# Investing in Private Equity





Dunedin Enterprise Investment Trust PLC specialises in the provision of private equity finance. Private equity is medium to long term finance provided in return for an equity stake in established, potentially high growth, private companies.

The Company's investment objective is to conduct an orderly realisation of its assets, to be effected in a manner that seeks to achieve a balance between maximising the value of the Company's investments and progressively returning cash to shareholders.

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# **Financial Highlights**

Net asset value per share at 30 June 2017: 515.0p (503.3p at 31/12/16), after 17.5p dividend

Share price at 30 June 2017: 350.5p (306p at 31/12/16)

Net asset value total return: 5.9% in the six months to 30 June 2017

Realisations: £12.5m in the half year

Realisation of Blackrock in August 2017

New investments of £8.5m in the half year

Dividend of 17.5p per share paid on 18 May 2017

# **Comparative Total Return Performance**

Periods to 30 June 2017	Net Asset value (per share)*	Share price	FTSE Small Cap (ex Inv Cos) Index
Six months	5.9%	20.1%	8.8%
One year	12.0%	18.6%	28.4%
Three years	9.9%	-7.3%	34.1%
Five years	2.4%	27.9%	132.9%
Ten years	23.1%	3.9%	71.6%

<sup>\*</sup> taken from 30 April for ten years

# **Chairman's Statement**

In the half year to 30 June 2017 your Company's net asset value per share increased from 503.3p to 515.0p. After allowing for a final dividend of 17.5p paid in May 2017, the total return to shareholders was 5.9% (in terms of net asset value).

Following the half year end, on 4 August 2017 we announced the successful realisation of Blackrock, the provider of independent expert witnesses to dispute and litigation resolution in the construction sector. Total proceeds from the sale amounted to £12.8m which, including distributions received in the half year, represents an uplift of £2.9m over the valuation of £10.0m at 31 December 2016. The original cost of the investment was £4.9m and, over its life, a total of £13.9m has been received by Dunedin Enterprise, representing a 2.8 times return and an IRR of 60%.

The share price of 350.5p at 30 June 2017 represents a discount of 31.9% to the net asset value of 515.0p per share.

### **Portfolio**

In the half year there were three realisations and one new investment.

An investment of £7.3m was made in Forensic Risk Alliance, an international consultancy business which provides forensic accounting, data analytics and e-discovery expertise to help businesses manage risk in an increasingly regulated global environment.

We successfully realised our investment in Steeper, a world leading manufacturer and supplier of prosthetic limbs, in February 2017. Total proceeds received over the life of the investment amounted to £10.4m. The overall return to Dunedin Enterprise from the investment was 1.9 times the original investment of £5.6m.

There were two realisations achieved from within the European funds. Realza realised GTT, the provider of tax management services to local public entities in Spain, generating £3.6m and a return of 3.2 times original cost. A further £0.8m was received from Innova/5 being the balance of proceeds from the sale of Wirtualna Polska, the internet portal business. Overall this business generated a return of 2.7 times original cost.

The trading performance of our portfolio companies has generally improved in the half year. Unrealised value increases of £9.0m were partially offset by value decreases of £2.1m. Valuation uplifts were achieved at Blackrock, Alpha, Kee Safety and Kingsbridge. In the case of Blackrock the valuation at 30 June 2017 reflects the proceeds received in August. The valuation of the other businesses has benefitted from a combination of good organic growth and additional earnings delivered from acquisitions.

The most significant valuation reductions in the half year to 30 June 2017 were at Formaplex and CitySprint. Further details are provided in the Manager's Review.

# **Commitments & Liquidity**

The Company had outstanding commitments to limited partnership funds of £28.5m at 30 June 2017. This consisted of £26.3m to Dunedin managed funds and £2.2m to the European funds. However, assuming these funds are held to maturity, it is estimated that only some £13m of this total outstanding commitment will be drawn over the remaining life of the funds.

During the half year the limited partners of Dunedin Buyout Fund III voted to extend its investment period by six months to May 2018. The outstanding commitment to that fund at 30 June 2016 was £19.3m.

The majority of the Company's assets are held by way of limited partnership interests in Dunedin's funds, one of which is still actively investing. Consequently, while it remains a limited partner, the Company is obliged, as are other investors in those funds, to follow its commitment by funding future capital calls made by that fund.

Following the realisation of Blackrock, the Company holds cash and cash equivalents of £16.4m. In light of the remaining outstanding commitments to limited partnership funds noted above it is not the current intention of the Board to make a capital distribution to shareholders until there are further realisations from the portfolio.

The Company has a revolving credit facility with Lloyds Bank of £20m which was undrawn at 30 June 2017 and is available until 31 May 2018. The Board will keep under review the requirement to retain a credit facility depending upon the timing of further realisations from the portfolio.

# **Dividends**

A final dividend of 17.5p per share was paid to shareholders in May 2017 amounting to £3.6m.

# Outlook

The Board remains committed to maximising shareholder value through an orderly wind-down process. We shall continue to pursue this either by judicious and timely sales of our fund interests on the secondary market or by continuing to hold these interests if this is likely to provide better returns to shareholders.

We are encouraged that the pricing of realisations of quality businesses and fund interests remains buoyant, and by the general improvement in the trading performance of a number of our portfolio companies.

# **Duncan Budge**

30 August 2017

# **Manager's Review**

# Results for the six months to 30 June 2017

In the six months to 30 June 2017, Dunedin Enterprise's net asset value per share total return was 5.9%, after taking account of dividends paid. This compares with an increase in the FTSE Small Cap Index (ex Inv. Cos) over the same period of 8.8%.

In the six months to 30 June 2017 Dunedin Enterprise invested a total of £8.5m and realised £12.5m from investments.

# Net asset and cash movements in the half year to 30 June 2017

The movement in net asset value is summarised in the table below:-

Net asset value at 31 December 2016 103.9
Unrealised value increases 9.0
Unrealised value decreases (2.1)
Realised loss over opening valuation\* (3.1)
Dividends paid to shareholders (3.6)
Other movements 2.2

Net asset value at 30 June 2017 106.3

Cash movements in the half year to 30 June 2017 can be summarised as follows:-

	£'m
Cash & near cash balances at	
31 December 2016	1.1
Investments made (including AAA rated	
money market funds)	(19.1)
Investments realised (including AAA rated	
money market funds)	24.1
Dividends paid to shareholders	(3.6)
Operating activities	1.4
Cash & near cash balances at 30 June 2017	3.9

excludes income receipts from the sale of Steeper amounting to £2.7m and includes drawdowns totalling £0.8m made in the half year by Dunedin managed funds for management fees and operating expenses

# Portfolio composition and movements

Dunedin Enterprise holds investments in unquoted companies through:-

- Dunedin managed funds (including direct investments), and
- · Third party managed funds.

The portfolio movements can be analysed as shown in the table below:-

	Valuation at 31-12-16 £'m	Additions in half year £'m	Disposals in half year £'m	Realised movement* £'m	Unrealised movement £'m	Valuation at 30-6-17 £'m
Dunedin managed	81.5	8.2	(7.9)	(3.4)	6.1	84.5
Third party managed	22.3	0.3	(4.6)	0.3	8.0	19.1
Investment portfolio	103.8	8.5	(12.5)	(3.1)	6.9	103.6
AAA rated money market funds	1.0	10.6	(11.6)	_	_	_
Total	104.8	19.1	(24.1)	(3.1)	6.9	103.6

excludes income receipts from the sale of Steeper amounting to £2.7m and includes drawdowns totalling £0.8m made in the half year by Dunedin managed funds for management fees and operating expenses

# **New investment activity**

In March 2017, the Company made an investment of £7.3m through Dunedin Buyout Fund III in Forensic Risk Alliance ("FRA"). FRA is an international consultancy business that provides forensic accounting, data analytics and e-discovery expertise to help businesses manage risk in an increasingly regulated global

environment. FRA works on some of the largest and most complex regulatory investigations globally. Its clients are typically blue-chip multi-national corporates seeking advice to help navigate regulatory scrutiny, effect compliant cross border data transfer and manage risk.

A further £1.2m was drawn down by Dunedin and third party managed funds to meet management fees and ongoing expenses.

### Realisations

In February 2017, Steeper, the leading supplier of rehabilitation services including prosthetic, orthotic and electronic assistive devices and services, was realised. Total proceeds from the investment amounted to capital of  $\Sigma$ 7.7m and income of  $\Sigma$ 2.7m. The overall return to Dunedin Enterprise was 1.9 times the original investment of  $\Sigma$ 5.6m.

One of the two European funds, Realza, realised  $\mathfrak L3.6m$  during the half year from the sale of GTT, the provider of tax management services to local public entities in Spain. Overall this investment has generated a return of 3.2 times original cost. A further  $\mathfrak L0.8m$  was received from Innova/5 being the balance of proceeds from the sale of Wirtualna Polska, the internet portal business. Overall this investment has generated a return of 2.7 times original cost.

On 4 August 2017, Blackrock, the provider of independent expert witnesses for large construction projects, was realised. Total proceeds from the sale amounted to £12.8m and, when taken together with capital and income received in the half year of £0.1m, the total of £12.9m represents an uplift of £2.9m when compared to the valuation of £10.0m at 31 December 2016. The original cost of the investment was £4.9m and over the life of the investment a total of £13.9m was received by Dunedin Enterprise representing a 2.8 times return and an IRR of 60%.

### Unrealised movements in valuations

Unrealised movements in portfolio company valuations in the half year amounted to an increase of £9.0m. There were valuation uplifts at Blackrock (£2.9m), Alpha (£1.9m), Kee Safety (£1.8m), and Kingsbridge (£1.1m).

Blackrock has been valued at the proceeds received in August 2017 as noted above. This has generated an uplift of £2.9m when compared to the valuation at 31 December 2016.

Alpha, the provider of specialist consultancy services to asset and wealth managers and their third party adminstrators, has shown strong organic growth with several blue-chip client wins in the half year. This has led to an 18% increase in maintainable EBITDA and enabled Alpha to be valued above cost. The pipeline of opportunities in all key business locations has strengthened significantly during the half year.

Kee Safety, the provider of collective fall protection systems, has grown during the half year both through organic growth and an ongoing programme of acquisitions leading to an 18% increase in maintainable EBITDA. There have now been twelve acquisitions made by Kee Safety since the buyout in November 2013 with a recent large acquisition bedding in well within the group. The order book at Kee Safety is strong.

Kingsbridge, the provider of insurance services to contractors, freelancers and independent professionals, has also performed strongly in the half year with an increase in maintainable EBITDA of 24%. New business and renewals targets have both been met during the half year.

There were also increases in valuation of the two European funds of £0.8m stated after operating costs of £0.2m.

There were reductions in value of Formaplex (£1.1m) and CitySprint (£0.7m).

The maintainable EBITDA of Formaplex, the designer and manufacturer of injection-moulded tooling, composite tooling and lightweight components for the automotive industry, has reduced by 14% in the half year. Formaplex has been impacted by higher costs related to the move to the new Voyager Park facility, higher than budgeted sub-contract costs and a delay to contracts with a major customer.

CitySprint, the same-day courier which was largely realised in 2016, has experienced a softening in the market with a negative economic outlook being driven by uncertainty around Britain's exit from the European Union and increased competition from other providers. The maintainable EBITDA of CitySprint has decreased by 4% in the half year.

The average earnings multiple applied to the valuation of the Dunedin managed portfolio was 8.5x EBITDA (31 December 2016: 8.6x) or 10.0x EBITA (31 December 2016: 10.2x). These multiples are applied to the maintainable earnings of portfolio companies. Within the Dunedin managed portfolio, the weighted average gearing of the companies was 3.3x EBITDA (31 December 2016: 3.3x) or 3.9x EBITA (31 December 2016: 3.8x).

The portfolio continues to be valued in accordance with the International Private Equity Venture Capital valuation guidelines (www.privateequityvaluation.com).

### **Dunedin LLP**

30 August 2017

# **Ten Largest Investments**

(both held directly and via Dunedin managed funds) by value at 30 June 2017

Company name	Approx. percentage of equity %	Cost of investment £'000	Directors valuation £'000	Percentage of net assets %
Blackrock	7.8	4,087	12,672	11.9
Kee Safety	7.2	5,151	11,628	10.9
Hawksford	17.8	5,637	10,502	9.9
Weldex	15.1	9,505	9,611	9.0
Innova/5*	3.9	9,595	9,364	8.8
Realza*	8.9	8,740	9,319	8.8
Alpha	11.5	8,066	9,007	8.5
FRA	6.5	7,309	7,309	6.9
CitySprint	5.2	7,308	7,308	6.9
Kingsbridge	12.7	4,114	5,471	5.1
		69,512	92,191	86.7

European fund investments

# Top ten investments (held via funds and direct investments)



Percentage of equity held 7.8%

Cost of Investment £4.1m

Directors' valuation £12.7m

Percentage of net assets 11.9%

### Blackrock

Blackrock is a professional services firm that provides independent expert witness and construction consulting services for large, international construction and engineering projects. Blackrock serves a growing global construction market and cases of litigation are increasing within the sector. Blackrock has significant sales in Europe, the Middle East, Asia, South America and Africa. In recognition of its outstanding growth in overseas sales, Blackrock PM received The Queen's Award for Enterprise in the "International Trade Category" in 2017 and was also ranked at No 36 in the eighth annual Sunday Times HSBC International Track 200 this year. Since Dunedin's investment in March 2015, Blackrock has grown by almost 300%. Blackrock was realised on 4 August 2017.



Percentage of equity held 7.2%

Cost of Investment £5.2m

Directors' valuation £11.6m

Percentage of net assets 10.9%

# **Kee Safety**

Kee Safety is a global market leading provider of collective fall protection safety systems and solutions. Its operations are spread across the UK, USA, Canada, Europe, Middle East and Far East and it has sales in more than 60 countries. Since Dunedin's investment the business has made eleven acquisitions, all of which have been successfully integrated and which have helped to build out Kee Safety's international footprint. Its core patent protected product range includes modular barrier systems, guardrails, access platforms, safety gates and specialist fixings. The business has multiple routes to market through an international direct sales force, direct to OEM, online and through the distributor channel. Kee Safety's customers range from multi-national corporations to major contractors. distributors and installers.

# Hawksford

Percentage of equity held 17.8%

Cost of Investment £5.6m

Directors' valuation £10.5m

Percentage of net assets 9.9%

# Hawksford

Hawksford is a leading international provider of corporate, private client and funds services. The business offers a comprehensive range of services to, and solutions for trusts, companies, foundations, partnerships, family offices and investment funds.

To date Hawksford has completed five major acquisitions in Jersey, the Middle East and the Far East and further extended the company's global reach in the Far East by opening an office in Hong Kong in 2015. These acquisitions have further enhanced Hawksford's market leading-position through additional high quality people and clients. The focus of the business remains on providing excellent service and increasing client choice by growing the international footprint.

9.0%

# **WELDEX**

Percentage of equity held 15.1%

Cost of Investment £9.5m

Directors' valuation £9.6m

Percentage of net assets

### Weldex

Weldex was established in 1979 and has grown into the UK's largest crawler crane hire company. The company employs over 100 staff and operates nationwide and overseas from its headquarters in Inverness and its depot at Alfreton. The company provides its customers with an established team of fully accredited operators, site managers and service engineers and also supplies associated lifting equipment including wheeled cranes, forklifts, lorry loaders and trailers.

Weldex serves the offshore wind, oil & gas, commercial construction and infrastructure markets. Its cranes, including two of the largest in the UK, have been used in a number of significant construction projects including Heathrow Terminal 5, the iconic arch at the new Wembley Stadium, the 2012 Olympic site and Crossrail. More recent projects include erecting a Mitsubishi wind turbine at the offshore test facility at Hunterston, North Ayrshire and refurbishing the blast furnace at the Tata steel works in Scunthorpe.



Percentage of equity held 3.9%

Cost of Investment £9.6m

Directors' valuation £9.4m

Percentage of net assets 8.8%

# Innova/5

Innova/5 is €380.8m private equity fund based in Warsaw which makes investments in Central Eastern Europe. Dunedin Enterprise's investment is held via Dunedin Fund of Funds LP.

The fund invests in mid-market buyouts in businesses with an enterprise value of between €50m and €125m. Its investment focus is Financial Services; Technology, Media, & Telecommunications (TMT); Business Services; Construction; Energy; and Industrial & Automotive.

# realza

Percentage of equity held 8.9%

Cost of Investment £8.7m

Directors' valuation £9.3m

Percentage of net assets 8.8%

# Realza Capital

Realza Capital is a Spanish private equity fund making investments in Spain and Portugal. The fund is limited to investing 15% of commitments in Portugal. Dunedin Enterprise's investment is held via Dunedin Fund of Funds LP.

The fund invests in companies with leading market positions and attractive growth prospects either through organic growth or through merger & acquisition activity. Realza seeks to invest in companies with an enterprise value normally ranging from €20m to €100m. The fund's typical equity investment ranges from €10m to €25m.



Percentage of equity held 11.5%

Cost of Investment £8.1m

Directors' valuation £9.0m

Percentage of net assets 8.5%

# **Alpha**

Alpha is a market leading provider of specialist consultancy services to blue chip asset managers and their third-party administrators internationally. It has a strong niche with a breadth of high quality consultants regarded as subject matter experts by their clients. Consultants undertake projects that either provide subject matter expertise, process expertise or team capacity for complex projects or initiatives. Alpha serves an increasingly complex asset management industry that is facing the combined challenge of regulatory, cost and operational pressures.

Alpha has over 200 consultants deployed across seven major financial centres (London, Paris, New York, Boston, Singapore, The Hague & Luxembourg), working on behalf of more than 130 top asset and wealth management clients. Alpha currently advises three quarters of the top 50 global asset managers.

# **FRA**

Percentage of equity held	6.5%
Cost of Investment	£7.3m
Directors' valuation	£7.3m
Percentage of net assets	6.9%

### FRA

FRA is an international consultancy business that provides forensic accounting, data analytics and e-discovery expertise to help businesses respond to major regulatory investigations in an increasingly regulated global environment.

FRA works on some of the largest and most complex regulatory investigations globally. Its clients are typically blue-chip multinational corporates seeking advice to help navigate regulatory scrutiny, effect compliant cross border data transfer and manage risk. It has offices in London, Providence (Rhode Island), Paris and Washington DC. It also runs data centres near each office location as well as in Montreal and Zurich.



Percentage of equity held	5.2%
Cost of Investment	£7.3m
Directors' valuation	£7.3m
Percentage of net assets	6.9%

# CitySprint

CitySprint is the UK's largest national time-critical and same day distribution network. It benefits from an asset-light business model with over 3,000 self-employed couriers, making the business both highly flexible and scalable. It operates from 40 service centres in the UK and handles over ten million critical same day deliveries a year.

CitySprint offers a range of services including SameDay Courier, UK Overnight and International courier services, as well as more complex logistics services. It services a number of different sectors, including healthcare, online retail fulfilment and parts fulfilment such as outsourced supply chain services for engineering and servicing companies. During the period of Dunedin's investment, CitySprint has completed 29 acquisitions. CitySprint now has the UK's largest same day healthcare courier network.

# **KINGSBRIDGE**

# Percentage of equity held 12.7% Cost of Investment £4.1m Directors' valuation £5.5m Percentage of net assets 5.1%

# Kingsbridge

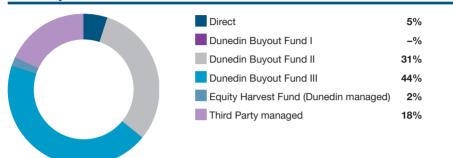
Kingsbridge is a market leading FCA regulated specialist insurance intermediary which operates through two core divisions; a contractor insurance division Kingsbridge Contractor Insurance "KCI" and a corporate brokerage division Kingsbridge Insurance Brokers ("KIB").

Working alongside its strong partner network, Kingsbridge covers the broadest range of industry sectors in its market, including aerospace, banking and finance, rail, automotive, nuclear, oil and gas and information technology.

Kingsbridge is forecast to continue to grow the market as insurance becomes more of a standard requirement for both contractors and corporates alike. This growth will come through expansion into new occupations and through the introduction of new products that are tailored for the contractor market.

# **Overview of Portfolio**

# **Fund Analysis**



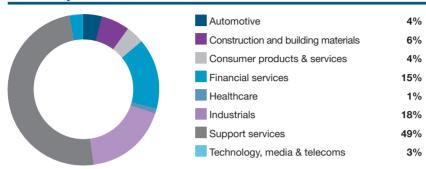
# **Geographic Location**



# **Valuation Method**



# **Sector Analysis**



# Year of Investment



# **Income Statement (unaudited)**

for the six months ended 30 June 2017

		Six months ende	ed 30 June 2017
	Revenue	Capital	Total
	£'000	£'000	£'000
Investment income	2,687	_	2,687
Gain/(loss) on investments	-	3,858	3,858
Total Income	2,687	3,858	6,545
Expenses			
Investment management fees	(15)	(44)	(59)
Other expenses	(230)	(47)	(277)
Profit/(loss) before finance costs and tax	2,442	3,767	6,209
Finance costs	(47)	(141)	(188)
Profit/(loss) before tax	2,395	3,626	6,021
Taxation	(167)	167	_
Profit/(loss) for the period	2,228	3,793	6,021
Earnings per ordinary share (basic & diluted)	10.8p	18.4p	29.2p

The Total column of this statement represents the Income Statement of the Company, prepared in accordance with International Financial Reporting Standards as adopted by the EU. The supplementary revenue and capital columns are both prepared under guidance published by the Association of Investment Companies.

All income is attributable to the equity shareholders of Dunedin Enterprise Investment Trust PLC.

	Six months ende	Re-stated d 30 June 2016		Year ended 31 D	ecember 2016
Revenue £'000	Capital £'000	Total £'000	Revenue £'000	Capital £'000	Total £'000
3,647 -	- (5,854)	3,647 (5,854)	8,126 -	– (4,115)	8,126 (4,115)
3,647	(5,854)	(2,207)	8,126	(4,115)	4,011
(17) (338)	(50) -	(67) (338)	(30) (604)	(91) -	(121) (604)
3,292 (79)	(5,904) (238)	(2,612) (317)	7,492 (127)	(4,206) (382)	3,286 (509)
3,213 (527)	(6,142) 527	(2,929)	7,365 (449)	(4,588) 449	2,777
2,686	(5,615)	(2,929)	6,916	(4,139)	2,777
13.0p	(27.2)p	(14.2)p	33.5p	(20.0)p	13.5p

# Statement of Changes in Equity (unaudited) for the six months ended 30 June 2017

Six months ended 30 June 2017			
	Share capital £'000	Capital redemption reserve £'000	
At 31 December 2016 Profit/(loss) for the period Dividends paid	5,161 - -	2,765 - -	
At 30 June 2017	5,161	2,765	
Six months ended 30 June 2016	Share capital £'000	Capital redemption reserve £'000	
At 31 December 2015 Profit/(loss) for the period Dividends paid	5,161 - -	2,765 - -	
At 30 June 2016	5,161	2,765	
Year ended 31 December 2016	Share capital £'000	Capital redemption reserve £'000	
At 31 December 2015 Profit/(loss) for the year Dividends paid	5,161 - -	2,765 - -	
At 31 December 2016	5,161	2,765	

	Total		Special	Capital	Capital
Total	retained	Revenue	distributable	reserve -	reserve -
equity	earnings	account	reserve	unrealised	realised
£,000	£'000	£'000	€,000	£,000	£,000
103,901	95,975	8,751	47,600	(9,580)	49,204
6,021	6,021	2,228	_	(679)	4,472
(3,613)	(3,613)	(3,613)	-	-	-
106,309	98,383	7,366	47,600	(10,259)	53,676
	Total		Special	Capital	Capital
Total	retained	Revenue	distributable	reserve -	reserve -
equity	earnings	account	reserve	unrealised	realised
£'000	£'000	£'000	£'000	£'000	£'000
104,427	96,501	5,138	47,600	5,271	38,492
(2,929)	(2,929)	2,686	_	(17,692)	12,077
(3,303)	(3,303)	(3,303)	_	-	-
98,195	90,269	4,521	47,600	(12,421)	50,569
	Total		Special	Capital	Capital
Total	retained	Revenue	distributable	reserve –	reserve -
equity	earnings	account	reserve	unrealised	realised
£'000	£'000	£'000	£'000	£'000	£'000
104,427	96,501	5,138	47,600	5,271	38,492
2,777	2,777	6,916	-	(14,851)	10,712
(3,303)	(3,303)	(3,303)	-	-	-
103,901	95,975	8,751	47,600	(9,580)	49,204

# **Balance Sheet (unaudited)**As at 30 June 2017

		Re-stated	
	30 June 2017	30 June 2016	31 December 2016
	£'000	£'000	£'000
Non-current assets			
	400 604	100,675	104,816
Investments held at fair value through profit or loss	103,621	100,075	104,610
Current assets			
Other receivables	66	117	105
Cash and cash equivalents	3,904	494	90
	3,970	611	195
Total assets	107,591	101,286	105,011
Current liabilities			
Other liabilities	(1,282)	(2,091)	(1,110
Loan facility	_	(1,000)	_
Net assets	106,309	98,195	103,901
Equity attributable to equity holders			
Share capital	5,161	5,161	5,161
Capital redemption reserve	2,765	2,765	2,765
Capital reserve – realised	53,676	50,569	49,204
Capital reserve – unrealised	(10,259)	(12,421)	(9,580
Special distributable reserve	47,600	47,600	47,600
Revenue reserve	7,366	4,521	8,751
Total equity	106,309	98,195	103,901
Net asset value per ordinary share (basic and diluted)	515.0p	475.7p	503.3p

		Re-stated	
	30 June	30 June	31 December
	2017	2016	2016
	£'000	€'000	£'000
Operating activities			
Profit/(loss)	6,021	(2,929)	2,777
Adjustments for:			
(Gain)/loss on investments	(3,858)	5,854	4,115
Interest paid	188	317	509
Decrease in debtors	39	50	62
Increase in creditors	171	1,107	126
Net cash from operating activities	2,561	4,399	7,589
Cash flows from investing activities			
Purchase of investments	(8,223)	(19,619)	(22,392)
Drawdown from subsidiary	(291)	(2,130)	(2,777)
Purchase of 'AAA' rated money market funds	(10,604)	(5,002)	(6,003)
Sale of investments	7,960	23,459	25,165
Distribution from subsidiary	4,606	1,194	1,504
Sale of 'AAA' rated money market funds	11,606	5,000	5,000
Net cash used in investing activities	5,054	2,902	497
Cash flows from financing activities			
Dividends paid	(3,613)	(3,303)	(3,303)
Interest paid	(188)	(317)	(509)
Repayment of loan facility	-	(3,700)	(4,700)
Net cash used in financing activities	(3,801)	(7,320)	(8,512)
Net increase/(decrease) in cash and cash equivalents	3,814	(19)	(426)
Cash and cash equivalents at the start of period	90	511	511
Effect of exchange rate fluctuations on cash held	-	2	5
Cash and cash equivalents at the end of period	3,904	494	90

# **Responsibility statement of the Directors**

in respect of the half-yearly financial report

We confirm that to the best of our knowledge:

- the condensed set of financial statements has been prepared in accordance with IAS 34 Interim Financial Reporting as adopted by the EU
- the interim management report includes a fair review of the information required by:
  - (a) DTR 4.2.7R of the Disclosure Guidance and Transparency Rules, being an indication of important events that have occurred during the first six months of the financial year and their impact on the condensed set of financial statements; and a description of the principal risks and uncertainties for the remaining six months of the year; and
  - (b) DTR 4.2.8R of the Disclosure Guidance and Transparency Rules, being related party transactions that have taken place in the first six months of the current financial year and that have materially affected the financial position or performance of the entity during that period; and any changes in the related party transactions described in the last annual report that could do so.

By Order of the Board **Duncan Budge** Chairman 30 August 2017

# **Notes to the Accounts**

# 1. Unaudited Interim Report

The comparative financial information contained in this report for the year ended 31 December 2016 does not constitute the Company's statutory accounts but is derived from those accounts. Statutory accounts for the year ended 31 December 2016 have been delivered to the Registrar of Companies. The auditor has reported on those accounts; their report was (i) unqualified, (ii) did not include a reference to any matters to which the auditor drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

The financial statements for the six months ended 30 June 2016 and 30 June 2017 have not been audited.

# 2. Basis of Preparation

These condensed set of financial statements for the six months ended 30 June 2017 have been prepared in accordance with the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority (FCA) and IAS 34 Interim Financial Reporting as adopted by the European Union (EU). They do not include all the information required by International Financial Reporting Standards (IFRS) in full annual financial statements and should be read in conjunction with the Annual Report and Accounts for the year ended 31 December 2016.

The Association of Investment Companies ('AIC') issued a revised Statement of Recommended Practice for the Financial Statements of Investment Trust Companies and Venture Capital Trusts in November 2014 ('SORP') applicable to accounting periods commencing on or after 1 January 2015. Where presentational guidance set out in the SORP is consistent with the requirements of IFRS, the Directors have sought to prepare the financial statements on a basis compliant with the recommendations of the SORP.

In May 2016 shareholders approved a change in the investment policy of the Company. The Company's new investment objective is to conduct an orderly realisation of its relatively illiquid assets, to be effected in a manner that seeks to achieve a balance between maximising the value of its assets and progressively returning cash to shareholders. As it is likely this process, which is expected to have a duration of several years, will ultimately lead to the liquidation of the Company, these financial statements have not been prepared on a going concern basis. No adjustments were necessary to the investment valuations or other assets and liabilities included in the financial statement as a consequence of the change in the basis of preparation.

Items have been "Re-stated" in this Interim Report to reflect that the financial statements are no longer prepared on a consolidated basis but instead with subsidiaries carried at fair value.

### 3. Dividends

	Six months to	Six months to	Year to
	30 June	30 June	31 December
	2017	2016	2016
	£'000	£'000	£'000
Dividends paid in the period	3,613	3,303	3,303

# 4. Investments

All investments are designated fair value through profit or loss at initial recognition, therefore all gains and losses that arise on investments are designated at fair value through profit or loss. Given the nature of the Company's investments the fair value gains recognised in these financial statements are not considered to be readily convertible to cash in full at the balance sheet date and therefore the movement in these fair values are treated as unrealised.

# Fair value hierarchy

The Company measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements:

• Level 1: Quoted market price (unadjusted) in an active market for an identical instrument.

- Level 2: Valuation techniques based on observable inputs, either directly (i.e., as prices) or indirectly
   (i.e., derived from prices). This category includes instruments valued using: quoted market prices in active
   markets for similar instruments; quoted prices for identical or similar instruments in markets that are
   considered less than active; or other valuation techniques where all significant inputs are directly or
   indirectly observable from market data.
- Level 3: Valuation techniques using significant unobservable inputs. This category includes all instruments
  where the valuation technique includes inputs not based on observable data and the unobservable inputs
  have a significant effect on the instrument's valuation. This category includes instruments that are valued
  based on quoted prices for similar instruments where significant unobservable adjustments or assumptions
  are required to reflect differences between the instruments.

The table below analyses financial instruments, measured at fair value at the end of the reporting period, by the level in the fair value hierarchy into which the fair value measurement is categorised:

	At 30 June 2017 £'000	At 30 June 2016 £'000	At 31 December 2016 £'000
Level 1 'AAA' rated money market funds OEICS	6	7	1
Level 2	-	-	-
Level 3 Unlisted investments	103,615	100,668	103,808
	103,621	100,675	103,809

The Company recognises transfers between the levels of the fair value hierarchy as of the end of the reporting period during which the transfer occurred. There were no transfers between Level 1 and Level 2 of the fair value hierarchy during the six months ended 30 June 2017.

### Level 3 fair values

Details of the determination of Level 3 fair value measurements and the movements in Level 3 fair values during the six months ended 30 June 2017 are set out below:

	Level 3 £'000
Book cost at 31 December 2016	113,388
Unrealised (depreciation)	(9,580)
Valuation at 31 December 2016	103,808
Purchases at cost	8,514
Sales – proceeds	(12,566)
Sales - realised (losses) against cost	4,538
Decrease in unrealised appreciation	(679)
Valuation at 30 June 2017	103,615
Book cost at 30 June 2017	113,874
Closing unrealised (depreciation)	(10,259)

Details of the determination of Level 3 fair value measurements and the movements in Level 3 fair values during the six months ended 30 June 2016 are set out below: -

	£'000
Book cost at 31 December 2015	104,157
Unrealised appreciation	5,271
Valuation at 31 December 2015	109,428
Purchases at cost	21,749
Sales – proceeds	(24,653)
Sales - realised (losses) against cost	11,836
Decrease in unrealised appreciation	(17,692)
Valuation at 30 June 2016	100,668
Book cost at 30 June 2016	113,089
Closing unrealised (depreciation)	(12,421)

Details of the determination of Level 3 fair value measurements and the movements in Level 3 fair values during the year ended 31 December 2016 are set out below: -

	Level 3 £'000
Book cost at 31 December 2015	104,157
Unrealised appreciation	5,271
Valuation at 31 December 2015	109,428
Purchases at cost	25,169
Sales – proceeds	(26,669)
Sales - realised (losses) against cost	10,731
Decrease in unrealised appreciation	(14,851)
Valuation at 31 December 2016	103,808
Book cost at 31 December 2016	113,388
Closing unrealised (depreciation)	(9,580)

### Valuation of investments

Unquoted investments are fair valued by the Directors in accordance with the following rules, which are consistent with the International Private Equity and Venture Capital Valuation Guidelines:

- Investments are only valued at cost for a limited period after the date of acquisition, otherwise investments are
  valued on one of the other basis detailed below. Generally the earnings multiple basis of valuation will be used.
- When valuing on an earnings basis, the maintainable earnings of a company are multiplied by an appropriate multiple.
- An investment may be valued by reference to the value of its net assets. This is appropriate for businesses
  whose value derives mainly from the underlying value of its assets rather than its earnings.

- When investments have obtained an exit (either by listing or trade sale) after the valuation date but before
  finalisation of the relevant accounts (interim or final), the valuation is based on the exit valuation.
- Accrued interest on loans to portfolio companies is included in valuations where there is an expectation that the interest will be received.

IFRS 13 requires disclosure, by class of financial instrument, if the effect of changing one or more inputs to reasonably possible alternative assumptions would result in a significant change to the fair value measurement. The information used in determination of the fair value of Level 3 investments is chosen with reference to the specific underlying circumstances and position of the investee company. On that basis the Board believe that the impact of changing one or more of the inputs to reasonably possible alternative assumptions would not change the fair value significantly.

The Directors consider the carrying value of financial instruments in the financial statements to represent their fair value.

# 5. Statement of Principal Risks and Uncertainties

The Directors believe that the principal risks and uncertainties faced by the Company include investment and strategic, liquidity, cash drag, people and loss of investment trust status risks. These risks and other risks, and the way in which they are managed, are described in more detail under the heading "Principal Risks, Risk Management and Regulatory Environment" in the Strategic Report Review in the Company's Annual Report and Accounts for the year ended 31 December 2016. The Company's principal risks and uncertainties have not changed materially since the date of that report. These principal risks and uncertainties are not expected to change materially for the remaining six months of the Company's financial year.

# 6. Earnings per share

	Six months to	Six months to	Year to
	30 June	30 June	31 December
	2017	2016	2016
Revenue return per ordinary share (p) Capital return per ordinary share (p)	10.8	13.0	33.5
	18.4	(27.2)	(20.0)
Earnings per ordinary share (p)	29.2	(14.2)	13.5
Weighted average number of shares	20,644,062	20,644,062	20,644,062

The earnings per share figures are based on the weighted average numbers of shares set out above. Earnings per share is based on the revenue profit in the period as shown in the consolidated income statement.

# 7. Contingent assets

Discussions are ongoing with HMRC regarding the payment of interest on a compound basis relating to the reclaim of VAT on management fees. The amount and timing of any recovery remains uncertain and accordingly no amount has been provided for in the financial statements.

# 8. Related party transactions

There have been no material changes to the related party transactions described in the last annual report.

# **Independent Review Report to**

# **Dunedin Enterprise Investment Trust PLC**

### Conclusion

We have been engaged by the company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2017 which comprises the Income Statement, Statement of Changes in Equity, Balance Sheet, Cash Flow Statement and the related explanatory notes.

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 six months ended 30 June 2017 is not prepared, in all material respects, in accordance with IAS 34 Interim Financial Reporting as adopted by the EU and the Disclosure Guidance and Transparency Rules ("the DTR") of the UK's Financial Conduct Authority ("the UK FCA").

### 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 UK. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. We read the other information contained in the half-yearly financial report and consider whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) 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.

# **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 DTR of the UK FCA.

As disclosed in note 2, the annual financial statements of the Company are prepared in accordance with International Financial Reporting Standards as adopted by the EU. The directors are responsible for preparing the condensed set of financial statements included in the half-yearly financial report in accordance with IAS 34 as adopted by the EU.

# 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.

# The purpose of our review work and to whom we owe our responsibilities

This report is made solely to the company in accordance with the terms of our engagement to assist the company in meeting the requirements of the DTR of the UK FCA. Our review has been undertaken so that we might state to the company those matters we are required to state to it in this 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 reached.

# **Philip Merchant**

for and on behalf of KPMG LLP Chartered Accountants Edinburgh

30 August 2017

# **Information for Investors**

Dunedin Enterprise is managed by Dunedin. Dunedin is authorised and regulated by the Financial Conduct Authority. All enquiries in relation to Dunedin Enterprise, other than those related to Alliance Trust Savings Limited products, should be directed to Dunedin at Saltire Court, 20 Castle Terrace, Edinburgh, EH1 2EN or info@dunedinenterprise.com.

The Company's share price appears in various national newspapers and is also available on the Company website www.dunedinenterprise.com or on the Alliance Trust Savings website www.alliancetrustsavings.co.uk or else on various websites such as www.trustnet.com.

Investors can buy and sell shares in an investment trust directly through a stockbroker or indirectly through a lawyer, accountant or other professional adviser. However, in order to facilitate investment in the Company, arrangements have been put in place for Dunedin Enterprise to be part of the Alliance Trust Savings products. An investment trust should be considered only as part of a balanced portfolio. Under no circumstances should this information be considered as an offer or solicitation to deal in investments.

# Details of the Alliance Trust Savings products are noted below:

Alliance Trust Savings – Individual Savings Account (ISA) is a low-cost, tax-efficient savings vehicle. Since 6 April 2017 the ISA subscription limit has been £20,000. The monthly administration charge for an Alliance Trust Savings ISA is £10.

Alliance Trust Savings – Investment Dealing Account (IDA) offers a means of investing in Dunedin Enterprise outside a tax efficient wrapper. The monthly administration charge for an Alliance Trust Savings IDA is £10.

Investors may make regular monthly payments (minimum £50 per month) or invest occasional lump sums (minimum £50 in both the ISA and IDA). The charge for online regular monthly payments is £1.50 and £5 for offline payments instructed by post. Investors may also make one-off investments by dealing online or by post/telephone. There is a

maximum online dealing charge of £9.99 and a postal/telephone dealing charge of £50 to buy and sell shares within an IDA/ISA.

Investors can transfer in shares to their IDA or ISA from other providers. They can also have their dividends reinvested and request to receive income from dividends to their bank account. Although Alliance Trust Savings consider the IDA and ISA to be a medium to long term investment, there is no restriction on how long an investor need invest and investors can choose to close their account by instructing Alliance Trust Savings in writing at any time. In common with other schemes of this type, all investments are held in nominee accounts. Investors have full voting and other rights of share ownership.

For information relating to the above savings plans please contact:

# **Alliance Trust Savings Limited**

PO Box 164 8 West Marketgait Dundee DD1 9YP

Telephone 01382 573737 Website www.alliancetrustsavings.co.uk Email contact@alliancetrust.co.uk

For information regarding a shareholding not held through a savings plan, please contact:

# Registrar

Equiniti
Aspect House
Spencer Road
Lancing
West Sussex BN99 6DA

Telephone: 0371 384 2440 International: +44 121 415 7047 Website: www.shareview.co.uk

# **Important Information**

Risk factors you should consider prior to investing:

- In common with most investment companies, investment trusts may borrow to finance further investment (gearing). The use of gearing is likely to lead to volatility in the Net Asset Value (NAV) meaning that a relatively small movement, down or up, in the value of a trust's assets will result in a magnified movement, in the same direction, of that NAV.
- If bank borrowing is unavailable then investment activity will be curtailed.
- The Company invests in small companies, and/or companies investing in technology or venture and development capital stocks, where the potential volatility may increase the risk to the value of your investment. Above average price movements may be expected.
- The Company invests in a specialist market sector and is likely to carry higher risks than a more widely invested fund.
- The value of shares and the income from them can go down as well as up and you may get back less than the amount invested.
- Past performance is not a guide to the future.
- Exposure to a single country market increases potential volatility.
- There is no guarantee that the market price of shares in the Company will fully reflect their underlying Net Asset Value.

- As with all stock exchange investments the value of investment trust shares purchases will immediately fall by the difference between the buying and selling prices, the bid-offer spread.
- If you are unsure as to the suitability of any particular investment or product, you should seek professional financial advice.
- You should remember that the amount of tax relief depends on your individual circumstances and that the beneficial tax treatment of ISAs may not continue in the future.
- Charges may be subject to change in the future.

Other Important Information: The information contained on pages 24 to 25 has been issued by Alliance Trust Savings Limited, which is registered in Scotland No. SC 98767, registered office, PO Box 164, 8 West Marketgait, Dundee DD1 9YP; is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and the Prudential Regulation Authority, firm reference number 116115. Alliance Trust Savings gives no financial or investment advice.

The Company is managed by Dunedin and marketed by Alliance Trust Savings Limited which is authorised and regulated by the Financial Conduct Authority in the United Kingdom. An investment trust should be considered only as part of a balanced portfolio. Under no circumstances should this information be considered as an offer or solicitation to deal in investments.

# **Financial Calendar**

Announcements, regular dividend payments and the issue of the annual and half year reports may normally be expected in the months shown below:

# March

Preliminary figures and recommended dividend for the year announced.

# **April**

Annual Report and Accounts published.

# May

Annual General Meeting and dividend paid.

# August/September

Half year report published.

# **Corporate Information**

# **Directors**

Duncan Budge, Chairman Brian Finlayson Michael Meyer Jensen Angela Lane Federico Marescotti

# **Manager and Secretary**

Dunedin LLP

(Authorised and Regulated by the Financial Conduct Authority)

# **Registered Office**

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20 Castle Terrace
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Telephone 0131 225 6699
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Email info@dunedinenterprise.com
Website www.dunedinenterprise.com

# **Broker**

Cantor Fitzgerald Europe One Churchill Place London E14 5RB

# Registrar

Equiniti Limited Aspect House Spencer Road Lancing West Sussex BN99 6DA Telephone 0371 384 2440

# **Alliance Trust Savings Limited**

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