



W E N D E L

PRESS RELEASE - MARCH 31, 2025

Wendel completes the acquisition of a controlling stake in Monroe Capital LLC, a transformational transaction in line with its strategic roadmap

- Wendel's Asset Management platform now represents c.€34 billion¹ of AuM in private assets and is expected to generate, on a full year basis, c.€160 million² of Fee Related Earnings and c.€185 million of total pre-tax profit in 2025

Wendel (MF-FP) today announced that it has completed the definitive partnership agreement including the acquisition, together with AXA IM Prime, of 75% of Monroe Capital LLC ("Monroe Capital" or "the Company"), and a sponsoring program of \$800 million to accelerate Monroe Capital's growth, and will invest in GP commitment for up to \$200 million. As part of the initial transaction, Wendel has invested \$1.13³ billion to acquire 72% of Monroe Capital's shares (from Monroe Capital management and Bonaccord Capital Partners which owns a minority interest in Monroe Capital) together with rights to c.20% of the carried interest generated on past and future funds. The sellers will continue to own 25% of the Company post-closing of the initial transaction.

AXA IM Prime, through its GP⁴ Stake strategy, has completed the acquisition alongside Wendel, of a minority equity stake in Monroe Capital. This investment is made in conjunction with Wendel's acquisition of its majority stake in Monroe Capital and reflects AXA IM Prime's robust relationship with both managers.

This initial transaction involving 75% of Monroe Capital would be complemented by an earn-out mechanism with a maximum amount of \$255 million, subject to Fee Related Earnings ("FRE") performance thresholds (Max if CAGR above c.26%) in the period, and if achieved would be paid in cash in 2028.

Wendel will have a path to purchase the remaining 25% of Monroe Capital's shares in subsequent transactions (put / call mechanisms) that would take place in three instalments over 2028 and 2032 and be payable in cash. The purchase of the remaining 25% shares would be valued through variable purchase multiples determined depending on realized FRE growth.

¹ As of December 2024

² c.€100m of FRE expected in 2025, Wendel share. EURUSD @ 1.05

³ This amount includes usual closing adjustments

⁴ General Partner

A private credit leader in the U.S. middle market with a demonstrated strong track record across market cycles

Founded in 2004 by Ted Koenig, Monroe Capital provides private credit solutions to borrowers in the U.S. and Canada, managing more than \$20¹ billion of assets across 45+ investment vehicles. Monroe Capital's strategic verticals are Lower Middle Market Direct Lending, Alternative Credit, Software & Technology, Real Estate, Venture Debt, Independent Sponsor and Middle Market CLOs. Each vertical has demonstrated strong investment performance and offers potential for significant organic growth.

Through December 31, 2024, Monroe Capital has directly originated over 800 transactions, has invested over \$47 billion and has earned c.10% gross unlevered IRR² for its directly originated transactions. Monroe Capital's LP base is very broad and diversified, including public pensions, insurance companies, family offices and high net worth investors from across the globe.

The firm, which is headquartered in Chicago maintains eleven locations. Monroe Capital has grown to a team of over 275 employees, including 115 investment professionals. The firm currently has employees in the United States, South Korea, Australia and United Arab Emirates.

Wendel Third Party Asset Management Platform has reached a meaningful scale alongside its historical Principal Investment activity

Wendel's ambition is to build a sizeable Asset Management platform managing investments in multiple private asset classes, alongside its historical Principal Investment activity. The development of the third-party Asset Management platform will provide Wendel with recurring and growing cashflows as well as exposure to multiple and high performing asset classes. As a result, Wendel's dual business model is expected to generate an attractive and recurring return to shareholders.

With IK Partners and Monroe Capital, Wendel's third party private asset management platform will reach c.€34 billion in AUM³, and on a full year basis, c.€ 455 million revenues, c.€160 million pre-tax FRE⁴ (c.€100 million in pre-tax FRE (Wendel share) by 2025 and has the objective to reach €150 million (Wendel share) in pre-tax FRE by 2027 .

This evolution of Wendel's business model is designed to enable the development, over time, of a value-creating platform with the potential to generate operational synergies.

The third-party Asset Management platform will be developed alongside Wendel's Principal Investment strategy, with the objective of generating double-digit Total Shareholder Return.

Laurent Mignon, Wendel Group CEO, commented:

“This acquisition marks an important step forward for Wendel's asset management platform, which we are committed to scaling. Wendel is now becoming an asset manager alongside our decades-long activity as a long-term equity investor. Monroe Capital, founded by Ted Koenig in 2004, is a terrific company that has consistently delivered strong performance

¹ Committed and managed capital (as of December 31, 2024)

² Across fully exited companies

³ As of December 2024

⁴ EURUSD @1.05

across various market cycles in North America, bolstered by a surge in demand for private credit solutions and with the scale to capitalize on the growing opportunity set we see in private credit. Monroe Capital is strategically positioned to capitalize on this increasing demand, attracting both institutional and retail investors. We are thrilled to collaborate with Ted Koenig, Chairman and CEO, Zia Uddin, President, and their talented teams to support their success and their ability to deliver robust financial performance over the coming years.

It will be also a great privilege for Wendel to partner with such a renowned investor as AXA IM Prime. This first partnership with a leading global player such as AXA IM is for us a strong sign of confidence in the model we are building in private asset management.

Wendel is executing its strategic plan with determination, rigor and financial discipline, as demonstrated by this transformational acquisition, while also focusing on premium assets in our principal investment activities. Our transformation to a dual-strategy model is now well-grounded, with top partners in asset management such as IK Partners in private equity and now Monroe Capital in private credit. Our priority for the near future will be to build our platform and to work on the rotation of our Principal Investment assets.

I would like to express my gratitude to the Wendel teams for their unwavering dedication and to the Supervisory Board of Wendel for its constant support in driving this ambitious strategy forward.”

Theodore L. Koenig, Chairman & CEO of Monroe Capital commented:

“We are proud to finalize our partnership with Wendel and AXA IM Prime, a milestone achievement in our two-decade journey. Together, we are eager to collaborate and align our efforts to deliver exceptional results for our investors and clients worldwide.”

Gilles Dusaintpère, Head of AXA IM Prime GP Stake Investments at AXA IM said: *“We are proud and excited to partner with two institutions we know well and to further strengthen our existing relationship with Monroe, a franchise we have been investing with for years and that we are now happy to accompany as a minority shareholder. Our GP Stake strategy aims to partner with best-in-class private markets players and we look forward to supporting Monroe and its team, alongside Wendel, to help further grow its impressive platform.”*

UBS acted as exclusive financial advisor to Wendel and Kirkland & Ellis LLP acted as legal counsel to Wendel. Wendel was also assisted by Fenchurch Advisory for this transaction. Goldman Sachs & Co. LLC acted as exclusive financial advisor to Monroe Capital, and Fried, Frank, Harris, Shriver & Jacobson LLP acted as legal counsel to Monroe Capital.

About Monroe Capital

Monroe Capital LLC (“Monroe”) is a premier asset management firm specializing in private credit markets across various strategies, including direct lending, technology finance, venture debt, alternative credit solutions, structured credit, real estate and equity. Since 2004, the firm has been successfully providing capital solutions to clients in the U.S. and Canada. Monroe prides itself on being a value-added and user-friendly partner to business owners, management, and both private equity and independent sponsors. Monroe’s platform offers a wide variety of investment products for both institutional and high net worth investors with a focus on generating high quality “alpha” returns irrespective of business or economic cycles. The firm is headquartered in Chicago and has 11 locations throughout the United States, Asia and Australia.

Visit our website: <http://www.monroecap.com>

About AXA IM Prime

Launched in 2022, AXA IM Prime is the Private Markets Enabler and Hedge Funds platform of AXA IM with c. €40 billion of assets under management as at the end of September 2024. It offers global and diversified private market solutions through primaries, secondaries and co-investments across private equity, infrastructure equity, private debt and hedge funds.

As both a principal investor and a General Partner, AXA IM Prime holds a deep understanding of client needs and offers a differentiated, global perspective of the investment world. It aims to create sustainable value for its clients, integrating ESG practices and encouraging ESG best practices within the industry.

Visit our website: <https://www.axa-im.com/prime>

Agenda

Thursday, April 24, 2025

Q1 2025 Trading update – Publication of NAV as of March 31, 2025 (post-market release)

Thursday, May 15, 2025

Annual General Meeting

Wednesday, July 30, 2025

H1 2025 results – Publication of NAV as of June 30, 2025, and condensed Half-Year consolidated financial statements (post-market release)

Thursday, October 23, 2025

Q3 2025 Trading update – Publication of NAV as of September 30, 2025 (post-market release)

Friday, December 12, 2025,

2025 Investor Day.

About Wendel


Wendel is one of Europe's leading listed investment firms. Regarding its principal investment strategy, the Group invests in companies which are leaders in their field, such as ACAMS, Bureau Veritas, Crisis Prevention Institute, Globeducate, IHS Towers, Scalian, Stahl and Tarkett. In 2023, Wendel initiated a strategic shift into third-party asset management of private assets, alongside its historical principal investment activities. In May 2024, Wendel completed the acquisition of a 51% stake in IK Partners, a major step in the deployment of its strategic expansion in third-party private asset management and also announced in October 2024 the acquisition of 75% of Monroe Capital. Pro forma of Monroe Capital, Wendel manages more than 33 billion euros on behalf of third-party investors, and c.7.4 billion euros invested in its principal investments activity.

Wendel is listed on Eurolist by Euronext Paris.

Standard & Poor's ratings: Long-term: BBB, stable outlook – Short-term: A-2

Wendel is the Founding Sponsor of Centre Pompidou-Metz. In recognition of its long-term patronage of the arts, Wendel received the distinction of "Grand Mécène de la Culture" in 2012.

For more information: wendelgroup.com

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