

FINANCIAL STATEMENTS

TETRAGON FINANCIAL GROUP LIMITED

FOR THE YEAR ENDED 31 DECEMBER 2019

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TETRAGON FINANCIAL GROUP LIMITED

FINANCIAL STATEMENTS  
For the year ended 31 December 2019

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# TETRAGON FINANCIAL GROUP LIMITED

## DIRECTORS' REPORT For the year ended 31 December 2019

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The Directors present to the shareholders their report together with the audited financial statements for the year ended 31 December 2019.

### **The Fund and its Investment Objective**

Tetragon Financial Group Limited ("Tetragon" or the "Fund") was registered in Guernsey on 23 June 2005 as a company limited by shares, with registered number 43321. All voting shares of Tetragon are held by Polygon Credit Holdings II Limited (the "Voting Shareholder"). Tetragon continues to be registered and domiciled in Guernsey, and Tetragon's non-voting shares are listed on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. (ticker symbol: TFG.NA) and on the Specialist Fund Segment of the London Stock Exchange plc (ticker symbols: TFG.LN and TFGS.LN). Tetragon has historically invested all its capital through Tetragon Financial Group Master Fund Limited (the "Master Fund"). Effective 31 December 2018, Tetragon and the Master Fund were amalgamated, with the amalgamated company continuing as Tetragon Financial Group Limited. The registered office of Tetragon is Mill Court, La Charroterie, St. Peter Port, Guernsey, GY1 1EJ, Channel Islands.

Tetragon's investment objective is to generate distributable income and capital appreciation. It aims to provide stable returns to investors across various credit, equity, interest rate, inflation and real estate cycles. Tetragon's investment portfolio comprises a broad range of assets, including public and private equities, credit, convertible bonds, real estate, venture capital, infrastructure, bank loans, quantitative strategies and TFG Asset Management, a diversified alternative asset management business.

As at 31 December 2019, TFG Asset Management's investments consisted of LCM Asset Management LLC ("LCM"), Polygon Global Partners LP and Polygon Global Partners LLP ("Polygon"), Equitix Holdings Limited ("Equitix"), Hawke's Point Manager LP ("Hawke's Point"), BentallGreenOak, Tetragon Credit Partners and Banyan Square Partners.

TFG Asset Management LP and Tetragon Financial Management LP (the "Investment Manager"), are both registered as investment advisers under the U.S. Investment Advisers Act of 1940, and two of TFG Asset Management LP's investment management entities, Polygon Global Partners LLP and Equitix Investment Management Limited, are authorised and regulated by the United Kingdom Financial Conduct Authority.

### **Results, Activities and Future Developments**

The results of operations are set out on page 7. A detailed review of activities and future developments is contained in the Annual Report issued with these financial statements to the shareholders of Tetragon.

In early 2020, the existence of a new coronavirus (COVID-19) was confirmed and since this time COVID-19 has spread across the world. COVID-19 has caused unprecedented disruption to businesses and economic activity, which has been reflected in recent significant fluctuations and reduced asset prices in global markets. Please refer to Note 19 for further details and impact of COVID-19 on the Fund's performance.

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## TETRAGON FINANCIAL GROUP LIMITED

### DIRECTORS' REPORT (continued) For the year ended 31 December 2019

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#### Statement of Directors' Responsibilities

The directors of Tetragon Financial Group Limited ('the Directors') have accepted responsibility for the preparation of these financial statements, to comply with the requirements of the US Investment Advisors act of 1940, for the year ended 31 December 2019 which are intended by them to give a true and fair view of the state of affairs of the Fund and of the profit or loss for that period. They have decided to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and with respect to the information contained in note 21 to the financial statements, in accordance with US Generally Accepted Accounting Principles ("US GAAP").

In preparing these financial statements, the directors have:

- selected suitable accounting policies and applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- stated whether applicable accounting standards have been followed; subject to any material departures being disclosed and explained in the financial statements;
- assessed the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- used the going concern basis of accounting unless they either intend to liquidate the Fund or to cease operations, or have no realistic alternative but to do so.

The directors are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Fund and to prevent and detect fraud and other irregularities.

Signed on behalf of the Board of Directors by:

David O'Leary  
Director

Steven Hart  
Director

Date: 28 April 2020

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INDEPENDENT AUDITOR'S REPORT  
For the year ended 31 December 2019

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The Board of Directors and the Members  
Tetragon Financial Group Limited

**Report on the Financial Statements**

We have audited the accompanying financial statements of Tetragon Financial Group Limited (the "Company"), which comprise the statements of financial position as of December 31, 2019 and 2018, and the related statements of comprehensive income, changes in equity, and cash flows for the year then ended, and the related notes to the financial statements.

*Management's Responsibility for the Financial Statements*

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

*Auditor's Responsibility*

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

*Opinion*

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tetragon Financial Group Limited as of December 31, 2019 and 2018, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

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INDEPENDENT AUDITOR'S REPORT (continued)  
For the year ended 31 December 2019

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*The purpose of our audit work and to whom we owe our responsibilities*

This report is made solely to the Board of Directors and the members of the Company, as a body, in accordance with the terms of our engagement. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and to facilitate the Company's compliance with the requirements of the US Investment Advisors Act of 1940 relating to reporting by independent auditors to the Company's members, and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

KPMG LLP  
Chartered Accountants  
15 Canada Square  
London  
E14 5GL  
28 April 2020

TETRAGON FINANCIAL GROUP LIMITED

STATEMENT OF FINANCIAL POSITION  
As at 31 December 2019

	Note	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
<b>Assets</b>			
Non-derivative financial assets at fair value through profit or loss	5	2,417.1	1,937.1
Derivative financial assets	5	11.4	3.5
Other receivables and prepayments	8	1.0	8.0
Amounts due from brokers	7	47.1	35.3
Cash and cash equivalents	9	133.5	269.8
<b>Total assets</b>		2,610.1	2,253.7
<b>Liabilities</b>			
Loans and borrowings	11	150.0	38.0
Derivative financial liabilities	5	37.2	6.8
Other payables and accrued expenses	10	36.8	19.5
<b>Total liabilities</b>		224.0	64.3
<b>Net assets</b>		2,386.1	2,189.4
<b>Equity</b>			
Share capital	13	0.1	0.1
Other equity		830.9	829.7
Share-based compensation reserve	13	57.1	79.0
Retained earnings		1,498.0	1,280.6
		2,386.1	2,189.4
<b>Shares outstanding</b>		<b>Million</b>	<b>Million</b>
Number of shares	13	92.2	92.4
<b>Net Asset Value per share</b>		US\$ 25.88	US\$ 23.70

The accompanying notes are an integral part of the financial statements.

Signed on behalf of the Board of Directors by:

David O'Leary  
Director

Steven Hart  
Director

Date: 28 April 2020

TETRAGON FINANCIAL GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME  
For the year ended 31 December 2019

	Note	Year ended 31 Dec 2019 US\$ MM	Year ended 31 Dec 2018* US\$ MM
Net gain on non-derivative financial assets at fair value through profit or loss	3	402.6	289.1
Net loss on derivative financial assets and liabilities	3	(6.9)	-
Interest income		6.8	-
<b>Total income</b>		402.5	289.1
Management fees	16	(33.5)	-
Incentive fee	12	(63.4)	(47.6)
Legal and professional fees		(5.3)	-
Share based employee compensation	13	(5.5)	-
Audit fees		(0.5)	-
Other operating expenses and administrative expenses		(2.8)	-
<b>Operating expenses</b>		(111.0)	(47.6)
<b>Operating profit before finance costs</b>		291.5	241.5
Finance costs		(3.5)	-
<b>Profit and total comprehensive income for the year</b>		288.0	241.5
<b>Earnings per share</b>			
Basic	17	US\$ 3.22	US\$ 2.65
Diluted	17	US\$ 2.86	US\$ 2.42
<b>Weighted average shares outstanding</b>		<b>Million</b>	<b>Million</b>
Basic	17	89.5	91.1
Diluted	17	100.8	99.7

The accompanying notes are an integral part of the financial statements.

\* Prior to 31 December 2018, substantially all investment activities occurred in the Master Fund. Net gain on non-derivative financial assets at fair value through profit or loss, for the year ended 31 December 2018, encapsulates the profit and total comprehensive income of the Master Fund. Please refer to Note 2 for details of amalgamation.

TETRAGON FINANCIAL GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY  
For the year ended 31 December 2019

	Share capital US\$ MM	Other equity US\$ MM	Retained earnings US\$ MM	Capital reserve US\$ MM	Share-based compensation reserve US\$ MM	Total US\$ MM
<b>As at 1 January 2018</b>	0.1	808.9	1,104.7	0.1	80.7	1,994.5
Profit and total comprehensive income for the year	-	-	241.5	-	-	241.5
<b>Transactions with owners recognised directly in equity</b>						
Shares released from escrow	-	1.7	-	-	(1.7)	-
Dividends on shares released from escrow	-	0.5	(0.5)	-	-	-
Cash dividends	-	-	(47.5)	-	-	(47.5)
Stock dividends	-	17.6	(17.6)	-	-	-
Issue of shares	-	0.1	-	-	-	0.1
Purchase of treasury shares	-	(1.0)	-	-	-	(1.0)
Capital reserve in respect of share options	-	1.9	-	(0.1)	-	1.8
<b>As at 31 December 2018</b>	<b>0.1</b>	<b>829.7</b>	<b>1,280.6</b>	<b>-</b>	<b>79.0</b>	<b>2,189.4</b>
Profit and total comprehensive income for the year	-	-	288.0	-	-	288.0
<b>Transactions with owners recognised directly in equity</b>						
Shares released from escrow	-	27.4	-	-	(27.4)	-
Dividends on shares released from escrow	-	5.4	(5.4)	-	-	-
Share-based compensation	-	-	-	-	5.5	5.5
Cash dividends	-	-	(44.8)	-	-	(44.8)
Stock dividends	-	20.4	(20.4)	-	-	-
Purchase of treasury shares	-	(52.0)	-	-	-	(52.0)
<b>As at 31 December 2019</b>	<b>0.1</b>	<b>830.9</b>	<b>1,498.0</b>	<b>-</b>	<b>57.1</b>	<b>2,386.1</b>

The accompanying notes are an integral part of the financial statements.

TETRAGON FINANCIAL GROUP LIMITED

STATEMENT OF CASH FLOWS  
For the year ended 31 December 2019

	Year ended 31 Dec 2019 US\$ MM	Year ended 31 Dec 2018 US\$ MM (Restated)**
<b>Operating activities</b>		
Profit for the year	288.0	241.5
Adjustments for:		
Gains on investments and derivatives	(395.7)	(199.6)
Share based compensation	5.5	-
Interest income	(6.8)	-
Finance costs	3.5	-
Operating cash flows before movements in working capital	(105.5)	41.9
Decrease in receivables	6.7	-
Increase in payables	17.3	5.6
Increase in amounts due from brokers	(11.8)	-
Cash flows from operations	(93.3)	47.5
Proceeds from sale/prepayment/maturity of investments	397.7	-
Net proceeds from derivative financial instruments	15.6	-
Purchase of investments	(474.8)	-
Cash interest received	6.8	-
Cash from the Master Fund on amalgamation**	-	269.8
Proceeds from sale of Master Fund shares	-	1.0
<b>Net cash (used in) / generated from operating activities</b>	<b>(148.0)</b>	<b>270.8</b>
<b>Financing activities</b>		
Proceeds from loans and borrowings	112.0	-
Finance costs paid	(3.5)	-
Proceeds from issue of shares	-	1.9
Purchase of Master Fund shares	-	(1.9)
Purchase of treasury shares	(52.0)	(1.0)
Dividends paid to shareholders*	(44.8)	(47.5)
<b>Net cash generated from / (used in) financing activities</b>	<b>11.7</b>	<b>(48.5)</b>
<b>Net (decrease) / increase in cash and cash equivalents</b>	<b>(136.3)</b>	<b>269.8</b>
Cash and cash equivalents at beginning of year	269.8	-
<b>Cash and cash equivalents at end of year**</b>	<b>133.5</b>	<b>269.8</b>

The accompanying notes are an integral part of the financial statements.

\* The gross dividend payable to shareholders was US\$ 65.2 million (2018: US\$ 65.1 million) with a value equivalent to US\$ 20.4 million (2018: US\$ 17.6 million) elected to be taken by the dividend recipient in shares rather than cash.

\*\* Up to 31 December 2018, the Fund did not maintain any bank accounts or cash balances. All cash transactions took place within the Master Fund. Please refer to Note 2 for the details of amalgamation.

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## TETRAGON FINANCIAL GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS As at 31 December 2019

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#### Note 1 Corporate Information

Tetragon Financial Group Limited (“Tetragon” or the “Fund”) was registered in Guernsey on 23 June 2005 as a company limited by shares, with registered number 43321. All voting shares of the Fund are held by Polygon Credit Holdings II Limited (the “Voting Shareholder”). The Fund continues to be registered and domiciled in Guernsey, and the Fund’s non-voting shares (the “Shares”) are listed on Euronext in Amsterdam, a regulated market of Euronext Amsterdam N.V. (ticker symbol: TFG.NA) and on the Specialist Fund Segment of the London Stock Exchange plc (ticker symbols: TFG.LN and TFGS.LN). The registered office of the Fund is Mill Court, La Charroterie, St. Peter Port, Guernsey, GY1 1EJ, Channel Islands.

#### Note 2 Legal Amalgamation of the Master Fund with the Fund

From inception to 31 December 2018, the Fund acted as a feeder fund in a “master feeder structure” investing substantially all of its assets in Tetragon Financial Group Master Fund Limited (the “Master Fund”). With effect from 31 December 2018, the Master Fund was amalgamated under Part VI of the Companies (Guernsey) Law, 2008 (as amended) with its parent company, the Fund. There was no change in beneficial ownership as a result of the amalgamation. Prior to the amalgamation, the Fund had presented its Statement of Cash Flows using the direct method as the Fund was acting as the feeder fund with limited transactions and no cash account in its name. For the year ended 31 December 2019, the Fund is presenting its Statement of Cash Flows using the indirect method. The change in presentation method makes the Statement of Cash Flows consistent with the Master Fund’s Statement of Cash Flows presented in prior periods. As a result of this change, the Statement of Cash Flows for the year ended 31 December 2018 is restated using the indirect method.

#### Note 3 Significant Accounting Policies

##### Basis of Preparation

The financial statements of the Fund have been prepared to comply with the requirements of the US Investment Advisors act of 1940, and in accordance with International Financial Reporting Standards (“IFRS”) as adopted by the European Union (“EU”) and with respect to the information contained in note 21, in accordance with US Generally Accepted Accounting Principles (“US GAAP”), and comply with the Companies (Guernsey) Law, 2008 and give a true and fair view.

The financial statements have been prepared on a historical cost basis, except for derivative financial instruments and certain non-derivative financial assets and financial liabilities held at fair value through profit or loss (“FVTPL”) that have been measured at fair value. The accounting policies have been consistently applied to all periods presented in these financial statements. The financial statements are presented in United States Dollars (“USD” or “US\$”), which is the functional currency of the Fund, expressed in USD millions (“US\$ MM”) (unless otherwise noted). The share capital of the Fund and the majority of its investments are denominated in USD. Most of the expenses and fees paid by the Fund are in USD. Hence, the Directors determined that USD as functional and presentational currency reflects the Fund’s primary economic environment.

In accordance with IFRS 10 Consolidated Financial Statements (“IFRS 10”), the Fund is an investment entity and, as such, does not consolidate the entities it controls where they are deemed to be subsidiaries. Instead, interests in subsidiaries are classified as FVTPL. Investments in associates are also classified as FVTPL.

The Directors have considered the impact of the COVID-19 global pandemic, which has resulted in unprecedented risks and significant levels of volatility and reduced asset prices in global equity and bonds markets. The main risks resulting from COVID-19 for the Fund is in respect of the impact on the valuation of investments and short-term liquidity. Given the nature of Fund’s capital and the Fund having positive cash balance after deducting the liabilities, commitments and expenses over the next 12 months, the Directors are satisfied that it is appropriate to continue to adopt the going concern basis in preparing these financial statements and, after due consideration, the Directors consider that the Fund is able to continue for the foreseeable future and at least twelve months from the date of this report.

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TETRAGON FINANCIAL GROUP LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
As at 31 December 2019

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**Note 3**      **Significant Accounting Policies (continued)**

**New standards and amendments to existing standards**

IFRIC 23 “*Uncertainty over Income Tax Treatments*” was issued in June 2017 and became effective for periods beginning on or after 1 January 2019. It clarifies the accounting for uncertainties in income taxes which is applied to the determination of taxable profits (tax loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments in accordance with IAS 12. It clarifies that the Fund should consider whether tax treatments should be considered independently or collectively, whether the relevant tax authority will or will not accept each tax treatment and, the requirement to reassess its judgments and estimates if facts and circumstances change. IFRS 16 *Leases* is applicable from 1 January 2019. The application of IFRIC 23 and IFRS 16 did not have a significant effect on the Fund’s financial position, performance or disclosures in its financial statements.

The Fund has considered all the standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Fund’s financial statements. These standards and interpretations are not relevant to the Fund’s activities or their effects are not expected to be material.

**Foreign Currency Translation**

Transactions in foreign currencies are translated to the Fund’s functional currency at the foreign currency exchange rate ruling at the date of the transaction. All assets and liabilities denominated in foreign currencies are translated to USD at the foreign currency closing exchange rate ruling at the reporting date.

Foreign currency exchange differences arising on translation and realised gains and losses on disposals or settlements of monetary assets and liabilities are recognised as net foreign exchange gain/(loss) in the Statement of Comprehensive Income except for those arising on financial instruments at FVTPL which are recognised as components of net gain on non-derivative financial assets at FVTPL and derivative instruments which are recognised as components of net gain/(loss) on derivative financial assets and financial liabilities.

**Financial Instruments**

**(i) Classification**

The Fund classifies its financial assets and financial liabilities at initial recognition into the following categories, in accordance with Financial Instruments (“IFRS 9”).

***Financial assets at amortised cost***

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest outstanding.

The Fund includes in this category cash and cash equivalents, amounts due from brokers, receivable for securities sold and other sundry receivables. These assets are held with an intention to collect the principal and interest payments.

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TETRAGON FINANCIAL GROUP LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
As at 31 December 2019

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Note 3 Significant Accounting Policies (continued)

Financial Instruments (continued)

(i) Classification (continued)

*Financial assets and liabilities at FVTPL*

All financial assets not classified as measured at amortised cost are measured at FVTPL. Financial liabilities attached to derivatives are also measured at FVTPL.

Investments in derivatives, collateralised loan obligations (“CLOs”), loans and corporate bonds, listed and unlisted stock, investment funds and vehicles and private equity in asset management companies are included in this category.

*Other financial liabilities at amortised cost*

This category includes all financial liabilities, other than those classified as at FVTPL. The Fund includes in this category loans and borrowings and other payables and accrued expenses.

(ii) Recognition

The Fund recognises a financial asset or a financial liability when it becomes a party to the contractual provisions of the instrument. Purchases or sales of financial assets that require delivery of assets within the time frame generally established by regulation or convention in the market place (regular way trades) are recognised on the trade date (i.e. the date that the Fund commits to purchase or sell the asset).

(iii) Initial measurement

Financial assets and financial liabilities at FVTPL are initially recognised in the Statement of Financial Position at fair value. All transaction costs for such instruments are recognised immediately through profit or loss.

Financial assets and liabilities (other than those classified as at FVTPL) are measured initially at their fair value adjusted for any directly attributable incremental costs of acquisition or issue.

(iv) Subsequent measurement

After initial measurement, the Fund re-measures financial instruments which are classified as at FVTPL at fair value. Subsequent changes in the fair value of those financial instruments are recorded in net gain/loss on non-derivative financial assets at FVTPL in the Statement of Comprehensive Income. Subsequent changes in fair value of derivative instruments are recorded in net gain/loss on derivative financial assets and liabilities in the Statement of Comprehensive Income.

Receivables are carried at amortised cost less any allowance for impairment with any impairment losses arising being included in profit or loss.

Financial liabilities, other than those classified as at FVTPL, are measured at amortised cost using the effective interest method.

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**TETRAGON FINANCIAL GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

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**Note 3 Significant Accounting Policies (continued)**

**Financial Instruments (continued)**

**(v) Derecognition**

A financial asset (or, where applicable, a part of a financial asset or a part of a group of similar financial assets) is derecognised where (i) the rights to receive cash flows from the asset have expired, or (ii) the Fund has either transferred its rights to receive cash flows from the asset, or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a pass-through arrangement and in either cases in (ii):

- (a) the Fund has transferred substantially all of the risks and rewards of the asset; or
- (b) the Fund has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Fund has transferred its right to receive cash flows from an asset (or has entered into a pass-through arrangement), and has neither transferred nor retained substantially all of the risks and rewards of the asset nor transferred control of the asset, the asset is recognised to the extent of the Fund's continuing involvement in the asset. In that case, the Fund also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Fund has retained.

The Fund derecognises a financial liability when the obligation under the liability is discharged, cancelled or expired.

**(v) Impairment**

The Fund recognises loss allowances for expected credit losses ("ECL") on financial assets at amortised cost.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Fund considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Fund's historical experience and informed credit assessment and including forward-looking information.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the Statement of Financial Position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and settle the liability simultaneously.

**Fair value measurement**

The Fund measures all its investments and derivatives, at fair value at each reporting date.

IFRS 13 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability or, in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible to the Fund. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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**TETRAGON FINANCIAL GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

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**Note 3      Significant Accounting Policies (continued)**

**Fair value measurement (continued)**

The fair value for financial instruments traded in active markets at the reporting date is based on their quoted price without any deduction for transaction costs. A market is regarded as “active” if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

For all other financial instruments not traded in an active market, the fair value is determined by using observable inputs where available and valuation techniques deemed to be appropriate in the circumstances.

Valuation techniques include using recent arm’s length market transactions adjusted as necessary, and reference to the current market value of another instrument that is substantially the same, discounted cash flow analysis making as much use of available and supportable market data as possible and third-party valuation models.

For assets and liabilities that are measured at fair value on a recurring basis, the Fund identifies transfers between levels in the hierarchy by re-assessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole), and deems transfers to have occurred at the end of each reporting period.

**Amounts due from/to brokers**

Amounts due from/to brokers include margin accounts which represent cash pledged as collateral on the forward foreign exchange contracts, credit default swaps and contracts for difference. Refer to the accounting policy for financial instruments for recognition and measurement.

**Cash and cash equivalents**

Cash comprises current deposits with banks. Cash equivalents comprise of short-term highly liquid investments that are readily convertible to known amounts of cash and are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

**Net gain or loss on non-derivative financial assets and liabilities at FVTPL**

Net gains or losses on non-derivative financial assets at FVTPL are changes in the fair value of financial assets and financial liabilities at FVTPL and include related interest, dividends and foreign exchange gains or losses.

**Interest income**

Interest income arising on cash balances and tri-party repurchase agreements are recognised in the Statement of Comprehensive Income using the effective interest method.

**Finance costs**

Interest and fees charged on borrowings are recognised through profit or loss in the Statement of Comprehensive Income using the effective interest method.

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**TETRAGON FINANCIAL GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

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**Note 3**      **Significant Accounting Policies (continued)**

**Expenses**

Expenses and fees, including Directors' fees, are recognised through profit or loss in the Statement of Comprehensive Income on an accruals basis.

**Taxation**

The Fund is exempt from Guernsey income tax under the Income Tax (Exempt Bodies) (Guernsey) Ordinance 1989 and is charged GBP 1,200 per annum (2018: GBP 1,200).

**Dividend distribution**

Dividend distributions are recognised in the Statement of Changes in Equity, when the shareholders' right to receive the payment is established.

**Share-based payment transactions**

Share-based compensation expense for all equity settled share-based payment awards granted is determined based on the grant-date fair value. The Fund recognises these compensation costs net of an estimated forfeiture rate, and recognises compensation cost only for those shares expected to meet the service and non-market performance vesting conditions, on a graded vesting basis over the requisite service period of the award. These compensation costs are determined at the individual vesting tranche level for serviced-based awards.

When the shares are issued, the fair value of the shares, as determined at the time of the award, is debited against the share-based compensation reserve and credited to other equity. Any associated stock dividends accrued on the original award are debited against retained earnings and credited to other equity using the value determined by the stock reference price at the date of each applicable dividend.

**Other equity**

Other equity contains the share premium and treasury shares balances.

**Amalgamation of entities under common control**

As a result of the amalgamation, assets and liabilities were transferred to the surviving entity at fair value on the effective date of amalgamation.

**Operating segments**

An operating segment is a component of the Fund that engages in business activities from which it may earn revenues and incurs expenses, whose operating results are regularly reviewed by the Fund's chief operating decision makers and for which discrete financial information is available. The chief operating decision makers for the Fund are the Investment Manager and the Directors. The Fund has considered the information reviewed by the Fund's chief operating decision makers and determined that there is only one operating segment in existence.

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**TETRAGON FINANCIAL GROUP LIMITED**  
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**Note 4      Significant Accounting Judgments, Estimates and Assumptions**

The preparation of the Fund's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts recognised in the financial statements and disclosure of contingent liabilities. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in future periods.

**Judgments**

In the process of applying the Fund's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognised in the financial statements:

**Investment entity status**

The Board of Directors have determined that the Fund meets the definition of an investment entity as per IFRS 10. Entities that meet the definition of an investment entity within IFRS 10 are generally required to measure their subsidiaries at FVTPL rather than consolidate them.

The Fund's investment objective is to generate distributable income and capital appreciation. The Fund reports to its investors via monthly, semi-annual and annual investor information, and to its management, via internal management reports, on a fair value basis. The Fund has a documented exit strategy for all of its investments.

**Estimates and assumptions**

**Measurement of fair values**

The Fund based its assumptions and estimates on parameters available when the financial statements were prepared; however, existing circumstances and assumptions about future developments may change due to market changes and circumstances arising beyond the control of the Fund. Such changes are reflected in the assumptions when they occur.

For detailed information on the estimates and assumptions used to determine the fair value of financial instruments, please refer to Note 5.

**Note 5      Financial Assets and Financial Liabilities at Fair Value through Profit or Loss**

**Fair value hierarchy**

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

- Level 1 - Quoted in active markets for identical instruments.
- Level 2 - Prices determined using other significant observable inputs. These may include quoted prices for similar securities, interest rates, prepayments spreads, credit risk and others.
- Level 3 - Unobservable inputs. Unobservable inputs reflect assumptions market participants would be expected to use in pricing the asset or liability.

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Note 5 Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)

Recurring fair value measurement of assets and liabilities

The following table shows financial instruments measured at fair value by the level in fair value hierarchy as of 31 December 2019:

	Level 1	Level 2	Level 3	Total Fair Value
	US\$ MM	US\$ MM	US\$ MM	US\$ MM
<b>Non-derivative financial assets at FVTPL</b>				
Investment funds and vehicles	-	612.8	394.5	1,007.3
TFG Asset Management	-	-	747.5	747.5
CLO equity tranches	-	-	210.9	210.9
Unlisted stock	-	5.4	273.0	278.4
Listed stock	149.3	-	-	149.3
Corporate bonds	-	23.7	-	23.7
<b>Total non-derivative financial assets at FVTPL</b>	<b>149.3</b>	<b>641.9</b>	<b>1,625.9</b>	<b>2,417.1</b>
<b>Derivative financial assets</b>				
Contracts for difference (asset)	-	11.2	-	11.2
Forward foreign exchange contracts (asset)	-	0.2	-	0.2
<b>Total derivative financial assets</b>	<b>-</b>	<b>11.4</b>	<b>-</b>	<b>11.4</b>
<b>Derivative financial liabilities</b>				
Contracts for difference (liability)	-	(1.3)	(14.3)	(15.6)
Forward foreign exchange contracts (liability)	-	(21.6)	-	(21.6)
<b>Total derivative financial liabilities</b>	<b>-</b>	<b>(22.9)</b>	<b>(14.3)</b>	<b>(37.2)</b>

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NOTES TO THE FINANCIAL STATEMENTS

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Note 5 Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)

Recurring fair value measurement of assets and liabilities (continued)

The following table shows financial instruments measured at fair value by the level in fair value hierarchy as of 31 December 2018:

	Level 1 US\$ MM	Level 2 US\$ MM	Level 3 US\$ MM	Total Fair Value US\$ MM
<b>Non-derivative financial assets at FVTPL</b>				
Investment funds and vehicles	-	430.1	361.9	792.0
TFG Asset Management	-	-	662.1	662.1
CLO equity tranches	-	-	257.1	257.1
Listed stock	106.0	-	-	106.0
Unlisted stock	-	-	96.1	96.1
Corporate bonds	-	23.8	-	23.8
<b>Total non-derivative financial assets at FVTPL</b>	<b>106.0</b>	<b>453.9</b>	<b>1,377.2</b>	<b>1,937.1</b>
<b>Derivative financial assets</b>				
Contracts for difference (asset)	-	0.8	-	0.8
Forward foreign exchange contracts (asset)	-	2.7	-	2.7
<b>Total derivative financial assets</b>	<b>-</b>	<b>3.5</b>	<b>-</b>	<b>3.5</b>
<b>Derivative financial liabilities</b>				
Contracts for difference (liability)	-	-	(5.5)	(5.5)
Forward foreign exchange contracts (liability)	-	(1.3)	-	(1.3)
<b>Total derivative financial liabilities</b>	<b>-</b>	<b>(1.3)</b>	<b>(5.5)</b>	<b>(6.8)</b>

Transfers between levels

During the year ended 31 December 2019, an unlisted stock held at Level 3 of US\$ 25.8 million at 31 December 2019 was transferred to Level 1 following its listing, and then remained quoted on an active market. An investment included in 'Investment funds and vehicles', held at Level 3 of US\$ 81.1 million at 31 December 2019, was transferred to Level 2 as the underlying Level 3 assets in the fund moved from Level 3 to Level 1. There were no transfers between levels in 2018.

Other financial assets and liabilities

For all other financial assets and liabilities, the carrying value is an approximation of fair value, including other receivables, amounts due from brokers, cash and cash equivalents, loans and borrowings, and other payables.

TETRAGON FINANCIAL GROUP LIMITED

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Note 5 Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)

Level 3 reconciliation

The following is a reconciliation of the Fund's assets in which significant unobservable inputs (Level 3) were used in determining fair value at 31 December 2019.

	CLO Equity Tranches US\$ MM	Unlisted Stock US\$ MM	Investment Funds and Vehicles US\$ MM	TFG Asset Management US\$ MM	Total US\$ MM
Balance at start of year	257.1	96.1	361.9	662.1	1,377.2
Additions	-	157.7	159.2	9.5	326.4
Proceeds	(71.9)	(35.7)	(120.2)	(89.1)	(316.9)
Realised gains/(losses) through profit or loss	60.3	2.9	45.0	48.7	156.9
Unrealised gains/(losses) through profit or loss	(34.6)	77.8	29.7	116.3	189.2
Transfer between categories	-	(25.8)	(81.1)	-	(106.9)
Balance at end of year	210.9	273.0	394.5	747.5	1,625.9

The following is a reconciliation of the Fund's assets in which significant unobservable inputs (Level 3) were used in determining fair value at 31 December 2018.

	CLO Equity Tranches US\$ MM	Unlisted Stock US\$ MM	Investment Funds and Vehicles US\$ MM	TFG Asset Management US\$ MM	Master Fund US\$ MM	Total US\$ MM
Balance at start of year	-	-	-	-	2,008.4	2,008.4
Additions	-	-	-	-	19.5	19.5
Proceeds	-	-	-	-	(1.0)	(1.0)
Gain on investments	-	-	-	-	179.9	179.9
Transfer from the Master Fund on amalgamation	257.1	96.1	361.9	662.1	(2,206.8)	(829.6)
Balance at end of year	257.1	96.1	361.9	662.1	-	1,377.2

Valuation process (framework)

Following State Street (Guernsey) Limited's acquisition by TMF Group Fund Administration (Guernsey) Limited (the "Administrator") in October 2019, the latter serves as the Fund's independent administrator and values the investments of the Fund on an ongoing basis in accordance with the valuation principles and methodologies approved by the Audit Committee, which comprises of independent directors, from time to time.

For certain investments, such as TFG Asset Management, a third-party valuation agent is also used. However, the Directors are responsible for the valuations and may, at its discretion, permit any other method of valuation to be used if it considers that such method of valuation better reflects value and is in accordance with IFRS.

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**TETRAGON FINANCIAL GROUP LIMITED**  
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**Note 5      Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)**

**Valuation techniques**

**CLO equity tranches**

A mark to model approach using discounted cash flow analysis (“DCF Approach”) has been adopted to determine the value of the equity tranche CLO investments. The model contains certain assumption inputs that are reviewed and adjusted as appropriate to factor in how historic, current and potential market developments (examined through, for example, forward-looking observable data) might potentially impact the performance of these CLO equity investments. Since this involves modelling, among other things, forward projections over multiple years, this is not an exercise in recalibrating future assumptions to the latest quarter’s historical data.

Subject to the foregoing, the Fund seeks to derive a value at which market participants could transact in an orderly market and also seeks to benchmark the model inputs and resulting outputs to observable market data when available and appropriate. Although seeking to utilise, where possible, observable market data, for certain assumptions the Investment Manager may be required to make subjective judgments and forward-looking determinations, and its experience and knowledge is instrumental in the valuation process.

As at 31 December 2019, key modelling assumptions used are disclosed below. The modelling assumptions disclosed below are a weighted average (by USD amount) of the individual deal assumptions. Each individual deal’s assumptions may differ from this average and vary across the portfolio.

Constant Annual Default Rate (“CADR”)	Approximately 2.38% (2018: 2.35%), which is 1.0x of the original Weighted Average Rating Factor (“WARF”) derived base-case default rate for the life of the transaction.
Recovery Rate	74% (2018: 74%), which is 1.0x of the original base-case assumed weighted-average recovery rate, for the life of the transaction.
Prepayment Rate	20% p.a. (2018: 20%), the original base-case prepayment rate with a 0% prepayment rate on bonds throughout the life of the transaction.
Reinvestment Price and Spread	Assumed reinvestment price is par for the life of the transaction, with an effective spread over LIBOR of approximately 345 basis points (“bps”) (2018: 348 bps) on broadly U.S. syndicated loan deals which are still in their reinvestment periods.

When determining the fair value of the equity tranches, a discount rate is applied to the expected future cash flows derived from the third-party valuation model. The discount rate applied to those future cash flows reflects the perceived level of risk that would be used by another market participant in determining fair value. In determining the discount rates to use an analysis of the observable risk premium data as well as the individual deal’s structural strength and credit quality is undertaken. At 31 December 2019, a discount rate of 10% for U.S. 1.0 deals (2018: 10%) has been utilised. At 31 December 2019, for U.S. 2.0 deals the discount rate applied is 11% (2018: 11%) unless the deal is within its non-refinancing period, in which case the deal internal rates of return (“IRR”) is utilised as the discount rate. For deals in this category the weighted average IRR or discount rate is 9.9% (2018: 10.1%).

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**Note 5 Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)**

**Valuation techniques (continued)**

**CLO equity tranches (continued)**

*Sensitivity Analysis:*

The discount rate used has a significant impact on the fair value of CLO equity tranches. A reasonable possible alternative assumption is to change the discount rate by 1%. Changing the discount rate and keeping all other variables constant would have the following effects on net assets and profits:

	31 Dec 2019	31 Dec 2018
	US\$ MM	US\$ MM
-1% discount rate	5.5	7.4
+1% discount rate	(5.0)	(6.9)

**Private equity in asset management companies**

The Fund holds majority and minority private equity stakes in asset management companies that are part of TFG Asset Management. The valuation calculation for these investments was prepared by a third-party valuation specialist engaged by the Fund's Audit Committee. LCM is valued using a combination of DCF Approach and quoted market multiples ("Market Multiple Approach") based on comparable companies to determine an appropriate valuation range. Equitix, Polygon and Tetragon Credit Partners are valued using DCF Approach.

During 2018, the Fund announced the merger of GreenOak with Bentall Kennedy, Sun Life Financial Inc.'s real estate and property management firm to BentallGreenOak. The merger became effective on 2 July 2019. In addition to receiving an upfront cash payment, TFG Asset Management will continue to hold approximately 13% interest in the combined entity and will receive a series of fixed and variable profit distributions. Sun Life Financial Inc. will have an option to acquire the remaining interest in the merged entity approximately seven years from the closing. TFG Asset Management and other minority owners are entitled to sell their interest to Sun Life Financial Inc. approximately eight years from the close of the transaction. The Fund's investment in BentallGreenOak, as at 31 December 2019, is valued using the DCF Approach on expected cash flows from the merged entity.

The DCF Approach estimates the value of each business based on the value of the cash flows the business is expected to generate in the future. The DCF Approach estimates the enterprise value of the investments by discounting estimates of expected future free cash flows to the Fund (to both equity and debt holders), and the terminal value, at a weighted average cost of capital ("WACC") that captures the risk inherent in the projections. From the enterprise value derived by the DCF Approach, market value of net debt is deducted to arrive at the equity value. An adjustment is made to account for a discount for lack of liquidity ("DLOL"), generally in range of 15% to 20%.

The Market Multiple Approach applies a multiple, considered to be an appropriate and reasonable indicator of value to certain metrics of the business, such as earnings or asset under management ("AUM"), to derive the equity value. The multiple applied in each case is derived by considering the multiples of quoted comparable companies. The multiple is then adjusted to ensure that it appropriately reflects the specific business being valued, considering its business activities, geography, size, competitive position in the market, risk profile, and earnings growth prospects of the business. The valuation specialist considered a multiple of price-to-assets under management, and/or a multiple of earnings such as a Company's earnings before interest, Taxes, Depreciation, and Amortization ("EBITDA"), to perform this analysis.

**TETRAGON FINANCIAL GROUP LIMITED**  
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**Note 5 Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)**

**Valuation techniques (continued)**

**Private equity in asset management companies (continued)**

The following table shows the unobservable inputs used by third party valuation specialist in valuing various investments within TFG Asset Management.

**31 December 2019**

<b>Investment</b>	<b>Fair Value US\$ MM</b>	<b>Valuation methodology</b>	<b>Significant unobservable inputs</b>
Equitix	301.1	DCF, Debt at par + accrued interest	Discount rate 9.50%, DLOL 15%
BentallGreenOak	190.8	DCF (sum-of-the-parts)	Discount rate ranges from 3.5% to 25% for different types of cash flows with a base discount rate of 11.25%, DLOL 15%
LCM	186.0	DCF and Market Multiples	Discount rate 11.50%, P/AUM multiple 2.7%, DLOL 15%
Polygon	48.1	DCF	Discount rate 12.25%, DLOL 20%
Tetragon Credit Partners	19.7	DCF	Discount rate 11.50%, DLOL 15%
Hawke's Point	1.8	Replacement cost	

**31 December 2018**

<b>Investment</b>	<b>Fair Value US\$ MM</b>	<b>Valuation methodology</b>	<b>Significant unobservable inputs</b>
Equitix	230.9	DCF, Debt at par + accrued interest	Discount rate 9.75%, DLOL 15%
GreenOak	208.5	DCF (sum-of-the-parts)	Discount rate ranges from 5% to 25% for different types of cash flows with a base discount rate of 11.0%, DLOL 15%
LCM	154.9	DCF and Market Multiples	Discount rate 11.5%, P/AUM multiple 2.3%, DLOL 15%
Polygon	55.1	DCF	Discount rate 12.5%, DLOL 20%
Tetragon Credit Partners	11.0	DCF	Discount rate 11.5%, DLOL 15%
Hawke's Point	1.7	Replacement cost	

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

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Note 5 Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)

Valuation techniques (continued)

Private equity in asset management companies (continued)

*Sensitivity Analysis:*

For the investments listed above, changing one or more of the assumptions to a reasonably possible alternative would have the following effects on the net assets and profits:

31 December 2019

Investment	Favorable	Unfavorable
Equitix	US\$ 43.2 MM Discount rate 8.50%	(US\$ 33.4 MM) Discount rate 10.50%
BentallGreenOak	US\$ 4.8 MM Discount rate 10.25%	(US\$ 4.5 MM) Discount rate 12.25%
LCM	US\$ 23.7 MM Discount rate 10.5%, P/AUM multiple 3.0%	(US\$ 23.7 MM) Discount rate 12.5%, P/AUM multiple 2.3%
Polygon	US\$ 5.1 MM Discount rate 11.25%	(US\$ 5.1 MM) Discount rate 13.25%
Tetragon Credit Partners	US\$ 0.9 MM Discount factor 10.5%	(US\$ 0.8 MM) Discount factor 12.5%

31 December 2018

Investment	Favorable	Unfavorable
Equitix	US\$ 31.7 MM Discount rate 8.75%	(US\$ 24.8 MM) Discount rate 10.75%
GreenOak	US\$ 5.0 MM Discount rate 10.0%	(US\$ 4.6 MM) Discount rate 12.0%
LCM	US\$ 19.3 MM Discount rate 10.5%, P/AUM multiple 2.75%	(US\$ 19.3 MM) Discount rate 12.5%, P/AUM multiple 2.0%
Polygon	US\$ 5.6 MM Discount rate 11.5%	(US\$ 5.6 MM) Discount rate 13.5%
Tetragon Credit Partners	US\$ 0.6 MM Discount factor 10.5%	(US\$ 0.6 MM) Discount factor 12.5%

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**TETRAGON FINANCIAL GROUP LIMITED**  
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**Note 5**      **Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)**

**Valuation techniques (continued)**

**Investment funds and vehicles**

Investments in unlisted investment funds, classified as level 2 and level 3 in the fair value hierarchy, are valued utilising the net asset valuations provided by the managers of the underlying funds and/or their administrators. Management's assessment is that these valuations are the fair value of these investments. In determining any adjustments necessary to the net asset valuations, management has considered the date of the valuation provided. No adjustment was deemed material following this review.

The Fund has an investment in an externally managed investment vehicle that holds farmlands in Paraguay. These farmlands are valued utilising inputs from an independent third-party valuation agent.

*Sensitivity analysis:*

A 1% increase in net asset value ("NAV") of the unlisted investment funds included in Level 3 will increase net assets and profits of the Fund by US\$ 3.9 million (2018: US\$ 3.6 million). A decrease in the NAV of the unlisted investment funds will have an equal and opposite effect.

**Unlisted stock**

Broker quotes are used to value the Level 2 unlisted stock.

The level 3 unlisted stock includes three private equity investments, and these have been valued by reference to recently available data points. For the first investment, the transaction price from the last financing round in the fourth quarter of 2019 was used to value it. The other two investments have been valued based on the applicable transaction price, both of which settled following the calendar year end.

*Sensitivity analysis:*

A 1% increase in the value of unlisted stock included in Level 3 will increase net assets and profits of the Fund by US\$ 2.7 million (2018: US\$ 1.0 million).

**Listed stock**

For listed stock in an active market, the closing exchange price is utilised as the fair value price.

**Corporate bonds**

The corporate bonds held by the Fund are valued using the broker quotes obtained at the valuation date.

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**Note 5      Financial Assets and Liabilities at Fair Value through Profit or Loss (continued)**

**Valuation techniques (continued)**

**Forward foreign exchange contracts and currency options**

Forward foreign exchange contracts and currency options are recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. Fair values are based on observable foreign currency forward rates, recent market transactions, and valuation techniques, including discounted cash flow models, as appropriate. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

The best evidence of fair value of a forward foreign exchange contract at initial recognition is the transaction price. The currency options are recognised initially at the amount of premium paid or received.

**Contracts for difference**

The Fund enters into contracts for difference (“CFD”) arrangements with financial institutions. CFDs are typically traded on the over the counter (“OTC”) market. The arrangement generally involves an agreement by the Fund and a counterparty to exchange the difference between the opening and closing price of the position underlying the contract, which are generally on equity positions.

Fair values are based on quoted market prices of the underlying security, contract price, and valuation techniques including expected value models, as appropriate.

**Note 6      Interest in Other Entities**

**Investment in unconsolidated structured entities**

IFRS 12 defines a structured entity as an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to the administrative tasks only and the relevant activities are directed by means of contractual agreements.

The Fund holds various investments in CLOs and investment funds. The fair value of the CLOs and investment funds is recorded in the “Non-derivative financial assets at fair value through profit or loss” line in the Statement of Financial Position. The Fund’s maximum exposure to loss from these investments is equal to their total fair value and, if applicable, unfunded commitments. Once the Fund has disposed of its holding in any of these investments, the Fund ceases to be exposed to any risk from that investment. The Fund has not provided, and would not be required to provide any financial support to these investees. The investments are non-recourse.

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**Note 6 Interest in Other Entities (continued)**

**Investment in unconsolidated structured entities (continued)**

Below is a summary of the Fund's holdings in subsidiary unconsolidated structured entities.

As at 31 December 2019:	No. of invest- ments	Range of nominal US\$ MM	Average nominal US\$ MM	Carrying value US\$ MM	Percentage of NAV
<b>CLO Equity</b>					
U.S. CLOs <sup>1</sup>	10	245.6 - 748.9	534.8	190.8	8.0%
		<b>Total NAV</b>			
		<b>US\$ MM</b>			
<b>Investment Funds</b>					
Polygon European Equity Opportunity Fund <sup>2</sup>	1	448.8	n/a	377.5	15.8%
Polygon Global Equities Fund <sup>2</sup>	1	24.7	n/a	20.9	0.9%
Polygon Convertible Opportunity Fund <sup>2</sup>	1	632.7	n/a	81.7	3.4%
Tetragon Credit Income II <sup>3</sup>	1	290.5	n/a	59.0	2.5%
Tetragon Credit Income III <sup>3</sup>	1	351.9	n/a	70.4	3.0%
Hawke's Point Holdings LP <sup>3</sup>	1	81.3	n/a	81.1	3.4%
Banyan Square Capital Partners LP	1	15.0	n/a	15.0	0.6%
Other Real Estate <sup>4</sup>	4	38.8	n/a	38.8	1.6%
<b>As at 31 December 2018:</b>					
	No. of invest- ments	Range of nominal US\$ MM	Average nominal US\$ MM	Carrying value US\$ MM	Percentage of NAV
<b>CLO Equity</b>					
U.S. CLOs <sup>1</sup>	10	245.6 - 748.9	535.6	202.9	9.3 %
		<b>Total NAV</b>			
		<b>US\$ MM</b>			
<b>Investment Funds</b>					
Polygon European Equity Opportunity Fund <sup>2</sup>	1	399.0	n/a	281.7	12.9%
Polygon Global Equities Fund <sup>2</sup>	1	25.0	n/a	21.4	1.0%
Polygon Convertible Opportunity Fund <sup>2</sup>	1	642.8	n/a	76.8	3.5%
Tetragon Credit Income II LP <sup>3</sup>	1	324.0	n/a	65.3	3.0%
Tetragon Credit Income III LP <sup>3</sup>	1	17.3	n/a	4.2	0.2%
Hawke's Point Holdings LP <sup>3</sup>	1	17.9	n/a	17.9	0.8%
Other Real Estate <sup>4</sup>	4	41.7	n/a	41.7	1.9%

<sup>1</sup>This includes all U.S. CLOs deemed to be controlled by the Fund. U.S. CLOs are domiciled in the Cayman Islands.

<sup>2</sup> Polygon hedge funds are domiciled in the Cayman Islands. Given the applicable notice, liquidity up to 25% of the investment in Polygon hedge funds is available on a quarterly basis (subject to certain conditions), and the entire investment could be liquidated over four consecutive quarters.

<sup>3</sup> Hawke's Point Holdings LP, Banyan Square Capital Partners LP, Tetragon Credit Income II LP ("TCI II") and Tetragon Credit Income III LP ("TCI III") are domiciled in the Cayman Islands. These are private-equity style investment funds. Please refer to Note 15 for details of unfunded commitments.

<sup>4</sup> The Fund has investments in commercial farmland in Paraguay, via individual managed accounts managed by Scimitar, a specialist manager in South American farmland. The Fund's investment can only be redeemed when the underlying real estate assets are sold.

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Note 6 Interest in Other Entities (continued)

Investment in unconsolidated structured entities (continued)

Below is a summary of the Fund's holding in non-subsidiary unconsolidated structured entities:

As at 31 December 2019:	No. of invest- ments	Range of nominal US\$ MM	Average nominal US\$ MM	Carrying value US\$ MM	Percentage of NAV
<b>CLO Equity</b>					
U.S. CLOs <sup>1</sup>	6	31.5 - 1,685.4	453.2	20.0	0.8%
European CLOs <sup>1</sup>	1	17.5	17.5	-	-
		<b>Total AUM</b>			
		<b>US\$ MM</b>			
<b>Real Estate</b>					
BentallGreenOak – U.S. <sup>2</sup>	6	24,000.0	n/a	64.5	2.7%
BentallGreenOak – Europe <sup>2</sup>	12	4,800.0	n/a	73.9	3.1%
BentallGreenOak – Asia <sup>2</sup>	2	500.0	n/a	29.9	1.3%
		<b>Total NAV</b>			
		<b>US\$ MM</b>			
<b>Other Funds</b>					
QT Fund	1	660.0	n/a	51.7	2.2%
Private Equity Funds <sup>3</sup>	14	2,067.4	n/a	43.0	1.8%
<b>As at 31 December 2018:</b>					
	No. of invest- ments	Range of nominal US\$ MM	Average nominal US\$ MM	Carrying value US\$ MM	Percentage of NAV
<b>CLO Equity</b>					
U.S. CLOs <sup>1</sup>	12	31.0 - 1,550.1	257.2	54.2	2.5%
European CLOs <sup>1</sup>	1	24.0	24.0	0.3	0.0%
		<b>Total AUM</b>			
		<b>US\$ MM</b>			
<b>Real Estate</b>					
GreenOak – U.S. <sup>2</sup>	6	5,551.3	n/a	89.1	4.1%
GreenOak – Europe <sup>2</sup>	12	3,881.7	n/a	71.7	3.3%
GreenOak – Asia <sup>2</sup>	3	1,191.1	n/a	41.1	1.9%
		<b>Total NAV</b>			
		<b>US\$ MM</b>			
<b>Other Funds</b>					
QT Fund	1	629.0	n/a	50.2	2.3%
Private Equity Funds <sup>3</sup>	10	277.9	n/a	30.9	2.2%

<sup>1</sup> Includes all externally managed CLOs that are outside the Fund's control. U.S. CLOs are domiciled in the Cayman Islands. The European CLO is domiciled in Ireland.

<sup>2</sup> BentallGreenOak funds hold real estate investments in the United States, Japan and various countries in Europe. Total assets under management ("AUM") reflects 100% of BentallGreenOak AUM in structured entities. The number of investments indicates the Fund's investments in each region. The Fund's investment in these funds can only be redeemed in the form of capital distributions when the underlying real estate assets are sold.

<sup>3</sup> Private equity funds are domiciled in the Cayman Islands, Luxembourg and the United States. These funds have an estimated realisation period of 8 to 10 years.

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**Note 6 Interest in Other Entities (continued)**

**TFG Asset Management**

The Fund owns 100% holdings and voting rights in TFG Asset Management LP. As at 31 December 2019, TFG Asset Management's investments were comprised of the following:

Investment	Principal place of business	Ownership interest		Carrying value US\$ MM		Percentage of NAV	
		2019	2018	2019	2018	2019	2018
Equitix	London	75%	75%	301.1	230.9	12.6%	10.5%
BentallGreenOak	Global <sup>1</sup>	13%	-	190.8	-	8.0%	-
GreenOak	Global	-	23%	-	208.5	-	9.5%
LCM	New York and London	100%	100%	186.0	154.9	7.8%	7.1%
Polygon	New York and London	100%	100%	48.1	55.1	2.0%	2.5%
Tetragon Credit Partners	New York and London	100%	100%	19.7	11.0	0.8%	0.5%
Hawke's Point	New York and London	100%	100%	1.8	1.7	0.1%	0.1%
Banyan Square Partners	New York and London	100%	-	-	-	-	-

<sup>1</sup> BentallGreenOak has a presence in North America, Europe and Asia.

Please refer to Note 15 for details of unfunded commitments.

**Note 7 Financial Risks Review**

**Financial Risk Review:**

The Fund has exposure to the following risks from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risks

This note presents information about the Fund's objectives, policies and processes for measuring and managing risk.

**Risk Management Framework:**

The Fund's portfolio comprises a broad range of assets, including a diversified alternative asset management business, TFG Asset Management, and covers bank loans, real estate, equities, credit, convertible bonds, private equity and infrastructure. The Fund's investment strategy is to seek to identify asset classes that offer excess returns relative to their investment risk, or 'intrinsic alpha'.

The Investment Manager analyses the risk/reward, correlation, duration and liquidity characteristics of each potential capital use to gauge its attractiveness and incremental impact on the Fund. As part of the Fund's investment strategy, the Investment Manager may employ hedging strategies and leverage in seeking to provide attractive returns while managing risk.

The Investment Manager's risk committee is responsible for the risk management of the Fund and performs active and regular oversight and risk monitoring.

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

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Note 7 Financial Risks Review (continued)

A) Credit risk

‘Credit risk’ is the risk that a counterparty/issuer to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund, resulting in a financial loss to the Fund. It arises principally from the CLO portfolio held, and also from derivative financial assets, cash and cash equivalents, corporate bonds, other receivables and balances due from brokers. Credit risk is monitored on an ongoing basis by the Investment Manager in accordance with the policies and procedures in place.

The Fund’s activities may give rise to settlement risk. ‘Settlement risk’ is the risk of loss due to the failure of an entity to honour its obligations to deliver cash, securities or other assets as contractually agreed.

For the majority of transactions, the Fund mitigates this risk by conducting settlements through a broker to ensure that a trade is settled only when both parties have fulfilled their contractual settlement obligations. The Fund conducts diligence on its brokers and financing counterparties before entering into trading or financing relationships. The Fund also actively monitors and manages settlement risk by diversifying across counterparties and by monitoring developments in the perceived creditworthiness of financing counterparties.

The carrying value and unfunded commitments of financial assets through profit or loss, derivatives, other receivables, amounts due from brokers and cash and cash equivalents, as disclosed in the Statement of Financial Position and Note 15, represents the Fund’s maximum credit exposure, hence, no separate disclosure is provided.

i. Analysis of Credit Quality

Cash and cash equivalents

The cash and cash equivalents, including reverse sale and repurchase agreements, are held with three (2018: six) financial institutions with credit ratings between A- and A (S&P) (2018: AA- and A+). The Investment Manager monitors these credit ratings and spreads of credit default swaps on a daily basis and actively moves balances between counterparties when deemed appropriate.

Amounts due from brokers

Balances due from brokers represent margin accounts, cash collateral for borrowed securities and sales transactions awaiting settlement.

Credit risk relating to unsettled transactions is considered small due to the short settlement period involved and the high quality of the brokers used. As at the reporting date, the balance was concentrated among four brokers (2018: three) with S&P’s credit ratings between A+ and A- (2018: between A+ and A-). Due to the high credit rating of the brokers, the expected credit losses on these balances are immaterial. The following table details the amounts held by brokers.

	31 Dec 2019	31 Dec 2018
	US\$ MM	US\$ MM
BNP Paribas	18.4	15.6
ING	16.9	-
UBS AG	11.7	19.1
Bank of America Merrill Lynch	0.1	0.6
	47.1	35.3

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Note 7 Financial Risks Review (continued)

A) Credit risk (continued)

i. Analysis of Credit Quality (continued)

Equitix

The Fund is exposed to Equitix through a combination of loan notes and equity investment that it holds with respect to this entity. The loans are subordinated to another third-party loan and in the event of bankruptcy or insolvency of Equitix, this may impact the amount that is recoverable with respect to these loans. The maximum aggregate exposure to Equitix is disclosed in Note 5.

Corporate bonds

The Fund has investments in debt securities of US\$ 23.7 million (2018: US\$ 23.7 million) with Moody's credit rating of Caa2 (2018: Caa2).

CLOs

The Fund's portfolio is partly invested in CLO equity tranches which are subject to potential non-payment risk. The Fund will be in a first loss position with respect to realised losses on the collateral in each CLO investment.

The Investment Manager assesses the credit risk of the CLOs on a look-through basis to the underlying loans in each CLO investment. The Investment Manager seeks to provide diversification in terms of underlying assets, geography and CLO managers. The maximum loss that the Fund can incur on CLOs is limited to the fair value of these CLOs as disclosed in Note 5. The underlying loans are made up of a variety of credit ratings including investment grade and non-investment grade.

The following tables show the concentration of CLOs by region and by manager.

Region	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
United States (including TCI II & III)	339.9	326.3
Europe	-	0.3
	339.9	326.6

  

Manager	31 Dec 2019	31 Dec 2018
LCM	68%	70%
Other managers	32%	30%
	100%	100%

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Note 7 Financial Risks Review (continued)

A) Credit risk (continued)

i. Analysis of Credit Quality (continued)

Derivatives

The table below shows an analysis of derivative financial assets and liabilities outstanding at 31 December 2019 and 31 December 2018.

	Derivative assets		Derivative liabilities	
	Fair Value		Fair Value	
	US\$ MM	Notional	US\$ MM	Notional
31 December 2019	11.4	176.7	(37.2)	663.0
31 December 2018	3.5	115.9	(6.8)	522.1

ii. Concentration of credit risk

The Fund's credit risk is concentrated in CLOs, cash and cash equivalents and Equitix through the loan that it has made to that entity. The table below shows a breakdown of credit risk per investment type:

Investment Type	31 Dec 2019	31 Dec 2018
CLOs	44%	43%
Cash and cash equivalents	28%	36%
Equitix loan	10%	12%
Corporate bonds	5%	3%
Amount due from brokers	10%	5%
Other loans and derivatives	2%	1%
Total	100%	100%

None of the Fund's financial assets were considered to be past due or impaired on 31 December 2019 and 31 December 2018.

iii. Collateral and other credit enhancements, and their financial effects

The Fund mitigates the credit risk of derivatives and reverse sale and repurchase agreements through collateral management including master netting agreements.

Derivative transactions are either transacted on an exchange, or entered into under International Derivative Swaps and Dealers Association ("ISDA") master netting agreements. Under ISDA master netting agreements in certain circumstances, for example, when a credit event such as a default occurs, all outstanding transactions under the agreement are terminated, the termination value is assessed and only a single net amount is due or payable in settlement of all transactions. The amount of collateral accepted in respect of derivative assets is shown in Note 7(iv).

The Fund's reverse sale and repurchase transactions are covered by master agreements with netting terms similar to those of ISDA master netting agreements.

TETRAGON FINANCIAL GROUP LIMITED  
NOTES TO THE FINANCIAL STATEMENTS  
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Note 7 Financial Risks Review (continued)

A) Credit risk (continued)

iii. Collateral and other credit enhancements, and their financial effects (continued)

The table below shows the amount of reverse sale and repurchase agreements.

	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
Receivables from reverse sale and repurchase agreements	-	133.0

The Fund did not hold any collateral as at 31 December 2019 as there were no reverse sale and repurchase agreements in place. The fair value of collateral as at 31 December 2018 was US\$ 139.5 million.

Collateral accepted includes investment-grade securities that the Fund is permitted to sell or repledge. The Fund has not recognised these securities in the Statement of Financial Position.

iv. Offsetting financial assets and liabilities

The Fund has not offset any financial assets and financial liabilities in the Statement of Financial Position. The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting or similar agreement that covers financial instruments.

31 December 2019							
Description	Gross Amount of Recognised Assets/ Liabilities US\$ MM	Gross Amounts Offset in the Statement of Financial Position US\$ MM	Net Amounts Presented in the Statement of Financial Position US\$ MM	Financial instruments eligible for netting US\$ MM	Cash collateral held by brokers US\$ MM	Net Amount US\$ MM	
<b>Assets</b>							
ING	0.2	-	0.2	(0.2)	-	-	
UBS AG	0.3	-	0.3	(0.3)	-	-	
BNP Paribas	10.9	-	10.9	(10.9)	-	-	
Total	11.4	-	11.4	(11.4)	-	-	
<b>Liabilities</b>							
ING	21.6	-	21.6	(0.2)	(16.9)	4.5	
UBS AG	1.3	-	1.3	(0.3)	(1.0)	-	
BNP Paribas	14.3	-	14.3	(10.9)	(3.4)	-	
Total	37.2	-	37.2	(11.4)	(21.3)	4.5	

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
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Note 7 Financial Risks Review (continued)

A) Credit risk (continued)

iv. Offsetting financial assets and liabilities (continued)

31 December 2018

Description	Gross Amount of Recognised Assets/ Liabilities US\$ MM	Gross Amounts Offset in the Statement of Financial Position US\$ MM	Net Amounts Presented in the Statement of Financial Position US\$ MM	Financial instruments eligible for netting US\$ MM	Cash collateral held by brokers US\$ MM	Net Amount US\$ MM
<b>Assets</b>						
UBS AG	2.7	-	2.7	(1.3)	-	1.4
BNP Paribas	0.8	-	0.8	(0.8)	-	-
Total	3.5	-	3.5	(2.1)	-	1.4
<b>Liabilities</b>						
UBS AG	1.3	-	1.3	(1.3)	-	-
BNP Paribas	5.5	-	5.5	(0.8)	(4.7)	-
Total	6.8	-	6.8	(2.1)	(4.7)	-

B) Liquidity risk

'Liquidity risk' is the risk that the Fund will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or other financial assets.

The Fund's policy and the Investment Manager's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Fund's financial assets include some investments which are considered illiquid. These investments include TFG Asset Management, CLO equity tranches, real estate funds and vehicles and unlisted equities. The Fund also holds investments in hedge funds and private equity funds, which are subject to redemption restrictions such as notice periods and, in certain circumstances, redemption gates. As a result, the Fund may not be able to liquidate these investments readily.

The Fund's liquidity risk is managed on a daily basis by the Investment Manager in accordance with the policies and procedures in place. The Fund also has access to a revolving credit facility of US\$ 150.0 million (2018: US\$ 150.0 million). Details of the facility are disclosed in Note 11.

The Fund is not exposed to the liquidity risk of meeting shareholder redemptions as the Fund's capital is in the form of non-redeemable shares.

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
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Note 7 Financial Risks Review (continued)

B) Liquidity risk (continued)

The following were the contractual maturities of non-derivative financial liabilities at the reporting date. The amounts are gross and undiscounted.

	Within 1 month US\$ MM	1 – 3 months US\$ MM	3 months – 1 year US\$ MM	1 – 5 years US\$ MM	Greater than 5 years US\$ MM	Total US\$ MM
<b>31 December 2019</b>						
Finance costs on borrowings	0.7	1.4	5.8	34.6*	-	42.5
Loans and borrowings	-	-	-	150.0**	-	150.0
Expenses payable	2.8	34.0	-	-	-	36.8
	3.5	35.4	5.8	184.6	-	229.3
<b>31 December 2018</b>						
Finance costs on borrowings	0.3	0.6	2.4	12.4	-	15.7
Loans and borrowings	-	-	-	38.0	-	38.0
Expenses payable	2.0	17.5	-	-	-	19.5
	2.3	18.1	2.4	50.4	-	73.2

\*US\$ 8.6 million finance costs per year based on the drawn balance of US\$ 150.0 million as at 31 December 2019.

\*\* Although there is no contractual date of repayment of the credit facility balance, it is assumed to be at the end of year 5.

The tables below analyse the Fund's financial derivative instruments that will be settled on a gross basis into relevant maturity groupings based on the remaining period at the financial year end date to the contractual maturity date.

	Inflows				Outflows			
	Within 1 month US\$ MM	1 – 3 months US\$ MM	3 months – 1 year US\$ MM	1 – 5 years US\$ MM	Within 1 month US\$ MM	1 – 3 months US\$ MM	3 months – 1 year US\$ MM	1 – 5 years US\$ MM
31 Dec 2019	-	488.0	3.3	-	-	(509.3)	(3.4)	-
31 Dec 2018	-	426.1	-	-	-	(424.7)	-	-

The Fund manages its liquidity risk by holding sufficient cash and cash equivalents to meet its financial liabilities. Cash and cash equivalents balance as at reporting date and as percentage of NAV is disclosed in the table below:

	31 Dec 2019	31 Dec 2018
Cash and cash equivalents (US\$ MM)	133.5	269.8
Percentage of NAV	5.59%	12.32%

C) Market Risk

'Market risk' is the risk that changes in market prices, such as interest rates, foreign exchange rates, equity prices and credit spreads, will affect the Fund's income or the fair value of its holdings of financial instruments.

The Fund's strategy for the management of market risk is driven by the Fund's investment objective of generating distributable income and capital appreciation. The Fund employs hedging strategies, from time to time as deemed necessary, to manage its exposure to foreign currency, interest rate and other price risks. The Fund does not apply hedge accounting.

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Note 7 Financial Risks Review (continued)

C) Market Risk (continued)

i. Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments.

The fair value of certain of the Fund's investments may be significantly affected by changes in interest rates. The Fund's investments in leveraged loans through CLOs generate LIBOR plus returns and are sensitive to interest rate levels and volatility. Although CLOs are structured to hedge interest rate risk to some degree through the use of matched funding, there may be some difference between the timing of LIBOR resets on the liabilities and assets of a CLO, which could have a negative effect on the amount of funds distributed to residual tranche holders. In addition, many obligors have the ability to choose their loan base from among various terms of LIBOR and the Prime Rate thereby generating an additional source of potential mismatch. Furthermore, in the event of a significant rising interest rate environment and/or economic downturn, loan defaults may increase and result in credit losses that may be expected to affect Fund's cash flow, fair value of its assets and operating results adversely.

Change in interest rates may also affect the value of the Fund's investment in Polygon Convertible Opportunity Fund ("PCOF"). Generally, the value of convertible bonds and other fixed rate instruments will change inversely with changes in interest rates. The investment managers of Polygon manage interest rate risk by, among other things, entering into interest rate swaps and other derivatives as and when required.

The table below shows the sensitivity analysis for interest rates movement on the investment portfolio held by the Fund.

	Fair Value US\$ MM	Effects of +100bps change in interest rate on net assets US\$ MM	Effects of -100bps change in interest rate on net assets US\$ MM
<b>31 December 2019</b>			
U.S. CLOs 2.0	210.5	10.5	14.7
TCI II	59.0	3.2	2.8
TCI III	70.4	4.6	3.0
PCOF	81.7	(1.5)	1.6
	421.6	16.8	22.1
<b>31 December 2018</b>			
U.S. CLOs 1.0	19.7	-	(0.1)
U.S. CLOs 2.0	237.2	12.7	(11.8)
European CLOs	0.3	-	-
TCI II	65.3	3.5	(3.5)
TCI III	4.2	0.3	(0.3)
PCOF	76.8	(1.3)	1.4
	403.5	15.2	(14.3)

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

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Note 7 Financial Risks Review (continued)

C) Market Risk (continued)

ii. Currency Risk

The Fund invests in financial instruments and enters into transactions that are denominated in currencies other than its functional currency, primarily in Euro ("EUR"), Sterling ("GBP"), Norwegian Krone ("NOK") and Japanese Yen ("JPY").

Consequently, the Fund is exposed to risk that the exchange rate of its currency relative to other foreign currencies may change in a manner that has an adverse effect on the fair value or future cash flows of the Fund's financial assets or financial liabilities denominated in currencies other than USD.

The Fund hedges against its currency risk, mainly by employing forward foreign exchange contracts. The currency exposure is monitored and managed on a daily basis.

Exposure:

At the reporting date, the carrying amount of the Fund's net financial assets and financial liabilities held in individual foreign currencies, expressed in USD and as a percentage of its net assets, were as follows.

The sensitivity analysis sets out the effect on the net assets and profit for the year of reasonably possible weakening of USD against EUR, GBP, NOK and JPY by 5%. The analysis assumes that all other variables, in particular interest rates, remain constant.

	Net Monetary and Non-Monetary Assets and Liabilities US\$ MM	Forward foreign exchange hedging US\$ MM	Net exposure US\$ MM	Effect of +/- 5% on exchange rate US\$ MM
<b>31 December 2019</b>				
EUR	83.0	(84.3)	(1.3)	(0.1)
GBP	419.6	(369.2)	50.4*	2.5
NOK	21.4	(21.3)	0.1	-
	524.0	(474.8)	49.2	2.4
<b>31 December 2018</b>				
EUR	78.5	(80.3)	(1.8)	(0.1)
GBP	310.9	(282.6)	28.3*	1.3
NOK	19.2	(19.7)	(0.5)	-
JPY	23.4	(23.6)	(0.2)	-
	432.0	(406.2)	25.8	1.2

A strengthening of the USD against the above currencies would have resulted in an equal but opposite effect to the amounts shown above.

\*These exposures have arisen primarily due to a delay in timing between determining the year end value of Level 3 investments and executing the relevant currency hedge.

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2019

Note 7 Financial Risks Review (continued)

C) Market Risk (continued)

iii. Other Price Risk

'Other price risk' is the risk that the fair value of the financial instrument will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment or its issuer or by factors affecting all instruments traded in the market.

The Investment Manager manages the Fund's price risk and monitors its overall market positions on a regular basis in accordance with Fund's investment objectives and policies.

The following table sets out the concentration of the investment assets and liabilities, including derivatives held by the Fund as at the reporting date.

Asset Class	% of net assets as at 31 Dec 2019	% of net assets as at 31 Dec 2018
Investment funds and vehicles	42.2%	36.2%
TFG Asset Management	31.3%	30.2%
CLO equity tranches	8.8%	11.7%
Unlisted stock	11.7%	4.4%
Listed stock	6.3%	4.8%
Corporate bonds	1.0%	1.1%
Contracts for difference	(0.2)%	(0.2)%
Forward foreign exchange contracts and options	(0.9)%	0.1%

The Investment Manager reviews the above percentages on a monthly basis against the limits which are set and reviewed periodically. The table below shows the impact of a positive 1% movement in the price of these investments on the NAV and profits of the Fund. A negative 1% movement will have an equal and opposite effect.

Asset Class	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
Investment funds and vehicles	10.1	7.9
TFG Asset Management	7.5	6.6
CLO equity tranches	2.1	2.5
Unlisted stock	2.8	1.0
Listed stock	1.5	1.1
Corporate bonds	0.2	0.2
Contracts for difference	-	-
Forward foreign exchange contracts and options	(0.2)	-

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**Note 8 Other Receivables and Prepayments**

	31 Dec 2019	31 Dec 2018
	US\$ MM	US\$ MM
Other receivables	0.6	6.3
Prepayments	0.2	0.7
Interest receivables	0.2	1
	<u>1.0</u>	<u>8.0</u>

Other receivables and interest receivables are expected to be settled within 12 months.

**Note 9 Cash and Cash Equivalents**

	31 Dec 2019	31 Dec 2018
	US\$ MM	US\$ MM
Cash and cash equivalents	133.5	269.8
	<u>133.5</u>	<u>269.8</u>

**Note 10 Other Payables and Accrued Expenses**

	31 Dec 2019	31 Dec 2018
	US\$ MM	US\$ MM
Accrued expenses	36.8	19.5
	<u>36.8</u>	<u>19.5</u>

All other payables and accrued expenses are due within one year.

**Note 11 Credit Facility**

The Fund has an unsecured US\$ 150.0 million revolving credit facility (the “Revolving Credit Facility”) with a stated maturity date of 1 October 2022. This stated maturity date will automatically be extended by six months on 1 April and 1 October in each year unless the lender provides a written notice to the Fund withholding consent to such an extension.

The facility is subject to a minimum usage fee which is equivalent to a 4% coupon on 25% of the total notional amount of the facility. In addition, there is a non-usage fee of 1% which is applied to the undrawn notional amount, excluding the notional amount which is subject to the minimum usage fee. Any drawn portion will incur interest at a rate of 1M U.S. LIBOR plus a spread of 4%. For the year ended 31 December 2019, the total finance cost expensed and paid for the facility was US\$ 3.5 million (2018 Master Fund: US\$ 3.5 million).

During 2019, US\$ 112.0 million of additional balance was drawn from the credit facility. As at 31 December 2019, the drawn balance of the credit facility was US\$ 150.0 million (2018: US\$ 38.0 million).

**Note 12 Incentive Fee**

The Fund pays the Investment Manager an incentive fee for each calculation period (a period of three months ending on 31 March, 30 June, 30 September and 31 December in each year or as otherwise determined by the Directors) (the “Calculation Period”) equal to 25% of the increase in the NAV of the Fund during the Calculation Period (before deduction of any dividend paid or the amount of any redemptions or repurchases of the shares (or other relevant capital adjustments) during such Calculation Period) above the Reference NAV (as defined below) plus the Hurdle (as defined below) for the Calculation Period.

If the Hurdle is not met in any Calculation Period (and no incentive fee is paid), the shortfall will not carry forward to any subsequent Calculation Period.

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**Note 12      Incentive Fee (continued)**

The Hurdle for any Calculation Period will equal the Reference NAV (as defined below) multiplied by the Hurdle Rate (as defined below). The Hurdle Rate for any Calculation Period equals 3-month USD LIBOR determined as of 11:00 a.m. London time on the first London business day of the then current Calculation Period, plus the Hurdle Spread of 2.647858% in each case multiplied by the actual number of days in the Calculation Period divided by 365. The Hurdle Rate for Q1 2020 is 4.548108%

The “Reference NAV” is the greater of (i) the NAV at the end of the Calculation Period immediately preceding the current Calculation Period and (ii) the NAV as of the end of the Calculation Period immediately preceding the Calculation Period referred to in clause (i).

For the purpose of determining the Reference NAV at the end of a Calculation Period, the NAV shall be adjusted by the amount of accrued dividends and the amounts of any redemptions or repurchase of the shares (or other relevant capital adjustments) and incentive fees to be paid with respect to that Calculation Period.

The incentive fee in respect of each Calculation Period is calculated by reference to the NAV before deduction of any accrued incentive fee. If the Investment Management Agreement is terminated other than at the end of a Calculation Period, the date of termination will be deemed to be the end of the Calculation Period. The incentive fee is normally payable in arrears after the end of the Calculation Period.

The incentive fee for the year ended 31 December 2019 was US\$ 63.4 million (2018: US\$ 47.6 million). As at 31 December 2019, US\$ 34.0 million was outstanding (2018: US\$ 17.5 million).

**Note 13      Share Capital**

**Authorised**

The Fund has an authorised share capital of US\$ 1.0 million divided into 10 voting shares, having a par value of US\$ 0.001 each and 999,999,990 non-voting shares (which are the “shares” referred to herein), having a par value of US\$ 0.001 each.

**Voting Shares**

All of the Fund’s voting shares are issued at par and are beneficially owned by the Voting Shareholder, a non-U.S. affiliate of the Investment Manager.

The voting shares will be the only shares entitled to vote for the election of Directors and on all other matters put to a vote of shareholders, subject to the limited rights of the shares described below. The voting shares are not entitled to receive dividends.

**Non-Voting Shares**

The shares carry a right to any dividends or other distributions declared by the Fund. The shares are not entitled to vote on any matter other than limited voting rights in respect of variation of their own class rights.

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**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

**Note 13 Share Capital (continued)**

**Dividend Rights**

Dividends may be paid to the holders of shares at the sole and absolute discretion of the Directors. The voting shares carry no rights to dividends.

**Share Transactions**

	Voting Shares No.	Non-Voting Shares* No. MM	Treasury Shares No. MM	Shares held in Escrow No. MM
Shares in issue at 1 January 2018	10.0	90.1	41.3	8.3
Stock dividends	-	1.5	(2.0)	0.5
Issued through release of tranche of escrow shares	-	0.2	-	(0.2)
Issue through exercise of GreenOak options	-	0.7	(0.7)	-
Shares purchased during the year	-	(0.1)	0.1	-
Shares in issue at 31 December 2018	10.0	92.4	38.7	8.6
Stock dividends	-	1.6	(2.2)	0.6
Issued through release of tranche of escrow shares	-	2.7	-	(2.7)
Shares transferred to escrow	-	-	(5.6)	5.6
Shares purchased during the year	-	(4.5)	4.5	-
Shares in issue at 31 December 2019	10.0	92.2	35.4	12.1

\* Non-voting shares do not include the treasury shares or the shares held in escrow.

**Optional Stock Dividend**

The Fund has an Optional Stock Dividend Plan which offers investors an opportunity to elect to receive any declared dividend in the form of dividend shares at a reference price determined by calculating the five-day weighted average price post ex-dividend date.

During the year a total dividend of US\$ 65.2 million (2018: US\$ 65.1 million) was declared, of which US\$ 44.8 million was paid out as a cash dividend (2018: US\$ 47.5 million), and the remaining US\$ 20.4 million (2018: US\$ 17.6 million) was reinvested under the Optional Stock Dividend Plan.

**Treasury Shares and Share Repurchases**

Treasury shares consist of shares that have been bought-back by the Fund from its investors through various tender offers and plans. Whilst they are held by the Fund, the shares are neither eligible to receive dividends nor are they included in the shares outstanding in the Statement of Financial Position.

In January 2019, under the terms of a "modified Dutch auction", the Fund accepted for purchase approximately 4.3 million non-voting shares at an aggregate cost of US\$ 50.3 million, including applicable fees and expenses of US\$ 0.3 million.

In 2019, the Fund purchased 145,496 shares (2018: 80,518) for US\$ 1.8 million (2018: US\$ 1.0 million) from TFG Asset Management LP using the then-current share price of US\$ 12.35 (2018: US\$ 12.10).

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TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

As at 31 December 2019

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Note 13 Share Capital (continued)

Escrow Shares

*Equity-based awards*

In the fourth quarter of 2015, the Fund bought back approximately 5.6 million of its non-voting shares in a tender offer for US\$ 57.4 million (including fees and expenses) to hedge against (or otherwise offset the future impact of) grants of shares under an equity-based long-term incentive plan and other equity awards by TFG Asset Management for certain senior employees (excluding the principals of the Investment Manager).

Awards under the long-term incentive plan, along with other equity-based awards, are typically spread over multiple vesting dates up to 2024 which may vary for each employee and are subject to forfeiture provisions. The arrangements may also include additional periods, beyond the vesting dates, during which employees gain exposure to the performance of the Fund's shares, but the shares are not issued to the employees. Such periods may range from one to five years beyond the vesting dates. The shares underlying these equity-based incentive programs typically will be held in escrow until they vest and will be eligible to receive shares under the Optional Stock Dividend Plan.

Under IFRS 2, TFG Asset Management is considered to be the settling entity. As the Fund has contributed these shares, the Fund recorded the imputed value of the shares contributed to escrow as credit to share-based compensation reserve in the year in which the shares were acquired for this purpose, with a corresponding debit to the cost of investment in TFG Asset Management.

In July 2019, TFG Asset Management entered in to an employment agreement with Reade Griffith, Director of the Fund, that covers his services to TFG Asset Management for the period through to 30 June 2024. Mr. Griffith is currently the Chief Investment Officer of TFG Asset Management as well as the Chief Investment Officer of its Polygon event-driven European equity strategies (in addition to other roles). Under the terms of this agreement, Mr. Griffith received US\$ 9.5 million in cash in July 2019 and will receive the following:

- US\$ 3.75 million in cash in July 2020;
- 0.3 million Tetragon non-voting shares in July 2021;
- 2.1 million Tetragon non-voting shares in June 2024; and
- between zero and an additional 3.15 million Tetragon non-voting shares – with the number of shares based on agreed-upon investment performance criteria – vesting in years 5, 6 and 7.

All of the Tetragon non-voting shares, as well as the July 2020 payment, covered by Mr. Griffith's employment agreement are subject to forfeiture conditions. The shares are held in escrow for release upon vesting and are eligible to participate in the optional stock dividend program, and as a result of subsequent dividends, further shares will be added to the escrow.

As the Fund has the obligation to settle the shares, this award is treated as equity-settled. The fair value of the share award is determined using the share price at grant date of US\$ 12.50 (ticker symbol: TFG.NA). The total expense is determined by multiplying the share price at grant date and the estimated number of shares that will vest. The expense is recognised in Statement of Comprehensive Income on a straight-line basis over the vesting period. A corresponding entry is made to the share-based compensation reserve. The following table shows the expense for each tranche up to the year ending 31 December 2024.

TETRAGON FINANCIAL GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS  
As at 31 December 2019

Note 13 Share Capital (continued)

Escrow Shares (continued)

*Equity-based awards (continued)*

Shares estimated to vest (MM)	Vesting date	2019 US\$ MM	2020 US\$ MM	2021 US\$ MM	2022 US\$ MM	2023 US\$ MM	2024 US\$ MM
0.3	30 Jun 2021	0.9	1.9	0.9			
2.1	30 Jun 2024	2.6	5.3	5.3	5.3	5.3	2.6
1.575*	30 Jun 2024*	2.0	3.9	3.9	3.9	3.9	2.0
		5.5	11.1	10.1	9.2	9.2	4.6

\*As at 31 December 2019, it is estimated that 1.575 million of the maximum 3.15 million shares will vest according to the agreed-upon investment performance criteria at the end of year 5 with no shares vesting in years 6 and 7. This estimate will be revised at each reporting date and as a result, future expense may be different from the expense presented in the table above.

As at 31 December 2019, 12.1 million (2018: 6.3 million) shares related to TFG Asset Management’s employee reward schemes are held in escrow. During the year, 5.6 million shares were transferred to escrow account from Treasury shares and 0.3 million shares (2018: 0.2 million) were released from escrow including stock dividends awarded on the original shares. US\$ 2.3 million (2018: US\$ 1.7 million) was transferred from share-based compensation reserve to other equity in relation to the original shares. An amount of US\$ 0.7 million (2018: US\$ 0.5 million) was released against retained earnings, based on the stock reference price at each applicable dividend date. These shares are eligible for stock dividends and during the year, 0.5 million (2018: 0.4 million) shares were allocated to this account.

On 1 January 2020, the Independent Directors were awarded shares in Tetragon which vest on 31 December 2022 and are subject to forfeiture provisions. The fair value of the aggregate awards, as determined by the share price on grant date of US\$ 12.25 per share, is US\$ 0.9 million. The expense will be recognised on a straight-line basis in Statement of Comprehensive Income over the vesting period starting from the year ending 31 December 2020. A corresponding entry will be made to the share-based compensation reserve.

***Deferred Incentive fees***

The NAV determined in accordance with IFRS includes carrying certain investments in TFG Asset Management businesses at fair value rather than being consolidated, which was how they were treated under U.S. GAAP prior to transitioning to IFRS on 1 January 2015. The result of the foregoing was an increase in NAV and an incentive fee payable of US\$ 25.1 million, previously recognised.

The Investment Manager agreed to accept payment of this portion of the incentive fee in the form of shares, which were to be held in escrow until 31 December 2021 or, at the Manager’s option, the earlier occurrence of a realisation event with respect to the TFG Asset Management businesses, and subject to a “clawback” mechanism should the NAV of the TFG Asset Management businesses decline at the end of the escrow period or the investment management agreement is terminated. The expense has been recognised in full in the year in which the NAV event occurred through equity and the share-based compensation reserve.

The Board of Directors determined that the merger of GreenOak with Bentall Kennedy (Note 5) satisfied the criteria for a realisation event as per the terms of the arrangement described above. As a result, 2.4 million shares were released from escrow including stock dividends awarded on the original shares. US\$ 25.1 million was transferred from share-based compensation reserve to other equity in relation to the original shares. An amount of US\$ 4.7 million was released against retained earnings, based on the stock reference price at each applicable dividend date.

**TETRAGON FINANCIAL GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

**Note 13 Share Capital (continued)**

**Share-Based Compensation Reserve**

The balance in share-based compensation reserve is related to the following transactions.

	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
Equity-based awards	57.1	53.9
Deferred incentive fee	-	25.1
	57.1	79.0

**Capital Management**

The Fund's capital is represented by the ordinary share capital, other equity, and accumulated retained earnings, as disclosed in the Statement of Financial Position. The Fund's capital is managed in accordance with its investment objective. The Fund is not subject to externally imposed capital requirements and has no legal restrictions on the issue, repurchase or resale of its shares.

**Note 14 Dividends**

	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
Quarter ended 31 December 2017 of US\$ 0.1775 per share	-	16.1
Quarter ended 31 March 2018 of US\$ 0.1775 per share	-	16.1
Quarter ended 30 June 2018 of US\$ 0.1800 per share	-	16.4
Quarter ended 30 September 2018 of US\$ 0.1800 per share	-	16.5
Quarter ended 31 December 2018 of US\$ 0.1825 per share	16.1	-
Quarter ended 31 March 2019 of US\$ 0.1825 per share	16.1	-
Quarter ended 30 June 2019 of US\$ 0.1850 per share	16.4	-
Quarter ended 30 September 2019 of US\$ 0.1850 per share	16.6	-
	65.2	65.1

The fourth quarter dividend of US\$ 0.1875 per share was approved by the Directors on 25 February 2020 and has not been included as a liability in these financial statements.

**Note 15 Contingencies and Commitments**

The Fund has the following unfunded commitments:

	31 Dec 2019 US\$ MM	31 Dec 2018 US\$ MM
BentallGreenOak investment vehicles	54.9	97.0
Private equity funds	31.1	18.8
TCI III	14.1	77.6
	100.1	193.4

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**TETRAGON FINANCIAL GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

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**Note 16**      **Related-Party Transactions**

**Investment Manager**

The Investment Manager is entitled to receive management fees equal to 1.5% per annum of the NAV of the Fund payable monthly in advance prior to the deduction of any accrued incentive fee. An incentive fee may be paid to the Investment Manager as disclosed in Note 12.

**Voting Shareholder**

The Voting Shareholder is an affiliate of the Investment Manager and holds all of the voting shares. As a result of its ownership and the degree of control that it exercises, the Voting Shareholder will be able to control the appointment and removal of the Fund's Directors (subject to applicable law). Affiliates of the Voting Shareholder also control the Investment Manager and, accordingly, control the Fund's business and affairs.

**Directors**

The remuneration for Directors shall be determined by resolution of the Voting Shareholder. Each of the Directors' annual fee is US\$ 125,000 (2018: US\$ 125,000) as compensation for service as Directors of the Fund. The Directors have the option to elect to receive shares in the Fund instead of the quarterly fee. With respect to the year ended 31 December 2019, David O'Leary elected to receive shares in lieu of half of his compensation. During the year ended 31 December 2019, he received 3,752 shares (2018: Nil).

On 1 January 2020, the Independent Directors were awarded shares in Tetragon which vest on 31 December 2022 and are subject to forfeiture provisions. The fair value of the award, as determined by the share price on grant date of US\$ 12.25 per share, is US\$ 300,000 per Independent Director.

Reade Griffith and Paddy Dear have waived their entitlement to a fee in respect of their services as Directors. The Directors are entitled to be repaid by the Fund all travel, hotel and other expenses reasonably incurred by them in the discharge of their duties. None of the Directors has a contract with the Fund providing for benefits upon termination of employment.

Reade Griffith, Paddy Dear and David O'Leary – all Directors of the Fund during the year - maintained (directly or indirectly) interests in shares of the Fund as at 31 December 2019, with interests of 13,810,679, 4,750,294 and 3,752 shares, respectively (2018: 12,553,797, 4,210,182 and nil shares, respectively).

It was contractually agreed as part of the acquisition of TFG Asset Management that in addition to Tetragon non-voting shares granted to Reade Griffith (initially 5,539,954 shares) and to Paddy Dear (initially 1,955,291 shares) which vested between 2015 and 2017, any annual compensation actually paid to each of Reade Griffith and Paddy Dear in respect of their employment with the Fund and its subsidiaries in excess of an annual base salary of US\$ 100,000 would be promptly returned to the Fund. During the year ended 31 December 2019, total compensation paid to Reade Griffith and Paddy Dear was US\$ 50,000 and US\$ 100,000 respectively (2018: US\$ 100,000 each). For Mr. Griffith, this arrangement has been replaced by the employment agreement described in Note 13.

**Subsidiaries**

The Fund has entered into share-based employee reward schemes with its subsidiary, TFG Asset Management LP. See Note 13 for details.

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# TETRAGON FINANCIAL GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS As at 31 December 2019

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### Note 16 Related-Party Transactions (continued)

#### Subsidiaries (continued)

The Polygon Global Partners LLP and Polygon Global Partners LP (together the “Service Providers”) provide operational, financial control, trading, marketing and investor relations, legal, compliance, administrative, payroll and employee benefits and other services to the Investment Manager in exchange for fees payable by the Investment Manager to the Service Providers. One of these entities, the U.K. Investment Manager, which is authorised and regulated by the United Kingdom Financial Conduct Authority, also provides services to the Investment Manager relating to the dealing in and management of investments, arranging of deals and advising on investments. In addition, the Service Providers also provide infrastructure services and administrative services to Polygon Private Investment Partners LP, an affiliate of the Voting Shareholder, pursuant to applicable separate services agreements.

TFG Asset Management, through the Service Providers, has implemented a cost-allocation methodology with the objective of allocating service-related costs, including to the Investment Manager. TFG Asset Management then charges fees for the services allocated on a cost-recovery basis that is designed to achieve full recovery of the allocated costs. In the year, the amount recharged to the Investment Manager was US\$ 19.4 million (2018: US\$ 17.6 million) and Polygon Private Investment Partners LP US\$ 0.2 million (2018: US\$ 0.1 million). During the year ended 31 December 2019, the Fund purchased 145,496 (2018: 80,518) of its own shares from TFG Asset Management for US\$ 1.8 million (2018: US\$ 1.0 million) using the then-current share price of US\$ 12.35 (2018: US\$ 12.10).

Reade Griffith and Paddy Dear continue to hold membership interests in Polygon Global Partners LLP (the “U.K. Investment Manager”) which collectively entitle them to exercise all of the voting rights in respect of the U.K. Investment Manager.

As part of the acquisition of TFG Asset Management in 2012, Mr. Griffith and Mr. Dear have agreed that they will (i) exercise their voting rights in a manner that is consistent with the best interests of the Fund and (ii) upon the request of the Fund, for nominal consideration, sell, transfer and deliver their membership interests in the U.K. Investment Manager to the Fund.

Reade Griffith and Paddy Dear also hold membership interests in Pace Cayman Holdco Limited (“Pace Holdco”), an entity through which the Fund ultimately owns its equity stake in Equitix. These membership interests collectively entitle them to exercise all of the voting rights in respect of Pace Holdco. Mr. Griffith and Mr. Dear have agreed that they will (i) exercise their voting rights in a manner that is consistent with the best interests of the Fund and (ii) upon the request of the Fund, for nominal consideration, sell, transfer and deliver their membership interests in the Pace Holdco to the Fund.

#### Investments in internally managed funds

The Fund holds various investments in funds managed within TFG Asset Management business. Please see Note 6 for details of these investments and Note 15 for the unfunded commitments related to these funds.

### Note 17 Earnings per share

	Year ended 31 Dec 2019 US\$ MM	Year ended 31 Dec 2018 US\$ MM
The calculation of the basic and diluted earnings per share is based on the following data:		
Earnings for the purposes of basic earnings per share being net profit attributable to shareholders for the year	288.0	241.5
Weighted average number of shares for the purposes of basic earnings per share	89.5	91.1
Effect of dilutive potential shares:		
Share-based employee compensation – equity-based awards	9.3	6.3
Deferred incentive fee shares	2.0	2.3
Weighted average number of shares for the purposes of diluted earnings per share	100.8	99.7

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## TETRAGON FINANCIAL GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS As at 31 December 2019

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#### Note 17 Earnings per share (continued)

Diluted earnings per share is calculated by adjusting the weighted average number of shares outstanding assuming conversion of all dilutive potential shares. Share-based employee compensation and deferred incentive fee shares are dilutive potential shares.

In respect of share-based employee compensation – equity-based awards, it is assumed that all of the time-based shares currently held in escrow will be released, thereby increasing the weighted average number of shares. The number of dilutive performance-based shares is based on the number of shares that would be issuable if the end of the period were the end of the performance period.

#### Note 18 Segment information

IFRS 8 *Operating Segments* requires a ‘management approach’, under which segment information is presented on the same basis as that used for internal reporting purposes.

For management purposes, the Fund is organised into one main operating segment – its investment portfolio - which invests, either directly or via fund vehicles, in a range of alternative asset classes including equity securities, debt instruments, real estate, infrastructure, loans and related derivatives. The Fund’s investment activities are all determined by the Investment Manager in accordance with the Fund’s investment objective.

All of the Fund’s activities are interrelated, and each activity is dependent on the others. Accordingly, all significant operating decisions are based upon analysis of the Fund as one segment. The financial results from this segment are equivalent to the financial statements of the Fund as a whole.

The shares in issue are in US Dollars. The Fund’s investment geographical exposure is as follows:

Region	31 Dec 2019	31 Dec 2018
North America	46%	43%
Europe	45%	46%
Asia Pacific	7%	9%
Latin America	2%	2%

#### Note 19 Subsequent Events

The Directors have evaluated the period up to 28 April 2020, which is the date that the financial statements were approved. In early 2020, the existence of a new coronavirus (COVID-19) was confirmed and since this time COVID-19 has spread across the world. COVID-19 has caused unprecedented disruption to businesses and economic activity, which has been reflected in recent significant fluctuations and reduced asset prices in global markets. The Directors consider the emergence and spread of COVID-19 to be a non-recognized subsequent event, given the significant changes in business activities and economic conditions occurred as a result of events occurring after 31 December 2019. The valuations of assets and liabilities as at 31 December 2019 are, therefore, based on assessments using the available information and associated risks as at that date.

Given the inherent uncertainties it is not practicable at this time to fully quantify the potential impacts arising from COVID-19 on the financial performance of the Fund. The impacts will likely depend on a range of factors, including the extent and duration of the period of disruption and the impact on the global economy. However, it is possible that the fair value of the Fund’s investments would be materially lower if valued as at the issuance date of these financial statements. For Q1 2020, the Fund made a loss of US\$ 181.7 million or 7.5% of the NAV at 31 December 2019. There are no other items to disclose.

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**TETRAGON FINANCIAL GROUP LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**As at 31 December 2019**

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**Note 20**      **Approval of Financial Statements**

The Directors approved and authorised for issue the financial statements on 28 April 2020.

**Note 21**      **IFRS to U.S. GAAP Reconciliation**

As outlined in Note 3, the financial statements are prepared in accordance with IFRS, which differs in certain respects from the basis of accounting in conformity with accounting principles generally accepted in the United States of America (“US GAAP”).

As required by the Dodd Frank Act for a registered investment advisor, this note sets out the reconciling material differences between IFRS and US GAAP for the Tetragon Financial Group Limited financial statements. Comprehensive disclosure under US GAAP is not required for this purpose, only certain disclosures have been included which are considered material differences.

On 31 December 2019 and 2018, the net assets presented in the IFRS Statement of Financial Position is the same as would have been presented under US GAAP. The profit and total comprehensive income in the IFRS Statement of Comprehensive Income is the same as would have been presented under US GAAP.

Investments in private investment companies under US GAAP which do not have a readily determinable fair value are valued at their Net Asset Value as a practical expedient. Private investment companies valued at Net Asset Value under US GAAP are not leveled in the fair value hierarchy, and accordingly the Level 3 disclosure requirements do not apply under US GAAP to these investments. Under IFRS, no such practical expedient exists and therefore private investment companies valued at their Net Asset Value are considered Level 3 investments and have additional disclosure requirements.

Additional disclosures required for an Investment Company under US GAAP which are not required under IFRS include Schedule of Investments and Financial Highlights.

**TETRAGON FINANCIAL GROUP LIMITED**  
**CONDENSED SCHEDULE OF INVESTMENTS**  
As at 31 December 2019

<b>Security Description</b>	<b>Nominal US\$ MM</b>	<b>Cost US\$ MM</b>	<b>Fair Value US\$ MM</b>	<b>% of Net Assets</b>
<i>United States CLO Equity</i>				
<i>Cayman Islands</i>				
Broadly Syndicated Senior Secured Loans	548.0	473.7	210.9	8.84%
<i>Listed Stock</i>				
United Kingdom – Biotechnology		79.1	67.6	2.83%
United Kingdom – Technology		34.3	34.5	1.45%
United States – Technology		37.0	25.8	1.08%
Norway – Financial services		13.3	21.4	0.90%
		<u>163.7</u>	<u>149.3</u>	<u>6.26%</u>
<i>Unlisted Stock</i>				
Ripple Labs Inc. – United States - Technology		190.0	273.0	11.44%
United States – Energy		6.0	5.4	0.23%
		<u>196.0</u>	<u>278.4</u>	<u>11.67%</u>
<i>Corporate Bonds</i>				
Portugal – Financial services		11.5	23.7	0.99%
<i>Investment Funds and Vehicles</i>				
Polygon European Equity Opportunity Fund**		277.0	377.5	15.83%
Cayman Islands – CLO Equity Funds		141.7	129.4	5.43%
Global – Hedge Funds – Credit and Convertible Bonds		55.0	81.7	3.42%
Global – Mining Finance Fund		67.7	81.1	3.40%
Europe – Real Estate		59.7	73.9	3.10%
Global – Hedge Funds – Equities		62.5	72.6	3.04%
United States – Real Estate		62.0	64.5	2.70%
Latin America – Real Estate		33.1	38.8	1.63%
United States – Private Equity Funds		31.0	37.1	1.55%
Japan – Real Estate		28.8	29.9	1.25%
United Kingdom – Private Equity Funds		17.4	20.8	0.87%
		<u>835.9</u>	<u>1,007.3</u>	<u>42.22%</u>

TETRAGON FINANCIAL GROUP LIMITED

CONDENSED SCHEDULE OF INVESTMENTS – (continued)  
As at 31 December 2019

	Nominal US\$ MM	Cost US\$ MM	Fair Value US\$ MM	% of Net Assets
<i>TFG Asset Management</i>				
United Kingdom Infrastructure Asset Management Business***		41.0	301.1	12.62%
Global Financial Real Estate Manager***		13.8	190.8	8.00%
United States CLO Manager***		46.5	186.0	7.79%
Global Hedge Fund Manager		49.9	48.1	2.02%
Other		0.3	21.5	0.90%
		<u>151.5</u>	<u>747.5</u>	<u>31.33%</u>
<b>Total Investments</b>		<u><b>1,832.3</b></u>	<u><b>2,417.1</b></u>	<u><b>101.31%</b></u>
<b>Financial Derivative Instruments</b>				
Forward Foreign Exchange Contracts			(21.4)	(0.90)%
Contracts for Difference			(4.4)	(0.19)%
<b>Total Financial Derivative Instruments</b>			<u>(25.8)</u>	<u>(1.09)%</u>
Cash and Cash Equivalents			133.5	5.60%
Other Assets and Liabilities			(138.7)	(5.82)%
<b>Net Assets</b>			<u><b>2,386.1</b></u>	<u><b>100.00%</b></u>

\*\* The stated objective of the Polygon European Equity Opportunity Fund is to seek superior risk adjusted returns. Its stated intention is to invest predominantly in European listed equity securities, but may also invest in other asset classes and in other non-European jurisdictions. Given the applicable notice, liquidity of up to 25% of the investment is available on a quarterly basis (subject to certain conditions), and the entire investment could be liquidated over four consecutive quarters.

\*\*\* Please refer to Note 6 for details of investments held through TFG Asset Management.

TETRAGON FINANCIAL GROUP LIMITED  
CONDENSED SCHEDULE OF INVESTMENTS  
As at 31 December 2018

Security Description	Nominal US\$ MM	Cost US\$ MM	Fair Value US\$ MM	% of Net Assets
<i>United States CLO Equity</i>				
<i>Cayman Islands</i>				
Broadly Syndicated Senior Secured Loans	730.7	620.1	256.7	11.72%
Middle Market Senior Secured Loans	36.1	31.5	0.1	0.01%
	766.8	651.6	256.8	11.73%
<i>European CLO Equity</i>				
<i>Ireland</i>				
Broadly Syndicated Senior Secured Loans	20.0	24.0	0.3	0.01%
	20.0	24.0	0.3	0.01%
<i>Listed Stock</i>				
United Kingdom – Biotechnology		81.9	87.1	3.98%
Norway – Financial services		10.8	18.9	0.86%
		79.2	106.0	4.84%
<i>Unlisted Stock</i>				
United States – Technology		65.0	96.1	4.39%
		65.0	96.1	4.39%
<i>Corporate Bonds</i>				
Portugal – Financial services		15.2	23.7	1.08%
United States – Energy		0.3	0.1	0.01%
		15.5	23.8	1.09%
<i>Investment Funds and Vehicles</i>				
United States – Real Estate		56.8	89.1	4.07%
Japan – Real Estate		34.2	41.1	1.88%
Latin America – Real Estate		32.7	41.7	1.90%
Europe – Real Estate		68.9	71.7	3.27%
Cayman Islands – CLO Equity Funds		73.8	69.5	3.17%
United Kingdom – Private Equity Funds		16.1	17.7	0.81%
United States – Private Equity Funds		12.7	13.2	0.60%
Global – Hedge Funds – Equities		64.7	71.6	3.27%
Global – Mining Finance Fund		40.6	17.9	0.82%
Polygon European Equity Opportunity Fund**		237.0	281.7	12.88%
Global – Hedge Funds – Credit and Convertible Bonds		55.0	76.8	3.51%
		692.5	792.0	36.18%

TETRAGON FINANCIAL GROUP LIMITED

CONDENSED SCHEDULE OF INVESTMENTS – (continued)  
As at 31 December 2018

	Nominal US\$ MM	Cost US\$ MM	Fair Value US\$ MM	% of Net Assets
<i>TFG Asset Management</i>				
United Kingdom Infrastructure Asset Management Business***		99.9	230.9	10.55%
Global Financial Real Estate Manager***		10.7	208.5	9.52%
Global Hedge Fund Manager		49.0	55.1	2.52%
United States CLO Manager***		44.0	154.9	7.07%
Other		-	12.7	0.58%
		<u>203.6</u>	<u>662.1</u>	<u>30.24%</u>
<b>Total Investments</b>		<u><b>1,731.4</b></u>	<u><b>1,937.1</b></u>	<u><b>88.48%</b></u>
<b>Financial Derivative Instruments</b>				
Forward Foreign Exchange Contracts			1.4	0.06%
Contracts for Difference			(4.7)	(0.21)%
<b>Total Financial Derivative Instruments</b>			<u>(3.3)</u>	<u>(0.15)%</u>
Cash and Cash Equivalents			269.8	12.32%
Other Assets and Liabilities			(14.2)	(0.65)%
<b>Net Assets</b>			<u><b>2,189.4</b></u>	<u><b>100.00%</b></u>

\*\* The stated objective of the Polygon European Equity Opportunity Fund is to seek superior risk adjusted returns. Its stated intention is to invest predominantly in European listed equity securities, but may also invest in other asset classes and in other non-European jurisdictions. Given the applicable notice, liquidity of up to 25% of the investment is available on a quarterly basis (subject to certain conditions), and the entire investment could be liquidated over four consecutive quarters.

\*\*\* Please refer to Note 6 for details of investments held through TFG Asset Management.

TETRAGON FINANCIAL GROUP LIMITED

FINANCIAL HIGHLIGHTS  
For the year ended 31 December 2019

The following represents selected per Share operating performance of the Fund, ratios to average net assets and total return information for the year ended 31 December 2019 and the year ended 31 December 2018.

	31-Dec-19 US\$	31-Dec-18 US\$
<b>Per Share operating performance</b>		
Net Asset Value at start of year	23.70	22.13
Net investment income (before incentive fee)	3.92	3.17
Incentive fee	(0.71)	(0.52)
Share based employee compensation	0.06	-
Cash dividends paid to shareholders	(0.50)	(0.52)
Other capital transactions	(0.59)	(0.56)
Net Asset Value at the end of the year	25.88	23.70
<b>Ratios and supplemental data</b>		
Total return (NAV change before dividend payments and other capital transactions) before incentive fee	16.79%	14.33%
Incentive fee	(3.00)%	(2.35)%
Total return (NAV change before dividend payments and other capital transactions) after incentive fee	13.79%	11.98%
Ratio to average net assets:		
Incentive fee	(2.83)%	(2.31)%
Net investment income (after incentive fee)	12.84%	11.71%
Operating expenses (including incentive fee)	(4.95)%	- *

\*Prior to 31 December 2018, the Master Fund paid all the operating expenses with the exception of incentive fees. Hence, the Fund did not report any operating expenses in the year ended 31 December 2018. Please refer to Note 2 for details of amalgamation.

An individual shareholder's per Share operating performance and ratios may vary from the above based on the timing of capital transactions.