



# Primary Health Properties PLC at a glance

- ✓ Leading investor in flexible, modern primary healthcare accommodation across UK and Ireland
- ✓ Leading portfolio of 484 properties valued at £2.35 billion
- ✓ FTSE 250 UK Real Estate Investment Trust ("REIT") with £1.5 billion market capitalisation
- √ 90% of income funded by government bodies (GPs, NHS or HSE)
- ✓ 23 consecutive years of dividend growth; dividend covered by earnings
- Strong capital base with a prudent balance of shareholder equity and debt finance
- ✓ All share merger with MedicX completed on 14 March 2019 and businesses successfully integrated
- ✓ L4L rental growth of £1.0m (0.8%) accounting for the majority of the revaluation surplus





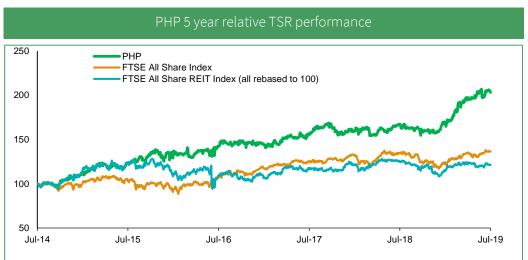
## **Investment highlights**

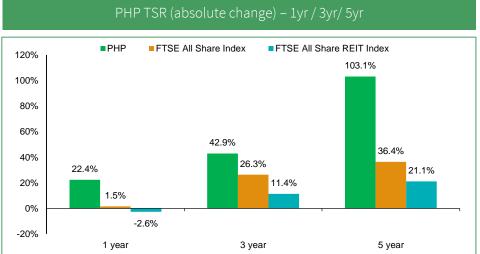
#### ✓ Created one of the UK's largest listed primary health property investors with over 484 properties valued at £2.35 billion ✓ FTSE 250 REIT with market capitalisation of £1.5 billion and improved share liquidity Successful all-share ✓ Highly complementary portfolios of flexible, modern primary healthcare accommodation – the combined business has a stronger merger with MedicX platform with greater scale and financial resources ✓ Operational cost synergies, estimated at £4.0m per annum, leading to EPRA cost ratio expected to be lowest in the UK REIT sector ✓ Access to lower cost of debt funding expected over the medium term with 25bp of savings already delivered post merger ✓ Continued disciplined approach to acquisitions and asset management initiatives avoiding asset obsolescence Low risk, long-term, ✓ Increased opportunities in the UK and Ireland low volatility market ✓ 90% of income funded by government bodies (NHS or HSE) on long lease terms – WAULT of 13.0 years ✓ Positive yield gap between acquisition yield and funding costs Strong, high-quality ✓ Effectively upward-only or indexed rent reviews with improving outlook and growing cash flows ✓ Simple and transparent cost structure enhancing earnings ✓ Continued organic rental growth from rent reviews and asset management projects ✓ Proactive approach to refinancing to access lower cost of funds over the medium term Adding value and reducing costs ✓ EPRA cost ratio expected to be the lowest in the UK REIT sector ✓ Underlying investment characteristics make the enlarged group attractive to investors ✓ Healthcare demand increasing due to ageing and growing populations in the UK and Ireland Sector demand factors dictate continued development of ✓ Unwavering political support in UK and Ireland and promotion of integrated care healthcare premises ✓ Historic underinvestment in primary care estate – in need of replacement and modernisation ✓ Proven track record of successfully identifying and investing in new assets on attractive terms to grow the portfolio Proven business model with ✓ Consistently maintained high level of occupancy – currently 99.5% strong management ✓ Experienced management team with corporate, financial, property, investment and NHS experience



# Strong track record of relative performance

✓ IRR over period since inception of 13.2%¹ (Average annual inflation (RPI) over period: 2.8%)

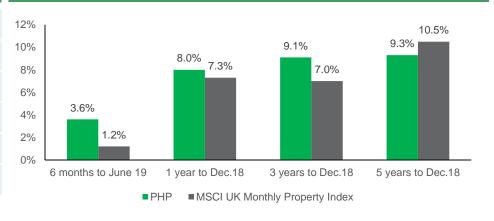




#### CAGR total shareholder returns

	PHP	Assura	EPRA UK
1 year	22.4%	22.3%	(3.6%)
3 years	12.6%	8.9%	3.5%
5 years	15.2%	13.5%	3.7%
10 years	14.3%	12.2%	10.4%
20 years	14.4%	-	5.3%

#### PHP TPR vs MSCI UK Monthly Property Index





Source: all data sourced from Thomson Reuters as at close 23 July 2019; IPD All Property Index sourced from Investment Property Databank

IRR includes total dividends paid to 24 May 2019 of 80.15 pence and assumes the sale of the underlying ordinary shares at 133.4 pence, the closing mid market price as at 28 June 2019, having been issued at 25 pence (dividend and share issue price data adjusted where required to reflect four for one share sub-division in November 2015)



# **Key financial highlights**

Performance	30 June 2019	30 June 2018	Change
Net rental income (£m)	53.8	37.4	+43.9%
Adjusted EPRA earnings (£m)	27.9	17.1	+63.2%
Dividends paid (£m)	26.7	16.8	+58.9%
Dividend cover	104%	102%	-
Dividend per share (pence)	2.8p	2.7p	+3.7%

Position	30 June 2019	31 December 2018	Change
Investment property (£bn)	2.35	1.50	+0.8%
Adjusted EPRA NAV per share (pence)	105.2	105.1	+0.1%
Loan to value	47.9%	44.8%	+3.1%

Management	30 June 2019	31 December 2018	Change
Average cost of debt <sup>1</sup>	3.75%	3.90%	-15bp
Growth on rent reviews	1.9 % p.a.	1.4% p.a.	+0.5%
WAULT	13.0 years	13.1 years	-0.1 years
EPRA cost ratio	12.2%	14.3%	-2.1%



<sup>1.</sup> Including impact of £150m/2.875% convertible bond issued and repayment of £75m/5.375% retail bond post period end.

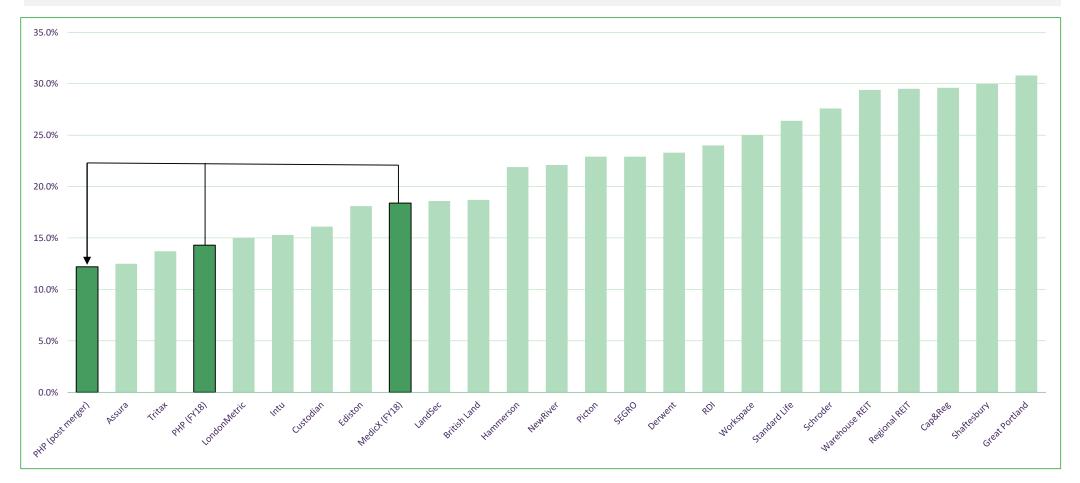
## **Income statement**

	PHP 6 months	MedicX 3.5 months	30 June 2019 £m	30 June 2018 £m	Change %
Net rental income	40.3	13.5	53.8	37.4	+43.9%
Administrative expenses	(4.5)	(0.5)	(5.0)	(4.2)	
Performance incentive fee	(0.9)	-	(0.9)	(0.6)	
Operating profit before financing costs	34.9	13.0	47.9	32.6	+46.9%
Net financing costs	(14.6)	(5.4)	(20.0)	(15.5)	
Adjusted EPRA earnings	20.3	7.6	27.9	17.1	63.2%
Revaluation surplus	14.5	3.2	17.7	21.3	-16.9%
Fair value loss on derivatives and convertible bond	(4.1)	-	(4.1)	(0.3)	
Adjusted IFRS profit before tax	30.7	10.8	41.5	38.7	+7.2%
Exceptional revaluation adjustment arising on merger with MedicX	-	(138.4)	(138.4)		
Exceptional administrative costs arising on merger with MedicX	-	(10.2)	(10.2)		
Amortisation of MedicX debt MtM at acquisition	-	1.0	1.0		
IFRS (loss)/profit before tax	30.7	(136.8)	(106.1)	38.7	
Adjusted EPRA earnings per share			2.8p	2.5p	+12.0%
IFRS (loss)/earnings per share			(10.7p)	5.7p	



## **EPRA** cost ratio

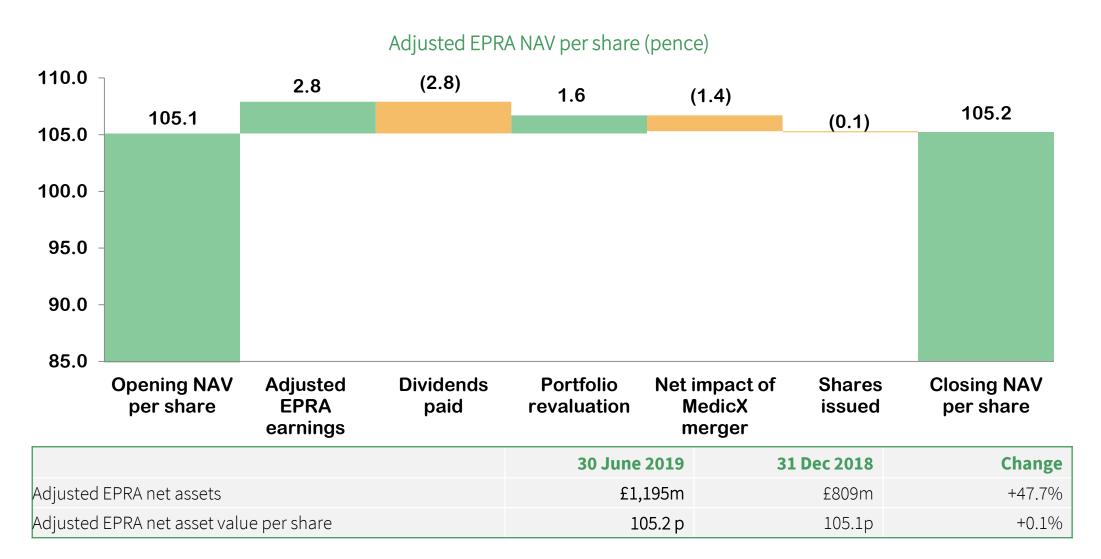
- EPRA cost ratio reduced to 12.2% lowest in sector (PHP: FY18 14.3%; MedicX FY18: 18.4%)
- Reflects only 3.5 months of synergy savings £4.0m per annum
- Total expense ratio (TER) reduced to 0.5% (FY18: 0.6%)





Source: Peel Hunt/company

## **Balance Sheet Strengthened**







## **Property portfolio overview**

Key Figures	PHP	MedicX	Combined
Total number of properties	317	167	484
Including properties in Ireland	10	5	15
Investment portfolio value (£bn)	1.54	0.81	2.35
Floor area (000's sqm)	419	225	644
Capital value (£ per sqm)	3,665	3,615	3,650
Contracted rent roll (£m)	81.1	44.5	125.6
Net initial yield (NIY)	n/a	n/a	4.85%
Average lot size (£m)	4.9	4.9	4.9
Average WAULT (years)	12.8	13.4	13.0
Occupancy	99.8%	98.9%	99.5%
Government backed rent	90%	91%	90%

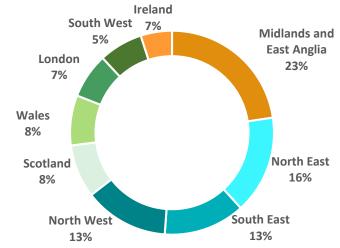
Capital Value <sup>1</sup>	Number	Value (£m)	%
>£10m	43	625	26.5%
£5m - £10m	108	750	31.8%
£3m - £5m	154	597	25.3%
£1m - £3m	171	375	15.9%
<£1m (incl. land £4.1m)	8	10	0.5%
Total	484	2,357	100.0%



¹ Includes acquisition of The Meath, Ireland for £9.8m (€10.9m) completed post period end

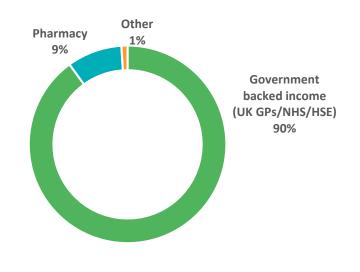
## **Property portfolio overview**

# Geographical spread by valuation



### Covenant exposure by rent roll

Primary Health





Numbers in green dots represent the number of properties in that region

## High quality recurring income

#### Key characteristics of the portfolio

Weighted average unexpired lease length of 13.0 years

Occupancy rate of 99.5% Strong tenant covenant – 90% of rent roll paid directly/indirectly by Government bodies

The majority of leases have effectively upward only rent reviews

32% of portfolio on fixed or indexed uplifts. 68% OMV review, typically every three years











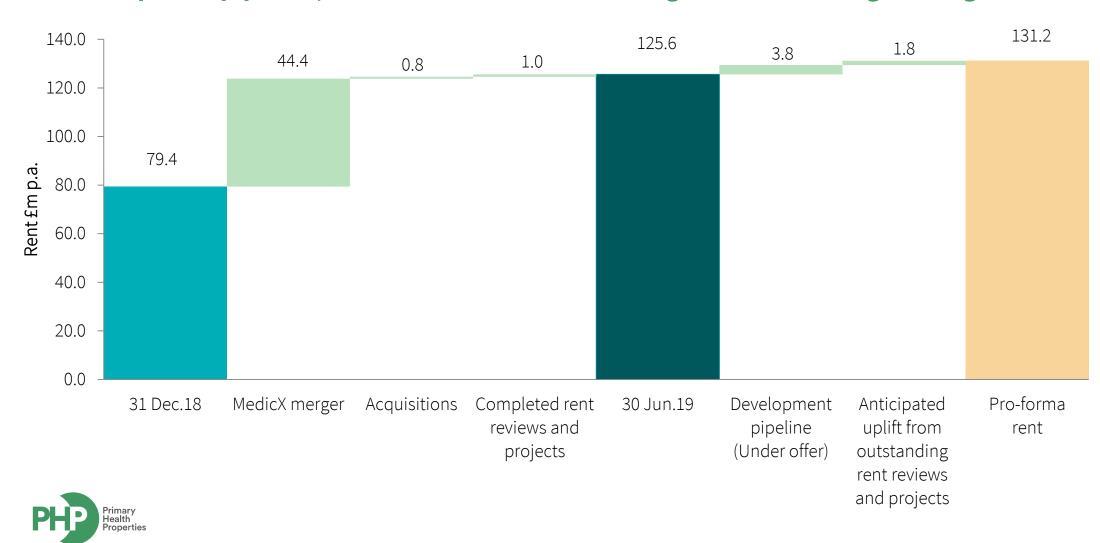
...these characteristics result in highly visible cash flows and stable valuation yields

- Contracted rent roll of over £125.6m p.a.
- HY19 L4L rental growth of £1.0m (0.8%) accounting for the majority of the revaluation surplus
- Rate of rental growth expected to improve in future years
- Peers also reporting positive rental growth outlook



# **Growing Income**

### Development pipeline, rent reviews and asset management delivering rental growth



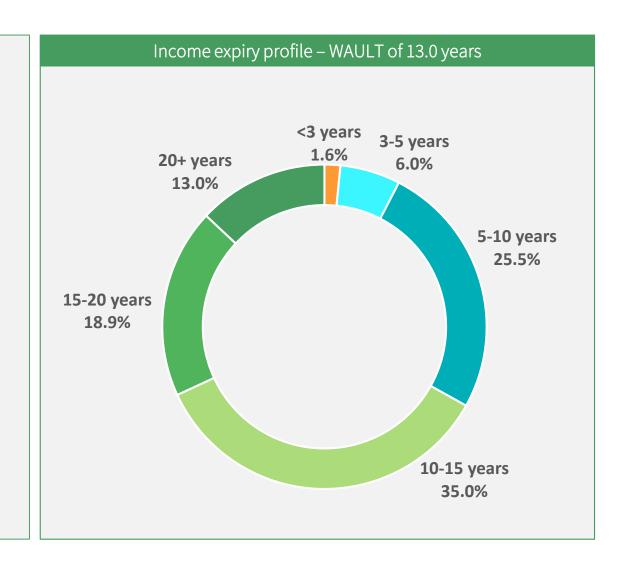
## Long leases with growth potential

# Effectively upward only rent roll Rent review profile

- 6.6% on fixed uplift
- 25.3% index linked
- 68.1% reviewed to open market

### Drivers of rental growth

- Increased development activity
- Building cost inflation
- Reducing the NHS carbon footprint
- Specification creep
- Building regulations
- Replacement cost





## **Growing Development Pipeline**

• Eight schemes on site with a net development cost of £59.5m

#### **Emerald Gardens, Kew Medical Centre, UK**



#### Tenants

GP practice

Social prescribing charity

Purchase date: March 2019
PC date: Q4 2019
Acquisition cost: £4.8m
Size: 845 sqm

Number of GPs: 3

WAULT: 22.0 years Rent review: OMIV

#### **Bray Primary Care Centre, Ireland**



#### **Tenants**

- Health Service Executive (HSE)
- GP Practices
- Pharmacy
- Café
- Car park operator

Purchase date: July 2018
PC date: 04 2019

Acquisition cost: £20.1m (€22.4m)

Size: 4,822 sqm WAULT: 21.5 years Rent review: Irish CPI

#### **Mansfield Medical Centre, Peterborough**



#### Tenants

- GP Practices
- Private Medical

Purchase date: April 2018
PC date: Q3 2019
Acquisition cost: £3.5m
Size: 918 sqm
WAULT: 20 years
Rent review: OMIV and RPI

#### **Athy Primary Care Centre, Ireland**



#### Tenants

- Health Service Executive (HSE)
- GP Practices
- Tusla
- Pharmacy

Purchase date: February 2019 PC date: Q4 2019

Acquisition cost: £11.6m (€12.9m)

Size: 3,486 sqm WAULT: 28 years Rent review: Irish CPI



### Investment

- Five assets acquired for £31.3m (average lot size £6.3m)
- Strong active pipeline in UK and Ireland totalling £150m including £70m in legal due diligence

#### **Oakwood Lane Medical Centre, Leeds**



#### Tenants

- GP practice
- Pharmacy

Purchase date: February 2019
Acquisition cost: £5.4m
Size: 1,177 sqm
Number of GPs: 9
WAULT: 20.6 years
Rent review: OMV AND RPI

#### The Meath Primary Care Centre, Dublin, Ireland



#### Tenants

- Health Service Executive (HSE)
- 3 GP Practices
- Pharmacy
- Diagnostics
- Dentist
- Physio
- STD clinic

Purchase date: July 2019 Acquisition cost: £9.8m (€10.9m) Size: 2,304 sqm

Number of GPs:

WAULT: 14.4 years Rent review: Irish CPI



## **Asset Management – enhancing existing portfolio**

- Eight projects completed, three on-site and eleven approved and due to commence shortly
- £4.9m invested, £0.3m additional rent and WAULT extended back to 17 years
- Strong pipeline of over 60 potential projects

#### **Robin Lane Medical Centre, Pudsey**



Project description: Medical centre extension, refurbishment and upgrading works to provide eleven new clinical rooms, two new treatment rooms, Healthcare Assistant room and new basement storage. As well as a newly configured and updated reception, administration and waiting areas.

Completion date: May 2019
Capex: £1.0m
Additional Rent: £29,500 pa
New Lease: 25 years
Size: 167 sqm extension

Patients: 13,500 patients

Number of GPs: 3

#### **Westwoods Surgery, Northleach**



Project description: Medical centre refurbishment to bring the building up to current infection control standards. To include internal reconfiguration to create a further two clinical rooms.

Completion date: Expected Q1 2020

Capex: £0.4m
Additional Rent: £6,000 pa
New Lease: 21 years
Size: n/a

Patients: 11,000 patients

Number of GPs:

#### **Milton Keynes Village Practice**



Project description: Medical centre extension to include six new consulting rooms, new minor operations suite, health promotion room and district nurses' locality office.

Completion date: October 2018
Capex: £0.8m
Additional Rent: £33,500 pa
New Lease: 21 years
Size: 330 sqm extension

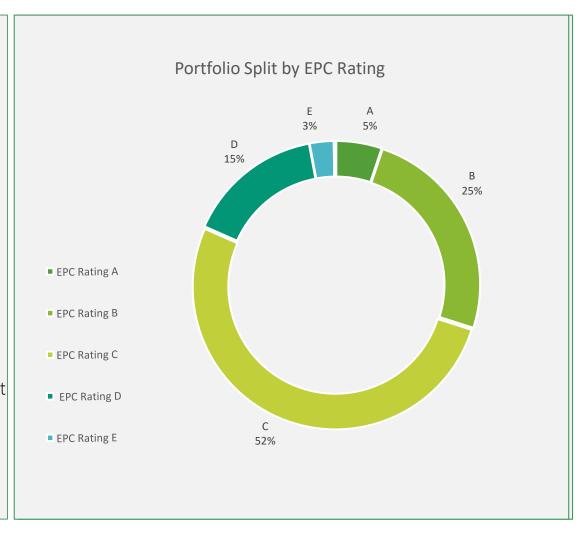
Patients: 18,000 patients

Number of GPs:



## **Environmental and social**

- PHP is committed to supporting both the NHS and HSE in tackling the major underinvestment in primary care facilities in both the UK and Ireland
- 82% of the portfolio has an EPC rating of C or better
- Future asset management projects offer opportunity to improve EPC rating
- In the UK, 100% of new developments currently on site are specified to have a BREEAM rating of 'Very good' or better
- In Ireland, all developments currently on site have a BER<sup>(1)</sup> rating of A3 or better
- Board recently approved the funding of a new integrated primary care centre that will be built to BREEAM Excellent
- PHP has recently commenced construction in Kew, West London, of a new primary care centre that will also provide dedicated social prescribing space<sup>(2)</sup>, an increasingly important part of a balanced primary care offering

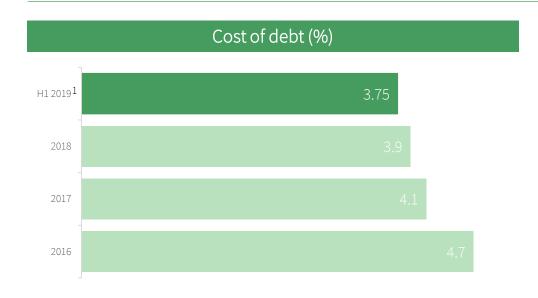


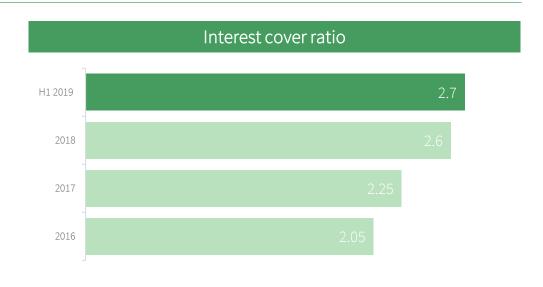


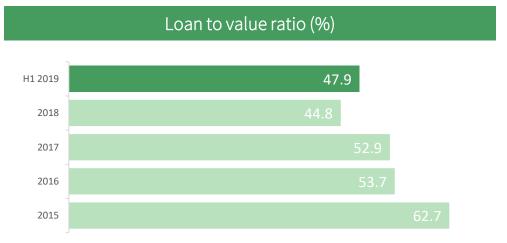
- Building energy rating
- 2. Social prescribing is a way of linking patients in primary care with sources of support within the community. It provides GPs with a non-medical referral option that can operate alongside existing treatments to improve health and wellbeing.

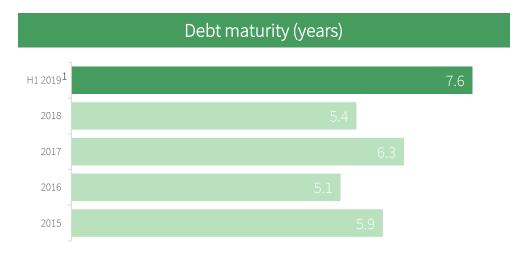


## **Delivering financial management**









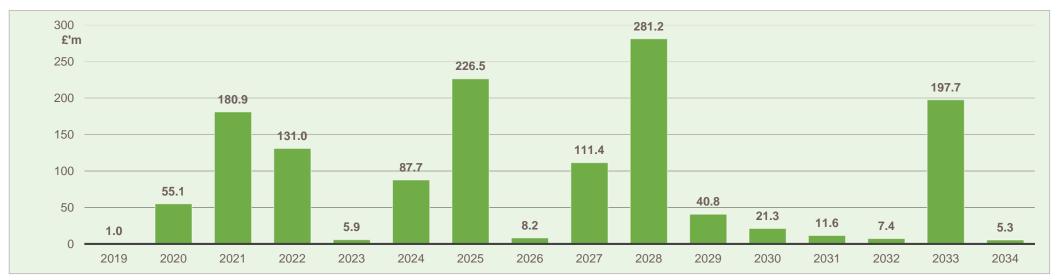


 $1. \ Including \ impact \ of \ \pounds 150m/2.875\% \ convertible \ bond \ issued \ and \ repayment \ of \ \pounds 75m/5.375\% \ retail \ bond \ post \ period \ end$ 

## **Debt summary**

- ✓ Broad range of lending partners with 93% of debt fixed or hedged
- ✓ Total debt facilities in excess of £1.37bn<sup>(1)</sup>
- ✓ Drawn net debt £1.1bn<sup>(1)</sup>
- ✓ Group LTV 47.9%
- ✓ Average cost of debt 3.75%<sup>(1)</sup>
- ✓ Long weighted average debt maturity of 7.6 years<sup>(1)</sup>

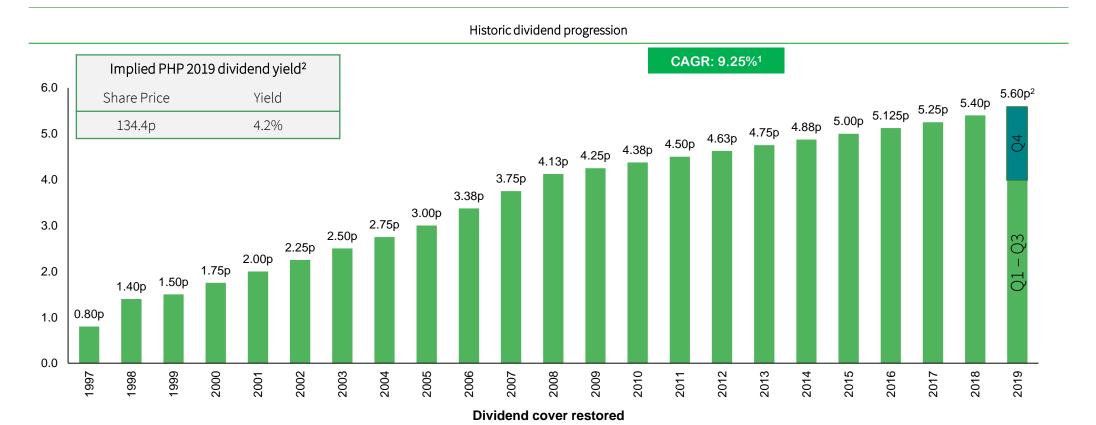
### Debt maturity profile





 $1. \ Including \ impact \ of \ \pounds 150m/2.875\% \ convertible \ bond \ issued \ and \ repayment \ of \ \pounds 75m/5.375\% \ retail \ bond \ post \ period \ end$ 

## Strong track record of dividend growth





<sup>2</sup> Based on Q1 – Q3 2019 dividend of 1.4p declared per share and is illustrative only

- ✓ Q1, Q2 and Q3 2019 dividend of 1.4p per quarter (equivalent to 5.6p annualised) a 3.7% increase and 23<sup>rd</sup> year of growth
- ✓ Dividend cover at 104%
- ✓ Total dividends paid increased by 58.9% in H1 2019



## **Spread of funding sources**

	Secured facilities <sup>3, 4</sup>								
Provider	HSBC	Barclays/ AIB	Santander	Lloyds	RBS	Aviva	Bank of Ireland €	Secured bond	Aviva – One Medical
Tenor	Bullet	Bullet	Bullet	Bullet	Bullet	Bullet	Bullet	Bullet	Amortising
Expiry	Jul-2020	Jan-2021	Jul-2021	Dec-2021	Mar-2022	Dec-2022	Sep-2024	Dec-2025	Aug-2026
Facility	£50m	£115m	£31m	£30m	£100m	£25m	£30m (€34m)	£70m	£26m
Drawn	£nil	£55m	£8m	£30m	£76m	£25m	£24m (€27m)	£70m	£26m
Collateral <sup>2</sup>	£58m	£221m	£65m	£59m	£226m	£45m	£51m	£131m	£52m
Passing Rent	£3m	£11m	£3m	£3m	£11m	£3m	£3m	£7m	£3m
LTV Max	55%	60%	65%	65%	55%	70%	65%	74%	65%
LTV actual	n/a	25%	14%	54%	38%	56%	47%	54%	50%
ICR Min	1.1×	1.5x	1.75x	1.75x	1.5x	1.6x	1.65x	1.15x	1.75x
ICR actual	2.0x	5.3x	5.9x	8.9%	5.7x	2.6x	3.6%	3.4x	2.46x



- 1. Excludes unsecured £5m overdraft facility
- 2. Includes only assets mortgaged to the applicable facility
- 3. All data as at 25 July 2019
- 4. Including impact of £150m/2.875% convertible bond issued and repayment of £75m/5.375% retail bond post period end

## **Spread of funding sources (continued)**

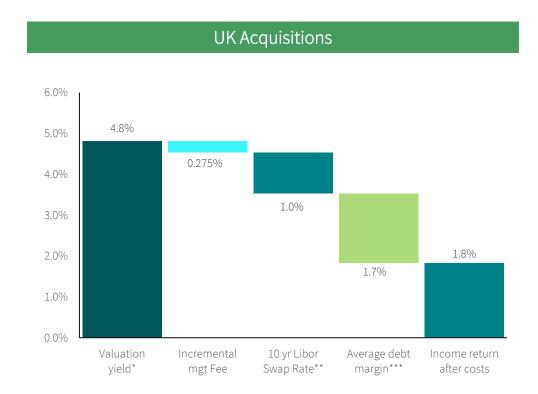
	Secured facilities (continued) <sup>3,4</sup>								Unsecured facilities <sup>1</sup>	Unfettered assets	Total
Provider	Secured bond	Aviva	Ignis	Standard Life	Aviva	Euro PP (€)	Aviva	Aviva	Convertible bond		
Tenor	Bullet	Bullet	Bullet	Bullet	Bullet	Bullet	Amort'n	Amortising	Bullet	-	
Expiry	Mar-2027	Nov-2028	Nov-2028	Dec-2028	Aug-2024 Aug-2029	Dec-2028 Dec-2030	Jan-2032	Feb-2033	Jul- 2025	-	
Facility	£100m	£75m	£50m	£78m	£113m	£45m (€51m)	£22m	£263m	£150m	-	£1,373m
Drawn	£100m	£75m	£50m	£78m	£113m	£45m (€51m)	£22m	£263m	£150m	-	£1,210m
Collateral <sup>2</sup>	£186m	£139m	£85m	£131m	£200m	£77m	£46m	£422m	-	£153m	£2,347m
Passing Rent	£10m	£7m	£5m	£7m	£10m	£4m (€5m)	£3m	£23m	-	£10m	£126m
LTV Max	70%	70%	74%	74%	70%	70%	70%	75%	-	-	
LTV actual	54%	54%	59%	59%	57%	60%	47%	63%	-	-	
ICR Min	1.15x	1.6x	1.15x	1.65x	1.2x	1.15x	1.6x	1.40x	-	-	
ICR actual	3.3x	3.2x	2.39x	2.32x	1.9x	3.4x	1.8x	1.99x	-	-	

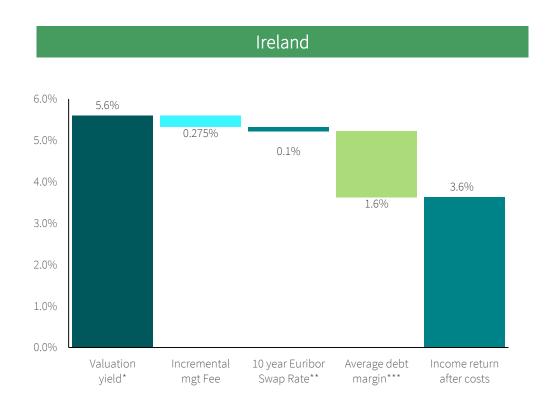


- 1. Excludes unsecured £5m overdraft facility
- 2. Includes only assets mortgaged to the applicable facility
- 3. All data as at 25 July 2019
- 4. Including impact of £150m/2.875% convertible bond issued and repayment of £75m/5.375% retail bond post period end

## Positive yield gap

### Illustrative yield gap on property investment







- PHP portfolio valuation yield 30 June 2019 (used as proxy for market purchases)
- \*\* Sourced from JC Rathbone 1 July 2019
- \*\*\* Company incremental margin on debt facilities

## **Rent review results**

- ✓ £0.9m (1.9% p.a) increase from 182 rent reviews completed
- ✓ 0.9% achieved on 94 open market value reviews
- ✓ 3.0% achieved on 78 indexed linked reviews
- ✓ 3.1% achieved on 10 fixed reviews
- ✓ 197 open market value reviews outstanding with ERV £32.4m or uplift of £1.6m equivalent to 1.7% p.a.

Outstanding reviews focused by region	
London and South East	48%
North	25%
Midlands	10%
South West	7%
Wales	6%
Scotland	4%
	100%

6 months to 30 June 2019	OMV Rent reviews completed			outstanding urrent rent)
	No	%	No	£m
Reviews relating to calendar years:				
2011	2	0.8%	3	0.9
2012	2	0.9%	3	0.4
2013	5	1.8%	8	1.2
2014	4	1.4%	9	2.2
2015	18	1.8%	41	5.8
2016	15	1.1%	41	6.2
2017	12	1.1%	50	7.9
2018	5	1.1%	37	5.5
2019	1	1.1%	5	0.7
	64	1.3%	197	30.8
Nil increases	30	0.0%		
Total OMV reviews	94	0.9%		



# **Pharmacy rent**

- £11.0m 9% of total rent roll across 280 stores.
- WAULT 10.3 years

Covenant analysis	Rent p.a £m
Independents	3.7
Lloyds	2.6
Boots	1.0
Well Pharmacy	0.8
Rowlands	0.7
Gorgemead	0.4
Day Lewis	0.2
Со-ор	0.1
Super-drug	0.1
Ireland pharmacy	0.7
Other multiple chain operators	0.7
	11.0



## **EPRA cost ratio**

	Six months ended 30 June 2019	Six months ended 30 June 2018	Year ended 31 December 2018
	£m	£m	£m
Gross rent less ground rent and service charge income	55.0	38.0	77.6
Direct property expense	2.6	1.5	3.2
Administrative expenses	5.0	4.2	8.6
Performance incentive fee ("PIF")	0.9	0.6	1.3
Less: service charge costs	(1.3)	(0.7)	(1.7)
Less: ground rent	(0.1)	(0.1)	(0.1)
Less: other operating income	(0.4)	(0.1)	(0.2)
EPRA costs (including direct vacancy costs)	6.7	5.4	11.1
EPRA cost ratio	12.2%	14.2%	14.3%
EPRA cost ratio excluding PIF	10.5%	12.6%	12.6%
Administrative expenses as a percentage of gross asset value (annualised)	0.5%	0.6%	0.6%



### Nexus's revised fee base

- MedicX portfolio at acquisition (£804m<sup>(1)</sup>) charged at a flat rate of 0.225% p.a. or £1.8m p.a.
- This equates to a total management fee saving of £3.0m p.a. in the first full year of operation as compared to the current combined standalone fees payable by each company
- No change to the Performance Incentive Fee ("PIF") arrangements
- PHP's incremental fee rates for advisory fee applicable to existing portfolio excluding MedicX

Gross asset value	Fee rate
First £250m	0.500%
Between £250m and £500m	0.475%
Between £500m and £750m	0.400%
Between £750m and £1bn	0.375%
Between £1bn and £1.25bn	0.325%
Between £1.25bn and £1.5bn	0.300%
Between £1.5bn and £1.75bn	0.275%
Between £1.75bn and £2.0bn	0.250%
Between £2.0bn and £2.25bn (plus MedicX portfolio £804m <sup>(1)</sup> )	0.225%
Above £2.25bn	0.200%



<sup>(1)</sup> MedicX portfolio valuation at completion of merger on 14 March 2019

## **Contact Details**



Harry Hyman
Managing Director
<a href="mailto:harry.hyman@nexusgroup.co.uk">harry.hyman@nexusgroup.co.uk</a>



Richard Howell Finance Director richard.howell@ nexusgroup.co.uk



Chris Santer Chief Investment Officer <u>chris.santer@</u> <u>nexusgroup.co.uk</u>



## **Disclaimer**

The information contained in this presentation in respect of Primary Health Properties PLC (the "Company") and communicated during any delivery of the presentation, including the talks given by the presenters, any question and answer session and any document or material distributed at or in connection with the presentation (together, the "Presentation") is only being made, supplied or directed at persons (a) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("Order") (investment professionals) or (b) who fall within Article 49(2)(a) to (d) of the Order (high net worth companies, unincorporated associations etc.) (all such persons referred to above being "Relevant Persons"). Any investment or investment activity to which the Presentation relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. Each recipient is deemed to confirm, represent and warrant to the Company that they are a Relevant Person who are not Relevant Persons must not attend or receive this Presentation. No person may rely on or act upon the matters communicated in this Presentation. Any person who is not a Relevant Person who has received any document forming part of this Presentation must return it immediately.

This Presentation is not a prospectus or prospectus equivalent document and does not constitute, or form part of, nor is it intended to communicate, any offer, invitation or inducement to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities of the Company, nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract for any such sale, issue, purchase or subscription. This Presentation does not constitute a recommendation regarding the Company's securities. Recipients of the Presentation should conduct their own investigation, evaluation and analysis of the business, data and property described in the Presentation.

The contents of the Presentation have not been examined or approved by the Financial Conduct Authority ("FCA") or London Stock Exchange plc (the "London Stock Exchange"), nor is it intended that the Presentation will be so examined or approved. The information and opinions contained in the Presentation are subject to updating, completion, revision, further verification and amendment in any way without liability or notice to any party. The contents of this Presentation have not been independently verified and accordingly, no reliance may be placed for any purpose whatsoever on the information or opinions contained or expressed in the Presentation or on the completeness, accuracy or fairness of such information and opinions. No undertaking, representation or warranty or other assurance, express or implied, is made or given as to the accuracy, completeness or fairness of the information or opinions contained or expressed in the Presentation and, save in the case of fraud, no responsibility or liability is accepted by any person for any loss, cost or damage suffered or incurred as a result of the reliance on such information or opinions. In addition, no duty of care or otherwise is owed by any such person to recipients of the Presentation or any other person in relation to the Presentation.

Past performance cannot be relied on as a guide for future performance. Certain statements, beliefs and opinions contained in this Presentation, particularly those regarding the possible or assumed future financial or other performance of the Company, industry growth or other trend projections are or may be forward looking statements. Forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "plans", "goal", "target", "aim", "may", "will", "would", "could" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future and may be beyond the Company's ability to control or predict. Forward-looking statements are not guarantees of future performance. Any forward-looking statements made by or on behalf of the Company speak only as of the date they are made and no representation or warranty is given as to their completeness or accuracy or the basis on which they were prepared or that any of these statements or forward-looking statements will come to pass or that any forecast result will be achieved. Neither the Company, nor any of its associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this Presentation will actually occur. You are cautioned not



## **Disclaimer**

to place undue reliance on these forward-looking statements. The Company is not under any obligation (except as required by the Listing Rules of the FCA, the Disclosure Guidance and Transparency Rules of the FCA, the Market Abuse Regulation and the rules of the London Stock Exchange) and expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. No statement in this Presentation is intended as a profit forecast or a profit estimate and no statement in this Presentation should be interpreted to mean that earnings per Company share for the current or future financial years would necessarily match or exceed the historical published earnings per Company share.

The Presentation is confidential and should not be distributed, copied, published or reproduced (in whole or in part) or disclosed or passed by its recipients in any way to any other person for any purpose, other than with the consent of the Company. By accepting receipt of, attending any presentation or delivery of or electronically accessing the Presentation, you undertake to keep this Presentation and the information contained herein confidential and not to forward the Presentation to any other person, or to distribute a copy, reproduce or publish the Presentation, in whole or in part, for any purpose.

By accepting receipt of or electronically accessing this Presentation or attending any presentation or delivery of this Presentation you agree to be bound by the foregoing limitations and conditions and, in particular, will be taken to have represented, warranted and undertaken that: (i) you are a Relevant Person (as defined above); and (ii) you have read and agree to comply with the contents of this notice.

All data is sourced by the Company unless identified as otherwise. Numbers presented have been rounded up to the nearest one or two decimal places as appropriate.

#### Other jurisdictions

The distribution of this Presentation or any information contained in it may be restricted by law in certain jurisdictions, and any person into whose possession any document containing this Presentation or any part of it comes should inform themselves about, and observe, any such restrictions. The Presentation does not constitute or form part of, nor is it intended to communicate, any offer, invitation or inducement to sell or issue, or any solicitation of any offer to purchase or subscribe for, any securities to any person in any jurisdiction to whom or in which such offer or solicitation is unlawful nor shall it (or any part of it), or the fact of its distribution, form the basis of, or be relied on in connection with or act as any inducement to enter into, any contract whatsoever relating to any securities. The Presentation does not constitute or form a part of any offer, invitation, inducement to sell or issue, or solicitation to purchase or subscribe for securities in the United States. The Company has not registered and does not intend to register any shares under the U.S. Securities Act of 1933 (the "Securities Act"), and the shares will not be offered or sold, directly or indirectly, in or into the United States absent registration under the Securities Act or pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. There will be no public offering of any shares or of any securities in the United States. Subject to certain exceptions, neither this document nor any copy of it may be taken, transmitted or distributed, directly or indirectly, into the United States of America, its territories or possessions. Any failure to comply with this restriction may constitute a violation of U.S. securities laws. This Presentation is not for publication, release or distribution, directly or indirectly, in whole or in part, in or into the United States of America, Australia, Canada, Japan, the Republic of South Africa or any jurisdiction where it would be u

The relevant clearances have not been, and will not be, obtained from the Securities Commission of any provision or territory of Canada; no document in relation to the Company's securities has been, or will be, lodged with, or registered by, the Australian Securities and Investments Commission; no registration statement has been, or will be, filed with the Japanese Ministry of Finance; and the relevant clearances have not been, and will not be, obtained from the South African Reserve Bank and any other applicable body in the Republic of South Africa, in relation to the Company's securities. Accordingly, the Company's securities will not, directly or indirectly, be offered or sold within Canada, Australia, Japan, the Republic of South Africa or any other country outside the United Kingdom where it would be unlawful to do so.

#### July 2019

