

## SUMMARISED AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2018

Universal Partners has a primary listing on the Official Market of the Stock Exchange of Mauritius Ltd ("SEM") and a secondary listing on the Alternative Exchange of the JSE Limited ("JSE").

### PRINCIPAL ACTIVITY

The principal activity of the Company is to hold investments in high quality, growth businesses across Europe, with a particular focus on the United Kingdom ("UK"). The Company's mandate also allows up to 20% of funds available at the time an investment is made to be invested outside of the UK and Europe.

The Company's primary objective is to achieve strong capital appreciation in Pounds Sterling ("GBP") over the medium to long-term by investing in businesses that meet the investment criteria set out in the Company's investment policy.

### BUSINESS REVIEW

Since its listing on the SEM on 08 August 2016 and the JSE on 11 August 2016, the Company has been working closely with its investment advisor, ARGO Investment Managers ("ARGO"), to identify potential investments that meet its investment criteria.

The Company has concluded five investments since its listing up to the reporting date. The most recent investment was concluded on 09 May 2018 when the Company invested in JSA Services Limited ("JSA"), a leading Professional Employment Organisation ("PEO") in the UK, for a total consideration of GBP 11 million of which GBP 9.9 million was paid upfront with the remainder deferred subject to JSA achieving certain profit warranties.

The investments in Dentex Healthcare Group Limited ("Dentex"), YASA Limited and SC Lowy Partners have all performed well over the period since the investments were made and are in line with the Company's expectations. After bolstering the management team at Propelair, the business has experienced strong growth in sales. However, Propelair is currently involved in an employment-related dispute with its founder which remains unresolved at this stage. The company, together with Propelair management and other significant shareholders, is evaluating various alternatives and it expects a resolution within the next quarter.

The Company continues to actively pursue new investment opportunities and is positive about the future prospects.

### FINANCIAL REVIEW

For the year under review, revenue included interest earned from investing excess cash in interest bearing fixed deposits for periods of up to six months. Interest earned on deposit amounted to GBP 209,812 for the period. The deposited funds will remain in short-term fixed deposits, money market and NCD instruments until such time as they are required for investments in accordance with the Company's investment policy.

In February 2018, the Company advanced a short-term loan of GBP 5 million to Dentex while it was negotiating a senior debt facility with Lloyds Banking Group. Dentex utilised the proceeds of the Company's loan to acquire dental practices, in line with its growth strategy. Universal Partners earned a raising fee of GBP 75,000 and interest on the loan for the year under review amounted to GBP 158,274. The loan has been fully repaid subsequent to the year end.

Dentex successfully concluded an equity raise in March 2018 to fund its continued growth. As part of the equity raise, Universal Partners converted its convertible loan notes into ordinary equity shares and participated in a new equity issue of GBP 10 million by investing GBP 715,000 for an additional 500,000 shares in Dentex. Third parties participated in this capital raise, which took place at an increased price compared to the Company's original investment. This has resulted in an unrealised gain on the investment of GBP 5,227,691. Accordingly, the market value of the Company's investment in Dentex has been adjusted to reflect this increase and now stands at GBP 21,096,079.

Management fees for the year ended 30 June 2018 amounted to GBP 942,721, incurred in terms of the investment management agreement between the Company and ARGO. General and administrative expenses amounting to GBP 1,168,277 and transaction costs of GBP 430,965 relating to the acquisition of investments were incurred for the year ended 30 June 2018. General and administrative expenses for the year ended 30 June 2018 includes an accrual of GBP 823,240 for a performance fee which may become payable to ARGO based on the revaluation of the Company's investments. This performance fee accrual will be recalculated and adjusted periodically and will only be finalised and become payable on the realisation of the underlying investments.

The higher operating costs (including transaction costs) and management fees in the year ended 30 June 2018 resulted from new acquisitions and higher investment values compared to the period ended 30 June 2017.

### NET ASSET VALUE ("NAV")

The NAV per share as at 30 June 2018 was GBP 1.032 (30 June 2017: GBP 0.984).

### EARNINGS PER SHARE

Earnings per share of 4.78 pence for the year ended 30 June 2018 and the loss per share of 0.92 pence for the period ended 30 June 2017 are based on the Company's profit before tax of GBP 3,457,404 for the year ended 30 June 2018 and loss before tax of GBP 665,999 for the period ended 30 June 2017. The weighted average number of shares in issue of 72,350,131 shares was unchanged over both periods.

### DIVIDEND

In line with the Company's investment strategy to achieve long-term growth in NAV, dividends will not be declared on a regular basis. Accordingly, no dividend has been declared for the year under review.

### BASIS OF PREPARATION

The summarised audited financial statements for the year ended 30 June 2018 ("summarised audited financial statements") have been prepared using accounting policies consistent with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and in accordance with International Accounting Standard (IAS) 34 – Interim Financial Reporting, the Listing Rules of the SEM, the Mauritian Securities Act 2005 and the JSE Listings Requirements.

The accounting policies and methods of computation adopted in the preparation of these summarised audited financial statements are consistent with those applied in the preparation of the audited financial statements for the period ended 30 June 2017.

The directors are not aware of any circumstances or matters arising subsequent to the period that require any additional disclosure or adjustment to the financial statements.

### AUDITORS

These summarised audited financial statements were approved by the board of directors of Universal Partners ("Board") on 04 September 2018. Grant Thornton, the external auditors, have issued an unmodified audit opinion on the Company's audited financial statements for the year ended 30 June 2018.

By order of the Board

05 September 2018

### Intercontinental Trust Limited

Company secretary

For further information please contact:

### South African corporate advisor and JSE sponsor

Java Capital +27 11 722 3050

### SEM authorised representative and sponsor

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### Company Secretary

Intercontinental Trust Limited +230 403 0800

### NOTES

Copies of these summarised audited financial statements as well as copies of the statement of direct or indirect interest of the Senior Officers of the Company pursuant to Rule 8(2)(m) of the Securities (Disclosure of Obligations of Reporting Issuers) Rules 2007 are available to the public upon request to the Company Secretary at the Registered Office of the Company at c/o Intercontinental Trust Limited, Level 3 Alexander House, 35 Cybercity, Ebene 72201, Mauritius.

This announcement is issued pursuant to the JSE Listings Requirements, Listing Rule 12.14 of the SEM and Section 88 of the Mauritian Securities Act 2005.

The directors of Universal Partners accept full responsibility for the preparation of the summarised audited financial statements and for ensuring that the financial information has been correctly extracted from the underlying audited financial statements.

### SUMMARISED AUDITED STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2018

	As at 30 June 2018 (Audited) GBP	As at 30 June 2017 (Audited) GBP
<b>Assets</b>		
<b>Non-current assets</b>		
Investments at fair value through profit or loss	54,657,723	4,000,100
<b>Current assets</b>		
Receivables and prepayments	160,000	107,454
Short-term financial asset	5,158,274	
Cash and cash equivalents	15,534,242	67,137,560
	<b>20,852,516</b>	<b>67,245,014</b>
<b>Total assets</b>	<b>75,510,239</b>	<b>71,245,114</b>
<b>Equity and Liabilities</b>		
<b>Equity</b>		
Stated capital	71,847,164	71,847,164
Retained earnings / (loss for the period)	2,791,405	(665,999)
	<b>74,638,569</b>	<b>71,181,165</b>
<b>Current liabilities</b>		
Payables and accruals	871,670	63,949
<b>Total equity and liabilities</b>	<b>75,510,239</b>	<b>71,245,114</b>

### SUMMARISED AUDITED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2018

	Year ended 30 June 2018 (Audited) GBP	Period from 25 April 2016 to 30 June 2017 (Audited) GBP
<b>Income</b>		
Interest income	521,374	388,066
Other income	113,064	23,746
<b>Total income</b>	<b>634,438</b>	<b>411,812</b>
<b>Expenditure</b>		
Management fees	(942,721)	(574,171)
Set up costs	-	(5,749)
Transaction costs	(430,965)	(130,000)
General and administrative expenses	(1,168,277)	(316,577)
<b>Total expenditure</b>	<b>(2,541,963)</b>	<b>(1,026,497)</b>
<b>Operating loss</b>	<b>(1,907,525)</b>	<b>(614,685)</b>
Fair value gain on remeasurement of financial assets at fair value through profit or loss	5,227,875	-
Loss on disposal of financial assets at fair value through profit and loss	-	(3,716)
Net foreign exchange gains / (losses)	137,054	(47,598)
<b>Profit / (loss) before tax</b>	<b>3,457,404</b>	<b>(665,999)</b>
Tax expense	-	-
<b>Profit / (loss) for the year/period</b>	<b>3,457,404</b>	<b>(665,999)</b>
<b>Other comprehensive income</b>		
Items that will not be reclassified subsequently to profit and loss	-	-
Items that will be reclassified subsequently to profit and loss	-	-
<b>Other comprehensive income for the year/period, net of tax</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year/period</b>	<b>3,457,404</b>	<b>(665,999)</b>
	<b>Pence</b>	<b>Pence</b>
<b>Basic and headline profit / (loss) per share (pence)*</b>	<b>4.78</b>	<b>(0.92)</b>

\* The profit/(loss) per share for the year ended 30 June 2018 and period ended 30 June 2017 are based on profit before tax of GBP 3,457,404 and loss of GBP 665,999 for the Company respectively and the weighted average number of shares in issue of 72,350,131.

There were no dilutive shares in issue. There were no reconciling items between the basic and headline earnings per share.

### SUMMARISED AUDITED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2018

	Stated Capital GBP	Profit / (loss) for the year GBP	Total GBP
Issue of shares	72,350,131	-	72,350,131
Share issue costs	(502,967)	-	(502,967)
<b>Transactions with shareholder</b>	<b>71,847,164</b>	<b>-</b>	<b>71,847,164</b>
Profit / (loss) for the period	-	(665,999)	(665,999)
Other comprehensive income for the period	-	-	-
<b>Total comprehensive income for the period</b>	<b>-</b>	<b>(665,999)</b>	<b>(665,999)</b>
<b>At 30 June 2017</b>	<b>71,847,164</b>	<b>(665,999)</b>	<b>71,181,165</b>
<b>At 01 July 2017</b>	<b>71,847,164</b>	<b>(665,999)</b>	<b>71,181,165</b>
Profit / (loss) for the year	-	3,457,404	3,457,404
Other comprehensive income for the year	-	-	-
<b>Total comprehensive income for the year</b>	<b>-</b>	<b>3,457,404</b>	<b>3,457,404</b>
<b>At 30 June 2018</b>	<b>71,847,164</b>	<b>2,791,405</b>	<b>74,638,569</b>

### SUMMARISED AUDITED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2018

	Year ended 30 June 2018 (Audited) GBP	Period from 25 April 2016 to 30 June 2017 (Audited) GBP
<b>Operating activities</b>		
Profit / (loss) before tax	3,457,404	(665,999)
Adjustments for:		
Loss on disposal of investments at fair value through profit or loss	-	3,716
Fair value gain on remeasurement of investments at fair value through profit or loss	(5,227,875)	-
Interest income accrued	(521,374)	(388,066)
Net foreign exchange (gains)/losses	(137,054)	47,599
Net changes in working capital:		
Changes in receivables and prepayments	27,454	(27,454)
Changes in payables and accruals	807,421	63,849
Net cash flows utilised in operating activities	<b>(1,594,024)</b>	<b>(966,355)</b>
<b>Investing activities</b>		
Acquisition of investments	(45,137,652)	(4,202,000)
Proceeds on disposal of investments	-	198,284
Loans advanced to subsidiaries	(5,080,000)	(80,000)
Interest received	209,812	388,066
Net cash flows used in investing activities	<b>(50,007,840)</b>	<b>(3,695,650)</b>
<b>Financing activities</b>		
Proceeds from issue of shares	-	72,350,131
Payment for share issuance costs	-	(502,967)
Net cash flows generated from financing activities	<b>-</b>	<b>71,847,164</b>
Net change in cash and cash equivalents	(51,601,864)	67,185,159
Cash and cash equivalents at the beginning of the year/period	67,137,560	-
Effect of exchange rate changes on cash and cash equivalents	(1,454)	(47,599)
<b>Cash and cash equivalents at the end of the year/period</b>	<b>15,534,242</b>	<b>67,137,560</b>