

SANDON CAPITAL

# Sandon Capital Investments Limited

## Shareholder Presentation

7 September 2021

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# FY21 Result Highlights

## REVENUE

**\$56.5 million**

## NET PROFIT AFTER TAX

**\$37.3 million**

## DIVIDENDS ANNOUNCED

**2.75 cps Final**

**1.00 cps Special**

## Exception Investment Returns

- 68.3% gross portfolio return in FY21
- Significant outperformance of broader market indices
- Reporting Season very positive overall for SNC portfolio companies
- Market continues to present attractive investment opportunities

## 10% Increase in Dividends

- Ordinary Fully Franked Final Dividend 2.75 cps, up 10%
- Board expects to pay a similar interim dividend
- Fully Franked Special Dividend 1.00cps

## Strong Dividend Capacity

- 32.1 cps Profits Reserves<sup>1</sup>
- 9.6 cps Franking Credits<sup>1</sup>



1. Before payment of announced final and special dividends

# Investment Performance

As at 31 July 2021

Gross Performance <sup>1,2,3</sup>	1 month	1 year	2 years % p.a.	3 years % p.a.	Since Inception (Annualised)
Sandon Capital Investments Limited	2.3%	68.1%	23.6%	15.8%	12.7%
All Ordinaries Accumulation Index	1.1%	30.4%	8.9%	10.2%	9.8%
Outperformance	1.3%	37.7%	14.7%	5.6%	2.9%

1. The SNC Gross Performance is after investment management fees and brokerage but before performance fees, corporate expenses and taxes. Index returns are before all fees and expenses and before any taxes. Dividends paid during the period are included when calculating SNC's gross investment performance.

2. Note: past performance is no indication of future returns.

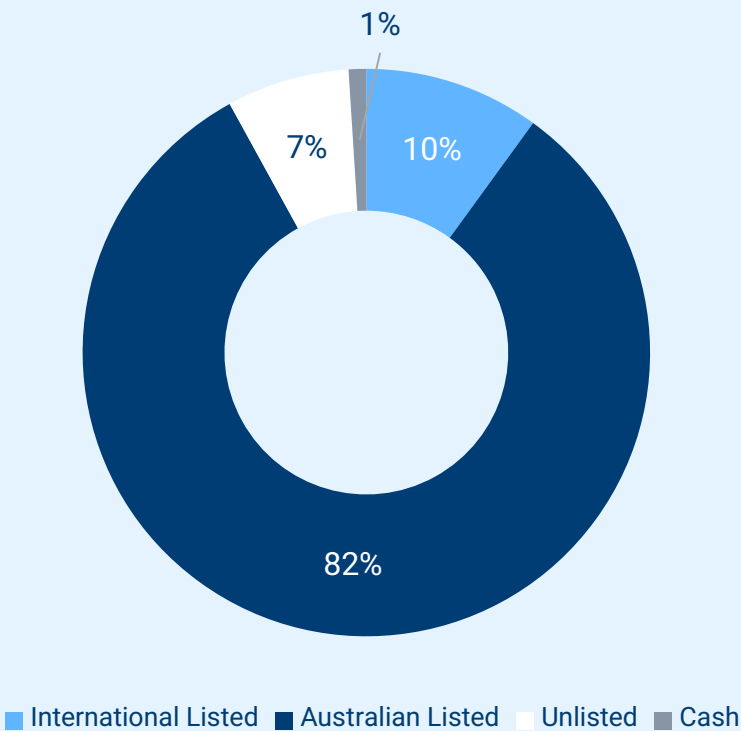
3. Numbers may not add due to rounding

# FY21 Portfolio Snapshot

## KEY POINTS

- Exposure to industrial economy and tailwinds from government stimulus
- Reporting season
  - Results overall positive
  - Embedded growth opportunities remain
- Despite increases, many share prices represent undemanding valuations
- Investment Manager sees attractive opportunities to deploy additional capital

Portfolio Composition



Gross Portfolio composition as at 31 July 2021. All figures are approximate.

## TOP 5 POSITIONS

Fleetwood
COG Financial Services
BCI Minerals
Spectra Systems Corp. (UK Listed)
City Chic Collective

As at 31 Jul 2021, ranked by value.

# Pro rata Non-Renounceable Entitlement Offer<sup>1</sup>

## PRO RATA ENTITLEMENT

# 1-for-4

**1 New Share for every 4 Shares owned on the Record Date**

## OFFER PRICE

# \$1.01

## FULLY FRANKED DIVIDENDS ON NEW SHARES

# 3.75cps<sup>2</sup>

## Offer Highlights

- Offer to raise up to \$27.9 m<sup>3</sup>
- Buy new SNC shares at a 2.9% discount to market price, with no brokerage payable
- New Shares will receive 3.75 cents per share in fully franked dividends before 20 December 2021<sup>2</sup>
- 5.4% Annualised Dividend Yield for New Shares (7.3% incl. franking)
- Opportunity for SNC to grow equitably, increasing liquidity and relevance in LIC sector
- Reduces fixed expense ratio
- Investment Manager to reimburse Offer expenses

## Guaranteed 1 New Share for every 4 shares owned

- Buy 1 New Share for every 4 Shares owned at Record Date at a Fixed Price of \$1.01 per share, without paying any brokerage

## Strong Dividend Capacity Remains

- ~4 years of fully franked dividend paying capacity on a fully diluted basis<sup>4</sup>



<sup>1</sup>. This presentation should be read in conjunction with the Entitlement Booklet.

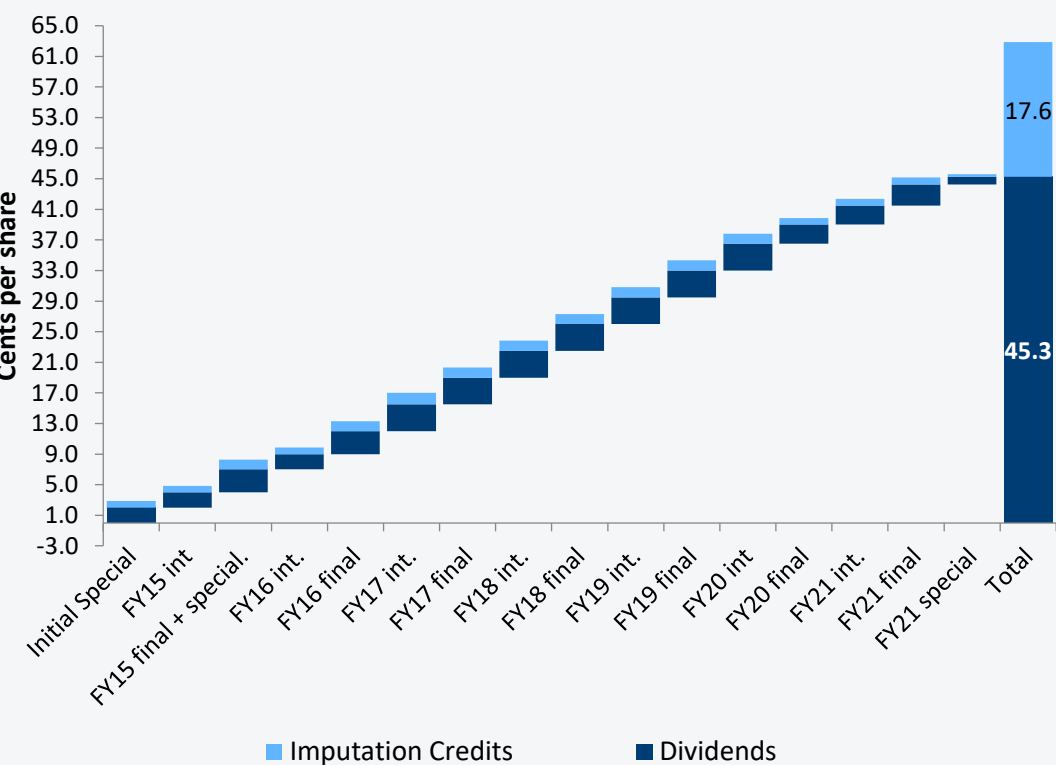
<sup>2</sup>. Provided New Shares acquired are held on both record dates of 20 October 2021 and 1 December 2021

<sup>3</sup>. Gross proceeds of Entitlement Offer, including Top-up and Shortfall Facilities

<sup>4</sup>. These figures assume all entitlements are exercised and is after the payment of both Final and Special Dividends to the expanded capital base

# Dividends & the Entitlement Offer

Dividend policy is to pay a growing stream of fully franked dividends



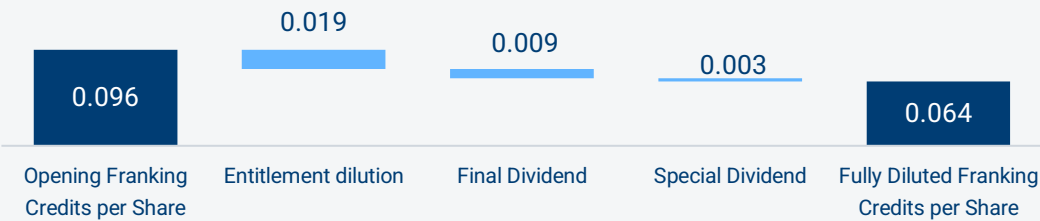
\* The Board expects to pay dividends of a similar amount to the most recent final dividend, subject of course to prudent business practice and the availability of profits and franking credits.

Profits Reserves and Franking Account remain strong<sup>1</sup>

## Impact of Entitlement on Profits Reserves (cents per share)



## Impact of Entitlement on Franking Account (cents per share)



<sup>1</sup> Illustrates the impact of the Entitlement Offer, assuming all Entitlements are exercised and that the Final and Special Dividends are paid to the expanded shareholder base.

# 1-for-4 Non-Renounceable Entitlement Offer



You can buy 1 new SNC share for every 4 shares you own

The Offer Price for New Shares is \$1.01 per share



The Entitlement Offer is equitable

All Eligible Shareholders have the opportunity to participate



New Shares will receive 3.75 cps in fully franked dividends

Shares acquired under the Entitlement Offer, including the Top-Up and Shortfall Facilities will receive the fully franked final dividend of 2.75 cps and the fully franked special dividend of 1.00 cps<sup>1</sup>

## Offer Summary



The Offer will raise up to \$27.9 million<sup>2</sup>



The Offer Price for New Shares is \$1.01, a 2.9% discount to the last closing price



The Ex date for the Entitlement is 9 September 2021



No brokerage is payable

1. Provided New Shares acquired are held on both record dates of 20 October 2021 and 1 December 2021  
2. Gross proceeds of Entitlement Offer, including Top-up and Shortfall Facilities



# Other information and Key Dates

## Top-Up Facility

Eligible Shareholders who exercise their full Entitlement will be able to apply for additional Share under the Top-Up Facility

## Shortfall Facility

If there remains any shortfall of New Shares taken up by Eligible Shareholders, including any New Share issued under the Top-up facility, the Directors reserve the right (in their absolute discretion) to issue all or any of the shortfall through a placement to eligible professional and sophisticated investors at the same price and on the same terms as the Entitlement Offer.

EVENT	DATE
Announcement of Entitlement Offer	Tuesday, 7 September 2021
Ex-date for Entitlement Offer	Thursday, 9 September 2021
Record Date for Entitlement Offer	Friday, 10 September 2021
Announcement of SNC 31 August NTA	Monday, 13 September 2021
Entitlement Offer opens	Monday, 13 September 2021
Offer Closes (Closing Date)	Friday, 24 September 2021
Sandon announces trading halt and intention to conduct placement	Monday, 27 September 2021
Notification of shortfall and commitments under Shortfall Facility	Wednesday, 29 September 2021
Issue of New Shares under Entitlement Offer	Friday, 1 October 2021
Issue of securities under the Shortfall Facility	Wednesday, 6 October 2021

Key Dates are indicative and may change

# Volatility and uncertainty in global financial markets have become the new normal

## KEY THEMES DRIVING VOLATILITY

1

COVID-19

2

Global  
monetary  
and fiscal  
policy

3

Geopolitics

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Pandemic has continued to drive a deeper divide between market valuations



Eye-watering prices are being paid for companies seen as offering growth while many lower growth businesses are sold more cheaply.

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Our fundamental approach will continue to uncover attractive opportunities



With shareholder activism unlocking value

SANDON CAPITAL



# About Sandon Capital

*“Ever since 1934 we have argued in our writings for a more... energetic attitude by stockholders toward their management.”*

— BEN GRAHAM, THE INTELLIGENT INVESTOR

SINCE 2008

Sandon Capital has successfully applied its investment approach

We have established a long term track record of attractive returns

We aim to be active owners

We're an Australian-based activist investment firm with AUM ~\$230M

We are value Investors. We aim to buy at a discount to an asset's true worth

## Our Funds

### Sandon Capital Activist Fund (SCAF)

Unlisted unit trust for wholesale / qualified investors

### Sandon Capital Investments Ltd (ASX:SNC)

Listed investment company

### Sandon Capital Offshore Master Fund

Incorporated in Cayman Islands for offshore investors investing through Sandon Capital Feeder Fund

# We seek change to create or enhance value



Pre-eminent and unique track record of shareholder activism



We have unrivalled experience in >40 public and private campaigns



Our track record and investor base allows us to be careful and patient

Long, established track record of outperformance, with an investor base that supports us playing a long game with investments

## Extensive contacts



We build coalitions of like-minded investors



Stakeholders include institutional investors, directors, proxy advisers, investment bankers, journalists and ultimate owners



Built and nurtured over many years



When public, our analysis is widely circulated and read

# We view 'activism' as a critical investment tool



Conventional thinking regarded Specialty Fashion Group as “failed” or “failing”. Our analysis indicated otherwise

Decided to back the board with a recapitalisation proposal. Underperforming businesses were sold, allowing the remaining business to thrive

Investors continue to reap the rewards as CCX successfully executes its “*A World of Curves*” strategy



Analysis indicated that Fleetwood’s shares traded on a “scorched earth” basis after years of poor performance. Change was imperative

Identified the need to focus on manufactured buildings

Campaigned for board and management changes, the sale of non-core assets, and improved management and governance

Board now has widespread shareholder support, a strong senior management team



Began campaign for Iluka Resources to demerge its MAC Iron Ore Royalty in 2016

After several years of patient, persistent work, involving long discussions with other shareholders and analysts, a consensus formed in favour of a demerger

Today, Iluka and the newly demerged Deterra Royalties both enjoy strong market support

# We invest in undervalued companies

As value investors, we look for undervalued assets, where:

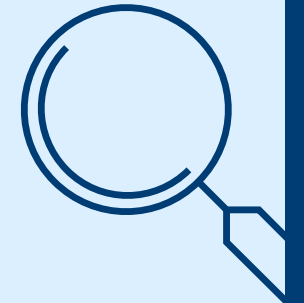


Prices are below their intrinsic value



We can encourage positive changes

Human nature creates attractive investment opportunities that require shareholder pressure to liberate or create value



We actively engage  
with companies to  
promote positive  
changes



Identify companies that are mispriced and where there are opportunities to promote positive changes, and shape the future



Transform a company so its value is better appreciated by the market



Takes time for our approach to bear fruit. Capital we manage is similarly aligned. Allows us to be patient and persistent.



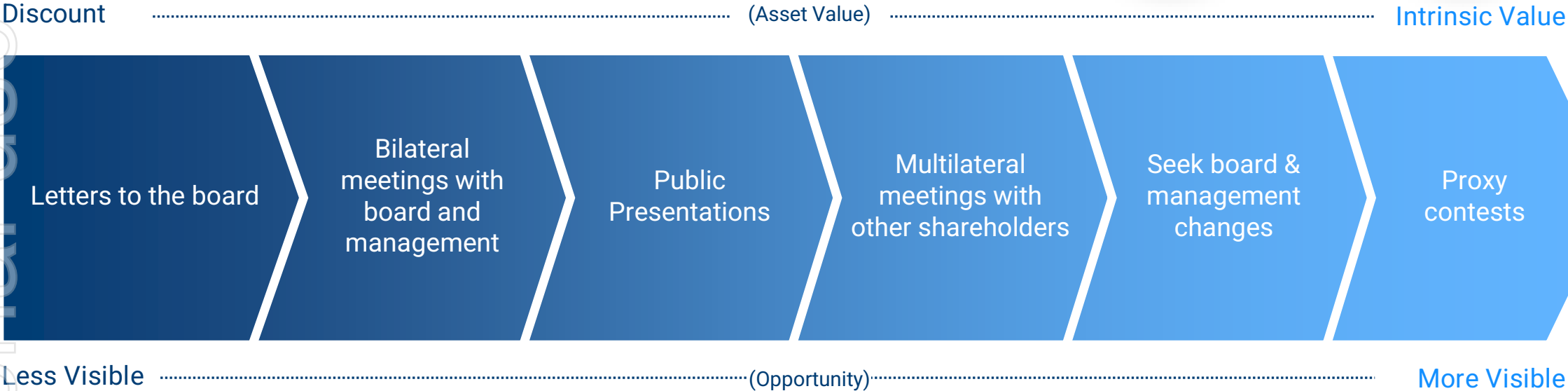
Use rigorous analysis to build shareholder consensus



# We unlock value by taking a proactive approach

We focus on engaging to maximise the certainty of our value creation strategies

We adapt to each unique situation, employing both a range of visible and less visible techniques



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# Thank you

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