

RANGER DIRECT LENDING FUND PLC

(Registered No. 09510201)

HALF-YEARLY FINANCIAL REPORT (UNAUDITED)

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

RANGER DIRECT LENDING FUND PLC

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RANGER DIRECT LENDING FUND PLC

COMPANY INFORMATION

Directors

Christopher Waldron
Jonathan Schneider
Matthew Mulford
K. Scott Canon

Investment Manager

Ranger Alternative Management II, LP
2828 N. Harwood Street
Suite 1900
Dallas, Texas
United States

Company Secretary

Capita Company Secretarial Services Limited
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

Sponsor, Broker and Placing Agent

Liberum Capital Limited
Level 12, Ropemaker Place
25 Ropemaker Street
London EC2Y 9LY
United Kingdom

Registrar

Capita Asset Services
The Registry
34 Beckenham Road
Beckenham
Kent BR3 4TU
United Kingdom

Administrator

Sanne Fiduciary Services Limited
13 Castle Street
St Helier
Jersey JE4 5UT
Channel Islands

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
2 New Street Square
London EC4A 3BZ
United Kingdom

English and US Legal Adviser

Travers Smith LLP
10 Snow Hill
London EC1A 2AL
United Kingdom

Registered office

40 Dukes Place
London EC3A 7NH
United Kingdom

This report, including the unaudited consolidated financial statements, is transmitted to the shareholders of Ranger Direct Lending Fund plc for their information. This is not a prospectus, circular or representation intended for the purchase of shares of the Company or any securities mentioned in this report.

The ordinary shares of Ranger Direct Lending Fund plc are traded on the Main Market of the London Stock Exchange. Information about the net asset value is available on the Company's website (www.rangerdirectlending.com).

CHAIRMAN'S REPORT

Dear Shareholders,

I am pleased to report the results of Ranger Direct Lending Fund plc ("Ranger" or the "Company") for the period from the Company's date of incorporation on 25th March 2015 to 30th June 2015. Although the Company has been trading for less than one full quarter, it is encouraging to report that its initial deployment of capital to direct lending platforms has been in line with the timetable set out in the April prospectus and that the returns from deployed capital are meeting expectations.

Initial Share Offering

The Company believes that investing in debt instruments issued by direct lending platforms offers attractive risk-adjusted returns, particularly in comparison with the increasingly crowded peer-to-peer sector. These direct lending platforms are growing in importance as sources of liquidity for many small and medium sized enterprises ("SMEs") in an environment where traditional lenders are constrained by tighter capital controls and more onerous regulatory requirements.

We were aware that this strategy was relatively new to the London Investment Trust market and it was therefore very encouraging to see the level of support for Ranger's initial share placing and intermediaries' offer in April. This was comfortably oversubscribed relative to the capped issue size of £135m, and the Board would like to thank investors for their commitment to the Company.

Deployment

When fully invested, Ranger will target a 10% dividend yield per annum based on the US dollar equivalent of the £10 share price at issue and efficient deployment of the proceeds of the initial offering is crucial to achieving this. However, efficient deployment does not mean simply investing the Company's capital as rapidly as possible. It involves a detailed process of due diligence on platforms and identification of specific lending opportunities through those platforms that offer an appropriate return together with a high degree of security. Nevertheless, I am pleased to report that the deployment plan is in line with the schedule set out at the time of the initial share offering. Accordingly, at the end of June approximately 19% of the capital had been allocated across eight different direct lending platforms and in the period subsequent to the half-year end further progress has been made and it is anticipated that the Company will be predominantly fully invested by the end of 2015.

To date substantially all of Ranger's investments have been in the US, which is perhaps unsurprising given the relative strength and diversity of the US economy. However, the Company is looking at opportunities outside the US and it is hoped that further progress will be made in this area in the coming months.

Similarly, all current investments are in the form of debt instruments, and while these will always comprise the vast majority of Ranger's holdings, it was envisaged that strategic equity investments would be added over time and the investment team will be considering these in the second half of the year.

Outlook

Although this report covers only a short initial period, I am encouraged by the progress that has been made by the Company in meeting the targets set out at the time of the initial share placing. It is clear from the Board's discussions with the investment team that the direct lending opportunity remains compelling and although Ranger's priority for the second half of 2015 has to be the continuing deployment of its cash, the demand for borrowing from SMEs continues to be strong and so we hope to be in a position to consider increasing the size of the Company as we move into 2016.

Christopher Waldron
Chairman
11th August 2015

RANGER DIRECT LENDING FUND PLC

INVESTMENT MANAGER'S REPORT

Increased regulations and increasingly restrictive lending requirements have caused many banks to reduce or eliminate lending to well established direct lending companies, primarily because of their niche markets, low average loan size, or small account size. Direct lenders cover multiple secured lending categories such as real estate, equipment finance, invoice factoring, auto, specialty finance, trade receivables and small business lending. Ranger Alternative Management II, LP (the "Investment Manager") believes there is a new and exceptional opportunity emerging in the vacuum left by retreating commercial banks.

The Investment Manager believes there are attractive, high yield opportunities which can be actualised by providing funding through these established direct lending companies. To take advantage of this unprecedented opportunity, the Investment Manager has identified, negotiated, undertaken due diligence and invested with multiple direct lenders. To further mitigate risk, the Investment Manager has diversified investments across multiple direct lending companies within a diversified group of lending categories, industries, geographic areas, durations and funding structures.

The Company completed its Initial Public Offering ("IPO") on 1st May 2015 and commenced the deployment of capital in May through a number of direct lending platforms in the United States, focused primarily on secured debt instruments. As of the end of June, 83% of the portfolio was invested in secured debt instruments (including without limitation loans, cash advances, and receivables financing) to SME borrowers and 17% of the portfolio consisted of unsecured consumer loans.

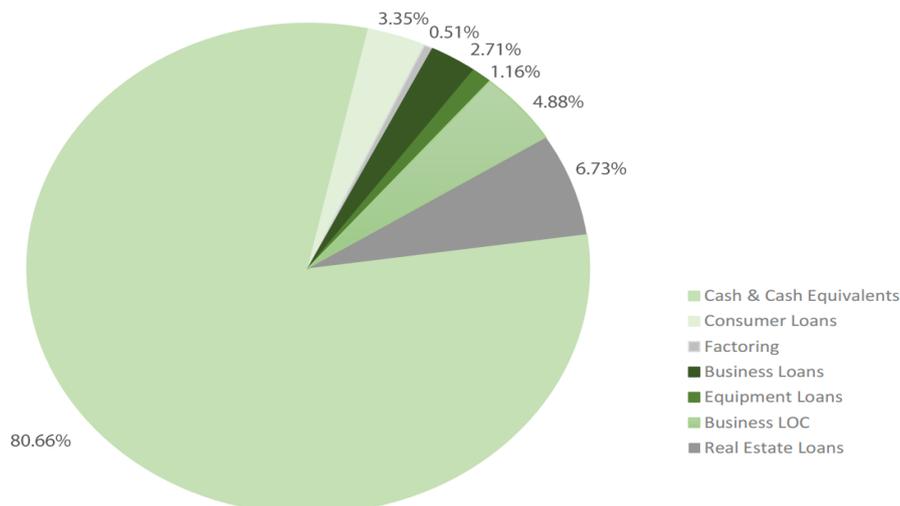
Of the £135 million gross proceeds raised at IPO, the Company had invested approximately 19% by 30th June 2015. The investments were made into six categories and eleven different sub-categories of debt instruments spanning eight different direct lending platforms. As noted above, this diverse mix of investment types is intended to mitigate risk.

The Investment Manager selects investments using an active management approach, where each potential investment is analysed to determine its suitability in meeting the overall investment objectives of the Company. Unlike passive investing, individual investments offered by a lending platform that the Investment Manager believes to be unsuitable are excluded from the Company's portfolio.

The Investment Manager is currently in negotiations with eight new direct lending platforms, all with the potential to meet or exceed the Company's investment objectives. Three of these new platforms are international platforms intended to further increase investment diversity.

After initial launch costs of 1.63% of NAV, the Company had a NAV of \$15.14 per share upon listing, with the NAV per share growing to \$15.16 on 30th June 2015. Additionally, on 30th June 2015 the share price of the Company traded at 1060p, a 6% premium over issue price.

The Portfolio Composition as of 30th June 2015 was as follows:



RANGER DIRECT LENDING FUND PLC

DIRECTORS' RESPONSIBILITY STATEMENT

We confirm that to the best of our knowledge:

- (a) the condensed consolidated financial statements ("consolidated financial statements") have been prepared in accordance with IAS 34 'Interim Financial Reporting';
- (b) the interim management report includes a fair review of the information required by DTR 4.2.7R (indication of important events during the period from incorporation on 25th March 2015 to 30th June 2015 and description of principal risks and uncertainties for the remaining six months of the period); and
- (c) the interim management report includes a fair review of the information required by DTR 4.2.8R (disclosure of related parties' transactions and changes therein).

BY ORDER OF THE BOARD

Director: Christopher Waldron (Chairman)
Date: 11th August 2015

RANGER DIRECT LENDING FUND PLC

INTERIM MANAGEMENT REPORT

for the period from 25th March 2015 to 30th June 2015

CAUTIONARY STATEMENT

This interim management report has been prepared solely to provide additional information to shareholders to assess the strategies of Ranger Direct Lending Fund plc ("the Company") and its subsidiary, Ranger Direct Lending Trust ("the Trust") (together "the Group"). The interim management report should not be relied on by any other party or for any other purpose.

The interim management report contains certain forward looking statements. These statements are made by the Directors in good faith based on the information available to them up to the time of their approval of this report but such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

ACTIVITIES

The Group invests primarily in a portfolio of debt instruments sourced through direct lending platforms predominantly in the United States of America.

Investments in direct lending providers were made through the Trust which has a policy of investing in direct lending entities on behalf of the Company. The Board of Directors has delegated responsibility for day-to-day management of the investments comprised in the Group's portfolio to Ranger Alternative Management II, LP (the "Investment Manager"). The Directors have responsibility for exercising supervision of the Investment Manager.

STRATEGY AND INVESTMENT OBJECTIVES

The investment objective of the Group is to seek to provide shareholders with an attractive return, principally in the form of quarterly income distributions, by acquiring a portfolio of debt obligations (such as loans, invoice receivables and asset financing arrangements) that have been originated or issued by direct lending platforms.

Direct lending platforms are an increasing source of liquidity, in particular for small and medium sized enterprises and consumers. Although there is no uniform approach as to how a platform conducts its business, each direct lending platform will typically focus on a particular category of borrower and/or underlying industry asset class. By investing in debt instruments originated or issued by a number of different direct lending platforms, the Group will achieve a diversified portfolio, including by reference to the identity and type of borrower, the underlying sub-asset class to which the debt instruments relate and the size of the individual debt instruments.

GOING CONCERN

As stated in note 2 to the consolidated financial statements, the Directors are satisfied that the Group has sufficient resources to continue in operation for the foreseeable future, a period not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the consolidated financial statements.

RANGER DIRECT LENDING FUND PLC

INTERIM MANAGEMENT REPORT - (CONTINUED)

RISKS AND UNCERTAINTIES

There are a number of potential risks and uncertainties which could have a material impact on the Group's performance over the remaining six months of the financial period and could cause actual results to differ materially from expected and historical results.

The Board has overall responsibility for risk management and internal control within the context of achieving the Group's objectives. The Board agrees the strategy for the Group, approves the Group's risk appetite and monitors the risk profile of the Group.

The Group believes that debt instruments originated or issued by direct lending platforms are an attractive and growing asset class that have the potential to provide higher returns for investors than other fixed income products. The Group also believes that by investing in direct lending opportunities instead of peer-to-peer opportunities, the total number of asset classes available and the numerous existing platforms in each asset class will be increased.

This wide variety of opportunities allows the Group to potentially reduce risk through investment diversification while also potentially achieving higher returns by investing in the best performing direct lending asset classes.

The principal risks and uncertainties of the Company were explained in detail on pages 15-31 of the Prospectus dated 14th April 2015. Further details on the key financial risks and uncertainties faced by the Group are disclosed in note 16.

Compliance and regulatory risks

The Group may also be exposed to the following risks relating to compliance and regulation of the direct lending platforms:

- Laws applicable to debt instruments may govern the terms of such instruments and subject the Group to legal and regulatory examination or enforcement action; and
- Any proceeding brought by the federal or state regulatory authorities to any of the Group's direct lending platforms could result in cases against the Group itself and could affect whether the debt instruments are enforceable in accordance with their terms.

FINANCIAL PERFORMANCE

The Group's lending activity was primarily funded by the Company's listing on the London Stock Exchange. This funding provides the Group with capital to invest in debt instruments via direct lending providers.

As at 30th June 2015 the Net Asset Value ("NAV") per share was USD 15.16 (GBP 9.64).

RESULTS AND DIVIDENDS

The profit for the period amounted to USD 183,606.

Subject to market conditions, applicable law and the Company's performance, it is the Board's policy to pay dividends on a quarterly basis. Given the early stage of the Company's operations the Board does not intend to pay a dividend for the period ended 30th June 2015.

RANGER DIRECT LENDING FUND PLC

INTERIM MANAGEMENT REPORT - (CONTINUED)

SUMMARY OF INVESTMENT PLATFORMS

As at 30th June 2015 the portfolio was invested in line with the Group's investment policy as follows:

- the Group will not acquire any single Debt Instrument with a term of more than 5 years; and
- the Group has not invested more than 25% of Gross Assets in any single pooled investment vehicle which holds a portfolio of debt instruments.

The investment portfolio was diversified with different direct lending platforms and debt instrument:

| <i>Lending Platform</i> | <i>% of Gross Assets</i> |
|-------------------------|--------------------------|
| FreedomPlus | 3% |
| IFG | 0% |
| Blue Bridge | 1% |
| Biz2Credit | 3% |
| Sharestates | 7% |
| Peerform | 1% |
| AmeriMerchant | 0% |

| <i>Debt Instrument</i> | <i>% of Gross Assets</i> | <i>Average term (in year)</i> |
|------------------------|--------------------------|-----------------------------------|
| Princeton | 5% | 1 |

RELATED PARTY TRANSACTIONS

Related party transactions are disclosed in note 14 to the consolidated financial statements.

DIRECTORS

The Directors who held office throughout the period and up to the date of approval of the consolidated financial statements were:

| | |
|----------------|--|
| C. Waldron | (Chairman, appointed on 2nd April 2015) |
| Dr. M. Mulford | (appointed on 2nd April 2015) |
| J. Schneider | (appointed on 2nd April 2015) |
| K.S. Canon | (appointed on 25th March 2015) |
| W. Kassul | (appointed on 25th March 2015 and resigned on 10th April 2015) |

INDEPENDENT REVIEW REPORT TO RANGER DIRECT LENDING FUND PLC

We have been engaged by the Company to review the condensed set of financial statements in the half-yearly financial report for the period from incorporation on 25th March 2015 to 30th June 2015 which comprises the Condensed Consolidated Statement of Comprehensive Income, the Condensed Consolidated Statement of Financial Position, the Condensed Consolidated Statement of Changes in Equity, the Condensed Consolidated Statement of Cash Flows and related notes 1 to 20. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the financial

This report is made solely to the Company in accordance with International Standard on Review Engagements (UK and Ireland) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the company those matters we are required to state to it in an independent review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company, for our review work, for this report, or for the conclusions we have formed.

Directors’ responsibilities

The half-yearly financial report is the responsibility of, and has been approved by, the Directors. The Directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure and Transparency Rules of the United Kingdom’s Financial Conduct Authority.

As disclosed in note 2, the annual financial statements of the company are prepared in accordance with IFRSs as adopted by the European Union. The condensed consolidated set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard 34 “Interim Financial Reporting” as adopted by the European Union.

Our responsibility

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

Scope of review

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

RANGER DIRECT LENDING FUND PLC

INDEPENDENT REVIEW REPORT TO RANGER DIRECT LENDING FUND PLC - (CONTINUED)

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the period from incorporation on 25th March 2015 to 30th June 2015 are not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Deloitte LLP

Chartered Accountants and Statutory Auditor
London, United Kingdom
11th August 2015

RANGER DIRECT LENDING FUND PLC

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

AS AT 30TH JUNE 2015

| | <u>Notes</u> | <u>(Unaudited)</u> <u>30th Jun 15</u> |
|---|--------------|--|
| ASSETS | | |
| Non-current assets | | |
| Financial assets at fair value through profit or loss | 3 | 10,123,750 |
| Loans held at amortised cost | 4 | 29,319,895 |
| | | <hr/> 39,443,645 |
| Current assets | | |
| Cash and cash equivalents | 13 | 160,297,886 |
| Funds receivable from direct lending platforms | 5 | 5,096,889 |
| Other current assets and prepaid expenses | | 201,150 |
| | | <hr/> 205,595,925 |
| TOTAL ASSETS | | USD 205,039,570 |
| | | <hr/> <hr/> |
| EQUITY AND LIABILITIES | | |
| Capital and reserves | | |
| Share capital | 9 | 207,819 |
| Share premium account | 9 | 204,225,570 |
| Retained earnings | | 183,606 |
| | | <hr/> 204,616,995 |
| TOTAL SHAREHOLDERS' EQUITY | | 204,616,995 |
| | | <hr/> |
| Current liabilities | | |
| Funds payable to direct lending platforms | | 227,425 |
| Accrued expenses and other liabilities | 8 | 195,150 |
| | | <hr/> 422,575 |
| TOTAL EQUITY AND LIABILITIES | | USD 205,039,570 |
| | | <hr/> <hr/> |
| NAV per Ordinary Share (in GBP Sterling) | | £ 9.64 |
| NAV per Ordinary Share (in USD) | | USD 15.16 |

The financial statements on pages 11 to 30 were approved and authorised for issue by the Board of Directors on 11th August 2015 and were signed on its behalf by:

Director: Christopher Waldron
Chairman

(The notes on pages 15 to 30 form part of these financial statements)

RANGER DIRECT LENDING FUND PLC

CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

| | | 25th Mar 15 to 30th Jun 15 - unaudited | | |
|---|--------------|--|-------------------|--------------------|
| | <u>Notes</u> | <u>Revenue</u> | <u>Capital</u> | <u>Total</u> |
| INCOME: | | | | |
| Investment income | | 302,120 | - | 302,120 |
| Unrealised fair value movement on financial assets at fair value through profit or loss | 3 | - | 123,750 | 123,750 |
| Dividend and other income | | 24,461 | - | 24,461 |
| Foreign exchange gain | | 37,267 | - | 37,267 |
| Bank interest income | | 100 | - | 100 |
| | | <u>363,948</u> | <u>123,750</u> | <u>487,698</u> |
| EXPENDITURE: | | | | |
| Organisation costs | 14 | 51,425 | - | 51,425 |
| Legal fees | | 2,867 | - | 2,867 |
| Audit fees | 7 | 53,780 | - | 53,780 |
| Investment management fee | 14,15 | 42,808 | - | 42,808 |
| Provision for default | 4 | - | 30,176 | 30,176 |
| Company secretarial fees | | 30,525 | - | 30,525 |
| Administration fees | | 29,553 | - | 29,553 |
| Registrar fees | | 15,715 | - | 15,715 |
| Directors' fees | 14 | 13,749 | - | 13,749 |
| Service and premium fees | | 22,820 | - | 22,820 |
| Other expenses | | 10,674 | - | 10,674 |
| | | <u>273,916</u> | <u>30,176</u> | <u>304,092</u> |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | 7 | <u>90,032</u> | <u>93,574</u> | <u>183,606</u> |
| Taxation | | - | - | - |
| PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD | | <u>USD 90,032</u> | <u>USD 93,574</u> | <u>USD 183,606</u> |
| Basic and Diluted Earnings per Ordinary Share | | | £ | 0.009 |
| Basic and Diluted Earnings per Ordinary Share | 12 | | USD | 0.014 |

The total column of this Statement of Comprehensive Income was prepared in accordance with International Financial Reporting Standards ("IFRS"). The supplementary revenue and capital columns are both prepared under guidance published by the Association of Investment Companies ("AIC"). All items in the above Statement derive from continuing operations.

Other comprehensive income

There were no items of other comprehensive income in the current period.

(The notes on pages 15 to 30 form part of these financial statements)

RANGER DIRECT LENDING FUND PLC

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

| | (Unaudited) Share capital <i>(note 9)</i> | (Unaudited) Share Premium <i>(note 9)</i> | (Unaudited) Retained Earnings | (Unaudited) Total |
|---|--|--|-------------------------------------|------------------------|
| Balance at 25th March 2015 | - | - | - | - |
| Amounts receivable on issue of management shares | 74,500 | - | - | 74,500 |
| Management shares redeemed | (74,500) | - | - | (74,500) |
| Issue of Ordinary shares | 207,819 | 204,225,570 | - | 204,433,389 |
| Result for the period | - | - | 183,606 | 183,606 |
| Balance at 30th June 2015 | USD <u>207,819</u> | USD <u>204,225,570</u> | USD <u>183,606</u> | USD <u>204,616,995</u> |

(The notes on pages 15 to 30 form part of these financial statements)

RANGER DIRECT LENDING FUND PLC

CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015
TO 30TH JUNE 2015

| | <u>Notes</u> | (Unaudited) 25th Mar 15 to 30th Jun 15 |
|--|--------------|---|
| Profit for the period | | 183,606 |
| Adjustments for: | | |
| Dividend income | | (24,461) |
| Unrealised fair value movement on financial assets at fair value through profit or loss | 3 | (123,750) |
| Investment income | | (302,120) |
| Provision for default | | 30,176 |
| | | <hr/> |
| Operating cash flows before movements in working capital | | (236,549) |
| Increase in funds receivable from direct lending platforms - net | | (4,869,464) |
| Increase in other current assets and prepaid expenses | | (201,150) |
| Increase in accrued expenses and other liabilities | | 195,150 |
| | | <hr/> |
| Net cash flows used in operating activities | | (5,112,013) |
| | | <hr/> |
| Investing activities | | |
| Acquisition of loans | 4 | (29,870,508) |
| Acquisition of financial assets at fair value through profit or loss | 3 | (10,000,000) |
| Principal repayment | 4 | 624,105 |
| Dividend income received | | 24,461 |
| Investment income received | | 198,452 |
| | | <hr/> |
| Net cash flows used in investing activities | | (39,023,490) |
| | | <hr/> |
| Financing activities | | |
| Proceeds on issue of shares | | 207,818,984 |
| Costs paid in connection with share issue | 9 | (3,385,595) |
| | | <hr/> |
| Net cash flows from financing activities | | 204,433,389 |
| | | <hr/> |
| Net change in cash and cash equivalents | | 160,297,886 |
| Cash and cash equivalents at the beginning of the period | | - |
| | | <hr/> |
| Cash and cash equivalents at the end of the period | | USD 160,297,886 |
| | | <hr/> <hr/> |

(The notes on pages 15 to 30 form part of these financial statements)

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

1. GENERAL INFORMATION

The Company was incorporated and registered in England and Wales on 25th March 2015 and commenced operations on 1st May 2015 following its admission to the London Stock Exchange Main Market. The registered office of the Company is 40 Dukes Place, London, EC3A 7NH. The Company has carried on business as an investment trust within the meaning of Chapter 4 of Part 24 of the Corporation Tax Act 2010. The financial information for the period ended 30th June 2015 has not been audited by the Company's auditor and does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. These financial statements have been prepared on the same basis as will be used to prepare the annual financial statements.

The condensed consolidated financial statements ("consolidated financial statements") include the results of Ranger Direct Lending Fund Trust, a Delaware Trust established on 1st April 2015. The investment objective of the Group is to seek to provide shareholders with an attractive return, principally in the form of quarterly income distributions, by acquiring a portfolio of debt obligations (such as loans, invoice receivables and asset financing arrangements) that have been originated or issued by direct lending platforms.

2. ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these consolidated financial statements are set out below.

Basis of accounting and preparation

These consolidated financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and applicable to the preparation of interim financial statements including International Accounting Standard ("IAS") 34 *Interim Financial Reporting* and IFRS 1 *First-time Adoption of International Financial Reporting Standards*. The financial statements were also prepared in accordance with the Statement of Recommended Practice ("SORP") for investment trusts issued by the AIC.

Basis of measurement and consolidation

The consolidated financial statements have been prepared on a historical cost basis. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The subsidiary is fully consolidated from the date on which control is transferred to the Group and deconsolidated from the date that control ceases.

Going concern

The Directors are satisfied that the Group has sufficient resources to continue in operation for the foreseeable future, a period not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing the consolidated financial statements.

Functional and presentational currency

Items included in the consolidated financial statements of the Group are measured using the currency in which investments and receipts from the operating and investing activities are retained. The consolidated financial statements are presented in US Dollars ("USD"), which is the Company's functional and presentational currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated into the functional currency using the exchange rate prevailing at the statement of financial position date. Foreign exchange gains and losses arising from translation are included in the Condensed Consolidated Statement of Comprehensive Income.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS -
(CONTINUED)**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

2. ACCOUNTING POLICIES - (CONTINUED)

New Accounting Standards, amendments to existing Accounting Standards and/or interpretations of existing Accounting Standards (separately or together, "New Accounting Requirements") not yet adopted

In the Directors' opinion, except for the application of IFRS 9 referred to below, all non-mandatory New Accounting Requirements are either not yet permitted to be adopted, or would have no material effect on the reported performance, financial position or disclosures of the Group and consequently have neither been adopted nor listed.

New Accounting Requirements not yet endorsed for use in the EU

IFRS 9 – "Financial Instruments" (Replacement of IAS 39 – "Financial Instruments: Recognition and Measurement") – effective from 1st January 2018

IFRS 9 addresses the recognition, classification and measurement of financial assets and financial liabilities and may be adopted to replace IAS 39. IFRS 9 requires financial assets to be classified into two measurement categories: (i) those measured at fair value; and (ii) those measured at amortised cost. The determination is made at initial recognition. The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument.

IFRS 9 also replaces the "incurred loss" model in IAS 39 with an "expected credit loss" model in the measurement of impairment loss. The new model applies to financial assets that are not measured at fair value through profit or loss.

The mandatory effective date for application of IFRS 9 is for accounting periods beginning on or after 1 January 2018.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are included in current assets, except for maturities greater than 12 months after the end of the reporting period. These are classified as non-current assets.

Loans and receivables are measured at amortised cost using the effective interest method, less any impairment. The effective interest method calculates the amortised cost by allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the loans to the net carrying amount on initial recognition.

Financial assets at fair value through profit or loss

The Group's financial assets consist of an investment in a fund. The Group designated its investment as financial assets at fair value through profit or loss in accordance with International Accounting Standards 39 Financial Instruments: Recognition and Measurement ("IAS 39"), as the fund is managed and its performance is evaluated on a fair value basis.

Purchases and sales of financial assets are recognised on the trade date, the date which the Group commits to purchase or sell the assets and are derecognised when the rights to receive cash flows from the financial assets have expired or the Group has transferred substantially all risks and rewards of ownership. Financial instruments are initially recognised at fair value, and transaction costs for financial assets carried at fair value through profit or loss are expensed. Gains and losses arising from changes in the fair value of the Group's financial instruments are included in the Condensed Consolidated Statement of Comprehensive Income in the period which they arise.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS -
(CONTINUED)**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

2. ACCOUNTING POLICIES - (CONTINUED)

Taxation

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Condensed Consolidated Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the statement of financial position date.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the Condensed Consolidated Statement of Comprehensive Income is the "marginal basis". Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue return column of the Condensed Consolidated Statement of Comprehensive Income, then no tax relief is transferred to the capital return column.

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the statement of financial position date.

The carrying amount of deferred tax assets is reviewed at each statement of financial position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on the tax rates that have been enacted or substantively enacted at the statement of financial position date.

Investment trusts which have approval as such under section 1158 of the Corporation Taxes Act 2010 are not liable for taxation on capital gains. The Company has taken advantage of modified UK tax treatment in respect of its qualifying interest income for an accounting period and has chosen to designate as an "interest distribution" all or part of any amount it distributes to the shareholders as dividends, to the extent that it has qualifying interest income for the accounting period. As such, the Company is able to deduct such interest distributions from its income in calculating its taxable profit for the relevant accounting period. It is expected that the Company will have material amounts of qualifying interest income and therefore decide to designate some or all of the dividends payable as interest distributions.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS -
(CONTINUED)**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

2. ACCOUNTING POLICIES - (CONTINUED)

Impairment

In evaluating the portfolio and estimating the default allowance, management takes into consideration numerous factors, including current economic conditions, prior loan loss experience, the composition of the loan portfolio and management's estimate of probable credit losses. Such evaluation, which includes a review of all loans on which full collectability may not be reasonably assured, also considers among other matters, the estimated net realisable value or the fair value of the underlying collateral, economic conditions, historical loss experience, and other factors that warrant recognition in providing for an adequate allowance for loan losses. Management establishes an allowance for loan losses that it believes is adequate to absorb probable losses in the existing portfolio. In the event that management's evaluation of the level of the allowance for loan losses is inadequate, the Group would need to increase its provision for loan losses.

If, in a subsequent period, the amount of the default allowance decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised default allowance is recognised in the Condensed Consolidated Statement of Comprehensive Income.

Investment income

Investment income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Income for all interest bearing financial instruments is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established.

Dividends payable

Dividends payable on ordinary shares are recognised in the Condensed Consolidated Statement of Changes in Equity when approved by the shareholders. The Directors intend to recommend a dividend on a quarterly basis, having regard to various considerations including the financial position of the Company.

Organisation costs

Organisation costs are expensed as incurred.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS -
(CONTINUED)**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

2. ACCOUNTING POLICIES - (CONTINUED)

Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand and highly liquid interest-bearing securities with maturities of three months or less.

Segmental reporting

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses. The Directors perform regular reviews of the operating results of the Group and make decisions using financial information at the Group level only. Accordingly, the Directors believe that the Group has only one reportable operating segment.

The Directors are responsible for ensuring that the Group carries out business activities in line with the transaction documents. They may delegate some or all of the day-to-day management of the business, including the decisions to purchase and sell securities, to other parties both internal and external to the Group. The decisions of such parties are reviewed on a regular basis to ensure compliance with the policies and legal responsibilities of the Directors, therefore the Directors retain full responsibility as to the major allocation decisions of the Group.

Earnings per share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period. The diluted EPS is the same as the Basic EPS as there is currently no arrangement which could have a dilutive effect on the Company's ordinary shares. For further details, please see Note 12.

Use of estimates, judgements and assumptions

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of income and expense during the period. Actual results could differ from those estimates.

Key source of estimation uncertainty - impairment of loans

Information about significant areas of estimation uncertainty and critical judgements in relation to the impairment of loans are described in Note 4.

Key source of estimation uncertainty - fair value of financial assets at fair value through profit or loss

The determination of what constitutes observable market data requires significant judgement by the Group. See note 3 for the fair value estimation.

Share capital

Ordinary shares are not redeemable and are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

| 3. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS | <u>30th Jun 15</u> |
|---|---------------------------|
| Opening fair value | - |
| Purchases | 10,000,000 |
| Unrealised movement in fair value, including accrued interest and default allowance | 123,750 |
| | <hr/> |
| Closing fair value | 10,123,750 |
| | <hr/> <hr/> |

The Group's financial asset at fair value through profit or loss represents its investment in Princeton Alternative Income Fund, LP ("Princeton" or the "Fund"), a Delaware limited partnership. The Group's investment in the Fund is held through its 100% investment (as of 30th June 2015) in Princeton Alternative Income Offshore Fund, Ltd. (the "Offshore Fund") which was set up to facilitate investment opportunities for offshore investors. The Group has assessed whether or not the Group has control over the Offshore Fund based on its voting rights and practical ability to direct the relevant activities of the Offshore Fund unilaterally. In making their judgement the Directors considered the Offshore Fund's Private Placement Memorandum and subscription arrangement and concluded that the Group has no control over the Offshore Fund.

Fair value estimation

The Group's investment in Princeton is valued on the basis of Net Asset Value received on a monthly basis from the Fund's General Partner. In the absence of an active market for an investment, a mark-to-market model approach has been adopted by the Investment Manager to determine the valuation. The fair value as at 30th June 2015 was derived from the amount paid to acquire the investment plus any income accrued up to the reporting date. In the opinion of the Directors, this represents the best evidence of fair value on the basis that only a short period has elapsed since the acquisition of the investment - USD 5 million in May 2015 and USD 5 million in June 2015. Any change in factors that would affect the fair value of the investment from the acquisition date to the reporting date is not expected to have a material effect to the financial position or the profit or loss of the Group.

| 4. LOANS HELD AT AMORTISED COST | <u>30th Jun 15</u> |
|--|---------------------------|
| <i>Principal amount:</i> | |
| Opening balance as at 25th March 2015 | - |
| Purchases | 29,870,508 |
| Principal repayments | (624,105) |
| Accrued interest | 103,668 |
| | <hr/> |
| | 29,350,071 |
| Default allowance | (30,176) |
| | <hr/> |
| Closing balance as at 30th June | USD 29,319,895 |
| | <hr/> <hr/> |

The Group's loans are accounted for using the effective interest method. The carrying value of such instruments includes assumptions that are based on market conditions existing at each statement of financial position date. Such assumptions include application of default rate and identification of effective interest rate taking into account the credit standing of each borrower as assessed by each direct lending platform. At period end, the Directors estimate the carrying value approximates the fair value.

There are no past due amounts however it is the Group's policy to recognise a default allowance on all loans based on historical experience and credit analysis performed by each direct lending platform.

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

| 5. FUNDS RECEIVABLE FROM DIRECT LENDING PLATFORMS | <u>30th Jun 15</u> |
|---|--------------------|
| Investment advance in Princeton | 5,000,000 |
| Blue bridge | 59,030 |
| IFG | 21,755 |
| Sharestates | 15,097 |
| Freedom Plus | 1,007 |
| | <hr/> |
| | USD 5,096,889 |
| | <hr/> <hr/> |

During the period, the Group paid USD 5 million investment advance to Princeton with a dealing day dated 1st July 2015.

6. SCOPE OF CONSOLIDATION

| Subsidiary name | Effective ownership % | Country of Incorporation | Principal activity |
|----------------------------------|-----------------------|--------------------------|--|
| Ranger Direct Lending Fund Trust | 100% | Delaware, USA | Invests in a portfolio of loans through direct lending platforms |

7. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION 30th Jun 15

Profit on ordinary activities before taxation is stated after charging/(crediting):

| | |
|---|--------------|
| Provision for default | 30,176 |
| Foreign exchange gain | (37,267) |
| | <hr/> |
| | USD (7,091) |
| | <hr/> <hr/> |
| Fees payable to the Group's auditor: | |
| - Audit fees for interim financial reporting | 9,435 |
| - Audit fees accrued | 44,345 |
| Non-audit fees related to corporate finance services charged to Share Premium | 87,739 |
| | <hr/> |
| | USD 141,519 |
| | <hr/> <hr/> |

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

8. ACCRUED EXPENSES AND OTHER LIABILITIES

30th Jun 15

| | |
|----------------------------|-------------|
| Administration fee payable | 76,753 |
| Audit fee payable | 53,780 |
| Directors' fee payable | 13,956 |
| Other payables | 50,661 |
| | USD 195,150 |

9. SHARE CAPITAL AND SHARE PREMIUM

ISSUED AND FULLY PAID:

| Prior to Admission: | Number of shares | Nominal Value (GBP) | | Nominal Value (USD)* |
|-------------------------------------|------------------|-------------------------|-------------------------------|---------------------------------|
| Ordinary Shares of GBP 1 pence each | 1 | 0.01 | | 0.015 |
| Management shares of GBP 1.00 each | 50,000 | 50,000 | | 74,500 |
| On Admission: | Number of shares | Paid up per share (GBP) | Total paid up per share (GBP) | Total paid up per share (USD)** |
| Ordinary shares of GBP 1 pence each | 13,500,000 | 10 | 135,000,000 | 204,819,000 |
| Management shares of GBP 1.00 each | 50,000 | 1 | 50,000 | 74,500 |

*Converted at GBP 1.00: USD at 1.49

**Converted at GBP 1.00: USD at 1.5394

Shareholder approval was given on 2nd April 2015 for the Company's share premium account to be cancelled immediately after admission and this permission was confirmed by court order on 1st July 2015.

The Initial Public Offering ("IPO") of 13,500,000 ordinary shares on 1st May 2015 was priced at GBP 10 each resulting in a share premium amount of USD 204,225,570 (GBP 132,665,694) net of direct issue costs. Issue costs include placing fees, registration, listing and admission fees, legal fees and any other applicable expenses incurred in connection with the offering of shares amounting to USD 3,385,595 (GBP 2,199,306).

50,000 Management Shares of £1 par value were paid up in full on Admission and redeemed out of the proceeds of the issue, and subsequently cancelled. At a board meeting on 27th April 2015 it was agreed that immediately after admission the Management Shares would be redeemed and cancelled.

The table below shows the movement in shares during the period:

| | Shares in issue at the beginning of the period | Shares subscribed | Shares redeemed | Shares in issue at the end of the period |
|-------------------|--|-------------------|-----------------|--|
| Ordinary shares | 1 | 13,499,999 | - | 13,500,000 |
| Management shares | 50,000 | - | (50,000) | - |

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

9. SHARE CAPITAL AND SHARE PREMIUM - (CONTINUED)

Rights attaching to the shares

All shareholders have the same voting rights in respect of the share capital of the Company. Every member who is present in person or by a duly authorised representative or proxy shall have one vote on a show of hands and on a poll every member present shall have one vote for each share of which he is the holder, proxy or representative. All shareholders are entitled to receive notice of the Annual General Meeting and any other General meetings.

Each Ordinary Share will rank in full for all dividends and distributions declared made or paid after their issue and otherwise pari passu in all respects with each existing Ordinary Share and will have the same rights (including voting and dividend rights and rights on a return of capital) and restrictions as each existing Ordinary Share. Further details are given in the Company's Articles of Association.

10. TAXATION

The Company is registered in the United Kingdom as an Investment Trust and therefore exempt from UK corporation tax on its chargeable gains.

The Company's subsidiary is a Delaware Trust and treated as a partnership for tax purposes in accordance with the Declaration of Trust and Trust Agreement dated 22nd April 2015. In practice, the Trust is considered tax transparent and therefore not subject to tax.

11. ULTIMATE CONTROLLING PARTY

It is the opinion of the Directors that there is no ultimate controlling party.

12. BASIC AND DILUTIVE EARNINGS PER SHARE

The calculation of the basic and diluted EPS is based on the following information:

| | | <u>30th Jun 15</u> |
|--|-----|--------------------|
| Net profit for the purposes of basic and diluted EPS | USD | 183,606 |
| Weighted average number of ordinary shares | No. | 13,500,000 |
| Basic and Diluted EPS | USD | <u>0.014</u> |

13. CASH AND CASH EQUIVALENTS

The components of the Group's cash and cash equivalents are:

| | | <u>30th Jun 15</u> |
|------------------|-----|--------------------|
| Cash at bank | | 8,439,621 |
| Cash equivalents | | 151,858,265 |
| | USD | <u>160,297,886</u> |

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

14. RELATED PARTIES

Transactions between the Group and its related parties are disclosed below.

The Directors, who are the key management personnel of the Group, are remunerated per annum as follow:

| | |
|-----------------|-------------|
| Chairman | 23,588 |
| Other Directors | 40,885 |
| | <hr/> |
| | USD 64,473 |
| | <hr/> <hr/> |

The Directors have no interest in the share capital of the Company. As of 30th June 2015, USD 13,956 was accrued and included in note 8.

The Group does not have any employees.

As stated in the Interim Management Report, the Board has delegated responsibility for day-to-day management of the loans held by direct lending platforms to Ranger Alternative Management II, LP (the "Investment Manager").

Under the terms of the Investment Management Agreement, the Investment Manager is entitled to a management fee and a performance fee together with reimbursement of reasonable expenses incurred by it in the performance of its duties. Total investment management fees for the period amounted to USD 42,808. Further details are disclosed in note 15.

During the period, the Investment Manager received a reimbursement amount of USD 103,414 comprising: issue costs amounting to USD 50,222; organisation costs amounting to USD 51,425; and other expenses of USD 1,767.

15. FEES AND EXPENSES

Management fee

The management fee is payable monthly in arrears and is at the rate of 1/12 of 1.0 percent. per month of Net Asset Value (the "Management Fee"). For the period from Admission until the date on which 80 percent. of the Net Proceeds have been invested or committed for investment, directly or indirectly, in Debt Instruments or Direct Lending Company Equity, the value attributable to any assets of the Group other than Debt Instruments or in investments in Direct Lending Company Equity held for investment purposes (including any cash) will be excluded from the calculation of Net Asset Value for the purposes of determining the Management Fee.

The Investment Manager may charge a fee based on a percentage of Gross Assets (such percentage not to exceed 1.0 percent. and provided that the aggregate Management Fee payable by the Group shall not exceed an amount equal to 1.0 percent. of the Gross Assets of the Company or its group in aggregate (as applicable)) to any entity which is within the Company's group (including the Company), provided that such entity employs leverage for the purpose of its investment policy or strategy.

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

15. FEES AND EXPENSES - (CONTINUED)

Performance fee

The Investment Manager is also entitled to a performance fee calculated by reference to the movements in the Adjusted Net Asset Value since the end of the Calculation Period (as defined below) in respect of which a performance fee was last earned or Admission if no performance fee has yet been earned (the Adjusted Net Asset Value at such earlier date being the "High Water Mark").

The performance fee will be a sum equal to 10 percent. of the amount by which the Adjusted Net Asset Value at the end of a Calculation Period exceeds the High Water Mark.

The performance fee will be calculated in respect of each twelve month period starting on 1st January and ending on 31st December in each calendar year (a "Calculation Period"), save that the first Calculation Period was the period commencing on Admission and ending on 31st December 2015 and the last Calculation Period shall end on the date that the Investment Management Agreement is terminated or, where the Investment Management Agreement has not previously been terminated, the Business Day prior to the date on which the Company enters into liquidation, and provided further that if at the end of what would otherwise be a Calculation Period no performance fee has been earned in respect of that period, the Calculation Period shall carry on for the next 12 month period and shall be deemed to be the same Calculation Period and this process shall continue until a performance fee is next earned at the end of the relevant period.

No performance fee was accrued during the period ended 30th June 2015.

16. FINANCIAL RISK MANAGEMENT

Financial risk factors

The Group has an established risk management process to identify the principal risks that it faces as a business. The risk management process relies on the Investment Manager and the Board of Directors' assessment of the risk likelihood and impact and also developing and monitoring appropriate controls. The table below sets out the key financial risks and examples of relevant controls and mitigating factors. The Board considers these to be the most significant risks faced by the Group that may impact the achievement of the Group's investment objectives. They do not comprise all of the risks associated with the Group's strategy and are not set out in priority order.

Currency risk

The risk that exchange rate volatility may have an adverse impact to the Group's financial position and results.

Key controls and mitigating factors

Significant amounts of the Group's financial assets and liabilities are denominated in US Dollars which is also the reporting currency. Consequently, the Directors believe that there is no material net currency risk to the Group therefore no sensitivity analysis has been presented.

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

16. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Currency risk - (continued)

As a UK incorporated entity, the Company's exposure to currency risk is attributable mainly to its liabilities denominated in GBP. The Company may bear a level of currency risk that could otherwise be hedged where the Investment Manager considers that bearing such risks is limited and will not result to a significant increase in the Group's liquidity risk. As of 30th June 2015, the Group had not entered into any hedging arrangements.

Funding and liquidity risk

The risk of being unable to continue to fund the Group's lending operation on an ongoing basis.

Key controls and mitigating factors

The Group finances its operations mainly from the IPO proceeds. There are no redemption rights for the shareholders since the Company is closed-ended. As of 30th June 2015, the Group's cash and cash equivalents amounted to USD 160,297,886.

In managing the Group's financial assets, the Investment Manager ensures that the Group holds at all times a portfolio of assets to enable the Group to discharge its payment obligations.

Maturity of financial assets and liabilities

The maturity profile of the Group's financial assets and liabilities is as follows:

| | <u>30th Jun 15</u> Financial Assets | <u>30th Jun 15</u> Financial Liabilities |
|--|---|--|
| Within one year | 165,595,925 | 422,575 |
| In more than one year but not more than five years | 39,443,645 | - |
| In more than five years | - | - |
| | <u> </u> | <u> </u> |
| USD | <u>205,039,570</u> | USD <u>422,575</u> |

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

16. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Interest rate risk

The Group is exposed to interest rate risk due to fluctuations in the prevailing market rates.

Key controls and mitigating factors

In the event that interest rate movements lower the level of income receivable on loan portfolios or cash deposits the dividend required to be paid by the Company to the shareholders will also be reduced.

Interest rate risk is analysed by the Investment Manager on a monthly basis and is communicated and monitored by the Board on a quarterly basis. The Group may also invest in other investment funds that employ leverage with the aim of enhancing returns to investors.

The interest rate profile of the Group's financial assets is as follows:

30th Jun 15

| <i>Lending Platform</i> | <i>Interest charging basis</i> | <i>Weighted average interest rate</i> | <i>Amount</i> |
|-------------------------|--------------------------------|---------------------------------------|-----------------------|
| FreedomPlus | Fixed | 17.24% | 5,142,740 |
| IFG | Fixed | 14.40% | 939,318 |
| Blue Bridge | Fixed | 14.00% | 2,372,813 |
| Biz2Credit | Fixed | 14.00% | 5,558,846 |
| Princeton | Class A Shares Return | 2.33% | 10,123,750 |
| Sharestates | Fixed | 12.00% | 13,854,044 |
| Peerform | Fixed | 23.00% | 1,107,844 |
| AmeriMerchant | Fixed | 21.90% | 344,290 |
| | | | <u>39,443,645</u> |
| | | | USD <u>39,443,645</u> |

IFRS 7 requires disclosure of "a sensitivity analysis for each type of market risk to which the entity is exposed at the reporting date, showing how profit or loss and equity would have been affected by changes in the relevant risk variable that were reasonably possible at that date."

The sensitivity to a reasonably possible 50 bps decrease/increase in the interest rates, with all other variables held constant, would have decreased/increased the Group's profit before tax by USD 7,863. These changes are considered by the Directors to be reasonable given the observation of prevailing market conditions in the period.

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

16. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Credit and counterparty risk

Credit risk is the risk of financial loss to the Group if the borrower fails to meet its contractual obligations. The carrying amounts of financial assets best represent the maximum credit risk exposure at the reporting date.

Key controls and mitigating factors

The Group and its Investment Manager seek to mitigate credit risk by actively monitoring the Group's loan direct lending platform portfolio and the underlying credit quality of the borrowers. The Group's investment strategy allows the Group to potentially reduce risk through investment diversification while also potentially achieving higher returns by investing in the best performing direct lending asset classes.

The maximum exposure to credit risk as at 30th June 2015, expressed as the gross principal amount of the loans outstanding rather than the carrying value of such loans, without taking into account any collateral held or other credit enhancements was as follows:

| | <u>30th Jun 15</u> |
|---------------------------|------------------------|
| Loan principal amount | 29,246,403 |
| Receivables | 5,096,889 |
| Accrued interest | 103,668 |
| Cash and cash equivalents | 160,297,886 |
| | <u>USD 194,744,846</u> |

The majority amount of the Group's cash and cash equivalents is with Bank of America, N.A. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. Bank of America, N.A. has a long-term deposit credit rating of A from Standard & Poor's and Merrill Lynch, Pierce, Fenner & Smith Incorporated has a long-term senior credit rating of A from Standard & Poor's. Given this rating, the Directors do not expect this counterparty to fail to meet its obligations.

The risks faced by the Group are not expected to change materially in the next 6 months.

Fair value hierarchy

The fair values of the financial assets held at fair value through profit and loss are derived from a valuation model generated by the Fund's General Partner.

The fair values of cash and cash equivalents, funds receivable from/payable to direct lending platforms, trade and other liabilities are estimated to be approximately equal to their carrying values due to their short-term nature.

IFRS 13 "Fair Value Measurement" ("IFRS 13") defines a fair value hierarchy that prioritises the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of fair value hierarchy under IFRS 13 are as follows:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets and liabilities at the valuation date;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the assets or liability either directly (as prices) or indirectly (derived from prices), including inputs from markets that are not considered to be active; and

Level 3: Inputs that are not based upon observable market data.

RANGER DIRECT LENDING FUND PLC

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS - (CONTINUED)

FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO 30TH JUNE 2015

16. FINANCIAL RISK MANAGEMENT - (CONTINUED)

Fair value hierarchy - (continued)

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. The main input parameters for this model are the default rate (the value rises when the default rate is lower, and decreases when the default rate is higher), the interest rate (the value rises when the interest rate is higher, and drops when the interest rate is lower), and the discount rate (the value rises when the discount rate is lower, and drops when discount rate is higher). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

However, the determination of what constitutes "observable" requires significant judgement by the Directors. The Directors consider observable data to be market data which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, provided by multiple independent sources that are actively involved in the relevant market.

The categorisation of a financial instrument within the hierarchy is based upon the pricing transparency of the financial instruments and does not necessarily correspond to the Group's perceived risk inherent in such financial instruments.

The following tables include the fair value hierarchy of the Group's financial assets and liabilities:

| 30th Jun 15 | Level 1 | Level 2 | Level 3 | Total |
|-----------------------|---------|---------|----------------|------------|
| Financial assets | - | - | 10,123,750 USD | 10,123,750 |
| Financial liabilities | - | - | - USD | - |

There were no transfers between Levels during the period.

17. OPERATING SEGMENTS

Geographical information

All the Group's revenues are currently generated from United States of America.

Non-current assets

The Group does not have non-current assets other than the Loans held at amortised cost and financial assets at fair value through profit or loss.

18. CAPITAL MANAGEMENT

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the Company. The Company's capital is represented by the ordinary shares, share premium account and retained earnings. The capital of the Company is managed in accordance with its investment policy, in pursuit of its investment objectives.

The Company is not subject to externally imposed capital requirements.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS -
(CONTINUED)**

**FOR THE PERIOD FROM DATE OF INCORPORATION ON 25TH MARCH 2015 TO
30TH JUNE 2015**

19. COMMITMENTS

As at 30th June 2015, the Group had no outstanding commitment.

20. SUBSEQUENT EVENTS

Since the end of the financial period, permission for the Company's share premium account to be cancelled was confirmed by court order on 1st July 2015.