

Private Equity Fund Commitment

Catterton Growth Partners II, L.P.

April 26, 2013

Overview

- Targeted fund size is \$300 million and the hard cap is \$350 million
- Will make control-oriented investments in small market companies with significant growth expectations in the consumer sector primarily in North America
- Catterton Growth Partners II (Fund II) will have approximately 15 investments

Investment Approach

- Fund II will target consumer companies in the following segments: branded consumer products, retail and restaurants, food and beverage, consumer and marketing services
- Will target equity investments between \$10 million and \$30 million
- Likes companies with a strong market share within a particular market segment
- Targets a gross return money multiple of 3x for the fund

Investment Team

- Catterton has 16 Partners (3 are dedicated to this fund) while 3 additional Partners will be on the Investment Committee
- Collectively these Partners bring in excess of 300 years of aggregate operating, financial, marketing and strategic expertise in the consumer sector
- The Partners are supported by 5 investment professionals dedicated to Fund II (Catterton has a total of 22), a 10 person finance team, and a group of experienced senior advisors
- Catterton has an office in Greenwich, CT and an office in Charleston, WV

Sample Catterton Growth Partners I portfolio companies













GP "Value Add"

 Catterton's investment approach (which is not predicated on significant financial leverage) requires that superior returns will primarily be the result of creating sustained improvements in portfolio operating performance. Accordingly, Catterton employs a large team of dedicated personnel which bring proven and differentiated strategy, general management and highly functional skills to each portfolio company

Performance (as of 9/30/2012)

- Catterton Fund VII (Vintage 2012) fund just starting to invest
- Catterton Growth Fund I (Vintage 2008) has a net IRR of 8% and MOC 1.2x
- Catterton Fund VI (Vintage 2006) has a net IRR of 11% and MOC 1.5x
- Catterton Fund V (Vintage 2003) has a net IRR of 8% and MOC 1.5x

Market Opportunity

- The consumer sector in North America is large and diverse (estimated to be a \$11.4 trillion market)
- Catterton looks to identify well positioned companies in breakout consumer categories with superior growth
- A majority of their deals are proprietary in the small end of the consumer PE marketplace

See Last Page for Disclaimer

History with PSERS

PSERS has committed to four Catterton Funds:

- 1. PSERS committed \$100 million to Catterton Fund V (vintage 2004 fund)
- 2. PSERS committed \$130 million to Catterton Fund VI (vintage 2006 fund)
- 3. PSERS committed \$75 million to Catterton Growth Fund (vintage 2008 fund)
- 4. PSERS committed \$100 million to Catterton Fund VII (vintage 2012 fund)

Board Issues

- Pennsylvania Presence None
- Placement agents Ineo Capital has been retained to serve as placement agent for Catterton Growth Partners Fund II. Ineo Capital is a registered broker-dealer and a member of FINRA (Financial Industry Regulatory Authority). Any placement fee is payable by Catterton Management Company, LLC and is not a part of the Fund's organizational expenses nor is it payable by the LPs
- PA political contributions None
- Relationship with consultant Portfolio Advisors' Fund of Funds and Secondary Fund have made the following commitments to Catterton Funds: PAPEF II \$3.2 M – Catterton Fund IV; PASF I \$3.5 M – Catterton Fund V; PASF I \$2.5 M – Catterton Fund VI

Recommendation

• Staff, together with Portfolio Advisors LLC, recommends that the Board invest an amount not to exceed \$75 million plus reasonable normal investment expenses

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