navis Asia Fund V für USD 30 Mio. eine Mehrheitsbeteiligung an Edutech. Das auf Ausbildung spezialisierte Unternehmen bietet Promotions- sowie Teilzeit-Führungsprogramme an sieben Universitäten in Indien an. Edutech verfügt über einen angesehenen Markennamen und die Nachfrage nach den angebotenen Leistungen überschreitet die gegenwärtige Kapazität. Aus diesem Grund wird das Kapital verwendet werden, die Anzahl von Edutech's Schulungsstätten zu erhöhen und den bestehenden Lehrplan zu erweitern. Allgemein ist Ausbildung ein stabiles Geschäft mit beschränktem konjunkturellen Abwärtspotenzial.

#### ■ CETIP

Im Mai akquirierte Advent Latin America Private Equity Fund IV einen 30%-igen Anteil an CETIP S.A., Lateinamerikas grösster Depotverwaltung für private, festverzinsliche Wertpapiere und OTC-Derivate, für rund USD 170 Millionen, abhängig von zukünftigen Erträgen und anderen Konditionen. CETIP, welche ein Vermögen von USD 1.1 Billionen verwahren, sind die einzigen Anbieter von Interbanken-Einlagenverwahrung, Kurzzeit-Einlagen und börsennotierten Anlagefonds in Brasilien. Im Oktober

realisierte der Fonds einen Teil der Investition in CETIP als das Unternehmen an der Börse von Sao Paulo notiert wurde. Durch den Börsengang wurden rund USD 508 Mio. an Kapital aufgenommen.

#### ■ Bankrate

Im Juli trafen Apax Europe VII und Apax Europe VII eine Vereinbarung, Bankrate Inc., einen führenden Betreiber von Internet-Banking und persönlichen Finanznetzwerken, zu übernehmen. Bankrate konsolidiert Preise und andere Informationen von Finanzprodukten und verfügt innerhalb des Segments der Online-Finanzdienstleistungen über eine starke Marktposition. Bankrates umfassendes Netzwerk von Unternehmen, welche Konsumenten bei ihren Entscheidungen im Hinblick auf Finanzfragen unterstützen, dient als solide Plattform für zukünftiges Wachstum. Apax hat die gesamten sich im Umlauf befindlichen Stammaktien für rund USD 571 Mio. erworben. Damit gehört die Transaktion, die im September 2009 erfolgreich abgeschlossen wurde, zu den grössten in der Private Equity-Branche in 2009.

### Ausgewählte Realisationen

#### ■ Medserve

Im vierten Quartal hat Avista Capital Partners (Offshore) die Übernahme von Medserve Inc., ein in Houston basiertes Dienstleistungsunternehmen, das sich auf die Entsorgung von medizinischen und giftigen Abfällen spezialisiert hat, für rund USD 185 Mio. an das an der Nasdaq notierte Unternehmen Stericycle, abgeschlossen. Medserve wurde im Jahr 2006 von einer von Avista geführten



Investorengruppe für USD 70 Mio. akquiriert. Die Unternehmenseigentümer hatten eine klare Wachstumsstrategie vorgegeben, was dazu führte, dass Medserve sehr schnell wuchs und über 20 Unternehmen in sein Geschäft integrierte. Medserve hat dadurch seine Position in der Abfallwirtschaftsbranche signifikant stärken können.

#### ■ easycash

Im September hat Warburg Pincus Private Equity IX 100% seiner Anteile am deutschen Zahlungsverkehrsunternehmen easycash für EUR 290 Mio. an Ingenico, einen Anbieter von Zahlungsverkehrslösungen, verkauft. Seit Warburg Pincus easycash in 2006 erworben hat, ist das Unternehmen mit Sitz in München sowohl organisch als auch durch sechs Akquisitionen stark gewachsen und hat damit die Position als Marktführer im deutschen Zahlungsverkehrssektor eingenommen. Die Transaktion wurde Ende November nach Erhalt der behördlichen Genehmigung abgeschlossen.

#### ■ Gomez

Im Dezember hat Dolphin Communications Fund seinen Anteil an Gomez für USD 295 Mio. an Compuware veräußert. Gomez bietet seinen über 2'500 Kunden weltweit Lösungen zur Optimierung der Leistung, Verfügbarkeit und Qualität von Online- und Mobilfunkapplikationen. Seit der Investition im Jahr 2000 arbeitete Dolphin eng mit Gomez' Führungsstab zusammen, um das Unternehmen zu einem der Marktführer im Bereich des Managements von Onlineanwendungen zu machen. Die Veräußerung generierte für Dolphin das 7.7-fache des ursprünglich eingesetzten Kapitals.

## GESCHÄFTSBERICHT 2009

## 7 PORTFOLIO-ÜBERSICHT

Per 31. Dezember 2009 (in EUR)

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Kapitalzusagen	Seit
						Auflegung
						Kapitalabrufe
3i Eurofund Vb	Primary	Europa	Buyout	2006	10'000'000	5'851'600
3i Europartners IIIA, L.P.	Primary	Europa	Buyout	1999	20'000'000	18'074'976
3i India Infrastructure Fund D L.P.	Primary	Asien	Special Situations	2007	330'047	158'846
Abingworth Bioventures III, L.P.	Primary	Europa	Venture Capital	2001	2'407'647	2'300'734
Abris CEE Mid-Market Fund, L.P.	Primary	Rest der Welt	Buyout	2007	817'753	317'179
Advanced Technology Ventures VI, L.P.	Primary	Nordamerika	Venture Capital	2000	5'187'928	5'187'928
Advent Central & Eastern Europe IV, L.P.	Primary	Rest der Welt	Buyout	2008	1'065'766	111'999
Advent International GPE VI, L.P.	Primary	Europa	Buyout	2008	2'180'674	577'879
Advent Latin American Private Equity Fund II, L.P.	Primary	Rest der Welt	Buyout	2001	4'238'336	4'238'336
Advent Latin American Private Equity Fund IV, L.P.	Primary	Rest der Welt	Buyout	2007	3'759'576	2'774'298
Advent Latin American Private Equity Fund V, L.P.	Primary	Rest der Welt	Buyout	2009	743'606	0
Affinity Asia Pacific Fund II, L.P.	Secondary	Asien	Buyout	2003	467'900	461'066
Affinity Asia Pacific Fund III, L.P.	Primary	Asien	Buyout	2007	1'004'687	479'647
AHT Cooling Systems GmbH	Direkt	Europa	Special Situations	2007	4'023'847	4'023'847
Aksia Capital III, L.P.	Secondary	Europa	Buyout	2005	5'500'000	4'416'795
Alinda Infrastructure Parallel Fund II, L.P.	Primary	Nordamerika	Special Situations	2008	2'050'235	474'009
American Securities Partners III, L.P.	Primary	Nordamerika	Buyout	2001	4'271'365	4'091'337
Anonymized Asian Buyout Fund 3	Primary	Asien	Buyout	2007	n.a.	n.a.
Anonymized Asian Venture Fund 1	Primary	Asien	Venture Capital	2007	415'573	137'500
Anonymized Emerging Markets Buyout Fund 1	Primary	Rest der Welt	Buyout	2007	n.a.	n.a.
Anonymized Emerging Markets Venture Fund 2	Primary	Rest der Welt	Venture Capital	2008	4'191'342	747'759
Anonymized European Buyout Fund 3	Primary	Europa	Buyout	2008	1'635'505	446'478
Anonymized European Buyout Fund 7	Primary	Europa	Buyout	2007	n.a.	n.a.
Anonymized European Buyout Fund 9	Primary	Europa	Buyout	2009	9'307'662	7'368'566
Anonymized US Buyout Fund 2	Primary	Nordamerika	Buyout	2007	10'988'192	3'256'700
Anonymized US Buyout Fund 8	Primary	Nordamerika	Buyout	2007	1'381'934	181'738
Anonymized US Buyout Fund 9	Primary	Nordamerika	Buyout	2005	n.a.	n.a.
Anonymized US Distressed Fund 1	Primary	Nordamerika	Special Situations	2009	619'901	89'674
AP Investment Europe Limited	Primary	Europa	Special Situations	2006	5'000'000	5'000'000
APAX Europe VII - B, L.P.	Primary	Europa	Buyout	2007	4'487'230	2'131'434
APAX Excelsior VI, L.P.	Primary	Nordamerika	Venture Capital	2000	4'677'166	4'552'347
Apax US VII, L.P.	Primary	Nordamerika	Buyout	2006	7'180'031	5'557'266

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Seit Auflegung	
					Kapitalzusagen	Kapitalabrufe
Apollo European Principal Finance Fund (Feeder)	Primary	Europa	Special Situations	2008	899'684	373'906
Apollo Investment Fund V, L.P.	Primary	Nordamerika	Buyout	2001	9'363'033	12'833'128
Apollo Overseas Partners (Delaware) VII, L.P.	Secondary	Nordamerika	Buyout	2008	491'043	96'164
Apollo Overseas Partners VI, L.P.	Primary	Nordamerika	Buyout	2005	18'009'728	19'745'176
Apollo Overseas Partners VII, L.P.	Primary	Nordamerika	Buyout	2008	13'977'580	5'149'855
Archer Capital Fund 4, L.P.	Primary	Asien	Buyout	2007	765'452	236'705
Arcos Dorados Limited	Direkt	Rest der Welt	Buyout	2007	308'941	308'941
Ares Corporate Opportunities Fund II, L.P.	Primary	Nordamerika	Special Situations	2006	14'114'940	14'325'649
Ares Corporate Opportunities Fund III, L.P.	Primary	Nordamerika	Special Situations	2008	7'534'981	2'143'366
Ares Corporate Opportunities Fund III, L.P.	Secondary	Nordamerika	Special Situations	2008	560'275	116'924
AsiaVest Opportunities Fund IV	Secondary	Asien	Venture Capital	2004	25'984	25'984
Astorg II, FCPR	Primary	Europa	Buyout	1998	9'400'000	9'193'973
August Equity Partners II A, L.P.	Primary	Europa	Buyout	2007	8'332'600	4'002'653
Austin Ventures VII, L.P.	Primary	Nordamerika	Venture Capital	1999	5'030'577	4'863'267
Avaya Inc.	Direkt	Nordamerika	Buyout	2007	113'695	113'695
Avista Capital Partners (Offshore), L.P.	Primary	Nordamerika	Buyout	2005	13'940'868	15'335'761
AWAS Aviation Holding	Direkt	Europa	Buyout	2006	4'500'000	4'500'000
AXA LBO Fund IV	Primary	Europa	Buyout	2007	1'090'337	380'354
Axcel III K / S 2	Secondary	Europa	Buyout	2007	151'396	129'385
Baring Asia Private Equity Fund IV, L.P.	Primary	Asien	Venture Capital	2007	867'877	572'585
Baring Asia Private Equity Fund IV, L.P.	Secondary	Asien	Venture Capital	2007	185'500	118'114
Battery Ventures VI, L.P.	Primary	Nordamerika	Venture Capital	2000	4'201'154	4'201'154
BC European Capital VIII, L.P.	Primary	Europa	Buyout	2005	10'000'000	6'380'000
Blackstone Communications Partners I, L.P.	Primary	Nordamerika	Buyout	2000	8'710'274	9'406'748
Blackstone Mezzanine Partners, L.P.	Primary	Nordamerika	Special Situations	1999	3'558'985	2'772'433
Bridgepoint Europe I 'D', L.P.	Primary	Europa	Buyout	1998	30'909'504	30'281'543
Bridgepoint Europe III, L.P.	Primary	Europa	Buyout	2005	7'500'000	6'549'075
Bruckmann, Rosser, Sherrill & Co. II, L.P.	Primary	Nordamerika	Buyout	1999	13'696'841	14'327'356
Candover 2005 Fund, L.P.	Primary	Europa	Buyout	2005	10'000'000	8'444'892
Capital Today China Growth Fund II, L.P.	Primary	Asien	Venture Capital	2009	178'465	0
CapVis Equity II, L.P.	Secondary	Europa	Buyout	2003	174'080	165'012
Cardinal Health Partners II, L.P.	Primary	Nordamerika	Venture Capital	2000	4'579'441	4'552'315
Carlyle Asia Growth Partners IV, L.P.	Primary	Asien	Venture Capital	2008	326'795	36'020
Carlyle Partners III, L.P.	Primary	Nordamerika	Buyout	1999	9'515'019	10'228'580
Carmel Software Fund (Cayman), L.P.	Primary	Rest der Welt	Venture Capital	2000	9'243'133	9'422'023
Catterton Partners IV Offshore, L.P.	Primary	Nordamerika	Venture Capital	1999	15'648'552	17'071'346
CDH Fund IV, L.P.	Primary	Asien	Venture Capital	2009	237'954	0

## GESCHÄFTSBERICHT 2009

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Seit Auflegung	
					Kapitalzusagen	Kapitalabrufe
Chancellor V, L.P.	Primary	Nordamerika	Venture Capital	1999	18'995'315	17'311'014
Chase 1998 Pool Participation Fund, L.P.	Secondary	Nordamerika	Special Situations	1998	19'806'130	24'067'322
China Forestry Holdings Co. Ltd.	Direkt	Asien	Venture Capital	2009	166'619	166'619
ChrysCapital V, LLC	Primary	Asien	Venture Capital	2007	552'458	234'566
Clayton, Dubilier & Rice Fund VII L.P.	Primary	Nordamerika	Buyout	2005	7'456'022	7'659'202
Clayton, Dubilier & Rice Fund VIII, L.P.	Primary	Nordamerika	Buyout	2008	1'502'168	1'485'641
Clessidra Capital Partners II	Primary	Europa	Buyout	2008	817'753	152'315
Coller International Partners III NW1, L.P.	Secondary	Europa	Special Situations	1994	19'758'479	17'207'405
Coller International Partners III NW2, L.P.	Secondary	Europa	Special Situations	1996	24'263'887	23'080'662
Coller International Partners III, L.P.	Primary	Europa	Special Situations	1999	12'587'942	12'531'927
Columbia Capital Equity Partners III (Cayman)	Primary	Nordamerika	Venture Capital	2000	9'508'490	9'926'136
Crimson Velocity Fund, L.P.	Primary	Asien	Venture Capital	2000	4'561'666	5'779'070
CVC Capital Partners Asia Pacific III, L.P.	Primary	Asien	Buyout	2007	1'216'750	290'272
Cybernaut Growth Fund, L.P.	Secondary	Asien	Venture Capital	2005	443'269	309'298
DFJ Esprit Capital III, L.P.	Primary	Europa	Venture Capital	2007	414'326	7'186
Diagnostic imaging company	Direkt	Asien	Buyout	2007	50'543	49'893
Direct marketing and sales company	Direkt	Rest der Welt	Buyout	2007	157'359	142'820
Distressed debt purchase	Direkt	Europa	Special Situations	2008	43'073	43'073
DLJ SAP International, LLC	Primary	Rest der Welt	Buyout	2007	294'765	186'922
Dolphin Communications Fund, L.P.	Primary	Nordamerika	Venture Capital	1998	10'376'446	10'811'375
Doughty Hanson & Co V	Primary	Europa	Buyout	2006	20'000'000	10'417'228
Doughty Hanson & Co. European Real Estate Fund	Primary	Europa	Real Estate	1999	5'453'743	6'475'116
Doughty Hanson & Co. Fund III, L.P.	Secondary	Europa	Buyout	1997	6'636'834	6'511'765
Draper Fisher Jurvetson Fund VII, L.P.	Primary	Nordamerika	Venture Capital	2000	4'421'885	4'404'440
ECI 9, L.P.	Primary	Europa	Buyout	2009	921'001	27'210
Education publisher	Direkt	Nordamerika	Buyout	2007	5'924'282	5'924'282
EnerTech Capital Partners II, L.P.	Primary	Nordamerika	Venture Capital	2000	4'661'991	4'701'269
Enterprise Venture Fund I, L.P.	Primary	Rest der Welt	Venture Capital	2008	995'976	179'893
EQT Infrastructure (No.1) Limited Partnership	Primary	Europa	Special Situations	2008	1'428'571	276'621
Esprit Capital I Fund, L.P.	Secondary	Europa	Venture Capital	2000	1'446'172	1'421'406
Essmann	Direkt	Europa	Special Situations	2007	2'705'065	2'705'065
European E-Commerce Fund	Primary	Europa	Venture Capital	1999	5'216'489	5'222'486
European Equity Partners (III), L.P.	Primary	Europa	Venture Capital	1999	3'000'000	3'060'600
European Equity Partners (IV), L.P.	Primary	Europa	Venture Capital	2004	600'000	604'500
Exxel Capital Partners VI, L.P.	Primary	Rest der Welt	Buyout	2000	4'584'641	5'108'854
Fenway Partners Capital Fund II, L.P.	Primary	Nordamerika	Buyout	1998	29'169'438	31'391'223

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Seit Auflegung	
					Kapitalzusagen	Kapitalabrufe
First Reserve Fund XI, L.P.	Primary	Nordamerika	Special Situations	2006	480'347	397'532
Food and beverage services operator	Direkt	Europa	Buyout	2006	129'975	129'975
Food company 1	Direkt	Nordamerika	Buyout	2007	1'859'151	1'859'151
Fourth Cinven Fund, L.P.	Primary	Europa	Buyout	2006	7'500'000	4'611'363
Genesis Partners II LDC	Primary	Rest der Welt	Venture Capital	1999	9'558'033	9'098'519
GMT Communications Partners II, L.P.	Primary	Europa	Venture Capital	2000	14'000'000	15'313'252
GMT Communications Partners III, L.P.	Primary	Europa	Buyout	2006	10'000'000	6'452'675
GP Capital Partners IV, L.P.	Primary	Rest der Welt	Buyout	2007	1'482'035	1'396'238
GP Capital Partners V, L.P.	Primary	Rest der Welt	Buyout	2008	1'493'999	444'045
Graphite Capital Partners V, L.P.	Primary	Europa	Buyout	1999	15'288'801	14'495'662
Green Equity Investors Side V, L.P.	Primary	Nordamerika	Buyout	2007	8'843'483	2'730'381
H.I.G Bayside Debt & LBO Fund II, L.P.	Primary	Nordamerika	Special Situations	2008	626'368	190'750
Health product retailer	Direkt	Nordamerika	Buyout	2007	5'273'435	5'273'435
Healthcare operator2	Direkt	Europa	Buyout	2007	2'063'868	2'063'868
Healthcare operator4	Direkt	Europa	Buyout	2007	3'463'840	3'463'840
Heritage Fund III, L.P.	Primary	Nordamerika	Buyout	1999	8'941'663	7'757'398
HitecVision V, L.P.	Primary	Europa	Buyout	2008	941'902	253'952
Hony Capital Fund 2008, L.P.	Primary	Asien	Buyout	2008	777'864	75'799
ICG European Fund 2006, L.P.	Primary	Europa	Special Situations	2006	15'000'000	8'168'931
ICG Mezzanine Fund 2000 L.P. No. 2	Primary	Europa	Special Situations	2000	10'000'000	9'737'328
IDFC Private Equity (Mauritius) Fund III	Primary	Asien	Special Situations	2008	338'539	125'186
IDG-Accel China Capital Fund	Primary	Asien	Venture Capital	2008	335'587	61'196
Index Ventures Growth I (Jersey), L.P.	Primary	Europa	Venture Capital	2008	1'991'952	730'243
Index Ventures I (Jersey), L.P.	Primary	Europa	Venture Capital	1998	10'250'541	10'372'658
Indian communications company	Direkt	Asien	Buyout	2008	63'472	63'472
Indium III (Mauritius) Holdings Limited	Primary	Asien	Buyout	2007	283'107	162'013
Indium IV (Mauritius) Holdings Limited	Primary	Asien	Buyout	2009	654'373	0
Industri Kapital 2000, L.P.	Primary	Europa	Buyout	1999	10'000'000	10'850'196
Industri Kapital 2007 Fund, L.P.	Primary	Europa	Buyout	2007	15'000'000	4'656'994
Infinity Capital Venture Fund 1999, L.P.	Primary	Nordamerika	Venture Capital	1999	10'092'209	10'092'209
Information service company	Direkt	Nordamerika	Buyout	2007	3'512'469	3'512'938
Innisfree PFI Secondary Fund	Primary	Europa	Special Situations	2007	1'625'114	323'029
Intermediate Capital Asia Pacific Fund 2008	Primary	Asien	Special Situations	2008	503'134	148'577
INVESCO U.S. Buyout Partnership Fund II, L.P.	Primary	Nordamerika	Buyout	2000	28'333'582	26'608'454
INVESCO Venture Partnership Fund II, L.P.	Primary	Nordamerika	Venture Capital	1999	58'569'123	54'930'788
INVESCO Venture Partnership Fund II-A, L.P.	Primary	Nordamerika	Venture Capital	2000	33'392'617	32'115'665

## GESCHÄFTSBERICHT 2009

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Seit Auflegung	
					Kapitalzusagen	Kapitalabrufe
Japanese financial institution	Direkt	Asien	Buyout	2008	112'944	108'423
Jerusalem Venture Partners III, L.P.	Primary	Rest der Welt	Venture Capital	1999	5'437'699	5'438'454
Kelso Place Special Situations Fund L.P.	Primary	Europa	Special Situations	2009	503'588	13'935
Kofola S.A.	Direkt	Rest der Welt	Buyout	2008	161'156	161'156
Kohlberg Investors IV, L.P.	Primary	Nordamerika	Buyout	2000	9'340'767	8'619'634
Kohlberg TE Investors VI, L.P.	Primary	Nordamerika	Buyout	2007	8'714'490	4'466'518
Levine Leichtman Capital Partners II, L.P.	Primary	Nordamerika	Special Situations	1998	30'660'291	35'633'016
Lightspeed Venture Partners VI, L.P.	Primary	Nordamerika	Venture Capital	2000	7'159'457	6'530'589
Luxury good company	Direkt	Europa	Special Situations	2007	3'600'000	3'600'000
Magenta, L.P.	Primary	Europa	Buyout	2006	1'500'000	2'177'796
Marlin Equity III, L.P.	Primary	Nordamerika	Special Situations	2010	701'771	0
MatlinPatterson Global Opportunities Partners III	Primary	Nordamerika	Special Situations	2007	6'980'576	4'741'460
Media and communications company	Direkt	Nordamerika	Buyout	2008	1'602'575	1'602'575
Media company	Direkt	Asien	Buyout	2007	183'246	183'246
Menlo Ventures IX, L.P.	Primary	Nordamerika	Venture Capital	2000	8'655'044	8'655'044
Mercapital Spanish Private Equity Fund II, L.P.	Primary	Europa	Buyout	2000	7'000'000	7'048'724
Mezzanine Management Fund III, L.P.	Primary	Europa	Special Situations	1999	14'377'533	14'084'689
Minimax - Viking Equity	Direkt	Europa	Special Situations	2009	218'067	218'067
Morgan Stanley Dean Witter Venture Partners IV LP	Primary	Nordamerika	Venture Capital	1999	4'916'690	5'529'166
Morgenthaler Partners VII, L.P.	Primary	Nordamerika	Venture Capital	2001	2'694'178	2'582'719
Myriad Group AG	Direkt	Europa	Venture Capital	2007	180'902	180'902
Navis Asia Fund V, L.P.	Primary	Asien	Buyout	2007	1'127'728	841'145
Navis Asia Fund VI, L.P.	Primary	Asien	Buyout	2009	163'379	16'145
Newbridge Asia III, L.P.	Primary	Asien	Buyout	2000	4'178'579	4'319'672
NewMargin Growth Fund, L.P.	Primary	Asien	Venture Capital	2007	219'643	107'875
Nmas1 Private Equity Fund II, L.P.	Primary	Europa	Buyout	2008	1'362'921	380'632
Non-performing loan portfolio II	Direkt	Europa	Special Situations	2009	120'276	116'165
Nordic Capital IV, L.P.	Primary	Europa	Buyout	2000	14'443'383	13'645'306
Nordic Capital VI, L.P.	Primary	Europa	Buyout	2005	7'500'000	7'452'033
OCM Mezzanine Fund II, L.P.	Primary	Nordamerika	Special Situations	2005	11'398'874	11'776'711
OCM Opportunities Fund III, L.P.	Primary	Nordamerika	Special Situations	1999	4'371'426	4'404'203
OCM/GFI Power Opportunities Fund, L.P.	Primary	Nordamerika	Special Situations	1999	3'651'332	3'224'417
Opportunistic Direct Investments	Direkt	Nordamerika	Buyout	2007	179'798	132'233
Pacific Equity Partners Fund IV, L.P.	Primary	Asien	Buyout	2007	715'642	142'493

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Seit Auflegung	
					Kapitalzusagen	Kapitalabrufe
Palamon European Equity 'C', L.P.	Primary	Europa	Buyout	1999	10'000'000	12'044'631
Partners Group Direct Investments 2006, L.P.	Primary	Europa	Buyout	2006	50'000'000	40'562'956
Partners Group Global Real Estate 2008 LP	Primary	Europa	Real Estate	2008	20'000'000	5'094'081
Partners Group SPP1 Limited	Secondary	Nordamerika	Special Situations	1996	41'876'643	40'112'114
Partners Private Equity, L.P.	Primary	Europa	Buyout	1998	6'865'349	7'068'924
Pegasus Partners II, L.P.	Primary	Nordamerika	Special Situations	1999	3'900'297	4'280'566
Peninsula Fund IV, L.P.	Primary	Nordamerika	Special Situations	2005	7'381'680	5'926'792
Penta CLO I S.A..	Primary	Europa	Special Situations	2007	2'850'000	2'850'000
Permira Europe II, L.P.	Primary	Europa	Buyout	2000	20'000'000	20'002'356
Perusa Partners 1, L.P.	Primary	Europa	Special Situations	2008	1'981'903	717'905
Pitango Venture Capital Fund III	Primary	Rest der Welt	Venture Capital	2000	11'559'197	11'559'197
Plantasjen ASA	Direkt	Europa	Special Situations	2007	3'363'816	3'363'816
Polish Enterprise Fund IV, L.P.	Primary	Rest der Welt	Buyout	2000	4'784'667	4'857'565
Prism Venture Partners IV, L.P.	Primary	Nordamerika	Venture Capital	2001	1'727'940	1'628'599
Project GIH/Baring Asia	Primary	Rest der Welt	Buyout	2005	647'762	609'410
Project Razor	Secondary	Asien	Buyout	1999	92'741	89'546
Providence Equity Partners IV, L.P.	Primary	Nordamerika	Buyout	2000	9'413'944	11'839'798
Providence Equity Partners VI-A, L.P.	Primary	Nordamerika	Buyout	2007	17'729'616	10'055'787
Quadriga Capital Private Equity Fund II, L.P.	Primary	Europa	Buyout	1999	8'173'976	9'513'135
Quadriga Capital Private Equity Fund III, L.P.	Primary	Europa	Buyout	2006	10'000'000	6'546'878
Russia Partners III, L.P.	Primary	Rest der Welt	Buyout	2007	1'462'123	493'868
Rutland Fund, The	Primary	Europa	Special Situations	2000	9'614'430	8'747'352
SBCVC Fund II-Annex, L.P.	Primary	Asien	Venture Capital	2007	113'753	59'879
SBCVC Fund III, L.P.	Primary	Asien	Venture Capital	2008	335'594	69'745
Second Cinven Fund (No.2), L.P.	Secondary	Europa	Buyout	1998	8'310'422	8'168'492
Segulah II, L.P.	Primary	Europa	Buyout	1999	9'260'222	8'531'174
Sevin Rosen Fund VIII, L.P.	Primary	Nordamerika	Venture Capital	2000	3'146'179	3'110'278
Sierra Ventures VIII-A, L.P.	Primary	Nordamerika	Venture Capital	2000	8'881'970	8'881'970
Silver Lake Partners III, L.P.	Primary	Nordamerika	Buyout	2007	10'391'221	3'676'840
Silver Lake Partners, L.P.	Primary	Nordamerika	Buyout	1999	29'292'095	28'089'046
Sofinnova Capital VI FCPR	Primary	Europa	Venture Capital	2008	995'976	248'994
Software Developer	Direkt	Rest der Welt	Venture Capital	2009	164'178	164'178
Southern Cross Latin America PE Fund III	Primary	Rest der Welt	Buyout	2007	1'494'749	1'126'741
Standard Chartered IL&FS Asia Infra Growth Fund	Primary	Asien	Special Situations	2008	1'354'874	642'250
Sterling Investment Partners II, L.P.	Primary	Nordamerika	Buyout	2005	7'203'871	3'878'622



## GESCHÄFTSBERICHT 2009

Beteiligung	Art der Beteiligung	Geografischer Fokus	Stadium	Jahr der Lancierung	Seit Auflegung	
					Kapitalzusagen	Kapitalabrufe
Summit Partners Europe Private Equity Fund, L.P.	Primary	Europa	Venture Capital	2008	1'991'952	0
Summit Ventures VI-B, L.P.	Primary	Nordamerika	Venture Capital	2000	4'215'279	4'215'279
Sun Capital Partners IV, L.P.	Primary	Nordamerika	Special Situations	2005	12'476	0
SV Life Sciences Fund II, L.P.	Primary	Europa	Venture Capital	1998	21'201'715	21'724'278
SV Life Sciences Fund IV, L.P.	Primary	Nordamerika	Venture Capital	2006	3'537'498	2'246'608
T3 Partners, L.P.	Primary	Nordamerika	Buyout	2000	6'810'254	5'682'385
TA IX, L.P.	Primary	Nordamerika	Venture Capital	2000	8'964'146	8'754'810
Taiwan Special Opportunities Fund III	Secondary	Asien	Venture Capital	1999	1'530	1'530
TCW/Crescent Mezzanine Partners III, L.P.	Primary	Nordamerika	Special Situations	2001	9'335'243	9'157'520
Terra Firma Capital Partners III, L.P.	Primary	Europa	Buyout	2006	20'000'000	11'878'729
TH Lee Putnam Parallel Ventures, L.P.	Primary	Nordamerika	Venture Capital	1999	9'480'055	9'713'918
Thomas H. Lee Parallel Fund V, L.P.	Primary	Nordamerika	Buyout	2000	8'589'483	8'929'028
Thomas H. Lee Parallel Fund VI, L.P.	Primary	Nordamerika	Buyout	2006	17'753'739	9'909'033
Thomas Weisel Capital Partners, L.P. (Tailwind)	Primary	Nordamerika	Venture Capital	1999	10'168'769	10'208'067
TPG Asia V, L.P.	Primary	Asien	Buyout	2007	1'102'522	306'091
TPG Partners III, L.P.	Primary	Nordamerika	Buyout	2000	3'768'761	3'553'527
TPG VI, L.P.	Primary	Nordamerika	Buyout	2008	9'362'275	1'357'735
Unison Capital Partners III, (B) L.P.	Primary	Asien	Buyout	2008	387'528	12'794
Universal Hospital Services, Inc.	Direkt	Nordamerika	Buyout	2007	2'954'646	2'954'646
US entertainment company	Direkt	Nordamerika	Buyout	2008	3'428'650	3'428'650
Value Enhancement Partners Special Sit. Fund I	Primary	Europa	Special Situations	2008	894'416	128'647
Ventizz Capital Fund IV, L.P.	Primary	Europa	Venture Capital	2007	1'991'952	581'866
Vestar Capital Partners IV, L.P.	Primary	Nordamerika	Buyout	1999	4'522'952	4'393'715
Vortex Corporate Development Fund, L.P.	Primary	Nordamerika	Venture Capital	2000	2'939'333	2'838'852
Warburg Pincus International Partners, L.P.	Primary	Europa	Buyout	2000	4'679'194	4'679'673
Warburg Pincus Private Equity X, L.P.	Primary	Nordamerika	Buyout	2007	13'951'814	5'927'251
Wellington Partners II, L.P.	Primary	Europa	Venture Capital	2000	4'000'000	4'007'000
William Blair Capital Partners VI, L.P.	Secondary	Nordamerika	Buyout	1998	2'028'631	2'024'819
Worldview Technology Partners III, L.P.	Primary	Rest der Welt	Venture Capital	1999	5'356'437	5'356'437
Worldview Technology Partners IV, L.P.	Primary	Rest der Welt	Venture Capital	2000	2'750'223	2'613'125

Aus Vertraulichkeitsgründen können wir die Namen gewisser Investitionen nicht veröffentlichen. Einige Investitionen wurden über Partners Group-Zugangsmittel getätigt, ohne zusätzliche Gebühren. Bitte beachten Sie, dass Kapitalabrufe die Kapitalzusagen auf Grund von Wechselkursbewegungen übersteigen können.

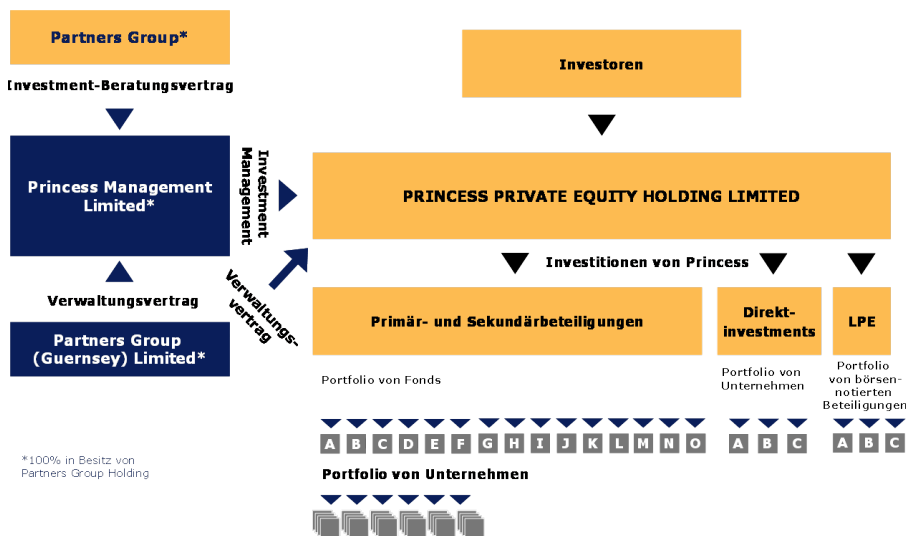
# 8 STRUKTURDARSTELLUNG

Princess Private Equity Holding Limited ist eine Investment-Holding-Gesellschaft mit Sitz in Guernsey, die im Mai 1999 gegründet wurde und in Private Equity-Anlagen investiert. 1999 hat Princess über die Ausgabe einer Wandelanleihe USD 700 Mio. aufgenommen und über Zahlungsverprechen an Private Equity-Partnerships investiert. Die Anleihe wurde im Dezember 2006 in Aktien gewandelt. Gleichzeitig wurden die Anlagerichtlinien angepasst und die Währung von US Dollar in Euro umgestellt. Die Princess-Aktien werden seit dem 13. Dezember 2006 an der Frankfurter Wertpapierbörse (Kürzel PEY1) sowie seit 1. November 2007 an der London Stock Exchange (Kürzel PEY) gehandelt.

Princess strebt danach, den Aktionären langfristig Kapitalwachstum und mittel- bis langfristig eine attraktive Dividendenrendite zu bieten. Princess kann ausser Primärfonds auch Sekundär- und Direktbeteiligungen erwerben sowie in börsennotierte Beteiligungsgesellschaften investieren.

Die Investitionen von Princess werden auf diskretionärer Basis von Princess Management Limited, dem Investment-Manager mit Sitz in Guernsey, einer Tochtergesellschaft der Partners Group Holding, getätigt. Dieser ist unter anderem für die Selektion, Akquisition und Veräusserungen von Investitionen wie auch für Finanzierungsfragen und das Cash-Management verantwortlich.

Der Investment-Manager kann einen Teil oder seine gesamten Verpflichtungen Dritten übertragen und hat mit der Partners Group AG einen Beratungsvertrag abgeschlossen. Partners Group ist ein globaler Manager von Privatmarktanlagen mit einem verwalteten Vermögen von über CHF 25 Mrd. in den Bereichen Private Equity, Private Debt, Private Real Estate und Private Infrastructure. Hierdurch profitiert Princess von Partners Groups weltweiter Präsenz, der Grösse und Erfahrung ihres Investmentteams, ihrem Netzwerk zu vielen der weltweit führenden Private Equity-Häusern und ihrem Fachwissen in Primär-, Sekundär- und Direktanlagen.



## GESCHÄFTSBERICHT 2009

### 9 DATEN UND FAKTEN

Dieses Glossar dient der Erklärung einiger in diesem Bericht verwendeter Begriffe.

<b>Aktien</b>	Voll einbezahlte Stammaktien
<b>Börsenzulassung</b>	Frankfurter Wertpapierbörse London Stock Exchange
<b>Designated Sponsors</b>	Frankfurter Wertpapierbörse: Conrad Hinrich Donner Bank AG London Stock Exchange: JPMorgan Cazenove
<b>Dividendenpolitik</b>	Die Gesellschaft beabsichtigt, eine jährliche Dividende im Bereich von 5% bis 8% des Inneren Wertes auszuschütten
<b>Erfolgsabhängige Gebühr</b>	Keine erfolgsabhängige Vergütung für Primäranlagen 10% erfolgsabhängige Vergütung in Bezug auf Sekundäranlagen 15% erfolgsabhängige Vergütung in Bezug auf Direktinvestitionen unter Berücksichtigung einer Hürde von 8 % pro Jahr und einem "Catch-up"-Mechanismus
<b>Gesellschaft</b>	Princess Private Equity Holding Limited
<b>Gründung</b>	1999
<b>Handelsinformationen (Frankfurter Wertpapierbörse)</b>	WKN: A0LBRM ISIN: DE000A0LBRM2 Börsenkürzel: PEY1 Bloomberg: PEY1 GY Reuters: PEYGz.DE/PEYGz.F
<b>Handelsinformationen (London Stock Exchange)</b>	WKN: A0LBRL ISIN: GG00B28C2R28 Börsenkürzel: PEY Bloomberg: PEY LN Reuters: PEY.L
<b>Managementgebühr</b>	0.375% pro Quartal auf das jeweils Höhere von (i) NAV oder (ii) Wert der Princess' Anlagen abzüglich kurzfristige Anlagen, zuzüglich ausstehende Kapitalabrufe, zuzüglich 0.0625% pro Quartal in Bezug auf Sekundäranlagen und 0.125% pro Quartal in Bezug auf Direktinvestitionen

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**Stimmrecht** ein Stimmrecht pro gehaltener Stammaktie

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**Struktur** Aktiengesellschaft mit Sitz in Guernsey

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**Währung** Euro

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## GESCHÄFTSBERICHT 2009

## 10 VERWALTUNGSRAT

**Brian Human** (Verwaltungsratsvorsitzender) (britischer Staatsangehöriger, 61 Jahre) ist Director von Princess seit November 2003 und unabhängiger Director seit Dezember 2007. Herr Human hält einen Bachelor of Arts (Econ) der Rhodes University, South Africa und eine IAC-Qualifizierung des UK's Securities and Investment Institute. Herr Human ist seit seiner Graduierung im Jahre 1971 in der Finanzbranche tätig. 1973 ging er nach England, wo er zuerst bei der Midland Bank und dann bei der Grindlays Bank arbeitete, die 1992 von der ANZ Bank und im Jahre 2000 von der Standard Chartered Bank übernommen wurde. Herr Human arbeitete sowohl in Thailand, Hong Kong und Australien als auch in England, Jersey und Guernsey. Bevor er im November 2003 zu Princess kam, war Herr Human Chef des Risikomanagements der Standard Chartered Bank (Jersey) Limited. Zuvor war Herr Human unter anderem Managing Director der ANZ Grindlays Bank (Jersey) Limited, Managing Director der ANZ Bank Guernsey Limited, Senior Manager Credit bei der ANZ Bank London, Senior Manager Business Banking der ANZ Melbourne und General Manager der General Finance and Securities Limited in Thailand.

**Richard Battey** (Vorsitzender des Prüfungsausschusses) (britischer Staatsangehöriger, 57 Jahre) ist ein Non-Executive Director von Acencia Debt Strategies Limited, Better Capital Limited, Falcon Property Investment SPC, Henderson Global Properties Limited, Juridica Investments Limited, Northwood Capital European Fund Limited und Prospect Japan Fund Limited. Zuvor war Herr Battey Director von China Growth Opportunities Limited und Origo Resource Partners Limited. Bei Acencia Debt Strategies Limited, Better Capital

Limited, Henderson Global Property Companies, Juridica Investments Limited und Prospect Japan Fund Limited ist er Vorsitzender des Prüfungsausschusses. Er ist Mitglied des Institute of Chartered Accountants in England and Wales nachdem er 1977 durch Baker Sutton & Co. in London anerkannt wurde. Herr Battey war ehemals Chief Financial Officer von CanArgo Energy Corporation. Zuvor verbrachte er 27 Jahre bei Schroder Group: Von April 1994 bis Dezember 2004 war er Director von Schroders (C.I.) Limited in Guernsey, wo er die Position des Finance Directors und Chief Operating Officer innehatte. Herr Battey war Director einer Anzahl verschiedener Unternehmen der Schroder Group in Guernsey in den Bereichen Banking, Investment Management, Trusts, Versicherungen und Private Equity und trat im Dezember 2008 von seinem letzten Verwaltungsratssitz bei Schroder zurück.

**Andreas Billmaier** (deutscher Staatsangehöriger, 45 Jahre) ist seit dem Jahr 2000 Abteilungsleiter, Leiter für Beteiligungsmanagement und Private Equity sowie Mitglied einer Vielzahl von Lenkungsausschüssen der Nürnberger Versicherungsgruppe. Zuvor hat er seit seinem Universitätsabschluss im Dezember 1993 im Controlling sowie in der Prüfungsabteilung der Nürnberger Versicherungsgruppe gearbeitet. Herr Billmaier ist Verwaltungsratsmitglied einer Vielzahl von Private Equity- und Immobilienfonds und -Dachfonds. Er verfügt über einen Master-Abschluss in Betriebswirtschaft der Universität Nürnberg.

**Fergus Dunlop** (britischer Staatsangehöriger, 51 Jahre) ist Non-Executive Director von den an der London Stock Exchange notierten

Resolution Limited und Schroder Oriental Income Fund Limited sowie von drei Private Equity-Fonds der IK Investment Partners (Industri Kapital), von welchen zwei Fonds langjährige Investitionen von Princess mit einem Anteil am Portfolio von weniger als 3% sind. Von 2002 bis 2007 war Herr Dunlop Managing Director und Partner bei Südprojekt Gesellschaft für Finanzanalysen (München) und verantwortlich für die Hedgefonds- und Dachfonds-Anlageberatung, die Performancemessung sowie die Finanzmarktrecherche. Weitere ehemalige Verwaltungsratsposten umfassen Signet Global Fixed Income Strategies Limited. Herr Dunlop arbeitete von 1997 bis 2001 bei der ehemaligen Mercury Asset Management KAG (Frankfurt) (später Merrill Lynch Investment Managers KAG) im Bereich Institutional Sales. Zuvor, von 1987 an, arbeitete Herr Dunlop für SG Warburg/Mercury Asset Management plc in London, wo er ein Joint Venture mit der Munich Re sowie den Londoner Geschäftszweig von Mercurys Deutschlandgeschäft leitete. Er verfügt über einen Master-Abschluss in Betriebswirtschaft der Oxford University.

**Urs Wietlisbach** (schweizer Staatsangehöriger, 48 Jahre) ist ein Gründungspartner der Partners Group, Mitglied des Business Development Committees und des Private Equity Investment Committees, Executive Vice Chairman und verantwortlich für die Marketingstrategie. Früher war er für die Partnership-Investitionen verantwortlich und massgeblich am Aufbau vom Partners Group Private Equity-Funds-Portfolio und des globalen Beziehungsnetzes beteiligt. Er ist verantwortlich für die Marktentwicklung in Europa, den USA sowie im asiatischen Raum. Bevor er Partners Group gründete, war er Executive Director bei Goldman Sachs & Co., wo er nach Aufhalten in London und New York verantwortlicher Leiter des Firmenkundengeschäfts in der Schweiz wurde. Zuvor arbeitete er bei Credit Suisse in New

York und Zürich als Berater für internationale Firmenkunden. Er verfügt über einen Abschluss in Betriebswirtschaft der Universität St. Gallen (HSG).

## GESCHÄFTSBERICHT 2009

# 11 DIRECTORS' REPORT

### Directors

B. Human (Chairman)  
 R. Battey (appointed 28 May 2009)  
 A. Billmaier  
 F. Dunlop (appointed 28 May 2009)  
 U. Wietlisbach

### Secretary

Dexion Capital (Guernsey) Limited

### Registered Office

Tudor House  
 St. Peter Port  
 Guernsey  
 GY1 1BT

The Directors present their report and consolidated audited financial statements for the year from 1 January 2009 to 31 December 2009.

### Incorporation

Princess Private Equity Holding Limited (the "Company") and Princess Private Equity Subholding Limited (the "Subholding" and together with the Company, the "Group") are limited liability companies, incorporated and domiciled in Guernsey, Channel Islands.

### Principal Activity

The principal activity of the Group is the holding of investments for the purpose of capital appreciation.

The Investment Manager of the Company is Princess Management Limited (the "Investment Manager" or "Designated Manager") and the Investment Adviser is Partners Group AG (the "Investment Adviser"), a Swiss limited liability company.

The majority of the Board is independent of the Investment Manager and the Investment Adviser.

### Investment Objectives and Investment Policy

The Company's investment objective is to provide shareholders with long-term capital growth and an attractive dividend yield through investment in a diversified portfolio of private equity and private debt investments which may be classified as private market investments.

Under the Company's investment policy detailed in the prospectus dated 12 October 2007, investments may include, inter alia:

- Fund investments: interests in private investment funds acquired from other investors (secondary investments) or through a commitment to a new fund (primary investments). Private investment funds may include vehicles focusing on buyouts, mezzanine funding, venture capital and special situations such as distressed or turnaround situations, private real estate, private infrastructure investments, PIPE (private investments in public equity) transactions and leveraged debt.
- Direct investments: interests in (typically unlisted) assets and operating companies (whether held directly or indirectly) and may include equity, debt or other kinds of securities.
- Listed private equity: interests in vehicles listed on a public stock exchange that invest in private investment transactions or funds.

To achieve the investment objective, the Company intends to continue to pursue a relative value investment strategy designed to systematically identify and invest in private equity, private debt and listed private equity that the Investment Manager and the Investment Adviser believe offer superior value at a given point in time.

The Investment Manager has complete discretion as to asset allocation within the private investment market and may at any time determine that up to 100% of the Company's assets may be invested in any particular private market segment.

### **Review of Performance**

An outline of the performance, investment activity and developments in the portfolio can be found in the audited consolidated statement of comprehensive income and statement of financial position.

### **Monitoring Performance**

At each board meeting the Directors consider a number of performance indicators to assess the Company's success in achieving its investment objectives. These include:

- Price and NAV developments
- Net cash flow
- Capital call and distributions
- IRR reports at the underlying fund level
- Unfunded commitments
- Risk management and adherence to investment guidelines
- Corporate governance issues

### **Principal Risks and Uncertainties**

The main focus of the Company is to invest in private equity funds, which themselves invest in unquoted companies, and direct investments investing together with leading private equity fund managers. An explanation of the risks and how they are managed is

contained in the notes to the consolidated audited financial statements.

### **Share Capital**

The Company's issued and paid up share capital as at 31 December 2009 was 70'100'000 ordinary shares of EUR 0.001 each (31 December 2008: 70'100'000 ordinary shares of EUR 0.001 each).

### **Shareholder Information**

The net asset value and the net asset value per share are calculated (in Euro) every month at the last Business Day of each month by Partners Group (Guernsey) Limited acting as Administrator.

Calculations are made in accordance with International Financial Reporting Standards ("IFRS") which require the Company's direct investments and fund investments to be valued at fair value and are announced by the Company on its website and are submitted to a regulatory information service approved by the UK Listing Authority as soon as practicable after the end of the relevant period.

### **Dividends**

No dividend was declared by the Directors in 2009 (2008: interim dividend of EUR 0.30 per share was paid on 20 June 2008).

### **Results**

The results for the year are shown in the audited consolidated statement of comprehensive income.

### **Directors**

The Directors of Princess Private Equity Holding Limited are as shown above. The Directors had no beneficial interest in the Company other than as shown below.



## GESCHÄFTSBERICHT 2009

Mr. Billmaier retired by rotation and was re-elected at the 2009 annual general meeting. Mr. Wietlisbach's re-appointment was passed at the 2009 annual general meeting. Messrs Billmaier, Wietlisbach and Human will stand for reelection by the shareholders at the forthcoming annual general meeting.

Mr. Maltby and Mr. Hooley were appointed by the board on 1 October 2007 and confirmation of their appointment was passed at the 2008 annual general meeting. They both resigned on 6 May 2009. The Board would like to thank both Messrs Maltby and Hooley for their contributions.

Mr. Battey and Mr. Dunlop were appointed by the board on 28 May 2009 and will stand for election by the shareholders at the forthcoming annual general meeting.

The sole Director of Princess Private Equity Subholding Limited, which held office during the year, was Princess Private Equity Holding Limited.

No contract or arrangement existed in the period in which any of the Directors had a material interest other than Mr. Wietlisbach who is a Director of and shareholder in Partners Group Holding AG, the beneficial owner of the Investment Manager and the Administrator.

No Director had a service contract with the Company other than Mr. Human who had a part time employment contract with the Company which ended in March 2008. Directors' remuneration is in the notes to these accounts and as shown below.

Split as follows in EUR  
(31.12.2009 / 31.12.2008)  
R. Battey (24'000 / -)  
A. Billmaier (40'000 / 40'000)  
F. Dunlop (24'000 / -)

J. Hooley (14'000 / 40'000)  
B. Human (42'000 / 30'000)  
C. Maltby (20'000 / 50'000)

### Length of service

Each of the Directors was appointed to the Board on the dates shown below:

R. Battey: 28 May 2009  
A. Billmaier: 5 December 2006  
F. Dunlop: 28 May 2009  
B. Human: 19 November 2003  
U. Wietlisbach: 24 June 1999

### Directors' and Officers' Liability Insurance

The Company maintains insurance in respect of Directors' and officers' liability in relation to their acts on behalf of the Company. Suitable insurance is in place and due for renewal on 8 December 2010.

### Investment Management Arrangements

Princess Management Limited, a wholly owned subsidiary of Partners Group Holding AG, is the Investment Manager to the Company. The Investment Manager is permitted to delegate some or all of its obligations and has entered into an Investment Advisory Agreement with Partners Group AG. Mr. Wietlisbach is a founding partner of Partners Group AG and currently serves as that firm's executive vice chairman. Details of the management fees are shown within the consolidated audited financial statement. The Agreement may be terminated after ten years with three years notice. Termination will be without penalty or other additional payments save that the Company will pay management and performance fees due and additional expenses incurred.

The Directors (other than Messrs Wietlisbach and Billmaier who are not independent of the Investment Manager) have determined that

the continuing appointment of the Investment Manager on the terms of the Investment Management Agreement is in the interests of Shareholders as a whole, given the global reach, access to leading private equity houses and expertise of the Investment Manager and through the Investment Manager to the Investment Advisor.

### **Significant Events**

At the Annual General Meeting held on 7 May 2009 the financial statements of the Company for the year ended 31 December 2008 together with the report of the directors and auditors were received and adopted. The current Articles of the Company were also adopted at the meeting.

### **Substantial Interest**

The European Union Transparency Directive came into force on 20 January 2007. The directive requires substantial shareholders to make relevant holding notifications to the Company and the UK Financial Services Authority. The Company must then disseminate this information to the wider market. Those shareholders who hold above 3% of ordinary shares, as at the year end were

- CVP / CAP Coop Personalversicherung 5.07%
- Deutsche Asset Management Investmentgesellschaft 8.70%
- Vega Invest Fund Plc 8.56%

### **Shareholder Communication**

The Directors place great importance on shareholder communication while the Manager and the Investment Advisor also carry out a programme of regular meetings with shareholders and potential investors. The Company publishes a monthly report with key financial data and issues affecting the portfolio, and publishes quarterly financial

accounts as well as semi annual and audited annual accounts. Conference calls are arranged on a quarterly basis at which the Investment Adviser provides an in-depth review of developments in the portfolio and gives a market overview. Regular news releases are also published.

### **Directors' Responsibilities**

The Directors are responsible for preparing financial statements for each financial year which give a true and fair view, in accordance with applicable Guernsey law and International Financial Reporting Standards, of the state of affairs of the Company and Group and of the profit or loss of the Company and Group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

So far as the Board of Directors are aware, there is no relevant audit information of which the Group's auditors are unaware, and each Director has taken all the steps that he or she ought to have taken as a Director in order to make himself or herself aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

## GESCHÄFTSBERICHT 2009

To the best of our knowledge, and in accordance with the applicable reporting principles, the consolidated financial statement give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group, and the Investment Manager's report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal opportunities and risk associated with the expected development of the Group.

Furthermore to the best of our knowledge and belief

- this annual report includes a fair review of the development and performance of the business and the position of the Company and Group together with a description of the principal risks and uncertainties that the Company and Group faces; and
- the financial statements, prepared in accordance with International Financial Reporting Standards give a true and fair view of the assets, liabilities, financial position and losses of the Company.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with The Companies (Guernsey) Law, 2008 as amended from time to time. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The maintenance and integrity of the Company's website is the responsibility of the Directors. The work carried out by the auditors does not involve consideration of these matters and accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements

since they were initially presented on the website.

Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### **Going Concern**

After making enquiries and given the nature of the Company and Group and its investments, the Directors are satisfied that it is appropriate to continue to adopt the going concern basis in preparing the financial statements, and, after due consideration, the Directors consider that the Company and Group are able to continue in the foreseeable future.

### **Company Secretary**

The secretary of the Company as at 31 December 2009 was Dexion Capital (Guernsey) Limited.

### **Auditors**

At a general meeting held on 7 May 2009, PricewaterhouseCoopers CI LLP were appointed Auditors of the Company for the year ending 31 December 2009, together with the fixing of their remuneration by the Directors.

R. Battey  
Director

F. Dunlop  
Director

Date: 26 February 2010

## 12 CORPORATE GOVERNANCE

The Directors have determined to report against the Association of Investment Companies (the "AIC") Code of Corporate Governance ("AIC Code") and to follow AIC's Corporate Governance Guide for Investment Companies ("AIC Guide"). The AIC Code and AIC Guide are available on the AIC website [www.theaic.co.uk](http://www.theaic.co.uk). In assessing the Board's corporate governance practice for 2009, the Directors confirm that throughout the year the Company complied with the provisions of the AIC Guide.

The Company has complied with the recommendations of the AIC Code and the relevant provisions of Section 1 of the Combined Code, except as set out below.

The Combined Code includes provisions relating to

- The role of the Chief Executive
- Executive Directors' remuneration
- The need for an internal audit function

For the reasons set out in the AIC Guide, and in the preamble to the Combined Code, the Board considers these provisions are not relevant to the position of the Company, being an overseas investment company with an appointed Designated Manager. There are no Executives with contractual obligations directly with the Company and thus the Executive Directors' remuneration rules do not apply. The Audit Committee and the Board of Directors regularly consider the risk and operational aspects of the Company. The Designated Manager has an appointed Compliance Officer. As there is delegation of operational activity to appointed service providers the Audit Committee and the Board have determined there is no requirement for a direct internal audit function.

There are no specific corporate governance principles the Company is obliged to comply with in Germany. The Guernsey Financial Services Commission has a standing Code of Corporate Governance for the Finance Sector. However as a company listed on the London Stock Exchange it is subject to the Disclosure Rules and Transparency Rules and the AIC Guide as noted above.

### **FWB Listing (Frankfurt Stock Exchange)**

Listed stock corporations having their registered seat in Germany are subject to the German Corporate Governance Code adopted by the German Corporate Governance Code Commission on 26 February 2002, in the 2 June 2005 version thereof currently in force (hereinafter the "Code"). The Code's aim, in particular, is to make the German system of Corporate Governance more transparent, to clarify shareholder rights and to improve Management Board-Supervisory Board collaboration, internal reporting and auditor independence.

The Code is not applicable to the Company as its registered seat is in Guernsey. The Company will comply, however, with the AIC Code as set out above.

### **The Board**

The Board consists of five non-executive directors. The independent Chairman of the Board is Mr. Human, who was appointed on 28 May 2009 replacing Mr. Maltby who resigned from the Board on 6 May 2009. Mr. Human has no other significant business commitments which need to be disclosed and the Board is satisfied that he has sufficient time available to discharge fully his

## GESCHÄFTSBERICHT 2009

responsibilities as Chairman of the Company. For the purposes of assessing compliance with the AIC Code, the Board considers all of the Directors (other than Mr. Wietlisbach and Mr. Billmaier) as independent of the Investment Manager and the Investment Adviser and free from any business or other relationship that could materially interfere with the exercise of their independent judgment.

Mr. Human was appointed Managing Director pursuant to a service contract dated 20 March 2007 until March 2008, during which time he was a part time employee. Mr. Human was formerly employed on a part time basis by Partners Group Global Opportunities Limited, a company which also retains the services of the Investment Adviser, but this employment was terminated in December 2007 and the Board now regards Mr. Human as independent. Further, that the Board considered Mr. Human independent at the time of his appointment as Chairman.

Mr. Billmaier is not regarded as independent as he serves on the Board of another company advised by Partners Group AG since December 2007.

The Board has a breadth of experience relevant to the Company and a balance of skills, experience and age and the Directors have not identified any gaps that require improvement at this time.

The Board undertakes an annual evaluation of its own performance and the performance of its committees and individual Directors. A full corporate governance review has been undertaken since the publication of the previous financial statements, which was facilitated by the Company Secretary. There were no matters of significance raised within the findings of the review and, as mentioned within this report, the non-independent directors are considered to be Mr. Wietlisbach and Mr. Billmaier.

The Board has undertaken an annual review of the effectiveness of the Company's system of internal controls and the safeguarding of shareholders' investments and the Company's assets. There were no significant matters raised within the findings of the review.

Directors are appointed for a fixed term of no more than three years. The appointment shall be renewed for a further period if both the respective Director and the Board believe that a renewal is in the interest of the Company. The renewal shall always be subject to an assessment of the independence of the Director in question. In view of the long-term nature of the Company's investments, the Board believes that a stable board composition is fundamental to run the Company properly. The Board has not stipulated a maximum term of any directorship. Directors retire by rotation except for Mr. Wietlisbach who is subject to annual re-election. Mr. Human is due to stand for re-election, because he has been on the Board for a fixed term of 3 years.

### **Directors' Duties and Responsibilities**

The Board of Directors has overall responsibility for the Company's affairs and is responsible for the determination of the investment policy of the Company, resolving conflicts and for monitoring the overall portfolio of investments of the Company.

To assist the Board in the day-to-day operations of the Company, arrangements have been put in place to delegate authority for performing certain of the day-to-day operations of the Company to the Investment Manager, the Investment Adviser and other third-party service providers, such as the Administrator and the Company Secretary.

The Board receives full details of the Company's assets, liabilities and other relevant information in advance of Board meetings. The Board meets formally at least

four times a year; however, the Investment Manager and Company Secretary stay in more regular contact with the Directors on a less formal basis. Individual Directors have direct access to the Company Secretary and may, at the expense of the Company, seek independent professional advice on any matter that concerns them in the furtherance of their duties.

The Directors have adopted a schedule of matters reserved for the Board as part of the London Stock Exchange listing process. This includes approval of accounts, approval of dividends and the appointment and removal of service providers. The consent of the Board is required if the Investment Manager wishes to borrow more than 25% of the value of the Company assets, enter into any transaction with an affiliate of the Investment Manager or invest more than 10% of the Company's assets in any single investment (excluding investments in pooling vehicles).

### **Board Meetings**

The Board considers agenda items laid out in the Notice and Agenda which are formally circulated to the Board in advance of any meeting as part of the board papers. The Directors may request any Agenda items to be added that they consider appropriate for Board discussion. In addition each Director is required to inform the Board of any potential or actual conflict of interest prior to Board discussion.

Board meetings are attended by representatives of the Investment Manager and the Investment Adviser. The Company's corporate broker also attends to assist the Directors in understanding the views of major shareholders about the Company. Below is a summary of the Director attendance at Board meetings held in 2009, compared against those for which they were eligible:

R. Battey (2/2 )  
 A. Billmaier (4/4)  
 F. Dunlop (2/2)  
 J. Hooley (1/1)  
 B. Human (4/4)  
 C. Maltby (1/1)  
 U Wietlisbach (2/4)

During the year a further six ad hoc meetings were held to deal with matters substantially of an administrative nature and these were attended by those directors available at the time.

### **Committees of the Board**

The Board has established an Audit & Management Engagement Committee. The Audit & Management Engagement Committee will meet at least four times a year and will be responsible for ensuring that the financial performance of the Company is properly reported on and monitored and will provide a forum through which the Company's external auditors may report to the Board. The Audit & Management Engagement Committee will review the annual, half yearly and quarterly accounts, results, announcements, internal control systems and procedures and accounting policies of the Company, together with the recommendation to re-appoint the auditors. A note of any non-audit service provision and remuneration should be referenced within the notes to the accounts. With the exception of Mr. Wietlisbach, the Audit & Management Engagement Committee is composed of all the members of the Board, and was chaired by Mr. Hooley up to 6 May 2009 and thereafter by Mr. Battey following his appointment on 28 May 2009. Although Mr. Human is Independent Chairman of the Company, he is also a member of the Audit & Management Engagement Committee. The Board considers that all three independent Directors should sit on this Committee, to bring the widest range of experience to its deliberations.

## GESCHÄFTSBERICHT 2009

Given the size and nature of the Company, it is not deemed necessary to form a separate remuneration or nomination committee. The Board, as a whole, will also consider new Board appointments.

### **Directors' Interests**

The Directors had no beneficial interest in the Company other than as shown below:

- Mr. Wietlisbach 194'000 shares deliverable in the form of co-ownership interest
  - Mr. Wietlisbach has made an investment of EUR 3'350'000 into Green Stone IC Limited
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# 13 BERICHT DER WIRTSCHAFTSPRÜFER

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PRINCESS PRIVATE EQUITY HOLDING LIMITED

### Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Princess Private Equity Holding Limited ("the Group") which comprise the consolidated statement of financial position as of 31 December 2009, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory notes.

### Directors' responsibility for the consolidated financial statements

The directors are responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and with the requirements of Guernsey law. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the consolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

### Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating 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.



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## Opinion

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2009, and of the consolidated financial performance and the consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards and have been properly prepared in accordance with the requirements of The Companies (Guernsey) Law, 2008.

## Emphasis of matter

Without qualifying our opinion, we draw attention to Notes 10 and 19 to the consolidated financial statements. As indicated in Notes 10 and 19 the consolidated financial statements include unquoted investments (funds) stated at their fair value of EUR (000') 516'928. Because of the inherent uncertainty associated with the valuation of such investments and the absence of a liquid market, these fair values may differ from their realisable values, and the differences could be material.

## Report on other legal and regulatory requirements

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the consolidated financial statements. The other information comprises the Key Figures, the Chairman's Report, the Private Equity Market Environment, the Investments Manager's Report, the Portfolio Allocation, the Portfolio Transactions, the Portfolio Overview, the Structural Overview, the Facts and Figures, the Board of Directors, the Directors' Report and Corporate Governance.

In our opinion the information given in the Directors' Report is consistent with the consolidated financial statements.

This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 262 of The Companies (Guernsey) Law, 2008 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers CI LLP  
Chartered Accountants  
Guernsey, Channel Islands  
2010

# 14 GEPRÜFTE KONSOLIDIERTE FINANZZAHLEN

[DIESE SEITE WIRD ABSICHTLICH FREI GELASSEN]

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**Audited consolidated statement of comprehensive income**

for the period from 01 January 2009 to 31 December 2009

<i>In thousands of EUR</i>	<b>Notes</b>	<b>01.01.2009 31.12.2009</b>	<b>01.01.2008 31.12.2008</b>
<b>Net income from designated financial assets at fair value through profit or loss</b>		<b>(37'912)</b>	<b>(64'592)</b>
<i>Private Equity</i>		<i>(31'498)</i>	<i>(63'270)</i>
Interest & dividend income		1	7
Revaluation	10	(25'858)	(77'355)
Net foreign exchange gains / (losses)	10	(5'641)	14'078
<i>Private Debt</i>		<i>(7'314)</i>	<i>(843)</i>
Interest income (including PIK)		1'207	2'208
Revaluation	10	(8'849)	(3'686)
Net foreign exchange gains / (losses)	10	328	635
<i>Private Real Estate</i>		<i>482</i>	<i>111</i>
Revaluation	10	476	16
Net foreign exchange gains / (losses)	10	6	95
<i>Private Infrastructure</i>		<i>418</i>	<i>(590)</i>
Revaluation	10	418	(590)
<b>Net income from financial assets at fair value through profit or loss held for trading</b>		<b>493</b>	<b>(14'655)</b>
<i>Net income from opportunistic investments</i>		<i>493</i>	<i>(14'655)</i>
Revaluation	11 & 22	493	(14'655)
<b>Net income from cash &amp; cash equivalents and other income</b>		<b>565</b>	<b>1'940</b>
Interest income	20	30	2'108
Net foreign exchange gains / (losses)	21	535	(168)
<b>Total net income</b>		<b>(36'854)</b>	<b>(77'307)</b>
<b>Operating expenses</b>		<b>(14'738)</b>	<b>(16'173)</b>
Management fee		(12'535)	(14'214)
Incentive fee		(1'304)	(280)
Administration fee		(232)	(362)
Other operating expenses		(997)	(882)
Other net foreign exchange gains / (losses)	21	330	(435)
<b>Other financial activities</b>		<b>(13'770)</b>	<b>17'962</b>
Setup expenses - credit facility		(830)	-
Interest expense - credit facility		(505)	(139)
Other interest expense		(6)	-
Other finance cost		(7)	(4)
Net result from hedging activities		(12'422)	18'105
<b>Surplus / (loss) for the financial period</b>		<b>(65'362)</b>	<b>(75'518)</b>
Other comprehensive income for the period; net of tax		-	-
<b>Total comprehensive income for the period</b>		<b>(65'362)</b>	<b>(75'518)</b>
<b>Earnings per share</b>			
Weighted average number of shares outstanding		70'100'000	70'100'000

Basic surplus / (loss) per share for the financial period	(0.93)	(1.08)
Diluted surplus / (loss) per share for the financial period	(0.93)	(1.08)

The earnings per share is calculated by dividing the surplus / (loss) for the financial period by the weighted average number of shares outstanding.

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## GESCHÄFTSBERICHT 2009

**Audited consolidated statement of financial position***As at 31 December 2009*

<i>In thousands of EUR</i>	<b>Notes</b>	<b>31.12.2009</b>	<b>31.12.2008</b>
<b>ASSETS</b>			
<i>Designated assets at fair value through profit or loss</i>			
Private equity	10	467'992	496'102
Private debt	10	40'912	49'167
Private real estate	10	6'095	5'113
Private infrastructure	10	1'929	-
<b>Non-current assets</b>		<b>516'928</b>	<b>550'382</b>
Financial assets at fair value through profit or loss held for trading	11	-	6'830
Other short-term receivables		1'615	784
Hedging assets		5'776	12'559
Cash and cash equivalents	12	15'251	13'707
<b>Current assets</b>		<b>22'642</b>	<b>33'880</b>
<b>TOTAL ASSETS</b>		<b>539'570</b>	<b>584'262</b>
<b>LIABILITIES</b>			
Share capital	13	70	70
Reserves	13	668'882	668'882
Retained earnings		(154'655)	(89'293)
<b>Total Equity</b>		<b>514'297</b>	<b>579'659</b>
Short term credit facilities	16	20'000	-
Other short-term payables		5'273	4'603
<b>Liabilities falling due within one year</b>		<b>25'273</b>	<b>4'603</b>
<b>TOTAL LIABILITIES</b>		<b>539'570</b>	<b>584'262</b>

**Audited consolidated statement of changes in equity**  
for the period from 01 January 2009 to 31 December 2009

<i>In thousands of EUR</i>	Share capital	Reserves	Retained Earnings	Total
Equity at beginning of reporting period	70	668'882	(89'293)	579'659
Other comprehensive income for the period; net of tax			-	-
Surplus / (loss) for the financial period			(65'362)	(65'362)
<b>Equity at end of reporting period</b>	<b>70</b>	<b>668'882</b>	<b>(154'655)</b>	<b>514'297</b>

for the period from 01 January 2008 to 31 December 2008

<i>In thousands of EUR</i>	Share capital	Reserves	Retained Earnings	Total
Equity at beginning of previous period	70	689'912	(13'775)	676'207
Dividend paid	-	(21'030)	-	(21'030)
Other comprehensive income for the period; net of tax			-	-
Surplus / (loss) for the financial period		-	(75'518)	(75'518)
<b>Equity at end of previous period</b>	<b>70</b>	<b>668'882</b>	<b>(89'293)</b>	<b>579'659</b>

## GESCHÄFTSBERICHT 2009

**Audited consolidated cash flow statement**  
for the period from 01 January 2009 to 31 December 2009

<i>In thousands of EUR</i>	<b>Notes</b>	<b>01.01.2009 31.12.2009</b>	<b>01.01.2008 31.12.2008</b>
<b>Operating activities</b>			
Surplus / (loss) for the financial period		(65'362)	(75'518)
<i>Adjustments:</i>			
Foreign exchange result	21	4'442	(14'205)
Investment revaluation	22	33'320	96'270
Net (gain) / loss on interests & dividends	20	(727)	(4'184)
(Increase) / decrease in receivables		5'822	(7'067)
Increase / (decrease) in payables		775	(2'567)
Purchase of private equity investments	10	(43'204)	(111'832)
Purchase of private debt investments	10	(1'340)	(6'735)
Purchase of private real estate investments	10	(500)	(4'650)
Purchase of private infrastructure investments	10	(1'511)	(590)
Distributions from and sales of private equity investments	10	39'815	68'733
Distributions from and sales of private debt investments	10	1'742	4'705
Distributions from and sales of private real estate investments	10	-	518
Sale of opportunistic investments	11	7'323	9'799
Interest & dividends received		571	2'108
<b>Net cash from / (used in) operating activities</b>		<b>(18'834)</b>	<b>(45'215)</b>
<b>Financing activities</b>			
Increase / (decrease) in credit facilities		20'354	-
Interest expense - credit facility		(505)	(139)
Interest expense on prepayments		(6)	-
Distribution of dividends		-	(21'030)
<b>Net cash from / (used in) financing activities</b>		<b>19'843</b>	<b>(21'169)</b>
<b>Net increase / (decrease) in cash and cash equivalents</b>		<b>1'009</b>	<b>(66'384)</b>
<b>Cash and cash equivalents at beginning of reporting period</b>	<b>12</b>	<b>13'707</b>	<b>80'259</b>
Movement in exchange rates		535	(168)
<b>Cash and cash equivalents at end of reporting period</b>	<b>12</b>	<b>15'251</b>	<b>13'707</b>

## **Notes to the audited consolidated financial statements** *for the period from 01 January 2009 to 31 December 2009*

### **1 Organization and business activity**

Princess Private Equity Holding Limited (the "Company") is an investment holding company established on 12 May 1999. The Company's registered office is Tudor House, St. Peter Port, Guernsey, GY1 1BT. The Company is a Guernsey limited liability company that invests in a broadly diversified portfolio of private market investments through its wholly-owned subsidiary, Princess Private Equity Subholding Limited (the "Subsidiary").

Since 13 December 2006 the share of the Company have been listed on the Prime Standard of the Frankfurt Stock Exchange. As of 1 November 2007 the shares have also been listed on the London Stock Exchange.

These audited consolidated financial statements were authorized for issue by the Board of Directors on 26 February 2010.

### **2 Basis of preparation**

The consolidated financial statements comprise the financial statements of the Company and its wholly owned Subsidiary. The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and under the historical cost convention as modified by the revaluation of "financial assets and financial liabilities at fair value through profit or loss".

The preparation of consolidated financial statements in conformity with IFRS requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of current events and actions, actual results may ultimately differ from those estimates. The areas where assumptions, judgments and estimates are significant to the financial statements are disclosed in a subsequent note; critical accounting estimates and judgments.

### **3 Principal accounting policies**

The accounting policies correspond to those of the audited consolidated financial statements for the year ended 31 December 2008, except for the changes discussed below. The following accounting policies have been applied consistently except where otherwise noted in dealing with items which are considered material in relation to the Group's audited consolidated financial statements.

From 1 January 2009 the following new and existing revised IFRS and interpretations to existing standards were required to be adopted. The Group has consequently adopted all relevant and below mentioned Standards since 1 January 2009.

IFRS 2 - Share based payments

IFRS 7 - Financial instruments

IFRS 8 - Operating segments

IAS 1 - Presentation of financial statements

IAS 16 - Property, plant and equipment

IAS 19 - Employee benefits

IAS 20 - Government grants and disclosure of government assistance

IAS 23 - Borrowing costs

IAS 27 - Consolidated and separate financial statements



## GESCHÄFTSBERICHT 2009

IAS 28 - Investment in associates  
IAS 31 - Interests in joint ventures  
IAS 32 - Financial instruments: presentation  
IAS 36 - Impairment of assets  
IAS 38 - Intangible assets  
IAS 39 - Recognition and measurement  
IAS 40 - Investment property  
IAS 41 - Agriculture

IFRIC 15 - Agreements for the construction of real estate  
IFRIC 16 - Hedges of a net investment in a foreign operation

The amendment to IAS 1 - Presentation of financial statements prohibits the presentation of items of income and expenses (that is, 'non-owner changes in equity') in the statement of changes in equity. It requires non-owner changes in equity to be presented separately from owner changes in equity. All non-owner changes in equity are required to be shown in a performance statement of which entities have the choice of a one or two statement approach. Comparative information is required to be amended to reflect the current choice of presentation. The Group has applied IAS 1 (revised) from 1 January 2009, and has elected to present a single statement of comprehensive income. The adoption of this revised standard has not resulted in a significant change to the presentation of the Group's performance statement, as the Group has no other elements of other comprehensive income.

The amendment to IFRS 7 - Financial instruments requires enhanced disclosures about fair value measurement and liquidity risk. In particular, the amendment requires disclosure of the fair value measurements by level in a fair value measurement hierarchy. The adoption of the amendments results in additional disclosures but otherwise has no impact on the Group's financial position or performance.

The adoption of IFRS 8 - Operating segments requires segments to be identified and presented following a 'management approach' under which segment information is presented on the same basis as that used for internal reporting and monitoring purposes. This results in additional disclosures and some presentational changes within these financial statements. Operating segments are now reported in a manner consistent with the internal reporting of the Investment Advisor, Partners Group AG, as agreed with the Board of Directors and has been identified as: private equity, private debt, private real estate, private infrastructure and private resources. Only those segments applicable within the reporting period have been reflected in these audited consolidated financial statements.

The Investment Advisor assesses the performance of the operating segments based on the net income from the designated financial assets at fair value through profit or loss by segment. This measurement basis excludes any additional general income and expenses which are not allocated to segments but are managed by the Administrator on a central basis.

The amendment to IAS 32 - Financial instruments: presentation requires entities to classify puttable financial instruments or components of instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation as equity, provided the financial instruments have particular features and meet specific conditions, including that all financial instruments in the class of instruments that is subordinate to all other instruments have identical features. In the event that the Company issues different classes of shares, the features of which will not be identical, these will be disclosed within Capital in the notes to these audited consolidated financial statements. The adoption of these amendments has therefore not resulted in any change in the classification of the Company's shares.

The Board of Directors has assessed the impact of these amendments and concluded that these new accounting standards and interpretations will not affect the Group's results of operations or financial position other than as noted above.

The following standards, interpretations and amendments to published standards that are mandatory for accounting periods beginning on or after 1 July 2009, have not been early adopted:

IFRS 3 - Business combinations

IFRS 5 - Non-current assets held for sale and discontinued operations

IFRIC 17 - Distribution of non-cash assets to owners

IFRIC 18 - Transfers of assets from customers

### **Net income from short-term investments and cash and cash equivalents**

Income from bank deposits and interest income from short-term investments are included on an accruals basis. Gains and losses from short-term investments and gains and losses from cash and cash equivalents also include the increase in value of bonds purchased at a discount. All realized and unrealized surpluses and losses are recognized in the audited consolidated statement of comprehensive income. Dividend income is recognized when the right to receive payment is established.

### **Expenditure**

All items of expenditure are included in the consolidated financial statements on an accruals basis.

### **Foreign currency translation**

#### (a) Functional and presentational currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the "Functional Currency"). The audited consolidated financial statements are presented in Euros, which is both companies' Functional and the Group's presentation currency.

#### (b) Transactions and balances

Transactions in foreign currencies are translated into the Functional Currency using the exchange rates prevailing at the dates of the transactions or valuations where items are remeasured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the end of the reporting period exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the audited consolidated statement of comprehensive income.

### **Financial assets and financial liabilities at fair value through profit or loss**

#### (a) Classification

The Group classifies its investments in private equity, private debt, private real estate, private infrastructure and private resources, and related derivatives, as financial assets or financial liabilities at fair value through profit or loss. These financial assets and financial liabilities are classified as held for trading or designated by the Board of Directors at fair value through profit or loss at inception.

## GESCHÄFTSBERICHT 2009

Financial assets or financial liabilities held for trading are those acquired or incurred principally for the purpose of selling or repurchasing in the short term.

Where the Group has hedged the value of non Functional Currency investments against the Functional Currency this does not qualify as hedge accounting as defined in IAS 39. Derivative financial instruments are classified as financial assets and liabilities held for trading or designated in case they are managed and their performance is evaluated on a fair value basis in accordance with the Group's documented investment strategy. They are initially recognized in the statement of financial position at fair value and are subsequently remeasured to fair value. As a result, the unrealized changes in fair value are recognized in the audited consolidated statement of comprehensive income under the heading "Net income from designated financial assets at fair value through profit or loss" and "Net income from financial assets at fair value through profit or loss held for trading". The fair value of various derivative instruments used for hedging purposes are disclosed in the notes.

Financial assets and financial liabilities designated at fair value through profit or loss at inception consist of investments in limited partnerships and directly held investments. Financial assets at fair value through profit or loss held for trading consist of opportunistic investments. These are managed and their performance is evaluated on a fair value basis in accordance with the Group's documented investment strategy. The Group's policy is used by the Investment Manager and the Board of Directors to evaluate the information about these financial assets and liabilities on a fair value basis together with other related financial information.

In setting the Group's investment policy the Board of Directors have determined that investments will only be made in entities that adopt an internationally recognized standard of accounting.

### (b) Recognition and derecognition

All transactions relating to financial assets and financial liabilities at fair value through profit or loss are recognized on the settlement date.

Any distributions, including return of principal of investment, received from the underlying limited partnerships and directly held investments are recognized on the distribution date.

Financial assets and financial liabilities at fair value through profit or loss are derecognized when the right to receive cash flows has expired or where substantially all risks and rewards of ownership have been transferred.

### (c) Measurement

Financial assets and financial liabilities at fair value through profit or loss are initially recognized at fair value. Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the financial assets or financial liabilities at fair value through profit or loss are presented in the audited consolidated statement of comprehensive income in the period in which they arise.

Prior to 1 January 2009, interest distributions from fund investments held at fair value through profit or loss were recognized in the audited consolidated statement of comprehensive income within interest income using the effective interest method. Dividend distributions from fund investments held at fair value through profit or loss were recognized in the audited consolidated statement of comprehensive income within dividend income when the Group's right to receive payments was established. Transaction costs were expensed in the audited consolidated statement of comprehensive income.

Since that date, interest and dividend distributions from fund investments held at fair value through profit or loss are recognized in the audited consolidated statement of financial position when the Group's right to receive payments is established. Transaction costs are also recognized through the audited consolidated statement of financial position.

#### (d) Fair value estimation

The fair values of financial instruments traded in active markets (such as listed private equity) are based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the Group is the bid price at the end of the reporting period.

In assessing the fair value of non-traded financial instruments, the Group uses a variety of methods such as time of last financing, earnings and multiple analysis, discounted cash flow method and third party valuation and makes assumptions that are based on market conditions existing at each end of the reporting period. Quoted market prices or dealer quotes for specific similar instruments are used for long-term debt where appropriate. Other techniques, such as option pricing models and estimated discounted value of future cash flows, are used to determine fair value for the remaining financial instruments.

#### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount reported in the audited consolidated statement of financial position where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

#### **Cash and cash equivalents**

Cash and cash equivalents consist of cash at bank and term deposits with a maturity of three months or less. Cash and cash equivalents are stated at the carrying amount as this is a reasonable approximation of fair value.

#### **Other short term receivables**

Other short term receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, unless the maturities are more than 12 months after the end of the reporting period where they are classified as non-current assets. Other receivables are stated at the carrying amount as this is a reasonable approximation of fair value.

#### **Other short term payables**

Other short term payables are non-derivative financial liabilities with fixed or determinable payments that are not quoted in an active market. They are included in liabilities falling due within one year unless the maturities are more than 12 months after the end of the reporting period where they are classified as liabilities falling due after one year. Other payables are stated at the carrying amount as this is a reasonable approximation of fair value.

#### **Consolidation**

Subsidiary undertakings, which are those companies in which the Group, directly or indirectly, has an interest of more than one half of the voting rights or otherwise has the power to exercise control over the operations, have been consolidated. All inter-company transactions, balances and unrealized surpluses and losses on transactions between group companies have been eliminated. A listing of the Group's subsidiaries are set out in a subsequent note.

The consolidation is performed using the purchase method. All Group companies have a 31 December year-end.

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### 4 Change in accounting policy

With effect from 1 January 2009, interest and dividend distributions received from financial assets at fair value through profit or loss, other than those derived from assets where the Group holds a direct interest, are recognized against the fair value of the applicable financial asset in the period in which they arise or the right to receive payments is established.

In previous accounting periods, gains and losses arising from changes in the fair value of the "financial assets or financial liabilities at fair value through profit or loss" category are presented in the audited consolidated statement of comprehensive income in the period in which they arise.

Interest and dividend income derived from assets where the Group holds a direct interest continue to be recognized in the audited consolidated statement of comprehensive income within interest and dividend income, when the right to receive payments is established.

The change in accounting policy resulted in different disclosures of interest and dividend income from limited partnerships, but had no impact on the statement of changes in equity and the results of the Group.

### 5 Critical estimates and judgments

There is significant subjectivity in the valuation of investments in limited partnerships and directly held investments with very little transparent market activity to provide support for fair value levels at which willing buyers and sellers would transact. In addition there is subjectivity in the cash flow modeling due to the fact that the underlying investments, in many cases, require funding based on the future development of their investments. The estimates and judgments employed therein are therefore continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

#### Unquoted investments in limited partnerships and directly held investments

For the valuation of such investments the Investment Manager reviews the latest information provided by underlying partnerships and other business partners, which frequently does not coincide with the valuation date, and applies widely recognized valuation methods to such data such as time of last financing, earnings and multiple analysis, discounted cash flow method and third party valuation as well as market prices to estimate a fair value as at the end of the reporting period. As part of the fair valuation of such investments the Investment Manager uses observable market and cash flow data to consider and determine the fair values of the underlying investments. Furthermore the Investment Manager considers the overall portfolio against observable data and general market developments to determine if the values attributed appear to be fair based on the current market environment. The Investment Manager makes reasonable efforts to obtain the latest available information from the underlying unquoted investments.

As part of the continuous evaluation of the fair value of the underlying unquoted investments, the fair value assessment procedures are determined by the Investment Manager independent of the Investment Advisor's investment committee. In addition, the Investment Manager is also responsible for ensuring that these procedures are adhered to during the assessment of the fair values.

Based on an assessment of relevant applicable indicators of fair value, the Group estimates the fair values as at the valuation date. Such indicators may include, but are not limited to:

- a limited partnership's most recent reporting information including a detailed analysis of underlying company performance and investment transactions with the limited partnership between the latest available limited partnership reporting and the end of the reporting period of the Group;

- review of a direct investment's most recent accounting and cash flow reports and models, including data supplied by both the sponsor and the company and any additional available information between the date of these reports and the end of the reporting period of the Group;
- review of recent transaction prices and merger and acquisition activity for similar direct investments;
- review of the limited partnership's application of generally accepted accounting principles and the valuation method applied for its underlying investments such as discounted cash flow and multiple analysis, which are based on available information; and
- review of current market environment and the impact of it on the fund and its direct investments and the Group's direct investments.

The variety of valuation bases adopted, quality of management information provided by the underlying limited partnerships and the lack of liquid markets for the investments held mean that there are inherent difficulties in determining the fair values of these investments that cannot be eliminated. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities and therefore the amounts realized on the sale of these investments will differ from the fair values reflected in these financial statements and the differences may be significant.

### **Cash flow modeling**

In addition to the review of historical data within the cash flow modeling, the Investment Manager also takes into account current portfolio data together with the expected development of the market environment based on observable market information and subjects this to simulations and stress-tests to consider certain scenarios which could occur and their potential impact on the Group and its investment commitment and funding strategy.

The results of such observations are included within the investment models to provide an insight into future expected cash flows and the liquidity requirements of the Group.

As at the end of the reporting period, the Group estimates the cash flow requirements based on an assessment of all applicable indicators, which may include but are not limited to the following:

- Historical statistical data: external and internal data serve as the statistical basis of the quantitative model;
- Current portfolio company information: the model is updated to take into account current data from the Group's direct and partnership investments;
- Input from the Investment Advisor's investment professionals: Quantitative and qualitative inputs from the general market environment and the specific portfolio in the model; and
- Monte-Carlo simulations and stress-tests: stochastic behavior of private equity cash flows combined with valuations and tailor-made scenario analyses provide the basis for commitment decisions and quantitative risk management.

There is uncertainty in the estimates and judgment in the cash flow modeling assumptions concerning the future and as such the Investment Manager, on instruction from the Board of Directors, continuously compares these assumptions against actual developments and adjusts and reports the cash flow model accordingly.

During September 2009 the Company entered into a 3-year credit facility, with a large international bank and other lenders. This credit facility for the Company forms part of a EUR 170m syndicated term loan and revolving facilities (the "Syndicated Facilities") available to the Company and a number of other Partners Group advised entities (each a "Borrower"), as advised in the note on short term credit facilities. Each Borrower is independently responsible for its borrowings and the default of one Borrower does not trigger the default of any other Borrower under the Syndicated Facilities. However, it should be noted that while the Syndicated Facilities may be allocated among the Borrowers as per individual demand and as determined by Partners Group AG, in its role as allocation agent subject to certain minimum and maximum limits, the demand of any Borrower may have an impact on those funds available to the

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other Borrowers, potentially, in extremis, resulting in insufficient funds being available to the Company to fulfil its investment strategy in the manner it desires.

### 6 Earnings per share / Net asset value per share

Basic earnings per share is calculated by dividing the surplus or loss for the financial year attributable to the shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding to assume conversion of all dilutive potential shares.

The net asset value per share is calculated by dividing the net assets in the statement of financial position by the number of potential shares outstanding at year end.

### 7 Expenses

#### Management fee

Under the Investment Management Agreement between the Company and the Investment Manager the Company pays to the Investment Manager a quarterly management fee. The quarterly management fee is calculated as 0.375% of the higher of the sum of Private Equity Net Assets and the undrawn commitments or the Net Assets of the Group at the end of the quarter.

In respect of secondary investments, the Company pays an additional quarterly fee equal to 0.0625% of the secondary investment value. In respect of direct investments, the Company pays an additional quarterly fee equal to 0.125% of the direct investment value.

#### Administration fee

The administration fee is paid quarterly in advance pursuant to the Administration Agreement between the Company and Partners Group (Guernsey) Limited (the "Administrator"). The quarterly administration fee is calculated as 0.0125% of the first USD 1 billion of Net Assets and 0.005% of the amount by which such Net Assets exceed USD 1 billion.

#### Incentive fee

The incentive fee in respect of direct investments is determined as provided below, and the incentive fee in respect of secondary investments is determined in the same manner, mutatis mutandis, save that the incentive fee in respect of secondary investments is determined using a rate of 10% rather than 15%. The incentive fee in respect of each direct investment is calculated as follows on a deal-by-deal basis:

First, the Group receives 100% of all distributions (being all amounts whether of an income or capital nature) derived from the relevant direct investments ("relevant distributions") until it has received relevant distributions equal to:

- its acquisition cost in respect of the relevant direct investments; plus
- an amount (the "Preferred return") calculated at the rate of 8% per annum compounded annually on the amount outstanding in respect of the relevant direct investment from time to time (i.e. zero or acquisition cost less relevant distributions, whichever is greater), taking into account the timing of the relevant cash flows;

Second, an incentive fee equal to 100% of further relevant distributions received by the Group is due and payable to the Investment Manager until such time as the Investment Manager has received 15% of the sum of the preferred return distributed to the Group under the preceding paragraph and the incentive fee due and payable to the Investment Manager under this paragraph; and

Third, an additional incentive fee equal to 15% of further relevant distributions to the Group is due and payable to the Investment Manager.

## 8 Taxation status

Each company within the Group is resident in Guernsey for tax purposes and is taxed at the company standard rate of 0%.

## 9 Segment calculation

<i>In thousands of EUR</i>	Private Equity		Private Debt		Private Real Estate		Private Infrastructure		Non attributable		Total	
	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008	2009	2008
Interest & dividend income	1	7	1'207	2'208	-	-	-	-	30	2'108	1'238	4'323
Revaluation	(25'858)	(77'355)	(8'849)	(3'686)	476	16	418	(590)	493	(14'655)	(33'320)	(96'270)
Net foreign exchange gains / (losses)	(5'641)	14'078	328	635	6	95	-	-	535	(168)	(4'772)	14'640
<b>Total Net Income</b>	<b>(31'498)</b>	<b>(63'270)</b>	<b>(7'314)</b>	<b>(843)</b>	<b>482</b>	<b>111</b>	<b>418</b>	<b>(590)</b>	<b>1'058</b>	<b>(12'715)</b>	<b>(36'854)</b>	<b>(77'307)</b>
<b>Segment Result</b>	<b>(31'498)</b>	<b>(63'270)</b>	<b>(7'314)</b>	<b>(843)</b>	<b>482</b>	<b>111</b>	<b>418</b>	<b>(590)</b>	<b>(13'680)</b>	<b>(28'888)</b>	<b>(51'592)</b>	<b>(93'480)</b>
Other financial activities not allocated											(13'770)	17'962
<b>Surplus / (loss) for the financial period</b>											<b>(65'362)</b>	<b>(75'518)</b>

## 10 Designated assets at fair value through profit or loss

### 10.1 Private Equity

<i>In thousands of EUR</i>	31.12.2009	31.12.2008
Balance at beginning of period	496'102	516'273
Purchase of limited partnerships and directly held investments	43'204	111'832
Distributions and sale from limited partnerships and directly held investments; net	(39'815)	(68'733)
Revaluation	(25'858)	(77'355)
Foreign exchange gains / (losses)	(5'641)	14'078
Reclassification		7
<b>Balance at end of period</b>	<b>467'992</b>	<b>496'102</b>

### 10.2 Private Debt

<i>In thousands of EUR</i>	31.12.2009	31.12.2008
Balance at beginning of period	49'167	47'980
Purchase of limited partnerships and directly held investments	1'340	6'735
Distributions and sale from limited partnerships and directly held investments; net	(1'742)	(4'705)
Accrued cash and PIK interest	668	868
Revaluation	(8'849)	(3'686)
Foreign exchange gains / (losses)	328	635
Reclassification		1'340
<b>Balance at end of period</b>	<b>40'912</b>	<b>49'167</b>



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**10.3 Private Real Estate***In thousands of EUR*

	<b>31.12.2009</b>	<b>31.12.2008</b>
Balance at beginning of period	5'113	870
Purchase of limited partnerships and directly held investments	500	4'650
Distributions and sale from limited partnerships and directly held investments; net	-	(518)
Revaluation	476	16
Foreign exchange gains / (losses)	6	95
<b>Balance at end of period</b>	<b>6'095</b>	<b>5'113</b>

**10.4 Private Infrastructure***In thousands of EUR*

	<b>31.12.2009</b>	<b>31.12.2008</b>
Balance at beginning of period	-	-
Purchase of limited partnerships and directly held investments	1'511	590
Revaluation	418	(590)
<b>Balance at end of period</b>	<b>1'929</b>	<b>-</b>

**11 Financial assets at fair value through profit or loss held for trading***In thousands of EUR*

	<b>31.12.2009</b>	<b>31.12.2008</b>
Balance at beginning of period	6'830	31'284
Sale of listed private equity investments	(7'323)	(9'799)
Revaluation	493	(14'655)
<b>Balance at end of period</b>	<b>-</b>	<b>6'830</b>

**12 Cash and cash equivalents***In thousands of EUR*

	<b>31.12.2009</b>	<b>31.12.2008</b>
Bank balances	3'251	13'707
Cash equivalents	12'000	-
<b>Total cash and cash equivalents</b>	<b>15'251</b>	<b>13'707</b>

**13 Capital****13.1 Capital***In thousands of EUR*

	<b>31.12.2009</b>	<b>31.12.2008</b>
<b>Authorized</b>		
200'100'000 Ordinary shares of EUR 0.001 each	200	200
	200	200
<b>Issued and fully paid</b>		
70'100'000 Ordinary shares of EUR 0.001 each out of the bond conversion	70	70
	70	70

**13.2 Reserves***In thousands of EUR*

	<b>31.12.2009</b>	<b>31.12.2008</b>
<b>Distributable reserves</b>		
Distributable reserves at beginning of reporting period	668'882	689'912
Dividend payment	-	(21'030)
<b>Total distributable reserves at end of reporting period</b>	<b>668'882</b>	<b>668'882</b>

#### **14 Dividend payment**

There was no dividend payment in 2009. On 20 June 2008 a dividend of EUR 0.30 per share was paid to investors.

#### **15 Shareholders above 3% of Ordinary shares issued**

CVP/CAP Coop Personalversicherung holds 3'551'206 shares which is 5.07% of all ordinary shares issued. Deutsche Asset Management Investmentgesellschaft mbH holds 6'095'900 shares which is 8.70% of all ordinary shares issued. Vega Invest Fund plc holds 6'000'000 shares which is 8.56% of all ordinary shares issued.

#### **16 Short term credit facilities**

As of 25 September 2009, the Company entered into a 3-year credit facility, with a large international bank and other lenders, of initially EUR 40m and the potential to increase to EUR 90m. The credit facility is structured as a combination of committed senior term and revolving facilities and a subordinated term facility. The Company may redesignate its senior revolving facility, fully or partially, to a senior term loan. No such re-designation has taken place as at the end of the reporting period. The purpose of the facility is, inter alia, to meet potential upcoming liquidity constraints. The credit facilities are due to terminate on 25 September 2012.

The credit facilities of the Company form part of EUR 170m syndicated term loan and revolving facilities (the "Syndicated Facilities") available to the Company, Pearl Holding Limited and Partners Group Global Opportunities Limited (each a "Borrower"). Each Borrower is independently responsible for its borrowings and the default of one Borrower does not trigger the default of any other Borrower under the Syndicated Facilities.

The Syndicated Facilities may be allocated among the Borrowers as per individual demand and as determined by Partners Group AG (the "Allocation Agent") subject to certain minimum and maximum limits.

The Syndicated Facilities are comprised of senior and junior facilities and the senior and junior facilities are EUR 85m each. The junior term facilities are provided by Green Stone IC Limited and Partners Group Finance CHF IC Limited, each a Guernsey limited liability company, which since 21 December 2009 has been split in the proportion of EUR 15.67/EUR 69.33m respectively.

Green Stone IC Limited is majority owned by partners and employees of Partners Group Holding AG while Partners Group Finance CHF IC Limited is a wholly owned subsidiary of Partners Group Holding AG.

With respect to the Company and the reallocation permitted among the Borrowers from time to time, as determined by the Allocation Agent, the minimum and maximum allocation is EUR 15m and EUR 45m for either facility with a maximum aggregate allocation of EUR 90m. The Company's ability to increase its facilities may depend on the allocation of the Syndicated Facilities to other Borrowers.

Initially, the Company has been allocated EUR 20m under both the junior and senior facilities, a total of EUR 40m. As at 31 December 2009 the Company had drawn down EUR 20m all of which is currently under the junior facility. As at the end of the reporting period, the Company had no outstanding amounts under the senior facility and had EUR 20m available of undrawn credit facilities under the current allocation.

Since the year end the facility amounts have been adjusted, by the Allocation Agent, to the following amounts: EUR 20m under the senior revolving facility and EUR 15m under the junior facility. On 25 January 2010, the Company repaid EUR 5m previously drawn under the junior facility.

In relation to the senior revolving facility, interest on drawn amounts is calculated at a rate of 5% per annum (calculated as a margin of 2.75% on drawn amounts plus a facility fee of 2.25% on the applicable senior facility

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amount) above the applicable EURIBOR rate. In addition there is a facility fee of 2.25% per annum on the remaining undrawn applicable senior facility amount.

The margin on drawn amounts under the junior facility is 8.75% per annum above EURIBOR. No facility fee is due under the junior facility.

The Company paid to the bank arranging and structuring the credit facilities an arrangement fee of EUR 176,471 and a structuring fee of EUR 41,667. Lenders under the senior facilities and junior facility are entitled to a participation fee of 2% of their commitment, payable and due on the date of first utilisation of the respective facility. An aggregate participation fee of EUR 400,000 has been paid to Partners Group Finance CHF IC Limited and Green Stone IC Limited, the Company's lender under the junior facility. No participation fee is payable yet under the senior facility. An annual agency fee of EUR 20,000 is payable to the senior facility agent.

The Company must maintain a minimum adjusted net asset value and a minimum cash balance, which in the case of the Company is EUR 350m and EUR 3m respectively. In addition the Company must have a net asset cover (total indebtedness to adjusted net asset value) of less than 25%.

The facilities, in relation to the Company, are secured, inter alia, by way of a pledge over the shares in Princess Private Equity Subholding Limited, a wholly owned subsidiary of the Company and a pledge over the bank accounts and the inter-company loans within the Group.

The Company may not fully or partially repay any amount of the junior facility before any amount drawn, as at that date, of the senior facility has been repaid in full.

*In thousands of EUR*

### Short term credit facilities

	31.12.2009	31.12.2008
	20'000	-

### 17 Commitments

*In thousands of EUR*

Unfunded commitments translated at the rate prevailing at the balance sheet date

	31.12.2009	31.12.2008
	283'520	374'928

### 18 Net assets and diluted assets per share

The net asset value per share is calculated by dividing the net assets in the balance sheet by the number of potential shares outstanding at the end of the reporting period.

*In thousands of EUR*

Net assets of the Group  
Outstanding shares at the balance sheet date

	31.12.2009	31.12.2008
	514'297	579'659
	70'100'000	70'100'000

Net assets per share at period-end

	7.34	8.27
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### 19 Financial risk management

The Group's activities expose it to a variety of financial risks, including the effects of changes in debt and equity market prices, foreign currency exchange rates and interest rates. The Group's overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Group. The Group may use derivative financial instruments such as foreign exchange contracts or options to hedge certain exposures.

### 19.1 Foreign exchange risk

The Group holds assets denominated in currencies other than its Functional Currency. The value of assets denominated in other currencies will fluctuate due to changes in exchange rates. The main currency risk for the Group results from assets held in other currencies where a change of exchange rates can have a material impact on the value of assets. The Investment Manager's hedging committee meets on a quarterly basis to review the foreign exchange rate risk and decides on the use of derivative financial instruments such as foreign exchange contracts and foreign exchange options to hedge certain exposures. Further, the Investment Manager's risk management committee reviews the foreign exchange risk on a monthly basis and proposes changes to the actual hedging positions if necessary.

The annual volatility uses cross-currency rates from 1 January 2001 to the respective year end and based on the assumption that the non Functional Currency fluctuates by the annual volatility, shows below the amount by which the value of those applicable assets and the corresponding results would fluctuate either higher or lower.

The Group has used the volatility analysis since 1 January 2001 as this provides an analysis of long term trends.

<i>In thousands of EUR</i>	<b>31.12.2009</b>	<b>31.12.2008</b>
Assets denominated in CHF	1'947	1'698
Assets denominated in GBP	9'253	8'236
Assets denominated in SEK	611	1'409
Assets denominated in USD	163'387	109'148
Assets denominated in NOK	3'990	3'034
Applicable annual volatility CHF	4.50%	4.70%
Applicable annual volatility GBP	8.40%	7.80%
Applicable annual volatility SEK	6.00%	5.00%
Applicable annual volatility USD	10.20%	9.80%
Applicable annual volatility NOK	7.40%	6.80%
<b>Fluctuation of assets and corresponding results depending on above mentioned volatility</b>	<b>17'862</b>	<b>11'695</b>

### 19.2 Interest rate risk

The Group may invest in interest-bearing mezzanine investments that are exposed to the risk of changes in market interest rates. The interest on mezzanine loans is partially based on LIBOR and EURIBOR rates. A decrease in the market interest rates can lead to a decrease in interest income of the Group. The overall interest rate risk is considered to be limited as only a small part of the portfolio depends on variable interest rates.

Cash and cash equivalents are only short-term and therefore interest rate exposure is very limited. At year end, all term deposits invested have fixed interest rates.

Other than as stated herein, the income and operating cash flows are substantially independent from changes in market interest rates.

A change of 50 basis points in interest rates at the reporting date would have resulted in an increase / (decrease) in surplus or loss by the stated amounts. This analysis assumes that all other variables in particular foreign currency rates remain constant and is performed on the same basis for the previous year.

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**Variable rate instruments***In thousands of EUR***31.12.2009 31.12.2008**

Mezzanine investments	11'785	9'484
Cash and cash equivalents	15'251	13'707
<b>Total variable rate instruments</b>	<b>27'036</b>	<b>23'191</b>

**Sensitivity analysis***In thousands of EUR*

50bp increase      50bp decrease

**2009**

Variable rate instruments      135      (135)

**2008**

Variable rate instruments      116      (116)

**19.3 Credit risk**

Whilst the Group intends to diversify its portfolio of investments, the Group's investment activities may result in credit risk relating to investments in which the Group has direct or indirect (through a fund investment) exposure. Bad credit development or a default of investments in which the Group has direct or indirect exposure will lead to a lower net asset value and to lower dividend and interest income from assets within the private debt operating segment or where the Group holds a direct interest.

It is expected that investments will be made in private debt funds. Many of the private debt funds may be wholly unregulated investment vehicles. In addition, certain of the private debt funds may have limited or no operational history and have no proven track record in achieving their stated investment objective. The investment risk is managed by an investment strategy that diversifies the investments in terms of geography, financing stage, industry or time.

Derivative counterparties and cash transactions are limited to high credit quality financial institutions with a minimal rating of P-1 (Moody's). The Investment Manager ensures that any surplus cash is invested in temporary investments. In addition, where the Group holds significant amounts of cash the Investment Manager may seek to diversify this exposure across multiple financial institutions.

The Group may also invest in mezzanine facilities of private equity backed companies. These companies' financial performance is monitored on a monthly basis and classified by an internal rating system. If a company's performance is below expectation or with concern, the loan facility's actual value will be assessed and, if necessary, impaired. The amount of any impairment is disclosed herein.

The Group provides mezzanine facilities to private companies which are represented as debt instruments. No collateral is received from the underlying companies. The credit quality of these investments is based on the financial performance of the individual portfolio company. For those assets that are not past due, it is believed that the risk of default is small and the capital repayments and interest payments will be made in accordance with the agreed terms and conditions. No terms or conditions were renegotiated during the year.

As part of the quarterly fair value assessment Partners Group AG takes into consideration any breaches in covenants and any changes in general market conditions.

The Group has no significant concentration of credit risk other than as detailed herein.

### Rating of mezzanine investments

<i>In thousands of EUR</i>	<b>31.12.2009</b>	<b>31.12.2008</b>
As expected	3'990	6'705
Below expectations	7'795	2'778
With concern	-	1
<b>Total</b>	<b>11'785</b>	<b>9'484</b>

### Duration of credit risk

<i>In thousands of EUR</i>	Not past due	Past due less than 1 year	Past due more than 1 year
<b>2009</b>			
Hedging asset	5'776		
Cash and cash equivalents	15'251		
Other short-term receivables	1'615	-	-
Mezzanine instruments	11'785		
<b>2008</b>			
Hedging asset	12'559		
Cash and cash equivalents	13'707		
Other short-term receivables	784	-	-
Mezzanine instruments	9'484		

### 19.4 Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions.

As the unfunded commitments can be drawn at any time, the Group's over-commitment strategy could result in periods in which the Group has inadequate liquidity to fund its investments or to pay other amounts payable by the Group. The liquidity risk arising from the over-commitment strategy is managed through the use of quantitative models by the Investment Advisor's internal risk committee on a quarterly basis. If the risk committee concludes that there is a risk of insufficient liquidity to fund investments, actions are taken into consideration such as entering into a credit facility, reducing the amount of listed private equity or the selling of investments on the secondary market.

The Group's financial instruments include investments in unlisted securities, which are not traded in an organized public market and may generally be illiquid. As a result, the Group may not be able to quickly liquidate its investments in these instruments at an amount close to fair value in order to respond to its liquidity requirements or to specific events such as deterioration in their creditworthiness.

### 19.5 Overcommitment strategy

<i>In thousands of EUR</i>	<b>31.12.2009</b>	<b>31.12.2008</b>
<b>2009</b>		
Unfunded commitments	(283'520)	(374'928)
Cash and cash equivalents	15'251	13'707
Financial assets at fair value through profit or loss held for trading	-	6'830
Net hedging assets / (liabilities)	5'776	12'559
Net other current assets	(3'658)	(3'819)
Unutilized credit-line	20'000	35'835
<b>Total</b>	<b>(246'151)</b>	<b>(309'816)</b>

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**Liquidity risk current year**

<i>In thousands of EUR</i>	Less than 3 months	3 to 12 months
<b>2009</b>		
Unfunded commitments	(283'520)	-
Other short term payables	(5'273)	-
Hedging assets / (Hedging liabilities)	5'776	-
<b>Total</b>	<b>(283'017)</b>	<b>-</b>

**Liquidity risk previous year**

<i>In thousands of EUR</i>	Less than 3 months	3 to 12 months
<b>2008</b>		
Unfunded commitments	(374'928)	-
Other short term payables	(4'603)	-
Hedging assets / (Hedging liabilities)	12'559	-
<b>Total</b>	<b>(366'972)</b>	<b>-</b>

**19.6 Capital risk management**

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

**19.7 Market price risk**

Designated financial assets at fair value through profit or loss and investments in listed private equity bear a risk of loss of capital. The Investment Manager moderates this through a careful selection of investments within specified limits. The Group's investments are monitored on a regular basis by the Investment Manager and are reviewed on a quarterly basis by the Board of Directors. The Group checks its performance against the Listed Private Equity Index (LPX50) which it uses as its benchmark. This reflects the performance of 50 listed private equity companies and the Group checks on a regular basis the weightings of the index, its composition, price development and volatility.

The annual volatility of the benchmark is shown for the period from 1 January 2001 to the relevant year end by using the monthly data. Under the assumption that designated assets at fair value through profit or loss and investments in listed private equity, if any, fluctuate with the annual volatility the value and the result of designated assets at fair value through profit or loss and investments in listed private equity, if any, would be impacted by the values shown which could be either higher or lower.

<i>In thousands of EUR</i>	<b>31.12.2009</b>	<b>31.12.2008</b>
Designated financial assets at fair value through profit or loss	516'928	550'382
Financial assets at fair value through profit or loss held for trading	-	6'830
<b>Total assets subject to market risk</b>	<b>516'928</b>	<b>557'212</b>
Annual expected volatility	26.60%	23.30%
<b>Potential impact on balance sheet and statement of comprehensive income</b>	<b>137'503</b>	<b>129'830</b>

### 19.8 Fair value estimation

The Group adopted the amendment to IFRS 7 with effect from 1 January 2009. This requires the Group to classify fair value measurements using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2)
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3)

The level in the fair value hierarchy within which the fair value measurement is categorized in its entirety is determined on the basis of the lowest level of input that is significant to the fair value measurement in its entirety. For this purpose the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on observable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

The table analyses within the fair value hierarchy the Group's financial assets measured at fair value at the end of the reporting period.

In the event that the Group holds any quoted investments including any shares received as a result of an IPO or listed private equity these are valued based on quoted market prices in active markets, and therefore classified in Level 1.

The Directors have assessed that any derivatives used for hedging valued based on dealer quotes at the end of the reporting period are classified in Level 2 as it believes that the Group could redeem the derivatives at the value stated.

Level 3 comprises unquoted investments where the Investment Manager reviews the latest information provided by underlying partnerships and other business partners, which may not coincide with the reporting date of the Group, and applies widely recognized valuation methods to value such investments as detailed in the note on critical accounting estimates and judgments.



## GESCHÄFTSBERICHT 2009

<i>In thousands of EUR</i>	Level 1	Level 2	Level 3	Total balance
<b>2009</b>				
<b>Assets</b>				
Derivatives used for hedging		5'776		5'776
Designated financial assets at fair value through profit or loss - equity securities			476'016	476'016
Designated financial assets at fair value through profit or loss - debt investments			40'912	40'912
<b>Total assets</b>	<b>-</b>	<b>5'776</b>	<b>516'928</b>	<b>522'704</b>
<b>2008</b>				
<b>Assets</b>				
Financial assets at fair value through profit or loss held for trading	6'830			6'830
Derivatives used for hedging		12'559		12'559
Designated financial assets at fair value through profit or loss - equity securities			501'215	501'215
Designated financial assets at fair value through profit or loss - debt investments			49'167	49'167
<b>Total assets</b>	<b>6'830</b>	<b>12'559</b>	<b>550'382</b>	<b>569'771</b>

**20 Dividend and interest income and expense***In thousands of EUR***Dividend and interest income**

	31.12.2009	31.12.2008
From designated financial assets at fair value through profit or loss	1'208	2'215
From cash and cash equivalents	30	2'108

**Total dividend and interest income****1'238 4'323****Interest expense**

Credit financing interest and expenses	(511)	(139)
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**Total interest expense****(511) (139)****Net result from dividends and interest****727 4'184****21 Foreign exchange gains and (losses)***In thousands of EUR*

	31.12.2009	31.12.2008
On designated financial assets at fair value through profit or loss	(5'307)	14'808
On short-term payables and receivables	330	(435)
On cash and cash equivalents	535	(168)

**Total foreign exchange gains and (losses)****(4'442) 14'205****22 Revaluation and realized gains and (losses)***In thousands of EUR*

	31.12.2009	31.12.2008
On designated financial assets at fair value through profit or loss	(33'813)	(81'615)
On financial assets at fair value through profit or loss held for trading	493	(14'655)

**Total revaluation and realized gains and (losses)****(33'320) (96'270)****23 Related party transactions**

A related party transaction is one that involves a person or entity that is related to the Group where one party is able to exert control or significant influence of the related party in making financial and operational decisions or is

a member of the key management team of each entity within the Group or their Boards of Directors. Entities will also be related where they are members of the same group. In this regard the following are considered related parties in the context of these financial statements; all entities owned and controlled by Partners Group Holding AG, all entities advised by Partners Group AG, Green Stone IC Limited, the entities within the Group and the Board of Directors of each entity within the Group.

*In thousands of EUR*

**31.12.2009 31.12.2008**

i) Transactions

Management fee paid / payable to: Princess Management Limited	12'535	14'214
Incentive fee paid / payable to: Princess Management Limited	1'304	280
Net reimbursement of fees received from investments in related limited partnerships	1'168	2'805
Administration fee paid / payable to: Partners Group (Guernsey) Limited	232	362
Other operational expenses paid / payable to: Princess Management Limited	-	72
Setup expenses - credit facility Green Stone IC Limited	74	-
Partners Group CHF IC Limited	326	-
Interest expenses - credit facility Green Stone IC Limited	28	-
Partners Group CHF IC Limited	124	-
Directors' fees paid		
A. Billmaier	40	40
B. Human	42	30
C. Maltby	20	50
F. Dunlop	24	-
J. Hooley	14	40
R. Battey	24	-
ii) Year-end balances		
Short term credit facilities		
Green Stone IC Limited	3'687	-
Partners Group CHF IC Limited	16'313	-
Other short-term payables		
Princess Management Limited	56	4'209
Green Stone IC Limited	10	-
Partners Group CHF IC Limited	45	-

**24 Number of employees**

As at 31 December 2008 and 2009 no persons were employed by the Group.

**25 Group enterprises - significant subsidiaries**

Princess Private Equity Subholding Limited  
 Incorporated in Guernsey  
 Ownership interest as at 31 December 2009 and 2008: 100%  
 Activity: Investment holding company

## GESCHÄFTSBERICHT 2009

### **26 Events after the reporting date**

The Board of Directors are of the opinion that no event took place between 31 December 2009 and 26 February 2010 that would require disclosure in or adjustment of these financial statements.

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## GESCHÄFTSBERICHT 2009

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### **Sitz der Gesellschaft**

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Registernummer: 35241

### **Investment-Manager**

Princess Management Limited  
Guernsey, Channel Islands

### **Wirtschaftsprüfer**

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### **Handelsinformationen**

Listing	Frankfurt Stock Exchange	London Stock Exchange
ISIN	DE000A0LBRM2	GG00B28C2R28
WKN	A0LBRM	A0LBRL
Valor	2 830 461	2 830 461
Trading symbol	PEY1	PEY
Bloomberg	PEY1 GY	PEY LN
Reuters	PEYGz.DE / PEYGz.F	PEY.L
Designated Sponsor	Conrad Hinrich Donner Bank	JPMorgan Cazenove

