

**Company Registration No. OC316197
(England and Wales)**

**Apollo Management International LLP
Members' Report and Audited Financial Statements
For the year ended 31 December 2018**

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Apollo Management International LLP
Members' report and financial statements
For the year ended 31 December 2018
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Apollo Management International LLP
Limited liability partnership information
For the year ended 31 December 2018

Members

Apollo Management (UK) VI, LLC
AMI (Holdings) LLC
Mr Alexander Humphreys
Mr Bhavin Patel (appointed 14 March 2018)
Mr Christopher Buchanan
Mr Dominic Fry
Mr Fabrice Nottin
Mr Gernot Lohr
Mr James Kim
Mr Kevin Crowe
Mr Michele Raba
Mr Philip Cuff
Mr Robert Seminara
Mr Sanjay Patel (resigned 8th October 2018)
Mr Shaun Collins

Registration number
OC316197

Registered office
25 St George Street
London
W1S 1FS

Business address
25 St George Street
London
W1S 1FS

Bankers
Bank of America
2 King Edward Street
London EC1A 1HQ

Auditor
Deloitte LLP, Statutory Auditor
1 New Street Square
London, United Kingdom
EC4A 3HQ

Apollo Management International LLP

Members' Report

For the year ended 31 December 2018

The members present their report and audited financial statements for the year ended 31 December 2018.

Principal activities and review of the business

The principal activity of the limited liability partnership ('the Partnership') is to act primarily as advisor or sub-advisor to the Apollo funds with a European mandate across its credit, real estate and private equity segments.

The Partnership also acts as investment manager to four of Apollo's European Collateralized Loan Obligations ("CLOs"), ALME Loan Funding II Limited ("ALME II"), ALME Loan Funding III Limited ("ALME III"), ALME Loan Funding IV Limited ("ALME IV"), and ALME Loan Funding V Limited ("ALME V").

The results for the year and the financial position at the year-end were considered satisfactory by the members who expect growth in the foreseeable future.

Members - The following have held office since 1 January 2018 except as stated:

Apollo Management (UK) VI, LLC
AMI (Holdings) LLC
Mr Alexander Humphreys
Mr Christopher Buchanan
Mr Bhavin Patel (appointed 14 March 2018)
Mr Dominic Fry
Mr Fabrice Nottin
Mr Gernot Lohr
Mr James Kim
Mr Kevin Crowe
Mr Michele Raba
Mr Philip Cuff
Mr Robert Seminara
Mr Sanjay Patel (resigned 8th October 2018)
Mr Shaun Collins

The following are designated members:

Apollo Management (UK) VI, LLC
AMI (Holdings) LLC

Policy on members' drawings, contributions and repayments of members' capital

Members are permitted to make drawings in anticipation of profits that will be allocated to them. The amount of such drawings is set at the beginning of each financial year, taking into account the anticipated cash requirements of the business.

New members are required to subscribe a minimum level of capital and in subsequent years members may be invited to subscribe for further capital, the amount of which is determined by the performance and seniority of those members. On retirement, capital is repaid on a discretionary basis by the Partnership to the members.

Capital Profits shall be allocated 100% to the Corporate Member or as otherwise determined by the Corporate Member in its sole and absolute discretion.

Apollo Management International LLP

Members' Report

For the year ended 31 December 2018

Members' responsibilities statement

The members are responsible for the preparation of the Members' Report and the financial statements in accordance with applicable law and regulations.

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare financial statements for each financial year. Under that law the members have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"). The financial statements are required by law to give a true and fair view of the state of affairs of the Partnership and of the Group and of the profit or loss of the Group for that period. In preparing these financial statements, the members are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the firm will continue in business.

The members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the Partnership and enable them to ensure that the financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships. They are also responsible for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Political donations

During the year there were no political donations made by the Partnership.

Statement of disclosure to auditor

So far as the members are aware, there is no relevant audit information of which the Partnership's auditor is unaware. Additionally, the members have taken all the necessary steps that they ought to have taken as members in order to make themselves aware of all relevant audit information and to establish that the Partnership's auditor is aware of that information.

In accordance with the Partnership agreement, a resolution proposing that Deloitte LLP to be reappointed as auditor of the Partnership will be put forward at a General Meeting.

Pillar 3 disclosures

Details of the Partnership's 'Pillar 3' disclosures, as required by the FCA, are available at:

<https://www.apollo.com/~media/Files/A/Apollo-V2/documents/disclosure/pillar-iii-website-disclosure-update.pdf>

Financial risk management

The Partnership is exposed to financial risk through its financial assets and financial liabilities. The most important components of its financial risk are credit, liquidity, and foreign currency risks, in particular related to the CLOs operations.

Apollo Management International LLP

Members' Report

For the year ended 31 December 2018

Credit risk

Credit risk is the risk of suffering financial loss should any of the Partnership's counterparties fail to fulfil their contractual obligations, in particular if debtors are not able to pay amounts in full when they become due. Management monitors exposure to credit risk through regular review of credit exposure to its counterparties. This risk is significantly reduced by virtue of the fact that most of the Partnership's counterparties are other Apollo Global Management, LLC group subsidiaries and affiliates ("Apollo Group Entities"). The maximum exposure to credit risk is represented by the carrying value of financial assets at the balance sheet date.

Management also reviews credit risks associated with its investments in Collateralised Loan Obligations (CLOs) periodically, and performs stress and reverse stress tests to gain comfort over the risks attached to its holdings in these investments. Whilst the Partnership is prohibited from hedging the credit risks of the CLO holdings and their underlying portfolios, management remains comfortable with the current risk profile of the investments and its regulatory capital base.

At the balance sheet date the partners believe that the only further concentration of credit risk is on liquid funds held by the Partnership's bankers. The Partnership manages this by regularly reviewing credit ratings of these banks.

Liquidity risk

Liquidity risk is the risk that the Partnership will be unable to meet its financial obligations when they fall due. Liquidity risk is managed through maintaining sufficient cash and interest-bearing deposits, through the availability of funding from Apollo Group Entities.

The Partnership continually monitors the debt profile of the Partnership and seeks to refinance facilities a substantial period before they mature. The Partnership has no facilities due to mature within the next twelve months.

Market risk

Market risk includes exposure to interest rates and foreign currency. Treasury meet quarterly to monitor market risk and to discuss plans and industry trends.

Interest rate risk

The Partnership's operations are financed with a combination of Members' funds, bank borrowings and non-interest bearing members loans. The Partnership manages its exposure to market interest rate movements by matching, to the extent possible, the interest rate profiles of assets and liabilities.

A substantial part of the Partnership's CLO investments are in tranches collateralised by secured senior loans and mezzanine obligations that are loan assets bearing interest based on a floating rate index, for example EURIBOR, a certificate of deposit rate, a prime or base rate. The Partnership's bank borrowings are floating rate loans based on EURIBOR. As a result, the Partnership does not expect to have material net financial exposure to interest rate movements.

Foreign currency risk

Foreign currency risk is the risk of loss resulting from adverse fluctuations in the value of a foreign currency. The functional and presentational currency of the Partnership is United States Dollar. Foreign exchange risk arises on monetary assets and liabilities denominated in foreign currencies which have to be translated at each balance sheet date. The Partnership manages this risk by ensuring, where possible, transactions carried out with Apollo Group Entities are denominated in USD. Additionally, long-term loans drawn to invest in fixed asset investments are drawn in the underlying matching currency of the investment to minimise currency gains and losses from investments (this relates to the Euro (€) risk in the CLOs).

Apollo Management International LLP
Members' Report
For the year ended 31 December 2018

Compliance with 'The Capital Requirements (Country-by-Country Reporting) Regulations 2013

As the Partnership is an investment firm under the Capital Requirements Directive ("CRD") (Directive 2013/36/ EU) IV ("CRD IV") with effect from 1 January 2014, it needs to comply with the following disclosure requirements stipulated by the Capital Requirements Regulation ("CRR") (Regulation (EU) No 575/2013) of the European Union:

- a. the name, nature of activities and geographical location of the Partnership and any subsidiaries;
- b. turnover; and
- c. the average number of employees on a full time equivalent basis.

The above information has been included in the Members' Report, the profit and loss account and in notes 2 and 16 of these financial statements.

As this is a Partnership it was not required to pay any tax and therefore these disclosures have not been included as they are not applicable.

Return on assets

The Partnership's return on assets calculated as its profit for the year available for discretionary division among members divided by the total balance sheet net assets was 27.72% for the year-ended 31 December 2018 (2017: 41.45%).

Going concern

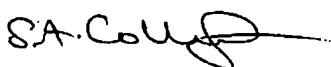
The Partnership's approach to financial risk management is set out above. The Partnership has sufficient cash resources. As a consequence, the members believe that the Partnership is well placed to manage its business risks successfully.

After making enquiries, the members have a reasonable expectation that the Partnership has adequate resources to continue in operational existence in the foreseeable future. The members believe that the performance of the Partnership leaves it in a healthy financial position and accordingly the Partnership continues to adopt the going concern basis in preparing the financial statements.

Future developments

Details of significant events since the year-end are contained in note 19 to the financial statements.

On behalf of the members



Apollo Management International LLP

Independent auditor's report to the members of Apollo Management International LLP

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Apollo Management International LLP (the 'limited liability partnership'):

- give a true and fair view of the state of the limited liability partnership's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006 as applied to limited liability partnerships.

We have audited the financial statements of Apollo Management International LLP (the 'limited liability partnership') which comprise:

- the income statement
- the statement of financial position;
- the statement of other comprehensive income;
- the statement of changes in member's interests; and
- the related notes 1 to 19.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the limited liability partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the members' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the members have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the limited liability partnership's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

Apollo Management International LLP

Independent auditor's report to the members of Apollo Management International LLP

Other information

The members are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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 respect of these matters.

Responsibilities of members

As explained more fully in the members' responsibilities statement, the members are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the members determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the members are responsible for assessing limited liability partnership'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 the members either intend to liquidate the limited liability partnership or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

We have nothing to report in respect of these matters.

Apollo Management International LLP


Independent auditor's report to the members of Apollo Management International LLP

Use of our report

This report is made solely to the limited liability partnership's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 as applied to limited liability partnerships. Our audit work has been undertaken so that we might state to the limited liability partnership'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 limited liability partnership and the limited liability partnership's members as a body, for our audit work, for this report, or for the opinions we have formed.

Opinion on other matter prescribed by the Capital Requirements (Country-by-Country Reporting) Regulations 2013

In our opinion the information given in the Members' Report on page 2 for the financial year ended 31 December 2018 has been properly prepared, in all material respects, in accordance with the Capital Requirements (Country-by-Country Reporting) Regulations 2013.



Allee Bonnard (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
London, United Kingdom
17 April 2019

Apollo Management International LLP
Income Statement
For the year ended 31 December 2018

		2018		2017	
		\$	\$	\$	\$
	Notes	Total	Continuing Operations	Discontinued Operations	Total
Turnover	2	105,149,371	86,966,245	48,551,608	135,517,853
Administrative expenses		(58,336,405)	(61,022,924)	(30,446,092)	(91,469,016)
Other operating income		482,169	185,665	-	185,665
Operating profit	3	47,295,135	26,128,986	18,105,516	44,234,502
Unrealised (loss)/gains on foreign exchange translation of available for sale financial assets		(4,369,771)	11,763,968	-	11,763,968
Interest receivable and similar income	4	2,848,170	3,399,739	-	3,399,739
Interest payable and similar charges	5	(1,217,623)	(1,271,233)	-	(1,271,233)
Profit for the financial year before members' remuneration and profit shares		44,555,911	40,021,460	18,105,516	58,126,976
Members' remuneration charged as an expense		(7,896,875)	(4,628,301)	(3,566,259)	(8,194,560)
Retained profit for the financial year available for discretionary division among members		36,659,036	35,393,159	14,539,257	49,932,416

All operations in 2018 are continuing operations.

Notes 1-19 form an integral part of these financial statements.

Apollo Management International LLP
Statement of comprehensive income
For the year ended 31 December 2018

	Note	2018 \$	2017 \$
Profit for the financial year available for division among members		36,659,036	49,932,416
Revaluation of available for sale financial assets accounted for at fair value	12	(1,069,016)	(652,030)
Total comprehensive income for the year (attributable to members)		35,590,020	49,280,386

Notes 1-19 form an integral part of these financial statements.

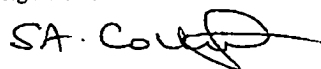
Apollo Management International LLP
Statement of financial position
As at 31 December 2018

	Notes	2018	2017
		\$	\$
Fixed assets			
Tangible assets	6	3,508,322	4,035,549
Current assets			
Available for sale financial assets	7	93,044,432	94,890,507
Debtors	8	101,781,249	111,143,533
Restricted cash		-	480,578
Cash at bank and in hand		24,806,191	9,689,022
		<u>219,631,872</u>	<u>216,203,640</u>
Creditors: amounts falling due within one year	9	(19,074,241)	(28,558,556)
Net current assets		<u>200,557,631</u>	<u>187,645,084</u>
Total assets less current liabilities		<u>204,065,953</u>	<u>191,680,633</u>
Creditors: amounts falling due after more than one year	10	(71,358,226)	(71,208,682)
Net assets attributable to members		<u><u>132,707,727</u></u>	<u><u>120,471,951</u></u>
Represented by:			
Loans and other debts due to members within one year			
Other amounts	13	88,277,425	75,982,234
		<u>88,277,425</u>	<u>75,982,234</u>
Members' other interests:			
Members' capital classified as equity		44,430,302	44,489,717
		<u>132,707,727</u>	<u>120,471,951</u>
Total members' interests			
Loans and other debts due to members	13	88,277,425	75,982,234
Members' other interests	12	44,430,302	44,489,717
		<u><u>132,707,727</u></u>	<u><u>120,471,951</u></u>

Notes 1-19 form an integral part of these financial statements.

The financial statements of Apollo Management International LLP, registered number OC316197 were approved by the Members on 17 April 2019.

Signed on behalf of the Members



Member

Apollo Management International LLP
Statement of changes in Members Interest
For the year ended 31 December 2018

	Notes	Equity		Debt	
		Members' capital classified as equity	Other reserves	Loans and other debts due to members	Total
		\$	\$	\$	\$
At 1 January 2017		43,901,431	-	45,096,187	88,997,618
Profit for the financial year available for discretionary division among members	12	-	58,126,976	-	58,126,976
Members remuneration charged as an expense			-	(8,194,560)	(8,194,560)
Other comprehensive income	12	205	(652,237)	-	(652,032)
Member interest after profit for the year		43,901,636	57,474,739	36,901,627	138,278,002
Charge on delivery of equity settled shares			(114,731)	-	(114,731)
Capital introduced		2,395,134	-	-	2,395,134
Capital withdrawn		(1,807,053)	-	-	(1,807,053)
Members drawings		-	-	(18,279,401)	(18,279,401)
Division of profits		-	(57,360,008)	57,360,008	-
At 31 December 2017		44,489,717	-	75,982,234	120,471,951
 Profit for the financial year available for discretionary division among members	 12	 -	 44,555,911	 -	 44,555,911
Members remuneration charged as an expense		-	-	(7,896,875)	(7,896,875)
Other comprehensive income		-	(1,069,016)	-	(1,069,016)
Member interest after profit for the year		44,489,717	43,486,895	68,085,359	156,061,971
Charge on delivery of equity settled shares		-	(5,433,757)	-	(5,433,757)
Capital introduced		13,998	-	-	13,998
Capital withdrawn		(73,413)	-	-	(73,413)
Members drawings		-	-	(17,861,072)	(17,861,072)
Division of profits	12	-	(38,053,138)	38,053,138	-
At 31 December 2018		44,430,302	-	88,277,425	132,707,727

Notes 1-19 form an integral part of these financial statements.

Apollo Management International LLP

Notes to the financial statements

For the year ended 31 December 2018

1. Accounting policies

1.1 Accounting convention

Apollo Management International LLP ("the Partnership") is incorporated in the United Kingdom under the Limited Liability Partnership Act 2000. The address of the registered office is given on page 1. The nature of the group's operations and its principal activities are set out in the members' report on page 2. The financial statements are prepared under the historical cost convention except for available for sale financial assets which have been valued at Members' valuation. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

The financial statements have been prepared on the going concern basis which assumes that the Partnership will continue in operational existence for the foreseeable future as detailed in the Members' report on page 5.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards, including Financial Reporting Standard 102 – "The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland" ("FRS 102"), Companies Act 2006 as applied by LLP's and the Limited Liability Partnership Statement of Recommended Practice dated 26 January 2017, which have been applied consistently.

The financial statements are presented in US Dollars (USD), which is the functional currency. The Partnership meets the definition of a foreign operation of its parent Apollo Global Management, LLC, and as such its functional currency is the same. The Partnership has reported in the functional currency as opposed to the local currency. Apollo Management International LLP meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it. The Company is consolidated in the financial statements of its parent, Apollo Global Management, LLC, details of which can be found in note 17. Exemptions have been taken in relation to the presentation of a cash flow statement and disclosure of the Share based payments.

1.3 Turnover

Turnover represents amounts receivable for investment management, investment advisory and sub advisory services provided net of VAT. Turnover is recognised on an accruals basis as advisory services are rendered. Turnover is not recognised until a signed contract for the service has been executed as that is when it is deemed probable that the economic benefits will flow to the entity and amounts can be measured reliably.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less accumulated depreciation and impairment. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Land and building leasehold	Straight-line basis over the lesser of 192 months or lease term
Office equipment	Straight-line basis over 60 months
Computer equipment	Straight-line basis over 36 months
Fixtures fittings and equipment	Straight-line basis over 60 months

1.5 Leasing

Rentals payable under operating leases are charged against the profit and loss account on a straight-line basis over the lease term. Benefits received and receivable as an incentive to sign an operating lease are similarly spread over the lease term on a straight-line basis. Lease premiums are amortised on a straight-line basis over the lease term.

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

1. Accounting policies (continued)

1.6 Investments

The Partnership is the collateral manager of four European CLOs, ALME Loan Funding II Limited ("ALME II"), ALME Loan Funding III Limited ("ALME III"), ALME Loan Funding IV Limited ("ALME IV"), and ALME Loan Funding V Limited ("ALME V"). To comply with European risk retention requirements set out under paragraphs 404-412 of CRD IV Regulation, the Partnership, Apollo's MiFID regulated entity, acts as "Sponsor" to invest in (and hold for the life of the deal) a 5% retention stake (vertical strip in each of the CLOs) (the "5% Retention Stake(s)") with financing for a portion of the stake provided by the CLO's arranger on a full recourse basis.

The Partnership has elected to account for the investments in CLOs under the recognition and measurement requirements of IAS39 Financial Instruments: Recognition and Measurement in accordance with FRS 102, section 11.2b. The investments have been designated as available for sale financial assets and are measured at fair value at 31 December 2018. Fair value is determined according to broker marks and other market based indicators. Changes in the value of these investments are recognised through other comprehensive income.

1.7 Pensions

The Partnership operates a defined contribution scheme for the benefit of some of its members and employees. Contributions payable are charged to the profit and loss account in the year they are payable. Differences between the contributions payable in the period and the contributions actually paid are shown within accruals or prepayments and accrued income on the balance sheet.

1.8 Foreign currency translation

The functional and presentational currency is United States Dollar, refer to note 1.2, which is the currency in which the Partnership primarily generates and expends cash. Monetary assets and liabilities denominated in foreign currencies are translated into USD at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the spot rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.9 Members' participation rights

Members' participation rights are the rights of a member against the Partnership that arise under the members' agreement (for example, in respect of amounts subscribed or otherwise contributed remuneration and profits).

Members' participation rights in the earnings or assets of the Partnership are analysed between those that are from the Partnership's perspective, either a financial liability or equity, in accordance with IAS39 Financial Instruments: Recognition and Measurement. A member's participation right results in a liability unless the right to any payment is discretionary on the part of the Partnership.

Amounts subscribed or otherwise contributed by members, for example members' capital, are classified as equity if the Partnership has an unconditional right to refuse payment to members. If the Partnership does not have such an unconditional right, such amounts are classified as liabilities. The participation rights of the Partnership are deemed to be equity.

Where profits are automatically divided as they arise, so the Partnership does not have an unconditional right to refuse payment, the amounts arising that are due to members are in the nature of liabilities. They are therefore treated as an expense in the Profit and Loss Account in the relevant year. To the extent that they remain unpaid at the year end, they are shown as liabilities in the Statement of Financial Positions.

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

1. Accounting policies (continued)

1.10 Share-based payments

Equity-settled share-based payments are issued by other Apollo Group Entities to partners and employees of Apollo Group Entities including those of the Partnership. The Partnership accounts for the cost of shares granted to employees or members of the Partnership.

Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payment is expensed on a straight-line basis over the vesting period. The fair value is determined based on the market price of the respective group entities' shares, discounted for the transfer restrictions and lack of dividends, at the date of grant.

On delivery of the underlying equity at the expiry of the vesting period, the parent company may incur a loss or gain representing the difference between the fair value at grant date and that on the date of delivery, the cost or negative cost of which is charged to the Partnership and is recorded in other reserves as 'charge on delivery of equity-settled awards'.

1.11 Taxation

Income tax payable on the Partnership's profits is solely the personal liability of the individual members and consequently is not dealt with in these financial statements.

1.12 Interest revenue

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

1.13 Finance costs

Finance costs are charged to profit over the term of the debt so that the amount is at a constant rate on the carrying amount. Finance costs include any issue costs, which are initially recognised as a reduction in the proceeds of the associated capital investment.

1.14 Severance costs

Severance costs are accrued and expensed for at the time that they are known and probable. They are paid on the departure of the employee.

1.15 Significant judgements and estimation uncertainty

Preparation of the financial statements requires management to make significant judgements and estimates. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The items in the financial statements where these judgements and estimates have been made include:

Significant judgments:

Consolidation

As per note 1.6, the Partnership holds investments in four CLO's. The Partnership has reviewed the requirements for consolidating these under FRS 102, and has concluded that the Partnership does not have control of the CLO's, and no consolidation is required.

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

1. Accounting policies (continued)

1.13 Significant judgements and estimates (continued)

Estimation uncertainty:

Fair Value of Available for sale financial assets

Available for sale financial assets are recorded at fair value or at amounts whose carrying values approximate fair value. While valuations of available for sale financial assets are based on assumptions that the Partnership believes are reasonable under the circumstances, the actual realized gains or losses will depend on, among other factors, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs and the timing and manner of sale, all of which may ultimately differ significantly from the assumptions on which the valuations were based.

Share Based Payments

The Partnership has a share-based payment scheme for certain employees and non-employees of the Group. The Partnership takes part in this group share-based payment plan, and recognises and measures its allocation of the share-based payment expense on a pro-rata basis. The vesting period is over three years with a maximum term of three years.

Equity-settled share awards are recognised as an expense based on their fair value at date of grant. The fair value of equity-settled share options is estimated through the use of option valuation models – which require inputs such as the risk-free interest rate, expected dividends, expected volatility and the expected option life – and is expensed on a straight-line basis over the vesting period.

The fair value of all Restricted Share Unit (RSU) grants is based on the grant date fair value, which considers the public share price of the Company. RSUs are comprised of Plan Grants, which generally do not pay distributions until vested and the underlying shares are generally issued by March 15th after the year in which they vest, and Bonus Grants, which pay distributions on both vested and unvested grants and are generally issued after vesting on an approximate two-month lag. For Plan Grants, the grant date fair value is based on the public share price of the Company, and is discounted for transfer restrictions and lack of distributions until vested. For Bonus Grants, the grant date fair value is based on the public share price of the Company, and is discounted for transfer restrictions.

After the grant date fair value is determined, an estimated forfeiture rate is applied. The estimated fair value was determined and recognized over the vesting period on a straight-line basis. If employees are no longer associated with Apollo or if there is no turnover, the estimated compensation expense is revised to the actual amount of expense based on the RSUs vested at the reporting date.

Financial Assets and Liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument. Cash is considered as restricted when withdrawals cannot be made from an account for a certain length of time.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party. Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

2 Turnover

	2018	2017
	\$	\$
Market:		
USA (pertains to advisory fees charges to Apollo Group Entities)	85,935,984	118,197,623
Guernsey	-	(858,555)
Republic of Ireland	2,744,464	1,917,989
Mainland Europe	15,900,753	16,260,795
UK	568,170	-
All relates to Rendering of Services & all to Group Entities	<u>105,149,371</u>	<u>135,517,852</u>
Class of business:		
Management fees	18,631,304	16,618,710
Transaction and arrangement fees	568,170	-
Carry income	13,913	(919,840)
Advisory Fees	85,935,984	119,818,982
	<u>105,149,371</u>	<u>135,517,852</u>

3 Operating profit

	2018	2017
	\$	\$
Operating profit is stated after charging:		
Depreciation of tangible assets	1,006,923	898,142
(Profit)/loss on foreign exchange transactions	(6,015,960)	2,536,733
Operating lease rentals		
- Office Space	2,136,594	2,590,903
- Office Equipment	151,899	128,796
Auditor's remuneration	1,342,705	1,148,766
Defined contribution pension costs	<u>600,672</u>	<u>423,660</u>
The analysis of auditor's remuneration is as follows	2018	2017
	\$	\$
Fees payable to the company's auditor for the audit of the financial statements	95,141	90,432
Taxation compliance services	1,136,673	619,706
Other taxation advisory services	110,891	438,629
Total non-audit fees	<u>1,247,564</u>	<u>1,058,334</u>

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

4 Interest receivable and similar income

	2018	2017
	\$	\$
Bank interest	(445)	2,159
Other interest	2,848,615	3,397,580
	<u>2,848,170</u>	<u>3,399,739</u>

Other interest comprises interest from Financial Assets.

5 Interest payable and similar charges

	2018	2017
	\$	\$
On bank loans and overdrafts	<u>1,217,623</u>	<u>1,271,233</u>

6 Tangible fixed assets

	Land, Buildings, Leasehold	Computer, & Office Equipment	Fixtures & Fittings	Total
	\$	\$	\$	\$
Cost				
At 1 January 2018	9,548,433	2,527,445	2,626,096	14,701,974
Additions	134,384	250,498	94,815	479,697
Disposals	-	(184,402)	-	(184,402)
At 31 December 2018	<u>9,682,817</u>	<u>2,593,541</u>	<u>2,720,911</u>	<u>14,997,269</u>
Depreciation				
At 1 January 2018	5,765,230	2,480,609	2,420,587	10,666,426
Charge for the year	865,228	94,702	46,993	1,006,923
Disposals	-	(184,402)	-	(184,402)
At 31 December 2018	<u>6,630,458</u>	<u>2,390,909</u>	<u>2,467,580</u>	<u>11,488,947</u>
Net book value				
At 31 December 2018	<u>3,052,359</u>	<u>202,632</u>	<u>253,331</u>	<u>3,508,322</u>
At 31 December 2017	<u>3,783,203</u>	<u>46,836</u>	<u>205,509</u>	<u>4,035,548</u>

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

7 Available for sale financial assets

	2018
	\$
Valuation	
At 1 January 2018	94,890,507
Additions	3,592,712
Fair value movement	(1,069,016)
Exchange differences	(4,369,771)
Disposals	-
At 31 December 2018	<u>93,044,432</u>

Available for sale financial assets comprise the Partnership's interests in the following four CLOs:

ALME Loan Funding II Limited;
ALME Loan Funding III Limited;
ALME Loan Funding IV Limited; and
ALME Loan Funding V Limited

8 Debtors

	2018	2017
	\$	\$
Amounts owed by group undertakings	99,579,759	106,031,028
Other debtors	888,890	1,104,218
Prepayments and accrued income	1,428,113	3,042,767
VAT Recoverable	(115,513)	965,520
	<u>101,781,249</u>	<u>111,143,533</u>

9 Creditors: amounts falling due within one year

	2018	2017
	\$	\$
Other taxes and social security	12,846,716	19,254,938
Other creditors	1,526,320	3,434,131
Accruals	4,701,205	5,869,487
	<u>19,074,241</u>	<u>28,558,556</u>

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

10 Creditors: amounts falling due after more than one year

	2018	2017
	\$	\$
Other loans	71,358,226	71,208,682
Analysis of loans		
Wholly repayable within five years	71,358,226	71,208,682
	71,358,226	71,208,682

Loan maturity analysis

The Partnership has financed its investments in the four CLOs partially through four individual loans from J. P. Morgan Chase Bank, NA and Citibank N.A, Deutsche Bank AG, and Barclays Bank PLC. The loans are secured by a fixed charge on the Partnerships investments in ALME II, ALME III, ALME IV, and ALME V respectively. Refer to note 7 for the carrying amount of the CLOs.

These loans are all denominated in Euro to match the underlying currency of the CLO investments. The key terms of these loans are as follows:

The JPMorgan loan has a principal value of € 13,635,520 and a variable interest rate payable of 2% above Euribor and is repayable in full on 20 December 2021.

The Citibank loan had a principal value of €15,400,000 and a variable interest rate payable of 1.75% above Euribor, and was repayable in full on 7 January 2019. On 18 April 2017, the Citibank loan was refinanced; the new loan has a principal value of € 15,400,000 and a variable interest rate payable of 1.75% above Euribor and is repayable in full on 15 April 2022.

The Deutsche Bank loan has a principal value of € 16,895,000 and a variable interest rate payable of 1.30% above Euribor, and is repayable in full on 12 January 2021.

The Barclays loan had a principal value of € 13,236,312 and a variable interest rate payable of 2.00% above Euribor, and was repayable in full on 22 January 2021. On 23 July 2018, the Barclays loan was refinanced; the new loan has a principal value of € 16,308,125 and a variable interest rate payable of 1.40% above Euribor.

11 Pension costs

Defined contribution scheme

The Partnership operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Partnership in an independently administered fund. The pension cost charge represents contributions payable by the Partnership to the fund.

	2018	2017
	\$	\$
Contributions payable by the Partnership for the year	600,672	423,660
Contributions payable by the Partnership at the year end and included in other creditors	583,756	632,110

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

12 Members interests

	Members' other interests			Loans and	
	Members' capital (classified as equity)	Other reserves	Total	other debts due to/(from) members'	Total
	\$	\$	\$	\$	\$
Members interest at 1 January 2018	44,489,717	-	44,489,717	75,982,234	120,471,951
Profit for the financial year available for the financial year available for discretionary division	-	44,555,911	44,555,911	-	44,555,911
Members' remuneration charged as an expense	-	-	-	(7,896,875)	(7,896,875)
Member interest after profit for the year	44,489,717	44,555,911	89,045,628	68,085,359	157,130,987
Charge on delivery of equity settled shares	-	(5,433,757)	(5,433,757)	-	(5,433,757)
Unrealised loss on revaluation of available for sale financial assets	-	(1,069,016)	(1,069,016)	-	(1,069,016)
Capital contributed by members	13,998	-	13,998	-	13,998
Capital returned to members	(73,413)	-	(73,413)	-	(73,413)
Members drawings	-	-	-	(17,861,072)	(17,861,072)
Division of profits	-	(38,053,138)	(38,053,138)	38,053,138	-
Members' interests at 31 December 2018	44,430,302	-	44,430,302	88,277,425	132,707,727
Members' interest-prior year					
	Members' other interests			Loans and	
	Members' capital (classified as equity)	Other reserves	Total	other debts due to/(from) members'	Total
	\$	\$	\$	\$	\$
Members interests at 1 January 2017	43,901,431	-	43,901,431	45,096,187	88,997,618
Profit for the financial year available for discretionary division among members	-	58,126,976	58,126,976	-	58,126,976
Members remuneration charged as an expense	-	-	-	(8,194,560)	(8,194,560)
Members interests after profit for the year	43,901,431	58,126,976	102,028,407	36,901,627	138,930,034
Charge on delivery of equity settled awards	-	(114,731)	(114,731)	-	(114,731)
Unrealised loss on revaluation of available for sale	205	(652,237)	(652,032)	-	(652,032)
Capital contributed by members	2,395,134	-	2,395,134	-	2,395,134
Capital returned to members	(1,807,053)	-	(1,807,053)	-	(1,807,053)
Members drawings	-	-	-	(18,279,401)	(18,279,401)
Division of profits	-	(57,360,008)	(57,360,008)	57,360,008	-
Members interests at 31 December 2017	44,489,717	-	44,489,717	75,982,234	120,471,951

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

13 Loans and other debts due to members

	2018	2017
	\$	\$
Amounts owed to members in respect of profits	88,277,425	75,982,232
	<u>88,277,425</u>	<u>75,982,232</u>

14 Financial commitments and guarantees

At 31 December 2018 the Partnership was committed to making the following payments under no cancellable operating leases.

	Office Space		Office Equipment	
	2018	2017	2018	2017
	\$	\$	\$	\$
Total future minimum lease payments are as follows:				
Within one year	3,038,456	2,820,884	13,668	60,006
Between two and five years	7,134,129	9,444,164	-	14,475
In over five years	-	-	-	-
	<u>10,172,585</u>	<u>12,265,048</u>	<u>13,668</u>	<u>74,481</u>

15 Members' shares of profits

	2018	2017
	Number	Number
The average number of members during the year was:	<u>14</u>	<u>15</u>
	2018	2017
	\$	\$
The average profit per member during the year was:	<u>3,182,565</u>	<u>3,419,234</u>
	2018	2017
	\$	\$
The share of profit to the member with the largest entitlement was:	<u>18,147,327</u>	<u>24,028,598</u>

Apollo Management International LLP
Notes to the financial statements (continued)
For the year ended 31 December 2018

16 Employees

Number of employees

The average monthly number of employees during the year was:

	2018	2017
	Number	Number
Investment Professional	49	70
Administration	66	53
	<u>115</u>	<u>123</u>
Employment costs	\$	\$
Wages and salaries	41,071,642	51,992,567
Social security costs	6,771,664	8,159,095
Other pension costs	600,672	423,660
Severance Costs	462,839	183,085
	<u>48,906,817</u>	<u>60,758,407</u>

17 Control

The Partnership's ultimate controlling party is deemed to be Apollo Global Management, LLC, a Delaware, United States, Limited Liability Corporation the registered office is 9 West, 57th Street, New York, United States. Apollo Global Management, LLC consolidates the results of Apollo Management International LLP. The smallest and largest group that consolidates this entity, for which financial statements are publicly available, is Apollo Global Management, LLC.

18 Related party transactions

The Partnership has entered into investment advisory and sub advisory agreements with other Apollo Group Entities. Under these agreements the Partnership earns and pays respective entities an arm's length fee for the services performed. Under an Apollo Management group settlement agreement, the Partnership can elect to settle the net balance due to/from other Apollo Group Entities on a net settlement basis, with Apollo Global Management, LLC.

Accordingly, the net amount due from Apollo Global Management, LLC at year-end was \$99,579,759 (2017 due from: \$106,031,028).

Included within the profit and loss account is turnover earned from Apollo Group Entities of \$105,149,371 (2017: \$135,718,133) and operating expenses incurred on behalf of Apollo Group Entities of \$2,420,244 (2017: \$3,390,022).

The Partnership also pays fees and expenses on behalf of funds which are managed by the Apollo Global Management, LLC group. These expenses are not expenses of the Partnership and are therefore not included in the income statement of the Partnership. The amounts due at year-end from these funds are included within amounts owed by group undertakings in note 8.

The total remuneration for key management personnel for the period totalled \$7,080,102 (2017: \$15,390,667), being included in the partner profit share disclosed within drawings in note 12.

The profit share for Apollo Management (UK) VI, LLC totalled \$18,147,327 (2017: \$24,028,598), disclosed in note 15.

19 Subsequent events

The members have evaluated events up to the filing date of the financial statements and determined that no subsequent event activity required disclosure.