

# Agasti Holding ASA

3<sup>rd</sup> quarter 2015

Oslo, November 4<sup>th</sup> 2015

Jørgen Pleyrn Ulvness, Chief Executive Officer  
Christian Dovland, Chief Financial Officer



*Disclaimer: Unaudited Q3 figures. This presentation contains certain forward-looking statements that involve risks and uncertainties. All statements other than statements of historical facts are forward-looking statements and must not be understood as guarantees for the future.*

Restructuring completed – best profitability year to date since 2008

- Jørgen Pleyrn Ulvness, Chief Executive Officer

03.11.2015

### Highlights 3Q15

- EBIT of NOK 18 million and EBITDA of NOK 21 million in Q3 2015, compared to NOK -3 million and NOK 1 million, respectively, in the same period in 2014.
- EBIT of NOK 51 million and EBITDA of NOK 59 million year to date 2015, compared to NOK 5 million and NOK 16 million, respectively, in the same period in 2014.
- Cash flow of NOK 54 million in Q3 2015.
- Blackstone's acquisition of 10 real estate portfolios is unconditional and planned to close 15 December.
- Blackstone's acquisition of 34% of Agasti's operational business, now organised under Obligo BX, was completed in October 2015.
- A dividend estimated at NOK 0.73 per share will be proposed, and planned to be paid to Agasti's shareholders by 31 December 2015.
- Agasti and Blackstone have ambitions to jointly pursue further real estate transactions and to potentially build up a leading position in the Nordic real estate market.
- A process has been initiated to dispose of the group's Capital Markets business.
- Obligo Investment Management has received authorisation to manage alternative investment funds (AIFMD).
- Major changes in accounting policy going forward; operational business to be accounted for in accordance with the equity method.

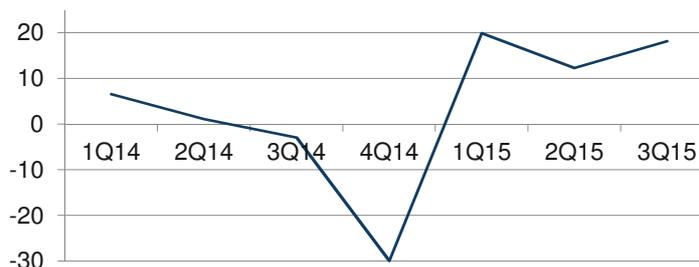


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### Sound and stable underlying profit

#### EBIT (mnok)



All accounting figures referred to, such as revenues, operating costs, EBIT, EBITDA and recurring revenues in percent of fixed costs include revenues and cost from "discontinued operations" since "discontinued operations" represent the business which will be at the core of Agasti's future; being income from the joint venture with an affiliate of Blackstone.

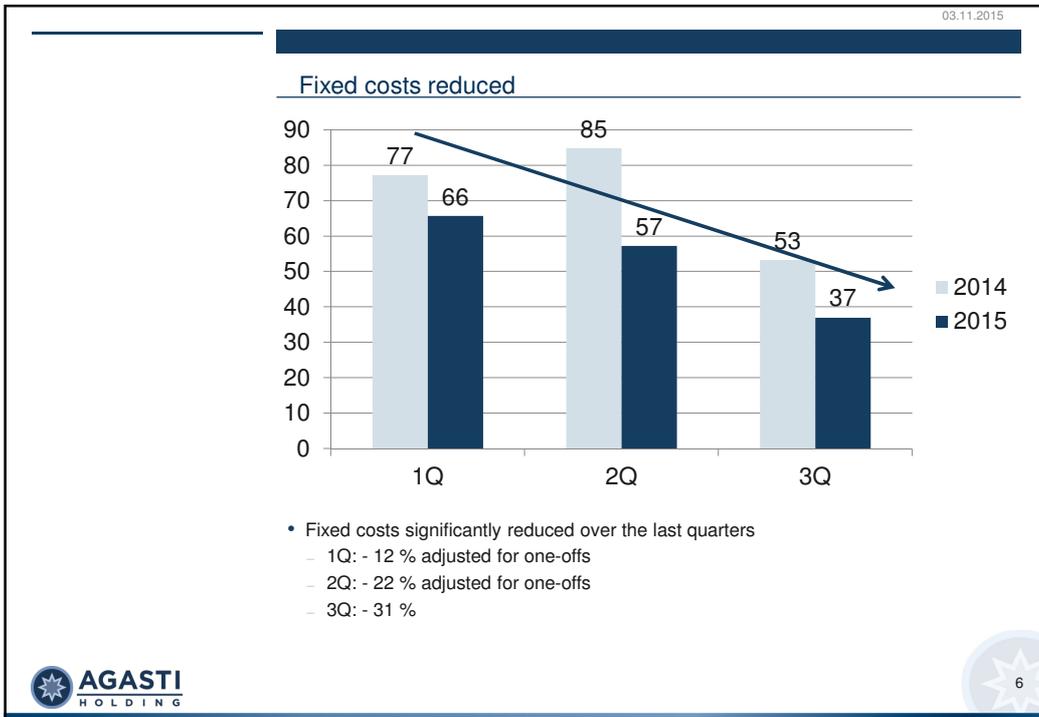
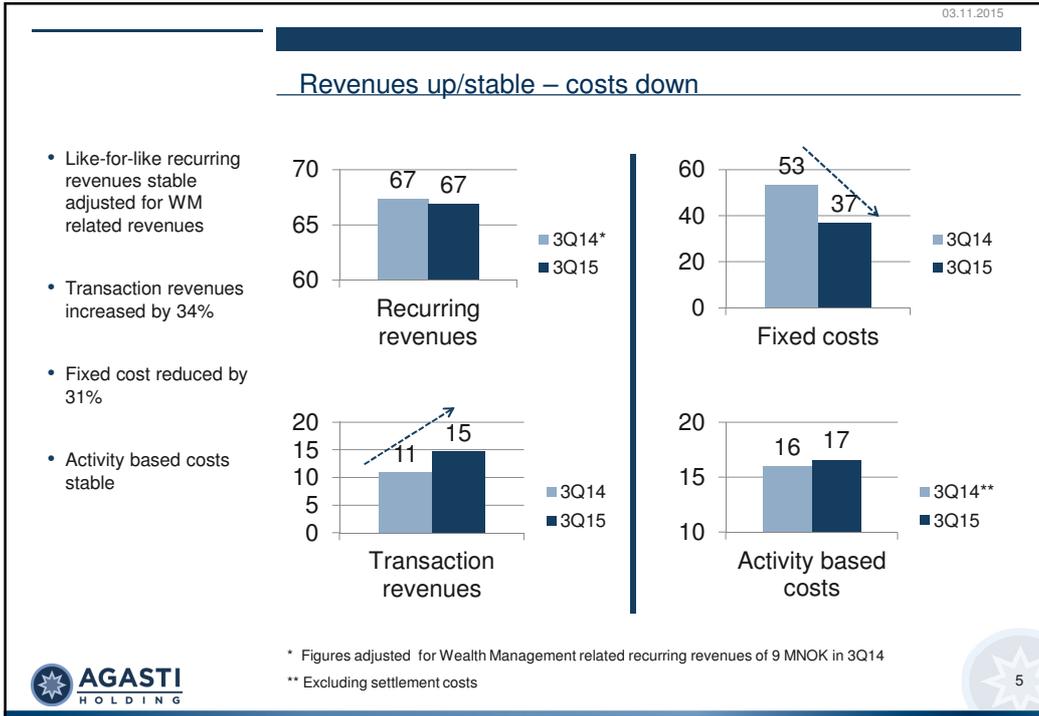
Profit (MNOK)	1Q14*	2Q14*	3Q14*	4Q14*	2014*	1Q15	2Q15**	3Q15	YTD15**
EBITDA	14	18	13	15	59	23	32	21	76
EBIT	10	14	9	11	44	20	30	18	68

\* EBITDA/EBIT adjusted for restructuring and settlement costs in 2014

\*\* EBITDA/EBIT adjusted for NOK 17 mill in settlement and related costs in 2Q15



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## Agasti in 2015

WHAT WE SAID	WHAT WE DID								
<p>✓ 1Q14: Strategic ambition to create return, liquidity to clients</p>	<ul style="list-style-type: none"> <li>• Blackstone invested both in managed funds and in platform.</li> <li>• NOK 5 billion in dividends / payments to clients since 2013</li> </ul>								
<p>✓ 1Q14: Re-establish profitability</p>	<table border="0"> <tr><td>• EBIT 2012:</td><td style="text-align: right;">-56</td></tr> <tr><td>• EBIT 2013:</td><td style="text-align: right;">-4</td></tr> <tr><td>• EBIT 2014:</td><td style="text-align: right;">-25</td></tr> <tr><td>• EBIT YTD 2015:</td><td style="text-align: right;">+51</td></tr> </table>	• EBIT 2012:	-56	• EBIT 2013:	-4	• EBIT 2014:	-25	• EBIT YTD 2015:	+51
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• EBIT YTD 2015:	+51								
<p>✓ 1Q14: AIFM directive introduced in Norway; Obligo being one of the leading players</p>	<ul style="list-style-type: none"> <li>• Secured authorisation for Obligo Investment Management to manage alternative investment funds (AIFMD).</li> </ul>								
<p>✓ 3Q14: Wind-down old business within first half of 2015</p>	<ul style="list-style-type: none"> <li>• Closed nearly all matters relating to the former Acta operation</li> <li>• Financial risk reduced to a minimum</li> </ul>								
<p>✓ 2Q15: Further streamlining of operations</p>	<ul style="list-style-type: none"> <li>• Challenging restructuring of the business completed</li> <li>• Divesting activities in the Capital Markets – reducing employees to appr. 50 and improve profitability significantly</li> </ul>								





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## Creating a Nordic powerhouse – buy it – fix it – sell it

Blackstone



34%
66%
100%

Obligo BX H

NAX

ACM

OIM

ABS

ORE  
(and others)

NAV

AAM

AKF

- At closing, all employees in Agasti Holding ASA were transferred to Obligo BX Group
- Discontinuation of Capital Markets activities (ACM, NAX)



- Obligo BX H: Obligo BX Holding AS
- NAX: Navexa Securities AB, ACM: Agasti Capital Markets AS, OIM: Obligo Investment Management AS
- NAV: Navigea Securities AS, AAM: Acta Asset Management AS, AKF: Acta Kapitalforvaltning AS



## Interim financial statements

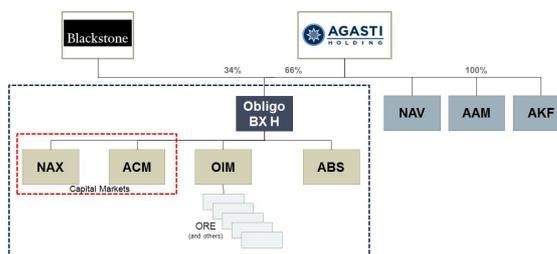
- Christian Dovland, Chief Financial Officer

## Major accounting effects going forward

- The transaction where an affiliate of Blackstone acquired 34% of Obligo BX Holding AS was closed on 20 October 2015. Agasti and Blackstone have entered into a shareholders' agreement for Obligo BX Holding AS, and certain major decisions shall only be taken if both Agasti and Blackstone consent in effect rendering the company as a joint venture.
- As per 30 September the affected activities were considered held for sale and were accounted for as discontinued operations in the financial statements according to IFRS. Consequently, revenues and costs only reflects activities in Agasti Holding and 100% owned subsidiaries
- Going forward, the sale of 34% of the operating business to an affiliate of Blackstone will be accounted for as a sale of the entire business, and as from the fourth quarter report the remaining 66% share will be recognized at fair value and accounted for as investment in a joint venture according to the equity method.
- Thus, the main activity of Agasti Holding will be to manage its 66% ownership in Obligo BX Holding AS. Pro-forma consolidated figures for this company disclosed in the Q3 report.

### Further effects of the transaction with Blackstone

- Agasti Holding has received settlement for 34% of Obligo BX Holding,
  - Extraordinary dividend of approximately 73 øre per share contemplated before year end
- The sale of 10 real estate portfolios to Blackstone are unconditional and are expected to close at December 15
- At closing; Obligo to receive at least 150 MNOK in exit and performance fees
  - Agasti Holding will through its 66% ownership in Obligo BX Holding receive its share of these fees after tax through dividends.
  - Same goes for distributable profits from Obligo BX Group both for 2015 and going forward
- To be reflected in ordinary dividend to be paid in 2016.



### Key financial data (non-GAAP)\*

All accounting figures referred to, such as revenues, operating costs, EBIT, EBITDA and recurring revenues in percent of fixed costs include revenues and cost from "discontinued operations" since "discontinued operations" represent the business which will be at the core of Agasti's future; being income from the joint venture with an affiliate of Blackstone.

MNOK	3Q 2015	3Q 2014	YTD		Year 2014
			2015	2014	
Transaction revenues	15	11	90	57	88
Recurring revenues	66	76	196	252	324
<b>Total revenues</b>	<b>82</b>	<b>87</b>	<b>286</b>	<b>309</b>	<b>412</b>
Variable operating costs	6	5	17	11	22
Activity based costs	17	28	51	66	114
Fixed costs	37	53	160	215	282
<b>Operating costs</b>	<b>61</b>	<b>86</b>	<b>228</b>	<b>293</b>	<b>418</b>
<b>EBITDA</b>	<b>21</b>	<b>1</b>	<b>59</b>	<b>16</b>	<b>-6</b>
Depreciation a.o.	3	4	8	11	19
<b>EBIT</b>	<b>18</b>	<b>-3</b>	<b>51</b>	<b>5</b>	<b>-25</b>
<b>Net income before tax</b>	<b>19</b>	<b>-3</b>	<b>52</b>	<b>4</b>	<b>-23</b>
<b>Net income</b>	<b>11</b>	<b>-2</b>	<b>36</b>	<b>3</b>	<b>-17</b>
<b>EPS</b>	<b>0.04</b>	<b>-0.01</b>	<b>0.12</b>	<b>0.01</b>	<b>-0.06</b>
<b>ROE* - annualised</b>	<b>18%</b>	<b>-3%</b>	<b>30%</b>	<b>3%</b>	<b>-8%</b>

- Good traction in transaction revenue
- Fixed costs reduced by 31% compared to 3Q14
- Additional cost reductions underway related to outsourcing, staff and activity based costs

## Balance sheet

MNOK	30.09.15	31.12.14
Goodwill	0	44
Other intangible assets	0	16
Deferred tax asset	40	54
<b>Total intangible assets</b>	<b>40</b>	<b>113</b>
Fixed assets	0	5
Financial assets	21	19
<b>Total tangible assets</b>	<b>21</b>	<b>24</b>
Financial current assets	34	45
Trade receivables	9	53
Other receivables	7	42
Bank deposits	36	106
Assets held for sale	281	0
<b>Total assets</b>	<b>429</b>	<b>383</b>

<b>Equity</b>	<b>252</b>	<b>215</b>
Long term debt	0	19
Accounts payable	1	13
Taxes payable	0	1
Overdraft facility	0	0
Other taxes and duties payable	2	15
Salaries/commissions payable	6	26
Other short term debt	41	94
<b>Total debt</b>	<b>50</b>	<b>168</b>
Liabilities related to assets held for sale	127	0
<b>Total equity and debt</b>	<b>429</b>	<b>383</b>

- The Agasti Group has a robust financial position
- Bank deposits of 154 MNOK, including cash in assets held for sale
- Total assets as at 30 September 2015 were 429 MNOK
- Assets held for sale consist of the operational business Blackstone has invested in

## Segments

- EBIT in 3Q of 18 MNOK
- EBIT improved in both operational segments compared to 3Q14

SEGMENT INFORMATION (MNOK)	Capital Markets		Investment Management		Other <sup>1)</sup>		Agasti Group	
	3Q15	3Q14	3Q15	3Q14	3Q15	3Q14	3Q15	3Q14
Transaction revenues	12.4	13.9	2.7	-3.4	0.0	0.4	15.1	10.9
Recurring revenues	19.6	2.9	46.8	37.0	-0.0	36.0	66.4	75.9
<b>Total operating revenues</b>	<b>32.0</b>	<b>16.9</b>	<b>49.5</b>	<b>33.7</b>	<b>-0.0</b>	<b>36.3</b>	<b>81.5</b>	<b>86.9</b>
<b>Operating earnings (EBIT)</b>	<b>13.1</b>	<b>4.1</b>	<b>7.5</b>	<b>2.9</b>	<b>-2.4</b>	<b>-9.9</b>	<b>18.2</b>	<b>-2.9</b>

<sup>1)</sup> Includes eliminations

### • Capital Markets

- Transaction revenues represents corporate finance and brokerage fees
- Recurring revenues represents remuneration for investor services on behalf of shareholders in Obligo Investment Management managed structures (AUM based)

### • Investments Management

- Transaction revenues represents exit fees and other transaction income.
- Recurring revenues represents management fees from Obligo managed portfolios, net of remuneration to Capital Markets

### • Other

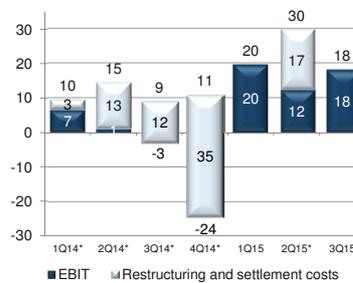
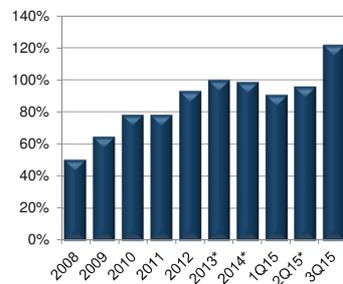
- Agasti Holding and former Wealth Management activities (Navigea Securities AS, Acta Kapitalforvaltning AS, Acta Asset Management AS)

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## Revenue/cost ratios and EBIT

Recurring revenues / fixed and activity-based costs

EBIT in MNOK



- Agasti operates with solid underlying profit
- EBIT of MNOK 18 million

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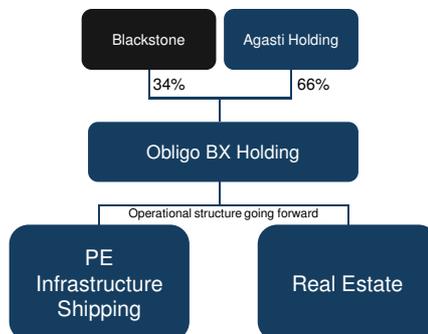
## Outlook

- Jørgen Pleyrn Ulvness, Chief Executive Officer

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### Outlook: Blackstone invests in Agasti's operational business

- Blackstone acquired 34% of Agasti's operational business
- Blackstone is a global leader in real estate investing. Blackstone's real estate business was founded in 1991 and has more than \$93 billion in investor capital under management. Listed at NYSE.
- Ambition to build a leading platform in Nordics together with Blackstone



- Further streamlining of operations, disposal of Capital Markets segment and exit/performance fees of at least MNOK 150 ensures a good year for the Agasti Group.



## Q & A

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