



## Altamir First-half 2014 management report

The quantitative data contained in this report derive from the Company's customary accounting process. The report was prepared by the Management Company, presented to the Supervisory Board on 28 August 2014 and reviewed by the Statutory Auditors.

### I) Operations and performance in the first half of 2014

#### A) Performance

**Net Asset Value per share**<sup>1</sup> stood at €15.74 as of 30 June 2014, after accounting for the €0.45<sup>2</sup> per share dividend paid in May, vs. €14.87 as of 31 December 2013, representing an increase of 5.9% (8.9% including the dividend) and an increase of 4.3% from 31 March 2014 (€15.08).

The NAV increase was attributable to EBITDA growth in the portfolio companies, which averaged 6.6% over the first half<sup>3</sup>, and to an increase in the average valuation multiple from 8.9 to 9.3 times EBITDA. Multiples increased primarily as a result of the rise in the share prices of the listed companies (GFI and Albioma).

#### B) Investments and divestments in the first half of 2014

**The Company invested and committed €31.5m** during the first half of 2014, vs. €17.2m in H1 2013, made up of the following items:

- Altamir invested €0.3m in Genex Services Inc., an American provider of integrated managed care services in the Workers' Compensation sector. The company's "Speciality Networks" division was sold to One Call Care, a company acquired in December 2013. This investment was carried out via the Apax VIII LP fund,
- Altamir invested an additional €3.0m in holding company Altrafin in order to increase its stake in Altran.
- **In June, the Company made a commitment to invest €28.4m** in SK FireSafety Group via the Apax VIII-B fund. Based in the Netherlands, SKG is a leader in security equipment in Northern Europe, specialised in three sectors: the sale and maintenance of fire safety products (extinguishers, hoses, etc.), the design and

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<sup>1</sup> NAV net of taxes payable and the share attributable to the limited partners holding ordinary shares

<sup>2</sup> 0.4459 rounded to 0.45

<sup>3</sup> Excluding companies held via the Apax VIII LP fund which saw average EBITDA growth of 10% during the period.



installation of fire detection and extinction systems (B-to-B and oil & gas), and the maintenance of airborne safety equipment (extinguishers, oxygen masks, life rafts, etc. for use in airplane cabins).

**Amounts received from net divestments totalled €42.3m** (€36.1m in H1 2013), including income and other related revenue, and was composed of the following items:

- In early April, Altamir finalised the sale of Buy Way for **€40.0m**, or 8.3x its initial investment, including the dividend received in 2013. The transaction includes two earn-outs in 2015 and 2016 equivalent to 1.2x the acquisition price. These earn outs have not been included in the accounts at 30<sup>th</sup> June 2014;
- Altamir sold shares of the listed company DBV Technologies into the market, generating proceeds of **€1.3m**. DBV is the last venture capital company remaining in Altamir's portfolio.
- Altamir received a distribution of **€0.8m** from Garda as the result of a refinancing.



### C) A quality portfolio

As of 30 June 2014, the Altamir portfolio was made up of 22 holdings. The top 10 holdings accounted for 87% of the portfolio at fair value, vs. 82% as of end-December 2013.

Portfolio Companies	Acquisition cost (in € m)	Fair value (in € m)	% of the portfolio at fair value
Infopro	31.8	79.9	15.6%
Altran	50.5	68.6	13.4%
Albioma (formerly Séchilienne Sidec)	50.1	55.9	10.9%
GFI	48.5	55.0	10.8%
THOM Europe (Histoire d'Or - Marc Orian )	40.2	42.0	8.2%
INSEEC	32.3	32.3	6.3%
Snacks Développement	31.9	31.9	6.2%
Capio	20.9	26.8	5.2%
Amplitude	21.5	26.3	5.1%
Texa	20.5	25.8	5.1%
Total for the top 10 holdings	347.7	444.4	87.0%

As of 30 June 2014, the value of Altamir's portfolio was €511m. It included 64% in unlisted holdings and 36% in listed holdings.



## D) Operating highlights of 10 largest portfolio companies

The EBITDA<sup>4</sup> of the portfolio companies increased by an average of 6.6% during H1 2014.

- Albioma: the group share of net profit increased by 9%. During H1 Albioma successfully launched the biomass plant in Brazil and won a contract for a 40MW peak power plant at Reunion Island. The company also strengthened its balance sheet via an €80m private placement of bonds (Euro PP), maturing in 2020 and bearing interest at 3.85%.
- Altran: sales advanced by 6.5% to €862m, driven by organic growth of 2.1% and to contributions from acquired companies (Foliage in the USA and Tass in the Benelux). The invoicing rate reached a record high of 86.7% in the second quarter. On 11 July, the company carried out a new €85m private placement (Euro PP). Altran is maintaining its strategic plan targets for 2014.
- Amplitude: sales grew by 15% over the year<sup>5</sup> and EBITDA rose by 18%, as the Brazilian and US subsidiaries got off to an encouraging start and organic growth in Europe was robust.
- Capiro sold its UK activities and the physical premises of seven hospitals in France. The proceeds of these sales were used to reduce the company's debt. EBITDA increased by 2% over the first half.
- GFI: sales grew by 4.9% and the operating margin widened by 18%, an improvement that was fully reflected in EBITDA (€24m). Three acquisitions were carried out in the first half: Awak'iT, itn and Aerial.
- Groupe INSEEC: revenue declined by 4% over the first half due to an unfavourable calendar effect. The group is implementing a new organisational structure intended to facilitate international accreditation procedures.
- Infopro: EBITDA is up 88%, in line with the budget. Integration of Moniteur is proceeding well.
- Snacks Développement: sales rose by 9% over the first five months of the year, driven by the potato chip and crackers product lines.
- Texa: sales rose by 16% and EBITDA by 37% in the first half, owing to organic growth of 6%, integration of the Clé group, acquired in December, and a tight grip on costs.

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<sup>4</sup> Excluding companies held via the Apax VIII LP fund, which saw average EBITDA growth of 10%

<sup>5</sup> FYE 30 June



- Thom Europe: EBITDA increased by 4% (over the six months to 31 March 2014) despite a difficult market. Five new stores were opened or purchased during the period and 30 others are expected to be acquired in August. On 18 July, the company issued €345m in high-yield bonds.
- The portfolio held via the Apax VIII LP fund: all companies (Cole Haan, Garda, Global Logic, One Call, Rhiag) performed well, except for Rue21, whose results were below expectations. The overall value of the portfolio increased by 17.2% during H1 2014.

## E) Cash holdings

As of 30 June 2014, Altamir had net cash of €88.4m (compared to €82.1m at 31 December 2013).

For the period from 1 August 2014 to 31 January 2015, Altamir Gérance has decided to keep Altamir's share of any new investment by Apax France VIII at the upper end of its commitment range (€280m), i.e. 40% of any new commitment undertaken by the Apax France VIII fund.

## F) Other events during the first half of 2014

The Company distributed a dividend of €0.45<sup>6</sup> per share to limited shareholders on 22 May 2014.

Altamir submitted an analysis to the AMF, arguing that the Company should be entitled to an exemption from the provisions of the AIFM directive (Article L.532-9). The AMF did not raise any objection to this analysis, given current regulations, but nevertheless indicated that the EU or other competent authorities might take a different position in the future.

In June, Altamir was informed by Chenavari, the acquirer of Buy Way, that a Belgian public prosecutor had opened an investigation against Buy Way, following several complaints filed by the Belgian regulator (SPEE). The company risks a fine estimated at €1m.

## G) Key events since 30 June 2014

In July, the funds managed by Apax Partners MidMarket finalised the acquisition of SK FireSafety Group, enabling Altamir to meet its commitment to invest €28.4m.

Following the refinancing of the debt of THOM Europe via a high-yield issue, the company received a distribution €16.0m at the end of July, equivalent to 40% of its initial investment in the company.

In July, funds advised by Apax Partners LLP made commitments to acquire a stake in the Chinese financial company China Huarong Asset Management, and to invest in Chola, an Indian listed financial company.

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<sup>6</sup> €0.4459 rounded to €0.45



In August 2014, funds advised by Apax Partners LLP signed an agreement to acquire Answers Corporation, the parent company of Answers.com, a leading American provider of cloud-based solutions that enhance customer acquisition and brand engagement. The acquisition is expected to close in the fourth quarter of 2014.

## II Financial information

### A) Valuation of the securities in the portfolio

The methods used to value portfolio securities are described in detail in the notes to the consolidated (IFRS) financial statements.

#### Summary:

Altamir uses valuation methods based on International Private Equity Valuation (IPEV) guidelines, which in turn comply with IFRS (fair value).

### B) First-half 2014 consolidated financial statements

#### Consolidated (IFRS) income statement

<i>(in thousands of euros)</i>	H1 2014 6 months	H1 2013 6 months pro forma	FY 2013 12 months
Changes in fair value of the portfolio	68,321	22,148	86,310
Valuation differences on divestments during the year	-2,529	5,228	9,577
Other portfolio income	133	127	298
<b>Income from portfolio investments</b>	<b>65,925</b>	<b>27,503</b>	<b>96,185</b>
Gross operating income	56,774	20,562	81,297
Net operating income	47,095	16,479	63,944
<b>Net income attributable to ordinary shareholders</b>	<b>48,134</b>	<b>18,052</b>	<b>65,944</b>
Earnings per ordinary share (in €)	1.32	0.49	1.81



Income from portfolio investments in the first half of 2014 reflected:

a. Changes in fair value since 31 December of the previous year,

b. Capital gains, calculated as the difference between the sale price of shares divested and their fair value under IFRS as of 31 December of the preceding year.

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

Net operating income is equal to gross operating income less the share of earnings attributable to the general partner and the holders of Class B shares.

Net income attributable to ordinary shareholders includes investment income and related interest and expenses.

### Consolidated (IFRS) balance sheet

<i>(in thousands of euros)</i>	30 June 2014	31 December 2013
Total non-current assets	522,368	495,464
Total current assets	88,629	82,361
<b>TOTAL ASSETS</b>	<b>610,997</b>	<b>577,825</b>
Total shareholders' equity	574,593	542,809
Portion attributable to general partner and Class B shareholders	30,460	28,306
Other non-current liabilities	5,477	5,883
Other current liabilities	467	828
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>610,997</b>	<b>577,825</b>



### C) Associated companies

Significant influence is presumed when the Company's equity interest exceeds 20%.

Investments subject to significant influence are not accounted for by the equity method, as allowed under IAS 28, but they constitute related parties. Closing balances and transactions for the period are presented in the notes to the consolidated statements.

### D) Shareholders

As of 30 June 2014, the total number of shares was 36,512,301.

Moneta Asset Management, domiciled at 17 rue de la Paix, 75002 Paris (France), has declared that on 24 April 2014 it moved:

- Above 10% and 15% of the share capital and voting rights of Altamir, to 18.03% of the share capital and voting rights of the Company, by virtue of proxies that it received prior to Altamir's Annual General Meeting;
- Below 15% and 10% of the share capital and voting rights of the Company, to 9.97% of the share capital and voting rights of the Company, following the expiry of these proxies.

The concert group formed by Amboise SNC and Apax Partners SA, both domiciled at 45, avenue Kléber, 75784 Paris (France) and controlled by Maurice Tchenio, has disclosed that on 27 May 2014 it moved above 25% of the share capital and voting rights of Altamir and held 25.01% of the share capital and voting rights, distributed as follows:

	Shares and voting rights	% of capital and voting rights
Amboise SNC	8,904,511	24.39
Apax Partners SA	226,310	0.62
Total Maurice Tchenio	9,130,821	25.01

This threshold was crossed because Altamir purchased shares in the market.

### E) Directors

Attendance fees paid to members of the Supervisory Board with respect to 2013 totalled €260,000.





### III) Principal risks

Altamir Gérance has not identified any risks in addition to those indicated in the 2013 Registration Document filed on 8 April 2014 under number D14-0307.

This document is available on the Company's website: [www.altamir.fr](http://www.altamir.fr).

The risk factors are listed in Section IV of the Supplementary Information, starting on page 155.

### IV) Certification of the first-half financial report

"I hereby certify that, to the best of my knowledge, the complete financial statements for the half-year period just ended have been prepared in accordance with applicable accounting standards and present a true and fair view of the assets, financial position and results of the Company and of its consolidated group of companies and that the accompanying first-half management report presents a true and fair picture of the important events that took place during the first six months of the year, of their impact on the financial statements, and of the principal transactions between related parties, as well as a description of the principal risks and uncertainties for the remaining six months of the year."

Maurice Tchenio

Chairman and CEO of Altamir Gérance



## Consolidated (IFRS) first-half financial statements

### 1. Consolidated income statement

<i>(in euros)</i>	<i>Note</i>	<b>H1 2014 6 months</b>	<b>2013 12 months</b>	<b>H1 2013 pro forma 6 months</b>
Changes in fair value	6.7	68,321,184	86,310,324	22,147,858
Valuation differences on divestments during the year	6.17	-2,529,003	9,576,944	5,228,185
Other portfolio income	6.18	132,642	298,045	127,369
<b>Income from portfolio investments</b>		<b>65,924,823</b>	<b>96,185,313</b>	<b>27,503,412</b>
Purchases and other external expenses	6.19	-8,565,942	-16,174,337	-8,256,125
Taxes, fees and similar payments	6.20	-726,164	1,486,624	1,519,198
Other income	6.21	331,267	4,000	0
Other expenses	6.22	-190,001	-205,001	-205,001
<b>Gross operating income</b>		<b>56,773,983</b>	<b>81,296,600</b>	<b>20,561,484</b>
Portion attributable to Apax France VIII-B Class C unitholders		405,861	-3,073,349	-2,699,226
Portion attributable to the general partner and Class B shareholders	6.14	-10,084,932	-14,279,219	-1,383,212
<b>Net operating income</b>		<b>47,094,912</b>	<b>63,944,031</b>	<b>16,479,046</b>
Income from cash investments	6.3	482,549	1,415,608	936,253
Net income from sale of marketable securities	6.3	21,213	50,771	14,085
Related interest, income and expenses	6.23	535,070	533,749	622,256
Other financial expenses		0	0	0
<b>Net income attributable to ordinary shareholders</b>		<b>48,133,743</b>	<b>65,944,160</b>	<b>18,051,640</b>
<b>Earnings per share</b>	6.25	1.32	1.81	0.49
<b>Diluted earnings per share</b>	6.25	1.32	1.81	0.49



## 2. Statement of comprehensive income

<i>(in euros)</i>	Note	H1 2014	2013	H1 2013
<b>Net income for the period</b>		<b>48,133,743</b>	<b>65,944,160</b>	<b>18,051,640</b>
Actuarial gains (losses) on post-employment benefits				
Taxes on items non-recyclable to profit or loss				
Items non-recyclable to profit or loss		0	0	0
Gains (losses) on financial assets available for sale				
Gains (losses) on hedging instruments				
Currency translation adjustments				
Taxes on items recyclable to profit or loss				
Items recyclable to profit or loss		0	0	0
Other comprehensive income		0	0	0
<b>CONSOLIDATED COMPREHENSIVE INCOME</b>		<b>48,133,743</b>	<b>65,944,160</b>	<b>18,051,640</b>
Attributable to:				
* owners of the parent company				
* non-controlling shareholders				



### 3. Consolidated balance sheet

<i>(in euros)</i>	<i>Note</i>	<b>30 June 2014</b>	<b>31 December 2013</b>	<b>30 June 2013</b>
<b>NON-CURRENT ASSETS</b>				
Intangible assets		0	0	0
Investment portfolio	6.8	510,986,271	491,125,584	416,633,045
Other non-current financial assets	6.9	7,480,897	437,718	289,310
Sundry receivables	6.10	3,900,599	3,900,599	3,900,599
<b>TOTAL NON-CURRENT ASSETS</b>		<b>522,367,767</b>	<b>495,463,901</b>	<b>420,822,954</b>
<b>CURRENT ASSETS</b>				
Sundry receivables		214,141	284,482	195,939
Other current financial assets	6.11	46,949,181	46,827,261	32,366,525
Cash and cash equivalents	6.12	41,465,554	35,249,362	65,119,312
<b>TOTAL CURRENT ASSETS</b>		<b>88,628,876</b>	<b>82,361,105</b>	<b>97,681,776</b>
<b>TOTAL ASSETS</b>		<b>610,996,643</b>	<b>577,825,006</b>	<b>518,504,730</b>
<b>SHAREHOLDERS' EQUITY</b>				
Share capital	6.13	219,259,626	219,259,626	219,259,626
Share premiums		102,492,980	102,492,980	102,492,980
Reserves		204,706,905	155,112,218	154,962,810
Net income for the period		48,133,743	65,944,160	18,051,640
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>574,593,255</b>	<b>542,808,984</b>	<b>494,767,056</b>
<b>PORTION ATTRIBUTABLE TO THE GENERAL PARTNER AND CLASS B SHAREHOLDERS</b>				
Other liabilities	6.14	30,459,567	28,305,745	15,409,738
Other liabilities	6.15	5,444,811	5,850,672	5,411,857
Provisions	6.16	32,080	32,080	0
<b>OTHER NON-CURRENT LIABILITIES</b>		<b>5,476,891</b>	<b>5,882,752</b>	<b>5,411,857</b>
Other financial liabilities		70,000	0	0
Trade payables and related accounts		393,381	826,168	2,915,025
Other liabilities		3,545	1,355	1,052
<b>OTHER CURRENT LIABILITIES</b>		<b>466,926</b>	<b>827,523</b>	<b>2,916,077</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>610,996,643</b>	<b>577,825,006</b>	<b>518,504,730</b>



#### 4. Statement of changes in shareholders' equity

##### CHANGES IN IFRS SHAREHOLDERS' EQUITY - ALTAMIR

<i>(in euros)</i>	Share capital	Share premium	Treasury shares	Reserves	Net income for the period	TOTAL
<b>SHAREHOLDERS' EQUITY as of 31 December 2012</b>	<b>219,259,626</b>	<b>102,492,980</b>	<b>-244,200</b>	<b>113,127,168</b>	<b>57,054,273</b>	<b>491,689,848</b>
Net income for the period					18,051,640	18,051,640
<b>Total income and expenses recognised in the period</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>18,051,640</b>	<b>18,051,640</b>
Transactions on treasury shares			-62,832	44,585	0	-18,247
Allocation of income				57,054,273		57,054,273
Distribution of dividends to ordinary shareholders, April 2012				-14,956,185		-14,956,185
<b>SHAREHOLDERS' EQUITY as of 30 June 2013</b>	<b>219,259,626</b>	<b>102,492,980</b>	<b>-307,032</b>	<b>155,269,841</b>	<b>18,051,640</b>	<b>494,767,056</b>

##### CHANGES IN IFRS SHAREHOLDERS' EQUITY - ALTAMIR

<i>(in euros)</i>	Share capital	Share premium	Treasury shares	Reserves	Net income for the period	TOTAL
<b>SHAREHOLDERS' EQUITY as of 31 December 2012</b>	<b>219,259,626</b>	<b>102,492,980</b>	<b>-244,200</b>	<b>113,127,168</b>	<b>57,054,273</b>	<b>491,689,848</b>
Net income for the period					65,944,160	65,944,160
<b>Total income and expenses recognised in the period</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>65,944,160</b>	<b>65,944,160</b>
Transactions on treasury shares			50,421	79,740		130,161
Allocation of income				57,054,273	-57,054,273	0
Distribution of dividends to ordinary shareholders, May 2013				-14,956,185		-14,956,185
Divestment of the brand				1,000		1,000
<b>SHAREHOLDERS' EQUITY as of 31 December 2013</b>	<b>219,259,626</b>	<b>102,492,980</b>	<b>-193,779</b>	<b>155,305,997</b>	<b>65,944,160</b>	<b>542,808,984</b>

**CHANGES IN IFRS SHAREHOLDERS' EQUITY - ALTAMIR**

<i>(in euros)</i>	Share capital	Share premium	Treasury shares	Reserves	Net income for the period	TOTAL
<b>SHAREHOLDERS' EQUITY as of 31 December 2013</b>	<b>219,259,626</b>	<b>102,492,980</b>	<b>-193,779</b>	<b>155,305,997</b>	<b>65,944,160</b>	<b>542,808,984</b>
Net income for the period					48,133,743	48,133,743
<b>Total income and expenses recognised in the period</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>48,133,743</b>	<b>48,133,743</b>
Transactions on treasury shares			-107,575	32,466		-75,109
Allocation of income				65,944,160	-65,944,160	0
Distribution of dividends to ordinary shareholders, May 2014				-16,274,362		-16,274,362
<b>SHAREHOLDERS' EQUITY as of 30 June 2014</b>	<b>219,259,626</b>	<b>102,492,980</b>	<b>-301,356</b>	<b>205,008,261</b>	<b>48,133,743</b>	<b>574,593,255</b>



## 5. Statement of cash flows

<i>(in euros)</i>	<i>Note</i>	<b>30 June 2014</b> <b>6 months</b>	<b>31 December</b> <b>2013</b> <b>12 months</b>	<b>30 June 2013</b> <b>6 months</b> <i>(Pro forma)</i>
Investments		-19,013,669	-92,493,016	-7,354,343
Shareholder loans to portfolio companies		-3,046,029	-268,940	-78,961
Repayment of shareholder loans to portfolio companies		18,977,024	598,580	539,428
Divestment of equity investments		42,227,148	115,230,519	35,937,334
Distribution by portfolio companies		0	0	0
Interest and other portfolio income received		0	0	0
Dividends received		132,643	298,045	127,369
Operating expenses		-9,429,213	-17,727,997	-8,082,950
Income received on marketable securities		503,762	1,466,379	950,338
Other exceptional income		0	0	0
<b>Cash flows from operating activities</b>		<b>30,351,666</b>	<b>7,103,570</b>	<b>22,038,213</b>
Dividends paid to ordinary shareholders		-16,274,362	-14,956,185	-14,956,185
AARC investment		0	-20,000,000	-20,000,000
Allianz investment		0	-15,000,000	0
Apax France VIII-B capital calls		0	64,691	0
Portion attributable to the general partner and Class B shareholders		-7,931,110	-10,055,006	-10,055,006
Change in bank overdraft		70,000		
<b>Cash flows from financing activities</b>		<b>-24,135,472</b>	<b>-59,946,500</b>	<b>-45,011,191</b>
<b>Net change in cash and cash equivalents</b>		<b>6,216,192</b>	<b>-52,842,928</b>	<b>-22,972,978</b>
Cash and cash equivalents at opening		35,249,362	88,092,290	88,092,290
<b>Cash and cash equivalents at closing</b>	<i>6.3</i>	<b>41,465,554</b>	<b>35,249,362</b>	<b>65,119,312</b>



## 6. Notes to the consolidated (IFRS) financial statements

### 6.1 Entity presenting the financial statements

Altamir's consolidated financial statements include the Apax France VIII-B equity fund, in which it holds a 99.90% stake. Altamir (the "Company") is a French partnership limited by shares governed by Articles L.226.1 to L.226.14 of the French Commercial Code. Its principal activity is the acquisition of equity interests in other companies. The Company opted to become a "société de capital risque" (special tax status for certain private equity and other investment companies), as of the financial year 1996.

The Company is domiciled in France. The registered office is located at 45 Avenue Kléber, 75016 Paris (France).

### 6.2 Basis of preparation

#### a) Declaration of conformity

Pursuant to European Regulation 1606/2002 of 19 July 2002, the first-half 2014 consolidated financial statements of Altamir have been prepared in compliance with IAS/IFRS international accounting standards as adopted by the European Union and available on its [website at: http://ec.europa.eu/internal\\_market/accounting/ias/index\\_en.htm](http://ec.europa.eu/internal_market/accounting/ias/index_en.htm).

The other accounting rules and methods applied to the first-half financial statements are identical to those used to prepare the consolidated financial statements for the financial year ended 31 December 2013.

These consolidated financial statements cover the period from 1 January to 30 June 2014. They were approved by the Management Company on 27 August 2014.

#### b) Valuation bases

The consolidated financial statements are prepared on a fair value basis for the following items:

- financial instruments for which the Company has chosen the "fair value through profit or loss" option, pursuant to the provisions of IAS 28 and IAS 31 for "venture capital organisations" whose purpose is to hold a portfolio of securities with a view to selling them in the short or medium term;
- derivative financial instruments;
- the portions attributable to the general partner and Class B shareholders;
- the portions attributable to Apax France VIII-B Class C unitholders.

The methods used to measure fair value are discussed in note 6.4.

#### c) Operating currency and presentation currency

The consolidated (IFRS) financial statements are presented in euros, which is the Company's operating currency.





#### d) Use of estimates and judgements

The preparation of financial statements under IFRS requires management to formulate judgements and to use estimates and assumptions that may affect the application of accounting methods and the amounts of assets, liabilities, income and expenses.

The estimates and underlying assumptions are reviewed on an on-going basis. The impact of changes in accounting estimates is accounted for during the period of the change and in all subsequent periods affected.

More specifically, information about the principal sources of uncertainty regarding the estimates and judgements made in applying the accounting methods that have the most significant impact on the amounts recognised in the financial statements is described in note 6.4 on the determination of fair value.

#### e) Key assumptions

Continuity of operations is based on key assumptions including the availability of sufficient cash flow until 31 December 2014. As of 30 June 2014, the Company had credit lines totalling €26m and a positive cash position of €41.4m. A €1m credit line for overdrafts was in use as of the closing date. It should be noted that, as an SCR, Altamir's debt may not exceed 10% of its net asset value, i.e. €50.9m as of 30 June 2014.

### 6.3 Principal accounting methods

#### 6.3.1 Method of consolidation of equity interest securities

As of 30 June 2014, Altamir exercised sole control over the Apax France VIII-B fund, in which it holds more than 50% of the units.

Pursuant to IAS 27, Apax France VIII-B is consolidated using the full consolidation method.

Regarding equity interests in which the percentage of control held by Altamir ranges from 20% to 50%, Altamir does not have a representative on the executive body of the company and therefore does not share the control of its business activity. Therefore, all such investments are deemed to be under significant influence.

All equity interests that are under significant influence are excluded from the scope of consolidation by application of the option offered by IAS 28 for “venture capital organisations”. Since their initial recognition, therefore, Altamir has valued all these equity interests at fair value through profit or loss.

#### 6.3.2 Other accounting methods

The accounting methods described below have been applied consistently to all periods presented in the consolidated (IFRS) financial statements.



*(a) Portfolio valuation*

- *Equity instruments*

The performance and management of investments over which the Company has no significant influence is monitored on the basis of fair value. The Company has therefore chosen the "fair value through profit or loss" option provided for by IAS 39 as the method for valuing these investments. Where the Company has a significant influence, the option of recognition at fair value through profit or loss provided by IAS 28 for "venture capital organisations" is also used.

Under the fair value option, the financial instruments held are carried at fair value as assets on the balance sheet with positive and negative changes in fair value being recognised in profit or loss for the period.

The methods for measuring fair value are detailed in note 6.4.

- *Hybrid securities instruments*

In acquiring its equity interests, Altamir may subscribe to hybrid instruments such as bonds convertible or redeemable in shares. For this type of instrument with embedded derivatives, Altamir has opted for recognition at fair value through profit or loss in accordance with IAS 39. At each balance sheet date, hybrid instruments held are remeasured at fair value and changes in fair value (positive or negative) are recognised on the income statement.

These hybrids are presented in the balance sheet under the "Investment portfolio" and the impact of changes in fair value is presented under "Changes in fair value" in the income statement.

- *Derivative instruments*

Pursuant to IAS 39, warrant-type instruments are classified as derivatives and carried on the balance sheet at fair value. Positive and negative changes in fair value are recognised in profit or loss for the period under the line item "Changes in fair value". The fair value is determined in particular according to the intrinsic value of the conversion option, based on the price of the underlying shares estimated on the balance sheet date.

- *Loans and receivables*

Pursuant to IAS 39, these investments are classified as "loans and receivables" and carried at their amortised cost. The associated interest income is recognised in profit or loss for the period under the line item "Other portfolio income", according to the effective interest rate method.

*(b) Debt and shareholders' equity*

The Company has issued Class B shares that entitle their holders to carried interest equal to 18% of adjusted net statutory income, as defined in §25.2 of the Articles of Association. In addition, a sum equal to 2% calculated on the same basis is due to the general partner.



Remuneration of the Class B shareholders and the general partner is deemed payable as soon as an adjusted net income has been recognised. Remuneration of these shares and the shares themselves are considered a debt under the analysis criteria of IAS 32.

The remuneration payable to the Class B shareholders and the general partner is calculated taking unrealised capital gains and losses into account and is recognised in the income statement. The debt is recognised as a liability on the balance sheet. Under the Articles of Association, amounts paid to Class B shareholders and to the general partner do not take unrealised capital gains into account.

The Company has issued Class B warrants.

Class B warrants entitle their holders to subscribe to one Class B share of the Company for each Class B warrant held, at a subscription price of €10. These Class B warrants allow the manager, the sole holder, to change the distribution of Class B shares between members of the management teams. From the point of view of the issuer, Altamir, the value of the Class B warrants is therefore not dependent on the value of Class B shares and they must be maintained under IFRS at their subscription price. Class B warrants are recognised in non-current liabilities on the balance sheet.

In accordance with IAS 32, treasury shares are recognised as a contra-account to shareholders' equity.

*(c) Cash equivalents and other short-term investments*

If the Company has surplus cash, it is invested in units of euro-denominated money-market mutual funds, medium-term notes and certificates of deposit that meet the definition of cash equivalents under IAS 7 (short-term, highly liquid investments that are readily convertible to known amounts of cash and are subject to negligible risk of a change in value).

The Company values this portfolio using the fair value option provided for by IAS 39. The unrealised capital gains or losses at the balance sheet date are thus recognised in profit or loss for the period. Income from time deposits is recognised under the line item "Income from cash investments" and income from mutual funds is recognised under the line item "Net income from the sale of marketable securities".

*(d) Tax treatment*

The Company opted to become a "société de capital risque" (SCR) on 1 January 1996. It is exempt from corporation tax. As a result, no deferred tax is recognised in the financial statements. The Company does not recover VAT. Non-deductible VAT is recognised as an expense in the income statement.

*(e) Segment information*

The Company carries out only private equity activities and invests primarily in the euro zone.

#### 6.4 Determination of fair value

Altamir uses principles of fair value measurement that are in accordance with IFRS 13:



### **Category 1 shares**

Companies whose shares are traded on an active market ("listed").

The shares of listed companies are valued at the last stock market price, without adjustment, with the exception of those cases described in IFRS 13.

### **Category 2 shares**

Companies whose shares are not traded on an active market ("unlisted") but are valued based on directly or indirectly observable data. Observable data are prepared using market data, such as information published on actual events or transactions, and which reflect assumptions that market participants would use to determine the price of an asset or liability.

An adjustment to level 2 data having a major impact on fair value may cause a reclassification to level 3 if it makes use of significant unobservable data.

### **Category 3 shares**

Companies whose shares are not traded on an active market ("unlisted") and are valued based on unobservable data.

## 6.5 Significant events during the year

### 6.5.1 Investments and divestments

The Company invested €3.1m in H1 2014, comprised principally of the following items:

#### Direct investments:

- €3m in Altrafin

#### Investments through the Apax France VIII-B fund:

- Sales to managers and repayment of a shareholder loan, which decreased our acquisition cost by €0.05m.
- €0.01m in the INSEEC Group

#### Investments through the Apax VIII LP fund:

- Following the definitive closing of the Apax VIII LP fund, Altamir's percentage stake in GlobalLogic was adjusted, leading to a €0.2m reduction in the purchase price;
- Following the definitive closing of the Apax VIII LP fund, Altamir's percentage stake in Garda World Security Corporation was increased, leading to a €0.009m increase in the purchase price;



- Following the definitive closing of the Apax VIII LP fund, Altamir's percentage stake in One Call / Align was increased, leading to a €0.015m increase in the purchase price;
- Following the definitive closing of the Apax VIII LP fund, Altamir's percentage stake in Rhiag was increased, leading to a €0.004m increase in the purchase price;
- Following the definitive closing of the Apax VIII LP fund, Altamir's percentage stake in rue21 was increased, leading to a €0.008m increase in the purchase price;
- Altamir invested €0.3m in Genex Services Inc., a US healthcare company, and subsequently sold the company's "Speciality Networks" division to One Call Care, a company acquired in December 2013.

The divestments side of the business generated €42.3m, including related and other revenue.

Altamir received proceeds of €41.4m from the sale of its entire holdings in:

- Buy Way (€40.05m), with the transaction including two earn-outs in 2015 and 2016 worth an additional amount of 1.2x the acquisition price;
- DBV Technologies (€1.3m);
- Financière Season (€0.05m).

Garda was partially sold for €0.9m.

#### 6.5.2 Other events

Altamir submitted an analysis to the AMF, arguing that the Company should be entitled to an exemption from the provisions of the AIFM directive (Article L.532-9). The AMF did not raise any objection to this analysis, given current regulations, but nevertheless indicated that the EU or other competent authorities might take a different position in the future.

#### 6.5.3 Key events since 30 June 2014

In July, the funds managed by Apax France finalised the acquisition of SK FireSafety Group, enabling Altamir to meet its commitment to invest €28.4m via the Apax France VIIIIB fund.

At the end of July, the Company received €16m, equivalent to 40% of its initial investment in THOM Europe, following the refinancing of that company's debt via a high-yield placement.

In July, funds advised by Apax Partners LLP committed to acquiring a stake in the Chinese financial company China Huarong Asset Management.

In July; funds advised by Apax Partners LLP committed to investing in Chola, a listed financial company in India.

In August 2014, funds advised by Apax Partners LLP signed an agreement to acquire Answers Corporation, the parent company of Answers.com, a leader in cloud based consumer marketing solutions. The transaction is expected to close in the fourth quarter of 2014.



## 6.6 Details of financial instruments in the balance sheet and consolidated income statement

### 6.6.1

#### (a) Balance sheet

(in euros)	<b>30 June 2014</b>					
	Fair value through profit or loss		Loans and receivables	Debts, cash and cash equivalents at amortised cost	Assets outside the scope of IAS 39	Total
	On option	Derivatives				
<b>ASSETS</b>						
Intangible assets						
Investment portfolio (1)	482,750,497		28,235,773			510,986,271
Other financial assets	7,118,288		362,609			7,480,897
Sundry receivables	3,900,599					3,900,599
<b>Total non-current assets</b>	<b>493,769,384</b>	<b>0</b>	<b>28,598,382</b>	<b>0</b>	<b>0</b>	<b>522,367,767</b>
Sundry receivables					214,141	214,141
Other current financial assets	46,949,181					46,949,181
Cash and cash equivalents	41,743,641			-278,087		41,465,554
Non-current assets held for sale						0
Derivatives						0
<b>Total current assets</b>	<b>88,692,822</b>	<b>0</b>	<b>0</b>	<b>-278,087</b>	<b>214,141</b>	<b>88,628,876</b>
<b>Total assets</b>	<b>582,462,206</b>	<b>0</b>	<b>28,598,382</b>	<b>-278,087</b>	<b>214,141</b>	<b>610,996,643</b>
<b>LIABILITIES</b>						
<b>Portion attributable to the general partner and Class B shareholders</b>	<b>30,459,567</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>30,459,567</b>
Other liabilities	5,444,811					5,444,811
Provision	32,080					32,080
<b>Other non-current liabilities</b>	<b>5,476,891</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5,476,891</b>
Other financial liabilities				70,000		70,000
Trade payables and related accounts				393,381		393,381
Other liabilities				3,545		3,545
<b>Other current liabilities</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>466,926</b>	<b>0</b>	<b>466,926</b>
<b>Total liabilities</b>	<b>35,936,458</b>	<b>0</b>	<b>0</b>	<b>466,926</b>	<b>0</b>	<b>36,403,385</b>
<i>Investment portfolio (1)</i>						
<i>Level 1 - quoted on an active market</i>	182,873,294					
<i>Level 2 - valuation based on techniques using observable market data</i>	318,250,454					
<i>Level 3 - inputs based on unobservable data</i>	9,862,523					



<i>(in euros)</i>	31 December 2013					Total
	Fair value through profit or loss		Loans and receivables	Debts, cash and cash equivalents at amortised cost	Liabilities outside the scope of IAS 39	
	On option	Derivatives				
<b>ASSETS</b>						
Intangible assets						
Investment portfolio (1)	450,885,490		40,240,094			<b>491,125,584</b>
Other financial assets			437,718			<b>437,718</b>
Sundry receivables	3,900,599					<b>3,900,599</b>
<b>Total non-current assets</b>	<b>454,786,089</b>	<b>0</b>	<b>40,677,812</b>	<b>0</b>	<b>0</b>	<b>495,463,901</b>
Sundry receivables					284,482	<b>284,482</b>
Other current financial assets	46,827,261					<b>46,827,261</b>
Cash and cash equivalents	31,568,366			3,680,995		<b>35,249,362</b>
Non-current assets held for sale						<b>0</b>
Derivatives						<b>0</b>
<b>Total current assets</b>	<b>78,395,627</b>	<b>0</b>	<b>0</b>	<b>3,680,995</b>	<b>284,482</b>	<b>82,361,105</b>
<b>Total assets</b>	<b>533,181,716</b>	<b>0</b>	<b>40,677,812</b>	<b>3,680,995</b>	<b>284,482</b>	<b>577,825,006</b>
<b>LIABILITIES</b>						
<b>Portion attributable to the general partner and Class B shareholders</b>	<b>28,305,745</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>28,305,745</b>
Other liabilities	5,850,672					<b>5,850,672</b>
Provision	32,080					<b>32,080</b>
<b>Other non-current liabilities</b>	<b>5,882,752</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>5,882,752</b>
Other financial liabilities				0		<b>0</b>
Trade payables and related accounts				826,168		<b>826,168</b>
Other liabilities				1,355		<b>1,355</b>
<b>Other current liabilities</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>827,523</b>	<b>0</b>	<b>827,523</b>
<b>Total liabilities</b>	<b>34,188,497</b>	<b>0</b>	<b>0</b>	<b>827,523</b>	<b>0</b>	<b>35,016,022</b>
<i>Investment portfolio (1)</i>						
<i>Level 1 - quoted on an active market</i>	134,805,213					
<i>Level 2 - valuation based on techniques using observable market data</i>	347,423,944					
<i>Level 3 - inputs based on unobservable data</i>	8,896,427					



(b) Consolidated income statement

	30 June 2014					Total
	Fair value through profit or loss		Loans and receivables	Financial debt at cost	Non-financial instruments	
	On option	Derivatives				
Changes in fair value (1)	64,394,511		3,926,673			68,321,184
Valuation differences on divestments during the period	-2,573,362		44,359			-2,529,003
Other portfolio income	132,642		0			132,642
<b>Income from portfolio investments</b>	<b>61,953,791</b>	<b>0</b>	<b>3,971,032</b>	<b>0</b>	<b>0</b>	<b>65,924,823</b>
Purchases and other external expenses					-8,565,942	-8,565,942
Taxes, fees and similar payments					-29,091	-726,164
Other income	331,267					331,267
Other expenses					-190,001	-190,001
<b>Gross operating income</b>	<b>62,285,058</b>	<b>0</b>	<b>3,971,032</b>	<b>0</b>	<b>-9,482,107</b>	<b>56,773,983</b>
Portion attributable to Apax France VIII-B Class C unitholders	405,861					405,861
Portion attributable to the general partner and Class B shareholders	-10,084,932					-10,084,932
<b>Net operating income</b>	<b>52,605,987</b>	<b>0</b>	<b>3,971,032</b>	<b>0</b>	<b>-9,482,107</b>	<b>47,094,912</b>
Income from cash investments	482,549					482,549
Net income from sale of marketable securities	21,213					21,213
Related interest, income and expenses	535,070					535,070
Other financial expenses	0					0
<b>Net income attributable to ordinary shareholders</b>	<b>53,644,819</b>	<b>0</b>	<b>3,971,032</b>	<b>0</b>	<b>-9,482,107</b>	<b>48,133,743</b>
<i>Changes in fair value of the portfolio (1)*</i>						
Level 1 - quoted on an active market	45,755,711					
Level 2 - valuation based on techniques using observable market data	21,599,376					
Level 3 - inputs based on unobservable data	966,096					





	31 December 2013					Total
	Fair value through profit or loss		Loans and receivables	Financial debt at cost	Non-financial instruments	
	On option	Derivatives				
Changes in fair value (1)	86,293,535		16,789			<b>86,310,324</b>
Valuation differences on divestments during the period	7,326,465		2,250,479			<b>9,576,944</b>
Other portfolio income	298,045		0			<b>298,045</b>
<b>Income from portfolio investments</b>	<b>93,918,045</b>	<b>0</b>	<b>2,267,268</b>	<b>0</b>	<b>0</b>	<b>96,185,313</b>
Purchases and other external expenses					-16,174,337	<b>-16,174,337</b>
Taxes, fees and similar payments					1,486,624	<b>1,486,624</b>
Other income					4,000	<b>4,000</b>
Other expenses					-205,001	<b>-205,001</b>
<b>Gross operating income</b>	<b>93,918,045</b>	<b>0</b>	<b>2,267,268</b>	<b>0</b>	<b>-14,888,714</b>	<b>81,296,600</b>
Portion attributable to Apax France VIII-B Class C unitholders	-3,073,349					<b>-3,073,349</b>
Portion attributable to the general partner and Class B shareholders	-14,279,219					<b>-14,279,219</b>
<b>Net operating income</b>	<b>76,565,477</b>	<b>0</b>	<b>2,267,268</b>	<b>0</b>	<b>-14,888,714</b>	<b>63,944,031</b>
Income from cash investments	1,415,608					<b>1,415,608</b>
Net income from sale of marketable securities	50,771					<b>50,771</b>
Related interest, income and expenses	533,749					<b>533,749</b>
Other financial expenses	0					<b>0</b>
<b>Net income attributable to ordinary shareholders</b>	<b>78,565,605</b>	<b>0</b>	<b>2,267,268</b>	<b>0</b>	<b>-14,888,714</b>	<b>65,944,160</b>
<i>Changes in fair value of the portfolio (1)*</i>						
Level 1 - quoted on an active market	33,399,900					
Level 2 - valuation based on techniques using observable market data	53,271,789					
Level 3 - inputs based on unobservable data	-361,364					



## 6.7 Changes in fair value

The change in fair value for the first half of 2014 broke down as follows:

<i>(in euros)</i>	<b>30 June 2014</b>	<b>31 December 2013</b>	<b>30 June 2013</b>
Changes in fair value of the portfolio	68,321,184	86,310,324	22,147,858
<b>Total changes in fair value</b>	<b>68,321,184</b>	<b>86,310,324</b>	<b>22,147,858</b>

## 6.8 Investment portfolio

Changes in the portfolio during the first half of the year were as follows:

<i>(in euros)</i>	<b>Portfolio</b>
<b>Fair value as of 31 December 2013</b>	<b>491,125,584</b>
Investments	19,013,669
Changes in shareholder loans	-15,930,995
Divestments	-44,756,150
Changes in fair value	68,321,184
Changes in fair value	-6,787,022
<b>Fair value as of 30 June 2014</b>	<b>510,986,271</b>
Of which positive changes in fair value	74,679,812
Of which negative changes in fair value	-13,145,650

Changes in the Level 3 investment portfolio during the period were as follows:

<i>(in euros)</i>	<b>Portfolio</b>
<b>Fair value as of 31 December 2013</b>	<b>8,896,427</b>
Acquisitions	-
Divestments	-
Change of category	-
Changes in fair value	966,096
<b>Fair value as of 30 June 2014</b>	<b>9,862,523</b>



Changes in the Level 2 investment portfolio during the period were as follows:

<i>(in euros)</i>	<b>Portfolio</b>
<b>Fair value as of 31 December 2013</b>	<b>347,423,944</b>
Acquisitions	120,146
Divestments	-44,105,990
Change of category	-6,787,022
Changes in fair value	21,599,376
<b>Fair value as of 30 June 2014</b>	<b>318,250,454</b>

The line entitled "Change of category" corresponds to the transfer of Maisons du Monde to "Other financial assets".

Valuation methods are based on the determination of fair value as described in paragraph 6.4.

	<b>30 June 2014</b>	<b>31 December 2013</b>
% of listed instruments in the portfolio	35.8%	27.4%
% of listed instruments in NAV	31.8%	24.8%



Portfolio breakdown according to the degree of maturity of the investments:

<i>(in euros)</i>	<b>30 June 2014</b>	<b>31 December 2013</b>
<b>Stage of development</b>		
LBO	431,126,250	432,171,774
Growth capital	76,435,255	56,444,440
Venture capital *	3,424,766	2,509,370
<b>Portfolio total</b>	<b>510,986,271</b>	<b>491,125,584</b>

\* Venture capital: creation/start-up and financing of young companies with proven revenue

<i>(in euros)</i>	<b>30 June 2014</b>	<b>31 December 2013</b>
<b>Sector</b>		
Business & Financial Services	118,364,829	147,810,200
Technology and Telecom	135,341,370	95,490,679
Retail & Consumer	105,090,138	105,232,611
Healthcare	72,287,307	74,278,631
Media	79,902,626	68,313,463
<b>Portfolio total</b>	<b>510,986,271</b>	<b>491,125,584</b>

#### 6.9 Other non-current financial assets

The investment in Maisons du Monde, totalling €7.1m, was removed from the portfolio as of 30 June 2014 and reclassified as "Other non-current financial assets".

#### 6.10 Sundry receivables

This amount corresponds primarily to a receivable for Vizada for a total of €3.9m.

#### 6.11 Other current financial assets

Other financial assets mainly relate to the AARC funds (€31m) and a tax-efficient capitalisation fund (€15.3m). The AARC funds are funds of hedge funds managed by Apax Partners LLP. These funds focus on investing with managers who:

- Heavily weight underlyings such as interest rates, exchange rates and commodities while also investing in energy, shares and convertible bonds.
- Apply investment methodologies which range from a discretionary short-term approach, to fundamental methodologies based on mathematical models and value analysis.



The risks of this investment are the risks linked to the underlying factors noted above, which are highly volatile and therefore pose a high risk of loss of capital. These risks are, however, mitigated by a policy of concentrating the portfolio on a limited number of funds, spreading risks and seeking out non-correlated investments. The unrealised gain on these funds as of 30 June 2014 was €1,000,000.

In 2013, Altamir invested €15m in an Allianz tax-efficient capitalisation fund. Interest on the fund as of 30 June 2014 was €292,220.41.

## 6.12 Cash and cash equivalents

This item broke down as follows:

<i>(in euros)</i>	<b>30 June 2014</b>	<b>31 December 2013</b>	<b>30 June 2013</b>
Marketable securities	41,743,644	31,568,366	61,782,310
Cash on hand	-278,087	3,680,995	3,337,003
<b>Cash and cash equivalents</b>	<b>41,465,554</b>	<b>35,249,362</b>	<b>65,119,312</b>

Marketable securities comprise euro-denominated money-market mutual funds and time deposits.

## 6.13 Shareholders' equity

The number of shares outstanding for each of the categories is presented below:

<i>(number of shares)</i>	<b>30 June 2014</b>		<b>31 December 2013</b>	
	<b>Ordinary shares</b>	<b>Class B shares</b>	<b>Ordinary shares</b>	<b>Class B shares</b>
Shares outstanding at start of year	36,512,301	18,582	36,512,301	18,582
<b>Shares outstanding at end of year</b>	<b>36,512,301</b>	<b>18,582</b>	<b>36,512,301</b>	<b>18,582</b>
Shares held in treasury	26,551	-	18,777	-
<b>Shares outstanding at end of year</b>	<b>36,485,750</b>	<b>18,582</b>	<b>36,493,524</b>	<b>18,582</b>
<b>NAV per ordinary share</b> (cons. shareholders' equity/ordinary shares)	<b>15.75</b>		<b>14.87</b>	



<i>(in euros)</i>	30 June 2014			31 December 2013		
	Ordinary shares	Class B shares	Total	Ordinary shares	Class B shares	Total
Par value at end of year	6.00	10.00		6.00	10.00	
<b>Share capital</b>	<b>219,073,806</b>	<b>185,820</b>	<b>219,259,626</b>	<b>219,073,806</b>	<b>185,820</b>	<b>219,259,626</b>

The dividend paid to the limited shareholders in 2014 for the financial year 2013 was approximately €0.45 (€0.4459 rounded up to €0.45) per ordinary share outstanding (excluding treasury shares). The NAV per ordinary share (excluding treasury shares) was €15.75 as of 30 June 2014 (€14.87 per share as of 31 December 2013).

#### 6.14 Portion attributable to general partner and Class B shareholders

This item broke down as follows:

<i>(in euros)</i>	30 June 2014	31 December 2013
<b>Portion attributable to the general partner and Class B shareholders</b>	<b>30,455,843</b>	<b>28,302,021</b>
Class B warrants	3,724	3,724
<b>Total portion attributable to general partner and Class B shareholders</b>	<b>30,459,567</b>	<b>28,305,745</b>

The change in the portion attributable to the general partner and Class B shareholders during the year is detailed below:

<i>(in euros)</i>	Total
31 December 2013	28,302,021
Amount paid in 2014	-7,931,110
Portion attributable to general partner and Class B shareholders on 2014 earnings	10,084,932
<b>Portion attributable to general partner and Class B shareholders</b>	<b>30,455,843</b>



## 6.15 Other non-current liabilities

Other liabilities (non-current) principally relate to unrealised capital gains owing to the Apax France VIII-B Class C unitholders, based on the fund's performance. These liabilities are due in more than one year.

## 6.16 Provisions

This item contains a provision relating to the additional tax claimed by the French tax authority for the 2011 CVAE tax, which is based on the value-added generated by the company. Altamir has contested this tax liability with the tax authority.

## 6.17 Valuation differences on divestments during the period

<i>(in euros)</i>	<b>30 June 2014</b>	<b>30 June 2013 pro forma</b>
Sale price	42,227,148	35,937,334
Fair value at start of period	44,756,150	30,709,149
<b>Impact on income</b>	<b>-2,529,003</b>	<b>5,228,185</b>
Of which positive price spread on divestments	645,092	5,228,185
Of which negative price spread on divestments	-3,174,095	-

A change in the accounting method for income related to the divestment of financial (investment) instruments was adopted in the second half of 2013. As a result of this amendment, the Company has prepared pro forma accounts for 2012 and the first half of 2013 in order to ensure consistency of presentation between the two financial years. This change in accounting method only alters the composition of the individual lines making up the income from portfolio investments and does not affect the total income itself.

Explanation of the change in method: in the past, income related to financial instruments was systematically written down, as the Company considered that the fair value and the divestment price included this income. Nevertheless, from an accounting point of view, the portion of the price corresponding to this interest was recorded on divestment in "Other portfolio income" rather than in "Valuation differences on divestments during the year". This led to the Company systematically presenting a loss on divestment offset by "other income", meaning that the income statement was misleading. Therefore, in order to better reflect the economic reality of its transactions, the Company has amended its IFRS accounting policies such that on divestment, the portion of the transaction price corresponding to "income from financial instruments" is considered to form an integral part of the divestment price.

By following this approach, the divestment price matches the fair value of the investment sold.



## 6.18 Other portfolio income

Other portfolio income is detailed as follows:

<i>(in euros)</i>	<b>H1 2014</b>	<b>H1 2013 pro forma</b>
Dividends	132,642	127,369
<b>Total</b>	<b>132,642</b>	<b>127,369</b>

Pro forma accounts have been prepared following the change in method set out in paragraph 6.16.

## 6.19 Purchases and other external expenses (including taxes)

Purchases and other external expenses broke down as follows:

<i>(in euros)</i>	<b>H1 2014</b>	<b>H1 2013</b>
<u>Direct fees including taxes (1)+(2):</u>	4,939,823	5,301,402
Altamir Gérance fees (1)	3,939,534	6,686,385
Other fees and expenses (2)	1,000,289	1,042,888
<u>Indirect fees including taxes (3):</u>	-	-
Apax VIII-B and Apax VIII LP (3)	3,626,119	2,954,723
<b>TOTAL EXPENSES AND EXTERNAL PURCHASES (A) = (1)+(2)+(3)</b>	<b>8,565,942</b>	<b>8,256,125</b>
Investment at historical cost	317,572,515	327,934,707
Commitment to the Apax funds	339,720,000	339,720,000
<b>TOTAL CAPITAL COMMITTED AND INVESTED (B)</b>	<b>657,292,515</b>	<b>667,654,707</b>
<b>(A)/(B)</b>	<b>1.3%</b>	<b>1.2%</b>
<b>(A)/ANR</b>	<b>1.5%</b>	<b>1.7%</b>

(1) Fees charged by the Management Company and related companies

(2) Fees specific to the listed company

(3) Fees and management costs of the funds in which the company has invested

In H1 2014, fees and management expenses, including taxes, represented 1.3% of capital committed and invested and 1.5% of NAV.

## 6.20 Taxes, fees and similar payments

The balance of €0.7m in this account corresponds to the 3% tax on dividends paid in 2014 on 2013 earnings.





## 6.21 Other income

As Maisons du Monde was reclassified in "Other non-current financial assets", the change in the fair value of this investment was recognised in "Other income".

## 6.22 Other expenses

The balance in this account corresponds primarily to attendance fees paid in 2014.

## 6.23 Related interest, income and expenses

The positive €535k balance in this account was due to a change in unrealised gains on the AARC funds (€352k) and on the Allianz tax-efficient capitalisation fund (€185k).

## 6.24 Sensitivity

Altamir does not use derivative instruments to hedge or gain exposure to market risks (share prices, interest rates, currencies or credit).

### *(a) Risks related to fluctuations in listed share prices*

- Risks related to listed share prices of portfolio companies

It is not Altamir's primary objective to invest in the shares of listed companies. However, Altamir may hold listed shares as a result of initial public offerings of companies in which it holds an interest, or it may receive them as payment of the sale price of equity interests in its portfolio. These securities may, on occasion, be subject to lock-up clauses signed at the time of the IPO. Even without such clauses, Altamir may deem it appropriate to keep newly listed shares in its portfolio for a certain period of time to possibly obtain a better valuation in due course, although there can be no guarantee of such an objective being achieved. Moreover, Altamir does not rule out investing directly or indirectly in the capital of a company on the sole grounds that it is listed on the stock exchange, provided that the company falls within the scope of its investment strategy.

As a result, Altamir holds a certain number of listed shares, either directly or indirectly through holding companies, and may therefore be affected by a downturn in the market prices of these companies' shares. A drop in the market price at a given moment would result in the decrease of the portfolio valuation and of the Net Asset Value of the Company. Such a drop would be recognised in the income statement as a loss under "Changes in fair value of the portfolio".

A drop in market prices might also affect realised capital gains or losses when such shares are sold by Altamir.

Listed companies made up 35.8% of the portfolio as of 30 June 2014 (27.40% as of 31 December 2013) or 31.8% of the total Net Asset Value (24.80% as of 31 December 2013). These are shares of



portfolio companies listed on the stock market or obtained as payment for divestments or as a result of LBOs on listed companies.

A 10% drop in the market prices of these listed securities would have an impact of €22.7m on the valuation of the portfolio as of 30 June 2014.

In addition, some unlisted securities are valued in part on the basis of peer-group multiples, and in part on multiples of recent private transactions.

Moreover, a change in the market prices of the comparable companies does not represent a risk, because although these comparables provide an element for calculating the fair value at a given date, the final value of the investments will be based on private transactions, unlisted by definition, in which the strategic position of the companies or their ability to generate cash flow takes precedence over the market comparables. For information, valuation sensitivity to a decline of 10% of the multiples of comparable listed companies amounts to €24m.

*(b) Interest rate risks*

- Risks related to LBO transactions

In the context of leveraged transactions, Altamir is indirectly subject to the risk of an increase in the cost of debt and the risk of not obtaining financing or being unable to finance the planned new transactions at terms that ensure a satisfactory return.

- Risks associated with other financial assets and liabilities

Financial assets that have an interest rate component include current accounts, and securities such as bonds issued by companies in the investment portfolio. These financial assets are assumed to be redeemed or converted at maturity. As a result, they do not present any interest rate risk per se.

Altamir has no significant financial liabilities subject to interest rate risk.

*(c) Currency risk*

The objective of Altamir is to invest primarily in France or in the euro zone. However, some investments made by Altamir to date are indirectly denominated in foreign currencies, and consequently their value may vary according to exchange rates.

As of 30 June 2014, the only assets denominated in foreign currencies were the shares and debts of six portfolio companies, which represented €14.2m, or 2.97% of total assets (€12.3m, or 2.81% of total assets as of 31 December 2013).

The portfolio's exposure by currency was as follows:

<b>30 June 2014</b>	
<b>Equity investments</b>	<b>Sundry receivables</b>



	<b>Canadian Dollars (CAD)</b>	<b>Canadian Dollars (CAD)</b>
Assets in euros	4,279,289	
Liabilities		
<b>Net position before management</b>	<b>4,279,289</b>	<b>0</b>
Off-balance-sheet position		
<b>Net position after management</b>	<b>4,279,289</b>	<b>0</b>
<b>Impact in euros of a 10% change in the exchange rate</b>	<b>427,929</b>	<b>0</b>

	<b>Equity investments US Dollars (USD)</b>	<b>Sundry receivables US Dollars (USD)</b>
Assets in euros	9,946,880	3,897,599
Liabilities		
<b>Net position before management</b>	<b>9,946,880</b>	<b>3,897,599</b>
Off-balance-sheet position		
<b>Net position after management</b>	<b>9,946,880</b>	<b>3,897,599</b>
<b>Impact in euros of a 10% change in the exchange rate</b>	<b>994,688</b>	<b>389,760</b>

	<b>31 December 2013</b>	
	<b>Equity investments Canadian Dollars (CAD)</b>	<b>Sundry receivables Canadian Dollars (CAD)</b>
Assets in euros	2,673,440	
Liabilities		
<b>Net position before management</b>	<b>2,673,440</b>	<b>0</b>
Off-balance-sheet position		
<b>Net position after management</b>	<b>2,673,440</b>	<b>0</b>
<b>Impact in euros of a 10% change in the exchange rate</b>	<b>267,344</b>	<b>0</b>



	<b>Equity investments US Dollars (USD)</b>	<b>Sundry receivables US Dollars (USD)</b>
Assets in euros	9,675,810	3,897,599
Liabilities		
<b>Net position before management</b>	<b>9,675,810</b>	<b>3,897,599</b>
Off-balance-sheet position		
<b>Net position after management</b>	<b>9,675,810</b>	<b>3,897,599</b>
<b>Impact in euros of a 10% change in the exchange rate</b>	<b>967,581</b>	<b>389,760</b>

Altamir does not hedge against currency fluctuations, because the foreign exchange impact is not material with respect to the expected gains on the securities in absolute value.

#### 6.25 Earnings per share

The weighted average number of shares outstanding reflects the exclusion of treasury shares.

<b>Basic earnings per share</b>	<b>H1 2014</b>	<b>H1 2013</b>
<b>Numerator (in euros)</b>		
Income for the period attributable to ordinary shareholders	<b>48,133,743</b>	<b>18,051,640</b>
<b>Denominator</b>		
Number of shares outstanding at start of year	36,512,301	36,512,301
Effect of treasury shares	-22,664	-34,248
Effect of capital increase	-	-
<b>Weighted average number of shares during the year (basic)</b>	<b>36,489,637</b>	<b>36,478,054</b>
<b>Earnings per share (basic)</b>	<b>1.32</b>	<b>0.49</b>
<b>Earnings per share (diluted)</b>	<b>1.32</b>	<b>0.49</b>

#### 6.26 Related parties

In accordance with IAS 24, related parties are as follows:

##### (a) Shareholder



Apax Partners SA as the investment advisor and Altamir Gérance as the Management Company invoiced the Company for total fees of €3,939,534, including tax, in H1 2014 (€8,526,019 including tax in all of 2013).

The amount remaining payable as of 30 June 2014 was €32,633 (468,202 as of 31 December 2013).

*(b) Associated companies*

A significant influence is presumed when the equity interest of the Company exceeds 20%.

Investments subject to significant influence are not accounted for by the equity method, as allowed under IAS 28, but they constitute related parties. The closing balances and transactions for the period with these companies are presented below:

<i>(in euros)</i>	<u>H1 2014</u>	<u>H1 2013</u>
<b>Income statement</b>		
Valuation differences on divestments during the period	-	5,153,142
Changes in fair value	44,263,978	25,791,380
Other portfolio income	-	-
<b>Balance sheet</b>		
Investment portfolio	<u>232,206,778</u>	<u>187,688,613</u>
Sundry receivables	3,897,599	3,897,599

*(c) Principal directors*

Attendance fees paid to members of the Supervisory Board totalled €190,000 in H1 2014 (€205,000 in all of 2013).



## 6.27 Contingent liabilities

The contingent liabilities of the Company broke down as follows:

<i>(in euros)</i>	<b>30 June 2014</b>	<b>31 December 2013</b>
Irrevocable purchase obligations (investment commitments)	28,421,500	0
Other long-term obligations (liability guarantees and other)	1,809,624	2,351,401
<b>Total</b>	<b>30,231,124</b>	<b>2,351,401</b>
Altamir's investment commitments in Apax France VIII-B	128,428,204	128,428,204
Altamir's investment commitments in Apax France VIII LP	45,115,111	45,180,000
<b>Total</b>	<b>203,774,439</b>	<b>175,959,605</b>

The tables above reflect the maximum commitment in Apax VIII LP and Apax France VIII-B.

For information, Altamir has committed to investing €60m in Apax VIII LP. As of 30 June 2014, the amount invested was €14.9m.

For information, Altamir has committed to investing €279.7m in Apax France VIII-B. As of 30 June 2014, the amount invested was €151.3m.

### *(a) Investment commitments*

<b>Companies</b>	<b>Commitments as of 31/12/2013</b>	<b>Investments during the period</b>	<b>Commitments cancelled as of 30/06/14</b>	<b>New commitments as of 30/06/14</b>	<b>Commitments as of 30/06/14</b>
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#### **Listed shares**

#### **Unlisted shares**

SK FireSafety Group *	0			28,400,000	28,400,000
ETAI (DigitalInvest2) *	0			21,500	21,500
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>28,421,500</b>	<b>28,421,500</b>



*(b) Liability guarantees and other commitments*

**Liability guarantees**

The Apax France VIII-B fund has committed, until 31 December 2019, to participate in an increase in the capital of Orthofin I (Amplitude) if the outcome of tax litigation leads to covenants being broken. The share of Apax France VIII-B, and thus of Altamir, is €558,479.

The following commitment is included in the financial statements and is presented below for information:

- A portion of the proceeds from the sale of Mobsat Group Holding was placed in escrow by Chrysaor and the managers' holding companies. Altamir's share of the escrow balance was €9,666,771 as of 31 December 2011, based on a €/€ exchange rate of 1.2939. Altamir recognises part of this escrow balance as a receivable from Chrysaor. The first instalment, of one-third of the escrow balance, was released after six months, in June 2012. The two remaining tranches, representing a total of €4,683,151 based on a €/€ exchange rate of 1.369, will be released in December 2014 (25%), and in December 2016 (the remaining 75%).

**Other off-balance-sheet commitments**

Altamir carries out LBO transactions via special-purpose acquisition companies (SPACs).

If the underlying target company is listed, the debt is guaranteed by all or part of that company's assets.

When the share price of these companies falls, and the average share price over a given period drops below a certain threshold, the SPACs become responsible for meeting collateral or margin calls. This involves putting cash in escrow in addition to the collateralised securities so as to maintain the same collateral-to-loan ratio ("collateral top-up clause"). In the event of default, banks may demand repayment of all or part of the loan. This collateral is furnished by the shareholders of the SPACs, including Altamir, in proportion to their share in the capital. They have no impact on Altamir's revenue and NAV (listed companies are valued on the last trading day of the period), but can tie up part of its cash.

Conversely, when the share price of these companies rises, all or part of the balance in escrow is released, and the calls repaid.

Sensitivity:

- a 10% or 20% drop in the average market prices of these listed securities compared to the calculation performed on 30 June 2014 would trigger no collateral call for Altamir.

A commitment was given to certain managers of Thom Europe and Infopro to repurchase their shares and obligations in the event of their departure. These commitments do not represent a significant risk that would require recognition of a provision for risks and contingencies.

A commitment to sell all of the shares of Groupe Royer was extended to Financière Royer and will be exercisable from January 1, 2015 until January 3, 2019.



A commitment was given to certain managers of Snacks Développement to repurchase their shares in the event of their departure.

A guarantee designed to cover tax risks was provided to Bain Capital as part of the divestment of Maisons du Monde. The amounts guaranteed by Altamir decline as follows: €1,251,145 until 31 December 2014 and €652,771 until 31 December 2015. In the event the guarantee is called, the amount will be deducted from the seller financing Altamir has with Magnolia (BC) Luxco.

### **Other income to be received**

As part of the sale of Buy Way to Chenavari Investment Managers, two earn-outs may be received in March 2015 and March 2016, based on insurance income.

### **Pledged securities**

- Securities pledged to Palatine Bank:

As of 30 June 2014, 400,000,000 A1 units, 400,000,000 A2 units and 400,000,000 A4 units in the Apax France VIII-B fund were pledged to Palatine Bank:

- to support two credit lines totalling €8m, undrawn as of 30 June 2014.

The pledged securities cover 150% of the amounts granted based on the valuation of the units in the Apax France VIII-B fund as of 27 September 2013.

- Securities pledged to Transatlantique Bank:

As of 30 June 2014, 657,894,737 A units in the Apax France VIII-B fund were pledged to Transatlantique Bank:

- - to support a credit line of €5m, undrawn as of 30 June 2014.

The pledged securities cover 150% of the amounts granted based on the valuation of the units in the Apax France VIII-B fund as of 31 December 2012.

- Securities pledged to the bank CIC:

As part of the acquisition of the INSEEC group, the Apax France VIII-B fund has pledged all of the financial instruments that it holds in Insignis SAS and Insignis Management SAS to the lenders of the LBO debt represented by ECAS as Agent.

As part of the acquisition of the Texa group, the Apax France VIII-B fund has pledged all of the financial instruments that it holds in Trocadero Participations SAS and Trocadero Participations II SAS to the lenders of the LBO debt represented by CIC as Agent.