# 2022 Annual Report

Tetragon Financial Group

TETRAGON

# Contents

# Diversified. Alternative. Investors.

Searching for intrinsic alpha –
from returns in excess to risks taken.

At Tetragon, we seek to provide stable returns to investors across economic cycles and market conditions.

Tetragon is a Guernsey closed-ended investment company. Its non-voting shares are listed on Euronext in Amsterdam[1] and also traded on the Specialist Fund Segment of the Main Market of the London Stock Exchange.

To view company updates visit:
www.tetragoninv.com

Tetragon's shares are subject to restrictions on ownership by U.S. persons and are not intended for European retail investors. These are described on our website. Tetragon anticipates that its typical investors will be institutional and professional investors who wish to invest for the long term in a capital appreciation and income-producing investment. These investors should have experience in investing in financial markets and collective investment undertakings and be capable themselves of evaluating the merits and risks of Tetragon shares and they should have sufficient resources both to invest in potentially illiquid securities and to be able to bear any losses (which may equal the whole amount invested) that may result from the investment.

1 Euronext in Amsterdam is a regulated market of Euronext Amsterdam (Euronext Amsterdam). Tetragon's 'Home Member State' for the purposes of the EU Transparency Directive (Directive 2004/109/EC) is the Netherlands.

# Distributable income. Capital appreciation.

## Net asset value[1]

**$2.8BN**

31 December 2022

## Ownership[2]

**37.3%**

Principal and Employee Ownership at 31 December 2022

## NAV per share total return[3]

**1.0%**
2022 Full Year

**9.6%**
5 Years Annualised

**10.5%**
10 Years Annualised

**10.8%**
Since IPO Annualised

**398%**
Since IPO

## Investment returns/Return on Equity[4]

**-0.8%**
2022 Return on Equity

**10-15%**
RoE Target

**11.6%**
Annual Average Since IPO

## Dividends

**$0.11**
Q4 2022 Dividend

**$0.44**
2022 Dividends

**4.6%**
Dividend Yield[5]

**(8.9)%**
Dividend 5-Year CAGR[6]

Please see important notes on page 6.

# 2022 Snapshot

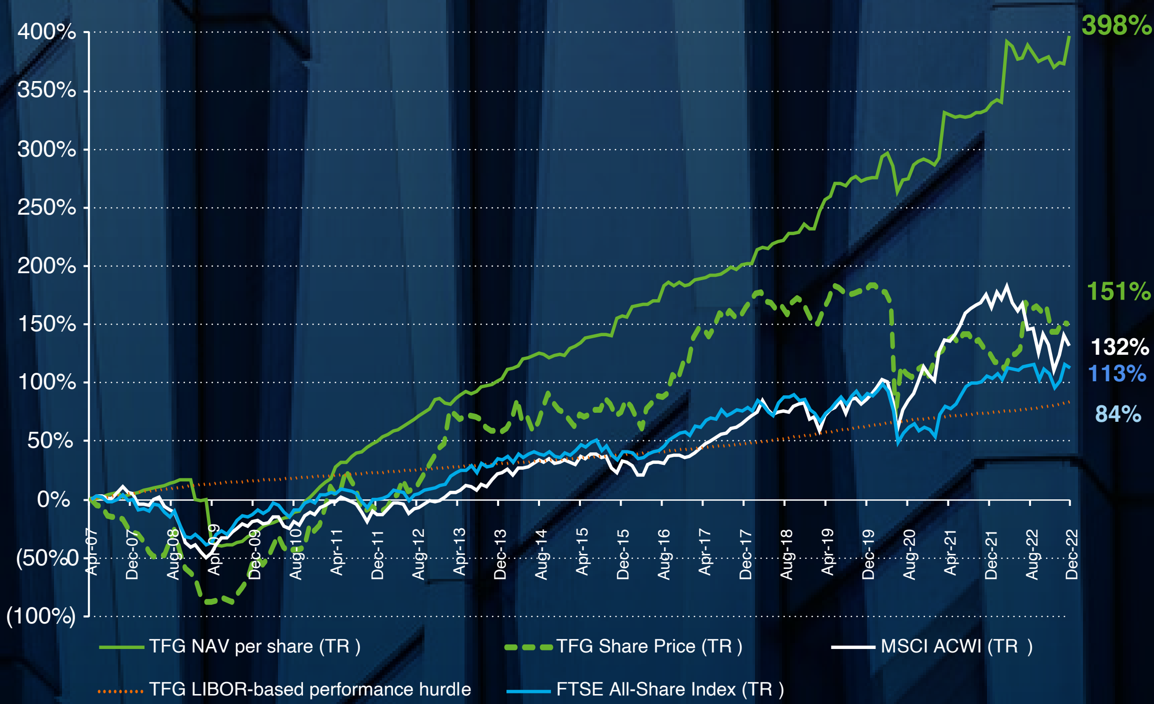
**Figure 1**

## Tetragon Financial Group – Performance summary

| | 31 Dec 2022 | 31 Dec 2021 | Change |
|---|---|---|---|
| Net Assets | $2,758.5m | $2,876.8m | $(118.3)m |
| Fully Diluted NAV Per Share | $29.69 | $29.86 | $(0.17) |
| Share Price[1] | $9.62 | $8.50 | $1.12 |
| **Dividend (past 12 months)** | **$0.44** | **$0.41** | **$0.03** |
| Dividend Yield | 4.6% | 4.8% | |
| Ongoing Charges[2] | 1.74% | 1.70% | |
| Principal and Employee Ownership | 37.3% | 34.7% | |
| | 2022 | 2021 | |
| **Investment Returns/Return on Equity[3]** | **(0.8%)** | **17.3%** | |
| **NAV Per Share Total Return[4]** | **1.0%** | **14.1%** | |
| Share Price Total Return[5] | 18.5% | (6.8%) | |
| Tetragon Hurdle: LIBOR +2.65%[6] | 4.5% | 2.9% | |
| MSCI ACWI Index Total Return[7] | (18.0%) | 19.0% | |
| FTSE All-Share Index Total Return[7] | 0.2% | 18.3% | |

**Figure 2**

## Tetragon's NAV per Share Total Return and Share Price Since IPO to 31 December 2022



# Notes

**Page 4**

1 The value of Tetragon's assets, less any liabilities, as at 31 December 2022. Source: Tetragon.

2 Shareholdings at 31 December 2022 of the principals of Tetragon's investment manager and employees of TFG Asset Management, including all deferred compensation arrangements (other than with respect to shares that are subject to performance criteria). Please refer to page 85 for more details of these arrangements. Source:Tetragon.

3 NAV Per Share Total Return to 31 December 2022, for the past year, the past five years, the past ten years, and since Tetragon's initial public offering in April 2007. NAV Per Share Total Return is determined in accordance with the "NAV total return performance" calculation as set forth on the Association of Investment Companies (AIC) website. Tetragon's NAV Per Share Total Return is determined for any period by calculating, as a percentage return on the Fully Diluted NAV per Share (NAV per share) at the start of such period, (i) the change in NAV per share over such period, plus (ii) the aggregate amount of any dividends per share paid during such period, with any dividend deemed reinvested at the NAV per share at the month end date closest to the applicable ex-dividend date (i.e. so that the amount of any dividend is increased or decreased by the same percentage increase or decrease in NAV per share from such ex-dividend date through to the end of the applicable period). NAV per share is calculated as Net Assets divided by Fully Diluted Shares Outstanding. Please refer to Figure 12 for further details.

4 Tetragon seeks to deliver 10-15% Return on Equity (RoE) per annum to shareholders. Please refer to page 42 for the calculation of RoE. Tetragon's returns will most likely fluctuate with LIBOR or an equivalent risk-free short-term rate which directly flows through some of Tetragon's investments; therefore, in high-LIBOR environments, Tetragon should achieve higher sustainable returns; in low-LIBOR environments, Tetragon should achieve lower sustainable returns. Please note that (i) from 31 December 2021, LIBOR has been replaced by an appropriate alternate rate as advised by ISDA in the IBOR Fallbacks Protocol, although certain LIBOR settings will continue to be calculated and published using panel bank submissions until 30 June 2023, and (ii) LIBOR will no longer be available beginning 1 July 2023, and the market generally is replacing LIBOR with the Secured Overnight Funding Rate (SOFR), which tracks the interest rate on borrowings collateralized by U.S. Treasury securities.

5 The dividend yield represents the past four quarterly dividends divided by the TFG NA share price at 31 December 2022. The latest declared dividend is included in the calculation.

6 The five-year Compound Annual Growth Rate (CAGR) figure is at 31 December 2022. The latest declared dividend is included in the calculation.

**Page 5**

1 Based on TFG.NA.

2 Annual calculation as at 31 December 2022. The ongoing charges figure is calculated as defined by the AIC, and comprises all direct recurring expenses to Tetragon expressed as a percentage of average Net Assets, including the annual management fee of 1.5%.

3 Please see Note 4 for page 4.

4 Please see Note 3 for page 4.

5 2022 total shareholder return, defined as share price appreciation including dividends reinvested, as sourced from Bloomberg.

6 Cumulative return determined on a quarterly compounding basis using the actual Tetragon quarterly incentive fee LIBOR-based hurdle rate. Beginning 1 July 2023, Tetragon's quarterly incentive fee hurdle rate will be SOFR-based.

7 Any indices and other financial benchmarks are provided for illustrative purposes only. Comparisons to indices have limitations because, for example, indices have volatility and other material characteristics that may differ from the fund. Any index information contained herein is included to show general trends in the markets in the periods indicated, is not meant to imply that these indices are the only relevant indices, and is not intended to imply that the portfolio or investment was similar to any particular index either in composition or element of risk. The indices shown here have not been selected to represent an appropriate benchmark to compare an investor's performance, but rather is disclosed to allow for comparison of the investor's performance to that of certain well-known and widely recognised indices. The volatility of the indices may be materially different from the individual performance attained by a specific investor. In addition, the fund's holdings may differ significantly from the securities that comprise the indices. The MSCI ACWI captures large- and mid-cap representation across 23 developed markets and 24 emerging markets countries. With 2,885 constituents, the index covers approximately 85% of the global investable equity opportunity set. Further information relating to the index constituents and calculation methodology can be found at www.msci.com/acwi. The FTSE All-Share Index represents 98-99% of UK market capitalisation and is the aggregate of the FTSE 100, FTSE 250 and FTSE Small Cap indices. Further information relating to the index constituents and calculation methodology can be found at www.ftserussell.com/products/indices/uk.

# Letter to our shareholders

Fellow shareholders:

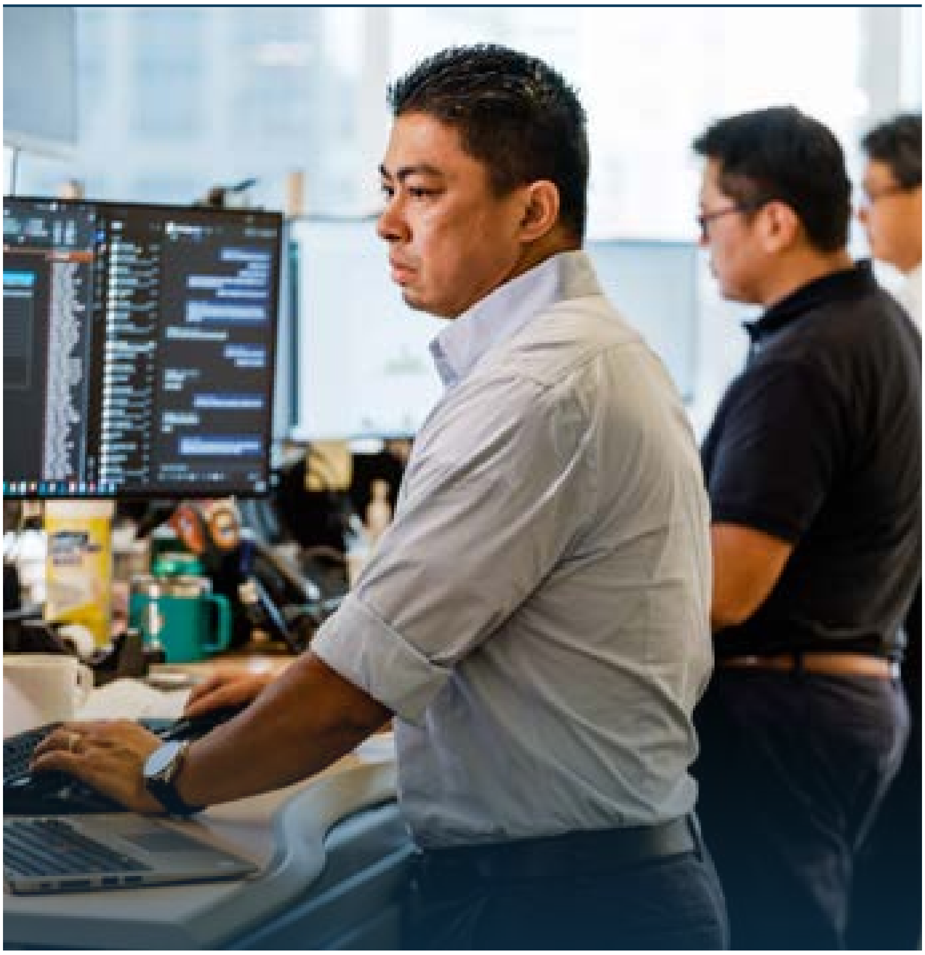
As diversified, alternative investors, our investment objective continues to be to generate distributable income and capital appreciation. We do this by seeking to generate stable returns across economic cycles and market conditions.

Tetragon delivered an investment Return on Equity (RoE) of -0.8%, a NAV per share total return of 1.0% and a share price total return of 18.5% in 2022. Tetragon also declared 44.0 cents of dividends per share for the year – a yield of 4.6%. Tetragon's NAV per share total return has averaged 9.6% over the past five years, which compares to annualised performance of 5.8% for the MSCI ACWI Index.[1] Further detail relating to Tetragon's Key Performance Metrics can be found on page 20.

## 2022 Market context

The deeply challenging investment environment in 2022 was a good test of our investment strategy and approach. The first half of 2022 was characterised by geopolitical crisis in Ukraine, supply chain disruption, and the U.S. Federal Reserve and other global rate setters struggling to address headline inflation. These combined stresses drove almost all major asset classes into double-digit first half declines. By year-end, equity market indices were still heavily down, with the MSCI ACWI Index at -15.6%, the S&P 500 falling -18.1%[(2)] and the tech- and growth-heavy NASDAQ 100 down -32.4%.[(2)]

Duration-heavy fixed income offered no refuge, with the U.S. 10 Year Treasuries[(3)] down -13.9%, Investment Grade Credit[(4)] down -13.0% and High Yield[(5)] down -11.2%. Favoured inflation trades in West Texas Intermediate and the U.S. Dollar unwound from peaks but still finished the year up 6.7% and 8.2%, respectively, with the energy-heavy FTSE All Share Equity Index up 0.2%.[(2)]



## Our performance

Over the time that Tetragon has been trading as a publicly-listed company, our NAV per share total return of 398% has demonstrated our ability to compound investment growth and return value to shareholders. In stressed market conditions like we had in 2022, this could mean that the value is being delivered through the preservation of capital, which we believe is essential for delivering value based on long-term compounding. As such, we are pleased with our performance across our key metrics.

This year, Tetragon has outperformed the MSCI ACWI Index, which represents the performance of the ACWI index if there were no foreign exchange fluctuations (similar to a portfolio with currency hedges), and with dividends reinvested, gross of any taxes.[(6)]

## 2022 Performance highlights

At Tetragon, we value rigour, partnership and ambition. We believe that these values, when combined with our somewhat idiosyncratic structure of a listed fund owning a diversified alternative asset management platform, have helped us to create an alpha-driven ecosystem of ideas, expertise, insights and connections. In volatile and illiquid markets, the strength of our structure is apparent. Non-voting shares, combined with permanent capital, gives us the flexibility to think strategically, and for the long term. It enables the agility, patience and resilience that Tetragon's manager needs to make the investment decisions that it believes are right for shareholders and to deliver against our target of a 10-15% net Return on Equity over the long term.

## Tetragon portfolio performance notes

**Return on Equity.** Tetragon's gross RoE was +1.6% in 2022 (-0.8% net), as compared to -15.6% for the MSCI ACWI Index. Over the past five years, Tetragon's annualised gross RoE was +14.3% (+9.9% net) compared to +6.7% for the MSCI ACWI Index.

**Volatility.** The volatility of Tetragon's gross RoE was 5.3% for 2022 (or 4.7% on the basis of its net RoE) and 10.2% for the past five years (or 8.1% on the basis of its net RoE). The volatility of the MSCI ACWI Index's gross RoE was 18.4% for 2022 and 16.3% for the past five years.

**Sharpe Ratio.** Both Tetragon and the MSCI ACWI Index exhibited negative net returns in 2022. Because it is not meaningful to compare negative Sharpe Ratios (e.g., more volatile negative returns have less-negative Sharpe Ratios), a longer-term comparison is more appropriate. Over the past five years, Tetragon's Sharpe Ratio was 1.27 on a gross basis (and 1.05 on a net basis). The Sharpe Ratio for the MSCI ACWI Index was 0.33 over the same time period.

"Our NAV per share total return has demonstrated our ability to compound investment growth and return value to shareholders."

NAV Total Return in 2022

**1.0%**

Return on Equity in 2022

**(0.8)%**

Dividends in 2022

**$0.44**

In 2022, diversification and asset allocation were key drivers of outperformance relative to traditional markets. Five of Tetragon's seven asset classes generated gains on the year, with these five asset classes accounting for 71% of NAV at the beginning of the year.

The main performance drivers in 2022 were our private equity investments in asset management companies – which are part of TFG Asset Management – along with bank loans and investments in private equity and venture capital. These were offset by Tetragon's allocation to other equities and credit. Although more details of the performance of each asset class are in the Investment Review section, we believe that the performance of the portfolio during the year highlights some of the benefits of our portfolio construction.

- The diversification, access to specialised products, expertise and growth that TFG Asset Management delivers to Tetragon continues to be an important component of Tetragon's performance. In particular, the investment in real estate manager BentallGreenOak[7] drove gains in this segment in 2022, followed by the investment in bank loan specialist LCM.[8]
- In 2022, Tetragon leveraged its investments with a number of external managers to source further investments in market segments we identified as particularly interesting, including LP and co-investments in the biotechnology, technology and semiconductor sectors.
- Our permanent capital gives us the freedom to take advantage of opportunities that others often cannot. We believe that these opportunities have often enhanced value for our shareholders, but in 2021, we made a direct investment in a pharmaceutical company in the "other equities" bucket of the portfolio, that we believed had the potential to transform global drug usage pending an upcoming trial in early 2022. Our analysis estimated a high probability of a successful trial that would result in a tenfold increase in valuation, versus a 75% fall if the trial was inconclusive or failed. With careful sizing, opportunities with such binary, uncorrelated and asymmetrically positive profiles can be powerful drivers of long-term returns. Although the trial in this example was not successful, these are exactly the kinds of risk that our capital structure allows us to take.

“At Tetragon, we value rigour, partnership and ambition”

## 2023 Outlook

Tetragon expects the market outlook to continue to be challenging. As we begin 2023, markets are characterised by uncertainty and contradictions: simultaneously pricing in optimism and despair. Although elevated inflation continues to challenge economies, there is a growing number of doubters who believe the Fed will move to cut rates later this year. Expectations of rolling recessions over the next 12 months across the United States, United Kingdom and Europe are balanced by uncharacteristically strong labour markets in the United States, where a 3.4% unemployment rate matches multi-decade lows and job openings continue to outpace the number of unemployed seeking work. Market exuberance in early 2023 reflects optimism that the wide array of open questions will resolve favourably towards a “soft landing”, downplaying concerns from central bankers, economists and value investors alike. We, as always, are more cautious.

Although these contradictions may make allocating capital difficult, Tetragon believes that times like these can set the stage for the next several years of strong returns. Our approach to portfolio construction and performance allows us to invest in situations where other investors are rebalancing portfolios that are unbalanced, illiquid or impaired.

## Board matters

**Dividends and share repurchases**

The fourth quarter 2022 dividend was declared at 11.00 cents per share, bringing the full-year 2022 dividend to 44.00 cents per share.

Tetragon repurchased $67.1 million of its non-voting shares during 2022. Tetragon is announcing today its intention to repurchase approximately $25 million shares, which, based on Tetragon’s current NAV and share price, will be accretive to NAV per share. We are pleased that the company has returned approximately $1.6 billion to investors through dividends and share repurchases since its initial public offering in 2007. Tetragon will continue to seek to return value to its shareholders, including through dividends and share repurchases.

**Cash**

Tetragon’s cash at bank balance was $21.7 million as at 31 December 2022. After adjusting for known accruals and liabilities (short- and long-dated), its net cash balance was -$168.1 million. In July 2022, Tetragon extended the size of its revolving credit facility to $400 million and its maturity to July 2032. As at 31 December 2022, $115 million of this facility was drawn, and this liability has been incorporated into the net cash balance calculation.

**Other investor matters**

Tetragon's investment performance in any measuring period must exceed a LIBOR-based formula, defined as the Hurdle Rate, for Tetragon's investment manager to earn an incentive fee for the period. The Hurdle Rate is currently equal to three-month U.S. LIBOR plus 2.647858% per annum. U.S. LIBOR will no longer be available beginning 1 July 2023, and the market generally is replacing LIBOR with the Secured Overnight Funding Rate (SOFR), which tracks the interest rate on borrowings collaterised by U.S. Treasury securities. As such, Tetragon and its investment manager have agreed to replace LIBOR with three-month term SOFR plus ten basis points in the Hurdle Rate formula. Accordingly, beginning 1 July 2023, the Hurdle Rate will be equal to three-month term SOFR plus 2.747858% *per annum*. The agreement also includes provisions setting forth a procedure for determining an alternate benchmark rate in the event that three-month term SOFR is unavailable in the future.

**Conclusion**

Uncertain environments make shareholder understanding of a firm's structure and approach more important than ever, especially when share price performance does not yet reflect underlying value.

We recognise that shareholders, along with Tetragon's principals and employees, are focused on the share price. Tetragon's insider ownership of 37% continues to be one of the largest of any listed fund in the United Kingdom, ensuring the investment committee and leadership team remains invested in both portfolio and share price performance, alongside our shareholders.

To enable Tetragon to enhance the way it communicates, we have invested significant time this year in relaunching the Tetragon Financial Group website to better explain our structure, approach to investing and portfolio breakdown. We have also sought to articulate our values and culture, which underpin our ability to deliver on our investment strategy; please see page 76 for more about this important aspect of our business.

With regards,

The Board of Directors

3 March 2023

> “ Tetragon’s insider ownership of 37% continues to be one of the largest of any listed fund in the United Kingdom.”


**Notes:**

(1) We refer throughout this letter to the MSCI All Country World Gross Total Return Local Index as the MSCI ACWI Index.

(2) Source: Bloomberg. Please see Note 7 on page 6 for important disclosures.

(3) Barclays Capital U.S. 10yr Note Futures Index. Source: Bloomberg.

(4) Barclays Aggregate. Source: Bloomberg.

(5) ICE BofA US High Yield Index. Source: Bloomberg

(6) All statistics are calculated using monthly datapoints. Source: Bloomberg.

(7) BentallGreenOak, a manager of global real estate funds.

(8) LCM Asset Management LLC, referred to in this report as “LCM.”

# 1

# Manager's review



## Alignment. Performance. Returns.

We have one of the largest insider ownerships of any listed fund in the United Kingdom and we are invested in our portfolio and in our share price performance.

This section includes commentary from Tetragon's investment manager and includes market context, our investment objective and strategy and key performance metrics.

“At Tetragon we have built a firm that gives us the flexibility to explore investment opportunities that many others simply can’t. We have a proven ability to compound investment growth and return value to our shareholders.”

**Paddy Dear**
Tetragon Co-Founder

# Investment objective & strategy

## Tetragon's investment objective is to generate distributable income and capital appreciation.

To achieve Tetragon's investment objective of generating distributable income and capital appreciation, our investment strategy is as follows:

1

Identify attractive asset class and investment strategies

2

Identify asset managers that Tetragon Financial Management believes to be superior

3

Use Tetragon Financial Management's market experience to negotiate favourable terms for Tetragon's investments

4

Own, where appropriate, all or a portion of the asset management companies with which Tetragon invests in order to enhance the returns achieved on its capital


In addition, the current investment strategy is to continue to grow and diversify TFG Asset Management – as our diversified alternative asset management business – as well as to enhance the value of our asset management companies with a view to realising value from the enterprise.

# The ways we invest

Our investment strategy leads us to invest in three primary ways.

Investments in managed funds

Ownership stakes in asset managers

Direct investments

## Investments in managed funds

**Internally-managed funds**

We invest in a range of specialised funds managed by TFG Asset Management managers, with a view to obtaining diversified returns on favourable terms. In so doing, Tetragon aims to not only produce asset-level returns, but also to enhance these returns with capital appreciation and investment income from its ownership stakes in asset management businesses that derive income from external investors.

**Externally-managed funds**

We also invest with high-quality third-party managers in which we do not have an ownership stake, in order to access asset classes and investment strategies that we believe are attractive, and we look to create beneficial structures for these investments.

## Ownership stakes in asset managers

**One of Tetragon's largest investments is TFG Asset Management, which manages, oversees and supervises our ownership stakes in asset management companies.**

TFG Asset Management enhances the value of each individual investment and the entity as a whole through a shared strategic direction and operating infrastructure – encompassing critical business management functions such as risk management, investor relations, financial control, technology, and compliance/legal matters – while at the same time giving entrepreneurial independence to the managers of the underlying businesses.

**Factors in building out TFG Asset Management**

Considerations when evaluating the viability of a potential asset manager typically include performance track records, reputation, regulatory requirements, infrastructure needs and asset-gathering capacity. Potential profitability and scalability of the asset management business are also important considerations.

Additionally, the core capabilities, investment focus and strategy of any new business should offer a complementary operating income stream to TFG Asset Management's existing businesses. Tetragon looks to mitigate potential correlated risks across TFG Asset Management's investment managers by diversifying its exposure across asset classes, investment vehicles, durations and investor types, among other factors.

### Longer-term investment strategy

Tetragon's longer-term investment strategy with respect to TFG Asset Management is to continue to grow and diversify, as well as to enhance the value of its asset management companies, with a view to realising value from the enterprise. This may be through transactions relating to individual businesses within TFG Asset Management, potentially both private and public, that would take advantage of this value enhancement or an initial public offering or other strategic transaction at the TFG Asset Management level. Although transactions relating to individual businesses could shrink TFG Asset Management's portfolio of relatively mature market-leading businesses – thereby possibly delaying progress toward a strategic transaction at the TFG Asset Management level – they would enable it to reap the benefits of its success in growing asset management businesses without having to wait for an IPO or other strategic transaction at the TFG Asset Management level. In any event, TFG Asset Management will continue to seek to grow and diversify the business, leveraging its operating infrastructure and shared strategic direction, with Tetragon looking to support investments through co-investment and working capital.

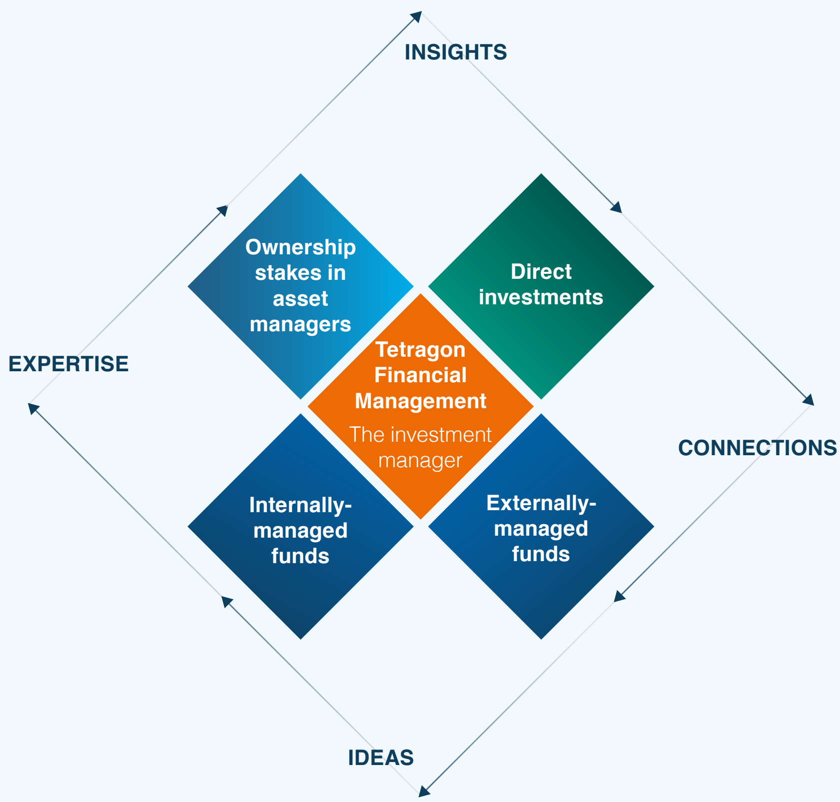
# Direct Investments

We make investments directly on our balance sheet.

These investments reflect single-strategy ideas or idiosyncratic investments that we believe are attractive but may be unsuitable for an investment via TFG Asset Management vehicles. These investments tend to be opportunistic and with a catalyst.

## Our alpha-driven ecosystem

Our alpha-driven ecosystem generates ideas, expertise, insights and connections.



> “We invest in a range of specialised funds managed by TFG Asset Management managers, with a view to obtaining diversified returns on favourable terms.”

# Key Performance Metrics

Tetragon focuses on the following key metrics when assessing how value is being created for, and delivered to, Tetragon shareholders:

NAV per share

Investment returns / Return on Equity

Dividends

**Figure 3**

## Fully diluted NAV per share

NAV per share total return 2018-2022

Fully diluted NAV per share (NAV per share) was $29.69 at 31 December 2022. NAV per share total return was 1.0% for 2022.

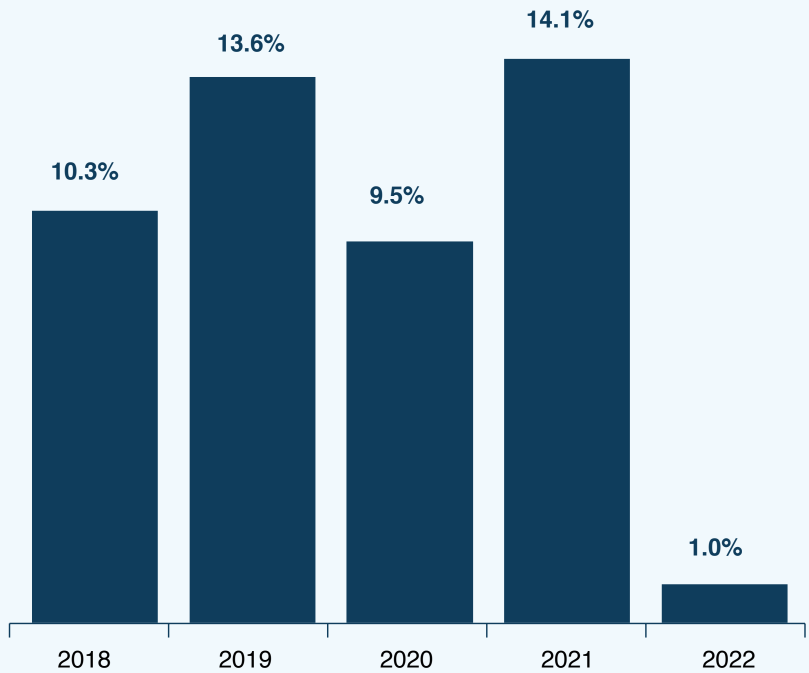


**Figure 4**

## Investment returns / Return on Equity[1]

Return on Equity 2018-2022

RoE for 2022 was -0.8%. Adjusted earnings per share (EPS) for the period was -$0.25.

(1) Average RoE is calculated from Tetragon's IPO in 2007. Tetragon seeks to deliver 10-15% RoE per annum to shareholders. Tetragon's returns will most likely fluctuate with LIBOR or an equivalent risk-free short-term rate which directly flows through some of Tetragon's investments and therefore in high-LIBOR environments, Tetragon should achieve higher sustainable returns; in low-LIBOR environments,Tetragon should achieve lower sustainable returns. Please note that (i) from 31 December 2021, LIBOR has been replaced by an appropriate alternate rate as advised by ISDA in the IBOR Fallbacks Protocol, although certain LIBOR settings will continue to be calculated and published using panel bank submissions until 30 June 2023, and (ii) LIBOR will no longer be available beginning 1 July 2023, and the market generally is replacing LIBOR with the Secured Overnight Funding Rate (SOFR), which tracks the interest rate on borrowings collateralized by U.S. Treasury securities.

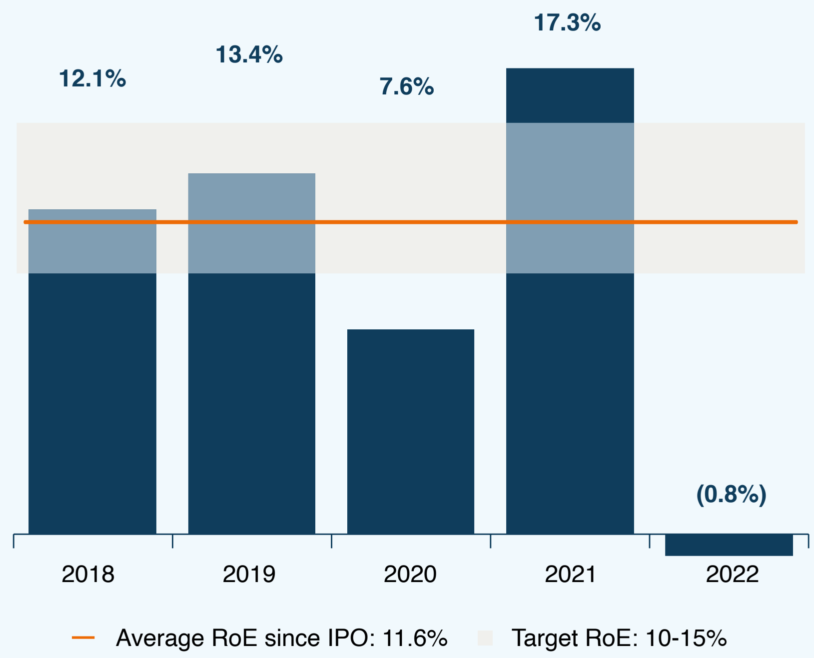
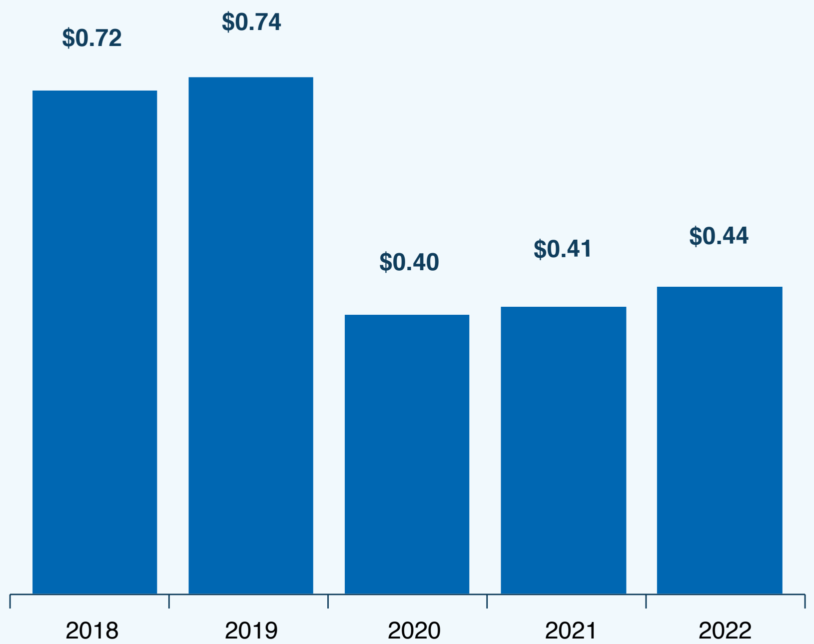



**Figure 5**

## Dividends per share (DPS)

Dividend per share comparison 2018-2022

Tetragon declared a Q4 2022 dividend of $0.11 per share, for a full-year dividend payout of $0.44 per share. The cumulative DPS declared since Tetragon's IPO is $8.165.



# Risk management[(i)]

Factors that Tetragon monitors with respect to portfolio risk management:


**1**

- Trades done in the month
- Settlement
- Counterparty
- Legal
- Regulatory / compliance
- Finance / tax

**2**

- Concentration limits
- Equity exposure
- Risk limits
- CLO credit metrics
- FX exposure
- Scenario analysis
- Interest rate sensitivity
- Tail hedge monitor

**3**

- Key financial highlights
- NAV bridge
- Investment P&L by asset class
- Valuation
- Allocation shifts (additions/disposals)

**4**

- Portfolio cash flow forecast
- Duration profile
- Cash versus debt
- Leverage facilities
- Review borrowing covenants
- Short-term cash management
- Remaining third-party commitments
- Exogenous uses of cash (capital call and FX margining scenarios)

Notes

i These are some of the key risk management functions. However, they may not be the only risk management factors or functions that are considered.

# Tetragon Financial Management LP Environmental, Social and Governance (ESG) policy

TFM, as the investment manager of Tetragon, is responsible for Tetragon's ESG policy.

## Purpose and scope of the policy

This ESG policy aims to provide transparency around TFM's ESG beliefs and outlines its commitment to integrate material environmental, social, and governance issues into its investment process. The policy is applicable to Tetragon and its investments.

## ESG investment criteria

ESG refers to a broad range of issues that may be considered in the investment process. Below are some examples of ESG issues under each category:

| E - Environmental |
|---|
| Greenhouse gas (GHG) emissions |
| Energy management |
| Water and wastewater management |
| **S - Social** |
| Human rights |
| Data security |
| Workplace health and safety |
| Workforce diversity |
| **G - Governance** |
| Minority shareholder rights |
| Board independence |
| Board diversity |
| Legal, regulatory and judicial environment |

ESG-related risks and opportunities vary depending on multiple factors such as the industry, geography and individual firm characteristics. Potential risks from poor ESG performance include governance failures, inefficiencies, operational disruption, reputational damage, liabilities and low employee engagement. Potential opportunities include access to new and high-growth markets, better relationships with key external stakeholders and competitive advantage.

## ESG beliefs

TFM believes that ESG considerations could influence the risk-return profile of Tetragon's investments. TFM employs an ESG integration strategy, which is defined as the inclusion of material ESG information into the investment process.

It is TFM's view that ESG integration is fully consistent with Tetragon's overall investment strategy. Additionally, given the evidence (both from academic and practitioner studies) demonstrating the link between ESG performance and financial performance, TFM believes that Tetragon's shareholders should understand how stronger ESG integration may help deliver sustainable value over the long-term.

## ESG integration

TFM integrates ESG information into its investment process to help identify drivers of risk and return. It is worth noting that ESG information is not the only consideration in TFM's investment decision making but rather expands the total information available to it when evaluating an investment. As part of its investment evaluation, TFM assesses ESG information alongside a wide variety of economic metrics and financial data, making investment decisions on a case-by-case basis.

## Responsibility for implementation

TFM's Investment Committee and Risk Committee are responsible for overseeing ESG integration. The ESG policy will be reviewed annually.

## Relevant commitments and policies

TFM and Tetragon have adopted a number of policies and commitments that are complementary to the ESG integration approach, including the following:

- the Code of Ethics Policy and Proxy Voting Policy as found in the Compliance Manual; and
- a Statement on the UK Modern Slavery Act.

Tetragon also reports against the Code of Corporate Governance of the Association of Investment Companies (AIC).

# 2

# Investment review



This section covers details on Tetragon's investment performance during 2022.

We focus our time, energy and capital on alternative assets. We do so because we believe that investing in alternatives delivers stable returns to investors across credit, equity, interest rate, and inflation cycles. We target a 10-15% net Return on Equity for our shareholders and have delivered average annual net investment returns of 11.6% since Tetragon's initial public offering in 2007.

“Our investment in TFG Asset Management has been a powerful driver of Tetragon’s performance. Through the growth of our investments in alternative asset managers, we benefit from diversified income streams, supporting performance across various economic and market conditions. We also benefit from access to underlying products and opportunities that we may not otherwise have.”

**Reade Griffith**
Tetragon Co-Founder and Chief Investment Officer

# Investment review

Tetragon's Fully Diluted NAV Per Share decreased from $29.86 per share to $29.69 per share year over year. TFG Asset Management was the largest positive contributor to performance returns in 2022.

TFG Asset Management

**+$127m**

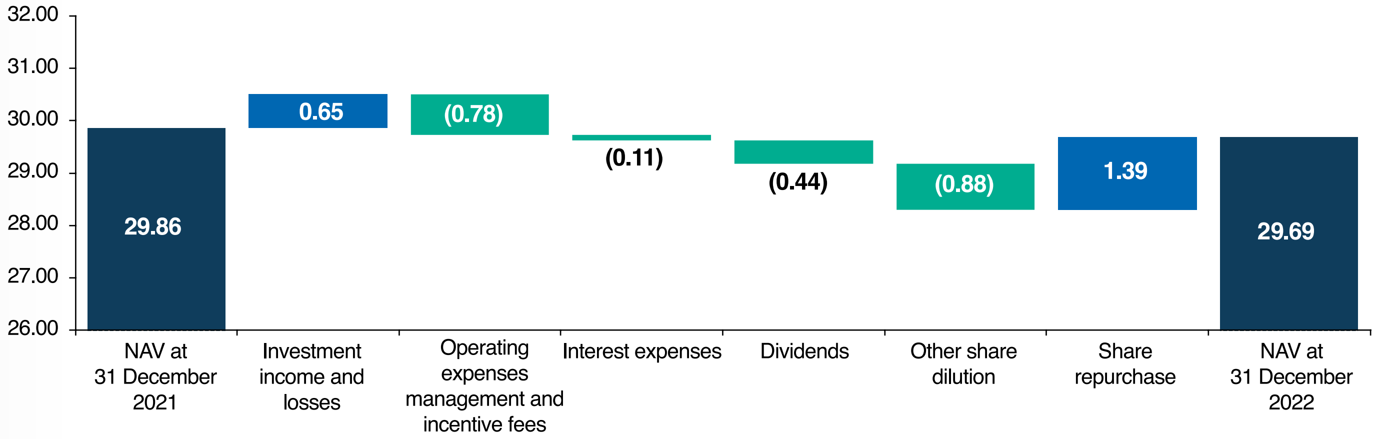
gains in the year

The main performance drivers for the year were Tetragon's investments in private equity in asset management companies, known as TFG Asset Management, which gained $127.1 million during 2022; bank loans which gained $48.9 million; and investments in private equity and venture capital, which gained $45.3 million. These were offset by the company's allocation to other equities and credit, which generated a loss of $160.3 million. Tetragon's NAV at the end of the year stood at $2.76 billion, compared to $2.88 billion a year ago. A detailed performance review of each asset class follows beginning on page 34.

**Figure 6**

## Year-on-Year NAV Per Share Progression (USD)[i]

Tetragon's Fully Diluted NAV Per Share decreased from $29.86 per share as at 31 December 2021 to $29.69 per share as at 31 December 2022.




Progression from 31 December 2021 to 31 December 2022 is an aggregate of each of the 12 months' NAV progressions. With the exception of share repurchases, all the aggregate monthly Fully Diluted NAV Per Share movements in the table are determined by reference to the fully-diluted share count at the start of each month.

**Figure 7**

## Net Asset Breakdown Summary

The table shows a breakdown of the composition of Tetragon's NAV at 31 December 2021 and 31 December 2022, and the factors contributing to the changes in NAV over the period.

All figures below are in millions of U.S. dollars.

| Asset Classes | NAV at 31 Dec 2021 | Additions[i] | Disposals/ Receipts[i] | Gains/ Losses | NAV at 31 Dec 2022 |
|---|---|---|---|---|---|
| Private equity in asset management companies | 1,256.3 | 25.8 | (65.9) | 127.1 | 1,343.3 |
| Event-driven equities, convertible bonds and other hedge funds | 586.0 | 22.2 | (53.2) | (6.1) | 548.9 |
| Bank loans | 285.6 | 51.0 | (81.4) | 48.9 | 304.1 |
| Real estate | 158.2 | 9.8 | (21.3) | 5.1 | 151.8 |
| Private equity and venture capital | 317.2 | 100.0 | (84.9) | 45.3 | 377.6 |
| Legal assets | 30.3 | 8.9 | (22.4) | 2.5 | 19.3 |
| Other equities and credit[ii] | 235.6 | 165.5 | (59.2) | (160.3) | 181.6 |
| Net cash[iii] | 7.6 | - | (176.1) | 0.4 | (168.1) |
| **Total** | **2,876.8** | **383.2** | **(564.4)** | **62.9** | **2,758.5** |

Notes

(i) Any gains or losses on foreign exchange hedging instruments attributable to a particular strategy or sub-asset class have been included in "additions" or "disposals/receipts" respectively. For example, where a hedging gain or loss is made, this will result in either cash being received or paid, or cash being receivable or payable, which is equivalent to a receipt or disposal.

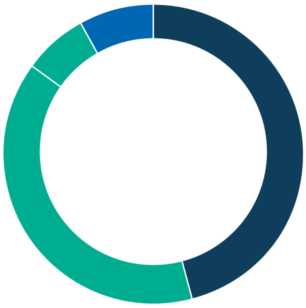
(ii) Assets characterised as "other equities and credit" consist of investment assets held directly on the balance sheet. For certain contracts for difference (CFD), gross value or required margin is used. Under IFRS, these CFDs are held at fair value which is the unrealised gain or loss at the reporting date. Payments and receipts on the same investments have been netted off against each other.

(iii) Net cash consists of: (1) cash held directly by Tetragon, (2) excess margin held by brokers associated with assets held directly by Tetragon, and (3) cash held in certain designated accounts related to Tetragon's investments, some of which may only be used for designated purposes without incurring significant tax and transfer costs, and (4) adjusted for all other assets and liabilities at the reporting date including any drawn amounts on the revolving credit facility.

Figure 8

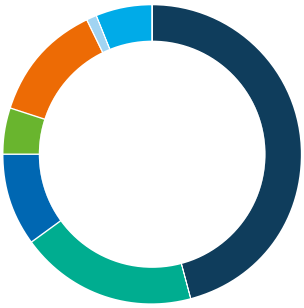
# Net Asset Composition Summary

### Invested in three ways



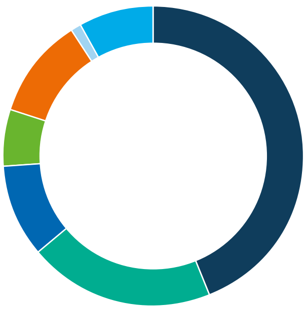
- **Ownership stakes in asset managers (TFG Asset Management)** 46%
- **Investments in funds on the TFG Asset Management platform** 39%
- **Investments in external funds** 7%
- **Direct investments** 8%

### Net asset breakdown at 31 Dec 2022



- **Private equity in asset management companies** 46%
- **Event-driven equities, convertible bonds, other hedge funds** 19%
- **Bank loans** 10%
- **Real estate** 5%
- **Private equity and venture capital** 13%
- **Legal assets** 1%
- **Other equities and credit** 6%

### Net asset breakdown at 31 Dec 2021



- **Private equity in asset management companies** 44%
- **Event-driven equities, convertible bonds, other hedge funds** 20%
- **Bank loans** 10%
- **Real estate** 6%
- **Private equity and venture capital** 11%
- **Legal assets** 1%
- **Other equities and credit** 8%

Figure 9

# Top 10 Holdings by Value as of 31 December 2022

| Rank | Holding | Asset Class | Value ($ millions) | % of Investments |
|---|---|---|---|---|
| 1 | Equitix | Private equity in asset management company | 683.2 | 23.3% |
| 2 | LCM | Private equity in asset management company | 290.7 | 9.9% |
| 3 | Polygon European Equity Opportunity Fund Absolute Return | Event-driven equities | 287.8 | 9.8% |
| 4 | BentallGreenOak | Private equity in asset management company | 283.0 | 9.7% |
| 5 | Polygon European Equity Opportunity Fund Long Bias | Event-driven equities | 131.8 | 4.5% |
| 6 | Banyan Square Fund 1 | Private equity and venture capital | 123.6 | 4.2% |
| 7 | Acasta Global Fund | Convertible bonds | 100.4 | 3.4% |
| 8 | TCI III | Bank loans | 75.6 | 2.6% |
| 9 | Hawke's Point Fund 1 | Private equity and venture capital | 56.3 | 1.9% |
| 10 | Ripple Labs Inc. - Series A & B Preferred Stock | Private equity and venture capital | 54.1 | 1.8% |
| | **Total** | | | **71.1%** |

**Figure 10**

# Detailed Investment Review

Figure 10 breaks out more detail showing the effect of capital flows and performance gains and losses on the NAV of each asset class during 2022; more detailed commentary for each asset class follows.

| **Asset Classes**<br>All figures are in U.S. millions of dollars | **NAV at 31 Dec 2021** | **Additions[(i)]** | **Disposals/ Receipts[(i)]** | **Gains/ Losses** | **NAV at 31 Dec 2022** | **% of investments** |
|---|---|---|---|---|---|---|
| **Private equity in asset management companies** | | | | | | |
| Equitix | 725.6 | 10.0 | (47.7) | (4.7) | 683.2 | 23.3% |
| BentallGreenOak | 213.5 | 2.9 | (18.2) | 84.8 | 283.0 | 9.7% |
| LCM | 237.8 | 3.3 | - | 49.6 | 290.7 | 9.9% |
| Other asset managers | 79.4 | 9.6 | - | (2.6) | 86.4 | 3.0% |
| **Event-driven equities, convertible bonds and other hedge funds** | | | | | | |
| Polygon European Equity Opportunity Fund Absolute Return | 277.0 | - | - | 10.8 | 287.8 | 9.8% |
| Polygon European Equity Opportunity Fund Long Bias | 133.9 | - | (6.2) | 4.1 | 131.8 | 4.5% |
| Polygon Global Equities Fund | 28.8 | 10.0 | (22.0) | (12.4) | 4.4 | 0.2% |
| Acasta funds | 131.6 | 4.2 | (25.0) | (6.6) | 104.2 | 3.6% |
| Other hedge funds | 14.7 | 8.0 | - | (2.0) | 20.7 | 0.7% |
| **Bank loans** | | | | | | |
| U.S. CLOs (LCM) | 154.2 | 36.4 | (53.5) | 22.6 | 159.7 | 5.5% |
| Tetragon Credit Partners funds | 117.8 | 14.6 | (24.6) | 24.9 | 132.7 | 4.5% |
| U.S. CLOs (non-LCM) | 13.6 | - | (3.3) | 1.4 | 11.7 | 0.4% |
| **Real estate** | | | | | | |
| BentallGreenOak Europe funds and co-investments | 38.5 | 5.3 | (11.9) | 3.4 | 35.3 | 1.2% |
| BentallGreenOak U.S. funds and co-investments | 48.0 | 2.5 | - | (1.3) | 49.2 | 1.7% |
| BentallGreenOak Asia funds and co-investments | 23.5 | 0.6 | (6.3) | 3.9 | 21.7 | 0.7% |
| BentallGreenOak debt funds | 5.5 | 1.1 | (3.1) | 0.4 | 3.9 | 0.1% |
| Other real estate | 42.7 | 0.3 | - | (1.3) | 41.7 | 1.4% |
| **Private equity and venture capital** | | | | | | |
| Hawke's Point funds and co-investments | 57.9 | 13.3 | (27.0) | 14.9 | 59.1 | 2.0% |
| Banyan Square funds | 95.5 | 28.2 | (14.5) | 14.4 | 123.6 | 4.2% |
| Other funds and co-investments | 113.5 | 26.2 | (24.7) | 15.4 | 130.4 | 4.5% |
| Direct | 50.3 | 32.3 | (18.7) | 0.6 | 64.5 | 2.2% |
| **Legal assets** | | | | | | |
| Contingency Capital funds | 30.3 | 8.9 | (22.4) | 2.5 | 19.3 | 0.7% |
| **Other equities and credit[(ii)]** | | | | | | |
| Other equities | 215.5 | 165.5 | (57.6) | (157.7) | 165.7 | 5.7% |
| Other credit | 20.1 | - | (1.6) | (2.6) | 15.9 | 0.5% |
| **Cash** | | | | | | |
| Net cash[(iii)] | 7.6 | - | (176.1) | 0.4 | (168.1) | |
| **Total** | **2,876.8** | **383.2** | **(564.4)** | **62.9** | **2,758.5** | **100.0%** |

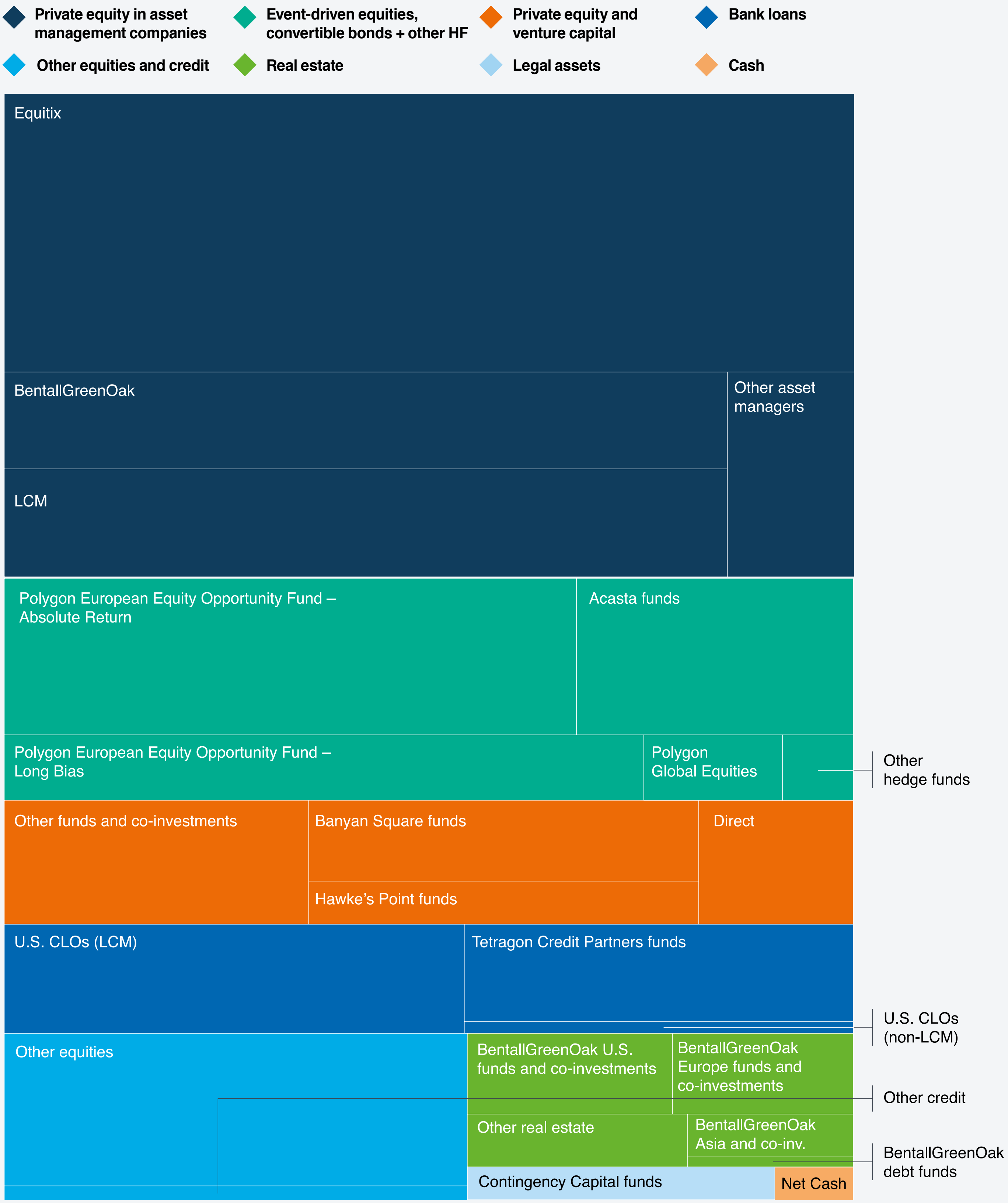
(i) Any gains or losses on foreign exchange hedging instruments attributable to a particular strategy or sub-asset class have been included in "additions" or "disposals/receipts" respectively. For example, where a hedging gain or loss is made, this will result in either cash being received or paid, or cash being receivable or payable, which is equivalent to a receipt or disposal.

(ii) Assets characterised as "other equities and credit" consist of investment assets held directly on the balance sheet. For certain contracts for difference (CFD), gross value or required margin is used. Under IFRS, these CFDs are held at fair value which is the unrealised gain or loss at the reporting date. Payments and receipts on the same investment have been netted off against each other.

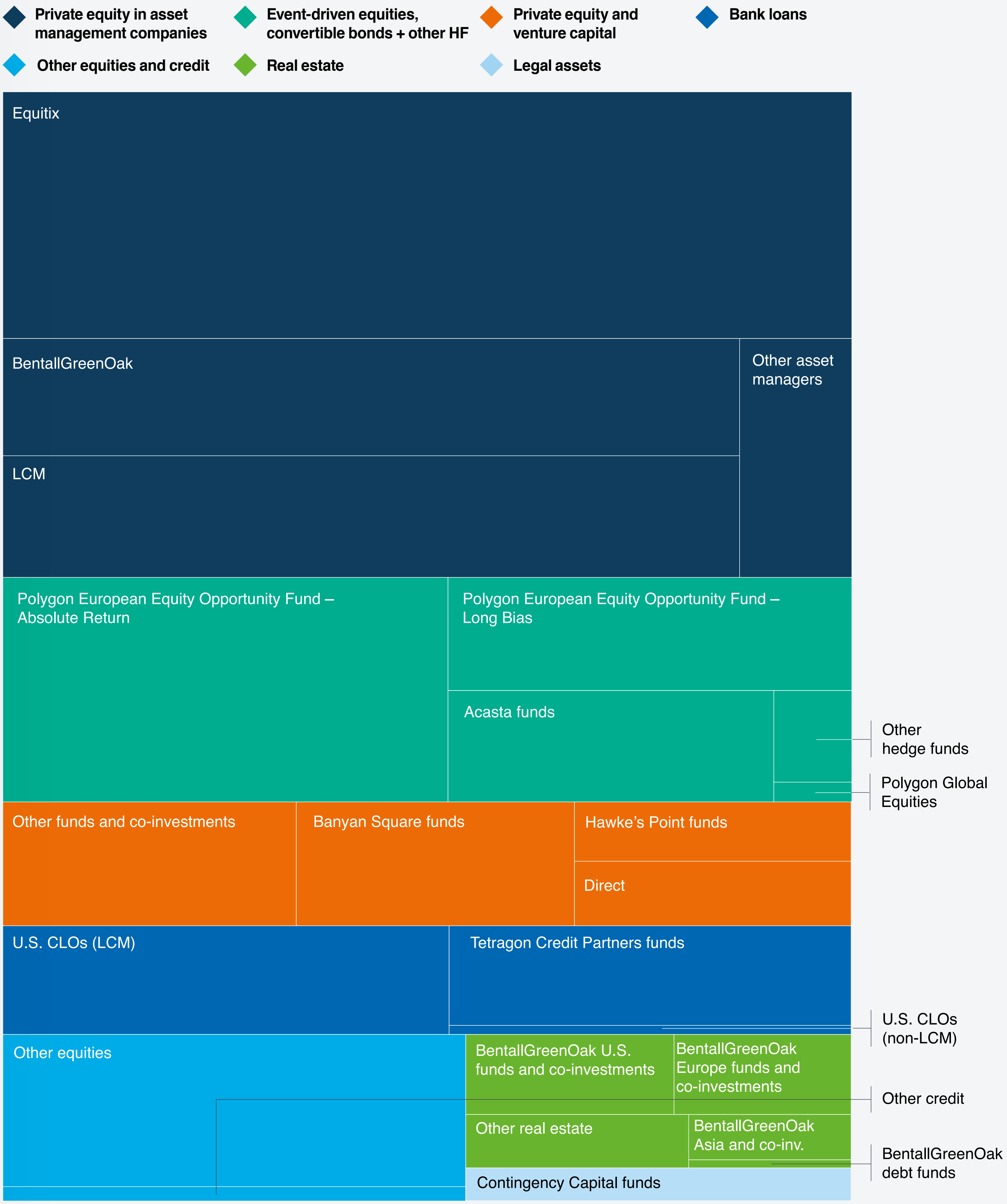
(iii) Net cash consists of: (1) cash held directly by Tetragon, (2) excess margin held by brokers associated with assets held directly by Tetragon, and (3) cash held in certain designated accounts related to Tetragon's investments, some of which may only be used for designated purposes without incurring significant tax and transfer costs, and (4) adjusted for all other assets and liabilities at the reporting date including any drawn amounts on the revolving credit facility.

# Detailed net asset breakdown

## NAV at 31 December 2021



## NAV at 31 December 2022

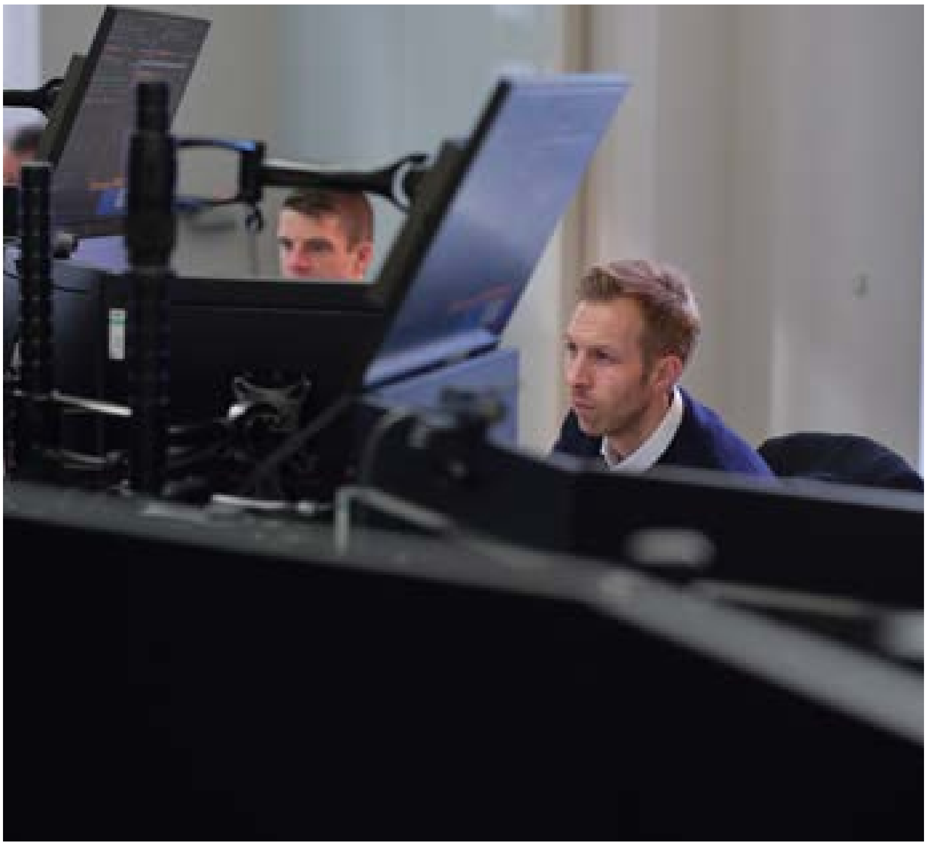


# Detailed Investment Review

## Private equity investments in asset management companies

TFG Asset Management is Tetragon's diversified alternative asset management platform. It enables Tetragon to produce asset level returns on its investments in managed funds on the platform, and to enhance those returns through capital appreciation and investment income from its ownership stakes in the asset management businesses. The combination of relatively uncorrelated businesses across different asset classes and at different stages of development under TFG Asset Management is also intended to create a collectively more robust and diversified business and income stream.

As at 31 December 2022, TFG Asset Management comprised LCM, BentallGreenOak, Polygon, Acasta Partners, Equitix, Hawke's Point, Tetragon Credit Partners, Banyan Square Partners and Contingency Capital. TFG Asset Management recorded an investment gain of $127.1 million in 2022, driven by investments in BentallGreenOak and LCM.



**Equitix:** Equitix is an integrated core infrastructure asset management and primary project platform, with a sector focus on social infrastructure, transport, renewable power, environmental services, network utilities and data infrastructure. Tetragon owns 75% of the company. During the year, Equitix continued to grow its AUM, which increased 25% from £8.0 billion to £10.0 billion. Equitix's Fund VI closed at £1.5 billion in AUM and it raised approximately £1.6 billion more in managed accounts. Despite this, Tetragon's investment made a loss of $4.7 million in the year, driven by, among other factors, the weakness in the British pound, which declined 11% against the U.S. dollar, as well as a decrease of 27% in observed market multiples for comparable asset managers. Tetragon received $16.6 million of dividends during the year from Equitix.

**LCM:** LCM is a bank loan asset management company. LCM manages loan assets through Collateralized Loan Obligations (CLOs), which are long-term, multi-year investment vehicles. Despite interest rate hikes in 2022 creating issuance headwinds for both CLOs and the underlying loans, LCM launched four new CLOs during the year with AUM totalling $1.6 billion, raising the total AUM managed to $12.5 billion. The growth in AUM in turn drove EBITDA growth, and, combined with a 75 basis points decrease in the discount rate utilised in the DCF valuation approach, the carrying value of LCM increased to $290.7 million, leading to a gain of $49.6 million on Tetragon's investment in 2022.

Please see Note 4 in the 31 December 2022 Tetragon Financial Group Audited Financial Statements for further details on the basis for determining the fair value of TFG Asset Management. Additionally, for further colour on the underlying performance of the asset managers, please see Figure 18 for TFG Asset Management's *pro forma* operating results and associated commentary.

> "LCM launched four new CLOs during the year with AUM totalling $1.6 billion, raising the total AUM managed to $12.5 billion."

**BentallGreenOak:** BentallGreenOak is a real estate-focused principal investing, lending and advisory firm. During 2022, BentallGreenOak continued to grow its AUM which, by year-end, had reached $82.6 billion spread across three continents. Operating income also increased significantly year-on-year and distributions to Tetragon during the period totalled $18.2 million, reflecting a combination of fixed quarterly contractual payments, variable payments and carried interest. The value of Tetragon's investment increased to $283.0 million during the period which, combined with the distributions, resulted in a gain of $84.8 million. The main driver of the gain was an increase in the valuation of the 2026/27 put-call option, which reflected an increase in the relevant projected EBITDAs (2024/25 for the call) and expected contractual exit multiples, as well as a reduction in the discount applied to the calculated value as the uncertainty around the projected level of those EBITDA inputs decreases.

**Other asset managers:** TFG Asset Management's other asset managers consist of Polygon, a manager of open-ended hedge fund and private equity vehicles focused on event-driven equity investing; Acasta Partners, a manager of open-ended hedge fund and managed account vehicles, employing a multi-disciplinary approach; Tetragon Credit Partners, a structured credit investing business focused on primary CLO control equity as well as a broader series of offerings across the CLO capital structure; Hawke's Point, an asset management business that provides strategic capital to companies in the mining and resource sectors; Banyan Square Partners, a private equity firm focused on non-control equity investments; and Contingency Capital, a global asset management business focused on credit-oriented legal assets investments. The collective loss on Tetragon's investments in these managers was $2.6 million during 2022.

# Event-driven equities, convertible bonds and other hedge funds

Tetragon invests in event-driven equities and convertible bonds and credit through hedge funds. At 31 December 2022, these investments are primarily through hedge funds managed by Acasta Partners and Polygon. Investments in these funds generated a loss of $6.1 million during 2022.

**Event-driven equities**

- **Polygon European Equity Opportunity Fund:** This fund focuses on event-driven European equity strategies with catalysts, particularly in mergers and acquisitions, deep-value dislocation trades, and capital markets special situations. Tetragon's investments in these funds in 2022 recorded a gain of $14.9 million. Tetragon is invested in both of the fund's share classes; the Absolute Return class had net performance of +3.8% and the Long Bias share class returned -1.7% net.
- **Polygon Global Equities Fund:** Tetragon's investment had losses of $12.4 million during 2022. Tetragon reduced its holding in this fund by $12.0 million during the year. The position remains relatively small at $4.4 million.

**Convertible bonds and credit**

- **Acasta Global Fund:** The Acasta Global fund invests in securities across the capital structure of issuers primarily in Europe and North America and seeks to identify relative value opportunities leveraging the firm's event-driven and convertible expertise in a concentrated and heavily researched portfolio. Acasta Partners also launched a vehicle known as the Energy Evolution Fund in March 2022. Tetragon's investment in Acasta funds generated a loss of $6.6 million for the year. Net performance in the Acasta Global Fund was -4.6% for its flagship share class, compared to the HFR RV Fixed Income-Convertible Arbitrage Index which returned -12.5% in 2022.(1) Tetragon reduced its holding in Acasta Global Fund by $25.0 million during the year.

**Other hedge funds**

- Investments in hedge funds managed by third-party managers lost $2.0 million in 2022. An investment of $8.0 million was made during the year.

# Bank loans

Tetragon continues to invest in bank loans through CLOs primarily by taking majority positions in the equity tranches. Tetragon's CLO portfolio recorded a gain during 2022. Tetragon made new U.S. CLO investments both directly and indirectly via the Tetragon Credit Partners platform. We continue to view CLOs as attractive vehicles for obtaining long-term exposure to the leveraged loan asset class.

- **U.S. CLOs (LCM):** Directly-owned LCM CLOs gained $22.6 million during 2022. This performance was driven by higher-yielding reinvestment opportunities within the underlying CLOs, rising risk-free rates which may increase the cashflow generation ability of CLO equity, and a generally benign level of loan losses during the year. During 2022, investments in this segment generated $53.5 million in cash proceeds, including the sale of one majority position in a CLO. As of year-end, the total fair value was $159.7 million. As at the end of 2022, all LCM CLO transactions were compliant with their junior-most overcollateralisation (O/C) tests.[2]

In May 2022, Tetragon purchased a majority stake in the equity tranche of LCM 37 Ltd, for a cost of $21.2 million. During 2022, Tetragon also made minority investments in the equity tranches of three other LCM-managed CLOs (LCM 38, LCM 39, and LCM 40), for a total combined cost of $11.6 million. Tetragon also made investments in the debt tranches of LCM 38, LCM 39, and LCM 40 to support the compliance of EU Risk Retention rules for those transactions.

Tetragon currently expects to make most of its new-issue LCM CLO majority equity investments via the Tetragon Credit Partners platform, but may choose to make opportunistic investments directly, when appropriate.

- **Tetragon Credit Partners Funds[3]:** TCI II, TCI III, and TCI IV are CLO investment vehicles established by Tetragon Credit Partners, a 100% owned subsidiary of TFG Asset Management. As at the end of 2022, Tetragon's commitment to TCI II was $70.0 million (which was fully funded), its commitment to TCI III was $85.9 million (which was fully funded), and its commitment to TCI IV was $25.6 million (which was 57.1% funded). TCI II and TCI III are fully invested, while TCI IV remains in its initial investment period. As at the end of 2022, the total fair value of this segment was $132.7 million.

During 2022, Tetragon's investments in funds managed by Tetragon Credit Partners generated $24.6 million in cash distributions and a gain of $24.9 million. Performance was positively impacted by higher-yielding reinvestment opportunities within the underlying CLOs, rising risk-free rates which may increase the cashflow generation ability of CLO equity, and a generally benign level of loan losses during the year. During the year, TCI IV purchased majority stake positions in four CLO equity tranches and made two investments in CLO debt tranches. No CLO debt tranches in any of the funds were refinanced during 2022, as market spread levels were significantly higher than the existing interest cost of CLO liabilities throughout the year. All CLOs held by TCI II, TCI III, and TCI IV were compliant with their junior-most O/C tests as of the end of December 2022.[2]

- **U.S. CLOs (non-LCM):** The non-LCM-managed CLO segment saw a gain of $1.4 million during 2022 and generated $3.3 million in cash distributions. Tetragon did not add any direct non-LCM-managed CLO investments, and as at the end of 2022, the fair value of this segment stood at $11.7 million. As at the end of 2022, all non-LCM CLOs were compliant with their junior-most O/C tests. Tetragon currently expects to make most of its new issue non-LCM equity investments indirectly via the Tetragon Credit Partners platform.

“We continue to view CLOs as attractive vehicles for obtaining long-term exposure to the leveraged loan asset class.”

> “In 2022, Banyan Square’s portfolio companies achieved strong operating results and end market growth.”

## Real estate

Tetragon holds most of its investments in real estate through BentallGreenOak-managed funds and co-investment vehicles. The majority of these vehicles are private equity-style funds concentrating on opportunistic investments targeting middle-market opportunities in the United States, Europe and Asia, where BentallGreenOak believes it can increase value and produce positive unlevered returns by sourcing off-market opportunities where it sees pricing discounts and market inefficiencies. This segment gained $5.1 million during 2022, with gains in the Europe and Asia-focused funds and co-investments, and losses in the U.S.-focused investments and the “other real estate” farmland investment. Aggregate additions related to capital calls on new and existing investments were $9.8 million, and $21.3 million of distributions from these vehicles were received during the year.

- **BentallGreenOak Europe funds and co-investments:** BentallGreenOak’s Europe-focused products are diversified with investments across multiple countries in Western Europe. Tetragon is invested in three funds and seven co-investments in this segment, which generated a gain of $3.4 million during 2022.

- **BentallGreenOak U.S. funds and co-investments:** In the United States, Tetragon is invested in three funds and four co-investments. During 2022, these investments generated a loss of $1.3 million for Tetragon.
- **BentallGreenOak Asia funds and co-investments:** The Asia-focused investments target investment opportunities in Japan, predominantly in Tokyo, with selective Asia Pacific opportunities, primarily in South Korea. These focus on balance sheet restructurings and other distress-related factors that motivate sellers. Tetragon is invested in two funds in Asia. During 2022, these investments contributed a gain of $3.9 million.
- **BentallGreenOak debt funds:** BentallGreenOak provides loans secured by commercial real estate throughout the United Kingdom and Europe. Tetragon’s investments in this segment are currently small relative to its other real estate investments.
- **Other real estate:** In addition to the commercial real estate investments through BentallGreenOak-managed real estate funds, Tetragon also has investments in commercial farmland in Paraguay managed by a specialist third-party manager in South American farmland. This investment generated a loss of $1.3 million following a revaluation in 2022.

## Private equity and venture capital

Tetragon's private equity and venture capital investments comprise several types of investments: (1) Tetragon's investments in Hawke's Point funds and co-investments; (2) investments in Banyan Square Partners funds and co-investments; (3) private equity investments with third-party managers; and (4) direct private equity investments, including venture capital investments. This segment generated gains of $45.3 million during 2022.

- **Hawke's Point:** Tetragon's mining finance investments managed by Hawke's Point generated a gain of $14.9 million during 2022, driven by operational progress at one of its Australian gold project investments and positive drill results in its recent Canadian nickel project investment. Tetragon invested $13.3 million into Hawke's Point funds and received $27.0 million in distributions over the course of 2022.

- **Banyan Square Partners**: In 2022, Banyan Square's portfolio companies achieved strong operating results and end-market growth, particularly within cybersecurity and applications software sectors. Whilst this strong performance was partially offset by the contraction of multiples and foreign exchange headwinds, the portfolio still recorded a net gain during the period of $14.4 million.

- **Other funds and co-investments:** Investments in externally managed private equity funds and co-investment vehicles in Europe and North America made gains of $15.4 million in 2022, spread across 30 different positions.

- **Direct:** This category produced gains of $0.6 million during the period, and contains the Ripple Labs investment and three other unlisted positions.

## Legal assets

Tetragon makes investments in legal assets through vehicles managed by Contingency Capital. Tetragon made its first commitment of $50 million into the asset class in late 2021 and increased it to $60 million in 2022, $17.4 million of which has been called to date. A gain of $2.5 million was generated from this investment during the year.

## Other equities and credit

Tetragon also makes investments directly on its balance sheet reflecting single strategy ideas: either co-investing with some of its underlying managers or simply idiosyncratic investments which it believes are attractive but may be unsuitable for an investment via TFG Asset Management vehicles. These investments tend to be opportunistic and with a catalyst. We believe that the sourcing of these investments has been facilitated by the managers on the TFG Asset Management platform as well as third-party managers with whom Tetragon invests. We also believe this ability to invest flexibly is a benefit of Tetragon's structure.

- **Other equities:** This segment, comprising European- and U.S.-listed public equities in technology, biotechnology and financial services sectors, generated a loss of $157.7 million during the year. $105.2 million of this loss was driven by biotechnology exposures, including an investment in a pharmaceutical company. In 2021, Tetragon made the investment with the belief that the company had the potential to transform global drug usage, pending the release of trial results in early 2022. Our analysis estimated a high probability of a successful trial that would result in a tenfold increase in valuation, versus a 75% fall if the trial was inconclusive or failed. During the first quarter of 2022, disappointing results from the trial were published, leading the shares to trade down. Four technology positions contributed an additional $46.3 million in losses, as growth and technology equities broadly sold off. Exposure to financial equity and credit also generated smaller losses of $6.2 million.

- **Other credit:** This segment generated a loss of $2.6 million during 2022, driven by a corporate bond.

## Cash

Tetragon's cash at bank balance was $21.7 million as at 31 December 2022. After adjusting for known accruals and liabilities (short- and long-dated), its net cash balance was -$168.1 million. In July 2022, Tetragon extended the size of its credit facility to $400.0 million and its maturity to July 2032. As at 31 December 2022, $115.0 million of this facility was drawn and this liability has been incorporated into the net cash balance calculation.

The company actively manages its cash levels to cover future commitments and to enable it to capitalise on opportunistic investments and new business opportunities. During 2022, Tetragon used $383.2 million of cash to make investments, $72.0 million to repurchase its shares(5) and $23.8 million to pay dividends. $388.3 million of cash was received as distributions and proceeds from the sale of investments. Future cash commitments are approximately $115.8 million, comprising investment commitments to BentallGreenOak funds of $34.1 million, private equity funds of $26.0 million, Tetragon Credit Partners funds of $11.0 million, Contingency Capital funds of $42.6 million and Contingency Capital loan of $2.1 million.

> "We believe the ability to invest flexibly is a benefit of Tetragon's structure."

# Notes

(1) The indices shown here have not been selected to represent appropriate benchmarks to compare an investor's performance, but rather are disclosed to allow for comparison of the investor's performance to that of certain well-known and widely recognised indices. The volatility of the indices may be materially different from the individual performance attained by a specific investor. In addition, Tetragon's holdings may differ significantly from the securities that comprise the indices. You cannot invest directly in an index. The HFRX Convertible Arbitrage Index (Bloomberg Code: HFRXCA) is compiled by HFR Hedge Tetragon Research Inc. Further information relating to index constituents and calculation methodology can be found at https://www.hfr.com/.

(2) Based on the most recent trustee reports available as of 31 December 2022. Throughout this report, we refer to overcollateralisation or "O/C" tests, which are CLO-specific tests that measure the par amount of underlying CLO collateral (adjusted in certain cases for defaults or other "stressed" asset types) against the par value of the rated CLO debt tranches. The failure of an overcollateralisation test generally results in the temporary cessation of cash flows to the CLO's equity tranche.

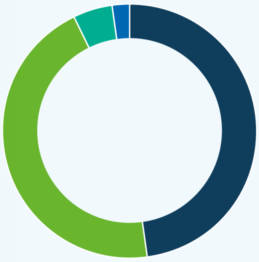
(3) TCI II refers to Tetragon Credit Income II L.P., TCI III refers to Tetragon Credit Income III L.P., and TCI IV refers to Tetragon Credit Income IV L.P.

(4) $72.0 million includes $67.1 million of shares purchased through the tender offer and $4.9 million of shares purchased from subsidiaries or affiliates to facilitate the payment of withholding taxes on equity-based share payments.

**Figure 11**

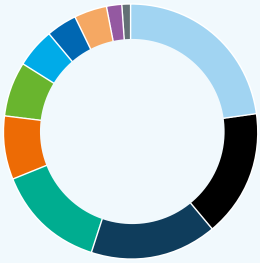
## Further portfolio metrics - exposures at 31 December 2022

### BY GEOGRAPHY[1]



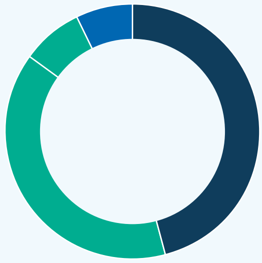
- **Europe**
  48%
- **North America**
  45%
- **Asia Pacific**
  5%
- **Latin America**
  2%

### BY EXPOSURE[2]



- **Equitix**[iii]
  23%
- **Polygon**[i]
  16%
- **LCM**[i]
  16%
- **BentallGreenOak**[i]
  14%
- **Direct balance sheet**[ii]
  8%
- **External**[ii]
  7%
- **Tetragon Credit Partners**[i]
  5%
- **Acasta Partners**[i]
  4%
- **Banyan Square**[i]
  4%
- **Hawke's Point**[i]
  2%
- **Contingency Capital**[i]
  1%

### BY INVESTMENT



- **Ownership stakes in asset managers**
  46% Ownership stakes in asset managers (TFG Asset Management)
- **Investments in managed funds**
  39% Investments in funds on the TFG Asset Management platform
- 7% Investments in external funds
- **Direct Investments**
  8% Direct Investments

**Currency exposure:**

Tetragon is a U.S. dollar-based fund and reports all its metrics in U.S. dollars. During 2022, all investments denominated in other currencies were hedged to U.S. dollars, except for some (currently approximately 50%) of the GBP-denominated exposure in Equitix.

(1) Assumptions for "By Geography":

- Event-driven equities, convertible bonds, other hedge funds, private equity and venture capital, legal assets and other equities and credit investments are based on the geographies of the underlying portfolio assets.
- U.S. CLOs and Tetragon Credit Partners funds (bank loans) are treated as 100% North America.
- LCM, Tetragon Credit Partners, Banyan Square Partners, and Contingency Capital (TFG Asset Management) are treated as 100% North America.
- BentallGreenOak (TFG Asset Management) is treated as 24% Europe, 66% North America, and 10% Asia-Pacific.
- Acasta Partners (TFG Asset Management) is treated as 80% Europe and 20% North America.
- Polygon and Equitix (TFG Asset Management) are treated as 100% Europe.
- Hawke's Point (TFG Asset Management) is treated as 100% Asia-Pacific.

(2) Assumptions for "By Exposure"

(i) Exposure represents the net asset value of the private equity position in the relevant asset management company and the investments in funds/accounts managed by that asset management company.
(ii) Exposure represents the net asset value of investments.
(iii) Exposure represents the net asset value of the private equity position in the asset management company.

Source: Tetragon

# 3

# Financial review



A summary of Tetragon's 2022 financial highlights, and pro forma statements of comprehensive income and financial position.

“We are alpha-driven investors, with deep institutional knowledge.”

**Stephen Prince**
Chief Executive Officer, TFG Asset Management

# Financial highlights

**Figure 12**

## Financial Highlights 2020 - 2022

| | 2022 | 2021 | 2020 |
|---|---|---|---|
| Reported GAAP Net income ($MM) | ($32.1) | $418.2 | $171.1 |
| Adjusted Net income ($MM) | ($22.6) | $428.6 | $182.5 |
| Reported GAAP EPS | ($0.35) | $4.68 | $1.87 |
| Adjusted EPS | ($0.25) | $4.79 | $1.99 |
| Return on Equity | (0.8%) | 17.3% | 7.6% |
| Net Assets ($MM) | $2,758.5 | $2,876.8 | $2,474.4 |
| IFRS number of shares outstanding (MM) | 85.6 | 90.2 | 88.8 |
| NAV per share | $32.24 | $31.88 | $27.87 |
| Fully diluted shares outstanding (MM) | 92.9 | 96.4 | 93.1 |
| Fully diluted NAV per share | $29.69 | $29.86 | $26.57 |
| NAV per share total return | 1.0% | 14.1% | 9.5% |
| Dividends per share (DPS) | $0.44 | $0.41 | $0.40 |

**Tetragon uses the following metrics, among others, to understand the progress and performance of the business:**

- **Adjusted Net income (-$22.6 million):** Please see Figure 13 for more details and a breakdown of the Adjusted Net Income.
- **Return on Equity (-0.8%):** Adjusted Net Income (-$22.6 million) divided by Net Assets at the start of the year ($2,876.8 million).
- **Fully Diluted Shares Outstanding (92.9 million):** Adjusts the IFRS shares outstanding (85.6 million) for various dilutive factors (7.3 million shares). Please see Figure 27 for more details.
- **Adjusted EPS (-$0.25):** Calculated as Adjusted Net Income (-$22.6 million) divided by the time-weighted average IFRS shares during the period (90.8 million).
- **Fully Diluted NAV Per Share ($29.69):** Calculated as Net Assets ($2,758.5 million) divided by Fully Diluted Shares Outstanding (92.9 million).

**Figure 13**

## Pro Forma Statement of Comprehensive Income 2021 - 2022

| | 2022 ($M) | 2021 ($M) |
|---|---|---|
| Net gain on financial assets at fair value through profit or loss | 18.9 | 621.2 |
| Net gain/(loss) on derivative financial assets and liabilities | 42.4 | (10.4) |
| Net foreign exchange gain/(loss) | 1.2 | (1.4) |
| Interest income | 0.4 | 0.2 |
| **Investment income** | **62.9** | **609.6** |
| Management and incentive fees | (67.6) | (162.1) |
| Other operating and administrative expenses | (7.6) | (13.1) |
| Interest expense | (10.3) | (5.8) |
| **Total operating expenses** | **(85.5)** | **(181.0)** |
| **Adjusted Net income** | **(22.6)** | **428.6** |

For 2022, the difference between Adjusted Net income as shown here and IFRS profit and total comprehensive income is an adjustment to remove share-based compensation expense of $9.5 million (2021: $10.4 million). This adjustment is consistent with how Adjusted Net income has been determined in prior periods.

During the year, $26.5 million of incentive fee was expensed and $26.5 million remains outstanding at 31 December 2022.

**Figure 14**

## Pro Forma Statement of Financial Position

as at 31 December 2021 and 31 December 2022

| | 31 December 2022 ($M) | 31 December 2021 ($M) |
|---|---|---|
| **ASSETS** | | |
| Investments | 2,919.2 | 2,851.6 |
| Derivative financial assets | 21.7 | 4.2 |
| Other receivables | 6.1 | 2.6 |
| Amounts due from brokers | 5.5 | 5.9 |
| Cash and cash equivalents | 21.7 | 199.6 |
| **Total assets** | **2,974.2** | **3,063.9** |
| **Liabilities** | | |
| Loans and borrowings | (115.0) | (75.0) |
| Derivative financial liabilities | (2.5) | (1.5) |
| Amounts due to brokers | (68.0) | - |
| Other payables and accrued expenses | (30.2) | (110.6) |
| **Total liabilities** | **(215.7)** | **(187.1)** |
| **NET ASSETS** | **2,758.5** | **2,876.8** |

Although the consolidated net assets are identical to the IFRS net assets reported by Tetragon, the split between investments and cash is different. Under IFRS, certain investments and cash contained within non-investment fund-controlled subsidiaries are aggregated as an investment and reported at fair value.

Instead, this table looks through to the underlying investments and cash, and accounts for each separately, at fair value. There are no differences for the year ended 31 December 2022. For the year ended 31 December 2021, this approach has the impact of increasing cash by $0.8 million and decreasing investments by $0.8 million. This treatment is consistent with how Tetragon has reported these investments in prior periods.

# 4

# Governance



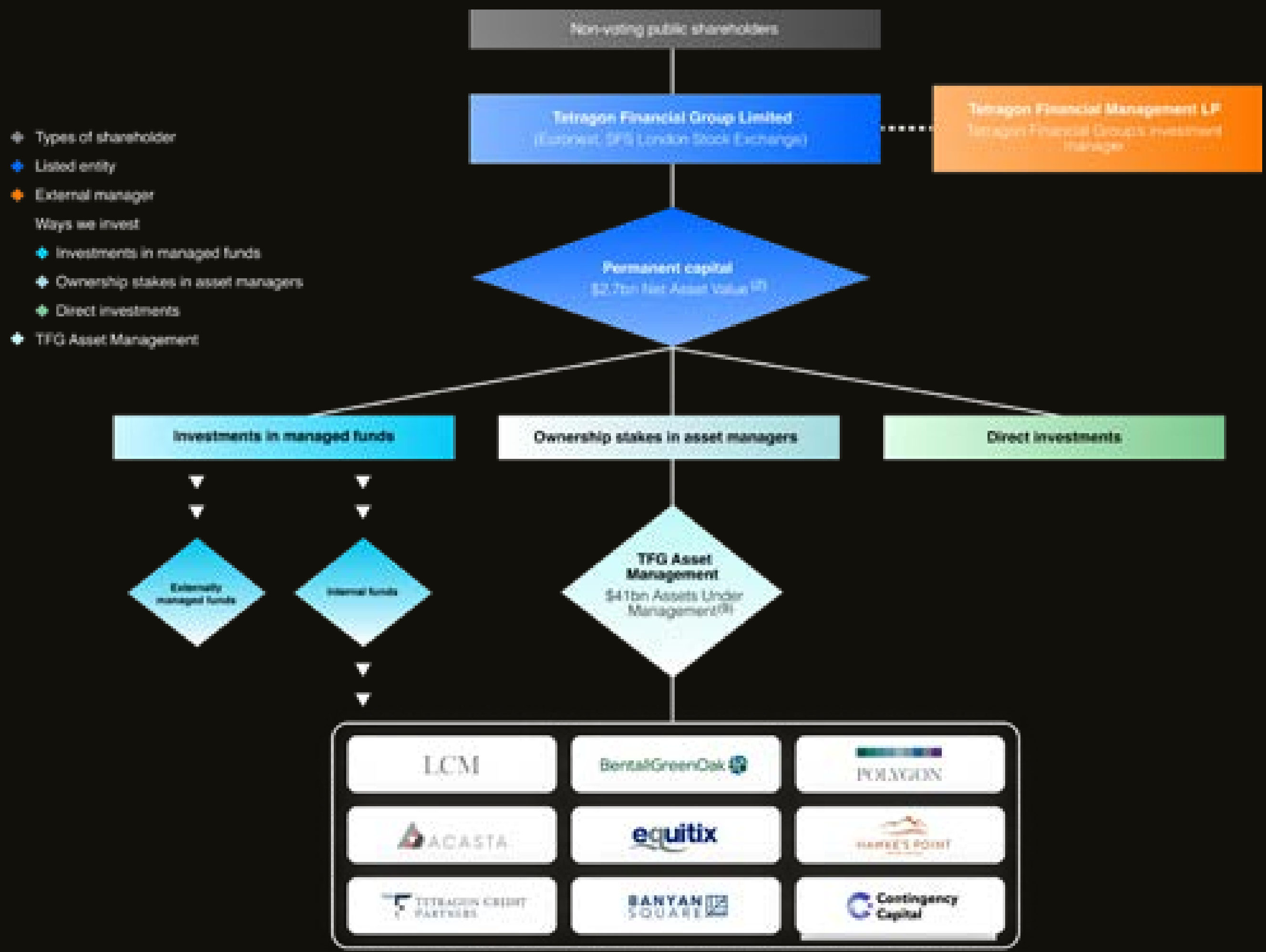
## Permanent capital. Structured to perform.

This section provides details on Tetragon's corporate governance matters, as well as information regarding the Investment Manager.

“ Tetragon’s values of rigour, partnership and ambition are central to our approach”

**Sean Côté**
General Counsel and Co-Head of Legal, Regulatory and Compliance

# Our structure



# Tetragon's Board of Directors

The Board of Directors currently comprises five directors, of which three are Independent Directors.

**Deron J. Haley**
Independent Director

Deron Haley, also known as D.J., is a founding Partner and Chief Operating Officer at Durational Capital Management, LP, a New York-based private equity firm that specializes in consumer buy-outs. Prior to Durational Capital Management, he was the Chief Operating Officer of Hound Partners, LLC, a New York-based global equity fund. Prior thereto, he was a senior executive of Ziff Brothers Investments, LLC, a global, single-family office that invested directly in private and public equities, fixed income, global-macro, and commodities, and led firm-wide operational and management initiatives. D.J. began his finance career as an equity research analyst, and later a registered trader before taking on senior managerial roles. Prior to finance, he served five years active duty in the United States Navy. He is a founding Director of the Navy SEAL Foundation, and sits on the Investment Committee of The Heinz Endowments. D.J. recently served as an independent director on the Boards of Directors of several funds managed by TFG Asset Management. He holds a B.S. degree in Mechanical Engineering from Carnegie Mellon University in Pittsburgh and a M.B.A. degree from Harvard Business School.

**Steven W. Hart**
Independent Director

Steven Hart serves as president of Hart Capital LLC, which he founded in 1998 as a family office to invest in a diversified portfolio of assets with a strong education industry focus. Steven was the co-owner (1999-2010) and member of the Board of Directors (1999-2007) of Lincoln Educational Services Corporation. From 1983 to 1997, he was co-founder of a family-owned conglomerate where he acquired and managed manufacturing and distribution companies involved in automotive, printing, apparel and industrial textiles, electronics, synthetic foam, and home furnishing industries. Steven served as chairman of the State of Connecticut Investment Advisory Council from 1995 to 2003, which oversees the State of Connecticut Retirement Plans and Trust Funds, and, as a trustee (1996-2003), and chairman (2003) of the Stanford University Graduate School of Business Endowment Trust. From 2011-2020, he served as a member of the Boards of Directors of several funds connected with Blue Harbour Group, L.P. Steven earned an M.B.A. degree from Stanford University Graduate School of Business and a B.A. degree in Math/Economics from Wesleyan University.

**David C. O'Leary**
Independent Director

David O'Leary retired from State Street Corporation in Boston, Massachusetts in 2012, where he was Executive Vice President – Chief Administrative Officer (2010-2012) and Executive Vice President – Global Head of Human Resources (2005-2010). At State Street, he managed a global team of 325 staff across 15 countries and was a member of its 10-person Operating Group and Management Committee, reporting directly to its Chief Executive Officer. From 1985 to 2004, David was at Credit Suisse First Boston, serving as Managing Director, Global Head of Human Resources from 1988 to 2003, where he managed a global team of 250 staff in 13 countries responsible for all aspects of Human Resources in the Americas, Europe, and Asia. David began his career in financial services at Merrill Lynch & Company in New York, where he was Vice President – Executive Compensation from 1981 to 1985. He earned an M.B.A. degree from the University of Massachusetts, where he graduated first in his class, an M.S. degree from the State University of New York and a B.S. degree from Union College.

**Reade Griffith**
Tetragon Co-Founder and Chief Investment Officer

Reade Griffith is Co-Founder and Chief Investment Officer of Tetragon Financial Group and TFG Asset Management. Reade is also a member of Tetragon's Board of Directors.

Prior to co-founding Tetragon in 2005, Reade co-founded Polygon, a multi-strategy hedge fund management business, in 2002. In 2012, Tetragon acquired Polygon and it became part of TFG Asset Management, Tetragon's diversified alternative asset management business – which now has more than $41 billion of assets under management(i).

In addition to his roles at Tetragon and TFG Asset Management, Reade continues to manage Polygon's European Event-Driven Equities strategy.

Reade holds an A.B. degree in Economics from Harvard College and a J.D. degree from Harvard Law School. Reade also served as an officer in the U.S. Marine Corps and left as a Captain following the 1991 Gulf War. Reade was previously the founder and chief executive officer of the European office of Citadel Investment Group, a multi-strategy hedge fund that he joined in 1998.

Reade is currently a member of the Royal United Services Institute Advisory Board and the Dean's Advisory Board at Harvard Law School. From 2017 until 2020, Reade was a member of the Financial Sector Forum at the Bank of England.

**Paddy Dear**
Tetragon Co-Founder

Paddy Dear co-founded Tetragon in 2005, is based in London and is a member of Tetragon's Board of Directors and its investment manager's Investment and Risk Committee.

Prior to co-founding Tetragon in 2005, Paddy co-founded Polygon, a multi-strategy hedge fund management business, in 2002. In 2012, Tetragon acquired Polygon and it became part of TFG Asset Management, Tetragon's diversified alternative asset management business – which now has more than $41 billion of assets under management.(i)

Paddy received a BSc in Petroleum Engineering from Imperial College London, graduating top of his year. He started his career as a Petroleum Engineer with Marathon Oil working in London, Denver and offshore in the North Sea. He later moved into finance and prior to setting up Polygon was a Managing Director at UBS Investment Bank, where he worked for 14 years in London and New York.

(i) Includes the AUM of LCM, Polygon, Acasta Partners, Equitix, Hawke's Point, Tetragon Credit Partners, Banyan Square Partners and TCICM, as calculated by the applicable fund administrators at 31 December 2022 and AUM for BentallGreenOak representing Tetragon's *pro rata* share (12.86%) of BentallGreenOak AUM ($82.6 billion). Includes, where relevant, investments by Tetragon.

# Size, independence and composition of the Board of Directors of Tetragon

The structure, practices and committees of the Board of Directors of Tetragon, including matters relating to the size, independence and composition of the Board of Directors, the election and removal of Directors, requirements relating to board action and the powers delegated to board committees, are governed by Tetragon's Memorandum and Articles of Incorporation.

Tetragon has five directors, or the Directors. As set out below and as elsewhere described in the risk factors found on Tetragon's website at https://www.tetragoninv.com/shareholders#risk-factors, not less than a majority of the Directors are independent. A Director will be an "Independent Director" if the Board of Directors determines that the person satisfies the standards for independence contained in the Corporate Governance Code 2018 in all material respects. If the death, resignation or removal of an Independent Director results in the Board of Directors having less than a majority of Independent Directors, the vacancy must be filled promptly. Pending the filling of such vacancy, the Board of Directors may temporarily consist of less than a majority of Independent Directors and those Directors who do not meet the standards for independence may continue to hold office.

A Director who is not an Independent Director will not be required to resign as a Director as a result of an Independent Director's death, resignation or removal. In addition, Tetragon's Memorandum and Articles of Incorporation prohibit the Board of Directors from consisting of a majority of Directors who are resident in the United Kingdom.

## Election and Removal of Directors of Tetragon

Each member of Tetragon's Board of Directors is elected annually by the holder of Tetragon's voting shares. All vacancies on the Board of Directors, including by reason of death or resignation, may be filled, and additional Directors may be appointed, by a resolution of the holder of Tetragon's voting shares.

A Director may be removed from office for any reason by notice requesting resignation signed by all other Directors then holding office, if the Director is absent from four successive meetings without leave expressed by a resolution of the Directors or for any reason by a resolution of the holder of Tetragon's voting shares. A Director will also be removed from the Board of Directors if they become bankrupt, if they become of unsound mind, if they become a resident of the United Kingdom and such residency results in a majority of the Board of Directors being residents of the United Kingdom or if they become prohibited by law from acting as a Director. A Director is not required to retire upon reaching a certain age.

## Action by the Board of Directors of Tetragon

The Board of Directors of Tetragon may take action in a duly convened meeting, for which a quorum is five Directors, or by a written resolution signed by at least five Directors. When action is to be taken by the Board of Directors, the affirmative vote of five of the Directors then holding office is required for any action to be taken. As a result, the Board of Directors will not be able to act without the affirmative vote of both of the Directors affiliated with the holder of Tetragon's voting shares.

The Directors are responsible for the management of Tetragon. They have delegated to the investment manager certain functions, including broad discretion to adopt an investment strategy to implement Tetragon's investment objective. However, certain matters are specifically reserved for the Board of Directors under the Memorandum and Articles of Incorporation.

## Transactions in which a Director has an Interest

Provided that a Director has disclosed to the other Directors the nature and extent of any such Director's interests in accordance with the Companies (Guernsey) Law, 2008, as amended, a Director, notwithstanding his office: (a) may be a party to, or otherwise interested in, any transaction or arrangement with Tetragon or in which Tetragon is otherwise interested; (b) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by Tetragon or in which Tetragon is otherwise interested; and (c) shall not be accountable to Tetragon for any benefit derived from any such transaction or arrangement or from any interest in any such body corporate, and no such transaction or arrangement shall be void or voidable on the grounds of any such interest or benefit or because such Director is present at or participates in the meeting of the Directors that approves such transaction or arrangement, provided that (i) the material facts as to the interest of such Director in such transaction or arrangement have been disclosed or are known to the Directors and the Directors in good faith authorise the transaction or arrangement and (ii) the approval of such transaction or arrangement includes the votes of a majority of the Directors that are not interested in such transaction or such transaction is otherwise found by the Directors (before or after the fact) to be fair to Tetragon as of the time it is authorised. Under the Investment Management Agreement, the Directors have authorised the investment manager to enter into transactions on behalf of Tetragon with persons who are affiliates of the investment manager, provided that in connection with any such transaction that exceeds $5 million of aggregate investment the investment manager informs the Directors of such transaction and obtains either (i) the approval of a majority of the Directors that do not have a material interest in such transaction or (ii) an opinion from a recognised investment bank, auditing firm or other appropriate professional firm substantively to the effect that the financial terms of the transaction are fair to Tetragon from a financial point of view.

# Compensation

The remuneration for Directors is determined by resolution of the holder of Tetragon's voting shares. Currently, the Directors' annual fee is $125,000 in compensation for service on the Board of Directors of Tetragon. The Directors have the option to elect to receive shares in Tetragon instead of the fee. The Directors affiliated with the holder of Tetragon's voting shares have waived their entitlement to a fee. The Directors are entitled to be repaid by Tetragon for all travel, hotel and other expenses reasonably incurred by them in the discharge of their duties. None of the Directors has a contract with Tetragon providing for benefits upon termination of employment.

On 1 January 2020, the Independent Directors were awarded 24,490 shares each in Tetragon which vested on 31 December 2022. The fair value of the award, as determined by the share price on grant date of $12.25 per share, is $300,000 per Independent Director. In November 2022, a further 7,724 shares were awarded to each Independent Director with one-third of the shares vesting on 31 December 2023, 31 December 2024, and 31 December 2025. The fair value of the award, as determined by the relevant share price of $9.71 per share, is $75,000 per Independent Director. The Independent Directors have deferred the settlement of all the awards to the earlier of five years from the vesting date or separation from service with Tetragon.

# Certain Corporate Governance Rules

Tetragon is required to comply with all provisions of the Companies (Guernsey) Law, 2008, as amended, relating to corporate governance to the extent that the same are applicable and relevant to Tetragon's activities. In particular, each Director must seek to act in accordance with the "Code of Practice – Company Directors". Tetragon reports against the AIC Code of Corporate Governance (AIC Code). The 2019 AIC Code has been endorsed by, amongst others, the Financial Reporting Council and the Guernsey Financial Services Commission (GFSC). This means that Tetragon may make a statement that by reporting against the AIC Code it is meeting its applicable obligations under the UK Corporate Governance Code 2018, the 2011 GFSC Finance Sector Code of Corporate Governance and any associated disclosure requirements under paragraph 9.8.6 of the London Stock Exchange's Listing Rules. No formal corporate governance code applies to Tetragon under Dutch law.

# Indemnity

Each present and former Director or officer of Tetragon is indemnified against any loss or liability incurred by the Director or officer by reason of being or having been a Director or officer of Tetragon. In addition, the Directors may authorise the purchase or maintenance by Tetragon for any Director or officer or former Director or officer of Tetragon of any insurance, in respect of any liability which would otherwise attach to the Director or officer or former Director or officer.

# The Audit Committee

The Audit Committee of Tetragon is responsible for, among other items, assisting and advising Tetragon's Board of Directors with matters relating to Tetragon's accounting and financial reporting processes and the integrity and audits of Tetragon's financial statements. The Audit Committee is also responsible for reviewing and making recommendations with respect to the plans and results of each audit engagement with Tetragon's independent accountants, the audit and non-audit fees charged by the independent accountants and the adequacy of Tetragon's internal accounting controls.

# Our Investment Manager

Tetragon Financial Management LP, or TFM, has been appointed the investment manager of Tetragon pursuant to an investment management agreement dated 26 April 2007 (see "Summary of Key Terms of Tetragon's Investment Management Agreement"). The investment manager's general partner, Tetragon Financial Management GP LLC, is responsible for all actions of the investment manager. The general partner is ultimately controlled by Reade Griffith and Paddy Dear, who also control the holder of Tetragon's voting shares and are the voting members of the investment manager's Investment and Risk Committees. Reade Griffith acts as the authorised representative of the general partner and the investment manager. TFM is registered as an investment adviser under the United States Investment Advisers Act of 1940.

## Summary of Key Terms of Tetragon's Investment Management Agreement

Under the terms of the Investment Management Agreement, the investment manager has full discretion to invest the assets of Tetragon in a manner consistent with the investment objective of Tetragon. The investment manager has the authority to determine the investment strategy to be pursued in furtherance of the investment objective, which strategy may be changed from time to time by the investment manager in its discretion. The investment manager is authorised to delegate its functions under the Investment Management Agreement.

The Investment Management Agreement continues in full force and effect unless terminated (i) by the investment manager at any time upon 60 days' notice or (ii) immediately upon Tetragon giving notice to the investment manager or the investment manager giving notice to Tetragon in relation to such entity in the event of (a) the party in respect of which notice has been given becoming insolvent or going into liquidation (other than a voluntary liquidation for the purpose of reconstruction or amalgamation upon terms previously approved in writing by the other party) or a receiver being appointed over all or a substantial part or of its assets or it becoming the subject of any petition for the appointment of an administrator, trustee or similar officer, (b) a party committing a material breach of the Investment Management Agreement which causes a material adverse effect to the non-breaching party and (if such breach shall be capable of remedy) not making good such breach within 30 days of service upon the party in breach of notice requiring the remedy of such breach or (c) fraud or wilful misconduct in the performance of a party's duties under the Investment Management Agreement.

The Investment Management Agreement provides that none of the investment manager, its affiliates or their respective members, managers, partners, shareholders, directors, officers and employees (including their respective executors, heirs, assigns, successors or other legal representatives) (each, as an indemnified party) will be liable to Tetragon or any investor in Tetragon for any liabilities, obligations, losses (including, without limitation, losses arising out of delay, mis-delivery or error in the transmission of any letter, cable, telephonic communication, telephone, facsimile transmission or other electronic transmission in a readable form), damages, actions, proceedings, suits, costs, expenses (including, without limitation, legal expenses), claims and demands suffered in connection with the performance by the investment manager of its obligations under the Investment Management Agreement or otherwise in connection with the business and operations of Tetragon, in the absence of fraud or wilful misconduct on the part of an indemnified party, and Tetragon has agreed to indemnify each indemnified party against any such liabilities, obligations, losses, damages, actions, proceedings, suits, costs, expenses, claims and demands, except as may be due to the fraud or wilful misconduct of the indemnified party.

The investment manager may act as investment manager or advisor to any other person, so long as its services to Tetragon are not materially impaired thereby, and need not disclose to Tetragon anything that comes to its attention in the course of its business in any other capacity than as investment manager. The investment manager is not liable to account for any profit earned or benefit derived from advice given by the investment manager to other persons. The investment manager will not be liable to Tetragon for any loss suffered in connection with the investment manager's decision to offer investments to any other person, or failure to offer investments to Tetragon.

The investment manager is authorised to enter into transactions on behalf of Tetragon with persons who are affiliates of the investment manager, provided that in connection with any such transaction that exceeds $5 million of aggregate investment, the investment manager obtains either (i) the approval of a majority of the Directors that do not have a material interest in such transaction (whether as part of a Board of Directors resolution or otherwise) or (ii) an opinion from a recognised investment bank, auditing firm or other appropriate professional firm substantively to the effect that the financial terms of the transaction are fair to Tetragon from a financial point of view.

# Management and Incentive Fees; Expenses

All fees and expenses of Tetragon, including management fees relating to the administration of Tetragon and incentive fees (each as described below), will be paid by Tetragon.

The investment manager is entitled to receive management fees equal to one and one-half percent (1.5%) per annum of the NAV of Tetragon payable monthly in advance prior to the deduction of any accrued incentive fees.

Tetragon will also pay to the investment manager an incentive fee for each Calculation Period (as defined below) equal to 25% of the increase in the NAV of Tetragon during the Calculation Period (before deduction of any dividend paid or the amount of any redemptions or repurchases of shares (or other relevant capital adjustments) during such Calculation Period) above (i) the Reference NAV (as defined below) plus (ii) 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.

A "Calculation Period" is a period of three months ending on March 31, June 30, September 30 and December 31 of each year, or as otherwise determined by the Board of Directors of Tetragon.

The "Reference NAV" is the greater of (i) 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 ending three months earlier than the Calculation Period referred to in clause (i). For the purposes of determining the Reference NAV at the end of a Calculation Period, the NAV shall be adjusted by the amount of accrued dividends and amounts of any redemptions or repurchases of shares (or other relevant capital adjustments) and incentive fees to be paid with respect to that Calculation Period.

The "Hurdle" for any Calculation Period will equal (i) the Reference NAV multiplied by (ii) the Hurdle Rate (defined below).

The "Hurdle Rate" for any Calculation Period prior to and including 30 June 2023, equals 3-month U.S. Dollar 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 (x) the actual number of days in the Calculation Period divided by (y) 365. (In Tetragon's initial public offering in April 2007, the Hurdle Rate was fixed at 8% per annum for the 12-month period following IPO with it then being adjusted as specified above. The referenced hurdle spread of 2.647858% is the difference between 8% and the average three-month U.S. Dollar LIBOR at 11:00 a.m. London time on the 20 London business days preceding the IPO pricing date.)

The "Hurdle Rate" for any Calculation Period commencing with the Calculation Period beginning on 1 July 2023, equals (x) Term SOFR (as defined below) plus 2.747858% per annum, multiplied by (y) the actual number of days in the Calculation Period, divided by (z) 365.

"Term SOFR" means a rate per annum equal to the forward-looking term rate, based on the secured overnight financing rate published by the Federal Reserve Bank of New York (or any successor administrator of the secured overnight financing rate), that is published by the CME Group Inc. (or a successor administrator of Term SOFR) for a three-month period, on the first day of the applicable Calculation Period (the "Term SOFR Determination Date"); provided, however, that if as of 5:00 p.m. (Central time) on the Term SOFR Determination Date, Term SOFR for a three-month period has not been published, Term SOFR will be the next available Term SOFR for a three-month period as published by the CME Group Inc. (or a successor administrator of Term SOFR).[1]

The incentive fee in respect of each Calculation Period is calculated by reference to the increase in NAV of the shares before deduction of any accrued incentive fee. The incentive fee is normally payable in arrears within 14 calendar days of the end of the Calculation Period. 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. Apart from the management fees and the incentive fee, the investment manager does not charge separate fees based on the NAV of Tetragon.

An incentive fee of $26.5 million was accrued in the fourth quarter of 2022 in accordance with Tetragon's investment management agreement. The hurdle rate for the first quarter of the 2023 incentive fee has been reset at 7.429718% (Q4 2022: 6.396148%) as per the process outlined above and in accordance with Tetragon's investment management agreement.

Tetragon generally bears all costs and expenses directly related to its investments or prospective investments, such as brokerage commissions, interest on debit balances or borrowings, custodial fees and legal and consultant fees. Tetragon also generally bears all

(1) Tetragon and its investment manager have agreed on a procedure for determining an alternate benchmark rate in the event that Term SOFR is unavailable in the future.

out-of-pocket costs of administration, including accounting, audit, administrator and legal expenses, costs of any litigation or investigation involving their activities, costs associated with reporting and providing information to existing and prospective investors and the costs of liability insurance.

## The Investment Manager's Role with Respect to TFG Asset Management

The investment manager's responsibilities with respect to Tetragon include, *inter alia*:

- investing and reinvesting the assets of Tetragon in securities, derivatives and other financial instruments and other investments of whatever nature and committing the assets of Tetragon in relation to agreements with entities, issuers and counterparties;
- holding cash balances or investing them directly in any short-term investments, and reinvesting any income earned thereon in accordance Tetragon's investment strategy;
- purchasing, holding, selling, transferring, exchanging, mortgaging, pledging, hypothecating and otherwise acting to acquire and dispose of and exercise all rights, powers, privileges and other incidents of ownership or possession with respect to investments held or owned by Tetragon, with the objective of the preservation, protection and increase in value thereof;
- exercising any voting or similar rights attaching to investments purchased on behalf of Tetragon;
- borrowing or raising monies from time to time without limit as to the amount or manner and time of repayment;
- engaging consultants, attorneys, independent accountants or such other persons as the investment manager may deem necessary or advisable; and;
- entering into any other contracts or agreements in connection with any of the foregoing activities.

TFG Asset Management is an investment of Tetragon, and, as such, the investment manager is responsible for exercising any of Tetragon's voting or similar rights with respect to TFG Asset Management as an investment and is responsible for the management, oversight and/or supervision of such investment. As with any other category of investments, the investment manager is also responsible for decisions with respect to acquisitions of asset management businesses to be added to TFG Asset Management using Tetragon's cash (which may include minority interests in asset management businesses, joint ventures or other similar arrangements) – as investment decisions with respect to Tetragon's cash or other assets. Following the acquisition of an asset management business, that business then becomes a part of TFG Asset Management and TFG Asset Management is responsible for the management, oversight and/or supervision of such business, including amendments to or modifications of the terms or arrangements of its ownership of such business (except, where relevant, to the extent of decisions with respect to Tetragon's cash), and any decision to sell or otherwise dispose of all or any portion of such business.

TFG Asset Management seeks to generate income and value from its asset management businesses by having these businesses manage third-party investor capital. TFG Asset Management has an internal management team that is responsible for the TFG Asset Management business as a whole, including the management, oversight and/or supervision of its various asset management businesses as they form and grow the funds and vehicles that they manage, and is responsible for its own costs.

Tetragon may invest in the various funds and other vehicles managed by a TFG Asset Management business. It may also provide financial support to any fund managed by a TFG Asset Management business (such as a "seeding" arrangement), or provide equity, loans or other financial support to TFG Asset Management or its asset management businesses. The investment manager is responsible for any decision to invest cash into any fund or other vehicle managed by a TFG Asset Management business and is also responsible for decisions regarding financial support for TFG Asset Management.

In connection with the management, oversight and/or supervision of asset management businesses within TFG Asset Management, TFG Asset Management (rather than the investment manager) is responsible for, *inter alia*, business development, marketing, legal and compliance, risk management and governance, as well as guidance on business issues faced by a new fund or vehicle and the strategic direction of such businesses. As such, TFG Asset Management is responsible for any restructuring or reorganisation of these asset management businesses from time to time (to the extent that such arrangements do not involve the acquisition of asset management businesses using Tetragon's cash), any disputes or litigation with respect to the ownership arrangements of such businesses and any decision to sell or otherwise dispose of all or any portion of such businesses.

## Services Agreement between Tetragon's Investment Manager, or TFM, and Certain Subsidiaries of TFG Asset Management

The investment manager relies on two TFG Asset Management entities[1] for a broad range of services to support its activities. The services provided to the investment manager under a Services Agreement by TFG Asset Management, through these entities, include infrastructure services such as operations, financial control, trading, marketing and investor relations, legal, compliance, office administration, payroll and employee benefits. One of those entities, TFG Asset Management UK LLP[2], which is authorised and regulated by the United Kingdom Financial Conduct Authority, also provides services to TFM relating to the dealing in and management of investments, arrangement of deals and advising on investments.

## Cost Recovery by TFG Asset Management for Services Provided to Tetragon's Investment Manager

TFG Asset Management has implemented a cost-allocation methodology with the objective of allocating service-related costs, including to the investment manager, in a consistent, fair, transparent and commercially based manner.(3)

TFG Asset Management then charges fees to the investment manager for the services allocated to the investment manager on a cost-recovery basis designed to achieve full recovery of the allocated costs. In 2022, the total amount recharged to the investment manager, excluding direct expenses, was $21.3 million.

Most of the costs related to these services are directly or indirectly attributable to personnel or "human capital", with compensation typically being the largest single cost.(4)

Consequently, one of the most critical cost allocations relates to professionals' time, which is commonly expressed as Full Time Equivalents or "FTEs". On a monthly basis, each TFG Asset Management employee(5), directly or via their team head, provides a breakdown of the approximate percentage of time spent supporting the various businesses for the previous month (this excludes certain functions such as office management and technology that are charged to business users on a standard basis (e.g., space used or global headcount) which removes any need on the part of those teams to allocate their FTEs to business lines). TFG Asset Management employees should not be incentivised to either over- or under-allocate to any business, as their time allocation is not a consideration in the determination of their overall compensation. Once allocated percentages are determined and agreed, an FTE is derived, subject to adjustments for items determined by contractual arrangements. Core personnel costs, including salary, bonus, pension and healthcare, are charged on an actual employee cost basis to each business line (including the investment manager) based on the FTE allocation described above.

In addition to FTE costs, there are a number of other costs that reflect the use of resources by TFG Asset Management personnel on behalf of the investment manager (in addition to the other TFG Asset Management businesses), including real property costs, technology and market data. A standard cost methodology is used to allocate these costs across the various business lines that are supported, including the investment manager. The setting of standard costs is designed to reflect what those costs would be on an arm's-length basis. The methodology is designed to create consistency in order to provide a fair allocation of resource costs to all businesses.

Employee FTE data is collated and used to process monthly cost allocations. Such allocations are invoiced monthly to users of the TFG Asset Management platform that are not owned by TFG Asset Management, including the investment manager, or allocated within the TFG Asset Management general ledger for businesses owned by TFG Asset Management.

TFG Asset Management's cost allocation methodology is documented and updated annually by TFG Asset Management's finance team in consultation with its legal and compliance teams and is approved each year by TFG Asset Management's executive committee.

KPMG LLP, reporting directly to Tetragon's Audit Committee, is currently engaged to periodically test that the costs allocated to (and therefore recovered from) the investment manager have been properly calculated in accordance with the approved cost-allocation methodology. Tetragon's Board of Directors has adopted procedures for related-party transactions that require approval of a majority of disinterested Directors. Accordingly, Tetragon's Independent Directors are required to approve the methodology for allocating costs and in their sole discretion the application of that methodology as part of their oversight processes. The annual cost allocation methodology update and the actual annual cost allocations that result based on these cost methodology policies and procedures are separately approved by the Independent Directors.

## Investment and Risk Committee

The investment manager's Investment and Risk Committee is responsible for the investment and risk management of Tetragon's portfolio. The Committee performs active and regular oversight and risk monitoring. The Committee determines the investment strategy of Tetragon and approves each significant investment by it. The Committee currently consists of Reade Griffith, Paddy Dear and Stephen Prince.

## Executive Committee

The investment manager's Executive Committee oversees all key non-investment and risk activities of the investment manager and currently consists of: Reade Griffith, Co-Founder and Chief Investment Officer; Paddy Dear, Co-Founder; Stephen Prince, Chief Executive Officer of TFG Asset Management; Paul Gannon, Chief Financial Officer; Sean Côté, General Counsel and Co-Head of Legal Regulatory and Compliance; and Greg Wadsworth, Head of Business Development and Investor Relations.

**Notes:**

(1) These TFG Asset Management subsidiaries also provide infrastructure services to LCM and Contingency Capital, infrastructure and investment management services to Polygon, Acasta Partners, Hawke's Point, the TCI General Partner and Banyan Square Partners.

(2) Reade Griffith and Paddy Dear hold certain membership interests in TFG Asset Management UK LLP which collectively entitle them to exercise all of the voting rights in respect of the entity. 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 Tetragon and (ii) upon the request of Tetragon, for nominal consideration, sell, transfer, and deliver their membership interests in TFG Asset Management UK LLP to TFG Asset Management.

(3) This cost allocation methodology also applies to the other TFG Asset Management businesses.

(4) Employee compensation will also include TFG Asset Management's long-term incentive plan and its other equity-based awards.

(5) Amounts paid by TFG Asset Management to Reade Griffith in connection with services provided by him to TFG Asset Management are not allocated to the investment manager.

# Tetragon Financial Group Limited Directors' Report

The Directors present to the shareholders their report together with the audited consolidated financial statements for the year ended 31 December 2022.

## Tetragon and its Investment Objective

Tetragon Financial Group Limited, or Tetragon, 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. Tetragon continues to be registered and domiciled in Guernsey, Tetragon's non-voting shares are listed on Euronext in Amsterdam, a regulated market of Euronext Amsterdam (ticker symbol: TFG.NA) and traded on the Specialist Fund Segment of the London Stock Exchange plc (ticker symbols: TFG.LN and TFGS.LN).

Tetragon's investment objective is to generate distributable income and capital appreciation.

Tetragon's Investment Manager, Tetagon Financial Management LP, or TFM, is registered as an investment adviser under the U.S. Investment Advisers Act of 1940, as is TFG Asset Management L.P., Tetragon's diversified alternative asset management business. Two of TFG Asset Management L.P.'s investment management entities, TFG Asset Management UK 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 101. A detailed review of activities and future developments is contained in the Annual Report issued with these consolidated financial statements to the shareholders of Tetragon.

## Directors

The Directors who held office during the year were:

Paddy Dear

Reade Griffith

Deron Haley*

Steven Hart*

David O'Leary*

* Independent Directors

The remuneration for Directors is determined by resolution of the holder of Tetragon's voting shares. Each Director's annual fee is $125,000 (2021: $125,000) as compensation for service on Tetragon's Board of Directors and is paid in quarterly instalments by Tetragon. Paddy Dear and Reade Griffith have waived their entitlement to a Director's fee.

The Independent Directors have the option to elect to receive Tetragon shares instead of their quarterly Director's fee. During the year, David O'Leary received 6,508 shares (2021: 6,502).

In addition to the annual fee, Tetragon has awarded its shares to the Independent Directors as described on page 50.

The Directors are entitled to be repaid by Tetragon for all travel, hotel and other expenses reasonably incurred by them in the discharge of their duties. None of the Directors has a contract with Tetragon providing for benefits upon termination of employment.

## Dividends

The Directors have the authority to declare dividend payments, based upon the recommendation of Tetragon's investment manager, subject to the approval of the holder of Tetragon's voting shares and adherence to applicable law including the satisfaction of a solvency test as stated under the Companies (Guernsey) Law, 2008. TFM's recommendation with respect to the declaration of dividends (and other capital distributions) may be informed by a variety of considerations, including (i) the expected sustainability of Tetragon's cash generation capacity in the short- and medium-term, (ii) the current and anticipated performance of Tetragon, (iii) the current and anticipated operating and economic environment and (iv) other potential uses of cash ranging from preservation of Tetragon's investments and financial position to other investment opportunities.

The Directors declared the following dividends during the year:

| Dividend period | Dividend per share |
|---|---|
| Quarter ended 31 December 2021 | $0.1100 |
| Quarter ended 31 March 2022 | $0.1100 |
| Quarter ended 30 June 2022 | $0.1100 |
| Quarter ended 30 September 2022 | $0.1100 |

On 3 March 2023, the Directors declared a dividend amounting to US$ 0.1100 per share for the quarter ended 31 December 2022. The total dividend declared for the year ended 31 December 2022 amounted to $0.4400 per share (2021: $0.4100 per share).

# Statement of Directors' Responsibilities

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

The Companies (Guernsey) Law, 2008, requires the Directors to prepare financial statements for each financial year. Accordingly, the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union (EU) and applicable law.

The financial statements are required by law to give a true and fair view of the state of affairs of Tetragon and of the profit or loss of Tetragon for the relevant financial period.

In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess Tetragon's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate Tetragon or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for the keeping of proper accounting records which disclose with reasonable accuracy at any time the financial position of Tetragon and to enable them to ensure that the financial statements comply with the Companies (Guernsey) Law, 2008. They 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 Tetragon and to prevent and detect fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on Tetragon's website, and for the preparation and dissemination of the financial statements. Legislation in Guernsey governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Tetragon is required to comply with all provisions of Guernsey Company Law relating to corporate governance to the extent the same are applicable and relevant to its activities.  In particular, each Director must seek to act in accordance with the "Code of Practice – Company Directors". Tetragon reports against the Association of Investment Companies (AIC) Corporate Governance Guide for Investment Companies and, as such, is deemed to meet the provisions of the Code of Corporate Governance issued by the Guernsey Financial Services Commission.

The financial statements, prepared in accordance with IFRS, give a true and fair view of the assets, liabilities, financial position, results and cash flows of Tetragon as required by the Disclosure Guidance and Transparency Rules (DTR) 4.1.12R and by the Section 5.25c of the Financial Markets Supervision Act of the Netherlands and are in compliance with the requirements set out in the Companies (Guernsey) Law, 2008 as amended.

The annual report gives a fair review of the information required by DTR 4.1.8R and DTR 4.1.11R of the Disclosure Guidance and Transparency Rules and the Financial Markets Supervision Act of the Netherlands, which respectively require, inter alia, (i) an indication of important events that have occurred since the end of the financial year and the likely future development of Tetragon and (ii) a description of principal risks and uncertainties during the year.

The Directors confirm that they have complied with the above requirements.

# Disclosure of information to the auditor

So far as each of the Directors is aware, there is no relevant audit information of which Tetragon's auditor is unaware, and each has taken all the steps he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that Tetragon's auditor is aware of that information.

# Auditor

KPMG Channel Islands Limited is the appointed independent auditor of Tetragon and it has expressed its willingness to continue in office. A resolution for the re-appointment of KPMG Channel Islands Limited as auditor of Tetragon is to be proposed at the forthcoming Annual General Meeting.

**Signed on behalf of the Board of Directors by:**

**David O'Leary** Director

**Steven Hart** Director

Date: 3 March 2023

# The AIC code of corporate governance

In September 2016, Tetragon became a member of The Association of Investment Companies (AIC), the trade body for closed-ended investment companies.

Founded in 1932, the AIC represents approximately 350 members across a broad range of closed-ended investment companies, incorporating investment trusts and other closed ended investment companies. Tetragon is classified by the AIC in its Flexible Investment sector as a company whose policy allows it to invest in a range of asset types. The AIC has indicated that the sector may assist investors and advisers to more easily find and compare those investment companies which have the ability to invest in a range of assets and allow investors to compare investment companies with similar open-ended funds.

The AIC has a Code of Corporate Governance (AIC Code) which sets out a framework of best practice in respect of the governance of investment companies. The Board of Directors of Tetragon considers that reporting against the principles and recommendations of the AIC Code, and by reference to the AIC Corporate Governance Guide for Investment Companies (which incorporates the UK Corporate Governance Code), will provide better information to shareholders.

Tetragon's reporting against the principles and provisions of the 2019 AIC Code is also set out on Tetragon's website at https://www.tetragoninv.com/shareholders#aic-code.

# Additional information

## Dividend and Capital Return Policy

Tetragon seeks to return value to its shareholders, including through dividends and share repurchases.

Tetragon's Board of Directors has the authority to declare dividend payments, based upon the recommendation of Tetragon's investment manager, subject to the approval of Tetragon's voting shareholder and adherence to applicable law, including the satisfaction of a solvency test as required pursuant to the Companies (Guernsey) Law, 2008, as amended. In addition to making dividend recommendations to the Board of Directors, Tetragon's investment manager may authorise share repurchases.

Decisions with respect to declaration of dividends and share repurchases may be informed by a variety of considerations, including (i) the expected sustainability of the company's cash generation capacity in the short and medium term, (ii) the current and anticipated performance of the company, (iii) the current and anticipated operating and economic environment, (iv) other potential uses of cash ranging from preservation of the company's investments and financial position to other investment opportunities and (v) Tetragon's share price.

Tetragon may also pay scrip dividends, which payments are currently conducted through an optional stock dividend plan.

## Reporting

In accordance with applicable regulations under Dutch law, Tetragon publishes monthly statements on its website for the benefit of its investors containing the following information: the total value of Tetragon's investments; a general statement of the composition of Tetragon's investments; and the number of its legal issued and outstanding shares.

In addition, in accordance with the requirements of Euronext Amsterdam and applicable regulations under Dutch law, Tetragon provides annual and semi-annual reports to its shareholders, including year-end financial statements, which in the case of the financial statements provided in its annual reports, will be reported in accordance with IFRS and audited in accordance with international auditing standards as well as U.S. GAAS for regulatory purposes, if applicable. The NAV of Tetragon is available to investors on a monthly basis on the company's website at www.tetragoninv.com.

## Statement Regarding Non-Mainstream Pooled Investments (NMPI)

Tetragon notes the U.K. Financial Conduct Authority (FCA) rules relating to the restrictions on the retail distribution of unregulated collective investment schemes and close substitutes (referred to as NMPI), which came into effect on 1 January 2014.

Tetragon has received appropriate legal advice that confirms that Tetragon's shares do not constitute NMPI under the FCA's rules and are, therefore, excluded from the FCA's restrictions that apply to non-mainstream pooled investment products.

Tetragon expects that it will continue to conduct its affairs in such a manner that Tetragon's shares will continue to be excluded from the FCA's rules relating to NMPI.

# 5

# Other information



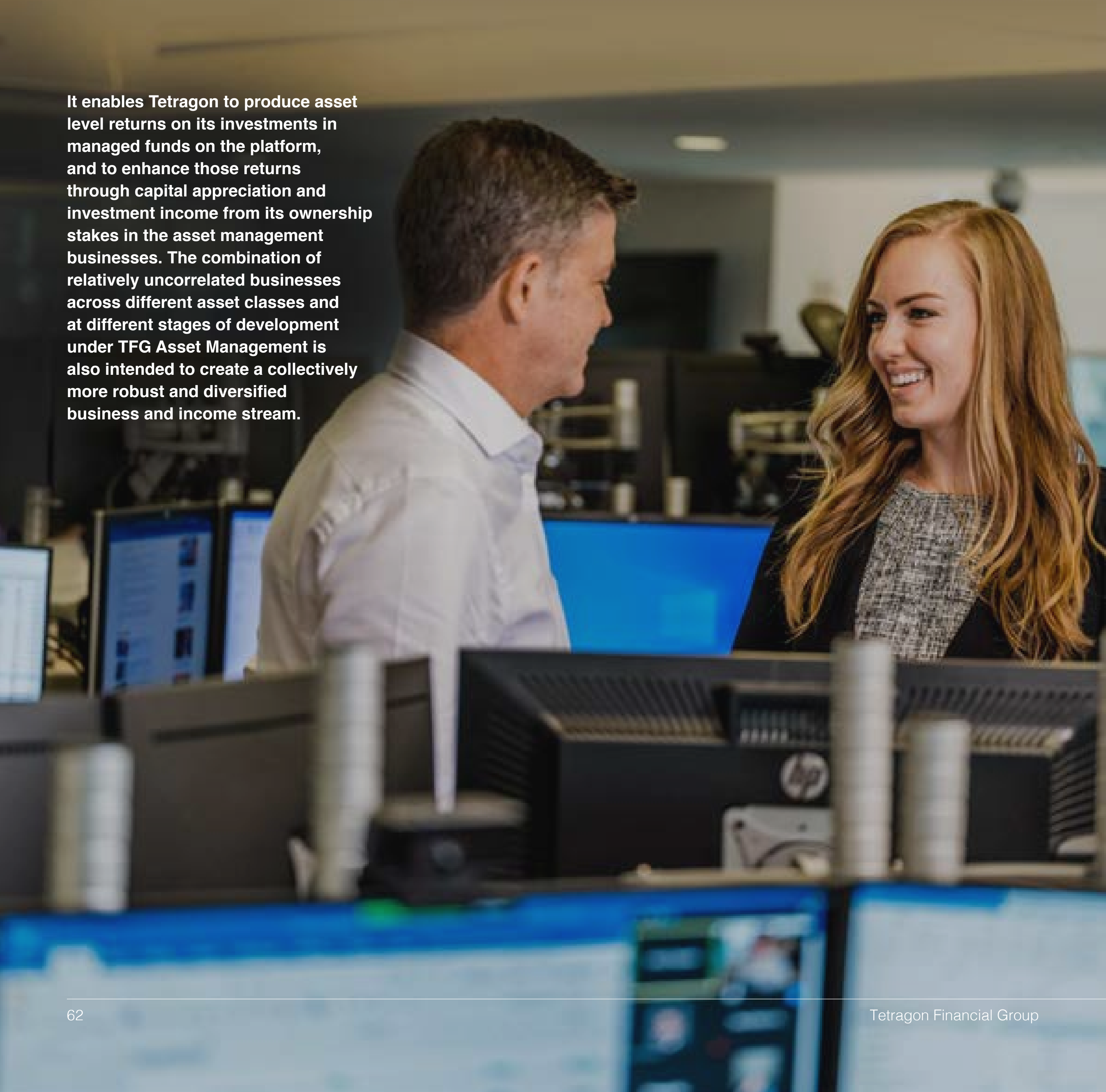
This section provides further detail about the business including TFG Asset Management, our values and cluture, risk factors, and details on historical share repurchases and distributions.

“ Built over two decades, our in-house research team supports the investment process by facilitating the movement of insights and ideas across the business.”

**Maureen Wainwright**
Head of Research

# TFG Asset Management

TFG Asset Management is Tetragon's diversified alternative asset management platform.[1]



**It enables Tetragon to produce asset level returns on its investments in managed funds on the platform, and to enhance those returns through capital appreciation and investment income from its ownership stakes in the asset management businesses. The combination of relatively uncorrelated businesses across different asset classes and at different stages of development under TFG Asset Management is also intended to create a collectively more robust and diversified business and income stream.**

**2010**

Launched

**9**

Asset managers

**525**

Employees
(Excluding BentallGreenOak)

**$41bn**

Assets Under Management[2]

## Delivering for Tetragon

### Growth

Proven value creation

### Access

Specialised products on favourable terms

### Expertise

Insights from alternative asset managers

### Diversification

Wide range of income streams

## Delivering for our managers

**Infrastructure**
High-quality support for niche and scalable businesses

**Access to capital**
Tetragon can seed business growth

**Management expertise**
Experienced, strategic insight

**Connections**
Access to relationships and information

Notes

(1) TFG Asset Management L.P. is registered as an investment adviser under the United States Investment Advisers Act of 1940. TFG Asset Management UK LLP, which is part of TFG Asset Management, is authorised and regulated by the United Kingdom Financial Conduct Authority. Reade Griffith and Paddy Dear hold certain membership interests in TFG Asset Management UK LLP which collectively entitle them to exercise all of the voting rights in respect of the entity. 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 Tetragon and (ii) upon the request of Tetragon, for nominal consideration, sell, transfer, and deliver their membership interests in TFG Asset Management UK LLP to TFG Asset Management.

(2) Includes the AUM of LCM, BentallGreenOak, Polygon, Acasta Partners, Equitix, Hawke's Point, Tetragon Credit Partners, Banyan Square Partners and TCICM, as calculated by the applicable fund administrators at 31 December 2022 (AUM of Tetragon Credit Partners represents committed capital). TCICM (which comprises TCI Capital Management II LLC and TCI Capital Management LLC) acts as a CLO collateral manager for certain CLO investments. It had AUM of $2.5 billion at 31 December 2022. Includes, where relevant, investments by Tetragon. The AUM for BentallGreenOak represents Tetragon's *pro rata* share (12.86%) of BentallGreenOak AUM ($82.6 billion).

## Other information

**Figure 15**

| | LCM | BentallGreenOak Strategic Capital Partners | POLYGON | ACASTA |
|---|---|---|---|---|
| **Established** | 2001 | 2010 | 2002 | 2009 |
| **Joined Tetragon** | 2009 | 2010 | 2012 | 2012 |
| **Asset class** | Bank loans | Global real estate funds | Event-driven equity | Multi-disciplinary |
| **AUM at 31 Dec 2022 ($Bn)(1)** | $12.5 | $10.6 | $0.9 | $1.0 |
| **Percentage Tetragon ownership** | 100% | 13% | 100% | Non-controlling interest(2) |
| **Products** | U.S. CLOs | Real estate investment strategies | Open-ended hedge fund and private equity vehicles | Open-ended hedge fund and managed account vehicles |
| **Average fund duration** | 10-12 years(3) | 7-10 years | Quarterly liquidity | Quarterly liquidity |

(1) AUM as calculated by the applicable fund administrators at 31 December 2022 Includes, where relevant, investments by Tetragon. The AUM for BentallGreenOak represents Tetragon's *pro rata* share (12.86%) of BentallGreenOak AUM ($82.6 billion).

(2) TFG Asset Management owns a non-controlling interest in this manager as well as providing all infrastructure services to it. Michael Humphries owns a controlling stake.

(3) Currently, LCM manages loan assets exclusively through CLOs, which are long-term, multi-year investment vehicles. The typical duration of a CLO, and thus LCM's management fee stream, depends on, among other things, the term of its reinvestment period (currently typically four to five years for a new issue CLO), the prepayment rate of the underlying loan assets, as well as post-reinvestment period reinvestment flexibility and weighted average life constraints.

| | equitix | Hawke's Point | Tetragon Credit Partners | Banyan Square | Contingency Capital |
|---|---|---|---|---|---|
| **Established** | 2007 | 2014 | 2015 | 2019 | 2020 |
| **Joined Tetragon** | 2015 | 2014 | 2015 | 2019 | 2020 |
| **Asset class** | Infrastructure funds | Mining finance | Structured credit | Private equity | Legal assets |
| **AUM at 31 Dec 2022 ($Bn)[1]** | $12.0 | $0.1 | $0.9 | $0.1 | $0.7 |
| **Percentage Tetragon ownership** | 75% | 100% | 100% | 100% | Non-controlling interest[4] |
| **Products** | Infrastructure and renewable funds and managed accounts | Private equity-style funds and managed accounts | Private equity-style vehicles | Private equity fund | Private equity funds and managed accounts |
| **Average fund duration** | 25 years | Not applicable | 10 years | Not applicable | 7 years |

(4) TFG Asset Management owns a non-controlling interest in this manager as well as providing all infrastructure services to it. Brandon Baer owns a controlling stake.

"TFG Asset Management enhances the value of each investment through a shared strategic direction and operating infrastructure – while giving entrepreneurial independence to the managers of the underlying businesses. We support both niche and scalable strategies, leveraging Tetragon's long-term capital and our ecosystem of ideas, insights, connections and expertise."

**Stephen Prince**
Chief Executive Officer, TFG Asset Management

**Figure 16**

## TFG Asset Management AUM by Business at 31 December 2022

This chart shows the breakdown of the AUM by business.

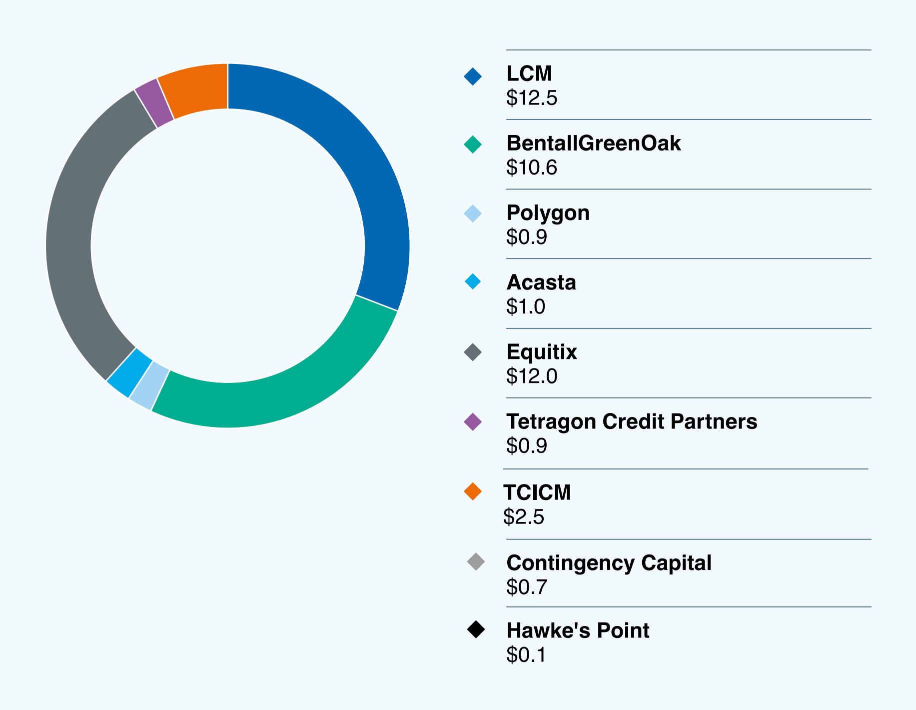
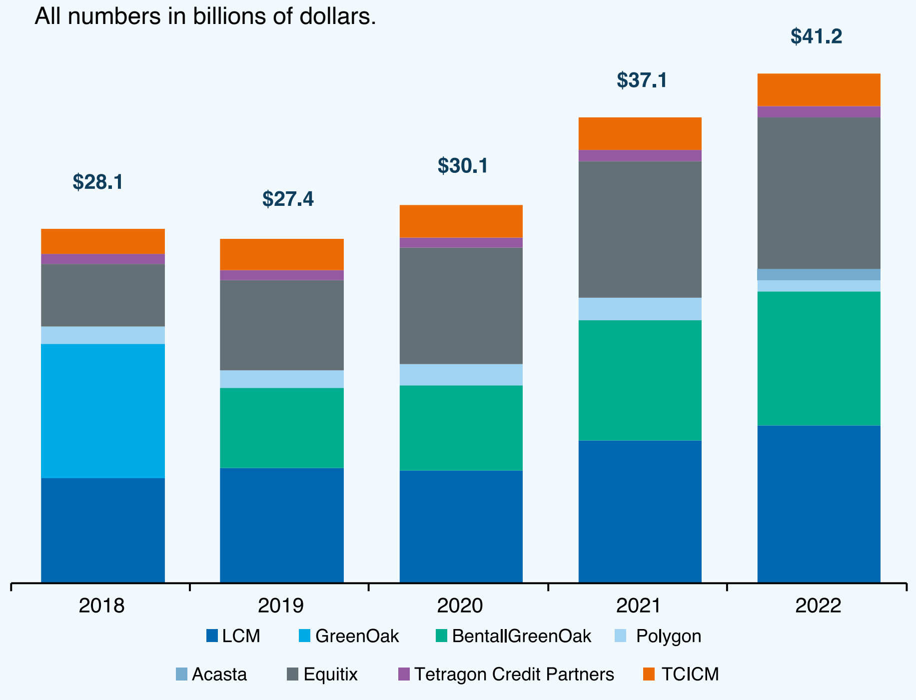



**Figure 17**

## TFG Asset Management AUM at 31 December 2022

This chart depicts the growth of that AUM over the past five years. AUM for TFG Asset Management as of 31 December 2022 totalled $41.2 billion.(1)




Notes

(1) Please see Note 2 on page 63. AUM for BentallGreenOak for 2019-2022 represents Tetragon's *pro rata* share (12.86%) of BentallGreenOak AUM at 31 December of those years, and 100% of the AUM of the GreenOak joint venture for 2018.

**Figure 18**

## TFG Asset Management Pro Forma Statement of Operations[i]

| | 2022 ($M) | 2021 ($M) | 2020 ($M) |
|---|---|---|---|
| Management fee income | 169.4 | 143.4 | 125.8 |
| Performance and success fees[ii] | 48.9 | 59.6 | 81.6 |
| Other fee income | 30.5 | 24.0 | 18.9 |
| Distributions from BentallGreenOak | 19.7 | 21.6 | 18.1 |
| Interest income | 5.4 | 0.5 | 4.1 |
| **Total income** | **273.9** | **249.1** | **248.5** |
| Operating, employee and administrative expenses | (182.8) | (178.3) | (145.8) |
| Non-TFG Asset Management-owned interest | (18.8) | (20.1) | (27.5) |
| **Net income - "EBITDA equivalent"** | **72.3** | **50.7** | **75.2** |

i This table includes the income and expenses attributable to TFG Asset Management's businesses, (with the exception of BentallGreenOak) during that period. During 2021, Equitix repaid all of its shareholder loans and, as a result, TFG Asset Management's rights to distributable income reduced from 85% to 75%. In the table above, 100% of Equitix's income and expenses are reflected, and 25% of Equitix's income and expenses are reversed out through the "Non-TFG Asset Management-owned interest" line, being the proportion not attributable to Tetragon (2020: 15% of Equitix's income and expenses were reversed out through the Non-TFG Asset Management-owned interest line). Similarly, 100% of the income and expenses from Acasta Partners, in which TFG Asset Management has a non-controlling interest, are reflected above with the percentage not owned by TFG Asset Management reversed out through the Non-TFG Asset Management owned interest line. BentallGreenOak EBITDA is not included, but distributions relating to ordinary income and carried interest are included. The EBITDA equivalent is a non-GAAP measure and is designed to reflect the operating performance of the TFG Asset Management businesses rather than is, or what was, reflected in Tetragon's financial statements.

ii The performance and success fees include some realised and unrealised Polygon and Acasta performance fees. These represent the fees calculated by the applicable administrator of the relevant funds, in accordance with the applicable fund constitutional documents, when determining NAV at the reporting date. Similar amounts, if any, from LCM are recognised when received. Tetragon pays full management and performance fees on its investments in the open Polygon and Acasta funds. Success fees also include fees earned by Equitix on successfully completing certain primary projects and delivering de-risked investments into their secondary funds; these are recognised once Equitix is entitled to recover them.

**Overview:** Figure 18 shows a *pro forma* statement of operations that reflects the operating performance of the asset management companies within TFG Asset Management (with the exception of BentallGreenOak). The reported fee income includes some amounts which were earned on capital invested in certain funds by Tetragon. During 2022, this included $12.5 million of management fees (2021: $12.0 million) and $3.1 million of performance and success fees (2021: $5.0 million).

- **EBITDA:** In 2022, TFG Asset Management's EBITDA was $72.3 million, 43% higher than 2021, driven principally by growth in management fee income.
- **Management fee income:** Management fee income continued to grow, increasing by $26.0 million, or 18%, year-on-year.

  Of note, Equitix management fee income increased by $16.5 million, or 22%, as AUM continued to grow. In addition, LCM added $7.1 million following the issuance of new CLOs during the year.
- **Performance and success fees:** Unlike management fee income, performance and success fees can be quite volatile in nature and subject to timing differences. Overall, this category was down $10.7 million due to a combination of decline in primary income earned by Equitix as well as an overall reduction in performance fees.
- **Other fee income:** This category includes two different buckets of fees: (i) income generated by Equitix on management services contracts, which is known as the EMS business and (ii) certain cost recoveries from Tetragon relating to certain seeded funds. EMS continues to be the main driver, and this increased 14% year-on-year.
- **Distributions from BentallGreenOak:** Distributions from BentallGreenOak reflect (i) quarterly fixed distributions, (ii) quarterly variable distributions and (iii) distributions of carried interest. A decrease in the carried interest distributions was the main driver for the decrease in this line item.
- **Operating expenses:** Operating expenses increased by $4.5 million year-on-year, with $15.7 million coming from Equitix as this business added headcount and continued to scale up. This was offset by lower costs on Acasta, tracking the lower performance fee income earned on the funds.

The following pages provide a summary of each of TFG Asset Management's asset management companies and a review of AUM growth and underlying strategies and investment vehicles.

All data in this section is at 31 December 2022, unless otherwise stated. Products/mandates listed are not necessarily open for new investment and are not an offer to sell or a solicitation of an offer to purchase securities in the United States or any other jurisdiction, but to illustrate the TFG Asset Management platform strategy.

# LCM

## A bank loan asset management company

**Strategies: U.S. CLOs**

**Founded: 2001**

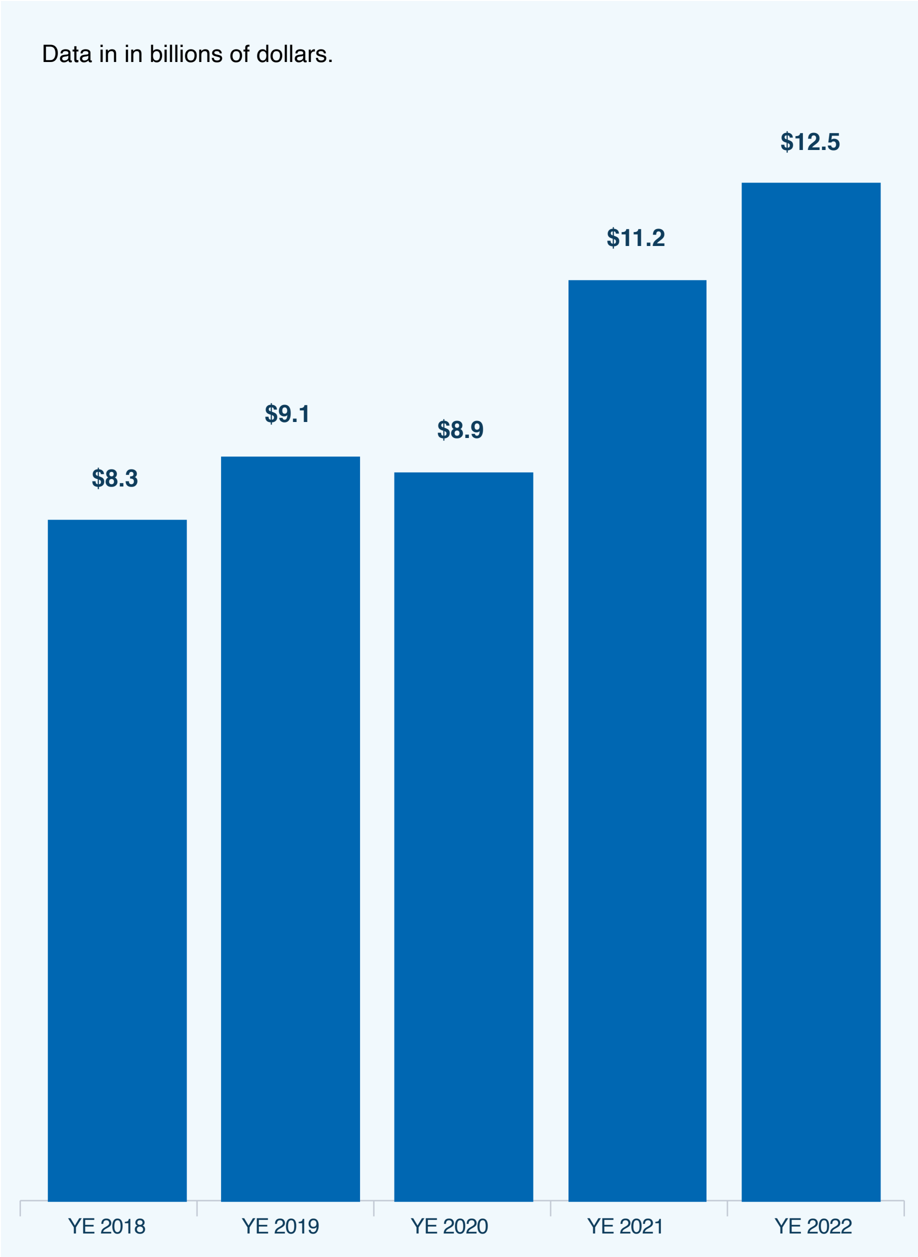
**Description of business:**

- LCM Asset Management is a specialist in below-investment grade U.S. broadly syndicated leveraged loans.
- LCM manages loan assets through Collateralised Loan Obligations (CLOs), which are long-term, multi-year investment vehicles. LCM has a track record of over 20 years in CLO issuance and management and has launched 40 CLOs to date.
- The team combines fundamental credit analysis with expertise in CLO structuring.
- LCM is based in New York.
- TFG Asset Management owns 100% of the business and Tetragon is an investor in LCM products.
- Find out more at www.lcmam.com.

**LCM AUM history[(i)]**

LCM's AUM was $12.5 billion at 31 December 2022.

**Figure 19**




(i) Includes, where relevant, investments from Tetragon, TCI II, TCI III and TCI IV.

BentallGreenOak
Strategic Capital Partners

## A real estate-focused principal investing, lending and advisory firm

**Strategies: Global real estate funds**

**Founded: 2010**

**Description of business:**

- BentallGreenOak is a real estate-focused principal investing, lending and advisory firm.
- BentallGreenOak has $83 billion in Assets Under Management and over 750 clients and partners. They have 28 offices around the world and have 64 million square feet of assets under administration.
- BentallGreenOak was formed in June 2019 upon the merger of TFG Asset Management's GreenOak Real Estate joint venture with Bentall Kennedy, an affiliate of SLC Management, a global institutional asset management arm of Sun Life Financial Inc.
- TFG Asset Management owns approximately 13% of the combined business and Tetragon invests in BentallGreenOak products.
- Further information on BentallGreenOak is available at [www.bentallgreenoak.com](http://www.bentallgreenoak.com) *

**BentallGreenOak AUM history[(i)]**

Tetragon's *pro rata* share (12.86%) of BentallGreenOak's AUM at 31 December 2022 ($82.6 billion) was $10.6 billion.

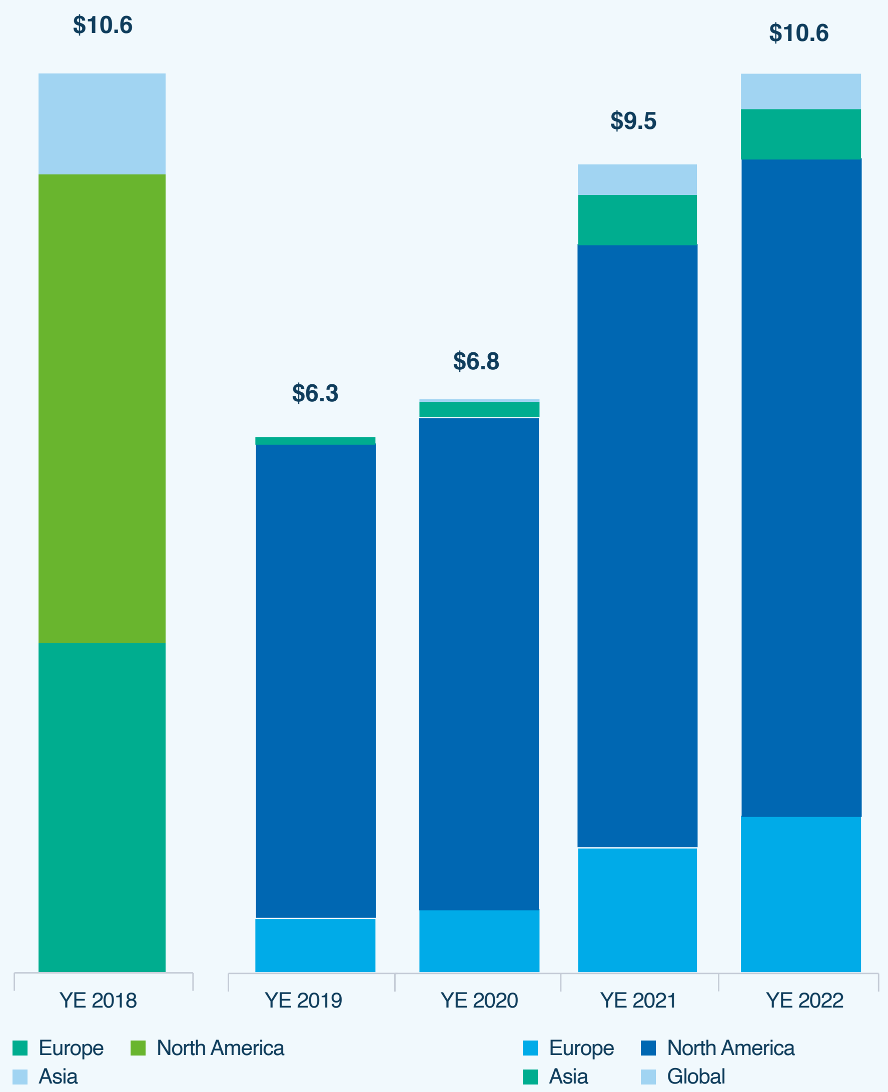
The AUM data for 2018 shows 100% of the historical AUM for the GreenOak joint venture and Tetragon's *pro rata* share of BentallGreenOak AUM for 2019-2022.

(i) Includes investment funds and advisory assets managed by BentallGreenOak.

* Clicking this link takes you to a website owned and operated by BentallGreenOak, a third party. BentallGreenOak's website is not under the control of Tetragon and Tetragon is not responsible for the content of any hyperlink contained.

**Figure 20**

Data in billions of dollars.



POLYGON

## A manager of open-ended hedge fund and private equity vehicles focused on event-driven equity investing

**Strategies: Event-driven equity**

**Founded: 2002**

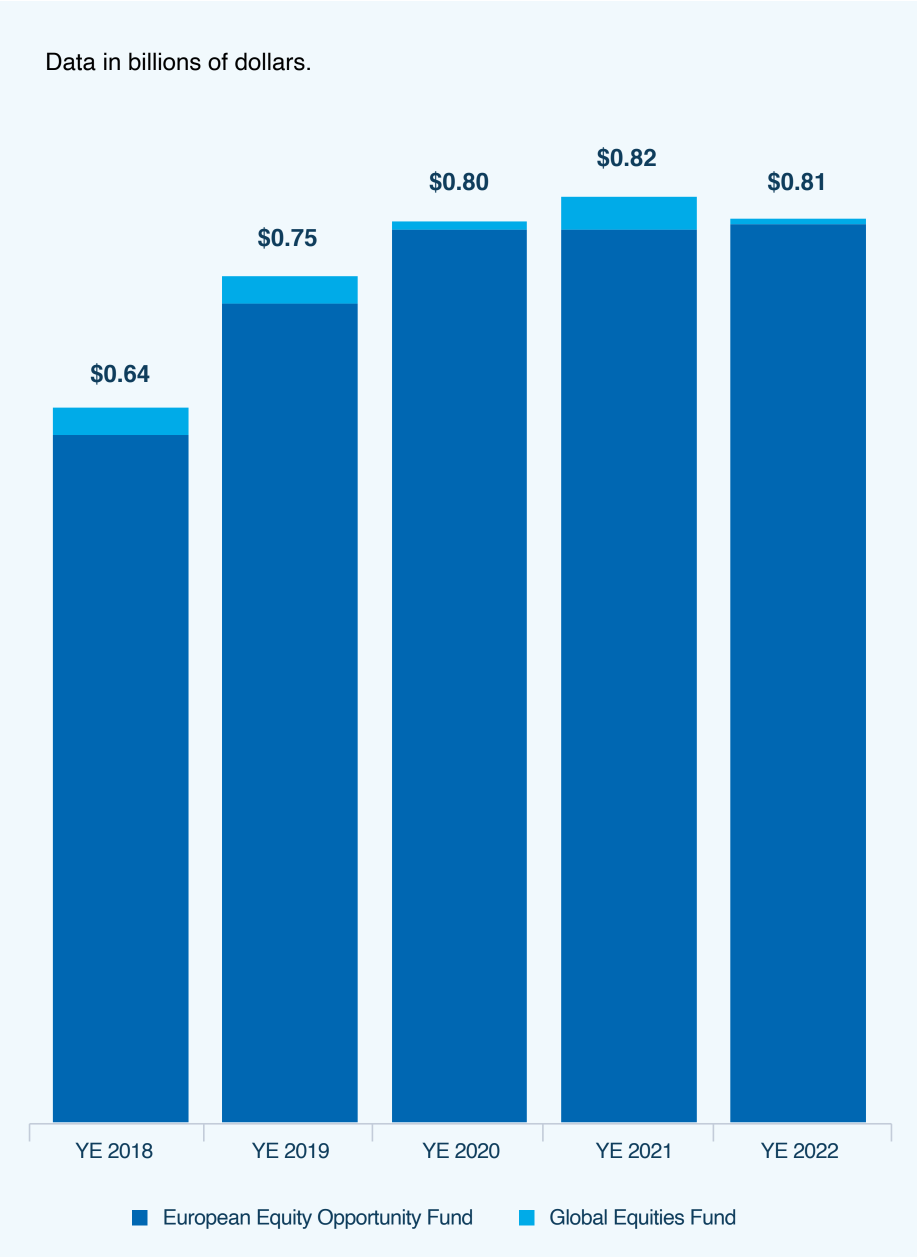
**Description of business:**

- Polygon Global Partners manages open-ended hedge fund and private equity vehicles focused on event-driven equity investing.
- Polygon's European event-driven products focus on a diversified, catalyst-driven and size-constrained approach.
- Polygon has offices in New York and London.
- TFG Asset Management owns 100% of the business and Tetragon invests in the Polygon funds.
- Find out more at www.polygoninv.com.

**Polygon AUM history**(i)

Polygon's AUM was $0.9 billion at 31 December 2022 and $0.8 billion for open products.

**Figure 21**




(i) Includes AUM for Polygon European Equity Opportunity Master Fund and associated managed account and Polygon Global Equities Master Fund, as calculated by the applicable fund administrator at 31 December of each year. Includes, where relevant, investments by Tetragon.

A manager of open-ended hedge fund and managed account vehicles, employing a multi-disciplinary approach

**Strategies: Multi-disciplinary**

**Founded: 2009**

**Description of business:**

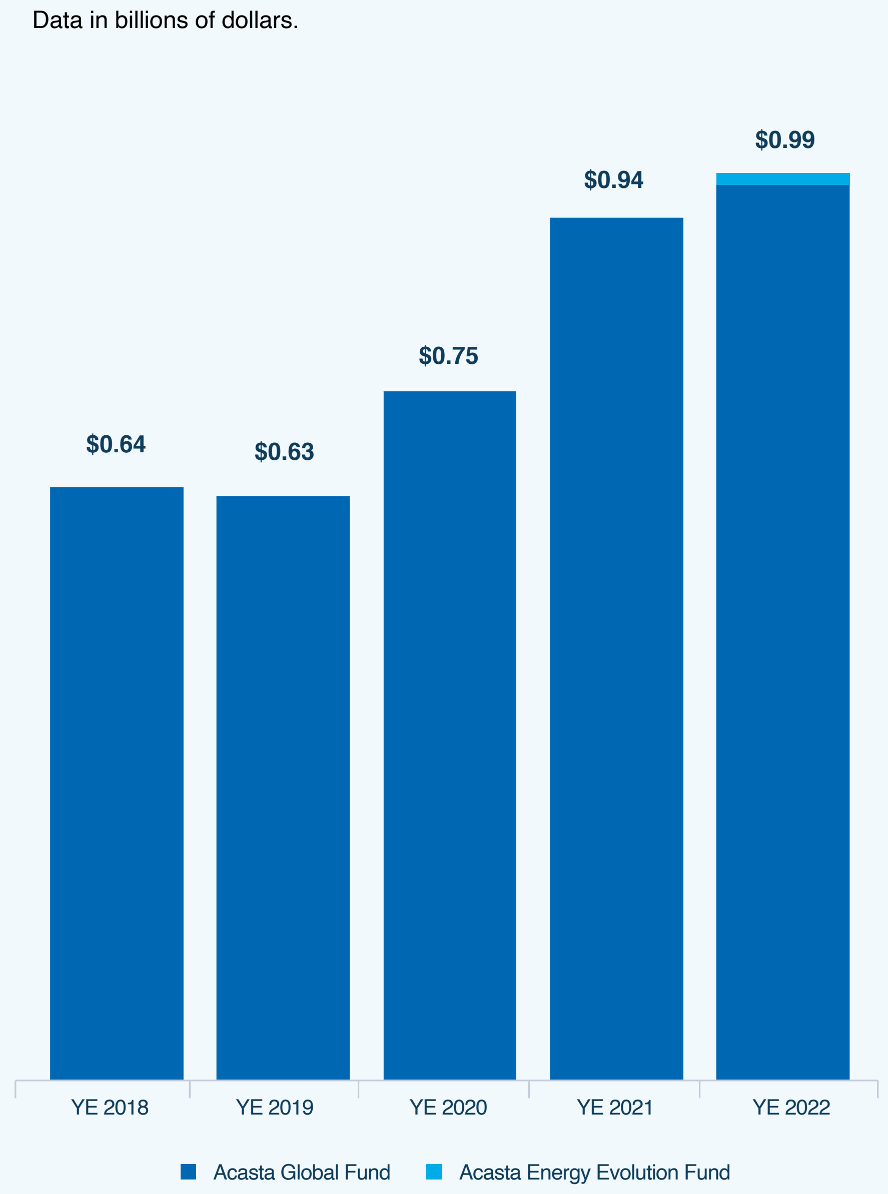
- Acasta Partners is an alternative investment firm that employs a multi-disciplinary approach to investing.
- Acasta Partners' approach includes strategies directed at convertible bonds and volatility linked instruments, metals and mining companies and commodities, as well as fundamental and event-driven opportunities across the credit markets.
- Acasta Partners has offices in New York, London and Florida.
- TFG Asset Management owns a non-controlling interest in the business, and provides infrastructure and other services. Tetragon invests in Acasta funds.
- Find out more at www.acasta.com.

**Acasta AUM history(i)**

Acasta's AUM was $1.0 billion at 31 December 2022.

(i) Includes investments from Tetragon.

**Figure 22**



equitix

## An integrated core infrastructure asset management and primary project platform

**Strategies: Infrastructure funds**

**Founded: 2007**

**Description of business:**

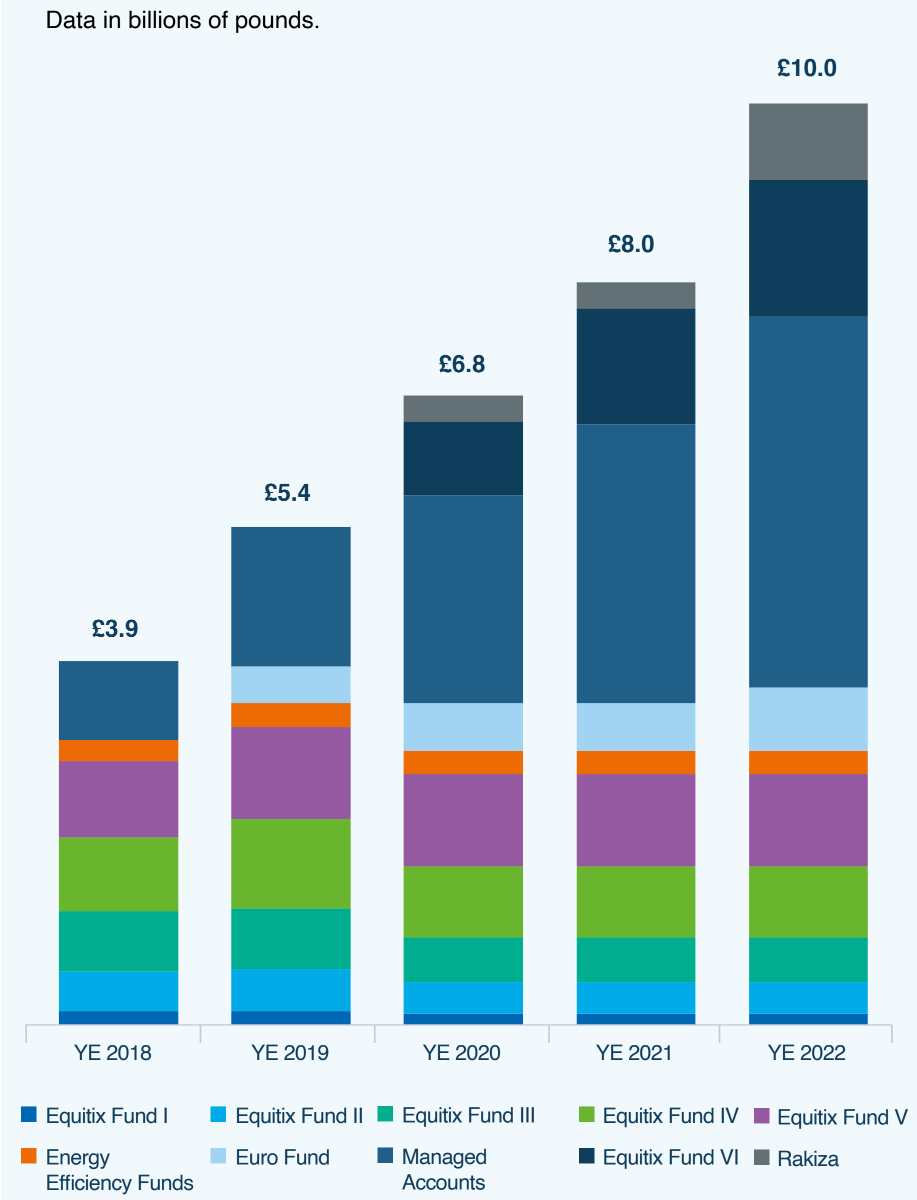
- Equitix is an integrated core infrastructure asset management and primary project platform, with a sector focus on social infrastructure, transport, renewable power, environmental services, network utilities and data infrastructure.
- Equitix has over 360 assets, across 21 countries, including projects in the United Kingdom, Europe, North America, the Middle East and Asia.
- TFG Asset Management owns 75% of the business.
- Find out more at www.equitix.co.uk *

**Equitix AUM history(i)**

Equitix's AUM was £10.0 billion ($12.0 billion)(i) at 31 December 2022.

(i) USD-GBP exchange rate at 31 December 2022.

**Figure 23**




* Clicking this link takes you to a website owned and operated by a third party. Equitix's website is not under the control of Tetragon and Tetragon is not responsible for the content of any hyperlink contained.

TETRAGON CREDIT PARTNERS

## A structured credit investing business

**Strategies: Structured credit**

**Founded: 2015**

**Description of business:**

- Tetragon Credit Partners is a structured credit investing business focused on primary CLO control equity as well as a broader series of offerings across the CLO capital structure.
- Tetragon Credit Partners is one of the largest, longest-tenured CLO equity investors globally, having invested across 119 CLOs and 35 managers since 2005.
- Tetragon Credit Partners is based in New York.
- TFG Asset Management owns 100% of the business, and Tetragon is an investor in Tetragon Credit Partners' products.
- Find out more at www.tetragoncreditpartners.com.

**Tetragon Credit Partners committed capital / AUM history[(i)]**

The sum of total committed capital for Tetragon Credit Partners vehicles was $0.9 billion at 31 December 2022.

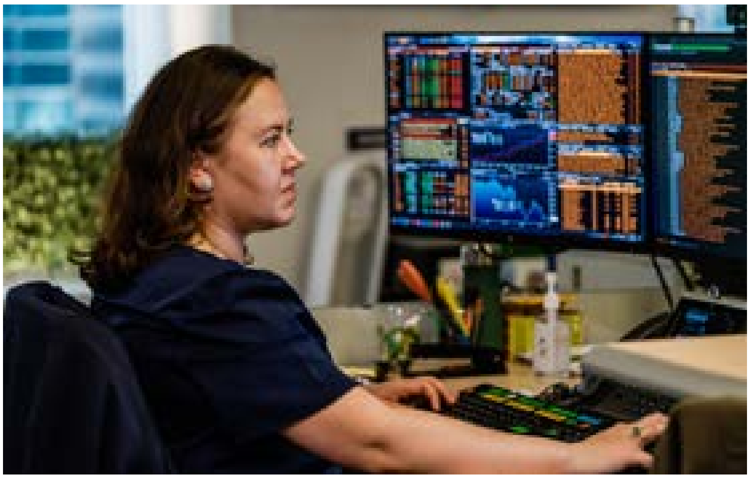
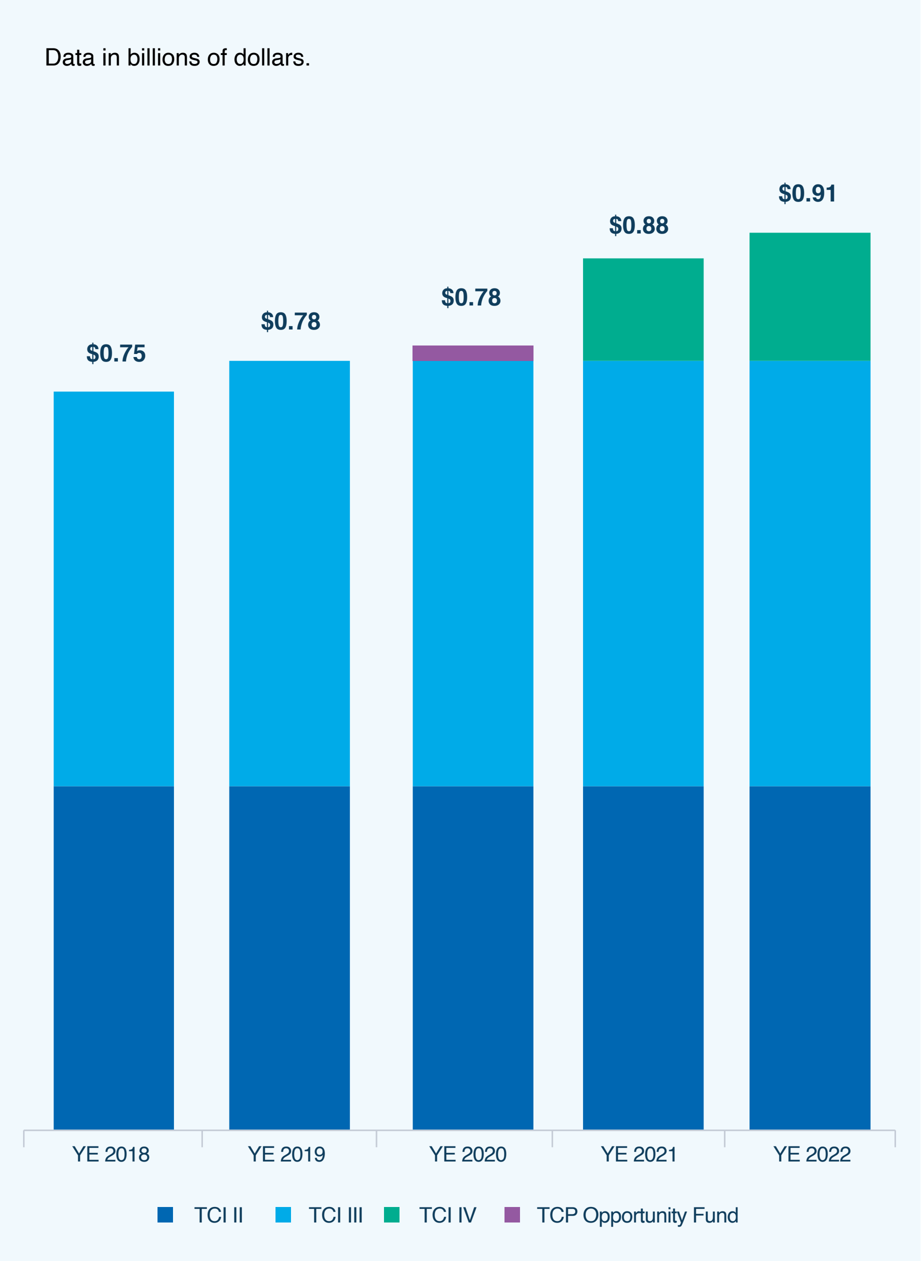


**Figure 24**




(i) Includes investments from Tetragon.

## Hawke's Point provides strategic capital to companies in the mining and resource sectors

**Strategies: Mining finance**

**Founded: 2014**

**Description of business:**

- Hawke's Point is an asset management business that provides strategic capital to companies in the mining and resource sectors.
- The team's investment approach is supported by detailed technical analysis and mineral resource modelling, coupled with financial modelling based on first-principles-bottom-up analysis.
- Hawke's Point's investments currently include a series of gold and battery metal assets in North America and Australia.
- Hawke's Point has offices in London and New York.
- TFG Asset Management owns 100% of the business and Tetragon is an investor in Hawke's Point funds.
- Hawke's Point's AUM was $66 million at 31 December 2022.
- Find out more at www.hawkespointcapital.com.

## A private equity firm focused on non-control equity investments

**Strategies: Private equity**

**Founded: 2019**

**Description of business:**

- Banyan Square Partners is a private equity firm focused on non-control equity investments, as well as opportunistic investments in public equity and credit instruments.
- Banyan Square Partners primarily invests in enterprise software and technology companies.
- Banyan Square Partners is based in New York.
- TFG Asset Management owns 100% of the business, and Tetragon invests in Banyan Square products.
- Banyan Square Partners' AUM was $130 million at 31 December 2022.
- Find out more at www.banyansq.com.

## A global asset management business focused on credit-oriented legal assets investments.

**Strategies: Legal assets**

**Founded: 2020**

**Description of business**

- Contingency Capital is a multi-product global asset management business that sponsors and manages investment funds focused on credit-oriented legal assets.
- Contingency Capital invests in a broad spectrum of legal assets including loans to law firms, portfolios of litigation, and distressed special situations investments where the primary driver is related to a legal, tax or regulatory process.
- Contingency Capital is based in New York.
- TFG Asset Management owns a non-controlling interest in this business as well as providing infrastructure services. Tetragon invests in Contingency Capital products.
- Contingency Capital's AUM was $658 million at 31 December 2022.
- Find out more at www.contingencycapital.com.

# Our Values and Culture

## Our Values

### Rigour

We are analytical. We do our own research and highly value expertise within our team. We are exacting in our processes and thoughtful in the decisions we make. We learn and evolve from our experiences.

### Partnership

We collaborate to generate and improve ideas. We empower colleagues to challenge assumptions. We are non-hierarchical. Senior leaders are approachable and accessible to the team. We respect, support and learn from each other.

### Ambition

We are forward looking, ambitious and look for people with drive. We embrace new challenges and ways of thinking. We work towards common goals, trusting our people to take ownership and responsibility.

## Our Culture

Building an inclusive workplace that welcomes people of all races, ethnicities, cultures, sexual orientations, genders and class backgrounds, is important to our success. So, when we build our teams, we look for diversity of experience. Combined with intellectual curiosity, we believe this creates diversity of thought, superior analysis and a stimulating environment in which to work and learn.

We strive to ensure that our colleagues and partners feel comfortable, valued and included. By empowering them with responsibility. By being open to questions and ideas from anywhere. This accessibility and mutual respect for each other's experiences and perspectives helps us to work dynamically and collaboratively. It is how we unlock innovation and drive growth.

We are committed to conducting our businesses in accordance with the highest legal and ethical standards, in furtherance of the interests of our clients and in a manner that is consistent with all applicable laws, rules and regulations.

> "Building an inclusive workplace that welcomes people of all races, ethnicities, cultures, sexual orientations, genders and class backgrounds is important to our success."

“To be successful you don’t just need to attract super-smart, hard-working people – you need them to stay. That’s why creating a collegial and respectful culture is so important. We want people to feel empowered to put forward ideas – and supported to produce those ideas in the first place.”

**Reade Griffith**
Tetragon Co-Founder and Chief Investment Officer

# Risk factors

## Principal risks

The principal risks facing Tetragon as a listed investment company are both financial and operational in nature, and ultimately relate to both Tetragon's issued and outstanding non-voting shares as well as its investment portfolio.

The financial risks inherent in its portfolio are primarily market-related or are otherwise relevant to particular asset classes. Operational risks include those related to Tetragon's organisational structure, investment manager, legal and regulatory environment, taxation, financing and other areas where internal or external factors could result in financial or reputational loss.

The risks and uncertainties discussed below are those that Tetragon believes are material, but these risks and uncertainties are not the only ones that the company faces. Additional risks and uncertainties that the company does not presently know about or that it currently believes are immaterial may also adversely impact the company's business, financial condition, results of operations, the value of its assets or the value of an investment in Tetragon's shares. If any of the following risks actually occur, the company's business, financial condition, results of operations, the value of its assets and the value of your investment would likely suffer.

# Financial risks

**Risks relating to investing in Tetragon's shares**

The market price of Tetragon's non-voting shares fluctuates significantly and may bear no correlation to Tetragon's NAV, and holders may not be able to resell their Tetragon shares at or above the price at which these were purchased. In addition to portfolio-level and operational risks highlighted below, factors that may cause the price of Tetragon's shares to vary include:

- Changes in Tetragon's financial performance and prospects or in the financial performance and prospects of companies engaged in businesses that are similar to Tetragon's business.
- Changes in the underlying values of Tetragon's investments.
- Illiquidity in the market for Tetragon shares, including due to the liquidity of the Euronext Amsterdam exchange and the Specialist Fund Segment of the Main Market of the London Stock Exchange.
- Speculation in the press or investment community regarding Tetragon's business or investments, or factors or events that may directly or indirectly affect its business or investments.
- A loss of a major funding source. If Tetragon breaches the covenants under its financing agreements it could be forced to sell assets at prices less than fair value.
- A further issuance of shares or repurchase of shares by Tetragon.
- Dividends declared by Tetragon.
- Broad market fluctuations in securities markets that in general have experienced extreme volatility often unrelated to the operating performance or underlying asset value of particular companies or partnerships.
- General economic trends and other external factors.
- Sales of Tetragon shares by other shareholders.
- The ability to invest in Tetragon shares or to transfer any shares may be limited by restrictions imposed by ERISA regulations and Tetragon's articles of incorporation.

# Risks relating to Tetragon's investment portfolio

Tetragon's investment portfolio is comprised of a broad range of assets, including public and private equities and credit (including distressed securities and structured credit), convertible bonds, real estate, venture capital, infrastructure, bank loans, legal assets and TFG Asset Management, a diversified alternative asset management business. As a general matter, the portfolio is exposed to the risk that the fair value of these investments will fluctuate.

**Risks relating to TFG Asset Management**

- The asset management business is intensely competitive.
- The performance of TFG Asset Management may be negatively influenced by various factors, including the performance of managed funds and vehicles and its ability to raise capital from third-party clients.
- TFG Asset Management is highly dependent on its investment professionals for the management of its investment funds and vehicles and on other employees for management, oversight and supervision of its asset management businesses. If and when such persons cease to participate in the management of TFG Asset Management or its investment funds and vehicles, the consequence could be material and adverse.
- Certain of TFG Asset Management's businesses have a limited or no operating history.
- The asset management business is subject to extensive regulation.
- Misconduct of TFG Asset Management employees or at the companies in which TFG Asset Management has invested could harm TFG Asset Management by impairing its ability to attract and retain clients and subjecting it to significant legal liability and reputational harm.
- Failure by TFG Asset Management to deal appropriately with conflicts of interest in its investment business could damage its reputation and adversely affect its businesses.
- Tetragon's investment in TFG Asset Management is illiquid.

**Risks relating to other Tetragon portfolio investments**

Tetragon otherwise currently invests or expects to invest its capital, directly and indirectly, in:

- bank loans, generally through subordinated, residual tranches of CLOs;
- real estate, generally through private equity-style funds managed by BentallGreenOak;
- public and private equity securities, particularly in event-driven strategies, generally through the Polygon European Equity Opportunity Fund;
- convertible securities, mainly in the form of debt securities that can be exchanged for equity interests, including through the Acasta Global Fund;
- credit securities (including distressed securities and structured credit), including through Tetragon Credit Partners;
- private equity and venture capital through direct investments and fund investments, including through Banyan Square Partners;
- infrastructure projects through Equitix Holdings Limited;
- legal assets including through Contingency Capital; and
- mining industry-related equity securities and instruments, including through Hawke's Point.

These portfolio investments are subject to various risks, many of which are beyond Tetragon's control, including:

- These securities are susceptible to losses of up to 100% of the initial investments.
- The performance of these investments may significantly depend upon the performance of the asset manager of funds or products in which Tetragon invests.
- Tetragon may be exposed to counterparty risk.
- The fair value of investments, including illiquid investments, may prove to be inaccurate and require adjustment.
- Adverse changes in international, national or local economic and other conditions could negatively affect investments.
- Tetragon is subject to concentration and geographic risk in its investment portfolio.
- Tetragon's investments are subject to interest rate risk, which could cause its cash flow, the fair value of its investments and its operating results to decrease.
- Tetragon's investments are subject to currency risks, which could cause the value of its investments in U.S. dollars to decrease regardless of the inherent value of the underlying investments.
- The utilisation of hedging and risk management transactions may not be successful, which could subject Tetragon's investment portfolio to increased risk or lower returns on its investments and in turn cause a decrease in the fair value of its assets.
- Tetragon engages in over-the-counter trading, which has inherent risks of illiquid markets, wide bid/ask spreads and market disruption.
- Leverage and financing risk and the use of options, futures, short sales, swaps, forwards and other derivative instruments potentially magnify losses in equity investments.
- Market illiquidity could negatively affect these investments.
- These investments may be subject to medium- and long-term commitments with restrictions on redemptions or returns of capital

## Operational risks

**Risks relating to organisational structure**

Tetragon has approved a very broad investment objective and the investment manager has substantial discretion when making investment decisions. In addition, the investment manager's strategies may not achieve Tetragon's investment objective.

Tetragon's listed shares do not carry any voting rights other than limited voting rights in respect of variation of their class rights. Tetragon's voting shares are owned by Polygon Credit Holdings II Limited which is a non-U.S. affiliate of Tetragon's investment manager and is ultimately controlled by Reade Griffith and Paddy Dear, who also majority own the investment manager. Pursuant to an agreement between Reade Griffith and Paddy Dear, Reade Griffith is the controller of Tetragon's voting shares and the investment manager. Tetragon's voting shares control the composition of the Board of Directors and exercise extensive influence over Tetragon's business and affairs.

Under Tetragon's articles of incorporation, a majority of its directors are required to be independent (Independent Directors), satisfying in all material respects the UK Corporate Governance Code definition of that term. However, because the Board of Directors may generally take action only with the approval of five of its directors, the Board of Directors generally are not able to act without the approval of both directors who are affiliated with the holder of Tetragon's voting shares. The holder of the voting shares has the right to amend Tetragon's articles of incorporation to change these provisions regarding Independent Directors and to remove a Director from office for any reason. As a result of these provisions, the Independent Directors are limited in their ability to exercise influence over Tetragon's business and affairs.

Tetragon's organisational, ownership and investment structure creates significant conflicts of interest that may be resolved in a manner which is not always in the best interests of Tetragon or its shareholders.

Tetragon's directors and its administrator may have conflicts of interest in the course of their duties.

Tetragon's ability to pay its expenses and dividends will depend on its earnings, financial condition, fair value of its assets and such other factors that may be relevant from time to time, including limitations under the Companies (Guernsey) Law, 2008, as amended.

## Risks relating to Tetragon's investment manager

Tetragon's success depends on its continued relationship with its investment manager and its principals. If this relationship were to end or the principals or other key professionals were to depart, it could have a material adverse effect on Tetragon's business, investments and results of operations.

Tetragon is reliant on the skill and judgment of its investment manager in valuing and determining an appropriate purchase price for its investments. Any determinations of value that differ materially from the values Tetragon realises at the maturity of the investments or upon their disposal will likely have a negative impact on Tetragon and its share price.

Tetragon's arrangements with its investment manager were negotiated in the context of an affiliated relationship and may contain terms that are less favourable than those which otherwise might have been obtained from unrelated parties in an arm's-length negotiation.

The holders of Tetragon's listed shares will not be able to terminate its Investment Management Agreement with the investment manager, and the Investment Management Agreement may only be terminated by Tetragon in limited circumstances.

The liability of Tetragon's investment manager is limited under Tetragon's arrangements with it, and Tetragon has agreed to indemnify the investment manager against claims that it may face in connection with such arrangements, which may lead the investment manager to assume greater risks when making investment-related decisions than it otherwise would if investments were being made solely for its own account.

The investment manager does not owe fiduciary duties to Tetragon shareholders. However, these contractual limitations do not constitute a waiver of any obligations that the investment manager has under applicable law, including the U.S. Investment Advisers Act of 1940 and related rules.

The investment manager may devote time and commitment to other activities.

The fees payable to the investment manager are based on changes in Tetragon's NAV, which will not necessarily correlate to changes in the market value of its listed shares.

Tetragon's compensation structure with its investment manager may encourage the investment manager to invest in high-risk investments. The management fee payable to the investment manager also creates an incentive for it to make investments and take other actions that increase or maintain Tetragon's NAV over the near term even though other investments or actions may be more favourable.

The compensation of the investment manager's personnel contains significant performance-related elements, and poor performance by Tetragon or any other entity for which the investment manager provides services may make it difficult for Tetragon's investment manager to retain staff.

Tetragon's investment manager relies on two entities that are part of TFG Asset Management for a broad range of services to support its activities. The services include (i) infrastructure services such as operations, financial control, trading, marketing and investor relations, legal, compliance, office administration, payroll and employee benefits and (ii) services relating to the dealing in and management of investments, arrangement of deals and advising on investments. TFG Asset Management has implemented a cost-allocation methodology with the objective of allocating service-related costs, including to Tetragon's investment manager, in a consistent, fair, transparent and commercially based manner. TFG Asset Management then charges fees to Tetragon's investment manager for the services allocated to it on a cost-recovery basis that is designed to achieve full recovery of the allocated costs. Tetragon's Independent Directors, who are specifically mandated to approve, among other things, related-party transactions, are required to approve the methodology for allocating costs and in their sole discretion the application of that methodology as part of their oversight processes. As such, the annual cost allocation methodology update and the actual annual cost allocations that result based on these cost methodology policies and procedures are separately approved by the Independent Directors.

There are conflicts of interest created by contemporaneous trading by Tetragon's investment manager and investment managers that are part of TFG Asset Management.

## Risks relating to Tetragon's legal environment and regulation

Changes in laws or regulations or accounting standards, or a failure to comply with any laws and regulations or accounting standards, may adversely affect Tetragon's business, investments and results of operations.

Tetragon has and may become involved in litigation that may adversely affect Tetragon's business, investments and results of operations.

No formal corporate governance code applies to Tetragon under Dutch law and Tetragon reports against the AIC Corporate Governance Guide for Investment Companies (which incorporates the UK Corporate Governance Code) on a voluntary basis only.

The rights of the non-voting shareholders and the fiduciary duties owed by the Board of Directors to Tetragon will be governed by Guernsey law and its articles of incorporation and may differ from the rights and duties owed to companies under the laws of other countries.

Tetragon's shares are subject to restrictions on transfers to certain shareholders located in the United States or who are U.S. persons, which may impact the price and liquidity of the shares.

Tetragon's shares are not intended for European retail investors. Tetragon anticipates that its typical investors will be institutional and professional investors who wish to invest for the long term in a predominantly income-producing investment and who have experience in investing in financial markets and collective investment undertakings and are capable themselves of evaluating the merits and risks of Tetragon shares and who have sufficient resources both to invest in potentially illiquid securities and to be able to bear any losses (which may equal the whole amount invested) that may result from the investment.

Tetragon is not, and does not intend to become, regulated as an investment company under the U.S. Investment Company Act of 1940 and related rules.

## Risks relating to taxation

United States investors may suffer adverse tax consequences because Tetragon is treated as a passive foreign investment company (PFIC) for U.S. federal income tax purposes.

Changes to tax treatment of derivative instruments may adversely affect Tetragon and certain tax positions it may take may be successfully challenged.

Investors may suffer adverse tax consequences if Tetragon is treated as resident in the United Kingdom or the United States for tax purposes.

## Coronavirus and public health emergency risks

In 2020, there was an outbreak of a novel and highly contagious form of coronavirus, or COVID-19, which the World Health Organization declared to constitute a "Public Health Emergency of International Concern". The outbreak of COVID-19 resulted in numerous deaths, adversely impacted global commercial activity and contributed to significant volatility in many equity and debt markets globally. Many governments and businesses reacted by instituting quarantines and other social distancing measures, prohibitions on travel (including on the movement of people and goods between countries), material monetary and/or fiscal policy changes, and the closure of offices, businesses, schools, retail stores and other public venues. Such measures, as well as the general uncertainty surrounding the dangers and impact of COVID-19, have created significant disruption in supply chains and economic activity and have had a particularly adverse impact on transportation, hospitality, tourism, entertainment and other industries.

Any public health emergency, including any outbreak of COVID-19, SARS, H1N1/09 flu, avian flu, other coronavirus, Ebola or other existing or new epidemic diseases, or the threat thereof, could have a significant adverse impact on Tetragon and could adversely affect its ability to fulfil its investment objectives. The spread of COVID-19 creates a variety of potential risks. The magnitude and duration of these risks cannot be predicted at this time.

The extent of the impact of any public health emergency on Tetragon's investments' operational and financial performance will depend on many factors, including the duration and scope of such public health emergency, the extent of any related travel advisories and restrictions implemented, the impact of such public health emergency on overall supply and demand (consumer and industrial), goods and services, investor liquidity, consumer confidence and levels of economic activity and the extent of its disruption to important global, regional and local supply chains and economic markets, disruptions to shipping and other transportation, all of which are highly uncertain and cannot be predicted. The effects of a public health emergency may materially and adversely impact the value and performance of Tetragon's investments, Tetragon's ability to source, manage and divest investments and its ability to achieve its investment objectives, all of which could result in significant losses to Tetragon. In addition, the operations of Tetragon's investments may be significantly impacted, or even temporarily or permanently halted, as a result of government quarantine measures, voluntary and precautionary restrictions on travel or meetings and other factors related to a public health emergency, including operational disruptions and its potential adverse impact on the health of any such entity's personnel and reduced efficiency due to illness of a portion of the workforce or the need to work remotely. Tetragon's key vendors and service providers, such as providers of outsourced accounting services, consultants and external counsel, are also subject to these risks.

## Risks resulting from the United Kingdom's exit from the European Union

The United Kingdom withdrew from the European Union on 31 January 2020. This is referred to as Brexit. In connection with Brexit, the United Kingdom and the European Union agreed the Trade and Cooperation Agreement, or TCA, that governs the future trading relationship between the United Kingdom and the European Union in specified areas. The TCA took effect from 1 January 2021 following a transition period that commenced immediately following the Brexit date.

The United Kingdom is no longer in the European Union customs union and is outside of the European Union single market. As a result, logistical disruption is expected whilst the United Kingdom and European Union implement the new relationship under the TCA. Notably, the TCA does not include a EU-wide cooperation arrangement for financial services, with U.K. firms instead having to negotiate individual European Union member state regulations and cooperation/recognition arrangements. The initial timeframe set to agree a financial services cooperation framework may be subject to extension and a cooperation agreement on financial services is not guaranteed. The uncertainty surrounding the implementation of the TCA and the outcome of ongoing negotiations may have economic, tax, fiscal, legal, regulatory and other implications for the asset management industry, the broader European and global financial markets generally and for Tetragon. This uncertainty is likely to continue to impact the global economic climate and may impact opportunities, pricing, availability and cost of bank financing, regulation, values or exit opportunities of companies or assets based, doing business, or having service or other significant relationships in, the United Kingdom or the European Union, including companies or assets held or considered for prospective investment by Tetragon.

The future application of EU-based legislation and/or taxation to the private fund industry in the United Kingdom will depend, among other things, on how the United Kingdom negotiates its relationship with the European Union as regards financial services. There can be no assurance that any negotiated laws, taxation and/or regulations will not have an adverse impact on Tetragon and its investments. The ongoing effects of Brexit may result in significant market dislocation, heightened counterparty risk, an adverse effect on the management of market risk and, in particular, asset and liability management (due in part to redenomination of financial assets and liabilities), an adverse effect on Tetragon and increased legal, regulatory or compliance burden on Tetragon, each of which may have a negative impact on the operations, financial condition, returns or prospects of Tetragon.

Whilst the most immediate impacts of Brexit on corporate transactions will likely be related to changes in market conditions, the development of new regulatory regimes and parallel competition law enforcement may have an adverse impact on transactions, particularly those occurring in, or impacted by conditions in, the United Kingdom and the European Union.

## Risks Relating to the Conflict in the Ukraine

On February 24, 2021, the Russian military commenced a full-scale invasion of Russia's forces into Ukraine and the conflict is currently ongoing. In response, the United States, United Kingdom, the European Union and other countries imposed sanctions designed to target the Russian financial system. Further sanctions may be forthcoming, and the United States and allied countries have announced they are committed to taking steps to prevent certain Russian banks from accessing international payment systems. Russia's invasion of Ukraine, the resulting displacement of persons both within Ukraine and to neighbouring countries and the increasing international sanctions could have a negative impact on the economy and business activity globally and therefore could adversely affect the performance of Tetragon's investments. Furthermore, given the ongoing and evolving nature of the conflict between the two nations and its ongoing escalation (such as Russia's decision to place its nuclear forces on high alert and the possibility of significant cyberwarfare against military and civilian targets globally), it is difficult to predict the conflict's ultimate impact on global economic and market conditions, and, as a result, the situation presents material uncertainty and risk with respect to Tetragon and the performance of its investments and operations, and the ability of Tetragon to achieve its investment objective.

# Share repurchases and distributions

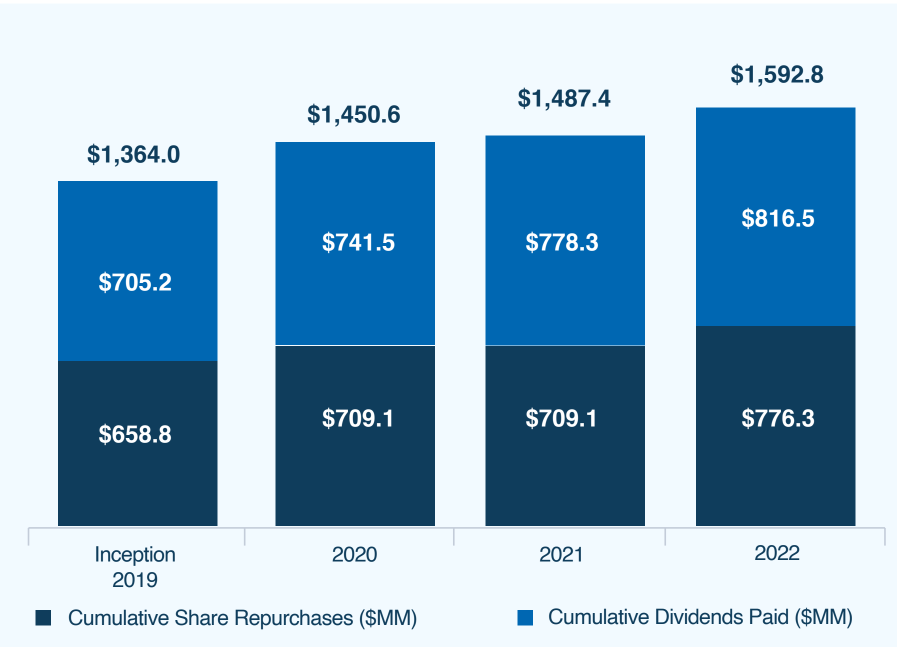
**Figure 25**

## Share repurchase and dividends history ($ millions)

| Year | Amount Repurchased | Cumulative Amount Repurchased | Dividends | Cumulative dividends |
|---|---|---|---|---|
| 2007 | $2.2 | $2.2 | $56.5 | $56.5 |
| 2008 | $12.4 | $14.5 | $60.4 | $117.0 |
| 2009 | $6.6 | $21.2 | $18.8 | $135.7 |
| 2010 | $25.5 | $46.7 | $37.5 | $173.3 |
| 2011 | $35.2 | $81.9 | $46.4 | $219.6 |
| 2012 | $175.6 | $257.5 | $51.5 | $271.1 |
| 2013 | $16.1 | $273.6 | $55.5 | $326.6 |
| 2014 | $50.9 | $324.5 | $58.7 | $385.3 |
| 2015 | $60.9 | $385.4 | $63.3 | $448.6 |
| 2016 | $157.8 | $543.2 | $61.0 | $509.6 |
| 2017 | $65.4 | $608.6 | $64.0 | $573.6 |
| 2018 | - | $608.6 | $65.1 | $638.7 |
| 2019 | $50.3 | $658.8 | $66.5 | $705.2 |
| 2020 | $50.3 | $709.1 | $36.4 | $741.5 |
| 2021 | - | $709.1 | $36.8 | $778.3 |
| **2022** | **$67.1** | **$776.3** | **$38.2** | **$816.5** |
| **TOTAL** | **$776.3** | | **$816.5** | |

**Figure 26**

The below graph shows cumulative historical share repurchases and dividends distributed by Tetragon from inception to 31 December 2022 in millions of U.S. dollars.(i)




Notes

i Tetragon seeks to return value to its shareholders, including through dividends and share repurchases. Decisions with respect to declaration of dividends and share repurchases may be informed by a variety of considerations, including (i) the expected sustainability of the company's cash generation capacity in the short and medium term, (ii) the current and anticipated performance of the company, (iii) the current and anticipated operating and economic environment, (iv) other potential uses of cash ranging from preservation of the company's investments and financial position to other investment opportunities and (v) Tetragon's share price. Cumulative dividends paid includes the cash and stock dividends paid to shareholders, but excludes dividends declared on shares held in escrow.

# Share reconciliation and shareholdings

**Figure 27**

## IFRS to fully diluted shares reconciliation

| | Shares at 31 December 2022 (millions) |
|---|---|
| **Legal Shares Issued and Outstanding** | **139.7** |
| Less: Shares Held in Treasury | 43.8 |
| Less: Total Escrow Shares[1.i] | 10.3 |
| **IFRS Shares Outstanding** | **85.6** |
| Add: Dilution for equity-based awards[1.ii] | 7.3 |
| **Fully Diluted Shares Outstanding** | **92.9** |

## Shareholdings

Persons affiliated with Tetragon maintain significant interests in Tetragon shares. For example, as of 31 December 2022, the following persons own (directly or indirectly) interests in shares in Tetragon in the amounts set forth below:

**Figure 28**

| Individual | Share at 31 December 2022 (millions) |
|---|---|
| Mr. Reade Griffith[2.i] | 18,491,292 |
| Mr. Paddy Dear | 5,445,046 |
| Mr. David O'Leary | 51,458 |
| Mr. Steven Hart | 28,070 |
| Mr. Deron Haley | 28,070 |
| Other Tetragon/Polygon Employees | 7,644,946 |
| Equity-based awards[2.ii] | 3,500,114 |

Notes

1 (i) The Total Escrow Shares of 10.3 million consists of shares held in separate escrow accounts in relation to certain equity-based compensation.

(ii) Dilution in relation to equity-based awards by TFG Asset Management for certain senior employees as well as equity-based awards by Tetragon to its independent Directors. At the reporting date, this was 7.3 million. The basis and pace of recognition is expected to match the rate at which service is being provided to TFG Asset Management or Tetragon in relation to these shares. Please see "Equity-based employee compensation plans" on page 90 for more details. Certain of these persons may from time to time enter into purchases or sales trading plans (each a, "Fixed Trading Plan") providing for the sale of Vested Shares or the purchase of Tetragon shares in the market, or may otherwise sell their Vested Shares or purchase Tetragon shares, subject to applicable compliance policies. Applicable brokerage firms may be authorised to purchase or sell Tetragon shares under the relevant Fixed Trading Plan pursuant to certain irrevocable instructions. Each Fixed Trading Plan is intended to comply with Rule 10b5-1 under the United States Securities Exchange Act of 1934, as amended. Each Fixed Trading Plan has been or will be approved by Tetragon in accordance with its applicable compliance policies.

Rule 10b5-1 provides a "safe harbor" that is designed to permit individuals to establish a pre-arranged plan to buy or sell company stock if, at the time such plan is adopted, the individuals are not in possession of material, non-public information.

2. (i) Includes approximately 2.5 million incentive shares held in escrow with respect to Mr. Griffith's employment agreement vesting in July 2024 that are not subject to performance criteria per se. The remaining incentive shares covered by Mr. Griffith's employment agreement are subject to agreed-upon investment performance criteria and are excluded from this figure. Please see page 90 for further details.

(ii) Equity-based awards are intended to give certain senior employees of TFG Asset Management long-term exposure to Tetragon stock (with vesting subject to forfeiture and certain restrictions). Where shares have vested but not yet been released, they have been removed from this line and included in shares owned by "Other Tetragon/TFG Asset Management Employees". Please see page 90 for further details.

# Additional CLO Portfolio Statistics

**Figure 29**

## Tetragon's CLO portfolio details as of 31 December 2022

| Transaction[i] | Status[ii] | Primary or Secondary Investment[iii] | Original Invest. Cost ($M) | Deal Closing date | Year of maturity | End of Reinv Period |
|---|---|---|---|---|---|---|
| Transaction 83 | Outstanding | Primary | 20.8 | 2013 | 2029 | 2021 |
| Transaction 84 | Outstanding | Primary | 24.6 | 2013 | 2027 | 2021 |
| Transaction 85 | Outstanding | Primary | 1.0 | 2013 | 2031 | 2023 |
| Transaction 88 | Outstanding | Primary | 30.1 | 2014 | 2030 | 2022 |
| Transaction 89 | Outstanding | Primary | 33.6 | 2014 | 2031 | 2023 |
| Transaction 90 | Outstanding | Primary | 20.7 | 2014 | 2031 | 2023 |
| Transaction 91 | Outstanding | Primary | 27.8 | 2015 | 2031 | 2023 |
| Transaction 92 | Outstanding | Primary | 34.6 | 2015 | 2027 | 2020 |
| Transaction 93 | Outstanding | Secondary | 6.1 | 2016 | 2031 | 2023 |
| Transaction 94 | Outstanding | Secondary | 6.6 | 2016 | 2031 | 2023 |
| Transaction 95 | Outstanding | Primary | 2.6 | 2016 | 2029 | 2022 |
| Transaction 96 | Outstanding | Secondary | 2.7 | 2017 | 2030 | 2022 |
| Transaction 97 | Outstanding | Primary | 9.9 | 2017 | 2030 | 2022 |
| Transaction 98 | Outstanding | Primary | 33.2 | 2017 | 2030 | 2022 |
| Transaction 99 | Outstanding | Primary | 8.3 | 2017 | 2030 | 2022 |
| Transaction 100 | Outstanding | Primary | 2.6 | 2018 | 2031 | 2023 |
| Transaction 101 | Outstanding | Primary | 0.2 | 2018 | 2031 | 2023 |
| Transaction 102 | Outstanding | Primary | 5.0 | 2018 | 2031 | 2023 |
| Transaction 103 | Outstanding | Primary | 5.6 | 2018 | 2031 | 2023 |
| Transaction 104 | Outstanding | Primary | 9.8 | 2018 | 2031 | 2023 |
| Transaction 106 | Outstanding | Primary | 2.1 | 2021 | 2034 | 2026 |
| Transaction 107 | Outstanding | Primary | 2.0 | 2021 | 2034 | 2026 |
| Transaction 108 | Outstanding | Primary | 2.0 | 2021 | 2034 | 2026 |
| Transaction 109 | Outstanding | Primary | 2.0 | 2021 | 2034 | 2026 |
| Transaction 110 | Outstanding | Primary | 2.4 | 2021 | 2034 | 2027 |
| Transaction 111 | Outstanding | Primary | 21.2 | 2022 | 2034 | 2025 |
| Transaction 112 | Outstanding | Primary | 0.9 | 2022 | 2034 | 2025 |
| Transaction 113 | Outstanding | Primary | 6.8 | 2022 | 2034 | 2027 |
| Transaction 114 | Outstanding | Primary | 5.3 | 2022 | 2036 | 2028 |
| **Total CLO portfolio** | | | **330.4** | | | |

Notes

i Transactions are investments made on a particular investment date. Multiple transactions may be associated with the same tranche of the same CLO deal. Note that certain transactions may have been removed from the table above, as the remaining value of the assets of those CLOs is immaterial. The transactions continue to be held as of the date of this report.

ii "Outstanding" refers to investments in CLOs which have not yet been optionally redeemed, sold, or wound down to less-than-material remaining expected value. "Called" refers to investments in CLOs where Tetragon initiated or approved an optional redemption, and "wound down" refers to CLOs which have amortised or repaid without an optional redemption, in both cases with less-than-material remaining expected value.

iii "Primary" refers to investments made in the new issuance CLO market, whereas "Secondary" refers to investments made after the original issue date of the CLO.

iv Notional weighted average spread over each CLO's liability benchmark rate of the underlying loan assets in each CLO's portfolio as of the most recent trustee report date.

v Notional weighted average spread over SOFR of the debt tranches issued by each CLO as of the closing date of each transaction. For debt tranches utilizing a benchmark rate of LIBOR, we assume a 15 bps spread adjustment to convert to a SOFR-based spread.

vi Notional weighted average spread over SOFR of the debt tranches issued by each CLO as of most recent trustee report date. For debt tranches utilizing a benchmark rate of LIBOR, we assume a 15 bps

| Wtd Avg Spread (bps)(iv) | Original Cost of Funds (bps)(v) | Current Cost of Funds (bps)(vi) | Current Jr-Most O/C Cushion(vii) | Jr-Most O/C Cushion at Close(viii) | Annalized (Loss) Gain of Cushion(ix) | IRR(x) | ITD Cash Received as % of Cost(xi) |
|---|---|---|---|---|---|---|---|
| 323 | 208 | 175 | 1.0% | 6.2% | (0.5%) | 12.3% | 139.6% |
| 320 | 198 | 186 | 2.0% | 4.0% | (0.2%) | 17.3% | 162.0% |
| 349 | 185 | 178 | 2.2% | 5.0% | (0.3%) | 10.9% | 123.5% |
| 330 | 214 | 178 | 1.1% | 4.0% | (0.3%) | 11.7% | 125.6% |
| 336 | 210 | 183 | 2.1% | 4.0% | (0.2%) | 13.4% | 123.2% |
| 343 | 218 | 174 | 1.7% | 4.0% | (0.3%) | 12.5% | 118.3% |
| 339 | 230 | 163 | 1.6% | 4.0% | (0.3%) | 12.4% | 116.8% |
| 318 | 214 | 256 | 3.8% | 4.0% | (0.0%) | 8.0% | 102.8% |
| 339 | 230 | 163 | 1.6% | 3.6% | (0.3%) | 16.6% | 126.0% |
| 336 | 210 | 183 | 2.1% | 3.3% | (0.1%) | 15.3% | 108.9% |
| 338 | 209 | 180 | 1.5% | 4.4% | (0.5%) | 7.5% | 81.1% |
| 330 | 214 | 178 | 1.1% | 3.0% | (0.2%) | 4.5% | 63.3% |
| 330 | 193 | 178 | 1.1% | 3.9% | (0.3%) | 6.9% | 73.4% |
| 332 | 193 | 164 | 1.2% | 4.5% | (0.6%) | 8.5% | 86.1% |
| 332 | 179 | 162 | 4.5% | 4.5% | (0.0%) | 11.4% | 76.5% |
| 363 | 126 | 126 | 5.0% | 7.8% | (0.6%) | 24.4% | 113.7% |
| 349 | 178 | 178 | 2.2% | 4.9% | (0.3%) | 13.8% | 86.6% |
| 339 | 163 | 163 | 1.6% | 4.5% | (0.4%) | 19.2% | 102.8% |
| 343 | 174 | 174 | 1.7% | 4.5% | (0.3%) | 17.2% | 82.0% |
| 336 | 181 | 183 | 2.1% | 4.5% | (0.3%) | 13.6% | 65.5% |
| 356 | 177 | 177 | 4.8% | 4.5% | 0.2% | 16.4% | 28.2% |
| 359 | 179 | 179 | 4.7% | 4.5% | 0.1% | 17.3% | 23.5% |
| 361 | 182 | 182 | 4.8% | 4.5% | 0.2% | 16.5% | 20.5% |
| 362 | 182 | 182 | 4.3% | 4.5% | (0.2%) | 16.7% | 19.0% |
| 369 | 182 | 182 | 4.7% | 4.5% | 0.2% | 17.1% | 17.3% |
| 373 | 202 | 202 | 4.5% | 4.5% | (0.0%) | 20.3% | 8.2% |
| 374 | 255 | 255 | 4.6% | 4.6% | - | 23.2% | 0.0% |
| 375 | 273 | 273 | 4.5% | 4.5% | - | 12.9% | 0.0% |
| 375 | 283 | 283 | 5.0% | 5.0% | - | 18.4% | 0.0% |
| **337** | **207** | **189** | **2.3%** | **4.3%** | **(0.3%)** | **12.9%** | **98.7%** |

spread adjustment to convert to a SOFR-based spread.

vii The current junior-most O/C cushion is the excess (or deficit) of the junior-most O/C test ratio over the test requirement, as of the latest trustee report available as of the report date.

viii The junior-most O/C cushion at close is the excess (or deficit) of the junior-most O/C test ratio over the test requirement that was expected on each deal's closing date (or date of purchase, if later).

ix Calculated by annualizing the change from the expected closing date junior-most O/C cushion to the current junior-most O/C cushion.

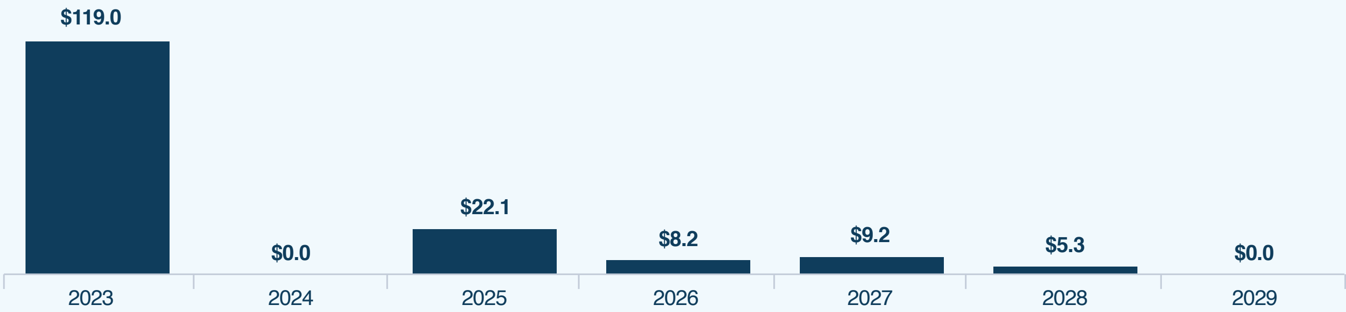
x Calculated from Tetragon's investment date. For outstanding investments, includes both historical cash flows received to-date and prospective cash flows expected to be received, based on Tetragon's base case modelling assumptions. For all other investments, includes only historical realised cash flows received to-date.

xi Inception-to-report-date cash flow received on each transaction as a percentage of its original cost.

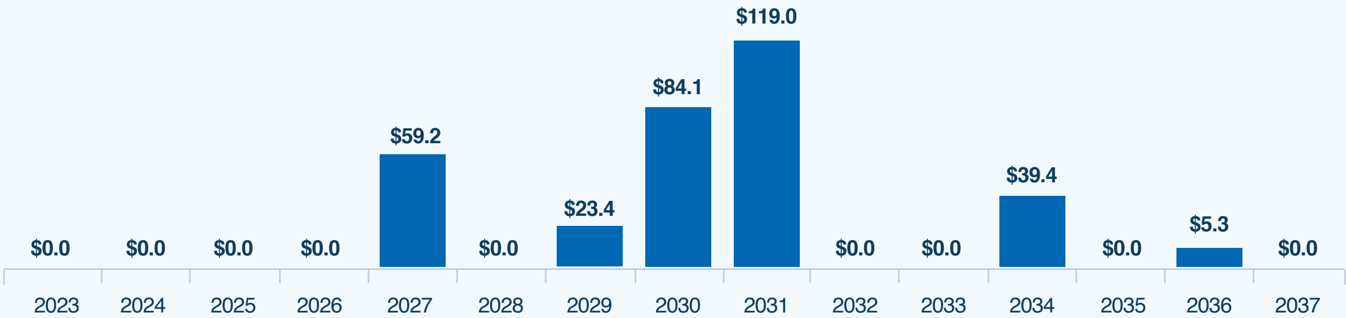
# Additional CLO Portfolio Statistics

**Figure 30**

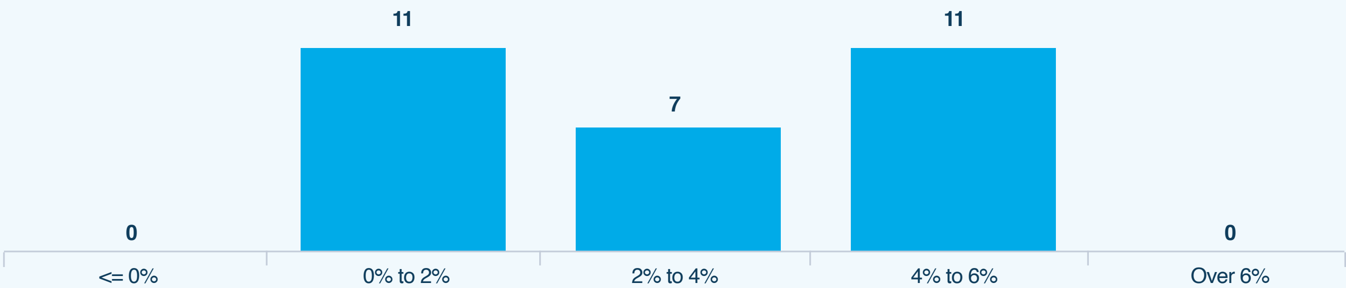
## Reinvestment end date of outstanding investments based on original investment size ($ millions)




## CLO deal maturities of outstanding investments based on original investment cost ($ millions)




## Current junior-most O/C test cushion distribution of outstanding investments (by number of transactions)



# Certain Regulatory Information

This annual report is made public by means of a press release, which contains inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation, and has it has been filed in ESEF format with the Netherlands Authority for the Financial Markets (Autoriteit Financiële Markten). In addition, this report is also made available to the public by way of publication on the Tetragon website (www.tetragoninv.com).

An investment in Tetragon involves substantial risks. Please refer to the company's website at www.tetragoninv.com for a description of the risks and uncertainties pertaining to an investment in Tetragon.

This release does not contain or constitute an offer to sell or a solicitation of an offer to purchase securities in the United States or any other jurisdiction. The securities of Tetragon have not been and will not be registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States or to U.S. persons unless they are registered under applicable law or exempt from registration. Tetragon does not intend to register any portion of its securities in the United States or to conduct a public offer of securities in the United States. In addition, Tetragon has not been and will not be registered under the U.S. Investment Company Act of 1940, and investors will not be entitled to the benefits of such Act. Tetragon is registered in the public register of the Netherlands Authority for the Financial Markets under Section 1:107 of the Financial Markets Supervision Act of the Netherlands as an alternative investment scheme from a designated country.

Tetragon shares are subject to legal and other restrictions on resale and the Euronext Amsterdam and SFS trading markets are less liquid than other major exchanges, which could affect the price of the shares.

There are additional restrictions on the resale of Tetragon shares by shareholders who are located in the United States or who are U.S. persons and on the resale of shares by any shareholder to any person who is located in the United States or is a U.S. person. These restrictions include that each shareholder who is located in the United States or who is a U.S. person must be a "Qualified Purchaser" or a "Knowledgeable Employee" (each as defined in the Investment Company Act of 1940), and, accordingly, that shares may be resold to a person located in the United States or who is a U.S. person only if such person is a "Qualified Purchaser" or a "Knowledgeable Employee" under the Investment Company Act of 1940. These restrictions may adversely affect overall liquidity of the shares.

Tetragon's shares are not intended for European retail investors. Tetragon anticipates that its typical investors will be institutional and professional investors who wish to invest for the long term in a predominantly income-producing investment and who have experience in investing in financial markets and collective investment undertakings and are capable themselves of evaluating the merits and risks of Tetragon shares and who have sufficient resources both to invest in potentially illiquid securities and to be able to bear any losses (which may equal the whole amount invested) that may result from the investment.

# Equity-based employee compensation plans

In the fourth quarter of 2015, Tetragon bought back approximately 5.65 million of its non-voting shares in a tender offer 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).

These 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 Tetragon shares, but the shares are not issued to the employees. Such periods may range from one to five years beyond the vesting dates.

In February 2021, further awards to certain senior TFG Asset Management employees (excluding the principals of the investment manager) were made covering vesting and release periods out to 2032. 2.3 million shares acquired during the buybacks made in 2020 will be used to hedge against (or otherwise offset the future impact of) these awards.

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 Tetragon Optional Stock Dividend Plan (DRIP Shares).

In July 2019, TFG Asset Management entered into an employment agreement with Mr. Reade Griffith, Director of Tetragon, 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 $9.5 million in cash in July 2019, $3.75 million in cash in July 2020, 0.3 million Tetragon non-voting shares in July 2021 and will receive the following:

- 2.1 million Tetragon non-voting shares in July 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 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. Of the shares held in escrow with respect to Mr. Griffith's employment agreement, the 2.1 million shares (plus dividend shares) vesting in July 2024 are not subject to performance criteria *per se* and are included in Figure 27. The remaining shares are subject to agreed-upon investment performance criteria and are excluded from Figure 27.

Tetragon has awarded its shares to the Independent Directors as described on page 50.

For the purposes of determining the fully diluted NAV per Share, the dilutive effect of the equity-based compensation plans will be reflected in the fully diluted share count over the life of the plans. Such dilution will include, among other things and in addition to the award shares, any DRIP Shares and shares that will be required to cover employer taxes. At 31 December 2022, approximately 7.3 million shares were included in the fully diluted share count.

# Shareholder information

### Registered Office of Tetragon
Tetragon Financial Group Limited
Mill Court, La Charroterie
St. Peter Port, Guernsey
Channel Islands GY1 1EJ

### Investment Manager
Tetragon Financial Management LP
399 Park Avenue, 22nd Floor
New York, NY 10022
United States of America

### General Partner of Investment Manager
Tetragon Financial Management GP LLC
399 Park Avenue, 22nd Floor
New York, NY 10022
United States of America

### Investor Relations
Yuko Thomas
ir@tetragoninv.com

### Press Inquiries
Prosek Partners
Andy Merrill / Ryan Fitzgibbon
pro-tetragon@prosek.com

### Auditors
KPMG Channel Islands Limited
Glategny Court,
Glategny Esplanade
St. Peter Port, Guernsey
Channel Islands GY1 1WR

### Sub-Registrar and CREST Transfer Agent
Computershare Investor Services
(Guernsey) Limited
1st Floor, Tudor House
Le Bordage
St Peter Port, Guernsey
Channel Islands GY1 1DB

### Legal Advisor (as to U.S. law)
Covington & Burling LLP
The New York Times Building
620 Eighth Avenue
New York, NY 10018-1405
United States of America

### Legal Advisor (as to Guernsey law)
Walkers (Guernsey) LLP
Block B, Helvetia Court
Les Echelons
St. Peter Port, Guernsey
Channel Islands GY1 1AR

### Legal Advisor (as to Dutch law)
De Brauw Blackstone Westbroek N.V.
Claude Debussylaan 80
1082 MD Amsterdam
The Netherlands

### Stock Listing
Euronext in Amsterdam, a regulated
market of Euronext Amsterdam

London Stock Exchange
(Specialist Fund Segment)

### Administrator and Registrar
TMF Group Fund Administration
(Guernsey) Limited( )
Mill Court, La Charroterie
St. Peter Port
Guernsey GY1 1EJ
Channel Islands

# 6

# Financial statements

"Tetragon delivered an investment Return on Equity (RoE) of -0.8%, a NAV per share total return of 1.0% and a share price total return of 18.5% in 2022. Tetragon also declared 44.0 cents of dividends per share for the year – a yield of 4.6%."

**Paul Gannon**
Chief Financial Officer

# Independent auditor's report to the members of Tetragon Financial Group Limited

## Our opinion is unmodified

We have audited the consolidated financial statements of Tetragon Financial Group Limited (the "Company") and its subsidiary (together, the "Group"), which comprise the consolidated statement of financial position as at 31 December 2022, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising significant accounting policies and other explanatory information.

## In our opinion, the accompanying consolidated financial statements:

- give a true and fair view of the financial position of the Group as at 31 December 2022, and of the Group's financial performance and cash flows for the year then ended;
- are prepared in accordance with International Financial Reporting Standards as adopted by the EU; and
- comply with the Companies (Guernsey) Law, 2008.

## Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company and Group in accordance with, UK ethical requirements including the FRC Ethical Standard as required by the Crown Dependencies' Audit Rules and Guidance. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

## Key audit matters: our assessment of the risks of material misstatement

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of the consolidated financial statements and include the most significant assessed risks of material misstatement (whether or not due to fraud) identified by us, including those which had the greatest effect on: the overall audit strategy; the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
In arriving at our audit opinion above, the key audit matter was as follows:

| | The risk | Our response |
|---|---|---|
| Valuation of non-derivative level 3 financial assets at fair value through profit or loss (excluding Other Real Estate)<br><br>$2,106.9 Million (2021: $1,899.7 Million)<br><br>Refer to note 2 accounting policy and note 3 and 4 disclosures | **Basis:**<br><br>As at 31 December 2022, the Group held non-derivative level 3 financial assets at fair value through profit or loss (excluding Other Real Estate of $41.7 million included within “investment funds and vehicles” as disclosed in note 4) (the “Investments”) representing 76% (2021: 66%) of the Group’s net asset value. These Investments include CLO Equity Tranches, TFG Asset Management, Unlisted Stock and other investment funds & vehicles.<br><br>The fair value of these investments is based on the following valuation methodologies:<br><br>• for CLO Equity Tranches, a marked to model approach;<br><br>• for TFG Asset Management, a sum of the parts valuation, using a combination of marked to model and market multiple approaches;<br><br>• for Unlisted Stock, a last transaction price or expected value of cash flows approach; and<br><br>• for the remaining investments, comprising investment funds and vehicles, partner capital or net asset value statements provided independently by administrators or fund managers.<br><br>In addition, independent third party valuation providers (the “Valuation Agent”) have been engaged to assist in the valuation process for certain level 3 investments such as TFG Asset Management.<br><br>**Risk:**<br><br>The valuation of Investments is considered a significant area of our audit in view of the significance of the estimates and judgements that may be involved in the determination of their fair value and given that it represents the majority of the net assets of the Group.<br><br>As the Investments are unquoted and illiquid, their fair value is determined through the application of valuation techniques. The application of valuation techniques involves the exercise of significant judgement by the Group in relation to the choice of valuation techniques employed and the inputs and assumptions into the respective models (eg earnings multiples, discount rates, net asset values per share).<br><br>The effect of these matters is that, as part of our risk assessment, we determined that the fair value of the Investments has a high degree of estimation uncertainty, with a potential range of reasonable outcomes greater than our materiality for the consolidated financial statements as a whole. The consolidated financial statements disclose in note 4 the sensitivities estimated by the Group. | **Our audit procedures included:**<br><br>Internal Control:<br><br>We have obtained an understanding of the valuation process and tested the design and implementation of the valuation process control. We performed the procedures below rather than seeking to rely on the control as the nature of the balance is such that we would expect to obtain audit evidence primarily through the detailed procedures described.<br><br>Challenging managements’ assumptions and inputs including use of KPMG Specialists:<br><br>For a risk based sample of CLO Equity Tranches, with the support of a KPMG valuation specialist, we independently tested reference prices through the use of fundamental cash flow modelling, sourcing key inputs and assumptions used, such as default rates, prepayment rates, discount rates and recovery rates, from observable market data.<br><br>For TFG Asset Management and Unlisted Stock, valued by management using the assistance of their Valuation Agent, with the support of a KPMG valuation specialist we:<br><br>• assessed the scope of the Valuation Agent’s review and read the valuation report prepared by them;· assessed the objectivity, capabilities and competence of the Valuation Agent engaged to provide valuation services to the Group;<br><br>• assessed the reasonableness of the methodology applied by the Valuation Agent in developing the fair value of TFG Asset Management;<br><br>• critically assessed the valuations provided by the Valuation Agent and challenged and corroborated material valuation inputs and assumptions to supporting documentation or market available information; and<br><br>• for Unlisted Stocks, we considered market transactions in close proximity to the year end and assessed their appropriateness as being representative of fair value.<br><br>For investment funds & vehicles valued using net asset values (“NAVs”) we obtained independent confirmations from the third party administrators or fund managers of these investment values as at 31 December 2022 (or latest available date). Where coterminous statements were not available we reconciled these confirmations and subsequent capital movements to the valuations recorded by the Group. Where available, we inspected the latest audited financial statements of investment funds & vehicles in order to consider the nature of the investments held by those funds, the financial reporting standards applied in the preparation of the financial statements, any modification to the auditors’ reports and other disclosures which may have been relevant to the valuation.<br><br>**Assessing disclosures:**<br><br>We considered the adequacy of the disclosures made in the consolidated financial statements (see notes 2, 3 and 4) in relation to the use of estimates and judgements regarding the fair value of investments, the valuation estimation techniques inherent therein and fair value disclosures for compliance with IFRS as adopted by the EU. |

# Independent auditor's report to the members of Tetragon Financial Group Limited

## Our application of materiality and an overview of the scope of our audit

Materiality for the consolidated financial statements as a whole was set at $55.1 million, determined with reference to a benchmark of group net assets of $2,758.5 million, of which it represents approximately 2.0% (2021: 2.0%).

In line with our audit methodology, our procedures on individual account balances and disclosures were performed to a lower threshold, performance materiality, so as to reduce to an acceptable level the risk that individually immaterial misstatements in individual account balances add up to a material amount across the financial statements as a whole. Performance materiality for the Group was set at 75% (2021: 75%) of materiality for the consolidated financial statements as a whole, which equates to $41.3 million. We applied this percentage in our determination of performance materiality because we did not identify any factors indicating an elevated level of risk.

We reported to the Audit Committee any corrected or uncorrected identified misstatements exceeding $2.76 million, in addition to other identified misstatements that warranted reporting on qualitative grounds.

Our audit of the Group was undertaken to the materiality level specified above, which has informed our identification of significant risks of material misstatement and the associated audit procedures performed in those areas as detailed above.

The group team performed the audit of the Group as if it was a single aggregated set of financial information. The audit was performed using the materiality level set out above and covered 100% of total group revenue, total group profit before tax, and total group assets and liabilities.

## Going concern

The directors have prepared the consolidated financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the consolidated financial statements (the "going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Group and the Company's business model and analysed how those risks might affect the Group and the Company's financial resources or ability to continue operations over the going concern period. The risks that we considered most likely to affect the Group and the Company's financial resources or ability to continue operations over this period were:

- Availability of capital to meet operating costs and other financial commitments; and
- The ability of the Group to comply with debt covenants.

We considered whether these risks could plausibly affect the liquidity in the going concern period by comparing severe, but plausible downside scenarios that could arise from these risks individually and collectively against the level of available financial resources indicated by the Group and Company's financial forecasts.

We considered whether the going concern disclosure in note 2 to the consolidated financial statements gives a full and accurate description of the directors' assessment of going concern.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the consolidated financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Group and the Company's ability to continue as a going concern for the going concern period; and
- we found the going concern disclosure in the notes to the consolidated financial statements to be acceptable.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Group and the Company will continue in operation.

# Fraud and breaches of laws and regulations – ability to detect

**Identifying and responding to risks of material misstatement due to fraud**

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included:

- enquiring of management as to the Group's policies and procedures to prevent and detect fraud as well as enquiring whether management have knowledge of any actual, suspected or alleged fraud;
- reading minutes of meetings of those charged with governance; and
- using analytical procedures to identify any unusual or unexpected relationships.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because the Group's revenue streams are simple in nature with respect to accounting policy choice, and are easily verifiable to external data sources or agreements with little or no requirement for estimation from management. We did not identify any additional fraud risks.

We performed procedures including

- Identifying journal entries and other adjustments to test based on risk criteria and comparing any identified entries to supporting documentation; and
- incorporating an element of unpredictability in our audit procedures.

**Identifying and responding to risks of material misstatement due to non-compliance with laws and regulations**

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the consolidated financial statements from our sector experience and through discussion with management (as required by auditing standards), and from inspection of the Company's regulatory and legal correspondence, if any, and discussed with management the policies and procedures regarding compliance with laws and regulations. As the Company is regulated, our assessment of risks involved gaining an understanding of the control environment including the entity's procedures for complying with regulatory requirements.

The Group and the Company are subject to laws and regulations that directly affect the consolidated financial statements including financial reporting legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

The Group and the Company are subject to other laws and regulations where the consequences of non-compliance could have a material effect on amounts or disclosures in the consolidated financial statements, for instance through the imposition of fines or litigation or impacts on the Group and the Company's ability to operate. We identified financial services regulation as being the area most likely to have such an effect, recognising the regulated nature of the Group's activities and its legal form. Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of management and inspection of regulatory and legal correspondence, if any. Therefore if a breach of operational regulations is not disclosed to us or evident from relevant correspondence, an audit will not detect that breach.

**Context of the ability of the audit to detect fraud or breaches of law or regulation**

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the consolidated financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the consolidated financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remains a higher risk of non-detection of fraud, as this may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing non-compliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

## Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## We have nothing to report on other matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies (Guernsey) Law, 2008 requires us to report to you if, in our opinion:

- the Company has not kept proper accounting records; or
- the consolidated financial statements are not in agreement with the accounting records; or
- we have not received all the information and explanations, which to the best of our knowledge and belief are necessary for the purpose of our audit.

## Respective responsibilities

**Directors' responsibilities**

As explained more fully in their statement set out on pages 56 and 57, the directors are responsible for: the preparation of the consolidated financial statements including being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error; assessing the Group and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the Company or to cease operations, or have no realistic alternative but to do so.

**Auditor's responsibilities**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

## The purpose of this report and restrictions on its use by persons other than the Company's members, as a body

This report is made solely to the Company's members, as a body, in accordance with section 262 of the Companies (Guernsey) Law, 2008. 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 for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

# Report on Regulatory Requirements

**European Single Electronic Format ("ESEF")**

The Group has prepared its annual report in ESEF. The requirements for this format are set out in the Commission Delegated Regulation (EU) 2019/815 with regard to regulatory technical standards on the specification of a single electronic reporting format (these requirements are hereinafter referred to as: the "RTS on ESEF").

In our opinion, the annual report prepared in the XHTML format, including the tagged consolidated financial statements as included in the reporting package by the Group, has been prepared in all material respects in accordance with the RTS on ESEF.

The directors are responsible for preparing the annual report including the consolidated financial statements in accordance with the RTS on ESEF, whereby the directors combine the various components into a single reporting package. Our responsibility is to obtain reasonable assurance for our opinion whether the annual report in this reporting package, is in accordance with the RTS on ESEF.

Our procedures included:

- Obtaining an understanding of the Group's financial reporting process, including the preparation of the reporting package;
- Obtaining the reporting package and performing validations to determine whether the reporting package containing the Inline XBRL instance document and the XBRL extension taxonomy files have been prepared in accordance with the technical specifications as included in the RTS on ESEF;
- Examining the information related to the consolidated financial statements in the reporting package to determine whether all required taggings have been applied and whether they are in accordance with the RTS on ESEF.

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**Barry Ryan**

**For and on behalf of KPMG Channel Islands Limited**

Chartered Accountants and Recognised Auditors

Guernsey
3 March 2023

# Consolidated Statement of Financial Position

| As of | Note | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|---|
| **Assets** | | | |
| Non-derivative financial assets at fair value through profit or loss | 4 | 2,919.2 | 2,852.4 |
| Derivative financial assets | 4 | 21.7 | 4.2 |
| Other receivables and prepayments | 7 | 6.1 | 2.6 |
| Amounts due from brokers | 6 | 5.5 | 5.9 |
| Cash and cash equivalents | 6 | 21.7 | 198.8 |
| **Total assets** | | **2,974.2** | **3,063.9** |
| **Liabilities** | | | |
| Loans and borrowings | 10 | 115.0 | 75.0 |
| Derivative financial liabilities | 4 | 2.5 | 1.5 |
| Other payables and accrued expenses | 9 | 30.2 | 110.6 |
| Amounts due to brokers | 8 | 68.0 | - |
| **Total liabilities** | | **215.7** | **187.1** |
| **Net assets** | | **2,758.5** | **2,876.8** |
| **Equity** | | | |
| Share capital | | 0.1 | 0.1 |
| Other equity | | 768.7 | 814.7 |
| Share-based compensation reserve | 12 | 61.7 | 60.1 |
| Retained earnings | | 1,928.0 | 2,001.9 |
| | | **2,758.5** | **2,876.8** |
| **Shares outstanding** | | | |
| Number of shares (million) | 12 | 85.6 | 90.2 |
| **Net Asset Value per share ($)** | | **32.24** | **31.88** |

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

**Signed on behalf of the Board of Directors by:**

**David O’Leary**
**Director**

**Steven Hart**
**Director**

Date: 3 March 2023

# Consolidated Statement of Comprehensive Income

| For the year ended | Note | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|---|
| Net gain on non-derivative financial assets at fair value through profit or loss | | 18.9 | 621.2 |
| Net gain/(loss) on derivative financial assets and liabilities | | 42.4 | (10.4) |
| Net gain/(loss) on foreign exchange | | 1.2 | (1.4) |
| Interest income | | 0.4 | 0.2 |
| **Total income** | | **62.9** | **609.6** |
| Management fees | 15 | (41.1) | (37.5) |
| Incentive fee | 11 | (26.5) | (124.6) |
| Legal and professional fees | | (3.3) | (9.8) |
| Share-based employee compensation | 12 | (9.5) | (10.4) |
| Audit fees | | (0.6) | (0.7) |
| Other operating expenses and administrative expenses | | (3.7) | (2.6) |
| **Operating expenses** | | **(84.7)** | **(185.6)** |
| **Operating (loss)/profit before finance costs** | | **(21.8)** | **424.0** |
| Finance costs | 10 | (10.3) | (5.8) |
| **(Loss)/profit and total comprehensive (loss)/income for the year** | | **(32.1)** | **418.2** |
| **Earnings per share** | | **$** | **$** |
| Basic | 16 | (0.35) | 4.68 |
| Diluted | 16 | (0.34) | 4.16 |
| **Weighted average shares outstanding** | | **Million** | **Million** |
| Basic | 16 | 90.8 | 89.4 |
| Diluted | 16 | 94.9 | 100.4 |

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

# Consolidated Statement of Changes in Equity

| | Share capital<br>$M | Other equity<br>$M | Retained earnings<br>$M | Share-based compensation reserve<br>$M | Total<br>$M |
|---|---|---|---|---|---|
| **As at 1 January 2021** | **0.1** | **799.6** | **1,620.1** | **54.6** | **2,474.4** |
| Profit and total comprehensive income for the year | - | - | 418.2 | - | 418.2 |
| **Transactions with owners recognised directly in equity** | | | | | |
| Shares released from escrow | - | 4.9 | - | (4.9) | - |
| Dividends on shares released from escrow | - | 0.6 | (0.6) | - | - |
| Share-based compensation | - | - | - | 10.4 | 10.4 |
| Cash dividends | - | - | (24.2) | - | (24.2) |
| Stock dividends | - | 11.6 | (11.6) | - | - |
| Issue of shares | - | 0.1 | - | - | 0.1 |
| Purchase of treasury shares | - | (2.1) | - | - | (2.1) |
| **As at 31 December 2021** | **0.1** | **814.7** | **2,001.9** | **60.1** | **2,876.8** |
| Loss and total comprehensive loss for the year | - | - | (32.1) | - | (32.1) |
| **Transactions with owners recognised directly in equity** | | | | | |
| Shares released from escrow | - | 7.9 | - | (7.9) | - |
| Dividends on shares released from escrow | - | 3.0 | (3.0) | - | - |
| Share-based compensation | - | - | - | 9.5 | 9.5 |
| Cash dividends | - | - | (23.8) | - | (23.8) |
| Stock dividends | - | 15.0 | (15.0) | - | - |
| Issue of shares | - | 0.1 | - | - | 0.1 |
| Purchase of treasury shares | - | (72.0) | - | - | (72.0) |
| **As at 31 December 2022** | **0.1** | **768.7** | **1,928.0** | **61.7** | **2,758.5** |

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

# Consolidated Statement of Cash Flows

| For the year ended | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| **Operating activities** | | |
| (Loss)/profit for the year | (32.1) | 418.2 |
| **Adjustments for:** | | |
| Gains on investments and derivatives | (61.3) | (610.8) |
| Share-based compensation | 9.5 | 10.4 |
| Interest income | (0.4) | (0.2) |
| Finance costs | 10.3 | 5.8 |
| **Operating cash flows before movements in working capital** | **(74.0)** | **(176.6)** |
| Decrease in receivables | 0.1 | 0.7 |
| (Decrease)/increase in payables | (77.3) | 37.3 |
| Decrease in amounts due from brokers | 0.4 | 38.4 |
| Increase in amounts due to brokers | 68.0 | - |
| **Cash flows from operations** | **(82.8)** | **(100.2)** |
| Proceeds from sale/prepayment/maturity of investments | 394.8 | 531.6 |
| Net receipts/(payments) from derivative financial instruments | 20.9 | (25.8) |
| Purchase of investments | (444.3) | (341.5) |
| Cash interest received | 0.4 | 0.2 |
| **Net cash (used in)/generated from operating activities** | **(111.0)** | **64.3** |
| **Financing activities** | | |
| Repayment of loans and borrowings | (175.0) | (75.0) |
| Proceeds from loans and borrowings | 215.0 | 50.0 |
| Finance costs paid | (10.3) | (5.8) |
| Purchase of treasury shares | (72.0) | (2.1) |
| Dividends paid to shareholders | (23.8) | (24.2) |
| **Net cash used in financing activities** | **(66.1)** | **(57.1)** |
| **Net (decrease)/increase in cash and cash equivalents** | **(177.1)** | **7.2** |
| Cash and cash equivalents at beginning of year | 198.8 | 191.6 |
| **Cash and cash equivalents at end of year** | **21.7** | **198.8** |

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

# Notes to the financial statements

## 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 Significant Accounting Policies

**Basis of preparation**

The consolidated financial statements of the Fund (the "Financial Statements") have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") 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 "$"), which is the functional currency of the Fund, expressed in USD millions ("$m") (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 have 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 except for Tetragon Financial Group (Delaware) LLC. Tetragon Financial Group (Delaware) LLC was formed in July 2020 to hold the collateral for the revolving credit facility. This subsidiary's main purpose and activity is to provide a service to the Fund, as such, it is consolidated on a line-by-line basis with balances between the Fund and this subsidiary eliminated. The financial statements for this subsidiary are prepared at the same reporting date using the same accounting policies. All other interests in subsidiaries are classified as FVTPL. Investments in associates are also classified as FVTPL. Subsidiaries are consolidated from the date control is established by Tetragon and cease to be consolidated on the date control is transferred from Tetragon.

The Directors are satisfied that it is appropriate to continue to adopt the going concern basis in preparing these financial statements and that the Fund will be able to continue to meet its liabilities for at least twelve months from the date of approval of the financial statements. In making this determination, the Directors have considered the cash flow and liquidity projections for the next twelve months, the nature of the Fund's capital (including readily available resources such as cash, undrawn credit facility and liquid equities) and the applicable covenants on the revolving credit facility.

**New standards and amendments to existing standards**

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 Consolidated 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 IFRS 9 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

– it has contractual terms which 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.

***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, amounts due to brokers, 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 marketplace (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 Consolidated 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 Consolidated 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 Consolidated 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.

**(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 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 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.

**(vi) 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, including forward-looking information.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount reported in the Consolidated 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 *Fair Value Measurements* 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.

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. Refer to Note 4 for the valuation techniques used.

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 brokers include margin accounts which represent cash pledged as collateral on the forward foreign exchange contracts, credit default swaps and contracts for difference. Amounts due to brokers include cash advances obtained from the brokers by pledging certain investments. 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 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 Consolidated 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 Consolidated Statement of Comprehensive Income using the effective interest method.

**Expenses**

Expenses and fees, including Directors' fees, are recognised through profit or loss in the Consolidated Statement of Comprehensive Income on the 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 (2021: GBP 1,200).

**Dividend distribution**

Dividend distributions are recognised in the Consolidated 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 in the

Consolidated Statement of Changes in 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.

**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 maker and for which discrete financial information is available. The chief operating decision maker for the Fund is the Board of Directors. The Fund has considered the information reviewed by the Fund's chief operating decision maker and determined that there is only one operating segment in existence.

# Note 3
# Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Fund's financial statements requires management to make judgements, 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.

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

## Judgements

***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 consolidates Tetragon Financial Group (Delaware) LLC as this subsidiary's main purpose and activity is to provide a service to the Fund, as such it is consolidated on a line-by-line basis with balances between the Fund and this subsidiary eliminated.

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 its investments.

## Estimates and assumptions

***Measurement of fair values***

The Fund based its assumptions and estimates on parameters available at the year-end 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 4.

# Note 4
# 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.

# Notes to the financial statements (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 2022:

| Non-derivative financial assets at FVTPL | Level 1 $M | Level 2 $M | Level 3 $M | Total Fair Value $M |
|---|---|---|---|---|
| TFG Asset Management | - | - | 1,343.3 | 1,343.3 |
| Investment funds and vehicles | - | 595.0 | 570.6 | 1,165.6 |
| Listed stock | 158.5 | - | - | 158.5 |
| CLO equity tranches[1] | - | - | 170.2 | 170.2 |
| CLO debt tranches[1] | - | 1.2 | - | 1.2 |
| Unlisted stock | - | - | 64.5 | 64.5 |
| Corporate bonds | - | 15.9 | - | 15.9 |
| **Total non-derivative financial assets at FVTPL** | **158.5** | **612.1** | **2,148.6** | **2,919.2** |
| **Derivative financial assets** | | | | |
| Contracts for difference (asset) | - | 0.3 | - | 0.3 |
| Currency options (asset) | - | 3.0 | - | 3.0 |
| Forward foreign exchange contracts (asset) | - | 18.4 | - | 18.4 |
| **Total derivative financial assets** | **-** | **21.7** | **-** | **21.7** |
| **Derivative financial liabilities** | | | | |
| Contracts for difference (liability) | - | (0.1) | - | (0.1) |
| Forward foreign exchange contracts (liability) | - | (2.4) | - | (2.4) |
| **Total derivative financial liabilities** | **-** | **(2.5)** | **-** | **(2.5)** |

1 Investment in CLO equity and debt tranches held through special purpose vehicles are included in these captions.

The following table shows financial instruments measured at fair value by the level in fair value hierarchy as of 31 December 2021:

| Non-derivative financial assets at FVTPL | Level 1 $M | Level 2 $M | Level 3 $M | Total Fair Value $M |
|---|---|---|---|---|
| TFG Asset Management | - | - | 1,256.3 | 1,256.3 |
| Investment funds and vehicles | - | 638.1 | 521.7 | 1,159.8 |
| Listed stock | 198.0 | - | - | 198.0 |
| CLO equity tranches[1] | - | - | 164.4 | 164.4 |
| CLO debt tranches[1] | - | 3.5 | - | 3.5 |
| Unlisted stock | - | - | 50.3 | 50.3 |
| Corporate bonds | - | 20.1 | - | 20.1 |
| **Total non-derivative financial assets at FVTPL** | **198.0** | **661.7** | **1,992.7** | **2,852.4** |
| **Derivative financial assets** | | | | |
| Contracts for difference (asset) | - | 0.1 | - | 0.1 |
| Currency options (asset) | - | 2.3 | - | 2.3 |
| Forward foreign exchange contracts (asset) | - | 1.8 | - | 1.8 |
| **Total derivative financial assets** | **-** | **4.2** | **-** | **4.2** |
| **Derivative financial liabilities** | | | | |
| Contracts for difference (liability) | - | (0.1) | - | (0.1) |
| Forward foreign exchange contracts (liability) | - | (1.4) | - | (1.4) |
| **Total derivative financial liabilities** | **-** | **(1.5)** | **-** | **(1.5)** |

1 Investment in CLO equity and debt tranches held through special purpose vehicles are included in these captions.

**Transfers between levels**

There were no transfers between levels during the year ended 31 December 2022 or 31 December 2021.

**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/to brokers, cash and cash equivalents, loans and borrowings, and other payables.

# Notes to the financial statements (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 2022.

| | CLO Equity Tranches $M | Unlisted Stock $M | Investment Funds and Vehicles $M | TFG Asset Management $M | Total $M |
|---|---|---|---|---|---|
| **Balance at 1 January 2022** | **164.4** | **50.3** | **521.7** | **1,256.3** | **1,992.7** |
| Additions | 34.7 | 32.3 | 95.8 | 26.1 | 188.9 |
| Proceeds | (56.6) | (18.7) | (97.4) | (34.8) | (207.5) |
| Net gains through profit or loss | 27.7 | 0.6 | 50.5 | 95.7 | 174.5 |
| **Balance at 31 December 2022** | **170.2** | **64.5** | **570.6** | **1,343.3** | **2,148.6** |
| Change in unrealised gains through profit or loss for assets held at year end | 0.9 | 0.6 | 9.3 | 60.9 | 71.7 |

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 2021.

| | CLO Equity Tranches $M | Unlisted Stock $M | Investment Funds and Vehicles $M | TFG Asset Management $M | Total $M |
|---|---|---|---|---|---|
| **Balance at 1 January 2021** | **151.3** | **174.6** | **371.5** | **833.5** | **1,530.9** |
| Additions | 26.1 | 35.0 | 132.6 | 9.9 | 203.6 |
| Proceeds | (42.0) | (273.3) | (51.0) | (30.3) | (396.6) |
| Net gains through profit or loss | 29.0 | 114.0 | 68.6 | 443.2 | 654.8 |
| **Balance at 31 December 2021** | **164.4** | **50.3** | **521.7** | **1,256.3** | **1,992.7** |
| Change in unrealised gains through profit or loss for assets held at year end | 5.1 | 15.3 | 37.7 | 412.9 | 471.0 |

**Valuation process (framework)**

TMF Group Fund Services (Guernsey) Limited (the "Administrator") 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 Fund's Audit Committee, which comprises 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 their discretion, permit any other method of valuation to be used if they consider that such method of valuation better reflects value and is in accordance with IFRS.

## 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 judgements and forward-looking determinations, and its experience and knowledge is instrumental in the valuation process.

As at 31 December 2022, key modelling assumptions used are disclosed below. These 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") | 3.0% up to 31 December 2023, 2.39% thereafter (2021: 2.38%), 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 | 65% up to 31 December 2023, 70% thereafter (2021: 70%). |
| Prepayment Rate | 20% (2021: 20%), the original base-case prepayment rate with a 0% prepayment rate (2021: 0%) on bonds throughout the life of the transaction. |
| Reinvestment Price and Spread | Assumed reinvestment price is par for the life of the transaction with reinvestments being modelled for deals that are still in their reinvestment period. Up to 30 June 2023, reinvestment assets consist of 50% U.S. syndicated loans with a weighted average spread over LIBOR of 349 basis points ("bps") and 50% U.S. syndicated loans with a weighted average effective spread over Term SOFR of 379 bps. After 30 June 2023, reinvestment assets consist of 100% U.S. syndicated loans with an effective spread over Term SOFR of 379 bps (2021: 100% 347 bps weighted average spread over LIBOR). |

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 2022, a discount rate of 13% (2021: 12%) is applied unless the deal is within its non-refinancing period, in which case the deal internal rate of return ("IRR") is utilised as the discount rate. For deals in this category, the weighted average IRR or discount rate is 17.9% (2021: 14.7%).

### 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 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| -1% discount rate | 4.8 | 4.8 |
| +1% discount rate | (4.5) | (4.6) |

# Notes to the financial statements (continued)

**Private equity in asset management companies**

The Fund owns a 100% interest in TFG Asset Management which holds majority and minority private equity stakes in asset management companies. The valuation calculation for TFG Asset Management was prepared by a third-party valuation specialist engaged by the Fund's Audit Committee. Although TFG Asset Management is valued as a single investment, a sum-of-the-parts approach, valuing each business separately has been utilised. This approach aggregates the fair value of all asset managers held by TFG Asset Management overlaying the central costs and net assets at TFG Asset Management level. Currently, no premium has been attributed to the valuation of TFG Asset Management in respect of diversification or synergies between different income streams. Any benefit from operating on the TFG Asset Management platform has been captured in the valuation of the individual asset managers by incorporating it in the business plans used in the DCF and Market Multiple Approaches.

The DCF Approach calculates the enterprise value of the investments by utilising a business-specific model to estimate the generation of future net cash flows. Each model reflects the business plan over a specific period of 5-10 years which includes, where applicable, assumptions (which may not be linear) around planned capital raising and/or organic growth through investment returns. The DCF Approach may also include a terminal value which is calculated by applying a growth formula to the projected cash flows in the terminal year or to the average of yearly cash flows in the business plan. This terminal value calculation is used in the DCF approach for Equitix, LCM, Polygon and Acasta. All estimates of future free cash flows and the terminal value are discounted 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 the range of 10% 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 assets 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 earnings such as a company's earnings before interest, taxes, depreciation, and amortisation ("EBITDA"), to perform this analysis. These multiples were then adjusted for control premium if the comparable companies are valued on a minority basis.

Equitix and LCM are valued using a combination of DCF Approach and quoted market multiples ("Market Multiple Approach") based on comparable companies to determine an appropriate valuation range. Both approaches are given 50/50 weighting in the valuation. Polygon, Acasta and Tetragon Credit Partners are valued using the DCF Approach.

TFG Asset Management holds approximately 13% interest in BentallGreenOak and is entitled to receive a series of fixed and variable profit distributions. Sun Life has an option to acquire the remaining interest in the merged entity in 2026. TFG Asset Management and other minority owners are entitled to sell their interest to Sun Life in 2027. The exercise price will be determined based on the average EBITDA of BentallGreenOak during the two years prior to exercising the option. The Fund's investment in BentallGreenOak, as at 31 December 2021 and 2022, is valued using the DCF Approach on expected cash flows.

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

**31 December 2022**

| Investment | Fair Value $M | AUM (billion) | Valuation methodology | Significant unobservable inputs | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | WACC | EV/EBITDA Multiple | DLOL | Control premium | Forecast 5Y CAGR |
| Equitix | 683.2 | GBP 10.0 | DCF and Market Multiples | 10.5% | 11x | 10% | 20% | 12.6% (AUM) |
| BentallGreenOak | 283.0 | $10.6 | DCF (sum-of-the-parts) | 4.8-12% | NA | 10% | NA | 21.7% (EBITDA) |
| LCM | 290.7 | $12.5 | DCF and Market Multiples | 11.5% | 12.6x | 15% | 20% | 12.0% (AUM) |
| Other asset managers | 86.4 | $6.1 | DCF, replacement cost | 11-13% | NA | 15-20% | NA | 8.0% (AUM) |

**31 December 2021**

| Investment | Fair Value $M | AUM (billion) | Valuation methodology | Significant unobservable inputs | | | | |
|---|---|---|---|---|---|---|---|---|
| | | | | Discount rate | P/AUM Multiple | DLOL | Control premium | Forecast 5Y CAGR |
| Equitix | 725.6 | GBP 8.0 | DCF and Market Multiples | 9.5% | 15x | 10% | 20% | 14.1% (AUM) |
| BentallGreenOak | 213.5 | $9.0 | DCF (sum-of-the-parts) | 11% | NA | 15% | NA | 18.4% (EBITDA) |
| LCM | 237.8 | $11.2 | DCF and Market Multiples | 12.25% | 12.5x | 15% | 20% | 10.0% (AUM) |
| Other asset managers | 79.4 | $5.6 | DCF, replacement cost | 10.5-13% | NA | 15-20% | NA | 9.9% (AUM) |

# Notes to the financial statements (continued)

**Sensitivity analysis**

**31 December 2022**

| Investment | Effects on net assets and profits ($M) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | WACC | | EV/EBITDA multiple | | DLOL | | Control premium | | Forecast 5Y CAGR | |
| | -100 bps | +100 bps | +3% | -3% | -500 bps | +500 bps | +500 bps | -500 bps | +100 bps | -100 bps |
| Equitix | 48.9 | (38.8) | 11.6 | (11.6) | 38.7 | (38.7) | 17.8 | (17.8) | 13.6 | (13.6) |
| BentallGreenOak | 8.2 | (7.8) | NA | NA | 13.5 | (13.5) | NA | NA | 14.3 | (10.9) |
| LCM | 14.5 | (11.8) | 4.9 | (4.9) | 15.5 | (15.5) | 7.7 | (7.7) | 4.0 | (4.3) |
| Other asset managers | 6.4 | (5.4) | NA | NA | 4.7 | (4.7) | NA | NA | 6.5 | (8.0) |

**31 December 2021**

| Investment | Effects on net assets and profits ($M) | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | WACC | | EV/EBITDA multiple | | DLOL | | Control premium | | Forecast 5Y CAGR | |
| | -100 bps | +100 bps | +3% | -3% | -500 bps | +500 bps | +500 bps | -500 bps | +100 bps | -100 bps |
| Equitix | 54.4 | (41.9) | 13.7 | (13.7) | 41.6 | (41.6) | 20.8 | (20.8) | 31.3 | (30.6) |
| BentallGreenOak | 4.9 | (4.7) | NA | NA | 12.9 | (12.9) | NA | NA | 8.8 | (7.5) |
| LCM | 10.4 | (8.6) | 4.3 | (4.3) | 12.8 | (12.8) | 6.8 | (6.8) | 5.3 | (5.1) |
| Other asset managers | 6.9 | (5.8) | NA | NA | 4.6 | (4.6) | NA | NA | 6.5 | (6.5) |

### 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 fair value hierarchy for the investment funds is determined by the fair value hierarchy of the underlying investments.

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 10% 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 $57.1 million (2021: $52.2 million). A decrease in the NAV of the unlisted investment funds will have an equal and opposite effect.

### Unlisted stock

At 31 December 2022, the Level 3 unlisted stock includes four (2021: three) investments in private companies.

| Investment number | Fair value ($M) 31 Dec 2022 | Fair value ($M) 31 Dec 2021 | Valuation methodology |
|---|---|---|---|
| 1 | 54.1 | 22.8 | Last transaction price |
| 2 | 2.5 | 20.0 | Expected value of cash flows |
| 3 | 7.5 | 7.5 | Last transaction price |
| 4 | 0.4 | - | Expected value of cash flows |

#### *Sensitivity analysis*

A 5% increase in the valuation will increase the net assets and profits of the Fund by $3.2 million (2021: $2.5 million). A 5% decrease will have an equal but opposite effect on the net assets and profits.

### Listed stock

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

### Corporate bonds and CLO debt tranches

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

### 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 5 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 Consolidated 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. Please refer to Note 14 for details of unfunded commitments.

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

| As at 31 December 2022 | No. of investments | Range of nominal $M | Average nominal $M | Carrying value $M | Percentage of Tetragon's NAV |
|---|---|---|---|---|---|
| **CLO Equity** | | | | | |
| U.S. CLOs[1] | 19 | 245.6 – 751.6 | 491.4 | 158.5 | 5.7% |
| **Investment Funds** | | **Total NAV $M** | | | |
| Polygon European Equity Opportunity Fund[2] | 1 | 477.2 | NA | 419.5 | 15.2% |
| Polygon Global Equities Fund[2] | 1 | 4.4 | NA | 4.4 | 0.2% |
| Tetragon Credit Income funds[3] | 3 | 674.1 | NA | 132.7 | 4.8% |
| Hawke's Point Holdings LP[3] | 2 | 61.8 | NA | 59.1 | 2.1% |
| Banyan Square Capital Partners LP[3] | 1 | 129.6 | NA | 123.6 | 4.5% |
| Other Real Estate[4] | 4 | 41.7 | NA | 41.7 | 1.5% |

| As at 31 December 2021 | No. of investments | Range of nominal $M | Average nominal $M | Carrying value $M | Percentage of Tetragon's NAV |
|---|---|---|---|---|---|
| **CLO Equity** | | | | | |
| U.S. CLOs[1] | 16 | 245.6 – 741.5 | 505.0 | 154.2 | 5.4% |
| **Investment Funds** | | **Total NAV $M** | | | |
| Polygon European Equity Opportunity Fund[2] | 1 | 455.9 | NA | 410.9 | 14.3% |
| Polygon Global Equities Fund[2] | 1 | 28.8 | NA | 28.8 | 1.0% |
| Tetragon Credit Income funds[3] | 3 | 581.4 | NA | 117.8 | 4.1% |
| Hawke's Point Holdings LP[3] | 2 | 60.7 | NA | 57.9 | 2.0% |
| Banyan Square Capital Partners LP[3] | 1 | 95.5 | NA | 95.5 | 3.3% |
| Other Real Estate[4] | 4 | 42.7 | NA | 42.7 | 1.5% |

Notes (preceding)

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

2 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.

3 Hawke's Point Holdings LP, Banyan Square Capital Partners LP, Tetragon Credit Partner funds (Tetragon Credit Income II LP ("TCI II"), Tetragon Credit Income III LP ("TCI III") and Tetragon Credit Income IV LP ("TCI IV")) are domiciled in the Cayman Islands. These are private-equity style investment funds. Please refer to Note 14 for details of unfunded commitments.

4 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.

Notes (subsequent)

1 Includes all externally managed CLOs that are outside the Fund's control. U.S. CLOs are domiciled in the Cayman Islands.

2 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 in each region. 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.

3 Private equity funds are domiciled in the Cayman Islands, Luxembourg and the United States.

4 Acasta Global Fund (previously named as Polygon Convertible Opportunity Fund) and Acasta Energy Evolution Fund are domiciled in the Cayman Islands. Given the applicable notice, liquidity 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.

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

| As at 31 December 2022 | No. of investments | Range of nominal $M | Average nominal $M | Carrying value $M | Percentage of Tetragon's NAV |
|---|---|---|---|---|---|
| **CLO Equity** | | | | | |
| U.S. CLOs[1] | 2 | 415.0 – 512.3 | 463.6 | 11.7 | 0.4% |
| **Real Estate** | | **Total AUM $M** | | | |
| BentallGreenOak – U.S.[2] | 7 | 39,333 | NA | 49.2 | 1.8% |
| BentallGreenOak – Europe[2] | 10 | 14,458 | NA | 39.2 | 1.4% |
| BentallGreenOak – Asia[2] | 2 | 4,581 | NA | 21.7 | 0.8% |
| **Other Funds** | | **Total NAV $M** | | | |
| Acasta Funds[4] | 2 | 986.2 | NA | 104.2 | 3.8% |
| Private Equity Funds[3] | 34 | 50,363 | NA | 162.5 | 5.9% |

| As at 31 December 2021 | No. of investments | Range of nominal $M | Average nominal $M | Carrying value $M | Percentage of Tetragon's NAV |
|---|---|---|---|---|---|
| **CLO Equity** | | | | | |
| U.S. CLOs[1] | 2 | 417.2 - 510.9 | 464.0 | 13.6 | 0.5% |
| **Real Estate** | | **Total AUM $M** | | | |
| BentallGreenOak – U.S.[2] | 7 | 30,979 | NA | 48.0 | 1.7% |
| BentallGreenOak – Europe[2] | 13 | 9,946 | NA | 43.9 | 1.3% |
| BentallGreenOak – Asia[2] | 3 | 4,894 | NA | 23.5 | 0.8% |
| **Other Funds** | | **Total NAV $M** | | | |
| Acasta Funds[4] | 2 | 913.8 | NA | 131.6 | 4.6% |
| Private Equity Funds[3] | 25 | 47,212 | NA | 149.7 | 5.2% |

# Notes to the financial statements (continued)

### TFG Asset Management

The Fund owns 100% holdings and voting rights in TFG Asset Management LP. As at 31 December 2021 and 31 December 2022, TFG Asset Management LP's investments comprised the following:

Notes

1 Equitix and BentallGreenOak have a presence in North America, Europe, and Asia.

2 TFG Asset Management owns a non-controlling interest ("NCI") as well as providing infrastructure services to these managers. The chief investment officers of underlying businesses own a controlling stake.

| Investment | Principal place of business | Ownership interest | | Carrying value $M | | Percentage of NAV | |
|---|---|---|---|---|---|---|---|
| | | 2022 | 2021 | 2022 | 2021 | 2022 | 2021 |
| Equitix | Europe[1] | 75% | 75% | 683.2 | 725.6 | 24.8% | 25.2% |
| BentallGreenOak | Global[1] | 13% | 13% | 283.0 | 213.5 | 10.3% | 7.4% |
| LCM | U.S. and UK | 100% | 100% | 290.7 | 237.8 | 10.5% | 8.3% |
| Other asset managers: | | | | 86.4 | 79.4 | 3.1% | 2.8% |
| Polygon | U.S. and UK | 100% | 100% | | | | |
| Acasta Partners | U.S. and UK | NCI[2] | NCI[2] | | | | |
| Tetragon Credit Partners | U.S. and UK | 100% | 100% | | | | |
| Hawke's Point | U.S. and UK | 100% | 100% | | | | |
| Banyan Square Partners | U.S. and UK | 100% | 100% | | | | |
| Contingency Capital | U.S. and UK | NCI[2] | NCI[2] | | | | |

### Tetragon Financial Group Holdings LLC and Tetragon Financial Group (Delaware) LLC

The Fund holds a 100% ownership interest in Tetragon Financial Group Holdings LLC which is a holding company for a 100% ownership interest in Tetragon Financial Group (Delaware) LLC. Both companies are domiciled in Delaware. The purpose of Tetragon Financial Group (Delaware) LLC is to hold the collateral and liabilities related to the revolving credit facility (see Note 10).

The fair value of the assets held by Tetragon Financial Group (Delaware) LLC as at 31 December 2022 is $1,190.3 million (2021: $910.0 million). The outstanding balance on the credit facility as at 31 December 2022 is $115.0 million (2021: $75.0 million). In case of non-payment of principal or interest, the provider of the credit facility has a lien over the assets held by Tetragon Financial Group (Delaware) LLC. There is no recourse to the Fund. The following table shows the breakdown of assets by asset class:

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Investment funds and vehicles | 780.2 | 563.9 |
| TFG Asset Management | 332.8 | 312.3 |
| Unlisted stock | 46.1 | - |
| CLO equity tranches | 31.2 | 33.8 |
| **Total** | **1,190.3** | **910.0** |

**LCM Euro LLC and LCM Euro II LLC**

The Fund holds 100% ownership interest in LCM Euro LLC and LCM Euro II LLC Investment Series, domiciled in Delaware. The subsidiaries have invested in debt and equity tranches of certain LCM CLOs. They have entered into sales and repurchase agreement with regards to some of the CLO debt tranches that it holds. The timing and amount of payment of repo interest and repurchase obligations are matched by the interest and principal payments from the relevant debt tranches. Additional interest of 0.5% per annum is payable on the outstanding balance. As of 31 December 2022, LCM Euro LLC and LCM Euro II LLC Investment Series had total assets of $161.7 million (2021: $100.1 million) and aggregate repurchase obligations of $140.4 million (2021: $88.1 million). The fair value of LCM Euro LLC and LCM Euro II LLC Investment Series of $21.2 million (2021: $11.9 million) is included in non-derivative financial assets at FVTPL. There is no recourse to the Fund in case of non-payment of principal or interest.

# Note 6 Financial Risks Review

**Financial Risk Review**

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

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

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

**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.

**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 at fair value through profit or loss, derivatives, other receivables, amounts due from brokers and cash and cash equivalents, as disclosed in the Consolidated Statement of Financial Position and Note 14, represents the Fund's maximum credit exposure, hence, no separate disclosure is provided. The ECL on financial assets at amortised costs are immaterial.

**i. Analysis of credit quality**

**Cash and cash equivalents**

The cash and cash equivalents, including reverse sale and repurchase agreements, are concentrated in three (2021: three) financial institutions with credit ratings between AA- and A+ (S&P) (2021: AA- and AAA). 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 credit quality of the brokers used. As at the reporting date, the balance was concentrated in one broker (2021: two) with S&P's credit rating A+ (2021: A- and A+). Due to the high credit rating of the brokers, the expected credit losses on these balances are immaterial.

# Notes to the financial statements (continued)

The following table details the amounts held by brokers.

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| BNP Paribas | 5.5 | 5.8 |
| Bank of America Merrill Lynch | - | 0.1 |
| **Total** | **5.5** | **5.9** |

**Corporate bonds**

The Fund has an investment in a debt security of $15.9 million (2021: $20.1 million) with Moody's credit rating of B3 (2021: 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 below. The underlying loans are made up of a variety of credit ratings including investment grade and non-investment grade.

The following table shows the concentration of CLOs (including TCI II, III and IV) by region and by manager.

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| **Region** | | |
| United States | 95% | 94% |
| Other | 5% | 6% |
| | **100%** | **100%** |
| **Manager** | | |
| LCM | 62% | 63% |
| Other managers | 38% | 37% |
| **Total** | **100%** | **100%** |

**Derivatives**

The table here shows an analysis of derivative financial assets and liabilities outstanding at 31 December 2022 and 31 December 2021.

| | Derivative assets | | Derivative liabilities | |
|---|---|---|---|---|
| | Fair Value $M | Notional | Fair Value $M | Notional |
| 31 December 2022 | 21.7 | 460.9 | (2.5) | 59.8 |
| 31 December 2021 | 4.2 | 257.6 | (1.5) | 221.3 |

**ii. Concentration of credit risk**

The Fund's credit risk is concentrated in CLOs, and cash and cash equivalents. The table here shows a breakdown of credit risk per investment type. None of the Fund's financial assets was considered to be past due or impaired on 31 December 2022 or 31 December 2021.

| Investment type | 31 Dec 2022 | 31 Dec 2021 |
|---|---|---|
| CLOs | 72% | 42% |
| Cash and cash equivalents | 10% | 50% |
| Corporate bonds | 7% | 5% |
| Amount due from brokers | 2% | 2% |
| Other loans and derivatives | 9% | 1% |
| **Total** | **100%** | **100%** |

**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 6(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.

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

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Receivables from reverse sale and repurchase agreements | - | 75.0 |

As of 31 December 2021, no individual trades were under-collaterised.
The fair value of collateral as at 31 December 2021 was $76.8 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 Consolidated Statement of Financial Position.

# Notes to the financial statements (continued)

### iv. Offsetting financial assets and liabilities

The Fund has not offset any financial assets and financial liabilities in the Consolidated 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 2022 | Gross Amount of Recognised Assets/ Liabilities $M | Gross Amounts Offset in the Consolidated Statement of Financial Position $M | Net Amounts Presented in the Consolidated Statement of Financial Position $M | Financial instruments eligible for netting $M | Cash collateral held by brokers $M | Net Amount $M |
|---|---|---|---|---|---|---|
| **Assets** | | | | | | |
| ING | 21.4 | - | 21.4 | (2.4) | - | 19.0 |
| UBS AG | 0.3 | - | 0.3 | - | - | 0.3 |
| **Total** | **21.7** | **-** | **21.7** | **(2.4)** | **-** | **19.3** |
| **Liabilities** | | | | | | |
| ING | 2.4 | - | 2.4 | (2.4) | - | - |
| BNP Paribas | 0.1 | - | 0.1 | - | - | 0.1 |
| **Total** | **2.5** | **-** | **2.5** | **(2.4)** | **-** | **0.1** |
| **31 December 2021** | | | | | | |
| **Assets** | | | | | | |
| ING | 4.1 | - | 4.1 | (1.4) | - | 2.7 |
| BNP Paribas | 0.1 | - | 0.1 | - | - | 0.1 |
| **Total** | **4.2** | **-** | **4.2** | **(1.4)** | **-** | **2.8** |
| **Liabilities** | | | | | | |
| ING | 1.4 | - | 1.4 | (1.4) | - | - |
| UBS AG | 0.1 | - | 0.1 | - | - | 0.1 |
| **Total** | **1.5** | **-** | **1.5** | **(1.4)** | **-** | **0.1** |

**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 has access to a revolving credit facility (Note 10) of $400.0 million (2021: $250.0 million) and can also access prime broker financing (Note 8). As of 31 December 2022, $115.0 million was drawn on the credit facility (2021: $75.0 million).

The Fund has unfunded commitments (Note 14) to private-equity styled funds which can be called immediately.

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.

The following were the contractual maturities of non-derivative financial liabilities at the reporting date. The amounts are gross and undiscounted. The finance costs on borrowings are calculated assuming the drawn balance on the credit facility, and the interest rate remains unchanged and principal repaid on the maturity date of the facility.

| 31 December 2022 | Within 1 month<br>$M | 1 – 3 months<br>$M | 3 months – 1 year<br>$M | 1 – 5 years<br>$M | Greater than 5 years<br>$M | Total<br>$M |
|---|---|---|---|---|---|---|
| Finance costs on borrowings | 0.9 | 1.8 | 8.0 | 42.4 | 48.2 | 101.3 |
| Loans and borrowings | - | - | - | - | 115.0 | 115.0 |
| Expenses payable | 3.7 | 26.5 | - | - | - | 30.2 |
| Amounts due to brokers | 68.0 | - | - | - | - | 68.0 |
| **Total** | **72.6** | **28.3** | **8.0** | **42.4** | **163.2** | **314.5** |
| **31 December 2021** | | | | | | |
| Finance costs on borrowings | 0.3 | 0.6 | 2.7 | 14.4 | 12.8 | 30.8 |
| Loans and borrowings | - | - | - | - | 75.0 | 75.0 |
| Expenses payable | 6.5 | 104.1 | - | - | - | 110.6 |
| **Total** | **6.8** | **104.7** | **2.7** | **14.4** | **87.8** | **216.4** |

# Notes to the financial statements (continued)

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 $M | 1 – 3 months $M | 3 months – 1 year $M | 1 – 5 years $M | Within 1 month $M | 1 – 3 months $M | 3 months – 1 year $M | 1 – 5 years $M |
| **31 Dec 2022** | 260.6 | 190.6 | 5.9 | - | (250.5) | (184.7) | (5.9) | - |
| **31 Dec 2021** | 39.2 | 288.2 | - | - | (38.4) | (288.6) | - | - |

The Fund manages its liquidity risk by holding sufficient cash and cash equivalents, and available balance to withdraw on the revolving credit facility to meet its financial liabilities. Cash and cash equivalents balance as at reporting date and as percentage of NAV is disclosed in the table.

| Investment type | 31 Dec 2022 | 31 Dec 2021 |
|---|---|---|
| Cash and cash equivalents ($m) | 21.7 | 198.8 |
| Percentage of NAV | 0.8% | 6.9% |

**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.

**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 the 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 Acasta Global Fund (previously known as Polygon Convertible Opportunity Fund). Generally, the value of convertible bonds and other fixed rate instruments will change inversely with changes in interest rates. The Acasta investment manager manages interest rate risk by, among other things, entering into interest rate swaps and other derivatives as and when required.

From 31 December 2021, LIBOR has been replaced by an appropriate alternate rate as advised by ISDA in the IBOR Fallbacks Protocol. Five US Dollar LIBOR settings, including the three-month rate utilised separately by the incentive-fee hurdle and the revolving credit facility, will continue to be calculated and published using panel bank submissions until mid-2023. Any effect on the value of investments impacted at the time the change occurs is expected to be minimal without the introduction of inferior terms, as a consequence of the process.

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

| 31 December 2022 | Fair Value $M | Effects of +100bps change in interest rate on net assets $M | Effects of -100bps change in interest rate on net assets $M |
|---|---|---|---|
| U.S. CLOs | 170.2 | 8.6 | (8.6) |
| TCI II | 41.5 | 1.5 | (0.9) |
| TCI III | 75.6 | 2.8 | (2.4) |
| TCI IV | 15.6 | 1.2 | (1.0) |
| Acasta Global Fund | 100.4 | (2.2) | 2.3 |
| **Total** | **403.3** | **11.9** | **(10.6)** |
| **31 December 2021** | | | |
| U.S. CLOs | 164.4 | 3.4 | 7.0 |
| TCI II | 44.9 | 1.2 | 0.4 |
| TCI III | 72.9 | 2.5 | 2.3 |
| Acasta Global Fund | 131.6 | (6.2) | 5.1 |
| **Total** | **413.8** | **0.9** | **14.8** |

### 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") and Norwegian Krone ("NOK").

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 typically 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 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, and NOK by 5%. The analysis assumes that all other variables, in particular interest rates, remain constant.

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

| 31 December 2022 | Net Monetary and Non-Monetary Assets and Liabilities $M | Forward foreign exchange hedging $M | Net exposure $M | Effect of 5% on exchange rate $M |
|---|---|---|---|---|
| EUR | 42.8 | (45.4) | (2.6) | (0.1) |
| GBP | 750.5 | (369.2) | 381.3 | 19.1 |
| NOK | 4.0 | (6.0) | (2.0) | (0.1) |
| **Total** | **797.3** | **(420.6)** | **376.7** | **18.9** |
| **31 December 2021** | | | | |
| EUR | 53.6 | (50.3) | 3.3 | 0.2 |
| GBP | 807.0 | (263.9) | 543.1 | 27.2 |
| NOK | 4.4 | (5.4) | (1.0) | (0.1) |
| **Total** | **865.0** | **(319.6)** | **545.4** | **27.3** |

# Notes to the financial statements (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 the 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.

| | % of net assets as at 31 Dec 2022 | % of net assets as at 31 Dec 2021 |
|---|---|---|
| **Asset class** | | |
| Investment funds and vehicles | 42.3% | 40.3% |
| TFG Asset Management | 48.7% | 43.7% |
| CLO equity and debt tranches | 6.2% | 5.8% |
| Unlisted stock | 2.3% | 1.7% |
| Listed stock | 5.7% | 6.9% |
| Corporate bonds | 0.6% | 0.7% |
| Contracts for difference | 0.0% | 0.0% |
| Forward foreign exchange contracts and options | 0.7% | 0.1% |

The Investment Manager reviews the concentrations against the limits which are set and reviewed periodically. The table here 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.

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| **Asset class** | | |
| Investment funds and vehicles | 11.7 | 11.6 |
| TFG Asset Management | 13.4 | 12.6 |
| CLO equity and debt tranches | 1.7 | 1.7 |
| Unlisted stock | 0.6 | 0.5 |
| Listed stock | 1.6 | 2.0 |
| Corporate bonds | 0.2 | 0.2 |
| Contracts for difference | - | - |
| Forward foreign exchange contracts and options | 0.2 | - |

# Note 7
# Other Receivables and Prepayments

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Other receivables | 2.1 | 0.4 |
| Prepayments | 4.0 | 2.2 |
| **Total** | **6.1** | **2.6** |

Other receivables are expected to be settled within 12 months.

# Note 8
# Amounts Due to Brokers

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Amounts due to brokers | 68.0 | - |
| Value of collateral posted with brokers | 177.7 | 196.3 |

The collateral is in the form of long and short-listed equities and derivatives, and cash. The Fund can draw cash on the back of these securities from the broker. During 2022, charges of $0.2 million (2021: $0.5 million) were paid to the brokers in relation to this financing arrangement and are included in finance costs.

# Note 9
# Other Payables and Accrued Expenses

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Incentive fee payable | 26.5 | 104.1 |
| Other payables and accrued expenses | 3.7 | 6.5 |
| **Total** | **30.2** | **110.6** |

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

# Notes to the financial statements (continued)

## Note 10 Credit Facility

In July 2020, the Fund obtained a 10-year $250.0 million revolving credit facility. The facility is subject to a non-usage fee of 0.5% which is applied to the undrawn notional amount and a servicing fee of 0.015% of the total size of the facility. Any drawn portion incurred interest at a rate of three-month U.S. LIBOR plus a spread of 3.25%.

In July 2022, the Fund extended the current facility to $400.0 million for a duration of 10 years starting from July 2022. The facility is subject to same non-usage and servicing fee as described above. Any drawn portion incurs interest at a rate of three-month Term SOFR plus a spread of 3.40%.

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Drawn balance at start of the year | 75.0 | 100.0 |
| Interest and fees expensed | 10.1 | 5.1 |
| Interest and fees paid | (10.1) | (5.1) |
| Drawdowns | 215.0 | 50.0 |
| Repayments | (175.0) | (75.0) |
| **Drawn balance at the end of the year** | **115.0** | **75.0** |

## Note 11 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.

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, before and including 30 June 2023, equals the three-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 any Calculation Period commencing with the Calculation Period beginning on 1 July 2023 equals Term SOFR as of 5:00 p.m. Central time on the first day of the applicable Calculation Period on which Term SOFR is published, plus the Hurdle Spread of 2.747858, multiplied by the actual number of days in the Calculation Period, divided by 365.

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 2022 was $26.5 million (2021: $124.6 million). As at 31 December 2022, $26.5 million was outstanding (2021: $104.1 million).

# Note 12 Share Capital

### Authorised

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

### Voting shares

All 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.

### 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. M | Treasury Shares No. M | Shares held in Escrow No. M |
|---|---|---|---|---|
| Shares in issue at 1 January 2021 | 10 | 88.8 | 40.0 | 10.9 |
| Stock dividends | - | 1.2 | (1.6) | 0.4 |
| Issued through release of tranche of escrow shares | - | 0.4 | - | (0.4) |
| Shares purchased during the year | - | (0.2) | 0.2 | - |
| **Shares in issue at 31 December 2021** | **10** | **90.2** | **38.6** | **10.9** |
| Stock dividends | - | 1.6 | (2.0) | 0.4 |
| Issued through release of tranche of escrow shares | - | 1.0 | - | (1.0) |
| Shares purchased during the year | - | (7.2) | 7.2 | - |
| **Shares in issue at 31 December 2022** | **10** | **85.6** | **43.8** | **10.3** |

*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 $38.8 million (2021: $35.8 million) was declared, of which $23.8 million was paid out as a cash dividend (2021: $24.2 million), and the remaining $15.0 million (2021: $11.6 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. While they are held by the Fund, the shares are neither eligible to receive dividends nor are they included in the shares outstanding in the Consolidated Statement of Financial Position.

In April 2022, under the terms of "modified Dutch auctions", the Fund accepted for purchase approximately 4.3 million non-voting shares at an aggregate cost of $42.0 million, including applicable fees and expenses of $0.2 million. In December 2022, under the terms of "modified Dutch auctions", the Fund accepted for purchase approximately 2.4 million non-voting shares at an aggregate cost of $25.1 million, including applicable fees and expenses of $0.1 million.

# Notes to the financial statements (continued)

The Fund made the following purchases of its own shares from related parties using the then-current share price:

| Date | Purchased from | No. of shares | Cost ($M) | Then-current share price |
|---|---|---|---|---|
| January 2021 | TFG Asset Management LP | 17,651 | 0.2 | $9.50 |
| August 2021 | TFG Asset Management LP | 156,023 | 1.5 | $9.70 |
| October 2021 | TFG Asset Management LP | 44,903 | 0.4 | $9.14 |
| January 2022 | TFG Asset Management LP | 515,331 | 4.4 | $8.50 |
| November 2022 | TFG Asset Management LP | 41,246 | 0.4 | $8.66 |

**Escrow Shares**

***Equity-based awards***

In 2015, the Fund bought back approximately 5.6 million of its non-voting shares in a tender offer for $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 of its 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 programmes 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 February 2021, further awards to certain senior TFG Asset Management employees (excluding the principals of the Investment Manager) were made covering vesting and release periods out to 2032. 2.3 million shares acquired during the buybacks made in 2020 will be used to hedge against (or otherwise offset the future impact of) these awards.

In July 2019, TFG Asset Management entered into 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 $9.5 million in July 2019 and $3.75 million in July 2020 in cash, 0.3 million Tetragon non-voting shares in July 2021, and will receive the following:

- 2.1 million Tetragon non-voting shares in July 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 the Tetragon non-voting shares, 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 programme, 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 $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 Consolidated 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.

| Shares estimated to vest (M) | Vesting date | 2019 $M | 2020 $M | 2021 $M | 2022 $M | 2023 $M | 2024 $M |
|---|---|---|---|---|---|---|---|
| 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 2022, it is estimated that 1.575 million (2021: 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 2022, 10.2 million (2021: 10.9 million) shares related to TFG Asset Management's employee reward schemes are held in escrow. During the year, 1.0 million shares (2021: 0.4 million) were released from escrow including stock dividends awarded on the original shares. $7.9 million (2021: $4.9 million) was transferred from share-based compensation reserve to other equity in relation to the original shares. An amount of $3.0 million (2021: $0.6 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, 0.4 million (2021: 0.4 million) shares were allocated to this account.

On 1 January 2020, the Independent Directors were awarded 24,490 shares each in Tetragon which vested on 31 December 2022. The fair value of the award, as determined by the share price on grant date of $12.25 per share, is $300,000 per Independent Director. The expense is recognised on a straight-line basis in Consolidated Statement of Comprehensive Income over the vesting period starting from 1 January 2020 to 31 December 2022. A corresponding entry is made to the share-based compensation reserve.

In November 2022, a further 7,724 shares were awarded to each Independent Director with one-third of the shares vesting on 31 December 2023, 31 December 2024, and 31 December 2025. The fair value of the award, as determined by the relevant share price on grant date of $9.71 per share, is $75,000 per Independent Director. This expense will be recognised from 1 January 2023. The Independent Directors have deferred the settlement of all the awards to earlier of five years from the vesting date or separation from service with the Fund.

**Share-based compensation reserve**

The balance, $61.7 million (2021: $60.1 million) in share-based compensation reserve is related to equity-based awards as described above.

**Capital management**

The Fund's capital is represented by the ordinary share capital, other equity, and accumulated retained earnings, as disclosed in the Consolidated 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.

# Notes to the financial statements (continued)

## Note 13
## Dividends

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| Quarter ended 31 December 2020 of $0.1000 per share | - | 8.9 |
| Quarter ended 31 March 2021 of $0.1000 per share | - | 8.9 |
| Quarter ended 30 June 2021 of $0.1000 per share | - | 9.0 |
| Quarter ended 30 September 2021 of $0.1000 per share | - | 9.0 |
| Quarter ended 31 December 2021 of $0.1100 per share | 9.9 | - |
| Quarter ended 31 March 2022 of $0.1100 per share | 9.6 | - |
| Quarter ended 30 June 2022 of $0.1100 per share | 9.6 | - |
| Quarter ended 30 September 2022 of $0.1100 per share | 9.7 | - |
| **Total** | **38.8** | **35.8** |

The fourth quarter dividend of $0.1100 per share was approved by the Directors on 3 March 2023 and has not been included as a liability in these financial statements.

## Note 14
## Contingencies and Commitments

The Fund has the following unfunded commitments:

| | 31 Dec 2022 $M | 31 Dec 2021 $M |
|---|---|---|
| BentallGreenOak investment vehicles | 34.1 | 42.8 |
| Private equity funds | 26.0 | 18.4 |
| Contingency Capital loan | 2.1 | 8.3 |
| Contingency Capital fund | 42.6 | 10.3 |
| Tetragon Credit Income IV | 11.0 | 10.6 |
| **Total** | **115.8** | **90.4** |

# Note 15 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 11. Please note that the Fund and the Investment Manager agreed to replace LIBOR with three-month term SOFR plus 10 basis points for calculation periods commencing from 1 July 2023.

**Voting Shareholder**

The Voting Shareholder is an affiliate of the Investment Manager and holds all 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 $125,000 (2021: $125,000) as compensation for service as Directors of the Fund. As at 31 December 2022, $15,625 (2021: $15,625) was outstanding in relation to Directors' remuneration.

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 2021, David O'Leary elected to receive shares in lieu of half of his compensation and received 6,508 shares (2021: 6,502). In addition to the annual fee, the Fund has awarded its shares to the Independent Directors as described in Note 12.

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 for 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, David O'Leary, Steven Hart, and Deron Haley – all Directors of the Fund during the year – maintained (directly or indirectly) interests in shares of the Fund as at 31 December 2022, with interests of 16,010,947; 5,445,046; 51,458; 28,070 and 28,070 shares respectively (2021: 15,297,765; 5,202,514; 16,880; nil and nil shares, respectively).

Mr Griffith has an employment agreement with TFG Asset Management as described in Note 12.

**Subsidiaries**

The Fund has entered into share-based employee reward schemes with its subsidiary, TFG Asset Management LP. See Note 12 for details.

TFG Asset Management UK LLP and TFG Asset Management US LP, or 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, TFG Asset Management UK LLP, 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.

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 $21.3 million (2021: $23.9 million). As at 31 December 2022, the outstanding balance due from the Investment Manager was $1.6 million (2021: $4.0 million). During the year ended 31 December 2022, the Fund purchased its own shares from TFG Asset Management LP. See Note 12 for details.

Reade Griffith and Paddy Dear continue to hold membership interests in TFG Asset Management UK LLP which collectively entitle them to exercise all the voting rights in respect of the entity.

# Notes to the financial statements (continued)

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 TFG Asset Management UK LLP to the Fund.

Reade Griffith and Paddy Dear also hold membership interests in Pace Cayman Holdco Limited, or Pace Holdco, an entity through which the Fund ultimately owns its equity stake in Equitix. These membership interests collectively entitle them to exercise all 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 5 for details of these investments and Note 14 for the unfunded commitments related to these funds.

## Note 16
## Earnings per Share

The calculation of the basic and diluted earnings per share is based on the following data:

| | Year ended 31 Dec 2022 $M | Year ended 31 Dec 2021 $M |
|---|---|---|
| Earnings for the purposes of basic earnings per share being net (loss)/profit attributable to shareholders for the year | (32.1) | 418.2 |
| Weighted average number of shares for the purposes of basic earnings per share | 90.8 | 89.4 |
| **Effect of dilutive potential shares** | | |
| Share-based employee compensation – equity-based awards | 4.1 | 11.0 |
| **Weighted average number of shares for the purposes of diluted earnings per share** | **94.9** | **100.4** |

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 shares are dilutive potential shares.

In respect of share-based employee compensation – equity-based awards, it is assumed that all 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 17
# 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 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 2022 | 31 Dec 2021 |
|---|---|---|
| North America | 45% | 38% |
| Europe | 48% | 56% |
| Asia Pacific | 5% | 5% |
| Latin America | 2% | 1% |

# Note 18
# Subsequent Events

The Directors have evaluated the period up to 3 March 2023, which is the date that the financial statements were approved. The Directors have concluded that there are no material events that require disclosure or adjustment to the financial statement.

# Note 19
# Approval of Financial Statements

The Directors approved and authorised for issue the financial statements on 3 March 2023.

TETRAGON