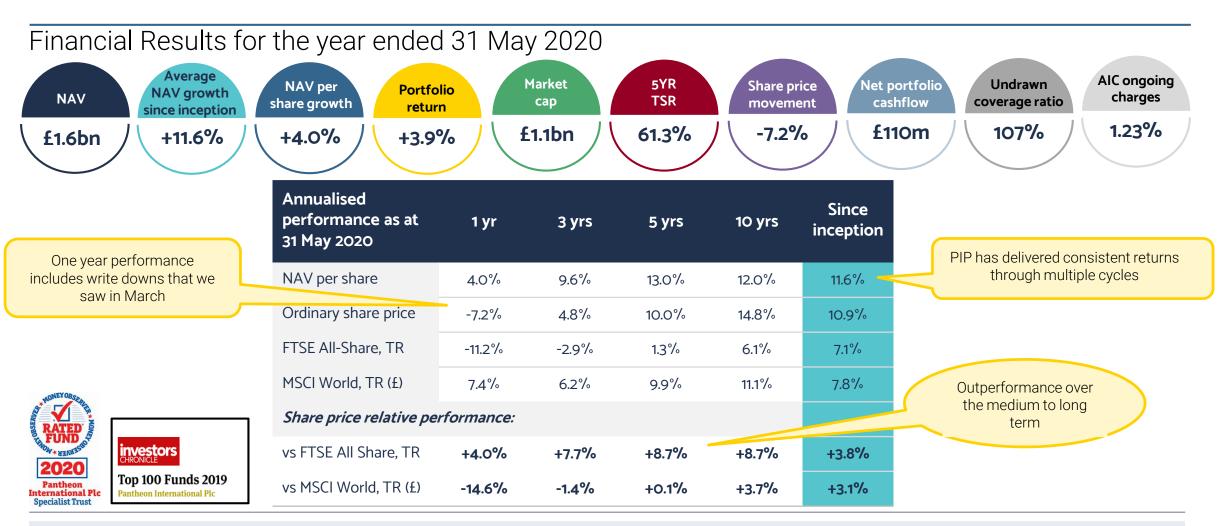


## Pantheon International Plc

Annual General Meeting

22<sup>nd</sup> September 2020

## PIP has a track record of long-term outperformance



## PIP delivers attractive long-term returns to shareholders

## PIP has an active and flexible approach to portfolio construction

Investments secured with many of the **best private equity managers** in the world through:

- Our long experience in the business.
- The strong relationships we have built over time.

PIP's invests directly into funds/co-investments, giving it flexibility

Our dynamic allocation to secondaries, We continue to favour mid-market and The USA continues to offer the largest co-investments and primaries. growth where there are more levers to and deepest opportunity set pull for value creation and multiple routes to exit ■ Secondary USA ■ Small/mid buyout 29% 12% Co-investment ■ Large/mega buyout Europe 36% 41% Investment Stage<sup>1</sup> Region<sup>1</sup> 50% ■ Growth Primary Asia and 20% Type<sup>1</sup> FM<sup>2</sup> Special situations 31% Global<sup>3</sup> 35%

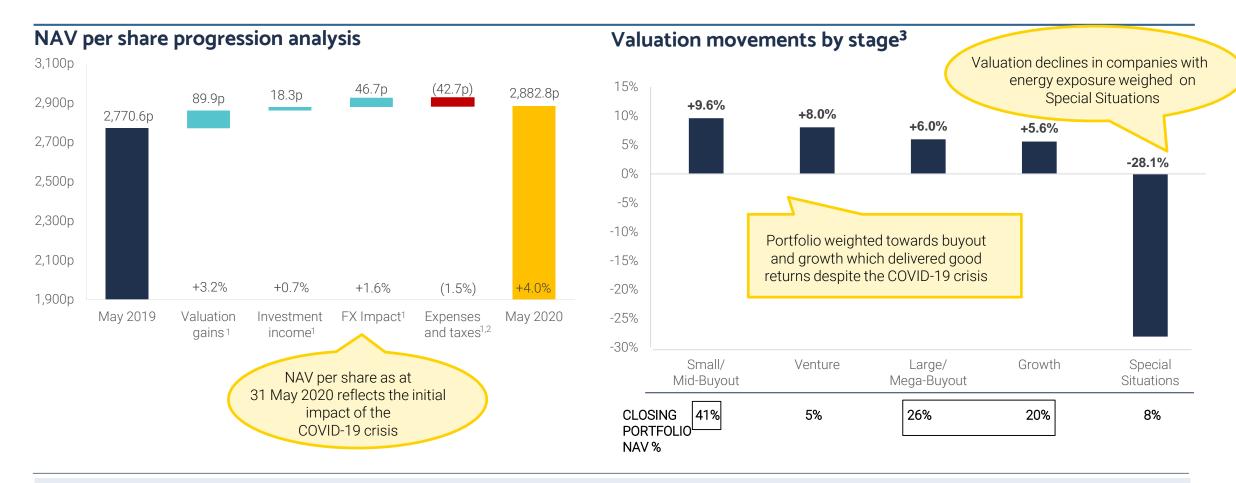
Venture

## Risk managed through diversification

26%

<sup>&</sup>lt;sup>1</sup> As at 31 May 2020. The fund region, stage and investment type charts are based upon underlying fund valuations and account for 100% of PIP's overall portfolio value. The charts exclude the portion of the reference portfolio attributable to the Asset Linked Note. The Asset Linked Note ("ALN") refers to the unlisted 10-year note issued on 31 October 2017 whose cost and repayments are linked to a reference portfolio consisting of the Company's older vintage funds. <sup>2</sup> EM: Emerging Markets. <sup>3</sup> Global category contains funds with no target allocation to any particular region equal to or exceeding 60%. Please refer to page 21 of this presentation and pages 32-35 of PIP's 2020 Annual Report for PANTHEON | <sup>3</sup> further information on the principal risks to which PIP is exposed and how they are managed.

## Overall PIP's underlying portfolio continues to perform well



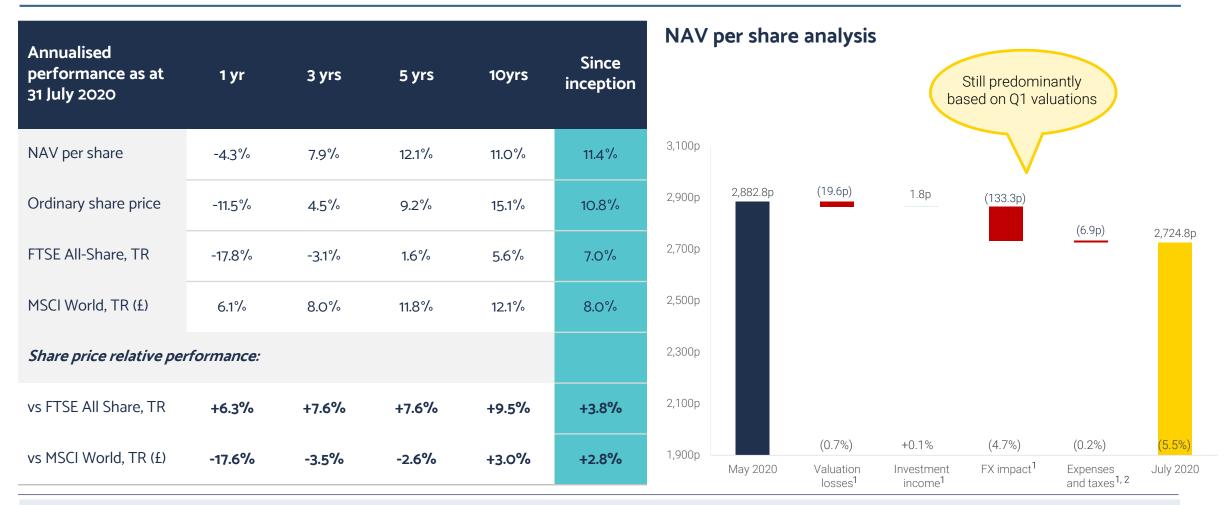
## PIP's portfolio has attractive growth characteristics

future results. Future returns are not guaranteed and a loss of principal may occur.

PANTHEON 4

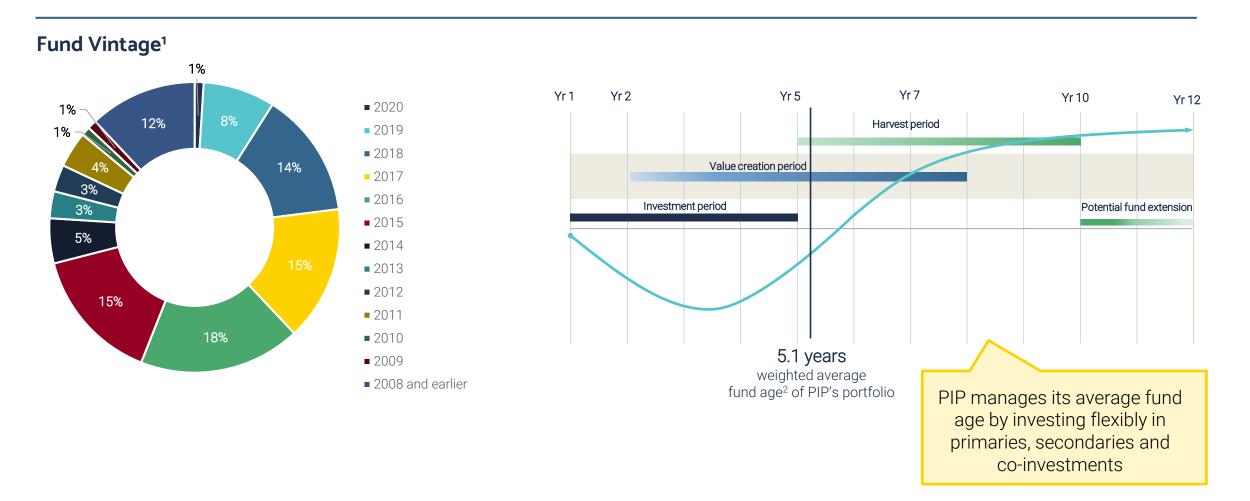
<sup>1</sup> Stated net of movements associated with the Asset Linked Note ("ALN") share of the reference portfolio. The ALN refers to the unlisted 10-year note issued on 31 October 2017 whose cost and repayments are linked to a reference portfolio consisting of the Company's older vintage funds. <sup>2</sup> Taxes relate to withholding taxes on investment distributions. <sup>3</sup> Portfolio returns include income, exclude gains and losses from foreign exchange movements, and look through feeders and funds-of-funds to the underlying funds. Portfolio returns and portfolio NAV exclude returns generated by the portion of the reference portfolio attributable to the ALN. Past performance is not indicative of

## Performance and investment activity so far in this financial year



PIP's deal pipeline points to an active period for new commitments in the months ahead

## PIP manages maturity profile to provide liquidity and to generate cash



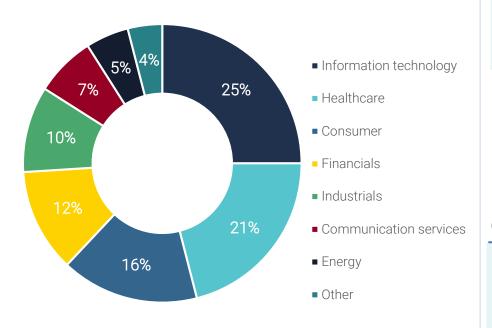
## Actively managed maturity profile enables PIP to invest through the cycle

<sup>&</sup>lt;sup>1</sup> As at 31 May 2020. The fund maturity chart is based upon underlying fund valuations and account for 100% of PIP's overall portfolio value. The chart excludes the portion of the reference portfolio attributable to the Asset Linked Note. The Asset Linked Note ("ALN") refers to the unlisted 10-year note issued on 31 October 2017 whose cost and repayments are linked to a reference portfolio consisting of the Company's older vintage

PANTHEON
funds. <sup>2</sup> As at 31 May 2020. Calculation excludes the portion of the reference portfolio attributable to the Asset Linked Note.

## PIP portfolio tilted towards sectors that are more resilient

#### Company Sectors<sup>1</sup>



#### **Information Technology**

- ► High proportion of portfolio in software and technology services
- ► Focus on widespread process automation
- ► Target adoption of **software-as-a-service** solutions managed by third party providers

#### Healthcare

- ► Emphasis on healthcare services, pharmaceuticals and medical devices
- ▶ Demographic trends in each region underpin demand
- Supply / demand imbalance for specialised care

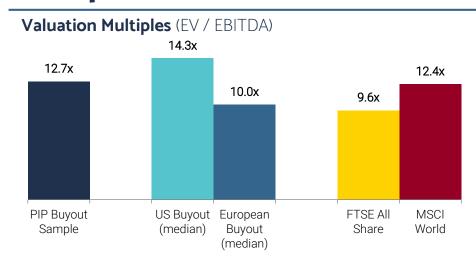
#### Consumer

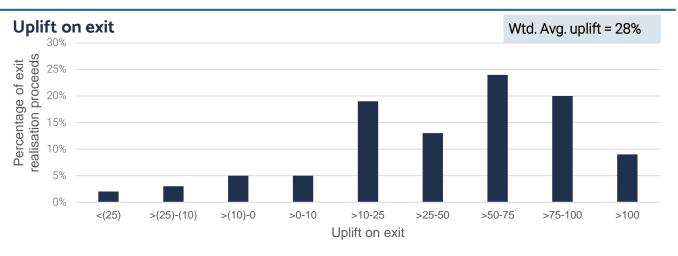
- Diverse sector spanning many industries from consumer staples to e-commerce
- ▶ More recent focus on defensive subsectors, e.g. education services
- ► Target **predictable revenues** and **cash-generative** business models with **high barriers to entry**

PIP offers access to many high growth sectors that are under-represented on public markets

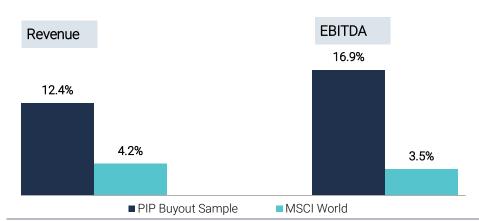
<sup>&</sup>lt;sup>1</sup> The company sector chart is based upon underlying company valuations as at 31 March 2020 and accounts for 100% of PIP's overall portfolio value.

# PIP's high growth portfolio is valued in line with public market comparables

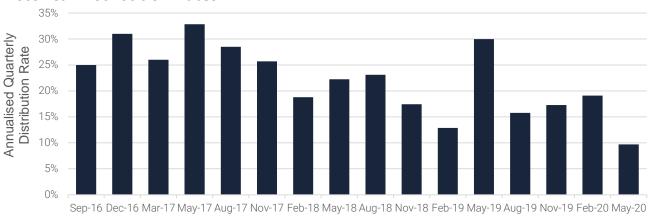




#### **Revenue and EBITDA Growth** (LTM Growth)



#### **Historical Distribution Rates**



However, underlying companies exhibit stronger growth, and produce significant uplifts on exit

## Key themes of PIP investments over the last financial year

#### Buy & build / M&A **Operational focus Growth oriented Sector specialists Recession resilient** Secular growth drivers ► Build scale through tuck-in ► Reduce reliance on ► Deep network and ► Stable demand / knowledge in sector acquisitions financial engineering revenue drivers Company leadership position ► Buy down entry multiple Dedicated operational ► Proven ability to create ► High mix of recurring or teams can drive best value in similar contracted revenue Mitigate valuation through ► Reduce cost and realise practice adoption companies visible near-term growth ► Ability to support leverage synergies in a downturn Private equity managers Private equity managers Private equity managers Private equity managers Underlying companies Investment Partners Accel COLISEE Triton LYFE Capital ALTOR EQUITY PARTNER: PSG | PROVIDENCE STRATEGIC GROWTH Naturgy V Norvestor MIURA CHEQUERS eci **FRONERI** Index Ventures bencis DEUTSCHE PRIVATE EOUITY VelvetCARE **Underlying companies** Underlying companies Underlying companies **Underlying companies** KD Pharma Group allegro • Recorded Future **EPISERVER** Procurement Simplified PROFI **MRO** ΜΔΡΔΙ VISMA°

Companies benefit from the "hands-on" approach of our managers as well as the capital

## Response to COVID-19 crisis

## At the end of 2019, global private equity was in a strong position

#### Pre COVID-19

- More than a decade of rising markets had helped the private equity industry expand to record levels of AUM.
- 2019 was another robust fundraising year, with healthy new deal activity and strong exits.
- But private equity managers were already preparing for a downturn:
  - Fundraised while "times were good", amassing significant war chests over the past few years;
  - Used strong exit conditions to sell portfolio companies;
  - Invested in their own firms adding operational, sector and capital markets expertise;
  - Improved portfolio companies' financial positions and strengthened capital structures;
  - Prepared extreme "downside cases" and stress-tested recession scenarios;
  - Invested in businesses with multiple levers for value creation and increased buy-and-build activity.

## Our private equity managers were prepared for more difficult times

## PIP investment approach prior to COVID-19 and our response

#### Pre-COVID-19

- Portfolio steered towards more resilient sectors such as IT, healthcare and consumer companies with durable demand.
- Investment bias to 'overweight' mid-market and growth
- Even tighter filter of new investment opportunities

Prudent management of PIP's balance sheet with conservative approach to undrawn commitments, and initiative launched to increase size of the undrawn credit facility

#### Our Response



Multiplied and extended our regular dialogue with fund managers



Detailed portfolio impact assessments (Manager's Provision)



Intense focus on risk management and liquidity



Increased communication with clients and the PIP Board

## Committed to investing responsibly and championing diversity

#### Responsible Investing

- ► We have been impressed by our private equity managers' response to COVID-19 crisis.
- ▶ Pantheon: 13 years as signatories to the UNPRI:
  - Awarded A+ in 2020 for private equity.
- ►ESG evaluation is an integral part of the entire investment assessment and due diligence process with each private equity manager rated green, amber or red based on a variety of factors.
- ► RepRisk, a third party news information service, has been fully integrated into Pantheon's pre- and post-monitoring processes since 2017.
- ▶ Pantheon works closely with various private equity trade associations and speaks at educational seminars and workshops.

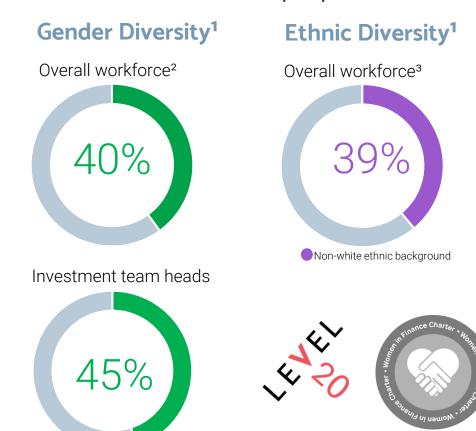








#### A workforce that reflects the people we serve

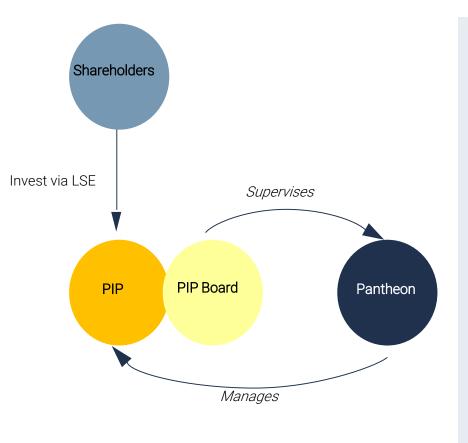


Women



<sup>&</sup>lt;sup>2</sup> c.1% prefer not to say. <sup>3</sup> c. 3% prefer not to say.

## PIP is committed to the highest standards of corporate governance



- ► The Board has extensive experience in private equity, corporate finance, macroeconomics, government, law, accountancy, media and marketing:
  - Oversees the performance of Pantheon and monitors PIP's investment strategy;
  - ▶ Ensures no conflicts of interest: None of Pantheon's team are Board members;
  - Agrees annual targets with Pantheon for the volume and mix of new investments;
  - Safeguards shareholders' interests;
  - ▶ The Board continues to explore ways to reduce the share price discount to NAV.
- ▶ Ian Barby will retire from the Board upon conclusion of the 2020 AGM.
- ► Dame Sue Owen and Mary Ann Sieghart were appointed to the Board in October 2019:
  - Following the 2020 AGM, three out of seven Directors are female.
- Strong alignment of interests: all Directors own PIP shares.

Independent and experienced Board ensures that strategy puts shareholders first

## PIP's balance sheet is carefully managed with a conservative approach to cash management

- Healthy cash balances of £121m at 31 May 2020.
- In May, the revolving credit facility was increased to £300m (term: June 2022) providing even greater protection in the event of deteriorating exit markets.
- Healthy coverage ratio gives assurance of PIP's ability to finance its undrawn commitments.



## PIP is well positioned to withstand uncertainty



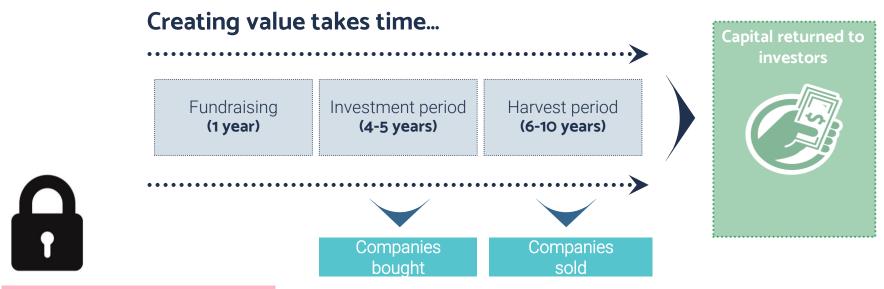
## Outlook

## Private equity market outlook

#### Later this year and beyond **Immediate impact Near-term** Investments Private equity Pricing Follow-on **Valuations** New mismatch investments into will settle secondary valuation dealflow will leads to companies and pricing environment to support fewer less – or of risk will accelerate could bring existing new deals portfolio positively – interesting become impacted companies opportunities clearer Exit activity subdued as Capital calls Distributions will buyers and sellers will continue to support therefore be slower adjust to new portfolio companies valuations

## Private equity is long term and flexible in nature

## We believe that PIP makes private equity attractive for most long-term investors

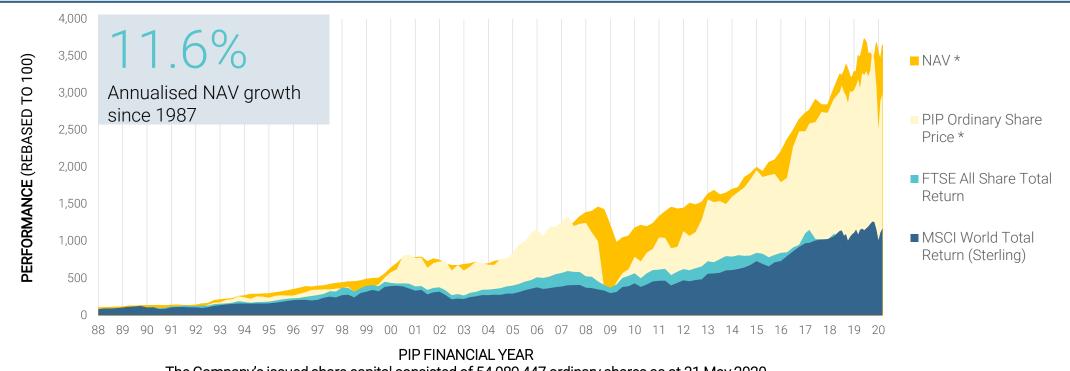


But not all investors are able to:

- 1 Lock up their capital for a long period of time (typically 10+ years)
- 2 Invest a high minimum amount
- 3 Invest directly into private equity managers' funds as an LP (i.e. retail investors, some private wealth)
- 4 Handle the complex administration of investing directly in a private equity fund

## Listed private equity offers a potential solution

## Conclusion



The Company's issued share capital consisted of 54,089,447 ordinary shares as at 31 May 2020

Long-term outperformance Balanced & diversified portfolio

Cost-effective and liquid

Responsible investment

## **Key information**

Ordinary shares	
Trading symbol	PIN
Bloomberg	PIN:LN
Exchange	London Stock Exchange, MAINMARKET
SEDOL	0414850
ISIN	GB0004148507
Market Cap <sup>1</sup>	£1.1bn
Net Asset Value per share <sup>1</sup>	2,724.8p
Admission to trading	September 1987
Currency	GBP
Company information	
Investment manager	Pantheon Ventures (UK) LLP
Company Address	Beaufort House, 51 New North Road, Exeter, EX4 4EP
Registered	England & Wales
Company Secretary	Link Alternative Fund Administrators Limited
Broker	Investec Bank plc
Auditor	Ernst & Young LLP
Website	www.piplc.com
Contact	Vicki Bradley, Investor Relations Telephone: 020 3356 1725 / Email: vicki.bradley@pantheon.com

<sup>1</sup> As at 31 July 2020

## **Important Notice**

This document and the information contained herein is the proprietary information of Pantheon International Plc ("PIP"); it may not be reproduced, amended, or used for any other purpose, without the prior written permission of PIP.

This document is distributed by Pantheon Ventures (UK) LLP ("Pantheon UK"), a firm that is authorised and regulated by the Financial Conduct Authority ("FCA") in the United Kingdom, FCA Reference Number 520240. Pantheon UK is PIP's Manager and receives a monthly management fee at the rate of 1.5 per cent. per annum on the value of PIP's investment assets (that is, all assets excluding cash and fixed interest near-cash investments) up to £150 million and at the rate of 1 per cent. per annum on the value of investments assets above £150 million. Pantheon UK also receives a monthly fee at the rate of 0.5 per cent, per annum on the amount committed by PIP to investments which is for the time being outstanding and unpaid, up to a maximum amount equal to the total value of PIP's investment assets. Further Pantheon UK is entitled to an annual performance fee equal to 5 per cent. of all growth in PIP's fully diluted total net asset value above 10 per cent. per annum calculated on a compounded basis. Further information on the fees payable to Pantheon UK can be found in The Directors' Report section of PIP's latest annual report and accounts. The information and any views contained in this document are provided for general information only. Nothing in this document constitutes an offer, recommendation, invitation, inducement or solicitation to invest in PIP. Nothing contained in this document is intended to constitute legal, tax, securities or investment advice. You should seek individual advice from an appropriate independent financial and/or other professional adviser before making any investment or financial decision. This document is intended only for persons in the UK and persons in any other jurisdiction to whom such information can be lawfully communicated without any approval being obtained or any other action being taken to permit such communication where approval or other action for such purpose is required. This document is not directed at and is not for use by any other person.

You should remember that the value of an investment in PIP, and any income from it, may go down as well as up, and is not guaranteed, and investors may not get back the amount of money invested. There is no assurance that the investment objective of PIP will be achieved. Further, the market price of PIP shares may not fully reflect their underlying net asset value and it is not uncommon for the market price of PIP shares to trade at a substantial discount to their net asset value. This discount may increase or reduce due to market factors which are unrelated to PIP's net asset value or performance. You should also remember that past performance cannot be relied on as a guide to future performance and that rates and levels of taxation may change. The spread between the purchase and sale prices for certain investment trusts, and classes of investment trust, can be wide. This means the purchase price can be considerably higher than the sale price. You should note that PIP invests in private equity funds and unquoted companies which are less readily marketable than guoted securities and may take a long time to realise. In addition, such investments may carry a higher degree of risk than investments in quoted securities. PIP may be adversely affected by these risks notwithstanding the level of diversification which PIP seeks to achieve in relation to its investment portfolio. In addition, most of PIP's investments are in funds whose principal investment focus is outside the UK. Movements in exchange rates between sterling and other currencies therefore affects the value of PIP's investments. Losses may be multiplied since PIP invests in a range of private equity strategies including buyouts that commonly use gearing. PIP's investment valuation method is reliant on financial information provided by underlying funds and companies into which it invests. Valuation methods used by those funds and companies may be inconsistent. At any given time, PIP typically has outstanding, unpaid commitments to private equity funds which are substantial relative to PIP's assets. PIP's ability to meet these commitments (and avoid the potentially adverse consequences of default) depends on PIP receiving cash distributions from its investments and, to the extent these are insufficient, on the continuing availability of PIP's financing facilities. Other principal risks associated with PIP's activities are described in PIP's latest annual report and accounts.

Unless expressly mentioned, all information and data is sourced from PIP's monthly and statutory reporting, and Pantheon. Pantheon has taken reasonable care to ensure that the information contained in this document is accurate at the date of publication. However, no warranty or guarantee (express or implied) is given by Pantheon as to the accuracy of the information in this document, and to the extent permitted by applicable law. Pantheon specifically disclaims any liability for errors, inaccuracies or omissions in this document and for any loss or damage resulting from its use.

Copyright © Pantheon 2020. For more information regarding Pantheon, please consult our website: https://www.pantheon.com/legal-regulatory-notice/. All rights reserved.

### Non-U.S. Disclosure

This document and the information contained herein has been prepared and distributed by Pantheon and is the proprietary information of Pantheon; it may not be reproduced, provided or disclosed to others, without the prior written permission of Pantheon. This document is distributed by Pantheon which is comprised of operating entities principally based in San Francisco, New York, London, Dublin, Hong Kong and Tokyo. Pantheon Ventures Inc. and Pantheon Ventures (US) LP are registered as investment advisers with the U.S. Securities and Exchange Commission ("SEC") and Pantheon Securities LLC, is registered as a limited purpose broker-dealer with the SEC and is a member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Pantheon Ventures (UK) LLP is authorised and regulated by the Financial Conduct Authority (FCA) in the United Kingdom. Pantheon Ventures (Ireland) DAC is regulated by the Central Bank of Ireland ("CBI"). Pantheon Ventures (HK) LLP is regulated by the Securities and Futures Commission ("SFC") in Hong Kong, this document is distributed by a licensed representative of Pantheon Ventures (HK) LLP, a corporation licensed by the Securities and Futures Commission to conduct Type 1 (dealing in securities) regulated activity, on the basis that you are a Professional Investor as defined in the Securities and Futures as defined by the FCA and regulation within the local jurisdiction where the investor is based. In Japan this document is provided by Pantheon Ventures (Asia) Limited, registered as a Type II Financial Instruments Business and Investment Advisory and Agency Business Operator under the registration entry "Director General of the Kanto Local Finance Bureau (Financial Instruments Business Operator) No. 3138" under the Financial Instruments and Exchange Act of Japan (the "FIEA") and a regular member of the Type II Financial Instruments Firms Association of Japan and Japan Investment Advisers Association, to "Professional Investors" (tokutei toshika) as defined in Article 2, paragraph 31 of the FIEA. By accepting this document you acknowledge and agree that this material is provided for your use only and that you will not distribute or otherwise make this material available to a person who is not a Professional Investor as defined by the FCA and regulation within the local jurisdiction where the investor is based. The registrations and memberships described above in no way imply that the SEC, FINRA, SIPC, FCA, CBI or the SFC have endorsed any of the referenced entities, their products or services, or this material. This information is intended only for distribution in Australia to persons who wholesale clients under section 761G of the Corporations Act 2001 (Cth) ("Wholesale Clients"). By receiving this document you represent and warrant that you are a Wholesale Client. Pantheon Ventures (UK) LLP is exempt from the requirement to hold an Australian financial services licence under the Corporations Act 2001 (Cth) in relation to any financial services provided in Australia to Wholesale Clients under ASIC Class Order 03/1099. Pantheon Ventures (UK) LLP is regulated by the FCA under the laws of England and Wales, which differ from Australian laws. Pantheon Ventures (UK) LLP relies on the Australian Corporations (Repeal and Transitional Instrument) 2016/396 which grants transitional continuance relief to foreign financial services providers relying on Australian Class Order 03/1099 in order to provide financial services to Wholesale Clients in Australia. By accepting this document you acknowledge and agree that this material is provided for your use only and that you will not distribute or otherwise make this material available to a person who is not a Professional Investor as defined by the FCA and regulation within the local jurisdiction where the investor is based.

This document is a marketing communication, and has not been prepared in accordance with legal requirements designed to promote the independence of investment research, and is not subject to any prohibition on dealing ahead of the dissemination of investment research. Nothing in this document constitutes an offer or solicitation to invest in a fund managed or advised by Pantheon or recommendation to purchase any security or service. The information contained in this document has been provided as a general market commentary only and does not constitute any form of legal, tax, securities or investment advice. It does not take into account the objectives, financial situation, risk tolerance, attitude to risk and investment restrictions of any persons, which are necessary considerations before making any investment decision. Unless stated otherwise all views expressed herein represent Pantheon's opinion. The general opinions and information contained in this publication should not be acted or relied upon by any person without obtaining specific and relevant legal, tax, securities or investment advice. The source of information included in this publication is based upon information derived from public sources that are believed by Pantheon to be reliable, but Pantheon does not quarantee their accuracy or completeness. Pantheon does not undertake to update this document, and the information and views discussed may change without notice. Legal, accounting and tax restrictions, transaction costs and changes to any assumptions may significantly affect the economics and results of any transaction or investment. In general, alternative investments such as private equity or infrastructure involve a high degree of risk, including potential loss of principal invested. These investments can be highly illiquid, charge higher fees than other investments, and typically do not grow at an even rate of return and may decline in value. These investments are not subject to the same regulatory requirements as registered investment products.

### Non-U.S. Disclosure continued

In addition, past performance is not indicative of future results. Future performance is not guaranteed and a loss of principal may occur. Market and exchange rate movements may cause the capital value of investments, and the income from them, to go down as well as up and the investor may not get back the amount originally invested This presentation may include "forward-looking statements". All projections, forecasts or related statements or expressions of opinion are forward-looking statements. Although Pantheon believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct, and such forward-looking statements should not be regarded as a guarantee, prediction or definitive statement of fact or probability.

Pantheon has taken reasonable care to ensure that the information contained in this document is accurate at the date of publication. However, no warranty or guarantee (express or implied) is given by Pantheon as to the accuracy of the information in this document, and to the extent permitted by applicable law, Pantheon specifically disclaims any liability for errors, inaccuracies or omissions in this document and for any loss or damage resulting from its use.

In Australia, this document and the information contained herein is intended only for wholesale clients under section 761G of the Corporations Act 2001 (Cth) ("Wholesale Clients"). By receiving this document you represent and warrant that you are a Wholesale Client. Pantheon Ventures (UK) LLP is exempt from the requirement to hold an Australian financial services licence under the Corporations Act 2001 (Cth) in relation to the provision of any financial product advice regarding the financial products which are referred to in this document under ASIC Class Order 03/1099 and is regulated by the FCA under UK laws, which differ from Australian laws.

This document and the information contained herein is directed only at: (i) persons outside the United Kingdom and (ii) persons in the United Kingdom and who are "investment professionals" as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, persons falling within any of the categories of persons described in Article 49(2)(a) to (d) of that Order or other persons to whom it may lawfully be communicated in accordance with that Order. No other person in the United Kingdom should access this document and the information it contains, or act or rely upon by it. In all jurisdictions other than the United Kingdom, this document is intended only for institutional investors to whom this document can be lawfully distributed without any prior regulatory approval or action.

Any reference to the title of "Partner" in these materials refers to such person's capacity as a partner of Pantheon Ventures (UK) LLP. In addition, any reference to the title of "Partner" for persons located in the United States refers to such person's capacity as a limited partner of Pantheon Ventures (US) LP. Copyright © Pantheon 2020. All rights reserved.

PVL 13016

### **Disclosures - case studies**

#### Disclosures 1

These case studies are examples of specific private transactions made by Pantheon funds / clients and are designed to assist prospective investors / clients to understand Pantheon's investment management style / strategy. It should NOT be regarded as a recommendation. Pantheon makes no representation or forecast about the performance, profitability or success of such transaction. You should not assume that future recommendations will be profitable or will equal the performance of past recommendations. The statements above reflect the views and opinions of Pantheon as of the date of the investment analysis.

Please also note that all performance numbers quoted in these case studies are net of underlying fund fees, carry and expenses and gross of Pantheon fund fees, carry and expenses. Pantheon does not calculate performance net of Pantheon fund fees, carry and expenses at the underlying fund investment level. Past Performance is not indicative of future results. Future performance is not guaranteed and a loss of principal may occur.

#### Disclosures 2

These case studies are also examples of specific private transactions made by third party fund managers (not Pantheon) and are designed to assist prospective investors / clients to understand recent market activity. It should NOT be regarded as a recommendation or endorsement of such transactions or the third party managers responsible for such investment decisions. Pantheon makes no representation or forecast about the performance, profitability or success of such transaction or the third party managers responsible for such investment decisions. Please also note that all performance numbers quoted in these case studies are net of underlying fund fees, carry and expenses and gross of Pantheon fund fees, carry and expenses. Pantheon does not calculate performance net of Pantheon fund fees, carry and expenses at the underlying fund investment level. Past Performance is not indicative of future results. Future result performance is not guaranteed, and a loss of principal may occur.

# I I I PANTHEON