



Source: Refinitiv

Market data	
EPIC/TKR	NDT.MI
Price (€)	3.63
12m high (€)	5.20
12m low (€)	3.17
Shares (m)	13.5
Mkt cap (€m)	49
EV (€m)	78
Free float*	38%
Market	Italian Main
Mkt cap (€m) EV (€m) Free float*	49 78 38%

*As defined by AIM Rule 26

Description

Neodecortech is an Italian vertically integrated paper manufacturer and printer of specialist décor papers for the furniture and flooring industry. More than 90% of its revenues are generated in Italy and Europe.

Company information

Chairman	Riccardo Brunc
CEO	Luigi Cologn
CFO	Fabio Zanobini

+39 (0)35 996 111 www.neodecortech.it

Key shareholders	
Valentini family	59%
Azimut Capital	5%
ARCA Fondi	3%
Mediolanum	3%

Diary	
27 Apr	FY'21 results
11 May	1Q'22 results
06 Sep	1H'22 results
03 Nov	3Q'22 results

Analyst Jason Streets +44 (0)203 693 7075

js@hardmanandco.com

NEODECORTECH

Very strong 2021

FY'21 results from Neodecortech (NDT) confirmed the trend of the first half. Total revenue was up 37% vs. FY'20, but, more tellingly, it was up 33% vs. pre-COVID FY'19, demonstrating the strength of NDT's new products and its European markets. Growth has continued in the first two months of 2022 but at a lower rate. Our revised forecasts reflect the difficulties of raw material price increases and the unknown impacts of the Ukraine conflict.

- ▶ Trading: Decorative paper, bolstered by its new higher-margin products EOS and PPLF saw revenue up 50%. Cartiere, the paper business, also saw strong revenue gains (nearly 40%) compared with both 2020 and 2019. The energy division booked revenues up 20%.
- ▶ Margins: The overall gross margin fell from 23.6% to 21% and the EBITDA margin from 11.1% to 10.0%. Not all higher input costs were passed on to end-customers, notably in the second half. There is strong upward pressure on most raw material prices and energy costs. We are expecting broadly flat margins for the next two years.
- Valuation: Having performed strongly, NDT has, along with the market, had a poor 2022 YTD. It appears cheap on our forecast multiples, at a ca.25% EV/EBITDA discount to its nearest quoted peer (Surteco) for FY'22E, and the market is still over-discounting for its smaller scale, in our view. Our central DCF valuation comes out at €6.78 per share, almost unchanged from September's €6.74.
- ▶ **Risks:** The key risk in the immediate term is the economy slowing down after a very strong bounce and with geopolitical risks looming larger than normal. Raw material price rises look here to stay for a while and are sure to have an impact on overall demand, or see margins squeezed.
- Investment summary: NDT specialises in high-quality décor paper and plastic film, and has strong relationships with its customers. It has been increasing investment in further improvements in its machinery and new technologies. As familiarity with the company grows (its STAR listing is helping here), and as the new products comprise a larger proportion of the business, we would expect the valuation discount to continue to narrow. The business is operating at full capacity currently, with good forecast orders. The very strong performance since the worst of COVID-19 shows what a resilient and high-quality business it is.

Financial summary and valuation								
Year-end Dec (€m)	2018	2019	2020	2021	2022E			
Sales	134	136	131	179	188			
EBITDA (reported)	17.7	15.9	14.6	18.1	19.0			
EBIT	10.6	7.1	5.5	9.2	10.0			
Net financial costs	-3.0	-1.9	-1.4	-1.2	3.0			
Pre-tax profit	7.6	5.2	4.1	8.0	13.0			
Net income (reported)	6.0	4.0	3.5	6.7	11.1			
Net income (adjusted)	7.3	5.7	3.5	6.7	7.3			
Statutory EPS (€)	0.46	0.30	0.26	0.50	0.82			
Adjusted EPS (€)	0.54	0.41	0.26	0.48	0.52			
Shares issued (m)	13	13	13	13	14			
P/E (x)	6.7	8.7	14.2	7.5	6.9			
EV/EBITDA (x)	4.4	4.9	5.4	4.3	4.1			

Source: Hardman & Co Research



First-half results

Strong bounce-back continues

Trading in FY'21 substantially outpaced FY'20, which was disrupted heavily by COVID-19 and the closure of the company's main plants following a government decree. Revenue in the first half was 29% of 2H'20 and 15% of 1H'21, with plant operating at full capacity. In the first half of FY'21, large raw material prices were passed on to end-customers with no obvious impact on demand but, in the second half, they were partly absorbed by the company

Revenue grew by 37% compared with FY'20 but also by 21% compared with 1H'19 (€68.7m). EBITDA rose by 74% to €9.8m compared with 1H'20 and by 39% versus 1H'19 (€7.1m). Net profit came to €3.1m in 1H'21 compared with roughly breakeven in 1H'20 and €1.1m in 1H'19.

Summary of 2H'20, 1H'21 and 2H'21 results										
Year-end Dec (€m)	2H'20	1H'21	2H'21	2H'21 vs. 2H'20						
Revenue	74.6	83.3	95.9	29%						
EBITDA	9.0	9.8	8.3	-7%						
EBIT	4.3	5.3	3.9	-8%						
Net income	3.3	3.1	3.6	7%						
EBITDA margin	12.9%	11.8%	8.7%							

Source: Hardman & Co Research

In FY'21, sales in printed decorative paper were up 50% (after an increase of 75% in 1H'21), and sales in decorative paper grew 39% (up 61% in 1H'21). The printed decorative paper business continues to benefit from the new higher-margin products, but the paper business's margins were squeezed by higher raw material costs. Greater efficiency saw staff costs fall as a percentage of sales, partially offsetting the rise in input costs.

It was noticeable that the performance was strong in every geographical region, with sales in Italy rising 40% and by 23% in the rest of Europe, while Asian (including the Middle East) sales trebled, and America saw sales up 72%.

The company continued to generate substantial operational cash, with a €9.6m capex investment in FY'21 – growing capacity and improving efficiency. There was a working capital inflow of €2m. Altogether, net financial debt fell sharply, to €29m, at the end of the year. NDT will also benefit in FY'22 from the writeoff of a €5.1m historical loan, which will generate a one-off profit of €3.8m going through the net finance line.

Growth drivers

The company has previously commented that demand has been boosted by an emphasis on home furnishings and flooring, which NDT is well-placed to supply. Two new lines – EOS and $PPLF^1$ – were in full operation by 1Q'21, along with the new, wider 142cm laminate line. They should help boost both sales and margins in the years to come.

Revenue continued to grow strongly half on half...

...but margins squeezed in 2H'20, due to continued high raw material prices

Strong performance in every geographical region

Home furnishings should boost sales and margins going forward...

...and decorative paper should boost revenues...

¹ EOS is a super-matt, anti-fingerprint product; PPLF is plastic-printed laminated film, used largely in luxury vinyl flooring



...but lower contribution expected from energy division

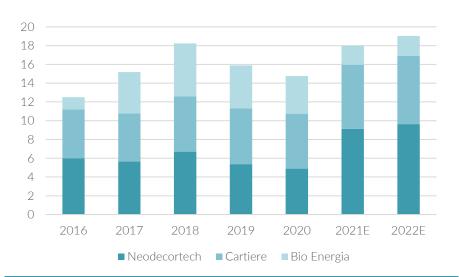
At Cartiere di Guarcino (Cartiere), the decorative paper division, the new developments, including Velvet Paper and paper for use in food packaging, were not introduced, as had been expected, and have been put on hold.

In the energy division, Bio Energia Guarcino (Bio), revenues were flat in 1H'21 (£15m) on 1H'20, with lower output offset by higher selling prices. Production was affected by the closure of two engines for scheduled maintenance and then a decision by management to run only two engines, as the price of animal fats rose. Revenue in the division rose sharply in 2H'21, to £23m.

Bio uses animal by-products as its only fuel, and supplies all of Cartiere's electricity. Neodecortech (the printed paper division) uses only renewable source energy. Electricity prices are high and very volatile currently, and the price of bio fuels is also high, making it very tricky to run the division profitably. The company is prepared to shut the plant completely if "spark spreads" (effectively the gross margin) turn negative.

More importantly for Bio is the potential extension of Government Incentives. New legislation, introduced in November 2021, require the State to continue to promote renewable energy resources once the they have reached the end of their incentive periods – in the case of Bio, this is June 2025. Specifically, this might involve providing special tariffs or revenue supplements for otherwise uneconomical plants. The Ministry of Environmental Transition has until May 2022 to issue a decree that will provide for the extension of aid to bioliquid plants until at least 2030, in addition to the introduction of a revenue reintegration scheme.

Neodecortech: EBITDA (adjusted) by division, 2016-22E (€m)



Source: Neodecortech, Hardman & Co estimates

Our new FY'22 EBITDA forecast is €19m, down from our precious estimate of €20m

We are forecasting underlying revenue (i.e. excluding "other revenue") to grow by a further 5% in FY'22, to €188m. Reported EBITDA in FY'21 was €18.1m (slightly below our €19.1m estimate, due to the second-half margin squeeze.) For FY'22, we now estimate reported EBITDA of €19.0m – down from our prior estimate of €20m.

We expect net debt to fall further in FY'22. At the end of FY'21, it stood at €29m. In February 2022, NDT announced the final writeoff of an historic debt (5.7bn lire), which will reduce reported debt by €5m (there will also be a one-off €3.8m income credit). With additional surplus cashflow, our forecast for FY'22 year-end debt is €20m. The interest cost is well-covered by operating cashflow.



Risks

We identify four risks, in addition to normal business risks:

- ▶ The business is inevitably sensitive to the economic cycle and the construction sector, in particular. Any significant recurrence of COVID-19 and accompanying drastic government action will only exacerbate this further. NDT is not a big supplier to Ukraine or Russia, but the secondary effects of the conflict are impossible to predict.
- Any sharp slowdown will make our forecasts difficult to achieve. Rises in raw material prices cannot always be passed on straightaway, and so can cause a delay in profitability.
- ➤ The Chinese are big players in this sector, although currently are largely confined to their domestic market and to lower-quality products. Any change in these two factors could provide additional competition for NDT.
- ▶ Shareholders should remember that they are a minority, with the Valentini family now controlling 59% of the company. The percentage holding should continue to come down further over time, as NDT looks to issue equity to invest in growth in the business.

Valuation

Our central DCF valuation comes out at €6.78 per share

NDT trades at a significant discount to its most closely related listed peer – Germany's Surteco (Finnish Ahlstrom-Munksjö was delisted in June 2021). At Surteco's current price (€29), it is trading at an EV/EBITDA for both FY'21E and FY'22E of ca.5.5x. At the current price, NDT is trading at a ca.20% EV/EBITDA discount to Surteco for FY'21E and 25% for FY'22E.

Our central DCF valuation of €6.78 per share would put NDT on roughly the same EV/EBITDA and P/E multiples as Surteco for FY'22E.



Divisional forecasts					
Year-end Dec (€m)	2018	2019	2020	2021E	2022E
Revenue					
Neodecortech	50.9	56.5	55.2	83.0	83.8
Cartiere di Guarcino	50.8	47.0	40.7	56.7	62.7
Bio Energia Guarcino	29.2	29.5	32.0	38.3	39.3
Other	2.6	2.9	3.3	1.3	2.4
Total	133.5	135.9	131.2	179.3	188.2
Growth					
Neodecortech	16.1%	10.9%	-2.3%	50.4%	1.0%
Cartiere di Guarcino	-10.0%	-7.5%	-13.5%	39.4%	1.0%
Bio Energia Guarcino	25.8%	0.9%	8.4%	19.8%	4.0%
Total	4.7%	1.7%	-3.5%	36.7%	5.0%
Reported EBITDA					
Neodecortech	6.7	5.4	4.9	9.1	9.6
Cartiere di Guarcino	5.9	5.9	5.9	6.8	7.3
Bio Energia Guarcino	5.6	4.6	4.0	2.0	2.1
Other	-0.5		-0.1		
Total	17.7	15.9	14.6	18.0	19.0
- adjustment	1.3	2.0	0.0		
Adjusted EBITDA	19.0	17.9	14.6	18.1	19.0
EBITDA margin					
Neodecortech	13.2%	9.5%	8.9%	11.0%	11.5%
Cartiere di Guarcino	9.0%	9.7%	10.8%	9.0%	9.5%
Bio Energia Guarcino	18.0%	14.5%	11.8%	5.0%	5.0%
Total	13.3%	11.7%	11.1%	10.0%	10.1%

Source: Hardman & Co Research Note" NDT has not yet reported the divisional split for FY'21

5 16 March 2022



Financial statements

Income statement					
Year-end Dec (€m)	2018	2019	2020	2021	2022E
Revenue	133.5	135.9	131.2	179.3	188.2
Operating costs	-115.8	-120.0	-116.5	-161.1	-169.2
Gross profit	17.7	15.9	14.6	18.1	19.0
Depreciation and amortisation	-7.2	-8.8	-9.1	-8.8	-9.0
Impairments	0.0	0.0	0.0	-0.1	0.0
EBIT	10.6	7.1	5.5	9.2	10.0
Net financial costs	-3.0	-1.9	-1.4	-1.2	3.0
Pre-tax profit	7.6	5.2	4.1	8.0	13.0
Tax	-1.6	-1.2	-0.5	-1.3	-1.9
Reported net income	6.0	4.0	3.5	6.7	11.1
Adjusted net income	7.3	5.7	3.5	6.7	7.3
No. of shares (m)	13.1	13.1	13.4	13.4	13.6
No. of shares (fully diluted, m)	13.5	13.6	13.8	13.8	14.0
Statutory EPS (€)	0.46	0.30	0.26	0.50	0.82
Adjusted EPS (fully diluted, €)	0.54	0.41	0.26	0.48	0.52
DPS (€)	0.153	0.145	0.09	0.15	0.14
EBITDA margin	13.3%	11.7%	11.1%	10.0%	10.1%
EBIT margin	7.9%	5.2%	4.2%	5.1%	5.3%
Tax rate	21%	24%	13%	17%	21%
Revenue growth	5%	2%	-3%	37%	5%
EBITDA growth	17%	-10%	-8%	24%	5%
Pre-tax profit growth	47%	-32%	-22%	97%	63%

Source: Hardman & Co Research

Cashflow statement					
Year-end Dec (€m)	2018	2019	2020	2021	2022E
Reported EBITDA	17.7	15.9	14.6	18.1	19.0
Working capital	0.0	-1.9	-1.6	2.1	-1.6
Capex	-7.7	-7.7	-6.2	-9.4	-8.3
Other	0.5	0.3	0.0	-1.5	0.0
Operating free cashflow	10.5	6.6	6.8	9.4	9.1
Disposal		2.4			
Tax	-0.3	-0.7	-0.5	-0.2	-1.9
Interest	-1.7	-1.5	-1.4	-0.7	-0.8
Dividends	-2.0	-2.0	-1.9	-2.0	-1.9
Equity	-O.1	-0.2	-0.2		
Debt	-6.2	-7.6	10.9		5.0
Net cashflow	0.2	-3.0	13.6	6.6	9.5

Source: Hardman & Co Research



Balance sheet statement					
@31 Dec (€m)	2018	2019	2020	2021	2022E
Property, plant & equipment	76.7	78.9	77.2	78.6	84.0
Intangible assets	3.5	2.9	2.2	1.6	1.6
Other non-current assets	3.9	2.0	1.9	3.8	4.1
Fixed assets	84.0	83.7	81.3	83.9	89.7
Trade receivables	24.1	19.2	19.3	26.6	28.0
Inventories	35.9	39.1	36.7	40.6	42.1
Other current receivables	5.8	4.9	3.9	4.5	5.0
Cash and equivalents	6.5	3.5	7.6	13.5	17.9
Current assets	72.3	66.8	67.4	85.2	93.0
Total assets	156.3	150.5	148.8	169.1	182.6
Trade payables	-33.2	-31.3	-25.6	-39.8	-41.8
Other payables	-4.3	-4.7	-4.7	-4.7	-4.4
Tax payable	-1.9	-0.5	-1.2	-1.6	-1.6
Debt	-22.7	-20.5	-18.7	-19.6	-19.6
Current liabilities	-62.0	-57.0	-50.1	-65.7	-67.4
Pension provisions	-2.9	-2.9	-2.7	-2.6	-2.9
Other provisions	-0.7	-0.9	-1.3	-1.0	-1.0
Deferred tax liabilities	-4.3	-4.4	-4.1	-6.2	-6.2
Long-term debt	-27.9	-23.6	-28.8	-23.2	-18.1
Non-current liabilities	-35.7	-31.8	-37.0	-32.9	-28.2
Total liabilities	-97.7	-88.8	-87.1	-98.6	-95.6
Net assets	58.6	61.7	61.7	70.5	87.1
Share capital	16.2	16.2	17.4	18.8	18.4
Reserves	42.4	45.5	44.3	51.7	68.7
Total equity	58.6	61.7	61.7	70.5	87.1
Net book value per share (€)	4.47	4.71	4.71	5.38	6.65
Net debt	-44.0	-40.5	-39.9	-29.3	-19.9
Debt/equity	75%	66%	65%	42%	23%

Source: Hardman & Co Research



Valuation

Peer valuation

Simplest valuation methodology is peer comparison...

The simplest valuation methodology is to compare the valuation of the company with similar listed businesses. In NDT's case, there *are* similar businesses, but they tend to be substantially larger and, inevitably, while the operations are alike, they are not identical. The most comparable company, in our view, is Surteco, listed in Germany. It produces decorative foils on paper and plastic. We show the valuation multiples of NDT and Surteco in the table below.

The "Neodecortech @ value" is the valuation at our central DCF value of €6.78 per share.

Peer group valuation comparison										
Company	Price (€)	Mkt cap (€m)	EV (€m)	EV/EBITDA 2021 (x)	EV/EBITDA 2022E (x)	P/E 2021 (x)		0	EPS growth 2022E/2021	
Neodecortech	3.63	49	78	4.3	4.1	7.5	7.0	89%	9%	
Neodecortech @ value	6.78	89	118	6.5	6.2	13.3	12.2	89%	9%	
Surteco	28.9	448	600	5.5	5.5	9.9	9.8	62%	1%	

Note: based on Surteco price as at 14/03/22. Source: Hardman & Co Research

NDT trades at a ca.21% EV/EBITDA discount to Surteco for FY'21E and 25% for FY'22E, and at an even greater discount to P/E multiples. Some of this may be reasonably attributed to the lower liquidity in the shares and the scale of the business generally – and the valuation at our central DCF value looks closer to what may be thought reasonable. Of course, the smaller scale also gives NDT the chance to grow faster, from its ability to move more nimbly.

DCF

...while objective form is DCF

The objective form of valuation is a discounted cashflow (DCF) calculation. The problems with the DCF method are well-documented – most notably the huge sensitivity to both assumed growth rates and the discount rate used. We tend to use a central assumption of 10% cost of equity, and value the equity in the business. We also typically use a nominal 3% growth rate for the perpetuity calculation – equivalent to a conservative long-run estimate of nominal GDP growth. For NDT, we have assumed growth in cashflows between FY'22E (our last forecast year) and FY'25E of 5% for our central case.

DCF valuation									
€m		2018	2019	2020	2021	2022E	2023E	2024E	2025E
Revenue		133.7	135.9	133.7	179.3	188.2	191.5	201.1	211.2
EBITDA (reported)		17.7	15.9	14.6	18.1	19.0	20.1	21.2	22.2
Working capital		0.0	-1.9	-1.6	2.1	-1.6	-1.7	-1.8	-1.9
Capex		-7.7	-7.7	-6.2	-9.4	-8.3	-8.5	-8.9	-9.4
Tax		-0.3	-0.7	-0.5	-1.3	-1.9	-2.2	-2.3	-2.4
Net cashflow							7.8	8.1	8.5
Discount factor	10%					1	1.1	1.2	1.4
Discounted cashflow							6.9	6.5	6.2

Source: Hardman & Co Research



DCF summation	
Value components	€m
2023-25E	19.6
2026E onwards	91.8
Total	111.5
less net debt end-2022	-19.9
Equity value	91.6
Equity value per share (€)	6.78

Source: Hardman & Co Research

Our central DCF valuation is €6.78

Our forecast range of values, based on the DCF methodology, gives a value of between €4.72 and €10.34 per share, with a central value, at a 5% mid-term growth rate and using our 10% discount rate, of €6.78.

DCF sensitivity table (€)				
Discount rate/mid-term growth	3%	4%	5%	6%
8%	9.80	9.98	10.16	10.34
10%	6.53	6.66	6.78	6.91
12%	4.72	4.82	4.91	5.00

Source: Hardman & Co Research

Lastly, it is worth noting that the 2021 book value of the company equates to €5.38 per share and that the replacement cost of the assets is substantially higher. NDT had only recently started trading at above historical book value.

Investment conclusion

NDT traded strongly in FY'21. It bounced back well from the COVID-19 closures, and the paper plants are running at full capacity. The second half of FY'21 saw sustained increases in raw material prices, which have not been fully passed on, and, if the European and global economies stumble, it will be hard to pass them on in FY'22. We have only modest progress assumed for FY'22 in our forecasts but, with NDT trading at 4.1x EV/EBITDA FY'22E and 7.0x P/E FY'22E, and, once again, at a 33% discount to FY'22E book, it would not appear to be anticipating any good news at all.



Risks

As noted, the four key risks, other than usual business risks, that we see for NDT are the economic cycle, raw material prices, the competition from China and the minority shareholding position. A serious recurrence of COVID-19 could also have a negative impact on the company's operations, and especially those of its customers, although the risks in well-vaccinated countries now seem well-contained.

- ▶ The company is clearly exposed to the economic cycle, and, if there is a marked downturn, especially affecting the construction sector, then our forecasts are unlikely to be met. NDT's debt is well-structured, and there should be no problem servicing it in any short-lived recession, in our view.
- Raw material prices, as previously noted, should have only a timing issue on profitability, as the price moves get passed on in both directions. However, if there were to be a sustained increase in prices, then the products NDT produces might be subject to substitution.
- ▶ China is a big producer of décor paper about half the global total. Currently, its production tends to be at the lower-quality end, and is mostly absorbed domestically. In the future, a shortfall in demand and/or a move up the quality spectrum could make China a more intense competitor of western European producers.
- ➤ Shareholders in NDT have to remember that they are minority holders; the Valentini family now controls 59% of the equity, having sold down 1.2m shares at €3.40 in October 2019 and been diluted by the warrants issue in 2021.



Disclaimer

Hardman & Co provides professional independent research services and all information used in the publication of this report has been compiled from publicly available sources that are believed to be reliable. However, no guarantee, warranty or representation, express or implied, can be given by Hardman & Co as to the accuracy, adequacy or completeness of the information contained in this research and they are not responsible for any errors or omissions or results obtained from use of such information. Neither Hardman & Co, nor any affiliates, officers, directors or employees accept any liability or responsibility in respect of the information which is subject to change without notice and may only be correct at the stated date of their issue, except in the case of gross negligence, fraud or wilful misconduct. In no event will Hardman & Co, its affiliates or any such parties be liable to you for any direct, special, indirect, consequential, incidental damages or any other damages of any kind even if Hardman & Co has been advised of the possibility thereof.

This research has been prepared purely for information purposes, and nothing in this report should be construed as an offer, or the solicitation of an offer, to buy or sell any security, product, service or investment. The research reflects the objective views of the analyst(s) named on the front page and does not constitute investment advice. However, the companies or legal entities covered in this research may pay us a fixed fee in order for this research to be made available. A full list of companies or legal entities that have paid us for coverage within the past 12 months can be viewed at http://www.hardmanandco.com/legals/research-disclosures. Hardman may provide other investment banking services to the companies or legal entities mentioned in this report.

Hardman & Co has a personal dealing policy which restricts staff and consultants' dealing in shares, bonds or other related instruments of companies or legal entities which pay Hardman & Co for any services, including research. No Hardman & Co staff, consultants or officers are employed or engaged by the companies or legal entities covered by this document in any capacity other than through Hardman & Co.

Hardman & Co does not buy or sell shares, either for their own account or for other parties and neither do they undertake investment business. We may provide investment banking services to corporate clients. Hardman & Co does not make recommendations. Accordingly, they do not publish records of their past recommendations. Where a Fair Value price is given in a research note, such as a DCF or peer comparison, this is the theoretical result of a study of a range of possible outcomes, and not a forecast of a likely share price. Hardman & Co may publish further notes on these securities, companies and legal entities but has no scheduled commitment and may cease to follow these securities, companies and legal entities without notice.

The information provided in this document is not intended for distribution to, or use by, any person or entity in any jurisdiction or country where such distribution or use would be contrary to law or regulation or which would subject Hardman & Co or its affiliates to any registration requirement within such jurisdiction or country.

Some or all alternative investments may not be suitable for certain investors. Investments in small and mid-cap corporations and foreign entities are speculative and involve a high degree of risk. An investor could lose all or a substantial amount of his or her investment. Investments may be leveraged and performance may be volatile; they may have high fees and expenses that reduce returns. Securities or legal entities mentioned in this document may not be suitable or appropriate for all investors. Where this document refers to a particular tax treatment, the tax treatment will depend on each investor's particular circumstances and may be subject to future change. Each investor's particular needs, investment objectives and financial situation were not taken into account in the preparation of this document and the material contained herein. Each investor must make his or her own independent decisions and obtain their own independent advice regarding any information, projects, securities, tax treatment or financial instruments mentioned herein. The fact that Hardman & Co has made available through this document various information constitutes neither a recommendation to enter into a particular transaction nor a representation that any financial instrument is suitable or appropriate for you. Each investor should consider whether an investment strategy of the purchase or sale of any product or security is appropriate for them in the light of their investment needs, objectives and financial circumstances.

This document constitutes a 'financial promotion' for the purposes of section 21 Financial Services and Markets Act 2000 (United Kingdom) ('FSMA') and accordingly has been approved by Capital Markets Strategy Ltd which is authorised and regulated by the Financial Conduct Authority (FCA).

No part of this document may be reproduced, stored in a retrieval system or transmitted in any form or by any means, mechanical, photocopying, recording or otherwise, without prior permission from Hardman & Co. By accepting this document, the recipient agrees to be bound by the limitations set out in this notice. This notice shall be governed and construed in accordance with English law. Hardman Research Ltd, trading as Hardman & Co, is an appointed representative of Capital Markets Strategy Ltd and is authorised and regulated by the FCA under registration number 600843. Hardman Research Ltd is registered at Companies House with number 8256259.

(Disclaimer Version 8 – Effective from August 2018)

Status of Hardman & Co's research under MiFID II

Some professional investors, who are subject to the new MiFID II rules from 3rd January 2018, may be unclear about the status of Hardman & Co research and, specifically, whether it can be accepted without a commercial arrangement. Hardman & Co's research is paid for by the companies, legal entities and issuers about which we write and, as such, falls within the scope of 'minor non-monetary benefits', as defined in the Markets in Financial Instruments Directive II.

In particular, Article 12(3) of the Directive states: 'The following benefits shall qualify as acceptable minor non-monetary benefits only if they are: (b) 'written material from a third party that is commissioned and paid for by a corporate issuer or potential issuer to promote a new issuance by the company, or where the third party firm is contractually engaged and paid by the issuer to produce such material on an ongoing basis, provided that the relationship is clearly disclosed in the material and that the material is made available at the same time to any investment firms wishing to receive it or to the general public...'

 $The fact that \ Hardman \ \& \ Co \ is \ commissioned \ to \ write \ the \ research \ is \ disclosed \ in \ the \ disclaimer, \ and \ the \ research \ is \ widely \ available.$

The full detail is on page 26 of the full directive, which can be accessed here: $\underline{\text{https://ec.europa.eu/transparency/regdoc/rep/3/2016/EN/3-2016-2031-EN-F1-1.PDF}}$

In addition, it should be noted that MiFID II's main aim is to ensure transparency in the relationship between fund managers and brokers/suppliers, and eliminate what is termed 'inducement', whereby free research is provided to fund managers to encourage them to deal with the broker. Hardman & Co is not inducing the reader of our research to trade through us, since we do not deal in any security or legal entity.

