

## Conversus Capital, L.P. Releases Interim Management Statement

**GUERNSEY, CHANNEL ISLANDS, 16 April 2012** – Conversus Capital, L.P. (NYSE Euronext Amsterdam: CCAP) (“Conversus”) has filed its Interim Management Statement contained herein in accordance with article 5:25e of the Netherlands Financial Supervision Act (*Wet op het financieel toezicht*) for the period from 1 January 2012 through the date of this announcement. Financial information for the Interim Management Statement is presented as of and for the quarter ended 31 March 2012.

### Net Asset Value Estimate

As of 31 March 2012, Conversus had an estimated net asset value (“NAV”) per unit of \$26.69, representing a decrease of 0.7% from the 31 December 2011 NAV per unit of \$26.88. NAV per unit as of 31 March reflected distributions to unit holders of \$0.75 per unit paid or declared since 1 January. Investment NAV was \$1,722.0 million while unfunded commitments were \$387.7 million as of 31 March. By comparison, investment NAV was \$1,725.2 million while unfunded commitments were \$402.1 million as of 31 December.

*(in millions except per unit data)*

	31 Mar 2012 (Unaudited)	31 Dec 2011 (Audited)	% Change
Investment NAV	\$ 1,722.0	\$ 1,725.2	(0.2)%
Cash and Cash Equivalents	74.2	82.6	(10.2)%
Notes Payable	(1.0)	(1.0)	-
Performance Fees Payable	(6.9)	(54.7)	(87.4)%
Distributions Payable	(39.0)	-	-
Other Net Assets (Liabilities)	(13.4)	(15.4)	(13.0)%
Estimated NAV	<u>\$ 1,735.9</u>	<u>\$ 1,736.7</u>	<u>-</u>
Common Units Outstanding	65.0	64.6	0.6 %
Estimated NAV per Unit	\$ 26.69	\$ 26.88	(0.7)%

As of 31 March, 71% of investment NAV was comprised of private holdings valued based on general partner and Conversus estimates as of 31 December while 5% was comprised of direct co-investments valued based on Conversus’ estimates as of 31 March. A further 23% of investment NAV was comprised of public equity securities marked to market as of 31 March as further described below in Valuation and Reporting Policies. The remaining 1% of investment NAV represented cash and other net assets held by the funds in which Conversus is invested.

## Financial Highlights for the Quarter Ended 31 March 2012

(in millions and unaudited)

Net Change in Unrealized Appreciation on Investments	\$	33.5
Net Realized Gains on Investments		20.3
Investment Income		2.7
Total Expenses		(16.9)
Net Increase in Net Assets Resulting from Operations		39.6
Distributions to Unit Holders		(48.7)
Unit Issuances		8.3
Net Decrease in Net Assets	\$	(0.8)

## Liquidity and Capital Resources

For the quarter ended 31 March, Conversus received \$78.8 million in distributions and funded \$23.3 million in capital calls, resulting in net positive portfolio cash flow of \$55.5 million.

As of 31 March, Conversus had a cash balance of \$74.2 million and net liabilities of \$60.3 million. Conversus has a credit facility with Citigroup which is committed through December 2014 and is subject to various covenants and conditions. The commitment level on the facility is \$175.0 million in 2012, \$137.5 million in 2013 and \$100.0 million in 2014. There was \$1.0 million outstanding under the facility as of 31 March.

## Portfolio Activity

For the quarter ended 31 March, \$78.8 million in distributions were comprised of 68% from buyout funds, 15% from venture capital funds and 9% from special situation funds, with the remaining 8% coming from sales of directly held public equity securities. The ten largest portfolio company distributions for the quarter totaled \$28.4 million and included Ernest Health, Sally Beauty, Ruth's Hospitality Group, Rexel, Insight Communications, Geotea, Fantastic Sam's, TDC, Phillips & Temro Industries and VTI Technologies.

For the quarter ended 31 March, \$23.3 million of capital calls included \$17.3 million for buyout funds, \$5.5 million for venture capital funds and \$0.5 million for special situation funds. During the quarter, 88% of capital calls came from fund vintage years 2008 (57%), 2007 (21%) and 2006 (10%).

During the quarter ended 31 March, eight Conversus portfolio companies completed IPOs. The companies had a combined investment NAV of \$23.7 million as of 31 March and included Guidewire Software, Caesars, GSE, ExactTarget, Rexnord, Bazaarvoice, Millennial Media and CafePress. Thirty-one additional portfolio companies representing \$95.0 million of investment NAV as of 31 March have formally filed for IPOs, which may or may not be completed.

## Reinvestments by Oak Hill Investment Management

On 24 January and 13 April, Conversus re-issued 427,876 and 20,912 common units, respectively, from treasury to OHIM Investors L.P., an affiliate of Oak Hill Investment Management, L.P. ("OHIM"). OHIM is obligated to invest at least 25% of its share of performance fees in Conversus units until it reaches a \$25.0 million commitment level. OHIM had previously made an election to reinvest 37.5% of its share of the performance fee. Including these issuances, Conversus has issued 620,457 units to OHIM representing an aggregate reinvestment of \$12.8 million.

## **Unit Holder Distributions**

For the period from 1 January through 16 April, Conversus paid cash distributions to unit holders totaling \$48.7 million, or \$0.75 per unit.

Conversus expects to make quarterly distributions based on net cash flow during the quarter, the forecast for net cash flow and an appropriate amount of cash reserves. Conversus anticipates making quarterly distributions in January, April, July and October during the fiscal year; however, the ultimate timing and amount of distributions may vary and will remain subject to the discretion of the Conversus Board. Conversus' distribution policy can be found in the Investor Relations section of Conversus' website under the heading "Distribution & Tax Information."

## **Review of Strategic Alternatives**

In February 2012, Conversus announced that its general partner's board of directors would explore strategic alternatives with the goal of enhancing unit holder value. Strategic alternatives may include, but are not limited to, a possible sale of Conversus. Conversus has retained J.P. Morgan Securities LLC as its financial advisor to assist with the strategic review.

Conversus does not have a defined timeline for the strategic review, and there can be no assurance that the review will result in any specific action or transaction. Conversus does not intend to comment further regarding the evaluation of strategic alternatives, unless a specific transaction or process is concluded, or it otherwise deems further disclosure is appropriate or required.

## **Valuation and Reporting Policies**

Conversus carries investments on its books at fair value in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). Conversus uses the best information it has available to estimate fair value. Fair value for private equity interests begins with the most recent financial information provided by the general partners, adjusted for subsequent transactions, such as calls or distributions, as well as other information judged to be reliable that indicates valuation changes, including realizations and other portfolio company events. The value of any public equity security known to be owned by the funds based on the most recent information reported to us by the general partners has been marked to market as of 31 March, and a discount has been applied to such securities based on an estimate of the discount applied by the general partners in calculating NAV.

Conversus issues an Annual Financial Report as of 31 December each year that includes audited annual financial statements and a semi-annual Financial Report as of 30 June each year that includes financial statements reviewed by its auditors in accordance with the standards applicable to reviews of interim financial information. Conversus also issues Interim Management Statements for the quarters ending 31 March and 30 September each year that include summary quarterly financial information. Conversus prepares its financial information in accordance with U.S. GAAP. Conversus is required to consider, and will consider, all known material information in preparing such financial information, including information that may become known subsequent to the issuance of monthly NAV reports. Accordingly, amounts included in the quarterly, semi-annual and annual filings may differ from amounts included in the monthly NAV reports.

## **About Conversus Capital**

Conversus is a publicly traded portfolio of third party private equity funds with approximately \$2.2 billion in assets under management. Conversus provides immediate exposure to a diversified portfolio of private equity assets managed by best-in-class general partners. Conversus' objective is to maximize long-term unit holder value by harvesting its existing portfolio and returning capital to unit holders. CAM, an independent asset

manager, implements Conversus' investment policies and carries out the day to day operations of Conversus pursuant to a services agreement.

### **Legal Disclaimer**

*This press release is not an offer to sell, or a solicitation of an offer to buy, securities in the United States or elsewhere. Securities may not be sold in the United States absent registration with the U.S. Securities and Exchange Commission or an exemption from registration under the U.S. Securities Act of 1933, as amended. Conversus is not a registered investment company under the U.S. Investment Company Act of 1940, as amended (the "Investment Company Act"), and the resale of Conversus securities in the United States or to U.S. persons other than to qualified purchasers as defined in the Investment Company Act is prohibited. Conversus does not intend to register any offering in the United States or to conduct a public offering of its securities in the United States. Conversus is an authorised closed-ended investment scheme for Guernsey regulatory purposes. Conversus is registered with the Netherlands Authority for the Financial Markets as a collective investment scheme which may offer participation rights in the Netherlands pursuant to article 2:66 of the Financial Market Supervision Act (Wet op het financieel toezicht). Past performance is not necessarily indicative of future results.*

*The common units and related restricted depositary units of Conversus are subject to a number of ownership and transfer restrictions. Information concerning these ownership and transfer restrictions is included in the Investor Relations section of Conversus' website at [www.conversus.com](http://www.conversus.com).*

### **Forward-Looking Statements**

*This press release contains certain forward-looking statements. In some cases, forward-looking statements can be identified by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will," and "would," or the negative of those terms or other comparable terminology. Forward-looking statements speak only as of the date of these materials and include statements relating to expectations, beliefs, forecasts, projections (which may include statements regarding future economic performance, and the financial condition, results of operations, liquidity, cash flows, investments, business, net asset value and prospects of Conversus), future plans and strategies and anticipated results thereof, anticipated events or trends and similar matters that are not historical facts. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future, and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements including, but not limited to, the following: our ability to implement successful investment strategies; risks associated with private equity investments generally, the performance and financial condition of the funds in our portfolio and their portfolio companies, and the actual realized value of investments; the size, volume and timing of capital calls, distributions and other transactions involving our investments; changes in our relationship with CAM and its relationships; potential conflicts of interest; changes in our financial condition, liquidity (including availability and cost of capital), cash flows and ability to meet our funding needs and satisfy our contractual obligations; general economic and political conditions and conditions in the equity, debt, credit, currency, foreign exchange and private equity markets; the trading price, liquidity and volatility, of our common units; competitive conditions; regulatory and legislative developments; and the risks, uncertainties and other factors discussed elsewhere in these materials or in our public filings and documents on our website ([www.conversus.com](http://www.conversus.com)). Conversus does not undertake to update any of these forward-looking statements.*

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**FINANCIAL TABLES FOR THE QUARTER ENDED 31 MARCH 2012 FOLLOW**

# Combined Statements of Net Assets

As of 31 March 2012 and 31 December 2011

(US\$ in thousands except for per unit amounts)

	31 Mar 2012 (Unaudited)	31 Dec 2011 (Audited)
<b>Assets</b>		
Investments, at fair value (cost \$1,571,022 as of 31 Mar 2012; \$1,607,649 as of 31 Dec 2011)	\$ 1,722,029	\$ 1,725,162
Cash and cash equivalents	74,243	82,573
Receivables and prepaid expenses	2,184	2,049
<b>Total Assets</b>	<b>1,798,456</b>	<b>1,809,784</b>
<b>Liabilities</b>		
Performance fees payable	6,945	54,715
Management fees payable	3,642	6,522
Notes and interest payable	1,000	1,000
Distributions payable to unit holders	39,019	-
Other liabilities	11,943	10,871
<b>Total Liabilities</b>	<b>62,549</b>	<b>73,108</b>
<b>NET ASSETS</b>	<b>\$ 1,735,907</b>	<b>\$ 1,736,676</b>
<b>Net Assets</b>		
General Partners' capital	\$ -	\$ -
Limited Partners' capital (66,603 units issued and 65,031 units outstanding as of 31 Mar 2012; 66,603 units issued and 64,603 units outstanding as of 31 Dec 2011)	1,766,694	1,775,841
Treasury units (1,572 units as of 31 Mar 2012; 2,000 units as of 31 Dec 2011)	(30,787)	(39,165)
<b>NET ASSETS</b>	<b>\$ 1,735,907</b>	<b>\$ 1,736,676</b>
<b>NET ASSET VALUE PER UNIT OUTSTANDING</b>	<b>\$ 26.69</b>	<b>\$ 26.88</b>

## Combined Statement of Operations

*For the quarter ended 31 March 2012*

*(US\$ in thousands except for per unit amount)*

*(Unaudited)*

### Investment Income

Dividend income	\$	2,179
Interest and other income		511
<b>Total Investment Income</b>		<u>2,690</u>

### Expenses

Performance fees	\$	4,396
Management fees		3,598
Fund fees and expenses		3,796
Professional service fees		1,739
Personnel		1,040
Administrative fees to CAM		702
Public company costs		622
Credit facility commitment fees and interest		339
Taxes		573
Other general and administrative		129
<b>Total Expenses</b>		<u>16,934</u>

<b>Net Investment Loss</b>		<u>(14,244)</u>
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### Net Realized Gains and Net Change in Unrealized

#### Appreciation on Investments

Net realized gains on investments		20,329
Net change in unrealized appreciation on investments		33,494
<b>Total Net Realized Gains and Net Change in</b>		
<b>Unrealized Appreciation on Investments</b>		<u>53,823</u>

### NET INCREASE IN NET ASSETS RESULTING FROM OPERATIONS

\$ 39,579

### GAIN PER UNIT OUTSTANDING

\$ 0.61

# Combined Condensed Schedule of Investments

As of 31 March 2012

(US\$ in thousands and Unaudited)

	Cost	Fair Value	% of Net Assets	Unfunded Commitments
<b>FUND INVESTMENTS</b>				
<b>North America</b>				
Buyout	\$ 1,033,597	\$ 1,131,212	65.2%	\$ 298,217
Venture Capital	244,894	269,136	15.5	45,685
Special Situation	62,435	86,538	5.0	8,898
<b>Total North America</b>	<b>1,340,926</b>	<b>1,486,886</b>	<b>85.7</b>	<b>352,800</b>
<b>Europe, Asia and RoW</b>				
Buyout	118,635	114,490	6.6	34,457
Venture Capital	2,250	2,734	0.1	424
<b>Total Europe, Asia and RoW</b>	<b>120,885</b>	<b>117,224</b>	<b>6.7</b>	<b>34,881</b>
<b>Total Fund Investments</b>	<b>1,461,811</b>	<b>1,604,110</b>	<b>92.4</b>	<b>387,681</b>
<b>DIRECT INVESTMENTS <sup>(1)</sup></b>				
<b>Direct Co-Investments</b>				
Industrials	52,544	58,633	3.4	-
Telecommunication Services	25,000	20,000	1.1	-
Consumer Discretionary	10,000	10,000	0.6	-
Health Care	5,000	5,000	0.3	-
<b>Total Direct Co-Investments</b>	<b>92,544</b>	<b>93,633</b>	<b>5.4</b>	<b>-</b>
<b>Publicly Traded Equity Securities <sup>(2)</sup></b>				
Industrials	4,165	11,268	0.7	-
Financials	7,677	9,339	0.5	-
Information Technology	3,060	2,772	0.2	-
Materials	532	526	0.0	-
Energy & Utilities	945	368	0.0	-
Telecommunication Services	288	13	0.0	-
<b>Total Publicly Traded Equity Securities</b>	<b>16,667</b>	<b>24,286</b>	<b>1.4</b>	<b>-</b>
<b>Total Direct Investments</b>	<b>109,211</b>	<b>117,919</b>	<b>6.8</b>	<b>-</b>
<b>TOTAL</b>	<b>\$ 1,571,022</b>	<b>\$ 1,722,029</b>	<b>99.2%</b>	<b>\$ 387,681</b>

<sup>(1)</sup> Industry classifications are determined at the individual portfolio company level and are based on the North American Industry Classification System ("NAICS").

<sup>(2)</sup> Publicly traded equity securities represent equity security distributions from fund investments and direct public equity investments.



## Combined Condensed Schedule of Investments (Continued)

As of 31 December 2011

(US\$ in thousands and Audited)

	Cost	Fair Value	% of Net Assets	Unfunded Commitments
<b>FUND INVESTMENTS</b>				
<b>North America</b>				
Buyout	\$ 1,054,470	\$ 1,130,664	65.1%	\$ 308,589
Venture Capital	249,033	269,238	15.5	50,061
Special Situation	66,244	93,501	5.4	5,922
<b>Total North America</b>	<b>1,369,747</b>	<b>1,493,403</b>	<b>86.0</b>	<b>364,572</b>
<b>Europe, Asia and RoW</b>				
Buyout	126,446	114,660	6.6	37,140
Venture Capital	2,269	2,561	0.1	412
<b>Total Europe, Asia and RoW</b>	<b>128,715</b>	<b>117,221</b>	<b>6.7</b>	<b>37,552</b>
<b>Total Fund Investments</b>	<b>1,498,462</b>	<b>1,610,624</b>	<b>92.7</b>	<b>402,124</b>
<b>DIRECT INVESTMENTS <sup>(1)</sup></b>				
<b>Direct Co-Investments</b>				
Industrials	52,544	57,893	3.3	-
Telecommunication Services	25,000	20,000	1.2	-
Consumer Discretionary	10,000	10,000	0.6	-
Health Care	5,000	5,000	0.3	-
<b>Total Direct Co-Investments</b>	<b>92,544</b>	<b>92,893</b>	<b>5.4</b>	<b>-</b>
<b>Publicly Traded Equity Securities <sup>(2)</sup></b>				
Financials	8,276	9,319	0.6	-
Industrials	4,165	9,228	0.5	-
Telecommunication Services	1,695	1,387	0.1	-
Information Technology	1,030	759	0.0	-
Energy & Utilities	945	503	0.0	-
Materials	532	449	0.0	-
<b>Total Publicly Traded Equity Securities</b>	<b>16,643</b>	<b>21,645</b>	<b>1.2</b>	<b>-</b>
<b>Total Direct Investments</b>	<b>109,187</b>	<b>114,538</b>	<b>6.6</b>	<b>-</b>
<b>TOTAL</b>	<b>\$ 1,607,649</b>	<b>\$ 1,725,162</b>	<b>99.3%</b>	<b>\$ 402,124</b>

<sup>(1)</sup> Industry classifications are determined at the individual portfolio company level and are based on the NAICS

<sup>(2)</sup> Publicly traded equity securities represent equity security distributions from fund investments and direct public equity investments.

## Combined Condensed Schedule of Investments (Continued)

As of 31 March 2012 and 31 December 2011

(US\$ in thousands)

	31 Mar 2012 (Unaudited)		31 Dec 2011 (Audited)	
	Fair Value	% of Net Assets	Fair Value	% of Net Assets
<b>Industry <sup>(1)</sup></b>				
Industrials	\$ 413,048	23.8%	\$ 403,634	23.2%
Consumer Discretionary	228,179	13.1	228,616	13.2
Health Care	204,066	11.8	206,641	11.9
Information Technology	194,811	11.2	190,671	11.0
Financials	176,222	10.2	172,015	9.9
Media	111,928	6.4	113,101	6.5
Materials	92,994	5.4	85,856	5.0
Energy & Utilities	83,780	4.8	83,780	4.8
Consumer Staples	69,194	4.0	68,115	3.9
Telecommunication Services	53,155	3.1	57,978	3.3
Other Industries	27,864	1.6	30,819	1.8
Other (net other assets)	66,788	3.8	83,936	4.8
<b>TOTAL</b>	<b>\$ 1,722,029</b>	<b>99.2%</b>	<b>\$ 1,725,162</b>	<b>99.3%</b>

<sup>(1)</sup> Industry classifications are determined on a look-through basis at the individual portfolio company level and are based on the NAICS.