

Key investment events

- Positive activity across all CD Funds, with realisation events contributing to positive valuation uplifts. CD Fund returns (CD1 to CD4) of 10.7%, 4.9%, 20.8% and 16.7% respectively.
- Meaningful exits from CD1, CD2 and CD3, including the liquidity event for Topgolf (CD3 and CD4) outlined below. CD3 majority invested, and ahead of investment path, CD4 continues to find attractive investment opportunities.
- CD1, CD2 and CD3 paid distributions to unitholders and have now returned 113%, 64% and 16% of the initial investment.

Fund update

All Funds have generated positive local currency returns over the past 12 months, and with the exception of CD2, were in excess of the significant 20% headwind of the rising Australian dollar. Two investment outcomes from this period that we would like to highlight include Trivest's sale of Turnpoint Services (CD1) and the US Select Direct II Topgolf merger (CD3 and CD4).

Turnpoint Services (CD1) – Reported in the December quarter update, this investment, acquired by Trivest V LP (Trivest) in 2016 was exited successfully in late 2020 via a sale to one of Canada's largest pension funds. Turnpoint has been a standout investment for Trivest,

and alongside investments managed by Incline and DFW, one of the best performing Limited Partnerships (LPs) for CD1.

Since the initial investment by Trivest, Turnpoint completed 16 add-on acquisitions, increased its revenue by nearly 10x, and grew its employee base from 160 to nearly 2,000. Operating across 13 US states Turnpoint offers a comprehensive range of plumbing, electrical, and HVAC installation and repair services. Through careful integration of multiple small businesses, improvement in management, optimising business offerings and generating significant scale this investment grew to a size that made it highly attractive to a larger buyer, and a great example of what many of our underlying managers are aiming to achieve.

Topgolf (CD3 and CD4) – Topgolf entered the portfolio in 2017 through US Select Direct Private II LP investing alongside other private equity investors as well as golf equipment company Callaway Golf Company (NYSE: ELY). Topgolf is an owner and operator of 60-plus high-end sports entertainment facilities built around a golf driving range concept. It caters to all ages and skill levels and uses advanced technology to track the accuracy and distance of players' shots.

While speculation about a proposed listing, via a SPAC merger, had circulated in 2020, Callaway, which previously owned 14% of the company agreed to a merger with Topgolf in October 2020, issuing 90 million shares in Callaway to Topgolf holders in March 2021. This transaction, including the positive share price movement of Callaway

since the announcement of the merger (+38.7%), has provided a meaningful uplift for CD3 and CD4 unitholders. It is anticipated that the newly combined entity, as we emerge from the COVID-19 constrained environment, will be well positioned to accelerate growth and create value-add opportunities for shareholders.

Market commentary

Global equities rallied 4.9% in the March quarter 2021 (Q1) in US dollar terms, with a declining AUD lifting AUD based returns to 6.0% – a similar gain to the prior quarter. Markets have been supported by a combination of optimism around economic growth, successful vaccination rollouts, further fiscal stimulus, positive results from COVID-19 vaccine trials and a resolution to the US election. While global markets were strong, volatility increased as inflation fears drove an increase in US 10-year Treasury yields by 82bps from 0.91% to 1.74% which also resulted in a shift in equity investor appetite and a rotation from growth to value.

US markets outperformed, up 7.2%. Positive economic conditions led to another record quarter of activity in the private equity (PE) sector, with the total value of deals up more than 100% on Q1 2020 and while SPACs stole the headlines on a number of occasions, numerous large PE deals were struck with tech continuing to lead the way.

While the worst of the pandemic has hopefully passed, the impact of COVID-19 on national and global economies cannot be overstated, with many businesses and business models permanently impacted. Fortunately, we are pleased to report a productive quarter across the Series, following some strong realisations in Q4 2020 and Q1 2021, and expect few losses as a result of the pandemic. Large and mid-tier PE firms are still sitting on significant levels of dry powder (unused capital), and this, as well as the recent proliferation of SPACs, should be supportive for the CD Funds as they continue on their investment paths.

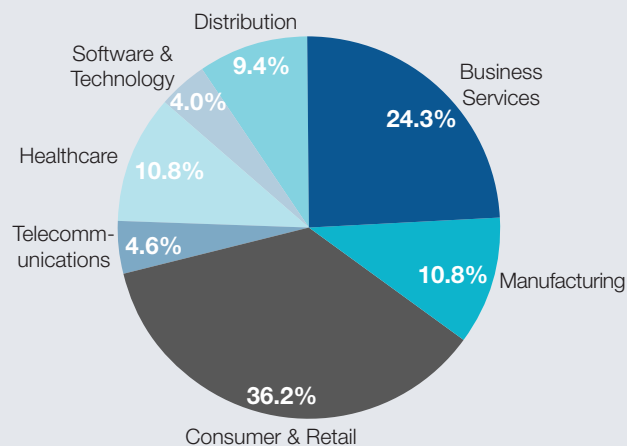
Reflecting the realisation events and distributions received from underlying LPs in late Q4 and early Q1, CD1, CD2 and CD3 paid distributions to unitholders of 14 cents, 8 cents and 24 cents respectively during the quarter. Fund performance for the quarter was strong, driven by improving underlying valuations, including further realisations, with CD1 to CD4 up 10.7%, 4.9%, 20.8% and 16.7% respectively, on a post-tax NTA basis.

Regards
CD Private Equity Team

KEY FUND DETAILS	FUND 1	FUND 2	FUND 3	FUND 4
ASX ticker	CD1	CD2	CD3	–
Inception	August 2012	April 2013	July 2016	April 2018
Pre-tax NTA	\$1.56 ¹	\$2.06 ¹	\$2.05 ¹	\$1.45 ¹
Post-tax NTA	\$1.56 ¹	\$1.97 ¹	\$1.98 ¹	\$1.40 ¹
Net Assets	\$60.7 million	\$109.0 million	\$142.9 million	\$165.3 million
Number of managers	8	12	13	12
Total underlying investments (since inception)	96	107	128	89
Investments during the quarter	0	0	0	2
Full realisations	49	32	20	4
Realisations during the quarter	2	4	3	1
Current underlying investments	47	75	108	85
Average age of remaining companies	5.3 years	4.7 years	3.5 years	1.6 years

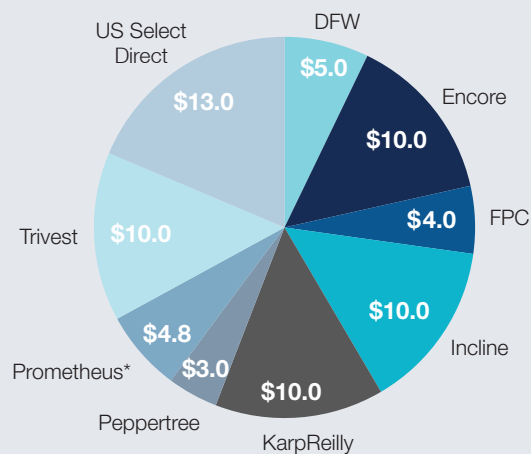
¹ Source: E&P Investments Limited. Historical performance is not a guarantee of the future performance of the Funds. The current NTAs per unit (shown above) are as at 31 March 2021. Note: Underlying investment figures are collected on a lagged basis and may not reflect actual exposures at period end.

CD1 portfolio asset allocation



Note: Numbers may not add to 100% due to rounding.

LP commitments to underlying managers (US\$69.8m)



Note: The Fund has an 85.5% interest in the LP. Cordish Private Ventures and US Select Private Opportunities Fund GP LLC contributed the remaining amount based on their proportional shares. Numbers may not add due to rounding. *The LP received a final distribution from Prometheus Partners IV, L.P. on 30 September 2016 and has no remaining capital with this fund.

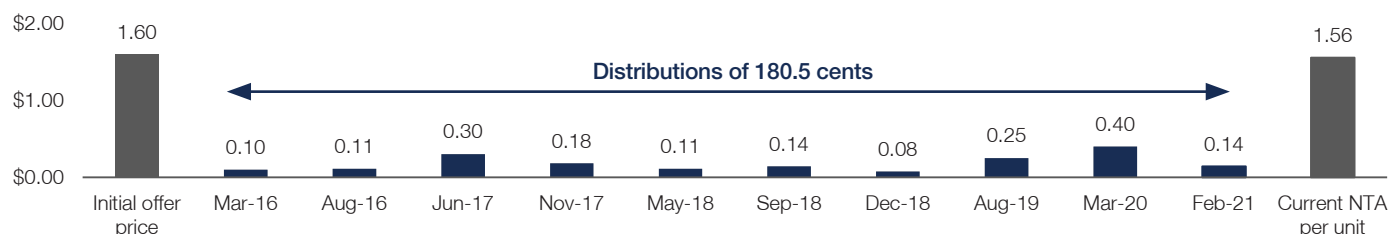
CD1 Fund performance

	3 MONTHS	6 MONTHS	1 YEAR	3 YEAR PA	5 YEAR PA	SINCE INCEPTION PA ³
NTA return ^{1,2}	10.7%	16.7%	3.4%	16.0%	13.5%	12.0%

Notes: ¹ Source: E&P Investments Limited. Historical performance is not a guarantee of the future performance of the Fund. ² Total returns are inclusive of distributions. NTA return is based on post-tax NTA and is net of fees and costs. ³ Inception date August 2012.

On an NTA/Internal Rate of Return (IRR) basis CD1 has achieved a return of 11.7% per annum since inception.

CD1 unit value and income



Note: The unit price of CD1 was \$0.98 as at 31 March 2021. Historical performance is not a guarantee of the future performance of the Fund. Source: E&P Investments Limited. Current NTA per unit (shown above) is post-tax.

LP activity

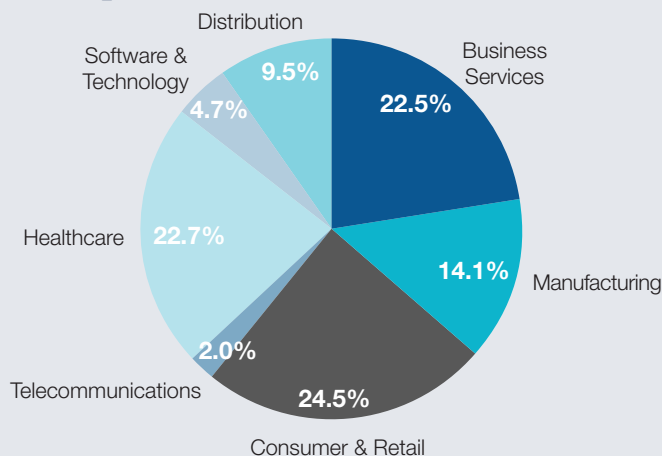
The LP made a distribution of US\$5 million to limited partners funded from proceeds received from **Trivest Fund V, L.P.** and **Incline Equity Partners III L.P.** associated with the sale of Turnpoint Services and LYNX Franchising, respectively. CD1's share was US\$4.3 million.

Underlying fund activity

Incline Equity Partners III, L.P. sold portfolio company Hartland Controls Holding Corp and Double E Holdings Corp, resulting in a distribution of US\$0.6 million to the LP.

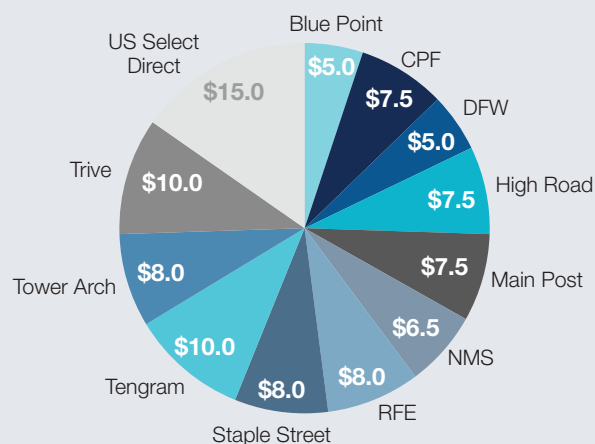
Trivest Fund V, L.P. sold portfolio company Oil Changers Holding Corporation, resulting in a distribution of US\$2.3 million to the LP.

CD2 portfolio asset allocation



Note: Numbers may not add to 100% due to rounding.

LP commitments to underlying managers (US\$98.0m)



Note: The Fund has an 87.3% interest in the LP. Cordish Private Ventures and US Select Private Opportunities Fund II GP LLC contributed the remaining amount based on their proportional shares. Numbers may not add due to rounding.

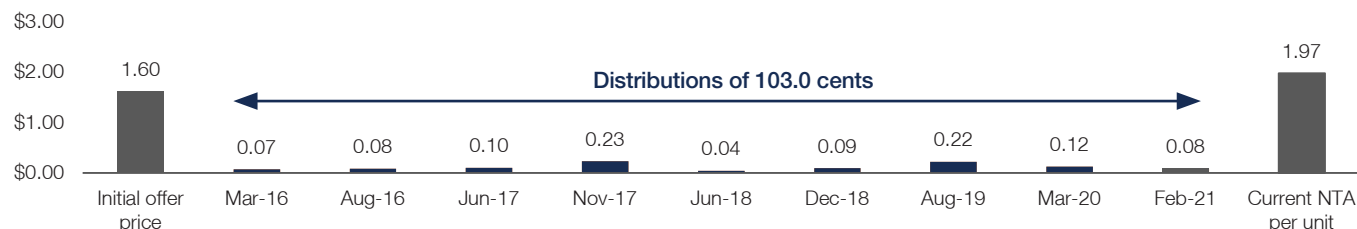
CD2 Fund performance

	3 MONTHS	6 MONTHS	1 YEAR	3 YEAR PA	5 YEAR PA	SINCE INCEPTION PA ³
NTA return ^{1,2}	4.9%	-3.0%	-11.8%	8.8%	8.2%	9.7%

Notes: ¹ Source: E&P Investments Limited. Historical performance is not a guarantee of the future performance of the Fund. ² Total returns are inclusive of distributions. NTA return is based on post-tax NTA and is net of fees and costs. ³ Inception date April 2013.

On an NTA/Internal Rate of Return (IRR) basis CD2 has achieved a return of 10.1% per annum since inception.

CD2 unit value and income



Note: The unit price of CD2 was \$1.15 as at 31 March 2021. Historical performance is not a guarantee of the future performance of the Fund. Source: E&P Investments Limited. Current NTA per unit (shown above) is post-tax.

LP activity

The LP made a distribution of US\$5 million to limited partners representing proceeds received by the LP from various investments, including the sale of Future Infrastructure Holdings LLC outlined below. CD2's share was US\$3.4 million.

Underlying fund activity

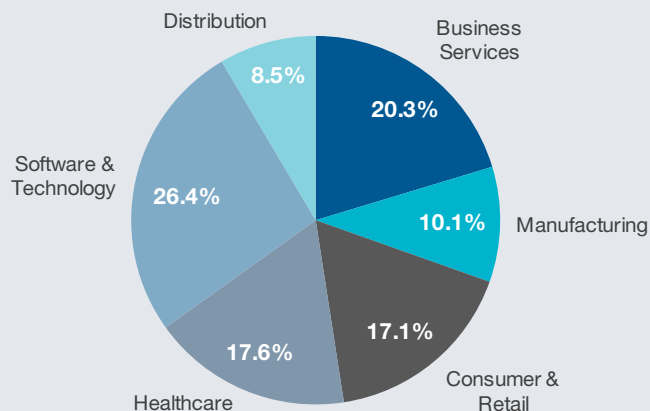
High Road Capital Partners Fund II, L.P. sold portfolio company GTI Holding Company (General Tools & Instruments), resulting in a distribution of US\$1.4 million to the LP.

Tower Arch Partners I, L.P. (Tower Arch) sold portfolio company Future Infrastructure Holdings LLC, resulting in a distribution of US\$3.5 million to the LP. Tower Arch also called capital to fund follow-on investments for two portfolio companies.

Trive Capital Fund I, L.P. paid a distribution of US\$3.7 million from returned capital proceeds from American Veterinary Group.

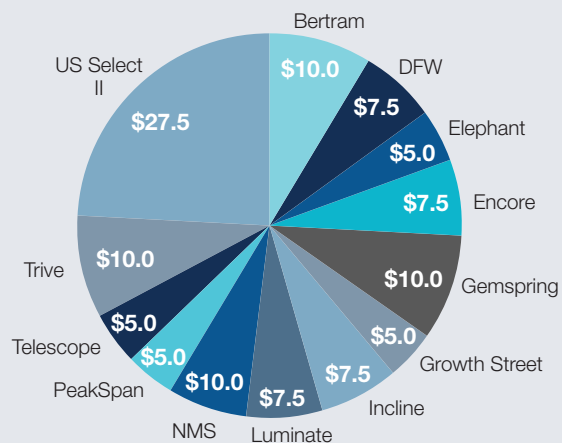
In addition, two underlying funds called capital for follow-on investments and credit repayment purposes.

CD3 portfolio asset allocation



Note: Numbers may not add to 100% due to rounding.

LP commitments to underlying managers (US\$117.5m)



Notes: The Fund has an 71.2% interest in the LP. Cordish Private Ventures, US Select Private Opportunities Fund III GP LLC and its partner contributed the remaining amount based on their proportional shares. Numbers may not add due to rounding.

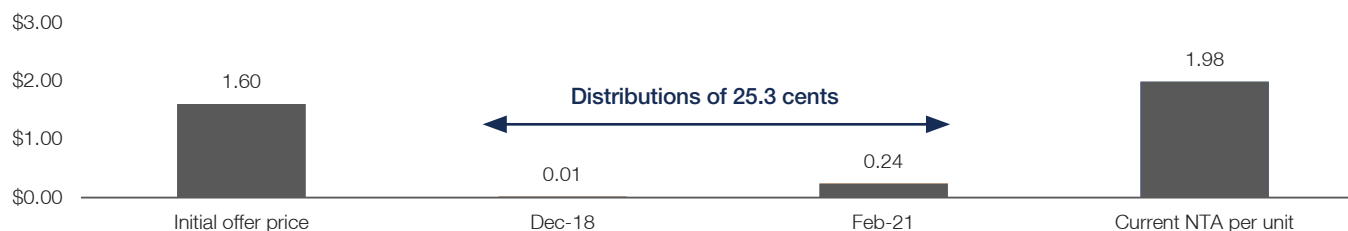
CD3 Fund performance

	3 MONTHS	6 MONTHS	1 YEAR	2 YEAR PA	3 YEAR PA	SINCE INCEPTION PA ³
NTA return ^{1,2}	20.8%	14.1%	9.2%	14.4%	15.1%	8.7%

Notes: ¹ Source: E&P Investments Limited. Historical performance is not a guarantee of the future performance of the Fund.
² Total returns are inclusive of distributions. NTA return is based on post-tax NTA and is net of fees and costs. ³ Inception date July 2016.

On an NTA/Internal Rate of Return (IRR) basis CD3 has achieved a return of 8.0% per annum since inception.

CD3 unit value and income



Note: The unit price of CD3 was \$0.99 as at 31 March 2021. Historical performance is not a guarantee of the future performance of the Fund.
Source: E&P Investments Limited. Current NTA per unit (shown above) is post-tax.

LP activity

The LP made a distribution of US\$20 million to limited partners. CD3's share was USD14 million, funded from the sale of underlying investments including Gemspring Capital Fund I, L.P.'s sale of portfolio company Therma LLC.

Underlying fund activity

Incline Equity Partners IV, L.P. sold portfolio company Continental Battery Company, resulting in a distribution of US\$2.3 million to the LP.

Luminate Capital Partners, L.P. sold portfolio company AMTDirect and a majority stake in StarCompliance, resulting in aggregate distributions of US\$3.4 million to the LP.

Encore Consumer Capital Fund III, L.P. called capital to fund a follow-on investment in a portfolio company, pay down a line of credit used to fund an investment in 2020 and make a new investment in Ogilvie Brands, Inc (trading as Love Wellness), a women's health and wellness brand.

The LP also received a distribution of US\$4.6 million from the partial sell-down of an underlying investment.

CD Private Equity Fund Series

The CD Private Equity Fund Series, including CD Private Equity Fund I (**CD1**), CD Private Equity Fund II (**CD2**), CD Private Equity Fund III (**CD3**), and CD Private Equity Fund IV (**CD4**) (together, Funds or Fund Series), is a series of private equity funds focused on US small-cap private equity funds and direct company investments. The Fund Series investments are selected by a joint venture between the private investment arm of the Cordish Companies of Baltimore, Maryland, and E&P Funds with underlying investments managed by experienced private equity fund managers.

This venture is anchored in the belief that smaller and nimbler private equity funds materially outperform larger private equity funds. The Fund Series was formed to provide investors with a platform to invest in a portfolio of high quality small to mid-market private equity funds and companies – a strategy that is typically beyond the reach of all but the largest endowment funds and family offices.

The Fund Series also provides investors with the opportunity to benefit from the Cordish Family Office's experience and network in investing in specialist small to mid-market private equity funds and direct equity investments in the US, as well as to invest side-by-side and on equal terms with the Cordish family in these compelling opportunities.

Investment objectives

The General Partner and Investment Manager will seek to meet each Fund's aim of providing Unitholders with exposure to a portfolio of investments in small and mid-market private investment funds and privately held companies predominantly focused in the US; and capital growth over a five to ten-year investment horizon.

CD Private Equity team



Jonathan Cordish

Chairman
Advisory Board



Jonathan Sinex

Managing Director
Cordish Private Ventures

Important information

This Quarterly Update (**Update**) has been prepared by E&P Investments Limited as Responsible Entity (ACN 152 367 649, AFSL 410 433) of the CD Private Equity Fund Series (**Funds or Fund Series**) which includes CD Private Equity Fund I (ARSN 158 625 284) (**CD1**), CD Private Equity Fund II (ARSN 162 057 089) (**CD2**), CD Private Equity Fund III (ARSN 612 132 813) (**CD3**), and CD Private Equity Fund IV (ARSN 624 474 531) (**CD4**). **Investment Manager** for CD1 is US Select Private Opportunities Fund GP, LLC, and for CD2, CD3, and CD4 is E&P Asset Management USA Inc. An investment in any of the Funds is subject to various risks, many of which are beyond the control of the Investment Manager and the Funds. The past performance of the Funds is not a guarantee of the future performance of the Funds. This Update may contain statements, opinions, projections, forecasts and other material (**forward looking statements**), based on various assumptions. Those assumptions may or may not prove to be correct. The Responsible Entity and its advisers (including all of their respective directors, consultants and/or employees, related bodies corporate and the directors, shareholders, managers, employees or agents of them) (Parties) do not make any representation as to the accuracy or likelihood of fulfilment of the forward-looking statements or any of the assumptions upon which they are based. Actual results, performance or achievements may vary materially from any projections and forward-looking statements and the assumptions on which those statements are based. Readers are cautioned not to place undue reliance on forward-looking statements and the Parties assume no obligation to update that information. This Update may contain general advice. Any general advice provided has been prepared without taking into account your objectives, financial situation or needs. Before acting on the advice, you should consider the appropriateness of the advice with regard to your objectives, financial situation and needs, and consider obtaining advice from a financial advisor. You should obtain a copy of the relevant PDS or offer document before making any decisions to purchase a product. All performance figures, unit prices and distributions are in Australian Dollars, unless otherwise stated.

About E&P Funds

E&P Funds is a multibillion-dollar global funds management firm founded in 2007, with assets under management across global equities, residential and commercial property, private equity, fixed income, and sustainable and social investments.

It provides access to unique investment strategies not readily accessible to investors and focuses on building high quality, diversified portfolios.

E&P Investments Limited is the Responsible Entity of the Funds and is a wholly-owned subsidiary of E&P Financial Group Limited (EP1.ASX).

Risks

Like all investments, an investment in any of the Funds carries risks which may result in the loss of income or principal invested. In addition to the general risks of investing, specific risks associated with investing in the Funds include, but are not limited to, private investments risk, illiquidity risk and foreign exchange risk. For further information about the risks of investing in any of the Funds, please see the relevant Product Disclosure Statements available on the website cdfunds.com.au.

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