

CESL II (Levered) S.à r.l.

Société à responsabilité limitée

Annual Report - for the year ended December 31, 2020

412F, route d'Esch
L-2086 Luxembourg
Grand Duchy of Luxembourg
R.C.S Luxembourg: B227685

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Balance Sheet

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Annual Accounts Helpdesk :
 Tel. : (+352) 247 88 494
 Email : centralebilans@statec.etat.lu

RCSL Nr. : B227685

Matricule :

ABRIDGED BALANCE SHEET

Financial year from 01/01/2020 to 31/12/2020
(In USD)

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid	1101	101	-
I. Subscribed capital not called	1103	103	-
II. Subscribed capital called but unpaid	1105	105	-
B. Formation expenses	1107	107	-
C. Fixed assets	2109	1109	30,831,091
I. Intangible assets	1111	111	-
II. Tangible assets	2125	1125	-
III. Financial assets	1135 3	135	30,831,091
D. Current assets	1151	151	949,946
I. Stocks	1153	153	-
II. Debtors	1163	163	603,431
a) becoming due and payable within one year	1203 4	203	603,431
b) becoming due and payable after more than one year	1205	205	-
III. Investments	1189	189	-
IV. Cash at bank and in hand	2197	1197	346,515
E. Prepayments	2199	1199	3,274
TOTAL (ASSETS)	201	31,784,311	202 17,493,253

The notes in the annex form an integral part of the annual accounts

Balance Sheet (Continued)

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RCSL Nr. : B227685

Matricule :

CAPITAL, RESERVES AND LIABILITIES

		Reference(s)		Current year		Previous year
A. Capital and reserves	1301		301	1,696,812	302	(39,323)
I. Subscribed capital	1303	5	303	15,000	304	15,000
II. Share premium account	1305	5	305	1,255,995	306	74,465
III. Revaluation reserves	1307		307	-	308	-
IV. Reserves	1309	6	309	-	310	-
V. Profit or loss brought forward	1319		319	(128,788)	320	(7,550)
VI. Profit or loss for the financial year	1321	7	321	554,605	322	(121,238)
VII. Interim dividends	1323		323	-	324	-
VIII. Capital investment subsidies	1325		325	-	326	-
B. Provisions	1331	8	331	257,996	332	-
C. Creditors	1435		435	29,761,834	436	17,527,326
a) becoming due and payable within one year	1453	9, 10	453	836,252	454	510,487
b) becoming due and payable after more than one year	1455	11	455	28,925,582	456	17,016,839
D. Deferred income	1403		403	67,669	404	5,250
TOTAL (CAPITAL, RESERVES AND LIABILITIES)			405	31,784,311	406	17,493,253

The notes in the annex form an integral part of the annual accounts

Profit and Loss Account

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RCSL Nr. : B227685

Matricule :

ABRIDGED PROFIT AND LOSS ACCOUNT**Financial year from 01/01/2020 to 31/12/2020****(In USD)**

ABRIDGED PROFIT AND LOSS ACCOUNT

	Reference(s)	Current year	Previous year
1. to 5. Gross profit or loss	1651 <u>12</u>	651 <u>(175,333)</u>	652 <u>(172,061)</u>
6. Staff costs	1605	605 -	606 -
a) Wages and salaries	1607	607 -	608 -
b) Social security costs	1609	609 -	610 -
i) relating to pensions	1653	653 -	654 -
ii) other social security costs	1655	655 -	656 -
c) Other staff costs	1613	613 -	614 -
7. Value adjustments	1657	657 <u>(875,881)</u>	658 <u>(481,567)</u>
a) in respect of formation expenses and of tangible and intangible fixed assets	1659	659 -	660 -
b) in respect of current assets	1661	661 (875,881)	662 (481,567)
8. Other operating expenses	1621 <u>13</u>	621 <u>(268,682)</u>	622 <u>(5,118)</u>

The notes in the annex form an integral part of the annual accounts

Profit and Loss Account (Continued)

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		RCSL Nr. : B227685		Matricule :	
	Reference(s)		Current year		Previous year
9. Income from participating interests	1715	715	1,716,760	716	362,688
a) derived from affiliated undertakings	1717	717	-	718	-
b) other income from participating interests	1719	2 719	1,716,760	720	362,688
10. Income from other investments and loans forming part of the fixed assets	1721	721	-	722	-
a) derived from affiliated undertakings	1723	723	-	724	-
b) other income not included under a)	1725	725	-	726	-
11. Other interest receivable and similar income	1727	727	122,897	728	22,075
a) derived from affiliated undertakings	1729	729	-	730	-
b) other interest and similar income	1731	14 731	122,897	732	22,075
12. Share of profits or loss of undertakings accounted for under the equity method	1663	663	-	664	-
13. Value adjustments in respect of financial assets and of investments held as current assets	1665	665	1,662,503	666	471,071
14. Interest payable and other similar expenses	1627	627	(1,617,220)	628	(318,326)
a) concerning affiliated undertakings	1629	629	-	630	-
b) other interest and similar expenses	1631	15 631	(1,617,220)	632	(318,326)
15. Tax on profit or loss	1635	16 635	-	636	-
16. Profit or loss after taxation	1667	667	565,044	668	(121,238)
17. Other taxes not shown under items 1 to 16	1637	17 637	(10,439)	638	-
18. Profit or loss for the financial year	1669	669	554,605	670	(121,238)

The notes in the annex form an integral part of the annual accounts

Notes to Financial Statements

NOTE 1 - GENERAL INFORMATION

General information: CESL II (Levered) S.à r.l. (the “Company”) was incorporated on September 14, 2018, as a private limited liability company under the laws of the Grand Duchy of Luxembourg and qualified as a *Société à responsabilité limitée*.

The Company’s registered office is established at 412F, route d’Esch, L-2086 Luxembourg, Luxembourg. The Company is registered with the Register of Commerce in Luxembourg under registration number B227685.

The Financial Statements have been prepared for the year ended December 31, 2020.

The objects of the Company are to invest in a portfolio of domestic or foreign securities or similar instruments, including but not limited to shares (preferred and common), warrants, options and other equity securities, debt securities, bonds, notes, certificates of deposit, rights or participations in senior or mezzanine or other loans, and in financial instruments, financial derivatives agreements and other debt instruments or securities, trade receivables and other forms of claims, obligations (including but not limited to synthetic securities obligations) (individually and collectively, “Investments”); to enter into any agreements relating to such portfolio and to grant pledges, guarantees or other security interests of any kind under any law to Luxembourg or foreign entities; and to do all things relating thereto as permitted under Luxembourg laws.

The Company may in addition establish, acquire, manage, develop and dispose of Investments and other assets of whatever origin, to acquire, by way of investment, subscription, underwriting or option, Investments and other assets, to realise them by way of sale, transfer, exchange or otherwise, and to grant to - or for the benefit of - companies in which the Company has a direct and / or indirect participation and / or entities of the group, any assistance, loan, advance or guarantee.

Investment Structure: Crescent European Specialty Lending Fund II (Levered) LP (“DELP II Levered”) invests substantially all of its assets through Subordinated Income Tracking Unsecured Loan Notes issued by the Company.

Inter-Fund Agreement: Pursuant to the Amended and Restated Inter-Fund Agreement (the “Inter-Fund Agreement”) dated November 15, 2018, DELP II Levered invests side by side with Crescent European Specialty Lending Fund II (Cayman-Levered) LP (“CayLP II Levered”) and Crescent European Specialty Lending Fund II (Cayman-Levered EUR) LP (“CayLP II Levered EUR”) (collectively, the “Levered II Partnership”); and Crescent European Specialty Lending Fund II (Cayman) LP (“CayLP II Unlevered”), Crescent European Specialty Lending Fund II (Delaware) LP (“DELP II Unlevered”), Crescent European Specialty Loan Fund II SCSp (“LuxSLP”) and Crescent European Specialty Loan Fund II GBP SCSp (“Lux GBP SLP”) (collectively, the “Unlevered II Partnership”). The Levered II Partnership and the Unlevered II Partnership together are known as the “CESL II Parallel Funds”.

The Inter-Fund Agreement provides that each CESL II Parallel Fund agrees to invest on substantially the same terms as each other CESL II Parallel Fund and on economic terms that are no more favourable to any other CESL II Parallel Fund in all investments that any of them makes (an “Aggregate Investment”) in proportion to their respective available commitments immediately prior to such investment subject to tax, regulatory, legal or other considerations.

The CESL II Parallel Funds had their eleventh and final closing on March 13, 2020. Pursuant to the Inter-Fund Agreement, the CESL II Parallel Funds reallocated the investment, and the income and expenses since inception and related costs as well as certain fees and expenses based on new commitments and exchange rates at the time of purchase of the respective investment. All payables/receivables related to the Inter-Fund Agreement will be settled based on Available Commitments percentages at the Final Close Date.

Notes to Financial Statements (continued)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation: These Financial Statements are prepared in accordance with Luxembourg legal and regulatory requirements and generally accepted accounting policies. The books and records are maintained in USD and the Financial Statements have been prepared by the Board of Managers in accordance with the accounting policies and valuation rules described below.

The Financial Statements are prepared on the assumption that the entity will continue its operations for the foreseeable future and will be able to realise assets and discharge liabilities in the normal course of operations.

Formation expenses and other operating charges: The formation expenses are expensed in the Profit and Loss Account of the related accounting period in which they are incurred. Other operating charges are recognised on an accrual basis.

Foreign currency translation: The Company carries out its accounting in USD and the Financial Statements are expressed in that currency. Transactions in a currency other than USD are converted into USD at the exchange rate applicable at the date of the transaction.

All asset and liability items expressed in a currency other than USD are converted at the exchange rate applicable at the Balance Sheet date. The Profit and Loss Account only shows realised exchange gains and losses and unrealised losses. Unrealised gains are not recognised, except for Financial fixed assets.

Cash at bank is translated at the exchange rate effective at the Balance Sheet date. Exchange losses and gains are recorded in the Profit and Loss Account.

The exchange rates applied at December 31, 2020 were:

1.000 [USD] = EUR [0.8188] (2019: 1.000 [USD] = EUR [0.8921])

1.000 [USD] = GBP [0.7314] (2019: 1.000 [USD] = GBP [0.7542])

1.000 [USD] = DKK [6.0924] (2019: 1.000 [USD] = DKK [6.6620])

Income: Interest income is recognised in the Profit and Loss Account and is accrued on a daily basis. For the year ended December 31, 2020, the Company received \$1,647,150 (2019: \$362,688) of investment interest income and received \$69,610 (2019: \$Nil) of commitment fee income.

Other interests and other financial income: Other interests and other financial income are recognised on an accrual basis. The Company received an Original Issue Discount (the "OID") on bought investments. When the investments will be redeemed on their maturity date, this discount will be paid to investors. For accounting purposes, the discount is amortised along the maturity term of the investments on a declining balance method and this interest is treated as interest income by the Company, and is recognised as such in the accounting records.

Receivables: Debtors are recognised at their nominal value. A value adjustment is made when their reimbursement is partly or completely in doubt. These value adjustments are reversed if the reasons for which the value adjustments were made have ceased to apply.

Payables: Creditors include the liabilities recognised for amounts to be paid in the future for services received.

Notes to Financial Statements (continued)

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES (Continued)

Subordinated Income Tracking Unsecured Loan Notes: On December 6, 2018, DELP II Levered subscribed to Subordinated Income Tracking Unsecured Loan Notes (the “Loan Notes”) issued by the Company. Under the terms of the Loan Notes, the Company pays mandatory Fixed Interest and Variable Interest which consists of the allocated percentage of the total result less operating expenses generated by the Company.

Effective March 1, 2019, €1,000,000 of the Loan Notes are listed on the official listing of The International Stock Exchange (“TISE”) in Guernsey.

For the year ended December 31, 2020, the DELP II Levered subscribed to \$4,670,707 (2019: \$2,305,905) of Loan Notes. During the year, the Company converted \$1,181,530 (2019: \$74,465) to Share Premium. As at December 31, 2020, the Company had a payable balance of \$3,414,712 (2019: \$2,231,440).

The Loan Notes are marked to market at each NAV calculation date. The estimated market value is based on the valuation elements laid down in the contracts, and is obtained from third party pricing agents, market makers or internal models. The Loan Notes are Unsecured.

No collateral has been granted to secure repayment of the Loan Notes (the Subscribed Amount and/or Interest). In the event of Liquidation or the insolvency of the Company, DELP II Levered’s right to claim repayment of the Subscribed Amount of the Loan Notes and Interest shall be subordinated to and rank behind all other creditors’ claims other than in respect of shares of the Company over which it will have priority.

Forward Foreign Currency Swaps: Forward foreign currency swaps contracts represent obligations to purchase or sell foreign currency on a specified future date at a price fixed at the time the contracts are entered into. The Company may enter into the contracts as a hedge against fluctuations in foreign exchange rates. Forward foreign currency contracts are marked-to-market daily and the change in market value is recorded by the Company as an unrealised gain or loss on the Profit and Loss Account. When the contract is closed or delivery is taken, the Company records a realised gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed. Risks may arise upon entering into these contracts from the potential inability of counterparties to meet the terms of their contracts and from unanticipated movements in the value of the foreign currency relative to the USD. The counterparty to these contracts is Credit Suisse AG.

Uncommitted Credit Facility: Effective June 27, 2019, the Levered II Partnership entered into a Leveraged Facility Agreement with Credit Suisse AG for an amount of €150,000,000 of which €125,827,865 (2019: €112,436,675) was utilised as at December 31, 2020. Effective March 4, 2021, the credit facility commitment was increased to €200,000,000.

Going concern: The Financial Statements have been prepared by the Board of Managers under the going concern assumption.

Notes to Financial Statements (continued)

NOTE 3 - FINANCIAL FIXED ASSETS

Financial Fixed Assets: Investments are initially recorded at their acquisition price. The acquisition price includes charges and expenses incurred in connection with the acquisition.

Valuation of Financial Fixed Assets: The Board of Managers approves the fair value of Financial Fixed Assets.

Fair value is based on observable market prices or parameters, or derived from such prices or parameters. Where observable prices or inputs are not available, valuation models are applied. These valuation models involve some level of management estimation and judgment, the degree of which is dependent on the price transparency for the assets or liabilities or market and the assets' or liabilities' complexity. The Company's fair value analysis includes an analysis of the value of any unfunded loan commitments. Assets and liabilities are categorised for disclosure purposes based upon the level of judgment associated with the inputs used to measure their value. The valuation hierarchical levels are based upon the transparency of the inputs to the valuation of the asset or liability as of the measurement date.

Fair Value Hierarchy: The three levels are defined as follows:

- Level 1 values are based on unadjusted quoted market prices in active markets for identical assets.
- Level 2 values are based on significant observable market inputs, such as quoted prices for similar assets and quoted prices in inactive markets or other market observable inputs.
- Level 3 values are based on significant unobservable inputs that reflect the Company's determination of assumptions that market participants might reasonably use in valuing the assets.

Categorisation within the hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The valuation levels are not necessarily an indication of the risk associated with investing in those securities. There were no transfers between levels for the year ended December 31, 2020.

The following valuation techniques and significant inputs are used to determine fair value of investments for which reliable market quotations are not available. Some of these inputs are independently observable, however, a significant portion of the inputs and the internal assumptions applied are unobservable.

Forward foreign currency contracts (Level 2) include forward foreign currency contracts entered for hedging against fluctuations in foreign exchange rates. These contracts are marked-to-market daily and the change in market value is recorded by the Company as an unrealised appreciation or depreciation.

Fixed Income Securities (Level 3) include senior secured first lien and senior secured second lien. Such securities are valued based on specific pricing models, internal assumptions and the weighting of the best available pricing inputs. Corporate debt is generally valued at par and a credit and market discount applied based on current expectations about future amounts. Standard pricing inputs include, but are not limited to the financial health of the issuer, place in the capital structure, the value of other issuer debt, credit, industry, and market risk and events; interest rates, spreads and yield curves, terms and conditions including a take-out premium, and comparable market transactions.

Pricing inputs and weightings applied to determine fair value require subjective determination. Accordingly, valuations do not necessarily represent the amounts that may be realised from sales or other dispositions of investments.

Notes to Financial Statements (continued)

NOTE 3 - FINANCIAL FIXED ASSETS (Continued)

The Company classified its Portfolio Investments within the fair value hierarchy under Level 3 as at December 31, 2020.

Summary of Financial Fixed Assets:

	Fair value as at January 1, 2020	Additions	Disposals / Paydowns	Value adjustments for the year	Fair value as at December 31, 2020
	\$	\$	\$	\$	\$
Crusoe Bidco Limited	2,134,441	875,813	-	132,026	3,142,280
PharComp Bidco B.V.	1,842,364	745,548	-	210,362	2,798,274
Armitage Pet Care Limited	299,915	98,075	(364,900)	(33,090)	-
Expert Bidco Limited	1,221,723	451,727	-	(59,518)	1,613,932
SEMA Beteiligungs GmbH	620,817	218,075	(155,779)	75,412	758,525
Jupiter Bidco Limited	1,904,950	1,528,917	(101,351)	618,337	3,950,853
Project Floss Bidco B.V.	992,774	384,653	-	143,144	1,520,571
DDS Subholding B.V.	1,503,771	1,452,213	-	270,560	3,226,544
Auction Bidco Limited	-	4,188,121	-	182,681	4,370,802
Spyder Bidco Limited	-	1,079,105	-	17,725	1,096,830
Australian 3B Scientific Parent, LLC	-	354,566	-	19,490	374,056
Q Anne Bidco Limited	-	475,355	-	43,713	519,068
Zorginvest B.V.	-	1,077,309	-	(69,735)	1,007,574
Bluefin Bidco AS	-	1,829,979	-	(33,461)	1,796,518
Yield Bidco B.V.	-	4,616,447	-	38,817	4,655,264
Total	10,520,755	19,375,903	(622,030)	1,556,463	30,831,091

NOTE 4 - DEBTORS: BECOMING DUE AND PAYABLE WITHIN ONE YEAR

	As at December 31, 2020	As at December 31, 2019
	\$	\$
Investment interest	260,275	23,660
Deferred credit facility fees	177,370	154,285
Due from related parties	149,463	203,618
Commitment fees	9,888	-
Due from Parallel Funds	6,435	5,991,325
Investments receivable	-	185,799
Total	603,431	6,558,687

As at December 31, 2020, the Company had a receivable balance from CESL II Parallel Funds of \$6,435 (2019: \$5,991,325) in relation to their pro rata share of investments in accordance with the Inter-Fund Agreement.

In addition, the Company had an intercompany balance due from DELP II Levered of \$15,000 (2019: \$15,000) in relation to share capital contributions, \$917,326 (2019: \$188,618) receivable balance in relation to intercompany transfers for expenses and \$782,863 (2019: \$Nil) payable balance for interest on the Loan Notes, as described in Note 2.

The Company also had a receivable of \$177,370 (2019: \$154,285) in relation to expenses for the credit loan facility.

NOTE 5 - SUBSCRIBED CAPITAL

As at December 31, 2020, the capital of the Company was set at 15,000 (2019: 15,000) shares of \$1.00 (2019: \$1.00) each entirely subscribed and paid up.

During the year, the share premium account increased by \$1,181,530 (2019: \$51,630) after part of the Loan Notes (as described in Note 2) was converted to share premium. As at December 31, 2020, the share premium account was \$1,255,995 (2019: \$74,465).

Notes to Financial Statements (continued)

NOTE 6 - RESERVES

In accordance with Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve until the legal reserve reaches 10% of the issued share capital. This reserve may not be distributed. However, if at any time and for any reason whatsoever the legal reserve falls below one tenth of the issued capital the 5% annual contribution shall be resumed until such one tenth proportion is restored.

NOTE 7 - MOVEMENTS IN CAPITAL AND RESERVES

	Subscribed capital	Share premium	Legal reserve	Profit or loss b/fwd	Total capital and reserves
	\$	\$	\$	\$	\$
As at January 1, 2020	15,000	74,465	-	(128,788)	(39,323)
Movement during the year	-	1,181,530	-	-	1,181,530
Profit or loss for the year	-	-	-	554,605	554,605
As at December 31, 2020	15,000	1,255,995	-	425,817	1,696,812

	Subscribed capital	Share premium	Legal reserve	Profit or loss b/fwd	Total capital and reserves
	\$	\$	\$	\$	\$
As at January 1, 2019	15,000	22,835	-	(7,550)	30,285
Movement during the year	-	51,630	-	-	51,630
Profit or loss for the year	-	-	-	(121,238)	(121,238)
As at December 31, 2019	15,000	74,465	-	(128,788)	(39,323)

NOTE 8 - PROVISIONS

As at December 31, 2020, the Company had a provision of \$257,996 (2019: \$Nil) in relation to risk corresponding to the potential foreign exchange exposure on the Loan Notes.

NOTE 9 - CREDITORS: BECOMING DUE AND PAYABLE WITHIN ONE YEAR

	As at December 31, 2020	As at December 31, 2019
	\$	\$
Due to related parties	636,131	240,828
Credit loan interest payable	133,971	102,106
Due to Parallel Funds	35,569	133,200
Other creditors	30,581	34,353
Total	836,252	510,487

As at December 31, 2020, the Company had a payable balance to CESL II Parallel Funds of \$35,569 (2019: \$133,200) in relation to their pro rata share of investments in accordance with the Inter-Fund Agreement.

The Company also had intercompany balances with Crescent Capital Group LP ("CCG") of \$15,000 (2019: \$15,000) in relation to share capital contributions paid on behalf of the Company, \$30,967 (2019: \$31,331) in relation to other expenses, a payable balance of \$56,989 (2019: \$56,989) to DELP II Levered in relation to a gain on derivatives and a \$497,617 (2019: \$137,508) payable balance for interest on the Loan Notes, as described in Note 2. As at December 31, 2020, the company had a payable balance to Crescent European Specialty Lending Fund (Cayman-Levered) LP of \$35,558 (2019: \$Nil) in relation legal expenses paid on behalf of the Company.

In addition, the Company had a payable balance of \$30,581 (2019: \$34,353) in relation to various expenses.

Notes to Financial Statements (continued)

NOTE 10 - FORWARD FOREIGN EXCHANGE CONTRACTS

For the year ended December 31, 2020, there were no foreign exchange activities.

For the year ended December 31, 2020, the net change in unrealised appreciation was \$Nil (2019: \$3,401).

NOTE 11 - CREDITORS: BECOMING DUE AND PAYABLE AFTER MORE THAN ONE YEAR

	As at December 31, 2020	As at December 31, 2019
	\$	\$
Credit loan facility	25,510,870	14,785,399
Loan Notes (due to DELP II Levered)	3,414,712	2,231,440
Total	28,925,582	17,016,839

As at December 31, 2020, the Company had a payable of \$25,510,870 (2019: \$14,785,399) in relation to credit loan facility.

In addition, the Company owed \$3,414,712 (2019: \$2,231,440) to DELP II Levered in relation to the Loan Notes, as described in Note 2.

NOTE 12 - OTHER EXTERNAL CHARGES

	For the year ended December 31, 2020	For the year ended December 31, 2019
	\$	\$
Credit facility fees	85,335	25,107
Legal and other professional fees	59,324	83,395
Administrator fees	19,783	18,108
Filing and regulatory fees	11,301	24,053
Bank charges	4,973	2,318
Subscription charges	428	386
Establishment cost	-	6,176
Audit fees	(138)	5,812
Deal fees	(5,821)	6,706
Other Fees	148	-
Total	175,333	172,061

NOTE 13 - OTHER OPERATING EXPENSES

	For the year ended December 31, 2020	For the year ended December 31, 2019
	\$	\$
Provision against Forex exposure on Loan Notes	257,996	-
Board of Managers' fees	10,686	5,118
Total	268,682	5,118

NOTE 14 - OTHER INTEREST RECEIVABLE AND SIMILAR INCOME

For the year ended December 31, 2020, the Company recognised \$99,818 (2019: \$22,075) in relation to the unrealised OID, \$8,547 (2019: \$Nil) in relation to arrangement fee income and \$57 (2019: \$Nil) in relation to termination fee income, as described in Note 2. In addition, the Company recognized realised OID from the sale of investments of \$14,475 (2019: \$Nil).

Notes to Financial Statements (continued)

NOTE 15 - INTEREST PAYABLE AND OTHER SIMILAR EXPENSES

	For the year ended December 31, 2020	For the year ended December 31, 2019
	\$	\$
Loan note interest	1,142,972	126,789
Credit loan facility interest	433,651	165,604
Commitment fees	40,597	25,933
Total	1,617,220	318,326

For the year ended December 31, 2020, the Company recognised \$1,142,972 (2019: \$126,789) of interest expense in relation to the Loan Notes, as described in Note 2.

NOTE 16 - TAX ON PROFIT OR LOSS

The Company is subject to the applicable tax regulation in Luxembourg. The Company incurs taxation on its profits and margin at the prevailing tax rates in Luxembourg. The tax fees for the year were \$Nil (2019: \$Nil).

NOTE 17 - OTHER TAXES

For the year ended December 31, 2020, the Company incurred \$10,439 (2019: \$Nil) in relation to the Net Wealth Tax.

NOTE 18 - STAFF NUMBER AND COST

The Company does not employ any staff.

NOTE 19 - RELATED PARTY TRANSACTIONS

As at December 31, 2020, the Company had an intercompany payable balance of \$15,000 (2019: \$15,040) with the CCG in relation to share capital contributions paid for on behalf of the Company, a payable balance of \$30,967 (2019: \$31,291) in relation to other expenses, a payable balance of \$56,989 (2019: \$56,989) to DELP II Levered in relation to a gain on derivatives and a payable balance of \$497,617 (2019: \$137,508) in relation to interest payable on Loan Notes.

In addition, the Company had an intercompany balance due from DELP II Levered of \$15,000 (2019: \$15,000) in relation to share capital contributions, \$917,326 (2019: \$188,618) receivable balance in relation to intercompany transfers for expenses and \$782,863 (2019: \$Nil) payable balance for interest on the Loan Notes. As at December 31, 2020, the company had a payable balance to Crescent European Specialty Lending Fund (Cayman-Levered) LP of \$35,558 (2019: \$Nil) in relation legal expenses paid on behalf of the Company.

NOTE 20 - SUBSEQUENT EVENTS

On January 7, 2021, the CESL II Funds completed a new investment in Simulator Topco B.V., a specialist provider of hosting and cloud migration services in the Netherlands, to support the buyout of the business by Bencis Capital Partners.

On February 8, 2021, the CESL II Funds completed a new investment in Avania Investments B.V., a leading global full-service CRO headquartered in the Netherlands, in connection with the recapitalisation of the company and the payment of a dividend to the sponsor Kester Capital.

On February 25, 2021, the CESL II Funds completed a new investment in Kansas Midco Limited, a UK-based medical devices manufacturer specialised in the pressure ulcer prevention segment, in connection with the recapitalisation of the company and the payment of a dividend to the sponsor Kester Capital.

On February 25, 2021, the CESL II Funds completed a new investment in STAR Pacific Intermediate Holdco 2 Limited, a leading global provider of corporate, private client and fund administration services, in connection with the buyout of the company by STAR Capital.

Notes to Financial Statements (continued)

NOTE 20 - SUBSEQUENT EVENTS (Continued)

On February 25, 2021, the CESL II Funds provided follow-on investment to an existing portfolio company, Spy Alarms, to finance the bolt-on acquisitions of Crimefighter Alarms Limited and Judge Limited.

On February 26, 2021, an existing CESL II portfolio company, Auction Technology Group, successfully completed an initial public offering on the London Stock Exchange which valued the company at £600 million. As part of the transaction, we have been repaid half of our initial Unitranche and underwritten a new £20 million undrawn RCF.

On March 2, 2020, the CESL II funds completed a new investment in Avicenna Ltd in connection with the transformative add-on acquisition of Dudley Taylor Pharmacies Ltd. The combined group now operates a portfolio of 101 pharmacies across the UK.

On March 24, 2021, the CESL II Funds provided follow-on investment to an existing portfolio company, Medsen, to help support two small add-on acquisitions.

On April 1, 2021, the CESL II Funds completed a new investment in Cohedron in connection with the recapitalisation of the company, the financing of five add-on acquisitions (Oreon, Budgetondersteuning, Budgetbeheer Nederland, Even Werkt! and Newpublic) and the payment of a dividend to the sponsor Argos Wityu. The amount totalled €99.0 million split across a Unitranche facility (€69.0 million) and a committed acquisition facility (€30.0 million). Headquartered in the Netherlands, Cohedron provides secondment, consultancy and outsourcing services to both the public and private sectors, with a particularly strong position within Dutch municipalities. The Company is the only player with nationwide coverage across its core verticals and provides services to c. 90% of Dutch municipalities.

On April 1, 2021, the CESL II Funds provided follow-on investment to an existing portfolio company, Fresh Tandartsen, to facilitate the payment of a portion of the deferred consideration and finance the bolt-on acquisitions of 4 additional dental practices. The amount totalled €2.2 million drawn from the committed acquisition facility.

On April 15, 2021, the CESL II Funds provided follow-on investment to an existing portfolio company, Avicenna, to finance the bolt-on acquisition of A & JM Sheppard Limited, an independent pharmacy chain operator located in South Wales. The combined group now operates a portfolio of 135 pharmacies across the UK. The amount totalled £28.0 million through a Unitranche facility.

Administration

Independent Administrative Agent

IQ EQ (Luxembourg) S.A.
(formerly IQ EQ Fund Services (Luxembourg) S.A.)
Cloche d'Or
412F, route d'Esch
L-2086 Luxembourg
Grand Duchy of Luxembourg

Depository Bank

NatWest Markets Plc
Luxembourg Branch
Avenue J F Kennedy, 46
L-1855 Luxembourg – Kirchberg

Paying Agent

The Royal Bank of Scotland International Limited
Luxembourg Branch
Avenue J F Kennedy, 40
L-1855 Luxembourg – Kirchberg

Legal Advisers as to Luxembourg Law

Loyens & Loeff Luxembourg S.à r.l.
Avocats à la Cour
18-20, rue Edward Steichen
L-2540 Luxembourg City
Grand Duchy of Luxembourg

Board of Managers

William Blackwell, Manager, Luxembourg
Jonathan R Insull, Manager, New York
Jason Breaux, Manager, Los Angeles
(appointed as Manager effective December 18, 2020)
Jeroen Matteredne, Manager, Luxembourg
*(resigned as Manager effective May 15, 2020;
appointed as Manager effective December 18, 2020)*
Andrej Grossmann, Manager, Luxembourg
*(appointed as Manager effective May 15, 2020;
resigned as Manager effective December 15, 2020)*