

Estimation of a Range of Fair Value - Ivanti Software

As of December 31, 2022

Inputs & Index

Valuation Assumptions

Cient Name	Apollo Global Management, LLC
Defined Client Name	Apollo
Valuation Date	31-12-2022
Market Data (Cap IQ)	25-11-2022
Multiple Calibration Date	15-05-2021
Debt Calibration Date	09-12-2020
Full Company Name	Ivanti Software
Defined Company Name	Ivanti
Security Name	Revolver
Security Name 2	
Security Name 3	
Client Debt Fair Value	0.0%

Print / Modelling Toggle1

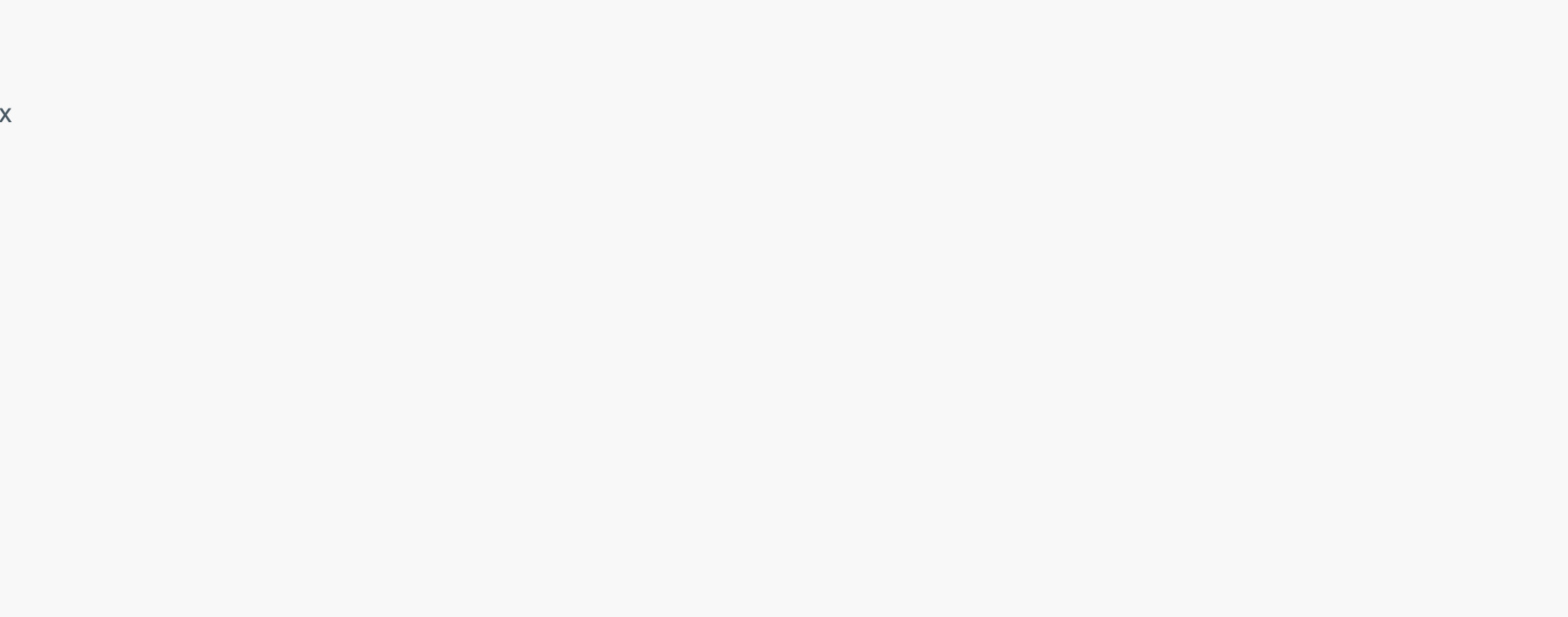
0= Normal font color
1= D&P Grey font color

Title	Exhibit Number
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Title	Exhibit Number
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Ivanti Software	1.0
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INSTRUCTIONS: Copy beginning of table header into cell C10. Mark the first row of chart data with an "X" in column B.



Portfolio Company	Security	Currency	Contractual Maturity	Expected Maturity	Pricing	All-in Rate	YTM	Principal Outstanding	D&P 12-31-2022	
									of Par / \$ per Share	
Ivanti Software	Revolver	USD	01-12-2025	01-12-2025	L + 425 bps (100 bps floor); Pricing Grid	#NAME?	11.65%	\$ 1,34,32,460	91.50%	92.50%

(in millions of USD)

Ivanti Software

KROLL

Ivanti Software

APOLLO

Exhibit 1.0

DRAFT - For Discussion Purposes Only

Quarterly Summary	
Company Description (1) Ivanti Software ("Ivanti" or the "Company") is a software company providing IT business with a suite of information technology management software. The Company's solutions are focused on End-User Environment Management, Endpoint Security, and Industrial Mobility Management. Ivanti was founded in 1985 and is based in South Jordan, Utah.	
Investment Overview (1) On December 11, 2016, Clearlake representatives signed a merger agreement to acquire Ivanti for approximately \$1.6 billion. To support the acquisition Clearlake raised a \$75 million revolving credit facility (undrawn at close), a \$800 million First Lien Term Loan, and a \$225 million Second Lien Term Loan. On September 28, 2020, Ivanti Inc. announced it had entered into definitive agreements to acquire Mobiltron and Pulse Secure. To support the acquisition Clearlake raised a \$175 million Revolving Credit Facility (undrawn at close and replacing the prior revolving facility), a \$1,260 million First Lien Term Loan, \$500 million New Secured Debt, and \$210 million of New Cash Equity from Clearlake Capital and TA Associates. On May 27, 2020, Apollo invested \$6.25 million in Ivanti's \$75.0 million revolving credit facility at 88.0% of par, which was replaced with the December 2020 Revolving Credit Facility. On December 9, 2020, Apollo purchased an additional \$13.4 million of the \$175.0 million revolving credit facility at 91.0% of par. In May 2021, Ivanti secured a ~\$1.4Bn strategic investment from Charlesbank Capital Partners for ~36% equity ownership of the Company. On December 1, 2021, the Company amended interest rate on the revolving facility from L + 400 bps to L + 375 bps, First Lien Term Loan from L + 475 to L + 400 - 425 bps, Second Lien Term Loans from L + 850 bps to L + 700-725 bps.	
Valuation conclusion #NAME?	

Investment Summary (1)	
Valuation Date:	11-12-2022
Security:	Revolver
Industry:	Technology
Geography:	United States
Apollo amount o/s:	\$13.4 mn
Apollo o/s amount as a % of global facility:	7.7%
Investment Origination Date (Initial):	09-12-2020
Calibration Date:	09-12-2020
Contractual Maturity:	01-12-2025
Expected Maturity:	01-12-2025
Call Premiums:	None
CID / Price Paid:	91.00%
Interest Pricing: (2)	L + 375 bps (100 bps floor); Pricing Grid
Amortization:	None
Covenants:	None

Key Credit Metrics					
	Calibration date 09-12-2020	Prior valuation 30-09-2022	Valuation date 31-12-2022	Δ since cal date	Δ since prior qtr
Total LTV		61%	48%	-12.7%	0.0%
Revolver LTV		47%	35%	-8.3%	0.0%
Total leverage		6.2x	7.8x	1.52x	0.00x
Revolver Leverage		4.8x	6.2x	1.46x	0.00x

Capital Structure (1)	Calibration date	Prior valuation	Valuation date	Δ since cal date	Δ since prior qtr
Revolver		-	-	-	-
First Lien Term Loan	1/7/90	2,201	2,201	441	-
Second Lien Term Loan	545	545	545	-	-
Total Debt	2,305	2,746	2,746	441	-
Cash	40	24	24	(16)	-
Net debt	2,265	2,722	2,722	457	-
Equity	1,320	3,900	3,900	2,580	-
Total Capital	3,625	6,646	6,646	3,021	-

Yield Calibration Analysis					
	Calibration date 09-12-2020	Prior valuation 30-09-2022		Valuation date (1) 31-12-22	
Benchmark Index			% change		% change
Market Overall	6.25%	6.35%	0.10%	6.35%	0.63%
Technology	5.00%	5.38%	0.38%	6.70%	1.70%
All Leveraged Loans	4.55%	4.96%	0.40%	5.44%	0.89%
First Lien	4.42%	4.78%	0.37%	5.23%	0.81%
Middle Market B	5.58%	5.79%	-0.79%	6.04%	-0.53%
Average	5.36%	5.55%	0.19%	6.00%	0.70%
Median	5.00%	5.79%	0.37%	6.04%	0.81%

Implied Yield as of the Calibration Date (5)	6.77%
Less: Swap Rate at Origination Date	0.46%
Implied Spread as of the Origination Date	6.30%

Concluded Range of Discount Rates		
	Prior valuation 30-09-2022	Valuation date 31-12-2022
Implied Spread as of the Calibration Date	6.30%	6.30%
Plus: Market Adjustment Factor (6)	0.25%	0.30%
Plus: Company-Specific Adjustment Factor (7)	0.50%	0.50%
Implied Spread as of the Valuation Date (Rounded)	7.00%	7.25%

	Low	High	Low	High
Selected Range of Spreads	6.75%	7.25%	7.00%	7.50%
Plus: 2.9-year Swap Rate as of the Valuation Date	3.63%	3.63%	4.40%	4.40%
Range of Discount Rates	10.38%	10.88%	11.40%	11.90%
Fair Value of Revolver (8)	91.50%	92.50%	91.50%	92.50%

Footnotes:

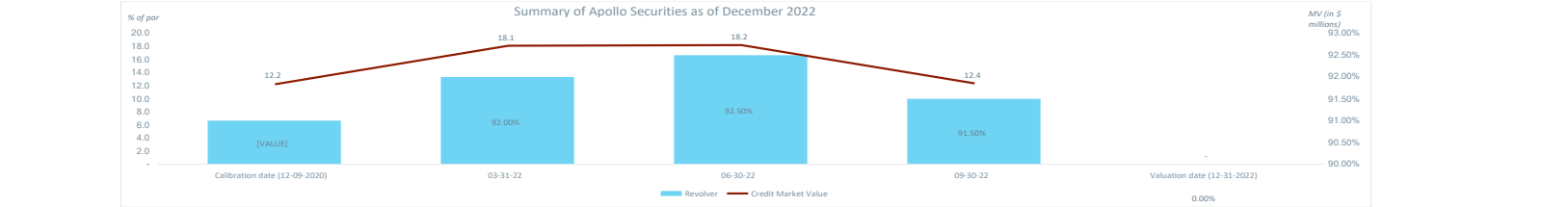
Key Performance Metrics (1/3)					
	Calibration date	Prior Quarter	Valuation date	Δ since cal date	Δ since prior qtr
	09-12-2020	30-09-2022	31-12-2022		
LTM Revenue	860.0	800.9	800.9	-8%	0%
LTM EBITDA	370.0	354.1	354.1	-4%	0%
EBITDA margin	43%	44%	44%	4%	0%
Cash	60.0	23.8	23.8	-41%	0%
Interest Expense	n/a	216.0	216.0	n/a	0%
Interest Coverage	n/a	1.64	1.64	n/a	0%
Cash Coverage Ratio	n/a	0.11x	0.11x	n/a	0%

	Equity Calibration date	Prior quarter		Valuation date (4) (5)	
		Low	High	Low	High
EV Analysis					
LTM EBITDA	445.0	354.1	354.1	354.1	354.1
EV / LTM EBITDA	14.24x	16.50x	16.50x	16.50x	16.50x
Enterprise Value	6,337.0	5,488.6	5,842.7	5,488.6	5,842.7

% par of Revolver December 2022						#NAME?
VPM Symbol	LANSOF RC					
Key Valuation Inputs						
	Calibration date	Prior valuation date	Valuation date	Δ since cal date	Δ since prior qtr	
	08-12-2020	30-09-2022	31-12-2022			
Valuation Methodology	DCF	DCF	DCF	No	No	
Unobservable input type	Discount Rate	Discount Rate	Discount Rate	No	No	
Unobservable input value	6.77%	10.63%	11.65%	4.86%	1.01%	
Fair Value Midpoint	91.00%	92.00%	#NAME?	#NAME?	n/a	

Key Valuation Inputs					
Calibration date	Prior valuation	Valuation date	Δ since cal date	Δ since prior qtr	
09-12-2020	30-09-2022	31-12-2022			
DCF	6.77%	10.63%	10.63%	3.86%	1.07%
Unobservable input type	6.77%	10.63%	10.63%	3.86%	1.07%
Unobservable input value	6.77%	10.63%	10.63%	3.86%	1.07%
Fair Value Midpoint	6.77%	10.63%	10.63%	3.86%	1.07%

- Provided by Apollo Management.
- The Revolver is subject to the pricing grid. Applicable margin is L+375 bps when the first lien net leverage is >3.75x and <=4.25x and L+325 bps when the first lien net leverage is <= 3.75x.
- Calibration Date financials as of September 30, 2022. Valuation date financials are as of September 30, 2022.
- Kroll EV / EBITDA multiples based on a calibration to the May 2021 strategic investment from Charlesbank Capital Partners implied multiple of 14.24x pro forma FY 2020 EBITDA, and a comparison to a publicly traded peer group.
- Implied yield as of the Calibration Date based on contractual interest and principal cash flows and issue price.
- Equal to 50% of the median increase in benchmark market spreads of 0.81%, rounded to the nearest 25 bps.
- We considered the change in the Company's fundamentals since the Calibration Date. As of the Valuation Date, we have increased the Company-Specific Adjustment Factor 25 bps due to an increase in the Company's leverage versus prior quarter.
- Please refer to Exhibit 1.1.
- Market data as of November 25, 2022.



This is an exhibit to the broader, final report "Estimation of a Range of Fair Value for Certain Debt Investment Held by Apollo Management L.P. as of June 30, 2021" (the "Report"), prepared by Duff & Phelps, LLC for Apollo Management L.P. in accordance with the engagement letter dated August 1, 2018. As this is an exhibit, it does not include all relevant and material information related to the Report and should not be relied upon as such. This exhibit is intended to be used for Apollo's convenience for its internal use only, subject to the terms and conditions of the aforementioned engagement letter. The Report and this exhibit are subject to certain limiting conditions which include but are not limited to: (i) Apollo management is ultimately responsible for determining the Fair Value of the Investments and Duff & Phelps is not responsible for determining Fair Value, (ii) this valuation shall not constitute a Solvency Opinion or a Fairness Opinion and may not be relied upon by Apollo or any other party as such, and (iii) Duff & Phelps has assumed, without independent verification, the accuracy and completeness of all financial and other information that was made available to Duff & Phelps by Apollo management.

Summary of Apollo Securities as of December 2022						
Revolver			First Lien Term Loan		Total	
	Par	% of par	Market Value	Par	% of par	at Value
Calibration date (12-09-2020)	13.4	91.00%	12.2	-	-	-
03-31-22	19.7	92.00%	18.1	-	-	-
06-30-22	19.7	92.50%	18.2	-	-	-
09-30-22	13.4	91.50%	12.4	-	-	-
Valuation date (12-31-2022)	13.4	#NAME?	#NAME?	-	-	-
		</				

Total	
Calibration date (12-09-2020)	13.4
03-31-22	19.7
06-30-22	19.7
09-30-22	13.4
Valuation date (12-31-2022)	13.4

Sources & Uses and Pro Forma Capitalization

Source	Amount (\$MM)	Use	Amount (\$MM)
Revolvers (175MM)	-	Revolvers Acquisition/Revolvers	972
First Lien Term Loan	1,260	Pulse Secure Acq/Not Considered	540
New Secured Debt	500	Charlesbank Lightly Funds Evt	1,007
Private Placed Second Lien Term Loan	545	Management Reserve	13
Equity Contribution (New & Existing)	1,320	Balance Existing Debt	1,083
Existing Cash from Balance Sheet	-	Customer Pmts, CDD and Expenses	109
Total Sources	\$3,785	Cash to Balance Sheet	40
Total Uses	\$3,785	Equity Mgmt	1,000

Pro Forma Debt Capitalization	
(\$MM)	Pro Forma
Cash	40
Revolvers (175MM)	-
First Lien Term Loan	1,260
New Secured Debt	500
Gross First Lien Debt	\$1,760
Net First Lien Debt	\$1,760
Second Lien Term Loan	\$1,720
Gross Total Debt	\$2,380
Net Total Debt	\$2,380
Total Shareholder's Equity	\$1,320
Total Capitalization	\$3,700

Notes:
1. Includes equity from TA's acquisition of a 10% stake in Ivanti in August 2020 and Clearlake's sale of its holdings in Ivanti from legacy funds to a single asset vehicle primarily funded by new equity in September 2020.

Transaction Summary

- On September 28, 2020, Ivanti Inc. ("Ivanti" or the "Company"), backed by Clearlake Capital and TA Associates, announced it had entered into definitive agreements to acquire Mobiltron and Pulse Secure (the "Transaction").
- Ivanti is a leading provider of mid-market focused, enterprise-grade intelligent IT management solutions for clients globally with \$468MM LTM Revenue and \$180MM of LTM PF Adj. EBITDA as of September 30, 2020.
 - In August of 2020, TA Associates signed a definitive agreement to acquire a ~23% minority ownership position in Ivanti from Clearlake at a valuation of \$2.2Bn representing 11.6x LTM Adj. EBITDA as of June 30, 2020.
 - In September of 2020, Clearlake completed the sale of its holdings in Ivanti from legacy funds to a new single-asset vehicle funded by primarily new equity capital.
- Mobiltron is a leading provider of mobile-focused unified endpoint management products, and Pulse Secure is a leading provider of enterprise security solutions for hybrid IT environments.
- Ivanti, combined with these two unique assets, creates a leader in the large and growing unified endpoint management, security, and enterprise service management markets, servicing clients across a broader set of critical use cases (including enabling secure remote work environments) holistically in a way no other competitor currently offers.
 - Pro Forma for the transaction, the combined company will generate \$468MM LTM Revenue and \$170MM LTM PF Adj. EBITDA as of September 30, 2020.
 - The Transaction is expected to generate ~\$12MM of near-term cost synergies including headcount reduction and rationalization of costs related to facilities, technology, marketing, and third party advisory.
- The Transaction will be financed through the following:
 - \$175MM Revolving Credit Facility (undrawn at close)
 - \$1,260MM First Lien Term Loan
 - \$500MM New Secured Debt
 - \$545MM Second Lien Term Loan (Privately Placed)
 - \$210MM of New Cash Equity from Clearlake Capital and TA Associates (in addition to the Equity TA Associates contributed to acquire a ~23% minority ownership position in Ivanti and Clearlake contributed to exit its legacy funds)
- Both acquisitions are expected to close concurrently by year-end 2020 (subject to regulatory approvals and shareholder votes)
- Pro forma for the Transaction, the Company will have First Lien Net Leverage of 4.6x and Total Net Leverage of 6.1x based on 9/30/2020 LTM PF Adj. EBITDA of \$370MM!

Notes:
1. LTM PF Adj. EBITDA as of 9/30/2020. Includes Ivanti + Mobiltron + Pulse Secure and \$126MM Cost Synergies

- In May 2021, Ivanti secured a \$1.4bn strategic investment from Charlesbank Equity Partners for ~36% equity ownership stake in the Company, implying a total valuation of ~14.6x Reported 3/31/21 LTM PF Cash Adj. EBITDA of \$445mm

Source	Amount (\$MM)	Use	Amount (\$MM)
First Lien Term Loan	\$1,761	Revolvers First Lien Term Loan	\$1,761
Second Lien Term Loan	545	Revolvers Second Lien Term Loan	545
Cash from Balance Sheet	10	Private Placed Second Lien Term Loan	5
Equity Contribution	1,320	Private Placed Second Lien Term Loan	5
Total Sources	\$2,386	Total Sources	\$2,386

Pro Forma Debt Capitalization	
(\$MM)	Pro Forma
Cash & Equivalents (1)	\$10
Revolvers (175MM)	-
First Lien Term Loan	1,761
New Placed Add-On First Lien Term Loan	403
Gross First Lien Debt	\$2,214
Net First Lien Debt	\$2,214
Second Lien Term Loan	545
Gross Total Debt	\$2,759
Net Total Debt	\$2,759
Equity Contribution	1,320
Total Shareholder's Equity	\$1,320
Total Capitalization	\$4,079

Notes:
1. Includes impact of \$10MM reduction in Pro Forma Cash & Equivalents due to Pro Forma acquisition.

Sources & Uses and Pro Forma Capitalization

Source	Amount (\$MM)	Use	Amount (\$MM)
First Lien Incremental Term Loan	\$440	Purchase Price	\$430
New Cash Equity	25	Cash to Balance Sheet	25
Total Sources	\$465	Total Uses	\$455

Pro Forma Debt Capitalization	
(\$MM)	Pro Forma
Cash & Equivalents	\$25
Revolvers (175MM)	-
First Lien Term Loan	1,760
New Placed Add-On First Lien Term Loan	440
Gross First Lien Debt	\$2,200
Net First Lien Debt	\$2,200
Second Lien Term Loan	545
Gross Total Debt	\$2,745
Net Total Debt	\$2,745
Equity Contribution	1,345
Total Shareholder's Equity	\$1,345
Total Capitalization	\$4,090

Notes:
1. Includes impact of \$10MM reduction in Pro Forma Cash & Equivalents due to Pro Forma acquisition.

Transaction Summary

- On January 26, 2021, Ivanti Inc. ("Ivanti" or the "Company"), backed by Clearlake Capital and TA Associates, announced it had entered into a definitive agreement to acquire Clearwell (the "Transaction").
- Ivanti is a leading provider of mid-market focused, enterprise-grade intelligent IT management solutions for clients globally across unified endpoint management (UEM), security, and enterprise service management (ESM) with \$531MM LTM Revenue and \$422MM of LTM PF Adj. EBITDA as of December 31, 2020.
- Clearwell is a leading provider of IT Service Management (ITSM) and Enterprise Service Management (ESM) software solutions, with a focus on mid-sized enterprise customers and a wide variety of line of business offerings on its low code / no code platform.
- Clearwell's addition will help diversify and enhance Ivanti's ITSM and ESM product suite, resulting in a more competitive advantage and making Ivanti the preeminent mid-market focused integrated ITSM, Security and UEM provider.
 - Pro Forma for the transaction, the combined company generated \$1,032MM LTM Revenue and \$445MM LTM PF Adj. EBITDA and \$471MM LTM PF Cash Adj. EBITDA as of December 31, 2020.
 - The Transaction is expected to generate ~\$31MM of near-term cost synergies including headcount reduction and rationalization of costs related to facilities, technology, marketing and other corporate costs.
- The Transaction will be financed through the following:
 - \$440MM First Lien Incremental Term Loan
 - \$25MM of New Cash Equity from Clearlake Capital and TA Associates
- The acquisition is expected to close by the end of Q1 2021 (subject to regulatory approvals)
- Pro forma for the Transaction, the Company will have First Lien Net Leverage of 4.8x and Total Net Leverage of 6.0x based on 12/31/2020 LTM PF Adj. EBITDA of \$445MM!

Notes:
1. Includes impact of \$10MM reduction in Pro Forma Cash & Equivalents due to Pro Forma acquisition.

DRAFT - For Discussion Purposes Only											
Projected Cash Flows (1)	11-12-2022	11-03-2023	10-06-2023	10-03-2023	11-12-2023	11-03-2024	10-06-2024	10-03-2024	11-12-2024	11-03-2025	10-06-2025
Principal Opening Balance	-	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4
Less: Principal Repayment	-	-	-	-	-	-	-	-	-	-	-
Principal Closing Balance	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4	13.4
3M LIBOR	#NAME?	5.35%	5.25%	5.14%	4.87%	4.48%	3.90%	3.75%	3.37%	3.33%	
LIBOR Floor		0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	
Spread		3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	3.75%	
Abile Rate	#NAME?	9.10%	9.00%	8.89%	8.62%	8.23%	7.65%	7.50%	7.12%	7.08%	
Cash Interest	#NAME?	0.3	0.3	0.3	0.3	0.3	0.3	0.3	0.2	0.2	
Total Cash Flows	#NAME?	0.3	0.3	0.3	0.3	0.3	0.3	0.3	0.2	0.2	
Period	0.250	0.503	0.758	1.014	1.267	1.519	1.775	2.031	2.281	2.533	
Present Value Factor @ 11.65% (2)	0.973	0.946	0.920	0.894	0.870	0.846	0.822	0.800	0.778	0.756	
Present Value of Cash Flows	#NAME?	0.3	0.3	0.3	0.3	0.2	0.2	0.2	0.2	0.2	
Projected Cash Flows (1)	10-09-2025	11-12-2025									
Principal Opening Balance	13.4	13.4									
Less: Principal Repayment	-	13.4									
Principal Closing Balance	13.4	(0.0)									
3M LIBOR	3.21%	3.23%									
LIBOR Floor	0.00%	0.00%									
Spread	3.75%	3.75%									
Abile Rate	7.05%	6.98%									
Cash Interest	0.2	0.2									
Total Cash Flows	0.2	13.6									
Period	2.789	2.961									
Present Value Factor @ 11.65% (2)	0.735	0.722									
Present Value of Cash Flows	0.2	9.8									
Principal Outstanding (actuals)	1,34,32,460	Kroll Fair Value Range (Current Qtr)		Kroll Fair Value Range (Prior Qtr)							
			Low	High	Low	High					
Sum of PV of CFs (actuals)	#NAME?	Discount Rate	11.65%	11.65%	11.65%	11.65%	10.88%	10.83%	10.34%		
Conclusion % of PV (rounded)	#NAME?		80.80%	80.80%	80.80%	80.80%	80.80%	80.00%	82.58%		
			11.65% ERROR CHECK #NAME?								

APOLLO

RVMTT

REVOLVER

VALUATION AS OF DECEMBER 31, 2022

CURRENCY IN USD (ACTUALS) UNLESS OTHERWISE NOTED

Save Inputs

Load

Refresh Data from DB

Goal Seek Yield

INPUTS HAVE CHANGED - DATA NOT SAVED

REFRESH DATABASE

91.0%

Implied Market Price based on Principal Balances & Origination Fees (% of Par)

APOLLO

RVMTT

REVOLVER

VALUATION AS OF DECEMBER 31, 2022

CURRENCY IN USD (ACTUALS) UNLESS OTHERWISE NOTED

APOLLO
NAVIT
REVOLVER
VALUATION AS OF DECEMBER 31, 2022
CURRENCY IN USD (ACTUALS UNLESS OTHERWISE NOTED)

What is the maturity date of the ?		Start Date (Orig)		Outstanding Balance (Orig)		Start Date (Val)		Outstanding Balance (Val)	
Outstanding balance of the as of the Valuation Date									
If the outstanding balance is expected to change, fill out the following table:									

DISREGARD THIS SECTION		INTERIM DATE		VALUATION DATE	
DIRECTIONS: If the committed amount of the debt security is not fully funded and the funded portion is valued below par, the value of the security should typically be adjusted to reflect the immediate write-down of the unfunded portion. If it were to be funded in calculating the value of the funded portion, the unfunded fee should typically not be included in the cash flows.					
How much of the Revolver has Apollo committed to funding (in actuals)?					
Include the unfunded fee in the cash flows?					
Interest on Unfunded Amount received					
First Date Interest of Unfunded Amount is received AFTER the Orig. / Val. Date:					
Last Date Interest of Unfunded Amount is expected to be received by Apollo					
What percent of interest does Apollo receive on the Unfunded Amount?					

DISREGARD THIS SECTION		INTERIM DATE		VALUATION DATE	
DIRECTIONS: If a "Fixed Fee" (includes a fixed amount or a fixed % of the outstanding principal balance) is received on any of the Interest Calculation / Reset Dates, enter the information below. If not, enter the fees in the table below.					
Fees received					
First Date Fee is received AFTER the Origination / Valuation Date					
Last Date Fee is expected to be received by Apollo					
Fixed Fee: If the Payment Amount is Fixed, enter the amount Apollo will receive:					
Variable Fee: If the Payment is a Fixed % of the Outstanding Principal, enter the % paid annually to Apollo:					
Fee Received by Investor		Date (Orig)		Fee Received (Orig)	
				Date (Val)	
				Fee Received (Val)	

FINANCIAL INFORMATION		INTERIM DATE		VALUATION DATE	
DIRECTIONS: Input the financial information below. If certain information is not available, leave the cell blank. Definitions for certain inputs can be found by clicking on the respective cell.					
REQUIRED: Inputs for Total Interest, Bearing, Debt, Interest Bearing, Debt Sr., and Pari/Passu to the Security, and EBITDA are required.					
Actual / Projected Balance Sheet as of (MM/DD/YYYY):					
Total Interest Bearing Debt					
Interest Bearing Debt Senior and Pari Passu to the Revolver					
Total Shareholder's Equity (including preferred stock and minority interest)					
Total Capital (average of beginning balance & end of year balance)					
Change in Working Capital					
Actual / Projected Income Statement as of (MM/DD/YYYY):					
Sales					
EBITDA					
EBIT					
Operating Income					
Funds from Operations					
Interest Expense					
Capital Expenditures					
Dividends Paid					

SYNTHETIC RATINGS		INTERIM DATE		VALUATION DATE	
DIRECTIONS: If Credit Ratings were not provided as of the Origination / Interim Date AND the Valuation Date, complete the following section. If Credit Ratings were provided as of the Origination / Interim Date AND the Valuation Date, the credit ratings provided should appear below under "Concluded S&P / Moody's Rating." If the concluded rating does not match the rating provided, complete this section.					
Select the "Industry - Region":					

INTERIM DATE		Metric as of Int. Date		Rating Score		Weightings		Weighted Score	
Financial Metrics									
Operating Income / Sales (%)									
Return on Capital (%)									
EBIT Interest Coverage (x)									
EBITDA Interest Coverage (x)									
Funds from Operations / Total Debt (%)									
Free Operating Cash Flow / Total Debt (%)									
Discretionary Cash Flow / Total Debt (%)									
Total Debt / EBITDA (x)									
Total Debt / Capital (%)									
Implied Rating Score									
Implied S&P Credit Rating									
Implied Moody's Credit Rating									
Manual Adjustment									
Adjusted Rating Score									
Concluded S&P Credit Rating									
Concluded Moody's Credit Rating									

0.061		0.311		0.564		0.815		1.075	
0.996		0.980		0.964		0.948		0.932	
0.996		1.38,809		1.37,344		1.36,499		1.34,724	

0.061		0.311		0.564		0.815		1.075	
0.996		0.980		0.964		0.948		0.932	
0.996		1.38,809		1.37,344		1.36,499		1.34,724	

0.061		0.311		0.564		0.815		1.075	
0.996		0.980		0.964		0.948		0.932	
0.996		1.38,809		1.37,344		1.36,499		1.34,724	

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0.996		0.980		0.964		0.948		0.932	
0.996		1.38,809		1.37,344		1.36,499		1.34,724	

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0.996		0.980		0.964		0.948		0.932	
0.996		1.38,809		1.37,344		1.36,499			

Technology (SM)	5.00%	6.70%	1.70%
All Leveraged Loans (S&P LCD)	4.55%	5.44%	0.89%
First Lien (S&P LCD)	4.42%	5.23%	0.81%
Middle Market S (S&P LCD)	6.58%	6.04%	-0.53%
Min	4.42%	5.23%	-0.53%
Max	6.58%	6.88%	1.70%
Average	5.36%	6.66%	0.70%
Median	5.00%	6.04%	0.81%

Operating Metric	Weighted	Assigned	Rating
Operating Income / Sales	N/A	0.0%	N/A
Return on Capital	N/A	0.0%	N/A
EBIT Interest Coverage	N/A	0.0%	N/A
EBITDA Interest Coverage	N/A	0.0%	N/A
FFO / Total Debt	N/A	0.0%	N/A
Free Operating Cash Flow / Total Debt	N/A	0.0%	N/A
Discretionary Cash Flow / Total Debt	N/A	0.0%	N/A
Total Debt / EBITDA	N/A	100.0%	N/A
Total Debt / Capital	N/A	0.0%	N/A
Weighted Ratings Score		0.00	
Implied Rating	S&P		Moody's
Manual Adjustment		0.00	
Concluded Ratings Score		WEIGHTINGS NEED TO = 100%	
Concluded Rating	S&P		Moody's
	N/A		N/A

Notes:
[1] Figures in red text are provided by Standard & Poor's. Cells in black text are a calculation of the intermediate rating metric for ratings that Standard & Poor's does not provide. The intermediate metrics calculations are based on a straight-line midpoint between the rating above and the rating below.

VALUATION DATE - SYNTHETIC RATINGS ESTIMATION (1)

S&P Data from 2013													
Standard & Poor's Rating	Implied Moody's Rating	Rating Score	Op. Income / Sales	Return on Capital	EBIT Interest Coverage	EBITDA Interest Coverage	FFO / Total Debt	Free Operating Cash Flow / Total Debt	Discretionary Cash Flow / Total Debt	Total Debt / EBITDA	Total Debt / Capital	Standard & Poor's Rating	Implied Moody's Rating
AAA	AAA	1	28.0%	26.1%	29.1x	34.8x	205.6%	133.9%	70.3%	0.3x	10.0%	AAA/AAA	AAA/AAA
AA+	AA+	2	27.5%	26.1%	29.1x	34.8x	205.6%	133.9%	70.3%	0.3x	10.0%	AA+/AA	AA+/AA
AA	AA	3	26.9%	25.4%	27.3x	31.7x	188.0%	117.3%	64.0%	0.5x	17.3%	AA/AA	AA/AA
AA-	AA-	4	25.5%	21.8%	15.0x	18.9x	101.1%	67.8%	42.2%	0.7x	21.7%	AA-/A+	AA-/A+
A+	A+	5	24.5%	22.0%	12.8x	16.5x	84.8%	56.9%	36.3%	0.8x	26.7%	A+/A	A+/A
A	A	6	22.7%	22.2%	10.3x	14.5x	68.0%	45.9%	30.7%	1.0x	30.7%	A/A	A/A
A-	A-	7	22.2%	19.5%	8.7x	12.5x	57.5%	37.1%	24.8%	1.3x	34.2%	A-/BBB+	A-/BBB+
BBB+	BBB+	8	21.8%	16.9%	7.1x	10.2x	46.5%	29.7%	19.0%	1.7x	37.0%	BBB+/BBB	BBB+/BBB
BBB	BBB	9	21.3%	14.2%	5.5x	8.2x	35.4%	19.4%	13.3%	2.0x	41.1%	BBB/BBB	BBB/BBB
BBB-	BBB-	10	20.2%	13.2%	4.7x	7.2x	31.7%	16.8%	11.7%	2.3x	44.2%	BBB-/BBB	BBB-/BBB
BB+	BB+	11	19.0%	12.1%	4.0x	6.2x	28.5%	14.1%	10.0%	2.6x	47.3%	BB+/BB	BB+/BB
BB	BB	12	17.9%	11.1%	3.2x	5.2x	24.4%	11.5%	8.4%	2.9x	50.4%	BB/BB	BB/BB
BB-	BB-	13	18.2%	9.8%	2.6x	4.4x	20.2%	8.8%	6.3%	3.6x	57.0%	BB-/B+	BB-/B+
B+	B+	14	18.8%	8.4%	1.9x	3.6x	16.1%	6.2%	4.3%	4.2x	65.3%	B+/B	B+/B
B	B	15	19.2%	7.1%	1.3x	2.8x	12.0%	3.5%	2.2%	4.9x	72.7%	B/B	B/B
B-	B-	16	16.3%	5.6%	1.0x	2.2x	8.8%	2.3%	1.8%	6.1x	81.4%	B-/CCC+	B-/CCC+
CCC+	CCC+	17	13.4%	4.2%	0.7x	1.7x	5.7%	-1.2%	-1.7%	7.4x	90.2%	CCC+/CCC	CCC+/CCC
CCC	CCC	18	10.1%	2.7%	0.4x	1.1x	2.5%	-3.6%	-3.6%	8.6x	98.9%	CCC/CCC	CCC/CCC

Operating Metric	Weighted	Assigned	Rating
Operating Income / Sales	N/A	0%	N/A
Return on Capital	N/A	0%	N/A
EBIT Interest Coverage	N/A	0%	N/A
EBITDA Interest Coverage	N/A	0%	N/A
FFO / Total Debt	N/A	0%	N/A
Free Operating Cash Flow / Total Debt	N/A	0%	N/A
Discretionary Cash Flow / Total Debt	N/A	0%	N/A
Total Debt / EBITDA	N/A	100%	N/A
Total Debt / Capital	N/A	0%	N/A

FIRST LIEN CREDIT AGREEMENT
DATED AS OF DECEMBER 1, 2020

AMONG

IVANTI SOFTWARE, INC.,
AS THE BORROWER,

IVANTI INTERMEDIATE HOLDINGS, LLC,
AS HOLDINGS,

MORGAN STANLEY SENIOR FUNDING, INC.,
AS ADMINISTRATIVE AGENT, COLLATERAL AGENT AND AN L/C ISSUER,

Revolving Commitments

Revolving Lender	Pro Rata Share	Revolving Commitment
Morgan Stanley Senior Funding, Inc.	25.625%	\$44,843,750
Bank of America, N.A.	20.625%	\$36,093,750
UBS AG, Stamford Branch	18.750%	\$32,812,500
Bank of Montreal	17.500%	\$30,625,000
Goldman Sachs Bank USA	12.500%	\$21,875,000
Antares Holdings LP	5.000%	\$8,750,000
Total:	100%	\$175,000,000

175000000

“**Maturity Date**” means: (a) with respect to the Revolving Credit Facility, the earlier of (i) the fifth anniversary of the Closing Date and (ii) the date of termination in whole of the Revolving Credit Commitments pursuant to Section 2.06(a) or 8.02; and (b) with respect to the Initial Term Loans, the earliest of (i) the seventh anniversary of the Closing Date, (ii) the date of termination in whole of the Initial Term

01-12-2025

RE: [External] Q1 2021 Batch Loan Diligence Questions - Ivanti Software

CL

Chris Lind

To

'Cornell, Ryan'

Cc

Juhu Sarkar;

Anand Shah;

Croft, Elvera;

Tao, Chun

↩ Reply

↩ Reply All

➡ Forward

⋮

Wed 3/10/2021 10:31 AM

PDF

EXECUTED - Ivanti-Project Oahu-Pontoon - First Lien Credit Agreement (De... (2).pdf

.pdf File

PDF

Ivanti CIM_vF.PDF

.PDF File

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Credit Screen_Ivanti_October 2020_v2.pdf

.pdf File

PDF

Ivanti Public Lenders' Presentation vF.pdf

.pdf File

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Ivanti Acquisition Closing & DDTL Considerations.pdf

.pdf File

II,

OLD

“**Eurodollar Revolving Loan**” shall mean any Revolving Loan bearing interest at a rate determined by reference to the Adjusted LIBOR Rate in accordance with the provisions of Article II.

“**Total First Lien Leverage Ratio**” shall mean, at any date of determination, the ratio of (a) the Consolidated First Lien Indebtedness outstanding on such date *minus* Unrestricted Cash and Cash Equivalents of Holdings and its Restricted Subsidiaries to (b) LTM EBITDA.

Hi Ryan – Please find our responses below:

1. Please see the executed agreement attached, which went into effect on 12/1.
2. The decline was due to the expiration of the previous revolver (L+425 coupon) that was replaced with the latest L+400 tranche in December 2020. The legacy revolver was still reflected in our holdings during last quarter’s valuation period.
3. As mentioned above, D45 should ready 4%

Best,
Chris

pologies for the delay. Please see our responses below:

1.

12/1/20 Credit agreement attached.
2.

The \$175mm was a new facility that replaced the existing in connection with the November 2020 transaction (per the credit agreement referenced above)
3.

We purchased \$13,432,460 of the L+400 RCF due 12/1/25 on 12/9/20 at 91.
4.

Revolvers are separate tranches and are less liquid than term loans. They should be treated separately despite ranking pari passu
5.

The leverage calculation listed in the questionnaire is based on Apollo EBITDA (as per the investment memo that was uploaded)
6.

Please see the materials attached. Note that we originally screened the deal during the early look period in October, so our investment memo differs from the final structure and terms that were brought to market in the November syndication. I have also shared the November LP and Transaction Update for reference.

09-12-2020

91%

“Closing Date” means December 1, 2020.

“Applicable Rate” means:

- (a)

a percentage per annum equal to, with respect to the Initial Term Loans, 4.75% per annum for Eurocurrency Rate Loans and 3.75% per annum for Base Rate Loans.
- (b)

a percentage per annum equal to, with respect to the Initial Revolving Tranche, (i) from the Closing Date until the first Business Day that immediately follows the date on which a Compliance Certificate is delivered pursuant to Section 6.02(a) in respect of the first full fiscal quarter ending after the

4

SECOND AMENDMENT TO FIRST LIEN CREDIT AGREEMENT

SECOND AMENDMENT TO FIRST LIEN CREDIT AGREEMENT, dated as of December 1, 2021 (this “Amendment”), among Ivanti Software, Inc., a Delaware corporation (the

Applicable Rate					
	<u>Column</u>	<u>1</u>	<u>2</u>	<u>3</u>	<u>4</u>
Pricing Level	Consolidated First Lien Net Leverage Ratio	Eurocurrency Rate Loans	Base Rate Loans	<u>Eurocurrency Rate Loans</u>	<u>Base Rate Loans</u>
1	Greater than 4.25:1.00	4.00%	3.00%	<u>3.75%</u>	<u>2.75%</u>
2	Equal to or less than 4.25:1.00 and greater than 3.75:1.00	3.75%	2.75%	<u>3.50%</u>	<u>2.50%</u>
3	Equal to or less than 3.75:1.00	3.50%	2.50%	<u>3.25%</u>	<u>2.25%</u>

Closing Date, 4.00% per annum for Eurocurrency Rate Loans and 3.00% per annum for Base Rate Loans and (ii) thereafter, the applicable percentage per annum set forth below, as determined by reference to the Consolidated First Lien Net Leverage Ratio, as set forth in the then most recent Compliance Certificate received by the Administrative Agent pursuant to Section 6.02(a):

Applicable Rate

Pricing Level	Consolidated First Lien Net Leverage Ratio	Eurocurrency Rate Loans	Base Rate Loans
1	Greater than 4.25:1.00	4.00%	3.00%
2	Equal to or less than 4.25:1.00 and greater than 3.75:1.00	3.75%	2.75%
3	Equal to or less than 3.75:1.00	3.50%	2.50%

“Adjusted Eurocurrency Rate” means, with respect to any Eurocurrency Rate Borrowing for any Interest Period, an interest rate per annum equal to the Eurocurrency Rate for such Interest Period, multiplied by the Secretary Reserve Ratio provided that if (i) with respect to Term Loans, the Adjusted

multiplied by the Statutory Reserve Rate; *provided* that if (i) with respect to Term Loans, the Adjusted Eurocurrency Rate as so determined would be less than 1.00% *per annum*, such rate shall be deemed to be 1.00% *per annum* for the purposes of this Agreement and (ii) **with respect to Revolving Credit Loans**, the Adjusted Eurocurrency Rate as so determined would be less than 0.00% *per annum*, such rate shall be **deemed to be 0.00% *per annum*** for the purposes of this Agreement.

0%

“**Interest Payment Date**” means, (a) as to any Loan other than a Base Rate Loan, the last day of each Interest Period applicable to such Loan and the Maturity Date of the Facility under which such Loan was made; *provided, however*, that if any Interest Period for a Eurocurrency Rate Loan exceeds three months, the respective dates that fall every three months after the beginning of such Interest Period shall also be Interest Payment Dates; and (b) as to any Base Rate Loan, the last Business Day of each March, June, September and December, and the Maturity Date of the Facility under which such Loan was made, commencing December 31, 2020.

31-12-2020

“**Interest Period**” means, as to each Eurocurrency Rate Loan, the period commencing on the date such Eurocurrency Rate Loan is disbursed or converted to or continued as a Eurocurrency Rate Loan and ending on the date one two (except in the case of Eurocurrency Rate Loans denominated on Euros), three or six months thereafter, or to the extent consented to by all Appropriate Lenders, 12 months thereafter (or such shorter interest period as may be agreed to by all Lenders of the applicable Tranche) as the Borrower may elect, as selected by the Borrower in a Committed Loan Notice; *provided* that:

- (a) any Interest Period that would otherwise end on a day that is not a Business Day shall be extended to the next succeeding Business Day unless such Business Day falls in another calendar month, in which case such Interest Period shall end on the next preceding Business Day;
- (b) any Interest Period that begins on the last Business Day of a calendar month (or on a day for which there is no numerically corresponding day in the calendar month at the end of such Interest Period) shall end on the last Business Day of the calendar month at the end of such Interest Period; and
- (c) no Interest Period shall extend beyond the scheduled Maturity Date of the Facility under which such Loan was made; *provided, further*, that the Interest Period for any Borrowing to be made on the Closing Date (which Interest Period shall commence on the Closing Date) may end on December 31, 2020.

Section 2.10 Computation of Interest and Fees; Retroactive Adjustments of Applicable Rate.

(a) All computations of interest for Base Rate Loans based on clause (b) in the definition of “Base Rate” shall be made on the basis of a year of 365 or 366 days, as the case may be, and actual days elapsed. All other computations of fees and interest shall be made on the **basis of a 360-day year and actual days elapsed** (which results in more fees or interest, as applicable, being paid than if computed on the basis of a 365-day year) or, in the case of interest in respect of Loans denominated in Alternative Currencies as to which generally accepted market practice differs from the foregoing, in accordance with such generally accepted market practice. Interest shall accrue on each Loan for the day on which the Loan is made, and shall not accrue on a Loan, or any portion thereof, for the day on which the Loan or such portion is paid; *provided* that any Loan that is repaid on the same day on which it is made shall, subject to Section 2.12(a), bear interest for one day. Each determination by the Administrative Agent of an interest rate or fee hereunder shall be conclusive and binding for all purposes, absent manifest error. The Administrative Agent shall, at the request of the Borrower, deliver to the Borrower a statement showing the quotations used by the Administrative Agent in determining any interest rate hereunder.

Section 2.05 Prepayments.

(a) Optional.

(i) The Borrower may, upon notice substantially in the form of Exhibit J to the Administrative Agent, at any time or from time to time voluntarily prepay Loans in whole or in part **without premium** or penalty except as set forth in Sections 2.05(a)(iii) below; *provided* that (1) such notice must be received by the Administrative Agent not later than (A) 12:00 p.m. (New York

City time) three Business Days prior to any date of prepayment of Eurocurrency Rate Loan and (B) 11:00 a.m. (New York City time) on the date of prepayment of Base Rate Loans (or such shorter period as the Administrative Agent shall agree); (2) any prepayment of Eurocurrency Rate Loans shall be (x) in a principal amount of \$3,000,000 (or the equivalent Dollar Amount), or (y) a whole multiple of \$1,000,000 (or the equivalent Dollar Amount) in excess thereof; and (3) any prepayment of Base Rate Loans shall be (x) in a principal amount of \$1,000,000 (or the equivalent Dollar Amount), or (y) a whole multiple of \$500,000 (or the equivalent Dollar Amount) in excess thereof or, in each case, if less, the entire principal amount thereof then outstanding. Each such notice shall specify the date and amount of such prepayment, the Tranche of Loans to be prepaid, the Type(s) of Loans to be prepaid and, if Eurocurrency Rate Loans are to be prepaid, the Interest Period(s) of such Loans (except that if the class of Loans to be prepaid includes both Base Rate Loans and Eurocurrency Rate Loans, absent direction by the Borrower, the applicable prepayment shall be applied first to Base Rate Loans to the full extent thereof before application to Eurocurrency Rate Loans, in each case in a manner that minimizes the amount payable by the Borrower in respect of such prepayment pursuant to Section 3.06). The Administrative Agent will promptly notify each Lender of its receipt of each such notice, and of the amount of such Lender's ratable portion of such prepayment (based on such Lender's ratable share of the relevant Facility). If such notice is given by the Borrower, subject to clause (ii) below, the Borrower shall make such prepayment and the payment amount specified in such notice shall be due and payable on the date specified therein.

Financial Trends

Enterprise Value

	5-15-2021	9-30-2016	12-31-2016	3-31-2017	11-25-2022
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?

Mean	#NAME?	n/a	n/a	n/a	n/a
Median	#NUM!	n/a	n/a	n/a	n/a
Range		\$ 6,337.8			-10.8%

Trailing EBITDA

	5-15-2021	9-30-2016	12-31-2016	3-31-2017	11-25-2022
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?

Mean	#NAME?	n/a	n/a	n/a	n/a
Median	#NUM!	n/a	n/a	n/a	n/a
Range		\$ 445.0			-29.4%

Multiple Trend Analysis

EV/LTM EBITDA

	15-05-2021	30-09-2016	31-12-2016	31-03-2017	25-11-2022
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?

Mean	n/a	n/a	n/a	n/a	n/a
Median	n/a	n/a	n/a	n/a	n/a
% Change from Investment Date		n/a	-68.2%	-65.2%	-62.0%
% Change from Prior Quarter		n/a	n/a	n/a	0.1%
Range		14.34x			16.90x
% Change from Investment Date					72.4%

Multiple Trends

EV / LTM Revenue



Multiple Trends

EV / LTM EBITDA



GRAPH	Min	Max	Average	Median	Implied Multiple
Investment Date	#REF!	#REF!	#REF!	#REF!	#REF!
Valuation Date	#REF!	#REF!	#REF!	#REF!	#REF!

GRAPH	Min	Max	Average	Median	Implied Multiple
Investment Date	#REF!	#REF!	#REF!	#REF!	#REF!
Valuation Date	#REF!	#REF!	#REF!	#REF!	#REF!

Notes:

(1) Information for comparable companies provided by Capital IQ.

DRAFT - For Discussion Purposes Only

Financial Information (1)									
Company Name	Value	Trailing Revenue	Trailing EBITDA	1-year Forward Revenue	1-year Forward EBITDA	Trailing Revenue Growth	Trailing EBITDA Margin	Forward Revenue Growth	Forward EBITDA Growth
#NAME?	#NUM?	#NAME?	#NAME?	#NAME?	#NAME?	NA	NA	NA	NA
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?			NA	NA
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?			NA	NA
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?			NA	NA
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?			NA	NA
Minimum	-	-	-	-	-	0.00%	0.00%	0.00%	0.00%
Mean	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#DIV/0!	#DIV/0!	#DIV/0!	#DIV/0!
Median	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	0.00%	0.00%	0.00%	0.00%
Maximum	-	-	-	-	-				
Ivanti	\$800.9	\$354.1	n/a	n/a	n/a	n/a	44.21%	n/a	n/a

Multiple Analysis (1)									
Equity Calibration Date as of May 15, 2021					Valuation Date as of November 25, 2022				
Company Name	EV / Trailing Revenue	EV / Trailing EBITDA	EV / Projected Revenue	EV / Projected EBITDA	EV / Trailing Revenue	EV / Trailing EBITDA	EV / Revenue	EV / EBITDA	EV /
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
Minimum	0.00x	0.00x	0.00x	0.00x	0.00x	0.00x	0.00x	0.00x	
Mean	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?	#NAME?
Median	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!	#NUM!
Maximum	0.00x	0.00x	0.00x	0.00x	0.00x	0.00x	0.00x	0.00x	
D&P Range of EV / LTM EBITDA (2)									
Ivanti Implied EV Multiples	n/a	9.19x	n/a	n/a	7.07x	16.00x	n/a	n/a	
% Change in Ivanti Multiples					n/a	74.08%	n/a	n/a	
% Change in Median of Comparables					#NUM!	#NUM!	#NUM!	#NUM!	

Valuation Date as of February 28, 2022				
EV / Trailing Revenue	EV / Trailing EBITDA	EV / Projected Revenue	EV / Projected EBITDA	
19.49x	138.55x	15.53x	49.40x	
10.89x	158.63x	9.14x	39.97x	
11.87x	23.60x	11.03x	22.11x	
8.50x	48.00x	8.04x	26.00x	
7.15x	16.42x	6.78x	15.00x	
7.15x	16.42x	6.78x	15.00x	
11.55x	16.46x	10.10x	38.55x	
10.89x	49.95x	9.14x	26.00x	
19.49x	118.63x	15.53x	49.40x	
6.89x	16.50x	n/a	n/a	
n/a	79.52%	n/a	n/a	
-4.57%	2.06%	-16.25%	1.94%	

2 Mean Median

Notes:
(1) Information for comparable companies provided by Capital IQ.
(2) The selected LTM EBITDA multiple range of 15.50x to 16.50x is at a slight discount to comp group average and median multiples due to differences in size, growth and profitability.

EV					5,665.6				
LTM Rev , LTM EBITDA , Proj. Rev , Proj. EBITDA					LTM Rev , LTM EBITDA , Proj. Rev , Proj. EBITDA				
Metrics					800.9 354.1 n/a n/a				
Implied Multiples					7.07x 16.00x n/a n/a				
					D&P Low 15.50x				
					D&P High 16.50x				
					2				
					16.29x				
					10.60x				
					14.21x				
					Minimum 10.60x				
					1st Quartile #NAME?				
					Mean 13.70x				
					Median 14.21x				
					3rd Quartile #NAME?				
					Maximum 16.29x				

Question		AGM Response			
Valuation Date		30-09-2022			
Company Overview / Investment Thesis					
	Company Name	Ivanti Software (fka LANDesk Software)			
	Subject Security owned by AG	Revolving Credit Facility			
	Syndication Original Issue Dis	90%			
	Apollo's Investment Thesis	Ivanti (the “Company”) provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment			
	Have there been any recent market offers for the Company or Apollo's credit investment?	No			
	If Yes, at what price?	NA			
Subject Security Debt Terms					
	recent Amendment Date instead of Origination Date (pro forma, if applicable).				
		Amendment Date		Valuation Date	
	What is the total outstanding principal balance on the subject security?	17,50,00,000		17,50,00,000	
	AGM's Outstanding Principal Balance	1,34,32,460		1,34,32,460	
	AGM's Ownership Percentage (calculated)	7.7%		7.7% 0.0%	
	Change in Ownership Percent				
	S&P / Moody's Rating (if rated)	B2 / B-		B2 / B-	
	Original Executed Credit Agreement Date?	20-01-2017			
	Has the loan been amended s	Yes			
	What is the date of the most recent amendment?	01-12-2021			
	Amendment Date / Valuation Date	01-12-2021		30-09-2022	
	Most Recent Transfer Date				
	Contractual Maturity Date	01-12-2025		01-12-2025	
	Expected Maturity Date	01-12-2025		01-12-2025	
	Remaining Term Calculation	4.00 years		3.17 years	
	Currency of the Term Loan	\$			
	Are there call premiums?	No			
	Date provision / Call Premium (e.g. 102%,101%)				
	Type of Interest Paid	Cash			
	Interest Payment Frequency	Quarterly			
	Day Count Convention	Actual/360			
	Payment Date	31			
	Fixed / Floating	Floating			
	Benchmark	LIBOR			
	Base Rate Floor (%)	0.00%			
	Base Rate Cap (%)	NA			
	Fixed Rate / Spread	4.00%			
	Total Closing Fee (\$ or %)	0.00%			
	Additional Fees, if any (e.g. Ex	0.50%			

	Amortization on the Subject S	No	
	Amortization Commencement	31-12-2014	
	Amortization Frequency	Quarterly	
	Amortization Schedule	Fixed	
	If Fixed Amortization - Paymer	0.25%	
	If Custom Amortization - Provi	NA	
Financial Statement Information			
financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
	Type	Type	Calculation
Balance Sheet Date		As of Date: Amendment	As of Date: Valuation
	Cash	Pro forma LTM8,20,00,000	Pro forma LTM2,37,80,000-71%
	Total Debt	Pro forma LTM2,75,90,00,000	Pro forma LTM2,74,56,75,0000%
	Debt Through Subject Seci	Pro forma LTM2,21,40,00,000	Pro forma LTM2,20,06,75,000-1%
	Total Shareholders Equity	Pro forma LTM3,90,00,00,000	Pro forma LTM3,90,00,00,0000%
Income Statement Date	Type	As of Date: Amendment	As of Date: Valuation
	Revenue	Pro forma LTM99,13,00,000	Pro forma LTM80,09,00,000-19%
	Cash EBITDA	Pro forma LTM40,53,00,000	Pro forma LTM35,41,00,000-13%
	Depreciation & Amortizatio	Pro forma LTM10,41,48,750	Pro forma LTM32,92,00,000216%
	EBIT	Pro forma LTM30,11,51,250	Pro forma LTM2,49,00,000-92%
	Interest Expense	Pro forma LTM15,18,00,000	Annualized21,65,69,16143%
	Net Leverage Calculation	6.6x	7.7x1.1x
	Net Leverage Through Subject Security	5.3x	6.1x0.9x
Rationale / Explanations for change in performance			
	Revenue	Please discuss why revenue has decreased QoQ	• Revenue of \$240.1mm was down 4% YoY and came in below Plan of \$263mm, with
	EBITDA	Please discuss why EBITDA has decreased QoQ	• Adj. EBITDA of \$94.8mm was down 18% YoY and below Budget of \$103mm, and
	Increase / Decrease in Levera	Please discuss what has caused an increase in leverage	The increase in leverage was driven by a decline in Adj. EBITDA since deal close and
Company Capitalization (example below)			
Amendment Date instead of Origination Date (pro forma, if applicable).			
	Commitment Amount (Revolvers and DDTL only)	Amendment Date	Valuation Date
Revolver	7,50,00,000	0	0
First Lien USD Term Loan	NA	1,75,10,00,000	1,73,80,00,000
Non-Fungible 1L TL	NA	46,30,00,000	46,26,75,000
Second Lien USD Term Loan	NA	54,50,00,000	54,50,00,000
Unsecured Notes	NA	NA	NA
Capital Leases	NA	NA	NA
Mezzanine Notes	NA	NA	NA
PIK Holdco Notes	NA	NA	NA
	Check to Terms above	YES	YES

Note that managmenet does not provide this metric PF.

A&M Batch Loan Valuation Questionnaire

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Question		AGM Response	
Valuation Date		30-06-2022	
Company Overview / Investment Thesis			
Company Name		Ivanti Software (fka LANDesk Software)	
Subject Security owned by AG		Revolving Credit Facility	
Syndication Original Issue Dis		90%	
Apollo's Investment Thesis		Ivanti (the “Company”) provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company’s products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1,150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti. representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm. On September 28, 2020, Ivanti announced it had entered into definitive agreements to acquire MobileIron and Pulse Secure. To fund the acquisitions, the Company issued a \$175mm revolver (undrawn at close), a \$1,760mm 1st lien term loan (pricing of L+475 with a 1% LIBOR floor), and a \$545mm 2nd lien term loan (pricing of L+850 with a 1% LIBOR floor), alongside \$180mm of additional cash equity. On January 26th, 2021, the Company entered into a definitive agreement to acquired Cherwell (the “Transaction”) for \$430mm, representing a purchase multiple of 18.8x Pro Forma FY20 Adj. EBITDA of \$22.3mm (inclusive of ~\$31mm of near-term cost synergies, 65% of which are headcount-related). The acquisition was funded with a new \$465mm non-fungible 1st lien term loan, with pricing of L+400, with a 0.75% floor, at 99.75 OID.	
Have there been any recent market offers for the		No	
If Yes, at what price?		NA	
Subject Security Debt Terms			
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
		Amendment Date	Valuation Date
What is the total outstanding principal balance on the subject security?		17,50,00,000	17,50,00,000
AGM's Outstanding Principal Balance		1,34,32,460	1,34,32,460
AGM's Ownership Percentage (calculated)		7.7%	0.0%
Change in Ownership Percent			
S&P / Moody's Rating (if rated)		B2 / B-	B2 / B-
Original Executed Credit Agreement Date?		20-01-2017	
Has the loan been amended s		Yes	
What is the date of the most recent amendment?		01-12-2021	
Amendment Date / Valuation Date		01-12-2021	30-06-2022
Most Recent Transfer Date			
Contractual Maturity Date		01-12-2025	01-12-2025
Expected Maturity Date		01-12-2025	01-12-2025
Remaining Term Calculation		4.00 years	3.42 years
Currency of the Term Loan		\$	
Are there call premiums?		No	
Date provision / Call Premium (e.g. 102%, 101%)			

Type of Interest Paid	Cash				
Interest Payment Frequency	Quarterly				
Day Count Convention	Actual/360				
Payment Date	31				
Fixed / Floating	Floating				
Benchmark	LIBOR				
Base Rate Floor (%)	0.00%				
Base Rate Cap (%)	NA				
Fixed Rate / Spread	4.00%				
Total Closing Fee (\$ or %)	0.00%				
Additional Fees, if any (e.g. Ex	0.50%				
Amortization on the Subject S	No				
Amortization Commencement	31-12-2014				
Amortization Frequency	Quarterly				
Amortization Schedule	Fixed				
If Fixed Amortization - Paymer	0.25%				
If Custom Amortization - Provi	NA				
Financial Statement Information					
<i>Provide the following Balance Sheet and Income Statement Information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).</i>					
Type		Type	Calculation		
Balance Sheet Date		As of Date: Amendment	As of Date: Valuation		
Cash	Pro forma LTM	8,20,00,000	Pro forma LTM	4,22,50,000	-48%
Total Debt	Pro forma LTM	2,75,90,00,000	Pro forma LTM	2,75,24,97,000	0%
Debt Through Subject Seci	Pro forma LTM	2,21,40,00,000	Pro forma LTM	2,20,74,97,000	0%
Total Shareholders Equity	Pro forma LTM	3,90,00,00,000	Pro forma LTM	3,90,00,00,000	0%
Income Statement Date		As of Date: Amendment	As of Date: Valuation		
Revenue	Pro forma LTM	99,13,00,000	Pro forma LTM	97,99,00,000	-1%
EBITDA	Pro forma LTM	40,53,00,000	Pro forma LTM	39,45,00,000	-3%
Depreciation & Amortizatio	Pro forma LTM	10,41,48,750	Pro forma LTM	29,72,25,000	185%
EBIT	Pro forma LTM	30,11,51,250	Pro forma LTM	9,72,75,000	-68%
Interest Expense	Pro forma LTM	15,18,00,000	Pro forma LTM	17,69,35,000	17%
Net Leverage Calculation		6.6x	6.9x 0.3x		
Net Leverage Through Subject Security		5.3x	5.5x 0.2x		
Rationale / Explanations for change in performance					
Revenue	Please discuss why revenue has decreased QoQ		<div>• Revenue of \$234.4mm was down 6% YoY and below Budget of \$250.2mm, with ARR of \$800mm declining \$3mm sequentially</div> <div>o Subscription/SaaS revenue of \$102.6mm was up 2% YoY but below Budget of \$105mm</div> <div>o Maintenance revenue of \$87.6mm was down 5% YoY and below Plan of \$92.0mm</div> <div>o License revenue of \$24.6mm was down 28% YoY and below Plan of \$31.7mm, as the business increasingly shifts to more Subscription/SaaS-based offerings</div> <div>o Services revenue of \$13.7mm was down 17% YoY and was below Budget of \$15.0mm</div> <div>o OEM revenue of \$5.8mm was up from \$4.4mm in 1Q21 and slightly favorable to Budget of \$5.2mm</div>		
EBITDA	Please discuss why EBITDA has decreased QoQ		<div>Pro Forma (LFL) Adj. EBITDA of \$85.2mm was down 17% YoY and below Budget of \$92.9mm, with total expenses up 5% YoY due to higher wages and investments in IT security (though expenses were slightly favorable to Budget)</div> <div>Pro Forma Adj. Cash EBITDA of \$67.7mm was also down from \$91.2mm in 1Q21</div>		

Note that managemenet does not provide this metric PF.

Increase / Decrease in Leverage		Please discuss what has caused an increase in leverage	The increase in leverage was driven by a decline in Adj. EBITDA since deal close	
Company Capitalization (example below)				
Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).				
	Commitment Amount (Revolvers and DDTL only)		Amendment Date	Valuation Date
Revolver	7,50,00,000		0	0
First Lien USD Term Loan	NA		1,75,10,00,000	1,74,68,22,000
Non-Fungible 1L TL	NA		46,30,00,000	46,06,75,000
Second Lien USD Term Loan	NA		54,50,00,000	54,50,00,000
Unsecured Notes	NA		NA	NA
Capital Leases	NA		NA	NA
Mezzanine Notes	NA		NA	NA
PIK Holdco Notes	NA		NA	NA
Check to Terms above			YES	YES

A&M Batch Loan Valuation Questionnaire

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Question		AGM Response	
Valuation Date		31-03-2022	
Company Overview / Investment Thesis			
Company Name		Ivanti Software (fka LANDesk Software)	
Subject Security owned by AG		Revolving Credit Facility	
Syndication Original Issue Dis		0%	
Apollo's Investment Thesis		Ivanti (the "Company") provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company's products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1,150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti, representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm. On September 28, 2020, Ivanti announced it had entered into definitive agreements to acquire Mobiliron and Pulse Secure. To fund the acquisitions, the Company issued a \$175mm revolver (undrawn at close), a \$1,760mm 1st lien term loan (pricing of L+475 with a 1% LIBOR floor), and a \$545mm 2nd lien term loan (pricing of L+850 with a 1% LIBOR floor), alongside \$180mm of additional cash equity. On January 26th, 2021, the Company entered into a definitive agreement to acquire Cherwell (the "Transaction") for \$430mm, representing a purchase multiple of 18.8x Pro Forma FY20 Adj. EBITDA of \$22.3mm (inclusive of ~\$31mm of near-term cost synergies, 65% of which are headcount-related). The acquisition was funded with a new \$465mm non-jungible 1st lien term loan, with pricing of L+400, with a 0.75% floor, at 99.75 OID.	
Have there been any recent market offers for the		No	
*** If Yes at what price? ***		NA	
Subject Security Debt Terms			
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
		Amendment Date	Valuation Date
What is the total outstanding principal balance on the subject security?		17,50,00,000	17,50,00,000
AGM's Outstanding Principal Balance		1,34,32,460	1,34,32,460
AGM's Ownership Percentage (calculated)		7.7%	7.7%
Change in Ownership Percentage		0.0%	0.0%
S&P / Moody's Rating (if rated)		B2 / B-	B2 / B-
Original Executed Credit Agreement Date?		20-01-2017	
Has the loan been amended since?		Yes	
What is the date of the most recent amendment?		01-12-2021	
Amendment Date / Valuation Date		01-12-2021	31-03-2022
Most Recent Transfer Date			
Contractual Maturity Date		01-12-2025	01-12-2025
Expected Maturity Date		01-12-2025	01-12-2025
Remaining Term Calculation		4.00 years	3.67 years
Currency of the Term Loan		\$	
Are there call premiums?		No	
Date of Next Call Premium (dd-mm-yyyy)			
Type of Interest Paid		Cost	
Interest Payment Frequency		Quarterly	
Day Count Convention		Actual/360	
Payment Date		31	
Fixed / Floating		Floating	
Benchmark		LIBOR	
Base Rate Floor (%)		0.00%	
Base Rate Cap (%)		NA	
Fixed Rate / Spread		4.00%	
Total Closing Fee (\$ or %)		0.00%	
Additional Fees, if any (e.g., Ex		0.50%	
Amortization on the Subject Se		No	
Amortization Commencement		31-03-2017	
Amortization Prepayment		Quarterly	
Amortization Schedule		Fixed	
Prepaid Amortization Payment		No	
Current Amortization Period		NA	
Financial Statement Information			
Provide the following Balance Sheet and Income Statement information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
Type		Type	Calculation
Balance Sheet Data			
As of Date: Amendment		As of Date: Valuation	
Cash	Pro forma LTM	8,20,00,000	8,59,27,000
Total Debt	Pro forma LTM	2,75,90,00,000	2,75,90,00,000
Debt Through Subject Secs	Pro forma LTM	2,21,40,00,000	2,21,40,00,000
Total Shareholders Equity	Pro forma LTM	3,80,00,00,000	3,80,00,00,000
Income Statement Data			
Type		As of Date: Amendment	As of Date: Valuation
Revenue	Pro forma LTM	99,13,00,000	99,30,00,000
EBITDA	Pro forma LTM	40,53,00,000	41,47,00,000
Depreciation & Amortization	Pro forma LTM	10,41,48,750	10,41,48,750
EBIT	Pro forma LTM	30,11,51,250	31,05,51,250
Interest Expense	Pro forma LTM	15,18,00,000	15,18,00,000
Net Leverage Calculation		6.6x	6.4x
Net Leverage Through Subject Security		5.3x	5.1x
Rationale / Explanations for change in performance			
Revenue	Please discuss the main driver of revenue increase	Revenue of \$244.5mm was up 2% YoY and was ~1% favorable to previously reported flash numbers, driven primarily by growth in Subscription/SaaS revenue. ARR of \$795mm was also up 1% QoQ, driven by growth in Subscription/SaaS/OEM revenue.	
EBITDA	Please discuss the main driver of EBITDA increase	Adj. EBITDA of \$91.3mm was up 52% YoY and was 2% higher than Flash numbers, with the YoY increase due to a 23% reduction in OpEx spend YoY. Cash Adj. EBITDA of \$78.5mm came in 10% lower YoY but was up 11% vs. Flash, with the beat attributable to a better than expected change in deferred revenue (~\$5.7mm above the Company's initial estimates of ~\$27.7mm, due to the inclusion of RiskSense and final intercompany reconciliations)	
Increase / Decrease in Leverage	Please discuss why net leverage has decreased QoQ	The decrease in leverage since the latest amendment was primarily due to higher than expected Adj. EBITDA in Q3	
Company Capitalization (example below)			
Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination, Date (pro forma, if applicable).			
Commitment Amount (Revolvers and DDTL only)		Amendment Date	Valuation Date
Revolver	7,50,00,000	0	0
First Lien USD Term Loan	NA	1,75,10,00,000	1,75,10,00,000
Non-Fungible 1L TL	NA	46,30,00,000	46,30,00,000
Second Lien USD Term Loan	NA	54,50,00,000	54,50,00,000
Unsecured Notes	NA	NA	NA
Capital Leases	NA	NA	NA
Mezzanine Notes	NA	NA	NA
PIK Holdco Notes	NA	NA	NA
Check to Terms above		YES	YES

A&M Batch Loan Valuation Questionnaire

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Question		AGM Response	
Valuation Date		31-12-2021	
Company Overview / Investment Thesis			
Company Name		Ivanti Software (fka LANDesk Software)	
Subject Security owned by AG		Revolving Credit Facility	
Syndication Original Issue Dis		30%	
Apollo's Investment Thesis		Ivanti (the "Company") provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company's products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1,150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti, representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm. On September 28, 2020, Ivanti announced it had entered into definitive agreements to acquire Mobiliron and Pulse Secure. To fund the acquisitions, the Company issued a \$175mm revolver (undrawn at close), a \$1,760mm 1st lien term loan (pricing of L+475 with a 1% LIBOR floor), and a \$545mm 2nd lien term loan (pricing of L+850 with a 1% LIBOR floor), alongside \$180mm of additional cash equity. On January 26th, 2021, the Company entered into a definitive agreement to acquire Cherwell (the "Transaction") for \$430mm, representing a purchase multiple of 18.8x Pro Forma FY20 Adj. EBITDA of \$22.3mm (inclusive of ~\$31mm of near-term cost synergies, 65% of which are headcount-related). The acquisition was funded with a new \$465mm non-jungible 1st lien term loan, with pricing of L+400, with a 0.75% floor, at 99.75 OID.	
Have there been any recent market offers for the		No	
*** If Yes at what price? ***		NA	
Subject Security Debt Terms			
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
		Amendment Date	Valuation Date
What is the total outstanding principal balance on the subject security?		17,50,00,000	17,50,00,000
AGM's Outstanding Principal Balance		1,34,32,460	1,34,32,460
AGM's Ownership Percentage (calculated)		7.7%	7.7%
Change in Ownership Percentage			0.0%
S&P / Moody's Rating (if rated)		B2 / B-	B2 / B-
Original Executed Credit Agreement Date?		20-01-2017	
Has the loan been amended since		Yes	
What is the date of the most recent amendment?		01-12-2021	
Amendment Date / Valuation Date		01-12-2021	31-12-2021
Most Recent Transfer Date			
Contractual Maturity Date		01-12-2025	01-12-2025
Expected Maturity Date		01-12-2025	01-12-2025
Remaining Term Calculation		4.00 years	3.92 years
Currency of the Term Loan		\$	
Are there call premiums?		No	
Date of Next Call Premium (dd-mm-yyyy)			
Type of Interest Paid		Cost	
Interest Payment Frequency		Quarterly	
Day Count Convention		Actual/360	
Payment Date		31	
Fixed / Floating		Floating	
Benchmark		LIBOR	
Base Rate Floor (%)		0.00%	
Base Rate Cap (%)		NA	
Fixed Rate / Spread		4.00%	
Total Closing Fee (\$ or %)		0.00%	
Additional Fees, if any (e.g., Ex		0.50%	
Amortization on the Subject S		No	
Amortization Commencement		31-12-2017	
Amortization Prepayment		Quarterly	
Amortization Schedule		Fixed	
Prepaid Amortization Payment		No	
Current Amortization Period		NA	
Financial Statement Information			
Provide the following Balance Sheet and Income Statement information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
Type		Type	Calculation
Balance Sheet Data			
As of Date: Amendment		As of Date: Valuation	
Cash	Pro forma LTM	8,20,00,000	8,59,27,000
Total Debt	Pro forma LTM	2,75,90,00,000	2,75,90,00,000
Debt Through Subject Secs	Pro forma LTM	2,21,40,00,000	2,21,40,00,000
Total Shareholders Equity	Pro forma LTM	3,80,00,00,000	3,80,00,00,000
Income Statement Data			
Type		As of Date: Valuation	
Revenue	Pro forma LTM	99,13,00,000	99,30,00,000
EBITDA	Pro forma LTM	40,53,00,000	41,47,00,000
Depreciation & Amortization	Pro forma LTM	10,41,48,750	10,41,48,750
EBIT	Pro forma LTM	30,11,51,250	31,05,51,250
Interest Expense	Pro forma LTM	15,18,00,000	15,18,00,000
Net Leverage Calculation		6.6x	6.4x
Net Leverage Through Subject Security		5.3x	5.1x
Rationale / Explanations for change in performance			
Revenue	Please discuss the main driver of revenue increase	Revenue of \$244.5mm was up 2% YoY and was ~1% favorable to previously reported flash numbers, driven primarily by growth in Subscription/SaaS revenue. ARR of \$795mm was also up 1% QoQ, driven by growth in Subscription/SaaS/OEM revenue.	
EBITDA	Please discuss the main driver of EBITDA increase	Adj. EBITDA of \$91.3mm was up 52% YoY and was 2% higher than Flash numbers, with the YoY increase due to a 23% reduction in OpEx spend YoY. Cash Adj. EBITDA of \$78.5mm came in 10% lower YoY but was up 11% vs. Flash, with the beat attributable to a better than expected change in deferred revenue (~\$5.7mm above the Company's initial estimates of ~\$27.7mm, due to the inclusion of RiskSense and final intercompany reconciliations)	
Increase / Decrease in Leverage	Please discuss why net leverage has decreased QoQ	The decrease in leverage since the latest amendment was primarily due to higher than expected Adj. EBITDA in Q3	
Company Capitalization (example below)			
Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination, Date (pro forma, if applicable).			
Commitment Amount (Revolvers and DDTL only)		Amendment Date	Valuation Date
Revolver	7,50,00,000	0	0
First Lien USD Term Loan	NA	1,75,10,00,000	1,75,10,00,000
Non-Fungible 1L TL	NA	46,30,00,000	46,30,00,000
Second Lien USD Term Loan	NA	54,50,00,000	54,50,00,000
Unsecured Notes	NA	NA	NA
Capital Leases	NA	NA	NA
Mezzanine Notes	NA	NA	NA
PIK Holdco Notes	NA	NA	NA
Check to Terms above		YES	YES

A&M Batch Loan Valuation Questionnaire

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Question		AGM Response		
Valuation Date		30-09-2021		
Company Overview / Investment Thesis				
Company Name	Ivanti Software (fka LANDesk Software)			
Subject Security owned by AG	Revolving Credit Facility			
Syndication Original Issue Dis	90%			
Apollo's Investment Thesis	Ivanti (the "Company") provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company's products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1.150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti, representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm. On September 28, 2020, Ivanti announced it had entered into definitive agreements to acquire MobileIron and Pulse Secure. To fund the acquisitions, the Company issued a \$175mm revolver (undrawn at close), a \$1.760mm 1st lien term loan (pricing of L+475 with a 1% LIBOR floor), and a \$545mm 2nd lien term loan (pricing of L+850 with a 1% LIBOR floor), alongside \$180mm of additional cash equity. On January 26th, 2021, the Company entered into a definitive agreement to acquire Cherwell (the "Transaction") for \$430mm, representing a purchase multiple of 18.8x Pro Forma FY20 Adj. EBITDA of \$22.3mm (inclusive of ~\$31mm of near-term cost synergies, 65% of which are headcount-related). The acquisition was funded with a new \$465mm non-jungible 1st lien term loan, with pricing of L+400, with a 0.75% floor, at 99.75 OID.			
Have there been any recent market offers for the	No			
* * * If Yes at what price? * * *		NA		
Subject Security Debt Terms				
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).				
	Amendment Date	Valuation Date		
What is the total outstanding principal balance on the subject security?	17,50,00,000	17,50,00,000		
AGM's Outstanding Principal Balance	1,96,82,460	1,96,82,460		
AGM's Ownership Percentage (calculated)	11.2%	11.2%		
Change in Ownership Percentage	0.00%	0.0%		
S&P / Moody's Rating (if rated)	B2 / B-	B2 / B-		
Original Executed Credit Agreement Date?	20-01-2017			
Has the loan been amended s	Yes			
What is the date of the most recent amendment?	17-02-2021			
Amendment Date / Valuation Date	17-02-2021	30-09-2021		
Most Recent Transfer Date				
Contractual Maturity Date	01-12-2025	01-12-2025		
Expected Maturity Date	01-12-2025	01-12-2025		
Remaining Term Calculation	4.70 years	4.17 years		
Currency of the Term Loan	\$			
Are there call premiums?	No			
Date of next Call Premium (dd-mm-yyyy)				
Type of Interest Paid	Cost			
Interest Payment Frequency	Quarterly			
Day Count Convention	Actual/360			
Payment Date	31			
Fixed / Floating	Floating			
Benchmark	LIBOR			
Base Rate Floor (%)	0.00%			
Base Rate Cap (%)	NA			
Fixed Rate / Spread	4.25%			
Total Closing Fee (\$ or %)	0.00%			
Additional Fees, if any (e.g., Ex	0.50%			
Amortization on the Subject S	No			
Amortization Commencement	01-02-2021			
Amortization Prepayment	Quarterly			
Amortization Schedule	Fixed			
Prepaid Amortization Payment	NA			
Current Amortization Period	NA			
Financial Statement Information				
Provide the following Balance Sheet and Income Statement information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).				
Type	As of Date: Amendment	Type	As of Date: Valuation	Calculation
Balance Sheet Data				
Cash	Pro forma LTM	10,30,00,000	Pro forma LTM	10,30,00,000
Total Debt	Pro forma LTM	2,77,00,00,000	Pro forma LTM	2,77,00,00,000
Debt Through Subject Secs	Pro forma LTM	2,22,50,00,000	Pro forma LTM	2,22,50,00,000
Total Shareholders Equity	Pro forma LTM	1,34,50,00,000	Pro forma LTM	1,34,50,00,000
Income Statement Data				
Type	As of Date: Amendment	As of Date: Valuation		
Revenue	Pro forma LTM	1,03,20,00,000	Pro forma LTM	1,03,20,00,000
EBITDA	Pro forma LTM	39,20,00,000	Pro forma LTM	39,20,00,000
Depreciation & Amortization	Pro forma LTM	2,76,00,000	Pro forma LTM	2,76,00,000
EBIT	Pro forma LTM	36,44,00,000	Pro forma LTM	36,44,00,000
Interest Expense	Pro forma LTM	17,39,00,000	Pro forma LTM	17,39,00,000
Net Leverage Calculation		6.8x		6.8x
Net Leverage Through Subject Security		5.4x		5.4x
Rationale / Explanations for change in performance				
Revenue	Please discuss the main driver of revenue increase	Management expects Revenue to grow at a CAGR of ~6% over the period from 2021-2026, with SaaS/Subscription Revenue to grow at a ~16% CAGR as a result of the enhanced, direct go-to-market strategy		
EBITDA	Please discuss the main driver of EBITDA increase	PF Adj. EBITDA is assumed to grow at a 7% CAGR over the forecast period with margins increasing by ~125bps due to increasing gross margins and higher operating leverage from streamlined S&M and G&A costs		
Increase / Decrease in Leverage	Please discuss what has caused an increase in leverage	Relative to our underwrite in October 2020, for the Pulse Secure and MobileIron acquisitions, leverage has decreased by ~0.5x given the strong Q4 performance and synergy realizations		
Company Capitalization (example below)				
Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination, Date (pro forma, if applicable).				
Commitment Amount (Revolvers and DDTL only)		Amendment Date	Valuation Date	
Revolver	7,50,00,000	0	0	
First Lien USD Term Loan	NA	2,22,50,00,000	2,22,50,00,000	
Secured Notes	NA	NA	NA	
Second Lien USD Term Loan	NA	54,50,00,000	54,50,00,000	
Unsecured Notes	NA	NA	NA	
Capital Leases	NA	NA	NA	
Mezzanine Notes	NA	NA	NA	
PIK Holdco Notes	NA	NA	NA	
Check to Terms above		YES	YES	

A&M Batch Loan Valuation Questionnaire

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Question		AGM Response		
Valuation Date		30-06-2021		
Company Overview / Investment Thesis				
Company Name	Ivanti Software (fka LANDesk Software)			
Subject Security owned by AG	Revolving Credit Facility			
Syndication Original Issue Dis	90%			
Apollo's Investment Thesis	Ivanti (the "Company") provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company's products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1,150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti, representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm. On September 28, 2020, Ivanti announced it had entered into definitive agreements to acquire MobileIron and Pulse Secure. To fund the acquisitions, the Company issued a \$175mm revolver (undrawn at close), a \$1,760mm 1st lien term loan (pricing of L+475 with a 1% LIBOR floor), and a \$545mm 2nd lien term loan (pricing of L+850 with a 1% LIBOR floor), alongside \$180mm of additional cash equity. On January 26th, 2021, the Company entered into a definitive agreement to acquire Cherwell (the "Transaction") for \$430mm, representing a purchase multiple of 18.8x Pro Forma FY20 Adj. EBITDA of \$22.3mm (inclusive of ~\$31mm of near-term cost synergies, 65% of which are headcount-related). The acquisition was funded with a new \$465mm non-jungible 1st lien term loan, with pricing of L+400, with a 0.75% floor, at 99.75 OID.			
Have there been any recent market offers for the	No			
* * * If Yes at what price? * * *		NA		
Subject Security Debt Terms				
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).				
	Amendment Date	Valuation Date		
What is the total outstanding principal balance on the subject security?	17,50,00,000	17,50,00,000		
AGM's Outstanding Principal Balance	1,96,82,460	1,96,82,460		
AGM's Ownership Percentage (calculated)	11.2%	11.2%		
Change in Ownership Percentage	0.0%	0.0%		
S&P / Moody's Rating (if rated)	B2 / B-	B2 / B-		
Original Executed Credit Agreement Date?	20-01-2017			
Has the loan been amended s	Yes			
What is the date of the most recent amendment?	17-02-2021			
Amendment Date / Valuation Date	17-02-2021	30-06-2021		
Most Recent Transfer Date				
Contractual Maturity Date	01-12-2025	01-12-2025		
Expected Maturity Date	01-12-2025	01-12-2025		
Remaining Term Calculation	4.70 years	4.42 years		
Currency of the Term Loan	\$			
Are there call premiums?	No			
Date of next Call Premium (dd-mm-yyyy)				
Type of Interest Paid	Cost			
Interest Payment Frequency	Quarterly			
Day Count Convention	Actual/360			
Payment Date	31			
Fixed / Floating	Floating			
Benchmark	LIBOR			
Base Rate Floor (%)	0.00%			
Base Rate Cap (%)	NA			
Fixed Rate / Spread	4.25%			
Total Closing Fee (\$ or %)	0.00%			
Additional Fees, if any (e.g., Ex	0.50%			
Amortization on the Subject S	No			
Amortization Commencement	01-02-2017			
Amortization Prepayment	Quarterly			
Amortization Schedule	Fixed			
Prepaid Amortization Payment	NA			
Current Amortization Period	NA			
Financial Statement Information				
Provide the following Balance Sheet and Income Statement information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).				
Type	As of Date: Amendment	Type	As of Date: Valuation	Calculation
Balance Sheet Data				
Cash	Pro forma LTM	10,30,00,000	Pro forma LTM	10,30,00,000
Total Debt	Pro forma LTM	2,77,00,00,000	Pro forma LTM	2,77,00,00,000
Debt Through Subject Secs	Pro forma LTM	2,22,50,00,000	Pro forma LTM	2,22,50,00,000
Total Shareholders Equity	Pro forma LTM	1,34,50,00,000	Pro forma LTM	1,34,50,00,000
Income Statement Data				
Type	As of Date: Amendment	As of Date: Valuation		
Revenue	Pro forma LTM	1,03,20,00,000	Pro forma LTM	1,03,20,00,000
EBITDA	Pro forma LTM	39,20,00,000	Pro forma LTM	39,20,00,000
Depreciation & Amortization	Pro forma LTM	2,76,00,000	Pro forma LTM	2,76,00,000
EBIT	Pro forma LTM	36,44,00,000	Pro forma LTM	36,44,00,000
Interest Expense	Pro forma LTM	17,39,00,000	Pro forma LTM	17,39,00,000
Net Leverage Calculation		6.8x		6.8x
Net Leverage Through Subject Security		5.4x		5.4x
Rationale / Explanations for change in performance				
Revenue	Please discuss the main driver of revenue increase	Management expects Revenue to grow at a CAGR of ~6% over the period from 2021-2026, with SaaS/Subscription Revenue to grow at a ~16% CAGR as a result of the enhanced, direct go-to-market strategy		
EBITDA	Please discuss the main driver of EBITDA increase	PF Adj. EBITDA is assumed to grow at a 7% CAGR over the forecast period with margins increasing by ~125bps due to increasing gross margins and higher operating leverage from streamlined S&M and G&A costs		
Increase / Decrease in Leverage	Please discuss what has caused an increase in leverage	Relative to our underwrite in October 2020, for the Pulse Secure and MobileIron acquisitions, leverage has decreased by ~0.5x given the strong Q4 performance and synergy realizations		
Company Capitalization (example below)				
Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination, Date (pro forma, if applicable).				
Commitment Amount (Revolvers and DDTL only)		Amendment Date	Valuation Date	
Revolver	7,50,00,000	NA	0	
First Lien USD Term Loan	NA	2,22,50,00,000	2,22,50,00,000	
Secured Notes	NA	NA	NA	
Second Lien USD Term Loan	NA	54,50,00,000	54,50,00,000	
Unsecured Notes	NA	NA	NA	
Capital Leases	NA	NA	NA	
Mezzanine Notes	NA	NA	NA	
PIK Holdco Notes	NA	NA	NA	
Check to Terms above		YES	YES	

A&M Batch Loan Valuation Questionnaire

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Question		AGM Response	
Valuation Date		31-03-2021	
Company Overview / Investment Thesis			
Company Name		Ivanti Software (fka LANDesk Software)	
Subject Security owned by AG		Revolving Credit Facility	
Syndication Original Issue Dis		90%	
Apollo's Investment Thesis		Ivanti (the "Company") provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company's products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1,150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti, representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm. On September 28, 2020, Ivanti announced it had entered into definitive agreements to acquire Mobiliron and Pulse Secure. To fund the acquisitions, the Company issued a \$175mm revolver (undrawn at close), a \$1,760mm 1st lien term loan (pricing of L+475 with a 1% LIBOR floor), and a \$545mm 2nd lien term loan (pricing of L+850 with a 1% LIBOR floor), alongside \$180mm of additional cash equity. On January 26th, 2021, the Company entered into a definitive agreement to acquire Cherwell (the "Transaction") for \$430mm, representing a purchase multiple of 18.8x Pro Forma FY20 Adj. EBITDA of \$22.3mm (inclusive of ~\$31mm of near-term cost synergies, 65% of which are headcount-related). The acquisition was funded with a new \$465mm non-jungible 1st lien term loan, with pricing of L+400, with a 0.75% floor, at 99.75 OID.	
Have there been any recent market offers for the		Yes	
If Yes, at what price?		100.9%	
Subject Security Debt Terms			
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
		Amendment Date	Valuation Date
What is the total outstanding principal balance on the subject security?		17,50,00,000	17,50,00,000
AGM's Outstanding Principal Balance		1,96,82,460	1,96,82,460
AGM's Ownership Percentage (calculated)		11.2%	11.2%
Change in Ownership Percentage		0.0%	0.0%
S&P / Moody's Rating (if rated)		B2 / B-	B2 / B-
Original Executed Credit Agreement Date?		20-01-2017	
Has the loan been amended s		Yes	
What is the date of the most recent amendment?		17-02-2021	
Amendment Date / Valuation Date		17-02-2021	31-03-2021
Most Recent Transfer Date			
Contractual Maturity Date		01-12-2025	01-12-2025
Expected Maturity Date		01-12-2025	01-12-2025
Remaining Term Calculation		4.70 years	4.67 years
Currency of the Term Loan		\$	
Are there call premiums?		No	
Date of next Call Premium (dd-mm-yyyy)			
Type of Interest Paid		Cost	
Interest Payment Frequency		Quarterly	
Day Count Convention		Actual/360	
Payment Date		31	
Fixed / Floating		Floating	
Benchmark		LIBOR	
Base Rate Floor (%)		0.00%	
Base Rate Cap (%)		NA	
Fixed Rate / Spread		4.25%	
Total Closing Fee (\$ or %)		0.00%	
Additional Fees, if any (e.g., Ex		0.50%	
Amortization on the Subject S		No	
Amortization Commencement		31-03-2021	
Amortization Prepayment		Quarterly	
Amortization Schedule		Fixed	
Interest Capitalization - Paymen		NA	
Interest Capitalization - Paymen		NA	
Financial Statement Information			
Provide the following Balance Sheet and Income Statement information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).			
Type		Type	Calculation
Balance Sheet Date			
As of Date: Amendment		As of Date: Valuation	
Type		Calculation	
Cash		Pro forma LTM	10,30,00,000
Total Debt		Pro forma LTM	2,77,00,00,000
Debt Through Subject Seca		Pro forma LTM	2,22,50,00,000
Total Shareholders Equity		Pro forma LTM	1,34,50,00,000
Income Statement Date			
Type		As of Date: Amendment	As of Date: Valuation
Revenue		Pro forma LTM	1,03,20,00,000
EBITDA		Pro forma LTM	39,20,00,000
Depreciation & Amortization		Pro forma LTM	2,76,00,000
EBIT		Pro forma LTM	36,44,00,000
Interest Expense		Pro forma LTM	17,39,00,000
Net Leverage Calculation		6.8x	6.8x
Net Leverage Through Subject Security		5.4x	5.4x
Rationale / Explanations for change in performance			
Revenue		Please discuss the main driver of revenue increase	
EBITDA		Please discuss the main driver of EBITDA increase	
Increase / Decrease in Leverage		Please discuss what has caused an increase in leverage	
Company Capitalization (example below)		Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination, Date (pro forma, if applicable).	
Commitment Amount (Revolvers and DDTL only)		Amendment Date	Valuation Date
Revolver		7,50,00,000	0
First Lien USD Term Loan		2,22,50,00,000	2,22,50,00,000
Secured Notes		NA	NA
Second Lien USD Term Loan		54,50,00,000	54,50,00,000
Unsecured Notes		NA	NA
Capital Leases		NA	NA
Mezzanine Notes		NA	NA
PIK Holdco Notes		NA	NA
Check to Terms above		YES	YES

A&M Batch Loan Valuation Questionnaire

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Question	AGM Response
Valuation Date	30-09-2020
Company Overview / Investment Thesis	
Company Name	Ivanti Software (fka LANDesk Software)
Subject Security owned by AG	Revolving Credit Facility
Syndication Original Issue Dte	88%
Apollo's Investment Thesis	Ivanti (the "Company") provides IT professionals and businesses globally with a suite of software solutions focused on End-User Environment Management, Endpoint Security and Industrial Mobile management. The Company's products simplify and streamline enterprise systems management by empowering a leaner IT staff to manage large scale asset deployments, updates, patch delivery and various other tasks under a unified endpoint management program. Clearlake acquired Ivanti from Thoma Bravo in 2016 for a purchase price of \$1,150 million, representing a 10.5x multiple on LTM Adj. EBITDA of ~\$100 million. Concurrent with the transaction, Clearlake contributed its portfolio company, HEAT Software, which operated in an IT Operations Management market similar to Ivanti, representing a combined enterprise value of ~\$1.6 billion or an 8.7x multiple. Additionally, TA Associates has signed a definitive agreement to make a significant minority investment in the Company, joining Clearlake as equity investors in the Company. The investment was made at an 11.7x valuation on LTM Adj. EBITDA of \$185.3mm.
Have there been any recent market offers for the	Yes
If Yes, at what price?	98.3%
Subject Security Debt Terms	
Provide the following loan data (in local currency whole dollars, if applicable). If the subject security was amended, please provide the loan data as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).	
	Amendment DateValuation Date
What is the total outstanding principal balance on the subject security?	7,50,00,0007,50,00,000
ACM's Outstanding Principal Balance	062,60,000
AGM's Ownership Percentage (calculated)	0.0%8.3%#DIV/0!
Change in Ownership Percent#DIV/0!	Purchased \$6.25mm of the revolver on May 27th
S&P / Moody's Rating (if rated)	B2 / B-
Original Executed Credit Agreement Date?	20-01-2017
Has the loan been amended s	Yes
What is the date of the most recent amendment?	21-02-2017
Amendment Date / Valuation Date	21-02-201730-09-2020
Most Recent Transfer Date	
Contractual Maturity Date	20-01-202220-01-2022
Expected Maturity Date	20-01-202220-01-2022
Remaining Term Calculation	4.91 years1.31 years
Currency of the Term Loan	\$
Are there call premiums?	No
Debt Structure / Sub-Premium (e.g. 102%, 1M etc)	
Type of Interest Paid	Cash
Interest Payment Frequency	Quarterly
Day Count Convention	Actual/360
Payment Date	-31
Fixed / Floating	Floating
Benchmark	LIBOR
Base Rate Floor (%)	0.00%
Base Rate Cap (%)	NA
Fixed Rate / Spread	4.25%
Total Closing Fee (\$ or %)	0.00%
Additional Fees, if any (e.g. Ex	0.50%
Amortization on the Subject S	No
Amortization Method/Period	St-PrincipleQuarterly
Amortization Schedule	Fixed
Fixed Amortization Begins	2/28
Fixed Amortization Ends	9%
Financial Statement Information	
Provide the following Balance Sheet and Income Statement Information in local currency whole dollars. If the subject security was amended, please provide financial information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).	
Type	TypeCalculation
Balance Sheet Date	As of Date: AmendmentAs of Date: Valuation
Cash	Pro forma LTM4,26,00,000Pro forma LTM5,24,59,00023%
Total Debt	Pro forma LTM1,11,50,00,000Pro forma LTM1,11,38,00,0000%
Debt Through Subject Sect	Pro forma LTM91,50,00,000Pro forma LTM91,38,00,0000%
Total Shareholders Equity	Pro forma LTM54,50,00,000Pro forma LTM1,10,66,69,000103%
Income Statement Date	TypeAs of Date: AmendmentAs of Date: Valuation
Revenue	Pro forma LTM44,10,00,000Pro forma LTM47,13,00,0007%
EBITDA	Pro forma LTM16,38,96,000Pro forma LTM18,53,00,00013%
Depreciation & Amortization	Pro forma LTM5,58,44,000Pro forma LTM10,46,76,00087%
EBIT	Pro forma LTM10,80,52,000Pro forma LTM8,06,24,000-25%
Interest Expense	Pro forma LTM7,10,77,000Pro forma LTM8,20,98,00016%
Net Leverage Calculation	6.5x5.7x
Net Leverage Through Subject Security	5.3x4.6x-0.7x
Rationale / Explanations for change in performance	
Revenue	Please discuss the main driver of revenue increaseFollowing several quarters of choppy performance, the Company has continued its positive trajectory, led by strong growth in Subscription/SaaS revenue and Bookings. Ivanti continues to see growth in recurring revenue as the business transitions to a Subscription/SaaS based model.
EBITDA	Please discuss the main driver of EBITDA increaseManagement continues to make progress in achieving EBITDA growth, as the Company executes on production rationalization strategies, go-to-market efficiencies and other cost saving initiatives.
Increase / Decrease in Leverage	Please discuss why net leverage has decreased QoQThe decline in leverage is due to scheduled debt repayment and continued strength in EBITDA growth since syndication.
Company Capitalization (example below)	
Provide the Company's capitalization in local currency whole dollars. If the subject security was amended, please provide capitalization information as of the most recent Amendment Date instead of Origination Date (pro forma, if applicable).	
Commitment Amount (Revolvers and DDTL only)	Amendment DateValuation Date
Revolver	7,50,00,00002,20,00,000
First Lien USD Term Loan	NA91,50,00,00089,18,00,000
Secured Notes	NA20,00,00,00020,00,00,000
Second Lien USD Term Loan	NA
Unsecured Notes	NA
Capital Leases	NA
Mezzanine Notes	NA
PIK Holdco Notes	NA
Check to Terms above	YESYES

Workpaper

As of December 31, 2022

(in millions of USD)

DRAFT - For Discussion Purposes Only

[illegible]



