



**KENSINGTON PRIVATE EQUITY FUND**

**MANAGEMENT DISCUSSION AND ANALYSIS  
AND FINANCIAL STATEMENTS**

**FOR THE PERIOD ENDED  
SEPTEMBER 30, 2016**

**November 14, 2016**

*This quarterly management discussion and analysis of the Kensington Private Equity Fund contains financial highlights as well as quarterly financial statements for the period ended September 30, 2016. You may obtain a copy of the quarterly financial statements, the annual information form, proxy voting policies and procedures, proxy voting disclosure record or portfolio disclosure at your request, and at no cost, by calling 416-362-9000 or toll-free at 1-855-362-9329, by writing to us at 95 St. Clair Avenue West, Suite 905, Toronto, Ontario, M4V 1N6, or by visiting our website at [www.kcpl.ca](http://www.kcpl.ca). Additional information relating to Kensington private Equity Fund is on SEDAR at [www.sedar.com](http://www.sedar.com).*

**KENSINGTON PRIVATE EQUITY FUND**  
**MANAGEMENT DISCUSSION AND ANALYSIS**

Kensington Private Equity Fund (“KPEF”) is an investment trust established under the laws of the Province of Ontario. This Management Discussion and Analysis (“MD&A”) is being published for investors in KPEF in accordance with its governing Declaration of Trust and the regulatory requirements applicable to it as a Corporate Finance Issuer.

Kensington Capital Advisors Inc. (the “Manager” and “Trustee”) believes that investing in private equity will continue to offer the potential for attractive long-term returns that have historically outperformed public equity market returns. A well-planned private equity investment should reduce risk for traditional investment portfolios through diversification. The Manager provides investment advisory and portfolio management services to KPEF and is responsible for making all investment decisions.

## **RECENT DEVELOPMENTS**

### ***Performance of the Kensington Private Equity Fund***

KPEF was created to provide investors with exposure to a diversified portfolio of private equity investments (“Underlying Investments”), including private equity funds and direct investments in private companies. By creating a hybrid private equity portfolio, the Manager believes investors will benefit from the potential for stronger returns from direct investments and the prudent risk management and diversification from investments in funds (“Underlying Funds”). This carefully managed hybrid portfolio strategy led to the following performance highlights during the six-month period ended September 30, 2016:

- The Net Asset Value (NAV) of KPEF increased by approximately \$6.8 million net of distributions paid and new subscriptions received from investors.
- The NAV per Unit increased by 1.0%, determined on an internal rate of return basis based on the performance of Underlying Investments and taking into account the impact of other cash flows into and out of KPEF during the period (new subscriptions, conversions, distributions and redemptions of Units). The comparable return for the same period last year was 13.5%, and the return for the 12 months ended September 30, 2016 was 4.4%.
- KPEF completed a new direct investment in White Swan Environmental Ltd., a private oilfield waste services company based in Northern Alberta. KPEF also made commitments to two new Underlying Funds: Trivest Growth Investment Fund and Providence Strategic Growth Fund II.

For the six-month period ended September 30, 2016, KPEF distributed \$9.7 million to Unitholders, representing \$1.95 per Unit. This level of distributions represents approximately 9.2% of current NAV, consistent with the track record of distributions from realized portfolio gains established by the Manager through the past several years. As the value of KPEF grows and gains are realized, the Manager continuously evaluates how much of these nets realized gains will be returned as distributions to investors and how much will be re-invested into new opportunities. The Manager believes that the quality of investments in the KPEF portfolio remains promising and expects that a similar level of ongoing portfolio gains and distributions can continue, assuming no deterioration in broader economic and market conditions.

### ***Overview of the Investment Environment***

In pursuing the KPEF investment strategy, the Manager evaluates broad economic developments as well as conditions specifically applicable to the private equity markets. Within the private equity markets, the Manager targets subsectors and geographic regions that it believes offer the best opportunities for strong returns as well as receptive markets for the sale of mature portfolio companies.

### ***Economic Environment***

Investors face ongoing geopolitical uncertainty related to political risks associated with the U.S. presidential election and the recent Brexit referendum, military conflicts in the Middle East and terrorist threats and attacks. The continued volatility in oil prices is creating some interesting investment opportunities to “buy

low” in and around the resource sector, but also adding risk to the economy as a whole. U.S. stock markets reside near historical highs and Canadian stocks have also shown strong growth in the current year to date, in part because fixed income investments continue to deliver historically low returns. Alternative investments, including private equity, have provided significant diversification opportunities for portfolios seeking additional long-term gains. Looking ahead, the Manager expects continued slow growth in the Canadian economy with somewhat stronger growth in the U.S., but subject to greater risks arising from the geopolitical risks described above. The Manager believes that regions and industries that may be temporarily out of favour can lead to attractive investment opportunities.

### ***Current Private Equity Market Conditions***

The Manager believes the best private equity investment opportunities at this time continue to be in the mid-market buyout, growth equity and venture capital sectors in Canada and the United States. Low interest rates and a growing economy together with aging business owners combine to create a positive environment for new buyout opportunities, while the continued expansion of mobile communication, content and commerce now rapidly spreading from consumer markets to enterprise and industrial markets has created a dynamic venture capital cycle with the opportunity for significant gains. These areas have been the focus of KPEF during the period, and are expected to continue to be targeted in the year ahead.

One of the most reliable strategies for selecting private equity funds for investment is to back proven teams with strong financial track records as they raise new funds. Naturally, many of these managers see high investor demand, frequently leading them to restrict access from new investors. The Manager is in a strong position to renew commitments to some of these selected “high demand” funds based on historical relationships developed over its 20-year investment history, for the benefit of the KPEF portfolio. The recent KPEF investment in the Trivest Growth Investment Fund is an example of this approach, as the Manager has enjoyed a successful investment relationship with the Miami-based Trivest team for nearly a decade.

The market remains open to sales of mature companies from private equity portfolios, as high quality businesses continue to be acquired by strategic and financial buyers at attractive prices. Public markets continue to be relatively cautious about initial public offerings (IPOs), although KPEF has seen several successful IPOs from within its portfolio during the last year with some medium-term interest in pending IPO opportunities. However, the Manager generally believes that selling portfolio companies to strategic corporate buyers is a more reliable means of realizing gains.

As distributions from private equity funds grow, many private equity investors have increased their allocations to private equity. Accordingly, the Canadian private equity market continues to grow. Despite its relatively attractive investment environment, the Manager believes that Canada continues to be overlooked by global private equity investors and is underserved relative to other jurisdictions. As a result, the Manager continues to favour Canadian private equity opportunities in the portfolio strategy of KPEF, as the flow of high quality investment opportunities from Canada remains very strong.

During the past year, multiples for private equity buyouts have been rising and credit availability has strengthened. In this environment, the Manager is taking a disciplined approach to new buyout investments and has declined to participate in transactions for high quality companies that it believes to be overpriced or over levered. The Manager remains confident that it can continue to source attractive opportunities for KPEF in the current market and believes that this pricing trend reinforces the importance of due diligence, discipline and a broad market perspective when investing in the private equity markets. The Manager has sought to maintain good liquidity in the KPEF portfolio in order to be in a position to capitalize on attractive opportunities. This has resulted in above average holdings of Liquid Investments through the past several months - which has led to somewhat lower returns in the short term - but is expected to revert to a normal range in the months ahead as several investment opportunities which have been developing during this period approach completion.

As noted above, the Manager is capitalizing on the active venture capital and growth equity markets, which have historically represented approximately 30% to 40% of the KPEF portfolio. Based on the strength of opportunities available in these sectors, their overall allocation currently lies above the normal target range. One of the reasons for this excess is the increase in value of Underlying Investments, some of which have grown into much larger, more mature companies while they have been held by KPEF. The Manager expects this excess allocation to be temporary, with reversion to KPEF’s historical range in the year ahead as investments are sold.

## **Summary**

KPEF's portfolio has matured to the stage where the Manager now expects to see a steady flow of exits from the sale of portfolio companies. The Manager expects that the frequency of exit transactions and the aggregate value received by KPEF from these exits will continue at a similar pace to its recent experience, as long as portfolio companies continue to perform and market conditions remain favourable.

The unique structure of KPEF provides for the reinvestment of capital from the sale of investments (unlike other private equity funds that typically return all capital to their investors) and the addition of new commitments from investors on an ongoing basis. This structure allows KPEF to continue to make new investments, year after year, as the Manager continuously renews the portfolio. As a result, the Manager believes now that the portfolio has reached this stage of maturity, KPEF is well positioned to continue to generate value for investors in the future.

The Manager does not expect to see dramatic economic improvements in the near term. Private equity investors can succeed in the current slow growth economy with interest rates remaining at historic lows where they have the capability and network for sourcing attractive investments, and the experience and skill set to enhance the company while it is part of the portfolio. . With corporate buyers still under pressure to acquire growth in a weak economy, the Manager expects the exit market to remain healthy through the year ahead.

## **RESULTS OF OPERATIONS**

KPEF's investment objective is to maximize long-term total returns for Unitholders through distributions of net income and net realized capital gains from Underlying Investments, while managing risk through prudent diversification.

### ***Current Portfolio of Underlying Investments***

The Manager maintains a portfolio of diversified private equity investments, consisting of:

- investments in private equity funds to provide the diversification required to manage risk, combined with significant allocations to direct investments in companies to enhance returns;
- secondary investments to opportunistically take advantage of market dislocations;
- investments in the buyout sector, growth equity, venture capital and other sectors, in order to provide investors with access to different segments of the private equity market through a single investment in KPEF; and
- private equity investments located primarily in Canada and the U.S., allocated in a manner consistent with the Manager's expertise and its views on the most compelling investment regions and opportunities.

The investment strategy used to construct the portfolio of KPEF relies upon the Manager's proactive sourcing of proprietary deal flow and active management of the portfolio. This investment strategy is also designed to provide investors with access to private equity investments that would otherwise be unavailable to them, by capitalizing on the Manager's relationships with leading private equity fund managers, and from the scale achieved from combining their resources with other investors in KPEF.

As at September 30, 2016, KPEF held investments in 24 primary funds, 3 independent secondary fund portfolios, 15 direct investments, and 2 funds of funds. The Manager continues to review private equity investment opportunities on an ongoing basis in order to best achieve KPEF's investment objective.

In accordance with the Declaration of Trust governing KPEF, the Manager has the responsibility for establishing target portfolio weighting guidelines by geographic region, investment type and investment sector, with the expectation that the actual weightings will vary over time depending on market conditions and available opportunities, among other factors.

The target portfolio allocations and actual weightings at September 30, 2016 are set out below:

**By geographic region:**

		Cost	Fair Value
Canada:	33% to 66%	<p>4.4%</p> <p>34.7%</p> <p>60.9%</p> <p>■ United States ■ Canada ■ Rest of the world</p>	<p>2.1%</p> <p>33.4%</p> <p>64.5%</p> <p>■ United States ■ Canada ■ Rest of the world</p>
United States:	33% to 66%		
Rest of World:	0% to 10%		

**By investment type:**

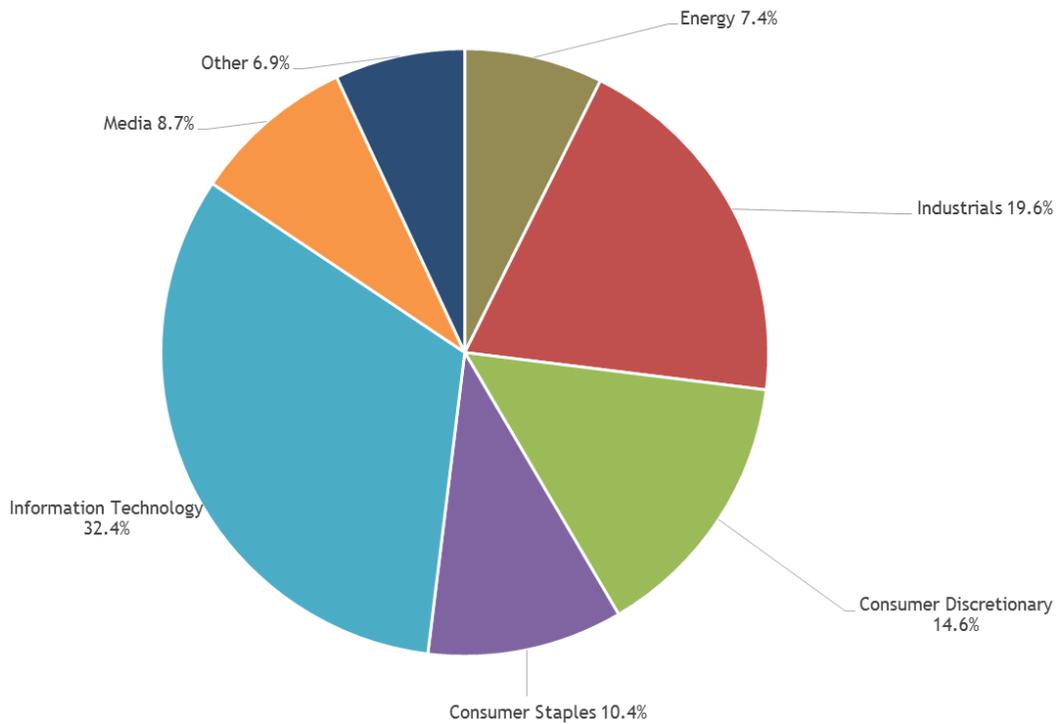
		Cost	Fair Value
Primary & Secondary Funds:	50% to 75%	<p>46.3%</p> <p>53.7%</p> <p>■ Fund ■ Direct</p>	<p>43.0%</p> <p>57.0%</p> <p>■ Fund ■ Direct</p>
Direct Investments:	25% to 50%		

**By sector:**

		Cost	Fair Value
Buyout:	50% to 70%	<p>3.8%</p> <p>24.5%</p> <p>47.7%</p> <p>24.0%</p> <p>■ Buyout ■ Venture ■ Growth ■ Other</p>	<p>3.0%</p> <p>24.5%</p> <p>51.1%</p> <p>21.4%</p> <p>■ Buyout ■ Venture ■ Growth ■ Other</p>
Venture Capital:	20% to 30%		
Growth:	20% to 30%		
Other:	0% to 20%		

In addition to the 15 direct investments in private companies, the KPEF portfolio as of September 30, 2016, includes Underlying Investments in indirect investments in private companies through primary and secondary fund portfolios, and much smaller indirect investments in many additional private companies through the international fund-of-funds portfolio. These companies are diversified across multiple industry sectors, as set out in the chart below.

***KPEF Industry Weightings of Private Equity Investments (Fair Value)  
September 30, 2016***



**KPEF NET ASSET VALUE**

***Underlying Investments:***

As at September 30, 2016, KPEF held Underlying Investments in private equity totaling \$86.2 million representing 79.7% of the NAV. During the period, KPEF realized certain private equity investments, resulting in a shift from unrealized gains reported in prior periods to realized gains in the current period. Excluding the impact of net new subscriptions and distributions of \$6.8 million, the net asset value of Underlying Investments increased by \$0.05 million during the period.

***Liquid Investments:***

KPEF invests directly in Underlying Funds by committing and advancing capital as such amounts are drawn down by the respective managers of the Underlying Funds. Capital held by KPEF pending investment in private equity investments is invested in a variety of financial products (“Liquid Investments”) such as government securities, money market instruments and investment-grade securities, as well as listed securities of private equity funds and other securities consistent with the overall objectives of liquidity, capital preservation and an appropriate return.

As at September 30, 2016, KPEF held Liquid Investments totalling \$22.1 million, representing an increase of \$4.1 million over the \$18.0 million of Liquid Investments held at March 31, 2016. At September 30, 2016, Liquid Investments comprised 20.4% of the NAV. The Manager expects most of that liquidity to be used in the coming months as several investments that have been in due diligence and documentation are closed.

	September 30, 2016			March 31, 2016		
	Cost (CAD)	Estimated Fair Value (CAD)	% of Fund's Net Assets	Cost (CAD)	Estimated Fair Value (CAD)	% of Fund's Net Assets
Cash	13,033,198	13,033,198	12.0%	12,270,221	12,270,221	12.1%
Kensington Hedge Fund I *	8,673,575	9,042,927	8.4%	5,673,575	5,746,378	5.7%
	<b>\$ 21,706,772</b>	<b>\$ 22,076,125</b>	<b>20.4%</b>	<b>\$ 17,943,796</b>	<b>\$ 18,016,599</b>	<b>17.8%</b>

\* This fund is also managed by the Manager - see "Related Party Transactions".

### Management Expense Ratio:

KPEF's Management Expense Ratio (MER) is reported in accordance with applicable accounting standards and securities laws. The MER is based on total expenses for the stated period and is expressed as an annualized percentage of the net average assets during the period. The reported MER for KPEF includes expenses incurred by Underlying Funds. Unlike typical mutual fund expenses, the expenses incurred by these Underlying Funds will be recovered by KPEF prior to any such Underlying Fund's managers earning a performance fee. The recoveries of these expenses will be recorded as portfolio gains at the appropriate times, and will not be reflected in any adjustment to the MER at those times. The Manager has also calculated the unrecoverable portion of the MER during the relevant periods ("Unrecoverable MER"), as the reported MER less the amounts expected to be recovered from Underlying Funds as described above.

	For the Six Months Ended September 30, 2016				Year Ended March 31, 2016			
	Class A Units	Class F Units	Class E Units	Class G Units	Class A Units	Class F Units	Class E Units	Class G Units
Net Asset Value	\$ 8,895,292	\$ 1,281,668	\$ 32,010,314	\$ 65,978,223	\$ 9,812,475	\$ 1,328,391	\$ 31,891,554	\$ 58,305,922
Units Outstanding	423,239	57,916	1,650,191	3,195,523	430,212	55,658	1,486,370	2,584,013
Management expense ratio %	3.94%	3.50%	6.50%	5.25%	4.40%	3.91%	5.70%	4.50%
Unrecoverable management expense ratio %	3.26%	2.82%	5.82%	4.55%	3.36%	2.86%	4.63%	3.44%

### Selected Financial Data:

The following table shows selected key financial information about KPEF and is intended to summarize the KPEF financial performance for the six months ended September 30, 2016 as well as the last three years ended March 31, 2016, 2015 and 2014. The information is derived from the KPEF financial statements.

	For the six months ended September 30, 2016				For the year ended March 31, 2016			
	Class A	Class F	Class E	Class G	Class A	Class F	Class E	Class G
	\$	\$	\$	\$	\$	\$	\$	\$
Total operating income	257,645	36,120	885,552	1,736,847	1,382,291	180,211	4,060,734	7,746,672
Total profit/(loss)	69,955	12,925	(160,767)	124,183	960,938	132,192	2,548,941	5,455,828
Total profit/(loss) attributable per-unit basis	0.16	0.23	(0.10)	0.04	2.21	2.47	2.00	2.34
Total net assets	8,895,292	1,281,668	32,010,314	65,978,223	9,812,475	1,328,391	31,891,554	58,305,922
Distributions declared and paid	1.95	1.95	1.95	1.95	1.32	1.32	1.32	1.32

	For the year ended March 31, 2015				For the year ended March 31, 2014			
	Class A	Class F	Class E	Class G	Class A	Class F	Class E	Class G
	\$	\$	\$	\$	\$	\$	\$	\$
Total operating income	2,201,287	242,059	4,455,149	9,264,895	1,834,674	172,931	2,752,636	7,029,651
Total profit/(loss)	1,785,055	203,408	3,307,787	7,222,946	1,388,439	134,505	2,110,005	5,694,643
Total profit/(loss) attributable per-unit basis	3.75	4.25	3.76	3.73	2.50	2.63	3.08	3.15
Total net assets	9,775,404	1,167,411	23,280,263	43,511,330	10,719,443	1,030,319	15,997,886	40,566,593
Distributions declared and paid	3.56	3.56	3.56	3.56	-	-	-	-

## **KPEF UNITS ISSUED AND OUTSTANDING**

As of September 30, 2016, KPEF had issued four classes of Units, Class A Units, Class F Units, Class E Units and Class G Units. As of September 30, 2016, KPEF had issued (net of redemptions and conversions) 423,239 Class A Units, 57,916 Class F Units, 1,650,191 Class E Units and 3,195,523 Class G Units for total net proceeds of \$108,471,214. The four classes of units are collectively and interchangeably referred to herein as the “Units”. Holders of Units are collectively referred to herein as the “Unitholders”. The Class E Units and Class G Units are currently available for subscription.

Units of KPEF are listed on FundSERV, under the symbol KEN 100 (Class A Units), KEN 105 (Class E Units), KEN 110 (Class F Units), and KEN 115 (Class G Units). Current NAV information is provided directly to investment accounts through Fundata.

All amounts stated throughout this report are in Canadian dollars unless otherwise noted.

## **RELATED PARTY TRANSCATIONS**

The KPEF investment portfolio includes investments in two funds managed by the Manager: KPEF has invested \$8,673,575 in Kensington Hedge Fund 1 and KPEF has committed \$23,850,000 to Kensington Venture Fund, LP, which will be drawn down by that fund over a 13-year period. As of September 30, 2016, the total amount funded by KPEF into Kensington Venture Fund was \$1,181,410. In each case, these related party investments have been structured to ensure there is no duplication of management fees paid by KPEF to the Manager.

## **RISK FACTORS**

KPEF is subject to a number of risks, including all of the risks described in the KPEF Offering Memorandum dated June 30, 2016.

## **FORWARD LOOKING STATEMENTS**

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent the Manager’s expectations regarding future events. By their nature, forward-looking statements must be based on assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. Readers of this document are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed in the forward-looking statements. Actual results may differ materially from the Manager’s expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, foreign exchange rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which KPEF may invest and the risks detailed from time to time in KPEF’s Offering Memorandum, Annual Information Form and other investor documentation. The foregoing list of factors is not exhaustive and when relying on forward-looking statements to make decisions with respect to investing in KPEF, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, neither KPEF nor the Manager undertakes, and specifically disclaims, any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.