

This presentation is intended only for the person to whom it has been delivered to and is for informational purposes only. This presentation does not constitute an offer to sell, is not an offer or a solicitation of an offer in respect of securities and should not be construed as an offer of solicitation shall be made only to qualifying investors, and only pursuant to the definitive documents (the "Definitive Documents") of a product, which describe the terms applicable to the product and certain risks related to an investment in a product and which qualify in their entirety the information set forth herein. Such Definitive Documents should be read carefully prior not fication. Any investment decision in connection without prior notification. Any investment decision in connection with any entity within or fund managed by The Rohatyn Group ("TRG") should be made based only on the information contained in the relevant Definitive Documents which will be provided to prospective investors before an investment is accepted. You should conduct your own investigation and analysis of TRG and the data described herein. This presentation is strictly confidential and may not be reproduced or redistributed in whole or in part nor may its contents be disclosed to any other person under any circumstances, without the consent of TRG. This presentation is not intended to constitute legal, tax or accounting advice, or an investment recommendation. An investment in a product is speculative and entails substantial risks. There can be no assurance that a products' investment objectives will be achieved or that a loss of such an investment would not occur; TRG cannot guarantee returns. Each investor should consult its own lawyer, accounting advice, or an investment in any other contained herein. Additional perior advisers regarding, legal, commercial, tax or any other topic related to the information contained herein, independently, based on its individual circumstances. No securities contained herein. Additional on investment in any

Investments may be in countries that prove to be politically or economically unstable. Furthermore, fluctuations in currency exchange rates will affect the value of the investments and any restrictions imposed to prevent capital flight may make it difficult or impossible to exchange or repatriate currency. Exposure to emerging markets generally entails greater risks and higher volatility than exposure to well-developed markets, including potentially significant legal, economic and political risks. The prices of emerging market exchange rates, securities and other assets are often highly volatile. Movements in such prices are influenced by, among other things, interest rates, changing market supply and demand, external market forces (particularly in relation to major trading partners), trade, fiscal, monetary programs, policies of governments, and international political and economic events and policies.

Any projections, market outlooks, investment outlooks or estimates in this presentation are forward looking statements and are based upon certain assumptions. Other events which were not taken into account may occur and may significantly affect returns or performance of an investment. Any projections, outlooks, or assumptions should not be construed to be indicative of the actual events which will occur.

Unless otherwise noted, the views expressed in this presentation reflect those of TRG and only through the end of the period as stated on the cover; other asset managers may have different perspectives. Any such views are subject to change at any time and TRG disclaims any responsibility to update such views. Any assumptions stated herein may change at the discretion of TRG.

There is no guarantee that a product will have similar results as previous or other TRG products. Nor are there any guarantees of specific returns, diversification of assets, or completion of a set strategy, focus or investment target. Past performance is not indicative of future results.

No liability, howsoever arising, is or will be accepted by TRG or any member of its respective groups or its directors, officers, employees, agents or advisers for the fairness, accuracy or completeness of the information (including all estimates, valuations, forecasts, assumptions or statements of opinion or expectation) or opinion contained herein or in any other information supplied or made available or representation made in conjunction herewith or any accompanying materials, in writing or orally, in connection with any negotiations for a proposed transaction with or for the consequences of any reliance upon or other use of any such information. No representation or warranty, express or implied, is or will be made with respect to the fairness, accuracy or completeness of any of the information (including all estimates, valuations, forecasts, assumptions or statements of opinion or expectation) contained herein or any other such information.

An investment in a product is speculative and entails substantial risks. Investors may lose all or substantially all of their investment in a product. The products' investment programs should be evaluated on the basis that there can be no assurance that TRG's assessments of the short-term or long-term prospects of investments will prove accurate or that a fund will achieve its investment objective. A substantial portion of the trades executed in the investment program take place on foreign exchanges, and foreign exchanges may be slower and more subject to failure than U.S. exchanges. An investment in the provide provides limited liquidity. An investment in the product is suitable only for sophisticated investors who do not require immediate liquidity for their investment. The value of an investment in a product can reduce as well as increase and, therefore, the return on investment necessarily will be variable. Income may fluctuate in accordance with market conditions and taxation arrangements.

Certain information contained herein has been obtained from third party sources. While TRG deems such sources to be reliable, TRG cannot warrant the information to be accurate, complete or timely. TRG is not responsible for any damages or losses arising from any use of this third-party information.



## **Executive Summary**

#### Performance overview

- Actual EBITDA of the unlisted Portfolio Companies grew by 18% as almost all Portfolio Companies performed strongly YoY
- Value uplift in Gammatek and TymeBank and unrealised gains in Synerlytic and Crossfin (based on offers received) were key drivers of NAV growth
- Optasia's EBITDA increased 10% YoY in US\$ however, the Naira devaluation resulted in lower Maintainable EBITDA and a 5% reduction in ZAR Total Return YoY

#### Net Asset Value

- Group NAVPS decreased by 17.9% from R8.56 to R7.03 at 30 June 2024 due to a 52% reduction in the value of the listed assets. The unlisted portfolio grew 4% YoY
- Adjusting for the Brait shares unbundled in Aug 2024, the Group NAVPS is R6.58

#### Investments, Realisations and Liquidity

- Total share of realised proceeds from the unlisted portfolio received of c.R1.0bn since listing at an average MOIC of 1.7x and a premium to prevailing NAV of 31%
- Net debt of R525m at 30 June 2024 reduced to c.R200m post the receipt in August 2024 of proceeds from Synerlytic and the Brait Exchangeable Bond (EB) repayment
- Fund VII debt reduced from R86m to R55m post the receipt of EF VII EB repayment

#### Outlook

- Market conditions have improved with a number of Fund exits planned for the next 18-24 months
- Board's focus remains on optimising the returns from the portfolio, expediting the return of capital and maximising shareholder returns

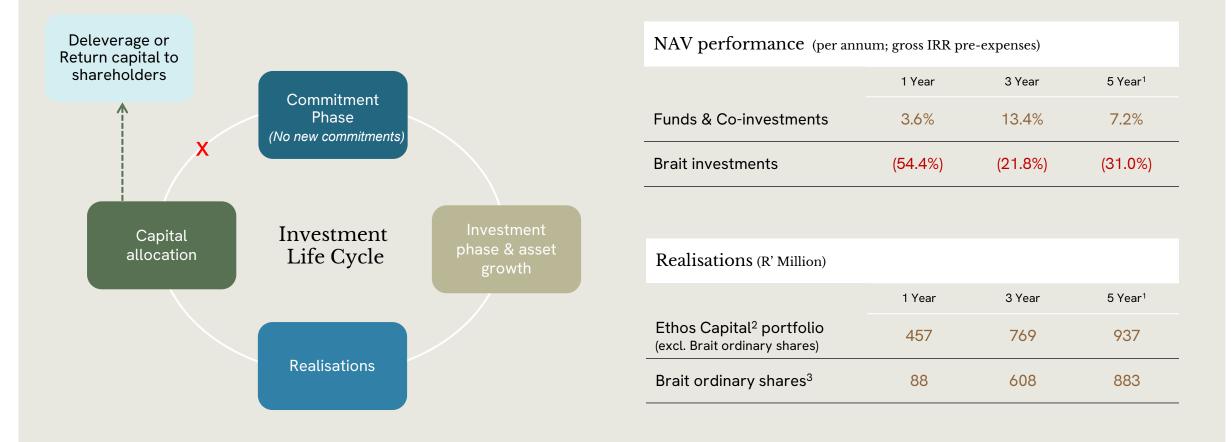
HIGHLIGHTS/OBSERVATIONS						
D.	$\bigcirc$				2 a	
Group NAVPS of R7.03 down 17.9% YoY due mainly to listed asset share price performance	Strong performance across the majority of the unlisted Portfolio Companies	Unlisted Portfolio Companies grew actual LTM EBITDA by c.18%	R134m of realised proceeds in year to 30 June 2024 with R323m of proceeds received post year end	Strategy is to optimise value from the existing portfolio and expedite the return of capital	Net debt post the receipt of the Synerlytic and Brait EB proceeds reduced from R525m to c.R200m	



# PERFORMANCE UPDATE



## The Ethos Capital Journey



- 1. Brait since March 2020
- 2. Ethos Capital's share of realised proceeds including proceeds received post 30 June 2024 from Synerlytic and Brait EB of R323 million (excl. Adumo proceeds of R55 million expected in October 2024)
- 3. Ethos Capital's share of Brait proceeds realised from sales of assets (utilised to reduce Brait debt)

ETHOS C A P I T A L

# Ethos Capital NAV Analysis

	Audited 30 June 2023	3		Changes FY 2024 R'000		Audited 30 June 2024	
	R′000		Revaluation	Invested	Realised	R′000	
INVESTMENT PORTFOLIO	2,688	99.3%	(254)	9	(134)	2,309	99.2%
Brait ordinary shares	416	15.4%	(302)		-	114	4.9%
Brait exchangeable bonds	276	10.2%	(26)		(15)	235	10.1%
TRG AF VII debt	(84)	(3.1%)	-		-	(84)	(3.6%)
Optasia	831	30.7%	(60)		(18)	753	32.3%
Synerlytic	203	7.5%	111		(43)	271	11.6%
Vertice	168	6.2%	(2)	7	-	173	7.4%
Crossfin	166	6.1%	14		(10)	170	7.3%
Gammatek	137	5.1%	38		(18)	157	6.7%
TymeBank	92	3.4%	18	-	-	110	4.8%
Echo	160	5.9%	(51)	1	-	110	4.9%
Other investments	323	11.9%	6	1	(30)	300	12.8%
Cash and cash equivalents	11	0.4%	(93)	1	96	15	0.6%
Accounts receivable	9	0.3%	(5)	-		4	0.2%
Total assets	2,708	100.0%	(352)	10	(38)	2,328	100.0%
Borrowings (Ethos Capital)	(340)		-	(10)	38	(312)	
Borrowings (Black Hawk)	(186)		(24)			(210)	
Non-current liabilities	(526)		(24)	(10)	38	(522)	
Other liab. & provisions	(10)		(12)		-	(22)	
Current liabilities	(10)		(12)	-	-	(22)	
Total Liabilities	(536)		(36)	(10)	38	(544)	
NAV to ordinary shareholders	2,172			(388)		1,784	
# of shares ('mil) excl treasury	253.9			253.9		253.9	
NAV PER SHARE	8.56			(1.53)		7.03	

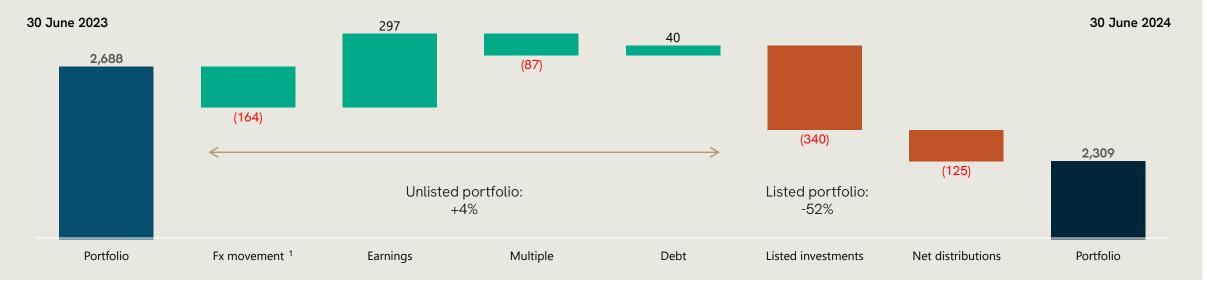
### INVESTMENT PHASE and ASSET GROWTH Performance Overview

ethos

The total investment portfolio (like-for-like pre distributions) achieved a -9% return over the year, with a +4% return achieved by the unlisted portfolio

- The positive returns were driven by higher offer prices for Synerlytic and Adumo and underlying growth in Gammatek, TymeBank and Twinsaver, with decreases in Echo and Kevro and a R164m currency devaluation impact (largely attributable to Optasia); the unlisted portfolio achieved a +12% return pre fx devaulation
- Brait (-73%), MTN ZF (-27%) and the Brait EB (-10%) contributed negatively to the NAVPS growth YoY, with an overall listed portfolio return of -52%
- Brait ordinary shares were unbundled to shareholders in August 2024 which resulted in a reduction in Ethos Capital NAVPS by R0.45
- The overall returns were driven by higher EBITDA levels across the portfolio, with multiples slightly down YoY, and some de-gearing in the unlisted portfolio

#### BREAKDOWN OF PORTFOLIO VALUATION (30 JUNE 2023 - 30 JUNE 2024)

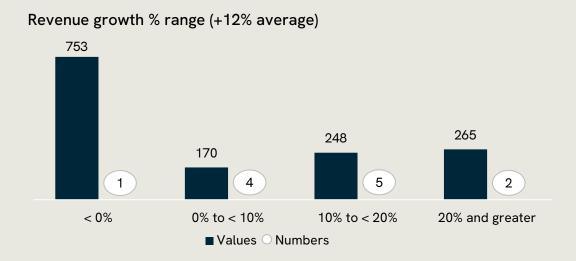


1. including the normalisation adjustment to Optasia's Actual EBITDA to reflect prevailing Fx rates relative to the average over the year

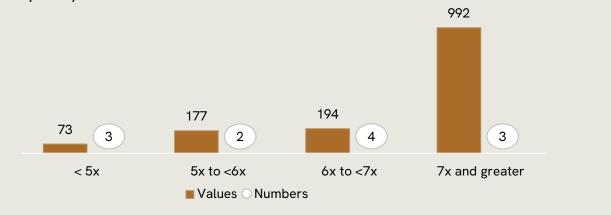
#### ETHOS C A P I T A L

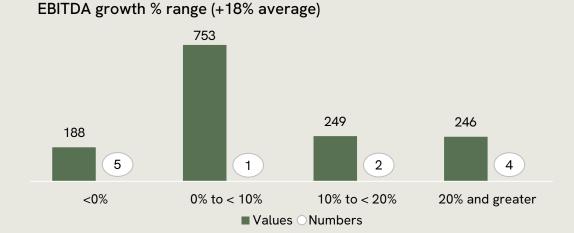
#### INVESTMENT PHASE and ASSET GROWTH

## LTM Revenue and EBITDA growth and Valuation multiples (earnings / revenue based unlisted portfolio)

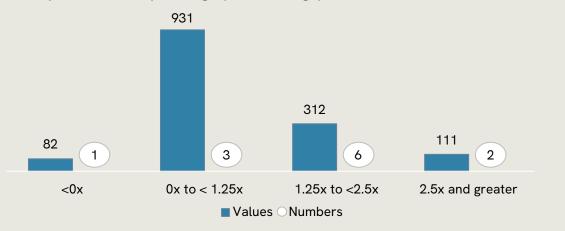


EV/maintainable EBITDA multiple range (7.4x average; 5.8x excl. Optasia)

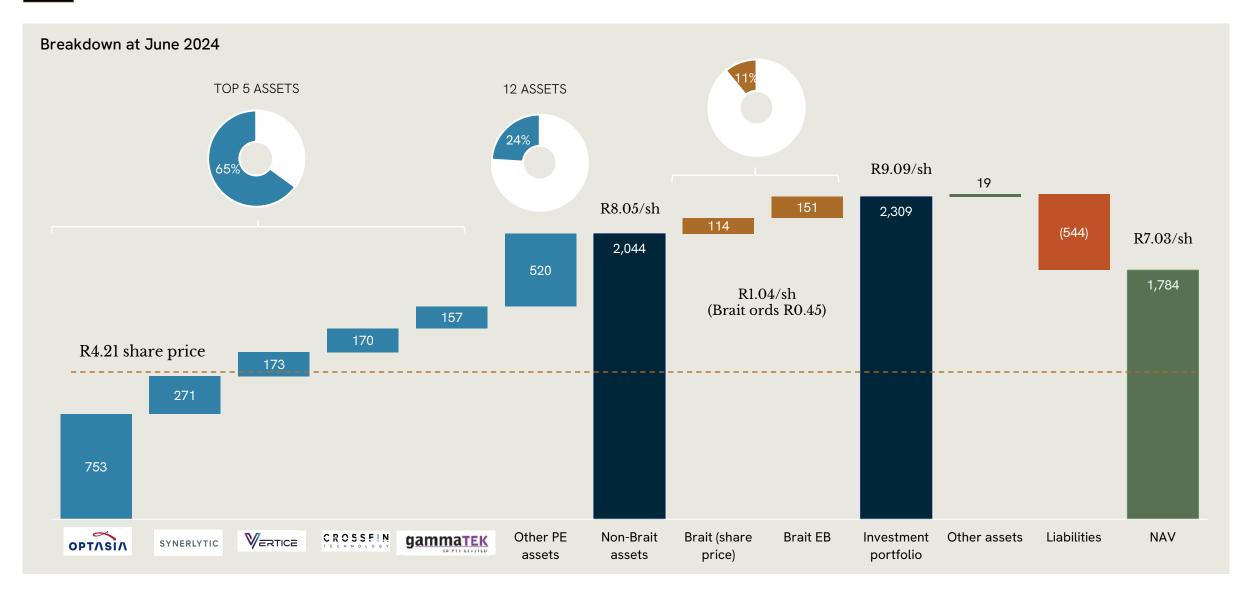




Debt/EBITDA multiple range (1.6x average)



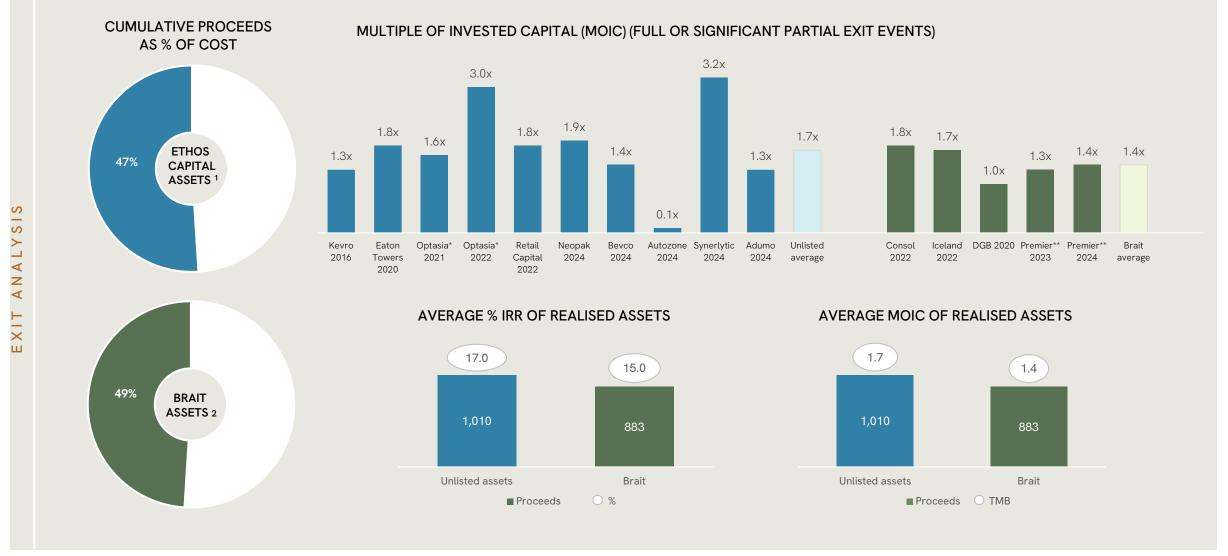
# Ethos Capital NAV analysis



### REALISATIONS

ETHOS

Ethos Capital exit track record



\* Denotes a partial realisation (Optasia)) \*\* IPO value of Premier (2023) and placement of Brait's Premier shares (2024)

1. Realised proceeds (incl. other partial realisations or income distributions) as a % of total original investment cost

2. Ethos Capital's share of realised proceeds (utilised within Brait for debt repayment)

# Post y/e adjusted Ethos Capital NAV and net debt

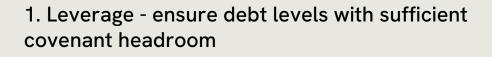
#### Breakdown of post June 2024 transactions, to date

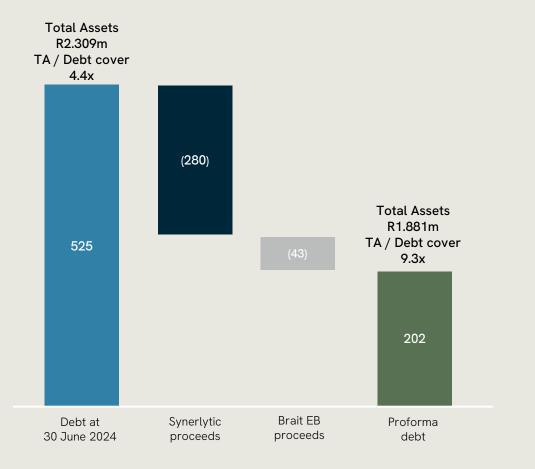


1. Proceeds from Brait Exchangeable Bond redemption held in EDI (proceeds from EB redemption in Fund VII used to settle Fund VII debt)

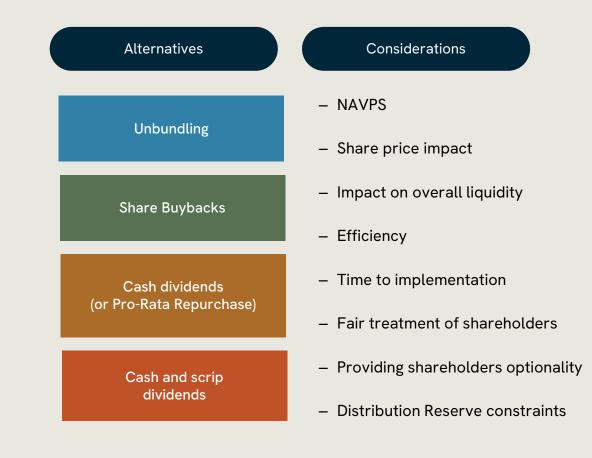
#### ETHOS CAPITAL ALLOCATION

## Leverage and Return of Capital Considerations

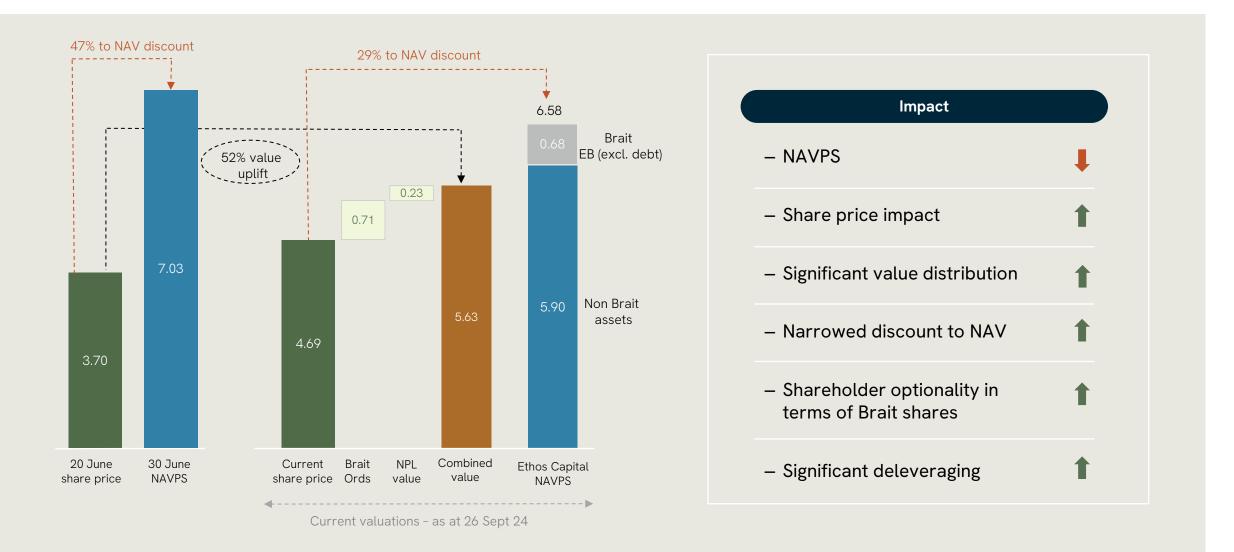




# 2. Evaluate most optimal and efficient mechanism for returning capital to shareholders



# Brait Ordinary Share Unbundling - impact analysis and considerations





# PORTFOLIO OVERVIEW



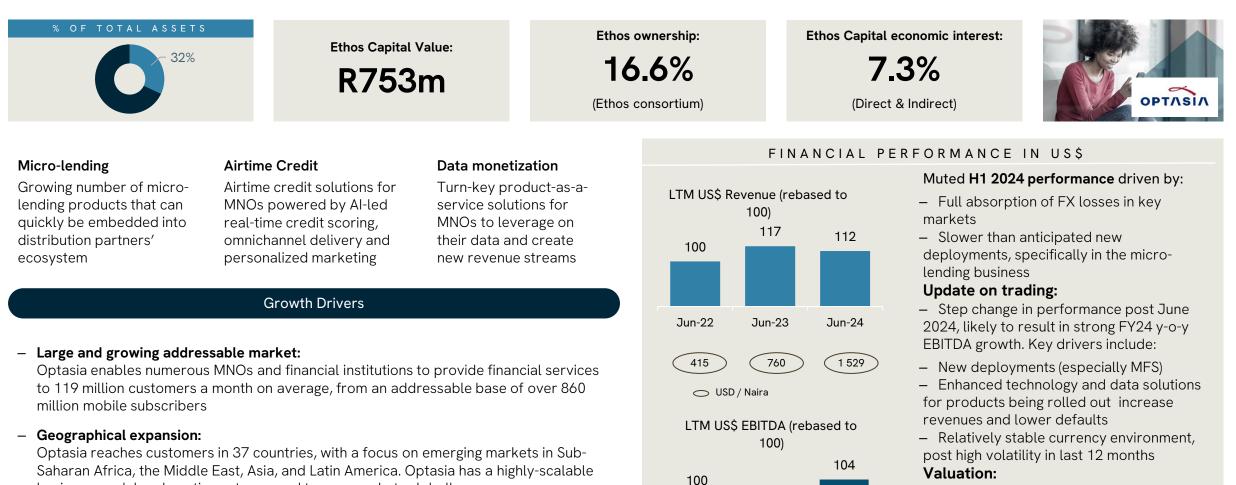
Optasia is a **global fintech company** that partners with MNOs, mobile wallet operators and financial institutions in order to enable them to provide **financial access to end customers through an AI-led credit assessment engine**.

95

Jun-23

Jun-24

Jun-22



business model and continues to expand to new markets globally

#### - Product expansion:

Optasia has an established AI-technology platform and relationships with MNOs and financial institutions that is being leveraged to expand into adjacent products (e.g. buy-now-pay-later services for SMEs)

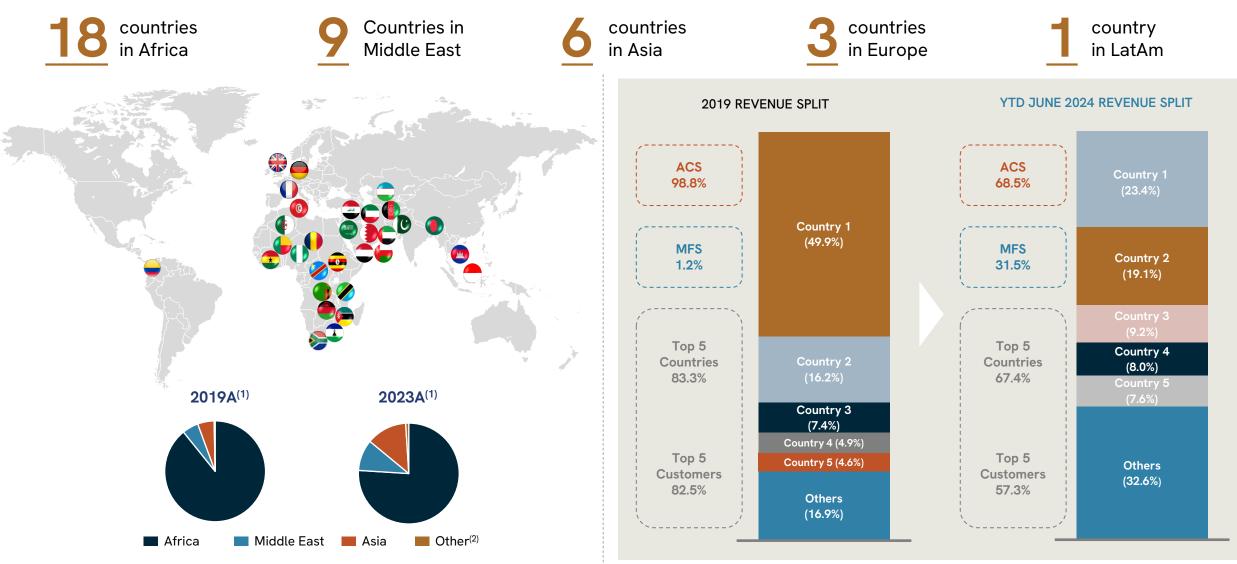
- Higher EBITDA was partially offset by a

resulting in a largely flat valuation over the

slight reduction in valuation multiple,

last 6 months

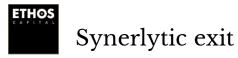
## Optasia: Ongoing Geographic, Product and Customer Diversification



Source: Company information

**ETHOS** 

(1) Advances by geographic region. (2) Consists of Europe and South America (3) Refers to average contract length with key customers in Ghana, Guinea, Iraq, Mozambique, Nigeria, Pakistan and Zambia



In **2019**, the Mid Market Fund completed the acquisition of Synerlytic Group Holdings, a leading condition monitoring specialists and international manufacturer and supplier of matrix-matched Certified Reference Materials



#### Attractive business characteristics

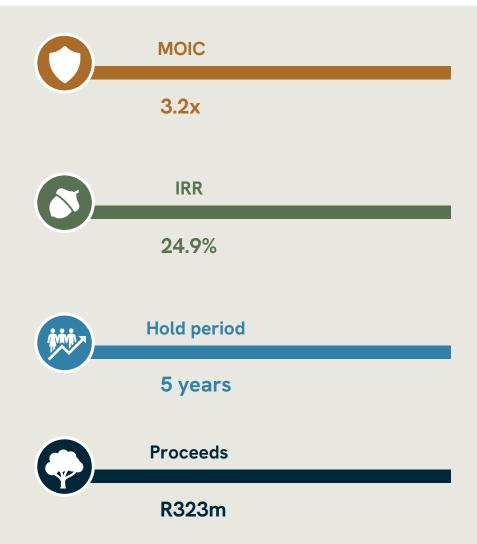
- Strong moat, high margins and cash conversion, growth runway with regulatory tail winds
- Dominant share in a niche industry providing pricing power
- Scaleable geographic growth opportunities
- High calibre management team

### Complex, value unlocking delisting process

- Complex delisting of conglomerate including a back-to-back sale of non-core assets
- Entry price valued at implied multiple of 6x Maintainable EBITDA
- Drove separation into two stand-alone businesses (WearCheck and TPG) based on likely buyer interest

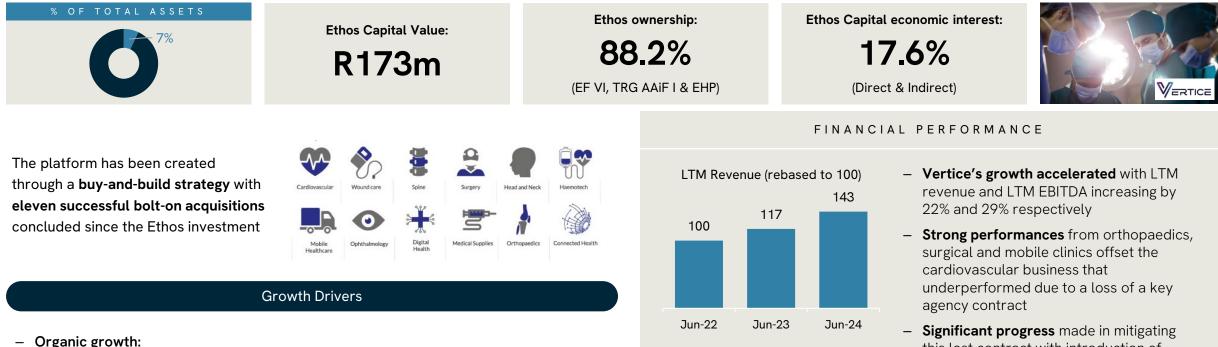
### Multi-faceted sales process

- Sale of two businesses separately through a well managed sales process
- Exited both assets at a significant premium to carrying NAV





Vertice is a South African based **medical technology company** with a continent-wide footprint that provides **turnkey medical solutions across several healthcare sectors**.



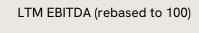
Potential to grow both in terms of market share, market value and new product categories within South Africa and SSA

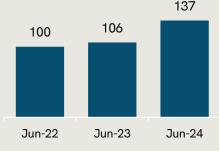
#### - Integration of bolt-on acquisitions:

Vertice has concluded eleven bolt-on acquisitions, diversifying the product offering and increasing scale. The business is focused on integration of the acquisitions with cost savings realised as a result of consolidation into a single head-office and warehouse

#### - Digital Transformation:

Digital transformation of processes in the business through IoT and Ai engines, with the first Ai-driven diagnostic product successfully launched in the cardiology division. Furthermore, Vertice is exploring European expansion through the provision of medical technology enabled solutions.

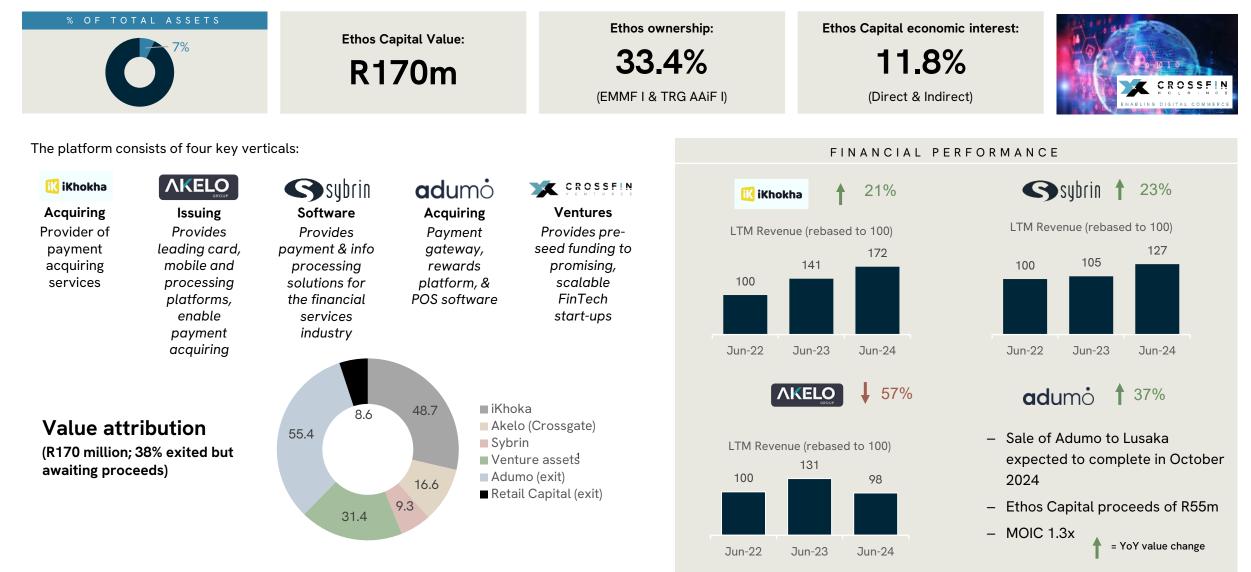




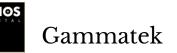
- **Significant progress** made in mitigating this lost contract with introduction of replacement and new products across all specialisations
- Vertice Software Solutions (medical software development) pivoted to developing private sector solutions with an initial European contract secured
- Several growth and optimisation initiatives are underway, including targeted reductions in working capital investment and improvement in free cash flow generation



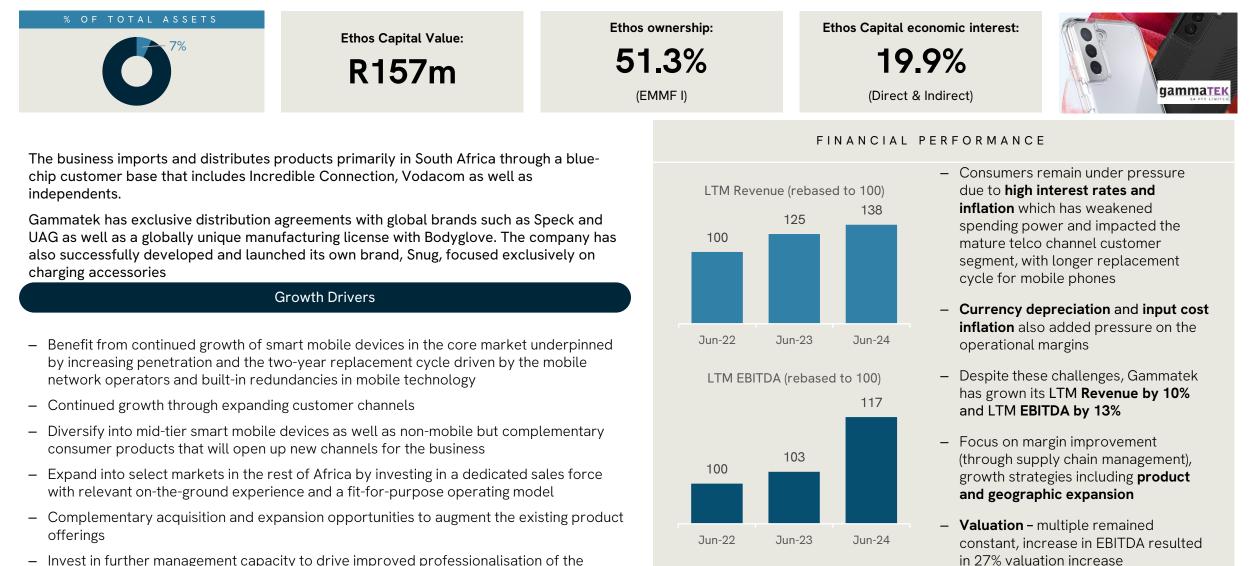
Crossfin invests in **high growth**, **established**, **cash generative Fintech solutions** to enable growth for companies in Africa & beyond.



1 Venture assets consist of start-up assets within Akelo, and standalone assets for Ventures and Crossfin Mauritius



Gammatek is a leading distributor of mobile accessories and low-technology products with 50% market share in its targeted categories.



 Invest in further management capacity to drive improved professionalisation of the business



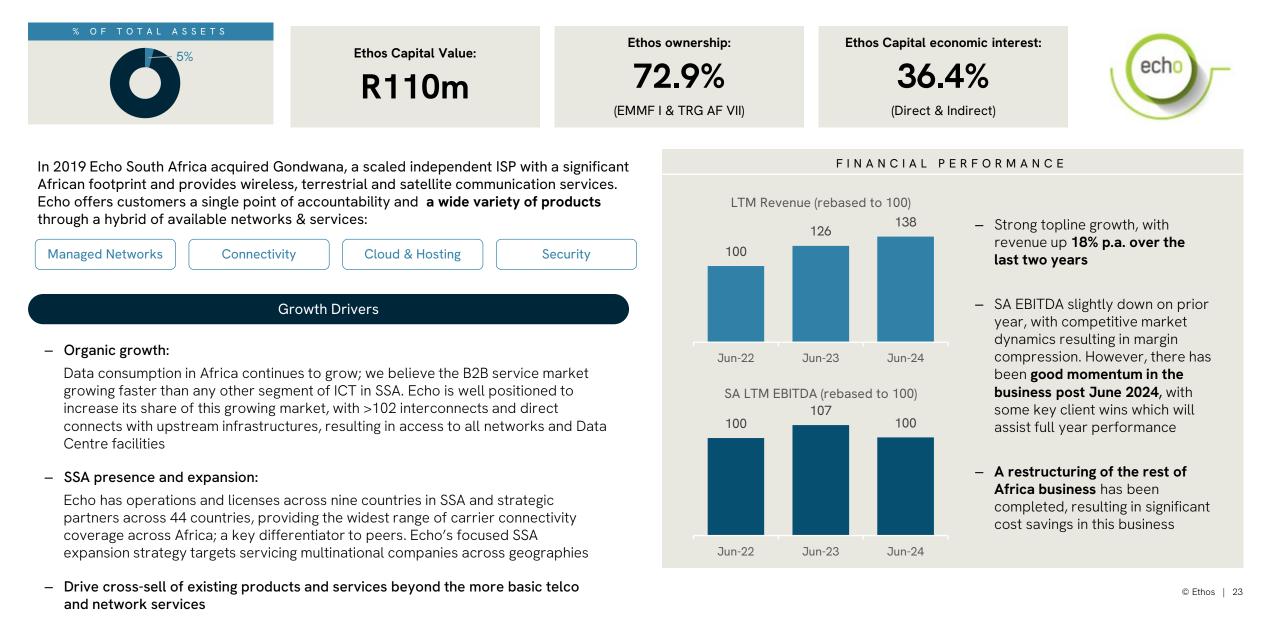
	DRIVE NAV GROWTH	TOTAL REALISED VALUE	CAPITAL ALLOCATION	
Strategy	<ul> <li>Increase underlying NAV in the portfolio</li> </ul>	<ul> <li>Drive exits in the portfolio</li> <li>Reduce debt to facilitate shareholder returns</li> </ul>	<ul> <li>No new investments in funds</li> <li>Reduce debt</li> <li>Return capital to shareholders</li> </ul>	
Non-Brait investments	<b>16 Portfolio Companies</b> Realised value R928m		Unbundling	
	Residual value R1,774m Realised MOIC 1.7x	R687m of proceeds returned to June 2024 Further R323m proceeds since June 2024	Share Buybacks	
Brait portfolio	Brait ordinary shares (unbundled) Brait EB	47% of unlisted invested cost returned Net debt reduced from R525m to R200m	Cash dividends (or Pro-Rata Repurchase)	
	Realised value R203m Residual value R120m (net of TRG AF VII debt)	Total Assets / Net Debt increased to 9.3x	Cash and scrip dividends	



# ANNEXURE



Echo is a corporate **Internet Service Provider** ("ISP"), providing information and Communications Technology services through an **aggregation of third-party networks**.





### Primedia is a diversified media platform, operating across broadcasting, Out of Home ("OOH") & Content and Digital.

