

CVC Capital Partners Overview

Presentation to Employees' Retirement System of Rhode Island

May 24th, 2017



CVC
Capital Partners

Disclaimer (1)

This confidential document (the "**Confidential Document**") does not constitute an offer to acquire any interest and is being communicated to a limited number of sophisticated persons who are investors or prospective investors in funds managed by subsidiaries of CVC SIF (as defined below) as an information only document for the purposes of providing certain summary information about existing CVC funds and their investments and is provided on a strictly confidential basis solely as a basis for discussion. The information in this Confidential Document has been compiled by certain subsidiaries of CVC Advisory (as defined below). This Confidential Document is confidential to the addressee and may not be copied or passed on, in whole or in part, or its contents discussed with any person outside the group of affiliates of the addressee or their professional advisors.

This Confidential Document is not intended to form the basis of any investment decision and may not be used for and does not constitute an offer to sell, or a solicitation of any offer, or an invitation, or a general solicitation to subscribe for or purchase, or to make any commitments for or in respect of interests or to engage in any other transaction and should not be considered as investment or other advice. The information contained in this Confidential Document is intended to facilitate discussion and is not necessarily meaningful or complete without such supplemental discussion. Nothing contained herein shall be deemed to be binding against, or to create any obligations or commitment on the part of, the addressee nor any subsidiary or affiliate of CVC Capital Partners SICAV-FIS S.A and, as applicable, its predecessors ("**CVC SIF**"), CVC Capital Partners Advisory Group Holding Foundation ("**CVC Advisory**"), or CVC Credit Partners Group Holding Foundation ("**CVC Credit**") (together with CVC SIF, CVC Advisory and CVC Credit and each of their respective affiliates, the "**CVC Entities**" or "**CVC**" and each a "**CVC Entity**") . No CVC Entity undertakes to provide the addressee with access to any additional information or to update this Confidential Document or to correct any inaccuracies herein which may become apparent. This Confidential Document is not to be construed as investment, legal or tax advice and no CVC Entity nor any of their respective directors, officers, employees, partners, members, shareholders, advisers, agents or affiliates (together the "**CVC Parties**") make any representation or warranty, express or implied as to the fairness, correctness, accuracy or completeness of this Confidential Document, and nothing contained herein shall be relied upon as a promise or representation whether as to past or future performance or otherwise. To the extent that this Confidential Document contains references to the performance of particular investments, such investments are illustrated for informational purposes only and such information should not be considered a recommendation of any particular investment or security. Past performance of the CVC funds is not necessarily indicative of any future results of any CVC fund.

Any forward-looking statements, forecasts, projections, valuations or results in this Confidential Document are based upon current assumptions, may be simplified and may depend upon events outside of the control of the CVC Entities. Changes to any assumptions may have a material impact on forward-looking statements, forecasts, projections, valuations or results. Actual results may therefore be materially different from any forecasts, projections, valuations or results in this Confidential Document. In considering any performance data contained herein, you should bear in mind that past performance is not a guarantee, projection or prediction and is not necessarily indicative of future results and actual performance may differ materially from any projected or forecasted performance.

Unless otherwise indicated, all internal rates of return ("**IRRs**") and multiples of invested capital ("**Multiples**") are presented on a "gross" basis (i.e. they do not reflect management fees, carried interest, taxes, transaction costs in connection with the disposal of unrealised investments and other fees and expenses to be borne by the fund or investors in such fund, all of which will reduce returns and, in the aggregate, are expected to be substantial). Unless otherwise indicated, "**Net IRRs**" and "**TVPI**" are calculated after deducting all priority profit share, management fees, carried interest, transaction costs and other expenses (other than taxes borne or to be borne by investors in a relevant CVC fund, including as a result of an investor's domicile). The "Net IRRs" and "Net Multiple" calculations are based on the cumulative management fees and carried interest borne by such funds' investors. Accordingly, the "Net IRR" and/or "Net Multiple" applicable to any particular investor in such funds may be higher or lower than those shown herein. Unless otherwise indicated, "**Gross IRR**" and "**Net IRR**" shall mean an aggregate, compound, annual, gross or net, as applicable, internal rate of return on investments. Gross IRRs and Net IRRs are based on monthly cash flows. As used in this Confidential Document, "**TVPI**" refers to the total value to paid-in capital. Returns shown for Fund VI include the effect of utilising a capital call credit facility which may materially enhance the Fund's IRRs but reduce the Fund's MoM through delayed equity funding. Fund V Net IRR includes aggregated Fund performance data including non-fee paying investors. Non-fee paying investors represent less than 2.6% of total commitments and therefore, this has a de minimis impact on fund returns. Prospective investors are encouraged to contact their relevant CVC representative to discuss the procedures and methodologies used to calculate the investment returns and other information provided in this Confidential Document. Any past performance information herein is not necessarily indicative of future results and actual performance may differ materially from any projected or forecasted performance.

Disclaimer (2)

Example case studies of specific investments included herein were selected for illustrative purposes to show the investment strategy and investment processes of existing CVC funds. It should not be assumed that such investments are or will be profitable or that their performance is necessarily representative of the overall performance of the relevant CVC fund.

Limitations of Target Returns. Target returns are hypothetical in nature and are shown for illustrative, informational purposes only. This summary is not intended to forecast or predict future events, but rather to indicate the returns for the asset classes indicated herein that CVC has observed in the market generally over the course of an investment cycle. It does not reflect the actual or expected returns of any potential investment and does not guarantee future results. The target returns are based upon CVC's view of the potential returns for investments, are not meant to predict the returns of the any fund or account, and are subject to the following assumptions: CVC considers a number of factors, including, for example, observed and historical market returns relevant to the applicable asset class available for investment, projected cash flows, relevant other market dynamics (including interest rate and currency markets), anticipated leverage, and liquidity constraints. Certain of the assumptions have been made for modelling purposes and are unlikely to be realized. No representation or warranty is made as to the reasonableness of the assumptions made or that all assumptions used in achieving the returns have been stated or fully considered. Changes in the assumptions may have a material impact on the target returns presented. Unless otherwise indicated, all data is shown before management fees, incentive fees, applicable expenses, taxes and does not account for the effects of inflation. Management fees, incentive fees and potential expenses are not considered and would reduce returns. Actual results experienced by investors may vary significantly from the target returns shown.

Target Returns May Not Materialize.

General discussions contained in this presentation regarding the market or market conditions represent the view of either the source cited or a CVC Entity. Such information is not research and should not be treated as research and is included in order to provide a framework to assist in the implementation of an investor's own analysis and an investor's own views on the topic discussed. Historic market trends are not reliable indicators of actual future market behaviour or future performance of any particular investment which may differ materially, and should not be relied upon as such. Nothing contained herein is intended to predict the performance of any investment. There can be no assurance that actual outcomes will match the assumptions or that actual returns will match any expected returns. The information contained herein is as of the date indicated on the cover page, unless otherwise indicated, is subject to change, and CVC assumes no obligation to update the information herein.

None of the information contained herein has been filed with the U.S. Securities and Exchange Commission, any securities administrator under any securities laws of any U.S. or non-U.S. jurisdiction or any other U.S. or non-U.S. governmental or self-regulatory authority. No such governmental or self-regulatory authority will pass on the merits of the offering of any CVC fund or the adequacy of the information contained herein. Any representation to the contrary is unlawful.

To ensure compliance with the Internal Revenue Service Circular 230, the recipients are hereby notified that any discussion of tax matters set forth in this Confidential Document was written in connection with the matters addressed herein and was not intended or written to be used, and cannot be used by any recipient, for the purposes of avoiding tax-related penalties under federal, state or local tax law. Each recipient should seek advice based on its particular circumstances from an independent tax advisor.

In the United States, this presentation is being distributed by CVC Funding, LLC, a broker dealer registered with the U.S. Securities and Exchange Commission and a member of FINRA and SIPC.

Certain information contained in this Confidential Document may have been prepared by persons who are not CVC Parties. Unless otherwise indicated, such information has not been independently audited or verified.

This Confidential Document is communicated only to persons to whom it may be lawfully communicated.

To the maximum extent permitted by law, none of the CVC Parties shall be liable (including in negligence) for any direct, indirect or consequential losses, damages, costs or expenses arising out of or in connection with the use of or reliance on this Confidential Document. By accepting a copy of the Confidential Document, you agree to be bound by the foregoing limitations and conditions.

CVC Capital Partners – Key Features

Global Investment Platform with European Heritage

- 23 offices across Europe, the Americas and Asia
- 14 Country & Sector Teams focused on Europe Fund VI with 107 investment professionals
- 32 Deal Leaders that have led or co-led an investment

Deep and Established Senior Leadership

- Proven senior leadership group with long-standing track record of success
- Consensus-based decision-making with accountability through Investment Committee and PE Board
- Distinct carry model and employee share ownership creates investor alignment

Disciplined Investment Philosophy

- Control and co-control PE investing in Europe since Fund I in 1996
- Focused approach to the key drivers of value specific to each investment
- Discipline and flexibility across the cycle, with focus on capital safety

Consistent Value Creation

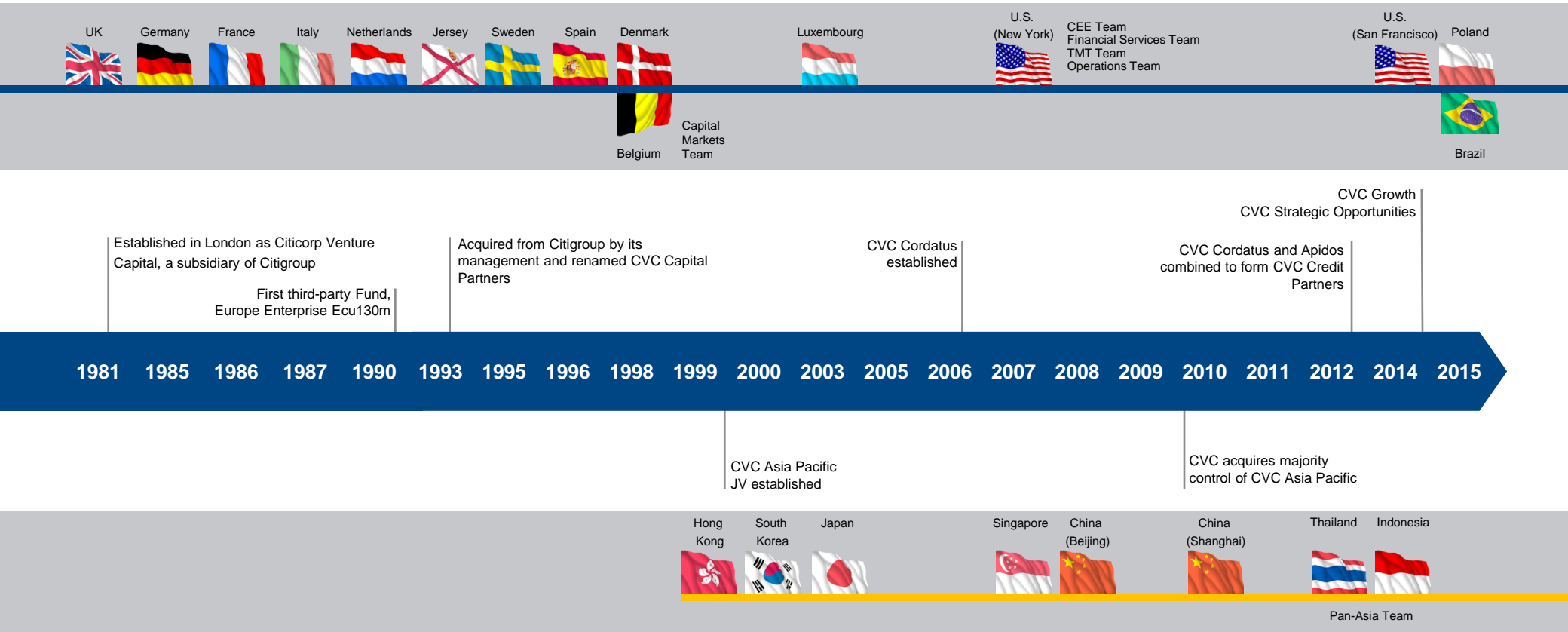
- Consistent top quartile vintage year performance for Flagship European Funds since Fund I in 1996⁽¹⁾
- Since Fund I, 120 fully realised investments from the Europe / U.S. Private Equity funds⁽²⁾

(1) Calculated based on TVPI as at 30 September 2016 using the Cambridge Associates benchmarking method for Funds I – VI based on vintage year performance.

(2) As at 31 December 2016. Co-investments between Funds are included once in the number of investments. Does not include Evonik, Formula 1, AlixPartners, Leslie's or Quironsalud, exit agreed with remaining proceeds expected later. Past performance is not necessarily indicative of future results. **Please see page 10 for the net returns for each fund included in the calculation.**

CVC Group

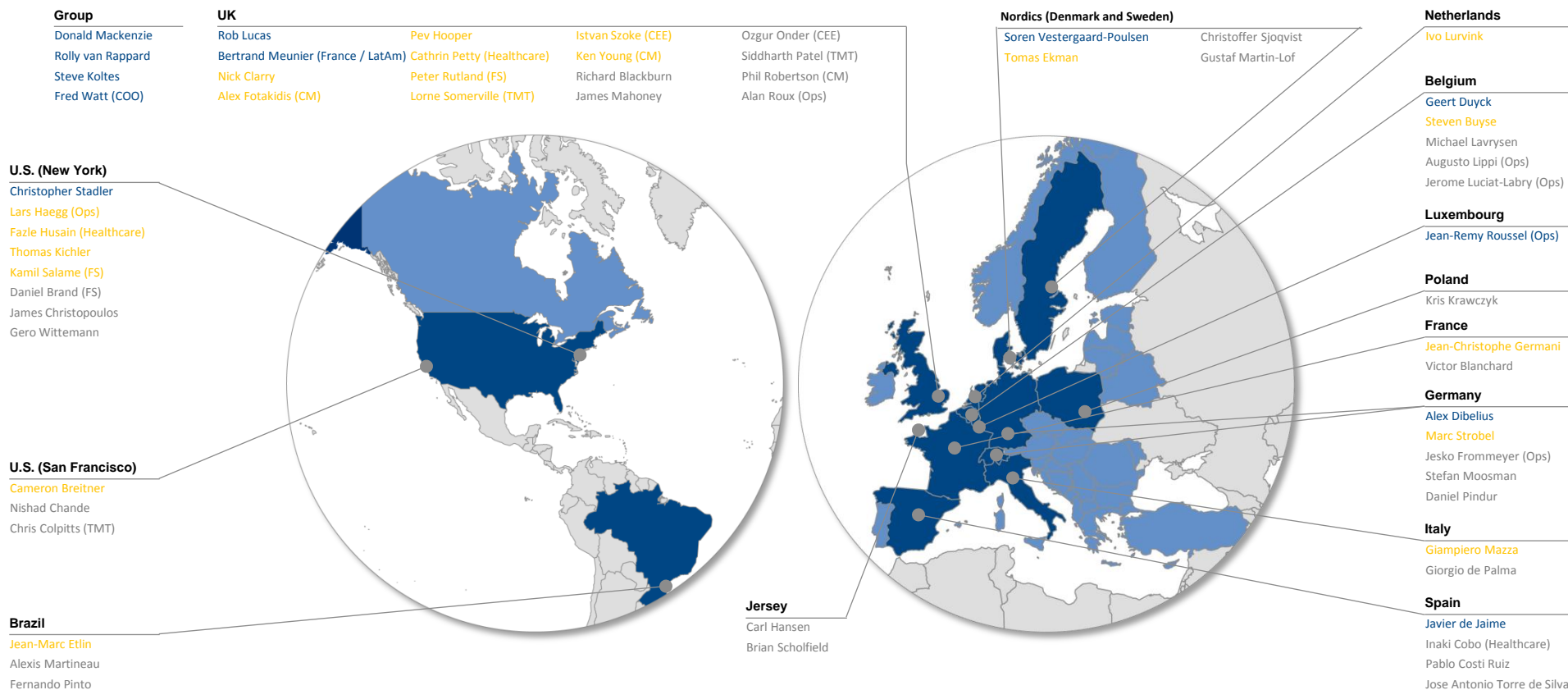
Long-Established Local Network with Broad Global Reach



CVC Origination Platform

Established Local Network of Deal Leaders with Unparalleled Reach Across Europe

15 Offices across Europe and the Americas



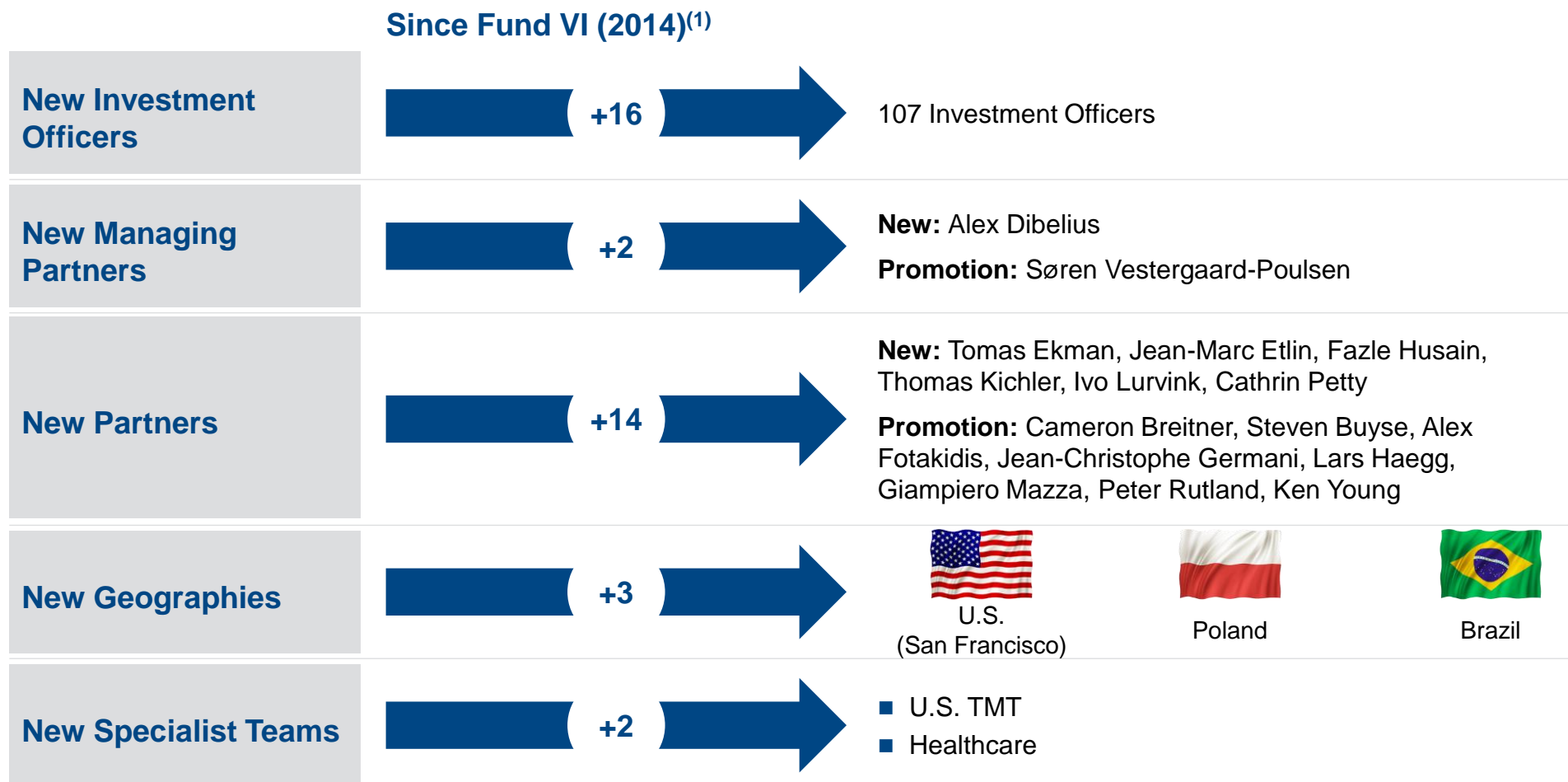
Managing Partners

Partners

Senior Managing Directors / Managing Directors

Investing in the Network Since Fund VI

Significant Additional Investment Capabilities & Resources

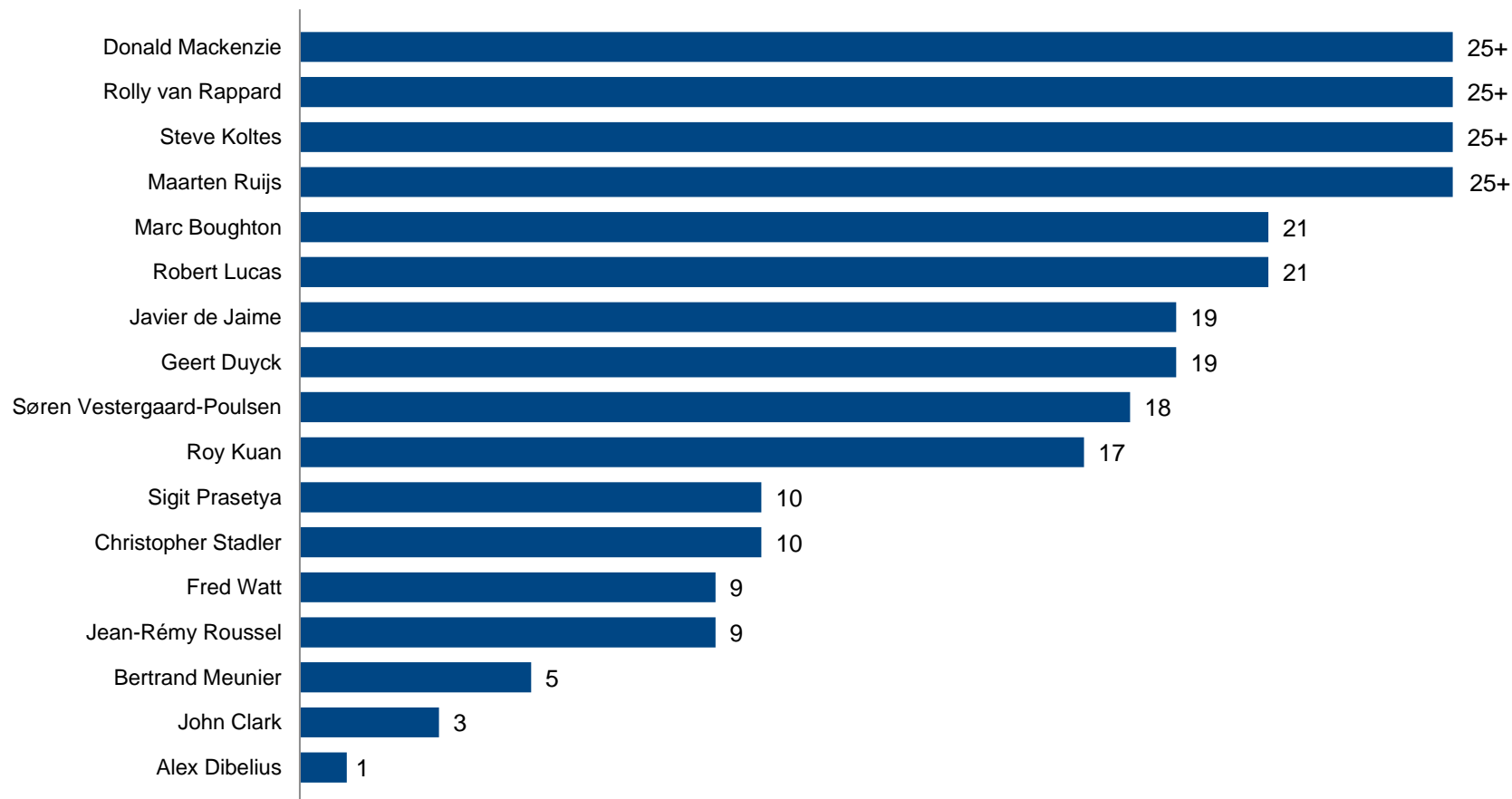


(1) New Investment Officers are net additions. Other additions shown are gross additions.

The CVC Managing Partners

Stable Senior Management Team with over 250 years of Aggregate Experience at CVC

Years at CVC⁽¹⁾



(1) As at 31 December 2016.

Investment Strategy of CVC Capital Partners' Europe / North America Private Equity Funds

Geographic Focus	Europe, with capped exposure to North America and the Rest of the World
Type	Control and co-control investments
Number of Companies	30 – 40 per fund
Size	EV target of €0.5bn – €5bn; Fund equity investment of €150m – €750m
Process	Comprehensive access and due diligence pre-acquisition
Key Features	Fundamentally sound, well-managed and cash generative businesses with well-defined value creation opportunities
Return Target	Typically 20% – 30% gross IRRs with 2.0x – 3.0x gross money multiples ⁽¹⁾

⁽¹⁾ There can be no guarantee, and no assurance is given, that such target returns will be achieved. Please see the disclaimers at the front of this presentation for important information regarding the limitations of target returns.

Summary of Performance of CVC's European "Flagship" Funds ⁽¹⁾

As at 31 December 2016 (€ millions)	Fund I (1996)	Fund II (1998)	Fund III (2001)	Fund IV (2005)	Fund V (2008)	Fund VI (2014)
Fund Size	\$630	\$2,500	\$3,671	€6,000	€10,749	€10,907⁽²⁾
Current Performance – Gross & Net MtM Basis						
Gross Multiple	3.0x	2.9x	3.6x	2.4x	2.4x	1.3x
Gross IRR ⁽³⁾	30.9%	24.3%	57.8%	22.6%	25.0%	21.9%
Net Multiple ⁽⁴⁾	2.5x	2.4x	2.9x	2.1x	2.0x	1.1x
Net IRR ⁽⁵⁾	22.9%	19.0%	41.4%	16.6%	18.6%	13.5%



CVC Europe Private Equity Funds in which ERSRI is invested

Based on CVC's own assessment and interpretation of information available to it as 31 December 2016. Please refer to the disclaimer at the front of this presentation for further information on investment performance calculations. The performance includes certain unrealized gains that reflect valuation figures generated internally by CVC. Unrealized investments have been calculated assuming that the remaining interest has been sold as of 31 December 2016 at the public or unrealized value. There can be no assurance that these investments will ultimately be realized for such value.

(1) The above summary excludes the Tandem Fund given that all of the individual investments in Tandem are included in Funds IV and V.

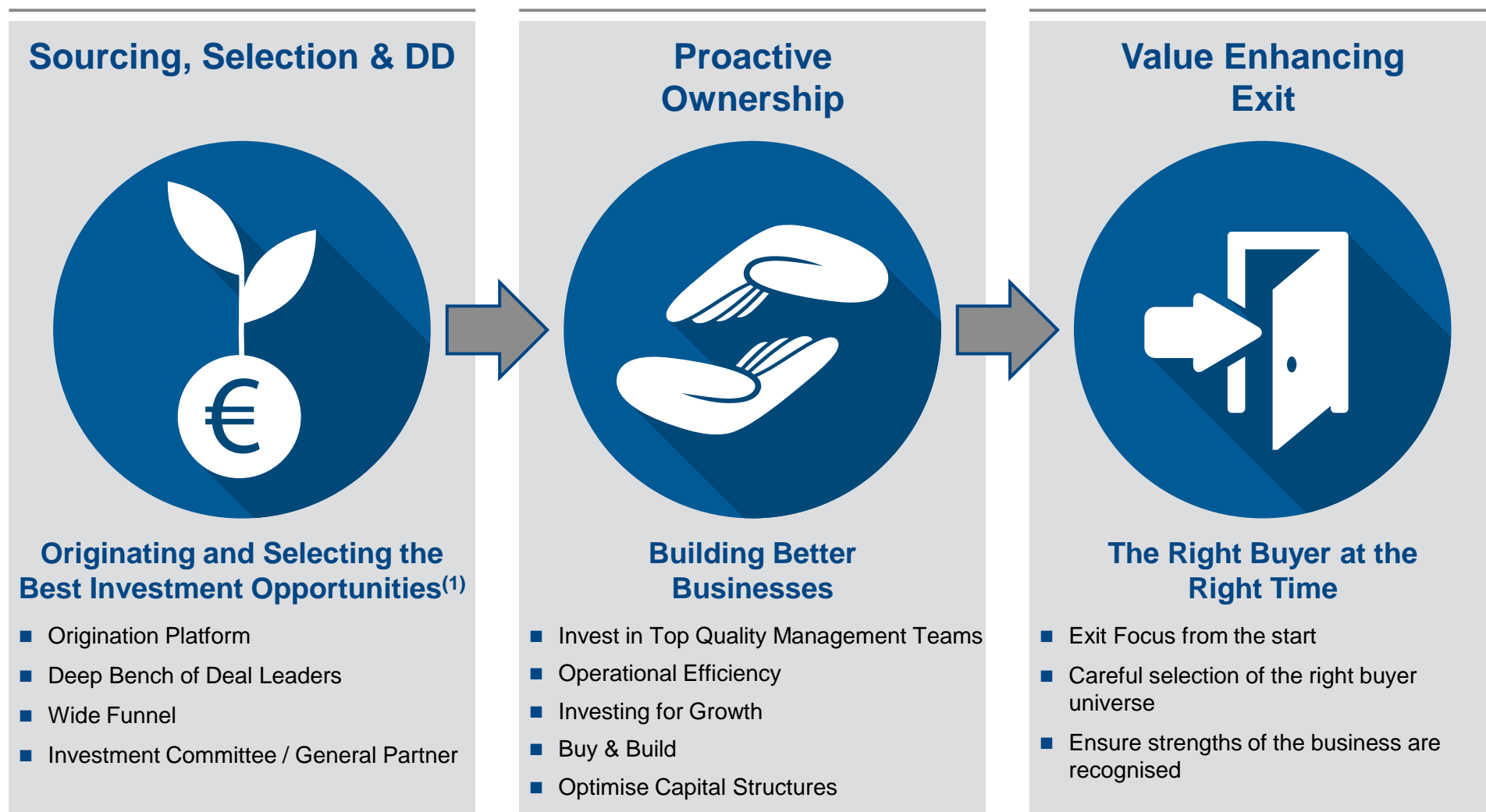
(2) Includes parallel vehicles CVC Capital Partners VI Associates and CVC Capital Partners Investment Europe VI L.P.

(3) Gross Investment Level IRRs are calculated based on the actual timing of investments, distributions and fair value as at 31 December 2016 for each of the investments, before the deduction of management fees, carry and expenses.

(4) Net cash returned plus residual portfolio at Fair Value / capital invested to date.

(5) Net Fund Level IRRs are net of carry and all expenses at Fair Value. €IRR for Euro Funds and \$IRR for Dollar Funds. Please refer to the disclaimer at the front of this presentation for further information as to how this net IRR has been calculated.

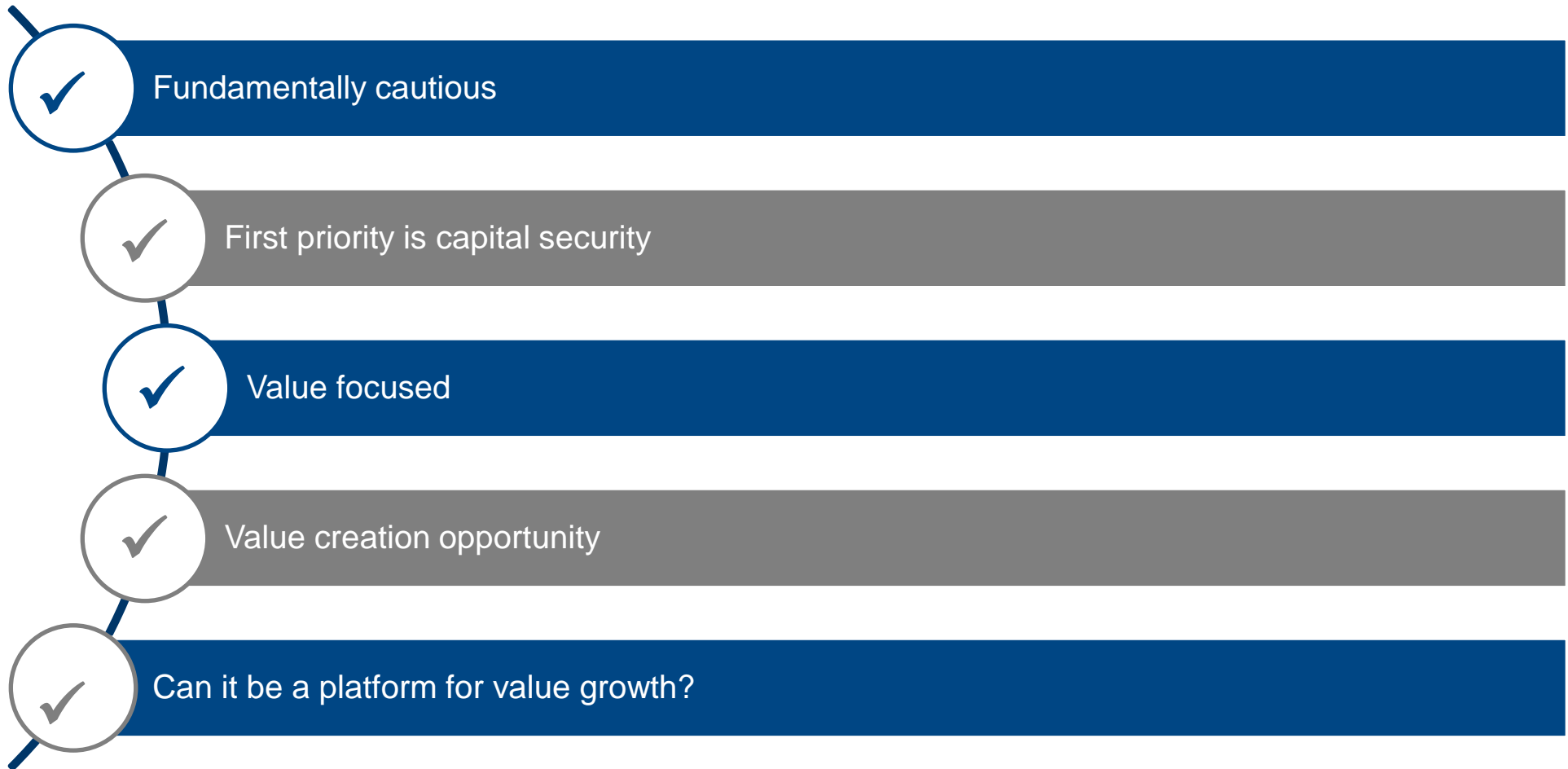
Systematic and Repeatable Approach to Creating Value



(1) CVC seeks to originate and select what it believes are the best investment opportunities for the relevant CVC Fund.



Investment Committee and General Partner



Proactive Ownership: Building Better Businesses

CVC Fund V Exited Investments



Portfolio Companies



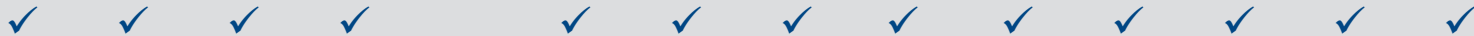
Country



Operational Efficiency



Investing for Growth



Buy & Build



Optimise Capital Structure

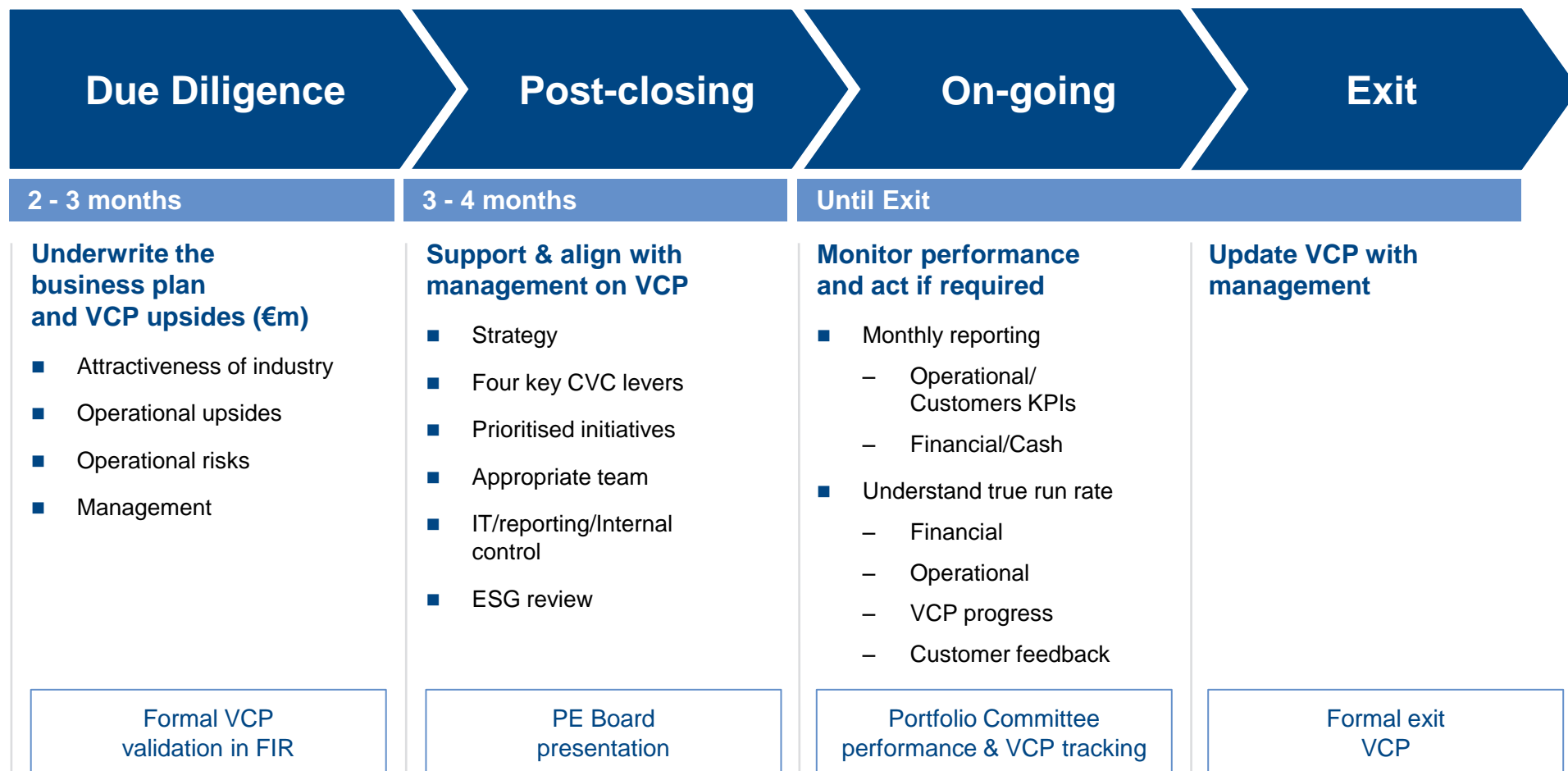


Total value creation of €5.9 billion from Fund V exits to date⁽¹⁾

(1) Fund V, as at 31 December 2016. €5.9 billion does not include Evonik, exit agreed with remaining proceeds expected in Q1-17. Value creation shown is gross of fees, carried interest and expenses. Past performance is not necessarily indicative of future results.

Operational Efficiency

Throughout the Investment



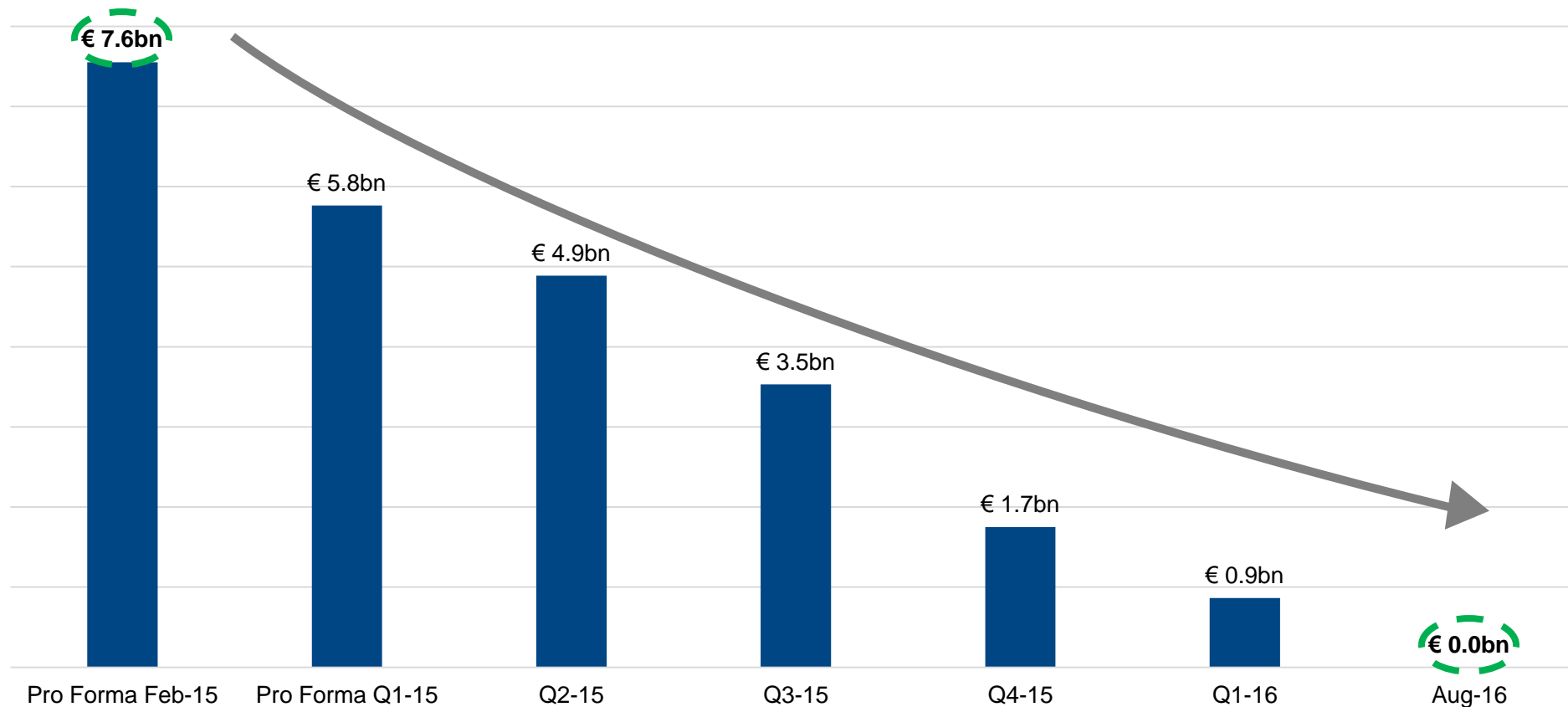
CVC may use some or all of the techniques described herein.

Value Enhancing Exit

Proactively Managed Post IPO



€ billion



Monetising our investments post-IPO in a consistent and disciplined manner

- Amounts are inclusive of all residual public equity holdings across all CVC European Private Equity Funds.
- Amounts are gross (i.e. pre-HoldCo fund guaranteed debt repayments) and represent CVC sell down only (excluding other shareholders).
- Share price and FX as at the last period date.
- Excludes Deoleo given this is an active Fund VI investment.
- Pro Forma for Sunrise, Univar and Optimal Payments as of IPO/merger dates.

Fund VII – Summary of Key Fund Terms

The following information is presented as a general summary of certain key terms of the Fund and is qualified in its entirety by the Partnership Agreements. To the extent that any of the terms of this summary conflict with those in the Partnership Agreements, the terms of the Partnership Agreements shall prevail.

Target Size

- €15.5 billion (hard-cap)

CVC Participation

- At least 3% of total Commitments (including commitments to the CVC Associates Scheme)

Management Fee

- 1.5% per annum of total Commitments
- Volume discounts are available for large Commitments

Step-Down Rate

- 1.25% per annum of the cost of unreturned invested capital

Portfolio Company Fee Offset

- 100% offset against the management fee

Preferred Return

- 6% per annum on all unreturned capital contributions