Petershill Partners

Operated by Goldman Sachs Assets Management

INTERIM RESULTS STATEMENT

For the six months ended 30 June 2024

GOOD STRATEGIC PROGRESS AND POSITIVE EARNINGS MOMENTUM

Key Highlights

- Strong first half results with double digit growth in Partner Fee Related Earnings with good momentum in asset raising and growth in Aggregate Fee-paying AuM. We completed a number of strategic acquisitions and disposals, further focusing the Company on private market strategies, and continue to return significant capital to shareholders. We reiterate our guidance for 2024.
- Higher Adjusted Profit After Tax[1] for the six months ended 30 June 2024.
  - Total income of $146m (1H 2023: $138m) and Adjusted EBIT[1] of $128m (1H 2023: $120m) with Adjusted Profit After Tax[1] of $94m (1H 2023: $68m) and Adjusted EPS[1] of 8.5 cents (1H 2023 6.0 cents).
  - IFRS Profit After Tax of $136m (1H 2023: $112m) and IFRS EPS of 12.3 cents (1H 2023: 9.9 cents), includes the unrealised change in the carrying value of investments.
- Completed four acquisitions totalling $205m including the previously announced acquisition of a stake in Kennedy Lewis Investment Management and additional interests in three existing Partner-firms.
- Sold a partial interest in AKKR back to management totalling $51m, a slight premium to the fair value at 31 December 2023.
- Total capital return of $222m during the first half 2024, including 2023 final dividend payment of $113m, tender offer of $103m[2] and $6m buyback.
- Announcement of a special dividend of 9.0 cents (USD) per share, equivalent to $97m, reflecting the majority return of the upfront cash proceeds relating to the sale of the stake in LMR Partners announced on 4 September 2024, in addition to an interim dividend of 5.0 cents (USD) per share.

- Partner Distributable Earnings (DE)[3] of $140m, up 12% (1H 2023: $125m).
  - Partner Fee Related Earnings (FRE)[3] of $112m, up 13% (1H 2023: $99m).
    - Net management fees[3] 14% higher year-on-year and 16% higher year-on-year gross of transaction fees and offsets[3]
    - Partner FRE margin[3] of 58% (1H 2023: 59%)
  - Partner Realised Performance Revenues (PRE)[3] of $19m, up 27% (1H 2023: $15m).
  - PRE as a percentage of Partner Revenues[3] 9% (1H 2023: 8%), and 13% based on last twelve months (LTM) to June 2024 (LTM June 2023: 22%).
  - Partner Private Markets Accrued Carried Interest[3] at $696m, 14% higher year-on-year (1H 2023: $608m).

- Robust Partner-firm asset raising and AuM growth with $14bn gross fee eligible assets raised in the first half 2024.
  - Aggregate Partner-firm AuM[3] of $332bn and Aggregate Fee-paying AuM[3] of $238bn, up 11% and 21% respectively year-over-year.
  - $8bn of fee-eligible assets at 30 June 2024 are expected to turn on and generate revenues in future periods.

- Balance Sheet and capital return remain strong.
  - Free cash flow (FCF)[1] conversion increased to 123% (1H 2023: 105%) supporting growth and the progressive dividend policy.
  - Investments at fair value were $5.5bn at 30 June 2024, an increase of 5% since the year end (31 December 2023: $5.3bn)
  - Cash and investments in money market funds totalling $97m at June 2024 (31 December 2023: $305m).
  - Book value per share[1] of 439 cents at June 2024 (31 December 2023: 431 cents).
  - Purchased 2.6m Ordinary Shares for $6m through 30 June 2024 as part of the $50m buyback programme announced in March 2023. A total of $32m of the announced $50m programme was completed which was terminated and replaced with the tender offer, which purchased 37.9m Ordinary Shares for $103m and completed in June 2024.

Ali Raissi-Dehkordy and Robert Hamilton Kelly commented:

“During the first six months of 2024, we were pleased with our Partner-firms’ ability to raise $14 billion of fee eligible assets, despite the challenging fund-raising environment. The robust asset raising and growth in Fee-Paying AuM has translated into good growth in gross management fees and FRE during the period. We also completed $205m of acquisitions during the period, including a stake in the alternative credit manager Kennedy Lewis Investment Management which further diversifies our AuM exposure across private market strategies. The recently announced disposal of our stake in LMR Partners is consistent with our strategy and increases the focus on private market strategies and demonstrates our ability to exit positions at or above carrying value.

The Board continues to focus on capital efficiency and has announced a special dividend payment to shareholders of 9.0 cents (USD) per share, in addition to the tender offer we completed during the period and our progressive dividend. Whist economic uncertainty persists and may impact near term PRE and Investment Income, we remain confident in our diverse portfolio of high-quality Partner-firms, which combined with our high profitability margin, significant level of accrued performance revenues and strong cash conversion, underpins our strategy for growth and capital return to shareholders”.

1. Financial measure defined as Alternative Performance Measure, or (“APM”). Further information on APMs on page 36.
2. Excludes capitalised costs of $3.4m.
3. Partner-firm key operating metric. Refer to the glossary on page 33 for additional information.

2024 Guidance

- $20 - $25bn organic fee-eligible AuM raise and realisations of $5 - $10bn in fee-paying AuM.
- $200 - $230m full year Partner FRE.
- PRE of 15% - 30% of total Partner Revenues.
- Acquisitions in 2024 expected to be in-line with medium-term range of $100 - $300m per annum.
- 85% - 90% Company Adjusted EBIT margin.

Subsequent Events

Subsequent to the period end, the Company completed the disposal of its stake in LMR Partners for total consideration of up to $258m, with the accounting fair value of the sale consideration at closing marginally above the carrying value of the investment in LMR Partners as at 31 December 2023 which was $195m. The transaction is consistent with Petershill Partners' strategic focus on private market alternative asset firms. The impact of the sale is not expected to have a material impact on Partner FRE given the majority of earnings going forward from LMR Partners were expected to consist of PRE. Transaction costs relating to the disposal of LMR Partners of approximately $3m are expected to be incurred during 2H 2024.

Interim Dividend

The Board has approved an interim dividend payment of 5.0 cents (USD) per share, in-line with our policy of the interim dividend being one-third of the prior full year dividend per share, payable on 31 October 2024 to shareholders on the register as at close of business on 27 September 2024, with ex-dividend date of 26 September 2024. Shareholders should note that the default payment currency is USD, however, shareholders can elect to have their dividends paid in either GBP or EUR. The last day for currency elections to be registered is 11 October 2024. Currency elections should be submitted via CREST[1] in the usual manner.

Special Dividend

The Board has approved a special dividend payment of 9.0 cents (USD) per share, payable on 31 October 2024 to shareholders on the register as at close of business on 27 September 2024, with ex-dividend date of 26 September 2024. Shareholders should note that the default payment currency is USD, however, shareholders can elect to have their dividends paid in either GBP or EUR. The last day for currency elections to be registered is 11 October 2024. Currency elections should be submitted via CREST[1] in the usual manner.

1. CREST: Certificates Registry for Electronic Share Transfer – electronic system for holding securities.

MANAGEMENT RESULTS

	For the six months ended 30 June	
	2024 $m	2023 $m
Income		
Partner Fee Related Earnings[1]	**111.7**	99.1
Partner Realised Performance Revenues[1]	**19.3**	15.1
Partner Realised Investment Income[1]	**9.3**	10.6
Total Partner Distributable Earnings[1]	**140.3**	**124.8**
Interest income	**6.0**	13.2
Total Income	**146.3**	**138.0**
Operating costs		
Board of Directors' fees and expenses	**(0.8)**	(0.8)
Operator charge	**(10.5)**	(9.4)
Profit sharing charge	**(0.7)**	–
Other operating expenses	**(5.9)**	(8.2)
Total operating costs	**(17.9)**	**(18.4)**
Adjusted Earnings Before Interest and Tax (EBIT)	**128.4**	**119.6**
Finance income	**0.3**	–
Finance cost	**(17.3)**	(18.6)
Adjusted Earnings Before Tax (EBT)	**111.4**	**101.0**
Tax and tax related expenses	**(17.7)**	(32.6)
Adjusted profit after tax	**93.7**	**68.4**
Reconciliation of Adjusted profit after tax to IFRS profit for the period after tax		
Adjusted profit after tax	**93.7**	68.4
▪ Movement in financial assets and liabilities held at fair value	**72.3**	48.3
▪ Divestment fee expense	**(17.8)**	(5.7)
▪ Transaction costs[2]	**(1.1)**	–
▪ Non-recurring operating credit[3]	**–**	1.2
▪ Change in liability for Tax Receivables Agreement	**(0.9)**	(15.5)
▪ Adjustment for Tax and tax related expenses[4]	**(10.2)**	15.7
IFRS profit for the period after tax	**136.0**	**112.4**

1. Partner-firm key operating metrics. Refer to the glossary on page 33 for additional information.
2. 2024 amount includes $1.1m of deal transaction costs.
3. 2023 amount includes $1.2m in relation to a VAT reclaim.
4. Includes deferred tax (expense) / credit related to movement in financial assets and liabilities held at fair value.

KEY PARTNER-FIRM METRICS

Petershill Partners Operating Metrics

		As at 30th June			As at 30th June		
		2024	2023	Δ	**2024**	2023	Δ
Aggregate Partner-firm AuM	($bn)	**332**	300	11%	332	300	11%
Aggregate Fee-paying Partner-firm AuM	($bn)	**238**	196	21%	238	196	21%
Ownership Weighted Partner-firm AuM	($bn)	**40**	37	8%	40	37	8%
Ownership Weighted Fee-Paying Partner-firm AuM	($bn)	**30**	26	15%	30	26	15%

		For the six months ended 30th June			For the last twelve months ended 30th June		
		2024	2023	Δ	**2024**	2023	Δ
Partner Blended Net Management Fee Rate	(%)	**1.35%**	1.27%	8 bps	1.35%	1.33%	2 bps
Implied Blended Partner-firm FRE Ownership	(%)	**12.6%**	13.6%	-100 bps	12.9%	13.5%	-60 bps
Partner Net Management and Advisory Fees	($m)	**192**	169	14%	373	343	9%
Management Fees	($m)	**202**	174	16%	384	347	11%
Fee Offsets	($m)	**(11)**	(10)	10%	(18)	(25)	(28%)
Transaction and Advisory Fees	($m)	**1**	5	(80%)	7	21	(67%)
Partner Fee Related Expenses	($m)	**(80)**	(70)	14%	(157)	(141)	11%
Partner FRE	($m)	**112**	99	13%	216	202	7%
Partner Realised Performance Revenues (PRE)	($m)	**19**	15	27%	59	101	(42%)
Partner Realised Investment Income	($m)	**9**	11	(18%)	33	24	38%
Partner Distributable Earnings	($m)	**140**	125	12%	308	327	(6%)
Partner FRE Margin	(%)	**58%**	59%	-1 pts	58%	59%	-1 pts
Partner Distributable Earnings Margin	(%)	**64%**	64%	0 pts	66%	70%	-4 pts
Partner Realised PRE as a percentage of Partner Revenue	(%)	**9%**	8%	1 pt	13%	22%	-9 pt
Partner Realised PRE over Average Aggregate Performance Fee Eligible Partner-firm AuM*	(bps)	**0.7 bps**	0.6 bps	0.1 bps	2.1 bps	3.9 bps	-1.8 bps

* Realised Performance Fee Revenues for the period divided by the Average Aggregate Performance Fee Eligible Partner-firm AuM. The Average Aggregate Performance Fee Eligible Partner-firm AuM represents the average of the beginning and ending period stated.

Petershill Partners Operating Metrics***

		30 Jun 2024	31 Mar 2024	31 Dec 2023	30 Sep 2023	30 Jun 2023	YTD** Δ
Aggregate Partner-firm AuM	($bn)	332	312	304	303	300	9%
Aggregate Fee-paying Partner-firm AuM	($bn)	238	225	221	197	196	8%
Average Aggregate Fee-paying Partner-firm AuM*	($bn)	215	207	201	193	190	7%
Aggregate Performance Fee Eligible Partner-firm AuM	($bn)	294	281	275	276	274	7%
Average Aggregate Performance Fee Eligible Partner-firm AuM*	($bn)	280	274	270	265	258	4%
Additional metrics:							
Partner Private Markets Accrued Carried Interest	($m)	696	661	615	613	608	13%
Investment Capital	($m)	398	423	423	398	398	(6%)

* Average Aggregate AuM figures represent the twelve month mean and use the start and each quarter end of the reporting period adjusted for acquisitions and dispositions where applicable.

** Percentage change relative to 31 December 2023.

*** Represents key Operating Metrics that reflect data reported to the Operator on a three-month lag.

DETAILS OF RESULTS PRESENTATION

There will be a call for investors and analysts at 9.00am BST today, 17 September 2024, hosted by Ali Raissi-Dehkordy, Adam Van de Berghe and Gurjit Kambo to discuss these results, followed by a Q&A session.

All interested parties are invited to participate via telephone or the audio webcast. Please click here to access the webcast.

Conference Call Information:

Domestic: +44(0) 330-165-3658
Domestic Freephone: 0800-279-7165
International: +1-929-477-0449
International Tollfree: 800-289-0572
Conference ID: 3387188

All participants are asked to dial in approximately 5-10 minutes prior to the call, referencing “Petershill Partners” when prompted.

Replay Information:

An archived replay of the call will be available on the webcast link.

Please direct any questions regarding obtaining access to the conference call to Petershill Partners Investor Relations, via e-mail, at PHP-Investor-Relations@gs.com Analyst / Investor enquiries:

Gurjit Kambo	+44 (0) 207 051 2564

Media enquiries:

Brunswick Group	phll@brunswickgroup.com
Simone Selzer	+44 (0) 207 404 5959

ABOUT PETERSHILL PARTNERS

Petershill Partners plc (the “Company” or “Petershill Partners”) and its Subsidiaries (the “Group”) is a diversified, global alternatives investment group focused on private equity and other private capital strategies. Through our economic interests in alternative asset management firms (“Partner-firms”), we provide investors with exposure to the growth and profitability of the alternative asset management industry. The Company completed its initial acquisition of the portfolio of Partner-firms on 28 September 2021 and was admitted to listing and trading on the London Stock Exchange on 1 October 2021 (ticker: PHLL). The Company is operated by Goldman Sachs Asset Management (“Goldman Sachs” or the “Operator”) and is governed by a diverse and fully independent Board of Directors (the “Board”).

Through our Partner-firms, we have exposure to $332 billion of Aggregate Partner-firm AuM, comprising a diverse set of more than 250 long-term private equity and other private capital funds where capital is typically locked in over a multi-year horizon. These underlying funds generate recurring management fees and the opportunity for meaningful profit participation over the typical weighted average 8+ year lifecycle of such funds. We believe our approach is aligned with the founders and managers of our Partner-firms and, as a result, allows the Company to participate in these income streams in a way that provides high-margin, diversified and stable cash flows for our shareholders.

For more information, visit https://www.petershillpartners.com/homepage.html. Information on the website is not incorporated by reference into this press release and is provided merely for convenience.

THE OPERATOR'S REPORT

The Company's purpose is to give investors the opportunity to participate in the growth of the alternative asset management industry. Despite the industry's reputation for complexity, the Company's model is simple. Investors share in the fees generated by first-class Partner-firms that manage alternative investments predominantly in private markets and other unquoted assets.

To assist readers, we refer throughout this section to adjusted measures which the Company considers to be Alternative Performance Measures or APMs and Operating Metrics. APMs are non-IFRS measures that analyse our performance, using a variety of measures that are not specifically defined under IFRS; while Operating Metrics are non-IFRS measures that are based on the performance of the Partner-firms which are not related to the Group's financial statements.

APMs and Operating Metrics are used by the Directors and the Operator to analyse the business and financial performance, track the Company's progress, and help develop long-term strategic plans and they also reflect more closely the cash flow of the Company. The Directors believe that these APMs and Operating Metrics are useful to investors, analysts and other interested parties as supplemental measures of performance and liquidity.

Definitions of APMs and Operating Metrics, along with reconciliations to the relevant IFRS measures for APMs, where appropriate, can be found in the Glossary of Key Operating Metrics on pages 33 to 35 and Alternative Performance Measures on pages 36 to 39.

The IFRS numbers discussed and presented below include changes in fair value of investments, and it should be noted that, while permitted, it is not the Company's core strategy to exit or realise these investments. Therefore, management results are also presented, excluding the change in investments at fair value through profit and loss and related divestment fee expense.

The Company's results for the six months ended 30 June 2024 represent the period from 1 January 2024 through 30 June 2024 and are presented with comparative data for the six months ended 30 June 2023.

Company Performance

The Company's income increased for the first six months of 2024 due to higher Ownership Weighted Fee-Paying Partner-firm AuM driving a 16% year-on-year increase in management fees with Partner Fee Related Expenses increasing by 14%. Partner Fee Related Earnings increased 13%, Partner Performance Related Earnings increased 27% and Partner Realised Investment Income decreased 18%, resulting in an overall increase in Partner Distributable Earnings of 12% compared to the first six months of 2023. Fund-raising by Partner-firms was robust despite a challenging asset raising environment. The $14 billion fee-eligible AuM raised in the first half 2024 is attributable to the high quality of our Partner-firms and the diversification of our portfolio. Aggregate Partner-firm AuM grew 11% to $332 billion and Aggregate Fee-paying AuM grew 21% to $238 billion year-over-year. Ownership Weighted Partner-firm AuM increased 8% to $40 billion and Ownership Weighted Partner-firm Fee-paying AuM increased 15% to $30 billion.

The Company's revenue model combines three types of income from Partner-firms: management fee income, performance fee income and investment income. Of these three, management fee income in particular provides stable, recurring profits. Management fee income for the first six months was $112 million (1H 2023: $99 million), performance fee income was $19 million (1H 2023: $15 million), and investment income was $9 million (1H 2023: $11 million).

The IFRS Profit for the period after tax was $136 million (1H 2023: $112 million) equating to an Earnings Per Share (EPS) of 12.3 cents (1H 2023: 9.9 cents). This includes an increase in financial assets and liabilities held at fair value of $72 million (1H 2023: $48 million), a divestment fee expense of $18 million (1H 2023: $6 million), transaction costs of $1 million (1H 2023: $nil), non-recurring operating expenses of $nil (1H 2023: $1 million credit), change in liability towards Tax Receivables Agreement of $1 million (1H 2023: $16 million), an increase in deferred tax of $23 million (1H 2023: $nil) and excludes an expected payment towards the Tax Receivables Agreement of $12 million (1H 2023: $16 million).

The Company's Adjusted Profit after tax[1] was $94 million (1H 2023: $68 million). The Company's Adjusted EBIT[1] for the period was $128 million (1H 2023: $120 million), resulting in an Adjusted EBIT margin[1] of 88% (1H 2023: 87%). This highlights the key characteristics of Petershill Partners as a business with significant growth of capital, delivering stable and recurring revenues with a highly efficient Adjusted EBIT margin and significant cash flow.

Dividends

The Board expects to operate a progressive dividend policy which will reflect earnings growth over time. The Board reviews the distributable reserves periodically, including consideration of any material changes since the most recent audited financial statements, ahead of proposing any dividend. The interim dividend is set to one-third of the prior year's annual dividend per share amount, and the final dividend proposed is set at a level to reach the distribution for the year.

The Company paid a 2023 final dividend of $113 million (1H 2023: $125 million) or 10.1 cents per share (1H 2023: 11.0 cents) to shareholders during the six months ended 30 June 2024.

The Board has approved an interim dividend payment of 5.0 cents (USD) per share payable on 31 October 2024 to shareholders on the register as at close of business on 27 September 2024, with ex-dividend date of 26 September 2024. Shareholders should note that the default payment currency is USD, however, shareholders can elect to have their dividends paid in either GBP or EUR. The last day for currency elections to be registered is 11 October 2024. Currency elections should be submitted via CREST in the usual manner.

The Board has also approved a special dividend payment of 9.0 cents (USD) per share payable on 31 October 2024 to shareholders on the register as at close of business on 27 September 2024, with ex-dividend date of 26 September 2024. Shareholders should note that the default payment currency is USD, however, shareholders can elect to have their dividends paid in either GBP or EUR. The last day for currency elections to be registered is 11 October 2024. Currency elections should be submitted via CREST in the usual manner.

1. Financial measure defined as Alternative Performance Measure, or ("APM"). Further information on page 36.

Investments at Fair Value through Profit or Loss

	For the six months ended 30 June 2024 $m
At beginning of period	**5,254.7**
Investments (includes new, follow on, and prior commitments, net of disposals)	173.6
Change in fair value of investments through profit and loss	66.7
At end of period	**5,495.0**

The fair value of the Company's investments in Partner-firms as of 30 June 2024 was $5,495 million (31 December 2023: $5,255 million). The increase in fair value was predominately due to the impact of net investment activity. During the six months ended 30 June 2024, the Company made an acquisition in Kennedy Lewis Investment Management and additional investments in three other existing Partner-firms and disposed fully of its holding of FORT Investment Management and partially of its holdings of Accel-KKR LLC.

In addition, there was an increase in the fair value of investments through profit and loss of $67 million for the six months ended 30 June 2024 (1H 2023: $54 million). The fair value of the Company's investments in Partner-firms is determined using both earnings multiples and discounted cash flow techniques, which are common industry approaches. In valuing the investments, key assumptions include estimates of future AuM growth, expected management and performance fee margins, expected current and future underlying fund returns and timing of realisations. The weighted average discount rate used to value private markets fee related earnings decreased modestly to 12.6% as of 30 June 2024 from 13.0% as of 31 December 2023. The weighted average discount rate used to value private markets performance fee related earnings increased modestly to 25.4% for the six months ended 30 June 2024 (31 December 2023: 25.2%). Refer to Note 3, Investments at fair value through profit or loss, beginning on page 24 for additional details.

Cash and Investments in Money Market Funds

The Company's balance sheet is strong and well-capitalised with sufficient cash and money market investments to support its operational needs. On 14 December 2023, the Company entered into a fixed term deposit of $150 million, which matured on 15 March 2024. The Company had $47 million in cash and cash equivalents (31 December 2023: $243 million) held at its custodian, which has a credit rating of AA and $50 million invested in money market funds (31 December 2023: $62 million) with a credit rating of AAA for both the current and comparative periods.

Borrowing

The Company has $500 million of long-term, unsecured debt with an effective interest rate of 6.2% and a range of maturities between August 2029 and August 2042. This debt was issued in 2022 and the proceeds were used to retire $350 million of notes outstanding at the time.

On 6 January 2023 the Company entered into a $100 million revolving credit facility with a term of three years. The Company is subject to a fee on the drawn and undrawn amounts. The rate for any drawn amount is based on a reference rate plus a spread. The interest rate on the revolving credit facility is subject to changes in market interest rates. During the six months ended 30 June 2024, the Company did not draw down on the revolving credit facility. Any interest expense incurred is included in finance cost.

Deferred Payment Obligations

Certain investments in Partner-firms are purchased with deferred payment terms, including certain acquisitions noted above. These deferred payment obligations represent amounts owed by the Company at various dates in the future. When the Company enters into deferred payment obligations, a portion of the purchase price is recognised as finance cost through the settlement of the payables under the effective interest method. The interest rate used is based on the reasonable borrowing rate for the Company at the time of the transaction. For the first six months ended 30 June 2024, the Company incurred finance costs including $3 million (1H 2023: $3 million) arising from deferred payment obligations.

Deferred Consideration Receivable

Certain investments in Partner-firms have been sold in the six months ended 30 June 2024 with deferred payment terms. This deferred consideration represents amounts owed to the Company at various dates in the future. When the Company enters into a deferred consideration agreement, a portion of the sale price is recognised as finance income through the settlement of the receivables under the effective interest method. The interest rate used is based on the reasonable borrowing rate for the Company at the time of the transaction. For the first six months ended 30 June 2024, the Company earned finance income included $0.3 million (1H 2023: $nil) arising from deferred consideration receivable.

Contingent assets and liabilities at fair value through profit or loss

When certain investments in Partner-firms are purchased or sold, it is probable that the Company may have to pay or receive additional consideration based on the underlying terms of the purchase or sale agreement respectively. As a result of deal transactions, the Company has recorded a contingent liability of $4 million at 30 June 2024 (31 December 2023: $6 million) representing a portion of the total consideration which is probably payable in connection with its purchases of investments in certain Partner-firms, based on the Partner-firms' ability to raise capital or meet certain revenue thresholds as defined in the investment agreements. In addition, the Company has recorded a contingent asset of $3 million at 30 June 2024 (31 December 2023: $nil) representing a portion of the total consideration which is probably receivable in connection with its sale of investments in certain Partner-firms.

Tax Receivable Agreement

The Company entered into a Tax Receivables Agreement as part of the Initial Acquisition on 28 September 2021. The agreement provides for the payment of 75% of cash tax savings, if any, in U.S. federal, state and local income tax that the Company actually realises. The cash tax savings are defined as the difference between the taxes actually due, and the taxes due had there been no step-up in tax basis from the Initial Acquisition. The Company expects these payments to arise over a period of at least 15 years. The value of these estimated payments was $176 million at 30 June 2024 (31 December 2023: $175 million) assuming an 18% discount rate and using the Company's most recent projections relating to the estimated timing of the payments. The change in liability for the Tax Receivables Agreement was $1 million (1H 2023: $16 million).

The Company makes annual payments in relation to the Tax Receivables Agreement. The amount of the payment estimated in relation the full year of 2024 is approximately $25 million, of which the 1H portion is expected to be $12 million (1H 2023: $16 million).

Refer to note 3 on page 96 of the 2023 Annual Report for additional information.

Operating Expenses

Operating expenses were $37 million (1H 2023: $23 million). Included in operating expenses for the six months ended 30 June 2024 was $18 million expense (1H 2023: $6 million) related to the fee payable on the divestment of investments. The accrual is calculated and charged to the income statement based on the fair value of the Company's investment in Partner-firms at the balance sheet date. Divestment fees only become payable once gains are realised. The Operator is entitled to such divestment fee calculated at 20% of the realised profit on the exit of an investment. Although the Company does not intend to exit all of its investments, an accrual is reflected representing an amount that would be payable if the Company were to exit all of its investments. At 30 June 2024, the fee payable on divestment of investments was $113 million (31 December 2023: $95 million). No payment was made in the six months ended 30 June 2024.

Excluding the accrual of the divestment fee, operating expenses were $19 million (1H 2023: $17 million).

The Operator is entitled to a fee (Operator charge) of 7.5% of Income from investments in Partner-firms. The Operator charge for the period was $11 million (1H 2023: $9 million).

The Operator is entitled to a Profit Sharing Charge on a quarterly basis. The Profit Sharing Charge is equal to 20% of total income from investments in Partner-firms, as defined under IFRS, from new investments made post admission, in the relevant quarter and only after a two-year ownership period from the date on which the investment is closed, and subject to the relevant investment achieving an investment return of at least 6.0 per cent. The Profit Sharing Charge for the period was $0.7 million (1H 2023: $nil).

The Directors' fees and expenses for the period were $0.8 million (1H 2023: $0.8 million). Fees paid to Directors for the period are unchanged in local currency.

Other operating costs included transaction costs of $1 million (1H 2023: $nil) and other operating expenses of $6 million (1H 2023: $8 million).

The Adjusted EBIT margin for the period was 88% (1H 2023: 87%) reflecting the relatively low cost to operate the Company.

Finance Cost

The finance cost for the six months ended 30 June 2024 was $17 million (1H 2023: $19 million). Finance cost primarily comprised the interest expense of the Company's $500 million unsecured debt. Also included in the finance cost for the six months ended 30 June 2024 is an amount of $3 million (1H 2023: $3 million) of imputed interest relating to deferred payment obligations and a fee of $0.7 million relating to the $100m revolving credit facility (1H 2023: $1 million).

Tax Expense

The Company's tax charges comprise primarily certain taxes in the United States (where the 2024 federal corporate tax rate was 21% and state and local taxes may vary) as well as certain taxes in the United Kingdom (where the 2024 corporate tax rate was 25%). Accordingly, the effective tax rate payable by the Company may vary from year to year based on the geographic mix and nature of the income earned by the Company. Notably, a substantial amount of income derived from Management fee income will be subject to United States federal corporate tax as well as applicable state and local taxes. Income derived from Performance fee income and Investment income may be subject to taxes in the jurisdiction in which the investment in the Partner-firm is held, including the United Kingdom.

As a result of the above considerations, as well as the items discussed above under "Tax Receivables Agreement", the Company calculates tax and related expenses and its Adjusted tax and related expense rate by combining the estimated payment under the Tax Receivables Agreement and the current tax.

Current tax expenses comprise obligations to tax authorities related to current period reporting. Deferred tax expenses arise with respect to temporary differences between carrying amounts of assets and liabilities and their tax bases.

Analysis of Tax

	For the six months ended 30th June	
Analysis of tax	**2024 $m**	2023 $m
Analysis of tax on profit		
Current tax	**5.4**	16.8
Deferred taxation	**22.5**	0.1
Tax expense	**27.9**	16.9

The tax expense does not include the related expected payments under the Tax Receivables Agreement for the period. The amount of the payment estimated in relation the full year of 2024 is approximately $25 million, of which the 1H portion is expected to be $12 million (1H 2023: $16 million).

The tax and related expenses[1] for the period, which considers both the current tax and the expected payment under the Tax Receivable Agreement ("TRA") were $18 million (1H 2023: $33 million) and the adjusted tax and tax related expense rate[1] was 15.9% (1H 2023: 32.3%). The amount in 2023 included $13 million related to estimates from the prior period and excluding that amount, tax and related expenses for 1H 2023 were $20 million and the Adjusted tax and tax related expense rate for 1H 2023 was 19.4%.

1. Financial measure defined as Alternative Performance Measure, or ("APM"). Further information on page 36.

Capital

At 30 June 2024, the Company's issued share capital comprised of 1,081,708,167 ordinary shares (31 December 2023: 1,122,202,824). During the six months ended 30 June 2024, the Company purchased 2.6 million Ordinary Shares (1H 2023: 1.8 million) for $6 million (1H 2023: $4 million), including transaction costs, as part of its share buyback programme which commenced in 2023 and was subsequently terminated in April 2024 to facilitate the tender offer. The Company also purchased 37.9 million Ordinary Shares for $107 million including transaction costs under a tender offer completed in June 2024.

Total shareholders' funds were $4,744 million as at 30 June 2024 (31 December 2023: $4,834 million). As at 30 June 2024, there were retained earnings of $3,043 million (31 December 2023: $3,133 million). These retained earnings include the change in fair value of investments for the period of $67 million (31 December 2023: $227 million) which does not contribute to realised profits.

During the six months ended 30 June 2024, the Company paid dividends totalling $113 million and bought back Ordinary Shares from the share buyback programme and share tender totalling $113 million, including transaction costs, resulting in a reduction in capital of $226 million from aggregate capital return to shareholders.

As at 30 June 2024, approximately 80% (31 December 2023: 77%) of Petershill Partners plc shares are held by long-dated private funds managed by Goldman Sachs Asset Management. Goldman Sachs Asset Management is the manager of these shares and exercises discretion over how and when they could be sold in the future, on behalf of the investors in those funds.

Subsequent Events

On 16 September 2024, the Board of Directors approved an interim dividend of 5.0 cents (USD) per share with respect to the six months ended 30 June 2024. The record date for the dividend is 27 September 2024 and the payment date is 31 October 2024.

On 16 September 2024, the Board of Directors also approved a special dividend payment of 9.0 cents (USD) per share. The record date for the dividend is 27 September 2024 and the payment date is 31 October 2024.

PARTNER-FIRM PERFORMANCE FOR THE SIX MONTHS ENDED 30 JUNE 2024 (CONTINUING OPERATOR'S REPORT)

Key Operating Metrics

We provide detail on our Partner-firms in our Key Operating Metrics as this gives investors insight into the revenues and revenue model of the Company.

For the six months ended 30 June 2024, fundraising continued across the Company's Partner-firms with Aggregate Fee-paying Partner-firm AuM growing 8% to $238 billion, when compared to 31 December 2023. Ownership weighted Fee-paying AuM grew 7% to $30 billion for the six months ended 30 June 2024 (31 December 2023: $28 billion). Strong Aggregate Partner-firm AuM and Aggregate Fee-paying AuM growth are the basis for future earnings development and highlight the positive operating dynamics and pricing power of our high-quality Partner-firms. This growth has translated into robust, recurring, and high-quality earnings from our Partner-firms – with first half Partner Distributable Earnings of $140 million, an increase of 12% compared to the comparable period in 2023 (1H 2023: $125m).

Petershill Partners is not reliant on any one firm, one fund-raising, one track record, or one brand. Our approach is to invest in a range of high-quality, high-performing alternative asset management firms, who manage a diverse range of funds, giving the Company stable, high-quality, recurring earnings.

Our total AuM for the six months ended 30 June 2024 comprised over 250 funds, spanning private equity, absolute return and other private capital funds, with a weighted average life cycle of 8+ years. That means their capital is locked in for an average duration of 8 years, generating recurring management fees and the opportunity for meaningful profit participation throughout this time. We believe our long-term approach differentiates us and provides for enhanced alignment with the key principals at each Partner-firm and, as a result, allows the Company to participate in their income streams in a way that provides high-margin, diversified and stable cash flows for our shareholders.

Partner Fee Related Earnings (FRE)

Partner FRE, drawn from management fees, increased 13% for the six months ended 30 June 2024 to $112 million (1H 2023: $99 million), reflecting a 16% increase in management fees to $202 million (1H 2023: $174 million), resulting from the increase in Ownership Weighted Partner Fee-paying AuM over the period. Partner Fee Related Expenses were $80 million, up 14% (1H 2023: $70 million), broadly in-line with the growth in Partner Net Management and Advisory Fees. Partner FRE margin was 58%, compared with 59% for the six months ended 30 June 2023.

Transaction and advisory fees were $1 million for the six months ended 30 June 2024, down from $5 million for the six months ended 30 June 2023. Whilst there were signs of a recovery in the transaction environment during the first half of 2024, the timing of transactions closing can impact the level of fees generated in a single period. Partner Net Management and Advisory Fees during 1H 2024 totalled $192 million, an increase of 14% (1H 2023: $169 million). The Partner Blended Net Management Fee Rate was 1.35% (1H 2023: 1.27%).

Partner Realised Performance Revenues (PRE)

PRE, which represents direct participation in the upside performance of Partner-firms' funds and products, increased period-over-period to $19 million for the six months ended 30 June 2024 compared to $15 million during 1H 2023, a steady recovery reflecting a continued muted realisation environment. $18 million was attributable to the private markets strategy for the six months ended 30 June 2024 (1H 2023: $15 million). 9% of total Partner Revenue for the six months ended 30 June 2024 was derived from PRE (1H 2023: 8%).

Partner-firms manage a variety of performance fee-eligible funds at different stages of their life cycle. Due to this diversification, the Company anticipates that Realised Performance Revenues will be earned regularly from a wide range of funds going forward, with a range of 15% – 30% of total Partner-firm revenues over the medium term, assuming market conditions and environment are broadly supportive.

Partner Private Markets Accrued Carried Interest was $696 million at 30 June 2024, an increase of 14% compared with the $615 million at 31 December 2023.

Partner Realised Investment Income

As an owner in the Partner-firms, the Company shares in a percentage of the investment and balance sheet income of the Partner-firms and realises this through a number of direct positions in the funds of underlying Partner-firms, known as Realised Investment Income. This totalled $9 million for the six months ended 30 June 2024, slightly below the $11 million in 1H 2023.

Principal Risks and Uncertainties

The Company's underlying investments are high-risk and illiquid assets within the alternative investment industry. Its principal risks are therefore related to revenue generated by the alternative asset managers in which the Company invests and the performance of the Partner-firms, their funds, and the products they manage. The Operator seeks to mitigate these risks through active engagement and action as outlined in the Acquisition Strategy and Investment Policy on pages 25 to 27 of the 2023 Annual Report and by carrying out due diligence work on potential targets before entering into any investments. The Company's business model involves the acquisition of non-control investments in independent Partner-firms, and although the Company has certain controls as part of contractual rights, the Company does not control the risk tolerance of the underlying Partner-firms.

The Board thoroughly considers the process for identifying, evaluating and managing any significant risks faced by the Company on an ongoing basis, and these risks are reported and discussed at Board meetings. The Board ensures that effective controls are in place to mitigate these risks and that a satisfactory compliance regime exists to ensure all applicable local and international laws and regulations are upheld.

The key areas of risk faced by the Company are the following:

1. Alternative asset industry risk;
2. Partner-firm revenue risk;
3. Investment diligence risk;
4. Macroeconomic risk;
5. Regulatory risk;
6. Key person risk;
7. Operator, administrator and service provider resiliency and performance risk;
8. Partner-firm reporting risk;
9. Cyber / information security risk.
10. Liquidity risk

The principal risks and uncertainties of the Company remain those identified in further detail in the 2023 Annual Report.

The principal risks and uncertainties outlined above remain the most likely to affect the Company and its investments in the second half of the year.

Statement of Directors' Responsibilities in Respect of the Interim Results Statement

The Directors are responsible for preparing this Interim Results Statement in accordance with applicable laws and regulations. The Directors confirm that to the best of their knowledge:

The unaudited condensed interim consolidated financial statements have been prepared in accordance with UK adopted IAS 34 Interim Financial Reporting and in accordance with the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and

The Operator's Report includes a fair review of the information required by:

- DTR 4.2.7R of the Disclosure Guidance and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the interim Financial Statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and
- DTR 4.2.8R of the Disclosure Guidance and Transparency Rules, being material related party transactions that have taken place in the first six months of the year and that have materially affected the financial position or the performance of the entity during that period; and any changes in the related party transactions described in the 2023 Annual Report that could do so.

The Directors of Petershill Partners plc are listed on pages 48 to 49 of the 2023 Annual Report. A list of current Directors is maintained on the Company's website which can be found at www.petershillpartners.com.

On behalf of the Board

Naguib Kheraj
Chairman

16 September 2024

INDEPENDENT REVIEW REPORT TO PETERSHILL PARTNERS PLC

Report on the condensed interim consolidated financial statements

Our conclusion

We have reviewed Petershill Partners plc's condensed interim consolidated financial statements (the "interim financial statements") in the Interim Results Statement of Petershill Partners plc for the 6 month period ended 30 June 2024 (the "period").

Based on our review, nothing has come to our attention that causes us to believe that the interim financial statements are not prepared, in all material respects, in accordance with UK adopted International Accounting Standard 34, 'Interim Financial Reporting' and the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority.

The interim financial statements comprise:

- the Condensed Interim Consolidated Statement of Financial Position as at 30 June 2024;
- the Condensed Interim Consolidated Statement of Comprehensive Income for the period then ended;
- the Condensed Interim Consolidated Statement of Changes in Equity for the period then ended;
- the Condensed Interim Consolidated Statement of Cash Flows for the period then ended; and
- the explanatory notes to the Condensed Interim Consolidated Financial Statements.

The interim financial statements included in the Interim Results Statement of Petershill Partners plc have been prepared in accordance with UK adopted International Accounting Standard 34, 'Interim Financial Reporting' and the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority.

Basis for conclusion

We conducted our review in accordance with International Standard on Review Engagements (UK) 2410, 'Review of Interim Financial Information Performed by the Independent Auditor of the Entity' issued by the Financial Reporting Council for use in the United Kingdom ("ISRE (UK) 2410"). A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We have read the other information contained in the Interim Results Statement and considered whether it contains any apparent misstatements or material inconsistencies with the information in the interim financial statements.

Conclusions relating to going concern

Based on our review procedures, which are less extensive than those performed in an audit as described in the Basis for conclusion section of this report, nothing has come to our attention to suggest that the Directors have inappropriately adopted the going concern basis of accounting or that the Directors have identified material uncertainties relating to going concern that are not appropriately disclosed. This conclusion is based on the review procedures performed in accordance with ISRE (UK) 2410. However, future events or conditions may cause the Group to cease to continue as a going concern.

Responsibilities for the interim financial statements and the review

Our responsibilities and those of the Directors

The Interim Results Statement, including the interim financial statements, is the responsibility of, and has been approved by the Directors. The Directors are responsible for preparing the Interim Results Statement in accordance with the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority. In preparing the Interim Results Statement, including the interim financial statements, the Directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

Our responsibility is to express a conclusion on the interim financial statements in the Interim Results Statement based on our review. Our conclusion, including our Conclusions relating to going concern, is based on procedures that are less extensive than audit procedures, as described in the Basis for conclusion paragraph of this report. This report, including the conclusion, has been prepared for and only for the Company for the purpose of complying with the Disclosure Guidance and Transparency Rules sourcebook of the United Kingdom's Financial Conduct Authority and for no other purpose. We do not, in giving this conclusion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers LLP
Chartered Accountants
London
16 September 2024

CONDENSED INTERIM CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

For the six months ended 30 June 2024

	Note	**For the six months ended 30 June 2024 (Unaudited) $m**	For the six months ended 30 June 2023 (Unaudited) $m
Income			
Income from investments in Partner-firms derived from:	2		
Management fee income		**111.7**	99.1
Performance fee income		**19.3**	15.1
Investment income		**9.3**	10.6
Total income from investments in Partner-firms		**140.3**	124.8
Interest income from investments in money market funds	3	**4.4**	13.2
Interest income from other assets	4	**1.6**	–
Total interest income		**6.0**	13.2
Total income		**146.3**	138.0
Movement in financial assets and liabilities held at fair value			
Change in investments at fair value through profit or loss	3	**66.7**	48.3
Change in contingent consideration at fair value through profit or loss	3	**5.6**	–
Total movement in financial assets and liabilities held at fair value		**72.3**	48.3
Expenses			
Board of Directors' fees and expenses	16	**(0.8)**	(0.8)
Operator charge	5, 16	**(10.5)**	(9.4)
Profit sharing charge	5, 16	**(0.7)**	–
Divestment fee expense	5, 16	**(17.8)**	(5.7)
Other operating expenses		**(7.0)**	(7.0)
Total expenses		**(36.8)**	(22.9)
Operating profit for the period		**181.8**	163.4
Finance income / (expense)			
Finance income	3	**0.3**	–
Finance cost	7	**(17.3)**	(18.6)
Change in liability for Tax Receivables Agreement	16	**(0.9)**	(15.5)
Total finance income / (expense)		**(17.9)**	(34.1)
Profit for the period before tax		**163.9**	129.3
Tax expense	6	**(27.9)**	(16.9)
Profit for the period after tax		**136.0**	112.4
Profit and total comprehensive income for the period		**136.0**	112.4
Profit and total comprehensive income attributable to:			
Equity holders of the Company		**136.0**	112.4
Earnings per share			
Basic and diluted earnings per share (cents)	8	**12.27**	9.90

The accompanying notes on pages 20 to 32 form an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 30 June 2024

	Note	**30 June 2024 (Unaudited) $m**	31 December 2023 (Audited) $m
Non-current assets			
Investments at fair value through profit or loss	3	**5,495.0**	5,254.7
Contingent consideration at fair value through profit or loss	3	**3.2**	–
Deferred consideration receivable	3	**12.2**	–
		5,510.4	5,254.7
Current assets			
Investments in money market funds at fair value through profit or loss	3	**49.6**	62.3
Cash and cash equivalents	4	**47.1**	242.9
Deferred consideration receivable	3	**11.4**	–
Trade and other receivables	9	**92.3**	127.4
		200.4	432.6
Total assets		**5,710.8**	5,687.3
Non-current liabilities			
Unsecured notes payable	10	**494.1**	493.8
Deferred payment obligations	2, 3	**34.9**	7.3
Liability for Tax Receivables Agreement	16	**151.0**	150.5
Contingent consideration at fair value through profit or loss	3	**–**	3.9
Deferred tax liability	6	**30.7**	8.2
Fee payable on divestment of investments	5, 16	**112.6**	94.8
		823.3	758.5
Current liabilities			
Trade and other payables		**6.4**	6.9
Deferred payment obligations	2, 3	**91.5**	44.6
Interest payable	11	**10.0**	10.0
Profit sharing charge payable	5, 16	**0.4**	0.1
Operator charge payable	5, 16	**6.3**	6.6
Contingent consideration at fair value through profit or loss	3	**4.0**	2.5
Liability for Tax Receivables Agreement	16	**24.6**	24.2
		143.2	94.9
Total liabilities		**966.5**	853.4
Net assets		**4,744.3**	4,833.9
Equity			
Share capital	12	**10.8**	11.2
Share premium	12	**–**	–
Other reserve	12	**1,689.6**	1,689.6
Capital redemption reserve	12	**0.9**	0.5
Retained earnings	13	**3,043.0**	3,132.6
Total shareholders' funds		**4,744.3**	4,833.9
Number of ordinary shares in issue at period / year end	12	**1,081,708,167**	1,122,202,824
Net assets per share (cents)	14	**438.59**	430.75

The condensed interim consolidated financial statements (unaudited) of the Group were approved and authorised for issue by the Board of Directors on 16 September 2024 and signed on its behalf by:

Naguib Kheraj
Chairman

Mark Merson
Director

The accompanying notes on pages 20 to 32 form an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the six months ended 30 June 2024 (unaudited)

	Note	**Share capital $m**	**Share premium $m**	**Other reserve $m**	**Capital redemption reserve $m**	**Retained earnings $m**	**Total $m**
Opening net assets attributable to shareholders at 1 January 2024		**11.2**	**–**	**1,689.6**	**0.5**	**3,132.6**	**4,833.9**
Repurchase and cancellation of Ordinary Shares	12	**(0.4)**	**–**	**–**	**0.4**	**(112.5)**	**(112.5)**
Dividends paid	15	**–**	**–**	**–**	**–**	**(113.1)**	**(113.1)**
Profit and total comprehensive income		**–**	**–**	**–**	**–**	**136.0**	**136.0**
Closing net assets attributable to shareholders at 30 June 2024		**10.8**	**–**	**1,689.6**	**0.9**	**3,043.0**	**4,744.3**

For the six months ended 30 June 2023 (unaudited)

	Note	Share capital $m	Share premium $m	Other reserve $m	Capital redemption reserve $m	Retained losses $m	Total $m
Opening net assets attributable to shareholders at 1 January 2023		11.4	3,346.7	1,689.6	0.3	(328.7)	4,719.3
Repurchase and cancellation of Ordinary Shares	12	(0.1)	–	–	0.1	(3.5)	(3.5)
Dividends paid	15	–	–	–	–	(124.9)	(124.9)
Share premium cancellation	12	–	(3,346.7)	–	–	3,346.7	–
Profit and total comprehensive income		–	–	–	–	112.4	112.4
Closing net assets attributable to shareholders at 30 June 2023		11.3	–	1,689.6	0.4	3,002.0	4,703.3

The accompanying notes on pages 20 to 32 form an integral part of these condensed interim consolidated financial statements.

CONDENSED INTERIM CONSOLIDATED STATEMENT OF CASH FLOWS

For the six months ended 30 June 2024

	Note	**For the six months ended 30 June 2024 (Unaudited $m)**	For the six months ended 30 June 2023 (Unaudited $m)
Cash flows from operating activities			
Profit for the period before tax		**163.9**	129.3
Adjustments to reconcile operating profit for the financial period to net cash flows from operating activities:			
Reinvestment of income from investments in Partner-firms		**(19.5)**	(23.9)
Movement in investments at fair value through profit or loss	3	**(66.7)**	(48.3)
Movement in trade and other receivables		**29.2**	26.1
Movement in trade and other payables		**0.3**	(5.2)
Movement in fee payable on divestment of investments	5	**17.8**	5.7
Movement in profit sharing charge payable	5	**0.3**	–
Movement in operator charge payable	5	**(0.3)**	(16.3)
Movement in contingent consideration at fair value through profit or loss	3	**(5.6)**	–
Finance income / expense		**17.9**	34.1
Purchase of investments in money market funds	3	**(663.3)**	(122.8)
Sale of investments in money market funds	3	**680.5**	166.4
Reinvested interest income from investments in money market funds	3	**(4.4)**	(13.2)
Taxes paid		**(7.4)**	(8.2)
Net cash inflows from operating activities		**142.7**	123.7
Cash flows from investing activities			
Purchase of investments at fair value through profit or loss		**(124.2)**	(45.2)
Disposal of investments at fair value through profit or loss		**26.2**	–
Net cash outflows from investing activities		**(98.0)**	(45.2)
Cash flows from financing activities			
Dividends paid	15	**(113.1)**	(124.9)
Interest expense payments	11	**(14.1)**	(14.1)
Repayment and cancellation of share capital	12	**(113.3)**	(3.5)
Payment under Tax Receivables Agreement	16	**–**	(8.5)
Net cash outflows from financing activities		**(240.5)**	(151.0)
Net decrease in cash and cash equivalents during the period		**(195.8)**	(72.5)
Cash and cash equivalents at the beginning of the period		**242.9**	97.6
Cash and cash equivalents at the end of the period		**47.1**	25.1
Non-cash investing activities			
In kind distribution of investments at fair value through profit or loss		**0.7**	–

The accompanying notes on pages 20 to 32 form an integral part of these condensed interim consolidated financial statements.

NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

For the six months ended 30 June 2024

1. General Information

Petershill Partners plc (the "Company") is a company limited by shares, incorporated, registered and domiciled in England and Wales, whose shares are publicly traded on the main market of the London Stock Exchange. The unaudited condensed interim consolidated financial statements of Petershill Partners plc for the period from 1 January 2024 to 30 June 2024 comprise the Company, its subsidiaries and its indirect subsidiaries together referred to as the "Group".

The Company was incorporated, registered and domiciled in England and Wales under the UK Companies Act 2006 (as amended) as a private company limited by shares under the name Delta Epsilon Limited on 24 March 2021 with the registered number 13289144. On 12 August 2021, the Company was re-registered as a public limited company as Delta Epsilon plc, and on 2 September 2021, the Company was renamed Petershill Partners plc.

2. Basis of preparation and significant accounting policies

i. Basis of preparation

The unaudited condensed interim consolidated financial statements of the Group have been prepared and approved by the Board of Directors in accordance with the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority and IAS 34 Interim Financial Reporting as adopted for use in the UK. The unaudited condensed interim consolidated financial statements should be read in conjunction with the 2023 Annual Report and Financial Statements (together "Annual Report") prepared and approved by the Board of Directors in accordance with UK-adopted International Accounting Standards ("IFRS") and with the requirements of the Companies Act 2006 as applicable to companies reporting under those standards.

The unaudited condensed interim consolidated financial statements are presented to the nearest million United States Dollar ($m), the functional and reporting currency of the Company.

The financial information for the six months ended 30 June 2024 contained within this half year financial report does not constitute statutory accounts as defined in section 434 of the Companies Act 2006. The statutory accounts for the year to 31 December 2023 have been reported on by PricewaterhouseCoopers LLP and delivered to the Registrar of Companies. The report of the auditors (i) was unqualified, (ii) did not include a reference to any matters which the auditors drew attention by way of emphasis without qualifying their report, and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

The unaudited condensed interim consolidated financial statements have been prepared on a going concern basis under the historical cost convention, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss.

The principal accounting policies are set out below.

Certain figures for the six months ended 30 June 2023 in the Condensed Interim Consolidated Statement of Financial Position and Condensed Interim Consolidated Statement of Cash Flows have been re-categorised to conform to current year presentation. The Operator charge payable has been disaggregated from Trade and other payables. This re-categorisation did not have any impact on the consolidated financial result for the six months ended 30 June 2024 and 30 June 2023.

ii. Significant accounting policies

The accounting policies applied by the Group for the unaudited condensed interim consolidated financial statements are consistent with those described on pages 84 to 95 of the 2023 Annual Report. There was no change in the current period to the critical accounting estimates and judgements applied in 2023, which are stated on pages 95 to 97 of the 2023 Annual Report. On 1 January 2024, there was a restructure of the Group and the accounting policies as disclosed in the 2023 Annual Report have been consistently applied to account for the restructure. Further information on the restructure is disclosed in notes 2(viii) and 16.

iii. Segmental reporting

As discussed in the 2023 Annual Report, the Operator serves as the Group's alternative investment fund manager for purposes of the UK Alternative Investment Fund Managers Regulations and EU Alternative Investment Fund Managers Directive, and pursuant to the Operator Agreement has delegated its portfolio management functions to the Investment Manager, which has further delegated the provision of portfolio management services to the Investment Advisor. The Investment Advisor, acting as the chief operating decision-maker, is responsible for allocating resources and assessing performance of the operating segments. The management of the Group including assessment of performance, budgets and liquidity is managed for the portfolio as a whole and not by discrete segments. Hence, the Investment Advisor has concluded that the Group is organised into one main operating segment.

For the six months ended 30 June 2024, the Group derived 83% (1H 2023: 90%) of its current income from North America and the remaining 17% (1H 2023: 10%) from Europe. 90% (31 December 2023: 91%) of the Group's non-current assets are located in North America and the remaining 10% (31 December 2023: 9%) are located in Europe.

iv. Related parties

The Group restructure, as noted in notes 2(viii) and 16, resulted in changes to the Group's related parties. There was no change to the overall amounts or timing of transactions with related parties. Further information is disclosed in note 5.

v. Share capital

Financial instruments issued by the Company are treated as equity if the holder has only a residual interest in the assets of the Company after the deduction of all liabilities. The Company's Ordinary Shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares ("Share issue costs") are shown as a deduction against proceeds from share premium.

The cost of repurchasing Ordinary Shares including the related stamp duty and transactions costs is charged to Retained earnings and dealt with in the Unaudited Condensed Interim Consolidated Statement of Changes in Equity. Share repurchase transactions are accounted for on a trade date basis. The nominal value of ordinary share capital and Redeemable Deferred Shares repurchased and cancelled is transferred out of 'Share capital' and into the 'Capital redemption reserve'.

vi. New and amended standards and interpretations

Accounting standards and interpretations have been published and will be mandatory for the Group's and Company's accounting periods beginning on or after 1 January 2024 or later periods. The following are the new or amended accounting standards or interpretations applicable to the Group.

- Disclosure of Accounting Policies - Amendments to IAS 1 and IFRS Practice Statement 2 – Non-current Liabilities with Covenants (issued October 2022 and effective for annual periods beginning on or after 1 January 2024); and
- Amendments to IAS 1 – Classification of Liabilities as Current or Non-current (issued January 2020 and effective for annual periods beginning on or after 1 January 2024).

These amendments have been adopted and the impact of these amendments to the Company and the Group is not material.

Certain amendments to the accounting standards have been published that are not mandatory for 30 June 2024 reporting periods and have not been early adopted by the Group. These amendments are not expected to have a material impact to the Company and the Group in the current or future reporting periods or on foreseeable future transactions.

- Amendments to IFRS 9 and IFRS 7 – Classification and Measurement of Financial Instruments (issued May 2024 and effective for annual periods beginning on or after 1 January 2026); and
- IFRS 18 – Presentation and Disclosure in Financial Statements (issued April 2024 and effective for annual periods beginning on or after 1 January 2027).

vii. Assessment of investment entity

The Board of Directors has determined that the Company and its Subsidiaries are not an investment entity and therefore the Company's financial statements have been prepared on a consolidated basis, as required by IFRS 10 'Consolidated Financial Statements'. Accordingly, the Company has not applied the provisions of Para 31 of IFRS 10 that requires an investment company to measure its investment in subsidiaries at fair value through profit or loss. Instead, the Company will consolidate the subsidiaries that it controls.

Please refer to page 92 of the 2023 Annual Report for a detailed discussion.

viii. Basis of consolidation of subsidiaries

IFRS 10 requires a parent to consolidate the subsidiaries that it controls. Consolidation of the subsidiaries shall begin from the date the parent obtains control of the subsidiaries and ceases when the parent loses control of the subsidiaries. A parent controls the subsidiaries when the parent is exposed, or has rights, to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries.

The Company consolidates its subsidiaries to the extent it is exposed or has rights to variable returns from its involvement with the subsidiaries and has the ability to affect those returns through its power over the subsidiaries.

The unaudited condensed interim consolidated financial statements of the Group include the accounts of the Company and its subsidiaries listed below. Refer to page 92 and 93 of the 2023 Annual Report for a detailed discussion of the basis of consolidation of Subsidiaries. There have been no changes in the basis of consolidation of subsidiaries since 31 December 2023.

Name of Subsidiary	Registered office	Purpose	**Interest as at 30-Jun-24**	Interest as at 31-Dec-23
Held directly				
Petershill Partners Ltd[1]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%
Petershill Partners II Ltd[1]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%
Petershill Partners, Inc.[1]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners II, Inc.[1,3]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	–
Held indirectly				
PHP DE 1 LP[2,3]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	–
PHP DE 2 LP[2,3]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	–
PHP C1 LP[2,3]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	–
PHP C2 LP[2,3]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	–
Petershill Partners GP Sub I Series LLC[4]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners GP Sub II Series LLC[4]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners GP Sub III Series LLC[4]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Petershill Partners GP Sub IV Series LLC[4]	251 Little Falls Drive Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
PHP Aggregator GP Ltd[5]	One Nexus Way Camana Bay, KY1-9005, Cayman Islands	General Partner of Cayman domiciled Petershill holding companies	**100%**	100%
Cook Holdings Series LLC[6]	251 Little Falls Drive, Wilmington, DE 19808, United States of America	Investment holding company	**100%**	100%
Knight Holdings Series LLC[6]	251 Little Falls Drive, Wilmington, DE 19808, United States of America States of America	Investment holding company	**100%**	100%
Lyndhurst Holdings LP[6]	One Nexus Way, Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%
Plum Holdings LP[6]	One Nexus Way, Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%
Peasy Holdings LP[6]	One Nexus Way, Camana Bay, KY1-9005, Cayman Islands	Investment holding company	**100%**	100%

1. Referred to as Petershill Subsidiaries.
2. Referred to as Petershill Splitter Subsidiaries.
3. Acquired by the Group on 1 January 2024.
4. Held through the Petershill Splitter Subsidiaries and referred to as Petershill Blockers.
5. Held through Petershill Partners Ltd.
6. Held through the Petershill Blockers and the Petershill Splitter Subsidiaries and referred to as Petershill holding companies.

I. Consolidation of Petershill Subsidiaries and Petershill Blockers

The Company wholly owns the issued interests of the Petershill Subsidiaries and is able to exercise control and power over the Petershill Subsidiaries. Petershill Partners Ltd wholly owns the shares of the Petershill Blockers listed above. The financial statements of the Petershill Subsidiaries and Petershill Blockers are consolidated in preparing the financial statements of the Group.

II. Consolidation of Petershill Splitter Subsidiaries

On 1 January 2024, new subsidiaries (the "Petershill Splitter Subsidiaries") were introduced into the Group structure to enable employees of the Operator to be direct beneficiaries of a portion of the Profit Sharing Charge and Divestment Fee (if any) payable by the Group to the Operator. This was done to align the interests in the incentives of the Group, the Operator and the employees of the Operator. There is no change to the amount or timing of any Profit Sharing Charge and Divestment Fee payable by the Group under the original Operator Agreement. Furthermore, this arrangement is not expected to give rise to any material tax consequences for the Group and all initial and ongoing costs of implementing this arrangement are borne by the Operator.

Effective from 1 January 2024, each of the Petershill Subsidiaries entered into a Contribution Agreement with the appropriate Petershill Splitter Subsidiary whereby the Petershill Subsidiaries transferred all of their investments, including their interest in the Petershill Blockers and Petershill holding companies, to the Petershill Splitter Subsidiaries in return for interest in the Petershill Splitter Subsidiaries at the carrying value of the same date (the "Restructure"). The Petershill Splitter Subsidiaries are substantially owned by the respective Petershill Subsidiaries and are fully consolidated into the Group's net asset value. The remainder of the Petershill Splitter Subsidiaries are owned by the respective special limited partners (the "Special Limited Partners"). The Special Limited Partners are invested in the Petershill Splitter Subsidiaries to share a portion of the Profit Sharing Charge and the Divestment Fee along with the Operator and do not have any other economic interest in the Petershill Splitter Subsidiaries (refer to notes 5 and 16). The transaction is not considered to be a business combination due to the nature of involving entities under common control, which falls outside of the scope of IFRS 3.

III. Consolidation of Petershill holding companies

The Company has consolidated its investment in series and classes of assets that it wholly owns and controls in the Petershill holding companies. Such classes of assets and liabilities are ring-fenced from the overall legal entity and treated as a silo in line with IFRS 10. Such assets of a series or class cannot be used for payment of liabilities of another series or class. Holders of other series or class do not have rights or obligations related to the assets or to residual cash flows from those assets of other series or classes. Series or classes that are not directly or indirectly controlled by the Company are not considered to be Subsidiaries and are accordingly not consolidated.

The Petershill Subsidiaries, Petershill Splitter Subsidiaries, Petershill Blockers and Petershill holding companies are collectively referred to as the Subsidiaries.

ix. Elimination of intra-group balances and transactions

Intra-group balances and any unrealised gains arising from intra-group transactions are eliminated in preparing the condensed interim consolidated financial statements. Unrealised losses are eliminated unless the costs cannot be recovered. The financial results of Subsidiaries that are included in the condensed interim consolidated financial statements are included from the date that control commences until the date that control ceases.

x. Going Concern

In accordance with the Companies Act 2006, the Board of Directors has a responsibility to evaluate whether the Group has adequate resources to continue its operational existence for the foreseeable future and at least for the 12 months following the issuance of the financial statements.

The Board of Directors has made an assessment of going concern, which takes into account the current performance and the Group's outlook, including future projections of profitability and cash flows as well as a downside scenario using information that is available as of the date of these financial statements, and the Group's access to the revolving credit facility and its debt arrangements, details of which are set out in the Operator's Report on page 8.

The Group's business model involves earning income from investments in Partner-firms. The Group's investments in Partner-firms are long-term and the Group has no exit strategy for its investments. As a result, the Group expects long-term recurring revenues from its investments in Partner-firms. Income from investments in Partner-firms is derived from management fee income, performance fee income and investment income. Management fee income is typically based on private capital commitment funds managed by the Partner-firms with a weighted average life cycle of 8 or more years. The income from management fees is therefore stable and recurring. Income derived from performance fee income and investment income from Partner-firms is dependent on underlying fund and underlying investment performance of the Partner-firms. The Group has a low, and relatively predicable, cost structure. When taken together with the visibility into the income from investments in Partner-firms, the Group has reasonably stable earnings.

As at 30 June 2024, the Group has $47.1 million (31 December 2023: $242.9 million) of cash and cash equivalents along with $49.6 million (31 December 2023: $62.3 million) of investments in money market instruments and a revolving credit facility of $100.0 million, none of which has been drawn down (refer to note 11 for further details) reflecting a strong liquidity position to meet operating costs. In making the assessment of going concern, the Board has considered a downside scenario in the future outlook. A downside scenario includes: a reduction in income from Partner-firms derived from performance fee income and investment income as well as a decline in fee-paying AuM held by absolute return funds.

The Board of Directors acknowledges its responsibilities related to the financial statements. Based on this analysis outlined above, the Board of Directors is comfortable that the Group has sufficient cash to support its ongoing operations and meet its liquidity requirements in the downside scenario.

Given the above, the Board of Directors considers it appropriate to prepare the financial statements of the Group on a going concern basis for the period of at least twelve months from the date of issue of these unaudited condensed interim consolidated financial statements as set out in note 2(i).

3. Investments at fair value through profit or loss

Non-current investments

The Group's non-current investments comprise of investments in Partner-firms, which manage a diversified portfolio of investments in private equity, absolute return, private credit, and private real assets.

	For the six months ended 30 June 2024 $m	For the year ended 31 December 2023 $m
Opening balance	**5,254.7**	4,958.9
Additions[1]	**222.3**	66.8
Disposals	**(49.4)**	–
In kind distributions of investments in Partner-firms[2]	**0.7**	0.2
Other movements	**–**	1.8
Change in investments at fair value through profit or loss[3]	**66.7**	227.0
Closing balance	**5,495.0**	5,254.7

1. Of the above additions, an amount of $105.8 million (31 December 2023: $57.0 million) comprises consideration payable on a deferred basis and dividend reinvestments and an amount of $116.5 million (31 December 2023: $9.8 million) comprises consideration payable on an upfront basis.
2. This represents in kind distribution of investments at fair value through profit or loss.
3. Of the above, a gain of $67.4 million (31 December 2023: gain of $227.0 million) relates to unrealised gain/(loss) on fair value of investments held at period/year end and a (loss) of $0.7 million (31 December 2023: $nil) relates to realised gain/(loss) on fair value of investments on disposals.

Current investments

The Group invests certain cash balances in money market funds representing a collective investment scheme promoted by an affiliate of the Operator. The Money Market Funds are AAA rated and the Group holds these investments for cash management purposes with the intent to manage excess cash and ensure these can be readily liquidated to meet the Group's investment commitments. These investments are redeemable at short notice and have been classified as debt investments. As at 30 June 2024, the Group held investments in Money Market Funds of $49.6 million (31 December 2023: $62.3 million) and during the six months ended 30 June 2024 earned interest of $4.4 million (1H 2023: $13.2 million).

Fair value measurements

IFRS 13 requires disclosure of fair value measurement by level. The level of fair value hierarchy within the financial assets or financial liabilities is determined on the basis of the lowest level input that is significant to the fair value measurement. Financial assets and financial liabilities are classified in their entirety into only one of the following three levels:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the assets or liabilities, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 – inputs for assets or liabilities that are not based on observable market data (unobservable inputs).

The determination of what constitutes "observable" requires significant judgement by the Group. The Board of Directors considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The following tables analyse within the fair value hierarchy the assets and liabilities (by class) measured at fair value:

30 June 2024	Level 1 $m	Level 2 $m	Level 3 $m	Total $m
Assets				
Investments in money market funds at fair value through profit or loss	**–**	**49.6**	**–**	**49.6**
Investments in Partner-firms at fair value through profit or loss	**–**	**–**	**5,495.0**	**5,495.0**
Contingent consideration at fair value through profit or loss	**–**	**3.2**	**–**	**3.2**
Liabilities				
Contingent consideration at fair value through profit or loss (current and non-current)	**–**	**–**	**(4.0)**	**(4.0)**

31 December 2023	Level 1 $m	Level 2 $m	Level 3 $m	Total $m
Assets				
Investments in money market funds at fair value through profit or loss	–	62.3	–	62.3
Investments in Partner-firms at fair value through profit or loss	0.2	–	5,254.5	5,254.7
Liabilities				
Contingent consideration at fair value through profit or loss (current and non-current)	–	–	(6.4)	(6.4)

The fair value of investments in money market funds is based on the daily published net asset value of each fund and is therefore considered Level 2. Due to the nature of the investments in Partner-firms, they are always expected to be classified as Level 3. The fair value of contingent consideration is determined based on a combination of unobservable inputs, including discounted cash flow models, probability-weighted scenarios, and the Operator's assessment of performance targets. Given the reliance on significant judgment and estimation, the fair value measurement can be classified as Level 3. However, if observable market data significantly influences the valuation, it may be classified as Level 2.

There have been no transfers between levels during the period. Any transfers between the levels would be accounted for on the last day of each financial period.

Sensitivity analysis to significant changes in unobservable inputs within Level 3 hierarchy

Key assumptions including the future fund raises by Partner-firms, future performance of funds managed by the Partner-firms, the timing of exits of investments managed by Partner-firms and margins of the Partner-firms are estimates made by the Operator and are not certain. The choice of discount rate or market multiple is somewhat correlated to the assumptions made above. The discount rates and multiples are therefore considered to be the significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy. These, together with a quantitative sensitivity analysis as at 30 June 2024 and 31 December 2023, are as shown below:

Level 3 Investments	Market Value as at 30 June 2024	Significant unobservable inputs by valuation technique[1]	Range of significant unobservable inputs as at 30 June 2024	Weighted Average	Reasonable Shift[4]	Valuation Sensitivity	
Investments in Management Companies: Private Markets	**Market Approach:**				–/+	–	+
	1,203.8	Profit Multiple – FRE[2]	10.0x – 23.5x	13.9x	1.0x	$(90.6)	$91.8
	380.8	Asset Based Multiple	1.0x	1.0x	10.0%	(38.1)	38.1
	Income Approach:						
	1,725.3	Terminal Multiple – FRE[2]	5.4x – 17.0x	13.1x	0.7x	(45.5)	47.8
		Discount Rate – FRE	8.0% - 18.4%	12.6%	1.0%	(111.4)	123.8
	1,517.2	Terminal Multiple – PRE[3]	3.2x – 10.0x	5.6x	0.8x	(24.6)	25.4
		Discount Rate – PRE	13.0% - 33.0%	25.4%	2.0%	(105.0)	121.1
	139.7	Calibrated Price of Recent Investment	n/a	n/a	10.0%	(14.0)	14.0
Investments in Management Companies: Absolute Return	**Market Approach:**				–/+	–	+
	134.4	Profit Multiple – FRE[2]	7.4x	7.4x	1.6x	$(10.6)	$10.6
	83.0	Profit Multiple – PRE[3]	4.1x – 5.6x	4.7x	2.0x	(13.2)	13.2
	17.5	Asset Based Multiple	1.0x	1.0x	10.0%	(1.7)	1.7
	Income Approach:						
	192.7	Terminal Multiple – FRE[2]	5.7x – 7.4x	7.3x	1.1x	(14.5)	19.0
		Discount Rate – FRE	13.6% - 17.6%	13.8%	2.0%	(14.5)	19.0
	100.6	Terminal Multiple – PRE[3]	3.3x – 5.6x	4.5x	0.7x	(7.1)	9.5
		Discount Rate – PRE	18.0% - 30.0%	22.8%	3.3%	(7.1)	9.5

Level 3 Investments	Market Value as at 31 December 2023	Significant unobservable inputs by valuation technique[1]	Range of significant unobservable inputs as at 31 December 2023	Weighted Average	Reasonable Shift[4]	Valuation Sensitivity	
Investments in Management Companies: Private Markets	**Market Approach:**				–/+	–	+
	$1,201.9	Profit Multiple – FRE[2]	10.0x – 23.5x	14.5x	1.0x	$(87.3)	$87.4
	405.6	Asset Based Multiple	1.0x	1.0x	10.0%	(40.6)	40.6
	Income Approach:						
	1,670.3	Terminal Multiple – FRE[2]	4.7x – 17.5x	13.2x	0.7x	(42.0)	43.4
		Discount Rate – FRE	8.0% – 21.4%	13.0%	1.0%	(110.1)	122.3
	1,460.9	Terminal Multiple – PRE[3]	2.7x – 10.0x	5.5x	0.8x	(32.9)	34.1
		Discount Rate – PRE	13.0% – 37.0%	25.2%	2.0%	(107.0)	123.6
Investments in Management Companies: Absolute Return	**Market Approach:**				–/+	–	+
	135.2	Profit Multiple – FRE[2]	8.2x	8.2x	1.6x	$(10.1)	$10.1
	82.8	Profit Multiple – PRE[3]	4.5x – 5.0x	4.7x	2.0x	(14.2)	14.2
	17.5	Asset Based Multiple	1.0x	1.0x	10.0%	(1.7)	1.7
	Income Approach:						
	178.1	Terminal Multiple – FRE[2]	6.1x – 7.5x	7.4x	1.1x	(13.2)	17.4
		Discount Rate – FRE	13.3% – 16.4%	13.6%	2.0%	(13.2)	17.4
	102.0	Terminal Multiple – PRE[3]	3.3x – 5.3x	4.5x	0.7x	(7.6)	10.1
		Discount Rate – PRE	19.0% – 30.3%	22.9%	3.4%	(7.5)	10.1

1. The fair value of any one instrument is determined using multiple valuation techniques. For example, market comparable and discounted cash flows may be used together to determine fair value. Therefore, the Level 3 balance encompasses both of these techniques.
2. The range consists of multiples on management fee related earnings ("FRE") and may represent historical or forward-looking multiples.
3. The range consists of multiples on performance related earnings ("PRE") and may represent historical or forward-looking multiples.
4. The increase or decrease in the unobservable inputs may not be shifted negatively and positively by an equal amount. For the asset categories that have different reasonable possible shifts, the above table discloses the weighted average of the respective negative and positive shifts.

As the Group's investments are generally not publicly quoted, valuations require meaningful judgement to establish a range of values, and the ultimate value at which an investment is realised may differ from its most recent valuation and the difference may be significant.

An increase / decrease in the underlying discount rate of 1% would result in a decrease / increase in the fair value of the contingent consideration of -$0.02 million / +$0.04 million (31 December 2023: -$0.04 million / +$0.02 million) respectively.

The below is a reconciliation of Level 3 assets and liabilities held at fair value through profit or loss:

Level 3 Instrument	**For the six months ended 30 June 2024 $m**	For the year ended 31 December 2023 $m
Assets		
Opening balance	**5,254.5**	4,958.9
Additions[1]	**222.3**	66.8
Disposals	**(48.5)**	–
Other movements	**–**	1.8
Change in investments at fair value through profit or loss[2]	**66.7**	227.0
Closing balance	**5,495.0**	5,254.5

1. Of the above, an amount of $105.8 million (31 December 2023: $57.0 million) relates to consideration payable on a deferred basis and dividend reinvestments and an amount of $116.5 million (31 December 2023: $9.8 million) includes consideration payable on an upfront basis.
2. Of the above, an amount of $67.4 million (31 December 2023: $227.0 million) relates unrealised gain/(loss) on fair value of investments held at period/year end.

In addition to above, the Group has $3.2 million (31 December 2023: $nil) of Level 2 assets and $4.0 million (31 December 2023: $6.4 million) of Level 3 liabilities as at 30 June 2024. The assets represent a portion of the total consideration which is probable under the contingent consideration agreements in connection with its sale of investments in certain Partner-firms, wherein the Group may receive additional consideration based on the underlying terms of the sale agreement. The liabilities represent a portion of the total consideration which is probable under the contingent consideration agreements in connection with investments in certain Partner-firms wherein the Group may have to pay additional consideration based on the underlying Partner-firm's ability to raise capital or meet certain revenue thresholds as defined in the investment agreements. The Group recorded a net fair value movement in contingent consideration of $5.6 million in the Condensed Interim Consolidated Statement of Comprehensive Income, comprising of $3.2 million increase in contingent consideration assets and $2.4 million decrease in contingent consideration liabilities.

Deferred consideration receivable

The Group has $23.6 million (31 December 2023: $nil) of deferred consideration receivable recorded in the Condensed Interim Consolidated Statement of Financial Position as at 30 June 2024. The assets represent a portion of the total consideration which is due to the Group on a deferred basis in connection with its sale of investments in certain Partner-firms. The assets are held at amortised cost. During the six months ended 30 June 2024, the Group recorded $0.3 million (1H 2023: $nil) of finance income in the Condensed Interim Consolidated Statement of Comprehensive Income in relation to the accretion of the assets.

Deferred payment obligations

The Group has $126.4 million (31 December 2023: $51.9 million) of deferred payment obligations recorded in the Condensed Interim Consolidated Statement of Financial Position as at 30 June 2024. These liabilities represent a portion of the total consideration which is due from the Group on a deferred basis in connection with its purchases of investments in certain Partner-firms wherein the Group is required to pay additional consideration on an agreed future date. The liabilities are held at amortised cost. During the six months ended 30 June 2024, the Group recorded $2.5 million (1H 2023: $3.3 million) of finance cost in in the Condensed Interim Consolidated Statement of Comprehensive Income in relation to the amortisation of the liabilities.

4. Cash and cash equivalents

	30 June 2024 $m	31 December 2023 $m
Cash at bank	**47.1**	92.9
Fixed term deposit	**–**	150.0
	47.1	242.9

On 14 December 2023, the Company entered into a fixed term deposit of $150.0 million, which matured on 15 March 2024. Interest was earned on the fixed term deposit at a rate of 5.4% per annum. During the six months ended 30 June 2024, the Company earned $1.6 million (1H 2023: $nil) of interest in relation to the fixed term deposit which is recorded as interest income from other assets in the Condensed Interim Consolidated Statement of Comprehensive Income.

5. Operator charges

On 1 January 2024, the Special Limited Partner contributed to each of the Petershill Splitter Subsidiaries as part of the Restructure (see note 2(viii)) in return for a share in the Profit Sharing Charge and Divestment Fee previously due solely to the Operator. The total fees due to be paid by the Group does not change as a result.

Recurring Operating Charges

Under the Operator Agreement, the Operator is entitled to a recurring operating charge on a quarterly basis, such Recurring Operating Charges consisting of, in aggregate, 7.5% of the Group's relevant income from investments, as defined under IFRS, for the relevant quarter. For the six months ended 30 June 2024, the income attributable to assets owned by the Group on which Recurring Operating Charges was earned amounted to $140.3 million (1H 2023: $124.8 million).

Amounts recorded as Recurring Operating Charges during the six months ended 30 June 2024 were $10.5 million (1H 2023: $9.4 million) and an amount of $6.3 million (31 December 2023: $6.6 million) was outstanding as at 30 June 2024. These amounts will be paid in accordance with the terms of the Operator Agreement.

Profit Sharing Charge

The Operator and Special Limited Partner are entitled to a profit sharing charge (the "Profit Sharing Charge") on a quarterly basis in arrears, which in aggregate shall be an amount equal to 20% of the total dividend income from each new investment ("New Investment") made by the Group after the Admission in the relevant fiscal quarter (net of any Recurring Operating Charges in respect of such New Investment), beginning in the ninth fiscal quarter from the date on which the New Investment closed and subject to such New Investment having achieved a return of 6% per annum calculated using the total invested capital funded to the pertinent date. These amounts will be paid in accordance with the terms of the Operator Agreement.

The aggregate of the Recurring Operating Charges and the Profit Sharing Charge is capped at 15% of the Group's income from investments in Partner-firms for the relevant quarter excluding any Divestment Fee payable for such quarter.

Amounts recorded as Profit Sharing Charge during the six months ended 30 June 2024 were $0.3 million and $0.4 million to the Operator and Special Limited Partner respectively (1H 2023: $nil and $nil), and an amount of $0.1 million and $0.3 million (31 December 2023: $0.1 million and $nil) was outstanding to the Operator and Special Limited Partner as at 30 June 2024 respectively. These amounts will be paid in accordance with the terms of the Operator Agreement.

Divestment Fee

The Operator and Special Limited Partner are entitled to a divestment fee ("Divestment Fee") calculated at 20% of the total Divestment Profit in the relevant quarter in relation to the Group's investments. Divestment Profit refers to the cash flows realised from the sale or divestment of assets calculated as the sale price minus the contribution value of such asset, excluding any dividend income received over the holding period and on which the Group has already paid Recurring Operating Charges and, in the case of New Investments, Profit Sharing Charges.

Although the Group does not have an exit strategy for its investments, it may be subject to exits or realisations at underlying Partner-firms, as such an accrual is reflected in the accounts representing an amount that would be payable if the Group were to exit all of its investments at the fair value reflected on these financial statements. As at 30 June 2024, a Divestment Fee expense amount of $112.6 million, of which $89.7 million and $22.9 million is due to the Operator and Special Limited Partner respectively (31 December 2023: $94.8 million and $nil respectively) has been accrued towards divestment fee payable, of which $6 thousand is realised.

6. Tax

The Group's interim income tax expense or benefit is calculated using the best estimate of the weighted average annual effective tax rate for the full financial year applied to the year-to-date profit/(loss) before tax. Items not included in the weighted average annual effective tax rate are recognised in full in the interim period and relate to the impact of (1) the Company's year-to-date unrealised gains and losses; (2) movement in unrecognised deferred tax; (3) de-recognition of the deferred tax assets related to the sale of certain Partner-firms; (4) unrealised changes in contingent consideration and divestment fee expense; and (5) income and expenses in jurisdictions that are either not subject to tax or cannot be reasonably estimated. The Group's effective tax rate differs from the standard rate of corporation tax due to the following: (1) tax rates in certain jurisdictions; (2) income and expenses not included for tax purposes; (3) temporary differences subject to initial recognition exception; and (4) de-recognition of the deferred tax assets related to the sale of certain Partner-firms.

The Group's effective tax rate for the six months ended 30 June 2024 was 17.0% (1H 2023: 13.9%), resulting in a corporate tax expense of $27.9 million (1H 2023: $16.9 million). The increase in the effective tax rate is attributable to the discrete expense related to the de-recognition of the deferred tax assets related to the sale of certain Partner-firms.

In 2022, the UK Government confirmed its intention to implement the G20-Organisation for Economic Co-operation and Development Inclusive Framework Pillar 2 rules in the UK, including a Qualified Domestic Minimum Top-Up Tax and Income Inclusion rule. This legislation, which was enacted in 2023, will seek to ensure that UK headquartered multinational enterprises pay a minimum tax rate of 15 per cent on UK and overseas profits arising after 31 December 2023. The legislation applies for a period to groups with revenues in excess of €750 million in at least two of the previous four periods and so the Group is not currently expected to be within the scope of the legislation for either the 2024 or 2025 periods and any future periods will continue to be assessed going forward.

7. Finance cost

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
Interest on Deferred payment obligations	**2.5**	3.3
Interest on Unsecured Notes	**14.1**	14.1
Commitment fees	**0.2**	0.2
Borrowing cost amortisation	**0.3**	0.3
Other finance charges	**0.2**	0.7
	17.3	18.6

8. Earnings per share

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
Profit attributable to equity holders of the Company – $m	**136.0**	112.4
Weighted average number of Ordinary Shares in issue	**1,108,758,893**	1,135,192,342
Basic and diluted earnings per Share from continuing operations in the period (cents)	**12.27**	9.90

The weighted average number of shares for the six months ended 30 June 2024 and 30 June 2023 is calculated on a time weighted basis based on the timing of issue and redemption of Ordinary Shares. There are no dilutive shares in issue.

9. Trade and other receivables

	30 June 2024 $m	31 December 2023 $m
Amounts receivable from Investments	**72.7**	105.9
Tax recoverable	**13.8**	10.4
Prepayments	**1.3**	1.9
Other receivables	**4.5**	9.2
	92.3	127.4

10. Unsecured notes payable

On 24 August 2022, the Petershill Partners, Inc. issued US private placement senior unsecured notes (the "Unsecured Notes") to a group of institutional investors. The Unsecured Notes issued by the Petershill Partners, Inc. are guaranteed by the Company.

The Notes are comprised of five tranches:

Notes	Notional (US$)	Tenor (years)	Maturity	Fixed Coupon
Series A	125,000,000	7	2029	5.51%
Series B	175,000,000	10	2032	5.54%
Series C	80,000,000	12	2034	5.69%
Series D	80,000,000	15	2037	5.84%
Series E	40,000,000	20	2042	6.14%

Petershill Partners, Inc. may be subject to pay a Make-Whole Amount (as contained in the Note Purchase Agreement) contingent upon certain principal repayment, prepayment, or redemption of the Unsecured Notes in accordance with the provisions of the Note Purchase Agreement. Absent an intent by the Group to prepay the Unsecured Notes, no accrual for such Make-Whole Amount has been made as at 30 June 2024.

In accordance with the Note Purchase Agreement, Petershill Partners, Inc. is subject to various financial and non-financial covenants. The two financial covenants that Petershill Partners, Inc. must adhere to are (1) the leverage ratio shall not exceed 4:1 and (2) the AuM shall not be less than the required minimum AuM amount (as defined in the Note Purchase Agreement). The Operator monitors the covenant requirements on at least a six-monthly basis. There have been no breaches of these covenants during the period.

As at 30 June 2024, the outstanding amount of the Unsecured Notes was $500 million (31 December 2023: $500 million). The carrying value of the Unsecured Notes was reported at amortised cost and was net of unamortised debt issuance costs of $5.9 million (31 December 2023: $6.2 million) in an amount of $494.1million (31 December 2023: $493.8 million). For the six months ended 30 June 2024, the effective interest rate on the Unsecured Notes was 6.2% (1H 2023: 6.2%) per annum.

As at 30 June 2024, the fair value of the Unsecured Notes payable is estimated at $482.0 million (31 December 2023: $467.0 million) calculated based on discounted cash flows using a discount rate of 6.2% at 30 June 2024 (31 December 2023: 6.6%). The Unsecured Notes payable would be classified as Level 3 in the fair value hierarchy due to the use of unobservable inputs, including the Group's own credit risk. A 3% increase / decrease in the underlying discount rate would result in a movement in net assets of approximately -$88.0 million / +$114.0 million respectively (31 December 2023: -$87.0 million / +$113.6 million) or -18.3% / +23.7% (31 December 2023: -18.6% / +24.3%).

11. Net Debt Reconciliation

	30 June 2024 $m	31 December 2023 $m
Unsecured Notes Payable	**494.1**	493.8
Interest payable	**10.0**	10.0
	504.1	503.8

Liabilities from financing activities for the six months ended 30 June 2024:

	Unsecured Notes Payable $m	**Interest Payable $m**
Net debt at 1 January 2024	**493.8**	**10.0**
Repayment of interest	**–**	**(14.1)**
Interest expense	**–**	**14.1**
Borrowing cost amortised	**0.3**	**–**
Net debt as at 30 June 2024	**494.1**	**10.0**

Liabilities from financing activities for the year ended 31 December 2023:

	Unsecured Notes Payable $m	Interest Payable $m
Net debt at 1 January 2023	493.2	10.0
Repayment of interest	–	(28.3)
Interest expense	–	28.3
Borrowing cost amortised	0.6	–
Net debt as at 31 December 2023	493.8	10.0

On 9 January 2023, three of the Petershill Subsidiaries (Petershill Partners, Inc., Petershill Partners Ltd and Petershill Partners II Ltd) entered into a revolving credit facility of $100.0 million with a financial institution. Interest charged on the facility is the aggregate of Margin plus the Term Reference Rate. The entities did not draw on the facility during the six months ended 30 June 2024 or year ended 31 December 2023. Costs incurred in relation to this arrangement have been capitalised as a prepayment and are amortised over the length of the facility, and are recorded within Trade and other receivables on the Condensed Interim Consolidated Statement of Financial Position.

12. Share capital and other reserves

For the six months ended 30 June 2024

Date	Issued and fully paid	Number of shares issued / (cancelled)	Share capital $m	Share premium $m	Other reserve $m	Capital redemption reserve $m	Total $m
Shares at 1 January 2024		1,122,202,824	**11.2**	**–**	**1,689.6**	**0.5**	**1,701.3**
	Repurchase and cancellation of Ordinary Shares – $0.01	(40,494,657)	**(0.4)**	**–**	**–**	**0.4**	**–**
Closing balance as at 30 June 2024		**1,081,708,167**	**10.8**	**–**	**1,689.6**	**0.9**	**1,701.3**

For the six months ended 30 June 2023

Date	Issued and fully paid	Number of shares issued / (cancelled)	Share capital $m	Share premium $m	Other reserve $m	Capital redemption reserve $m	Total $m
Shares at 1 January 2023		1,135,399,597	11.4	3,346.7	1,689.6	0.3	5,048.0
	Repurchase and cancellation of Ordinary Shares – $0.01	(1,801,091)	(0.1)	–	–	0.1	–
	Share premium cancellation	–	–	(3,346.7)	–	–	(3,346.7)
Closing balance as at 30 June 2023		1,133,598,506	11.3	–	1,689.6	0.4	1,701.3

On 17 May 2023, the Company commenced a share buyback programme of up to $50 million. During the six months ended 30 June 2024, the Company repurchased and cancelled 2,623,705 Ordinary Shares (1H 2023: 1,801,091 Ordinary Shares) as part of its buyback program for a total consideration of $5.8 million (1H 2023: $3.5 million) including transaction costs. The programme was subsequently terminated on 11 April 2024.

The Company's shareholders approved the cancellation of the amount standing to the credit of the Company's share premium account in full (the "Reduction of Capital") at its annual general meeting held on 24 May 2023. A formal approval of the same was obtained on 20 June 2023 by His Majesty's High Court in England (the "Court"), Accordingly, the Reduction of Capital became effective which created additional distributable reserves of approximately $3,346.7 million. Accordingly, the amount standing to the credit of the share premium account was transferred to Retained earnings.

On 23 April 2024, the Company proposed a tender of up to $100 million of Ordinary Shares. On 31 May 2024, the tender offer closed and 37,870,952 Ordinary Shares were purchased and cancelled for a total consideration of $106.7 million, including transaction costs.

As at 30 June 2024, the Company's issued share capital comprised 1,081,708,167 Ordinary Shares (31 December 2023: 1,122,202,824 Ordinary Shares) of $0.01 each. Ordinary shareholders are entitled to all dividends paid by the Company. The Company does not have a limited amount of authorised capital.

13. Retained earnings

	For the six months ended 30 June 2024 $m	For the year ended 31 December 2023 $m
Opening balance	**3,132.6**	(328.7)
Profit and total comprehensive income	**136.0**	321.1
Dividends paid	**(113.1)**	(180.2)
Repurchase and cancellation of Ordinary Shares	**(112.5)**	(26.3)
Share premium cancellation	**–**	3,346.7
Closing balance	**3,043.0**	3,132.6

14. Net assets per share

	30 June 2024	31 December 2023
Net Assets ($m)	**4,744.3**	4,833.9
Number of ordinary shares issued	**1,081,708,167**	1,122,202,824
Net assets per share (cents)	**438.59**	430.75

15. Dividends declared and paid

Dividends on Ordinary shares were paid during the six months ended 30 June 2024 of $113.1 million (1H 2023: $124.9 million) being 10.1 cents (USD) per share (1H 2023: 11.0 cents (USD) per share). The dividends were paid on 14 June 2024.

16. Related party transactions

Board of Directors

Directors' fees for the six months ended 30 June 2024 amounted to $0.8 million (1H 2023: $0.8 million), and an amount of $0.1 million was outstanding as at 30 June 2024 (31 December 2023: $nil). Amounts paid to the Board of Directors as reimbursements of travel and other incidental expenses during the six months ended 30 June 2024 amounted to $39 thousand (2023: $15 thousand), and an amount of $nil was outstanding as at 30 June 2024 (31 December 2023: $nil).

The Board of Directors held beneficial interest in 1,134,999 Ordinary Shares in the Company as at 30 June 2024 (31 December 2023: 1,094,999 Ordinary Shares).

Money Market Funds

As at 30 June 2024, the Group held an investment of $49.6 million (31 December 2023: $62.3 million) in money market funds that are managed by affiliates of the Operator. During the six months ended 30 June 2024, the Group earned interest income of $4.4 million (1H 2023: $13.2 million) from investments held in such money market funds managed by affiliates of the Operator.

Transactions with Petershill Funds

As at 30 June 2024, the Petershill Funds, managed by wholly owned subsidiaries of the Goldman Sachs Group acting as the investment manager, owned approximately 79.5% (31 December 2023: 76.6%) of the Company. As at 30 June 2024, the Group had amounts payable to the Petershill Funds of $2.1 million (31 December 2023: $0.2 million) and amounts receivable from the Petershill Funds of $2.4 million (31 December 2023: $6.1 million). These will be settled in the ordinary course of business.

Tax Receivables Agreement

As discussed in note 2(v)(ii) of the 2023 Annual Report, the Group has entered into a Tax Receivables Agreement with Petershill Funds, an affiliate of the Operator and the Goldman Sachs Group, which will require the Group to pay 75% of the amount of cash tax savings, if any, in US federal, state and local income tax that the Group realises as a result of the tax benefits associated with the increase in tax basis that arose on the Group's acquisition of the Partner-firms from the Petershill Funds. As of 30 June 2024, the carrying value of liability for the Tax Receivables Agreement was $175.6 million (31 December 2023: $174.7 million). During the six months ended 30 June 2024, payments totalling $nil (1H 2023: $8.5 million) were made in relation to the Tax Receivables Agreement liability.

Operator

The Operator is an affiliate and wholly owned subsidiary of the Goldman Sachs Group and provides advice to the Group on the origination and completion of new investments, the management of the portfolio and on realisations, as well as on funding requirements, subject to approval by the Board of Directors. For the provision of services under the Operator Agreement, the Operator earns a Profit Sharing Charge, Recurring Operating Charges and Divestment Fee, as detailed in note 5.

The Operator may, in its discretion, pay certain of the Group's fees or expenses and the Group will reimburse the Operator for the payment of any such fee or expense. During the six months ended 30 June 2024, the Operator did not pay any of the Group's fees or expenses under this arrangement (1H 2023: none) and no amount was due at period end.

Special Limited Partner

The Special Limited Partner is an affiliate of the Goldman Sachs Group and acts as a special limited partner to the Petershill Splitter Subsidiaries. The Special Limited Partner earns a Profit Sharing Charge and Divestment Fee, as detailed in note 5.

Transactions with Goldman Sachs Bank USA

Goldman Sachs Bank USA ("GSBUSA") is an affiliate and wholly owned subsidiary of the Goldman Sachs Group. On 14 December 2023, the Company placed a fixed term deposit with GSBUSA for $150.0 million. The fixed term deposit matured on 15 March 2024 and accrued interest at a rate of 5.40% per annum. During the six months ended 30 June 2024, interest of $1.6 million (1H 2023: $nil) was earned and was received upon maturity.

17. Ultimate controlling party

The Board of Directors has reviewed the shareholders of the Company and has concluded that there is no ultimate controlling party. The Company has a diversified investor base that does not cede control to any single investor or a group of investors. Although the Petershill Funds own 79.5% (31 December 2023: 76.6%) of the Company, Goldman Sachs Asset Management and its affiliates were the beneficial owner of less than 1% of the Ordinary Shares of the Company as at 30 June 2024.

The Petershill Funds are managed by Goldman Sachs Asset Management and its affiliates acting as the investment manager of the Petershill Funds under the supervision of an independent board of directors of the Petershill Funds. Goldman Sachs Asset Management and its affiliates act in in their capacity as agent for the Equity shareholders of the Company and such a relationship does not give rise to controlling ownership.

18. Subsequent events

The Directors have evaluated activity through 16 September 2024, the date that the unaudited interim consolidated financial statements were available to be issued.

On 16 September 2024, the Board of Directors approved an interim dividend of 5.0 cents (USD) per share with respect to the six months ended 30 June 2024. The record date for the dividend is 27 September 2024 and the payment date is 31 October 2024.

On 16 September 2024, the Board of Directors approved a special dividend payment of 9.0 cents (USD) per share. The record date for the dividend is 27 September 2024 and the payment date is 31 October 2024.

The Directors concluded that no other events took place that would require material adjustments to the amounts recognised in these unaudited interim consolidated financial statements.

GLOSSARY OF KEY OPERATING METRICS

This document contains certain key operating metrics that are not defined or recognised under IFRS.

The Operator and the Directors use these key operating metrics to help evaluate trends, assess the performance of the Partner-firms and the Company, analyse and test dividends received from the Partner-firms and inform operating, budgeting and re-investment decisions. The Directors believe that these metrics, which present certain operating and other information in respect of the Partner-firms, provide an enhanced understanding of the underlying portfolios and performance of the Partner-firms and are therefore essential to assessing the investments and performance of the Company.

The key operating metrics described in this section are derived from financial and other information reported to the Operator by the Partner-firms. The Operator, with the assistance of an independent accounting firm, performs due diligence procedures on the information provided by the Partner-firms. It should be noted, however, that these due diligence procedures do not constitute an audit.

In addition, each Partner-firm may account for and define certain financial and other information differently from one another. For example, each Partner-firm may calculate its fee-paying AuM differently, the result of which being that the inputs of the Company's Aggregate Fee-paying AuM are not consistently calculated.

Whilst the operating metrics described in this section are similar to those used by other alternative asset managers, there are no generally accepted principles governing their calculation, and the criteria upon which these metrics are based can vary from firm to firm. These metrics, by themselves, do not provide a sufficient basis to compare the Partner-firms' or the Company's performance with that of other companies.

None of Partner Distributable Earnings, Partner FRE, Partner Realised Performance Revenues or Partner Realised Investment Income are measures of or provide any indication of profits available for the purpose of a distribution by the Company within the meaning of section 830 of the Companies Act 2006, or of any Partner-firm in accordance with the equivalent applicable rules.

Aggregate Fee-paying AuM

Aggregate Fee-paying AuM is defined as the portion of Aggregate Partner-firm AuM for which Partner-firms are entitled to receive management fees, as reported by the Partner-firms to the Operator. The principal difference between Aggregate Fee-paying AuM and Aggregate Partner-firm AuM is that Aggregate Fee-paying AuM typically excludes co-investment on which Partner-firms generally do not charge fees and, to a lesser extent, fund commitments in Partner-firm funds (i) on which fees are only earned on investment, rather than from the point of commitment and (ii) where capital has been raised but fees have not yet been activated. This may also include legacy assets where fees are no longer being charged.

The Operator and the Directors consider Aggregate Fee-paying AuM to be a meaningful measure of the Partner-firms' capital base upon which they earn management fees and use the measure in assessing the management fee-related performance of the Partner-firms and to inform operating, budgeting and re-investment decisions.

Aggregate Partner-firm AuM

Aggregate Partner-firm AuM is defined as the sum of (a) the net asset value of the Partner-firms' underlying funds and investment vehicles, and in most cases includes co-investment vehicles, GP commitments and other non fee-paying investment vehicles and (b) uncalled commitments from these entities, as reported by the Partner-firms to the Operator from time to time and aggregated by the Operator without material adjustment. This is an aggregated figure across all Partner-firms and includes Partner-firm AuM outside of the Company's ownership interest in the Partner-firms.

The Operator and the Directors consider Aggregate Partner-firm AuM to be a meaningful measure of the size, scope and composition of the Partner-firms, as well as of their capital-raising activities. The Operator uses Aggregate Partner-firm AuM to inform operating, budgeting and reinvestment decisions.

Aggregate Performance Fee Eligible Partner-firm AuM

The amount of Aggregate Partner-firm AuM that is eligible for performance fees.

AuM and Associated Data

The data presented in this document for the following key operating metrics reflects AuM data reported to the Operator on a three-month lag. This three-month data lag is due to the timing of the financial information received by the Operator from the Partner-firms, which generally require at least 90 days following each period end to present final financial information to the Operator. The key operating metrics reflected on a three-month lag are:

- Aggregate Partner-firm AuM
- Aggregate Fee-paying Partner-firm AuM
- Average Aggregate Fee-paying Partner-firm AuM
- Aggregate Performance Fee Eligible Partner-firm AuM
- Average Aggregate Performance Fee Eligible Partner-firm AuM
- Partner Blended Net Management Fee Rate
- Implied Blended Partner-firm FRE Ownership
- Investment Capital

Implied Blended Partner-firm FRE Ownership

Implied Blended Partner-firm FRE Ownership is defined as the weighted average of the Company's ownership stake in the Partner-firms' management fee-related earnings and is calculated based on the contribution of average Aggregate Fee-paying AuM from Partner-firms in each period. It will therefore be expected to change to some degree from period to period based on the contribution to average Aggregate Fee-paying AuM of each Partner-firm, even if the actual ownership of each underlying Partner-firm does not change. Excludes new acquisitions where Petershill has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees.

The Operator and the Directors consider Implied Blended Partner-firm FRE Ownership to be a meaningful measure of the composition of the Company's investments.

Investment Capital

Investment Capital is defined as the sum of the reported value of the balance sheet investments from the Partner-firms. The Operator and the Directors consider Investment Capital to be a meaningful measure of the performance of the Partner-firms' balance sheet investments and potential future Partner Realised Investment Income. The Operator therefore uses Investment Capital to assess future expected Partner Realised Investment Income and inform operating, budgeting and reinvestment decisions.

In respect of Investment Capital, the data may be adjusted for any known valuation impacts following the reporting date of the information received from the Partner-firms.

Ownership weighted AuM

Ownership weighted AuM represents the sum of the Company's ownership stakes in each Partner-firm's AuM.

Ownership weighted Fee-Paying AuM

Ownership weighted Fee-paying AuM represents the sum of the Company's ownership stakes in each Partner-firm's Fee-paying AuM.

Partner Blended Net Management Fee Rate

Partner Blended Net Management Fee Rate is defined as Partner Net Management and Advisory Fees for the period, divided by the average Aggregate Fee-paying AuM weighted for the Company's ownership interests in each Partner-firm. The average Aggregate Fee-paying AuM is calculated as the mean of the Aggregate Fee-paying AuM at the start and the end of the reporting period and excludes new acquisitions where the Company has not yet started to receive or have only received partial period amounts of Partner Net Management and Advisory Fees.

The Operator and the Directors consider Partner Blended Net Management Fee Rate to be a key metric in assessing the Company's overall management fee-related performance.

Partner Distributable Earnings and Partner Distributable Earnings Margin

Partner Distributable Earnings is defined as the sum of Partner FRE, Partner Realised Performance Revenues and Partner Realised Investment Income. Partner Distributable Earnings Margin is defined as Partner Distributable Earnings divided by the sum of Partner Net Management and Advisory Fees, Partner Realised Performance Revenues and Partner Realised Investment Income.

The Operator and the Directors consider Partner Distributable Earnings and Partner Distributable Earnings Margin to be meaningful measures of the overall performance of the Partner-firms and key performance indicators of the Company's total income from investments in management companies. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and re-investment decisions. These measures reflect any contractual margin protections or revenue share interests that the Company may have with the Partner-firms, which means that the Partner Distributable Earnings Margin may differ from the margins achieved by other shareholders or partners of the Partner-firms.

Partner Fee Related Earnings (FRE) and Partner FRE Margin

Partner FRE is defined as Partner Net Management and Advisory Fees, less the Partner-firms' operating expenses, fixed and bonus compensation, net interest income/(expense) and taxes (but not performance fee-related expenses) allocable to the Company's share of Partner Net Management and Advisory Fees, as reported by the Partner-firms to the Operator, and subject to applicable contractual margin protections in respect of certain Partner-firms. Partner FRE Margin is defined as Partner FRE divided by Partner Net Management and Advisory Fees.

The Operator and the Directors consider Partner FRE and Partner FRE Margin to be meaningful measures of the management fee-related earnings of the Partner-firms and key performance indicators of the Company's income from investments in management companies derived from management fee income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions.

Petershill Funds

The Petershill Funds refers to the following entities: Petershill II L.P. and Petershill II Offshore L.P., Petershill Private Equity L.P., Petershill Private Equity Offshore L.P., Vintage VII L.P. and related entities and certain co-investment vehicles.

Partner Net Management and Advisory Fees

Partner Net Management and Advisory Fees is defined as the Company's aggregate proportionate share of the Partner-firms' net management fees (as reported by the Partner-firms to the Operator), including monitoring and advisory fees and less any management fee offsets, payable by the Partner-firms' funds to their respective Partner-firms for the provision of investment management and advisory services.

Certain Partner-firms provide transaction and advisory services, as well as services to monitor ongoing operations of portfolio companies. Management fees paid to the Partner-firms may be subject to fee offsets, which are reductions to management fees and are based on a percentage of monitoring fees and transaction and advisory fees paid by portfolio companies to the Partner-firms.

The Operator and the Directors consider Partner Net Management and Advisory Fees to be a meaningful measure of the management fee-related performance of the Partner-firms, and the Operator uses this metric to analyse and test income received from the Partner-firms and to inform operating, budgeting and reinvestment decisions.

Partner Private Markets Accrued Carried Interest

Partner Private Markets Accrued Carried Interest is defined as the Company's proportionate share of the Partner-firms' balance sheet accrued carry (as reported by the Partner-firms to the Operator) and represents the Company's proportionate share of the accumulated balance of unrealised profits from the Partner-firms' funds.

The Operator and the Company consider Partner Accrued Carried Interest to be a meaningful measure of the performance of the private markets Partner-firms and potential future private markets Partner Realised Performance Revenues. Absolute return performance fees are not accrued and are instead realised annually. The Operator uses Partner Accrued Carried Interest to assess future expected carried interest payments and inform operating, budgeting and re-investment decisions. This key operating metric reflects data reported to the Operator on a three-month lag.

Partner Realised Investment Income

Partner Realised Investment Income is defined as the Company's aggregate proportionate share of Partner-firm earnings resulting from the realised gains and losses, or any distributed income, from the investments held on Partner-firms' balance sheets, as reported by the Partner-firms to the Operator. Partner Realised Investment Income is also realised by the Company through a limited number of direct stakes in certain Partner-firms' funds. Realised Investment Income includes income that has been realised but not yet paid, as well as amounts that are realised and either fully or partially reinvested.

The Company's share of the Partner-firms' investment and balance sheet income will be lower than its share of the Partner-firms' management fee-related earnings because the Company's ownership stake in the Partner-firms' investment and balance sheet income is lower than its ownership stake in the Partner-firms' management fee-related earnings.

The Operator and the Directors consider Partner Realised Investment Income to be a meaningful measure of the investment performance of certain assets held by the Partner-firms and key performance indicator of the Company's income from investments in management companies derived from investment income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions.

Partner Realised Performance Revenues

Partner Realised Performance Revenues is defined as the Company's aggregate proportionate share of the Partner-firms' realised carried interest allocations and incentive fees payable by the Partner-firms' funds to their respective Partner-firms, less any realised performance fee-related expenses of the Partner-firms allocable to the Company's share of performance fee-related revenues, as reported by the Partner-firms to the Operator.

The Company's share of the Partner-firms' performance fee-related earnings will be lower than its share of the Partner-firms' management fee-related earnings because the Company's ownership stake in the Partner-firms' performance fee-related earnings is lower than its ownership stake in the Partner-firms' management fee-related earnings.

The Operator and the Directors consider Partner Realised Performance Revenues to be a meaningful measure of the performance fee-related earnings of the Partner-firms and key performance indicator of the Company's income from investments in management companies derived from performance fee income. The Operator uses this metric to analyse and test dividends received from the Partner-firms, as well as to inform operating, budgeting and reinvestment decisions.

Partner Revenues

Partner Revenues is defined as the sum of Partner Net Management and Advisory Fees, Partner Realised Performance Revenues and Partner Realised Investment Income.

The Operator and the Directors consider Partner Revenues to be a meaningful measure of the overall performance of the Partner-firms. The Operator uses this metric to inform operating, budgeting and re-investment decisions.

Weighted Average Capital Duration

Weighted Average Capital Duration is a key measure of the long term, locked-up capital of Aggregate Fee-paying Partner-firm AuM. It is defined as the average life of the underlying Partner-firm funds weighted based on Fee-paying AuM.

ALTERNATIVE PERFORMANCE MEASURES (“APMS”)

The IFRS and APM basis numbers discussed and presented below include significant ‘unrealised’ and non-cash items that include changes in fair value of investments, and it should be noted that while permitted, it is not the Company’s core strategy to exit or realise these investments. Therefore, management results are also presented excluding the unrealised change in fair value of investments at fair value through profit and loss and related divestment fee expense.

APMs are used by the Directors and the Operator to analyse the business and financial performance, track the Company’s progress, and help develop long-term strategic plans and they also reflect more closely the cash flow of the Company. The Directors believe that these APMs are used by investors, analysts and other interested parties as supplemental measures of performance and liquidity.

Net cash position at end of period / year

Cash and cash equivalents plus investments in money market funds and deferred consideration receivable less deferred payment obligations, long term debt and contingent consideration at fair value through profit or loss.

	30 June 2024 $m	31 December 2023 $m
Cash and cash equivalents	**47.1**	242.9
Investments in money market funds at fair value through profit or loss	**49.6**	62.3
Deferred consideration receivable	**23.6**	–
Deferred payment obligations	**(126.4)**	(51.9)
Unsecured Notes payable (gross)	**(500.0)**	(500.0)
Contingent consideration at fair value through profit or loss	**(4.0)**	(6.4)
Net cash position at period / year end	**(510.1)**	(253.1)

Free cash flow

The Net cash flows from operating activities less Purchase of investments in money market funds, Sale of investments in money market funds, Reinvestment of income from investments in Partner-firms and money market funds and Taxes paid as a percent of the Adjusted EBIT. This amount can differ period over period as the timing of settlement of certain income from investments in Partner-firms may vary.

	For the six months ended 30 June 2024 $m	For the six months ended 30 June 2023 $m
Net cash inflows from operating activities	**142.7**	123.7
Purchase of investments in money market funds	**663.3**	122.8
Sale of investments in money market funds	**(680.5)**	(166.4)
Reinvestment of income from investments in Partner-firms	**19.5**	23.9
Reinvestment of interest income from investments in money market funds	**4.4**	13.2
Taxes paid	**7.4**	8.2
Adjusted net cash inflows from operating activities	**156.8**	125.4
Adjusted EBIT	**128.4**	119.6
Free cash flow	**122.1%**	104.8%

Book value

Total shareholders' funds

	30 June 2024 $m	31 December 2023 $m
Total shareholders' funds	**4,744.3**	**4,833.9**

Book value per share

Total shareholders' funds divided by the number of Ordinary Shares in issue at period / year end.

	30 June 2024	31 December 2023
Total shareholders' funds ($m)	**4,744.3**	4,833.9
Number of Ordinary Shares in issue at period / year end	**1,081,708,167**	1,122,202,824
Book value per share (cents)	**438.59**	**430.75**

Adjusted Earnings before interest and tax ("EBIT")

Sum of total income and expenses excluding transaction costs and non-recurring operating charges before net finance result and before income taxes, change in investments at fair value through profit or loss, change in contingent consideration at fair value through profit or loss and divestment fee expense.

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
	$m	$m
Total income	**146.3**	138.0
Board of Directors' fees and expenses	**(0.8)**	(0.8)
Operator charge	**(10.5)**	(9.4)
Profit sharing charge	**(0.7)**	–
Other operating expenses	**(7.0)**	(7.0)
Transaction costs	**1.1**	–
Non-recurring operating credit	**–**	(1.2)
Adjusted Earnings before interest and tax (EBIT)	**128.4**	119.6

Adjusted EBIT margin

Adjusted EBIT divided by Total income.

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
	$m	$m
Total income	**146.3**	138.0
Adjusted EBIT	**128.4**	119.6
Adjusted EBIT margin	**87.8%**	86.7%

Adjusted Earnings Before Tax ("EBT")

Sum of total income and expenses excluding divestment fee expense, income taxes, change in liability for Tax Receivables Agreement, change in investments at fair value through profit or loss, change in contingent consideration at fair value through profit or loss, transaction costs and non-recurring operating charges.

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
	$m	$m
Total income	**146.3**	138.0
Board of Directors' fees and expenses	**(0.8)**	(0.8)
Operator charge	**(10.5)**	(9.4)
Profit sharing charge	**(0.7)**	–
Other operating expenses	**(7.0)**	(7.0)
Finance income	**0.3**	–
Finance cost	**(17.3)**	(18.6)
Transaction costs	**1.1**	–
Non-recurring operating credit	**–**	(1.2)
Adjusted Earnings before tax (EBT)	**111.4**	101.0

Tax and tax related expenses

The current tax plus the actual / expected payment under the Tax Receivables Agreement for the current period.

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
	$m	$m
Current tax	**(5.4)**	(16.9)
Expected payment under the Tax Receivables Agreement	**(12.3)**	(15.7)
Tax and tax related expenses	**(17.7)**	(32.6)

Adjusted tax and tax related expense rate

The Tax and tax related expenses divided by the Adjusted EBT.

	For the six months ended 30 June 2024 $m	For the six months ended 30 June 2023 $m
Tax and related expenses	**(17.7)**	(32.6)
Adjusted Earnings before tax (EBT)	**111.4**	101.0
Adjusted tax and tax related expense rate	**15.9%**	32.3%

Adjusted profit after tax

Sum of total income and expense excluding divestment fee expense, income taxes, change in liability for Tax Receivables Agreement, change in investments at fair value through profit or loss, change in contingent consideration at fair value through profit or loss, transaction costs and non-recurring operating charges and including tax and related expenses under Tax Receivables Agreement.

	For the six months ended 30 June 2024 $m	For the six months ended 30 June 2023 $m
Total income	**146.3**	138.0
Board of Directors' fees and expenses	**(0.8)**	(0.8)
Operator charge	**(10.5)**	(9.4)
Profit sharing charge	**(0.7)**	–
Other operating expenses	**(7.0)**	(7.0)
Finance income	**0.3**	–
Finance cost	**(17.3)**	(18.6)
Transaction costs	**1.1**	–
Non-recurring operating credit	**–**	(1.2)
Tax and tax related expenses	**(17.7)**	(32.6)
Adjusted profit after tax	**93.7**	68.4

Adjusted Earnings Per Share ("EPS")

Adjusted profit after tax divided by weighted average number of Ordinary Shares in issue.

	For the six months ended 30 June 2024	For the six months ended 30 June 2023
Adjusted profit after tax ($m)	**93.7**	**68.4**
Weighted average number of Ordinary Shares in issue	**1,108,758,893**	**1,135,192,342**
Adjusted Earnings per share (EPS) (cents)	**8.45**	**6.03**

This results announcement has been prepared solely to provide additional information to shareholders and meets the relevant requirements of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority. The results announcement should not be relied on by any other party or for any other purpose. Whilst the Company aims to provide a diversified investment approach, diversification does not protect an investor from market risk and does not ensure a profit.

These written materials are not an offer of securities for sale in the United States. Securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended, or an exemption therefrom. The issuer has not and does not intend to register any securities under the US Securities Act of 1933, as amended, and does not intend to offer any securities to the public in the United States. Any securities of Petershill Partners plc referred to herein have not been and will not be registered under the US Investment Company Act of 1940, as amended, and may not be offered or sold in the United States or to "U.S. persons" (as defined in Regulation S under the US Securities Act of 1933, as amended) other than to "qualified purchasers" as defined in the US Investment Company Act of 1940, as amended. No money, securities or other consideration from any person inside the United States is being solicited and, if sent in response to the information contained in these written materials, will not be accepted.

Any tender offer made by the Company would be made in the US pursuant to an exemption from certain US tender offer rules and otherwise in accordance with the requirements of UK legislation. In accordance with normal UK market practice and Rule 14e-5(b) of the US Exchange Act, the Company, its nominees, its brokers (acting as agents), any financial advisers or any of their respective affiliates could from time to time make certain purchases of, or arrangements to purchase, Company securities outside the United States, other than pursuant to any such tender offer, before or during the period in which such tender offer remains open for acceptance, including sales and purchases of securities effected by any financial advisers acting as market makers in the Company securities. These purchases could occur either in the open market at prevailing prices or in private transactions at negotiated prices. Any information about such purchases would be disclosed as required in the United Kingdom, would be reported to a Regulatory Information Service and would be available on the London Stock Exchange website, http://www.londonstockexchange.com.

FORWARD-LOOKING STATEMENTS

This press release may contain forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "project," "target," "estimate," "intend," "continue," or "believe" or the negatives thereof or other variations thereon or comparable terminology. You should read statements that contain these words carefully because they discuss our plans, strategies, prospects and expectations concerning the business, operating results, financial condition and other similar matters. These statements represent the Company's belief regarding future events that, by their nature, are uncertain and outside of the Company's control. There are likely to be events in the future, however, that we are not able to predict accurately or control. Any forward-looking statement made by us in this press release is based upon information known to the Company on the date of this press release and speaks only as of such date. Accordingly, no assurance can be given that any particular expectation will be met and readers are cautioned not to place undue reliance on forward looking statements. Additionally, forward looking statements regarding past trends or activities should not be taken as a representation that such trends or activities will continue in the future. Other than in accordance with its legal or regulatory obligations (including under the UK Listing Rules and the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority), the Company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.