

COUTTS PRIVATE EQUITY LIMITED PARTNERSHIP II

QUARTERLY REPORT AND VALUATION

1 JANUARY 2020 – 31 MARCH 2020

Summary as at 31 March 2020

	Total (US\$)	Typical LP* (US\$)
Commitment	515,890,000	250,000
Drawdowns	464,301,000	225,000
Distributions	651,569,070	315,750
Unaudited NAV	14,976,573	7,258

* Example for a typical limited partner, excluding any Placement Fee as this was not part of the commitment to CPELPII.

Key information

Operational fee	1.25% p.a. of unaudited NAV at quarter end. ¹
Performance fee	10%, with a 10% p.a. hurdle rate
Vintage	2007
First close date	23 April 2007
Final close date	23 April 2007
Domicile, legal structure	Cayman Islands, Closed Ended Exempted LP
Manager	Aberdeen Asset Managers Limited
Financial year end	31 December
Fund currency	USD

Portfolio overview

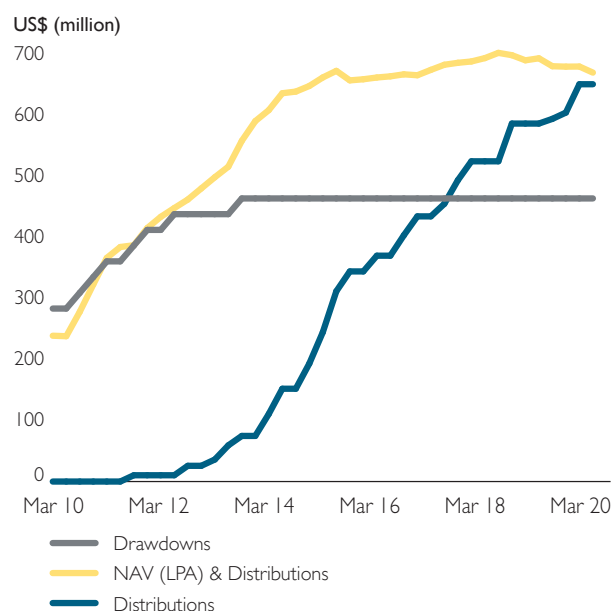
Investee fund	Vintage Year	Strategy	Geography	Investment date	Currency	Commitment (local currency million)
AEVII	2007	Buyout	Europe	Mar 07	EUR	30.0
BCPV	2005	Buyout	Global	Jun 07	USD	60.0
CEPIII	2007	Buyout	Europe	Jul 07	EUR	50.0
CPV	2007	Buyout	North America	May 07	USD	70.0
CVCAIII	2008	Growth	Asia/Oceania	Jan 08	USD	20.0
DHV	2007	Buyout	Europe	Jun 07	EUR	40.0
FIFV	2007	Other	North America	May 07	USD	25.0
KKRA	2007	Growth	Asia/Oceania	Jun 07	USD	35.0
PAIEV	2007	Buyout	Europe	Aug 07	EUR	7.5
THLVI	2006	Buyout	North America	Jun 07	USD	50.0
TPGAV	2007	Growth	Asia/Oceania	Jun 07	USD	20.0
WPX	2007	Other	Global	Oct 07	USD	50.0

Sources: Ipes (Guernsey) Limited, Aberdeen Asset Managers Limited.

¹ Change effective from Q1 2016.

² Effective from Q3 2016, CPELPII has released the remaining undrawn capital commitments to the Partnership, equivalent to 10% of Limited Partners' original commitments. This means that Limited Partners are no longer liable for this amount and no further drawdowns will be made.

CPELPII performance: drawdowns, net asset value and distributions



Performance

TVPI	1.44x
DPI	1.40x
IRR	5.7%
% drawn down	90.0% ²

Past performance should not be taken as a guide to future performance.

Liquidity Offer

As mentioned in prior quarters, in the second quarter of 2019, the General Partner of the Partnership sought to capitalize on strength in the secondary market, and high market valuations more generally, to accelerate liquidity for investors. With the General Partner's approval, Aberdeen Standard Investments Private Equity mandated an independent secondary advisor to conduct a liquidity offering process, securing a binding offer for the underlying funds which the General Partner elected to accept, with transfers of the underlying funds being progressed as timeously as practicable.

As at 31 March 2020, there were three remaining funds to be transferred: Carlyle Europe Partners III ('CEPIII'), Carlyle Partners V LP ('CPV') and Thomas H Lee Fund VI LP ('THLVI'). In prior quarter, it was reported that the final three transfers could not be executed as a result of the COVID-19 crisis, and that the Investment Manager would continue to review the market for secondary opportunities. The General Partner has since elected to accept a revised binding offer, and further distributions will be made as proceeds are received for the remaining transfers, subject to maintaining appropriate reserves for expenses and potential future liabilities.

This report reflects the valuation of each of the underlying investments based on sale amounts as agreed between the relevant parties, as adjusted by interim cashflows until such time as the underlying investments are transferred. Reported performance in this report may therefore differ from the performance of the underlying funds in the quarter.

Partnership summary

During the first quarter of 2020, the TVPI of the Coutts Private Equity Partnership II ('CPELPII') decreased from 1.46 times cost to 1.44 times cost. This reflects the revised price agreed for the remaining holdings under the liquidity offer.

CPELPII was not able to make a distribution to Limited Partners over the quarter meaning total distributions since inception remained at \$651.6 million, or 140.3% of drawn commitments. With regard to the underlying funds, CPELPII received \$1.4 million in distribution proceeds during the quarter following further distributions from THLVI.

Following the release of remaining undrawn capital commitments, CPELPII is now considered to be fully drawn and will not be calling further capital from Limited Partners. As noted above, the General Partner elected to accept a revised offer for the underlying funds, and transfers are being progressed timeously, with CEP III and CPV completing on June 30th.³

Market overview

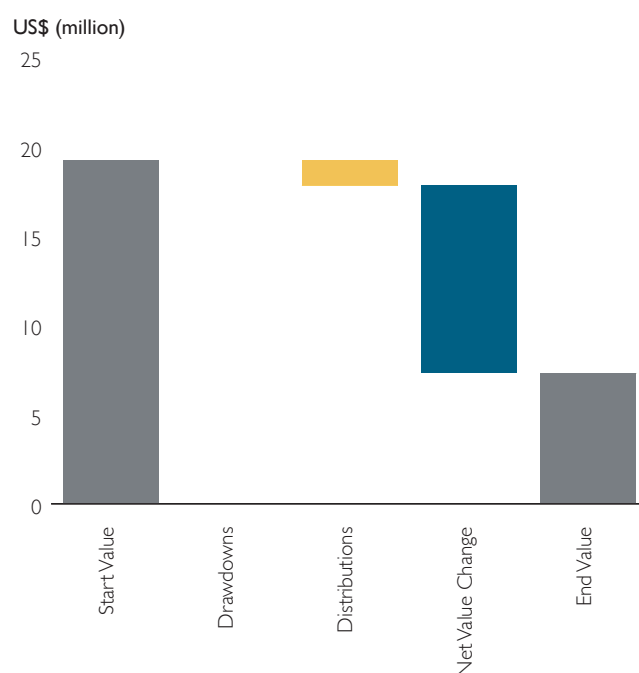
The global economy entered the first quarter of 2020 in a subdued state, having been heavily impacted by the US and China trade tensions during 2019, though there had been signs of progress with a preliminary deal signed in December 2019. In Europe, Brexit remained a contentious issue, with the UK leaving the EU at the end of January and the 11 month transition period due to expire at the end of 2020. The emerging market economies remained sluggish, driven principally by China with issues such as currency, high levels of debt and economic rebalancing already providing some stress. However, all of these concerns have been superseded by the ongoing impact of COVID-19. After eleven years, the post-GFC economic expansion is ending. The global spread of the coronavirus, the implementation of extreme containment measures, supply chain disruptions and a massive spike in financial stress, are combining to create a huge demand and supply shock for the global economy. In addition to the humanitarian crisis, efforts to contain and mitigate the COVID-19 outbreak in Q1 have resulted in a historic stock market correction and appear to be leading the world into a global recession.

The first quarter of 2020 saw 1,211 private equity-backed buyout deals recorded globally, totalling \$94bn of enterprise value. This marked a small increase from the 1,161 deals recorded in Q4 2019 but a marginal decrease from the Q4 value of \$96bn. As in prior quarters, the majority of the volume came from buyout deals in North America and Europe, which represented 58% and 30% of total first quarter volumes respectively. However, the 369 deals recorded in Europe represented the lowest quarterly volume in the region since the first quarter of 2015, as the COVID-19 outbreak gained momentum, particularly in Southern Europe, during February and then spread more widely throughout March. Asian deals fell to just 7% of overall volumes in the first quarter, as a result of the earlier impact of COVID-19 in the region. The \$3.3bn of buyout deals in Asia represents just 25% of the 2019 quarterly average deal value (\$13bn) in the region, suggesting an absence of larger deals at a time of considerable business disruption and uncertainty.

The number of buyout exits announced in the first quarter of 2020 was broadly flat on the prior quarter, at 360. However, exit value of \$61bn was significantly below the fourth quarter of 2019 total of \$72bn. While the number of trade sales and sales to GPs held up well in the quarter, there was a material decline in the number of IPOs, with 15 representing the lowest quarterly total in recent years, down from a 2019 quarterly average of 33.

Quarterly portfolio investment activity (US\$ million)

Investee fund	Start value	Drawn	Distributed	Net value change	End value
AEVII	-	-	-	-	-
BCPV	-	-	-	-	-
CEPIII	8.2	-	-	-6.3	1.9
CPV	11.0	-	-	-7.3	3.7
CVCAIII	-	-	-	-	-
DHV	-	-	-	-	-
FIFV	-	-	-	-	-
KKRA	-	-	-	-	-
PAIEV	-	-	-	-	-
THLVI	-	-	1.4	3.1	1.7
TPGAV	-	-	-	-	-
WPX	-	-	-	-	-
Total	19.2	0.0	1.4	-10.5	7.3



Figures may not always sum exactly due to rounding.

Carlyle Europe Partners III L.P. ('CEPIII')

CEPIII's portfolio valuation decreased from 2.23 times cost to 2.21 times cost over the quarter. While declines were broad based, the most notable detractors were **The Nature's Bounty** and **Twin Set**.

In March 2020, CEP III completed the transfer of ownership in **Addison Lee** to a consortium of new investors, including entities controlled by members of the lender group. There were no proceeds to CEP III and as part of the transaction, the fund secured a full release from all potential liabilities relating to the investment.

Carlyle Partners V L.P. ('CPV')

During the quarter, CPV's portfolio valuation decreased from 2.12 times cost to 2.10 times cost. Declines were seen across the unrealised portfolio, with **Syniverse Technologies** the main detractor.

CPV received \$277.9 million of proceeds related to the sale of **Sundyne**, formerly a division of **Accudyne Industries** to Warburg Pincus. Collectively with previously received distributions from Accudyne, the investment has returned \$841.1 million or 1.30x cost.

Thomas H. Lee Parallel Fund VI ('THLVI')

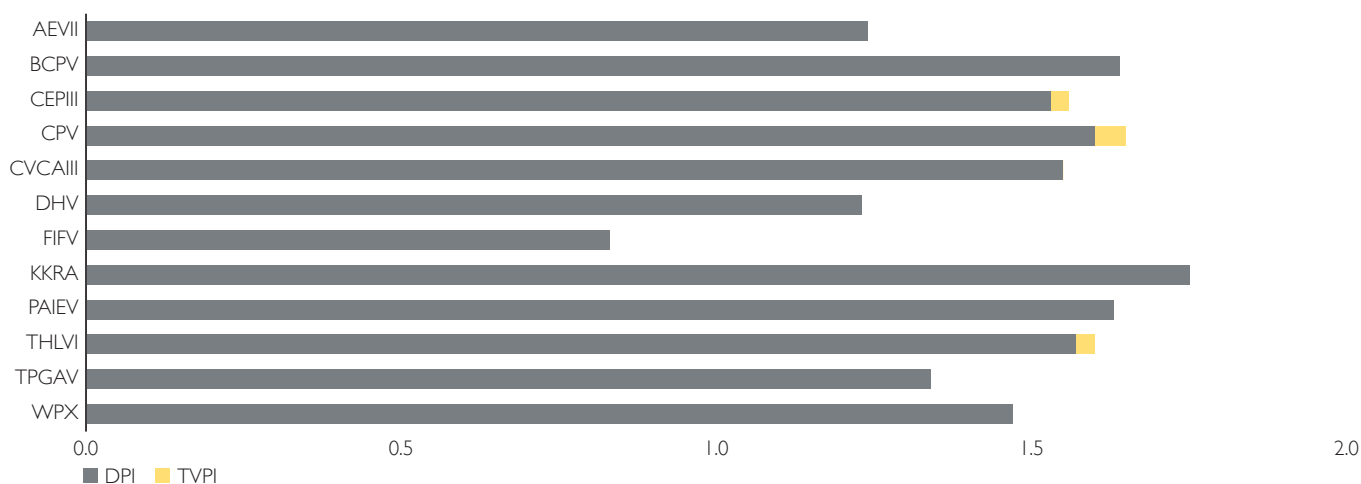
The value of THLVI decreased from 1.90 times cost to 1.89 times cost over the quarter driven by declines in **Ceridian HCM Holdings** and **FleetCor Technologies, Inc.**

The fund completed two secondary sales of **Ceridian** stock in February 2020, generating net cash proceeds of \$253 million. Including prior distributions, this takes realised proceeds to 3.3x invested capital on Ceridian, while the fund maintains a further 5% of the company's outstanding shares. A further block sale was executed in June.

Portfolio performance for the quarter

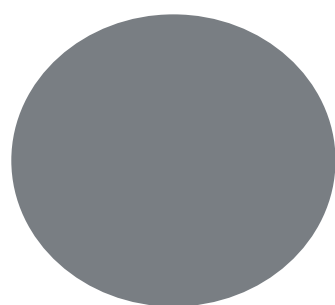
Investee fund	Net drawn (US\$ million)	% drawn	NAV (US\$ million)	DPI	TVPI	Quarter TVPI change	IRR (%)
AEVII	41.4	100.0	0.0	1.24	1.24	0.00	4.2
BCPV	56.7	100.0	0.0	1.64	1.64	0.00	8.9
CEPIII	66.5	98.5	1.9	1.53	1.56	-0.09	10.4
CPV	57.3	81.9	3.7	1.60	1.65	-0.10	11.9
CVCAIII	16.6	100.0	0.0	1.55	1.55	0.00	12.9
DHV	52.9	100.0	0.0	1.23	1.23	0.00	4.2
FIFV	24.9	100.0	0.0	0.83	0.83	0.00	-2.0
KKRA	35.0	100.0	0.0	1.75	1.75	0.00	13.8
PAIEV	9.6	100.0	0.0	1.63	1.63	0.00	8.9
THLVI	47.7	95.3	1.7	1.57	1.60	0.06	7.4
TPGAV	16.8	100.0	0.0	1.34	1.34	0.00	5.5
WPX	50.0	100.0	0.0	1.47	1.47	0.00	7.0
Total investments	475.4	96.7	7.3	1.47	1.49	-0.02	7.9
Cash, accruals and other assets			7.7				
Total fund	464.3	90.0	15.0	1.40	1.44	-0.02	5.7

Past performance should not be taken as a guide to future performance.

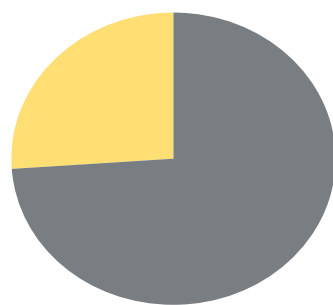


Portfolio breakdown by underlying fund

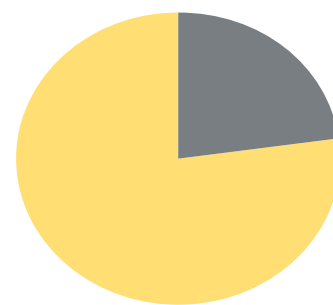
Fund strategy



Fund geography



Fund vintage



■ Buyout

100

■ North America

74

■ Europe

26

■ 2006

23

■ 2007

77

All amounts are as a percentage of total investment NAV at 31 March 2020. Figures may not always sum exactly to 100 due to rounding.

Portfolio breakdown by underlying portfolio company

Geographic breakdown

United States	71.7	
Switzerland	15.4	
United Kingdom	7.0	
Italy	5.9	

Sector breakdown

Industrials	29.8	
Information Technology	22.5	
Healthcare	17.5	
Consumer Staples	15.6	
Energy	7.0	
Consumer Discretionary	5.9	
Financials	1.7	

All amounts are as a percentage of total investment NAV at 31 March 2020.
Figures may not always sum exactly to 100 due to rounding.

Glossary

Unaudited NAV	The unaudited net asset value as defined in the Limited Partnership Agreement (LPA). Unaudited net asset values calculated in accordance with International Financial Reporting Standards (IFRS) available upon request.
Vintage	Year of fund's first investment.
TVPI	Total Value to Paid In (TVPI) is calculated by adding the remaining (reported) value and the distributions received (cash out) and subsequently dividing that amount by the total capital contributed (cash in).
DPI	Distribution to Paid In (DPI) is calculated by taking the distributions received (cash out) and dividing that amount by the total capital contributed (cash in).
IRR	The internal rate of return is the annualised effective compounded rate of return over the life of an investment.
Net Value Change	Although drawdowns and distributions from underlying funds will affect their value there will be an offsetting impact on the partnership's cash levels; 'Net Value Change' shows the change in Net Asset Value of the portfolio which is not accounted for by drawdown and distribution activity, primarily unrealised valuation changes, foreign exchange movements and fees and expenses in the underlying portfolios.

Important information

This report supplements the information contained in the Confidential Information Memorandum for the Coutts Private Equity Limited Partnership II (the "Partnership") published in February 2006, as amended or updated from time-to-time.

This report is prepared by Aberdeen Asset Managers Limited (the "Investment Manager") on behalf of Aberdeen General Partner CPELP II Limited (the "General Partner"), the general partner of the Partnership. The General Partner has appointed the Investment Manager to provide investment management services to it. Pursuant to a novation agreement dated 31 March 2016, the provision of investment management services to the General Partner is undertaken by the Investment Manager. Aberdeen Asset Managers Limited is authorised and regulated by the Financial Conduct Authority in the UK. Registered office: 10 Queens Terrace, Aberdeen, Aberdeenshire, AB10 1YG. No. SC108419. Prior to the 31 March 2016 the provision of investment management services to the General Partner was undertaken by Aberdeen Private Equity Managers Limited, a wholly owned subsidiary of Aberdeen Asset Management PLC.

In considering any performance information contained in this report, investors should remember that past performance is not a guide to future results. The value of investments and the income from them can go down and you may get back less than the amount invested. Investments in emerging markets are subject to certain special risks, which include, for example: a certain degree of political instability, relatively unpredictable financial market trends and economic growth patterns, a financial market that is still in the development stage and a weak economy. Alternative investments, derivative or structured products are complex instruments that typically involve a high degree of risk and are intended for sale only to investors who are capable of understanding and assuming the risks involved. In the case of some investments, there is no recognised market for them and it may therefore be difficult for you to deal in them or obtain reliable information about their value or the extent of the risks to which they are exposed.

Financial results are subject to a number of uncertainties, such as changes in exchange rates, which may cause the value of foreign investments to rise or fall. Your attention is drawn to the section in the Confidential Information Memorandum entitled 'Investment considerations and risk factors' for further information.

The financial illustrations and illustrative investor returns contained in these materials do not constitute forecasts and should not be construed as such. Accordingly, no assurance or representation can be made as to actual future returns on the securities described herein. Nothing contained herein should be relied upon as a promise or representation as to the future.

No information contained herein constitutes investment, tax, legal or any other advice, or an invitation to apply for securities in any jurisdiction where such an offer or invitation is unlawful, or in which the person making such an offer is not qualified to do so. Tax treatment depends on the individual circumstances of each investor and may be subject to change in the future. We recommend that you seek financial advice prior to making an investment decision.

All information in this report has been compiled by the Investment Manager including, without limitation, its parent company and various subsidiaries and associates thereof. Certain information contained in this report has been provided by The Carlyle Group and Ipes (Guernsey) Limited, the administrator.

To the best knowledge and belief of the Investment Manager, the information in this report is correct at the time of publication but it cannot be guaranteed. Opinions constitute the Investment Manager's judgement as at the date of issue and are subject to change without notice.

+As these products are not registered with the Swiss Financial Market Supervisory Authority ("FINMA"), this document may not be made available in connection with an advertisement, offering, distribution or sale of the products, and investors do not benefit from the protection under the Swiss Collective Schemes Act (CISA) or supervision by FINMA.

Before contemplating a transaction in any investment product, you should have read the relevant prospectus and consulted with your financial advisor.

Neither this document nor any copy thereof may be sent to or taken into the United States or distributed in the United States or to a US person. In certain other jurisdictions, the distribution may be restricted by local law or regulation.

The products are not regulated by the Financial Conduct Authority. Accordingly, as regards your relationship with the product, you will not be protected by the rules and regulations made under the Financial Services and Markets Act 2000 ("FSMA") and by the Financial Conduct Authority.

None of the overseas companies performing functions relating to the Partnership is an Authorised Person subject to the rules and regulations made under the Financial Services Act 2012 for the protection of investors, and compensation under the Financial Services Compensation Scheme will not be available in respect of business transacted with them.

The contents of this document have not been reviewed by any regulatory authority in Hong Kong. The Partnership is a collective investment scheme but is not authorised under Section 104 of the Securities and Futures Ordinance of Hong Kong by the Securities and Futures Commission of Hong Kong. Accordingly the placement of interests in Hong Kong, is restricted. This report may only be distributed, circulated or issued to persons who are professional investors under the Securities and Futures Ordinance and any rules made under that Ordinance or as otherwise permitted by the Securities and Futures Ordinance.

This report has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this report and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of interests may not be circulated or distributed, nor may interests be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor pursuant to Section 304 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA") or (ii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.