

OPENGATE CAPITAL PARTNERS I, LP OPENGATE CAPITAL PARTNERS I-A, LP

> Q1 2019 REPORT March 31, 2019

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MANAGEMENT REPORT

May 15, 2019

Dear Partners;

Enclosed please find our report for the first quarter of 2019, ending March 31st.

We are pleased with the developments and continued progression of the nine, platform investments in our Fund I portfolio. Having completed two add-on investments, one for EverZinc and one for Jøtul, our operations teams in Europe had several workstreams in the first quarter of this year relating to the integration of the add-ons which will enhance the products and markets for each platform investment.

- Power Partners continues to improve over budget and we are pleased that the value is now at 175% of cost
- Bois & Materiaux is continuing to perform very well despite a less robust construction market in France
- Energi Fenestration Solutions and Alfatherm each felt the negative effects from softer market demand and continued, upward pressure on raw material costs related to PVC.
- EverZinc weathered some turbulence in the LME market and preserved its gross profit margin through its diverse product portfolio and is underway with integration efforts with G.H. Chemicals.
- Hufcor continued to improve this quarter achieving a record high book of back log orders.
- The investment in building Mersive's business through staffing and new products is tracking to plan.
- Jotul's sales across were above the prior year due to the strong results out of Norway and France, and efforts were launched to integrate synergies with AICO, the Italian-based add-on investment.
- Fichet Security Solutions, our last and final Fund I investments experienced an active quarter with the recruitment of senior personnel and the launching of many carve-out initiatives.

At the firm level, OpenGate enhanced its global sourcing efforts with the hire of Aleix Sumpsi, a Vice President based in our Paris office, and supporting Josh in our global origination efforts. Aleix brings a well-rounded background to OpenGate having been with Agilitas Private Equity and Morgan Stanley, and we're looking forward to having him represent our strategy across the corporate and banking communities across Europe and the US. We also hired Stephane Feldman and Thomas Bardet as members of our European Operations team supporting Marc Veillas. Stephane's background as a CFO for many divisions of SUEZ Group, and Thomas's experience across many industrial sectors, bring a wealth of experience and perspective to our firm.

From all of us at OpenGate Capital, we thank you for your continued support.

ANDREW NIKOU Founder & Chief Executive Officer

Note: Please be sure to mark your calendars for OpenGate Capital's 2019 Annual General Meeting being held on Wednesday, November 6th, 2019 in Los Angeles.

PORTFOLIO COMPANY REPORT

As of March 31, 2019, there are nine portfolio companies in the OpenGate Capital Partners I & I-A fund. Independent valuations were conducted for each investment. Highlights of each investment's current value are listed below.

• Power Partners Inc.: January 16, 2016

Valuation: 175% of CostTotal Value: \$25.2 million

Bois & Matériaux: March 7, 2016

o Valuation: 475% of Remaining Equity

o Total Value: \$79.2 million

ENERGI Fenestration Solutions: March 31, 2016

o Valuation: 250% of Remaining Equity

o Total Value: \$45.5 million

Alfatherm: June 30, 2016

Valuation: 100% of CostTotal Value: \$22.8 million

• EverZinc: November 25, 2016

Valuation: 230% of CostTotal Value: \$138.3 million

Hufcor: September 1, 2017

Valuation: 100% of CostTotal Value: \$35.3 million

Mersive Technologies: December 15, 2017

Valuation: 130% of CostTotal Value: \$47.5 million

Stove Investment Holdings: February 28, 2018

Jøtul Valuation: 160% of CostTotal Value: \$36.6 million

o Ravelli / AICO Valuation: 75% of Cost

o Total Value: \$9.4 million

• Fichet Security Solutions: December 3, 2018

o Valuation: 100%

o Total Value: \$9.4 million



Investment Date: January 16, 2016 Invested Capital: \$14.4 M 3/31/2019 Valuation: 175%

Deal Type: Direct, Private Seller Realized Value: \$0.0 M
Remaining Unrealized Value: \$25.2 M

Total Value: \$25.2 M

Company Description

Business Summary Power Partners Inc. ("PPI") manufactures overhead, round tank, and submersible distribution

transformers for customers in the US, Mexico and in the Caribbean. PPI's products are used in a variety of applications including power lines, factories, carbon-neutral buildings, retail stores, businesses, and in the construction of steel framed buildings. Long term customers include many of

the larger utility companies in the United States and other industrial businesses

Headquarters Athens, Georgia – USA

Employees 364

Management Koben Miceli – CEO

Confidential: Quarterly Report 3/31/2019

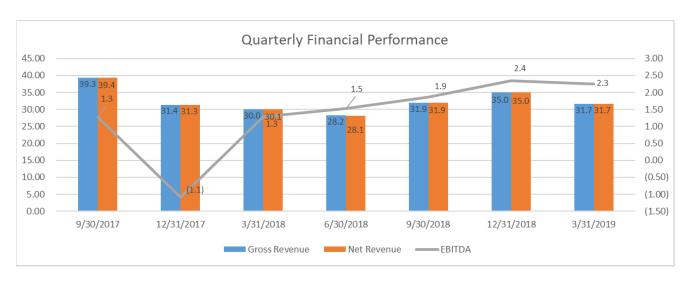
Recent Developments

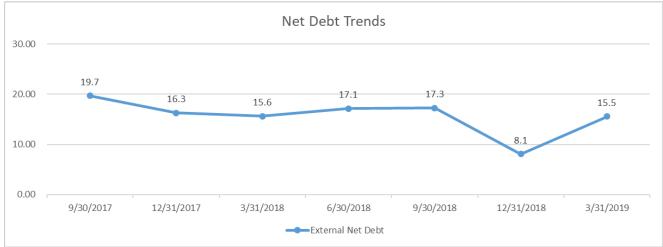
- Q1 EBITDA: +\$1.551M (+220%) Favorable to AOP Plan (Actual: \$2.255 M vs. AOP: \$704K) and Q12019 EBITDA +\$975K vs. Q12018.
- Backlog remains at historic highs, \$20M+, Strong Oil and Gas Market coupled with special project work (line hardening), driving it above "normal" volumes in Q1.
- Continued solid core operational performance with respect to Safety, Quality, Delivery and Cost.
- ABB External Sales Separation Executed Per Plan, PPI now has its own external sales organization.
- Expanding capacity, large kVA size focus (100kVA+), as well as working with key customer on innovation projects in 2019 to support and enable growth.
- New product development for the single phase padmount unit on track to scheduled milestones and received 1st PO from large distributor for July 2019 Delivery, 12 months from "kick off" to 1st PO.

	LTM	M Quarter Ended			At
	03/31/19	03/31/18	03/31/19		03/31/19
Revenue (net):	\$126.8	\$30.1	\$31.7	Cash & Equivalents:	\$0.2
Gross Profit:	15.7	3.4	4.2	Debt:	15.6
EBITDA:	8.0	1.3	2.2		



Q1 2019 Financial Performance and Net Debt Trends (in USD)







Investment Date: March 7, 2016 Invested Capital: \$29.0 M 3/31/2019 Valuation: 475%

Deal Type: Cross Border, Realized Value: \$15.5 M
Corporate Carve-out Remaining Unrealized Value: \$63.7 M

Total Value: \$79.2 M

Company Description

Business Summary Bois et Matériaux, (B&M) is one of the top three business-to-business distributors of building

materials in Northern France, with two established brands: Réseau Pro and Panofrance.

Headquarters Rennes, France

Active Employees 2,162

Management Yves Martin – CEO

Fred d'Ussel - CFO

Recent Developments

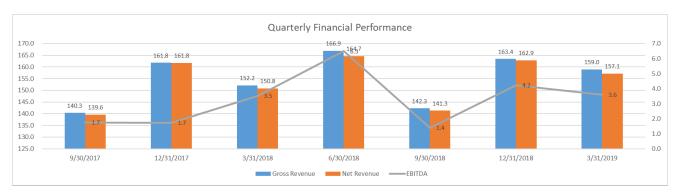
• Sales in the quarter were 4.2% above prior year generated by a positive market conditions coupled with stable market shares.

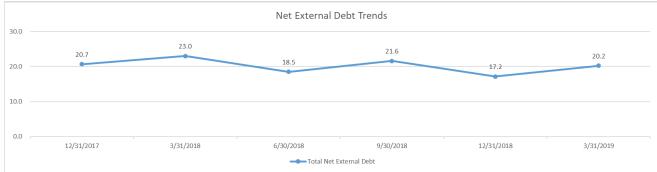
- EBITDA in the quarter was higher than prior year due to better sales while the margin rate was lower resulting from stronger competition.
- Net debt increased versus prior quarter due to business seasonality, but decreased versus prior year due to positive cash generation from operations.

	LTM	Quarte	Quarter Ended		At
	3/31/19	3/31/18	3/31/19	- -	3/31/19
Revenue:	€626.0	€150.8	€157.1	Cash & Equivalents:	€17.9
Gross Profit:	180.4	44.8	45.4	Total External Debt:	38.2
EBITDA:	15.7	3.5	3.6		



Q1 2019 Financial Performance and Net Debt Trends (in Euros)







Investment Date: March 31, 2016 Invested Capital: \$26.0 M 3/31/2019 Valuation: 250%

Deal Type: Corporate Carve-Out Realized Value: \$13.0 M
Remaining Unrealized Value: \$32.5 M

Total Value: \$45.5 M

Company Description

Business Summary ENERGI Fenestration Solutions ("ENERGI") is a leading manufacturer of rigid and cellular vinyl window

profiles and patio doors and other extruded vinyl products. ENERGI is headquartered in Woodbridge,

Ontario, Canada with six production sites in the United States and Canada.

Headquarters Woodbridge, Ontario – Canada

Employees 745

Management Chris Koscho – CEO

Felice Addorisio – CFO

Recent Developments

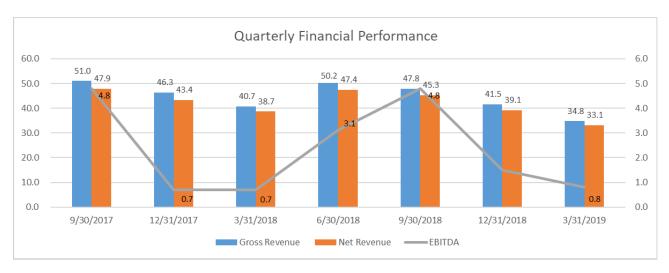
 Overall sales revenues and volumes were behind Plan and Prior Year due to softer market conditions at both Canadian and US customers impacted by the above normal winter weather conditions.

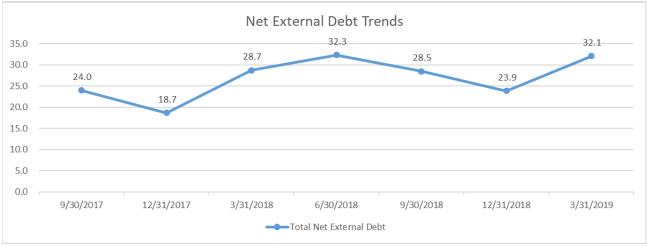
- EBITDA ahead of Plan despite lower sales revenues and volumes, due to continued focus on lower material cost inputs, optimization of labor costs and lower overhead spending across the business.
- Sales prospecting efforts continue to grow the sales pipeline throughout the business with continued focus on new business growth, particularly the Patio Door division and maximizing plant capacity utilization.
- Continued focus on operational improvements to maximize material and labor efficiencies, including
 manufacturing disciplines to ensure customer satisfaction is continuously maintained through on-time delivery of
 quality products and service.
- Supply Chain initiatives were launched to reduce material costs through alternate material global sourcing and commodity inflation offsets, as well as demand planning with the plants.
- Terrebonne turnaround plan is on target with operational improvements, cost reductions and development of commercial activities.

	LTM 3/31/19	Quarter Ended			At
		3/31/18	3/31/19	•	3/31/19
Revenue:	\$165.0	\$38.7	\$33.1	Cash & Equivalents:	\$0.0
Gross Profit:	27.3	5.6	5.2	Debt:	32.1
EBITDA:	10.3	0.7	0.8		



Q1 2019 Financial Performance and Net Debt Trends (in USD)







Investment Date: June 30, 2016 **Invested Capital:** \$22.8 M 3/31/2019 Valuation: 100%

Deal Type: **Private Seller Realized Value:** \$0.00 M

Remaining Unrealized Value: \$22.8 M **Total Value:** \$22.8 M

Company Description

Business Summary Alfatherm was established more than 50 years ago and is the fourth largest European PVC film

manufacturer, focused on the production and sale of rigid, semi-rigid and flexible PVC films that are used in various applications. The business operates two manufacturing sites near Milan, Italy, and has long-term customer relations that reach across 60 countries. Alfatherm products are concentrated across five main business units including Surface decorations, capsules and sleeves, packaging,

technical products and stationery.

Headquarters Milan, Italy - Europe

Active Employees

321 Management Francesco Trovato - CEO

Pier Luigi Colombi – CFO

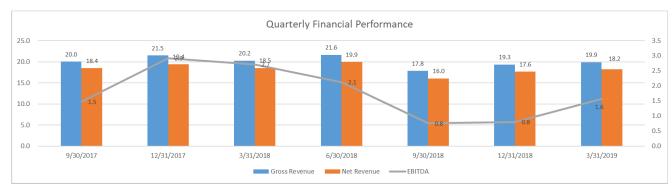
Recent Developments

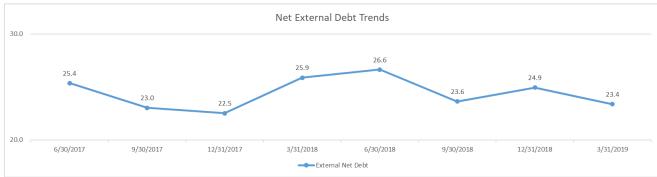
- Held meeting with senior lenders held in Italy in January 19 with the aim to negotiate and reschedule the longterm debt repayment scheme to align with the company's cash generation.
- New COO, Tarcisio Perini, started in February.
- Sales Manager recruitment effort was launched.
- Sales were -2% lower than prior year due to slight variation in the stationery segment.
- Quarterly EBITDA was negatively impacted by lower sales and operational inefficiencies.

	LTM	Quarter Ended			At
	3/31/19	3/31/18	3/31/19		3/31/19
Net Revenue:	€71.8	€18.5	€18.2	Cash & Equivalents:	€1.1
Gross Profit:	10.6	4.2	3.0	External Debt:	24.4
EBITDA:	5.2	2.7	1.6		



Q1 2019 Financial Performance and Net Debt Trends (in Euros)







Investment Date: November 25, 2016 Invested Capital: \$60.1 M 3/31/2019 Valuation: 230%

Deal Type: Corporate Carve-Out Realized Value: \$0.0 M
Remaining Unrealized Value: \$138.3 M

Total Value: \$138.3 M

Company Description

Business Summary EverZinc is a global leader in the production of specialty zinc-based chemicals. The business is

organized across four product lines: ultra-fine zinc powders, fine zinc powders, zinc oxides and zinc for batteries. EverZinc products are sold to customers around the world for use in a variety of endapplications including anti-corrosion paints, tires, pharma/chemicals, ceramics and glass, sunscreen

and other products.

EverZinc is headquartered in Liège, Belgium, has operations in Belgium, the Netherlands, Norway,

China, Malaysia, USA and Canada.

EverZinc was a division of Umicore S.A. and previously operated under the name Umicore Zinc

Chemicals.

Headquarters EverZinc BV – Netherlands

Active Employees 602 FTEs

Management Vincent Dujardin – CEO

François de Labarre - CFO

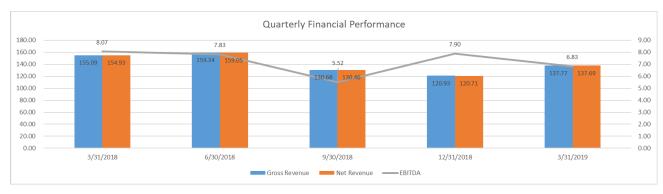
Recent Developments

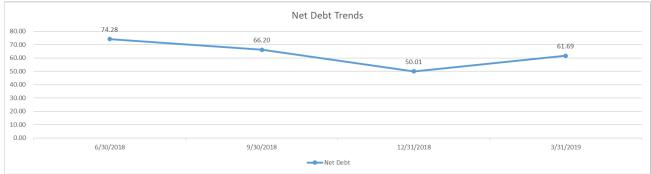
- The add-on acquisition of G.H. Chemicals, a producer of Zinc Oxide and a Zinc Recycler, with two facilities in Saint-Hyacinthe, Canada, closed in January 2019.
- Volumes were slightly higher in Q1 2019 (+1.6%), but the lower LME (\$2.7k/t vs. \$3.4k/t last year) led to sales that are 11% lower. A favorable product mix preserved Gross Profit at similar levels.
- Temporary higher OPEX led to an EBITDA variance of €-1.3 million vs. Q1 of last year (€6.8 vs. €8.1 million).
- The stronger focus on working capital management resulted in a closing cash position of €41.9 million, €2.9m higher than budget.

	LTM	Quarte	Quarter Ended		At
	3/31/19	3/31/18	3/31/19	•	3/31/19
Revenue:	€547.9	€154.9	€137.7	Cash & Equivalents:	€41.9
Gross Profit:	54.3	14.0	14.4	External Debt:	103.6
EBITDA:	28.1	8.1	6.8		



Q1 2019 Financial Performance and Net Debt Trends (in Euros)







Investment Date: September 1, 2017 Invested Capital: \$35.3 M 3/31/2019 Valuation: 100%

Deal Type: Private Seller **Realized Value:** \$0.0 M

Remaining Unrealized Value: \$35.3 M **Total Value:** \$35.3 M

Company Description

Business Summary Hufcor is a global leader in the design, manufacturing and installation of movable partitions. Its product

line includes operable, vertical lift and glass partitions, accordion doors and other space management products. The company serves end markets including hospitality, commercial, education, convention center, and government. Hufcor is headquartered in Janesville, Wisconsin and has six manufacturing

facilities on four continents (USA, Australia, New Zealand, Germany, Malaysia and China).

Headquarters Janesville, Wisconsin – USA

Employees 655

Management Koben Miceli – CEO

Lesley Swain - Director, Finance

Recent Developments

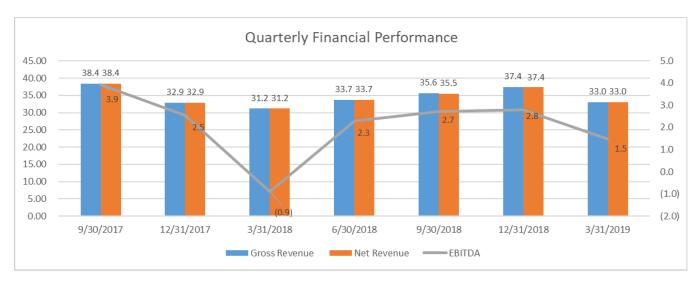
• Rebuilding (people, global processes, global capacity) continued.

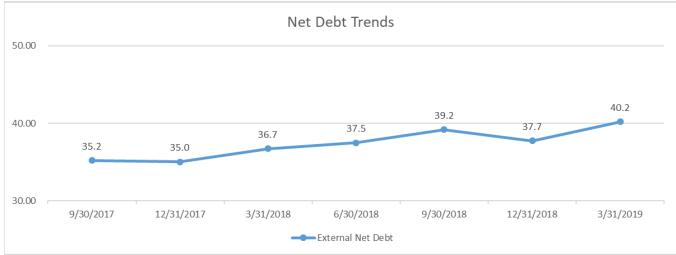
- Q1 EBITDA: \$1.48M (4.5% of Rev) vs. PY Q1 -\$888K (-2.9% of Rev), \$2.4M swing YOY
 - Variable cost control, Q1 2019 COS 75.6% vs. Q1 2018 at 78.1%
 - OPEX spend control, Q1 2019 19.9% vs. 25% in 2018
 - 2019 Q1 SG&A salaries were ~\$700K lower vs. PY Q1
- 12 month rolling backlog reached new record high of \$93.9M/Total backlog \$100.7M.
- YOY Janesville output up 29%, Q1 2019: 19,298 units vs. Q1 2018: 14,961 units.
- Staffing A&D sellers, ramping capacity in Texas & California.
- Domestic price increase executed in Q4 2018, European pricing increase efforts launched in Q1 2019.
- Efforts launched toward rebuilding finance functional team to ensure scalability.

	LTM 3/31/19	Quarter Ended			At
		3/31/18	3/31/19	•	3/31/19
Revenue (net):	\$139.7	\$31.2	\$33.0	Cash & Equivalents:	\$1.6
Gross Profit:	35.2	6.8	8.1	Debt:	41.8
EBITDA:	9.2	(0.9)	\$1.5		



Q1 2019 Financial Performance and Net Debt Trends (in USD)







Investment Date: December 15, 2017

Deal Type: Auction

Invested Capital: \$36.8 M Realized Value: \$1.0 M

Remaining Unrealized Value: \$46.5 M **Total Value:** \$47.5 M

Company Description

Business Summary Mersive Technologies, Inc. ("Mersive") is a leading provider of wireless collaboration software.

Mersive transforms meeting and learning spaces by enabling multiple users to share content and collaborate from laptops and mobile devices to in-room displays. Mersive's "Solstice" solution is installed in more than 4,000 corporate and higher education customers and 30 of the Fortune 100

3/31/2019 Valuation:

130%

companies.

Headquarters

Denver, Colorado - USA

Employees

119

Management

Rob Balgley – CEO Chris Jaynes – CTO Dan Hudspeth – CFO

Recent Developments

- Mersive continued to make progress on its strategic plan; top initiatives were global sales expansion and accelerated investment in product development
- YTD 2019 revenue and EBITDA ahead of plan and improved over prior year due to maturation of sales channels
- Mersive launched next generation Gen3 pod and related software
- Added new VP of Engineering to the Executive Team
- Completed new facility lease and office expansion to accommodate employee growth

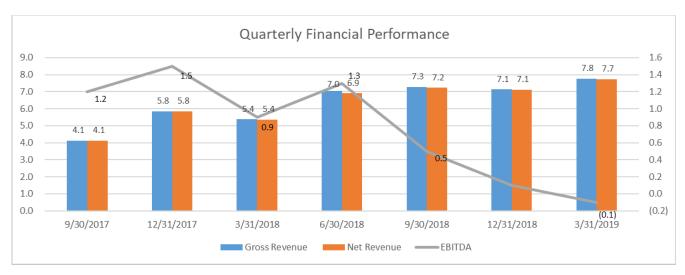
Financial Summary (\$ in millions) (EBITDA does not include one-time transaction and deal fees)

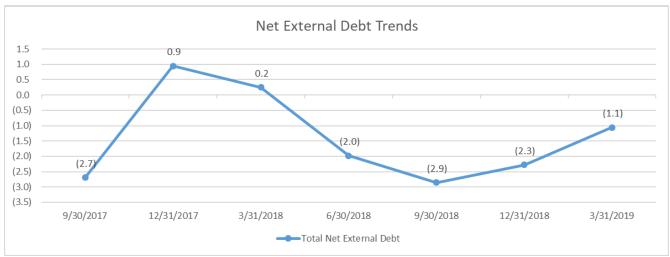
	LTM	Quarte	Quarter Ended		At
	03/31/19	3/31/18	03/31/19		03/31/19
Revenue:	\$29.1	\$5.4	\$7.7	Cash & Equivalents:	\$4.6
Gross Profit:	\$22.3	\$4.1	\$5.9	Debt:	\$3.5
EBITDA:	\$1.8	\$1.0	\$(0.1)		

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Q1 2019 Financial Performance and Net Debt Trends (in USD)







Investment Date: February 28, 2018

Deal Type: Auction

Invested Capital: \$22.9 M¹

Realized Value: \$0.0 M Remaining Unrealized Value: \$36.6 M Total Value: \$36.6 M

Company Description

Business Summary Jétul was founded in 1853 and is one of the most well-known and respected brands globally in the

home comfort heating industry today. Jøtul products include cast iron and metal sheet stoves, inserts and fireplaces fueled by wood, gas and pellets. Products are sold under the brand names Jøtul, Scan, Atra and Ild, and are distributed in 45 countries across Europe, North America and Asia through

3/31/2019 Valuation:

160%

exclusive and multi-brand specialty dealers.

Headquarters Fredrikstad, Norway Europe

Active Employees 4

Management Nils Agnar Brunborg – CEO

Amund Skaaden - CFO

Recent Developments

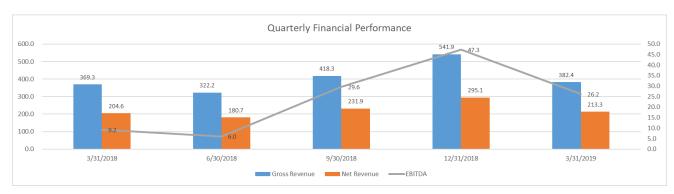
- Sales in the quarter were 4.3% above prior year due strong order intake in Norway and France
- EBITDA in the quarter was higher than prior year due higher sales and a change in accounting standards (IFRS 16).
 The change in accounting standards increased EBITDA by NOK 9.7m in Q1
- Net debt increased versus prior quarter as a result of starting to build safety stock for the relocation project of operations to Poland
- · Additional bond financing of NOK 85m was raised in February to cover financing needs of the relocation project

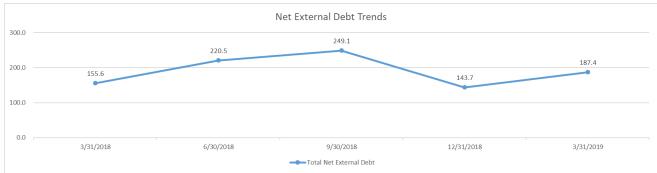
	LTM	Quarte	r Ended		At
	3/31/19	3/31/18	3/31/19		3/31/19
Revenue:	NOK 921.0	NOK 204.6	NOK 213.3	Cash & Equivalents:	NOK 181.2
Gross Profit:	287.8	56.5	66.8	Total External Debt:	368.6
EBITDA:	109.1	9.2	26.2		

 $^{^{1}}$ Investment made through Stove Investment Holdings S.a.r.l., which also owns the Ravelli / AICO investment.



Q1 2019 Financial Performance and Net Debt Trends (in NOK)







Investment Date: November 12, 2018

Invested Capital: Realized Value: \$12.5 M¹

٧ı

3/31/2019 Valuation:

75%

Deal Type: Auction

Realized Value:

\$0.0 M

Remaining Unrealized Value: \$9.4 M **Total Value:** \$9.4 M

Company Description

Business Summary AICO is an Italian designer and manufacturer of pellet stoves and fireplaces, relying on a broad range

of technologies. The business features two well-established brands: Ravelli (sold to specialized distributors) and Elledi (sold through DIY). AICO's products are sold in more than 40 countries.

Headquarters Palazzolo sull'Oglio, Italy – Europe

Active Employees 106

Management Alfredo Pedetti – CEO

Pawel Janowski - CFO

Recent Developments

The financial reporting of AICO is still in its implementation, therefore financial information is limited.

- Management has started work on the implementation of operational synergies between Jøtul and AICO (supply, distribution, development etc.).
- Sales in Q1 2019 underperformed prior year by -13.8% due to a decline in the Italian pellet market and unfavorable warm weather conditions.
- EBITDA losses increased versus prior year due to lower sales volumes and a depressed margin level.

	LTM	Quarter Ended			At
	3/31/19	3/31/18	3/31/19	- -	3/31/19
Revenue:	n.a	€6.9	€6.0	Cash & Equivalents:	n.a
Gross Profit:	n.a	1.2	0.9	Total External Debt:	n.a
EBITDA:	n.a	0.6	(1.4)		

 $^{^{\}rm 1}$ Investment made through Stove Investment Holdings S.a.r.l., which also owns the Jøtul investment.



Investment Date: December 3, 2018

Deal Type: Auction

Invested Capital: \$9.4 M Realized Value: \$0.0 M

Remaining Unrealized Value: \$9.4 M
Total Value: \$9.4 M

Company Description

Business Summary Fichet Security Solutions is a provider of integrated electronic security solutions, with a product offer

that encompasses electronic security, security doors & partitions, entrance control, safes & vaults

3/31/2019 Valuation:

100%

and cash management.

Products are manufactured in 2 plants both located in France (Bazancourt and Baldenheim) and sold through 3 sales companies (France, Belgium and Luxembourg) with an extensive commercial network

across the 3 countries.

Headquarters

Paris, France - Europe

Active Employees

911

Management Michael Gass – CEO

Jean-Bernard Lagneau - CFO

Recent Developments

- Establishment of the new management team is a priority:
 - HR Director, C. Charpentier, joined in February
 - o New CFO, J. Lagneau, recruited. Start date agreed for April
 - \circ New COO, H. de Sazilly, recruited. Start date agreed for May
- Carve out activities kicked-off, with IT separation to be completed in April
- Reorganization plan being drafted to realign the organization, the operating cost base and the commercial strategy
- 2018 closing accounts were finalized and adjustments are being negotiated with the seller
- Gross margin improved compared to last year. Quarterly EBITDA is 14% better than budget, but its negative deviation vs. last year is attributed to the new Management Team and Sales organization

	LTM	Quarter Ended		_	At
	3/31/19	3/31/18	3/31/19		3/31/19
Net Revenue:	€125.8	€29.9	€30.9	Cash & Equivalents:	€24.6
Gross Profit:	26.5	6.2	6.8	External Debt:	7.6
EBITDA:	4.3	(1.6)	(1.9)		



Q1 2019 Financial Performance and Net Debt Trends (in Euros)

