

# **Dunedin Enterprise Investment Trust PLC**

Final Results for the year to 31 December 2015



Share price total return of -7.5% in the year to 31 December 2015

NAV total return of 0.0% in the year to 31 December 2015

Share price down by 9% from 352.4p to 321.5p at 31 December 2015

Share price 331p at 17 March 2016

Discount widened from 31% at 31 December 2014 to 36% at 31 December 2015

Interim dividend for 2016 of 16p to be payable in May 2016



**Performance continued** 

Realisations of £3.3m including proceeds from Enrich

New investment of £14.5m including £4.9m investment in Blackrock

Share buy-back of £0.7m in 2015



Total return per ordinary share: 0.0% (2014: -0.4%)

Net asset value per share: 505.8p (2014: 510.6p)

Annual net asset total return over 10 years: 4% (2014: 6%)

**Share price: 321.5p (2014: 352.4p)** 

Discount: 36.4% (2014: 31.0%)

Dividend per ordinary share: 0p (2014: 4.7p)

Ongoing charges: 2.9% (2014: 2.9%)



Post year end events

Proposals put to shareholders for managed wind-down of the Trust

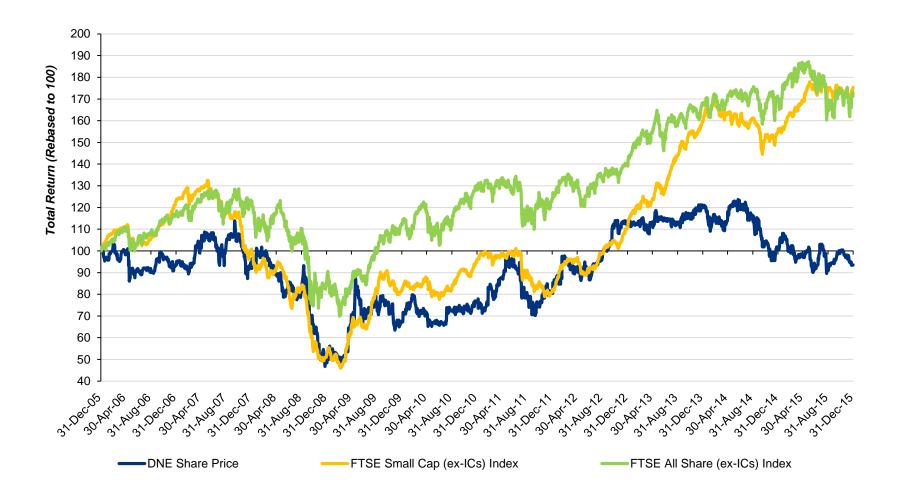
Partial realisation of CitySprint in February 2016, generating 2.75x return

New investment of £7.0m in Alpha FMC in February 2016

Interim dividend for 2016 of 16p payable in May 2016

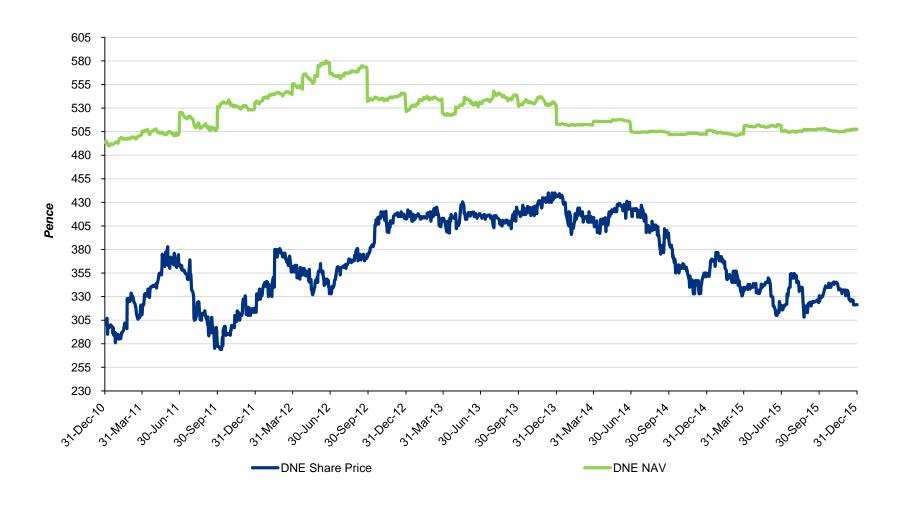


### Share price total return over ten years to 31.12.15



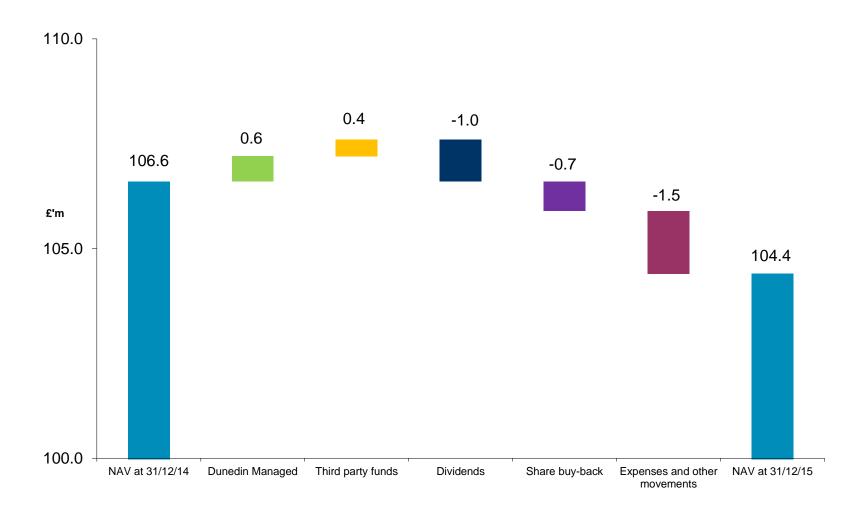


### NAV and share price over five years to 31.12.15





## **NAV** performance attribution





## **Investment portfolio**

### £m

	Valuation at 31-12-14 £'m	Additions in year £'m	Disposals in year £'m	Realised movement £'m	Unrealised movement £'m	Valuation at 31-12-15 £'m
Dunedin managed	84.0	10.3	(1.8)	(2.3)	2.9	93.1
Third party funds	13.2	4.2	(1.5)	-	0.4	16.3
	97.2	14.5	(3.3)	(2.3)	3.3	109.4



### **Portfolio valuation movements**

Company	Reason for movement	£m change
CitySprint	Valuation based on partial exit in February 2016	7.2
Hawksford	Increased maintainable earnings and multiple	4.2
Kee Safety	Organic earnings growth and acquisitions	2.1
European funds		0.6
Pyroguard	Production problems in France which now overcome	(1.5)
Premier	Impact of reduced oil price	(2.7)
EV	Impact of reduced oil price	(4.9)
Carried interest	Provision for carried interest on Equity Harvest Fund	(1.4)
Other		(0.3)
		3.3



### **Earnings-based valuation**

### **Comply with IPEV guidelines**

- Last 12 months maintainable EBITDA
- Use forecast EBITDA if lower than the last 12 months
- Assets basis where appropriate

### **Maintainable earnings**

Accrued interest of £11.6m (31/12/14: £9.1m)

Majority of portfolio companies budgeting for increased profits



### Average multiples and average listed valuation multiples at 31 December 2015

24 December

weighted Average *1	2014	30 June 2015	31 December 2015
EBITA	9.3	9.9	9.8
EBITDA	7.6	7.9	8.4
At 31 Dec 2015	EBITA multiples range	from 6.3 to 14.2	
	EBITDA multiples rang	e from 5.5 to 10.5	
Key Sector	31 December	30 June	31 December
Comparison	2014	2015	2015
Support Services *2	24.0	29.6	29.0

<sup>\*2</sup> Represents 43% of the aggregate portfolio value (34% at 31 December 2014)



<sup>\*1</sup> Applies to portfolio companies valued on an earnings basis

## Average debt multiples at 31 December 2015

Debt multiples	31 December 2014	30 June 2015	31 December 2015
EBITA multiple	2.7x	2.6 x	2.6x
EBITDA multiple	2.2x	2.1 x	2.3x

Note Debt defined as banking facilities drawn less cash at

31 December 2015

EBITA and EBITDA per investment valuation



## **Dunedin managed direct investments**

Gearing as multiple of EBITDA	No. of companies	% of total valuation
Multiple < 1	3	14%
Multiple 1 to 2	5	58%
Multiple 2 to 3	2	15%
Multiple > 3	2	13%



## **Dunedin managed direct investments**

Maturity of Portfolio Company Debt	
Repayable in 2016	25%
Repayable in 2017	33%
Repayable in 2018	9%
Repayable thereafter	33%
	100%



## **Third party European fund movements**

	Commitment	Drawn to date (No. of investment)	Outstanding commitment	Valuation at 31 December 2015	
	€m	€m	€m	€m	£m
Realza (Iberia - €170m)	15.0	13.8 (7)	1.2	13.2	9.7
Innova (Eastern Europe - €450m)	15.0	8.1 (8)	6.9	8.6	6.3
	30.0	21.9 (15)	8.1	21.8	16.0



## Assets by type and cash

	2010	2011	2012	2013	2014	2015
	£m	£m	£m	£m	£m	£m
Dunedin managed	87.2	103.9	76.5	75.1	84.0	93.1
Europe	38.5	34.3	24.9	12.9	12.7	16.0
Other	1.7	1.5	0.8	0.7	0.5	0.3
Cash	29.1	23.5	33.9	27.9	9.9	(4.1)
	156.5	163.2	136.1	116.6	107.1	105.3



### **Outstanding commitments**

	2010	2011	2012	2013	2014	2015	March 2016 *
	£m						
Dunedin managed	38.0	22.9	65.8	62.6	54.2	44.3	35.7
Europe	44.6	37.4	20.4	13.7	9.6	5.9	4.4
	82.6	60.3	86.2	76.3	63.8	50.2	40.1

### **Dunedin managed funds**

- DBF I & EHF: investment periods expired, £0.2m remains undrawn and available
- DBF II: £75m commitment of which 88% drawn o/s commitment £9.3m
- DBF III: £60m commitment of which 42% drawn o/s commitment £34.8m

### **European funds**

- Realza: €15m commitment of which 92% drawn o/s commitment €1.2m (£0.9m)
- Innova: €15m commitment of which 54% drawn o/s commitment €6.9m (£5.0m)
- \* post Alpha investment and other miscellaneous drawdowns



### **Commitment strategy**

	31 December 2015 £m	Post Alpha and CitySprint £m
Cash and near cash	(4.1)	4.6
Revolving credit facility *1	20.0	20.0
Undrawn commitments - Dunedin*2	(44.3)	(35.7)
Undrawn commitments – Europe	(5.9)	(4.4)
Unfunded commitments	(34.3)	(15.5)



<sup>\*1</sup> available to 31 May 2018

includes a undrawn commitment to Dunedin's latest fund of £34.8m (now £27.8m)

### **New investment activity**

#### New investment of £14.5m to 31 December 2015

- £10.3m in Dunedin managed funds
- £4.2m in Third Party European funds

#### £4.9m investment in Blackrock in March 2015

### Within European funds

- £2.7m drawn by Realza
- £1.5m drawn by Innova



### **Dunedin Enterprise**

#### **Blackrock PM investment**



- A professional services firm that provides independent expert witness and construction consulting services for large, international construction projects
- Blackrock PM has a strong pipeline of high profile contracts and is currently advising on over \$4 billion of construction disputes
- The company has advised on many high profile projects in London and globally including The Shard, Blackfriar's Bridge, Heathrow Airport and the East London Line
- Year to 31 October 2014: Turnover £9.4m,
  EBITDA £6.7m
- 7.5x EBITDA
- www.blackrockpm.co.uk





### Post Year End investment in Alpha FMC investment



- The leading global asset and wealth management consulting firm, providing specialist consultancy services to blue chip asset and wealth managers and their third party administrators
- Alpha operates from London, Paris, New York, Boston, The Hague and Luxembourg
- It has a strong track record of cross selling additional services across service lines and geographies
- Alpha is highly regarded by clients, with strong repeat buying patterns
- Year to 31 March 2015: Turnover £29.6m,
  EBITDA £5.7m
- 9.2x EBITDA
- www.alphafmc.com







Total realisations of £3.3m in year to 31 December 2015

£1.7m proceeds from Enrich legal action

£0.1m from miscellaneous investments

£1.0m realised from Innova portfolio

£0.5m realised from Realza portfolio



### Post Year End partial realisation of CitySprint



- UK's leading same day distribution network
- Partial realisation in February 2016 with £7.3m rolled over into New CitySprint in partnership with LDC for an interest of 5%
- At realisation CitySprint was valued at £175m and generated proceeds of £26.1m, compared to a valuation at 30 September 2015 of £23.2m
- Proceeds are split between capital of £22.8m and income of £3.3m
- Proceeds represent a return of 2.75 times over five years on the original investment of £9.8m when taking account of income previously received.
- Net cash proceeds received by Dunedin Enterprise amounted to £18.8m















## **Ten largest Dunedin investments**

	Total Dunedin equity %	Dunedin Enterprise equity %	Cost of investment £m	Directors valuation £m	% of net assets
CitySprint	40.0	11.9	9.8	26.1	25.0
Hawksford	54.5	17.8	5.6	13.0	12.5
Realza	8.9	8.9	8.8	9.7	9.3
Weldex	51.0	15.1	9.5	9.6	9.2
Kee Safety	36.9	7.2	6.3	9.5	9.1
CGI	41.7	41.7	9.5	6.5	6.3
Formaplex	53.1	17.7	1.7	6.5	6.2
Innova	3.9	3.9	6.9	6.3	6.1
Blackrock	40.0	7.8	4.9	5.8	5.6
U-POL	17.5	5.2	5.7	5.3	5.1
Total			68.7	98.3	94.4



## **Remaining investments**

	Total Dunedin equity %	Dunedin Enterprise equity %	Cost of investment £m	Directors valuation £m	% of net assets
Top 10 investments			68.7	98.3	94.4
Steeper	71.3	37.4	5.3	3.9	3.8
EV	53.8	10.5	7.1	3.6	3.4
RED	67.8	20.1	10.7	2.4	2.3
Premier Hytemp	63.2	18.7	8.9	2.1	2.1
Alta Berkeley	3.0	3.0	0.7	0.2	0.2
Advent	3.0	3.0	1.0	0.1	0.1
ADD One	2.9	2.9	1.2	0.1	-
Carried interest			-	(1.4)	(1.4)
Total investments			103.6	109.3	104.9



### **Proposed managed wind-down of the Trust**

### Proposals put to shareholders for managed wind-down of the Trust

- Board reviewed investment strategy and concluded, following consultation with major shareholders, that it would be in the interests of shareholders as a whole to conduct a managed wind down of the Company
- Board intends to seek shareholder approval for the new strategy at the Annual General Meeting, which will be held in May 2016
- The Board expects to publish a circular setting out details of the proposals for posting to shareholders along with the 2015 annual report.
- If the proposals are approved by shareholders, the Company will continue to meet its current commitments but no new commitments will be made. Dunedin Buyout Fund III LP ("DBF III") still has almost two years left in its investment period. As at March 2016, the Company had outstanding capital commitments to all funds of approximately £40.1m, of which DBFIII accounts for £26.7m. Taking account of the cash consideration received on the sale of CitySprint and the recent commitment to Alpha Financial Markets Consulting, cash balances total £5.3m at 18 February 2016
- The Company has a bank facility of £20m



**Appendix 1** 



### **Ten largest Dunedin investments**















Cost	£9.8m
Valuation	£26.1m
Equity Percentage	11.9%
Original investment date	December 2010

#### **Business**

- UK's leading same day distribution network
- Made 21 acquisitions since the buyout in 2010 Investment
- Dunedin led the MBO of CitySprint in December 2010
- Turnover for year to 31.12.14 of £129.0m (2013: £112.7m), EBITDA of £13.5m (2013: £12.4m)

- At exit value
- 10.5x maintainable EBITDA, 13.0x EBITA
- Maintainable earnings and 43% discount to support services sector



### **Ten largest Dunedin investments**





Cost	£5.6m
Valuation	£13.0m
Equity Percentage	17.8%
Original investment date	October 2008

#### **Business**

- Jersey based provider of trust and fiduciary services to ultra-high net worth individuals
- In the last four years it has completed the acquisitions of Key Trust Company Ltd, Trustcorp Jersey Ltd, the funds business of Standard Bank Dubai and Janus Corporate Solutions

#### Investment

- Dunedin led the MBO of Hawksford (then Rathbone International) in October 2008
- Turnover in the year to 31.12.14 of £21.5m (2013: £19.6m), EBITDA of £4.1m (2013: £5.6m)

- 8.5x maintainable EBITDA, 9.8x EBITA
- Maintainable earnings and 63% discount to a basket of comparable companies



#### **Fund investments**







Cost	£8.8m
Valuation	£9.7m
Equity Percentage	8.9%
Original investment date	September 2008

#### **Business**

 Spanish private equity fund making investments in Spain and Portugal

#### Investment

Dunedin first invested in Realza in September 2008

#### Valuation

• €13.2m at 31 December 2015 based on Manager's valuation



### **Ten largest Dunedin investments**







Cost	£9.5m
Valuation	£9.6m
Equity Percentage	15.1%
Original investment date	June 2010

#### **Business**

Largest crawler crane hire company in the UK

#### Investment

- Dunedin led the secondary MBO of Weldex in June 2010
- Turnover for year to 30.11.14 of £31.7m (2013: £23.1m), EBITDA of £17.3m (2013: £13.1m)

#### Valuation

Valued on an assets basis



### **Dunedin Enterprise**

### **Ten largest Dunedin investments**







Cost	£6.3m
Valuation	£9.5m
Equity Percentage	7.2%
Original investment date	December 2013

#### **Business**

 A global market leading provider of safety systems and products designed to protect people from hazards

#### Investment

- Dunedin led the buyout of Kee Safety in December 2013
- Turnover for year to 31.12.14 of £40.5m and EBITDA of £11.1m

- 9.0x maintainable EBITDA, 9.3x EBITA
- Maintainable earnings and 60% discount to the support services sector



### **Ten largest Dunedin investments**





Cost	£9.5m
Valuation	£6.5m
Equity Percentage	41.7%
Original investment date	December 1998

#### **Business**

Manufacture and supply of fire resistant glass to global market

#### <u>Investment</u>

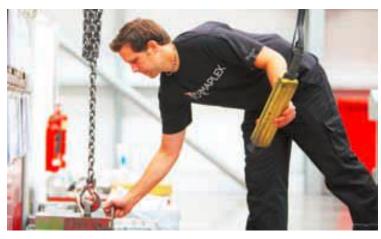
- Dunedin led £10m MBO in December 1998.
- Recapitalisations in 2004 and 2009. 3.4 x money
- Dunedin Enterprise realised £11.3m, reinvested £8.5m
- In 2012 took over the business activities of Interver SA in France
- Turnover for year to 31.12.14 of £15.8m (2013: £17.0m), EBITDA of £2.4m (2013: £2.9m)

- 5.5x maintainable EBITDA, 6.3x EBITA
- Maintainable earnings and 75% discount to a basket of comparable companies



### **Ten largest Dunedin investments**







Cost	£1.7m
Valuation	£6.5m
Equity Percentage	17.7%
Original investment date	December 2007

#### **Business**

 Advanced manufacturing services business focussed on tooling and component manufacture and other supply chain services in advanced materials (plastics and composites)

#### Investment

- Dunedin led the buyout of Formaplex in December 2007
- Turnover for year to 30.06.14 of £38.7m (2013: £33.2m), EBITDA of £7.0m (2013: £7.8m)

- 7.0x maintainable EBITDA, 10.6x EBITA
- Maintainable earnings and 33% discount to industrials sector.



#### **Fund investments**





Cost	£6.9m
Valuation	£6.3m
Equity Percentage	3.9%
Original investment date	2009

#### **Business**

 Warsaw private equity fund making investments in Central Eastern Europe

#### Investment

Dunedin first invested in Innova in 2009

#### **Valuation**

• €8.6m at 31 December 2015 based on Manager's valuation



### **Dunedin Enterprise**

### **Ten largest investments**





Cost	£4.9m
Valuation	£5.8m
Equity Percentage	7.8%
Original investment date	March 2015

#### **Business**

 Provision of expert witness and construction consulting services for large, international construction projects

#### Investment

- Dunedin led the buyout of Blackrock in March 2015
- Business trading well with 65% EBITDA growth in 2014 and 11% sales growth

- 7.5x maintainable EBITDA, 7.5x EBITA
- Maintainable earnings and 67% discount to industrials sector



### **Ten largest Dunedin investments**







Cost	£5.7m
Valuation	£5.3m
Equity Percentage	5.2%
Original investment date	December 2010

#### **Business**

 A leading independent manufacturer of automotive refinish products including body fillers, coatings, aerosols, polishing compounds and consumables.

#### Investment

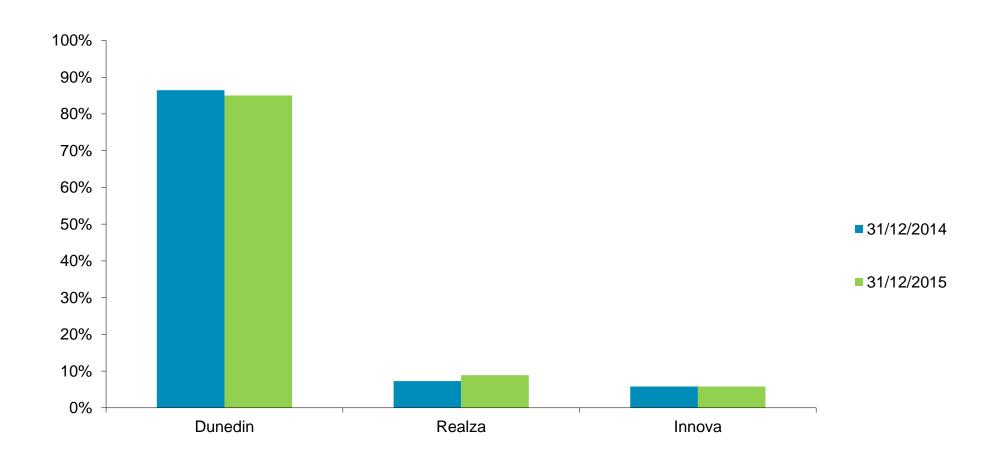
- Dunedin invested in the £130m MBO of U-POL in December 2010
- Turnover for year to 31.12.14 of £58.5m (2013: £62.5m), EBITDA of £12.5m (2013: £15.2m)

- 7.5x maintainable EBITDA, 8.2x EBITA
- Maintainable earnings and 69% discount to a basket of comparable companies



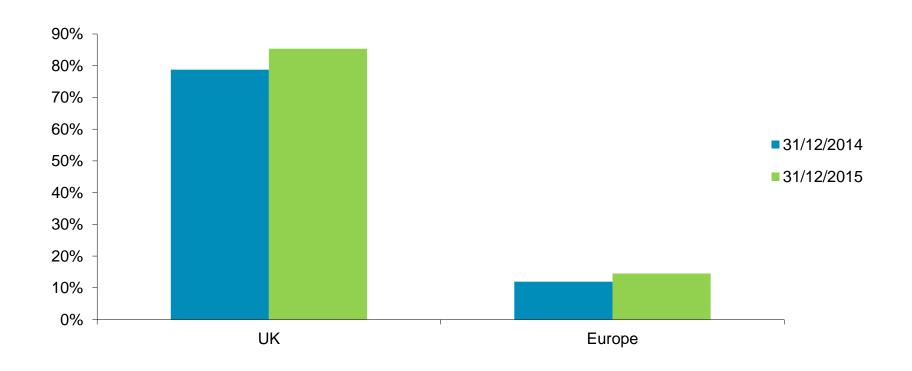
## **Appendix 2**

## **Dunedin Enterprise: Manager allocation**



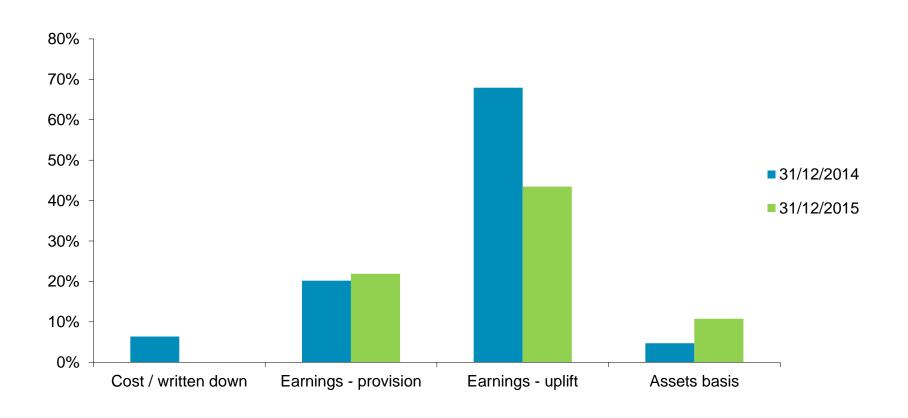


## **Dunedin Enterprise: geographic allocation**



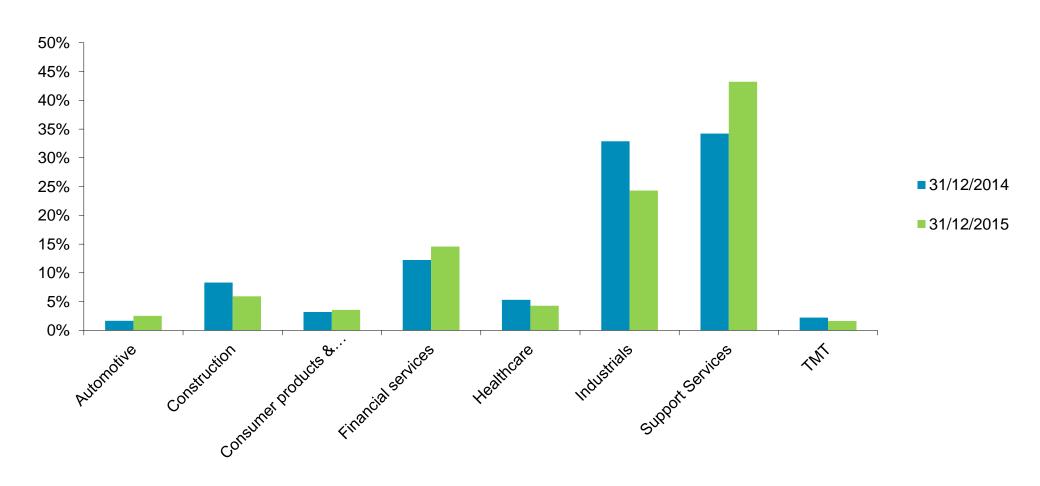


### **Dunedin Enterprise: valuation method**





### **Dunedin Enterprise: sector**





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